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A handwritten signature in cursive script that reads "Debra P. Hicks". A horizontal line is drawn underneath the signature.

Debra P. Hicks, PE/LSI
NM 10871

PREPARED FOR:

R. T. Hicks Consultants, Ltd.
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Albuquerque, New Mexico 87104

LAB No. 14 7043
PROJECT No. 2014.1120

September 23, 2014



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This report is generated specifically for the purpose of providing design criteria for the All Thorn Multi-Well Fluid Management (MWFM) Pit – Section 36 T17S R27E, Eddy County, New Mexico. Under no circumstances shall it be used for any other project on or off the site. This report is meant to provide information that will inform Lime Rock Resources II-A, LP (LRRII) of appropriate design criteria for the planned use. The conditions encountered in field exploration and reported herein are accurate for the test location(s), time and conditions. It is not meant to eliminate the uncertainty regarding the potential for variation or changes in subsurface conditions at the site. Subsurface descriptions contained herein are of a generalized nature to provide highlights of major strata and conditions revealed in the soil samples, however, it represents only the conditions at the actual boring locations.



Debra P. Hicks, PE/LSI

NM 10871





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Introduction3

Proposed Development3

Field Exploration.....3

Laboratory Analysis.....4

Site Conditions4

Site Geologic History5

Subsurface Soil Conditions5

Discussion and Recommendations.....6

Construction Quality Assurance 10

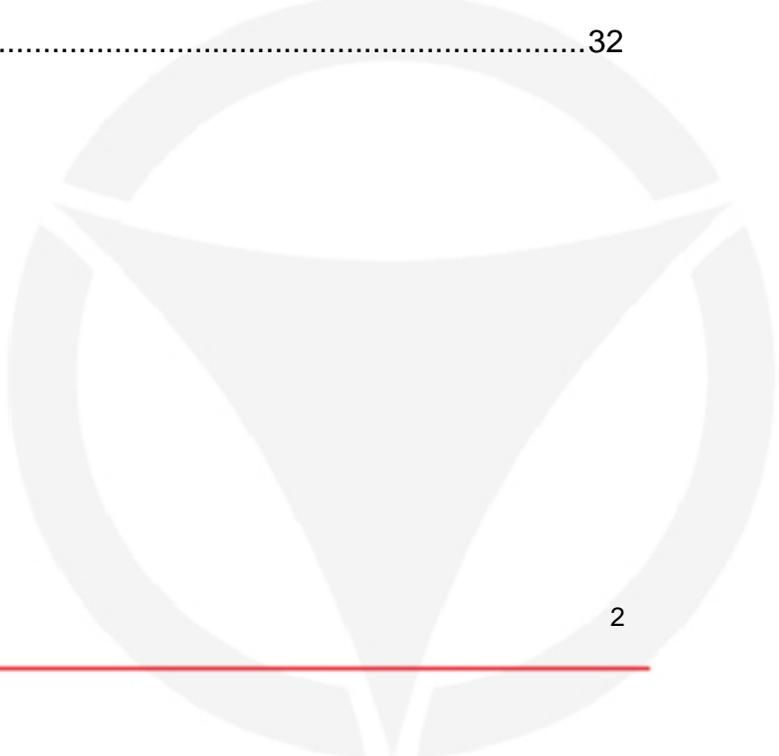
Closure..... 10

Boring Location Map 11

Logs and Summaries 13

APPENDIX A – UNIFIED SOIL CLASSIFICATION31

APPENDIX B – TERMINOLOGY32



XXXXXXXXXX

Lime Rock Resources proposes to construct the All Thorn MWFM Pit in Section 36, T17S R27E, Eddy County, NM. The site is approximately 2.6 acres. This investigation was performed at the direction and authorization of Mr. Randall Hicks of R.T. Hicks Consultants, Ltd.

