

AUG 22 2014

District I
1625 N. French Dr., Hobbs, NM 88240
Phone: (575) 358-6161 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

AMENDED REPORT

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

¹ Operator Name and Address HPOC, LLC 322 N. Railroad Ave. PO Box 5046 Buena Vista, CO 81211		² OGRID Number 246238
		³ API Number 30-031-21006
⁴ Property Code 3136110	⁵ Property Name Torreon Wash 36 State	⁶ Well No. 1

⁷ Surface Location

UL - Lot	Section	Township	Range	Lot Idn	Feet from	N/S Line	Feet From	E/W Line	County
I	36	20N	5W		2143'	South	1223'	East	McKinley

⁸ Proposed Bottom Hole Location

UL - Lot	Section	Township	Range	Lot Idn	Feet from	N/S Line	Feet From	E/W Line	County
I	36	20N	5W		2119'	South	1225'	East	McKinley

⁹ Pool Information

Pool Name Arena Blanca Entrada	Pool Code 2285
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Additional Well Information

¹¹ Work Type E	¹² Well Type O	¹³ Cable/Rotary R	¹⁴ Lease Type S	¹⁵ Ground Level Elevation 6617'
¹⁶ Multiple No	¹⁷ Proposed Depth 5650'	¹⁸ Formation Entrada	¹⁹ Contractor Aztec Well Servicing Co.	²⁰ Spud Date Upon approval
Depth to Ground water Uncertain, estimate 100'		Distance from nearest fresh water well State Engineer's office shows no active or inactive POD's in 9-section spot around section 36		Distance to nearest surface water No live surface water in the area

We will be using a closed-loop system in lieu of lined pits

²¹ Proposed Casing and Cement Program

Type	Hole Size	Casing Size	Casing Weight/ft	Setting Depth	Sacks of Cement	Estimated TOC
J-55	12.25"	9.625"	36#	353'	248 sks	Cmt to sfc
J-55	8.75"	7"	23#	5491'	1 st stage, 500 sks 2 nd stage, 400 sks	1 st stage, DV tool 2 nd stage, cmt to sfc
J-55	6.25"	4.5"	10.5#	5650'	50 sks	Cmt to top of liner

Casing/Cement Program: Additional Comments

Penwell Energy previously set & cemented the 9-5/8" and 7" casing strings. HPOC intends to run a 4-1/2" liner with 4-1/2" X 7" liner hanger if open-hole well logs indicate commercial reserves remain in this oil accumulation. See accompanying well-bore diagrams. @ 5300'

²² Proposed Blowout Prevention Program

Type	Working Pressure	Test Pressure	Manufacturer
Double Ram BOP	3000 psi	3000 psi	Schaffer or similar style

²³ I hereby certify that the information given above is true and complete to the best of my knowledge and belief. I further certify that I have complied with 19.15.14.9 (A) NMAC <input type="checkbox"/> and/or 19.15.14.9 (B) NMAC <input type="checkbox"/> , if applicable. NOT APPLICABLE Signature: <i>Arthur W. Butler III</i>	OIL CONSERVATION DIVISION	
	Approved By: <i>Charles Lewis</i> 8-28-2014 Title: SUPERVISOR DISTRICT # 3	Approved Date: AUG 28 2014
Printed name: Arthur W. Butler III	Conditions of Approval Attached	
Title: Manager		
E-mail Address: bbutler@highplainsop.com		
Date: August 20, 2014	Phone: 719-395-8059	

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State of New Mexico
Energy, Minerals & Natural Resources Department

Form C-102
Revised August 1, 2011

Submit one copy to
Appropriate District Office

OIL CONSERVATION DIVISION
1220 South St. Francis Drive
Santa Fe, NM 87505

AMENDED REPORT

WELL LOCATION AND ACREAGE DEDICATION PLAT

¹ API Number 30-031-21006		² Pool Code 2285		³ Pool Name ARENA BLANCA-ENTRADA	
⁴ Property Code 3136110		⁵ Property Name TORREON WASH 36 STATE			⁶ Well Number 1
⁷ GRID No. 246238		⁸ Operator Name HPOC, LLC			⁹ Elevation 6617'

¹⁰Surface Location

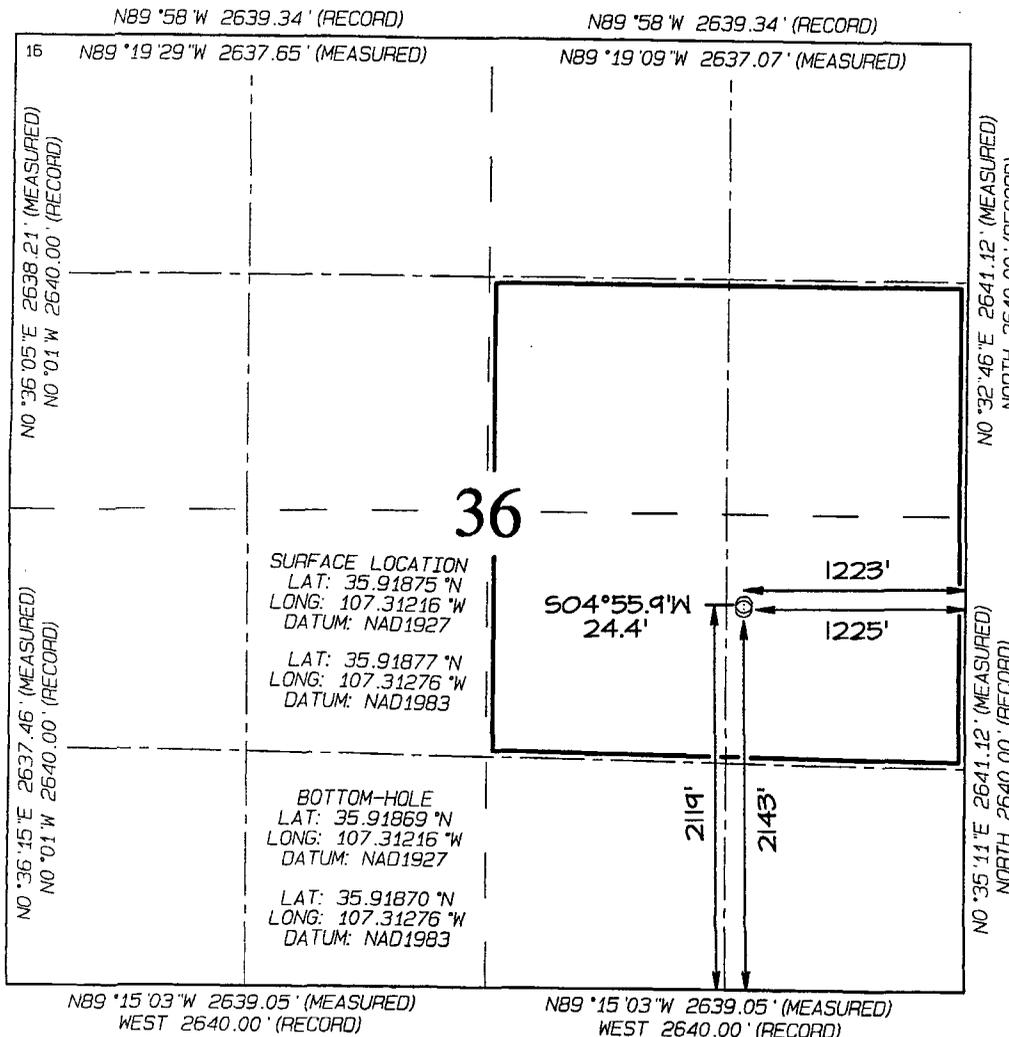
UL or lot no.	Section	Township	Range	Lot Idh	Feet from the	North/South line	Feet from the	East/West line	County
I	36	20N	5W		2143	SOUTH	1223	EAST	MCKINLEY

