FILE ON OR BEFORE DECEMBER 31, 1998 OR LIMITED PARTNERSHIP

WILL BE SUBJECT TO REVOC				
LIMITED PARTNERSHIP ANNUAL REPORT 1999	FLORIDA DEPARTI Sandra B. I Secretary DIVISION OF CO	Mortham of State	9	FILED 8DEC 29 PM I2: 53
1. Name of Limited Partnership	1a. DOCUMENT # B9800000392		TAL	ECRETARY OF STATE LLAHASSEE. FLORIDA
HEADINGTON OIL COMPANY, L.P.				
Mailing Address	Principal Office Address		3. Date Formed or Registered	5a. Capital Contributions as Shown on record.
7557 RAMBLER ROAD. SUITE 1100 DALLAS TX 75231	7557 RAMBLER ROAD. SUITE 1100 DALLAS TX 75231		06/12/1998 3a. Date of Last Report	\$74,519.00
2. Mailing Address	2a. Principal Office Address		4. State or Country of Formation	5b. Amount of Capital Contributions in FLORIDA to date: 74,519.00
Suite, Apt. #, etc.	Suite, Apt. #, etc.		6. FEI Number 15 - 276579	3 Applied For Not Applicable
City & State	City & State		7. Certificate of Status Desired	\$8.75 Additional
Zip Country	Zip Country		<u>-</u>	Fee Required ate (See reverse side for fee information)
9. Name and Address of Current Re	10. If changed, new Registered A	Agent/Office		
		Name		
C T CORPORATION SYSTEM 1200 SOUTH PINE ISLAND ROAD		Street Address (P.O. Box Number is Not Acceptable)		
PLANTATION FL 33324		Suite, Apt. #, etc.		
		City Zip Code		
Pursuant to the provisions of sections 620,1051 and 620,192, Florida Statutes, the above-named limited partnership organized or registered under the laws of the State of Florida, submits this statement for the purpose of changing its registered agent, or both, in the State of Florida. Such change was authorized by its general partner(s). I hereby accept the appointment of registered agent. I am famillar with, and accept the obligations of section 620,192, Florida Statutes.				
A GENERAL PARTNER THAT IS A CORPORATION, LIMITED PARTNERSHIP OR OTHER BUSINESS ENTITY				
MUST BE REGISTERED AND ACTIVE WITH THIS OFFICE.				
11. Name(s) of General Partner(s)	11a. Address of Each General (Do NOT Use Post Office Box	Partner Numbers) 11b.	City, State & Zip Code	11c. Registration/ Document Number
HEADINGTON PETROLEUM, L.L.C. 7557 RAMBLER ROAD, SUITE III		,	шая тх 75231 8000027	M9800000619 476789 9901050019
			-01/20/ ****52	5301050013 5.25 ****526.25

Note: General partners MAY NOT be changed on this form; an amendment must be filed to change a general partner. 12. I do hereby certify that the information supplied with this filing is voluntarily furnished and does not qualify for the exemption stated in Section 119.07(3)(k). Florida Statutes. I release the Division of Corporations from any liability of non-compliance with Section 119.07(3)(k) in the event that the information supplied is deemed exempt from public access. I further certify that the information indicated on this annual report is true and accurate and that my signature shall have the same legal effects as the information. If the property of the limited partnership, receiver or trustee empowered to execute this report as required by chapter 620, Florida Statutes.

PARENT OF GENERAL PARTNER

Daytime Telephone Number

by LINDA G. GUEST

SECRETARY

empowered to execute this report as required by chapter 620, Florida Statutes.

SIGNATURE

Typed or Printed Name of General Partner Signing Form

12-18-98