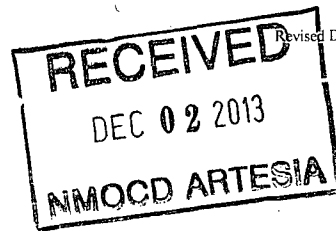


District I
1625 N. French Dr., Hobbs, NM 88240
Phone: (575) 393-6161 Fax: (575) 393-0720
District II
811 S. First St., Artesia, NM 88210
Phone: (575) 748-1283 Fax: (575) 748-9720
District III
1000 Rio Brazos Road, Aztec, NM 87410
Phone: (505) 334-6178 Fax: (505) 334-6170
District IV
1220 S. St. Francis Dr., Santa Fe, NM 87505
Phone: (505) 476-3460 Fax: (505) 476-3462

State of New Mexico
Energy Minerals and Natural Resources

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



Form C-101
Revised December 16, 2011

Permit

APPLICATION FOR PERMIT TO DRILL, RE-ENTER, DEEPEN, PLUGBACK, OR ADD A ZONE

| | | |
|--|---|--|
| ¹ Operator Name and Address LRE Operating, LLC 1111 Bagby Street, Suite 4600 Houston, Texas 77002 | | ² OGRID Number 281994 |
| ⁴ Property Code 39111 | ⁵ Property Name Southern Union 30 G State | ³ API Number 30-015-41834 p/s |
| | | ⁶ Well No. #3 |

⁷ Surface Location

| UL - Lot | Section | Township | Range | Lot Idn | Feet From | N/S Line | Feet From | E/W Line | County |
|----------|---------|----------|-------|---------|-----------|----------|-----------|----------|--------|
| G | 30 | 17S | 28E | | 1655 | N | 2375 | E | Eddy |

⁸ Pool Information

| | |
|----------------------------|-------|
| Red Lake; Glorieta-Yeso NE | 96836 |
|----------------------------|-------|

Additional Well Information

| | | | | |
|--------------------------------|--|---|---|---|
| ⁹ Work Type N | ¹⁰ Well Type O | ¹¹ Cable/Rotary R | ¹² Lease Type S | ¹³ Ground Level Elevation .3573.8 |
| ¹⁴ Multiline N | ¹⁵ Proposed Depth 5112' MD / 5100' TVD | ¹⁶ Formation Yeso | ¹⁷ Contractor United Drilling, Inc. | ¹⁸ Spud Date After 2/1/2014 |
| Depth to Ground Water: 200 Ft. | | Distance from nearest fresh water well: 2 Miles | | Distance from nearest surface water: 6 Miles |

¹⁹ Proposed Casing and Cement Program

| Type | Hole Size | Casing Size | Casing Weight/ft | Setting Depth | Sacks of Cement | Estimated TOC |
|------------|-----------|-------------|------------------|---------------|-----------------|---------------|
| Conductor | 20" | 14" | 68.7 | 40 | 40 | Surface |
| Surface | 11" | 8-5/8" | 24 | 450 | 250 | Surface |
| Production | 7-7/8" | 5-1/2" | 17 | 5100 | 950 | Surface |
| | | | | | | |
| | | | | | | |

Casing/Cement Program: Additional Comments

| |
|--|
| |
|--|

Proposed Blowout Prevention Program

| Type | Working Pressure | Test Pressure | Manufacturer |
|---------|------------------|---------------|----------------|
| XLT 11" | 5000 | 2000 | National Varco |

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

I further certify that the drilling pit will be constructed according to NMOC D guidelines ☐, a general permit ☐, or an (attached) alternative OCD-approved plan ☒.

Signature: *Eric P. McClusky*
Printed Name: Eric McClusky

Title: Production Engineer

E-mail Address: EMcClusky@Limerockresources.com

Date: 11/25/2013

Phone: 713-660-5714

OIL CONSERVATION DIVISION

Approved By:

I. C. Shepard

Title:

"Geologist"

Approved Date: 12/2/2013

Expiration Date: 12/2/2013

Conditions of Approval Attached

File C-103 for

www.emnrd.state.nm.us
Current forms are available on our website and should be used when filing regulatory documents

Closed Loop System. Reference Rule 19.15.17.9.A.

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State of New Mexico
Energy, Minerals & Natural Resources Department
OIL CONSERVATION DIVISION
1220 South St. Francis Dr.
Santa Fe, NM 87505

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

☐ AMENDED REPORT

WELL LOCATION AND ACREAGE DEDICATION PLAT

| | | |
|--|--|---|
| ¹ API Number 30-015-41834 | ² Pool Code 96836 | ³ Pool Name Red Lake; Glorieta - Yeso NE |
| ⁴ Property Code 39111 | ⁵ Property Name SOUTHERN UNION "30" G STATE | |
| ⁷ OGRID No. 281994 | ⁸ Operator Name LRE OPERATING, LLC | ⁶ Well Number 3 |
| | | ⁹ Elevation 3563.1 |

¹⁰ Surface Location

| UL or lot no. | Section | Township | Range | Lot Idn | Feet from the | North/South line | Feet from the | East/West line | County |
|---------------|-----------|-------------|-------------|---------|---------------|------------------|---------------|----------------|-------------|
| G | 30 | 17 S | 28 E | | 1655 | NORTH | 2375 | EAST | EDDY |

¹¹ Bottom Hole Location If Different From Surface

| UL or lot no. | Section | Township | Range | Lot Idn | Feet from the | North/South line | Feet from the | East/West line | County |
|---------------|-----------|-------------|-------------|---------|---------------|------------------|---------------|----------------|-------------|
| G | 30 | 17 S | 28 E | | 1655 | NORTH | 2275 | EAST | EDDY |

