STATE OF NEW MEXICO
ENERGY, MINERALS AND NATURAL RESOURCES DEPARTMENT

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

FORM C-108
Revised June 10, 2003

APPLICATION FOR AUTHORIZATION TO INJECT

I. PURPOSE: _ - EOR_X_Secondary Recovery _____Pressure Maintenance _____Disposal _____Storage
Application qualifies for administrative approval? _____Yes ____X____No

II. OPERATOR: Celero Energy II, LP

ADDRESS: 400 West Illinois Avenue, Suite 1601, Midland, Texas 79701

CONTACT PARTY: Mr. John E. Anderson or Mr. David Catanach_____PHONE: (817) 708-3814 or (505) 690-9453

III. WELL DATA: Complete the data required on the reverse side of this form for each well proposed for injection. Additional sheets may be attached if necessary.

IV. Is this an expansion of an existing project? _____Yes _____X_____No
If yes, give the Division order number authorizing the project:

V. Attach a map that identifies all wells and leases within two miles of any proposed injection well with a one-half mile radius circle drawn around each proposed injection well. This circle identifies the well's area of review.

VI. Attach a tabulation of data on all wells of public record within the area of review which penetrate the proposed injection zone. Such data shall include a description of each well's type, construction, date drilled, location, depth, record of completion, and a schematic of any plugged well illustrating all plugging detail.

VII. Attach data on the proposed operation, including:

1. Proposed average and maximum daily rate and volume of fluids to be injected;
2. Whether the system is open or closed;
3. Proposed average and maximum injection pressure;
4. Sources and an appropriate analysis of injection fluid and compatibility with the receiving formation if other than reinjected produced water; and,
5. If injection is for disposal purposes into a zone not productive of oil or gas at or within one mile of the proposed well, attach a chemical analysis of the disposal zone formation water (may be measured or inferred from existing literature, studies, nearby wells, etc.).

*VIII. Attach appropriate geologic data on the injection zone including appropriate lithologic detail, geologic name, thickness, and depth. Give the geologic name, and depth to bottom of all underground sources of drinking water (aquifers containing waters with total dissolved solids concentrations of 10,000 mg/l or less) overlying the proposed injection zone as well as any such sources known to be immediately underlying the injection interval.

IX. Describe the proposed stimulation program, if any.

*X. Attach appropriate logging and test data on the well. (If well logs have been filed with the Division, they need not be resubmitted).

*XI. Attach a chemical analysis of fresh water from two or more fresh water wells (if available and producing) within one mile of any injection or disposal well showing location of wells and dates samples were taken.

XII. Applicants for disposal wells must make an affirmative statement that they have examined available geologic and engineering data and find no evidence of open faults or any other hydrologic connection between the disposal zone and any underground sources of drinking water.

XIII. Applicants must complete the "Proof of Notice" section on the reverse side of this form.

XIV. Certification: I hereby certify that the information submitted with this application is true and correct to the best of my knowledge and belief.

NAME: John E. Anderson_____TITLE: Petroleum Engineer

SIGNATURE: John E Anderson_____DATE: 01/18/11

E-MAIL ADDRESS: janderson@celeroenergy.com

* If the information required under Sections VI, VIII, X, and XI above has been previous
Please show the date and circumstances of the earlier submittal: _____

Oil Conservation Division
Case No. 14612
Exhibit No. 5

DISTRIBUTION: Original and one copy to Santa Fe with one copy to the appropriate District

III. WELL DATA

A. The following well data must be submitted for each injection well covered by this application. The data must be both in tabular and schematic form and shall include:

(1) Lease name; Well No.; Location by Section, Township and Range; and footage location within the section.

(2) Each casing string used with its size, setting depth, sacks of cement used, hole size, top of cement, and how such top was determined.

(3) A description of the tubing to be used including its size, lining material, and setting depth.

(4) The name, model, and setting depth of the packer used or a description of any other seal system or assembly used.

Division District Offices have supplies of Well Data Sheets which may be used or which may be used as models for this purpose. Applicants for several identical wells may submit a "typical data sheet" rather than submitting the data for each well.

B. The following must be submitted for each injection well covered by this application. All items must be addressed for the initial well. Responses for additional wells need be shown only when different. Information shown on schematics need not be repeated.

(1) The name of the injection formation and, if applicable, the field or pool name.

(2) The injection interval and whether it is perforated or open-hole.

(3) State if the well was drilled for injection or, if not, the original purpose of the well.

(4) Give the depths of any other perforated intervals and detail on the sacks of cement or bridge plugs used to seal off such perforations.

(5) Give the depth to and the name of the next higher and next lower oil or gas zone in the area of the well, if any.

XIV. PROOF OF NOTICE

All applicants must furnish proof that a copy of the application has been furnished, by certified or registered mail, to the owner of the surface of the land on which the well is to be located and to each leasehold operator within one-half mile of the well location.

Where an application is subject to administrative approval, a proof of publication must be submitted. Such proof shall consist of a copy of the legal advertisement which was published in the county in which the well is located. The contents of such advertisement must include:

(1) The name, address, phone number, and contact party for the applicant;

(2) The intended purpose of the injection well; with the exact location of single wells or the Section, Township, and Range location of multiple wells;

(3) The formation name and depth with expected maximum injection rates and pressures; and,

(4) A notation that interested parties must file objections or requests for hearing with the Oil Conservation Division, 1220 South St. Francis Dr., Santa Fe, New Mexico 87505, within 15 days.

NO ACTION WILL BE TAKEN ON THE APPLICATION UNTIL PROPER PROOF OF NOTICE HAS BEEN SUBMITTED.

NOTICE: Surface owners or offset operators must file any objections or requests for hearing of administrative applications within 15 days from the date this application was mailed to them.

C-108 Application
Celero Enegy II, LP
Denton Devonian Waterflood Pilot Project

January, 2010

Pilot Project Lease Location: S/2 SW/4 of Section 25;
NW/4 & W/2 NE/4 of Section 36;
Both in Township 14 South, Range 37 East, NMPM

I. The purpose of the application is to request approval to convert the W. T. Mann "A" No. 2 well and the T. D. Pope "36" No. 10 well to water injection wells to test the waterflood potential in the Denton Devonian reservoir.

II. Celero Energy II, LP
400 W. Illinois
Suite 1601
Midland, Texas 79701
Contact Parties: Mr. John E. Anderson (817) 708-3814
Mr. David Catanach (505) 690-9453

III. Injection well data sheets and wellbore schematic diagrams showing the current and proposed wellbore configurations are attached.

IV. This is not an expansion of an existing project. ✓

V. Enclosed are maps that identify all wells/leases within a 2-mile radius of the proposed disposal well and a map that identifies the ½ mile "Area of Review" ("AOR").

VI. AOR well data is attached. Well construction data is included for all existing wells within the AOR that penetrate the Devonian formation. Also included are wellbore diagrams for each PA'd well and lateral well within the AOR. An examination of this data indicates that all AOR wells are adequately cased, cemented and/or plugged and abandoned in order to preclude the movement of fluid from the injection zone into other formations or fresh water aquifers.

VII. Data on the Proposed Operation:

1. The proposed average water injection rate is 20,000 BWPD and the proposed maximum injection rate is 20,000 BWPD for the T. D. Pope "36" No. 10 water injection well. The proposed average water injection rate is 20,000 BWPD and the proposed maximum injection rate is 20,000 BWPD for the W. T. Mann "A" No. 2 water injection well. If the average or maximum rates increase in the future, the Division will be notified.

2. The system will be closed.

3. Celero Energy II, LP will initially inject water into the subject well at a surface pressure that is in compliance with the Division's limit of 0.2 psi/ft., or 2,545 psi. Subsequent to obtaining approval for injection, a step rate injection test may be conducted on the subject well, if necessary, in order to obtain a higher surface injection pressure.

4. Produced water from the Denton-Devonian Pool originating from Celero Energy II, LP operated wells in this area will be injected into the subject well.

5. Injection is to occur into a formation that is oil productive.

VIII. Geologic Age: Devonian
Geologic Name: Devonian
Gross Thickness: 1,100 Feet
Lithology: Dolomite and Limestone
Refer to attached Denton Silurian/Devonian Stratigraphy, Type Log, and Structural Cross-Section.
USDW's: Ogallala is present at a maximum depth of 193'according to attached data obtained from the New Mexico State Engineer's Office. Geologic data indicates that the original oil/water contact within the Devonian reservoir occurs at a sub-sea depth between -8,900' and -8,950'.

IX. Well will be stimulated with 10,000 gals. of 15% HCL.

X. Logs were or will be filed at the time of drilling.

XI. Attached is a fresh water analysis obtained from a fresh water well located within one-mile of the W. T. Mann "A" well No. 2 and the T. D. Pope "36" No. 10 well. This water analysis shows total dissolved solids to be approximately 1,928 mg/l.

XII. Affirmative statement is enclosed.

XIII. Proof of Notice is enclosed.

INJECTION WELL DATA SHEET

OPERATOR: Celero Energy II, LP

WELL NAME & NUMBER: W T Mann A No. 2

WELL LOCATION:	660' FNL & 2310' FEL	B	36	14 South	37 East
	FOOTAGE LOCATION	UNIT LETTER	SECTION	TOWNSHIP	RANGE

WELLBORE SCHEMATIC

See Attached Wellbore Schematic

WELL CONSTRUCTION DATA

Surface Casing

Hole Size: 17 ¼" Casing Size: 13 3/8" @ 320'
Cemented with: 375 Sx. or _____ ft^3
Top of Cement: Surface Method Determined: Circulated

Intermediate Casing

Hole Size: 12 ¼" Casing Size: 9 5/8" @ 4,788'
Cemented with: 2400 Sx. or _____ ft^3
Top of Cement: 1310' Method Determined: T.S.

Production Casing

Hole Size: 8 3/4" Casing Size: 7" @ 12,629'
Cemented with: 600 Sx. or _____ ft^3
Top of Cement: 11,175' Method Determined: CBL

Liner (Proposed)

4 ½" Liner 12,300'-12,900' to be cemented w/100 Sx.

Current Total Depth: 12,639' Proposed Total Depth: 12,900'

Injection Interval

Devonian Formation: 12,376'-12,900' (Overall) Perforated

INJECTION WELL DATA SHEET

Tubing Size: 4 ½" 13.5#/11.6# L-80/K-55 Lining Material: Internally Plastic Coated

Type of Packer: Baker Hughes FAB-1 Retainer Production Packer

Packer Setting Depth: 12,295'

Other Type of Tubing/Casing Seal (if applicable): 4 ½" Liner at 12,300'-12,900' will be cemented w/100 Sx. cement and injection tubing will be landed w/seals in PBR @ 12,300'. Refer to attached liner hanger system diagrams for specifics.

Additional Data

1. Is this a new well drilled for injection: ____ Yes ____X____ No

   If no, for what purpose was the well originally drilled: Well was drilled in 1954 as an oil producer.

2. Name of the Injection Formation: Devonian

3. Name of Field or Pool (if applicable): Denton-Devonian Pool (16910)

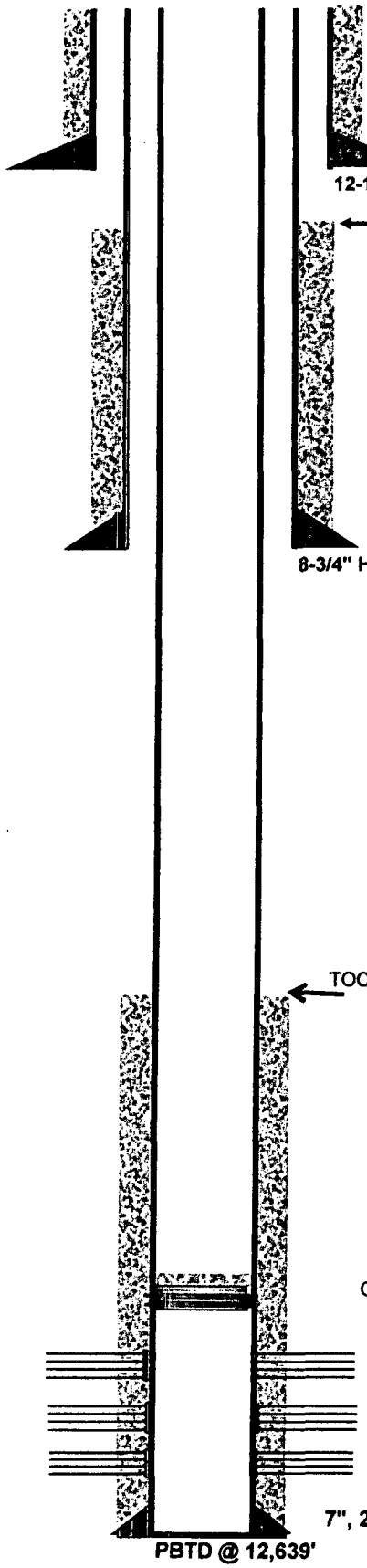
4. Has the well ever been perforated in any other zone(s)? List all such perforated intervals and give plugging detail, i.e. sacks of cement or plug(s) used.

   None

5. Give the name and depths of any oil or gas zones underlying or overlying the proposed injection zone in this area:

   Denton-Wolfcamp Pool (17290) (Depth Range: 9,000'-9,500')

W. T. Mann "A" # 2 660' FNL & 2310' FEL of Sec. 36, T14S, R37E, Unit Letter "B"



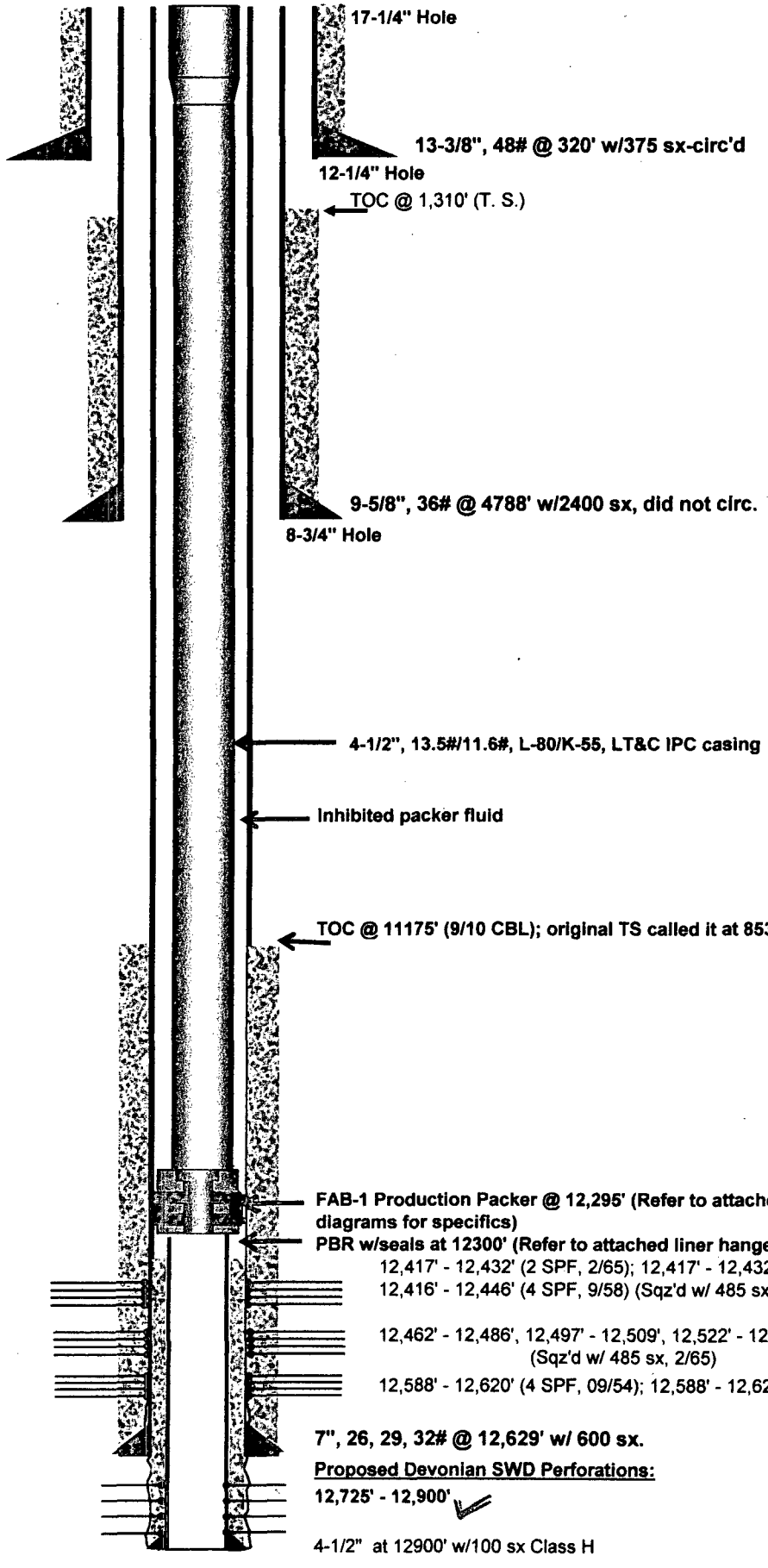
Spud: 6/7/54
Compl: 9/15/54
Elev: 3801'
API # 30-025-05204

Existing, 10/21/10

Anhy @ 2138'
T-salt @ 2240'
B-salt @ 3010'
Yates @ 3160'
San Andres @ 4688'
Glorieta @ 6194'
Tubbs @ 7334'
Abo @ 8042'
Wolfcamp @ 9335'
Miss @ 11493'
Devonian @ 12371'

7" casing-as run
Surf-1026', 32#
1026'-2022', 29#
2022'-7994', 26#
7994'-10602', 29#
10602'-12629', 32#

W. T. Mann "A" # 2 660' FNL & 2310' FEL of Sec. 36, T14S, R37E, Unit Letter "B"
PROPOSED SWD WELLBORE



Spud: 6/7/54
Compl: 9/15/54
Elev: 3801'
API # 30-025-05204

Proposed, 11/10

17-1/4" Hole

13-3/8", 48# @ 320' w/375 sx-circ'd

12-1/4" Hole

TOC @ 1,310' (T. S.)

Anhy @ 2138'
T-salt @ 2240'
B-salt @ 3010'
Yates @ 3160'
San Andres @ 4688'
Glorieta @ 6194'
Tubbs @ 7334'
Abo @ 8042'
Wolfcamp @ 9335'
Miss @ 11493'
Devonian @ 12371'

9-5/8", 36# @ 4788' w/2400 sx, did not circ.

8-3/4" Hole

4-1/2", 13.5#/11.6#, L-80/K-55, LT&C IPC casing

Inhibited packer fluid

TOC @ 11175' (9/10 CBL); original TS called it at 8530'

FAB-1 Production Packer @ 12,295' (Refer to attached liner hanger system diagrams for specifics)

PBR w/seals at 12300' (Refer to attached liner hanger system diagrams for specifics)

12,417' - 12,432' (2 SPF, 2/65); 12,417' - 12,432' (2 SPF, 3/06)
12,416' - 12,446' (4 SPF, 9/58) (Sqz'd w/ 485 sx 2/65)

12,462' - 12,486', 12,497' - 12,509', 12,522' - 12,533', (4 SPF, 9/54)
(Sqz'd w/ 485 sx, 2/65)

12,588' - 12,620' (4 SPF, 09/54); 12,588' - 12,620' (1 SPF, 3/06)

All perfs
Squeezed w/400 sx

7" casing-as run
Surf-1026', 32#
1026'-2022', 29#
2022'-7994', 26#
7994'-10602', 29#
10602'-12629', 32#

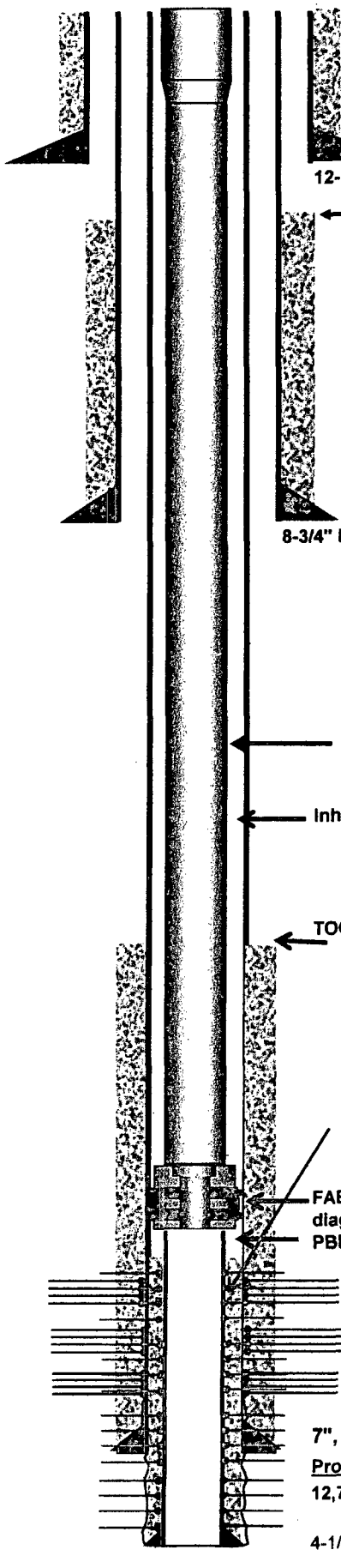
7", 26, 29, 32# @ 12,629' w/ 600 sx.

Proposed Devonian SWD Perforations:

12,725' - 12,900'

4-1/2" at 12900' w/100 sx Class H

W. T. Mann "A" # 2 660' FNL & 2310' FEL of Sec. 36, T14S, R37E, Unit Letter "B"
PROPOSED WATER INJECTION WELLBORE



Spud: 6/7/54
Compl: 9/15/54
Elev: 3801'
API # 30-025-05204

17-1/4" Hole

13-3/8", 48# @ 320' w/375 sx-circ'd

12-1/4" Hole

TOC @ 1,310' (T. S.)

Anhy @ 2138'
T-salt @ 2240'
B-salt @ 3010'
Yates @ 3160'
San Andres @ 4688'
Glorieta @ 6194'
Tubbs @ 7334'
Abo @ 8042'
Wolfcamp @ 9335'
Miss @ 11493'
Devonian @ 12371'

9-5/8", 36# @ 4788' w/2400 sx, did not circ.

8-3/4" Hole

4-1/2", 13.5#/11.6#, L-80/K-55, LT&C IPC casing

Inhibited packer fluid

TOC @ 11175' (9/10 CBL); original TS called it at 8530'

<u>Proposed Additional Devonian WIW Perforations:</u>
12,376' - 12,725'

FAB-1 Production Packer @ 12,295' (Refer to attached liner hanger system diagrams for specifics)

PBR w/seals at 12300' (Refer to attached liner hanger system diagrams for specifics)

12,417' - 12,432' (2 SPF, 2/65); 12,417' - 12,432' (2 SPF, 3/06)
12,416' - 12,446' (4 SPF, 9/58) (Sqz'd w/ 485 sx 2/65)
12,462' - 12,486', 12,497' - 12,509', 12,522' - 12,533', (4 SPF, 9/54) (Sqz'd w/ 485 sx, 2/65)
12,588' - 12,620' (4 SPF, 09/54); 12,588' - 12,620' (1 SPF, 3/06)

All perfs Squeezed w/400 sx

7" casing-as run
Surf-1026', 32#
1026'-2022', 29#
2022'-7994', 26#
7994'-10602', 29#
10602'-12629', 32#

7", 26, 29, 32# @ 12,629' w/ 600 sx.

<u>Proposed Devonian SWD Perforations:</u>
12,725' - 12,900'

4-1/2" at 12900' w/100 sx Class H

4–1/2" 13.5# X 7" 32# LINER HANGER SYSTEM

CUSTOMER: CELERO ENERGY

DRAWING NO. 85FA47 TOL Isolation Celero WAMann a 2 SWD

APPROVED BY: MIKE METZA

DRAWN BY: JAY HARDESTY

COUNTRY: USA FIELD: DENTON

QUOTATION NO. JH11010028 WELL NO. WA MANN "A" #2SWDDATE: 02–01–11

Baker Oil Tools

MAX. O.D.	MIN. I.D.	WELL SCHEMATIC	DESCRIPTION	LENGTH	DEPTH
5.000"	3.920"		INJECTION TUBING SIZE: 4–1/2" THREADS: 4–1/2" 13.5 LBS/FT LTC MATERIAL: 80 KSI MYS		
5.563"	3.920"		(2) CROSSOVER BUSHING SIZE: 4–1/2" THREADS: 4–1/2" 13.5 LBS/FT LTC BOX X 12.75 LBS/FT EU PIN MATERIAL: 80 KSI MYS PRODUCT FAMILY: 454–56		
5.563"	3.875"		(3) "K–22" ANCHOR TUBING SEAL NIPPLE SIZE: 81FA47 THREADS: 4–1/2" 12.75 LBS/FT EU BOX & CHAMFERED MATERIAL: 80 KSI MYUS PRODUCT FAMILY:		
5.687"	4.000"		(4) FAB–1 RETAINER PRODUCTION PACKER WITH 70 HD ELEMENT SIZE: 83FA47 THREADS: NA MATERIAL: 80 KSI MYS PRODUCT FAMILY: 427–02		
5.687"	4.000"		(5) "B" GUIDE TO SEAL ASSEMBLY 5" 18 LBS/FT LTC PIN DOWN SIZE: 40' MATERIAL: 80 KSI MYS PRODUCT FAMILY: 299–69		
			NOTE: ALL FLOW WETTED AREAS TO BE INTERNALLY AND EXTERNALLY NICKEL PLATED		
5.563"	4.044"		(6) PBR SEAL ASSEMBLY WITH 3 SETS OF MOLYGLASS SEALS SIZE: 5–1/4" THREADS: 5" 18 LBS/FT LTC BOX X 1/2 MULESHOE MATERIAL: 80 KSI MYS PRODUCT FAMILY:		
7.656"	6.094"		CASING (DRIFT: 5.969") 7" 32 LBS/FT SET @ 12,629' 80 KSI MYS		
5.750"	4.276"		(7) EXISTING SETTING SLEEVE, BAKER TYPE "RH" WITH 6' TIEBACK EXTENSION (5.750" OD X 5.250" ID) SIZE: 5" 18 LBS/FT X 7" 26 – 32LBS/FT THREADS: 5" 18 LBS/FT LTC DOWN MATERIAL: 110 KSI MYS PRODUCT NO: 295–31–3002		

4-1/2" 13.5# X 7" 32# LINER HANGER SYSTEM

CUSTOMER: CELERO ENERGY

DRAWING NO. 4.5X7.0_Liner_Celero_WAMann a 2 SWD
APPROVED BY: MIKE METZA
DRAWN BY: JAY HARDESTY

COUNTRY: USA FIELD: DENTON

QUOTATION NO. JH11010028 WELL NO. WA MANN "A" #2SWDDATE: 01-31-11

BAKER HUGHES

Baker Oil Tools

MAX. O.D.	MIN. I.D.	WELL SCHEMATIC	DESCRIPTION	LENGTH	DEPTH
5.13	NA		(7) PUMP DOWN PLUG 1.812" NOSE OD SIZE: 2.000" MIN ID X 4.892" MAX ID THREADS: NA MATERIAL: NITRILE PRODUCT NO: 270-20-0056		
4.750"	2.500"		(R1) LIFT NIPPLE WITH JUNK BONNET SIZE: 3-1/2" X 14' THREADS: 3-1/2" IF BOX X PIN MATERIAL: 110 KSI MYS PRODUCT NO: 265-20-0004		
5.250"	2.500"		(R2) SLEEVE TYPE CEMENTING PACKOFF ASSEMBLY SIZE: 5-1/4" THREADS: 3-1/2" IF BOX X PIN MATERIAL: 110 KSI MYS PRODUCT FAMILY: 276-03-0045		
5.187"	2.000"		(R3) RH LINER SETTING TOOL SIZE: 5" WITH 4.646" OD FLOAT NUT THREADS: 3-1/2" IF BOX X 2-3/8" 8 RL BOX MATERIAL: 110 KSI MYS PRODUCT NO: 265-23-0100		
5.750"	4.276"		(1) SETTING SLEEVE, BAKER TYPE "RH" WITH 6' TIEBACK EXTENSION (5.750" OD X 5.250" ID) SIZE: 5" 18 LBS/FT X 7" 26 - 32LBS/FT THREADS: 5" 18 LBS/FT LTC DOWN MATERIAL: 110 KSI MYS PRODUCT NO: 295-31-3002		
3.375"	2.000"		(R4) LINER WIPER PLUG SWIVEL SIZE: THREADS: 2-3/8" EU PIN UP MATERIAL: 110 KSI MYS PRODUCT FAMILY: 267-02-0026		
5.875"	4.276"		(2) HYFLO "111" RIGHT-HAND SET LINER HANGER SIZE: 5" 18 LBS/FT X 7" 26 - 32 LBS/FT THREADS: 5" 18 LBS/FT LTC PIN X PIN MATERIAL: 110 KSI MYS PRODUCT FAMILY: 292-33-0067-MOD		
4.220"	1.812"		(8) LINER WIPER PLUG TYPE "I" FOR 3.752" MIN ID 4.029" MAX ID WITH 3.687" OD STABILIZER SIZE: 4-1/2" 12.6 - 15.10 LBS/FT THREADS: NA MATERIAL: NITRILE PRODUCT NO: 269-21-0048		
4.276"	3.920"		(3) CROSSOVER BUSHING SIZE: 5" X 4-1/2" THREADS: 5" 18# LTC BOX X 4-1/2# 13.5 LTC PIN MATERIAL: 110 KSI MYS PRODUCT NO: 299-89		
7.656"	6.094"		CASING (DRIFT: 5.969") 7" 32 LBS/FT SET @ 12,629' 80 KSI MYS		
5.000"	3.920"		(4) LANDING COLLAR, BAKER TYPE "I" WITH BAFFLE PLATE SIZE: 4-1/2" 13.5 LBS/FT THREADS: 4-1/2" 13.5 LBS/FT LTC BOX X PIN MATERIAL: 110 KSI MYS PRODUCT FAMILY:		
5.000"	3.920"		(5) WEATHERFORD GEMOCO CEMENT FILLED FLOAT COLLAR SIZE: 4-1/2" 13.5 LBS/FT THREADS: 4-1/2" 13.5 LBS/FT LTC BOX X PIN MATERIAL: 110 KSI MYS PRODUCT NO:		
5.000"	3.920"		( ) LINER SET @ 12,300' - 12,900' SIZE: 4-1/2" 13.5 LBS/FT (DRIFT 3.795") THREADS: 4-1/2" 13.5 LBS/FT LTC MATERIAL: 110 KSI MYS PRODUCT NO:		
5.000"	3.920"		( ) SHOE TRACK - 3 JOINTS SIZE: 4-1/2" 13.5 LBS/FT THREADS: 4-1/2" 13.5 LBS/FT LTC MATERIAL: 110 KSI MYS PRODUCT NO:		
5.000"	3.920"		(6) WEATHERFORD GEMOCO CEMENT FILLED FLOAT SHOE SIZE: 4-1/2" 13.5 LBS/FT THREADS: 4-1/2" 13.5 LBS/FT LTC BOX MATERIAL: 110 KSI MYS		

Side 1

INJECTION WELL DATA SHEET

OPERATOR: Celero Energy II, L P

WELL NAME & NUMBER: T. D. Pope "36" #10

WELL LOCATION: 350' FNL & 990' FWL	D	36	T14S	R37E
FOOTAGE LOCATION	UNIT LETTER	SECTION	TOWNSHIP	RANGE

WELLBORE SCHEMATIC *(See Attached)*

WELL CONSTRUCTION DATA (PROPOSED)

Surface Casing

Hole Size: 17-1/4" Casing Size: 13-3/8" @ 350'

Cemented with: 600 sx. *or* _____ ft^3

Top of Cement: Surface Method Determined: Circulated

Intermediate Casing

Hole Size: 12-1/4" Casing Size: 9-5/8" @ 4800'

Cemented with: 1,150 sx *or* _____ ft^3

Top of Cement: Surface Method Determined: Circulated

Production Casing

Hole Size: 8-3/4" Casing Size: 7" @12,100'

Cemented with: 1,700 sx. *or* _____ ft^3

Top of Cement: 4700' Method Determined: CBL

Total Depth: 12,750'

Injection Interval

12,175' to 12,720' (Open Hole) ✓

(Perforated or Open Hole; indicate which)

INJECTION WELL DATA SHEET

Tubing Size: 4-1/2"/ 11.6# & 13.5#/ L-80 Lining Material: Internally Plastic Coated

Type of Packer: Arrowset 1X

Packer Setting Depth: 12,125'

Other Type of Tubing/Casing Seal (if applicable): _____

Additional Data

1. Is this a new well drilled for injection? ___X___Yes _____No

   If no, for what purpose was the well originally drilled? _____

   _____

2. Name of the Injection Formation: Devonian

3. Name of Field or Pool (if applicable): Denton – Devonian Pool (16910)

4. Has the well ever been perforated in any other zone(s)? List all such perforated intervals and give plugging detail, i.e. sacks of cement or plug(s) used. No _____

