

OCT 13 2010

STATE OF NEW MEXICO
ENERGY, MINERALS AND NATURAL RESOURCES DEPARTMENT
OIL CONSERVATION DIVISION

IN THE MATTER OF THE HEARING
CALLED BY THE OIL CONSERVATION
DIVISION FOR THE PURPOSE OF
CONSIDERING THE:

APPLICATION OF MEWBOURNE OIL COMPANY FOR A NON-STANDARD
OIL SPACING AND PRORATION UNIT AND COMPULSORY POOLING,
EDDY COUNTY, NEW MEXICO

CASE NO. 14516
ORDER NO. R-13324

ORDER OF THE DIVISION

BY THE DIVISION:

This matter came on for hearing at 8:15 a.m. on July 22, 2010, at Santa Fe, New Mexico, before Examiner William V. Jones.

NOW, on this 7th day of October, 2010, the Division Director, having considered the testimony, the record and the recommendations of the Examiner,

FINDS THAT:

(1) Due public notice has been given, and the Division has jurisdiction of this case and of the subject matter.

(2) Mewbourne Oil Company ("Mewbourne" or "Applicant"), seeks an order:

(a) Creating a non-standard 169.64-acre, more or less, oil spacing and proration unit (the "Unit") for oil production from the Bone Spring formation, including, but not necessarily limited to, the Undesignated Parkway-Bone Spring Pool (49622), within Lots 1 through 4 (equivalent N/2 N/2) of Section 4, Township 20 South, Range 29 East, NMPM, Eddy County, New Mexico; and

(b) Pooling all uncommitted interests within this unit.

(3) The proposed Unit is to be dedicated to Applicant's Burton 4 Federal Well No. 3H (API No. 30-015-37816 "the proposed well"), to be drilled vertically from a surface location 810 feet from the North line and 200 feet from the East line (Lot 1) of Irregular Section 4 to an approximate depth of 7909 feet and then horizontally within the

Bone Spring formation in a westerly direction to a bottomhole terminus 660 feet from the North line and 330 feet from the West line (Lot 4) of Section 4.

(4) This case was unopposed and was presented by affidavit.

(5) On June 22, 2010, administrative order NSL-6218 was issued allowing this well to penetrate the Winchester-Bone Spring or the Parkway-Bone Spring Pools at a non-standard location.

(6) Mewbourne sees potential to increase production and recover additional hydrocarbons by drilling horizontally in the Bone Spring formation. The horizontal well is expected to produce from all four of the penetrated 40-acre oil spacing and proration units within this proposed nonstandard unit.

(7) The N/2 N/2 of Section 4 is comprised of a single Federal lease divided into two tracts. Within the proposed Unit, some parties owning interests were not located and some parties have chosen not to participate in the drilling of this horizontal well.

(8) Notice of the proposed 169.64-acre, more or less, non-standard oil spacing and proration unit was provided to all surrounding affected parties within the Bone Spring formation.

(9) Notice of the compulsory pooling application was provided to those parties not already committed to the drilling of this horizontal well.

(10) No other party appeared at the hearing, or otherwise opposed the granting of this application.

(11) Approval of the proposed non-standard 169.64-acre, more or less, spacing and proration unit will enable Applicant to drill a horizontal well that will efficiently produce the reserves underlying the Unit, thereby preventing waste, and will not impair correlative rights.

(12) Two or more separately owned tracts are embraced within the Unit, and/or there are royalty interests and/or undivided interests in oil and gas minerals in one or more tracts included in the Unit that are separately owned.

(13) Applicant is an owner of an oil and gas working interest within the Unit. Applicant has the right to drill and proposes to drill the proposed well to a common source of supply within the Unit at the proposed location.

(14) There are interest owners in the Unit that have not agreed to pool their interests and there are un-locatable interest owners within this Unit.

(15) To avoid the drilling of unnecessary wells, protect correlative rights, prevent waste and afford to each interest owner the opportunity to recover or receive

without unnecessary expense its just and fair share of hydrocarbons, this application should be approved by pooling all uncommitted interests, whatever they may be, in the oil and gas within the proposed horizontally completed 169.64-acre, more or less, Bone Spring spacing and proration unit.

(16) Mewbourne Oil Company (14744) should be designated the operator of the proposed well and of the Unit.