¹¹Bottom Hole Location If Different From Surface

UL or lot no.	Section	Township	Range	Lot Idh	Feet from the	North/South line	Feet from the	East/West line	County
I	36	20N	5W		2119	SOUTH	1225	EAST	MCKINLEY

¹² Dedicated Acres 160.0 Acres N/2 SE/4 & S/2 NE/4	¹³ Joint or Infill	¹⁴ Consolidation Code	¹⁵ Order No.
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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



¹⁷ OPERATOR CERTIFICATION

I hereby certify that the information contained herein is true and complete to the best of my knowledge and belief, and that this organization either owns a working interest or unleased mineral interest in the land including the proposed bottom-hole location or has a right to drill this well at this location pursuant to a contract with an owner of such a mineral or working interest, or to a voluntary pooling agreement or a compulsory pooling order heretofore entered by the division.

Butch Butler 6/26/2014
Signature Date

Butch Butler
Printed Name
bbutler@highplainsop.com
E-mail Address

¹⁸ SURVEYOR CERTIFICATION

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.

Date of Survey: JUNE 10, 2014

Signature and Seal of Professional Surveyor

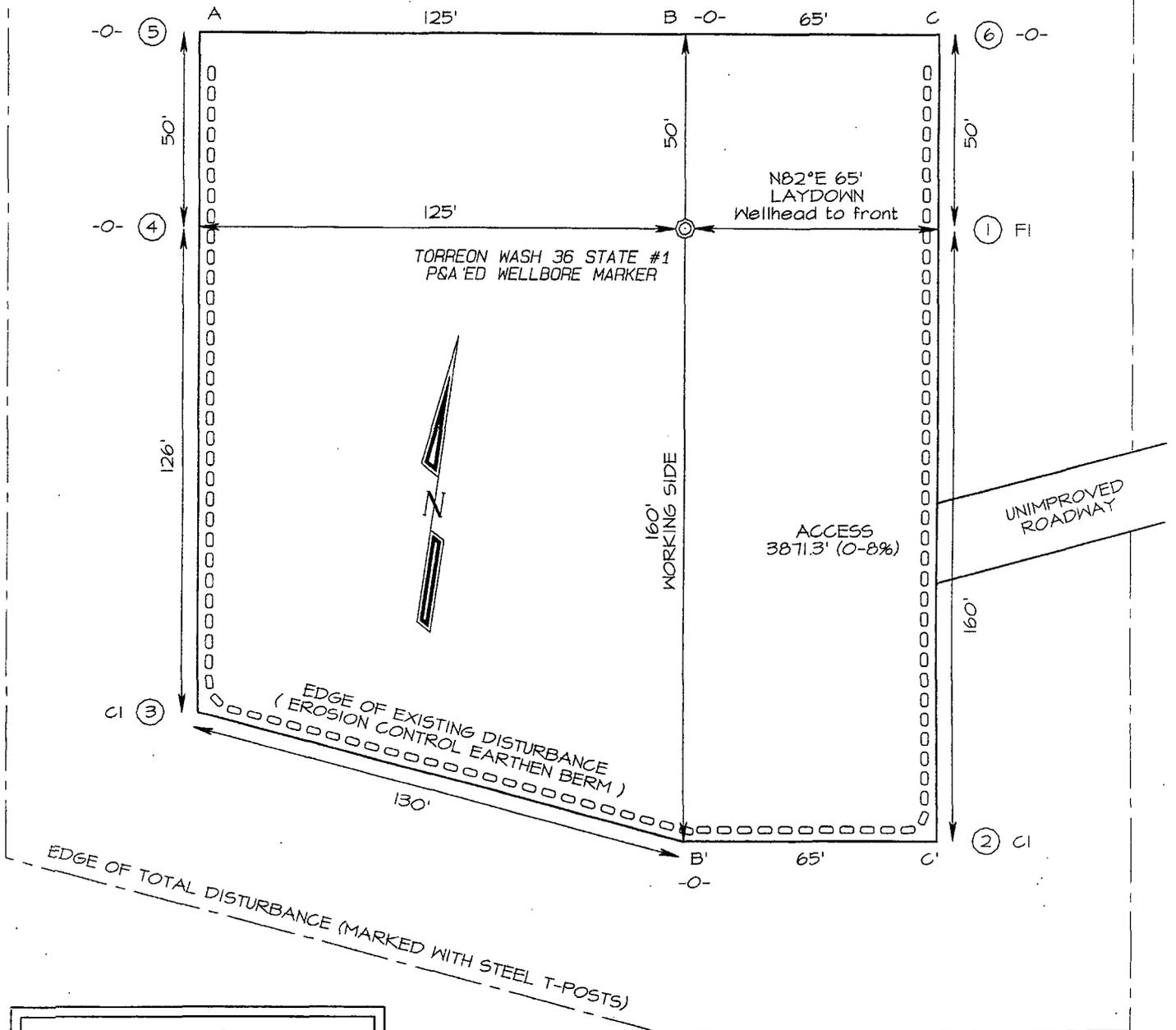


JASON C. EDWARDS
Certificate Number 15269

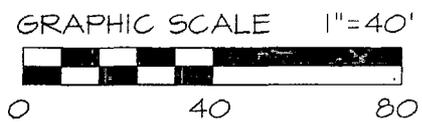
HPOC, LLC TORREON WASH 36 STATE #1
2143' FSL & 1223' FEL, SECTION 36, T20N, R5W, NMPM
McKINLEY COUNTY, NEW MEXICO ELEVATION: 6617'
LAT: 35.91877°N LONG: 107.31276°W DATUM: NAD1983