   _____

5. Give the name and depths of any oil or gas zones underlying or overlying the proposed injection zone in this area: Denton – Wolfcamp Pool (17290) (9,000' – 9,500') _____

   _____

   _____

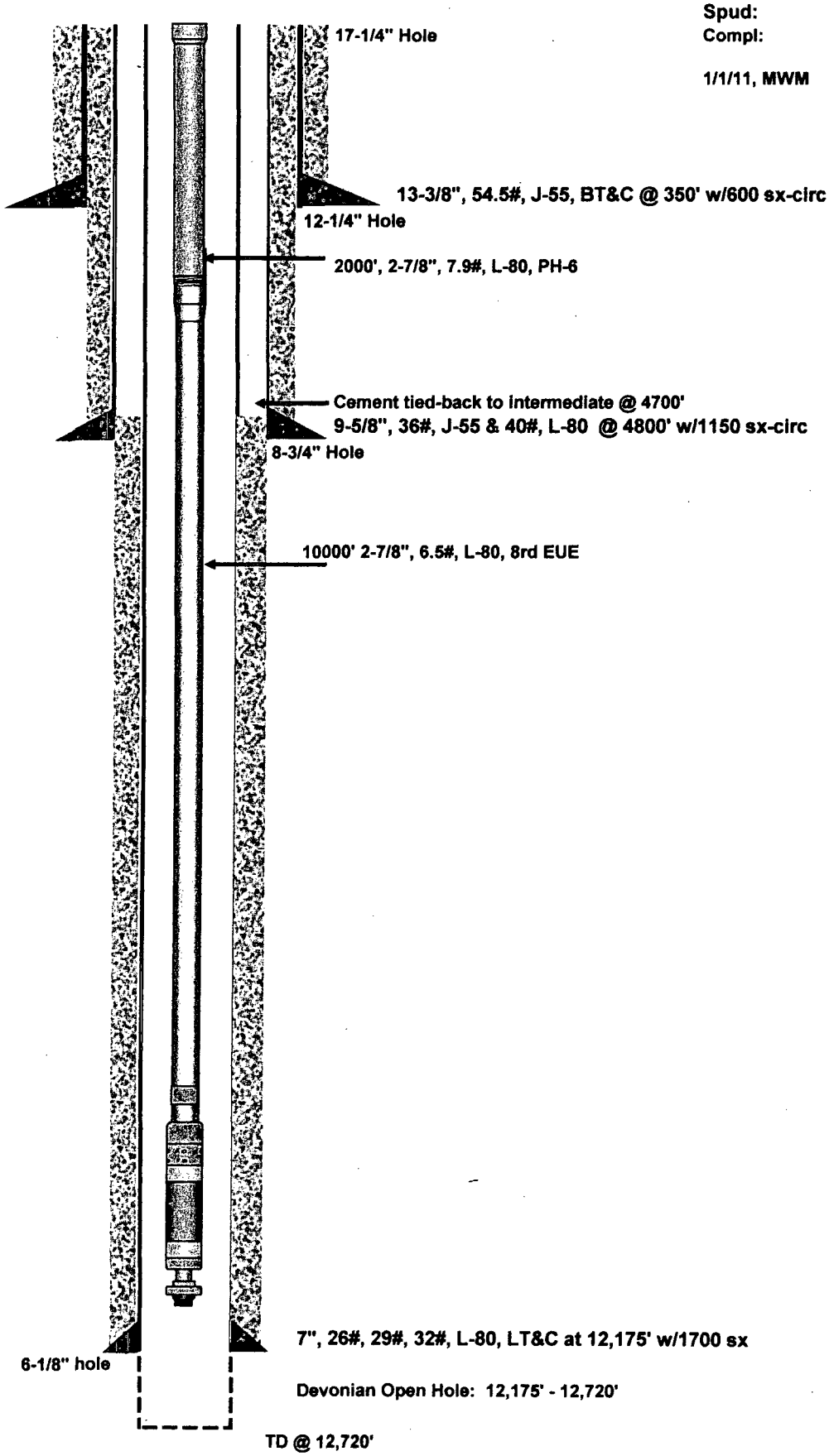
   _____

T. D. Pope "36" # 10 - 350' FNL & 990' FWL of Sec. 36, T-14S, R-37E, Unit Letter "D"
PROPOSED PRODUCTION WELLBORE

API # 30-025-39999

ELEV: 3805' GL
Spud:
Compl:

1/1/11, MWM

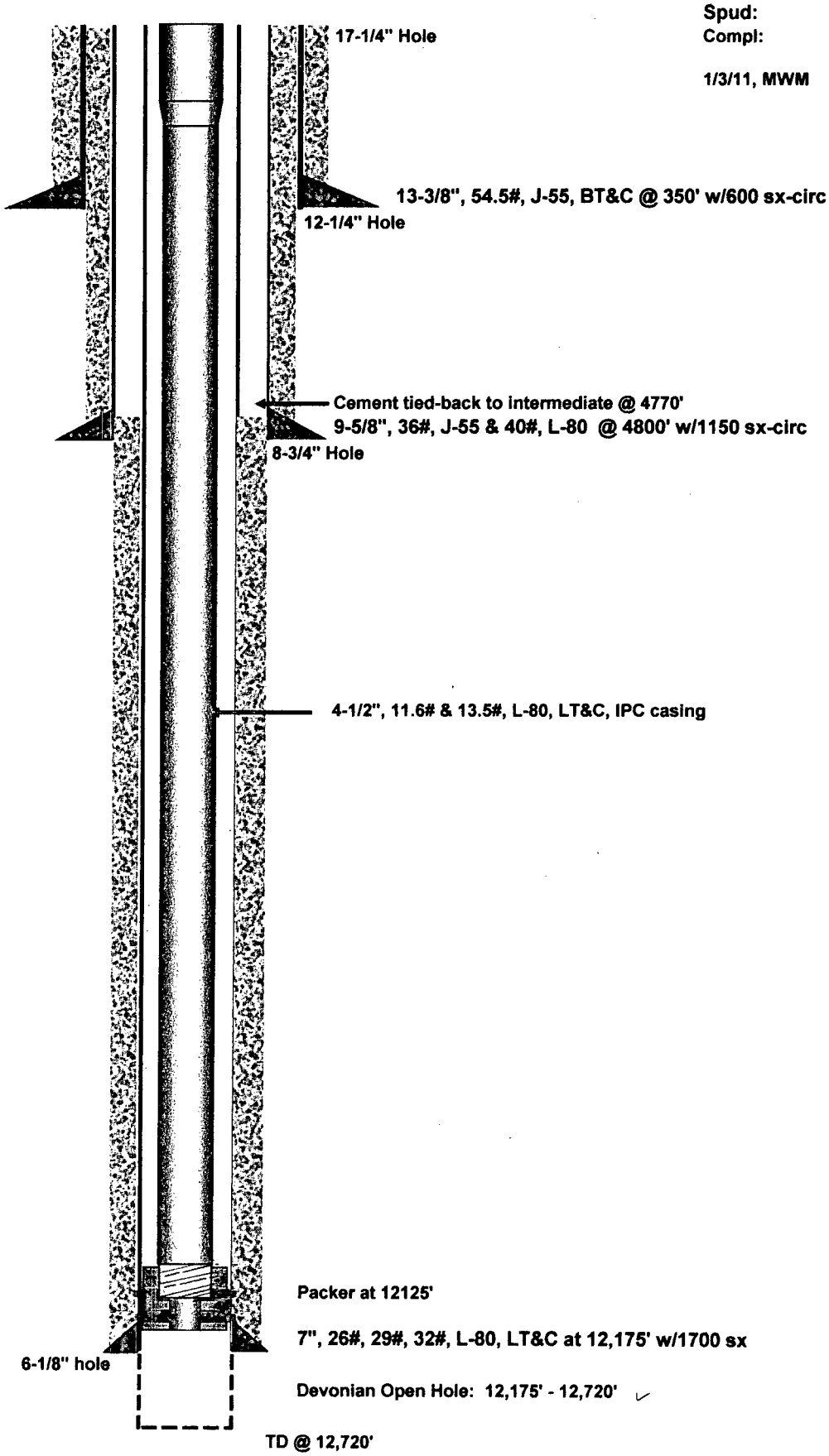


T. D. Pope "36" # 10 - 350' FNL & 990' FWL of Sec. 36, T-14S, R-37E, Unit Letter "D"
PROPOSED WATER INJECTION WELLBORE

API # 30-025-39999

ELEV: 3805' GL
Spud:
Compl:

1/3/11, MWM



C-108 Application

Celero Energy II, LP

Denton Devonian Waterflood Pilot Project

Tract 1. T. D. Pope 35 Lease

Tract 2. T.D. Pope 26 Lease

Tract 3. T.D. Pope 36 Lease

Tract 4. Buckley Lease

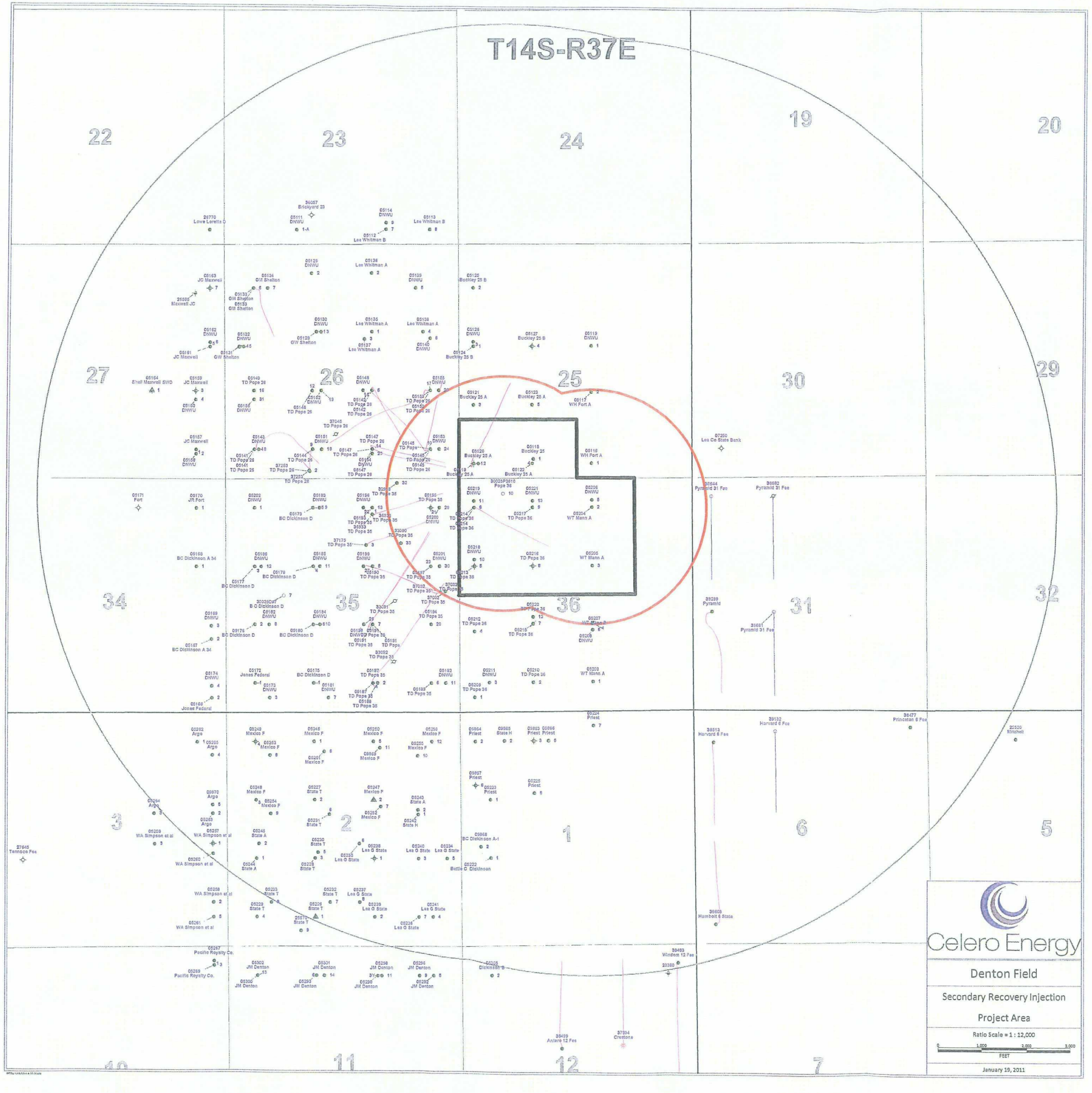
Tract 5. Fort Lease

Tract 6. Mann Lease

Tract 7. Hinkley Lease

Tract 8. Bryce/Appleton Lease

T14S-R37E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Celero Energy
Denton Field
Secondary Recovery Injection
Project Area
Ratio Scale = 1 : 12,000
0
1,000
2,000
3,000
FEET
January 19, 2011

CELERO ENERGY II, LP
AREA OF REVIEW WELL DATA (Section VI)
DENTON DEVONIAN WATERFLOOD PILOT PROJECT

Unit/ Lease	Well No.	Operator	Original Well Name & No.	API Number	Location					Current Well Type	D&C (mo/yr)	Surf. Hole Size (in)	Surface Csg - Size/ Wt. (in/#)	Casing Setting Depth (ft)	Sacks of Cmt	Top of Cmt (ft)	Method	Inter. Hole Size (in)	Inter. Csg - Size/ Wt. (in/#)	Casing Setting Depth (ft)	Sacks of Cmt	Top of Cmt (ft)	Method	Prodn Hole Size (in)	Prodn Csg - Size/ Wt. (in/#)	Casing Setting Depth (ft)	Sacks of Cmt	Top of Cmt (ft)	Method	Cased or Open Hole	Vertical Well TD (ft)	Well Status	Last Prodn (mo/yr)	Perforated/ Open Hole Intervals (ft-ft overall)		Comment
					Footage	40-acre Loc.	Sec.	Town-ship	Range																									Devonian	Wolfcamp	
Buckley "25" A	1	Celero Energy II, LP	Buckley A #1	30025051180000	330' FSL & 330' FWL	M	25	T14S	R37E	Prod	10/53	15	13.375/48	373	350	Surf	Circulated	11	8.625/26,32	4746	2500	Surf	Circulated	7.875	5.5/15.5, 17	12281	1300	7450	Temp Survey	Both	12,595	Active	----	12,188' - 12,595' Perf and O. H. Vertical (Sqz'd w/ 1150 sx cmt 03-05)	----	Single Lateral - Schematic Attached
			Lateral BHL:		2221' FSL & 1219' FWL	L	25	T14S	R37E																									12,290' - 14,451' O. H. lateral to NE 03-05 (2,161')	----	
Denton North Wolfcamp Unit Tract 12	2	Stephens & Johnson	Buckley A # 2	30025051200000	330' FSL & 430' FWL	M	25	T14S	R37E	Injector	12/53	Active Wolfcamp injection well. Total Depth: 9,360'. Did not penetrate Devonian injection interval.																			O. H.	9,360	Active	----	----	9,212' - 9,360' O. H. Vertical (OBO)	Wolfcamp OBO
Buckley "25" A	3	Celero Energy II, LP	Buckley #3-A	30025051210000	1650' FSL & 330' FWL	L	25	T14S	R37E	Prod	03/54	17.5	13.375/48	342	350	Surf	Circulated	11	8.625/32	4772	3000	Surf	Circulated	7.875	5.5/17, 20	12247	800	6800	Calculated	Both	12,706	Active	----	12,237' - 12,706' Perf and O. H. Vertical	----	Vertical
Buckley "25" A	4	Celero Energy II, LP	Buckley A #4	30025051220000	330' FSL & 1650' FWL	N	25	T14S	R37E	Prod	04/54	17.5	13.375/48	338	400	Surf	Circulated	11	8.625/32	4749	2450	Surf	Circulated	7.875	5.5/17, 20	12291	870	8220	Temp Survey	O. H.	12,687	Active	----	12,291' - 12,687' O. H. Vertical	----	Vertical
Buckley	1	Harvard Petroleum Co	Buckley # 1	30025051150000	430' FSL & 1670' FWL	N	25	T14S	R37E	Prod	09/56	Active Wolfcamp producing well. Total Depth: 9,460'. Did not penetrate Devonian injection interval.																			Cased	9,460	Active	----	----	9,273' - 9,430' Perf Vertical (OBO)	Wolfcamp OBO
Denton North Wolfcamp Unit Tract 12	5	Stephens & Johnson	Buckley A #5	30025051230000	1650' FSL & 1650' FWL	K	25	T14S	R37E	Prod	10/54	17.25	13.375/48	340	375	Surf	Circulated	12.25	8.625/32	4730	2200	Surf	Circulated	7.875	5.5/17, 20	12321	1000	7440	Temp Survey	O. H.	12,600	Active	04/61	12,321' - 12,600' O. H. Vertical (Plugged back w/ CIBP @ 12,300' 04-61)	9,270' - 9,466' Perf Vertical (OBO)	Wolfcamp OBO
Denton North Wolfcamp Unit Tract 10	1	Mobil Oil Corp	WH Fort "A" #1	30025051160000	330' FSL & 2330' FEL	O	25	T14S	R37E	Prod	11/54	17.5	13.375/36	355	310	Surf	Circulated	12.25	9.625/36, 40	4750	463	1735	Calculated	7.875	5.5/17, 20	12669	460	9536	Calculated	Cased	12,669	P&A	02/62	12,444' - 12,508' Perf Vertical (P&A 11-76)	9,325' - 9,360' Perf Vertical (P&A 11-76)	P&A - Vertical - Schematic Attached
Denton North Wolfcamp Unit Tract 10	2	Mobil Oil Corp	WH Fort "A" #2	30025051170000	1930' FSL & 2310' FEL	J	25	T14S	R37E	Prod	03/55	17.5	13.375/36	350	310	Surf	Circulated	12.25	9.625/36, 40	4723	463	1748	Calculated	7.875	5.5/15.5, 17	12741	560	8927	Calculated	Cased	12,741	P&A	06/60	12,554' - 12,604' Perf Vertical (P&A 11-76)	9,352' - 9,500' Perf Vertical (P&A 11-76)	P&A - Vertical - Schematic Attached
TD Pope "26"	10	Celero Energy II, LP	TD Pope #10	30025051450000	660' FSL & 660' FEL	P	26	T14S	R37E	Prod	04/53	17.5	13.375/68	452	450	Surf	Circulated	11	8.625/32	4840	2904	Surf	Circulated	7.875	5.5/17, 20	12637	850	6848	Calculated	Cased	12,637	Active	----	12,051' - 12,607' Perf Vertical (Sqz'd w/ 350 sx cmt 04-05)	----	Dual Lateral - Schematic Attached
			Lateral BHL:		2310' FSL & 338' FEL	I	26	T14S	R37E																									12,526' - 14,347' O. H. lateral to NE 05-05 (1821') (Sqz'd w/ 1175 sx cmt (04-05)	----	
			Lateral BHL:		1988' FSL & 2507' FEL	J	26	T14S	R37E																									12,526' - 14,390' O. H. lateral to NW 05-05 (1864')	----	
Denton North Wolfcamp Unit Tract 6	24	Mobil Oil Corp	TD Pope #24	30025051530000	660' FSL & 460' FEL	P	26	T14S	R37E	Injector	08/53	P&A'd Wolfcamp injection well 10-82. Total Depth: 9,390'. Did not penetrate Devonian injection interval.																			Cased	9,390	P&A	?	----	9,225' - 9,388' Perf Vertical (P&A 12-82)	P&A Wolfcamp OBO
TD Pope "26"	14	Celero Energy II, LP	TD Pope #14	30025051470000	660' FSL & 1980' FEL	O	26	T14S	R37E	Prod	06/53	17.5	13.375/48	462	550	Surf	Circulated	11	8.625/32	4850	2510	Surf	Circulated	7.875	5.5/17, 20	12635	1100	7570	Temp Survey	Cased	12,635	Active	----	12,112' - 12,544' Perf Vertical (Sqz'd w/ 1350 sx cmt 11-04)	----	Triple Lateral - Schematic Attached
			Lateral BHL:		353' FSL & 331' FEL	P	26	T14S	R37E																									12,536' - 14,323' O. H. lateral to SE 05-05 (1787')	----	
			Lateral BHL:		333' FSL & 332' FEL	P	26	T14S	R37E																									12,381' - 14,190' O. H. lateral to SE 05-05 (1809')	----	
			Lateral BHL:		353' FSL & 331' FEL	P	26	T14S	R37E																									12,190' - 13,994' O. H. lateral to SE 05-05 (1804')	----	
TD Pope "26"	17	Celero Energy II, LP	TD Pope #17	30025051500000	1980' FSL & 660' FEL	I	26	T14S	R37E	Prod	07/53	17.5	13.375/48	452	500	Surf	Circulated	11	8.625/32	4824	2380	Surf	Circulated	7.875	5.5/17, 20	12640	912	8305	Temp Survey	Cased	12,640	Active	----	12,161' - 12,600' Perf Vertical (Sqz'd w/ 600 sx cmt 12-04)	----	Single Lateral - Schematic Attached
			Lateral BHL:		808' FSL & 2934' FEL	N	26	T14S	R37E																									12,524' - 15,001' O. H. lateral to SW 02-05 (2477')	----	
Denton North Wolfcamp Unit Tract 6	28	Stephens & Johnson	TD Pope #28	30025051550000	1980' FSL & 460' FEL	I	26	T14S	R37E	Prod	11/53	P&A'd Wolfcamp producing well 12-05. Total Depth: 9,446'. Did not penetrate Devonian injection interval.																			Cased	9,446	P&A		----	9,258' - 9,415' Perf Vertical (P&A 12-05) (OBO)	P&A Wolfcamp OBO
TD Pope "26"	6	Celero Energy II, LP	TD Pope #6	30025051420000	1980' FSL & 1980' FEL	J	26	T14S	R37E	Prod	01/53	17.5	13.375/36, 48	470	550	Surf	Circulated	12.25	9.625/36, 40	4828	2650	850	Temp Survey	7.875	5.5/17, 20	12630	1440	7770	Temp Survey	Cased	12,630	Active	----	12,096' - 12,613' Perf Vertical (Sqz'd w/ 930 sx cmt 02-05)	----	Single Lateral - Schematic Attached
			Lateral BHL:		833' FSL & 1251' FEL	P	26	T14S	R37E																									12,312' - 13,793' O. H. lateral to SE 06-05 (1481')	----	
TD Pope "35"	1	Celero Energy II, LP	TD Pope "35" #1	30025369330000	810' FNL & 1980' FEL	B	35	T14S	R37E	Prod	12/04	17.5	13.375/48	425	375	Surf	Circulated	12.25	9.625/36, 40	4700	2558	Surf	Circulated	8.75	7/23,26	12804	2045	Surf	Circulated	Cased	12,804	Active	----	12,036' - 12,060' Perf Vertical (Sqz'd w/ 95 sx cmt 03-05)	----	Dual Lateral - Schematic Attached
			Lateral BHL:		331' FNL & 349' FEL	A	35	T14S	R37E																									12,550' - 14,346' O. H. Lateral to NE 03-05 (1796')	----	
			Lateral BHL:		Cannot locate directional survey for	H	35	T14S	R37E																									12,384' - 14,380' O. H. Lateral to SE 05-05 (1996')	----	
TD Pope "35"	3	Celero Energy II, LP	TD Pope "35" #3	30025371750000	1505' FNL & 2120' FEL	G	35	T14S	R37E	Prod	04/05	17.5	13.375/48	402	500	Surf	Circulated	12.25	9.625/40	4870	2400	Surf	Circulated	8.75	7/26	12873	800	6593	Calculated	Cased	12,908	Shut-in	08/10	12,360' - 12,460' Perf Vertical 10-05	----	Single Lateral - Schematic Attached
			Lateral BHL:		968' FNL & 777' FEL	A	35	T14S	R37E																									12,513' - 13,951' O. H. Lateral to NE (1438')	----	
TD Pope "35"	2	Celero Energy II, LP	TD Pope "35" #2	30025370320000	2550' FNL & 330' FEL	H	35	T14S	R37E	Prod	04/05	17.5	13.375/48	415	425	Surf	Circulated	12.25	9.625/40	4580	2400	Surf	Circulated	8.75	7/26	12830	2100	Surf	Calculated	Cased	12,830	Active	----	Well drilled and completed as a lateral well	----	Dual Lateral - Schematic Attached
			Lateral BHL:		1959' FNL & 2128' FEL	G	35	T14S	R37E																									12,308' - 14,218' O. H. lateral to the West 06-05 (1910') (Sqz'd 06-05)	----	
			Lateral BHL:		1952' FNL & 2125' FEL	G	35	T14S	R37E																									12,558' - 14,467' O. H. lateral to the West 06-05 (1909')	----	
TD Pope "35"	21	Celero Energy II, LP	TD Pope #21	30025051950000	660' FNL & 660' FEL	A	35	T14S	R37E	Prod	08/53	17.5	13.375/48	425	550	Surf	Circulated	11	8.625/32	4821	3246	Surf	Calculated	7.875	5.5/17	12635	950	6166	Calculated	Cased	12,635	Shut-in	02/74	12,060' - 12,585' Perf Vertical (Plugged back 10-85); P&A'd well in 01-99; left fish in wellbore during re-entry in 04-05.	----	Shut-In Vertical
Denton North Wolfcamp Unit Tract 6	29	Stephens & Johnson	TD Pope #29	30025052000000	660' FNL & 460' FEL	A	35	T14S	R37E	Prod	10/53	Active Wolfcamp producing well. Total Depth: 9,350'. Did not penetrate Devonian injection interval.																			Cased	9,350	Active	----	----	9,214' - 9,242' Perf Vertical (OBO)	Wolfcamp OBO
TD Pope "35"	23	Stephens & Johnson	TD Pope #23	30025051970000	1980' FNL & 660' FEL	H	35	T14S	R37E	Prod	08/53	17.5	13.375/48	467	500	Surf	Calculated	11	8.625/32	4850	3069	Surf	Calculated	7.875	5.5/17, 20	12630	775	7352	Calculated	Cased	12,630	P&A	08/74	12,064' - 12,556' Perf Vertical (P&A 10-92)	----	P&A - Vertical - Schematic Attached
Denton North Wolfcamp Unit Tract 6	30	Stephens & Johnson	TD Pope #30	30025052010000	1980' FNL & 460' FEL	H	35	T14S	R37E	Injector	10/53	P&A'd Wolfcamp injection well 06-09. Total Depth: 9,370'. Did not penetrate Devonian injection interval.																			Cased	9,370	P&A	01/09	----	9,179' - 9,326' Perf Vertical (P&A 06-09) (OBO)	P&A Wolfcamp OBO
TD Pope "35"	32	Stephens & Johnson	TD Pope "35" #32	30025329180000	103' FNL & 1431' FEL	B	35	T14S	R37E	Prod	04/95	17.5	13.375/54.5	363	400	Surf	Circulated	11	8.625/32	4820	1500	Surf	Calculated	7.875	5.5/17	12550	1230	6725	CBL	Cased	12,550	Active	12/99	11,965' - 12,453' Perf Vertical (Plugged back w/ CIBP @ 9,903' 04-00)	9,185' - 9,252' Perf Vertical (OBO)	Wolfcamp OBO
TD Pope "35"	33	Stephens & Johnson	TD Pope "35" #33	30025330900000	1458' FNL & 1347' FEL	G	35	T14S	R37E	Prod	01/96	17.5	13.375/48	396	475	Surf	Circulated	11	8.625/32	4801	1450	Surf	Circulated	7.875	5.5/17, 20	13160	1475	6100	CBL	Cased	13,160	Active	02/98	12,022' - 12,678' Perf Vertical (Plugged back w/ CIBP @ 9,962' 04-00)	9,184' - 9,246' Perf Vertical (OBO)	Wolfcamp OBO (Injector)
TD Pope "35"	7	Celero Energy II, LP	TD Pope #7	30025051910000	1980' FSL & 1980' FEL	J	35	T14S	R37E	Prod	01/53	17.5	13.375/48	437	550	Surf	Circulated	12.25	9.625/35, 40	4768	2940	Surf	Circulated	7.875	5.5/17, 20	12630	910	7585	Temp Survey	Cased	12,630	Active	----	12,287' - 12,628' Perf Vertical (Sqz'd w/ 1150 sx cmt 02-05)	----	Dual Lateral - Schematic Attached
			Lateral BHL:		1212' FNL & 689' FEL	A	35	T14S	R37E																									12,379' - 14,998' O. H. lateral to NE 04-05 (2619')	----	
			Lateral BHL:		1215' FNL & 682' FEL	A	35	T14S	R37E																									12,384' - 15,005' O. H. lateral to NE 05-05 (2621')	----	
TD Pope "35"	4	Celero Energy II, LP	TD Pope #4	30025051870000	660' FSL & 1980' FEL	O	35	T14S	R37E	Prod	05/51	17.5	13.376/48	411	425	Surf	Circulated	12.25	8.625/32	4746	2899	Surf	Circulated	7.875	5.5/17, 20	12487	1768	930	Temp Survey	Both	12,702	Active	----	12,334' - 12,597' Perf & O. H. Vertical (Sqz'd w/ 1180 sx cmt 04-05)	----	Single Lateral - Schematic Attached
			Lateral BHL:		2902' FSL & 346' FEL	H	35	T14S	R37E																									12,514' - 15,465' O. H. lateral to NE 06-05 (2951'); Plugged back lateral to 13,503' w/ 175 sx cmt 03-07	----	
TD Pope "36"	5	Celero Energy II, LP	TD Pope #5	30025052130000	1980' FNL & 330' FWL	E	36	T14S	R37E	Prod	09/53	17.25	13.375/48	311	350	Surf	Circulated	12.75	9.625/36, 40	4747	2454	Surf	Calculated	8.75	7/29	12642	700	8585	Temp Survey	Cased	13,800	Active	----	12,128' - 12,639' Perf Vertical	----	Vertical