The purpose of this investigation is to determine the characteristics of the subsoils and provide recommendations for foundation design. This report provides an overview of existing geotechnical/geologic conditions at the proposed demonstration site and geotechnical design parameters for the proposed facilities. The geotechnical site conditions presented herein are based on our field exploration as well as literature review from available geotechnical/geologic reports in the project vicinity. This report does not include environmental site characterization, hazardous materials testing, or other environmental services.

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The proposed development includes construction of one multi-well fluid management pit to facilitate the re-use of produced water for well stimulation and well drilling.

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Four (4) exploratory borings were drilled on July 29, 2014. The exploratory borings were drilled to approximate depths listed in Table 1 of this Report. Boring locations are shown on the Boring Location Map. Drilling was carried out using a truck-mounted drill rig contracted with Enviro-Drill, Inc. – Albuquerque, New Mexico.

TABLE – 1 Boring Dates and Depths

XXXXXX	XXXX XXXXXXX	XXXXXXXXXX XXXXXX	XXXXX XXXXXX
BH-1	7/29/14	3684.05	41'9"
BH-2	7/29/14	3684.45	41'10"
BH-3	7/29/14	3682.83	51'0"
BH-4	7/29/14	3683.73	36'5"



Subsurface materials were sampled at varying intervals by split spoon sampler and/or drill cuttings where applicable.

Air-rotary/auger drilling methods were employed to cut the test borings. During the drilling, the soils encountered were continuously examined, visually classified and, where applicable, sampled.

Standard penetration tests (SPT) were performed at varying depths. Penetration resistance was measured in accordance with ASTM D 1586 by driving a standard 2" split tube sampler having a 30" free fall drop hammer weighing 140 pounds. The penetration resistance value is a useful index in estimating the consistency, relative density or hardness of the materials encountered.

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Representative samples were tested in the laboratory to determine certain engineering properties of the soils. Mechanical analysis and soil constant determinations were performed for classification and identification of each soil type encountered. Classifications are in accordance with the Unified Soil Classification System ASTM D 2487. The results of the laboratory tests are presented on the Logs.

The following tests were conducted on selected soil samples:

- Moisture Content
- Sieve Analysis
- Atterberg Limits

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As previously described, the project site is located near the intersection of Arco and Hilltop Road, approximately 1.7 miles south of Highway 82, Eddy County, New Mexico. The topography of the site slopes mildly to the north. The vegetation consists of tall brush and short grasses.





TABLE – 2 Soil Parameters

S-1	SM	0'0"	131.2	0.80	30.8	445.6
S-2	SM	0'6"	136.9	0.00	42.1	355.1
S-3	SC/CL	20'0"	140.2	7.50	0.00	2906.0

XXXXXXXXXX

Groundwater was not encountered in any of the borings.

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In accordance with the 2009 International Building Code - Section 1803.5.3 Soil Classification in the bearing strata (Stratum 2) is not considered expansive.

XXXXXXXXXX

Soils to depths explored of up to 51' +/- are damp to moist ranging from 1.7 to 12.4 percent in the samples tested. Subsurface soil and current groundwater conditions indicate that there is minimal potential for liquefaction to occur within the confined bearing stratum.

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The following discussion and recommendations are based upon the results of field and laboratory testing, engineering analyses, experience with similar soil conditions, and our understanding of the proposed project.

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In accordance with the 2009 International Building Code®, Section 1613.5.5, Site Class D is applicable.





Soils

In general, field test results indicate that the silty sands and clayey sands vary from very loose to very dense in relative density as indicated by measured SPT-N Values of 2 blows in 12" to 50 blows per 1". Very dense materials (N>30) were encountered at various depths.

Frost penetration approximates 15" to 18".

The MWFM Pit is anticipated to be below 10' to 15' below ground. The general contractor will excavate the insitu soils to the depths and grades shown on the construction plans. This material will be stockpiled for use in construction of roads, pads, etc.

