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OCD-ARTESIA

Form 3160-5
(August 2007)

UNITED STATES
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.
NMNM70945X

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.

1. Type of Well

Oil Well Gas Well Other

8. Well Name and No.
See Attached (Empire Abo Unit)

2. Name of Operator
Apache Corporation

9. API Well No.
See Attached

3a. Address
303 Veterans Airpark Lane, Suite 3000
Midland, TX 79705

3b. Phone No. (include area code)
432/818-1062

10. Field and Pool or Exploratory Area
See Attached

4. Location of Well (Footage, Sec., T., R., M., or Survey Description)
See Attached

11. Country or Parish, State
Eddy Co., 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 recompleat 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 recompleat 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.)

As required by 43 CFR 3100.0-5(a) and 43 CFR 3162.3, we are notifying you of a change of operator on the above referenced lease.

Apache Corporation as new operator, accepts all applicable terms, conditions, stipulations, and restrictions concerning operations conducted on the lease portion of lease described.

Apache Corporation meets federal bonding requirements as follows (43 CFR 3104):

Bond Coverage: Individually Bonded
BLM Bond File No.: CO1463 / 6166312

Effective Date: December 1, 2010

See Attached

Attached Designation of Successor Unit Operator Required Prior to Approval

ACCEPTED FOR RECORD
DEC 3 2010
/s/ JD Whitlock Jr
BUREAU OF LAND MANAGEMENT
CARLSBAD FIELD OFFICE

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

Reesa Holland

Title Sr. Engr Tech

Signature

Reesa Holland

Date 11/30/2010

THIS SPACE FOR FEDERAL OR STATE OFFICE USE

Approved by

Title

Date

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

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)