ELERO ENERGY II, LP
REA OF REVIEW WELL DATA (Section VI)
ENTON DEVONIAN WATERFLOOD PILOT PROJECT

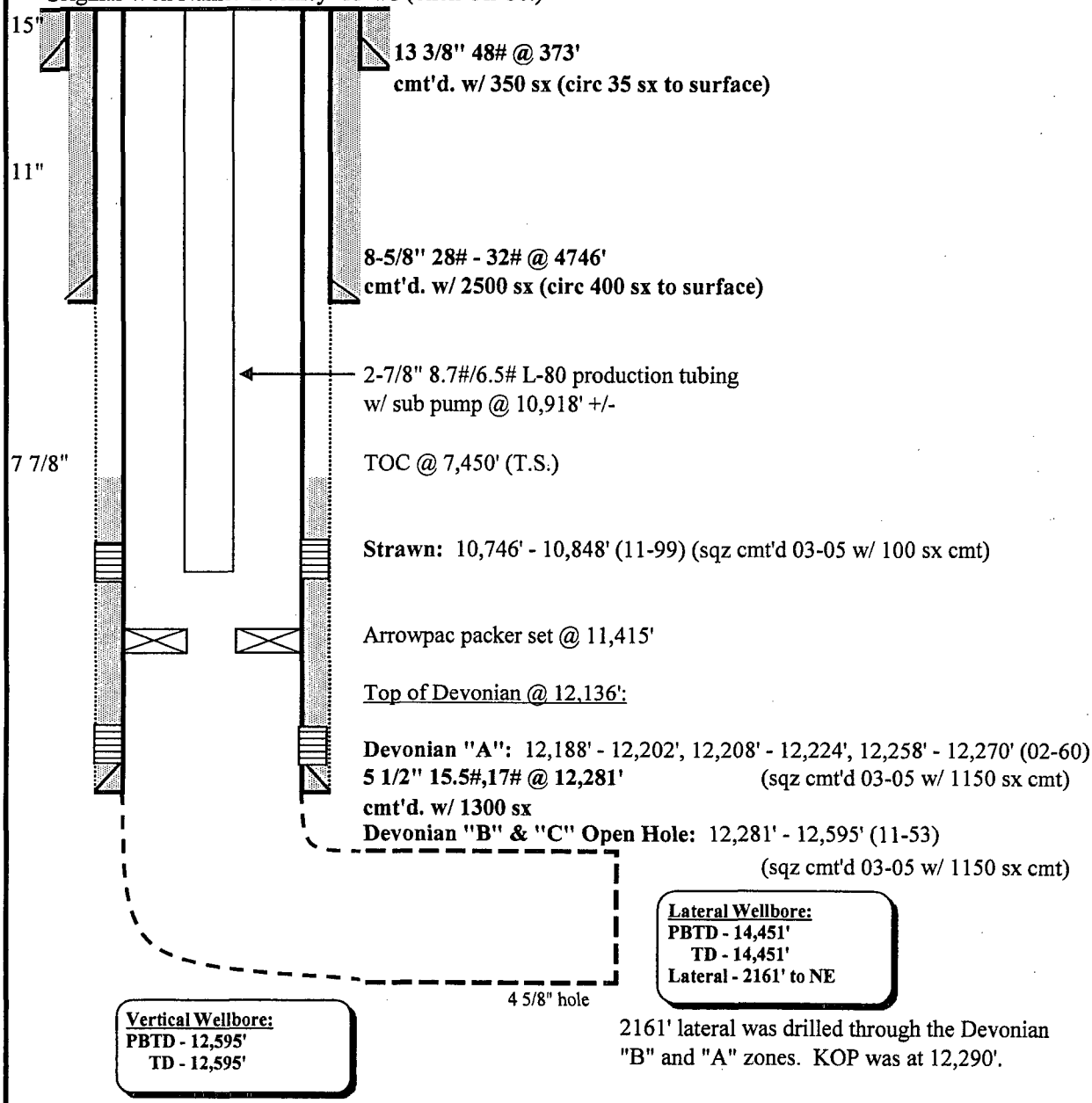
Unit/ Lease	Well No.	Operator	Original Well Name & No.	API Number	Location					Current Well Type	D&C (mo/yr)	Surf. Hole Size (in)	Surface Csg - Size/ Wt. (in/#)	Casing Setting Depth (ft)	Sacks of Cmt	Top of Cmt (ft)	Method	Inter. Hole Size (in)	Inter. Csg - Size/ Wt. (in/#)	Casing Setting Depth (ft)	Sacks of Cmt	Top of Cmt (ft)	Method	Prodn Hole Size (in)	Prodn Csg - Size/ Wt. (in/#)	Casing Setting Depth (ft)	Sacks of Cmt	Top of Cmt (ft)	Method	Cased or Open Hole	Vertical Well TD (ft)	Well Status	Last Prodn (mo/yr)	Perforated/ Open Hole Intervals (ft-ft overall)		Comment
					Footage	40-acre Loc.	Sec.	Town-ship	Range																									Devonian	Wolfcamp	
Denton North Wolfcamp Unit Tract 7	10	Mobil Oil Corp	TD Pope #10	30025052180000	1830' FNL & 330' FWL	E	36	T14S	R37E	Injector	04/54	P&A'd Wolfcamp injection well 09-82. Total Depth: 9,370'. Did not penetrate Devonian injection interval.																		Cased	9,370	P&A	?	----	9,194' - 9,346' Perf Vertical (P&A 09-82) (OBO)	P&A Wolfcamp OBO
TD Pope "36"	6	Celero Energy II, LP	TD Pope #6	30025052140000	660' FNL & 330' FWL	D	36	T14S	R37E	Prod	09/53	17.5	13.375/48	303	350	Surf	Circulated	12.25	9.625/36, 40	4771	2063	1510	Temp Survey	8.75	7/ 23-35	12442	600	8920	Temp Survey	Both	12,643	Active	----	12,104' - 12,643' Perf and O. H. Vertical (Sqz'd 06-95 and reperf portions 03-07)	9,192' - 9,363' Perf Vertical 04/97 (Sqz'd 06-05)	Vertical & Single Lateral - Schematic Attached
			Lateral BHL:	1509' FNL & 2018' FWL	F	36	T14S	R37E																									12,474' - 14,438' O. H. lateral to SE 06-05 (1964')	----	
Denton North Wolfcamp Unit Tract 7	11	Stephens & Johnson	TD Pope #11	30025052190000	510' FNL & 330' FWL	D	36	T14S	R37E	Prod	04/54	P&A'd Wolfcamp producing well 11-05. Total Depth: 9,400'. Did not penetrate Devonian injection interval.																		Cased	9,400	P&A	02/97	----	9,206' - 9,373' Perf Vertical (P&A 11-05) (OBO)	P&A Wolfcamp OBO
TD Pope "36"	8	Celero Energy II, LP	TD Pope #8	30025052160000	1980' FNL @ 1650' FWL	F	36	T14S	R37E	Prod	01/54	17.25	13.375/36	314	350	Surf	Calculated	12.25	9.625/36, 40	4778	2480	Surf	Calculated	8.75	7/ 23-32	12641	700	8640	Temp Survey	Both	12,745	Shut-In	08/09	12,219' - 12,745' Perf and O. H. Vertical	9,212' - 9,450' Perf Vertical 05/82 (Sqz'd 10-06)	Vertical
TD Pope "36"	9	Celero Energy II, LP	TD Pope #9	30025052170000	660' FNL & 1650' FWL	C	36	T14S	R37E	Prod	04/54	17.25	13.375	322	350	Surf	Calculated	12.25	9.625/36, 40	4773	2814	Surf	Calculated	8.75	7/ 23-32	12643	750	6750	CBL	Cased	12,644	Shut-In	09/09	12,259' - 12,620' Perf Vertical	----	Vertical
Denton North Wolfcamp Unit Tract 7	13	Stephens & Johnson	TD Pope #13	30025052210000	510' FNL & 1650' FWL	C	36	T14S	R37E	Prod	09/54	Active Wolfcamp producing well. Total Depth: 9,400'. Did not penetrate Devonian injection interval.																		Cased	9,400	Active	----	----	9,230' - 9,389' Perf Vertical (OBO)	Wolfcamp OBO
Denton North Wolfcamp Unit Tract 8	5	Stephens & Johnson	WT Mann "A" #5	30025052060000	495' FNL & 2310' FEL	B	36	T14S	R37E	Prod	01/55	Active Wolfcamp producing well. Total Depth: 9,500'. Did not penetrate Devonian injection interval.																		Cased	9,500	Active	----	----	9,310' - 9,460' Perf Vertical (OBO)	Wolfcamp OBO
Denton North Wolfcamp Unit Tract 8	3	Celero Energy II, LP	WT Mann "A" #3	30025052050000	1980' FNL & 2310' FEL	G	36	T14S	R37E	Prod	08/54	17.25	13.375/36	318	375	Surf	Circulated	12.5	9.625/36	4789	2500	1030	Temp Survey	8.75	7/29	12641	600	8060	Temp Survey	Cased	12,642	P&A	07/65	12,410' - 12,636' Perf Vertical (Plugged back 01-66) (P&A 10-82)	9,284' - 9,436' Perf Vertical 01-66 (P&A 10-82)	P&A - Vertical - Schematic Attached
WT Mann "B"	4	Celero Energy II, LP	WT Mann "B" #4	30025052070000	1980' FSL & 2310' FEL	J	36	T14S	R37E	Prod	02/55	17.5	13.375/48	311	375	Surf	Circulated	12.25	9.625/36, 40	4789	2400	960	Temp Survey	8.75	7/26, 29, 32	12630	600	9860	Temp Survey	Cased	12,630	TA	08/76	12,440' - 12,624' Perf Vertical (TA w/ CIBP @ 12,340' 01-98)	----	TA - Vertical
Denton North Wolfcamp Unit Tract 9	6	Stephens & Johnson	WT Mann "B" #6	30025052080000	1830' FSL & 2310' FEL	J	36	T14S	R37E	Prod	08/55	Active Wolfcamp producing well. Total Depth: 9,500'. Did not penetrate Devonian injection interval.																		Cased	9,500	Active	----	----	9,286' - 9,436' Perf Vertical (OBO)	Wolfcamp OBO

CELERO ENERGY

		DATE:	**Oct. 20, 2008**
FIELD:	**Denton**	**BY:**	**JEA**
LEASE/UNIT:	**Buckley "25" A**	**WELL:**	**1**
COUNTY:	**Lea**	**STATE:**	**New Mexico**

Location: 330' FSL & 330' FWL, Sec 25(M), T14S, R37ECM
SPUD: 10/53 COMP: 11/53
CURRENT STATUS: Producer
Original Well Name: Buckley "A" #1 (Shell Oil Co.)

DF = 3,821'
GL = 3,805'
API = 30-025-05118



2161' lateral was drilled through the Devonian "B" and "A" zones. KOP was at 12,290'.

CELERO ENERGY

Well History

DATE: *10-20-2008*

FIELD: *Denton* **COUNTY, STATE:** *Lea, New Mexico*

LSE/UNIT: *Buckley "25" A* **WELL NO.:** *1*

LOCATION: *330' FSL, 330' FWL, Sec 25, T14S, R37E* **API No.:** *30-025-05118*

- (11-53) – Initial Completion: Completed open hole in Devonian "B" and "C" intervals (12,281' – 12,595'). IPF 644 BOPD thru 20/64" choke, FTP 825 psi, GOR of 910.

- (02-60) – Workover: Perforated Devonian "A" intervals 12,188' – 12,202', 12,208' – 12,224', and 12,258' – 12,270' (2 SPF). Acidized Devonian "A" (12,188' – 12,270') w/ 1,000 gal 15% MCA and 3500 gal 15% acid w/ a RBP and packer. IPP 250 BOPD, 238 MCFPD, GOR of 924.

- (11-99) – Recompletion: Set CIBP @ 12,100' w/ 35 sx cmt to isolate Devonian intervals. Perforated Strawn 10,746' – 10,848' and acidized w/ 3,000 gal 15% HCl. Pump tested well Set CIBP @ 10,700' w/ 35 sx cmt cap. TA well.

- (03-05) – Recompletion: DO CIBP @ 10,700' and CO well to 10,993'. Squeeze cemented Strawn (10,746' – 10,848') w/ 100 sx Class H cement w/ additives. DO cement to 11,600'. Pressure tested squeeze to 1000 psi, held OK. DO CIBP @ 12,100', and CO and mill out well to 12,283'. Squeeze cemented perforations 12,188' – 12,270' and open hole 12,281' – 12,595' w/ 1150 Class H cement w/ additives. DO cmt from 11,686' – 12,290'. Ran Schlumberger GR/CCL/CBL log and USI log. Initiated drilling of lateral wellbore to the Northeast. Drilled 4 5/8" lateral to 14,451' (2161' lateral). Set RBP @ 12,265'. Ran 2 7/8" workstring and packer, and set pkr @ 8940'. Pressure tested casing to 100 psi, held OK. Swabbed back 5 ½" casing, no casing leak. TOOH w/ packer and RBP. Set Arrowpac packer @ 9408'. Ran sub pump on 2 7/8" L-80 production tubing. Bottom of sub pump @ 9325'. Returned well to production (sub pump).

- (04-05) – Lower Sub Pump: TOOH w/ 2 7/8" production tubing and sub pump. Retrieved packer @ 9408'. Ran and set Arrowpac packer @ 11,415'. Ran sub pump on 2 7/8" L-80 production tubing. Bottom of sub pump @ 11,290'. Returned well to production (sub pump).

- (10-05) – R&R Sub Pump: TOOH w/ 2 7/8" production tubing and sub pump. Ran sub pump on 2 7/8" L-80 production tubing. Bottom of sub pump @ 11,018'. Returned well to production (sub pump).

- (03-06) – Workover: Acidized well down 5 ½" casing w/ 1000 gal 15% NEFE HCl @ 2.4 BPM and 100 psi STP. TOOH w/ 2 7/8" production tubing and sub pump. Ran sub pump on 2 7/8" 8.7#/6.5# L-80 production tubing. Bottom of sub pump @ 10,782'. Returned well to production (sub pump).

- (09-06) – R&R Sub Pump: TOOH w/ 2 7/8" production tubing and sub pump. Ran sub pump on 2 7/8" 8.7#/6.5# L-80 production tubing. Bottom of sub pump @ ?'. Returned well to production (sub pump).

- (05-08) – R&R Sub Pump: TOOH w/ 2 7/8" production tubing and sub pump. Ran sub pump on 2 7/8" 8.7#/6.5# L-80 production tubing. Bottom of sub pump @ ?'. Returned well to production (sub pump).

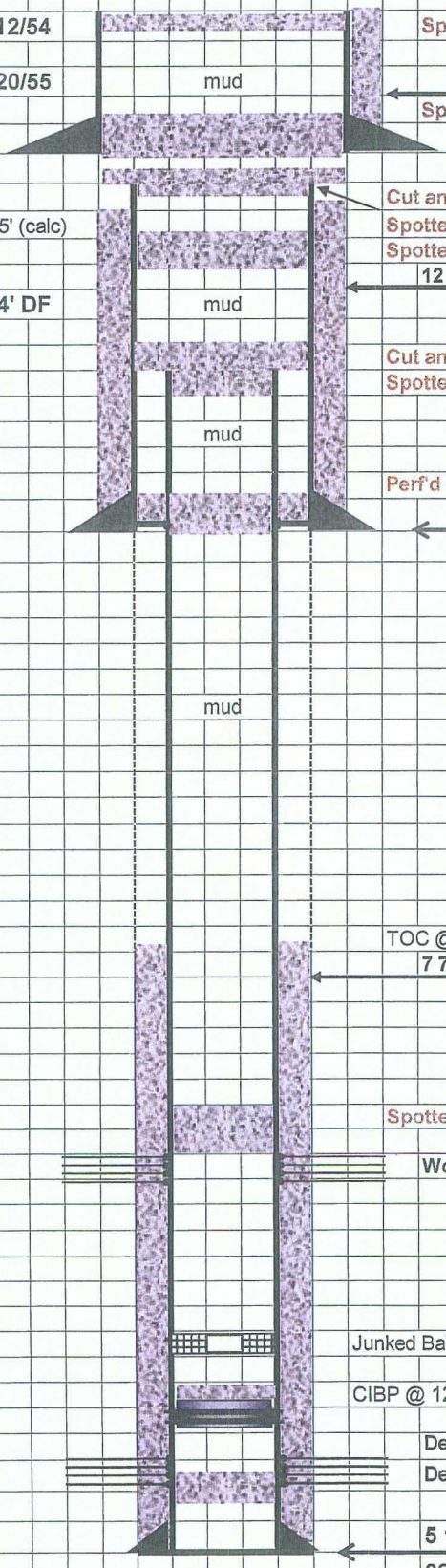
- (05-08) – R&R Sub Pump: TOOH w/ 2 7/8" production tubing and sub pump. Ran sub pump on 2 7/8" 8.7#/6.5# L-80 production tubing. Bottom of sub pump @ ?'. Returned well to production (sub pump).

- (06-08) – R&R Sub Pump: TOOH w/ 2 7/8" production tubing and sub pump. Ran sub pump on 2 7/8" 8.7#/6.5# L-80 production tubing. Bottom of sub pump @ 10,918'. Returned well to production (sub pump).

- (07-08) – R&R Sub Pump: TOOH w/ 2 7/8" production tubing and sub pump. Ran sub pump on 2 7/8" 8.7#/6.5# L-80 production tubing. Bottom of sub pump @ ?'. Returned well to production (sub pump).

W. H. Fort "A" # 1 330' FSL & 2330' FEL of Sec. 25, T14S, R37E, Unit Letter "O"

API # 30-025-05116 P&A'd Well 11-76



Spud: 11/12/54

Compl: 3/20/55

Elev: 3814' DF

Spotted 10 sx cmt plug at the surface (11-76)

17 1/2" Hole

Spotted 60 sx cmt plug from 405' - 298' (11-76)

13 3/8" - 36# casing @ 355'

cemented with 310 sxs - circ to surface

Cut and pulled 9 5/8" casing @ 660'

TOC @ 1735' (calc)

Spotted 75 sx cmt plug from 721' - 605' (11-76)

Spotted 40 sx cmt plug from 2,300' - 2,195' (11-76)

12 1/4" Hole

Cut and pulled 5 1/2" casing @ 3,155'

Spotted 30 sx cmt plug from 3,200' - 3,084' (11-76)

Perf'd 4 holes @ 4,747'. Spotted 50 sx cmt plug from 4,800' - 4,618' (11-76)

9 5/8" - 36 & 40# casing @ 4750'

cemented with 313 sxs 1st stage and 150 sxs

through DV tool @ 2,300' for 2nd stage

TOC @ 9536' (calc)

7 7/8" Hole

Spotted 25 sx cmt plug @ 9,315'. Tagged TOC @ 9,018' (11-76)

Wolfcamp: 9,325' - 9,360' (2 SPF) (05-62)

Junked Baker Model D packer @ 12,272' (03-67)

CIBP @ 12,350' w/ 20' cmt cap. New PBTD @ 12,330' (05-62)

Devonian: 12,444' - 12,460' (2 SPF) (05-59)

Devonian: 12,444' - 12,486' and 12,492' - 12,508' (? SPF) (03-55)

sqz cmt'd w/ 562 sx cmt (05-59)

5 1/2" - 17 & 20# casing @ 12,669'

cemented with 460 sxs

PBTD @ 12,330'

TD @ 12,669'

CELERO ENERGY

Well History

DATE: *08-26-2009*

FIELD: *Denton* **COUNTY, STATE:** *Lea, New Mexico*

LSE/UNIT: *W.H. Fort "A"* **WELL NO.:** *1*

LOCATION: *330' FSL, 2330' FEL, Sec 25, T14S, R37E* **API No.:** *30-025-05116*

- (03-55) – Initial Completion: Perforated Devonian 12,444' - 12,486' and 12,492' – 12,508' (? SPF). Acidized Devonian (12,444' – 12,508') w/ 8,000 gal 15% regular acid. Put well on production (flowing), 279 BOPD on a 17/64" choke.

- (04-57) – Workover: Acidized down casing annulus w/ 10,000 gal 15% regular acid and flush w/ 50 bbls of oil. Returned well to production (flowing), 20 BOPD, 13 MCFPD, 174 BWPD, and a GOR of 622.

- (05-59) – Workover: Set cmt retainer @ 12,345' and squeeze cemented Devonian perfs 12,444' – 12,508' w/ 562 sx cement w/ additives. DO cmt retainer and cement to 12,465'. Reperforated Devonian 12,444' – 12,460' (2 SPF). Acidized Devonian (12,444' – 12,460') w/ 2,000 gal 15% regular acid. Returned well to production (pumping), 60 BOPD, 45 MCFPD, 11 BWPD, and a GOR of 750.

- (04-60) – Workover: Acidized Devonian (12,444' – 12,460') w/ 4,000 gal 15% regular acid. Returned well to production (pumping), 46 BOPD, and 0 BWPD.

- (05-62) – Recompletion to Wolfcamp: Set CIBP @ 12,350' w/ a 20' cmt cap. New PBTD @ 12,330'. Perforated Wolfcamp 9,325' - 9,360' (2 SPF). Acidized Wolfcamp (9,325' – 9,360') w/ 5,500 gal LSTNE acid. Put well on production (hydraulic pump), 44 BOPD and 18 BWPD.

- (10-66) – Converted to Wolfcamp Water Injection Well:

- (03-67) – Workover: POOH w/ 2 7/8" cmt lined injection tubing. DO and pushed Baker Model D packer from 9,280' 12,272'. Acid frac'd Wolfcamp (9,325' – 9,360') w/ 15,000 gal 155 NE HCl retarded acid w/ additives, 30,000# 20/40 Ottawa sand, and 35 RCN ball sealers @ 12.4 BPM and 6,400 psi STP. Swabbed load back. Ran 2 7/8"cmt lined injection tubing and injection packer. Set packer @ 9,260'. Returned well to water injection.

- (11-74) – TA'd Well:

- (11-76) – P&A Well:

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OPERATOR		

NEW MEXICO OIL CONSERVATION COMMISSION

W. H. Fort "A" #1
30-025-05116

Form C-103
Supersedes Old C-102 and C-103
Effective 1-1-65

5a. Indicate Type of Lease: State ☐ Fee ☒

5. State Oil & Gas Lease No.

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.)

1. OIL WELL ☐ GAS WELL ☐ OTHER- Water Injection

7. Unit Agreement Name

2. Name of Operator
Mobil Oil Corporation

8. Farm or Lease Name Denton North Wolfcamp Unit Tract 10

3. Address of Operator
Three Greenway Plaza East, Suite 800, Houston, TX 77046

9. Well No.
1

4. Location of Well
UNIT LETTER 0 , 330 FEET FROM THE South LINE AND 2310 FEET FROM THE East LINE, SECTION 25 TOWNSHIP 14-S RANGE 37 NMPM.

10. Field and Pool, or Wildcat
Denton Wolfcamp

15. Elevation (*Show whether DF, RT, GR, etc.*)
3814 DF

12. County
Lea

16. Check Appropriate Box To Indicate Nature of Notice, Report or Other Data

NOTICE OF INTENTION TO:		SUBSEQUENT REPORT OF:	
PERFORM REMEDIAL WORK ☐	PLUG AND ABANDON ☐	REMEDIAL WORK ☐	ALTERING CASING ☐
TEMPORARILY ABANDON ☐		COMMENCE DRILLING OPNS. ☐	PLUG AND ABANDONMENT ☒
PULL OR ALTER CASING ☐	CHANGE PLANS ☐	CASING TEST AND CEMENT JOB ☐	
OTHER ☐		OTHER ☐	

17. Describe Proposed or Completed Operations (*Clearly state all pertinent details, and give pertinent dates, including estimated date of starting any proposed work*) SEE RULE 1103.

DENTON NO WLFC #10-1, DENTON WLFC FLD, LEA COUNTY, NM

11/18/76
12,669 TD, 12,272 PBTD, Wlfc 9325-60. MIRU DA&S DD unit, ran 4-1/4" GR to 2038, stopped SDFN.

11/19/76
12,669 TD, 12,272 PBTD, Wlfc 9325-60. Ran 4-1/2" bit to 3168 stopped, POH ran 2-3/8" OE to 3170 stopped, POH SDFN.

11/20/76
12,669 TD, 12,272 PBTD, Wlfc 9325-60. Ran imp blk to 3170, csg collapsed GIH w/4-1/2" swage, 7 3-1/2" DC's jars BS to 3170, swage 3170-73, SDFN.

11/22/76
Pump 150 bbls 10# brine down 5-1/2" csg on vac, swage 3173-3195, broke thru ran tbg OE to 3230, pick up to 3100 SDFN.

11/23/76
12,669 TD, 12,272 PBTD, Wlfc 9325-60. Ran tbg OE to 9285, spot 2z sx plug to 9059 pulled 25 stds, SDFN.

(See other Side)

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

SIGNED [signature] TITLE Authorized Agent DATE 12-13-76

APPROVED BY John W. Runyan TITLE [illegible] DATE DEC 1977

CONDITIONS OF APPROVAL, IF ANY:

(Cont'd)

11/24/76
12,669 TD, 12,272 PBTD, Wlfc 9325-60. Att tag plug w/WL stopped @ 6800 ran tbg to 9400 no plug, rev out heavy mud w/200 bbls brine, spot 25 sx plug 9090-9315 pull 87 stds.

11/26/76
12,669 TD, 12,272 PBTD, Wlfc 9325-60. POH w/tbg 18 jts, cmt up GIH & tag plug @ 9018, circ. hole to MLF. POH.

11/29/76
12,669 TD, 9018 PBTD. POH w/tbg, inst Hyd Jacks pulled off nipple, ran center spear FP @ 3545, ran collar buster stopped @ 3170.

11/30/76
12,669 TD, 9018 PBTD. Perf 4 holes @ 4747, ran 2q3/8 tbg open ended to 4800, spot 50 sx cmt 4800-4618, pull & LD tbg.

12/1/76
12,669 TD, 9018 PBTD. Rig up wire line, shot 5-1/2 csg @ 3155, pull & lay 77 jts 17# 5-1/2 csg down, ran 2-3/8 tbg OE to 3200, spot 30 sx Class H cmt 3200-3084, pull tbg up to 2300, spot 40 sx Class H cmt 3200-3584, pull tbg up to 2300, spot 40 sx Class H cmt 2300-2195, SDFN.

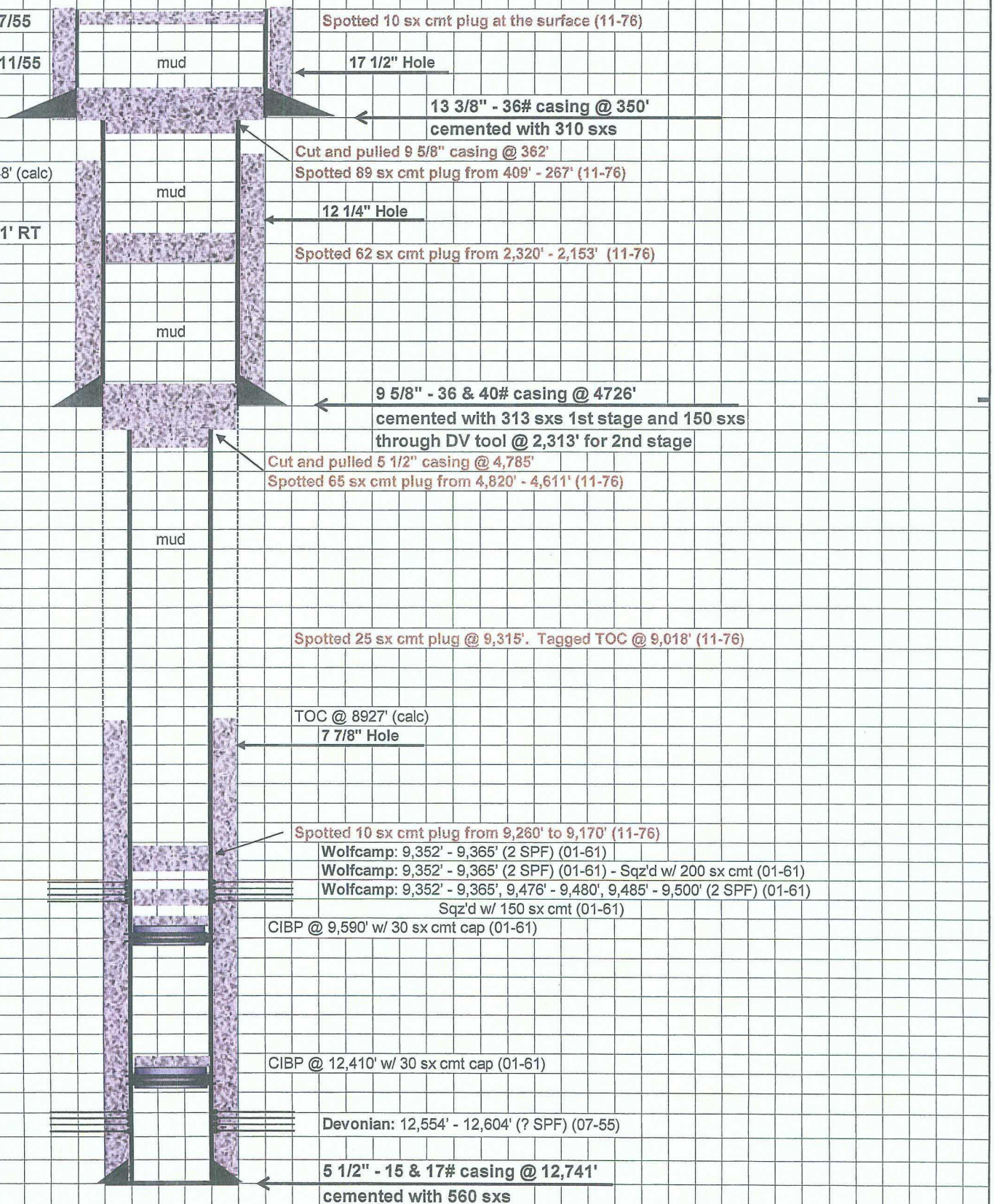
12/2/76
12,669 TD, 9018 PBTD. Pull tbg 11 jts full of cmt, cut off csg head, weld nipple on 9-5/8, rig up csg jacks estimated stuck @ 661, shot csg @ 660, could not pull, left 170,000# tent on string overnight.

12/3/76
12,669 TD, 9018 PBTD. Work csg free, P&LD 16 jts 36# 9-5/8", ran the tbg OE to 721, spot 75 sx Class H cmt 721-605, spot 60 sx 405-298, spot 10 sx @ surf.

12/4/76
12,669 TD, 9018 PBTD. Cut well head off weld on plate release unit @ 11:00 AM, 12/3/76, P&A @ 11:00 AM, 12/3/76. FINAL REPORT.

W. H. Fort "A" # 2 1930' FSL & 2310' FEL of Sec. 25, T14S, R37E, Unit Letter "J"

API # 30-025-05117 P&A'd Well 11-76



CELERO ENERGY

Well History

DATE: *08-26-2009*

FIELD: *Denton* **COUNTY, STATE:** *Lea, New Mexico*

LSE/UNIT: *W. H. Fort "A"* **WELL NO.:** *2*

LOCATION: *1930' FSL, 2310' FEL, Sec 25, T14S, R37E* **API No.:** *30-025-05117*

- (07-55) – Initial Completion: Perforated Devonian 12,554' - 12,604' (? SPF). Acidized Devonian (12,554' – 12,604') w/ 5,000 gal 15% regular acid and 2,100 gal sand oil frac. Put well on production (flowing), 245 BOPD on a 22/64" choke.

- (12-56) – Workover: Acidized Devonian (12,554' – 12,604') w/ 10,000 gal 15% NE acid. Returned well to production (pumping), 43 BOPD, 79 MCFPD, and 100 BWPD.

- (01-61) – Recompletion to Wolfcamp: Set a CIBP @ 12,410' w/ a 30 sx cmt cap and another CIBP @ 9,590' w/ a 30 sx cmt cap. Perforated Wolfcamp 9,352' - 9,365', 9,476' – 9,480', and 9,485' – 9,500' (2 SPF). Attempted to stimulate and broke communication behind the oil string. Squeeze cemented Wolfcamp perfs (9,352' – 9,500') w/ 150 sx cmt. DO cmt to 9,450', tested job and it failed. Perforated Wolfcamp 9,352' – 9,365' (2 SPF). Acidized Wolfcamp (9,352' – 9,365') w/ 3,000 gal acid. DO to 9,397'. Perforated Wolfcamp 9,352' – 9,365' (2 SPF). Acidized Wolfcamp (9,352' – 9,365') w/ 3,000 gal acid. DO to 9,397'. Squeeze cemented Wolfcamp (9,352' – 9,365') w/ 200 sx cmt. DO to 9,397'. Perforated Wolfcamp 9,352' – 9,365' (2 SPF). Acidized Wolfcamp (9,352' – 9,365') w/ 1,500 gal acid, 5,000 gal acid, and 15,000 gal acid respectively. Returned well to production (pumping), 31 BOPD and 3 BWPD.

- (11-69) – TA'd Well:

- (12-69) – Converted to Wolfcamp Water Injection Well: CO well to 9,397'. Acidized Wolfcamp (9,352' – 9,365') w/ 1,600 gal xylene and 400 gal 15% NE acid w/ additives @ 4.3 BPM and 1,400 – 2,100 psi STP. Acidized Wolfcamp (9,352' – 9,365') w/ 1,500 gal 15% NEFE acid w/ additives @ 4.2 BPM and 1,500 – 3,650 psi STP. Ran 2 3/8" cmt lined injection tubing and Baker Lock-set packer. Set packer @ 9,311'. Put well on water injection, 15 BWPD @ 2,700 psi.

- (11-74) – TA'd Well:

- (11-76) – P&A Well:

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NEW MEXICO OIL CONSERVATION COMMISSION

W.H. Fort "A" #2

30-025-05117

Form C-103
Supersedes Old C-102 and C-103
Effective 1-1-65

5a. Indicate Type of Lease State ☐ Fee ☐

5. State Oil & Gas Lease No.

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.)

1. OIL WELL ☐ GAS WELL ☐ OTHER- **Water Injection**

7. Unit Agreement Name

2. Name of Operator
Mobil Oil Corporation

8. Farm or Lease Name **No. Denton Wolfcamp Unit Tract 10**

3. Address of Operator
Three Greenway Plaza East, Suite 800, Houston, Texas 77046

9. Well No.
2

4. Location of Well
UNIT LETTER **J**, **1930** FEET FROM THE **South** LINE AND **2310** FEET FROM THE **East** LINE, SECTION **25** TOWNSHIP **14-S** RANGE **37-E** NMPM.

10. Field and Pool, or Wildcat
Denton Wolfcamp

15. Elevation *(Show whether DF, RT, GR, etc.)*
3821 RT

12. County
Lea

16. Check Appropriate Box To Indicate Nature of Notice, Report or Other Data

NOTICE OF INTENTION TO:		SUBSEQUENT REPORT OF:	
PERFORM REMEDIAL WORK ☐	PLUG AND ABANDON ☐	REMEDIAL WORK ☐	ALTERING CASING ☐
TEMPORARILY ABANDON ☐		COMMENCE DRILLING OPNS. ☐	PLUG AND ABANDONMENT ☒
PULL OR ALTER CASING ☐	CHANGE PLANS ☐	CASING TEST AND CEMENT JOB ☐	
OTHER ☐		OTHER ☐	

17. Describe Proposed or Completed Operations *(Clearly state all pertinent details, and give pertinent dates, including estimated date of starting any proposed work)* SEE RULE 1103. **Denton No. Wlfc #10-2, Denton Wlfc Fld, Lea Co, NM P&A**

11/19/76 12,741 TD, 9257 PBTD. MIRU DA&S 11/8/76, instl BOP's, PU 158 jts 2-3/8 tbg, SDFN.
11/10/76 12,741 TD, 9257 PBTD. GIH w/tbg to 9260, load hole w/MLF, spot 10x plug 9260-9170, POH.
11/11/76 12,741 TD, 9257 PBTD. LD 2-3/8, instl hyd jacks, shot 5½ @ 4785, worked loose, P & LD 40 jts.
11/12/76 12,741 TD, 9257 PBTD. P & LD 16 jts 5½ csg, SD for wind
11/15/76 12,741 TD, 9257 PBTD. LD 5½ csg, GIH W/78 stds 2-3/8, SD snow.
11/16/76 12,741 TD, 9257 PBTD. Spot 65x plug 4611-4820, POH, instl 9-5/8 csg jacks, csg loose to 661 by stretch.
11/17/76 12,741 TD, 9257 PBTD. Shot 9-5/8 @ 1200 worked & pulled into @ 362', POH GIH w/2-3/8 to 2302, circ to MLF, SDFN.
11/18/76 12,741 TD, 9257 PBTD. Spot 62 sx plug 2320-2153, 89sx 409-267, 10 sx in surf, weld on plate inst P&A marker, rel DA&S 12:00 Noon, 11/17/76, well P&A.