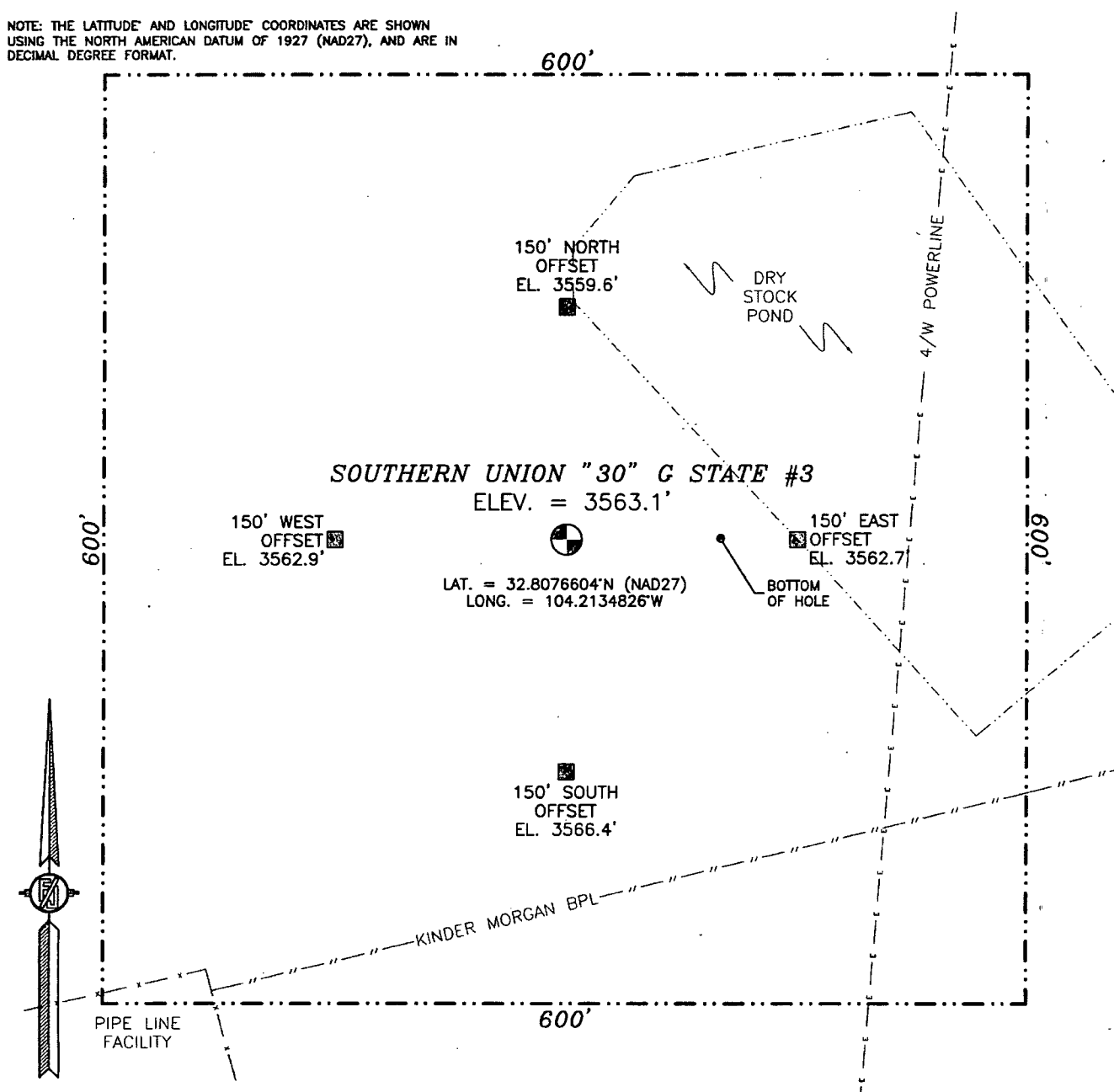
| | | | |
|--|-------------------------------|----------------------------------|-------------------------|
| ¹² Dedicated Acres 10 | ¹³ Joint or Infill | ¹⁴ Consolidation Code | ¹⁵ Order No. |
|--|-------------------------------|----------------------------------|-------------------------|

No allowable will be assigned to this completion until all interests have been consolidated or a non-standard unit has been approved by the division.