Construction Methods

- 1) **Site Preparation** All vegetation and other deleterious materials should be removed from the construction site prior to construction activities. Stripped materials consisting of vegetation and organic materials (estimated depth of 8") should be wasted from the site, or stockpiled for reuse during pit closure. Deleterious material should be removed from the site.
- 2) **MWFM Pit Excavation** The MWFM Pit is anticipated to be approximately 10' to 15' below ground. The general contractor will excavate the insitu soils to the depths and grades shown on the construction plans. This material (caliche) will be stockpiled for use in construction of roads, pads, etc.
- 3) **Soil Compaction** All soils that are to receive foundation elements including primary liner and dike should be scarified a minimum of 10" and compacted, at approximately optimum moisture (plus 2% to minus 2%), to not less than 95% of Laboratory Density as determined by ASTM D 698. The entire site should then be proofrolled to observe for unsuitable or weak soils. At least five passes with a heavy vibratory roller should be made during proofrolling. Soft materials or loose soils indicated during proofrolling should be stripped or further compacted. Areas of subgrade in which pumping or significant deflections are observed should be removed or stabilized. Use of lime, fly ash, kilm dust, cement or geotextiles could be considered as a stabilization technique.
- 4) **Fill and Backfill** All fill and/or backfill be placed in lifts not to exceed 8" (loose), and compacted at approximately optimum moisture (plus 2% to minus 2%), to not less than 95% of Laboratory Density as determined by ASTM D 698.





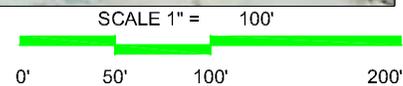
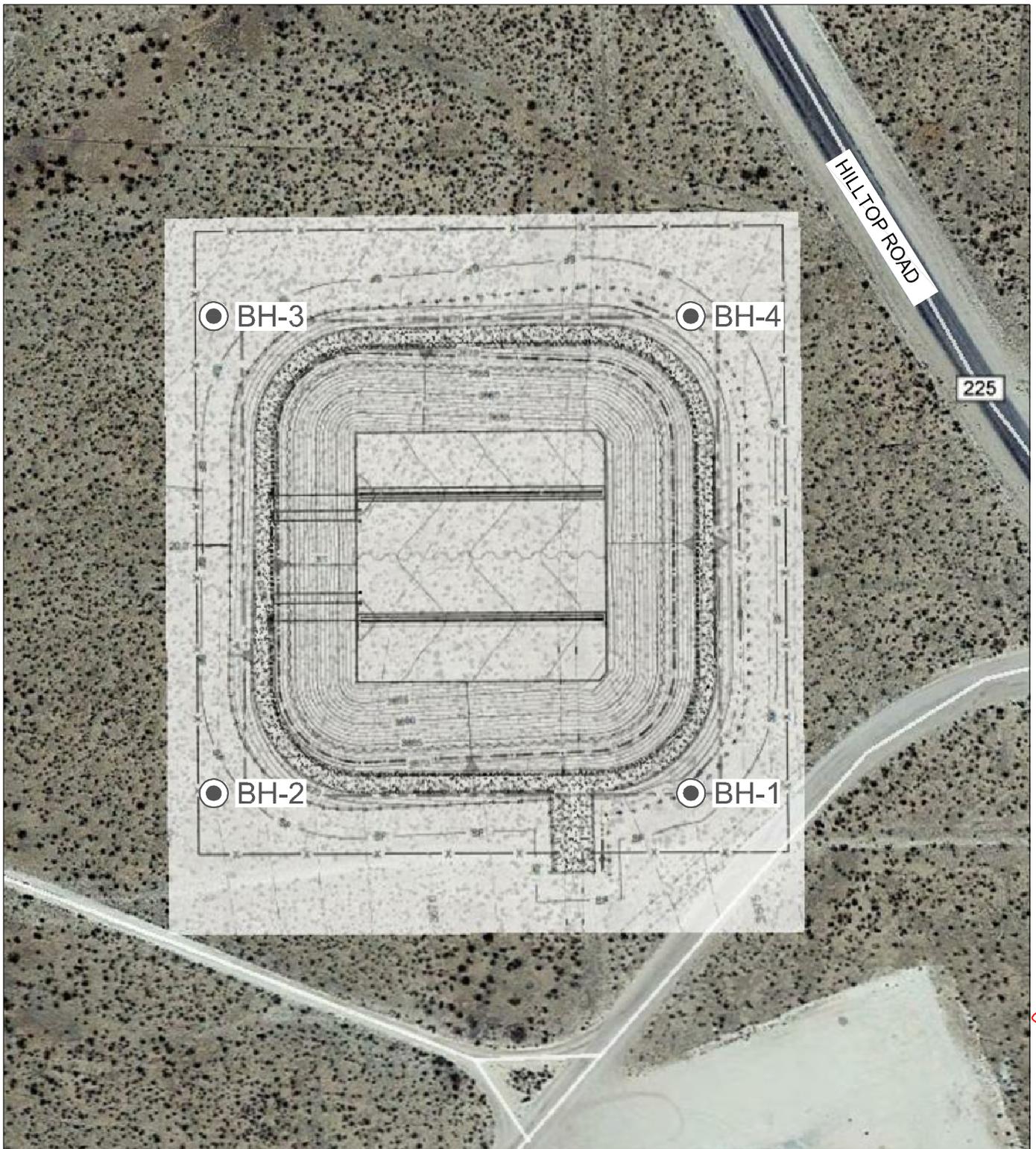
- 11) Portland Cement Concrete shall be proportioned in accordance with ACI 211.1-81; all portland cement shall be an approved American (USA) brand conforming to ASTM C150, Type II, or Type V with Class F flyash, where concrete is to be placed against high sulfate content soils, low alkali; and, all exposed Portland Cement Concrete or Portland Cement Concrete slabs on grade shall be air entrained.