(17) Any pooled working interest owner who does not pay its share of estimated well costs should have withheld from production its share of reasonable well costs plus an additional 200% thereof as a reasonable charge for the risk involved in drilling the well.

(18) Reasonable charges for supervision (combined fixed rates) should be fixed at \$6,000 per month while drilling and \$600 per month while producing, provided that these rates should be adjusted annually pursuant to Section III.1.A.3. of the COPAS form titled "*Accounting Procedure-Joint Operations*."

IT IS THEREFORE ORDERED THAT:

(1) A non-standard 169.64-acre, more or less, oil spacing and proration unit (the "Unit") is hereby established for oil and gas production from the Bone Spring formation within the Undesignated Parkway-Bone Spring Pool (49622), consisting of Lots 1 through 4 (the N/2 N/2 equivalent) of Section 4, Township 20 South, Range 29 East, NMPM, Eddy County, New Mexico.

(2) All uncommitted interests, whatever they may be, in the oil and gas within the Bone Spring formation (Undesignated Parkway-Bone Spring Pool) underlying this Unit, are hereby pooled.

(3) The Unit shall be dedicated to Applicant's Burton 4 Federal Well No. 3H (API No. 30-015-37816 "the proposed well"), to be drilled vertically from a surface location 810 feet from the North line and 200 feet from the East line (Unit A) of Section 4 to an approximate depth of 7909 feet and then horizontally within the Bone Spring formation in a westerly direction to a bottomhole terminus 660 feet from the North line and 330 feet from the West line (Unit D) of Section 4.

(4) Mewbourne Oil Company (OGRID 14744) is hereby designated the operator of the well and of the Unit.

(5) The operator of the Unit shall commence drilling the proposed horizontal well on or before November 1, 2011, and shall thereafter continue drilling the well with due diligence in a horizontal direction to test the Bone Spring formation.

(6) In the event the operator does not commence drilling the proposed well on or before November 1, 2011, Ordering Paragraph (2) shall be of no effect, unless the

operator obtains a time extension from the Division Director for good cause demonstrated by satisfactory evidence.

(7) If the proposed well is not completed in all of the quarter-quarter sections included in the Unit within 180 days after commencement of drilling, then the operator shall apply to the Division for an amendment to this Order to contract the Unit so that it includes only those quarter-quarter sections in which the well is completed.

(8) Should the proposed well not be drilled and completed within 180 days after commencement thereof, then Ordering Paragraphs (1), (2), and (3) shall be of no further effect, and the unit and project area created by this order shall terminate, unless operator appears before the Division Director and obtains an extension of the time for completion of the proposed well for good cause shown by satisfactory evidence.

(9) Upon final plugging and abandonment of the proposed well and any other well drilled on the Unit pursuant to Division Rule Part 13, Sections 9 through 11, the pooled Unit created by this Order shall terminate, unless this order has been amended to authorize further operations.

(10) After pooling, uncommitted working interest owners are referred to as pooled working interest owners. ("Pooled working interest owners" are owners of working interests in the Unit, including unleased mineral interests, who are not parties to an operating agreement governing the Unit.) After the effective date of this order, the operator shall furnish the Division and each known pooled working interest owner in the Unit an itemized schedule of estimated costs of drilling, completing and equipping the proposed well ("well costs").

(11) Within 30 days from the date the schedule of estimated well costs is furnished, any pooled working interest owner shall have the right to pay its share of estimated well costs to the operator in lieu of paying its share of reasonable well costs out of production as hereinafter provided, and any such owner who pays its share of estimated well costs as provided above shall remain liable for operating costs but shall not be liable for risk charges. Pooled working interest owners who elect not to pay their share of estimated well costs as provided in this paragraph shall thereafter be referred to as "non-consenting working interest owners."

(12) The operator shall furnish the Division and each known pooled working interest owner (including non-consenting working interest owners) an itemized schedule of actual well costs within 90 days following completion of the proposed well. If no objection to the actual well costs is received by the Division, and the Division has not objected, within 45 days following receipt of the schedule, the actual well costs shall be deemed to be the reasonable well costs. If there is an objection to actual well costs within the 45-day period, the Division will determine reasonable well costs after public notice and hearing.

