

UNITED STATES **OCD-ARTESIA**
DEPARTMENT OF THE INTERIOR
BUREAU OF LAND MANAGEMENT

FORM APPROVED
OMB No. 1004-0137
Expires: July 31, 2010

SUNDRY NOTICES AND REPORTS ON WELLS
Do not use this form for proposals to drill or to re-enter an abandoned well. Use Form 3160-3 (APD) for such proposals.

5. Lease Serial No.
NM-LC-61702- **STATE**
6. If Indian, Allottee or Tribe Name

SUBMIT IN TRIPLICATE - Other instructions on page 2.

7. If Unit of CA/Agreement, Name and/or No.
NM 70946A

1. Type of Well
 Oil Well Gas Well Other

8. Well Name and No.
Empire South Deep Unit 3

2. Name of Operator
Three Rivers Operating Company LLC

9. API Well No.
30-015-20685

3a. Address
1122 S. Capital of TX Hwy., Suite 325 Austin, TX 78746

3b. Phone No. (include area code)
512-600-3196

10. Field and Pool or Exploratory Area
Empire Morrow

4. Location of Well (Footage, Sec., T., R., M., or Survey Description)
N-31-17S-29E 660 FSL & 1980 FWL

11. Country or Parish, State
Eddy, NM

12. CHECK THE APPROPRIATE BOX(ES) TO INDICATE NATURE OF NOTICE, REPORT OR OTHER DATA

TYPE OF SUBMISSION	TYPE OF ACTION			
<input type="checkbox"/> Notice of Intent	<input type="checkbox"/> Acidize	<input type="checkbox"/> Deepen	<input type="checkbox"/> Production (Start/Resume)	<input type="checkbox"/> Water Shut-Off
<input checked="" type="checkbox"/> Subsequent Report	<input type="checkbox"/> Alter Casing	<input type="checkbox"/> Fracture Treat	<input type="checkbox"/> Reclamation	<input type="checkbox"/> Well Integrity
<input type="checkbox"/> Final Abandonment Notice	<input type="checkbox"/> Casing Repair	<input type="checkbox"/> New Construction	<input type="checkbox"/> Recomplete	<input checked="" type="checkbox"/> Other <u>Change of Operator</u>
	<input type="checkbox"/> Change Plans	<input type="checkbox"/> Plug and Abandon	<input type="checkbox"/> Temporarily Abandon	
	<input type="checkbox"/> Convert to Injection	<input type="checkbox"/> Plug Back	<input type="checkbox"/> Water Disposal	

13. Describe Proposed or Completed Operation: Clearly state all pertinent details, including estimated starting date of any proposed work and approximate duration thereof. If the proposal is to deepen directionally or recomplete horizontally, give subsurface locations and measured and true vertical depths of all pertinent markers and zones. Attach the Bond under which the work will be performed or provide the Bond No. on file with BLM/BIA. Required subsequent reports must be filed within 30 days following completion of the involved operations. If the operation results in a multiple completion or recompletion in a new interval, a Form 3160-4 must be filed once testing has been completed. Final Abandonment Notices must be filed only after all requirements, including reclamation, have been completed and the operator has determined that the site is ready for final inspection.)

The undersigned accepts all applicable terms, conditions, stipulations, and restrictions concerning operations conducted on the leased land or portion thereof, pursuant to NTL 89-1

Bond Coverage: BLM Bond No. NMB000672
Surety Bond No. RLB0013149
Bond Amount: \$25,000.00
Bond Type: Statewide Bond

Accepted for record - NMOC

DS

Effective Date: April 26, 2010.

Change of Operator from Chesapeake Operating Inc. to Three Rivers Operating Company LLC

Three Rivers is not Designated AS unit operator For All wells on unit

14. I hereby certify that the foregoing is true and correct. Name (Printed/Typed)

Russell Macaw

Title V. P. of Operations

Signature

R Macaw

Date 09/27/2010

RECEIVED
FEB 07 2011
NMOC ARTESIA

THIS SPACE FOR FEDERAL OR STATE OFFICE USE

Approved by

DENIED

/s/ JD Whitlock Jr

Title

L PET

Date

2/2/11

Conditions of approval, if any, are attached. Approval of this notice does not warrant or certify that the applicant holds legal or equitable title to those rights in the subject lease which would entitle the applicant to conduct operations thereon.

Office

CFO

Title 18 U.S.C. Section 1001 and Title 43 U.S.C. Section 1212, make it a crime for any person knowingly and willfully to make to any department or agency of the United States any false, fictitious or fraudulent statements or representations as to any matter within its jurisdiction.

(Instructions on page 2)

ENTERED
[Signature]