

ABOVE THIS LINE FOR DIVISION USE ONLY

NEW MEXICO OIL CONSERVATION DIVISION
 - Engineering Bureau -
 1220 South St. Francis Drive, Santa Fe, NM 87505



ADMINISTRATIVE APPLICATION CHECKLIST

THIS CHECKLIST IS MANDATORY FOR ALL ADMINISTRATIVE APPLICATIONS FOR EXCEPTIONS TO DIVISION RULES AND REGULATIONS WHICH REQUIRE PROCESSING AT THE DIVISION LEVEL IN SANTA FE

Application Acronyms:

- [NSL-Non-Standard Location] [NSP-Non-Standard Proration Unit] [SD-Simultaneous Dedication]**
[DHC-Downhole Commingling] [CTB-Lease Commingling] [PLC-Pool/Lease Commingling]
[PC-Pool Commingling] [OLS - Off-Lease Storage] [OLM-Off-Lease Measurement]
[WFX-Waterflood Expansion] [PMX-Pressure Maintenance Expansion]
[SWD-Salt Water Disposal] [IPI-Injection Pressure Increase]
[EOR-Qualified Enhanced Oil Recovery Certification] [PPR-Positive Production Response]

[1] **TYPE OF APPLICATION** - Check Those Which Apply for [A]

- [A] Location - Spacing Unit - Simultaneous Dedication
 NSL NSP SD

Check One Only for [B] or [C]

- [B] Commingling - Storage - Measurement
 DHC CTB PLC PC OLS OLM

- [C] Injection - Disposal - Pressure Increase - Enhanced Oil Recovery
 WFX PMX SWD IPI EOR PPR

- [D] Other: Specify _____

[2] **NOTIFICATION REQUIRED TO:** - Check Those Which Apply, or Does Not Apply

- [A] Working, Royalty or Overriding Royalty Interest Owners
- [B] Offset Operators, Leaseholders or Surface Owner
- [C] Application is One Which Requires Published Legal Notice
- [D] Notification and/or Concurrent Approval by BLM or SLO
U.S. Bureau of Land Management - Commissioner of Public Lands, State Land Office
- [E] For all of the above, Proof of Notification or Publication is Attached, and/or,
- [F] Waivers are Attached

[3] **SUBMIT ACCURATE AND COMPLETE INFORMATION REQUIRED TO PROCESS THE TYPE OF APPLICATION INDICATED ABOVE.**

[4] **CERTIFICATION:** I hereby certify that the information submitted with this application for administrative approval is **accurate** and **complete** to the best of my knowledge. I also understand that **no action** will be taken on this application until the required information and notifications are submitted to the Division.

Note: Statement must be completed by an individual with managerial and/or supervisory capacity.

_____ Print or Type Name	_____ Signature	_____ Title	_____ Date
_____ e-mail Address			



CLAYTON WILLIAMS ENERGY, INC.

2005 JAN 28 AM 10 09

January 27, 2005

VIA FEDERAL EXPRESS OVERNIGHT SERVICE

STATE OF NEW MEXICO
Energy Minerals and Natural Resources
OIL CONSERVATION DIVISION
1220 S. Saint Francis Drive
Santa Fe, New Mexico 87504

Attention: Mr. Michael Stogner

Re: **APPLICATION FOR APPROVAL FOR NON-STANDARD LOCATION**

Clayton Williams Energy, Inc.
Phillips-19-Federal Lease, Well No. 15
Property No. 26582
BLM Lease No. NMNM 14847
Sec. 19, T17S, R29E, UL B
API No. 30-015-33503
Eddy County, New Mexico
Empire, Yeso Field

Dear Mr. Stogner:

Clayton Williams Energy, Inc. is currently operating an "in-field drilling program" on its Phillips-19-Federal lease in Eddy County, New Mexico. We are applying for administrative approval for a non-standard location on our Phillips-19-Federal Lease well number 15. The original permit to drill was approved on June 1, 2004 by the BLM and the NM Oil Conservation Division, Artesia District. This well was drilled and completed in November 2004. The well is currently producing.

While discussing the new well completion with Bryan Arrant, we discovered this well is a non-standard location. It is 230' from the west unit line (Unit B). This well was originally staked at 2310' FEL of section (330' from unit line), but due to surface drainage concerns, the BLM required us to move the location either 100' west, or 300' east. If we moved 300' east to a standard location, we felt like the risk of drainage from the adjacent wells in the 40 acre unit would be too great. Attached is a map depicting (red lines through wells) what we believe is the fracture and drainage orientation of the wells in this field. By moving the Phillips-19-Federal #15 west instead of east, we believe we will stay out of the drainage area of the #5 and #7 Phillips-19-Federal wells.

Mr. Michael Stogner
January 27, 2005
Page 2 of 2

Please note Clayton Williams Energy, Inc. is the offset lease owner both to the west and south unit letter B.

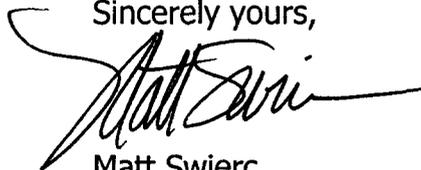
We offer the following evidence as required for your approval:

- Working interest and royalty interest is common for the lease
- A plat is attached outlining CWEI leased acreage and the current producing wells in this quarter-quarter section.
- Map depicting reservoir drainage

Also attached are copies of the original Application to Drill and Well Location and Acreage Dedication Plat (Form C-102).