(13) Within 60 days following determination of reasonable well costs, any pooled working interest owner who has paid its share of estimated costs in advance as provided above shall pay to the operator its share of the amount that reasonable well costs exceed estimated well costs and shall receive from the operator the amount, if any, that the estimated well costs it has paid exceed its share of reasonable well costs.

(14) The operator is hereby authorized to withhold the following costs and charges from production:

- (a) the proportionate share of reasonable well costs attributable to each non-consenting working interest owner; and
- (b) As a charge for the risk involved in drilling the well, 200% of the above costs.

(15) The operator shall distribute the costs and charges withheld from production, proportionately, to the parties who advanced the well costs.

(16) Reasonable charges for supervision (combined fixed rates) are hereby fixed at \$6,000 per month while drilling and \$600 per month while producing, provided that these rates shall be adjusted annually pursuant to Section III.1.A.3. of the COPAS form titled "*Accounting Procedure-Joint Operations*." The operator is authorized to withhold from production the proportionate share of both the supervision charges and the actual expenditures required for operating the well, not in excess of what are reasonable, attributable to pooled working interest owners.

(17) Any unleased mineral interest shall be considered a seven-eighths (7/8) working interest and a one-eighth (1/8) royalty interest for the purpose of allocating costs and charges under this order. Any well costs or charges that are to be paid out of production shall be withheld only from the working interests' share of production, and no costs or charges shall be withheld from production attributable to royalty interests.

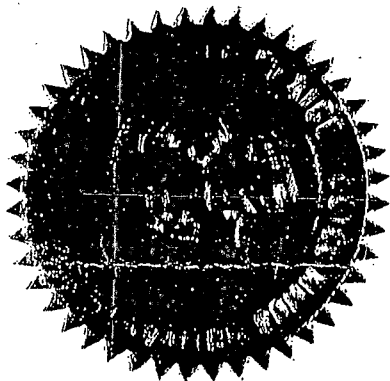
(18) Except as provided in Paragraphs (14) and (16) above, all proceeds from production from the well that are not disbursed for any reason shall be placed in escrow in Eddy County, New Mexico, to be paid to the true owner thereof upon demand and proof of ownership. The operator shall notify the Division (Attention: Records Clerk) of the name and address of the escrow agent not later than one year from the date of issuance of this Order.

(19) Should all the parties to this compulsory pooling order reach voluntary agreement subsequent to entry of this order, this order shall thereafter be of no further effect.

(20) The operator of the well and Unit shall notify the Division in writing of the subsequent voluntary agreement of all parties subject to the forced pooling provisions of this order.

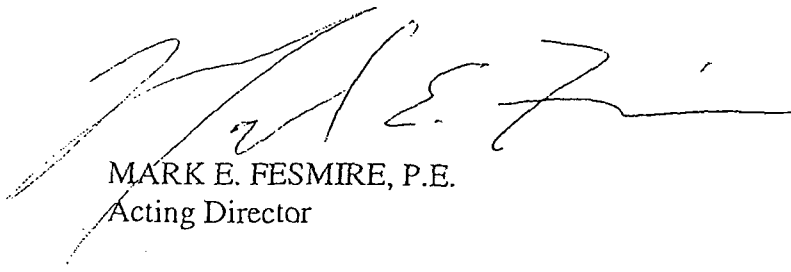
(21) Jurisdiction of this case is retained for the entry of such further orders as the Division may deem necessary.

DONE at Santa Fe, New Mexico, on the day and year hereinabove designated.



SEAL

STATE OF NEW MEXICO
OIL CONSERVATION DIVISION


MARK E. FESMIRE, P.E.
Acting Director

Barton 4434

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1. Article Addressed to:

WARREN
Mr. Howard C. Warren
c/o Absolute Ventures, Inc.
420 Greenbay Road
Kenilworth, Illinois 60043

2. Article Number

(Transfer from service label)

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PS Form 3811, February 2004

Domestic Return Receipt

102595-02-M-1540

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If YES, enter delivery address below:		

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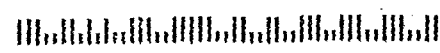
UTK Paul

FROM	MEWBOURNE OIL
500 WEST TEXAS, S MIDLAND, TEXAS	
SHIP TO	Mr. Howard C. c/o Absolute Vent 420 Greenbay Kenilworth, Illino

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RETURN TO SEND



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2. Article Number (Transfer from service label)		102595-02-M-1540
PS Form 3811, February 2004		Domestic Return Receipt

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or on the front if space permits.

