

UNITED STATES
DEPARTMENT OF THE INTERIOR
BUREAU OF LAND MANAGEMENTFORM APPROVED
OMB NO. 1004-0135
Expires: July 31, 2010**SUNDRY NOTICES AND REPORTS ON WELLS**
*Do not use this form for proposals to drill or to re-enter an abandoned well. Use form 3160-3 (APD) for such proposals.*HOBBS OGD
OCT 26 2011**SUBMIT IN TRIPLICATE - Other instructions on reverse side**

RECEIVED

| | | |
|----------------------------------------------------------------------------------------------------------------------------------|-------------------------------------------------------|-------------------------------------------------------------------|
| 1. Type of Well <input checked="" type="checkbox"/> Oil Well <input type="checkbox"/> Gas Well <input type="checkbox"/> Other | | 5. Lease Serial No NMLC031670B |
| 2. Name of Operator CONOCOPHILLIPS COMPANY | | 6. If Indian, Allottee or Tribe Name |
| Contact: BRIAN MAIORINO E-Mail: brian.d.maiorino@conocophillips.com | | 7. If Unit or CA/Agreement, Name and/or No. NMMN71052X |
| 3a. Address 3300 N "A" ST BLDG 6 MIDLAND, TX 79705 | 3b. Phone No. (include area code) Ph: 432-688-6913 | 8. Well Name and No WARREN UNIT 399 |
| 4. Location of Well (Footage, Sec., T., R., M., or Survey Description) Sec 20 T20S R38E NESE 1330FSL 1310FEL | | 9. API Well No 30-025-40289-00-X1 |
| | | 10. Field and Pool, or Exploratory WARREN Blinberry Tub 0+G |
| | | 11. County or Parish, and State LEA COUNTY, NM |

12. CHECK APPROPRIATE BOX(ES) TO INDICATE NATURE OF NOTICE, REPORT, OR OTHER DATA

| TYPE OF SUBMISSION | TYPE OF ACTION | | | |
|------------------------------------------------------|-----------------------------------------------|-------------------------------------------|----------------------------------------------------|-------------------------------------------|
| <input checked="" type="checkbox"/> Notice of Intent | <input type="checkbox"/> Acidize | <input type="checkbox"/> Deepen | <input type="checkbox"/> Production (Start/Resume) | <input type="checkbox"/> Water Shut-Off |
| <input type="checkbox"/> Subsequent Report | <input type="checkbox"/> Alter Casing | <input type="checkbox"/> Fracture Treat | <input type="checkbox"/> Reclamation | <input type="checkbox"/> Well Integrity |
| <input type="checkbox"/> Final Abandonment Notice | <input type="checkbox"/> Casing Repair | <input type="checkbox"/> New Construction | <input type="checkbox"/> Recomplete | <input checked="" type="checkbox"/> Other |
| | <input type="checkbox"/> Change Plans | <input type="checkbox"/> Plug and Abandon | <input type="checkbox"/> Temporarily Abandon | Change to Original A |
| | <input type="checkbox"/> Convert to Injection | <input type="checkbox"/> Plug Back | <input type="checkbox"/> Water Disposal | PD |

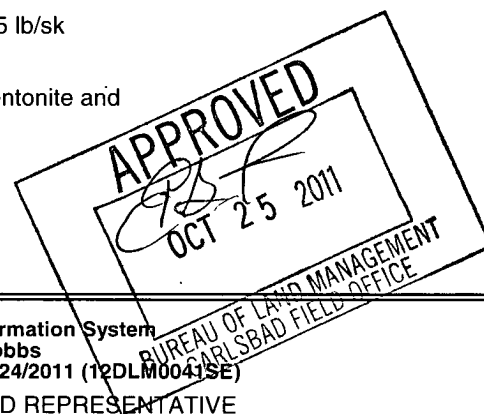
13. Describe Proposed or Completed Operation (clearly state all pertinent details, including estimated starting date of any proposed work and approximate duration thereof. If the proposal is to deepen directionally or recompleat horizontally, give subsurface locations and measured and true vertical depths of all pertinent markers and zones. Attach the Bond under which the work will be performed or provide the Bond No. on file with BLM/BIA. Required subsequent reports shall be filed within 30 days following completion of the involved operations. If the operation results in a multiple completion or recompleat in a new interval, a Form 3160-4 shall be filed once testing has been completed. Final Abandonment Notices shall be filed only after all requirements, including reclamation, have been completed, and the operator has determined that the site is ready for final inspection.)

ConocoPhillips Company respectfully request to change the recipe of the cement for the tail slurry of the production casing cement program for the Warren Unit #399.

The original recipe called for 2% Bentonite, ConocoPhillips request it to be replaced with 5 lb/sk LCM/extender. All other ingredients are to stay the same.

Replacing 2% Bentonite with 5 lb/sk LCM/extender is simpler, requires less water than Bentonite and has characteristics that show it to be a superior cement for the Warren Unit program.

Please see attachments



| | |
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| 14. Thereby certify that the foregoing is true and correct | |
| Electronic Submission #121065 verified by the BLM Well Information System For CONOCOPHILLIPS COMPANY, sent to the Hobbs Committed to AFMSS for processing by DEBORAH MCKINNEY on 10/24/2011 (12DLM0041SE) | |
| Name (Printed/Typed) BRIAN MAIORINO | Title AUTHORIZED REPRESENTATIVE |
| Signature (Electronic Submission) | Date 10/21/2011 |

THIS SPACE FOR FEDERAL OR STATE OFFICE USE

| | | |
|-----------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------|--------------------------|-----------------|
| Approved By EDWARD FERNANDEZ | Title PETROLEUM ENGINEER | Date 10/25/2011 |
| Conditions of approval, if any, are attached. Approval of this notice does not warrant or certify that the applicant holds legal or equitable title to those rights in the subject lease which would entitle the applicant to conduct operations thereon. | | Office Hobbs |

Title 18 U.S.C. Section 1001 and Title 43 U.S.C. Section 1212, make it a crime for any person knowingly and willfully to make to any department or agency of the United States any false, fictitious or fraudulent statements or representations as to any matter within its jurisdiction.

** BLM REVISED ** BLM REVISED ** BLM REVISED ** BLM REVISED ** BLM REVISED **

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