

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:

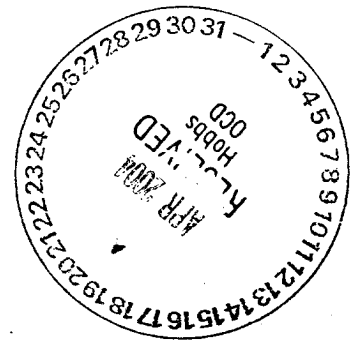
OGRID: 216330
Name: KINNEY, INC.
Address: POB 809
Address: _____
City, State, Zip: ANDREWS, TX. 79714

New Operator Information:

Effective Date: 3-1-2004
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: [Signature]
Printed name: JOHN BREEDLOVE
Title: OWNER
Date: 3-15-2004 Phone: 432-686-8632



Previous operator complete below:

Previous Operator: KINNEY, INC.
Previous OGRID: 216330
Signature: [Signature]
Printed Name: WILLIAM E. TOM V.E.

NMOCD Approval	
Signature:	<u>[Signature]</u>
Printed Name:	<u>PAUL F KAUTE</u>
District:	<u>PETROLEUM ENGINEER</u>
Date:	<u>APR 19 2004</u>