I appreciate your assistance in this application. Should you require further or have any questions, my direct office phone number is (432) 688-3251. My e-mail address is [mswierc@claytonwilliams.com](mailto:mswiper@claytonwilliams.com).

Sincerely yours,

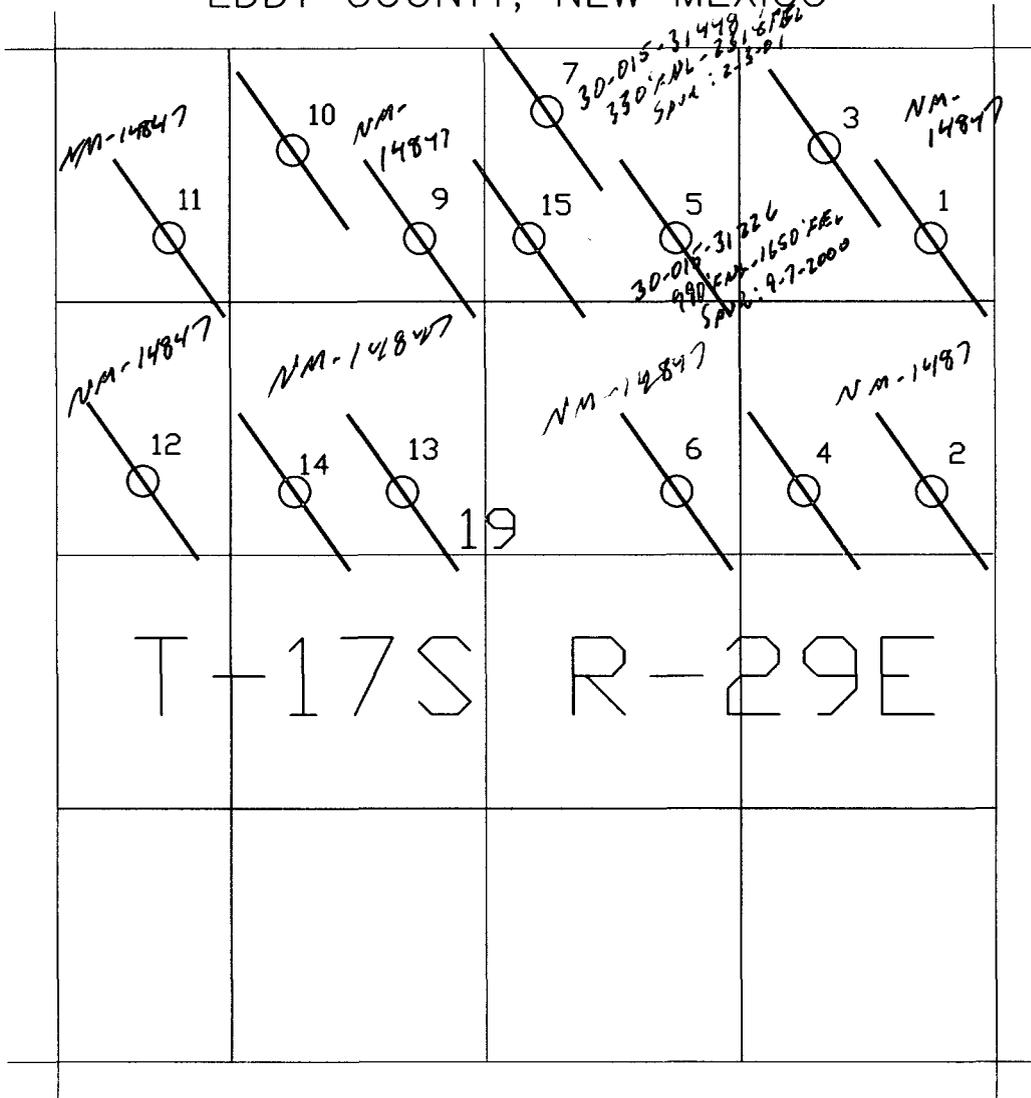


Matt Swierc
Production Superintendent

Enclosures

XC: Mr. Bryan Arrant
NM Oil Conservation
Artesia District
1301 W. Grand Avenue
Artesia, NM 88210

NM-14847
 EDDY COUNTY, NEW MEXICO



		CLAYTON WILLIAMS ENERGY, INC. 6 DESTA DRIVE SUITE 3000 MIDLAND, TEXAS 79705	
PHILLIPS 19 FEDERAL LEASE EDDY COUNTY, NEW MEXICO			
DRAWN BY	J. ROOME	DATE	1-27-05
		SCALE 1"=1000'	
CHECKED BY	DATE	APPROVED BY	DATE
AFE NO.		RR COMM. PMT NO.	
DRAWING NO.		SHEET OF	

DISTRICT I
1825 N. French Dr., Hobbs, NM 88240

DISTRICT II
811 South First, Artesia, NM 88210

DISTRICT III
1000 Rio Brazos Rd., Aztec, NM 87410

DISTRICT IV
2040 South Pacheco, Santa Fe, NM 87505

State of New Mexico
Energy, Minerals and Natural Resources Department

Form C-102
Revised March 17, 1999

Submit to Appropriate District Office
State Lease - 4 Copies
Fee Lease - 3 Copies