1. Article Addressed to:

Howard C. Warren Estate
c/o Absolute Ventures, Inc.
420 Greenbay Road, Suite 103
Kenilworth, IL 60043

Handwritten signature/initials

FROM	
MEWBOURNE OIL COMPA	
500 WEST TEXAS, SUITE 1020 MIDLAND, TEXAS 79701	
NIXIE	3022 1 11 03/
RETURN TO SENDER NOT DELIVERABLE AS ADDRESSEE UNABLE TO FORWARD RETURN TO SENDER	
RETURN POSTAGE GUARANTEE	

MEWBOURNE OIL COMPANY

500 W. TEXAS, SUITE 1020
MIDLAND, TEXAS 79701

(432) 682-3715
FAX (432) 685-4170

March 1, 2010

Via Certified Mail Return Receipt No. 5168

Howard C. Warren Estate
c/o Absolute Ventures, Inc.
420 Greenbay Road, Suite 103
Kenilworth, IL 60043

Re: Burton "4" Federal Com #3H
810' FNL & 200' FEL (SL)
660' FNL & 330' FWL (BHL)
Section 4, T20S, R29E
Eddy County, New Mexico

Dear Sir or Madame:

Mewbourne Oil Company as Operator hereby proposes to drill the captioned well at the referenced surface location (SL) to a bottom hole location (BHL) sufficient to adequately evaluate the Second Bone Spring Sand interval at a true vertical depth of approximately 7909 feet beneath the surface with the estimated measured depth being approximately 12,442 feet. The estimated proposed lateral length of the wellbore is 4172.56 feet with the proposed well being dedicated to the N/2N/2 of the captioned Section 4.

Enclosed for your consideration and signature is our AFE dated February 8, 2010. In the event your firm elects to participate in the captioned proposed well, please signify your firm's affirmative election by having the enclosed AFE signed and returned to me within thirty (30) days after receipt of same. Upon receipt of the signed AFE, I'll forward you our Operating Agreement for consideration and execution. The Operating Agreement will cover all of the captioned Section 4 which comprises 649.64 acres, more or less and will cover all depths from the surface to the base of the Bone Spring formation.

In the event you elect not to participate in the captioned proposed well, we would be agreeable to acquiring a farmout of your interest. Mewbourne proposes that you farmout all of your working interest in the W/2 of the captioned Section 4 whereby you would retain an overriding royalty interest equal to the difference between existing burdens and 25% whereby you would deliver Mewbourne a 75% net revenue interest.

Sincerely yours,

MEWBOURNE OIL COMPANY



D. Paul Haden
Senior Landman

7009 2250 0000 0617 0773

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[Handwritten signature]

FROM

MEWBOURNE OIL COMPANY

500 WEST TEXAS, SUITE 1020
MIDLAND, TEXAS 79701

SHIP TO

Mr. Howard C. Warren
161 E. Chicago Ave., Apt. 38B
Chicago, Illinois 60611-6674

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MEWBOURNE OIL COMPANY

500 W. TEXAS, SUITE 1020
MIDLAND, TEXAS 79701

(432) 682-3715
FAX (432) 685-4170

March 29, 2010

Mr. Howard C. Warren
161 E. Chicago Ave., Apt. 38-B
Chicago, Illinois 60611-6674

Re: Colt "5" Federal Com #3H Well
480' FSL & 1024' FEL (SL)
Section 32, T19S, R29E
330' FSL & 330' FEL (BHL)
Section 5, T20S, R29E
Eddy County, New Mexico

Dear Mr. Warren:

Reference is made to my previous letter dated March 17, 2010 whereby Mewbourne Oil Company as Operator proposed drilling the captioned well to test the Second Bone Spring Sand interval. The surface location (SL) was incorrectly described as being 480' FNL of the captioned Section 32. The correct surface location (SL) is 480' FSL & 1024' FEL of the captioned Section 32. The bottom hole location (BHL) as stated above is the correct (BHL). Except for the correction in the (SL), the captioned well remains as previously proposed as referenced in the March 17, 2010 proposal letter.

