

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:

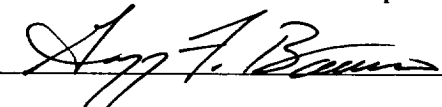
OGRID: 185433
Name: KENSON OPERATING CO INC.
Address: P. O. BOX 3531
Address: _____
City, State, Zip: MIDLAND TX 79702

New Operator Information:

Effective Date: October 1, 2002
New Ogrid: 188483
New Name: PHOENIX HYDROCARBONS OPER CORP.
Address: P. O. BOX 3638
Address: _____
City, State, Zip: MIDLAND TX 79702

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

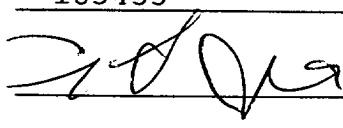
Signature: 

Printed name: GREGORY F. BAIANO

Title: PRESIDENT

Date: 10/1/02 Phone: 915/686-9869

Previous operator complete below:

Previous
Operator: KENSON OPERATING CO INC.
Previous
OGRID: 185433
Signature: 
Printed
Name: A. LEE JORDEN

<u>NMOCD Approval</u>	
Signature: <u></u>	
Printed Name: <u>PAUL F KARTZ</u>	
District: <u>PETROLEUM ENGINEER</u>	
Date: <u>NOV 15 2002</u>	

WELLS INVOLVED IN OPERATOR CHANGE
FINAL LIST WITH C-104A

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.

PHOENIX HYDROCARBONS OPERATING CORP.

PREVIOUS OPERATOR: 185433 KENSON OPERATING COMPANY INC

NEW OPERATOR: 188483

OCD DISTRICT: HOBBS

PROP- ERTY WELL NAME	U/SNR	OCD UNIT LTR	API	WELL TYPE	POOL ID	POOL NAME	LAST PROD/INJ
30802	P-01-24S-37E	P	30-025-28406	O	37240	LANGLIE MATTIX; 7 RVRs-Q-GRAYBURG	08-1993
25413	B-31-24S-37E	B	30-025-11304	I	37240	LANGLIE MATTIX; 7 RVRs-Q-GRAYBURG	05-1999
	1-31-24S-37E	D	30-025-24837	O	37240	LANGLIE MATTIX; 7 RVRs-Q-GRAYBURG	12-1992
	H-31-24S-37E	H	30-025-11293	I	37240	LANGLIE MATTIX; 7 RVRs-Q-GRAYBURG	08-1997
	G-31-24S-37E	G	30-025-11303	O	37240	LANGLIE MATTIX; 7 RVRs-Q-GRAYBURG	07-1996
	F-31-24S-37E	F	30-025-23865	I	37240	LANGLIE MATTIX; 7 RVRs-Q-GRAYBURG	12-1995
	2-31-24S-37E	E	30-025-11296	O	37240	LANGLIE MATTIX; 7 RVRs-Q-GRAYBURG	07-2002
	3-31-24S-37E	L	30-025-11305	O	37240	LANGLIE MATTIX; 7 RVRs-Q-GRAYBURG	12-1992
	K-31-24S-37E	K	30-025-11299	O	37240	LANGLIE MATTIX; 7 RVRs-Q-GRAYBURG	07-2002
	J-31-24S-37E	J	30-025-11301	I	37240	LANGLIE MATTIX; 7 RVRs-Q-GRAYBURG	07-2002
	I-31-24S-37E	I	30-025-11298	I	37240	LANGLIE MATTIX; 7 RVRs-Q-GRAYBURG	12-1995
	P-31-24S-37E	P	30-025-11297	I	37240	LANGLIE MATTIX; 7 RVRs-Q-GRAYBURG	07-2002
	O-31-24S-37E	O	30-025-11302	O	37240	LANGLIE MATTIX; 7 RVRs-Q-GRAYBURG	07-2002
	N-31-24S-37E	N	30-025-23867	I	37240	LANGLIE MATTIX; 7 RVRs-Q-GRAYBURG	07-2002
	N-31-24S-37E	N	30-025-35576	O			
	O-31-24S-37E	O	30-025-35577	O			
	4-31-24S-37E	M	30-025-11306	I	37240	LANGLIE MATTIX; 7 RVRs-Q-GRAYBURG	09-1988
	D-32-24S-37E	D	30-025-11311	I	37240	LANGLIE MATTIX; 7 RVRs-Q-GRAYBURG	12-1992
	C-32-24S-37E	C	30-025-24838	O	37240	LANGLIE MATTIX; 7 RVRs-Q-GRAYBURG	07-2002
	B-32-24S-37E	B	30-025-11320	I	37240	LANGLIE MATTIX; 7 RVRs-Q-GRAYBURG	07-2002
	A-32-24S-37E	A	30-025-11317	O	37240	LANGLIE MATTIX; 7 RVRs-Q-GRAYBURG	07-1997
	H-32-24S-37E	H	30-025-11314	I	37240	LANGLIE MATTIX; 7 RVRs-Q-GRAYBURG	07-2002
	G-32-24S-37E	G	30-025-24839	I	37240	LANGLIE MATTIX; 7 RVRs-Q-GRAYBURG	07-2002
	F-32-24S-37E	F	30-025-11310	I	37240	LANGLIE MATTIX; 7 RVRs-Q-GRAYBURG	12-1995
	E-32-24S-37E	E	30-025-11308	I	37240	LANGLIE MATTIX; 7 RVRs-Q-GRAYBURG	07-2002
	L-32-24S-37E	L	30-025-11323	I	37240	LANGLIE MATTIX; 7 RVRs-Q-GRAYBURG	07-2002
	K-32-24S-37E	K	30-025-11313	I	37240	LANGLIE MATTIX; 7 RVRs-Q-GRAYBURG	07-2002
	J-32-24S-37E	J	30-025-11315	I	37240	LANGLIE MATTIX; 7 RVRs-Q-GRAYBURG	07-2002
	I-32-24S-37E	I	30-025-23866	I	37240	LANGLIE MATTIX; 7 RVRs-Q-GRAYBURG	07-2002
	P-32-24S-37E	P	30-025-24478	I	37240	LANGLIE MATTIX; 7 RVRs-Q-GRAYBURG	07-2002
	O-32-24S-37E	O	30-025-24479	I	37240	LANGLIE MATTIX; 7 RVRs-Q-GRAYBURG	07-2002
	N-32-24S-37E	N	30-025-11307	I	37240	LANGLIE MATTIX; 7 RVRs-Q-GRAYBURG	07-2002
	M-32-24S-37E	M	30-025-11322	I	37240	LANGLIE MATTIX; 7 RVRs-Q-GRAYBURG	07-2002
	L-32-24S-37E	L	30-025-27840	O	37240	LANGLIE MATTIX; 7 RVRs-Q-GRAYBURG	07-2002
	K-32-24S-37E	K	30-025-27841	O	37240	LANGLIE MATTIX; 7 RVRs-Q-GRAYBURG	12-1999
	J-32-24S-37E	J	30-025-27842	O	37240	LANGLIE MATTIX; 7 RVRs-Q-GRAYBURG	05-1997
	I-32-24S-37E	I	30-025-27843	O	37240	LANGLIE MATTIX; 7 RVRs-Q-GRAYBURG	07-2002