OIL CONSERVATION DIVISION

2040 South Pacheco
Santa Fe, New Mexico 87504-2088

AMENDED REPORT

WELL LOCATION AND ACREAGE DEDICATION PLAT

API Number 30-015-33503	Pool Code	Pool Name Empire, Yeso
Property Code 26582	Property Name PHILLIPS "19" FEDERAL	Well Number 15
OGRID No. 25706	Operator Name CLAYTON WILLIAMS ENERGY, INC.	Elevation 3681'

Surface Location

UL or lot No.	Section	Township	Range	Lot Idn	Feet from the	North/South line	Feet from the	East/West line	County
B	19	17 S	29 E		990'	NORTH	2410	EAST	EDDY

Bottom Hole Location If Different From Surface

UL or lot No.	Section	Township	Range	Lot Idn	Feet from the	North/South line	Feet from the	East/West line	County

Dedicated Acres	Joint or Infill	Consolidation Code	Order No.

NO ALLOWABLE WILL BE ASSIGNED TO THIS COMPLETION UNTIL ALL INTERESTS HAVE BEEN CONSOLIDATED OR A NON-STANDARD UNIT HAS BEEN APPROVED BY THE DIVISION

	<p>well #5: API 30-015-31226 9990' FNL & 1650 FEL</p> <p>well #7: API 30-015-31448 330' FNL & 2318 FEL</p>	<p>OPERATOR CERTIFICATION</p> <p><i>I hereby certify the the information contained herein is true and complete to the best of my knowledge and belief.</i></p> <p>Signature _____</p> <p>Printed Name _____</p> <p>Title _____</p> <p>Date _____</p>
	<p>/CWEI leased acreage</p>	<p>SURVEYOR CERTIFICATION</p> <p><i>I hereby certify that the well location shown on this plat was plotted from field notes of actual surveys made by me or under my supervision, and that the same is true and correct to the best of my belief.</i></p> <p>March 4, 2004</p> <p>Date Surveyed _____</p> <p>Signature & Seal of Professional Surveyor _____</p> <p>W.O. No. 4056</p> <p>Certificate No. Gary L. Jones 7977</p> <p>BASIN SURVEYS</p>

N.M. Oil Cons. DIV-5 2
1301 W. Grand Avenue
Artesia, NM 88210

OP

RECEIVED

JUN 02 2004

OOD-ARTESIA

Form 3160-3
(August 1999)

UNITED STATES
DEPARTMENT OF THE INTERIOR
BUREAU OF LAND MANAGEMENT

FORM APPROVED
OMB No. 1004-0136
Expires November 30, 2000

APPLICATION FOR PERMIT TO DRILL OR REENTER

1a. Type of Work: <input checked="" type="checkbox"/> DRILL <input type="checkbox"/> REENTER		5. Lease Serial No. NM-14847	
1b. Type of Well: <input checked="" type="checkbox"/> Oil Well <input type="checkbox"/> Gas Well <input type="checkbox"/> Other <input type="checkbox"/> Single Zone <input type="checkbox"/> Multiple Zone		6. If Indian, Allottee or Tribe Name	
2. Name of Operator CLAYTON WILLIAMS ENERGY, INC.		7. If Unit or CA Agreement, Name and No. 26582	
3a. Address SIX DESTA DRIVE, SUITE 3000 MIDLAND, TX 79705		8. Lease Name and Well No. PHILLIPS-19-FEDERAL #15	
3b. Phone No. (include area code) 432-682-6324		9. API Well No. 30-015- 33503	
4. Location of Well (Report location clearly and in accordance with any State requirements. *) At surface 990' FNL & 2410' FEL; UL B (NW/NE) At proposed prod. zone haswell Controlled Water Basin		10. Field and Pool, or Exploratory EMPIRE (YES0) 76210	
14. Distance in miles and direction from nearest town or post office* 7 MILES WET. FROM LOCO HILLS, NM		12. County or Parish EDDY	13. State NEW MEXICO
15. Distance from proposed* location to nearest property or lease line, ft. (Also to nearest drig. unit line, if any) 990'	16. No. of Acres in lease 294.64	17. Spacing Unit dedicated to this well 40	
18. Distance from proposed location* to nearest well, drilling, completed, applied for, on this lease, ft. 560' EAST OF #9	19. Proposed Depth 5000'	20. BLM/BIA Bond No. on file NM 2787	
21. Elevations (Show whether DF, KDB, RT, GL, etc.) 3681' GL	22. Approximate date work will start* UPON APPROVAL	23. Estimated duration ± 10 DAYS	

24. Attachments

The following, completed in accordance with the requirements of Onshore Oil and Gas Order No.1, shall be attached to this form:

- | | |
|---|--|
| 1. Well plat certified by a registered surveyor. | 4. Bond to cover the operations unless covered by an existing bond on file (see Item 20 above). |
| 2. A Drilling Plan. | 5. Operator certification. |
| 3. A Surface Use Plan (if the location is on National Forest System Lands, the SUPO shall be filed with the appropriate Forest Service Office). | 6. Such other site specific information and/or plans as may be required by the authorized officer. |

25. Signature: *Betsy Luna* Name (Printed/Typed): **BETSY LUNA** Date: **4-22-2004**

Approved by (Signature): */s/ Joe G. Lara* Name (Printed/Typed): **/s/ Joe G. Lara** Date: **JUN 01 2004**