| | | | | |
|---|--|---|--|---|
| <p>S89°33'02"W 2722.70 FT</p> <p>NW CORNER SEC. 30 LAT. = 32.8121534°N LONG. = 104.2230975°W</p> <p>N/4 CORNER SEC. 30 LAT. = 32.8122039°N LONG. = 104.2142379°W</p> <p>SOUTHERN UNION "30" G STATE #3 ELEV. = 3563.1' LAT. = 32.8076604°N (NAD27) LONG. = 104.2134826°W</p> <p>W/4 CORNER SEC. 30 LAT. = 32.8048934°N LONG. = 104.2230524°W</p> <p>SW CORNER SEC. 30 LAT. = 32.7976322°N LONG. = 104.2230120°W</p> <p>N89°39'23"E 2695.00 FT</p> | | <p>S89°30'49"W 2621.88 FT</p> <p>NE CORNER SEC. 30 LAT. = 32.8122566°N LONG. = 104.2057065°W</p> <p>E/4 CORNER SEC. 30 LAT. = 32.8049828°N LONG. = 104.2057820°W</p> <p>SE CORNER SEC. 30 LAT. = 32.7977087°N LONG. = 104.2058501°W</p> <p>N89°36'30"E 2579.98 FT</p> | | <p>¹⁷ OPERATOR CERTIFICATION</p> <p>I hereby certify that the information contained herein is true and complete to the best of my knowledge and belief, and that this organization either owns a working interest or unleased mineral interest in the land including the proposed bottom hole location or has a right to drill this well at this location pursuant to a contract with an owner of such a mineral or working interest, or to a voluntary pooling agreement or a compulsory pooling order heretofore entered by the division.</p> <p><i>Eric P. McCluskey</i> 11/25/13 Signature Date Eric McCluskey Printed Name EMccluskey@LimerockResources.com E-mail Address</p> <p>¹⁸ SURVEYOR CERTIFICATION</p> <p>I hereby certify that the well location shown on this plat was plotted from field notes of actual surveys made by me or under my supervision, and that the same is true and correct to the best of my belief.</p> <p>OCTOBER 27 2012 Date of Survey</p> <p><i>Filmon F. Jaramillo</i> Signature and Seal of Professional Surveyor Certificate Number: FILMON F. JARAMILLO, PLS 12797 SURVEY NO. 1334</p> |
|---|--|---|--|---|

SECTION 30, TOWNSHIP 17 SOUTH, RANGE 28 EAST, N.M.P.M.
EDDY COUNTY, STATE OF NEW MEXICO

NOTE: THE LATITUDE AND LONGITUDE COORDINATES ARE SHOWN
USING THE NORTH AMERICAN DATUM OF 1927 (NAD27), AND ARE IN
DECIMAL DEGREE FORMAT.



010 50 100 200

SCALE 1" = 100'

DIRECTIONS TO LOCATION

FROM STATE HWY. 82 AND CR. #206 (ILLINOIS CAMP) GO WEST ON
HWY. 82 1.15 MILES, TURN RIGHT ON CALICHE LEASE ROAD AND GO
NORTH-NORTHEAST 0.41 MILES AND LOCATION IS ON THE LEFT
(WEST) 517'.

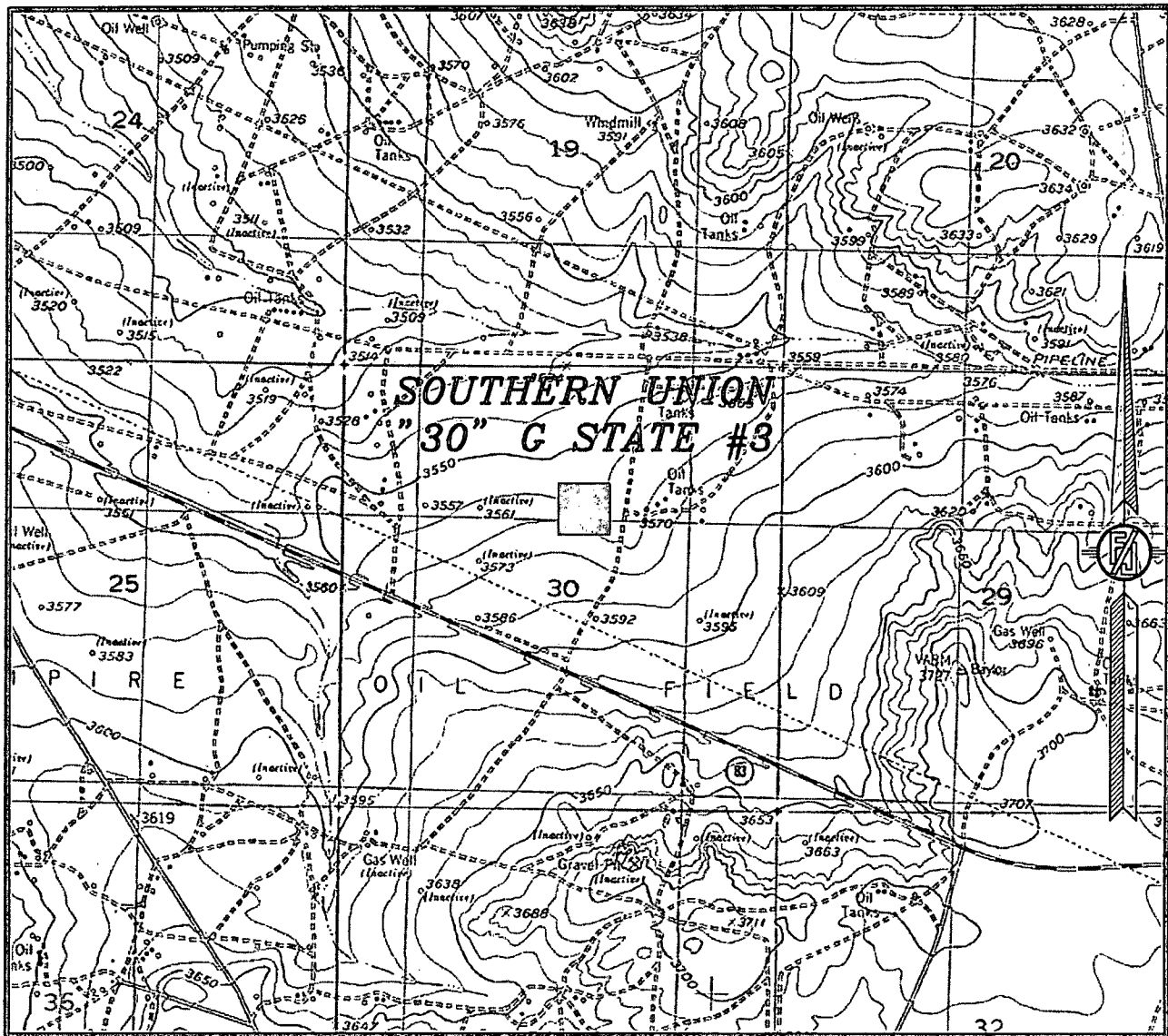
LRE OPERATING, LLC
SOUTHERN UNION "30" G STATE #3
LOCATED 1655 FT. FROM THE NORTH LINE
AND 2375 FT. FROM THE EAST LINE OF
SECTION 30, TOWNSHIP 17 SOUTH,
RANGE 28 EAST, N.M.P.M.
EDDY COUNTY, STATE OF NEW MEXICO

