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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 006550
Name: Dwight A. Tipton
Address: P.O. Box 1597
Address: _____
City, State, Zip: Lovington, NM 88260

New Operator Information:

Effective Date: 01/01/02
New OGRID: 21128
New Name: Tipton Oil & Gas Acquisitions, INC.
Address: P.O. Box 1234
Address: _____
City, State, Zip: Lovington, NM 88260

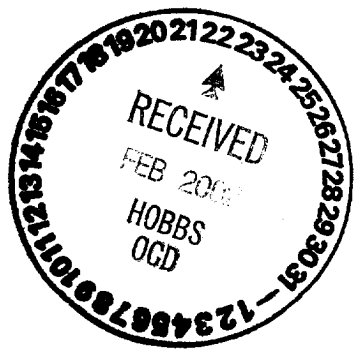
I hereby certify that the rules of the Oil Conservation Division have been complied with and that the information given to the new operator on this form and the attached list of wells is true and complete to the best of my knowledge and belief.

Signature: [Signature]
Printed name: Clay Tipton
Title: Secretary-Treasurer
Date: _____ Phone: 505-392-3575

Previous operator complete below:

Previous Operator: Dwight A. Tipton
Previous OGRID: 006550
Signature: [Signature]
Printed Name: Clay Tipton, Secretary-Treasurer

NMOCD Approval	
Signature: <u>[Signature]</u>	
Printed Name: <u>PAUL E. KAUTZ</u>	
District: <u>PETROLEUM ENGINEER</u>	
Date: <u>FEB 27 2002</u>	



dm

FEB 18, 2002

This is a final list of wells being transferred. If all bonding requirements are satisfied, submit this list to the OCD District with your C-104A.

PREVIOUS OPERATOR: 6550 DWIGHT A TIPTON

NEW OPERATOR:

OCD DISTRICT: ARTESIA

PROD- ENTRY	WELL NAME	UNIT	ULSTR	LTR	API	WELL TYPE	ID POOL NAME	PROD/INJ
28144	BURTON FLAT E FEDERAL #001	L	30-015-25064	O	3713	AVALON; BONE SPRING, EAST	04-2001	
	BURTON FLAT E FEDERAL #002	M	30-015-25063	O	24330	FENTON; DELAWARE, NORTHWEST	10-2001	
28640	GULF STATE #001	O	30-005-62056	O	19100	DOUBLE L; QUEEN (ASSOC)	10-2001	
	GULF STATE #002	J	30-005-62728	O	19100	DOUBLE L; QUEEN (ASSOC)	10-2001	
28641	NICKY A STATE #001	K	30-005-62815	O	19100	DOUBLE L; QUEEN (ASSOC)	10-2001	
28912	ARNOTT RAMSEY #001	P	30-025-09721	G	79240	JALMAT; TAN-YATES-7 RVRs (PRO GAS)	06-2001	
29508	FEDERAL AH #004	J	30-025-01593	O	13340	CORBIN; YATES	09-2000	
	FEDERAL AH #005	I	30-025-01594	O	13340	CORBIN; YATES	10-2001	
29509	HUDSON FEDERAL #001	O	30-025-25418	O	43250	MALJAMAR; ABO	10-2001	
29510	HUFF #001	G	30-025-26755	O	37240	LANGLIE MATIX; 7 RVRs-Q-GRAYBURG	10-2001	
29511	JAMESON #001	C	30-025-27825	O	33820	JALMAT; TAN-YATES-7 RVRs (OIL)	10-2001	
	JAMESON #002	F	30-025-28258	O	33820	JALMAT; TAN-YATES-7 RVRs (OIL)	10-2001	
29512	QUARRY #001	L	30-025-32297	O	73610	BYERS; YATES (GAS)	10-2001	
29513	ROCKET #001	N	30-025-09534	O	33820	JALMAT; TAN-YATES-7 RVRs (OIL)	10-2001	
	ROCKET #003	K	30-025-28256	O	33820	JALMAT; TAN-YATES-7 RVRs (OIL)	10-2001	