Title: **ENGINEERING TECHNICIAN** Office: **CARLSBAD FIELD OFFICE**

Application approval does not warrant or certify the the applicant holds legal or equitable title to those rights in the subject lease which would entitle the applicant to conduct operations thereon.
Conditions of approval, if any, are attached. **APPROVAL FOR 1 YEAR**

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 reverse)

Xc: T. Carter
M. Sanchez
M. Langford

**APPROVAL SUBJECT TO
GENERAL REQUIREMENTS AND
SPECIAL STIPULATIONS
ATTACHED**

vscb

DISTRICT I
1825 N. French Dr., Hobbs, NM 88240

DISTRICT II
811 South First, Artesia, NM 88210

DISTRICT III
1000 Rio Brazos Rd., Aztec, NM 87410

DISTRICT IV
2040 South Pacheco, Santa Fe, NM 87505

State of New Mexico
Energy, Minerals and Natural Resources Department

Form C-102
Revised March 17, 1999

Submit to Appropriate District Office
State Lease - 4 Copies
Fee Lease - 3 Copies

OIL CONSERVATION DIVISION

2040 South Pacheco
Santa Fe, New Mexico 87504-2088

AMENDED REPORT

WELL LOCATION AND ACREAGE DEDICATION PLAT

API Number 30-015-	Pool Code 96210	Pool Name EMPIRE; YESO
Property Code 26582	Property Name PHILLIPS "19" FEDERAL	Well Number 15
OGRID No. 25706	Operator Name CLAYTON WILLIAMS ENERGY, INC.	Elevation 3681'

Surface Location

UL or lot No.	Section	Township	Range	Lot Idn	Feet from the	North/South line	Feet from the	East/West line	County
B	19	17 S	29 E		990'	NORTH	2410	EAST	EDDY

Bottom Hole Location If Different From Surface

UL or lot No.	Section	Township	Range	Lot Idn	Feet from the	North/South line	Feet from the	East/West line	County

Dedicated Acres	Joint or Infill	Consolidation Code	Order No.
40			

NO ALLOWABLE WILL BE ASSIGNED TO THIS COMPLETION UNTIL ALL INTERESTS HAVE BEEN CONSOLIDATED OR A NON-STANDARD UNIT HAS BEEN APPROVED BY THE DIVISION

	<p>OPERATOR CERTIFICATION</p> <p><i>I hereby certify the the information contained herein is true and complete to the best of my knowledge and belief.</i></p> <p><u>Betsy Luna</u> Signature</p> <p>BETSY LUNA Printed Name</p> <p>ENGINEERING TECHNICIAN Title</p> <p>4-22-2004 Date</p>
	<p>SURVEYOR CERTIFICATION</p> <p><i>I hereby certify that the well location shown on this plat was plotted from field notes of actual surveys made by me or under my supervision, and that the same is true and correct to the best of my belief.</i></p> <p>Date Surveyed: March 15, 2004</p> <p>Signature & Seal of Professional Surveyor</p> <p></p> <p>W.O. No. 4056</p> <p>Certificate No. Sally I. Jones 7977</p> <p>BASIN SURVEYS</p>

N.M. Oil Cons. DIV-Dist. 2
1301 W. Grand Avenue

Form 3160-4
(April 2004)

UNited STATES NM 88210
DEPARTMENT OF THE INTERIOR
BUREAU OF LAND MANAGEMENT

WELL COMPLETION OR RECOMPLETION REPORT AND LOG

FORM APPROVED
OMB NO. 1004-0137
Expires: March 31, 2007

1a. Type of Well Oil Well Gas Well Dry Other
b. Type of Completion: New Well Work Over Deepen Plug Back Diff. Resrv.,
Other _____

5. Lease Serial No.
NM-14847
6. If Indian, Allottee or Tribe Name
7. Unit or CA Agreement Name and No.

2. Name of Operator

CLAYTON WILLIAMS ENERGY, INC.

3. Address **5008 DESTA DRIVE, STE. 3000
MIDLAND, TX 79705**

3a. Phone No. (include area code)
432/682-6324

8. Lease Name and Well No.
PHILLIPS 19 FEDERAL #15
9. AFI Well No.
30-015-33503

4. Location of Well (Report location clearly and in accordance with Federal requirements)*

At surface **990' FNL & 2410' FEL; B**

At top prod. interval reported below **SAME**

At total depth **SAME**

RECEIVED

DEC 28 2004

ACCEPTED FOR RECORD

10. Field and Pool, or Exploratory
EMPIRE, YESO (96210)

11. Sec., T., R., M., on Block and Survey or Area
S 19; T-17-S; R 29-1

12. County or Parish **EDDY** 13. State
NM

14. Date Spudded

11-10-04

15. Date T.D. Reached

11-21-04

16. Date Completed

D & A Ready to Prod.