EDGE OF TOTAL DISTURBANCE (MARKED WITH STEEL T-POSTS)

Area of Staked Wellpad - 0.867 Acres
 Area of Total Disturbance - 1.975 Acres



~ SURFACE OWNER ~
 Bureau of Land Management

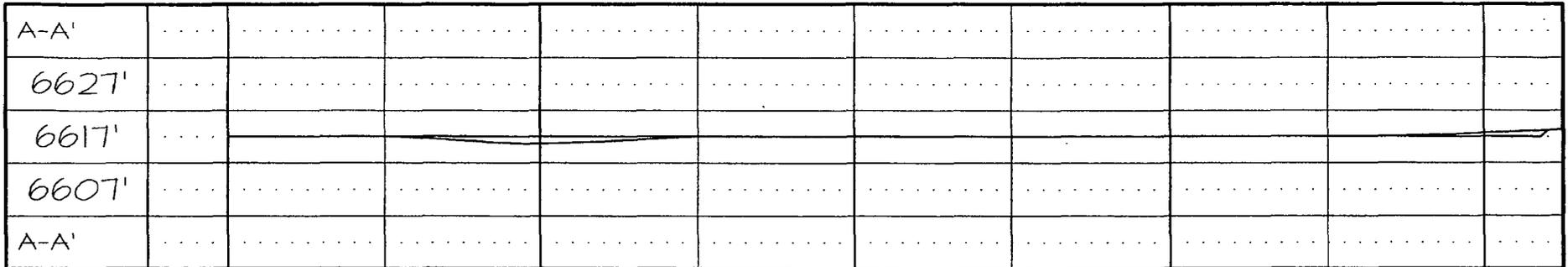


Steel T-Posts have been set to define the Edge of Disturbance limits which are 50' offset from the edge of the staked wellpad.

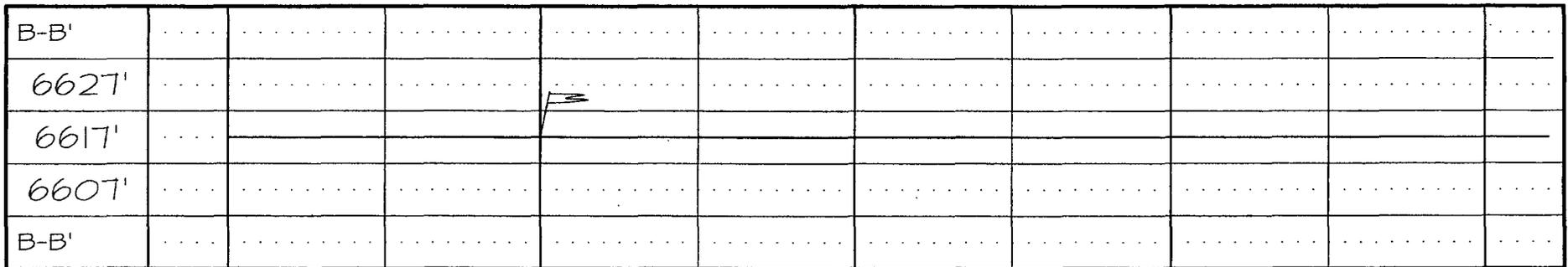
HPOC, LLC TORREON WASH 36 STATE #1
 2143' FSL & 1223' FEL, SECTION 36, T20N, R5W, NMPM
 MCKINLEY COUNTY, NEW MEXICO ELEVATION: 6617'

HORIZONTAL SCALE 1"=25'
 VERTICAL SCALE 1"=30'