OCTOBER 27, 2012

SURVEY NO. 1334

MADRON SURVEYING, INC. 301 SOUTH CANAL (575) 234-3341 CARLSBAD, NEW MEXICO

SECTION 30, TOWNSHIP 17 SOUTH, RANGE 28 EAST, N.M.P.M.
EDDY COUNTY, STATE OF NEW MEXICO
LOCATION VERIFICATION MAP



USGS QUAD MAP:
RED LAKE

NOT TO SCALE

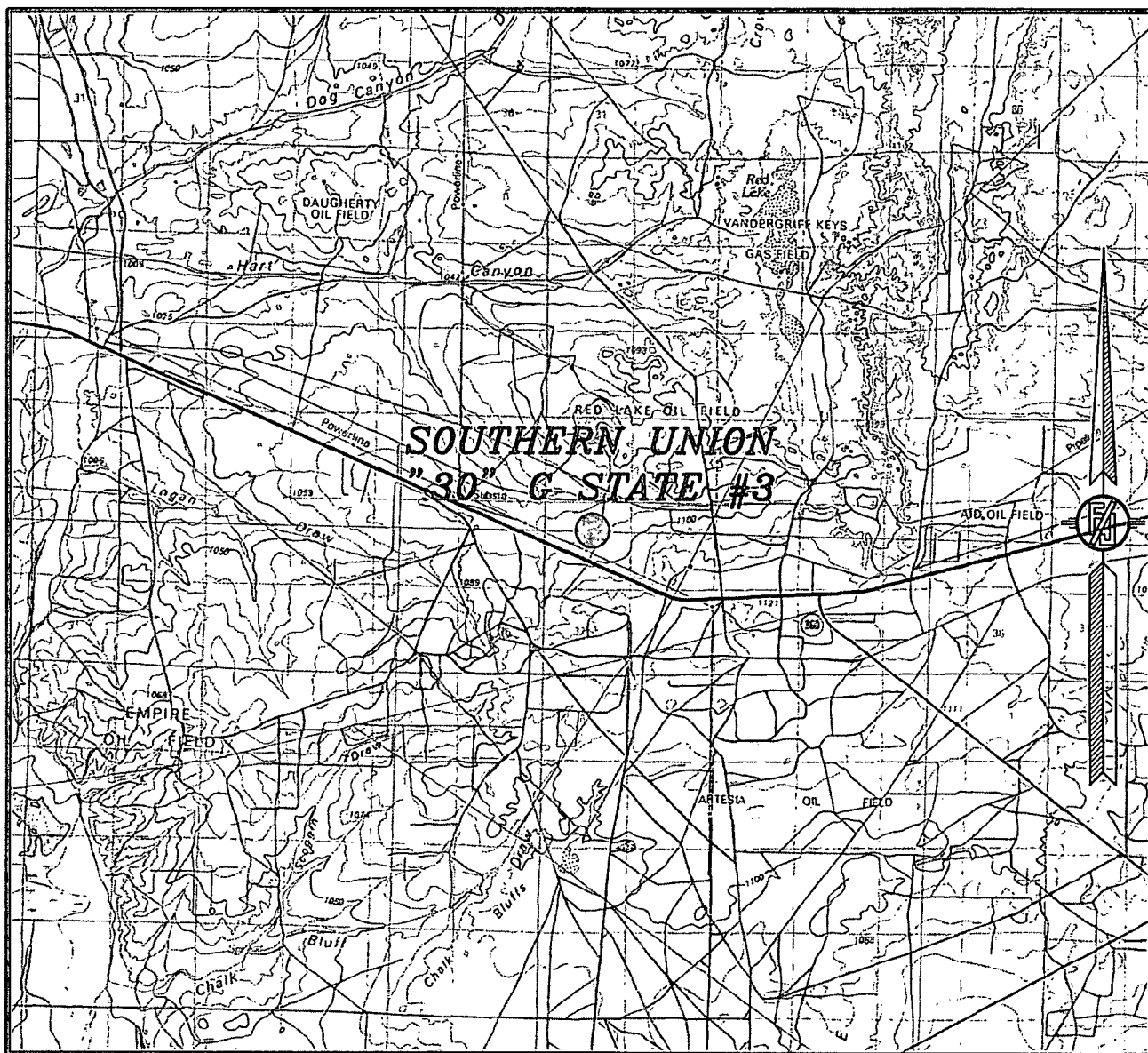
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RANGE 28 EAST, N.M.P.M.
EDDY COUNTY, STATE OF NEW MEXICO