17. Elevations (DF, RKB, RT, GL)*

3681' GL

18. Total Depth: MD

TVD 4227'

19. Plug Back T.D.: MD

TVD 4117'

20. Depth Bridge Plug Set: MD

TVD

21. Type Electric & Other Mechanical Logs Run (Submit copy of each)

22. Was well cored? No Yes (Submit analysis)

Was DST run? No Yes (Submit report)

Directional Survey? No Yes (Submit copy)

COMPENSATED NEUTRON DENSITY

23. Casing and Liner Record (Report all strings set in well)

Hole Size	Size/Grade	Wt. (#/ft.)	Top (MD)	Bottom (MD)	Stage Cementer Depth	No. of Sk. & Type of Cement	Slurry Vol. (EBL)	Cement Top*	Amount Pulled
11"	8 5/8"	24#	0'	415'		250 SX		SURF-CIRC	NONE
7 7/8"	5 1/2"	17#	0'	4227'					NONE
DV TOOL					2574'	975 SX			

24. Tubing Record

Size	Depth Set (MD)	Packer Depth (MD)	Size	Depth Set (MD)	Packer Depth (MD)	Size	Depth Set (MD)	Packer Depth (MD)
2 7/8"	4117'							

25. Producing Intervals

Formation	Top	Bottom	Perforated Interval	Size	No. Holes	Perf. Status
A) YESO	3950'	4120'	3877'-4094'	.47		
B)						
C)						
D)						

27. Acid, Fracture, Treatment, Cement Squeeze, etc.

Depth Interval	Amount and Type of Material
3877'-4094'	TREATED W/1184 BBLS FRESH WATER GEL; 32,241 GALS 20% & 15% HCL GELLED & HEATED; 6580 GALS 15% HCL; FLUSH W/2% KCL WATER. TOTAL LOAD 2297 BBLS

28. Production - Interval A

Date First Produced	Test Date	Hours Tested	Test Production	Oil BBL	Gas MCF	Water BBL	Oil Gravity Corr. API	Gas Gravity	Production Method
11/30/04	12/04/04	24	→	86	166	612		39	PUMPING
Choke Size	Tbg. Press. Flwg.	Csg. Press.	24 Hr. Rate	Oil BBL	Gas MCF	Water BBL	Gas/Oil Ratio	Well Status	
SI 50	SI 50	→	→				193	PRODUCING	

28a. Production - Interval B

Date First Produced	Test Date	Hours Tested	Test Production	Oil BBL	Gas MCF	Water BBL	Oil Gravity Corr. API	Gas Gravity	Production Method
			→						
Choke Size	Tbg. Press. Flwg.	Csg. Press.	24 Hr. Rate	Oil BBL	Gas MCF	Water BBL	Gas/Oil Ratio	Well Status	
SI	SI	→	→						

ACCEPTED FOR RECORD
DEC 23 2004
LES BABYAK
PETROLEUM ENGINEER

* (See instructions and spaces for additional data on page 2)

28b. Production - Interval C									
Date First Produced	Test Date	Hours Tested	Test Production →	Oil BBL	Gas MCF	Water BBL	Oil Gravity Corr. API	Gas Gravity	Production Method
Choke Size	Tbg. Press. Fwgs. SI	Csg. Press.	24 Hr. Rate →	Oil BBL	Gas MCF	Water BBL	Gas/Oil Ratio	Well Status	
28c. Production - Interval D									
Date First Produced	Test Date	Hours Tested	Test Production →	Oil BBL	Gas MCF	Water BBL	Oil Gravity Corr. API	Gas Gravity	Production Method
Choke Size	Tbg. Press. Fwgs. SI	Csg. Press.	24 Hr. Rate →	Oil BBL	Gas MCF	Water BBL	Gas/Oil Ratio	Well Status	

29. Disposition of Gas (Sold, used for fuel, vented, etc.)

SOLD

30. Summary of Porous Zones (Include Aquifers):
Show all important zones of porosity and contents thereof: Cored intervals and all drill-stem tests, including depth interval tested, cushion used, time tool open, flowing and shut-in pressures and recoveries.

31. Formation (Log) Markers

Formation	Top	Bottom	Descriptions, Contents, etc.	Name	Top
					Meas. Depth
SAN ANDRES	2800	2950	DOLOMITE: BROWN-DK; BROWN; FIRM-HARD BLOCKY W/TRACE CHERT & ANYHIDRITE	GRAYBURG	2065
				SAN ANDRES	2340
SAN ANDRES	3475	3600	DOLOMITE: TAN-DK BROWN MOLTED, V.F. CRYSTALLINE TO FINELY SUCROSIC	GLORIETTA	3759
YESO	3950	4120	DOLOMITE: LT. TAN -GRM, I/P DK BROWN; FINE-V.F. CRYSTALLINE AND I/P SUCROSIC	YESO	3927

32. Additional remarks (include plugging procedure):

33. Indicate which items have been attached by placing a check in the appropriate boxes:

Electrical/Mechanical Logs (1 full set req'd.)
 Geologic Report
 DST Report
 Directional Survey
 Sundry Notice for plugging and cement verification
 Core Analysis
 Other: **INCLINATION SURVEY**

34. I hereby certify that the foregoing and attached information is complete and correct as determined from all available records (see attached instructions)*

Name (please print) TERRY CARTER Title DRILLING TECHNICIAN

Signature *Terry Carter* Date 12/20/04

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.

RECEIVED
 2004 DEC 22 AM 10:46
 SURVEY OF THE MOUNTAIN
 FORMATION DIVISION

UNITED STATES
DEPARTMENT OF THE INTERIOR
BUREAU OF LAND MANAGEMENT

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

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.

SUBMIT IN TRIPLICATE- Other instructions on reverse side.

