



PIONEER

May 26, 2000

State of NM – Energy, Minerals & Natural Resources Department
New Mexico Oil Conservation Division
District I Office
P.O. Box 1980
Hobbs, NM 88241-1980
Attn: Donna Pitzer

Re: Mobil 5 State
Change of Operator Form C-104

Dear Sir or Madam:

Enclosed please find the subject original form and supporting documentation. The operator shown on the NMOCD records (Greenhill Petroleum Corporation) was wholly acquired by Mesa Operating Co. through stock acquisition in early 1997 (Exhibit 1). Mesa Operating Co.'s name was changed to Pioneer Natural Resources USA, Inc. in an August 7, 1997 merger with Parker & Parsley Petroleum Company (Exhibit 2).

The subject property's operator status was transferred to Titan Resources I, Inc. effective December 17, 1997 (Exhibit 3 –copy only attached). The original execution form for this transfer will be supplied to you at a later date under separate mailing.

Please return the approved Greenhill Petroleum Corporation to Pioneer Natural Resources USA, Inc. to the attention of the undersigned in the attached return envelope. Please contact me at 972-969-3670 if you have questions in this regard.

Very truly yours,

Keith H. Pickett

xc : Steve Owen
Jenna Staggs
Shelly Bush (Titan)

MESA OPERATING CO.

Certificate of Secretary

The undersigned, G. Michael Prescott, III, Corporate Secretary of Mesa Operating Co., a Delaware corporation (the "Company"), hereby certifies, that the Company wholly owns Greenhill Petroleum Corporation pursuant to a Stock Purchase Agreement between Western Mining Corporation (USA), as Seller, and Mesa Operating Co., as Buyer, dated as of February 7, 1997 (referred to as the "Purchase Agreement") and effective January 1, 1997; wherein, the Company purchased all issued and outstanding Capital Stock of Greenhill Petroleum Corporation, a Delaware corporation, which was a wholly-owned subsidiary of Western Mining Corporation (USA), at the Closing on April 15, 1997.

IN WITNESS WHEREOF, I have signed this certificate this July 21, 1997.

[seal]



G. Michael Prescott, III
Corporate Secretary

EXHIBIT 1

I, EDWARD J. FREEL, SECRETARY OF STATE OF THE STATE OF DELAWARE, DO HEREBY CERTIFY THE ATTACHED IS A TRUE AND CORRECT COPY OF THE CERTIFICATE OF MERGER, WHICH MERGES:

"PARKER & PARSLEY PETROLEUM COMPANY", A DELAWARE CORPORATION,

WITH AND INTO "MESA OPERATING CO." UNDER THE NAME OF "PIONEER NATURAL RESOURCES USA, INC.", A CORPORATION ORGANIZED AND EXISTING UNDER THE LAWS OF THE STATE OF DELAWARE, AS RECEIVED AND FILED IN THIS OFFICE THE SEVENTH DAY OF AUGUST, A.D. 1997, AT 3:50 O'CLOCK P.M.



Edward J. Freel

Edward J. Freel, Secretary of State

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AUTHENTICATION: 8597683

DATE: 08-08-97

EXHIBIT 2 (Pg 1)

CERTIFICATE OF MERGER

merging

PARKER & PARSLEY PETROLEUM COMPANY
(a Delaware corporation)

with and into

MESA OPERATING CO.
(a Delaware corporation)

Pursuant to Section 251 of the Delaware General Corporation Law (the "DGCL"), Mesa Operating Co., a Delaware corporation (the "Company" or the "Surviving Corporation"), does hereby certify that:

FIRST: The name and state of incorporation of each of the constituent corporations are as follows:

<u>Name</u>	<u>State of Incorporation</u>
Mesa Operating Co.	Delaware
Parker & Parsley Petroleum Company	Delaware

SECOND: An Amended and Restated Agreement and Plan of Merger (setting forth a plan of merger) has been approved, adopted, certified, executed and acknowledged by each of the constituent corporations in accordance with the provisions of subsection (c) of Section 251 of the DGCL.

THIRD: The surviving corporation of the merger is Mesa Operating Co., a Delaware Corporation.

FOURTH: The Certificate of Incorporation of the surviving corporation is hereby amended to change the name of the surviving corporation to "Pioneer Natural Resources USA, Inc.," and as so amended, such Certificate of Incorporation shall be the Certificate of Incorporation of the Surviving Corporation until such time as it may be amended in accordance with applicable law.

FIFTH: The executed Amended and Restated Agreement and Plan of Merger is on file at an office of the Surviving Corporation at 1400 Williams Square West, 5205 North O'Connor Boulevard, Irving, Texas 75039.

SIXTH: A copy of the Amended and Restated Agreement and Plan of Merger will be furnished by the Surviving Corporation, on request and without cost, to any stockholder of either constituent corporation.

SEVENTH: Pursuant to Section 103(d) of the DGCL, this Certificate of Merger and the transactions contemplated hereby shall become effective at 11:59 p.m., Eastern time, August 7, 1997.

IN WITNESS WHEREOF, the undersigned have caused this Certificate of Merger to be executed on their behalf on August 7, 1997.

PARKER & PARSLEY PETROLEUM COMPANY

By: Mark L. Withrow
Name: Mark L. Withrow
Title: Senior Vice President

MESA OPERATING CO.

By: Garrett Smith
Name: M. Garrett Smith
Title: Vice President - Corporate Acquisitions

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