FINAL REPORT

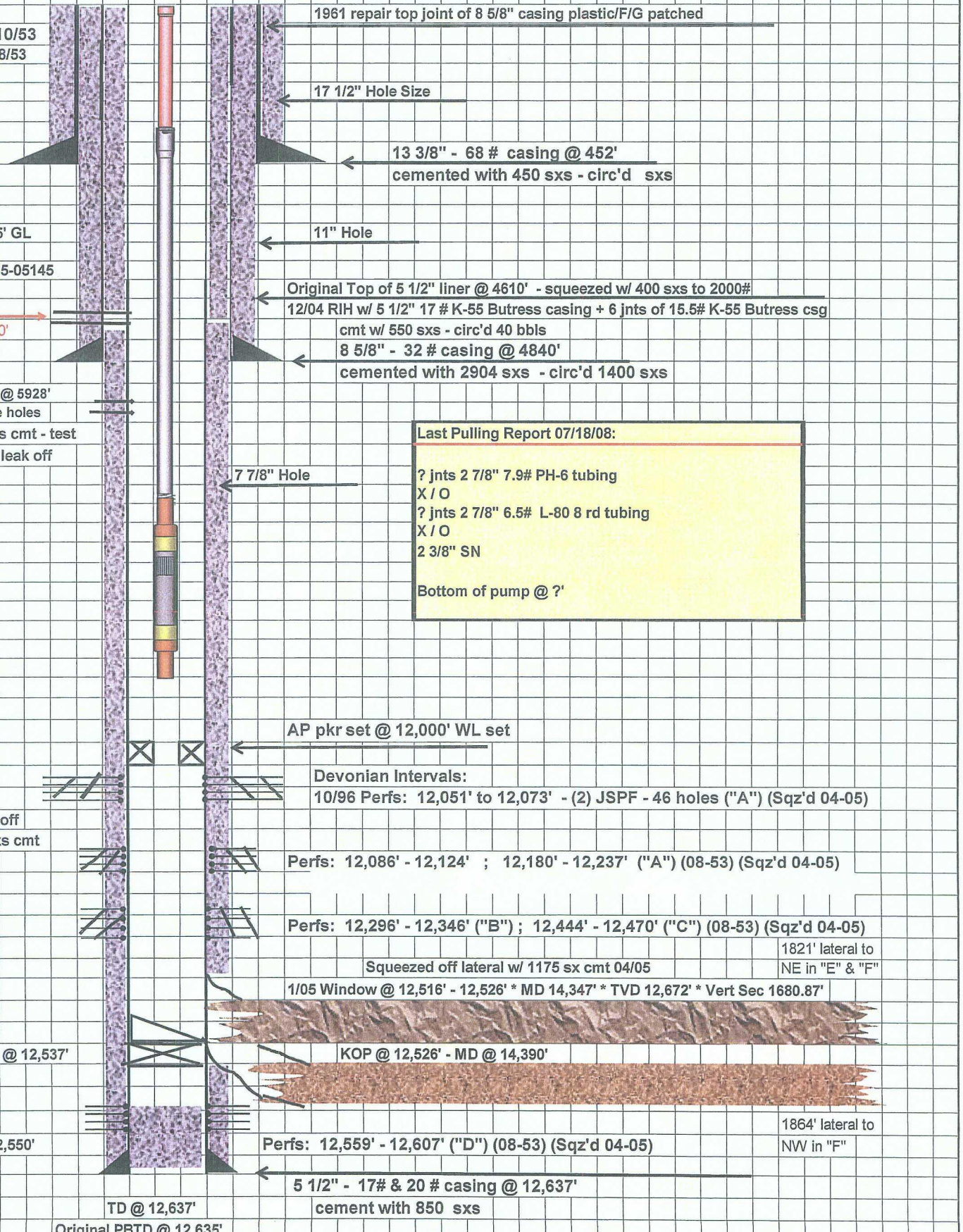
18. I hereby certify that the information above is true and complete to the best of my knowledge and belief.

SIGNED _____ TITLE Authorized Agent DATE 12-2-76

APPROVED BY John W. Runyan TITLE Geologist DATE FEB 17 1977

CONDITIONS OF APPROVAL, IF ANY:

T. D. Pope "26" #10 - 660' FSL & 660' FEL of Sec. 26, T-14S, R37E - Unit Letter "P"



CELERO ENERGY

Well History

DATE: *03-17-2009*

FIELD: *Denton* **COUNTY, STATE:** *Lea, New Mexico*

LSE/UNIT: *T.D. Pope "26"* **WELL NO.:** *10*

LOCATION: *660' FSL, 660' FEL, Sec 26, T14S, R37E* **API No.:** *30-025-05145*

- (07-53) – Initial Completion: Perforated Devonian "D" 12,559' – 12,607', Devonian "C" 12,444' – 12,470', Devonian "B" 12,296' – 12,346', Devonian "A" 12,180' – 12,237', Devonian "A" 12,086' – 12,124'. Put well on production (flowing).

- (09-69) – Workover: POOH w/ 2 3/8" production tubing, gas lift equipment, and packer. Put well on production (hydraulic).

- (04-01) – P&A Well:

- (10-96) – Workover: DO CIBP @ 12,010' and pushed to 12,247'. Swab tested individual Devonian intervals Perforated Devonian "A" 12,051' – 12,073' (2 SPF). Swab tested interval. Set CIBP @ 12,000'. TA'd well.

- (05-05) – Lateral Re-entry Workover: DO cmt from surface to 50', 362' – 515', 960' – 1125', 2604' – 2704', and 4506' to TOL @ 4608'. DO cmt from TOL @ 4608' – 4705'. Ran 128 jts 5 ½" 17# K-55 and 6 joints 5 ½" 15.5# K-55 casing and stung into top of 5 ½" casing @ 4608'. Cemented 5 ½" casing in place w/ 550 sx Class C cement (circ 40 bbls cmt). DO cement 4570' – 4835'and fell out to 8540'. Pressure tested casing to 1000 psi, OK. DO cement 8540' – 9260' and fell out to 11.987'. Pressure tested casing to 1000 psi, OK. DO cement to CIBP @ 12,000' and DO CIBP. Fell out to 12,244'. Mill over junk in well from 12,244' – 12,270' and DO cement to 12,567'. Squeeze cemented Devonian perforated intervals w/ 350 sx Class H cmt w/ additives in preparation for drilling lateral in this wellbore. DO cement 11,980' - - 12,550'. Pressure tested 5 ½"casing to 500 psi, OK. Ran GR/CCL/CBL/ECL logs. Set CIBP @ 12,537'. Set whipstock @ 12,533'. Cut window and drilled lateral hole. Drilled lateral hole to NE in Devonian "E" and "F" intervals to a measured depth of 14,347'. TOOH with drill string, motors, and tools. Ran sprinkler system and acidized lateral from 12,526' – 14,347' w/ 15,000 gal 15% HCl acid and 30 bbls FW in three stages. Ran and set Arrowpac packer @ 11,300'.Ran sub pump on 2 7/8" 7.9#/6.5# L-80 production tubing. Bottom of sub pump @ 8,862'. Put well on production (sub pump). TOOH w/ 2 7/8" production tubing and sub pump. Unset and retrieve Arrowpak packer @ 11,300'. Set RBP @ 12,500'. Isolated casing leak between 12,251' and 12,417'. Squeeze cemented casing leak w/ 64 sx squeeze creet cement. DO cement. Tested squeeze, OK.

Unset and retrieved RBP @ 12,500'. Ran dual straddle packer assembly and set lower packer @ 12,500' and upper packer @ 11,977' w/ 2 7/8" L-80 tubing in between. Ran sub pump on 2 7/8" 7.9#/6.5# L-80 production tubing. Bottom of sub pump @ ?'. Put well on production (sub pump). TOOH w/ 2 7/8" production tubing and sub pump. Unset and retrieved packer @ 11,977'. Set plug in packer @ 12,500'. Set RBP @ 11,851'. Isolated casing leaks between 4843' - 6015', and 5917' – 5950'. Ran Schlumberger GR/CCL/CBL/CIL logs. Shot squeeze holes from 5925' – 5930' (25 shots). Acidized squeeze holes w/ 2,000 gal 15% HCl @ 2.6 BPM and 2500 psi avg STP. Squeeze cemented squeeze holes w/ 150 sx Class H cmt w/ additives. DO cement and pressure tested casing to 1500 psi, tested OK. Unset and retrieved RBP @ 11,851'. Retrieved plug from dual packer assembly. Ran sub pump on 2 7/8" 7.9#/6.5# L-80 production tubing. Bottom of sub pump @ 11,579'. Put well on production (sub pump). TOOH w/ 2 7/8" production tubing and sub pump. Unset and retrieve upper packer @ 11,995'. Ran and set cmt retainer @ 11,917'. Squeeze cemented lateral w/ 10 bbls S-1, 15 bbls zone block, 10 bbls S-1, 15 bbls zone block, and 1175 sx Class H cement w/ additives. DO cement from 11,517' – 12,526'. Cut window and drilled lateral hole. Drilled lateral hole to NW in Devonian "F" interval to a measured depth of 14,390'. TOOH with drill string, motors, and tools. Ran sprinkler system and acidized lateral from 12,526' – 14,390' w/ 15,000 gal 15% HCl acid @ 4.2 BPM @ 2965 psi avg STP. Ran and set Arrowpac packer @ 12,000'. Ran sub pump on 2 7/8" 7.9#/6.5# L-80 production tubing. Bottom of sub pump @ 11,192'. Put well on production (sub pump).

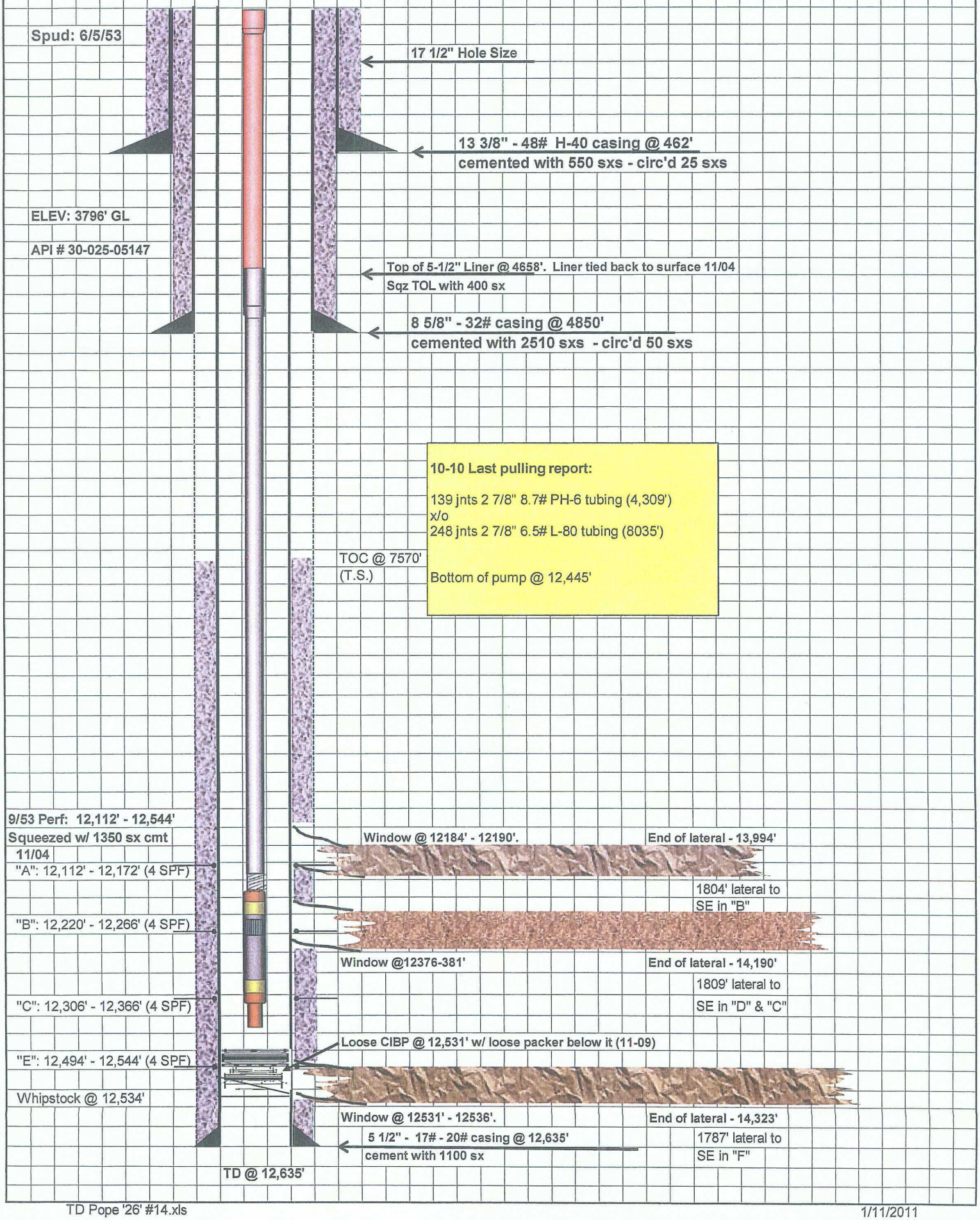
- (01-06) – R&R Sub Pump: Fished 2 7/8" production tubing and sub pump out of wellbore. Ran sub pump on 2 7/8" 7.9#/6.5# L-80 production tubing. Bottom of sub pump @ 11,165'. Put well on production (sub pump). .

- (03-07) – Workover: TOOH w/ 2 7/8" production tubing and sub pump. Ran sub pump on 2 7/8" 7.9#/6.5# L-80 production tubing. Bottom of sub pump @ 11,165'. Put well on production (sub pump). .

- (07-08) – Workover: TOOH w/ 2 7/8" production tubing and sub pump. Ran sub pump on 2 7/8" 7.9#/6.5# L-80 production tubing. Bottom of sub pump @ ?'. Put well on production (sub pump).

Win

T. D. Pope 26-14 - 660' FSL & 1980' FEL of Sec. 26, T-14S, R37E - Unit Letter "O"



CELERO ENERGY

Well History

DATE: *03-18-2009*

FIELD: *Denton* **COUNTY, STATE:** *Lea, New Mexico*

LSE/UNIT: *T.D. Pope "26"* **WELL NO.:** *14*

LOCATION: *660' FSL, 1980' FEL, Sec 26, T14S, R37E* **API No.:** *30-025-05147*

- (09-53) – Initial Completion: Perforated Devonian "E" 12,494' – 12,544' (4 SPF) and acidized w/ 500 gal mud acid and 4,500 gal LST acid @ 8 BPM and 3,200 – 3,700 psi STP. Perforated Devonian "C" 12,306' – 12,366' (4 SPF) and acidized w/ 500 gal mud acid and 7,000 gal LST acid @ 1 BPM and 4,000 – 1,100 psi STP. Perforated Devonian "B" 12,220' – 12,266' (4 SPF) and acidized w/ 500 gal mud acid and 4,500 gal LST acid @ 2.2 BPM and 1,200 – 2,800 psi STP. Perforated Devonian "A" 12,112' – 12,172' (4 SPF) and acidized w/ 500 gal mud acid and 7,000 gal LST acid @ 4 BPM and 900 – 3,000 psi STP. Flowed/swabbed load back. Put well on production (flowing).

- (07-76) – TA Well:

- (05-05) – Triple Lateral Re-entry Workover: Tagged top of 5 ½" production liner @ 4654'. CO well to top of Baker LocSet packer @ 11,950'. Fished and retrieved Baker LocSet packer @ 11,950'. CO well to 12,549'. Dressed off top of 5 ½" liner @ 4654'. Ran GR/CCL/CBL log from 12,572' – 11,500'. Ran and set CIBP @ 4700'. Ran 131 jts 5 ½" 17#/15.5# casing and stung into top of 5 ½" casing @ 4654'. Cemented 5 ½" casing in place w/ 550 sx Class C cement (circ). DO cement 4556' to CIBP @ 4700'. Pressure tested casing to 2000 psi, OK. DO CIBP @ 4700'. Squeeze cemented Devonian perforated intervals under a packer w/ 1100 sx cement in 4 attempts in preparation for drilling laterals in this wellbore. Tagged cement @ 12,221' and DO cmt to 12,330' and CO to 12,548'. Squeeze cemented Devonian perforated intervals under a cmt retainer w/ 250 sx cement. Tagged cement @ 11,800' and DO cmt and cmt retainer to 12,548'. Set whipstock @ 12,534'. Cut window and drilled lateral hole. Drilled lateral hole to SE in Devonian "F" interval to a measured depth of 14,323'. Spotted 3,000 gal 10% acetic acid. Ran and set HE-RBP @ 12,390'. Set whipstock @ 12,384'. Cut window and drilled lateral hole. Drilled lateral hole to SE in Devonian "D" and "C" intervals to a measured depth of 14,190'. Spotted 3,000 gal 10% acetic acid. Ran and set HE-RBP @ 12,180'. Set whipstock @ 12,176'. Cut window and drilled lateral hole. Drilled lateral hole to SE in Devonian "B" interval to a measured depth of 13,994'. Spotted 3,000 gal 10% acetic acid. TOOH w/ drill pipe, motors, and tools. Ran sprinkler system into the "B" lateral and acidized lateral from 13,050' – 13,994' w/ 15,000 gal 15% HCl acid and 50 bbls gelled water diverter in three stages @ 8 BPM and 5000 psi avg STP. Fished and retrieved whipstock @ 12,176' and HE RBP @ 12,180'. Retrieved whipstock @ 12,384' and HE RBP @ 12,390'. Ran sprinkler system into the "F"

lateral and acidized lateral from 13,395' – 14,323' w/ 10,000 gal 15% HCl acid and 30 bbls gelled water diverter in two stages. Ran dual packer straddle assembly and set lower Arrowpac packer @ 12,420' and the upper packer @ 12,346' to isolate the middle lateral. Ran sub pump on 2 7/8" 7.9#/6.5# L-80 production tubing. Bottom of sub pump @ ?'. Put well on production (sub pump). TOOH w/ 2 7/8" production tubing and sub pump. Unset and retrieve Arrowpak packer @ 12,346'. Ran and set Arrowpac packer @ 9350'. Ran sub pump on 2 7/8" 7.9#/6.5# L-80 production tubing. Bottom of sub pump @ 9,227'. Put well on production (sub pump). TOOH w/ 2 7/8" production tubing and sub pump. Unset and retrieved packer @ 9,350'. Ran and set Arrowpac packer @ 11,635'. Ran sub pump on 2 7/8" 7.9#/6.5# L-80 production tubing. Bottom of sub pump @ ?'. Put well on production (sub pump). TOOH w/ 2 7/8" production tubing and fished sub pump. Ran sub pump on 2 7/8" 7.9#/6.5# L-80 production tubing. Bottom of sub pump @ 10,200'. Put well on production (sub pump).

- (08-05) – R&R Sub Pump: TOOH w/ 2 7/8" production tubing and sub pump. Ran sub pump on 2 7/8" 7.9#/6.5# L-80 production tubing. Bottom of sub pump @ 11,505'. Put well on production (sub pump). .

- (09-05) – R&R Sub Pump: TOOH w/ 2 7/8" production tubing and sub pump. Ran sub pump on 2 7/8" 7.9#/6.5# L-80 production tubing. Bottom of sub pump @ ?'. Put well on production (sub pump). .

- (12-05) – Workover: TOOH w/ 2 7/8" production tubing and sub pump. Attempted to retrieve packer @ 11,635' but pushed down hole to 12,446'. Ran and set CIBP @ 12,420'. Ran sprinkler system into the "D" and "C" lateral and acidized lateral from 12,800' – 14,065' w/ ? gal 15% HCl acid and ? bbls gelled water diverter in ? stages @ 7.5 BPM and 2,000 psi avg STP. Ran sub pump on 2 7/8" 7.9#/6.5# L-80 production tubing. Bottom of sub pump @ 11,702'. Put well on production (sub pump). .

- (01-06) – R&R Sub Pump: TOOH w/ 2 7/8" production tubing and sub pump. Ran sub pump on 2 7/8" 7.9#/6.5# L-80 production tubing. Bottom of sub pump @ 11,702'. Put well on production (sub pump). .

- (01-06) – R&R Sub Pump: TOOH w/ 2 7/8" production tubing and sub pump. Ran sub pump on 2 7/8" 7.9#/6.5# L-80 production tubing. Bottom of sub pump @ 11,521'. Put well on production (sub pump). .

- (02-06) – R&R Sub Pump: TOOH w/ 2 7/8" production tubing and sub pump. Ran sub pump on 2 7/8" 7.9#/6.5# L-80 production tubing. Bottom of sub pump @ ?'. Put well on production (sub pump). .

- (04-06) – R&R Sub Pump: TOOH w/ 2 7/8" production tubing and sub pump. Ran and set packer @ 12,000'. Ran sub pump on 2 7/8" 7.9#/6.5# L-80 production tubing. Bottom of sub pump @ ?'. Put well on production (sub pump). .

- (03-07) – R&R Sub Pump: TOOH w/ 2 7/8" production tubing and sub pump. Ran sub pump on 2 7/8" 7.9#/6.5# L-80 production tubing. Bottom of sub pump @ ?'. Put well on production (sub pump). .

- (04-07) – R&R Sub Pump: TOOH w/ 2 7/8" production tubing and sub pump. Ran sub pump on 2 7/8" 7.9#/6.5# L-80 production tubing. Bottom of sub pump @ ?'. Put well on production (sub pump).

- (04-07) – R&R Sub Pump: TOOH w/ 2 7/8" production tubing and sub pump. Ran sub pump on 2 7/8" 7.9#/6.5# L-80 production tubing. Bottom of sub pump @ ?'. Put well on production (sub pump).

- (10-08) – R&R Sub Pump: TOOH w/ 2 7/8" production tubing and sub pump. Ran sub pump on 2 7/8" 7.9#/6.5# L-80 production tubing. Bottom of sub pump @ 11,542'. Put well on production (sub pump).

- (02-09) – R&R Sub Pump: TOOH w/ 2 7/8" production tubing and sub pump. Run BHP Survey. Ran sub pump on 2 7/8" 8.7#/6.5# L-80 production tubing. Bottom of sub pump @ 11,564'. Put well on production (sub pump).

- (02-09) – R&R Sub Pump: TOOH w/ 2 7/8" production tubing and sub pump. Ran sub pump on 2 7/8" 8.7#/6.5# L-80 production tubing. Bottom of sub pump @ 11,565'. Put well on production (sub pump).

- (03-09) – R&R Sub Pump: TOOH w/ 2 7/8" production tubing and sub pump. Ran sub pump on 2 7/8" 8.7#/6.5# L-80 production tubing. Bottom of sub pump @ 11,554'. Put well on production (sub pump).

- (04-09) – R&R Sub Pump: TOOH w/ 2 7/8" production tubing and sub pump. Ran sub pump on 2 7/8" 8.7#/6.5# L-80 production tubing. Bottom of sub pump @ 11,560'. Put well on production (sub pump).

- (05-09) – R&R Sub Pump: TOOH w/ 2 7/8" production tubing and sub pump. Ran sub pump on 2 7/8" 8.7#/6.5# L-80 production tubing. Bottom of sub pump @ ?'. Put well on production (sub pump).

- (07-09) – R&R Sub Pump: TOOH w/ 2 7/8" production tubing and sub pump. Ran sub pump on 2 7/8" 8.7#/6.5# L-80 production tubing. Bottom of sub pump @ 11,880'. Put well on production (sub pump).

- (08-09) – R&R Sub Pump: TOOH w/ 2 7/8" production tubing and sub pump. Ran sub pump on 2 7/8" 8.7#/6.5# L-80 production tubing. Bottom of sub pump @ 11,948'. Put well on production (sub pump).

- (10-09) – R&R Sub Pump: TOOH w/ 2 7/8" production tubing and sub pump. Ran sub pump on 2 7/8" 8.7#/6.5# L-80 production tubing. Bottom of sub pump @ 11,917'. Put well on production (sub pump).

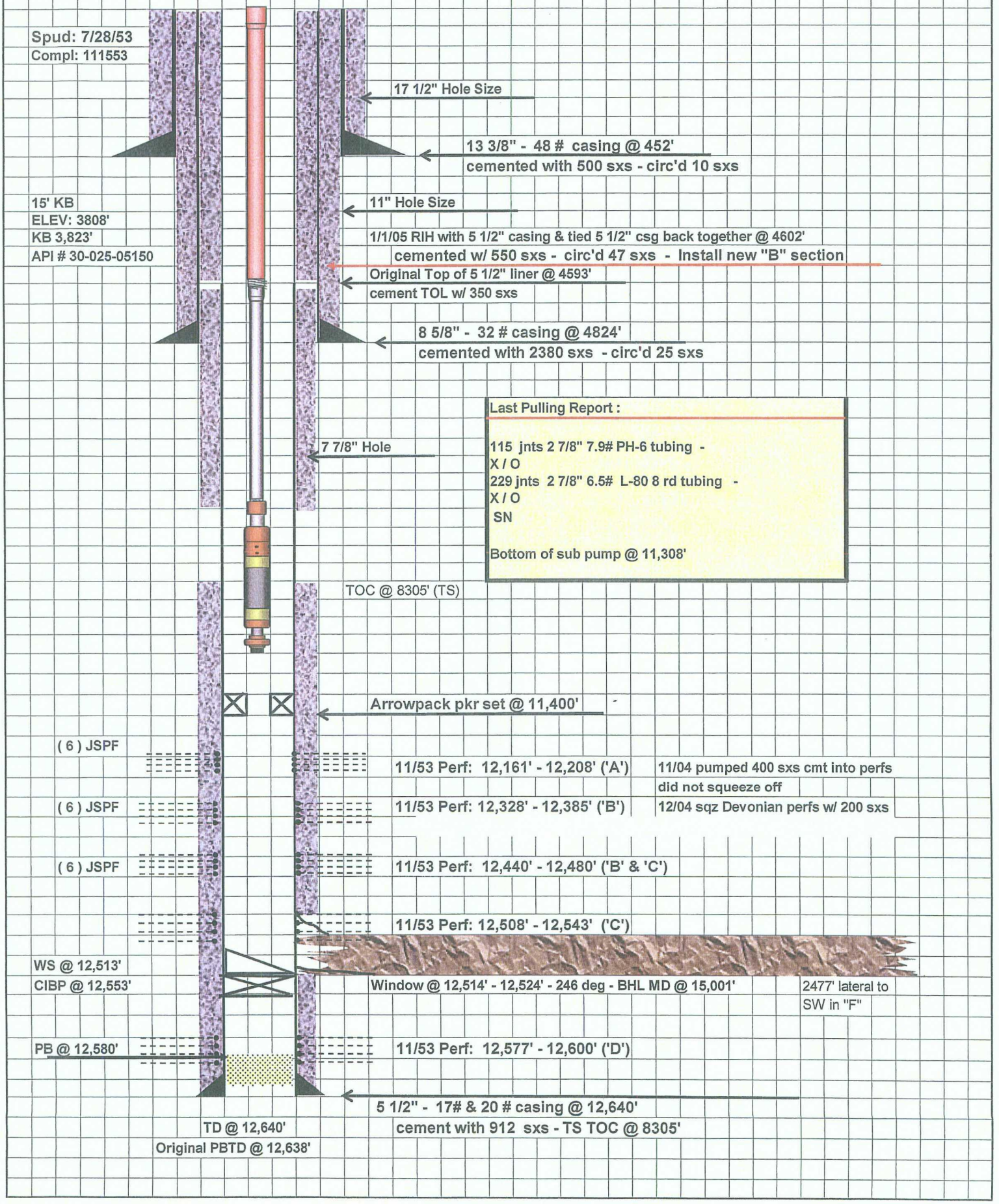
- (11-09) – Workover: TOOH w/ 2 7/8" production tubing and sub pump. Retrieved packer @ 12,000' and TOOH with workstring and packer. Milled over CIBP @ 12,390' and pushed CIBP and loose packer below it to 12,531'. Ran 2 7/8" production tubing and packer and set packer @ 11,999'. Acidized Devonian laterals with 6,000 gal acid w/ 10% Zylene in three stages with 2,500# rock salt as diversion @ 7.85 BPM average rate and 335 psi avg STP. Ran sub pump on 2 7/8" 8.7#/6.5# L-80 production tubing. Bottom of sub pump @ 12,461'. Put well on production (sub pump). .

- (12-09) – R&R Sub Pump: TOOH w/ 2 7/8" production tubing and sub pump. Ran sub pump on 2 7/8" 8.7#/6.5# L-80 production tubing. Bottom of sub pump @ 12,445'. Put well on production (sub pump).

- (07-10) – R&R Sub Pump: TOOH w/ 2 7/8" production tubing and sub pump. Ran sub pump on 2 7/8" 8.7#/6.5# L-80 production tubing. Bottom of sub pump @ 12,445'. Put well on production (sub pump).

- (10-10) – R&R Sub Pump: TOOH w/ 2 7/8" production tubing and sub pump. Ran sub pump on 2 7/8" 8.7#/6.5# L-80 production tubing. Bottom of sub pump @ 12,445'. Put well on production (sub pump).

T. D. Pope "26" #17 - 1980' FSL & 660' FEL of Sec. 26, T-14S, R37E - Unit Letter "I" - BHL @ 808' FSL & 2934' FEL UL "N"



CELERO ENERGY

Well History

DATE: *03-18-2009*

FIELD: *Denton* **COUNTY, STATE:** *Lea, New Mexico*

LSE/UNIT: *T.D. Pope "26"* **WELL NO.:** *17*

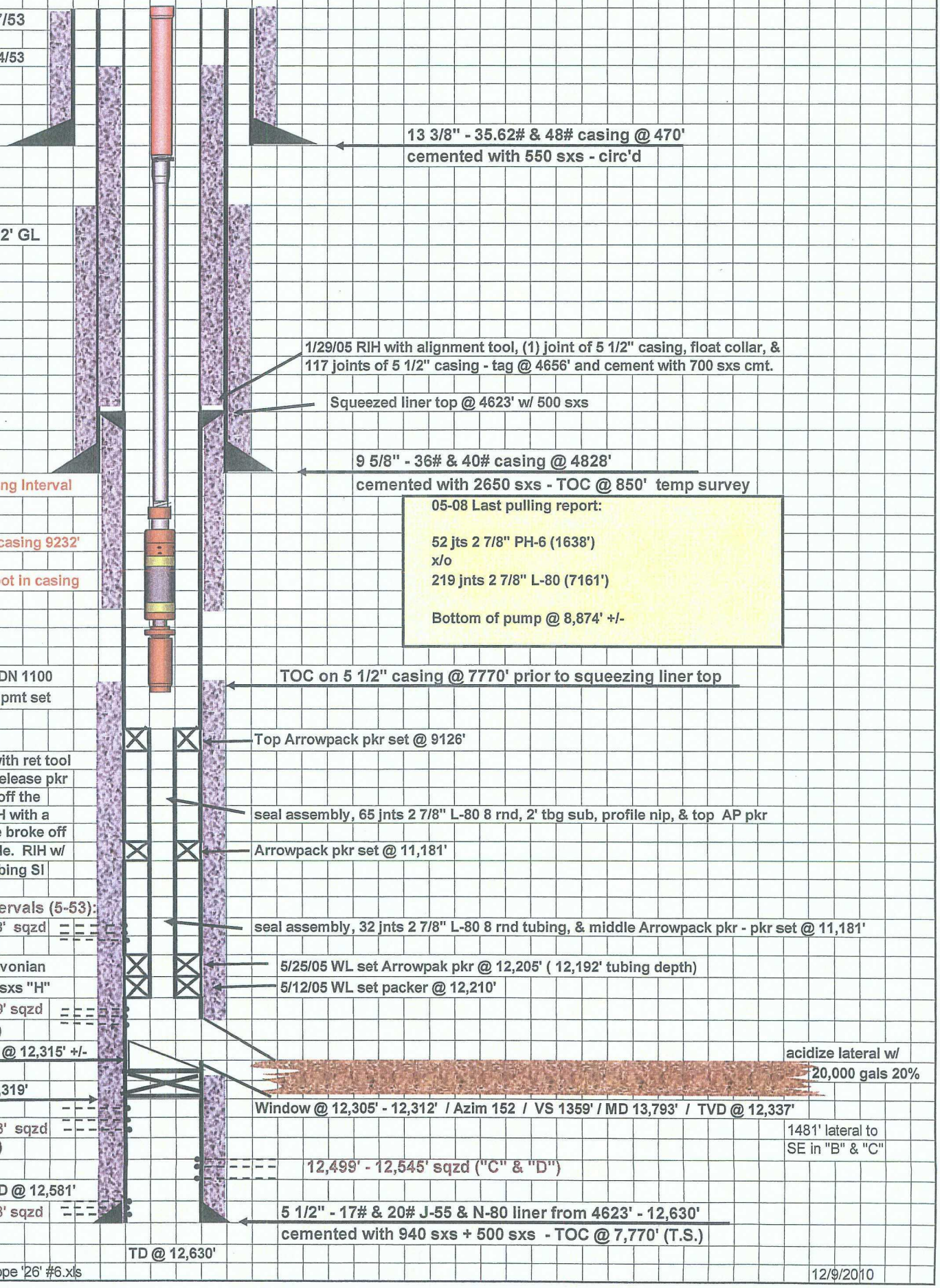
LOCATION: *1980' FSL, 660' FEL, Sec 26, T14S, R37E* **API No.:** *30-025-05150*

- (11-53) – Initial Completion: Perforated Devonian "D" 12,577' – 12,600' (4 SPF) and acidized w/ 500 gal mud acid and 4,500 gal XLST acid @ 4.4 BPM and 3,700 – 2,200 psi STP. Perforated Devonian "C" 12,508' – 12,543' (4 SPF) and acidized w/ 500 gal mud acid and 4,500 gal XLST acid @ 0.75 BPM and 2,500 – 3,100 psi STP. Perforated Devonian "B" and "C" 12,440' – 12,480' (4 SPF) and acidized w/ 500 gal mud acid and 4,500 gal XLST acid @ 3 BPM and 4,300 – 2,400 psi STP. Perforated Devonian "B" 12,328' – 12,385' (4 SPF) and acidized w/ 500 gal mud acid and 4,500 gal XLST acid @ 3.5 BPM and 4,200 – 3,400 psi STP. Perforated Devonian "A" 12,161' – 12,208' (6 SPF) and acidized w/ 500 gal mud acid and 4,500 gal XLST acid @ 5 BPM and 1,000 – 3,400 psi STP. Flowed/swabbed load back. Put well on production (flowing).

