

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 Resources

Form C-104A
March 19, 2001

Oil Conservation Division
1220 South St. Francis Dr.
Santa Fe, NM 87505

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: 21355
Name: Southwest Royalties Inc.
Address: POB 11390
Address: _____
City, State, Zip: Midland, Tx. 79702

New Operator Information:

Effective Date: 2-1-2004
New Ogrid: 153427
New Name: Guadalupe Operating L.L.P.
Address: 1407 West Cuthbert
Address: _____
City, State, Zip: Midland, Tx. 79701

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

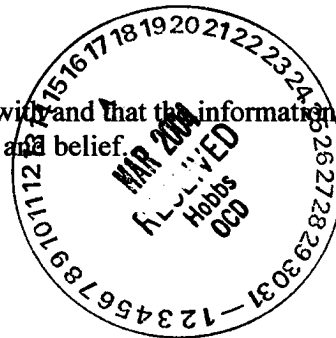
Signature: _____

Printed name: John H. Breedlove

Title: Managing Partner

Date: 3-3-2004

Phone: 432-686-8632



Previous operator complete below:

Previous

Operator: Southwest Royalties Inc.

Previous

OGRID: 21355

Signature: _____

Printed Bill E. Coggin-Vice President

Name: _____

NMOCD Approval

Signature: _____

Printed

Name: _____

District: _____

Date: _____

Paul F. Kautz
PETROLEUM ENGINEER
APR 15 2004