

Form C-104A

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

Oil Conservation Division
2040 South Pacheco
Santa Fe, NM 87505

Submit to appropriate District Office

Change of Operator

Previous Operator Information:

OGRID: 168906
Name: GMX RESOURCES
Address: 9400 N. BROADWAY, SUITE 600
Address: _____
City, State, Zip: OKLAHOMA CITY, OK 73114

New Operator Information:

Effective Date: 11/01/02
New OGRID: 211128
New Name: Tipton Oil & Gas Acquisitions
Address: P.O. Box 1234
Address: _____
City, State, Zip: Lovington, NM 88260

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: _____

Printed name: Clay TiptonTitle: Secretary-TreasurerDate: 12-3-02Phone: 505-631-4121

Previous operator complete below:

Previous Operator: GMX RESOURCESPrevious OGRID: 168906

Signature: _____

Printed Name: Ken L Konwold

NMOCD Approval

Signature: Chris WilliamsPrinted Name: CHRIS WILLIAMSDistrict: HobbsDate: 12/24/02