- (02-05) – Single Lateral Re-entry Workover: POOH w/ 2 3/8" production tubing. Tagged top of 5 ½" production liner @ 4593'. CO well to top of Baker Model D packer @ 12,065'. Drilled out Baker Model D packer and CO well to 12,578'. Pressure tested casing to 11,809' w/ 700 psi; tested OK. Squeeze cemented Devonian perforated intervals under a packer w/ 600 sx Class H cement w/ additives in 2 attempts in preparation for drilling lateral in this wellbore. Tagged cement @ 11,809' and DO cmt to 12,290'. Dressed off top of 5 ½" liner @ 4593', and removed and installed new B section. Ran 5 ½" casing and stung into top of 5 ½" casing @ 4593'. Cemented 5 ½" casing in place w/ 550 sx Class C cement (circ 47 sx). DO cement and tagged @ 12,285'. Logged well. DO cement to 12,580'. Set CIBP @ 12,553'. Set whipstock @ 12,513' +/-. Cut window and drilled lateral hole. Drilled lateral hole to SW in Devonian "F" interval to a measured depth of 15,001'. Spotted 4,000 gal 10% acetic acid. POOH w/ drill pipe, motors, ant tools. Acidized lateral using a coiled tubing unit from 14,922' – 12,800' w/ 20,000 gal 15% HCl acid @ 4 BPM and 2,500 – 3,500 psi STP. Ran and set Arrowpac packer @ 11,400'. Ran sub pump on 2 7/8" 7.9#/6.5# L-80 production tubing. Bottom of sub pump @ 11,308'. Put well on production (sub pump).

T D Pope 26 #6 - 1980' FSL & 1980' FEL of Sec. 26, T-14S, R37E - Unit Letter "J" BHL @ UL "P" 833' FSL & 1251' FEL

API # 30-025-05142



CELERO ENERGY

Well History

DATE: *03-17-2009*

FIELD: *Denton* **COUNTY, STATE:** *Lea, New Mexico*

LSE/UNIT: *T.D. Pope "26"* **WELL NO.:** *6*

LOCATION: *1980' FSL, 1980' FEL, Sec 26, T14S, R37E* **API No.:** *30-025-05142*

- (05-53) – Initial Completion: Perforated Devonian "D" 12,578' – 12,613' (4 SPF) acidized w/ 500 gal mud acid and 4,500 gal 20% SLT acid @ 5 BPM and 3,000 – 1,700 psi STP. Perforated Devonian "C" & "D" 12,499' – 12,545' (4 SPF) and acidized w/ 500 gal mud acid and 4,500 gal 20% SLT acid @ 3.8 BPM and 3,500 – 1,400 psi STP. Perforated Devonian "B" & "C" 12,370' – 12,433' (4 SPF) and acidized w/ 500 gal mud acid and 4,500 gal 20% SLT acid @ 5 BPM and 2,900 – 1,800 psi STP. Perforated Devonian "A" & "B" 12,235' – 12,299' (4 SPF) and acidized w/ 500 gal mud acid and 4,500 gal 20% SLT acid @ 6 BPM and 3,000 – 2,400 psi STP. Perforated Devonian "A" 12,096' – 12,158' (4 SPF) and acidized w/ 500 gal mud acid and 4,500 gal 20% SLT acid @ 4 BPM and 3,600 – 2,400 psi STP. Put well on production (flowing).

- (12-66) – Workover: POOH w/ 2 3/8" production tubing, gas lift equipment, and packer. CO well to 12,620'. Acidized Devonian 12,096' – 12,613' w/ 2,500 gal 7 ½% NEFE acid. Swabbed load back. Acidized Devonian "D" 12,578' – 12,613' w/ 3,000 gal 7.5% MEC NE acid w/ 500 scf CO2/bbl@ 6 BPM. Swabbed load back. Acidized Devonian "C" & "D" 12,499' – 12,545' w/ 500 gal 15% NE acid and 6,000 gal 15% MEC acid @ 6.2 -2.1 BPM and 1,000 psi STP. Swabbed load back. Acidized Devonian "B" & "C" 12,370' – 12,433' w/ 3,000 gal 7.5% MEC NE acid @ 0.9 BPM and 1,800 psi STP. Swabbed load back. Acidized Devonian "A" & "B" 12,235' – 12,299' w/ 3,000 gal 7 ½% MEC acid @ 6 BPM and 500 psi STP. Swabbed load back. Acidized Devonian "A" 12,096' – 12,158' w/ 3,000 gal 7 ½% MEC acid @ 5.4 BPM and 600 psi STP. Swabbed load back. Ran 2 3/8" production tubing, packer, and gas lift equipment. Put well on production (gas lift).

- (09-69) – Workover: POOH w/ 2 3/8" production tubing, gas lift equipment, and packer. Put well on production (hydraulic).

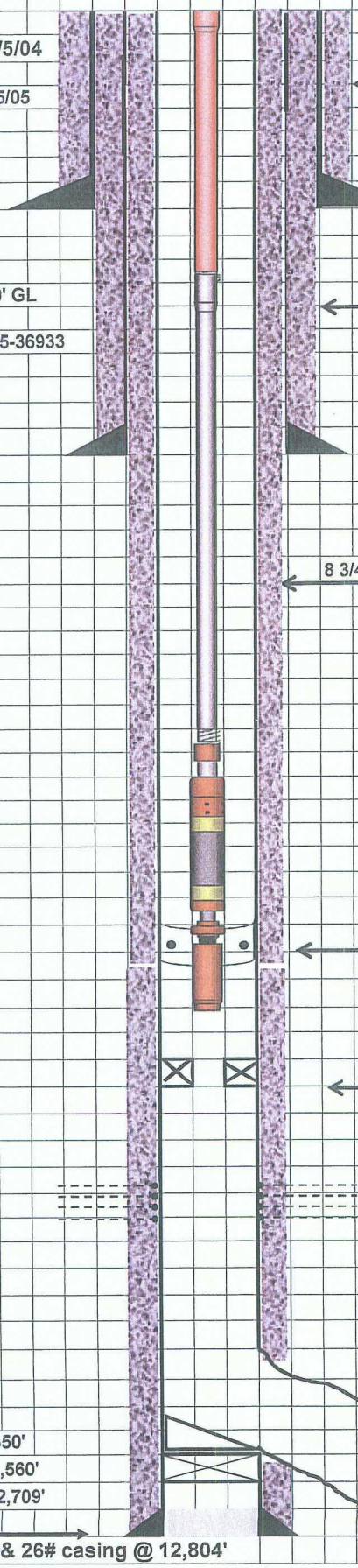
- (06-05) – Lateral Re-entry Workover: Milled over and recovered part of fish to 12,552'. Set CIBP @ 4874'. Ran 117 jts 5 ½" casing and stung into top of 5 ½" casing @ 4656'. Cemented 5 ½" casing in place w/ 700 sx cement. DO cement and CIBP @ 4874', and CO well to 12,549'. Pressure tested 5 ½" casing to11,636' w/ 1,000 psi, tested OK. Squeeze cemented Devonian perforated intervals w/ 930 sx Class H cmt w/ additives in preparation for drilling lateral in this wellbore. Pressure tested 5 ½"casing and found leak in casing from 9,995' – 10,020'. Squeeze cemented 9238' – 10,020' w/ 150 sx Class H cement. DO cement

and CO well to 12,538'. Ran GR/CCL/CBL logs. Set CIBP @ 12,319'. Set whipstock @ 12,318'. Cut window and drilled lateral hole. Drilled lateral hole to SE in Devonian "B" and "C" intervals to a measured depth of 13,793'. TOOH with drill string, motors, and tools. Ran sprinkler system and acidized lateral from 12,305' – 13,793' w/ 20,000 gal 20% NEFE HCl and VDA acid. Run and set Arrowpac packer @ 11,045'. Ran sub pump on 2 7/8" 7.9#/6.5# L-80 production tubing. Bottom of sub pump @ 11,005'. Put well on production (sub pump). TOOH w/ 2 7/8" production tubing and sub pump. Unset and retrieve Arrowpak packer @ 11,045'. Isolated casing leak between 9,238' and 11,100'. Squeeze cemented casing leak w/ 50 sx Class H cement. DO cement. Shoot squeeze holes from 9240' – 9245' and 9368' – 9373', total 20 shots. Acidized squeeze perfs w/ 1500 gal 15% NEFE acid @ 0.9 BPM and 300 psi max STP. Squeeze cemented casing w/ 100 sx Class H cement. DO cement. Ran Schlumberger CSI and CBL logs. Perforated 9246' – 9250' w/ 20 shots. Acidized w/ 2000 gal 15% NEFE acid @ 1 BPM and 3000 psi max STP. Squeeze cemented 5 ½" casing w/ 12 bbls S-1, 12 bbls zone lok and 100 sx Class H cement w/ 10 bbl FW spacers. DO cement. 5 1/2" casing still leaked @ 9232'. Squeeze cemented 5 ½" casing leak w/ 6 bbls S-1, 6 bbls zone lok, and 100 sx Class H cement w/ 5 bbl FW spacers. DO cement. Squeeze cemented 5 ½" casing leak w/ 6 bbls S-1, 6 bbls zone lok, and 100 sx Class H cement w/ 5 bbl FW spacers. DO cement. Ran dual straddle packer assembly and set lower packer @ 10,210' and upper packer @ 9160' w/ 2 7/8" L-80 tubing in between. Ran sub pump on 2 7/8" 7.9#/6.5# L-80 production tubing. Bottom of sub pump @ ?'. Put well on production (sub pump). TOOH w/ 2 7/8" production tubing and sub pump. Set RBP @ 9157'. Located casing leak between 1500' and 8885'. Unset and retrieve dual packer assembly. Ran and set Arrowpac packer @ 12,210'. Fished dropped Arrowpac packer and tubing assembly. Ran triple straddle packer assembly w/ lower packer set @ 12,205', middle packer set @ 11,181', and the upper packer set @ 9126' w/ 2 7/8" L-80 tubing in between. Ran sub pump on 2 7/8" 7.9#/6.5# L-80 production tubing. Bottom of sub pump @ 9,085'. Put well on production (sub pump).

- (10-05) – Workover: TOOH w/ 2 7/8" production tubing and sub pump. Attempted to release straddle packer @ 9126' but unsuccessful. TIH w/ tubing open ended and hung well off.

- (05-08) – Retrun Well to Production: TOOH w/ 2 7/8" production tubing. Ran sub pump on 2 7/8" 7.9#/6.5# L-80 production tubing. Bottom of sub pump @ 8,874'. Returned well to production (sub pump).

T. D. Pope "35" #1 - 810' FNL & 1980' FEL of Sec. 35, T-14S, R37E - Unit Letter "B" ** BHL "A" 331' FNL & 349' FEL



Spud: 12/5/04

Compl: 2/05/05

ELEV: 3810' GL

API # 30-025-36933

17 1/2" Hole Size

13 3/8" - 48# H-40 casing @ 425'
cemented with 375 sxs - circ'd 42 sxs

12 1/4" Hole

9 5/8" - 36# & 40# casing @ 4700'
cemented with 2558 sxs - circ'd 150 sxs

8 3/4" Hole

02/12/08 Last pulling report:
Cable is # 2 Flat Lead
112 jnts 2 7/8" PH-6 (3508')
x/o
230 jnts 2 7/8" L-80 (7508')
x/o
2 3/8" SN

Bottom of pump @ 11,144'

DV Tool @ 10,562' - cmt with 1280 sxs to surface - circ'd 95 sxs

Arrow pak packer @ 11,808' - WL set on 5/27/05

Devonian Intervals:

2/05 Perfs: 12,036' to 12,060' ("A") squeezed w/ 350 sxs 3/1/05
Acidized perfs with 7770 gals of 15% HCL acid

1796' lateral to
NE in "F"

1st lateral Window 12,545' -550' / 1700' VS - Azim 73.6

MD 14,346'
TVD 12,633'

WS @ 12,550'
CIBP @ 12,560'
PBTD @ 12,709'

MD 14,380'
TVD 12,698'

7" - 23# & 26# casing @ 12,804'
cement with 765 sxs cement + 1280 sxs thru DV Tool

2nd Lateral Window 12,374 - 384' - 1730' VS - Azim 127

1996' lateral to
SE in "F"

CELERO ENERGY

Well History

DATE: *09-18-2008*

FIELD: *Denton* **COUNTY, STATE:** *Lea, New Mexico*

LSE/UNIT: *T.D. Pope "35"* **WELL NO.:** *1*

LOCATION: *810' FNL, 1980' FEL, Sec 35, T14S, R37E* **API No.:** *30-025-36933*

- (03-05) – Initial Completion – Dual Lateral Drill Well: CO/DO well to PBTD @ 12,709'. Run and set CIBP @ 12,560'. Set whipstock @ 12,550'. Cut window and drilled lateral hole. Drilled lateral hole to NE in Devonian "F" interval to a measured depth of 14,346'. Spotted 4,000 gal 10% acetic acid. Acidized lateral using a coiled tubing unit from 13,350' – 12,848' w/ 5,000 gal 15% HCl acid @ 3.4 BPM and on vacuum. Ran and set RBP @ 12,082'. Perforated Devonian 12,036' – 12,050' and 12,055' – 12,060' (21' net, 4 SPF, 78 shots). Acidized Devonian (12,036' – 12,060') w/ 7,770 gal 15% HCl acid and 500# rock salt in two stages @ 4.5 – 6 BPM and 3,000 – 3,400 psi STP. Retrieved RBP @ 12,082'. Ran and set packer @ 11,300'. Ran sub pump on 2 7/8" 7.9#/6.5# L-80 production tubing. Bottom of sub pump @ 11,123'. Put well on production (sub pump). POOH w/ 2 7/8" production tubing and sub pump. Retrieved packer @ 11,300'. Ran and set RBP @ 12,475'. Ran sub pump on 2 7/8" 7.9#/6.5# L-80 production tubing. Bottom of sub pump @ 11,118'. Put well on production (sub pump). POOH w/ 2 7/8" production tubing and sub pump. Squeeze cemented Devonian (12,036' – 12,060') w/ 375 sx cement. DO cement and retrieved RBP @ 12,475'. Ran and set Arrowpac packer @ 11,400'. Ran sub pump on 2 7/8" 7.9#/6.5# L-80 production tubing. Bottom of sub pump @ 11,155'. Put well on production (sub pump).

- (03-05) – R&R Sub Pump: POOH w/ 2 7/8" production tubing and sub pump. Ran sub pump on 2 7/8" 7.9#/6.5# L-80 production tubing. Bottom of sub pump @ ?'. Put well on production (sub pump).

- (05-05) – Workover: POOH w/ 2 7/8" production tubing and sub pump. Retrieved packer @ 11,400'. Ran and set RBP @ 12,405'. Set whipstock @ 12,384'. Cut window and drilled lateral hole. Drilled lateral hole to SE in Devonian "F" interval to a measured depth of 14,380'. POOH w/ drill pipe, motors, and tools. Ran sprinkler system into the "F" lateral and acidized lateral from 12,738' – 14,252' w/ 15,000 gal 15% HCl acid @ 6.5 BPM and 350 – 3900 psi STP. Fished and retrieved whipstock @ 12,384' and RBP @ 12,405'. Ran and set Arrowpac packer @ 11,530'. Ran sub pump on 2 7/8" 7.9#/6.5# L-80 production tubing. Bottom of sub pump @ 11,109'. Put well on production (sub pump).

- (05-05) – Workover: POOH w/ 2 7/8" production tubing and sub pump. Retrieved packer @ 11,530'. Pressure tested Devonian squeezed perfs (12,036' – 12,060') to 1000 psi, bled off

95 psi in 30 min. Ran and set Arrowpac packer @ 11,808'. Ran sub pump on 2 7/8" 7.9#/6.5# L-80 production tubing. Bottom of sub pump @ 11,255'. Put well on production (sub pump).

- (10-05) – R&R Sub Pump: POOH w/ 2 7/8" production tubing and sub pump. Ran sub pump on 2 7/8" 7.9#/6.5# L-80 production tubing. Bottom of sub pump @ 11,217'. Put well on production (sub pump). .

- (02-07) – Workover: POOH w/ 2 7/8" production tubing and sub pump. Acidized Devonian laterals with 5,000 gal NEFE acid. Ran sub pump on 2 7/8" 7.9#/6.5# L-80 production tubing. Bottom of sub pump @ ?'. Put well on production (sub pump). .

- (09-07) – R&R Sub Pump: POOH w/ 2 7/8" production tubing and sub pump. Ran sub pump on 2 7/8" 7.9#/6.5# L-80 production tubing. Bottom of sub pump @ ?'. Put well on production (sub pump). .

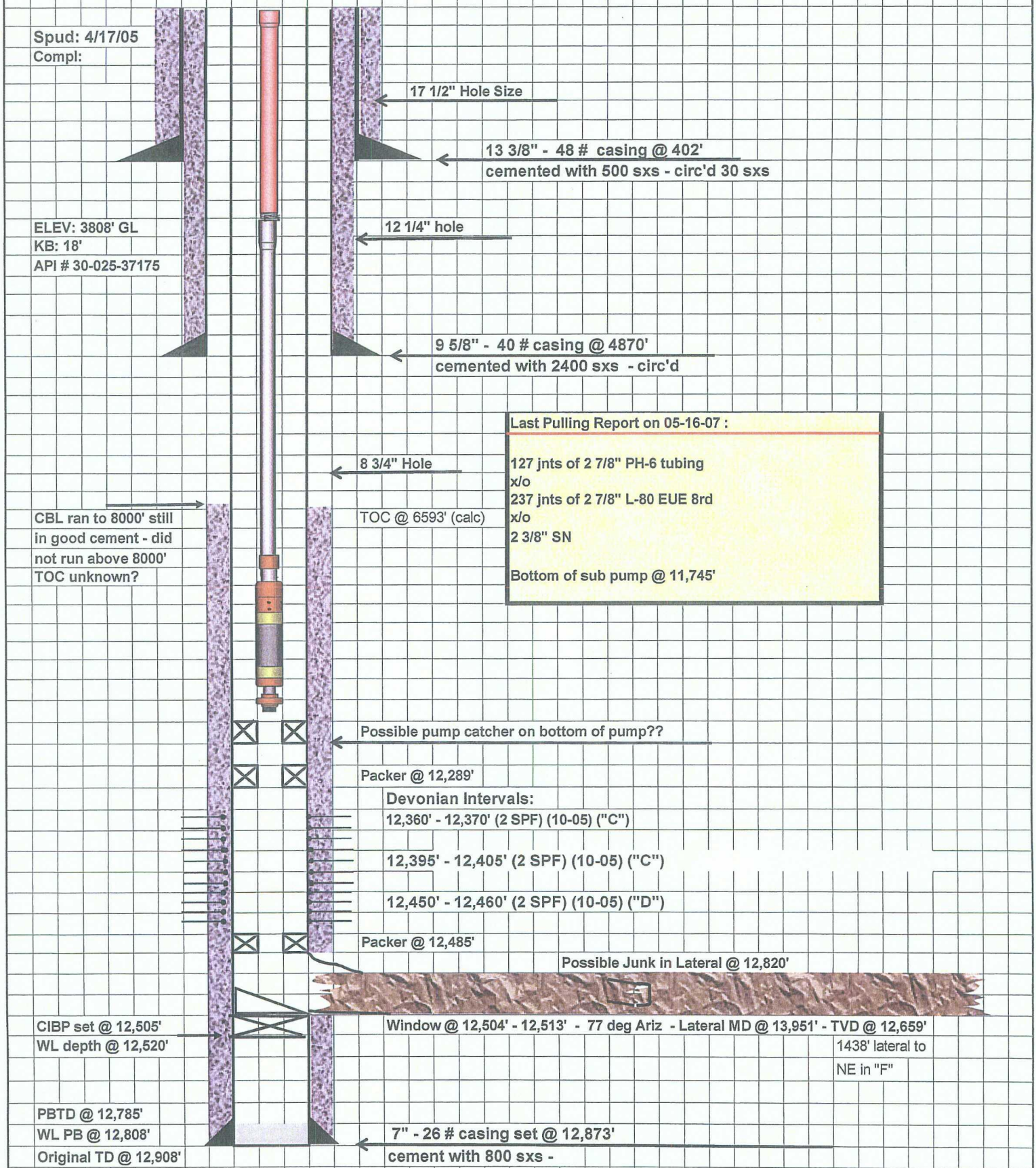
- (10-07) – R&R Sub Pump: POOH w/ 2 7/8" production tubing and sub pump. Ran sub pump on 2 7/8" 7.9#/6.5# L-80 production tubing. Bottom of sub pump @ ?'. Put well on production (sub pump). .

- (12-07) – R&R Sub Pump: POOH w/ 2 7/8" production tubing and sub pump. Ran sub pump on 2 7/8" 7.9#/6.5# L-80 production tubing. Bottom of sub pump @ 11,536'. Put well on production (sub pump). .

- (01-08) – R&R Sub Pump: POOH w/ 2 7/8" production tubing and sub pump. Ran sub pump on 2 7/8" 7.9#/6.5# L-80 production tubing. Bottom of sub pump @ 11,536'. Put well on production (sub pump). .

- (02-08) – R&R Sub Pump: TOOH w/ 2 7/8" production tubing and sub pump. Ran sub pump on 2 7/8" 7.9#/6.5# L-80 production tubing. Bottom of sub pump @ 11,144'. Put well on production (sub pump). .

T. D. Pope "35" #3 - 1505' FNL & 2120' FEL of Sec. 35, T-14S, R37E - Unit Letter "G" - BHL @ 968' FNL & 777' FEL UL "A"



CELERO ENERGY

Well History

DATE: *09-18-2008*

FIELD: *Denton* **COUNTY, STATE:** *Lea, New Mexico*

LSE/UNIT: *T.D. Pope "35"* **WELL NO.:** *3*

LOCATION: *1505' FNL, 2120' FEL, Sec 35, T14S, R37E* **API No.:** *30-025-37175*

- (08-05) – Initial Completion – Single Lateral Drill Well: CO/DO well to PBTD @ 12,785'. Ran Schlumberger ECS/CBL/GR/CCL logs. Run and set CIBP @ 12,520'. Set whipstock @ 12,505'. Cut window and drilled lateral hole. Drilled lateral hole to the NE in the Devonian "F" interval to a measured depth of 13,951'. POOH w/ drill pipe, motors, and tools. Ran sprinkler system and acidized lateral w/ 15,000 gal 15% NEFE acid @ 6.4 BPM and 3365 psi max STP. Ran and set Arrowpac packer @ 12,000'. Ran sub pump on 2 7/8" 7.9#/6.5# L-80 production tubing. Bottom of sub pump @ 11,525'. Put well on production (sub pump). Attempted to fish 2 7/8" production tubing and sub pump. Left some junk in hole (2 3/8" tubing, sub pump and packer with TOF @ 12,485'. Ran and set Arrowpak packer @ 11,988'. Ran sub pump on 2 7/8" 7.9#/6.5# L-80 production tubing. Bottom of sub pump @ 11,489'. Put well on production (sub pump).

- (09-05) – Workover: POOH w/ 2 7/8" production tubing and sub pump. Retrieved Arrowset packer @ 11,988'. Tagged top of fish @ 12,478'. Milled over fish and recovered tubing and part of the sub pump. Left some junk in the hole (part of sub pump and packer) with TOF @ 12,508'. Ran and set Arrowpac packer @ 11,970'. Ran sub pump on 2 7/8" 7.9#/6.5# L-80 production tubing. Bottom of sub pump @ 11,474'. Put well on production (sub pump).

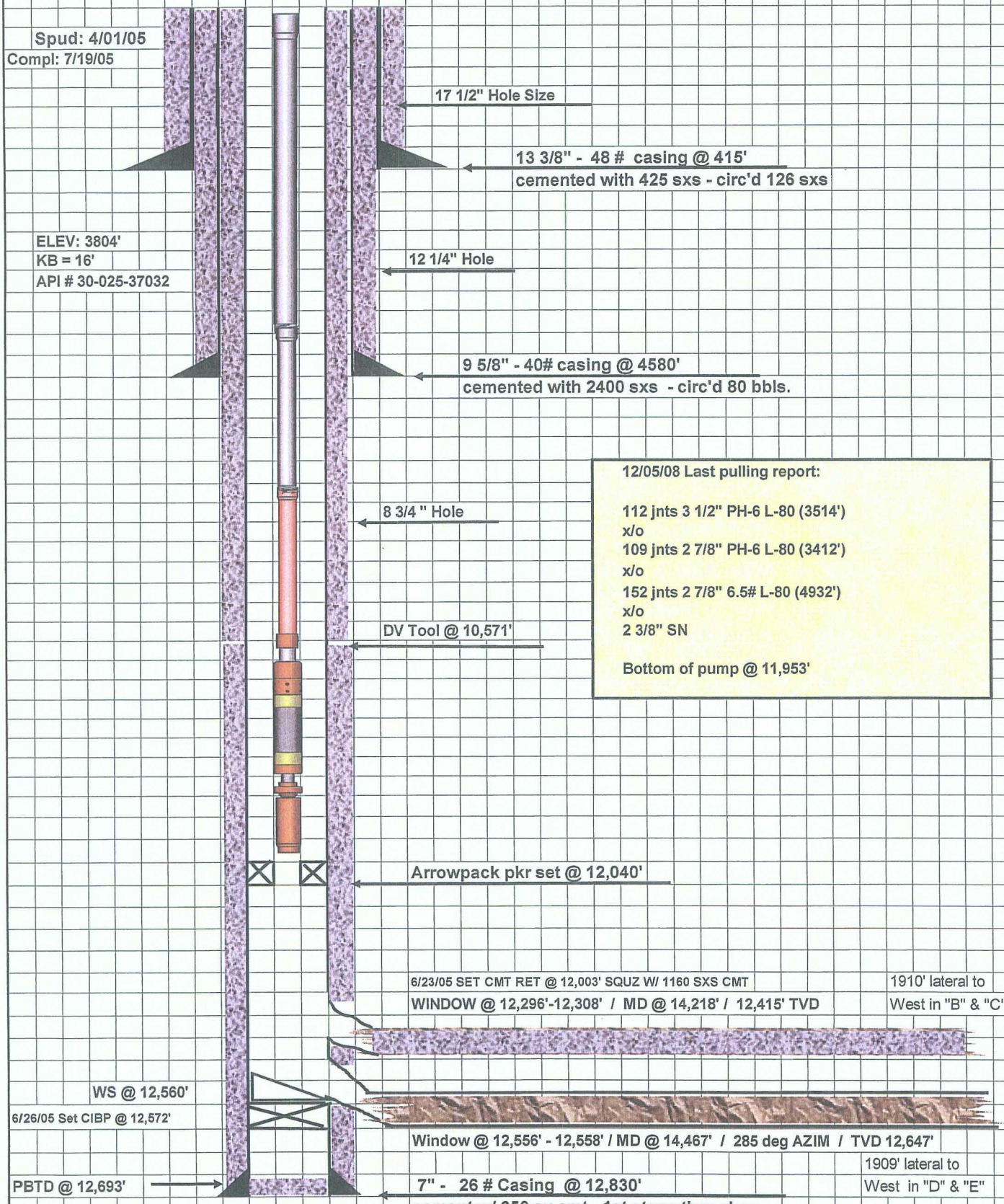
- (11-05) – Workover: POOH w/ 2 7/8" production tubing and sub pump. Retrieved Arrowpac packer @ 11,970'. Tagged TOF @ 12,508'. Milled over fish and recovered 2 3/8" tubing, and packer. RIH to 12,820'. Perforated Devonian "C" and "D" intervals 12,360' – 12,370', 12,395' – 12,405', 12,450' – 12,460' (33' net, 2 SPF, 63 shots). Acidized Devonian "C" and "D" (12,360' – 12,460') w/ ? gal acid @ 3.5 BPM @ 1050 psi avg STP. Isolated Devonian "C" and "D" intervals and swab tested 100% water. Unable to retrieve packers set @ 12,289' and 12,485'. Ran sub pump on 2 7/8" 7.9#/6.5# L-80 production tubing. Bottom of sub pump @ 11,410'. Put well on production (sub pump).

- (01-06) – R&R Sub Pump: POOH w/ 2 7/8" production tubing and sub pump. Ran sub pump on 2 7/8" 7.9#/6.5# L-80 production tubing. Bottom of sub pump @ 11,492' w/ pump catcher @ 11,506'. Put well on production (sub pump).

- (02-06) – R&R Sub Pump: POOH w/ 2 7/8" production tubing and sub pump. Ran sub pump on 2 7/8" 7.9#/6.5# L-80 production tubing. Bottom of sub pump @ 11,475'. Put well on production (sub pump).

- (05-07) – Workover: POOH w/ 2 7/8" production tubing and sub pump. Acidized Devonian "C", "D", and lateral w/ 8,000 gal 15% NEFE acid w/ additives and 6,000# rock salt in three stages @ 6.6 BPM and 992 – 2230 psi STP. Ran sub pump on 2 7/8" 7.9#/6.5# L-80 production tubing. Bottom of sub pump @ 11,745'. Put well on production (sub pump).

T. D. Pope "35" # 2 - 2550' FNL & 330' FEL of Sec. 35, T-14S, R37E - Unit Letter "H" - BHL @ 1952' FNL & 2125' FEL UL "G"



12/05/08 Last pulling report:

112 jnts 3 1/2" PH-6 L-80 (3514')
x/o
109 jnts 2 7/8" PH-6 L-80 (3412')
x/o
152 jnts 2 7/8" 6.5# L-80 (4932')
x/o
2 3/8" SN

Bottom of pump @ 11,953'

CELERO ENERGY

Well History

DATE: *12-12-2008*

FIELD: *Denton* **COUNTY, STATE:** *Lea, New Mexico*

LSE/UNIT: *T.D. Pope "35"* **WELL NO.:** *2*

LOCATION: *2550' FNL, 330' FEL, Sec 35, T14S, R37E* **API No.:** *30-025-37032*

- (06-05) – Initial Completion – Dual Lateral Drill Well: CO/DO well to PBTD @ 12,784'. Run and set CIBP @ 12,310'. Set whipstock @ 12,994'. Cut window and drilled lateral hole. Drilled lateral hole to the west in the Devonian "B" and "C" intervals to a measured depth of 14,218'. Spotted 4,000 gal 10% acetic acid. POOH w/ drill pipe, motors, and tools. Ran sprinkler system and acidized lateral from 12,510' – 14,218' w/ 15,000 gal 15% HCl acid and 50 bbls of crosslinked gel in three stages @ 6 BPM and 1650 – 2825 psi avg STP. Ran and set Arrowpac packer @ 12,010'. Ran sub pump on 2 7/8" 7.9#/6.5# L-80 production tubing. Bottom of sub pump @ ?'. Put well on production (sub pump). POOH w/ 2 7/8" production tubing and sub pump. Retrieved packer @ 12,010'. Retrieved whipstock @ 12,994'. Squeeze cemented Devonian "B" & "C" lateral under a cmt retainer w/ 1160 sx Class H cement w/ additives. DO cmt, cmt retainer, and CIBP @ 12,310', and CO well to PBTD @ 12,784'. Ran and set CIBP @ 12,572'. Set whipstock @ 12,560'. Cut window and drilled lateral hole. Drilled lateral hole to the west in the Devonian "D" and "E" intervals to a measured depth of 14,467'. POOH w/ drill pipe, motors, and tools. Ran sprinkler system and acidized lateral from 12,710' – 14,418' w/ 15,000 gal 15% HCl acid @ 7 – 9.2 BPM and 3092 psi max STP. Ran and set packer @ 12,010'. Ran sub pump on 2 7/8" 7.9#/6.5# L-80 production tubing. Bottom of sub pump @ 11,611'. Put well on production (sub pump).

