

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:

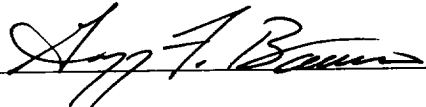
OGRID: 185433
Name: KENSON OPERATING CO INC.
Address: P. O. BOX 3531
Address: _____
City, State, Zip: MIDLAND TX 79702

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

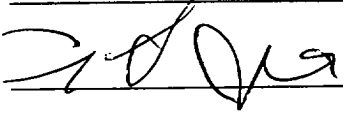
Signature: 

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

NMOCD Approval

Signature: 

Printed

Name: PAUL F KARTZ

District: _____

PETROLEUM ENGINEER

Date: _____

NOV 15 2002

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

SEP 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: 185433 KENSON OPERATING COMPANY INC

NEW OPERATOR: 188483

PHOENIX HYDROCARBONS OPERATING CORP.

OCD DISTRICT: HOBBS

PROP- ERTY WELL NAME	ULSTR	OCD UNIT LTR API	WELL TYPE	POOL ID	POOL NAME	LAST PROD/INJ
30802						
LANGLIE JAL UNIT #099	K-32-24S-37E	K	30-025-27844	O 37240	LANGLIE MATTIX; 7 RVS-Q-GRAYBURG	02-1985
LANGLIE JAL UNIT #100	L-32-24S-37E	L	30-025-27845	O 37240	LANGLIE MATTIX; 7 RVS-Q-GRAYBURG	07-2002
LANGLIE JAL UNIT #101	L-32-24S-37E	L	30-025-28404	O 37240	LANGLIE MATTIX; 7 RVS-Q-GRAYBURG	07-2001
LANGLIE JAL UNIT #102	K-32-24S-37E	K	30-025-28405	O 37240	LANGLIE MATTIX; 7 RVS-Q-GRAYBURG	07-2002
LANGLIE JAL UNIT #104	M-32-24S-37E	M	30-025-28407	O 37240	LANGLIE MATTIX; 7 RVS-Q-GRAYBURG	05-1999
LANGLIE JAL UNIT #106	A-32-24S-37E	A	30-025-28963	O 37240	LANGLIE MATTIX; 7 RVS-Q-GRAYBURG	06-1998
LANGLIE JAL UNIT #039	4-04-25S-37E	D	30-025-11442	I 37240	LANGLIE MATTIX; 7 RVS-Q-GRAYBURG	12-1992
LANGLIE JAL UNIT #040	3-04-25S-37E	C	30-025-11436	O 37240	LANGLIE MATTIX; 7 RVS-Q-GRAYBURG	07-2002
LANGLIE JAL UNIT #041	2-04-25S-37E	B	30-025-11437	I 37240	LANGLIE MATTIX; 7 RVS-Q-GRAYBURG	07-2002
LANGLIE JAL UNIT #042	G-04-25S-37E	F	30-025-11438	O 37240	LANGLIE MATTIX; 7 RVS-Q-GRAYBURG	07-2002
LANGLIE JAL UNIT #043	F-04-25S-37E	G	30-025-23882	I 37240	LANGLIE MATTIX; 7 RVS-Q-GRAYBURG	07-2002
LANGLIE JAL UNIT #044	E-04-25S-37E	E	30-025-11443	I 37240	LANGLIE MATTIX; 7 RVS-Q-GRAYBURG	11-1997
LANGLIE JAL UNIT #061	L-04-25S-37E	L	30-025-11435	I 37240	LANGLIE MATTIX; 7 RVS-Q-GRAYBURG	07-2002
LANGLIE JAL UNIT #062	M-04-25S-37E	M	30-025-28880	O 37240	LANGLIE MATTIX; 7 RVS-Q-GRAYBURG	04-1999