WZ

| Lease Name & No. | Field | Horizon/Reservoir | Federal Lease No. | County | Well Type | Prod. Meth./Status | API Well No. | Legal Description |
|---------------------------|------------|-------------------|-------------------|--------|-----------|--------------------|--------------|--------------------------------|
| EMPIRE ABO UNIT PH-2 B48 | EMPIRE ABO | ABO | NMNM70945X | Eddy | WI | SW | 3001503195 | H 2310 FNL 0990 FEL 30-17S-29E |
| EMPIRE ABO UNIT PH-2 B49 | EMPIRE ABO | ABO | NMNM70945X | Eddy | WI | SW | 3001503180 | E 1980 FNL 0330 FWL 29-17S-29E |
| EMPIRE ABO UNIT PH-2 C47 | EMPIRE ABO | ABO | NMNM70945X | Eddy | PO | PE | 3001503193 | J 2150 FSL 2310 FEL 30-17S-29E |
| EMPIRE ABO UNIT PH-2 C48 | EMPIRE ABO | ABO | NMNM70945X | Eddy | WI | SW | 3001503192 | I 1980 FSL 0990 FEL 30-17S-27E |
| EMPIRE ABO UNIT PH-2 C50 | EMPIRE ABO | ABO | NMNM70945X | Eddy | WI | SW | 3001503184 | K 2310 FSL 1650 FWL 29-17S-29E |
| EMPIRE ABO UNIT PH-2 H12 | EMPIRE ABO | ABO | NMNM70945X | Eddy | PO | PE | 3001500609 | P 0330 FSL 0330 FEL 34-17S-27E |
| EMPIRE ABO UNIT PH-2 I11 | EMPIRE ABO | ABO | NMNM70945X | Eddy | PO | NF | 3001500751 | B 0971 FNL 1547 FEL 03-18S-27E |
| EMPIRE ABO UNIT PH-2 I12 | EMPIRE ABO | ABO | NMNM70945X | Eddy | PO | NF | 3001500751 | B 0971 FNL 1547 FEL 03-18S-27E |
| EMPIRE ABO UNIT PH-2 I19 | EMPIRE ABO | ABO | NMNM70945X | Eddy | PO | PE | 3001500749 | A 0982 FNL 0330 FEL 03-18S-27E |
| EMPIRE ABO UNIT PH-2 I20 | EMPIRE ABO | ABO | NMNM70945X | Eddy | PO | NF | 3001500708 | B 0660 FNL 1980 FEL 01-18S-27E |
| EMPIRE ABO UNIT PH-2 J11 | EMPIRE ABO | ABO | NMNM70945X | Eddy | PO | PE | 3001501215 | A 0667 FNL 0666 FEL 01-18S-27E |
| EMPIRE ABO UNIT PH-2 J12 | EMPIRE ABO | ABO | NMNM70945X | Eddy | PO | PE | 3001500748 | G 2310 FNL 1650 FEL 03-18S-27E |
| EMPIRE ABO UNIT PH-2 J18 | EMPIRE ABO | ABO | NMNM70945X | Eddy | PO | NF | 3001500755 | H 1980 FNL 0660 FEL 03-18S-27E |
| EMPIRE ABO UNIT PH-2 J19 | EMPIRE ABO | ABO | NMNM70945X | Eddy | PO | PE | 3001500706 | F 2310 FNL 1980 FWL 01-18S-27E |
| EMPIRE ABO UNIT PH-2 J191 | EMPIRE ABO | ABO | NMNM70945X | Eddy | PO | NF | 3001500709 | G 1980 FNL 1980 FEL 01-18S-27E |
| EMPIRE ABO UNIT PH-2 J20 | EMPIRE ABO | ABO | NMNM70945X | Eddy | PO | NF | 3001521552 | G 2500 FNL 2500 FEL 01-18S-27E |
| EMPIRE ABO UNIT PH-2 J202 | EMPIRE ABO | ABO | NMNM70945X | Eddy | PO | NF | 3001500711 | H 1980 FNL 0660 FEL 01-18S-27E |
| EMPIRE ABO UNIT PH-2 J203 | EMPIRE ABO | ABO | NMNM70945X | Eddy | PO | NF | 3001521783 | H 2490 FNL 1299 FEL 01-18S-27E |
| EMPIRE ABO UNIT PH-2 J9 | EMPIRE ABO | ABO | NMNM70945X | Eddy | PO | NF | 3001522656 | H 2400 FNL 0700 FEL 01-18S-27E |
| EMPIRE ABO UNIT PH-2 K10 | EMPIRE ABO | ABO | NMNM70945X | Eddy | PO | NF | 3001500750 | E 2310 FNL 0990 FWL 03-18S-27E |