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BOREHOLE MAP

PROJECT NAME: ALL THORN MWFM PIT
 CLIENT: RT HICKS CONSULTANTS LTD
 PROJECT NUMBER: 2014.1120
 PROJECT MANAGER: EH/DPH

PETTIGREW
 & ASSOCIATES PA

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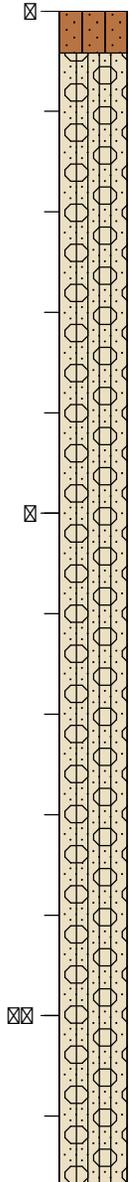
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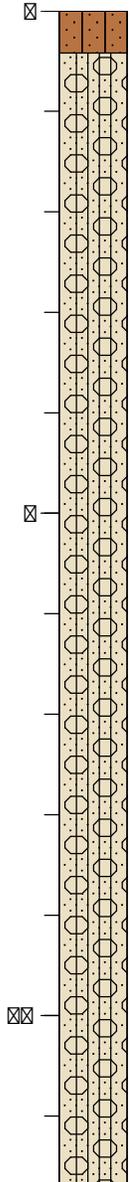
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					XXXXXX	XXXXXX	XXXXXX	XXXXXX	XXXXXX	XXXXXX	XXXXXX	XXXXXX			

	10/6"	Dry Brown Silty Sand (Topsoil)	--	--	94	80	75	71	50.0	--	--	--	3,620	
	45/6"	Dry Tan Silty Sand with Gravel (Caliche)		--									>8,000	
	72		--										>8,000	
	27		9.1										5,160	
	16		9.1										2,730	
	18		9.2										3,180	
	27		9.2										5,160	
	41		10.6										>8,000	
	50/6"		10.6										>8,000	
	67/11"		9.3										>8,000	
	80/11"		8.8										>8,000	
				SM		84	60	47	35	18.8	SNP	SNP	SNP	

