

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

Form C-104A
August 11, 2000

Oil Conservation Division
2040 South Pacheco
Santa Fe, NM 87505

Submit 1 copy of the final affected wells
list along with 2 copies of this form per
number of wells on that list to
appropriate District Office

Change of Operator

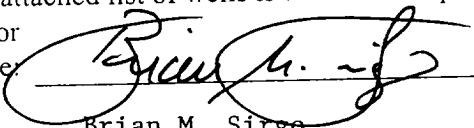
Previous Operator Information:

OGRID: 149936
Name: Northland Operating Company
Address: 13760 Noel Road, Suite 1030, LB44
Address: _____
City, State, Zip: Dallas, TX 75240-7336

New Operator Information:

Effective Date: August 1, 2001
New Ogrid: 188294
New Name: American Inland Resources Company
Address: 24 Smith Road LLC
Address: Suite 170
City, State, Zip: Midland, TX 79705

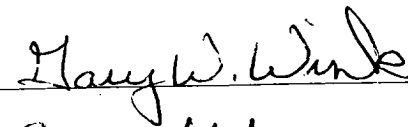
I hereby certify that the rules of the Oil Conservation Division have been complied with and that the information on this form and the attached list of wells is true and complete to the best of my knowledge and belief.

New Operator
Signature: 
Printed name: Brian M. Sirgo
Title: Chief Operating Officer
Date: _____ Phone: 915-685-0981

Previous operator complete below:

Previous
Operator: Northland Operating Company
Previous
OGRID: 149936
Signature: 
Printed
Name: V. Ed Butler

NMOCD Approval

Signature: 
Printed
Name: GARY W. WINK
District: 1 FIELD REPRESENTATIVE II
Date: AUG 09 2001

WELLS INVOLVED IN OPERATOR CHANGE
INITIAL LIST FOR OPERATOR VALIDATION

JUL 31, 2001

If all wells and completions on this list are not part of this transfer, send this list to the appropriate OCD District Office with exceptions noted and supporting paperwork so corrections can be made. If this list agrees with your records and bonding requirements are satisfied, contact OCD in Santa Fe for a final list to submit to the OCD District with your C-104A.

PREVIOUS OPERATOR: 149936 NORTHLAND OPERATING COMPANY

NEW OPERATOR:

OCD DISTRICT: MORRIS

PROP- ERTY WELL NAME	ULSTR	OCD UNIT LFR API	WELL TYPE	POOL ID	POOL NAME	PROD/INJ	LAST ADDITIONAL ADV. DISTRICT BOND REQD OF WELL DF	MINIMUM IF INDICATED,
28576 20418 ROCK QUEEN UNIT #003	J-19-13S-32E	J	30-025-00293	I	8559 CAPROCK;QUEEN	12-1992		10,000
ROCK QUEEN UNIT #004	K-19-13S-32E	K	30-025-00291	O	8559 CAPROCK;QUEEN	02-1999		5,000
ROCK QUEEN UNIT #005	4-19-13S-32E	M	30-025-00292	O	8559 CAPROCK;QUEEN	08-1996		5,000
ROCK QUEEN UNIT #006	N-19-13S-32E	N	30-025-00284	I	8559 CAPROCK;QUEEN	02-1999		5,000
ROCK QUEEN UNIT #007	F-30-13S-32E	F	30-025-00308	I	8559 CAPROCK;QUEEN	10-1999		
ROCK QUEEN UNIT #008	O-19-13S-32E	O	30-025-00294	O	8559 CAPROCK;QUEEN	04-2001		
ROCK QUEEN UNIT #009	P-19-13S-32E	P	30-025-00285	I	8559 CAPROCK;QUEEN	12-1992		5,000
ROCK QUEEN UNIT #010	R-30-13S-32E	H	30-025-00301	I	8559 CAPROCK;QUEEN	05-1999		5,000
ROCK QUEEN UNIT #011	K-24-13S-31E	K	30-005-00839	O	8559 CAPROCK;QUEEN	12-1992		5,000
ROCK QUEEN UNIT #012	M-24-13S-31E	M	30-005-00841	O	8559 CAPROCK;QUEEN	03-1999		5,000
ROCK QUEEN UNIT #013	B-23-13S-31E	B	30-005-00828	I	8559 CAPROCK;QUEEN	12-1992		5,000
ROCK QUEEN UNIT #014	C-23-13S-31E	C	30-005-00832	I	8559 CAPROCK;QUEEN	12-1992		5,000
ROCK QUEEN UNIT #015	D-23-13S-31E	D	30-005-00824	I	8559 CAPROCK;QUEEN	12-1992		5,000
ROCK QUEEN UNIT #016	E-23-13S-31E	E	30-005-00835	O	8559 CAPROCK;QUEEN	12-1992		5,000
ROCK QUEEN UNIT #017	F-23-13S-31E	F	30-005-00827	I	8559 CAPROCK;QUEEN	10-1986		5,000
ROCK QUEEN UNIT #018	G-23-13S-31E	G	30-005-00831	O	8559 CAPROCK;QUEEN	06-1984		5,000
ROCK QUEEN UNIT #019	I-23-13S-31E	I	30-005-00821	I	8559 CAPROCK;QUEEN	12-1992		5,000
ROCK QUEEN UNIT #020	J-23-13S-31E	J	30-005-00820	I	8559 CAPROCK;QUEEN	11-1986		5,000
ROCK QUEEN UNIT #021	K-23-13S-31E	K	30-005-00830	O	8559 CAPROCK;QUEEN	04-2001		5,000
ROCK QUEEN UNIT #022	M-23-13S-31E	M	30-005-00825	O	8559 CAPROCK;QUEEN	11-1984		5,000
ROCK QUEEN UNIT #023	O-23-13S-31E	O	30-005-00834	O	8559 CAPROCK;QUEEN	05-1985		5,000
ROCK QUEEN UNIT #024	A-22-13S-31E	A	30-005-00813	O	8559 CAPROCK;QUEEN	02-1986		5,000
ROCK QUEEN UNIT #025	G-22-13S-31E	G	30-005-00809	O	8559 CAPROCK;QUEEN	08-1986		5,000
ROCK QUEEN UNIT #026	I-22-13S-31E	I	30-005-00816	O	8559 CAPROCK;QUEEN	06-1985		5,000
ROCK QUEEN UNIT #027	K-22-13S-31E	K	30-005-00808	I	8559 CAPROCK;QUEEN	09-1986		5,000
ROCK QUEEN UNIT #028	O-22-13S-31E	O	30-005-00812	O	8559 CAPROCK;QUEEN	02-1999		5,000
ROCK QUEEN UNIT #029	P-22-13S-31E	P	30-005-00819	I	8559 CAPROCK;QUEEN	08-1986		5,000
ROCK QUEEN UNIT #030	A-27-13S-31E	A	30-005-00863	O	8559 CAPROCK;QUEEN	12-1992		5,000
ROCK QUEEN UNIT #031	C-27-13S-31E	C	30-005-00891	I	8559 CAPROCK;QUEEN	10-2000		5,000
ROCK QUEEN UNIT #032	G-27-13S-31E	G	30-005-00886	O	8559 CAPROCK;QUEEN	04-2001		5,000
ROCK QUEEN UNIT #033	I-27-13S-31E	I	30-005-00888	I	8559 CAPROCK;QUEEN	04-2001		5,000
	O-27-13S-31E	O	30-005-00890	O	8559 CAPROCK;QUEEN	04-2001		5,000