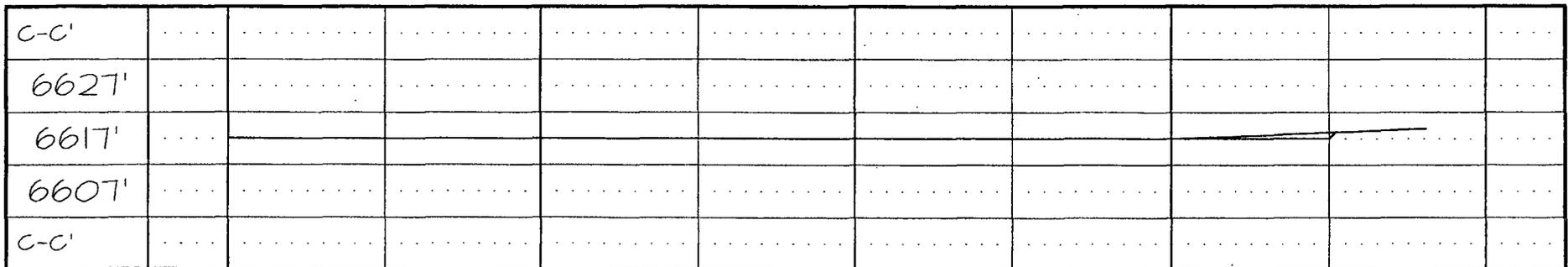
C/L



C/L

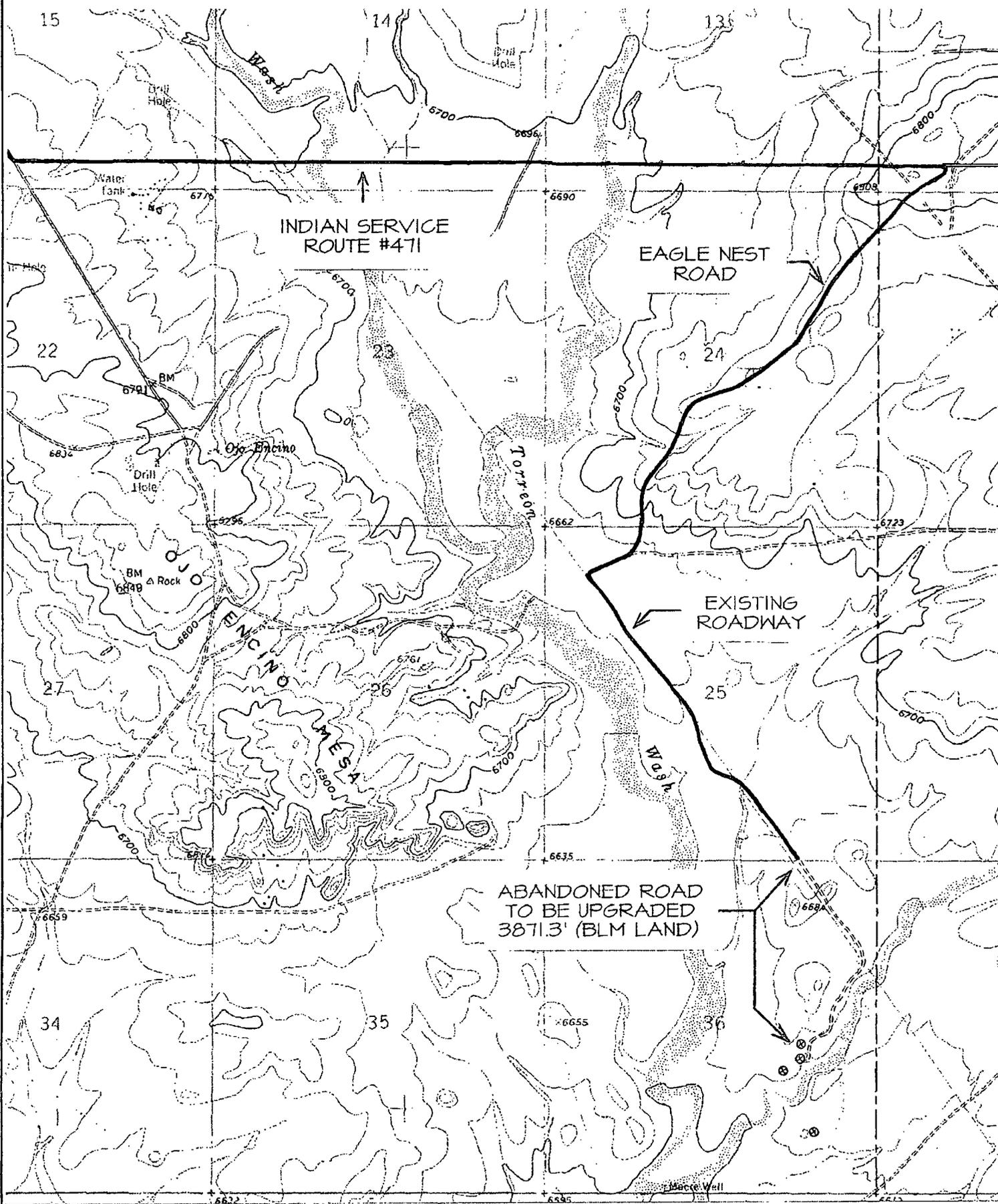


C/L



CONTRACTOR SHOULD CONTACT ONE-CALL FOR LOCATION OF ANY MARKED OR UNMARKED UNDERGROUND UTILITIES OR PIPELINES ON WELLPAD AND/OR ACCESS ROAD AT LEAST TWO WORKING DAYS PRIOR TO CONSTRUCTION.

HPOC, LLC TORREON WASH 36 STATE #1
 2143' FSL & 1223' FEL, SECTION 36, T20N, R5W, N.M.P.M.
 MCKINLEY COUNTY, NEW MEXICO



NAME OF TOPO MAP : OJO ENCINO MESA ⊕ PRODUCING WELL ⊗ PLUGGED & ABANDONED WELL

**Directions from the Intersection of US Hwy 550 & US Hwy 64
in Bloomfield, NM to HPOC, LLC Torreon Wash 36 State #1**

2143' FSL & 1223' FEL, Section 36, T20N, R5W, N.M.P.M., McKinley County, NM

Latitude: 35.91877°N Longitude: 107.31276°W Datum: NAD1983

From the intersection of US Hwy 550 & US Hwy 64 in Bloomfield, NM, travel Southerly on US Hwy 550 for 53.6 miles to Mile Marker 97.7;

Go Right (South-Easterly) on Indian Service Route #474 for 4.5 miles to fork in road;

Go Left (South-Westerly) for 0.2 miles remaining on Indian Service Route #474 to 4-way intersection at Ojo Encino Sign;

Go Left (South-Easterly) for 1.3 miles remaining on Indian Service Route #474 to fork in roadway;

Go Right which is straight (South-Easterly) for 0.4 miles remaining on Indian Service Route #474 to fork in roadway;

Go Left which is straight (South-Easterly) for 2.4 miles remaining on Indian Service Route #474 to South Rock Church Road turn-off;

Go Left which is straight (South-Easterly) at South Rock Church Road turn-off for 2.0 miles to beginning of paved Indian Service Route #471;

Go Straight (Southerly) remaining on paved Indian Service Route #471 for 11.8 miles to Mile Marker 2.1 at 4-way intersection;

Go Right (South-Westerly) exiting Indian Service Route #471 onto Eagle Nest Road for 1.6 miles to fork on west side of existing pipeline ROW;

Go Left (South-Easterly) for 1.1 miles to fence line marking north line of Section 36 from which the abandoned road needing to be upgraded continues for 3871.3' to staked HPOC Torreon Wash 36 State #1 location.

Attachment to HPOC, LLC's Torreon Wash 36 State #1 APD
August 20, 2014

SUMMARY

HPOC plans to re-enter the Penwell Torreon Wash 36 State #1 well, drill out the current cement plugs, drill through the Entrada pay section and obtain open-hole logs. If log analysis confirms commercial reserves remain to be recovered, HPOC will run a liner and complete the well for production testing. The Penwell Torreon Wash 36 State #1 well is an ideal candidate for a re-entry, based on all geoscience, production and engineering information available.

HPOC et al hold New Mexico State Lease VB-1724 covering the east half of section 36-T20N-R5W. The surface was split from the minerals in 1956, with the Federal Government owning the surface. HPOC is working with the BLM Farmington Field Office on well pad and road access right-of-ways.

ADMINISTRATIVE NON-STANDARD PRORATION ORDER NSP1987

HPOC made application with OCD in Santa Fe for a non-standard proration unit for the Torreon Wash 36 State #1 well. Administrative Order NSP1987 was issued June 3, 2014, allowing for a 160-acre proration unit comprised of the S/2 NE/4 and N/2 SE/4 of section 36-T20N-R5W, McKinley County, New Mexico.

PHASE 1 OPERATIONS—RISKED ASSESSMENT

When Penwell originally drilled their Torreon Wash 36 State #1 well in early 2001, the 8 ¾" hole was TD'ed at 5,491' just above the top of the Entrada formation. They ran 7" casing, with a two-stage cement job. They had cement returns from the DV tool in the first stage and cement returns to surface in the second stage. Penwell then drilled out 10' into the top of the Entrada formation and open-hole completed the well. No logs were run over the Entrada pay section in this well.

