

Submit 1 Copy To Appropriate District Office
 District I - (575) 393-6161
 1625 N French Dr., Hobbs, NM 88240
 District II - (575) 748-1283
 811 S. First St., Artesia, NM 88210
 District III - (505) 334-6178
 1000 Rio Brazos Rd., Aztec, NM 87410
 District IV - (505) 476-3460
 1220 S St Francis Dr., Santa Fe, NM 87505

State of New Mexico
 Energy, Minerals and Natural Resources

Form C-103
 Revised August 1, 2011

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

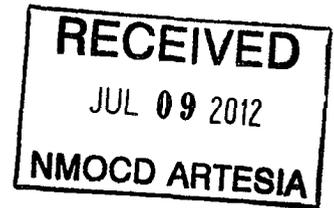
SUNDRY NOTICES AND REPORTS ON WELLS (DO NOT USE THIS FORM FOR PROPOSALS TO DRILL OR TO DEEPEN OR PLUG BACK TO A DIFFERENT RESERVOIR USE "APPLICATION FOR PERMIT" (FORM C-101) FOR SUCH PROPOSALS)		WELL API NO. 30-015-23470
1. Type of Well: Oil Well <input type="checkbox"/> Gas Well <input type="checkbox"/> Other <input type="checkbox"/>		5. Indicate Type of Lease STATE <input checked="" type="checkbox"/> FEE <input type="checkbox"/>
2. Name of Operator THREE RIVERS OPERATING CO, LLC		6. State Oil & Gas Lease No. B-11583
3. Address of Operator 1122 S CAPITAL OF TEXAS HIGHWAY, SUITE 325 AUSTIN, TX 78746		7. Lease Name or Unit Agreement Name EMPIRE SOUTH DEEP UNIT
4. Well Location Unit Letter A : 660 feet from the NORTH line and 660 feet from the EAST line Section 36 Township 17S Range 28E NMPM County EDDY		8. Well Number 021
11. Elevation (Show whether DR, RKB, RT, GR, etc) 3678' GR		9. OGRID Number 272295
10. Pool name or Wildcat EMPIRE; MORROW, SOUTH (GAS)		

12. Check Appropriate Box to Indicate Nature of Notice, Report or Other Data

NOTICE OF INTENTION TO: PERFORM REMEDIAL WORK <input type="checkbox"/> PLUG AND ABANDON <input type="checkbox"/> TEMPORARILY ABANDON <input type="checkbox"/> CHANGE PLANS <input type="checkbox"/> PULL OR ALTER CASING <input type="checkbox"/> MULTIPLE COMPL <input type="checkbox"/> DOWNHOLE COMMINGLE <input type="checkbox"/>		SUBSEQUENT REPORT OF: REMEDIAL WORK <input checked="" type="checkbox"/> ALTERING CASING <input type="checkbox"/> COMMENCE DRILLING OPNS <input type="checkbox"/> P AND A <input type="checkbox"/> CASING/CEMENT JOB <input type="checkbox"/>	
OTHER <input type="checkbox"/>		OTHER PLUG BACK <input checked="" type="checkbox"/>	

13. Describe proposed or completed operations. (Clearly state all pertinent details, and give pertinent dates, including estimated date of starting any proposed work). SEE RULE 19.15.7.14 NMAC. For Multiple Completions: Attach wellbore diagram of proposed completion or recompletion.

06/11/12 - Set CIBP @ 10,700' w/ 35' cmt
 06/11/12 - Set CIBP @ 10,285' w/ 35' cmt.
 06/12/12 - Perforate 8232' - 8240', 8027' - 8040', 7991' - 7997', 7958' - 7966'
 06/13/12 - Acidize perms w/4,000 gals 15% HCL w/ ball sealers.
 06/15/12 - Perforate 7606' - 7612', 7558' - 7568' Acidize w/ 2,000 gals 15% HCL w/ ball sealers
 06/18/12 - RIH w/ BHA, SN @ 8252', 25 jts 2 7/8", TAC @ 7462', 278 jts 2 7/8", EOT @ 8315'
 06/23/12 - Run 1 1/2" x 30' insert pump & rods
 06/25/12 - Return to production



Spud Date:

Rig Release Date:

I hereby certify that the information above is true and complete to the best of my knowledge and belief.

SIGNATURE *T Stratton* TITLE OPERATIONS MANAGER DATE 07/06/2012

Type or print name TOM STRATTON E-mail address: tstratton@3mr.com PHONE: 512-706-9849

For State Use Only
 APPROVED BY: *T.C. Shepard* TITLE *Geologist* DATE *7/10/2012*
 Conditions of Approval (if any):

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 & Natural Resources Department
OIL CONSERVATION DIVISION
1220 South St. Francis Dr.
Santa Fe, NM 87505

Form C-102
Revised August 1, 2011
Submit one copy to appropriate
District Office
 AMENDED REPORT

WELL LOCATION AND ACREAGE DEDICATION PLAT

¹ API Number 30-015-23470	² Pool Code 22430	³ Pool Name EMPIRE; WOLFCAMP, SOUTH
⁴ Property Code	⁵ Property Name EMPIRE SOUTH DEEP UNIT	
⁷ OGRID No. 272295	⁸ Operator Name THREE RIVERS OPERATING CO, LLC	⁶ Well Number 021
⁹ Elevation 3678' GR		