OCTOBER 27, 2012

SURVEY NO. 1334

MADRON SURVEYING, INC. 301 SOUTH CANAL CARLSBAD, NEW MEXICO
(575) 234-3341

SECTION 30, TOWNSHIP 17 SOUTH, RANGE 28 EAST, N.M.P.M.
 EDDY COUNTY, STATE OF NEW MEXICO
 VICINITY MAP



NOT TO SCALE

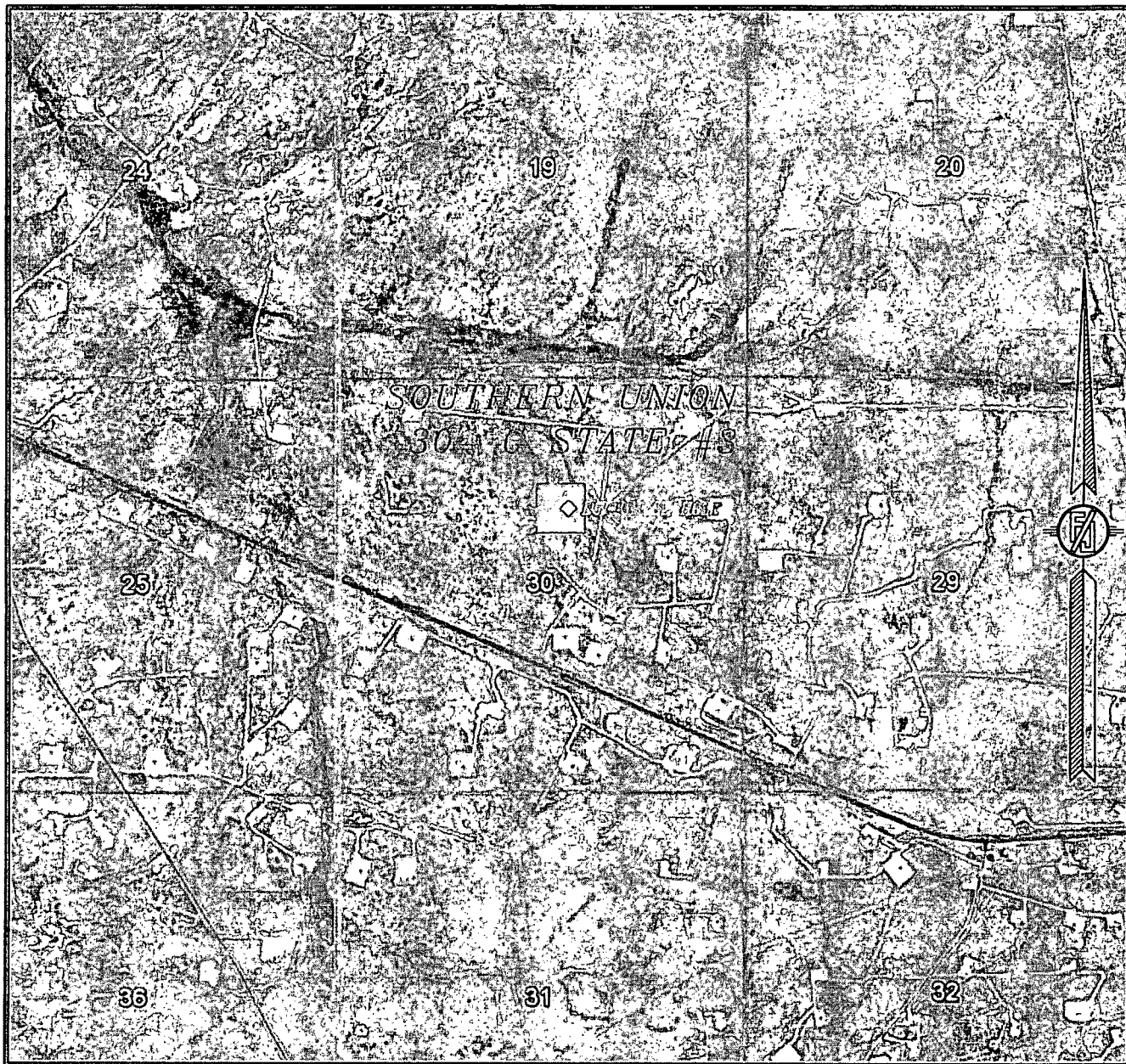
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 EDDY COUNTY, STATE OF NEW MEXICO

OCTOBER 27, 2012

SURVEY NO. 1334

MADRON SURVEYING, INC. 301 SOUTH CANAL (575) 234-3341 CARLSBAD, NEW MEXICO

SECTION 30, TOWNSHIP 17 SOUTH, RANGE 28 EAST, N.M.P.M.
EDDY COUNTY, STATE OF NEW MEXICO
AERIAL PHOTO



NOT TO SCALE
AERIAL PHOTO:
GOOGLE EARTH
JUNE 2011

LRE OPERATING, LLC
SOUTHERN UNION "30" G STATE #3
LOCATED 1655 FT. FROM THE NORTH LINE
AND 2375 FT. FROM THE EAST LINE OF
SECTION 30, TOWNSHIP 17 SOUTH,
RANGE 28 EAST, N.M.P.M.
EDDY COUNTY, STATE OF NEW MEXICO

