

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:

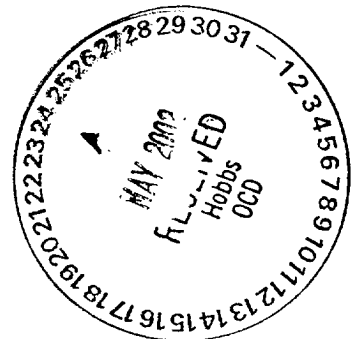
OGRID: 022351
Name: TEXACO EXPLORATION &
PRODUCING INC.
Address: 15 Smith Rd
Address: _____
City, State, Zip: Midland, Texas 79705

New Operator Information:

Effective Date: 8/31/2001
New Ogrid: 020989
New Name: SMITH & MARRS INC
Address: BOX 919
Address: _____
City, State, Zip: Kermit, Texas 79745

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: Rickey Smith
Title: President
Date: 5-22-02 Phone: 915-586-3076



Previous operator complete below:

Previous Operator: TEXACO EXPLORATION &
PRODUCING INC.
Previous OGRID: 022351
Signature: [Signature] 5/16/02
Printed Name: G. P. Hild

NMOCD Approval

Signature: [Signature]
Printed Name: PAUL F KAUTZ
PETROLEUM ENGINEER
District: _____
Date: AUG 01 2002

SEP 18, 2001

PAGE 1

WELLS INVOLVED IN OPERATOR CHANGE
INITIAL LIST FOR OPERATOR VALIDATION

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: 22351 TEXACO EXPLORATION & PRODUCTION INC

NEW OPERATOR:

OCD DISTRICT: HOBBS

PROP- ERTY WELL NAME	UNIT	ULSTR	OCD UNIT	WELL TYPE	ID	POOL NAME	PROD/INJ	LAST ADDITIONAL ADV. DIST	MINIMUM IF INDICATED, BOND REQD OF WELL D1
11028 C W SHEPHERD A FEDERAL #003	30359	H-01-26S-37E	H	30-025-09837	O	33820 JALMAT, YATES-7 RYRS (OIL)	06-2001		
11226 C W SHEPHERD B FEDERAL #005	30360	I-01-26S-37E	I	30-025-09839	S	96141 EMD, YATES-SEVEN RIVERS	06-1998		5,400
13341 RHODES NCT COOP FEDERAL COM 1 #001	30361	J-27-26S-37E	J	30-025-32095	O	52250 RHODES, YATES-SEVEN RIVERS	06-2001		
13342 RHODES NCT COOP FEDERAL COM 1 #002	30362	G-27-26S-37E	G	30-025-32096	O	52250 RHODES, YATES-SEVEN RIVERS	08-2000		
13343 RHODES NCT COOP FEDERAL COM 1 #003	30363	B-27-26S-37E	B	30-025-32126	O	52250 RHODES, YATES-SEVEN RIVERS	06-2001		
13344 RHODES YATES COOP FED COM 2 #001	30364	E-27-26S-37E	E	30-025-32357	O	52250 RHODES, YATES-SEVEN RIVERS	10-1999		
13345 RHODES YATES COOP FED COM 3 #001	30365	L-27-26S-37E	L	30-025-32094	O	52250 RHODES, YATES-SEVEN RIVERS	06-2001		
13346 RHODES YATES COOP FED COM 4 #001	30366	I-21-26S-37E	I	30-025-32460	O	52250 RHODES, YATES-SEVEN RIVERS	02-2000		
13347 RHODES YATES COOP FED COM 4 #002	30367	D-27-26S-37E	D	30-025-32379	O	52250 RHODES, YATES-SEVEN RIVERS	06-2001		
13348 RHODES YATES COOP FED COM 5 #001	30368	D-27-26S-37E	D	30-025-32378	O	52250 RHODES, YATES-SEVEN RIVERS	06-2001		
13349 RHODES YATES COOP FED COM 6 #001	30369	C-27-26S-37E	C	30-025-32377	O	52250 RHODES, YATES-SEVEN RIVERS	06-2001		
13350 RHODES YATES UNIT #001	30370	I-21-26S-37E	I	30-025-12033	I	52250 RHODES, YATES-SEVEN RIVERS	02-1998		5,000
13351 RHODES YATES UNIT #002	30371	P-21-26S-37E	P	30-025-24575	I	52250 RHODES, YATES-SEVEN RIVERS	02-1998		5,000
13352 RHODES YATES UNIT #003	30372	B-28-26S-37E	B	30-025-12076	I	52250 RHODES, YATES-SEVEN RIVERS	01-1995		5,000
13353 RHODES YATES UNIT #004	30373	A-28-26S-37E	A	30-025-25217	I	52250 RHODES, YATES-SEVEN RIVERS	10-1998		5,000
13354 RHODES YATES UNIT #005	30374	D-27-26S-37E	D	30-025-12072	I	52250 RHODES, YATES-SEVEN RIVERS	02-1998		5,000
13355 RHODES YATES UNIT #006	30375	F-27-26S-37E	F	30-025-12065	I	52250 RHODES, YATES-SEVEN RIVERS	05-2001		
13356 RHODES YATES UNIT #007	30376	E-27-26S-37E	E	30-025-12063	I	52250 RHODES, YATES-SEVEN RIVERS	07-1998		5,000
13357 RHODES YATES UNIT #008	30377	M-28-26S-37E	M	30-025-12064	O	52250 RHODES, YATES-SEVEN RIVERS	10-1998		5,000
13358 RHODES YATES UNIT #009	30378	H-28-26S-37E	H	30-025-12059	I	52250 RHODES, YATES-SEVEN RIVERS	01-2001		5,000
13359 RHODES YATES UNIT #010	30379	K-27-26S-37E	K	30-025-12058	I	52250 RHODES, YATES-SEVEN RIVERS	05-1997		5,000
13360 RHODES YATES UNIT #011	30380	N-27-26S-37E	N	30-025-12066	I	52250 RHODES, YATES-SEVEN RIVERS	06-1998		5,000
13361 RHODES YATES UNIT #012	30381	M-27-26S-37E	M	30-025-12062	I	52250 RHODES, YATES-SEVEN RIVERS	02-1993		5,000
13362 RHODES YATES UNIT #013	30382	P-27-26S-37E	P	30-025-25693	I	52250 RHODES, YATES-SEVEN RIVERS	06-1998		5,000
13363 RHODES YATES UNIT #014	30383	K-27-26S-37E	K	30-025-31731	O	52250 RHODES, YATES-SEVEN RIVERS	03-2000		
13364 RHODES YATES UNIT #015	30384	K-27-26S-37E	K	30-025-31757	O	52250 RHODES, YATES-SEVEN RIVERS	06-2001		

WELLS INVOLVED IN OPERATOR CHANGE

60

SEP 18, 2001