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**is & Gilchrist**  
ATTORNEYS

1800 ONE AMERICAN CENTER  
POST OFFICE BOX 2987  
AUSTIN, TEXAS 78769-2987  
(512) 478-7100

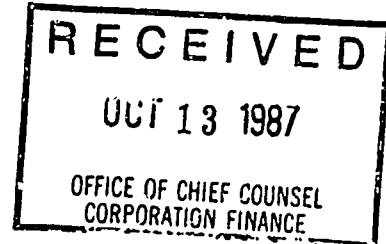
3200 ALLIED BANK TOWER  
DALLAS, TEXAS 75202-2711

(214) 855-4500  
TELECOPIER (214) 855-4300

3850 TEXAS COMMERCE TOWER  
HOUSTON, TEXAS 77002-2909  
(713) 227-2700

TELEX 73-2595  
TWX 910-861-4047

WRITER'S DIRECT DIAL NUMBER  
(214) 855-4361



October 9, 1987

Mr. William E. Toomey  
Assistant Chief Counsel  
Division of Corporate Finance  
Securities and Exchange Commission  
450 Fifth Street, N.W.  
Washington, D.C. 20549

PUBLIC AVAILABILITY DATE: 12-17-87  
ACT SECTION RULE  
1934 12(g) ---

Re: Jackson Exploration, Inc.

Dear Mr. Toomey:

On behalf of Jackson Exploration, Inc. (the "Company"), we hereby submit for filing an application for exemption pursuant to Section 12(h) of the Securities Exchange Act of 1934 (the "Act") requesting an exemption from the registration requirements of Section 12(g) of the Act.

The Company requested and, by letter dated September 21, 1987, received a response from Mr. Carl T. Bodolus of the staff of the Securities and Exchange Commission indicating that the staff would raise no objection if the Company conducted certain solicitation of proxies without complying with the requirements of Schedule 14A of the Act. I have enclosed with this letter copies of our correspondence with Mr. Bodolus.

Your expeditious handling of this matter would be greatly appreciated. If you have any questions or comments regarding this matter, please do not hesitate to call me at the above referenced number.

Very truly yours,

W. Alan Kailer

WAK:lc  
cc: Carl T. Bodolus  
Basil N. Argerson

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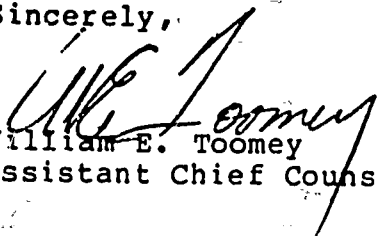
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RESPONSE OF THE OFFICE OF CHIEF COUNSEL  
DIVISION OF CORPORATION FINANCE

Re: Jackson Exploration, Inc.  
Incoming letter dated October 9, 1987

Based on the facts presented, it is the view of this Division that Jackson Exploration, Inc. will be considered exempt from the registration requirements of Section 12(g) of the Securities Exchange Act of 1934, until such time as the Company has 300 or more shareholders resident in the United States at the end of any fiscal year.

Sincerely,

  
William E. Toomey  
Assistant Chief Counsel