| EMPIRE ABO UNIT PH-2 K12 | EMPIRE ABO | ABO | NMNM70945X | Eddy | PO | NF | 3001501210 | K 1650 FSL 2310 FWL 03-18S-27E |
| EMPIRE ABO UNIT PH-2 K18 | EMPIRE ABO | ABO | NMNM70945X | Eddy | PO | NF | 3001500754 | I 1980 FSL 0660 FEL 03-18S-27E |
| EMPIRE ABO UNIT PH-2 K182 | EMPIRE ABO | ABO | NMNM70945X | Eddy | PO | PE | 3001500707 | K 1980 FSL 1980 FWL 01-18S-27E |
| EMPIRE ABO UNIT PH-2 K184 | EMPIRE ABO | ABO | NMNM70945X | Eddy | PO | PE | 3001521792 | K 1533 FSL 2370 FWL 01-18S-27E |
| EMPIRE ABO UNIT PH-2 K19 | EMPIRE ABO | ABO | NMNM70945X | Eddy | PO | NF | 3001522559 | K 2290 FSL 2445 FWL 01-18S-27E |
| EMPIRE ABO UNIT PH-2 K191 | EMPIRE ABO | ABO | NMNM70945X | Eddy | PO | NF | 3001500696 | J 1980 FSL 1980 FEL 01-18S-27E |
| EMPIRE ABO UNIT PH-2 K7 | EMPIRE ABO | ABO | NMNM70945X | Eddy | PO | PE | 3001521873 | J 1526 FSL 1470 FEL 01-18S-27E |
| EMPIRE ABO UNIT PH-2 K8 | EMPIRE ABO | ABO | NMNM70945X | Eddy | PO | PE | 3001500776 | J 1582 FSL 1645 FEL 04-18S-27E |
| EMPIRE ABO UNIT PH-2 K9 | EMPIRE ABO | ABO | NMNM70945X | Eddy | PO | PE | 3001500774 | I 1650 FSL 0330 FEL 04-18S-27E |
| EMPIRE ABO UNIT PH-2 L10 | EMPIRE ABO | ABO | NMNM70945X | Eddy | PO | PE | 3001500760 | L 1650 FSL 0990 FWL 03-18S-27E |
| EMPIRE ABO UNIT PH-2 L11 | EMPIRE ABO | ABO | NMNM70945X | Eddy | PO | PE | 3001500756 | N 0660 FSL 1980 FWL 03-18S-27E |
| EMPIRE ABO UNIT PH-2 L111 | EMPIRE ABO | ABO | NMNM70945X | Eddy | PO | PE | 3001500758 | O 0610 FSL 1980 FEL 03-18S-27E |
| EMPIRE ABO UNIT PH-2 L12 | EMPIRE ABO | ABO | NMNM70945X | Eddy | PO | PE | 3001521852 | O 0020 FSL 2486 FEL 03-18S-27E |
| EMPIRE ABO UNIT PH-2 L121 | EMPIRE ABO | ABO | NMNM70945X | Eddy | PO | PE | 3001500757 | P 0660 FSL 0660 FEL 03-18S-27E |
| EMPIRE ABO UNIT PH-2 L133 | EMPIRE ABO | ABO | NMNM70945X | Eddy | PO | PE | 3001522062 | P 1186 FSL 0200 FEL 03-18S-27E |
| EMPIRE ABO UNIT PH-2 L143 | EMPIRE ABO | ABO | NMNM70945X | Eddy | PO | NF | 3001522824 | M 0800 FSL 0950 FWL 02-18S-27E |
| EMPIRE ABO UNIT PH-2 L171 | EMPIRE ABO | ABO | NMNM70945X | Eddy | PO | NF | 3001522609 | N 1200 FSL 1900 FWL 02-18S-27E |
| EMPIRE ABO UNIT PH-2 L20 | EMPIRE ABO | ABO | NMNM70945X | Eddy | PO | PE | 3001522815 | M 0670 FSL 0300 FWL 01-18S-27E |
| EMPIRE ABO UNIT PH-2 L6 | EMPIRE ABO | ABO | NMNM70945X | Eddy | PO | PE | 3001500699 | P 0940 FSL 0330 FEL 01-18S-27E |
| EMPIRE ABO UNIT PH-2 L9 | EMPIRE ABO | ABO | NMNM70945X | Eddy | PO | PG | 3001500769 | N 0430 FSL 2310 FWL 4-18S-27E |
| EMPIRE ABO UNIT PH-2 M12 | EMPIRE ABO | ABO | NMNM70945X | Eddy | PO | PE | 3001500753 | L 0660 FSL 0660 FWL 03-18S-27E |
| EMPIRE ABO UNIT PH-2 M12 | EMPIRE ABO | ABO | NMNM70945X | Eddy | PO | PE | 3001500852 | A 0660 FNL 0560 FEL 10-18S-27E |