Due to the good initial 7" casing, two-stage cement job, when the well was plugged, no holes were shot in this casing string. Five cement plugs were placed inside the casing. The first plug was placed on top of a cement retainer at 5,440', approximately 50' above the open-hole section in the Entrada. So cement was never run across the producing formation. See well-bore diagram that follows.

Utilizing a workover rig, our plan is to drill out the plugs and cement retainer in the well, drill through the Entrada formation and obtain wireline logs over the prospective productive zone. A closed-loop mud system will be used for all drilling operations.

These operations have a certain degree of risk until we see the log data. If well logs condemn the completion attempt, the well will be plugged immediately, all equipment will be removed from the well pad, and reclamation operations will be performed. If the logs look similar to (or better than) the offset Merrion O&G Arena Blanca #1 well logs (these wells are 220' apart), then we will proceed with the completion attempt and run a 4 ½" liner from approximately 5,300' to the new TD of about 5,650' in the Entrada prior to releasing the rig. We will then proceed with Phase 2 of our operations.

PHASE 2 OPERATIONS—COMPLETE THE WELL AND COMMENCE PRODUCTION

A completion would be designed based on log analysis. Once the completion plan is finalized, we will move in a workover rig, perforate the 4 ½" liner casing, run pump equipment and commence production. See well-bore diagram that follows showing completion.

The well pump motor will be powered by a skid-mounted diesel electric generator, as there is currently no electric power at or near the location. Facility equipment to be installed in addition to the electric generator will be a 30' X 6' skid-mounted horizontal oil separator (existing inventory), a tank battery of from 2-6, 12' diameter, 400 bbl oil & water tanks, and a pump to lift fluids from the well. Actual tankage requirements will be determined based on production results, with one oil tank and one water tank initially being set.

OTHER ATTACHMENTS

In addition to the well-bore diagrams already mentioned, following is also attached the Penwell Energy Torreon Wash 36 State #1 Scientific Drilling Gyro Survey Report, showing the bottom hole location at 5489' in the well to be 23.83' south and 2.00' west of the surface location. The final series of attachments are the search results of the New Mexico Office of the State Engineer's records for active and inactive points of diversion (POD's) in a 9-section area around section 36-T20N-R5W. There are no active POD's in these searches.

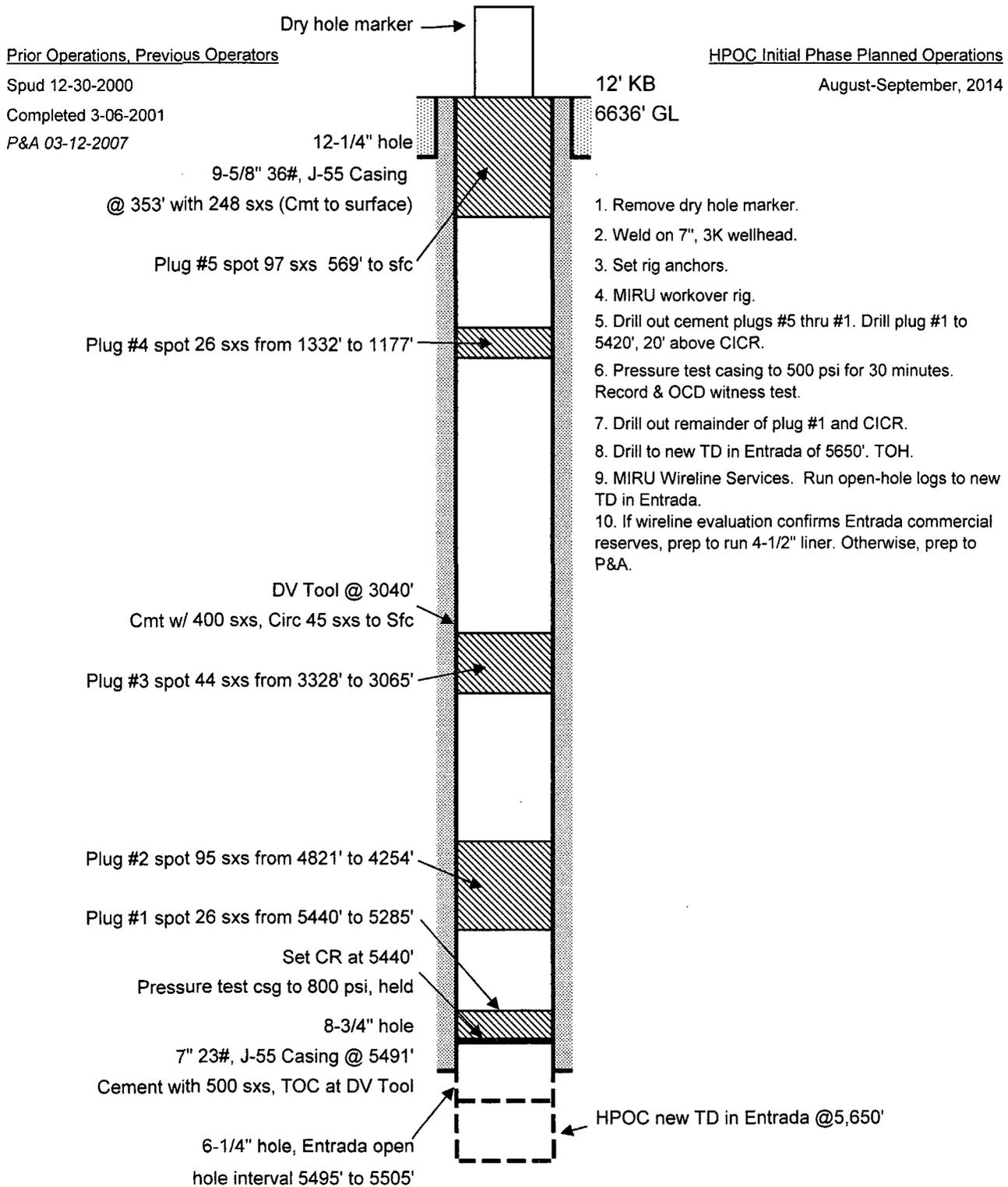
Operator: HPOC, LLC Well Name: Torreon Wash 36 State #1