Please accept my apology in connection with the above error.

Sincerely yours,

MEWBOURNE OIL COMPANY



D. Paul Haden
Senior Landman

DPH/gb

Post # 8H

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1. Article Addressed to:

Mr. Howard C. Warren
161 E. Chicago Ave., Apt. 38B
Chicago, Illinois 60611-6674

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A. Signature

X

☐ Agent

☐ Addressee

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MEWBOURNE OIL COMPANY

500 W. TEXAS, SUITE 1020
MIDLAND, TEXAS 79701

(432) 682-3715
FAX (432) 685-4170

March 17, 2010

Via Certified Mail Return Receipt No.0773

Mr. Howard C. Warren
161 E. Chicago Ave., Apt. 38B
Chicago, Illinois 60611-6674

Re: Colt "5" Federal Com #3H Well
480' FNL & 1024'FEL (SL)
Section 32, T19S, R29E
330' FSL & 330' FEL (BHL)
Section 5, T20S, R29E
Eddy County, New Mexico

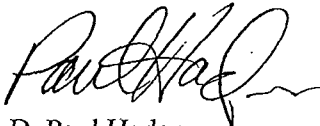
Dear Mr. Warren:

Mewbourne Oil Company as Operator hereby proposes to drill the captioned well at the referenced surface location (SL) to a bottom hole location (BHL) referenced above sufficient to adequately evaluate the Second Bone Spring Sand interval at a true vertical depth of approximately 7,988 feet beneath the surface with the measured depth being 13,263.14 feet. The proposed well will be dedicated to the E/2E/2 of the captioned Section 5.

The captioned well is proposed under the terms of the governing Operating Agreement dated December 15, 1977. Enclosed for your consideration and approval is a copy of our AFE dated March 16, 2010. Also enclosed for your information is our Planned Well Path Report for the proposed well. In the event your firm elects to participate in the captioned proposed well, please signify your firm's affirmative election by having the enclosed AFE signed and returned to me within thirty (30) days after receipt of same.

Sincerely yours,

MEWBOURNE OIL COMPANY



D. Paul Haden
Senior Landman

DPH/tgm

0045 #24

SENDER: COMPLETE THIS SECTION

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1. Article Addressed to:

✓
Mr. Howard C. Warren
161 E. Chicago Ave., Apt. 38B
Chicago, Illinois 60611-6674

JUL 29 2009

2. Article Number
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A. Signature

x ✓ *VBailly*

☐ Agent

☐ Addressee

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C. Date of Delivery

7-29-09

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4. Restricted Delivery? (Extra Fee)

☐ Yes

7005 2570 0001 0978 1314

MEWBOURNE OIL COMPANY

500 W. TEXAS, SUITE 1020
MIDLAND, TEXAS 79701

(432) 682-3715
FAX (432) 685-4170

July 9, 2009

Via Certified Mail-Return Receipt No. 1314

Mr. Howard C. Warren
161 E. Chicago Ave., Apt. 38B
Chicago, Illinois 60611-6674

Re: Colt "5" Federal No. 2 H Well
150' FNL & 1980' FEL (SL)
330' FSL & 1980' FEL (BHL)
Section 5, T20S, R29E
Eddy County, New Mexico

Gentlemen:

Mewbourne Oil Company as Operator hereby proposes to drill the captioned well at the referenced surface location (SL) to a bottom hole location (BHL) sufficient to adequately evaluate the Second Bone Spring Sand at a true vertical depth of approximately 7,923 feet beneath the surface with the measured depth interval being 12,600 feet. The estimated proposed lateral length of the wellbore is 4,300 feet with the proposed well being dedicated to the W/2E/2 of the captioned Section 5.

The captioned well is proposed under the terms of the governing Operating Agreement dated December 15, 1977. Enclosed for your consideration and approval is a copy of our AFE dated May 22, 2009. In the event your firm elects to participate in the above proposed well, please signify your firm's affirmative election by having the enclosed AFE signed and returned to me within thirty (30) days after receipt of same.