OCTOBER 27, 2012

SURVEY NO. 1334

MADRON SURVEYING, INC. 301 SOUTH CANAL (575) 234-3341 CARLSBAD, NEW MEXICO

LRE Operating, LLC
Drilling Plan

Southern Union 30 G State #3
1655' FNL 2375' FEL
(G) 30-17S-28E
Eddy County, NM

1. The elevation of the unprepared ground is 3573.8 feet above sea level.
2. The geologic name of the surface formation is Quaternary – Alluvium.
3. A rotary rig will be utilized to drill the well to 5100' and run casing. This equipment will be rigged down and the well will be completed with a workover rig.
4. Well will be drilled to a total proposed depth of 5112' MD./ 5100' TVD. inside a 30' X 30' square target inside of 40 acre spacing regulatory quarter-quarter setback distances. The KOP for directional drilling will be at '. See directional plan for detail.
5. Estimated tops of geologic markers:
6. Estimated depths at which anticipated oil, gas, or other mineral bearing formations are expected to be encountered:

| | MD | TVD |
|-----------------------|---------|---------|
| Quaternary – Alluvium | Surface | Surface |
| Yates | NA | NA |
| 7 Rivers | 483 | 483 |
| Queen | 1029 | 1033 |
| Grayburg | 1459 | 1470 |
| Premier | 1723 | 1735 |
| San Andres | 1764 | 1776 |
| Glorieta | 3154 | 3166 |
| Yeso | 3278 | 3288 |
| Tubb | 4650 | 4662 |
| TD | 5112 | 5100 |

| | MD | TVD |
|------------|------|------|
| Yates | NA | NA |
| 7 Rivers | 483 | 483 |
| Queen | 1029 | 1033 |
| Grayburg | 1459 | 1470 |
| Premier | 1723 | 1735 |
| San Andres | 1764 | 1776 |
| Glorieta | 3154 | 3166 |
| Yeso | 3278 | 3288 |
| Tubb | 4650 | 4662 |
| TD | 5112 | 5100 |

7. Proposed Casing and Cement program is as follows:

| Type | Hole | Casing | Wt | Grade | Thread | Depth | Sx | Density | Yield | Components |
|--------------|--------|--------|------|-------|--------|-------|-----|---------|-------|---|
| Conductor | 20" | 14" | 68.7 | B | Welded | 40 | 40 | | | Ready Mix |
| Surface | 11" | 8-5/8" | 24 | J-55 | ST&C | 450 | 250 | 14.8 | 1.35 | Cl C Cmt + 0.25 lbs/sk Cello Flake + 2% CaCl ₂ |
| Intermediate | | | | | | | | | | |
| | | | | | | | | | | |
| Production | 7-7/8" | 5-1/2" | 17 | J-55 | LT&C | 5100 | 300 | 12.8 | 1.903 | (35/65) Poz/Cl C Cmt + 5% NaCl + 0.25 lbs/sk Cello Flake + 5 lbs/sk LCM-1 + 0.2% R-3 + 6% Gel |
| | | | | | | | 650 | 14.8 | 1.33 | Class C w/ 0.25% R-3 and 1/4 pps cello flake |

8. Proposed Mud Program is as follows

| Depth | 0-460 | 460-4950 | 4950-5100 |
|------------|-----------------|--|--|
| Mud Type | Fresh Water Mud | Brine | Brine, Salt Gel, & Starch |
| Properties | | | |
| MW | 8.4-9.2 | 9.8-10.1 | 9.9-10.1 |
| pH | 9.0-10.5 | 10.0-12.0 | 10.0-12.0 |
| WL | NC | NC | 20-30 |
| Vis | 28-34 | 28-29 | 32-34 |
| MC | NC | NC | <2 |
| Solids | NC | <2% | <3% |
| Pump Rate | 300-500 gpm | 375-425 gpm | 400-425 gpm |
| Special | | Use Poymers sticks and MF-55 Hi-Vis Sweeps as necessary | Hi Vis Sweeps, add acid and starch as req. Raise Vis to 35 for log. |

9. **Pressure Control Equipment:** See Attached Description and diagram of Pressure Control Equipment.

10. **Testing, Logging and Coring Program**

Testing Program: No drill stem tests are anticipated

Electric Logging Program: SGR-DLL-CDL-CNL Quad Combo from 5112 to surf. Csg. SGR-CNL to Surf.

Coring Program: No full or sidewall cores are anticipated.

11. **Potential Hazards:**

No abnormal temperatures or pressures are expected. There is no known presence of H₂S in this area. If H₂S is encountered the operator will comply with the provisions of Onshore Oil and Gas Order No. 6. All personnel will be familiar with all aspects of safe operation of equipment being used to drill this well. Estimated BHP 2249.28 psi based on 0.44 x TD. The estimated BHT is 125 degrees F.

12. **Duration of Operations:**

Anticipated spud date will be soon after approval and as soon as a rig will be available. Move in operations and drilling is expected to take 10 days. An additional 14 days will be needed to complete the well and to construct surface facilities.

Hydrogen Sulfide Drilling Plan Summary

A. All personnel shall receive proper H₂S training in accordance with Onshore Order 6 III.C.3.a.

B. Briefing Area: two perpendicular areas will be designated by signs and readily accessible.

C. Required Emergency Equipment:

■ Well control equipment

- a. Flare line 150' from wellhead to be ignited by flare gun.
- b. Choke manifold with a remotely operated choke.
- c. Mud/gas separator

■ Protective equipment for essential personnel.

Breathing apparatus:

- a. Rescue Packs (SCBA) — 1 unit shall be placed at each breathing area, 2 shall be stored in the safety trailer.
- b. Work/Escapes packs — 4 packs shall be stored on the rig floor and contain sufficiently long air hoses as to not restrict work activity.
- c. Emergency Escape Packs — 4 packs shall be stored in the doghouse for emergency evacuation.