2,143' FSL, 1,223' FEL, Sec 36, T20N, R5W; McKinley County, NM

API: 30-031-21006

Wellbore Diagram August, 2014

As plugged with HPOC Initial Phase of Operations



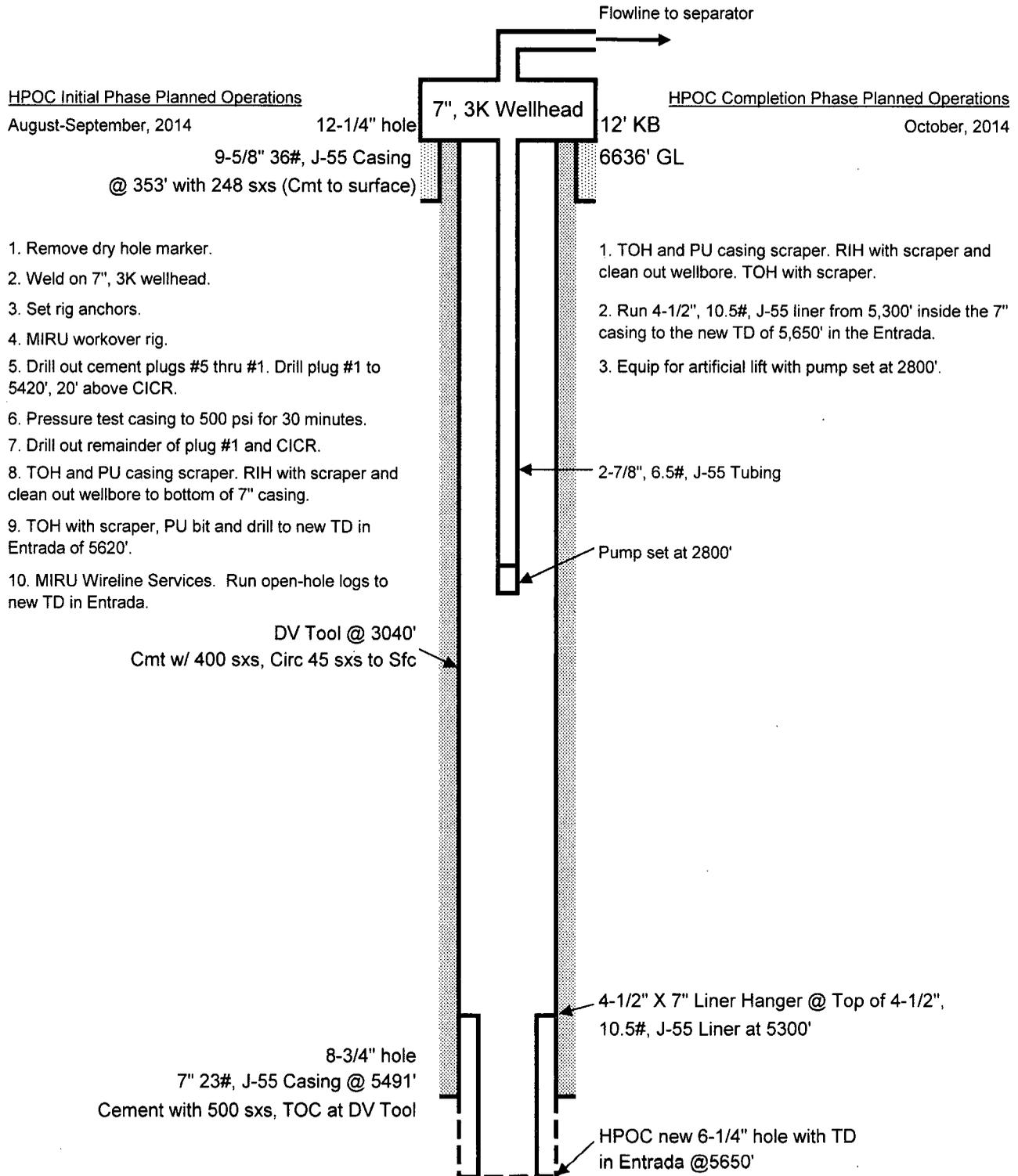
Operator: HPOC, LLC Well Name: Torreon Wash 36 State #1

2,143' FSL, 1,223' FEL, Sec 36, T20N, R5W; McKinley County, NM

API: 30-031-21006

Wellbore Diagram August, 2014

HPOC Completion Phase of Operations





**Scientific
Drilling**



GYRO SURVEY REPORT

Prepared For

PENWELL ENERGY INC.

Torreon Wash 36 State # 1

McKinley County, NM

I-36-20N-5W

30-031-21006

Prepared By:

Judi Moore - Well Planner

Scientific Drilling International

Rocky Mountain District

Scientific Drilling International
7237 W. Barton Rd. - P.O. Box 1600
Mills, WY 82644
(307) 472-6621
judimoore-sdi@touchtronics.net

X



Scientific Drilling SURVEY REPORT

Company: PENWELL ENERGY INC.	Date: 1/19/2001	Time: 09:14:09	Page: 1
Field: McKinley County, NM	Co-ordinate(NE) Reference:	Site: Torreon Wash 36 State, True North	
Site: Torreon Wash 36 State	Vertical (TVD) Reference:	SITE 0.0	
Well: #36 State	Section (VS) Reference:	Well (0.00N,0.00E,184.81Azi)	
Wellpath: OH	Survey Calculation Method: Minimum Curvature	Db: Sybase	

Survey: Survey #1	Start Date: 1/18/2001
SHL SEC.36,T20N,R5W 2143'FSL & 1223'FEL	
Company: Scientific Drilling	Engineer: Dave Doney
Tool: Gyro,	Tied-to: From Surface