¹⁰ Surface Location

UL or lot no.	Section	Township	Range	Lot Idn	Feet from the	North/South line	Feet from the	East/West line	County
A	36	17S	28E		660	NORTH	660	EAST	EDDY

¹¹ 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

¹² Dedicated Acres 320	¹³ Joint or Infill	¹⁴ Consolidation Code	¹⁵ 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>¹⁶</p>	<p>¹⁷ OPERATOR CERTIFICATION</p> <p><i>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.</i></p> <p>Signature: Date: 06/29/2012</p> <p>TOM STRATTON Printed Name</p> <p>tstratton@3mr.com E-mail Address</p>
	<p>¹⁸ 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 of Survey</p> <p>Signature and Seal of Professional Surveyor</p>
	<p>Certificate Number</p>

District I
1625 N French Dr., Hobbs, NM 88240
District II
811 S First St., Artesia, NM 88210
District III
1000 Rio Brazos Rd., Aztec, NM 87410
District IV
1220 S St. Francis Dr., Santa Fe, NM 87505

State of New Mexico
Energy, Minerals & Natural Resources

Form C-104
Revised August 1, 2011

Oil Conservation Division
1220 South St. Francis Dr.
Santa Fe, NM 87505

Submit one copy to appropriate District Office

AMENDED REPORT

I. REQUEST FOR ALLOWABLE AND AUTHORIZATION TO TRANSPORT

¹ Operator name and Address THREE RIVERS OPERATING CO, LLC 1122 S CAPITAL OF TEXAS HIGHWAY, SUITE 325 AUSTIN, TX 78746		² OGRID Number 272295
		³ Reason for Filing Code/ Effective Date
⁴ API Number 30 - 015-23470	⁵ Pool Name EMPIRE, WOLFCAMP, SOUTH	⁶ Pool Code 22430
⁷ Property Code	⁸ Property Name EMPIRE SOUTH DEEP UNIT	⁹ Well Number 021

II. ¹⁰ Surface Location

Ul or lot no.	Section	Township	Range	Lot Idn	Feet from the	North/South Line	Feet from the	East/West line	County
A	36	17S	28E		660	NORTH	660	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	¹³ Producing Method Code	¹⁴ Gas Connection Date	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 O/G/W
34053	PLAINS MARKETING, L P	O
36785	DCP MIDSTREAM, LP	G

RECEIVED

JUL 02 2012

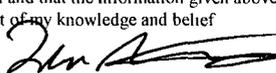
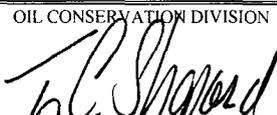
NMOCD ARTESIA

IV. Well Completion Data

²¹ Spud Date 6/28/2012	²² Ready Date 06/28/2012	²³ TD	²⁴ PBTB 8765'	²⁵ Perforations 7558' - 8240'	²⁶ DHC, MC
²⁷ Hole Size	²⁸ Casing & Tubing Size	²⁹ Depth Set	³⁰ Sacks Cement		
	13 3/8", 48#	395'	400 sx (circ)		
	8 5/8", 32# / 24#	2925'	1290 sx (circ)		
	5 1/2", 17# / 20#	10,960'	980 sx (TOC)		
	2 7/8", N80, 6 5#	8315'			

V. Well Test Data

³¹ Date New Oil 6/28/12	³² Gas Delivery Date 6/28/12	³³ Test Date 6/29/12	³⁴ Test Length 24 hours	³⁵ Tbg. Pressure 50#	³⁶ Csg. Pressure 300#
³⁷ Choke Size 48/64	³⁸ Oil 35	³⁹ Water 200	⁴⁰ Gas 50 mcf		⁴¹ Test Method PUMPING

⁴² 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 	OIL CONSERVATION DIVISION Approved by 
Printed name TOM STRATTON	Title OPERATIONS MANAGER
Title OPERATIONS MANAGER	Approval Date 7/10/2012
E-mail Address tstratton@3nr.com	
Date 06/29/2012	Phone 512-706-9849

3 ROL

ESDU# 21

SEC 36-185-28E

API # 30-015-2370

EDDY CO. NM

PROPOSED: A/K IN WC

#40
1 3/8" 48" @ 450'
w/ 425 SX CMT CIRC

TDC @ 2380'

K55
8 5/8" 32" @ 2870'
w/ 2050 SX CMT CIRC

TACE 7462'

T/WC @ 7360'

7558-64 2 spf

7606-12" 2 spf

7958-64" 2 spf

7990-8000' 2 spf

8027-40' 2 spf

8232-40' 2 spf

A 2000 GAL 15% HCL

A 4000 GAL 15% HCL

SN @ 8252'
EDT @ 8315

CIB @ 8800' w/ 35' CMT

CIB @ 10330' w/ 35' CMT

T/MRRWC 10360'

CIB @ 10700' w/ 35' CMT

M 10726-804' cum 7.8 BCF 45 MBO
DEPLETED

5 1/2" 15.5/17" @ 11119'
N80 w/ 2850 SX

AMPAD