Auxiliary Rescue Equipment:

- a. Stretcher
- b. Two OSHA full body harness
- c. 100 ft 5/8 inch OSHA approved rope
- d. 1-20# class ABC fire extinguisher

■ H₂S detection and monitoring equipment:

The stationary detector with three sensors will be placed in the upper dog house if equipped, set to visually alarm @ 10 ppm and audible @ 14 ppm. Calibrate a minimum of every 30 days or as needed. The sensors will be placed in the following places: Rig floor / Bell nipple / End of flow line or where well bore fluid is being discharged.
(Gas sample tubes will be stored in the safety trailer)

■ Visual warning systems:

- a. One color code condition sign will be placed at the entrance to the site reflecting the possible conditions at the site.
- b. A colored condition flag will be on display, reflecting the current condition at the site at the time.
- c. Two wind socks will be placed in strategic locations, visible from all angles.

■ Mud program:

The mud program has been designed to minimize the volume of H₂S circulated to surface. The operator will have the necessary mud products to minimize hazards while drilling in H₂S bearing zones.

■ Metallurgy:

- a. All drill strings, casings, tubing, wellhead, blowout preventer, drilling spool, kill lines, choke manifold and lines, and valves shall be suitable for H₂S service.
- b. All elastomers used for packing and seals shall be H₂S trim.

■ Communication:

Communication will be via two way radio in emergency and company vehicles. Cell phones and land lines where available.

H2S CONTINGENCY DRILLING PLAN EMERGENCY CONTACTS

Company Offices - Lime Rock Houston Office
 Answering Service (After Hours)
 Artesia, NM Office
 Roswell, NM

713-292-9510
 713-292-9555
 575-748-9724
 575-623-8424

KEY PERSONNEL

| Name | Title | Location | Office # | Cell # | Home # |
|-----------------|---------------------------------|-----------------|--------------|--------------|--------------|
| Mike Loudermilk | Operations Manager | Houston | 713-292-9526 | 832-331-7367 | Same as Cell |
| Spencer Cox | Production Engineer | Houston | 713-292-9528 | 432-254-5140 | Same as Cell |
| Eric McClusky | Production Engineer | Houston | 713-360-5714 | 405-821-0534 | 832-491-3079 |
| Jerry Smith | Assistant Production Supervisor | Artesia | 575-748-9724 | 505-918-0556 | 575-746-2478 |
| Michael Barrett | Production Supervisor | Roswell | 575-623-8424 | 505-353-2644 | 575-623-4707 |
| Dalw Kennard | Well Site Supervisor | Rotates on Site | NA | 575-420-1651 | NA |
| Gary McCelland | Well Site Supervisor | Rotates on Site | NA | 903-503-8997 | NA |
| Brad Tate | Well Site Supervisor | Rotates on Site | NA | 575-441-1966 | NA |
| Dave Williamson | Well Site Supervisor | Rotates on Site | NA | 575-308-9980 | NA |

| Agency Call List | | |
|------------------|--|--------------|
| City | Agency or Office | Telephone # |
| Artesia | Ambulance | 911 |
| Artesia | State Police | 575-746-2703 |
| Artesia | Sherriff's Office | 575-746-9888 |
| Artesia | City Police | 575-746-2703 |
| Artesia | Fire Department | 575-746-2701 |
| Artesia | Local Emergency Planning Committee | 575-746-2122 |
| Artesia | New Mexico OCD District II | 575-748-1283 |
| Carlsbad | Ambulance | 911 |
| Carlsbad | State Police | 575-885-3137 |
| Carlsbad | Sherriff's Office | 575-887-7551 |
| Carlsbad | City Police | 575-885-2111 |
| Carlsbad | Fire Department | 575-885-2111 |
| Carlsbad | Local Emergency Planning Committee | 575-887-3798 |
| Carlsbad | US DOI Bureau of Land Management | 575-887-6544 |
| State Wide | New Mexico Emergency Response Commisssion ("NMERC") | 505-476-9600 |
| State Wide | NMERC 24 Hour Number | 505-827-9126 |
| State Wide | New Mexico State Emergency Operations Center | 505-476-9635 |
| National | National Emergency Response Center (Washington D.C.) | 800-424-8802 |

Emergency Services

| Name | Service | Location | Telephone Number | Alternate Number |
|--|---------------------------------|-------------------------|------------------|-----------------------|
| Boots & Coots International Well Control | Well Control | Houston / Odessa | 1-800-256-9688 | 281-931-8884 |
| Cudd Pressure Control | Well Control/Pumping | Odessa | 915-699-0139 | 915-563-3356 |
| Baker Hughes Inc. | Pumping Services | Artesia, Hobbs & Odessa | 575-746-2757 | Same |
| Total Safety | Safety Equipment & Personnel | Artesia | 575-746-2847 | Same |
| Cutter Oilfield Services | Drilling Systems Equipment | Midland | 432-488-6707 | Same |
| Safety Dog | Safety Equipment & Personnel | Artesia | 575-748-5847 | 575-441-1370 |
| Fighting for Life | Emergency Helicopter Evacuation | Lubbock | 806-743-9911 | Same |
| Aerocare | Emergency Helicopter Evacuation | Lubbock | 806-747-8923 | Same |
| Med Flight Air Ambulance | Emergency Helicopter Evacuation | Albuquerque | 505-842-4433 | Same |
| Artesia General Hospital | Emergency Medical Care | Artesia | 575-748-3333 | 702 North 13th Street |

