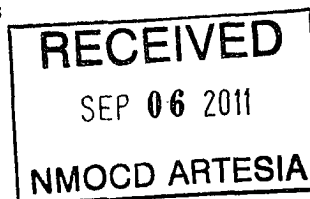


District I
1625 N. French Dr. Hobbs NM 88240
Phone (575) 393-6161 Fax (575) 393-0720
District II
811 S First St. Artesia NM 88210
Phone (575) 748-1283 Fax (575) 748-9720
District III
1000 Rio Brazos Road, Aztec, NM 87410
Phone (505) 334-6178 Fax (505) 334-6170
District IV
1220 S St Francis Dr. Santa Fe NM 87505
Phone (505) 476-3460 Fax (505) 476-3462

State of New Mexico
Energy Minerals and Natural Resources
Oil Conservation Division
1220 South St. Francis Dr.
Santa Fe, NM 87505

Form C-101
Revised August 1, 2011



Permit

APPLICATION FOR PERMIT TO DRILL, RE-ENTER, DEEPEN, PLUGBACK, OR ADD A ZONE

¹ Operator Name and Address THREE RIVERS OPERATING COMPANY, LLC 1122 S. CAPITAL OF TX HWY., SUITE 325 AUSTIN, TX 78746		² OGRID Number 272295
⁴ Property Code 307561		³ API Number 30-015-20685
³ Property Name EMPIRE STATE DEEP UNIT		¹⁰ Well No. 23

7 Surface Location									
UL - Lot	Section	Township	Range	Lot Idn	Feet from	N/S Line	Feet From	E/W Line	County
N	31	17S	29E		660	S	1980	W	EDDY

8 Pool Information	
EMPIRE; WOLFCAMP, SOUTH	22430

Additional Well Information				
⁹ Work Type P	¹⁰ Well Type O	¹¹ Cable/Rotary R	¹² Lease Type S	¹³ Ground Level Elevation 3646 GR
¹⁴ Multiple N	¹⁵ Proposed Depth 10,670' PB	¹⁶ Formation WOLFCAMP	¹⁷ Contractor SWABCO	¹⁸ Spud Date 08/29/2011
Depth to Ground water		Distance from nearest fresh water well		Distance to nearest surface water

19 Proposed Casing and Cement Program						
Type	Hole Size	Casing Size	Casing Weight/ft	Setting Depth	Sacks of Cement	Estimated TOC
H-40		11 3/4"	42#	376'	450	SURFACE
S-80		8 5/8"	28#	3,420'	350	2,000'
N-80	7 7/8"	5 1/2"	17#	10,923'	940	5,765'

Casing/Cement Program: Additional Comments

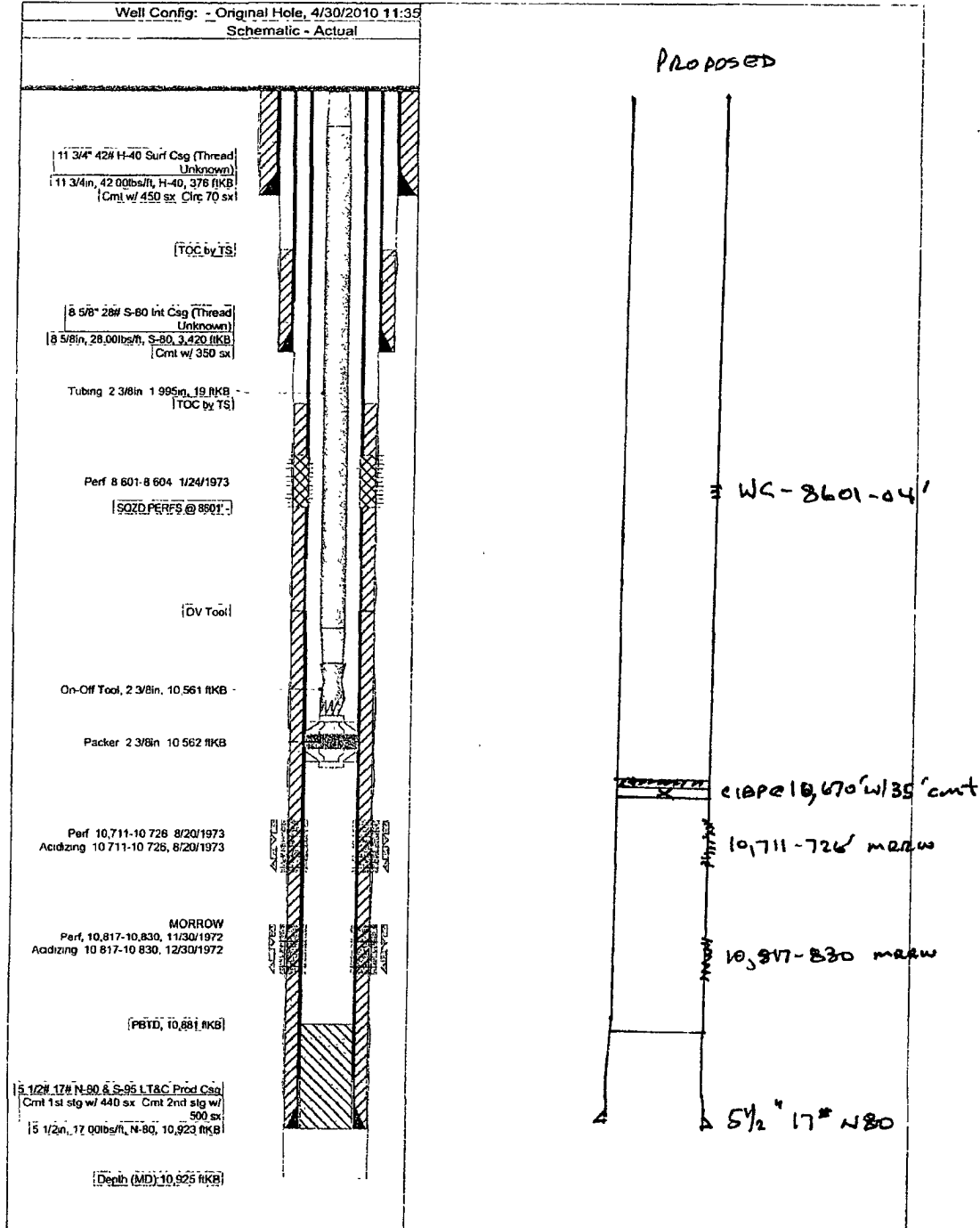
Proposed Blowout Prevention Program			
Type	Working Pressure	Test Pressure	Manufacturer
HYDRAULIC	5000#	5000#	N/A

