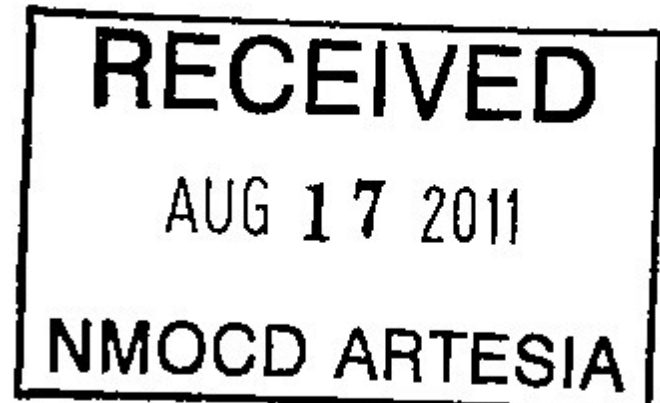


District I1625 N French Dr., Hobbs, NM 88240
Phone: (575) 393-6161 Fax: (575) 393-0720District II811 S First St., Artesia, NM 88210
Phone: (575) 748-1283 Fax: (575) 748-9720District III1000 Rio Brazos Rd., Aztec, NM 87410
Phone: (505) 334-6178 Fax: (505) 334-6170District IV1220 S. St Francis Dr., Santa Fe, NM 87505
Phone: (505) 476-3470 Fax: (505) 476-3462**State of New Mexico
Energy, Minerals and Natural
Resources****Oil Conservation Division
1220 S. St Francis Dr.
Santa Fe, NM 87505**Form C-145
August 1, 2011

Permit 136194

**Change of Operator****Previous Operator Information**OGRID: 10216
Name: HAVENOR OPERATING CO
Address: 904 Moore Ave

City, State, Zip: Roswell, NM 88201

New Operator Information

Effective Date: Effective on the date of approval by the OCD

OGRID: 161968
Name: MESQUITE SWD, INC
Address: PO BOX 1479

City, State, Zip: CARLSBAD, NM 88221

I hereby certify that the rules of the Oil Conservation Division have been complied with and that the information on this form and the certified list of wells is true to the best of my knowledge and belief.

Additionally, by signing below, MESQUITE SWD, INC certifies that it has read and understands the following synopsis of applicable rules.

PREVIOUS OPERATOR certifies that all below-grade tanks constructed and installed prior to June 16, 2008 associated with the selected wells being transferred are either (1) in compliance with 19.15.17 NMAC, (2) have been closed pursuant to 19.15.17.13 NMAC or (3) have been retrofitted to comply with Paragraphs 1 through 4 of 19.15.17.11(i) NMAC.

MESQUITE SWD, INC understands that the OCD's approval of this operator change:

1. constitutes approval of the transfer of the permit for any permitted pit, below-grade tank or closed-loop system associated with the selected wells; and
2. constitutes approval of the transfer of any below-grade tanks constructed and installed prior to June 16, 2008 associated with the selected wells, regardless of whether the transferor has disclosed the existence of those below-grade tanks to the transferee or to the OCD, and regardless of whether the below-grade tanks are in compliance with 19.15.17 NMAC.

information, and I am responsible for updating that information when it changes. See 19.15.9.8.C NMAC. I understand that I can update that information on the OCD's website under "Electronic Permitting."

10. If I transfer well operations to another operator, the OCD must approve the change before the new operator can begin operations. See 19.15.9.9.B NMAC. I remain responsible for the wells and related facilities and all related regulatory filings until the OCD approves the operator change. I understand that the transfer will not relieve me of responsibility or liability for any act or omission which occurred while I operated the wells and related facilities

Previous OperatorSignature: Kay Havenner

Printed

Name: Kay HavennerTitle: PresidentDate: 8/16/2011 Phone: 575-626-4518**New Operator**Signature: Clay Wilson

Printed

Name: Clay L WilsonTitle: PRESIDENTDate: 8/16/11 Phone: 575-706-1840