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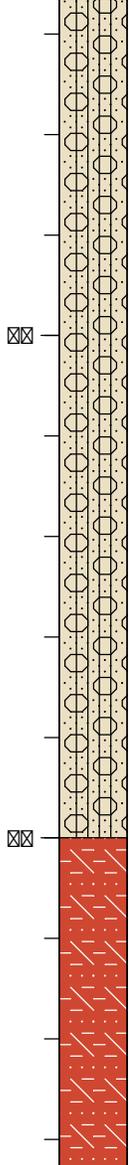
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	8/6"	Dry Brown Silty Sand (Topsoil)	2.6	94	80	75	71	50.0	--	--	--	2,730
	32	Dry Tan Silty Sand with Gravel (Caliche)	4.3									6,260
	50/6"		4.3									>8,000
	37		3.6									7,360
	29		3.6									5,600
	23		4.5	84	60	47	35	18.8	SNP	SNP	SNP	4,280
	24		4.5									4,500
	63		5.3									>8,000
	61		7.6									>8,000
	39		6.7									7,800
	71		6.7									>8,000
	83		4.2									>8,000
	50/6"		--									>8,000

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					XXXXXX	XXXXXX	XXXXXX	XXXXXX	XXXXXX	XXXXXX	XXXXXX	XXXXXX	XXXXXX	XXXXXX			

	50/3"		--														>8,000
	50/6"	Dry to Moist Red Clayey Sand with Gravel and Gypsum	7.1	95	79	68	48	31.4	32	18	14						>8,000



TERMS DESCRIBING CONSISTENCY OR CONDITION

COARSE-GRAINED SOILS (major portions retained on No. 200 sieve): includes (1) clean gravel and sands and (2) silty or clayey gravels and sands. Condition is rated according to relative density as determined by laboratory tests or standard penetration resistance tests.

Descriptive Terms	Relative Density	SPT Blow Count
Very loose	0 to 15 %	< 4
Loose	15 to 35 %	4 to 10
Medium dense	35 to 65 %	10 to 30
Dense	65 to 85 %	30 to 50
Very dense	85 to 100 %	> 50

FINE-GRAINED SOILS (major portions passing on No. 200 sieve): includes (1) inorganic and organic silts and clays, (2) gravelly, sandy, or silty clays, and (3) clayey silts. Condition is rated according to shearing strength, as indicated by penetrometer readings, SPT blow count, or unconfined compression tests.

Descriptive Terms	Unconfined Compressive	
	Strength kPa	SPT Blow Count
Very soft	< 25	< 2
Soft	25 to 50	2 to 4
Medium stiff	50 to 100	4 to 8
Stiff	100 to 200	8 to 15
Very Stiff	200 to 400	15 to 30
Hard	> 400	> 30

GENERAL NOTES

1. Classifications are based on the United Soil Classification System and include consistency, moisture, and color. Field descriptions have been modified to reflect results of laboratory tests where deemed appropriate.

2. Surface elevations are based on topographic maps and estimated locations.

3. Descriptions on these boring logs apply only at the specific boring locations and at the time the borings were made. They are not guaranteed to be representative of subsurface conditions at other locations or times.

