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UNITED STATES
 DEPARTMENT OF THE INTERIOR
 BUREAU OF LAND MANAGEMENT

FORM APPROVED
 OMB No 1004-0137
 Expires March 31, 2007

GENERAL 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.

SUBMIT IN TRIPLICATE- Other instructions on reverse side.

1. Type of Well
 Oil Well Gas Well Other

2. Name of Operator
 Element Petroleum Operating, LLC

3a. Address
 110 W. Louisiana Avenue, Ste 405, Midland, TX 79701

3b. Phone No. (include area code)
 432-686-7707

4. Location of Well (Footage, Sec., T., R., M., or Survey Description)
 P Sec 20-T9S-R38E 660' FSL & 660' FEL

5. Lease Serial No
 NM027887

6. If Indian, Allottee or Tribe Name

7. If Unit or CA/Agreement, Name and/or No

8. Well Name and No
 Bell B Federal #2

9. API Well No
 30-025-07066

10. Field and Pool, or Exploratory Area
 Sawyer ; San Andres

11. County or Parish, State
 Lea

12. CHECK 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 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 recomplate 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 shall 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 shall be filed once testing has been completed. Final Abandonment Notices shall be filed only after all requirements, including reclamation, have been completed, and the operator has determined that the site is ready for final inspection.)

Change of Operator Effective March 1, 2009

Previous Operator:
 Manhattan Petroleum, Inc.
 P O Box 11211
 Midland, TX 79702

Please be advised that effective March 1, 2009, Element Petroleum Operating, LLC assumed operatorship of the referenced well. Bond coverage pursuant to 43 CFR 3104 for lease activities is being provided by Element Petroleum Operating, LLC under their statewide bond, BLM Bond No. NMB000582. Element Petroleum Operating, LLC will be responsible for compliance under the lease terms and conditions for that portion of the lease associated with this notice.

14 I hereby certify that the foregoing is true and correct
 Name (Printed/Typed) Todd Gibson Title General Manager

Signature  Date 9/25/09

THIS SPACE FOR FEDERAL OR STATE OFFICE USE

Approved by _____ Title PETROLEUM ENGINEER Date 10/9/2009

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 RS

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)

APPROVED
 OCT 9 2009
 BUREAU OF LAND MANAGEMENT
 CARLSBAD FIELD OFFICE