| | | | | | | | | |
|---------------------------|------------|-----|------------|------|----|----|------------|--------------------------------|
| EMPIRE ABO UNIT PH-2 M121 | EMPIRE ABO | ABO | NMNM70945X | Eddy | PO | PE | 3001521555 | A 0010 FNL 0900 FEL 10-18S-27E |
| EMPIRE ABO UNIT PH-2 M122 | EMPIRE ABO | ABO | NMNM70945X | Eddy | PO | PE | 3001522098 | A 0990 FNL 1300 FEL 10-18S-27E |
| EMPIRE ABO UNIT PH-2 M123 | EMPIRE ABO | ABO | NMNM70945X | Eddy | PO | PE | 3001522812 | A 1050 FNL 0100 FEL 10-18S-27E |
| EMPIRE ABO UNIT PH-2 M133 | EMPIRE ABO | ABO | NMNM70945X | Eddy | PO | PE | 3001522833 | D 0450 FNL 1175 FWL 11-18S-27E |
| EMPIRE ABO UNIT PH-2 M141 | EMPIRE ABO | ABO | NMNM70945X | Eddy | PO | PE | 3001522834 | C 0225 FNL 2280 FWL 11-18S-27E |
| EMPIRE ABO UNIT PH-2 M7 | EMPIRE ABO | ABO | NMNM70945X | Eddy | PO | PE | 3001500847 | B 0986 FNL 1645 FEL 09-18S-27E |
| EMPIRE ABO UNIT PH-2 M8 | EMPIRE ABO | ABO | NMNM70945X | Eddy | PO | PE | 3001500842 | A 0660 FNL 0660 FEL 09-18S-27E |
| EMPIRE ABO UNIT PH-2 M9 | EMPIRE ABO | ABO | NMNM70945X | Eddy | PO | PE | 3001500858 | D 0660 FNL 0660 FWL 10-18S-27E |
| EMPIRE ABO UNIT PH-2 N12 | EMPIRE ABO | ABO | NMNM70945X | Eddy | PO | PE | 3001500855 | H 1616 FNL 0330 FEL 10-18S-27E |
| EMPIRE ABO UNIT PH-2 N5 | EMPIRE ABO | ABO | NMNM70945X | Eddy | PO | PE | 3001500840 | E 2310 FNL 0990 FWL 09-18S-27E |
| EMPIRE ABO UNIT PH-2 N7 | EMPIRE ABO | ABO | NMNM70945X | Eddy | PO | PE | 3001520141 | G 2300 FNL 1642 FEL 09-18S-27E |
| EMPIRE ABO UNIT PH-2 N801 | EMPIRE ABO | ABO | NMNM70945X | Eddy | PO | PE | 3001500843 | H 1980 FNL 0560 FEL 9-18S-27E |
| EMPIRE ABO UNIT PH-2 O4 | EMPIRE ABO | ABO | NMNM70945X | Eddy | PO | PE | 3001500825 | I 1650 FSL 0330 FEL 08-18S-27E |
| EMPIRE ABO UNIT PH-2 O5 | EMPIRE ABO | ABO | NMNM70945X | Eddy | PO | PE | 3001500841 | L 1650 FSL 0990 FWL 09-18S-27E |
| EMPIRE ABO UNIT PH-2 O6 | EMPIRE ABO | ABO | NMNM70945X | Eddy | PO | PE | 3001500835 | K 1980 FSL 1980 FWL 09-18S-27E |
| EMPIRE ABO UNIT PH-2 O7 | EMPIRE ABO | ABO | NMNM70945X | Eddy | PO | PE | 3001500845 | J 1980 FSL 1980 FEL 09-18S-27E |
| EMPIRE ABO UNIT PH-2 O8 | EMPIRE ABO | ABO | NMNM70945X | Eddy | PO | PE | 3001500844 | I 1980 FSL 0660 FEL 09-18S-27E |
| EMPIRE ABO UNIT PH-2 P4 | EMPIRE ABO | ABO | NMNM70945X | Eddy | PO | PE | 3001500824 | P 0660 FSL 0330 FEL 08-18S-27E |
| EMPIRE ABO UNIT PH-2 P5 | EMPIRE ABO | ABO | NMNM70945X | Eddy | PO | PE | 3001500839 | M 0330 FSL 0990 FWL 09-18S-27E |
| EMPIRE ABO UNIT PH-2 Q9 | EMPIRE ABO | ABO | NMNM70945X | Eddy | PO | PE | 3001500898 | D 0330 FNL 0330 FWL 15-18S-27E |
| EMPIRE ABO UNIT PH-2 R3 | EMPIRE ABO | ABO | NMNM70945X | Eddy | PO | PE | 3001500914 | G 1980 FNL 1980 FEL 17-18S-27E |
| EMPIRE ABO UNIT PH-2 S2 | EMPIRE ABO | ABO | NMNM70945X | Eddy | PO | PE | 3001500919 | K 2310 FSL 2310 FWL 17-18S-27E |
| EMPIRE ABO UNIT PH-2 S3 | EMPIRE ABO | ABO | NMNM70945X | Eddy | PO | PE | 3001500917 | J 2310 FSL 1650 FEL 17-18S-27E |
| EMPIRE ABO UNIT PH-2 S4 | EMPIRE ABO | ABO | NMNM70945X | Eddy | PO | PE | 3001500918 | I 2314 FSL 0330 FEL 17-18S-27E |