

District I

1625 N. French Dr., Hobbs, NM 88240

District II

1301 W. Grand Avenue, Artesia, NM 88210

District III

1000 Rio Brazos Road, Aztec, NM 87410

District IV

1220 S. St. Francis Dr., Santa Fe, NM 87505

State of New Mexico
Energy Minerals and Natural ResourcesOil Conservation Division
1220 South St. Francis Dr.
Santa Fe, NM 87505

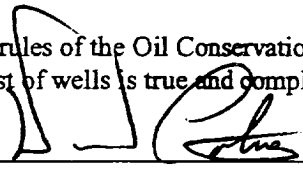
Form C-104A

March 19, 2001

Submit 1 copy of the final affected wells
list along with 1 copy of this form per
number of wells on that list to appropriate
District Office**Change of Operator****Previous Operator Information:**OGRID: 008359
Name: GP II Energy, Inc.
Address: PO Box 50682
Address:
City, State, Zip: Midland, Texas 79710**New Operator Information:**Effective Date: SEPTEMBER 1, 2002
New Ogrid: 216852
New Name: CBS OPERATING CORP.
Address: P.O. BOX 2236
Address:
City, State, Zip: MIDLAND, TX 79702

I hereby certify that the rules of the Oil Conservation Division have been complied with and that the information on this form and the attached list of wells is true and complete to the best of my knowledge and belief.

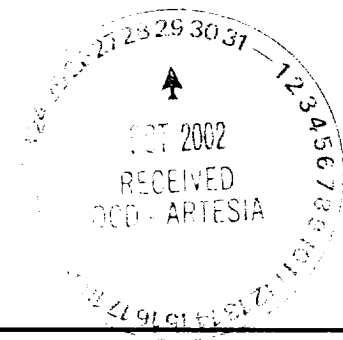
New Operator

Signature: 

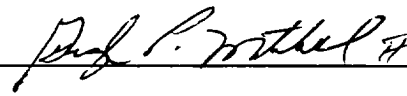
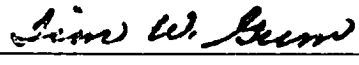
Printed name: DAVID COTNER

Title: PRESIDENT

Date: 10/24/02 Phone: 915-682-5671



Previous operator complete below:

Previous
Operator: GP II Energy, Inc.
Previous
OGRID: 008359
Signature: 
Printed
Name: George P. Mitchell II**NMOCD Approval**Signature: 
Printed
Name: District Supervisor
District:
Date: NOV 12 2002