1. Type of Well <input checked="" type="checkbox"/> Oil Well <input type="checkbox"/> Gas Well <input type="checkbox"/> Other		5. Lease Serial No. NM 14847
2. Name of Operator CLAYTON WILLIAMS ENERGY, INC.		6. If Indian, Allottee or Tribe Name
3a. Address 60DESTA DRIVE, STE. 3000 MIDLAND, TX 79705		7. If Unit or CA/Agreement, Name and/or No. 26582
3b. Phone No. (include area code) 432/682-6324		8. Well Name and No. PHILLIP 19 FEDERAL #15
4. Location of Well (Footage, Sec., T., R., M., or Survey Description) 990' FNL & 2410' FEL; B		9. API Well No. 30-015-33503
		10. Field and Pool, or Exploratory Area EMPIRE, YESO 96210
		11. County or Parish, State EDDY

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 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 RUN CASING & RIG RELEASE
	<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 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.)

- 11/12/04 **Drill 11" hole to 4227'. Ran Composite Nuetron Logs.**
- 11/12-21/04 **Ran 4219' of 5.5" 17# J-55 LT&C casing to DV tool set @ 2610'. Cement 1st stage w/375 sx 50/50 Poz C +2% gel +5% salt + 2/10% D-46 + 1/4 PPS Celloflake. Circulate 62 sx to surface. Cemetrn 2nd stage w/ 450 sx 35/65 Poz C +56% gel + 5% salt + 2/10% D-45 + 1/4 PPS Celloflake. Tail w/150 sx C Neat. Circulate 42 sx to surface. NDBOP. Cut off 5.5" casing, set slips & clean pits.**
- 11/21/04 **Rig Release @ 0600. Waiting on Completion.**

BLM BOND NM 27877 (SURETY BOND NO. RLB 0002027)

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

TERRY CARTER

Title **DRILLING TECHNICIAN**

Signature



Date **11/30/04**

THIS SPACE FOR FEDERAL OR STATE OFFICE USE

Approved by

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.

Title

Date

Office

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(Instructions on page 2)

RECEIVED

DEC 2 2004

GCD ARTESIA

UNITED STATES
DEPARTMENT OF THE INTERIOR
BUREAU OF LAND MANAGEMENT

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

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4. Location of Well (Footage, Sec., T., R., M., or Survey Description) 990' FNL & 2410' FEL; B		8. Well Name and No. PHILLIPS 19 FEDERAL #15
		9. API Well No. 30-015-33503
		10. Field and Pool, or Exploratory Area EMPIRE, YESO 96210
		11. County or Parish, State EDDY

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 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 **AMENDED**
	<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 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.)

11/10/04 SPUD 11" HOLE @ 10:30 A.M. DRILLING CONTRACTOR: UNITED DRLG, RIG #12

11/10-12/04 DRILL 11" HOLE TO 415'. RAN 10 JNTS 24# J-55 CASING TO 415'. CEMENT WITH 250 SX CL C + 2% CACL + 1/4 PPG CELLOFLAKE. CIRC 80 BBLs TO PIT. NUBOP & TEST. TIH. TEST TO 1000# (OK). WOC 18 HRS. DRILL PLUG & CEMENT FORMATION TO 1079'.

RECEIVED

DEC 2 2004

BLM BOND NM 2787 (SURETY BOND N. RLB 0002027)

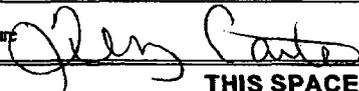
OOD-ARTESIA

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

TERRY CARTER

Title **DRILLING TECHNICIAN**

Signature



Date **11/18/04**

THIS SPACE FOR FEDERAL OR STATE OFFICE USE

Approved by

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.

Title

Date

Office

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)

WELL NAME AND NUMBER Phillips 19 Federal 15
 LOCATION 990' FNL & 2410' FEL, Section 19, T17S, R29E, Eddy County NM
 OPERATOR Clayton Williams Energy, Inc.
 DRILLING CONTRACTOR United Drilling, Inc.

The undersigned hereby certifies that he is an authorized representative of the drilling contractor who drilled the above described well and had conducted deviation tests and obtained the following results:

<u>Degrees @ Depth</u>	<u>Degrees @ Depth</u>	<u>Degrees @ Depth</u>
<u>1/2° 415'</u>	_____	_____
<u>1/2° 1018'</u>	_____	_____
<u>1/2° 1538'</u>	_____	_____
<u>3/4° 1995'</u>	_____	_____
<u>1/2° 2513'</u>	_____	_____
<u>1/2° 3005'</u>	_____	_____
<u>1/2° 3493'</u>	_____	_____
<u>1/2° 4010'</u>	_____	_____

Drilling Contractor United Drilling, Inc.
 By: George A. Aho
 George A. Aho
 Title: Business Manager

Subscribed and sworn to before me this 23rd day of November,
 2004.