LANGLIE JAL UNIT #105	4-05-25S-37E	D	30-025-28454	O 37240	LANGLIE MATTIX; 7 RVS-Q-GRAYBURG	07-2002
LANGLIE JAL UNIT #107	3-04-25S-37E	C	30-025-29044	O 37240	LANGLIE MATTIX; 7 RVS-Q-GRAYBURG	07-2002
LANGLIE JAL UNIT #035	4-05-25S-37E	D	30-025-11455	I 37240	LANGLIE MATTIX; 7 RVS-Q-GRAYBURG	07-2002
LANGLIE JAL UNIT #036	3-05-25S-37E	C	30-025-11452	I 37240	LANGLIE MATTIX; 7 RVS-Q-GRAYBURG	07-2002
LANGLIE JAL UNIT #037	2-05-25S-37E	B	30-025-11456	I 37240	LANGLIE MATTIX; 7 RVS-Q-GRAYBURG	07-2002
LANGLIE JAL UNIT #038	1-05-25S-37E	A	30-025-24484	I 37240	LANGLIE MATTIX; 7 RVS-Q-GRAYBURG	07-2002
LANGLIE JAL UNIT #045	H-05-25S-37E	H	30-025-11461	I 37240	LANGLIE MATTIX; 7 RVS-Q-GRAYBURG	07-2002
LANGLIE JAL UNIT #046	G-05-25S-37E	G	30-025-11453	I 37240	LANGLIE MATTIX; 7 RVS-Q-GRAYBURG	07-2002
LANGLIE JAL UNIT #047	F-05-25S-37E	F	30-025-23883	I 37240	LANGLIE MATTIX; 7 RVS-Q-GRAYBURG	07-2002
LANGLIE JAL UNIT #048	E-05-25S-37E	E	30-025-11457	O 37240	LANGLIE MATTIX; 7 RVS-Q-GRAYBURG	01-2001
LANGLIE JAL UNIT #057	L-05-25S-37E	L	30-025-23884	I 37240	LANGLIE MATTIX; 7 RVS-Q-GRAYBURG	07-2002
LANGLIE JAL UNIT #058	K-05-25S-37E	K	30-025-11464	O 37240	LANGLIE MATTIX; 7 RVS-Q-GRAYBURG	07-2002
LANGLIE JAL UNIT #059	J-05-25S-37E	J	30-025-11454	I 37240	LANGLIE MATTIX; 7 RVS-Q-GRAYBURG	07-2002
LANGLIE JAL UNIT #060	I-05-25S-37E	I	30-025-24879	I 37240	LANGLIE MATTIX; 7 RVS-Q-GRAYBURG	12-1995
LANGLIE JAL UNIT #063	P-05-25S-37E	P	30-025-11451	I 37240	LANGLIE MATTIX; 7 RVS-Q-GRAYBURG	05-1999
LANGLIE JAL UNIT #064	O-05-25S-37E	O	30-025-11450	I 37240	LANGLIE MATTIX; 7 RVS-Q-GRAYBURG	07-2002
LANGLIE JAL UNIT #065	N-05-25S-37E	N	30-025-23885	I 37240	LANGLIE MATTIX; 7 RVS-Q-GRAYBURG	07-2002
LANGLIE JAL UNIT #066	M-05-25S-37E	M	30-025-11463	O 37240	LANGLIE MATTIX; 7 RVS-Q-GRAYBURG	07-2002
LANGLIE JAL UNIT #108	I-05-25S-37E	I	30-025-29447	O 37240	LANGLIE MATTIX; 7 RVS-Q-GRAYBURG	07-2002
LANGLIE JAL UNIT #109	J-05-25S-37E	J	30-025-29448	O 37240	LANGLIE MATTIX; 7 RVS-Q-GRAYBURG	07-2002
LANGLIE JAL UNIT #110	I-05-25S-37E	I	30-025-29449	O 37240	LANGLIE MATTIX; 7 RVS-Q-GRAYBURG	07-2002
LANGLIE JAL UNIT #111	O-05-25S-37E	O	30-025-29450	O 37240	LANGLIE MATTIX; 7 RVS-Q-GRAYBURG	07-2002
LANGLIE JAL UNIT #113	G-05-25S-37E	G	30-025-30871	O 37240	LANGLIE MATTIX; 7 RVS-Q-GRAYBURG	07-2002