

MEWBOURNE OIL COMPANY

500 W. TEXAS, SUITE 1020
MIDLAND, TEXAS 79701

(915) 682-3715
FAX (915) 685-4170

August 6, 1997

Certified Mail-Return Receipt Requested P 268 434 173

Devon Energy Corporation
20 North Broadway, Suite 1500
Oklahoma City, Oklahoma 73102-8260

Attn: Mr. Ken Gray

Re: Carlsbad "15" Prospect
Carlsbad "15" Federal Com. #1 Well
S/2 of Section 15-21S-26E
Eddy County, New Mexico

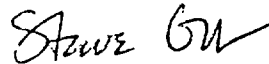
Gentlemen:

Enclosed for your review and execution is our Original Joint Operating Agreement dated July 30, 1997 covering the captioned well.

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

Sincerely yours,

MEWBOURNE OIL COMPANY



Steve Cobb
District Landman

SC/gb