Carlene Martin
 Notary Public

My Commission Expires: 10-08-08
Chaves County New Mexico State

District I
1625 N. French Dr., Hobbs, NM 88240
District II
811 South First, Artesia, NM 88210
District III
1000 Rio Brazos Rd., Aztec, NM 87410
District IV
2040 South Pacheco, Santa Fe, NM 87505

State of New Mexico
Energy, Minerals & Natural Resources

Form C-104
Revised March 25, 1999

OIL CONSERVATION DIVISION
2040 South Pacheco
Santa Fe, NM 87505

Submit to Appropriate District Office
5 Copies

AMENDED REPORT

I. REQUEST FOR ALLOWABLE AND AUTHORIZATION TO TRANSPORT

¹ Operator name and Address Clayton Williams Energy, Inc. 6 Desta Drive, Ste. 3000 Midland, TX 79705		² OGRID Number 25706
		³ Reason for Filing Code NW
⁴ API Number 30 - 015-33503	⁵ Pool Name Empire, East (Yeso)	⁶ Pool Code 96210
⁷ Property Code 25235	⁸ Property Name Phillip 19 Federal	⁹ Well Number 15

II. ¹⁰ Surface Location

UI or lot no.	Section	Township	Range	Lot Idn	Feet from the	North/South Line	Feet from the	East/West line	County
B	19	17 S	29 E		990'	North	2410'	EAST	Eddy

¹¹ Bottom Hole Location

UL or lot no.	Section	Township	Range	Lot Idn	Feet from the	North/South line	Feet from the	East/West line	County
¹² Lse Code S	¹³ Producing Method Code P	¹⁴ Gas Connection Date 11/21/04		¹⁵ C-129 Permit Number	¹⁶ C-129 Effective Date	¹⁷ C-129 Expiration Date			

III. Oil and Gas Transporters

¹⁸ Transporter OGRID	¹⁹ Transporter Name and Address	²⁰ POD	²¹ O/G	²² POD ULSTR Location and Description
15694	Navajo Refining Company P.O. Drawer 159 Artesia, NM 88210	2826665	O	G; 19; 17S; 29E Tank Battery
009171	Duke Energy Field Svcs. 10 Desta Dr., Ste. 400W Midland, TX 79705	2826841	G	G; 19; 17S; 29E
				RECEIVED JAN 10 2005 SANTA FE

IV. Produced Water

²³ POD 2826666	²⁴ POD ULSTR Location and Description G; 19; 17S; 29E
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V. Well Completion Data

²⁵ Spud Date	²⁶ Ready Date	²⁷ TD	²⁸ PBD	²⁹ Perforations	³⁰ DHC, MC
11/10/04	11/21/04	4227'	4500'	3877'-4094'	
³¹ Hole Size		³² Casing & Tubing Size		³³ Depth Set	³⁴ Sacks Cement
12 1/2"		8 5/8"		415'	250 sx
7 7/8"		5 1/2"		4227'	975 sx
5 1/2"		2 7/8"		4117'	---

VI. Well Test Data

³⁵ Date New Oil	³⁶ Gas Delivery Date	³⁷ Test Date	³⁸ Test Length	³⁹ Tbg. Pressure	⁴⁰ Csg. Pressure
11/30/04	11/30/04	12/04/04	24 hrs	50	50
⁴¹ Choke Size	⁴² Oil	⁴³ Water	⁴⁴ Gas	⁴⁵ AOF	⁴⁶ Test Method
---	86	612	166		Pumping

⁴⁷ I hereby certify that the rules of the Oil Conservation Division have been complied with and that the information given above is true and complete to the best of my knowledge and belief.

Signature: *Terry Carter*
Printed name: Terry Carter

OIL CONSERVATION DIVISION
Approved by: *[Signature]*
TIM W. GUM
Title: **DISTRICT II SUPERVISOR**
Approval Date: **JAN 24 2005**

Title: Drilling Technician
Date: 12/20/04 Phone: 432/688-3440

⁴⁸ If this is a change of operator fill in the OGRID number and name of the previous operator

Previous Operator Signature	Printed Name	Title	Date

DISTRICT I
1625 N. French Dr., Hobbs, NM 88240

DISTRICT II
811 South First, Artesia, NM 88210

DISTRICT III
1000 Rio Brazos Rd., Aztec, NM 87410

DISTRICT IV
2040 South Pacheco, Santa Fe, NM 87505

State of New Mexico
Energy, Minerals and Natural Resources Department

Form C-102
Revised March 17, 1999

Submit to Appropriate District Office
State Lease - 4 Copies
Fee Lease - 3 Copies

OIL CONSERVATION DIVISION

2040 South Pacheco
Santa Fe, New Mexico 87504-2088

AMENDED REPORT

WELL LOCATION AND ACREAGE DEDICATION PLAT

API Number 30-015-33503	Pool Code	Pool Name Empire, Yeso
Property Code 26582	Property Name PHILLIPS "19" FEDERAL	Well Number 15
OGRD No. 25706	Operator Name CLAYTON WILLIAMS ENERGY, INC.	Elevation 3681'

Surface Location

UL or lot No.	Section	Township	Range	Lot Idn	Feet from the	North/South line	Feet from the	East/West line	County
B	19	17 S	29 E		990'	NORTH	2410	EAST	EDDY

Bottom Hole Location If Different From Surface

UL or lot No.	Section	Township	Range	Lot Idn	Feet from the	North/South line	Feet from the	East/West line	County

Dedicated Acres	Joint or Infill	Consolidation Code	Order No.