- (08-05) – R&R Sub Pump: POOH w/ 2 7/8" production tubing and sub pump. Ran sub pump on 2 7/8" 7.9#/6.5# L-80 production tubing. Bottom of sub pump @ 11,950'. Put well on production (sub pump).

- (08-05) – R&R Sub Pump: POOH w/ 2 7/8" production tubing and sub pump. Ran sub pump on 2 7/8" 7.9#/6.5# L-80 production tubing. Bottom of sub pump @ 11,962'. Put well on production (sub pump).

- (10-05) – Workover: Attempted to fish 2 7/8" production tubing and sub pump out of the wellbore. Fish left in hole consists of sub pump, cable, and 109 joints of 2 3/8" L-80 tubing. TOF @ 9032' w. top of cable @ 8100' +/-. Ran 2 7/8" 7.9#/6.5# L-80 production tubing. RDMO.

- (05-07) – Workover: POOH w/ 2 7/8" production tubing. Tagged up @ 8049'. Ran and set RBP @ 8020'. Pressure tested casing to 560 psi, held OK. Ran CCL/CBL log. Ran 2 7/8" 7.9#/6.5# L-80 production tubing. RDMO. TA well.

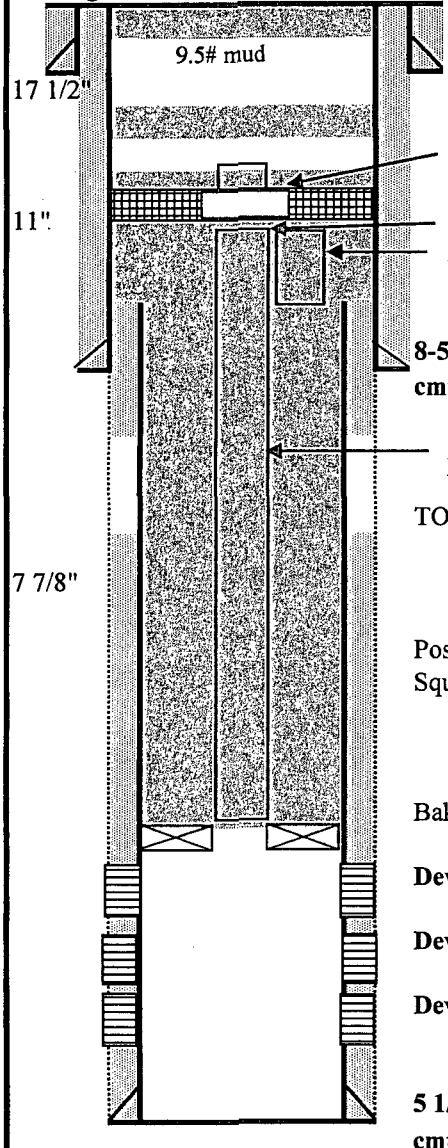
- (11-08) – Workover: Retrieved and POOH w/ RBP @ 8020'. Fished and recovered sub pump cable, 109 joints of 2 3/8" L-80 tubing, sub pump, and Arrowset packer out of the wellbore. CO well to 12,174'. Ran and set Arrowset packer @ 12,040'. Ran sub pump on 2 7/8" 6.5# EUE, 2 7/8" PH-6 L-80, and 3 ½" PH-6 L-80 production tubing. Bottom of sub pump @ 11,953'. Put well on production (sub pump).

CELERO ENERGY

		DATE:	**Mar. 31, 2009**
FIELD:	**Denton**	**BY:**	**JEA**
LEASE/UNIT:	**T. D. Pope "35"**	**WELL:**	**23**
COUNTY:	**Lea**	**STATE:**	**New Mexico**

Location: 1980' FNL & 660' FEL, Sec 35(H), T14S, R37ECM
SPUD: 08/53 COMP: 11/53
CURRENT STATUS: P&A'd Devonian Producer (10-92)
Original Well Name: T. D. Pope #20 (Mobil)

KB = 3,818'
GL = 3,806'
API = 30-025-05197



Spotted 10 sx cmt plug @ surface. (10-92)
13 3/8" 48# @ 467'
cmt'd. w/ 500 sx cmt. TOC @ surface (calc)
Spotted 50 sx cement plug from 1,500' - 1,335' (10-92)
Set cmt retainer @ 3,914' and pumped 1,125 sx Class H cmt.
Cut off tubing @ 3,675' (cmt retainer would not hold). (10-92)
Top of all junk @ 3,979' after fishing and milling.
27 1/2 joints of 2 3/8" buttress tubing. Top @ 3094' and bottom @ 3939'.
Top of 5 1/2" production liner @ 4,620'. Sqz'd TOL w/ 350 sx cmt.

8-5/8" 32# @ 4850'
cmt'd. w/ 3069 sx cmt. TOC @ surface (calc)

383 joints of 2 3/8" tubing (corkscrewed) w/ top @ 3,200' +/- and bottom @ 12,022' before milling.
TOC @ 7,352' (calc)

Possible casing leak @ 9,300' at Wolfcamp
Squeeze cemented 5 1/2" casing leak w/ 400 sx cement.

Baker Model N pkr @ 12,022'

Devonian "A": 12,064' - 12,126', 12,195' - 12,246', 12,270' - 12,294' (11-53)

Devonian "B" & "C": 12,358' - 12,398' (11-53)

Devonian "C": 12,490' - 12,556' (11-53)

5 1/2" 17/20# liner from 4620' to 12,630'
cmt'd w/ 775 sx cmt. Liner top was sqz'd w/ 350 sx cmt.

PBTD - 12,628'
TD - 12,630'

CELERO ENERGY

Well History

DATE: *03-31-2009*

FIELD: *Denton* **COUNTY, STATE:** *Lea, New Mexico*

LSE/UNIT: *T.D. Pope "35"* **WELL NO.:** *23*

LOCATION: *1980' FNL, 660' FEL, Sec 35, T14S, R37E* **API No.:** *30-025-05197*

- (11-53) – Initial Completion: Perforated Devonian "C" 12,490' – 12,556'. Acidized w/ 500 gal mud acid and 4,500 gal 20% LST acid @ 3.4 BPM and 4,800 – 2,800 psi STP. Perforated Devonian "B" and "C" 12,358' – 12,398'. Acidized w/ 500 gal mud acid and 4,500 gal 20% LST acid @ 3.6 BPM and 3,200 – 2,900 psi STP. Perforated Devonian "A" 12,270' – 12,294'. Acidized w/ 500 gal mud acid and 4,500 gal 20% LST acid @ 3.8 BPM and 3,500 – 2,800 psi STP. Perforated Devonian "A" 12,195' – 12,246'. Acidized w/ 500 gal mud acid and 4,500 gal 20% LST acid @ 3.8 BPM and 3,200 – 2,800 psi STP. Perforated Devonian "A" 12,064' – 12,126'. Acidized w/ 500 gal mud acid and 4,500 gal 20% LST acid @ 3.3 BPM and 5,000 – 2,500 psi STP. Put well on production (flowing), 333 BOPD on 16/64" choke, 100% oil cut, GOR of 964.

Other work done on this well was captured on the wellbore sketch by has not been personally verified.

- (09-74) – TA Well:
- (10-92) – P&A Well:

Submit 3 Copies to Appropriate District Office

DISTRICT I
P.O. Box 1980, Hobbs, NM 88240

DISTRICT II
P.O. Drawer DD, Artesia, NM 88210

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

State of New Mexico
Energy, Minerals and Natural Resources Department

OIL CONSERVATION DIVISION
P.O. Box 2088
Santa Fe, New Mexico 87504-2088

Form C-103
Revised 1-1-89

WELL API NO.

5. Indicate Type of Lease STATE ☐ FEE ☒

6. State Oil & Gas Lease No.

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.)

7. Lease Name or Unit Agreement Name: T.D. Pope

1. Type of Well: OIL WELL ☒ GAS WELL ☐ OTHER

2. Name of Operator: S & J Operating Company

8. Well No.: 23

3. Address of Operator: P. O. Box 2249 Wichita Falls, TX 76307

9. Pool name or Wildcat: Denton Devonian

4. Well Location
Unit Letter H : 1980 Feet From The North Line and 660 Feet From The East Line

Section 35 Township 14-S Range 37-E NMPM Lea County

10. Elevation (Show whether DF, RKB, RT, GR, etc.): 3817 DF

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

NOTICE OF INTENTION TO:				SUBSEQUENT REPORT OF:			
PERFORM REMEDIAL WORK	☐	PLUG AND ABANDON	☐	REMEDIAL WORK	☐	ALTERING CASING	☐
TEMPORARILY ABANDON	☐	CHANGE PLANS	☐	COMMENCE DRILLING OPNS.	☐	PLUG AND ABANDONMENT	☒
PULL OR ALTER CASING	☐			CASING TEST AND CEMENT JOB	☐		
OTHER:	☐			OTHER:	☐		

12. Describe Proposed or Completed Operations (Clearly state all pertinent details, and give pertinent dates, including estimated date of starting any proposed work) SEE RULE 1103.

Fished junk and attempted to fish and mill junk in March, April and October, 1992. In total of 22 days gained from 3094' to 3979' and gave up when progress virtually stopped.

10-15-92 Set 8 5/8" RTTS packer at 3917' and pumped into well. Pulled packer.

10-16-92 Set 8 5/8" EZSB retainer on 2 7/8" OD tubing at 3914'. Pumped 1125 sx Class "H" cement below retainer. Sting out of retainer but retainer would not hold. Sting into retainer and held pressure.

10-17-92 Cut off tubing at 3675'. Spotted 50 sx Class "H" cement at 1500' and 10 sx at ground.

10-21-92 Installed permanent P&A marker.

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

SIGNATURE Peyton S. Carnes, Jr. TITLE Petroleum Engineer DATE 11-3-92

TYPE OR PRINT NAME Peyton S. Carnes, Jr. TELEPHONE NO. 817-723-2166

(This space for State Use)

APPROVED BY Lyle F. Turnecliff TITLE OIL & GAS INSPECTOR DATE JAN - 5 1993

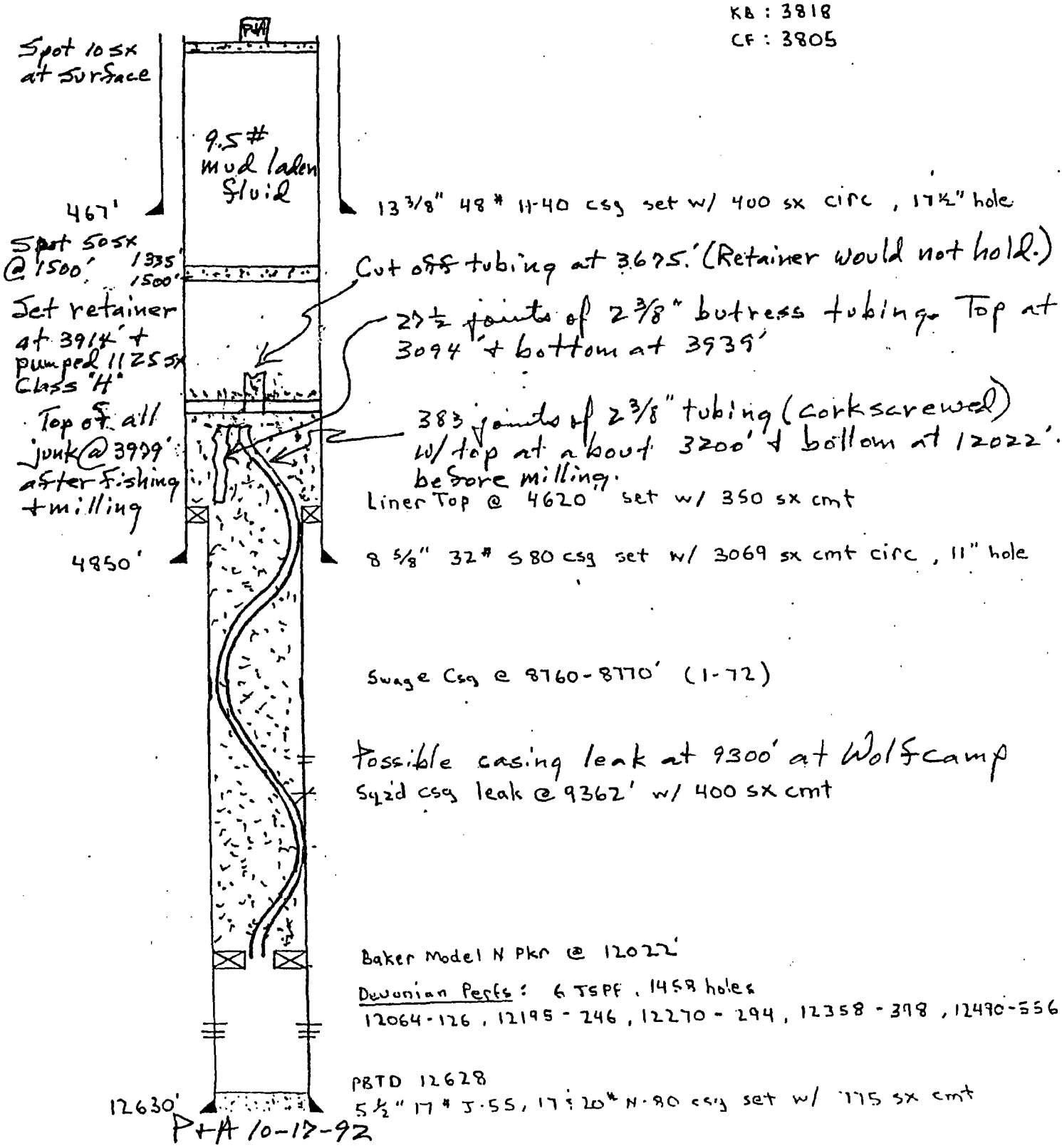
CONDITIONS OF APPROVAL, IF ANY:

Stephens + John n Operating Co.
Lease: TD Pope Well No. 23 Date: _____

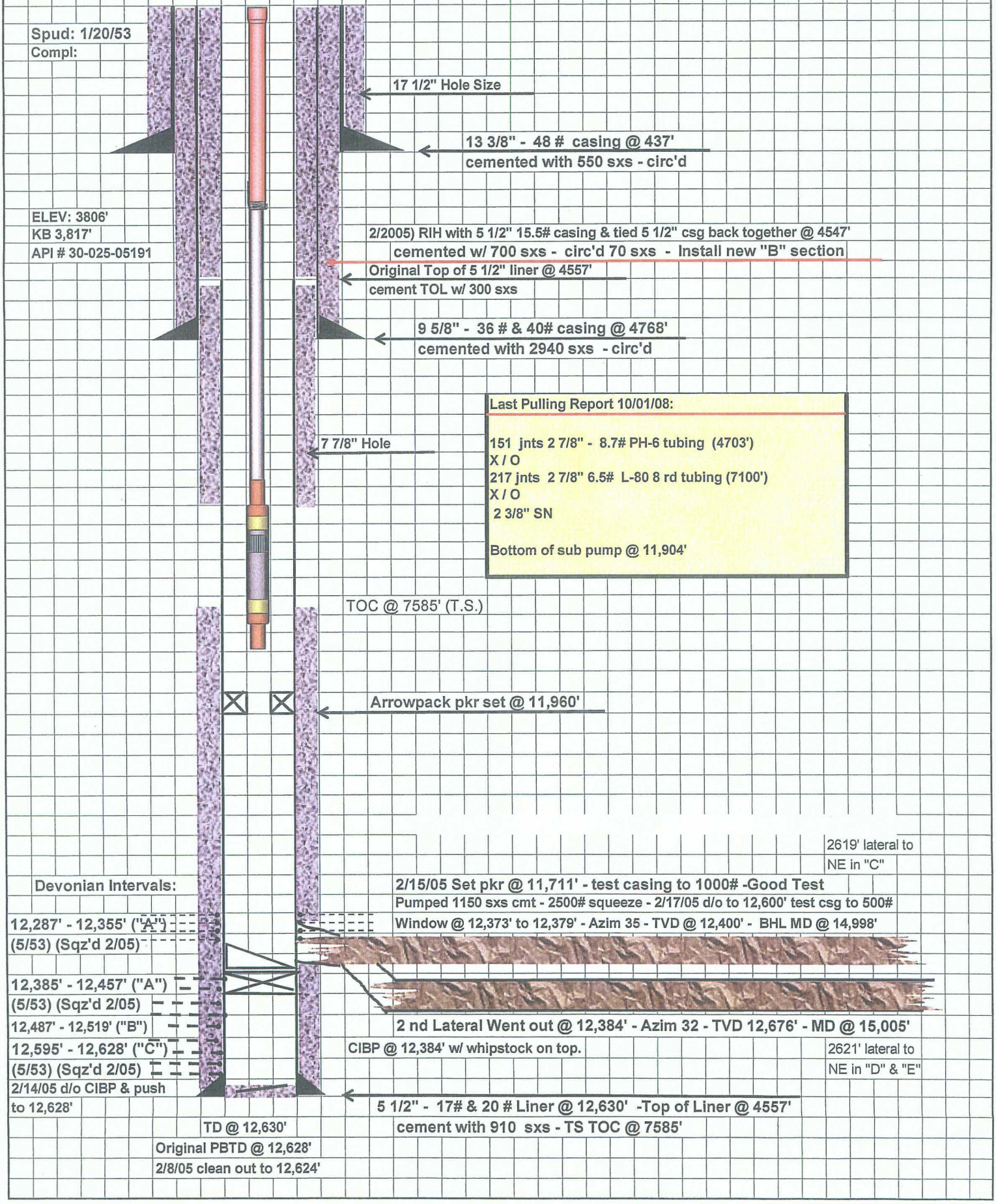
Location: 1980' FNL & 660' FEL Sec 35, 14S, R37E By: KA Carwile

Subject: well completion

Elevation: GL: 3806
KB: 3818
CF: 3805



T. D. Pope "35" # 7 - 1980' FSL & 1980' FEL of Sec. 35, T-14S, R37E - Unit Letter "J" - BHL @ 1212' FNL & 689' FEL UL "A"



CELERO ENERGY

Well History

DATE: *03-18-2009*

FIELD: *Denton* **COUNTY, STATE:** *Lea, New Mexico*

LSE/UNIT: *T.D. Pope "35"* **WELL NO.:** *7*

LOCATION: *1980' FSL, 1980' FEL, Sec 35, T14S, R37E* **API No.:** *30-025-05191*

- (03-53) – Initial Completion: Perforated Devonian "C" 12,595' – 12,628' (4 SPF) and acidized w/ 500 gal mud acid and 4,500 gal 20% SLT acid @ 4.5 BPM and 2,800 – 2,600 psi STP. Perforated Devonian "B" 12,487' – 12,519' (4 SPF) and acidized w/ 500 gal mud acid and 4,500 gal 20% SLT acid @ 4.5 BPM and 5,000 – 2,800 psi STP. Perforated Devonian "A" 12,385' – 12,457' (4 SPF) and acidized w/ 500 gal mud acid and 4,500 gal 20% SLT acid @ 5 BPM and 4,000 – 2,000 psi STP. Perforated Devonian "A" 12,287' – 12,355' (4 SPF) and acidized w/ 500 gal mud acid and 4,500 gal 20% SLT acid @ 4.5 BPM and 3,000 – 2,000 psi STP. Flowed/swabbed load back. Put well on production (flowing).

- (04-05) – Dual Lateral Drill Well: Drill out and mill out junk in wellbore @ 12,318' and push junk downhole to 12,624'. Ran and set CIBP @ 4741'. Pressure tested production casing and liner to 1000 psi, tested OK. Ran 100 jts 5 ½" 15.5# casing and stung into top of 5 ½" casing @ 4547'. Cemented 5 ½" casing in place w/ 700 sx Class C cement w/ additives (circ 70 sx cmt). DO cement and CIBP @ 4741', and CO well to 12,628'. Squeeze cemented Devonian perforated intervals (12,287' – 12,628') under a packer w/ 1,150 sx Class H cement w/ additives in preparation for drilling lateral in this wellbore. Tagged cement @ 11,864' and DO cmt and CO well to 12,600'. Tested squeeze to 500 psi, held OK. Ran and set CIBP @ 12,384'. Set whipstock @ 12,380'. Cut window and drilled lateral hole. Drilled lateral hole to NE in Devonian "C" interval to a measured depth of 14,998'. Spotted 3,000 gal 10% acetic acid. POOH w/ drill pipe, motors, and tools. Acidized lateral using a coiled tubing unit from 13,750' – 14,998' w/ 11,000 gal 15% HCl acid @ 3 BPM and 1450 psi avg STP. Ran and set Arrowpac packer @ 12,015'. Ran sub pump on 2 7/8" 7.9#/6.5# L-80 production tubing. Bottom of sub pump @ 11,853'. Put well on production (sub pump).

- (05-05) – Drill Second Lateral: POOH w/ 2 7/8" production tubing and sub pump. Retrieved packer @ 12,015'. Drilled second lateral hole out of first lateral hole kicking out @ 12,384'. Drilled lateral hole to NE in Devonian "D" and "E" intervals to a measured depth of 15,005'. Spotted 10,000 gal 10% acetic acid. POOH w/ drill pipe, motors, and tools. Ran sprinkler system into the "D" & "E" lateral and acidized lateral from 13,033' – 14,950' w/ 12,000 gal 15% HCl acid and 20 bbls crosslinked gel three stages @ 5 BPM and 2,200 psi avg STP. Ran and set Arrowpac packer @ 12,000'. Ran sub pump on 2 7/8"

7.9#/6.5# L-80 production tubing. Bottom of sub pump @ 11,512'. Put well on production (sub pump).

- (06-05) – R&R Sub Pump: POOH w/ 2 7/8" production tubing and sub pump. Ran sub pump on 2 7/8" 7.9#/6.5# L-80 production tubing. Bottom of sub pump @ 11,512'. Put well on production (sub pump).

- (06-05) – R&R Sub Pump: POOH w/ 2 7/8" production tubing and sub pump. Ran sub pump on 2 7/8" 7.9#/6.5# L-80 production tubing. Bottom of sub pump @ 11,515'. Put well on production (sub pump).

- (06-05) – R&R Sub Pump: POOH w/ 2 7/8" production tubing and sub pump. Ran sub pump on 2 7/8" 7.9#/6.5# L-80 production tubing. Bottom of sub pump @ ?'. Put well on production (sub pump).

- (07-05) – R&R Sub Pump: POOH w/ 2 7/8" production tubing and sub pump. Ran sub pump on 2 7/8" 7.9#/6.5# L-80 production tubing. Bottom of sub pump @ 11,466'. Put well on production (sub pump).

- (08-05) – R&R Sub Pump: POOH w/ 2 7/8" production tubing and sub pump. Ran sub pump on 2 7/8" 7.9#/6.5# L-80 production tubing. Bottom of sub pump @ 11,466'. Put well on production (sub pump).

- (10-05) – R&R Sub Pump: POOH w/ 2 7/8" production tubing and sub pump. Ran sub pump on 2 7/8" 7.9#/6.5# L-80 production tubing. Bottom of sub pump @ 10,894'. Put well on production (sub pump).

- (10-05) – R&R Sub Pump: POOH w/ 2 7/8" production tubing and sub pump. Retrieved Arrowpac packer @ 12,000'. Tagged RD of 2nd lateral @ 14,953'. Ran and set Arrowpac packer @ 11,960'. Ran sub pump on 2 7/8" 7.9#/6.5# L-80 production tubing. Bottom of sub pump @ 10,906'. Put well on production (sub pump). .

- (01-06) – R&R Sub Pump: POOH w/ 2 7/8" production tubing and sub pump. Ran sub pump on 2 7/8" 7.9#/6.5# L-80 production tubing. Bottom of sub pump @ 11,895' and pump catcher @ 11,910'. Put well on production (sub pump). .

- (02-06) – R&R Sub Pump: POOH w/ 2 7/8" production tubing and sub pump. Ran sub pump on 2 7/8" 7.9#/6.5# L-80 production tubing. Bottom of sub pump @ 11,910'. Put well on production (sub pump). .

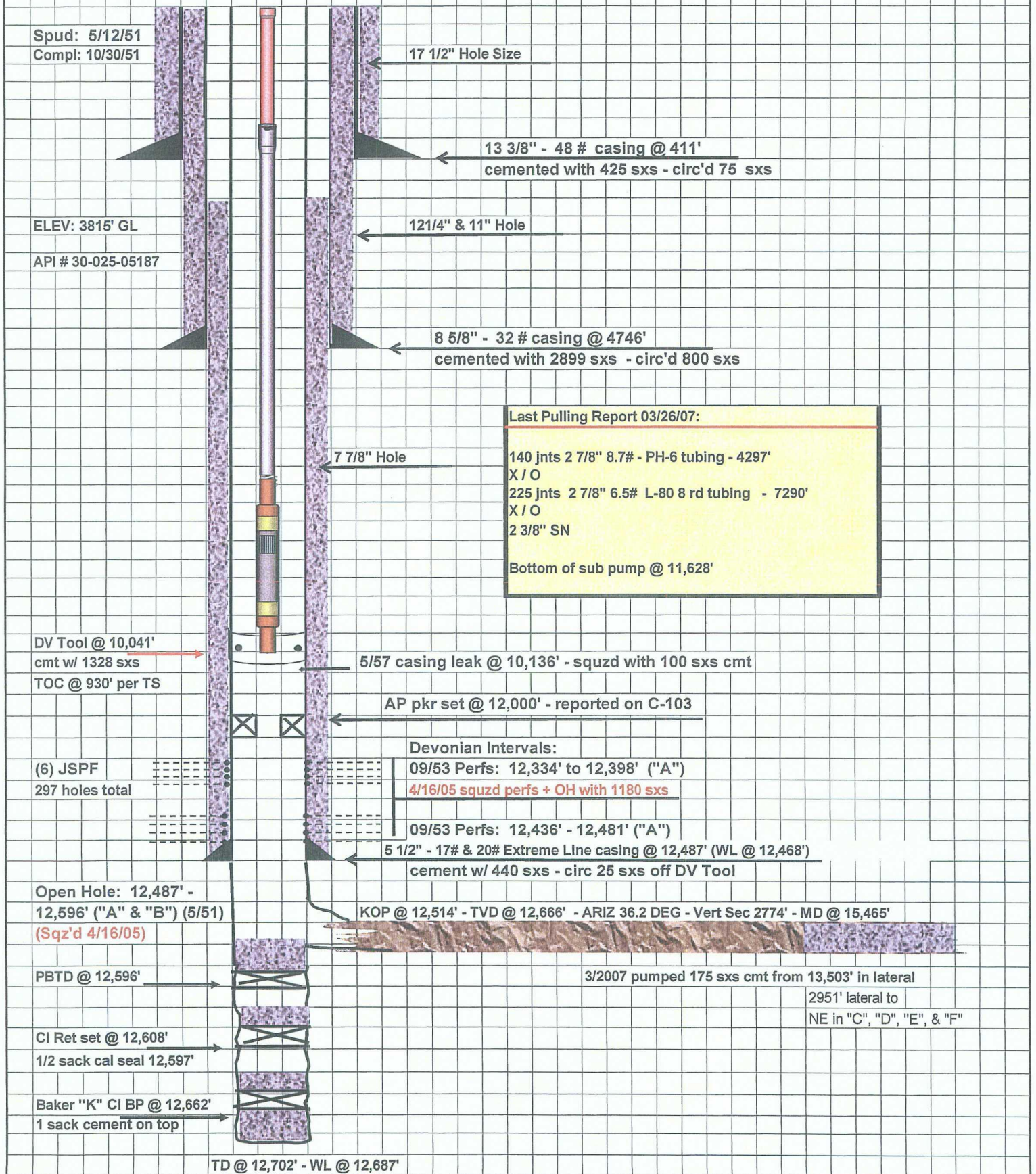
- (04-06) – R&R Sub Pump: POOH w/ 2 7/8" production tubing and sub pump. Ran sub pump on 2 7/8" 7.9#/6.5# L-80 production tubing. Bottom of sub pump @ 11,894'. Put well on production (sub pump).

- (04-07) – Workover: POOH w/ 2 7/8" production tubing and sub pump. Ran and set packer @ 11,803'. Acidized Devonian laterals w/ ? gal acid and 3,000# rock salt on vacuum. Retrieved packer @ 11,803'. Ran sub pump on 2 7/8" 7.9#/6.5# L-80 production tubing. Bottom of sub pump @ ?'. Put well on production (sub pump). .

- (04-07) – R&R Sub Pump: POOH w/ 2 7/8" production tubing and sub pump. Ran sub pump on 2 7/8" 7.9#/6.5# L-80 production tubing. Bottom of sub pump @ ?'. Put well on production (sub pump).

- (10-08) – R&R Sub Pump: POOH w/ 2 7/8" production tubing and sub pump. Ran sub pump on 2 7/8" 8.7#/6.5# L-80 production tubing. Bottom of sub pump @ 11,904'. Put well on production (sub pump).

T. D. Pope "35" #4 - 660' FSL & 1980' FEL of Sec. 35, T-14S, R37E - Unit Letter "O"



CELERO ENERGY

Well History

DATE: *03-18-2009*

FIELD: *Denton* **COUNTY, STATE:** *Lea, New Mexico*

LSE/UNIT: *T.D. Pope "35"* **WELL NO.:** *4*

LOCATION: *660' FSL, 1980' FEL, Sec 35, T14S, R37E* **API No.:** *30-025-05187*

- (10-51) – Initial Completion: Acidized Devonian "C" open hole 12,667' – 12,702' w/ 10,500 gal 20% SLT acid @ 0.75 – 4.2 BPM and 4,200 – 0 psi STP. Swab tested interval. Set CIBP @ 12,662' w/ 1 sx cmt cap. Acidized Devonian Lower "B" and Upper "C" 12,619' – 12,657' w/ 7,000 gal 20% SLT acid @ 0.1 – 2 BPM and 1,550 – 4,000 psi STP. Swab tested interval. Set cement retainer @ 12,608' w/ ½ sx calseal cap. Acidized Devonian Upper "B" 12,560' – 12,597' w/ 19,000 gal SLT acid @ 0.1 – 4.6 BPM and 900 – 5200 psi STP. Swab tested interval. Put well on production (flowing).

- (09-53) – Add Pay Workover: Perforated Devonian "A" 12,436' – 12,481' (6 SPF) and acidized w/ 500 gal mud acid and 7,000 gal 20% LST acid @ 3.5 BPM and 1,700 – 2,600 psi STP. Perforated Devonian "A" 12,334' – 12,398' (6 SPF) and acidized w/ 500 gal mud acid and 7,000 gal 20% LST acid @ 4.1 BPM and 1,000 – 3,900 psi STP. Swab tested intervals. Put well on production (flowing).

- (05-57) – Workover: Squeeze cemented casing leak @ 10,136' w/ 100 sx cement. Returned well to production (gas lift).

- (10-80) – Workover: Acidized Devonian 12,334' – 12,597' w/ 3,000 gal 20% NEFE acid and 1,000# rock salt in 3 stages @ 3 BPM and 500 – 1,400 psi STP. Returned well to production (hydraulic pump).

