

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

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

Form C-104A
March 19, 2001

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: 009676
Name: H.L. Brown, Jr.
Address: P.O. Box 2237
Address: _____
City, State, Zip: Midland, TX 79702

New Operator Information:

Effective Date: June 1, 2001
New Ogrid: 213179
New Name: H.L. Brown Operating, L.L.C.
Address: P.O. Box 2237
Address: _____
City, State, Zip: Midland, TX 79702

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: Jerry M. Jordan

Title: Operations Manager

Date: 5/20/02 Phone: 915/683-5216



Previous operator complete below:

Previous

Operator: H.L. Brown, Jr.

Previous

OGRID: 009676

Signature: _____

Printed Name: _____

Jerry M. Jordan

NMOCD Approval

Signature: _____

Printed

Name: _____

District: _____

Date: _____

PETROLEUM ENGINEER

JUN 17 2002

WELLS INVOLVED IN OPERATOR CHANGE
FINAL LIST WITH CLOGA

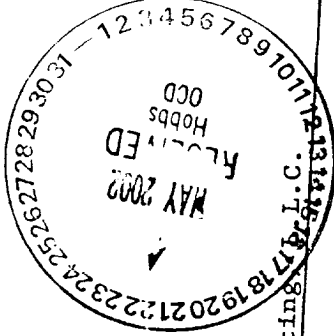
This is a final list of wells being transferred. If all bonding requirements are satisfied, submit this list to the OGD District with your CLOGA.

PREVIOUS OPERATOR: 8676 K L BROWN JR

OGD DISTRICT: MORRIS

NEW OPERATOR: H.L. Brown Operating Co. L.C.

213179



MAY 2, 2002

PROP.	WELL NAME	UNIT	API	WEL POOL	ID POOL NAME	LAST PROD/IMP
29853	FEDERAL 27 COM #001	008-078-37E	G	30-041-20896	O	
29854	FEDERAL 27 COM #002	227-078-37E	E	30-041-20818	O	02-2002
29855	FEDERAL 27 COM #003	227-078-37E	L	30-041-20871	G	02-2002
29856	FEDERAL 27-A #001	227-078-37E	D	30-041-20898	G	02-2002
29857	FEDERAL 27-A #002	027-078-37E	C	30-041-20832	O	12-1997
29858	FEDERAL 28 COM #001	027-078-37E	G	30-041-20882	O	03-2000
29859	FEDERAL 28 COM #002	228-078-37E	H	30-041-20823	O	02-2002
29860	FEDERAL 28 COM #003	228-078-37E	K	30-041-00047	G	02-2002
29861	FEDERAL A #001	233-078-37E	P	30-041-00048	G	02-2002
29862	FEDERAL B #001	234-078-37E	L	30-041-20404	G	02-2002
29863	FEDERAL C #001	403-088-37E	D	30-041-20504	G	02-2002
29864	FEDERAL D #001	J-04-088-37E	F	30-041-20401	G	02-2002
29865	FEDERAL E #001	204-088-37E	C	30-041-20402	G	02-2002
29866	FEDERAL F #001	205-088-37E	I	30-041-20425	G	02-2002
29867	FEDERAL G #001	008-088-37E	C	30-041-20403	G	02-2002
29868	FEDERAL H #001					02-2002
29869	FEDERAL I #001					02-2002
29870	FEDERAL J #001					02-2002