NO ALLOWABLE WILL BE ASSIGNED TO THIS COMPLETION UNTIL ALL INTERESTS HAVE BEEN CONSOLIDATED OR A NON-STANDARD UNIT HAS BEEN APPROVED BY THE DIVISION

	<p>well #5: API 30-015-31226 990' FNL & 1650 FEL</p> <p>well #7: API 30-015-31448 330' FNL & 2318 FEL</p>	<p>OPERATOR CERTIFICATION</p> <p>I hereby certify that the information contained herein is true and complete to the best of my knowledge and belief.</p> <p>Signature _____</p> <p>Printed Name _____</p> <p>Title _____</p> <p>Date _____</p>
	<p>CWEI leased acreage</p>	<p>RECEIVED JAN 28 2005 ODDARTESIA</p>

Well Selection Criteria Quick Print

API Well #	Well Name and No.	Operator Name	Typ	Stat	County	Surf	UL	Sec	Twp	Rng	Ft N/S	Ft EW	UICPrnt	Lst Insp Dt
30-015-31554-00-00	PHILLIPS 19 FEDERAL	CLAYTON WILLIAMS ENERGY IN	O	A	Eddy	F	1	19	17 S	29 E	985 N	565 W		8/26/2003
30-015-31555-00-00	PHILLIPS 19 FEDERAL	CLAYTON WILLIAMS ENERGY IN	O	A	Eddy	F	2	19	17 S	29 E	2252 N	445 W	NSP-1839	8/13/2003
30-015-31445-00-00	PHILLIPS 19 FEDERAL	CLAYTON WILLIAMS ENERGY IN	O	A	Eddy	F	A	19	17 S	29 E	520 N	880 E		8/13/2003
30-015-31224-00-00	PHILLIPS 19 FEDERAL	CLAYTON WILLIAMS ENERGY IN	O	A	Eddy	F	A	19	17 S	29 E	990 N	330 E		8/13/2003
30-015-33503-00-00	PHILLIPS 19 FEDERAL	CLAYTON WILLIAMS ENERGY IN	O	A	Eddy	F	B	19	17 S	29 E	990 N	2410 E		
30-015-31448-00-00	PHILLIPS 19 FEDERAL	CLAYTON WILLIAMS ENERGY IN	O	A	Eddy	F	B	19	17 S	29 E	330 N	2318 E		8/13/2003
30-015-31226-00-00	PHILLIPS 19 FEDERAL	CLAYTON WILLIAMS ENERGY IN	O	A	Eddy	F	B	19	17 S	29 E	990 N	1650 E		8/13/2003
30-015-31614-00-00	PHILLIPS 19 FEDERAL	CLAYTON WILLIAMS ENERGY IN	O	A	Eddy	F	C	19	17 S	29 E	530 N	1225 W		8/13/2003
30-015-31539-00-00	PHILLIPS 19 FEDERAL	CLAYTON WILLIAMS ENERGY IN	O	A	Eddy	F	C	19	17 S	29 E	991 N	1882 W		8/13/2003
30-015-33516-00-00	PHILLIPS 19 FEDERAL	CLAYTON WILLIAMS ENERGY IN	O	N	Eddy	F	F	19	17 S	29 E	2310 N	1350 W		
30-015-31633-00-00	PHILLIPS 19 FEDERAL	CLAYTON WILLIAMS ENERGY IN	O	A	Eddy	F	F	19	17 S	29 E	2312 N	1789 W		8/13/2003
30-015-31227-00-00	PHILLIPS 19 FEDERAL	CLAYTON WILLIAMS ENERGY IN	O	A	Eddy	F	G	19	17 S	29 E	2310 N	1650 E		12/29/2003
30-015-33502-00-00	PHILLIPS 19 FEDERAL	CLAYTON WILLIAMS ENERGY IN	O	A	Eddy	F	H	19	17 S	29 E	2310 N	990 E		
30-015-31225-00-00	PHILLIPS 19 FEDERAL	CLAYTON WILLIAMS ENERGY IN	O	A	Eddy	F	H	19	17 S	29 E	2310 N	330 E		8/13/2003

CMD :
OGSSECT

ONGARD
INQUIRE LAND BY SECTION

03/08/05 13:00:58
OGOMES -TPM4
PAGE NO: 1

Sec : 19 Twp : 17S Rng : 29E Section Type : NORMAL

Section	Area	Owner	Section	Area	Owner	Section	Area	Owner			
1	27.36	Federal owned	C	40.00	Federal owned	B	40.00	Federal owned	A	40.00	Federal owned
2	27.28	Federal owned	F	40.00	Federal owned	G	40.00	Federal owned	H	40.00	Federal owned
3	27.40	Federal owned	K	40.00	Federal owned	J	40.00	Federal owned	I	40.00	Federal owned
4	27.50	Federal owned	N	40.00	Federal owned	O	40.00	Federal owned	P	40.00	Federal owned

Section	Area	Owner	Section	Area	Owner	Section	Area	Owner			
1	27.36	Federal owned	C	40.00	Federal owned	B	40.00	Federal owned	A	40.00	Federal owned
2	27.28	Federal owned	F	40.00	Federal owned	G	40.00	Federal owned	H	40.00	Federal owned
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4	27.50	Federal owned	N	40.00	Federal owned	O	40.00	Federal owned	P	40.00	Federal owned

Section	Area	Owner	Section	Area	Owner	Section	Area	Owner			
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4	27.50	Federal owned	N	40.00	Federal owned	O	40.00	Federal owned	P	40.00	Federal owned

Section	Area	Owner	Section	Area	Owner	Section	Area	Owner			
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3	27.40	Federal owned	K	40.00	Federal owned	J	40.00	Federal owned	I	40.00	Federal owned
4	27.50	Federal owned	N	40.00	Federal owned	O	40.00	Federal owned	P	40.00	Federal owned