I hereby certify that the information given above is true and complete to the best of my knowledge and belief I further certify that the drilling pit will be constructed according to NMOC D guidelines <input type="checkbox"/> , a general permit <input type="checkbox"/> , or an (attached) alternative OCD-approved plan <input type="checkbox"/> .		OIL CONSERVATION DIVISION	
Printed name AMY TEMPLE for TOM STRATTON		Approved By <i>David Gray</i>	
Title OPERATIONS ENGINEER		Title Field supervisor	
E-mail Address tstratton@3rnrr.com		Approved Date 9-6-11 Expiration Date 9-6-12	
Date 08/30/2011 Phone 512-706-9849		Conditions of Approval Attached <input checked="" type="checkbox"/>	

CURRENT WELLBORE SCHEMATIC

WELL: EMPIRE SDU 3 (3 RIVERS)
 FIELD: SOUTH EMPIRE-MORROW GAS
 COUNTY / STATE: EDDY / NEW MEXICO
 LOCATION: 1,980.0 FWL & 660.0 FSL OF THE SVY, SEC 31, A-
 ELEVATION: 3,651.00 GR 3,670.00 RKB

PN: 890427 Chesapeake
 API: 3001520685
 SPUD DATE: 8/5/1972
 RIG RELEASE:
 FIRST SALES: 12/1/1972



Well History	
Date	Event
4/7/2004	Swab dry, fluid scattered f/ surface, ran sinker & cleaned out profile, turn to sales @ 240 MCF 70# tbg
8/09/04	Swab, 24 hrs 0 BO, 0 BW, 56
5/4/2005	Install plunger, cyle to sales, 24 hrs, 0 BO, 0 BW, 380 MCFG, TP 95# CP D#
6/7/2006	Acidz Morrow pmp 1,000 gals 7 5% acid @ 50 quality foam, flush w/ 40,000 N2, TP 90#, avg TP 3100#, max PSI 3672# Swab, rec 1 BW, TP slight blow, make 8 swab runs.

**NEW MEXICO OIL CONSERVATION DIVISION
DISTRICT 2 OFFICE
811 SOUTH FIRST STREET
ARTESIA, NM 88210
(575)748-1283**

CONDITIONS OF APPROVAL

**Three Rivers Operating Company, LLC
Empire South Deep Unit #3
30-015-20685**

1. Trucking companies being used to haul oilfield waste to disposal facilities – commercial or private- shall have an approved NMOCD C-133 Permit. A copy of this permit shall be available in each truck used to transport waste products. It is the responsibility of the operator as well as the contractor to verify that this permit is in place. Drivers shall make permit available upon request of an OCD inspector. It is the responsibility of the operator to see to it that waste from their wells is being disposed of in a proper manner.
2. Closed Loop system to be used during this recompletion operation. File a form C-144 with NMOCD.
3. Include updated well bore diagram with subsequent report of recompletion.

**DG
9/06/2011**