Sincerely yours,

MEWBOURNE OIL COMPANY



D. Paul Haden
Senior Landsman

DPH/gb

CERTIFIED MAIL™

7005 2570 0001 0978 1284

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1. Article Addressed to: Mr. Howard C. Warren c/o Absolute Ventures, Inc. 420 Greenbay Road, Suite 103 Kenilworth, IL 60043		A. Signature <input checked="" type="checkbox"/> Agent <input type="checkbox"/> Addressee B. Received by (Printed Name) C. Date of Delivery D. Is delivery address different from item 1? <input type="checkbox"/> Yes <input type="checkbox"/> No If YES, enter delivery address below:	
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7005 2570 0001 0978 1284 Domestic Return Receipt		102595-02-M-1540	

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MEWBOURNE OIL COMPANY

500 W. TEXAS, SUITE 1020
MIDLAND, TEXAS 79701

(432) 682-3715
FAX (432) 685-4170

July 9, 2009

Via Certified Mail-Return Receipt No. 1284

Mr. Howard C. Warren
c/o Absolute Ventures, Inc.
420 Greenbay Road, Suite 103
Kenilworth, IL 60043

Re: Colt "5" Federal No. 2 H Well
150' FNL & 1980' FEL (SL)
330' FSL & 1980' FEL (BHL)
Section 5, T20S, R29E
Eddy County, New Mexico

Gentlemen:

Mewbourne Oil Company as Operator hereby proposes to drill the captioned well at the referenced surface location (SL) to a bottom hole location (BHL) sufficient to adequately evaluate the Second Bone Spring Sand at a true vertical depth of approximately 7,923 feet beneath the surface with the measured depth interval being 12,600 feet. The estimated proposed lateral length of the wellbore is 4,300 feet with the proposed well being dedicated to the W/2E/2 of the captioned Section 5.

The captioned well is proposed under the terms of the governing Operating Agreement dated December 15, 1977. Enclosed for your consideration and approval is a copy of our AFE dated May 22, 2009. In the event your firm elects to participate in the above proposed well, please signify your firm's affirmative election by having the enclosed AFE signed and returned to me within thirty (30) days after receipt of same.

Sincerely yours,

MEWBOURNE OIL COMPANY



D. Paul Haden
Senior Landsman

DPH/gb

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1. Article Addressed to:

Mr. Howard C. Warren
c/o Absolute Ventures, Inc.
420 Greenbay Road, Suite 103
Kenilworth, IL 60043

2. Article Number
(Transfer from service label)

7003 1680 0006 6283 4893

PS Form 3811, August 2001

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102595-02-M-1540

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A. Signature

x *Howard C. Warren*☐ Agent
☒ Addressee

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C. Date of Delivery

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3. Service Type

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4. Restricted Delivery? (Extra Fee)

☐ Yes

MEWBOURNE OIL COMPANY

500 W. TEXAS, SUITE 1020
MIDLAND, TEXAS 79701

(432) 682-3715
FAX (432) 685-4170

December 10, 2003

Certified Mail-Return Receipt No. 4893

Mr. Howard C. Warren
c/o Absolute Ventures, Inc.
420 Greenbay Road, Suite 103
Kenilworth, IL 60043

Re: Gatuna Canyon Prospect
Colt 5 Federal #1 Well
1650' FEL & 1650' FNL
Section 5-20S-29E
Eddy County, New Mexico

Gentlemen:

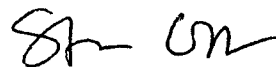
Pursuant to the terms of the governing Joint Operating Agreement, Mewbourne Oil Company (Mewbourne) hereby proposes the drilling of a well to a depth sufficient to adequately test the Morrow formation, anticipated total depth being 11,700'. Furthermore, Mewbourne shall evaluate to its satisfaction, all other formations encountered at lesser depths in the drilling of said well. The E/2 of the captioned lands will be dedicated as the proration unit for the well.

This well will be located approximately 1650' FEL and 1650' FNL of Section 5-20S-29E, Eddy County, New Mexico. Our AFE dated November 3, 2003 is enclosed for your review. Should you desire to participate in the drilling of this proposed well, please signify your election by executing and returning the enclosed AFE to the undersigned at your earliest convenience. Please respond within the time frame provided for in the Joint Operating Agreement.

Should you have any questions, please do not hesitate to call.

Sincerely,

MEWBOURNE OIL COMPANY



Steve Cobb
Senior Landman

SC/gb