Major Division	Group Symbols	Typical Names	Laboratory Classification Criteria		Particle Size					
Coarse-Grained soils (more than half the material is larger than No. 200 sieve size)	Gravels (more than half of coarse fraction is larger than No. 4 sieve size)	GW	Well-graded gravels, gravel-sand mixtures, little or no fines	$C_u = \frac{D_{60}}{D_{10}}$ greater than 4; $C_c = \frac{(D_{30})^2}{D_{10} \times D_{60}}$ between 1 and 3 Not meeting all gradation requirements for GW Atterberg limits below "A" line or P.I. less than 4 Atterberg limits below "A" line or P.I. greater than 7 $C_u = \frac{D_{60}}{D_{10}}$ greater than 6; $C_c = \frac{(D_{30})^2}{D_{10} \times D_{60}}$ between 1 and 3 Not meeting all gradation requirements for SW Atterberg limits below "A" line or P.I. less than 4 Atterberg limits below "A" line or P.I. greater than 7	Particle Size mm < 0.075 0.075 to 0.425 0.425 to 2.00 2.00 to 4.75					
		GP	Poorly-graded gravels, gravel-sand mixtures, little or no fines							
	Sands (more than half of coarse fraction is smaller than No. 4 sieve size)	GM ¹ _d u	Silty gravels, gravel-sand-silt mixtures			Determine percentages of sand and gravel from grain size analysis. Discard on percentage of fines (fraction smaller than No. 200 sieve) coarse-grained soils are classified as follows: Less than 5 percent..... GW, GP, SW, SP More than 12 percent..... GM, GC, SM, SC 5 to 12 percent..... Borderline cases requiring dual symbols**	Material Silt or Clay Sand Fine Medium Coarse			
		GC	Clayey gravels, gravel-sand-silt mixtures							
	Clean sands (little or no fines)	SW	Well-graded sands, gravelly sands, little or no fines							
		SP	Poorly-graded sands, gravelly sands, little or no fines							
	Silty sands (Appreciable amount of fines)	SM ¹ _d u	Silty sands, sand-silt mixtures							
		SC	Clayey sands, sand-clay mixtures							
	Fine-Grained soils (more than half the material is smaller than No. 200 sieve size)	Silt and Clays (Liquid limit less than 60)	ML					Inorganic silts and very fine sands, rock flour, silty or clayey fine sands or clayey silts with slight plasticity	<p>Plasticity Chart</p>	Particle Size mm 4.75 to 19.1 19.1 to 75.2 75.2 to 304.8 304.8 to 914.4
			CL					Inorganic clays of low to medium plasticity, gravelly clays, sandy clays, silty clays, lean clays		
OL			Organic silts and organic silty clays of low plasticity							
Silt and Clays (Liquid limit greater than 60)		MH	Inorganic silts, micaceous or diatomaceous fine sandy or silty soils, organic silts							
		CH	Inorganic clays of high plasticity, fat clays							
Organic Clays (Liquid limit greater than 60)		OH	Organic clays of medium to high plasticity, organic silts							
		Pt	Peat and other highly organic soils							

* Division of GM and SM groups into subdivisions of d and u are for roads and airfields only. Subdivision is based on Atterberg limits; suffix d used when L.L. is 25 or less; the suffix u used when L.L. is greater than 25.
 ** Borderline classifications used for soils possessing characteristics of two groups are designated by combinations of group symbols. For example, GW-GC, well-graded gravel-sand mixture with clay binder.

TERMINOLOGY USED TO DESCRIBE THE RELATIVE DENSITY,
CONSISTENCY, OR FIRMNESS OF SOILS

The terminology used on the boring logs to describe the relative density, consistency, or firmness of soils relative to the standard penetration resistance is presented below. The standard penetration resistance (N) in blows per foot is obtained by ASTM D1586 procedure using 2" O.D., 1-3/8" I.D. samplers.

1. Relative Density. Terms for description of relative density of cohesionless, uncemented sands and sand-gravel mixtures.

N	Relative Density
0 - 4	Very Loose
5 - 10	Loose
11 - 30	Medium Dense
31 - 50	Dense
50+	Very Dense

2. Relative Consistency. Terms for the description of clays which are saturated or near saturation.

N	Consistency	Penetration
0 - 2	Very Soft	Easily penetrated several inches with fist
3 - 4	Soft	Easily penetrated several inches
5 - 8	Medium Stiff	Can be penetrated several inches with thumb with moderate effort
9 - 15	Stiff	Readily indented with thumb, but penetrated only with great effort
16 - 30	Very Stiff	Readily indented with thumbnail
30+	Hard	Indented only with difficulty with thumbnail

3. Relative Firmness. Terms for the description of partially saturated and/or cemented soils which commonly occur in the Southwest including clays cemented granular materials, silts, and silty and clayey granular soils.

N	Relative Firmness
0 - 4	Very Soft
5 - 8	Soft
9 - 15	Moderately Firm
16 - 30	Firm
31 - 50	Very Firm
50+	Hard