Meas Depth ft	Incl deg	Azim deg	TVD ft	VS ft	N/S ft	E/W ft	DLS deg/100ft	CLen ft	ClsD ft	ClsA deg
0.00	0.00	0.00	0.00	0.00	0.00	0.00	0.00	0.00	0.00	0.00
100.00	0.17	179.86	100.00	0.15	-0.15	0.00	0.17	100.00	0.15	179.86
200.00	0.14	49.59	200.00	0.21	-0.22	0.09	0.28	100.00	0.24	156.68
300.00	0.16	198.53	300.00	0.26	-0.27	0.14	0.29	100.00	0.31	152.25
400.00	0.19	287.21	400.00	0.36	-0.35	-0.06	0.25	100.00	0.36	189.67
500.00	0.08	164.22	500.00	0.39	-0.37	-0.20	0.24	100.00	0.42	208.22
600.00	0.25	208.39	600.00	0.65	-0.63	-0.28	0.20	100.00	0.69	204.26
700.00	0.05	314.32	700.00	0.83	-0.79	-0.42	0.27	100.00	0.90	207.88
800.00	0.29	167.43	800.00	1.04	-1.01	-0.40	0.33	100.00	1.08	201.40
900.00	0.21	206.41	900.00	1.45	-1.42	-0.42	0.18	100.00	1.48	196.55
1000.00	0.15	29.74	1000.00	1.50	-1.47	-0.44	0.36	100.00	1.53	196.60
1100.00	0.19	140.78	1100.00	1.50	-1.49	-0.27	0.28	100.00	1.51	190.26
1200.00	0.10	266.35	1200.00	1.63	-1.62	-0.25	0.26	100.00	1.64	188.81
1300.00	0.18	52.82	1300.00	1.54	-1.53	-0.21	0.27	100.00	1.55	187.92
1400.00	0.19	162.81	1400.00	1.59	-1.59	-0.04	0.30	100.00	1.59	181.40
1500.00	0.09	258.85	1500.00	1.77	-1.77	-0.07	0.22	100.00	1.77	182.17
1600.00	0.18	155.80	1600.00	1.93	-1.93	-0.08	0.22	100.00	1.93	182.37
1700.00	0.66	134.66	1699.99	2.43	-2.47	0.39	0.50	100.00	2.51	170.94
1800.00	0.86	132.31	1799.98	3.26	-3.38	1.36	0.20	100.00	3.65	158.12
1900.00	0.46	154.21	1899.98	4.06	-4.25	2.09	0.47	100.00	4.74	153.83
2000.00	0.29	153.55	1999.97	4.62	-4.84	2.38	0.17	100.00	5.39	153.85
2100.00	0.27	133.41	2099.97	4.99	-5.23	2.66	0.10	100.00	5.86	153.03
2200.00	0.45	129.50	2199.97	5.36	-5.64	3.13	0.18	100.00	6.45	150.93
2300.00	0.59	174.93	2299.97	6.09	-6.40	3.48	0.42	100.00	7.29	151.45
2400.00	0.87	167.89	2399.96	7.32	-7.66	3.69	0.29	100.00	8.50	154.28
2500.00	0.64	202.50	2499.95	8.58	-8.91	3.63	0.50	100.00	9.63	157.83
2600.00	0.65	207.82	2599.95	9.63	-9.93	3.15	0.06	100.00	10.42	162.38
2700.00	0.71	204.64	2699.94	10.74	-11.00	2.63	0.07	100.00	11.31	166.54
2800.00	0.66	206.04	2799.93	11.86	-12.08	2.12	0.05	100.00	12.26	170.04
2900.00	0.62	205.53	2899.92	12.90	-13.08	1.63	0.04	100.00	13.19	172.88
3000.00	0.50	201.87	2999.92	13.82	-13.98	1.24	0.13	100.00	14.03	174.94
3100.00	0.42	191.61	3099.92	14.60	-14.74	1.00	0.11	100.00	14.77	176.11
3200.00	0.53	203.32	3199.91	15.41	-15.52	0.75	0.15	100.00	15.54	177.25
3300.00	0.58	218.29	3299.91	16.27	-16.35	0.25	0.15	100.00	16.35	179.13
3400.00	0.67	199.23	3399.90	17.26	-17.30	-0.26	0.23	100.00	17.30	180.85
3500.00	0.68	229.25	3499.90	18.25	-18.24	-0.90	0.35	100.00	18.26	182.82
3600.00	0.62	237.35	3599.89	19.00	-18.91	-1.80	0.11	100.00	19.00	185.45
3700.00	0.70	201.08	3699.88	19.91	-19.78	-2.48	0.42	100.00	19.93	187.15
3800.00	0.75	233.81	3799.88	20.93	-20.73	-3.23	0.41	100.00	20.98	188.85
3900.00	0.79	237.03	3899.87	21.78	-21.49	-4.33	0.06	100.00	21.93	191.40
4000.00	0.69	249.69	3999.86	22.46	-22.08	-5.48	0.19	100.00	22.75	193.93
4100.00	0.47	264.20	4099.85	22.79	-22.33	-6.45	0.26	100.00	23.24	196.11
4200.00	0.50	236.66	4199.85	23.14	-22.61	-7.22	0.23	100.00	23.74	197.72
4300.00	0.26	278.04	4299.85	23.39	-22.82	-7.81	0.35	100.00	24.12	198.90
4400.00	0.18	204.96	4399.85	23.53	-22.93	-8.10	0.27	100.00	24.32	199.46
4500.00	0.15	167.31	4499.85	23.80	-23.20	-8.14	0.11	100.00	24.59	199.34
4600.00	0.35	79.63	4599.85	23.84	-23.27	-7.81	0.38	100.00	24.55	198.55
4700.00	0.37	96.33	4699.84	23.77	-23.25	-7.19	0.11	100.00	24.34	197.18
4800.00	0.24	128.35	4799.84	23.90	-23.42	-6.70	0.21	100.00	24.36	195.98



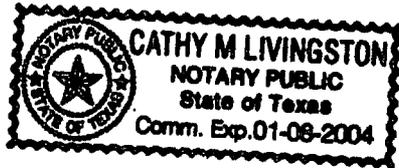
Scientific Drilling SURVEY REPORT

Company: PENWELL ENERGY INC.	Date: 1/19/2001	Time: 09:14:09	Page: 2
Field: McKinley County, NM	Co-ordinate(NE) Reference:	Site: Torreon Wash 36 State, True North	
Site: Torreon Wash 36 State	Vertical (TVD) Reference:	SITE 0.0	
Well: #36 State	Section (VS) Reference:	Well (0.00N,0.00E,184.81Azi)	
Wellpath: OH	Survey Calculation Method:	Minimum Curvature	Db: Sybase

Survey

Meas Depth ft	Incl deg	Azim deg	TVD ft	VS ft	N/S ft	E/W ft	DLS deg/100ft	CLen ft	CLsD ft	CLsA deg
4900.00	0.36	64.97	4899.84	23.86	-23.41	-6.26	0.33	100.00	24.24	194.96
5000.00	0.45	106.44	4999.84	23.78	-23.39	-5.59	0.30	100.00	24.05	193.45
5100.00	0.58	78.07	5099.84	23.71	-23.40	-4.72	0.28	100.00	23.87	191.41
5200.00	0.48	93.98	5199.83	23.56	-23.32	-3.81	0.18	100.00	23.63	189.28
5300.00	0.47	110.48	5299.83	23.67	-23.50	-3.01	0.14	100.00	23.69	187.29
5400.00	0.27	128.77	5399.83	23.91	-23.79	-2.44	0.23	100.00	23.91	185.86
5489.00	0.37	71.53	5488.82	23.91	-23.83	-2.00	0.36	89.00	23.91	184.81