Pressure Control Equipment

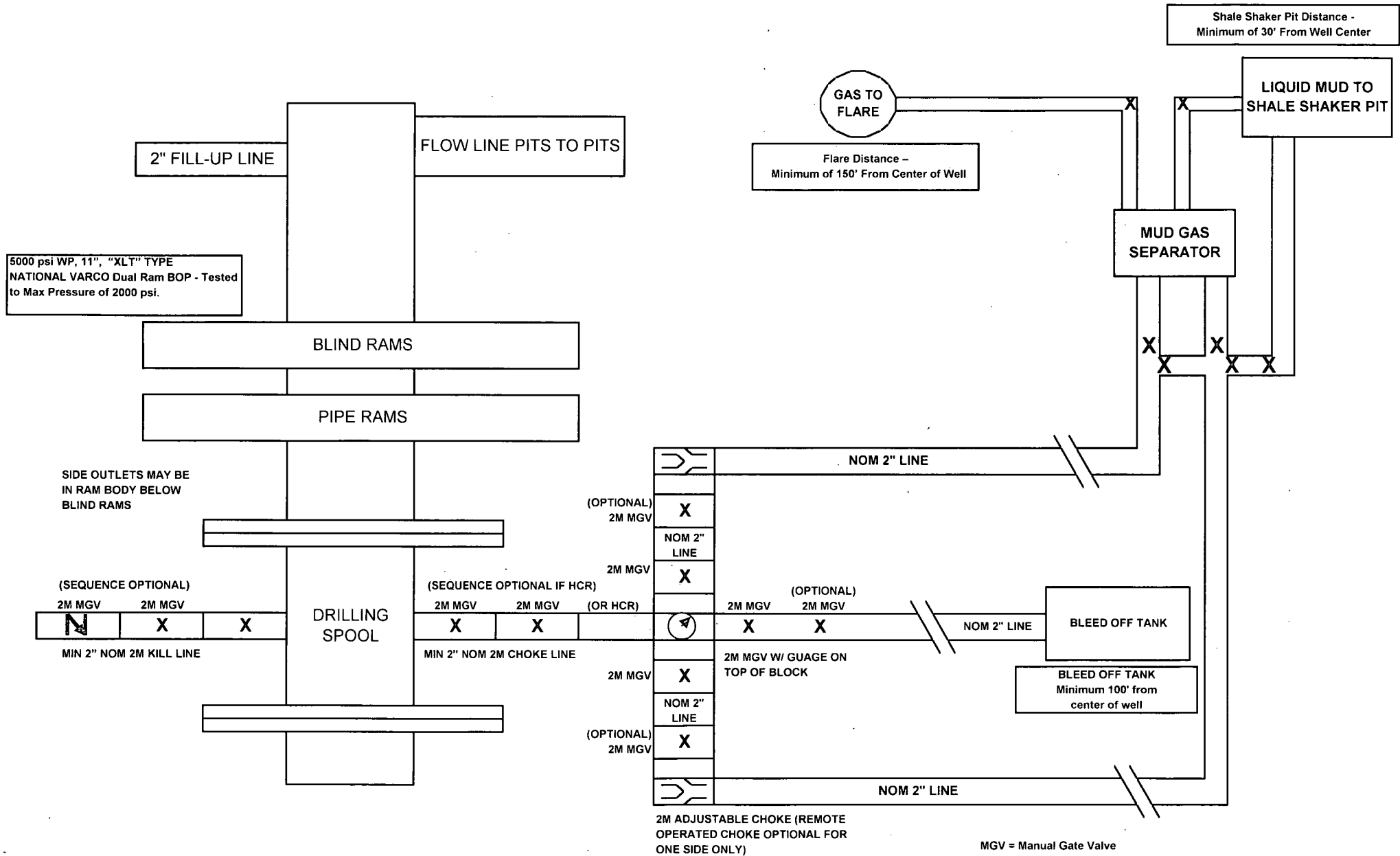
The blowout preventer equipment (BOP) will consist of a 5000 psi rated, "XLT" type, National VARCO double ram preventer that will be tested to a maximum pressure of 2000 psi. The unit will be hydraulically operated and the ram type preventer will be equipped with blind rams on top and drill pipe rams on bottom. The 2M BOP will be installed on the 8 5/8" surface casing and utilized continuously until total depth is reached. All casing strings will be tested as per Onshore Order #2. This also includes a thirty day (30) test, should the rig still be operating on the same well in thirty days.

Pipe rams will be operated and checked each 24 hour period and each time the drill pipe is out of the hole. These functional tests will be documented on the daily drilling logs.

The BOP equipment will consist of the following:

- Double ram with blind rams (top) and pipe rams (bottom),
- Drilling spool, or blowout preventer with 2 side outlets (choke side shall be a 2" minimum diameter, kill side will be at least 2 inch diameter),
- Kill line (2 inch minimum),
- A minimum of 2 choke line valves (2 inch minimum),
- 2 inch diameter choke line,
- 2 kill valves, one of which will be a check valve (2 inch minimum),
- 2 chokes, one of which will be capable of remote operation,
- Pressure gauge on choke manifold,
- Upper Kelly cock valve with handle available,
- Safety valve and subs to fit all drill string connections in use,
- All BOPE connections subjected to well pressure will be flanged, welded, or clamped,
- A Fill-up line above the uppermost preventer.

2M BOP SCHEMATIC



MGV = Manual Gate Valve
 CKV = Check Valve
 HCR = Hydraulically Controlled Remote Valve

NOTE: All lines, valves and chokes are shown at the minimum size allowed, but may be larger

Permit Conditions of Approval

API: 30-015-41834

| OCD Reviewer | Condition |
|-----------------|--|
| CSHAPARD | Once the well is spud, to prevent ground water contamination through whole or partial conduits from the surface, the operator shall drill without interruption through the fresh water zone or zones and shall immediately set in cement the water protection string |