

District I
1625 N. French Dr., Hobbs, NM 88240
District II
1301 W. Grand Avenue, Artesia, NM 88210
District III
1000 Rio Brazos Road, Aztec, NM 87410
District IV
1220 S. St. Francis Dr., Santa Fe, NM 87505

State of New Mexico
Energy Minerals and Natural Resources

Form C-104A
March 19, 2001

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

Submit 1 copy of the final affected wells
list along with 1 copy of this form per
number of wells on that list to appropriate
District Office

Change of Operator

Previous Operator Information:

OGRID: 3659
Name: Capataz Operating Inc
Address: PO Box 10549
Address: Midland, TX 79702
City, State, Zip:

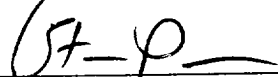
New Operator Information:

Effective Date: May 1, 2002
New Ogrid: 211685
New Name: Hilltop SWD LLC
Address: PO Box 654
Address:
City, State, Zip: Eunice, NM 88231

I hereby certify that the rules of the Oil Conservation Division have been complied with and that the information on this form and the attached list of wells is true and complete to the best of my knowledge and belief.

New Operator

Signature:



Printed name:

Steve Prather

Title:

President

Date:

4-17-02

Phone: 505-393-2885

Previous operator complete below:

Previous

Operator:

Capataz Operating Inc

Previous

OGRID:

3659

Signature:



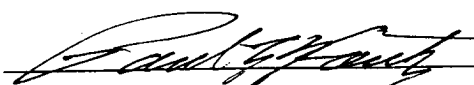
Printed

Name:

H Scott Davis

NMOCD Approval

Signature:



Printed

Name:

PAUL F KAUTZ

District:

PETROLEUM ENGINEER

Date:

MAY 02 2002

29708 Beechnut #1-E-14-20S-38E API #30-025-35241
06660 Blinbry Oil and Gas