

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

Form C-104A
March 19, 2001

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

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: 162683
Name: Gruy Petroleum Management Co.
Address: P. O. Box 14097
Address: _____
City, State, Zip: Irving, TX 75014

New Operator Information:

Effective Date: SEPTEMBER 1, 2002
New Ogrid: 012444
New Name: KELTON OPERATING CORP
Address: 202 NORTH MAIN STREET
Address: _____
City, State, Zip: ANDREWS, TX 79714-6503

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

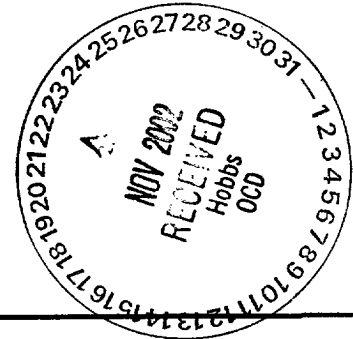
Signature: C. Dale Kelton

Printed name: C. Dale Kelton

Title: PRESIDENT

Date: 8-15-02

Phone: 915.524.6400



Previous operator complete below:

Previous
Operator: Gruy Petroleum Management Co.

Previous
OGRID: 162683

Signature: Joel Ward

Printed
Name: JOEL WARD - REGULATORY
CONSULTANT

NMOCD Approval

Signature: Gary W. Wink

Printed

Name: GARY W. WINK

OC FIELD REPRESENTATIVE II/STAFF MANAGER
District: _____

Date: 1 JAN 02 2003

176-35

WELLS INVOLVED IN OPERATOR CHANGE
FINAL LIST WITH E104A

NOV 14, 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 G104A.

PREVIOUS OPERATOR: 162683 GRUY PETROLEUM MANAGEMENT CO.

NEW OPERATOR: 012444

KELTON OPERATING CORPORATION

OCD DISTRICT: HOBBS

PRO- ERTY WELL NAME	ULSTR	OCD UNIT	LTR	API	WELL TYPE	POOL ID	POOL NAME	LAST PROD/INJ
31007								
HUMPHREY QUEEN UNIT #002	403-258-37E	D		30-025-11422	I	37240	LANGLIE MATTIX; 7 RVR-S-Q-GRAYBURG	08-2002
HUMPHREY QUEEN UNIT #003	303-258-37E	C		30-025-11421	O	37240	LANGLIE MATTIX; 7 RVR-S-Q-GRAYBURG	08-2002
HUMPHREY QUEEN UNIT #005	103-258-37E	A		30-025-11431	O	37240	LANGLIE MATTIX; 7 RVR-S-Q-GRAYBURG	10-2001
HUMPHREY QUEEN UNIT #006	103-258-37E	A		30-025-22698	I	37240	LANGLIE MATTIX; 7 RVR-S-Q-GRAYBURG	12-1998
HUMPHREY QUEEN UNIT #010	G03-258-37E	G		30-025-11424	O	37240	LANGLIE MATTIX; 7 RVR-S-Q-GRAYBURG	08-2002
HUMPHREY QUEEN UNIT #011	H03-258-37E	H		30-025-11432	O	37240	LANGLIE MATTIX; 7 RVR-S-Q-GRAYBURG	08-2002
HUMPHREY QUEEN UNIT #012	H03-258-37E	H		30-025-23184	O	37240	LANGLIE MATTIX; 7 RVR-S-Q-GRAYBURG	02-2002
HUMPHREY QUEEN UNIT #015	H03-258-37E	L		30-025-22243	I	37240	LANGLIE MATTIX; 7 RVR-S-Q-GRAYBURG	11-2001
HUMPHREY QUEEN UNIT #016	K03-258-37E	K		30-025-20612	O	37240	LANGLIE MATTIX; 7 RVR-S-Q-GRAYBURG	08-2002
HUMPHREY QUEEN UNIT #017	J03-258-37E	J		30-025-11426	I	37240	LANGLIE MATTIX; 7 RVR-S-Q-GRAYBURG	08-2002
HUMPHREY QUEEN UNIT #018	I03-258-37E	I		30-025-11433	O	37240	LANGLIE MATTIX; 7 RVR-S-Q-GRAYBURG	08-2002
HUMPHREY QUEEN UNIT #019	P03-258-37E	P		30-025-22699	I	37240	LANGLIE MATTIX; 7 RVR-S-Q-GRAYBURG	09-1994
HUMPHREY QUEEN UNIT #020	M03-258-37E	M		30-025-23183	I	37240	LANGLIE MATTIX; 7 RVR-S-Q-GRAYBURG	02-2000
HUMPHREY QUEEN UNIT #021	M03-258-37E	M		30-025-21196	O	37240	LANGLIE MATTIX; 7 RVR-S-Q-GRAYBURG	04-2002
HUMPHREY QUEEN UNIT #022	N03-258-37E	N		30-025-11430	O	37240	LANGLIE MATTIX; 7 RVR-S-Q-GRAYBURG	08-2002
HUMPHREY QUEEN UNIT #023	O03-258-37E	O		30-025-22751	I	37240	LANGLIE MATTIX; 7 RVR-S-Q-GRAYBURG	08-2002
HUMPHREY QUEEN UNIT #024	G03-258-37E	G		30-025-11427	O	37240	LANGLIE MATTIX; 7 RVR-S-Q-GRAYBURG	11-2001
HUMPHREY QUEEN UNIT #025	F03-258-37E	F		30-025-11434	O	37240	LANGLIE MATTIX; 7 RVR-S-Q-GRAYBURG	11-2001
HUMPHREY QUEEN UNIT #028	J03-258-37E	J		30-025-23899	O	37240	LANGLIE MATTIX; 7 RVR-S-Q-GRAYBURG	11-2001
HUMPHREY QUEEN UNIT #029	C03-258-37E	C		30-025-23968	O	37240	LANGLIE MATTIX; 7 RVR-S-Q-GRAYBURG	03-1997
HUMPHREY QUEEN UNIT #030	E03-258-37E	E		30-025-28012	O	37240	LANGLIE MATTIX; 7 RVR-S-Q-GRAYBURG	02-2002
HUMPHREY QUEEN UNIT #031	N03-258-37E	N		30-025-28013	I	37240	LANGLIE MATTIX; 7 RVR-S-Q-GRAYBURG	11-2001
HUMPHREY QUEEN UNIT #001	I-04-258-37E	A		30-025-11445	O	37240	LANGLIE MATTIX; 7 RVR-S-Q-GRAYBURG	11-2001
HUMPHREY QUEEN UNIT #007	H04-258-37E	H		30-025-11446	O	37240	LANGLIE MATTIX; 7 RVR-S-Q-GRAYBURG	08-2002
HUMPHREY QUEEN UNIT #027	H03-258-37E	H		30-025-23395	I	37240	LANGLIE MATTIX; 7 RVR-S-Q-GRAYBURG	08-2002

