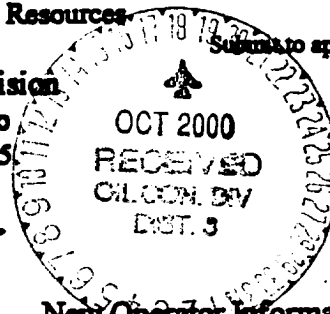


District I
1625 N. French Dr., Hobbs, NM 88240
District II
811 South First, Artesia, NM 88210
District III
1000 Rio Brazos Road, Aztec, NM 87410
District IV
2040 South Pacheco, Santa Fe, NM 87505

State of New Mexico
Energy Minerals and Natural Resources

Form C-104A

Oil Conservation Division
2040 South Pacheco
Santa Fe, NM 87505



Change of Operator

Previous Operator Information:

OGRID: 002563
Name: BLEDSON PETRO CORPORATION
Address: 1717 Main St, Suite 5850
Address: _____
City, State, Zip: Dallas, TX 75201

New Operator Information:

Effective Date: 8-1-00
New Ogrid: 188483
New Name: PHOENIX HYDROCARBONS OPER
Address: P. O. Box 3638
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 given to the new operator on this form and the attached list of wells is true and complete to the best of my knowledge and belief.

Signature: *Gregg Baiano*

Printed name: Gregg Baiano

Title: Agent

Date: 10-12-2000 Phone: 214-742-5800

BLM
505-438-7400
Bonding
Harold Phillips

Previous operator complete below:

Previous Operator: BLEDSON PETRO CORPORATION

Previous OGRID: 002563

Signature: *Michelle Cortez*

Printed Name: Michelle Cortez

NMOCD Approval

Signature: _____

Printed Name: _____

District: _____

Date: _____

Jarrington
505-599-8900
Wayne Jarrington
8-21-00