- (04-88) – TA Well:

- (06-05) – Single Lateral Re-entry Workover: Drill out and mill out junk in wellbore @ 12,242' – 12,542'. Pressure tested 5 ½" production casing to 11,804' w/ 1000 psi, tested OK. Squeeze cemented Devonian perforated intervals under a packer w/ 1,180 sx Class H cement w/ additives in preparation for drilling lateral in this wellbore. Tagged cement @ 11,742' and DO cmt and CO well to 12,528'. Tested squeeze, held OK. Ran Schlumberger GR/CCL/USIT log. Kicked off lateral @ 12,514' and drilled lateral hole to NE in Devonian "C", "D", "E", and "F" intervals to a measured depth of 15,465'. Spotted 5,000 gal 10% acetic acid. POOH w/ drill pipe, motors, ant tools. Ran sprinkler system and acidized lateral from 15,080' – 13,080' w/ 20,000 gal 15% HCl acid and 90 bbls gel block in 4 stages @ 6

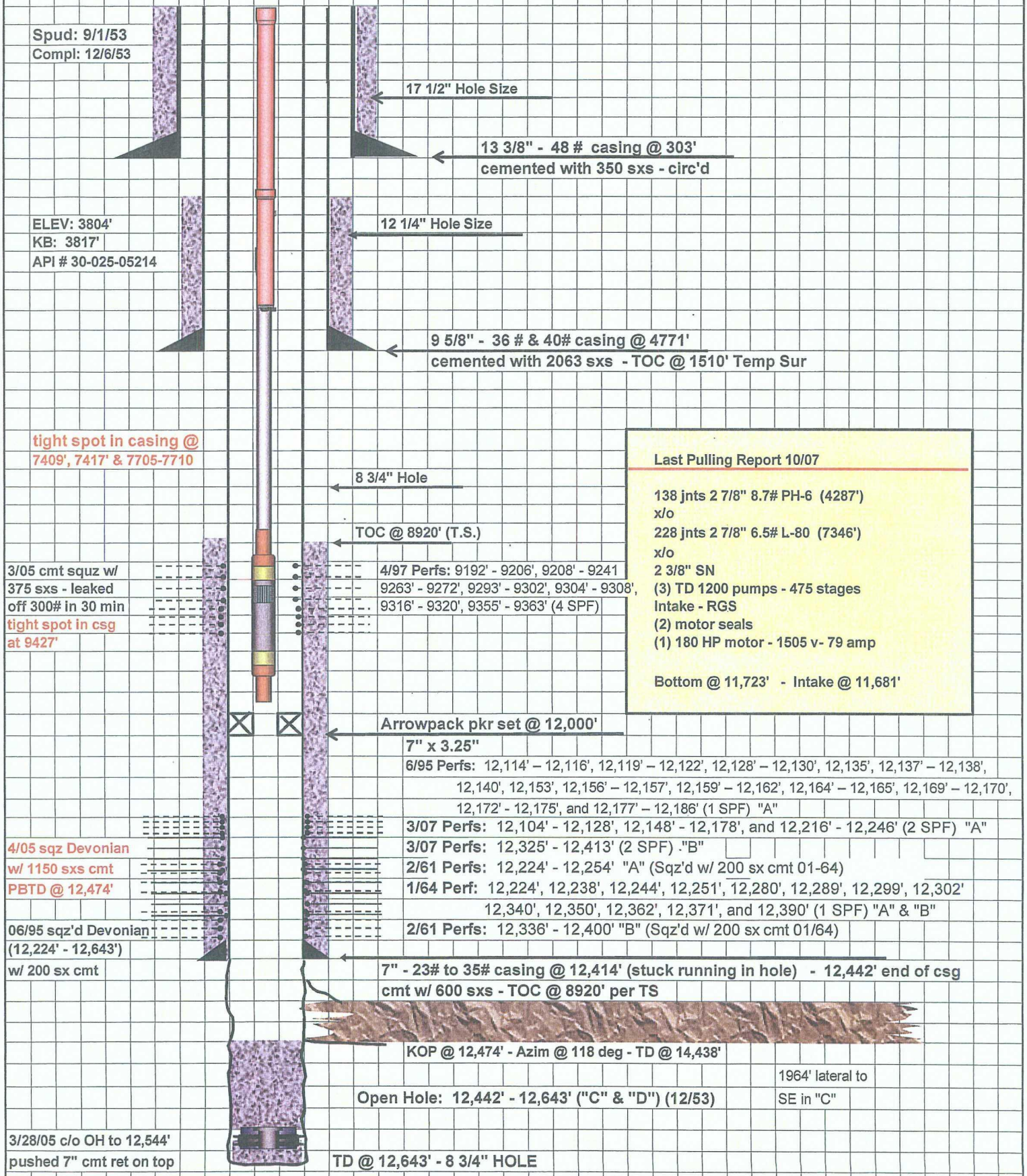
BPM and 1,900 – 2,200 psi STP. Ran and set Arrowpac packer @ 12,000'. Ran sub pump on 2 7/8" 7.9#/6.5# L-80 production tubing. Bottom of sub pump @ 11,105'. Put well on production (sub pump).

- (07-05) – R&R Sub Pump: POOH w/ 2 7/8" production tubing and sub pump. Ran sub pump on 2 7/8" 7.9#/6.5# L-80 production tubing. Bottom of sub pump @ 11,506'. Put well on production (sub pump).

- (11-05) – R&R Sub Pump: POOH w/ 2 7/8" production tubing and sub pump. Ran sub pump on 2 7/8" 7.9#/6.5# L-80 production tubing. Bottom of sub pump @ 11,774'. Put well on production (sub pump).

- (03-07) – Workover: POOH w/ 2 7/8" production tubing and sub pump. Squeeze cemented lateral from 13,503' w/ 175 sx Class H cement w/ additives. Did not tag any cement @ 13,503'. Acidized lateral under a packer w/ 3,000 gal 15% NEFE acid @ 6.1 BPM and 40 psi avg STP. Swabbed load back. Squeeze cemented Devonian under a packer @ 12,101' w/ 200 sx Class H cement w/ additives. Ran and set Arrowpac packer @ 12,011'. Ran sub pump on 2 7/8" 7.9#/6.5# L-80 production tubing. Bottom of sub pump @ 11,628'. Put well on production (sub pump).

T. D. Pope "36" #6 - 660' FNL & 330' FWL of Sec. 36, T-14S, R37E - Unit Letter "D" - BHL @ 1509' FNL & 2018' FWL UL "F"



CELERO ENERGY

Well History

DATE: *07-20-2009*

FIELD: *Denton* **COUNTY, STATE:** *Lea, New Mexico*

LSE/UNIT: *T.D. Pope "36"* **WELL NO.:** *6*

LOCATION: *660' FNL, 330' FWL, Sec 36, T14S, R37E* **API No.:** *30-025-05214*

- (12-53) – Initial Completion: Open hole Devonian "B", "C", and "D" natural completion 12,442' – 12,643'. No stimulation. Put well on production (flowing), 1319 BOPD on a ¾" choke.

- (02-61) – Workover: Acidized Devonian "B", "C", and "D" open hole (12,442' – 12,643') w/ 5,000 gal petrofrac (no sand) @ 7 BPM and 0 – 1,800 psi STP. Perforated Devonian "A" interval 12,224' – 12,254', and Devonian "B" interval 12,336' – 12,400'. Acidized Devonian "A" and "B" (12,224' – 12,400') w/ 5,000 gal gelled acid @ 6.8 BPM and 0 psi STP. Returned well to production, 165 BOPD, no water, and a GOR of 1110.

- (01-64) – Workover: Set CIBP @ 12,415'. Set cmt retainer @ 12,175'. Squeeze cemented Devonian "A" and "B" (12,224' – 12,400') w/ 400 sx cement in four stages. DO cmt retainer and cement and CO well to TD @ 12,643. Acidized Devonian "B", "C", and "D" open hole (12,442' – 12,643') w/ 5,000 gal 15% acid and 1,000 gal gelled fluid and 1,000# moth balls for diversion in three stages. Perforated Devonian "A" and "B" intervals 12,224', 12,238', 12,244', 12,251', 12,280', 12,289', 12,299', 12,302', 12,340', 12,350', 12,362', 12,371, and 12,390' (1 SPF). Acidized Devonian "A" and "B" (12,224' – 12,390') w/ 17,800 gal Flax 2 acid and 850 gal BDA, 555 gal gelled acid, and 600# moth balls in three stages. Returned well to production, 97 BOPD, 89 BWPD, and a GOR of 870.

- (10-74) – TA'd Well:

- (04-95) – Workover: Ran and set cmt retainer @ 12,208'. Pumped 100 sx cement into Devonian "A", "B", "C", and "D" (12,224' – 12,643'). Swab tested well. Shut well in.

- (06-95) – Workover: Squeeze cemented Devonian "A", "B", "C", and "D" (12,224' – 12,643') w/ 98 bbls injectoral and 100 sx cement. Perforated Devonian "A" intervals 12,114' – 12,116', 12,119' – 12,122', 12,128' – 12,130', 12,135', 12,137' – 12,138', 12,140', 12,153', 12,156' – 12,157', 12,159' – 12,162', 12,164' – 12,165', 12,169' – 12,170', 12,172' – 12,175', and 12,177' – 12,186' (1 SPF). Swab tested well. Returned well to production.

- (04-97) – Workover: Set CIBP @ 12,000' w/ 20' cement cap. Perforated Wolfcamp intervals 9,192' – 9,206', 9,208' – 9,241', 9,263' – 9,272', 9,293' – 9,302', 9,304' – 9,308', 9,316' – 9,320', 9,355' – 9,363' (4 SPF). Acidized Wolfcamp (9,192' – 9,363') w/ 8,000 gal 20% acid and 3,500# rock salt in 8 stages. Returned well to production (rod pump).

- (06-05) – Single Lateral Re-entry Workover: DO/CO well to 11,638'. Set cmt retainer @ 9075'. Squeeze cemented perfs @ 9,192' – 9.363' w/ 375 sx Class H cmt. DO cmt retainer and cement. Pressure tested casing to 1200 psi, lost 300 psi in 30 min. DO CIBP's @ 11,800' and 11,975'. DO/CO well to 12,544'. Worked tight spot in 7" casing from 9427' – 9440'. Ran Schlumberger log. Set cmt retainer @ 11,510'. Squeeze cemented Devonian w/ 1150 sx Class H cement in preparation for drilling lateral in this wellbore. Tagged cement @ 11,507' and DO cmt retainer and cmt to 12,474'. Kicked off lateral @ 12,474' and drilled lateral hole to SE in Devonian "C" interval to a measured depth of 14,438'. Spotted 5,000 gal 10% acetic acid. POOH w/ drill pipe, motors, ant tools. Ran sprinkler system and acidized lateral from 14,436' – 12,910' w/ 20,000 gal 15% HCl acid and 75 bbls crosslinked gel block in 4 stages @ 4.5 BPM and 2,900 – 3,400 psi STP. Ran and set Arrowpac packer @ 12,000'. Ran sub pump on 2 7/8" 7.9#/6.5# L-80 production tubing. Bottom of sub pump @ ?'. Put well on production (sub pump).

- (10-05) – R&R Sub Pump: POOH w/ 2 7/8" production tubing and sub pump. Ran sub pump on 2 7/8" 7.9#/6.5# L-80 production tubing. Bottom of sub pump @ 10,975'. Put well on production (sub pump).

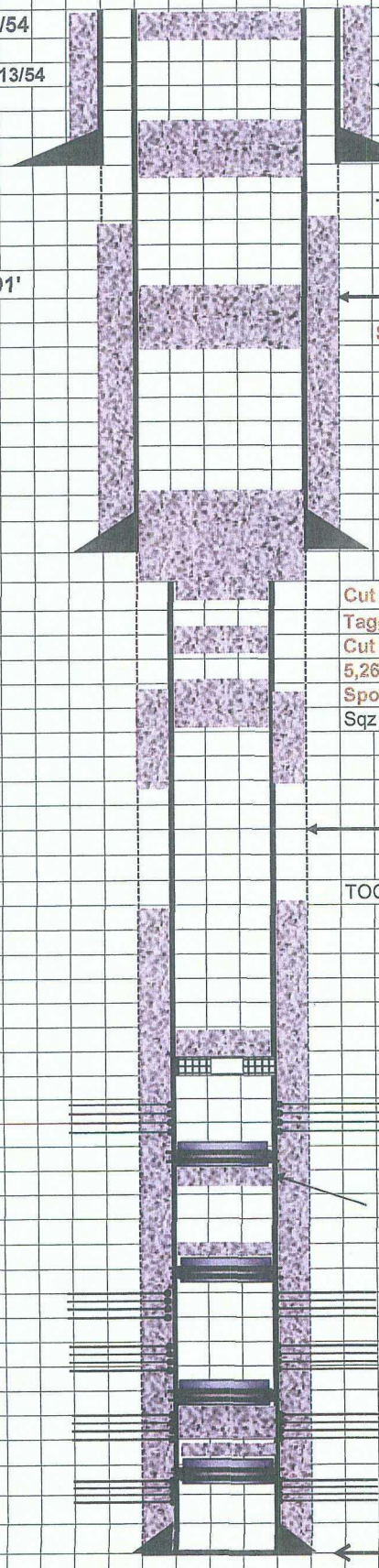
- (03-07) – Workover: POOH w/ 2 7/8" production tubing and sub pump. Retrieved packer set @ 12,000'. Perforated Devonian intervals @ 2 SPF ("A") 12,104' – 12,128', 12,148' – 12,178', 12,216' – 12,246', and ("B") 12,325' – 12,413' (352 shots). Set RBP @ 12,405'. Acidized Devonian (12,104' – 12,413') w/ 8,000 gal 15% NEFE acid and 6,000# rock salt in three stages. Retrieved RBP @ 12,405'. Ran and set Arrowpac packer @ 12,000'. Ran sub pump on 2 7/8" 7.9#/6.5# L-80 production tubing. Bottom of sub pump @ ?'. Put well on production (sub pump).

- (09-07) – R&R Sub Pump: POOH w/ 2 7/8" production tubing and sub pump. Ran sub pump on 2 7/8" 7.9#/6.5# L-80 production tubing. Bottom of sub pump @ 11,723'. Put well on production (sub pump).

- (10-07) – R&R Sub Pump: POOH w/ 2 7/8" production tubing and sub pump. Ran sub pump on 2 7/8" 7.9#/6.5# L-80 production tubing. Bottom of sub pump @ 11,723'. Put well on production (sub pump).

W. T. Mann "A" # 3 1980' FNL & 2310' FEL of Sec. 36, T14S, R37E, Unit Letter "G"

API # 30-025-05205 P&A Well 10-82



Spud: 8/5/54

Compl: 12/13/54

Elev: 3801'

Spotted 30' cmt plug at the surface. (10-82)

17 1/4" Hole

Spotted 40 sx cmt from 372' - 250'. (10-82)

13 3/8" - 36# casing @ 318'

cemented with 375 sxs - circ

TOC @ 1,030' (T.S.)

12 1/2" Hole

Spotted 60 sx cmt from 2,093' - 1,900'. (10-82)

9 5/8" - 36# casing @ 4789'

cemented with 2500 sxs - TOC @ 1,030' per T. S.

Cut and pulled 7" casing @ 4,820'. Spotted 75 sx cmt from 4,870' - 4,600'.

Tagged TOC @ 4,630'. (10-82)

Cut 7" casing @ 5,205' and could not pull casing. Spotted 30 sx cmt from 5,260' - 5,160'. (10-82)

Spotted 50 sx cmt across casing holes @ 6,049'. Tagged TOC @ 5,904'. (10-82)

Sqz cemented 7"casing leak from 6,049' - 7,460' w/ 200 sx Incor cmt (09-69)

8 3/4" Hole

TOC @ 8,060' (T.S.)

Baker Model D packer @ 9,252' w/ DR plug. Spotted 30 sx cmt on top of packer (10-75).

Wolfcamp: 9,284' - 9,288', 9,292', 9,294', 9,299' - 9,302', 9,310' - 9,312', 9,316' - 9,318'
9,424' - 9,430', and 9,434' - 9,436' (2 SPF) (01-66)

Perf 4 shots @ 9,502'. Set cmt retainer @ 9,483' and squeeze cemented perfs @ 9,502' w/ 50 sx Incor cmt. New PBTD @ 9,483'.

CIBP @ 12,345' w/ 3 sx cement cap (01-66)

Devonian: 12,410' - 12,460' (4 SPF) (11-58)

Devonian: 12,476' - 12,507' (4 SPF) (10-57)

Cmt Retainer @ 12,510' and sqz'd w/ 100 sx cmt (10-57)

Devonian: 12,528' - 12,552' (4 SPF) (12-54) (Sqz'd w/ 100 sx cmt 10-57)

CIBP @ 12,570' w/ 1 sx cement cap (10-57)

Devonian: 12,590' - 12,600', 12,610' - 12,636' (4 SPF) (12-54)

7" - 29# casing @ 12,641'

cemented with 600 sxs - TOC @ 8,060' per T. S.

PBTD @ 9,483'

TD @ 12,642'

CELERO ENERGY

Well History

DATE: *05-21-2009*

FIELD: *Denton* **COUNTY, STATE:** *Lea, New Mexico*

LSE/UNIT: *W. T. Mann "A"* **WELL NO.:** *3*

LOCATION: *1980' FNL, 2310' FEL, Sec 36, T14S, R37E* **API No.:** *30-025-05205*

- (12-54) – Initial Completion: Perforated Devonian interval 12,528' – 12,552', 12,590' – 12,600', 12,610' – 12,636' (4 SPF). Swab/flow tested well. Acidized Devonian (12,528' – 12,636') w/ 1,000 gal mud acid @ 3 BPM and 800 – 1,300 psi STP. Flow tested well. Put well on production (flowing), 1584 BOPD, 100% oil cut, 3/4" choke.

- (10-57) – Workover: Set CIBP @ 12,570' w/ 1 sx cement cap. Acidized Devonian (12,528' – 12,552') w/ 1,000 gal 15% acid @ 1.5 BPM and 0 – 3,000 psi STP. Swab tested well. Set cmt retainer @ 12,510' and squeeze cemented perfs 12,528' – 12,552' w/ 100 sx cement. Perforated Devonian interval 12,476' – 12,507' (4 SPF). Acidized Devonian (12,476' – 12,507') w/ 500 gal mud acid @ 2,000 – 3,200 psi STP. Returned well to production, 130 BOPD, 0 BWPD, and a GOR of 940.

- (11-58) – Workover: POOH w/ production tubing. Perforated Devonian interval 12,410' – 12,460' (4 SPF). Acidized Devonian (12,410' – 12,460') w/ 4,000 gal 15% LST acid @ 9 BPM and 200 – 3,500 psi STP. Returned well to production, 194 BOPD, 0 BWPD, and a GOR of 1357.

- (01-66) – Recomplete to Wolfcamp: Set CIBP @ 12,345' w/ 3 sx cement cap. Perforated 7" casing w/ 4 holes @ 9,502'. Set cmt retainer @ 9,483' squeeze cemented perfs @ 9,502' w/ 50 sx Incor cement. Perforated Wolfcamp 9,284' – 9,288', 9,292', 9,294', 9,299' – 9,302', 9,310' – 9,312', 9,316' – 9,318', 9,424' – 9,430', and 9,434' – 9,436' (2 SPF). Acidized Wolfcamp (9,284' – 9,436') w/ 5,000 gal 15% NE acid and 36 ball sealers @ 2.5 BPM and 3,300 - 4,400 psi STP. Swab tested well. Returned well to production (rod pump).

- (11-66) – Converted to Wolfcamp Water Injection Well: POOH w/ rods, pump, and production tubing. Ran 2 7/8" injection tubing and injection packer. Set pkr @ ??. Converted well to water injection in the Wolfcamp.

- (09-69) – Workover: POOH w/ 2 7/8" cmt lined injection tubing. Isolated 7" casing leak from 6,049' – 7,460'. Squeeze cemented 7" casing leak w/ 200 sx Incor cement. DO cmt and pressure tested casing to 1000 psi, leaked off. Isolated 7" casing leak from 7,831' –

7,862'. Ran 2 7/8" injection tubing and stung into injection packer @ 9,252'. Returned well to water injection in the Wolfcamp.

- (10-75) – TA Well:

- (10-82) – P&A Well:

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Form C-103
Supersedes Old
C-102 and C-103
Effective 1-1-65

NEW MEXICO OIL CONSERVATION COMMISSION

W, T. Mann "A" #3
30-025-05203

5a. Indicate Type of Lease: State ☐ Fee XX

5. State Oil & Gas Lease No.

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.)

7. Unit Agreement Name: Denton North Wolfcamp Ut. Tr.8

OIL WELL ☐ GAS WELL ☐ OTHER- Water Injection Well

2. Name of Operator: Mobil Producing TX. & N.M. Inc.

8. Farm or Lease Name

3. Address of Operator: Nine Greenway Plaza, Suite 2700, Houston, Texas 77046

9. Well No.: 3

4. Location of Well: UNIT LETTER G, 1980 FEET FROM THE North LINE AND 2310 FEET FROM THE East LINE, SECTION 36 TOWNSHIP 14S RANGE 37E NMPM.

10. Field and Pool, or Wildcat: Denton Wolfcamp

15. Elevation (Show whether DF, RT, GR, etc.): 3801' (GR)

12. County: Lea

16. Check Appropriate Box To Indicate Nature of Notice, Report or Other Data

NOTICE OF INTENTION TO:		SUBSEQUENT REPORT OF:	
PERFORM REMEDIAL WORK ☐	PLUG AND ABANDON ☐	REMEDIAL WORK ☐	ALTERING CASING ☐
TEMPORARILY ABANDON ☐		COMMENCE DRILLING OPNS. ☐	PLUG AND ABANDONMENT XX
PULL OR ALTER CASING ☐	CHANGE PLANS ☐	CASING TEST AND CEMENT JOB ☐	
OTHER ☐		OTHER ☐	

17. Describe Proposed or Completed Operations (Clearly state all pertinent details, and give pertinent dates, including estimated date of starting any proposed work) SEE RULE 1103.

10/04/82 MI Baber P&A Ut, notified NM OCD, got vbl OK to P&A, unload & rack 2-3/8 work tbg, NU BOP, WIH w/ 2-3/8 OE tbg to 2200.

10/05/82 Fin GIH w/ 2-3/8 OE tbg, stopped @ 6040, could not work deeper, POH, WIH w/ 5-5/8 tooth type bit, work thru short bridges to 6160 & stopped going, POH w/ bit, bit teeth packed w/ cmt & iron sulfide.

10/06/82 WIH w/ 6" tooth type bit, 2 - 4-3/4 cols on 2-3/8 tbg, DO iron sulfide 6040-6110 & fell thru, circ hole clean, ran bit & CO 9119 to D pkr @ 9252, circ hole clean, pulled 44 jts tbg.

10/07/82 Fin POH w/ tbg, DC & bit, RIH w/ 2-3/8 tbg OE to Baker Model D pkr w/ DR plug @ 9252, circ hole to 10# br mud, Baber spotted 30x Class H cmt on top of pkr 9252 to calc top @ 9100, job procedure was ok'd by Ed Sid w/ NM OCD, POH w/ 2-3/8 tbg to 3200.

10/08/82 Fin LD extra tbg,rem BOP, DO csg head, welded on lift sub, instl csg jacks, PU 250,000# rem slips-freept indicated stuck @ 4800, trying to work free pt deeper.

10/09-10/82 Ran free pt on 7" csg, free to 5200, Baber cut csg @ 5205, worked 7" csg 1 hr pipe stuck, broke off lift sub, SDFN & Sunday, prep to pickup w/ csg spear.

10/11/82 Latch into 7-5/8 csg w/ csg spear, could not move csg after jarring 1-1/2 hr, (SEE REVERSE)

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

SIGNED Paula A. Collins TITLE Authorized Agent DATE 10/22/82

APPROVED BY R A Ruddler TITLE OIL & GAS INSPECTOR DATE NOV 10 1988

CONDITIONS OF APPROVAL, IF ANY:

CONTINUED FROM FRONT

10/11/82 (Cont.) notified Jerry Sexton w/ NM OCD & obtained permission to cut 7-5/8 csg @ 4820, cut csg & could not pull csg, rewelded lift sub.

10/12/82 Work 7" csg free 4 hrs, LD 70 jts 7" csg = 2292'.

10/13/82 LD addl 82 jts & 5' piece of 7" csg, total csg rec 152 jts 7" 4873' of good csg, start in hole w/ OE 2-3/8 tbg.

10/14/82 Fin GIH w/ 2-3/8 OE tbg to 6114, Baber WS spotted 50x Class C cmt across csg holes 6049, pulled up clear, WOC 4 hrs, ran back & tag cmt @ 5904, pulled OE tbg up to 5260, spotted 30x Class C cmt across 7" csg, cut @ 5205, est T/cmt @ 5160, pulled OE tbg up to 4870, spotted 75x Class C cmt across 7" csg, cut off stub @ 4820, est T/cmt 4600, pulled up clear.

10/15/82 Ran tbg, tag cmt @ 4630, pull OE 2093, spotted 60x Class C, est top @ 1900, pulled OE tbg 372, spotted 40x Class C, est T/cmt 250, set 30' cmt plug in top of csg, cut off wellhead, weld 13-3/8 steel plate w/ P&A marker, rel Baber P&A Sv Ut @ 3 pm 10/15/82.

FINAL REPORT.

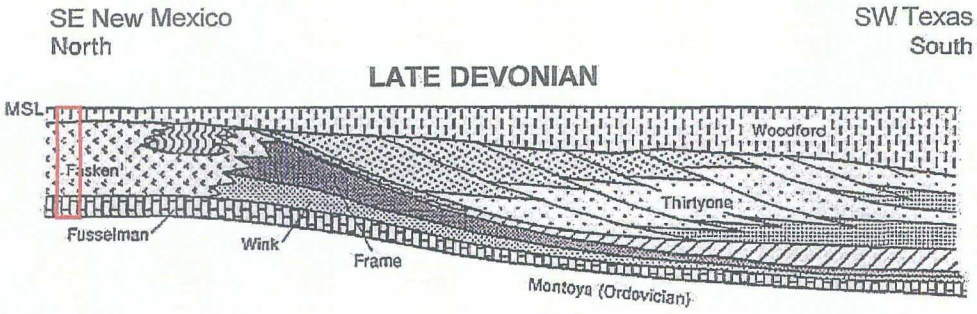
Denton Silurian/Devonian Stratigraphy & Denton Field Area Type Log

Denton Area Stratigraphic Column

STRATIGRAPHY EXPLANATION: The Denton Field is historically referred to as Devonian in age but is actually Silurian in age. More precisely, the section is the Fasken Member of the Wristen Formation (see stratigraphic column below). However, because the Wristen Group and Fusselman formations are difficult tosegregate the section is simply referred to as the "Silurian" (see depositional relationship diagram below). The yellow highlight denotes the Denton Field Stratigraphy.

System	Series	Stage	Time (m.y.)	Sea-level fall	SE N. Mexico
DEVONIAN	Upper	Famennian	367		Woodford
		Frasnian	377		
	Middle	Givetian	381		
		Eifelian	386		
	Lower	Emsian	390		
		Pragian	396		Thirtyone (Eroded @ Denton)
		Lochkovian	409		
SILURIAN	Pridolian		411		Wristen Group: Frame, Wink, Fasken
	Ludlovian		424		
	Wenlockian		430		
	Llandoverian	C			
		B			
		A	439		Fusselman (BEG 1994)
ORD.	Ashgillian	Hirnantian			

Depositional Relationship of Devonian and Silurian Age Rocks in SE New Mexico & W Texas

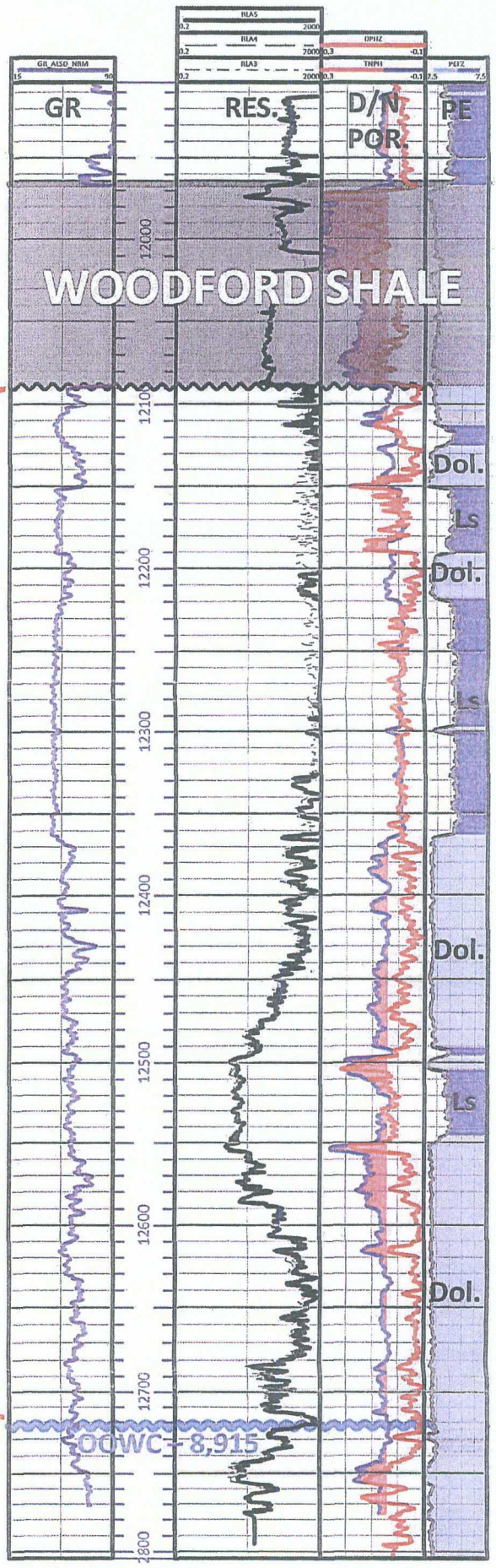


(modified BEG 1994)

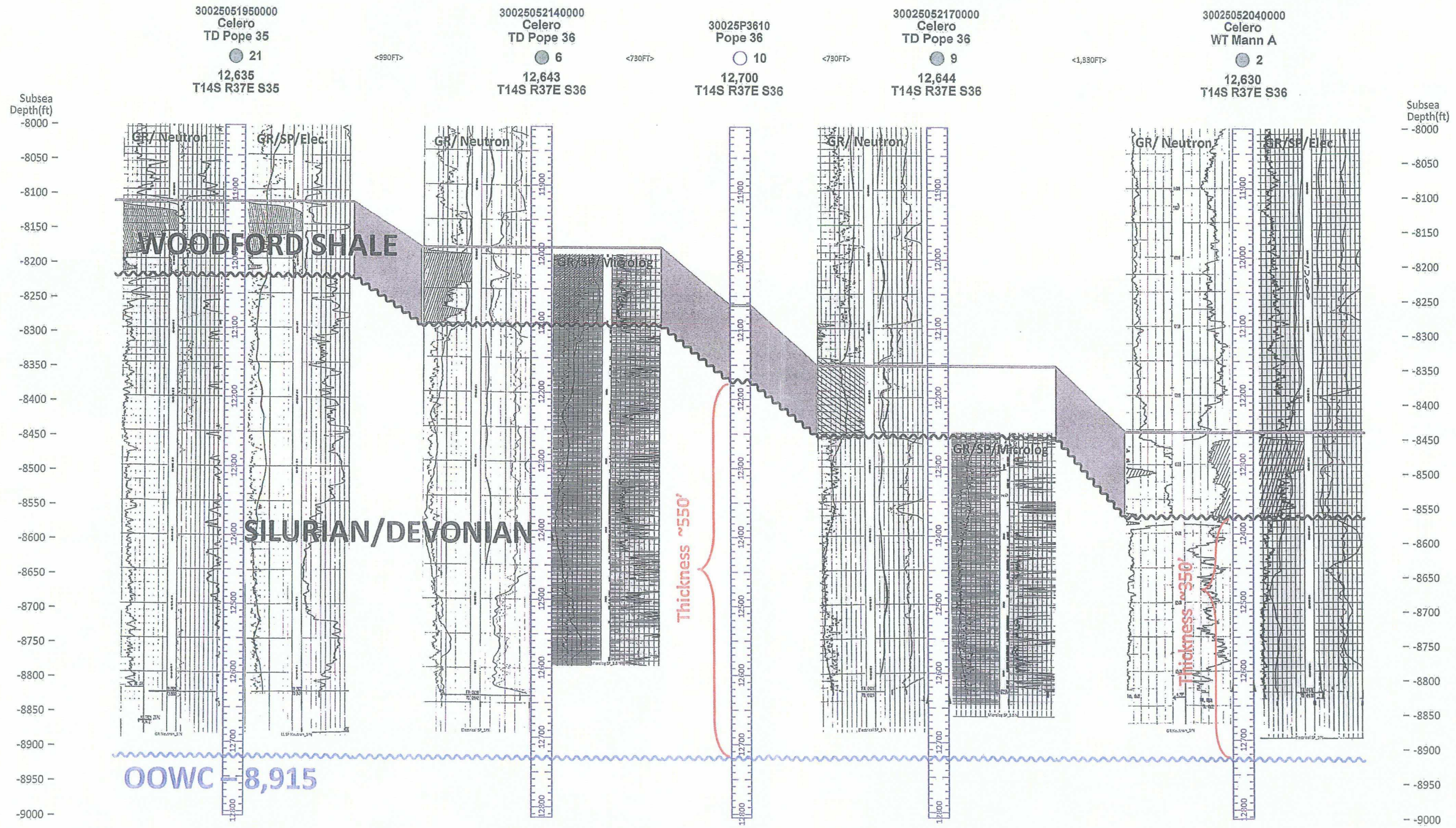
Diagrammatical depositional relationship of Devonian and Silurian age rocks in SE New Mexico and West Texas showing how Silurian age rocks in the SE New Mexico were misinterpreted as Devonian age. Both age units consist predominantly of limestone and dolomite. The yellow highlight denotes the Denton Field location.