*Brenda Coffman, Agent
for Penwell Energy, Inc
March 8, 2001*

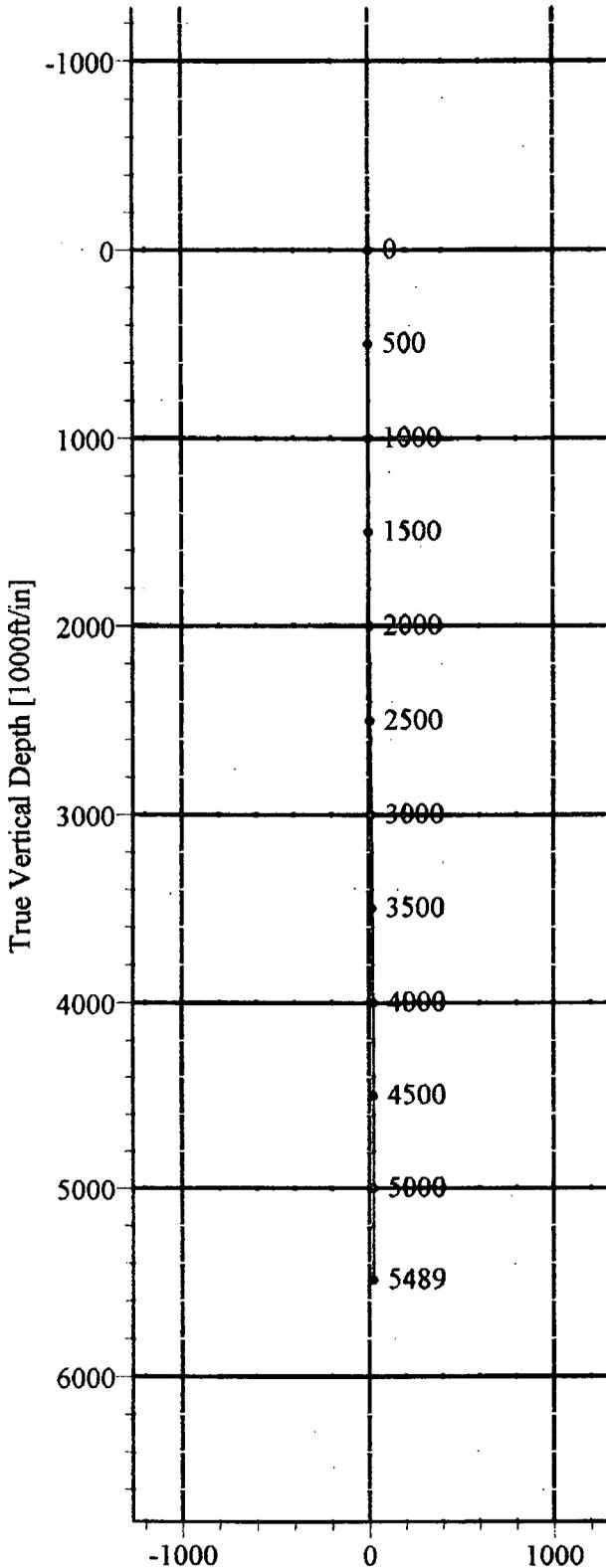


*Cathy M. Livingston
3-8-01*



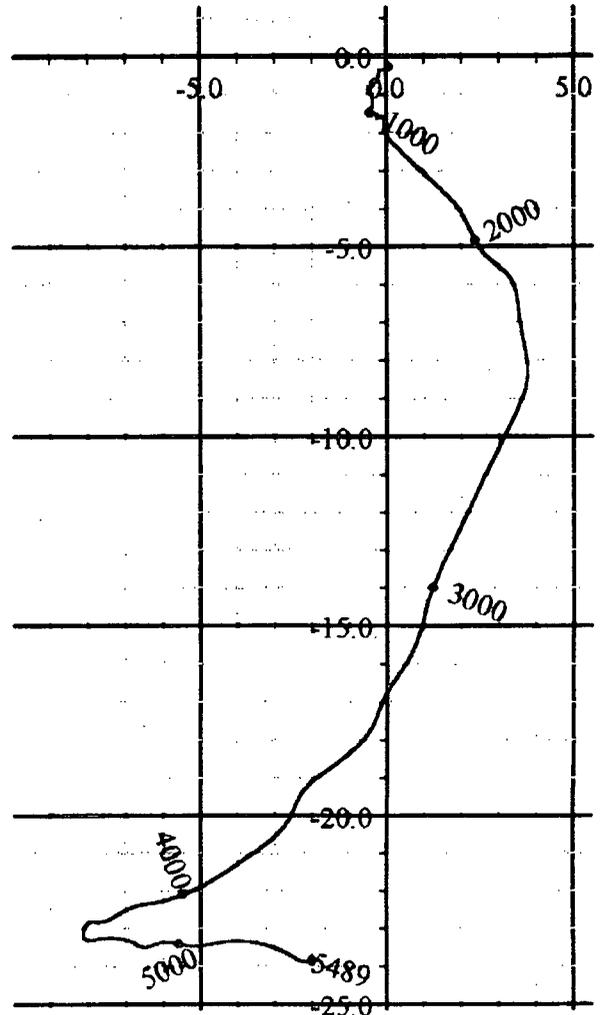
PENWELL ENERGY INC.

Field: McKinley County, NM
 Site: Torreon Wash 36 State
 Well: #36 State
 Survey: Survey #1



Vertical Section at 184.81° [1000ft/in]

South(-)/North(+) [5ft/in]



West(-)/East(+) [5ft/in]

BOTTOM HOLE CLOSURE

23.91 ft. 184.81° Azimuth

FINAL STATION

5489.0' MD 5488.82' TVD
 0.37° Angle 71.53° Azimuth
 South 23.83 ft. West 2.00 ft.
 23.91' Vert. Sec.

Survey: Survey #1 (#36 State/OH)

Created By: Judi Moore

Date: 1/19/2001



New Mexico Office of the State Engineer
Active & Inactive Points of Diversion
(with Ownership Information)

No PODs found.

PLSS Search:

Section(s): 6

Township: 19N

Range: 04W



New Mexico Office of the State Engineer
Active & Inactive Points of Diversion
(with Ownership Information)

No PODs found.

PLSS Search:

Section(s): 1-2

Township: 19N

Range: 05W



New Mexico Office of the State Engineer
Active & Inactive Points of Diversion
(with Ownership Information)

No PODs found.

PLSS Search:

Section(s): 30, 31

Township: 20N

Range: 04W



New Mexico Office of the State Engineer
Active & Inactive Points of Diversion
(with Ownership Information)

No PODs found.

PLSS Search:

Section(s): 25, 26, 35, 36 **Township:** 20N **Range:** 05W