TYPE LOG

30025370320000
2 Celero Energy
TD Pope 35
14,218
T14S R37E S35



Denton NE Injection Project Area – Structural Cross-Section



New Mexico Office of the State Engineer
Water Column/Average Depth to Water

(quarters are 1=NW 2=NE 3=SW 4=SE)
(quarters are smallest to largest) (NAD83 UTM in meters) (In feet)

POD Number	Sub basin	Use	County	Q 64	Q 16	Q 4	Sec	Tws	Rng	X	Y	Depth Well	Depth Water	Water Column
L 00604 EXPLORE		IRR	LE	4	1	1	25	14S	37E	671821	3661652*	150		
L 00604 S-3		IRR	LE	1	3	3	25	14S	37E	671644	3660646*	165		
L 00604 S-4		IRR	LE	4	1	1	25	14S	37E	671821	3661652*	150		
L 02299		PRO	LE		3	3	25	14S	37E	671745	3660547*	107	41	66
L 02299 APPRO		PRO	LE		3	3	25	14S	37E	671745	3660547*	107	41	66
L 02335		PRO	LE		1	1	25	14S	37E	671722	3661753*	110	55	55
L 02335 APPRO		PRO	LE		1	1	25	14S	37E	671722	3661753*	110	55	55
L 02337		PRO	LE		1	1	25	14S	37E	671722	3661753*	110	55	55
L 02337 APPRO		PRO	LE		1	1	25	14S	37E	671722	3661753*	110	55	55
L 02517		PRO	LE	3	3	1	25	14S	37E	671629	3661250*	110	45	65
L 02517 APPRO		PRO	LE	3	3	1	25	14S	37E	671629	3661250*	110	45	65
L 02605		PRO	LE	3	2	3	25	14S	37E	672039	3660854*	110	55	55
L 02605 APPRO		PRO	LE	3	2	3	25	14S	37E	672039	3660854*	110	55	55
L 02650		PRO	LE	4	3	3	25	14S	37E	671844	3660446*	105	60	45
L 02650 APPRO		PRO	LE	4	3	3	25	14S	37E	671844	3660446*	105	60	45
L 02714		PRO	LE		4	1	25	14S	37E	672132	3661357*	107	55	52
L 02714 APPRO		PRO	LE		4	1	25	14S	37E	672132	3661357*	107	55	52
L 02748		PRO	LE	3	3	1	25	14S	37E	671629	3661250*	108	48	60
L 02748 APPRO		PRO	LE	3	3	1	25	14S	37E	671629	3661250*	108	48	60
L 02884		PRO	LE		3	2	25	14S	37E	672535	3661363*	115	50	65
L 02884 APPRO		PRO	LE		3	2	25	14S	37E	672535	3661363*	115	50	65
L 09969		STK	LE			4	25	14S	37E	672751	3660759*	90	75	15
L 10351		DOM	LE	4	2	2	25	14S	37E	673029	3661670*	120	83	37

***UTM location was derived from PLSS - see Help**

Average Depth to Water: **54 feet**

Minimum Depth: **41 feet**

Maximum Depth: **83 feet**

Record Count: 23

Basin/County Search:

County: Lea

PLSS Search:

Section(s): 25 **Township:** 14S **Range:** 37E

New Mexico Office of the State Engineer
Water Column/Average Depth to Water

(quarters are 1=NW 2=NE 3=SW 4=SE)
(quarters are smallest to largest) (NAD83 UTM in meters) (In feet)

POD Number	Sub basin	Use	County	Q 64	Q 16	Q 4	Sec	Twn	Rng	X	Y	Depth Well	Depth Water	Water Column
L 01562 APPRO		PRO	LE	3	2	26	14S	37E		670925	3661339*	110	45	65
L 01800		PRO	LE		1	4	26	14S	37E	670933	3660937*	110	50	60
L 01800 APPRO		PRO	LE		1	4	26	14S	37E	670933	3660937*	110	50	60
L 02129 APPRO		PRO	LE		4	4	26	14S	37E	671343	3660541*	110	33	77
L 02130		PRO	LE		4	1	26	14S	37E	670523	3661333*	110	34	76
L 02130 APPRO		PRO	LE		4	1	26	14S	37E	670523	3661333*	110	34	76
L 02159		PRO	LE		4	4	26	14S	37E	671343	3660541*	110	33	77
L 02159 APPRO		PRO	LE		4	4	26	14S	37E	671343	3660541*	110	33	77
L 02207		PRO	LE			3	26	14S	37E	670337	3660723*	110	45	65
L 02207 APPRO		PRO	LE			3	26	14S	37E	670337	3660723*	110	45	65
L 02221		PRO	LE		1	4	26	14S	37E	670933	3660937*	131	50	81
L 02221 APPRO		PRO	LE		1	4	26	14S	37E	670933	3660937*	131	50	81
L 02235		PRO	LE		4	3	26	14S	37E	670538	3660528*	65	30	35
L 02235 APPRO		PRO	LE		4	3	26	14S	37E	670538	3660528*	65	30	35
L 02237		PRO	LE		2	1	26	14S	37E	670515	3661735*	118	32	86
L 02237 APPRO		PRO	LE		2	1	26	14S	37E	670515	3661735*	118	32	86
L 02254		PRO	LE		1	1	26	14S	37E	670113	3661729*	105	55	50
L 02254 APPRO		PRO	LE		1	1	26	14S	37E	670113	3661729*	105	55	50
L 02421		PRO	LE		3	1	26	14S	37E	670120	3661327*	110	40	70
L 02421 APPRO		PRO	LE		3	1	26	14S	37E	670120	3661327*	110	40	70
L 02472		PRO	LE		4	1	26	14S	37E	670523	3661333*	73	32	41
L 02472 APPRO		PRO	LE		4	1	26	14S	37E	670523	3661333*	73	32	41
L 02518		PRO	LE		4	2	26	14S	37E	671328	3661345*	125	45	80
L 02518 APPRO		PRO	LE		4	2	26	14S	37E	671328	3661345*	125	45	80
L 02620		PRO	LE	3	1	1	26	14S	37E	670012	3661628*	108	32	76
L 02620 APPRO		PRO	LE	3	1	1	26	14S	37E	670012	3661628*	108	32	76
L 05528		DOM	LE		1	2	26	14S	37E	670917	3661741*	100	56	44
L 06071		DOM	LE		4	4	26	14S	37E	671343	3660541*	120	85	35
L 11166		STK	LE	3	2	2	26	14S	37E	671219	3661646*	150	90	60

***UTM location was derived from PLSS - see Help**

(quarters are 1=NW 2=NE 3=SW 4=SE)

(quarters are smallest to largest) (NAD83 UTM in meters) (In feet)

POD Number	Sub basin	Use	County	Q 64	Q 16	Q 4	Sec	Tws	Rng	X	Y	Depth Well	Depth Water	Water Column
L 11239		DOM	LE	1	1	2	26	14S	37E	670816	3661840*	150		

Average Depth to Water: **43 feet**

Minimum Depth: **30 feet**

Maximum Depth: **90 feet**

Record Count: 30

Basin/County Search:

County: Lea

PLSS Search:

Section(s): 26 **Township:** 14S **Range:** 37E

***UTM location was derived from PLSS - see Help**

New Mexico Office of the State Engineer
Water Column/Average Depth to Water

(quarters are 1=NW 2=NE 3=SW 4=SE)
(quarters are smallest to largest) (NAD83 UTM in meters) (In feet)

POD Number	Sub basin	Use	County	Q 64	Q 16	Q 4	Sec	Tws	Rng	X	Y	Depth Well	Depth Water	Water Column
L 01488 APPRO		PRO	LE		4	1	35	14S	37E	670553	3659724*	115	36	79
L 01560 APPRO		PRO	LE	4	3	3	35	14S	37E	670265	3658812*	120	33	87
L 01573 APPRO		PRO	LE		3	4	35	14S	37E	670971	3658925*	60	30	30
L 01665 APPRO		PRO	LE		4	4	35	14S	37E	671374	3658931*	110	30	80
L 01942		PRO	LE		3	3	35	14S	37E	670166	3658913*	110	55	55
L 01942 APPRO		PRO	LE		3	3	35	14S	37E	670166	3658913*	110	55	55
L 02222		PRO	LE		2	4	35	14S	37E	671366	3659334*	130	50	80
L 02222 APPRO		PRO	LE		2	4	35	14S	37E	671366	3659334*	130	50	80
L 02297		PRO	LE		2	2	35	14S	37E	671351	3660138*	105	55	50
L 02297 APPRO		PRO	LE		2	2	35	14S	37E	671351	3660138*	105	55	50

Average Depth to Water: **44 feet**
Minimum Depth: **30 feet**
Maximum Depth: **55 feet**

Record Count: 10

Basin/County Search:

County: Lea

PLSS Search:

Section(s): 35 **Township:** 14S **Range:** 37E

***UTM location was derived from PLSS - see Help**

New Mexico Office of the State Engineer
Water Column/Average Depth to Water

(quarters are 1=NW 2=NE 3=SW 4=SE)
(quarters are smallest to largest) (NAD83 UTM in meters) (In feet)

POD Number	Sub basin	Use	County	Q 64	Q 16	Q 4	Sec	Twn	Rng	X	Y	Depth Well	Depth Water	Water Column
L 01403 APPRO		STK	LE	2	4	3	36	14S	37E	672278	3659043*	85	39	46
L 01683		PRO	LE		3	3	36	14S	37E	671776	3658938*	115	55	60
L 01683 APPRO		PRO	LE		3	3	36	14S	37E	671776	3658938*	115	55	60
L 02085		PRO	LE		1	4	36	14S	37E	672574	3659352*	112	50	62
L 02085 APPRO		PRO	LE		1	4	36	14S	37E	672574	3659352*	112	50	62
L 02116		PRO	LE		2	3	36	14S	37E	672171	3659346*	112	50	62
L 02116 APPRO		PRO	LE		2	3	36	14S	37E	672171	3659346*	112	50	62
L 02334		PRO	LE		1	1	36	14S	37E	671753	3660144*	110	55	55
L 02334 APPRO		PRO	LE		1	1	36	14S	37E	671753	3660144*	110	55	55
L 02473		PRO	LE		4	1	36	14S	37E	672163	3659748*	120	55	65
L 02473 APPRO		PRO	LE		4	1	36	14S	37E	672163	3659748*	120	55	65
L 02531		PRO	LE		3	1	36	14S	37E	671761	3659742*	115	50	65
L 02531 APPRO		PRO	LE		3	1	36	14S	37E	671761	3659742*	115	50	65
L 02763		PRO	LE		2	4	36	14S	37E	672976	3659358*	100	40	60
L 02763 APPRO		PRO	LE		2	4	36	14S	37E	672976	3659358*	100	40	60
L 02953		PRO	LE		2	4	36	14S	37E	672976	3659358*	120	65	55
L 02953 APPRO		PRO	LE		2	4	36	14S	37E	672976	3659358*	120	65	55
L 04694		DOM	LE	3	4	1	36	14S	37E	672062	3659647*	122	90	32
L 04694 APPRO		DOM	LE	3	4	1	36	14S	37E	672062	3659647*	122	90	32
L 06263		DOM	LE	3	1	4	36	14S	37E	672473	3659251*	100	50	50
L 12362 POD1		SAN	LE	2	2	2	36	14S	37E	673058	3660277	193	95	98

UTM location was derived from PLSS - see Help

Average Depth to Water: **57 feet**

Minimum Depth: **39 feet**

Maximum Depth: **95 feet**

Record Count: 21

Basin/County Search:

County: Lea

PLSS Search:

Section(s): 36 **Township:** 14S **Range:** 37E

WATER ANALYSIS REPORT

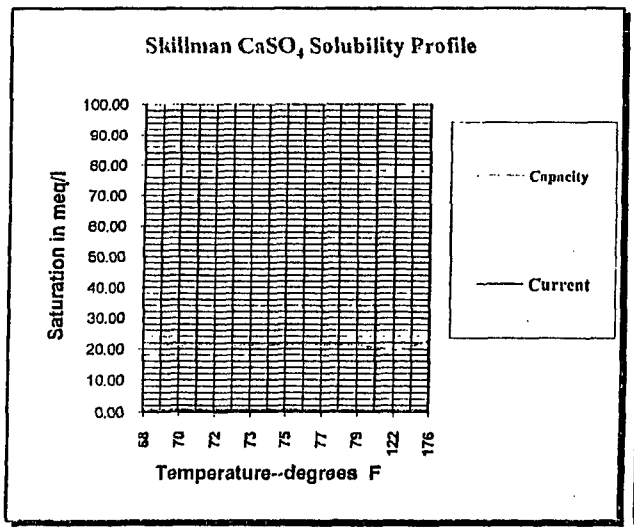
SAMPLE

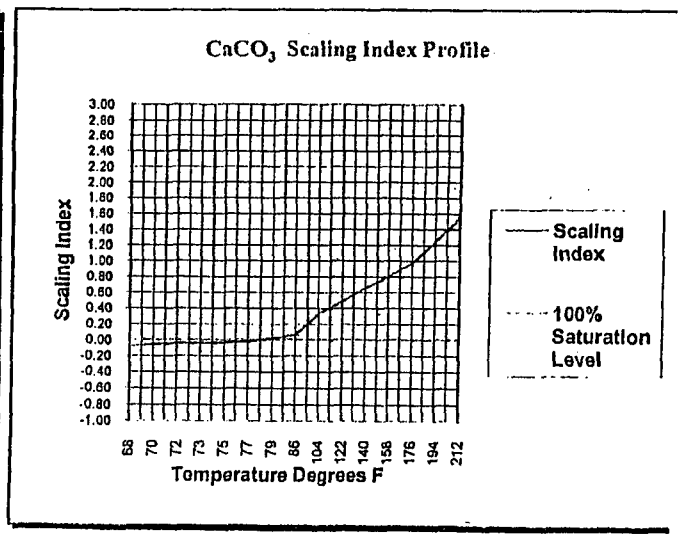
Oil Co: CELERO
Lease: DENTON FIELD
Well No.: FRESH WATER WELL EAST
Location: DISCHARGE LINE
Attention: ACCT. MANAGER

Date Sampled: 10/27/10
Date Analyzed: 10/28/10
Lab ID Number: 10/28/10CELERO DENTON FIELDFRESH WATER WELL EAST
Account Manager: C. DANIELS
Requested By: LAB
File Name: 10/28/10CELERO DENTON FIELDFRESH WATER WELL EAST
Note: L

ANALYSIS

1	pH		7.0		
2	Specific Gravity		1.007		
3	$CaCO_3$ Saturation Index	@80 F	0.02		
		@140 F	0.66		
	DISSOLVED GASES		**MG/L**	**EQ. WT**	**MEQ/L**
4	Hydrogen Sulfide		0		
5	Carbon Dioxide		5		
6	Dissolved Oxygen		NOT DETERMINED		
	CATIONS				
7	Calcium	(Ca^{++})	160	20.1	7.96
8	Magnesium	(Mg^{++})	24	12.2	1.99
9	Sodium	(Na^{++}) (Calculated)	514	23.0	22.34
10	Barium	(Ba^{++})	0	68.7	0.00
	ANIONS				
11	Hydroxyl	(OH^{-})		17.0	0.00
12	Carbonate	(CO_3^{--})		30.0	0.00
13	Bicarbonate	(HCO_3^{-})	207	61.1	3.39
14	Sulfate	(SO_4^{--})	31	48.8	0.64
15	Chloride	(Cl^{-})	1,000	35.5	28.17
16	Total Dissolved Solids		1,938		
17	Total Iron	(Fe)	2	18.2	0.09
18	Total Hardness as $CaCO_3$		500		
19	Resistivity @ 75	°F (Actual)	13.8568	OHM/METERS	

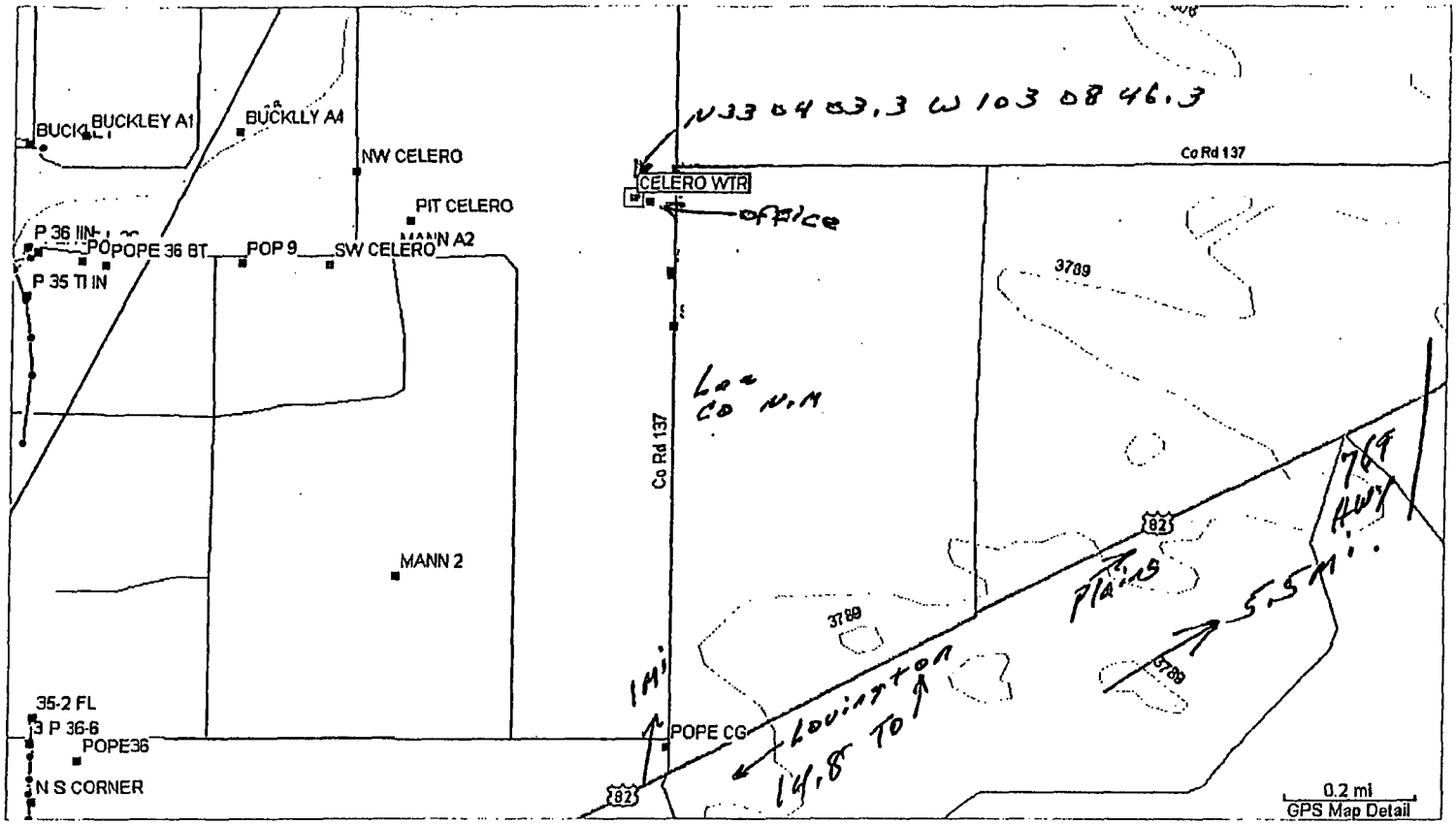




-- CaSO4 Scale is not likely

Post Office Box 11383 Midland, Texas 79702 (432) 684-4700 (432) 686-8000

Celero Energy II, LP
Form C-108; W T Mann A No. 2
Water Well Analysis



Celero Energy II, LP
Form C-108; W T Mann A No. 2
Water Well Location Map

C-108 Application
Celero Enegy II, LP
Denton Devonian Waterflood Pilot Project

January, 2010

Pilot Project Lease Location: S/2 SW/4 of Section 25;
NW/4 & W/2 NE/4 of Section 36;
Both in Township 14 South, Range 37 East, NMPM

Available geologic and engineering data has been examined and no evidence of open faults or hydrological connection between the injection zone and any underground sources of drinking water has been found.

John E. Anderson

01/18/11

John E. Anderson, P. E.
Celero Energy II, LP
Petroleum Engineer

Date

Celero Energy II, LP
Form C-108 Application
Denton Devonian Pilot Waterflood Project
½ Mile AOR Operator/Leasehold Owner Identification List

Section 25, T-14 South, Range 37 East:

SE/4 (Fort Lease)

Stephens & Johnson Operating Company-Leasehold Owner

SW/4 (Buckley Lease)

Stephen & Johnson Operating Company-Operator/Leasehold Owner
Celero Energy II, LP-Operator/Leasehold Owner
Harvard Petroleum Corporation-Operator

Section 26, T-14 South, Range 37 East:

E/2 SE/4 & SW/4 SE/4 (T. D. Pope "26" Lease)

Stephens & Johnson Operating Company-Operator/Leasehold Owner
Celero Energy II, LP-Operator/Leasehold Owner

Section 35, T-14 South, Range 37 East:

NE/4 & NE/4 SE/4 (T. D. Pope "35" Lease)

Stephens & Johnson Operating Company-Operator/Leasehold Owner
Celero Energy II, LP-Operator/Leasehold Owner

Section 36, T-14 South, Range 37 East:

NW/4 & N/2 SW/4 (T. D. Pope "36" Lease)

Stephens & Johnson Operating Company-Operator/Leasehold Owner
Celero Energy II, LP-Operator/Leasehold Owner

NE/4 & N/2 SE/4 (Mann Lease)

Stephens & Johnson Operating Company-Operator/Leasehold Owner
Celero Energy II, LP-Operator/Leasehold Owner

Celero Energy II, LP
Form C-108 Application
Denton Devonian Pilot Waterflood Project
½ Mile AOR Operator/Leasehold Owner Identification List-Cont.

Section 30, T-14 South, Range 38 East:

SW/4 SW/4 (Bryce/Appleton Lease)

Cimarex Energy Company-Leasehold Owner

Section 31, T-14 South, Range 38 East:

W/2 NW/4 (Hinkley Lease)

Cimarex Energy Company-Leasehold Owner
Devon Energy Production Company-Leasehold Owner
Chesapeake Energy Corporation-Leasehold Owner
Live Oak Mineral Partners-Leasehold Owner

Celero Energy II, LP
Offset Lease Working Interest Owners

Buckley Lease

Roy G Barton, Sr. &
Opal Barton Revocable Trust
J. T. Hanners
Trabajo Del Spear, LP

T. D. Pope "36" Lease

Herd Oil & Gas Company

Surface Owners

W T Mann "A" No. 2 Water Injection Well/Location
Celero Energy II, LP

T D Pope "36" No. 10 Water Injection Well/Location
Donald Spears

Additional Notice

Oil Conservation Division-Hobbs District Office

Celero Energy II, LP
Form C-108 Application
Denton Devonian Pilot Waterflood Project
Notice List

Stephens & Johnson Operating Company
P.O. Box 2249
Wichita Falls, Texas 76307

Roy G. Barton Sr. &
Opal Barton Revocable Trust
Roy G. Barton Jr., Trustee
1919 N. Turner Street
Hobbs, New Mexico 88240

Trabajo Del Spear, LP
P.O. Box 1684
Midland, Texas 79702

Cimarex Energy Company
600 N. Marienfeld, Suite 600
Midland, Texas 79701

Chesapeake Energy Corporation
P.O. Box 54712
Oklahoma City, Oklahoma 73154

Donald Spears
Rt. 1, Box 504
66 Donald Lane
Lovington, New Mexico 88260

Harvard Petroleum Corporation
Box 936
Roswell, New Mexico 88202

J. T. Hanners
P.O. Box 1224
Lovington, New Mexico 88260

Herd Oil & Gas Company
P.O. Box 130
Midland, Texas 79702

Devon Energy Production Company
20 N. Broadway
Oklahoma City, Oklahoma 73102

Live Oak Mineral Partners
P.O. Box 341981
Austin, Texas 78734

Oil Conservation Division
1625 N. French Drive
Hobbs, New Mexico 88240

Form C-108
Celero Energy, II, LP
Denton Devonian Pilot Waterflood Project
Sections 25 & 36, T-14 South, R-37 East, NMPM,
Lea County, New Mexico

To: Hobbs News-Sun
Fax No. (575) 397-0610
E-Mail: business@hobbsnews.com

From: Celero Energy II, LP
Attn: Lisa Hunt
400 W. Illinois, Suite 1601
Midland, Texas 79701
(432) 686-1883 Ext. 157

Please run the following legal notice in your newspaper for 1 day. I will also need an Affidavit of Publication mailed to the address above. Thank You.

Celero Energy II, LP, 400 W. Illinois Avenue, Suite 1601, Midland Texas 79701 has filed a Form C-108 (Application for Authorization to Inject) with the Oil Conservation Division seeking approval to convert the following-described wells to waterflood injection wells within a pilot waterflood project area comprising the S/2 SW/4 of Section 25 and the NW/4 and W/2 NE/4 of Section 36, both in Township 14 South, Range 37 East, Denton-Devonian Pool, Lea County, New Mexico:

W T Mann A No. 2	**API No. 30-025-05204 660' FNL & 2310' FEL (Unit B)** **Section 36, T-14S, R-37E** **Injection Interval: 12,376'-12,900'**
T. D. Pope "36" No. 10	**API No. 30-025-39999 350' FNL & 990' FWL (Unit D)** **Section 36, T-14S, R-37E** **Injection Interval: 12,175'-12,720'**

Produced water from the Denton-Devonian Pool will be injected into the wells at a maximum rate of 20,000 barrels of water per day. The initial surface injection pressure for each well is anticipated to be approximately 2,500 psi.

Interested parties must file objections with the New Mexico Oil Conservation Division, 1220 S. St Francis Drive, Santa Fe, New Mexico 87505, within 15 days of the date of this publication.

Additional information can be obtained by contacting Ms. Lisa Hunt, Celero Energy II, LP at (432) 686-1883.

New Mexico Energy, Minerals and Natural Resources Department

Bill Richardson
Governor

Jim Noel
Cabinet Secretary

Karen W. Garcia
Deputy Cabinet Secretary

Mark Fesmire
Division Director
Oil Conservation Division

Administrative Order SWD-1257
December 16, 2010

ADMINISTRATIVE ORDER
OF THE OIL CONSERVATION DIVISION

Under the provisions of Division Rule 26.8B., Celero Energy II, LP seeks an administrative order to utilize its W.T. Mann "A" Well No. 2 (API 30-025-05204), located 660 feet from the North line and 2310 feet from the East line, Unit Letter B of Section 36, Township 14 South, Range 37 East, NMPM, Lea County, New Mexico, for produced water disposal purposes.

THE DIVISION DIRECTOR FINDS THAT:

The application has been duly filed under the provisions of Division Rule 26.8B. Satisfactory information has been provided that affected parties as defined in Rule 26.8B.(2) have been notified and no objections have been received within the prescribed waiting period. The applicant has presented satisfactory evidence that all requirements prescribed in Rule 26.8 will be met and the operator is in compliance with Division Rule 5.9.

IT IS THEREFORE ORDERED THAT:

The applicant, Celero Energy II, LP, is hereby authorized to utilize its W.T. Mann "A" Well No. 2 (API 30-025-05204), located 660 feet from the North line and 2310 feet from the East line, Unit Letter B of Section 36, Township 14 South, Range 37 East, NMPM, Lea County, New Mexico, for disposal of oil field produced water (UIC Class II only) through perforations in the Devonian formation from approximately 12725 feet to 12900 feet, and through lined tubing and a packer set onto the new 4-1/2 inch liner at the liner top of approximately 12300 feet.

If at any future date, it becomes impossible for the operator to tie-on the injection tubing to the 4-1/2 inch liner (PBR with seals), the operator shall install a tapered tubing with packer located no higher than 100 feet above the approved, perforated disposal interval.

IT IS FURTHER ORDERED THAT:

The operator shall take all steps necessary to ensure that the disposed water enters only

the proposed disposal interval and is not permitted to escape to other formations or onto the surface.

After installing tubing, the casing-tubing annulus shall be loaded with an inert fluid and equipped with a pressure gauge or an approved leak detection device in order to determine leakage in the casing, tubing, or packer. The casing shall be pressure tested from the surface to the packer setting depth to assure casing integrity.

The wellhead injection pressure on the well shall be limited to **no more than 2545 psi**. In addition, the disposal well or system shall be equipped with a pressure limiting device in workable condition which shall, at all times, limit surface tubing pressure to the maximum allowable pressure for this well.

The Director of the Division may authorize an increase in tubing pressure upon a proper showing by the operator of said well that such higher pressure will not result in migration of the disposed fluid from the target formation. Such proper showing shall be demonstrated by sufficient evidence including but not limited to an acceptable Step-Rate-Test.

The operator shall notify the supervisor of the Division's district office of the date and time of the installation of disposal equipment and of any mechanical integrity test so that the same may be inspected and witnessed. The operator shall provide written notice of the date of commencement of disposal to the Division's district office. The operator shall submit monthly reports of the disposal operations on Division Form C-115, in accordance with Division Rules 26.13 and 7.24.

Without limitation on the duties of the operator as provided in Division Rules 30 and 29, or otherwise, the operator shall immediately notify the Division's district office of any failure of the tubing, casing or packer in the well, or of any leakage or release of water, oil or gas from around any produced or plugged and abandoned well in the area, and shall take such measures as may be timely and necessary to correct such failure or leakage.

The injection authority granted under this order is not transferable except upon division approval. The division may require the operator to demonstrate mechanical integrity of any injection well that will be transferred prior to approving transfer of authority to inject.

The division may revoke this injection permit after notice and hearing if the operator is in violation of 19.15.5.9 NMAC.

In accordance with Division Rule No 26.12.C., the disposal authority granted herein shall terminate one year after the effective date of this order if the operator has not commenced injection operations into the subject well, provided however, the Division, upon written request, mailed by the operator prior to the termination date, may grant an extension thereof for good cause. One year after disposal into the well has ceased, the authority to dispose will terminate *ipso facto*.

Compliance with this order does not relieve the operator of the obligation to comply with other applicable federal, state or local laws or rules, or to exercise due care for the protection of fresh water, public health and safety and the environment.

Jurisdiction is retained by the Division for the entry of such further orders as may be necessary for the prevention of waste and/or protection of correlative rights or upon failure of the operator to conduct operations (1) to protect fresh or protectable waters or (2) consistent with the requirements in this order, whereupon the Division may, after notice and hearing, terminate the disposal authority granted herein.

MARK E. FESMIRE, P.E.
Acting Director

MEF/wvjj

cc: Oil Conservation Division – Hobbs

Affidavit of Publication

State of New Mexico,
County of Lea.

I, JUDY HANNA
PUBLISHER
of the Hobbs News-Sun, a newspaper published at Hobbs, New Mexico, do solemnly swear that the clipping attached hereto was published in the regular and entire issue of said newspaper, and not a supplement thereof for a period

of 1 issue(s).
Beginning with the issue dated
March 08, 2011
and ending with the issue dated
March 08, 2011

PUBLISHER

Sworn and subscribed to before me
this 9th day of
March, 2011

Notary Public

My commission expires
February 09, 2013
(Seal)

OFFICIAL SEAL
DORA YANEZ
NOTARY PUBLIC - STATE OF NEW MEXICO
My Commission Expires:

This newspaper is duly qualified to publish legal notices or advertisments within the meaning of Section 3, Chapter 167, Laws of 1937 and payment of fees for said publication has been made.

LEGAL NOTICE
MARCH 8, 2011

Celero Energy II, LP, 400 W. Illinois Avenue, Suite 1601, Midland Texas 79701 has filed a Form C-108 (Application for Authorization to Inject) with the Oil Conservation Division seeking approval to convert the following-described wells to waterflood injection wells within a pilot waterflood project area comprising the S/2 SW/4 of Section 25 and the NW/4 and W/2 NE/4 of Section 36, both in Township 14 South, Range 37 East, Denton-Devonian Pool, Lea County, New Mexico:

W T Mann A No. 2	**API No. 30-025-05204 660' FNL & 2310' FEL (Unit B) Section 36, T-14S, R-37E Injection Interval: 12,376'-12,900'**
T. D. Pope "36" No. 10	**API No. 30-025-39999 350' FNL & 990' FWL (Unit D) Section 36, T-14S, R-37E Injection Interval: 12,175'-12,720'**

Produced water from the Denton-Devonian Pool will be injected into the wells at a maximum rate of 20,000 barrels of water per day. The initial surface injection pressure for each well is anticipated to be approximately 2,500 psi.

Interested parties must file objections with the New Mexico Oil Conservation Division, 1220 S. St Francis Drive, Santa Fe, New Mexico 87505, within 15 days of the date of this publication.

Additional information can be obtained by contacting Ms. Lisa Hunt, Celero Energy II, LP at (432) 686-1883.
#26408

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LISA HUNT
CELERO ENERGY II, LP
400 W ILLINOIS STE 1601
MIDLAND, TX 79701