District I 1625 N. French Dr., Hobbs, NM 88240 District II 1301 W. Grand Avenue, Artesia, NM 88210 District IV

District IV 1220 S. St. Francis Dr., Santa Fe, NM 87505

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State of New Mexico Energy Minerals and Natural Resources

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

For closed-loop systems that only use above ground steel tanks or haul-off bins and propose to implement waste removal for closure, submit to the appropriate NMOCD District Office.

Closed-Loop System Permit or Closure Plan Application

(that only use above ground steel tanks or haul-off bins and propose to implement waste removal for closure)

Type of action: X Permit Closure

Instructions: Please submit one application (Form C-144 CDEZ) per individual closed-loop system request. For any application request other than for a

closed-loop system that only use above ground steel tanks or haul-off bins and propose to implement waste removal for closure, please submit a Form C-144.		
Please be advised that approval of this request does not relieve the operator of liability should operations result in pollution of surface water, ground water or the invironment. Nor does approval relieve the operator of its responsibility to comply with any other applicable governmental authority's rules, regulations or ordinances.		
Operator: _Lime Rock Resources A, L.P. OGRID #: 255333		
Address: Heritage Plaza, 1111 Bagby St., Suite 4600 Houston, TX 77002		
Facility or well name: Aid 24 State, Well No. 16		
API Number: 30-015-39360 OCD Permit Number: 211029		
U/L or Qtr/Qtr Lot K Section 24 Township 17-S Range 28-E County: Eddy		
Center of Proposed Design: Latitude N32.818331' Longitude W104.132525' NAD: X1927 1983		
Surface Owner: Federal X State Trivate Tribal Trust or Indian Allotment		
2,		
Closed-loop System: Subsection H of 19.15.17.11 NMAC		
Operation: X Drilling a new well Workover or Drilling (Applies to activities which require prior approval of a permit or notice of intent) P&A Above Ground Steel Tanks or X Haul-off Bins		
1 Above Ground Steet Fairts of A Hadr-off Birds		
Signs: Subsection C of 19.15.17.11 NMAC		
X 12"x 24", 2" lettering, providing Operator's name, site location, and emergency telephone numbers		
Signed in compliance with 19.15.3,103 NMAC		
Instructions: Each of the following items must be attached to the application. Please indicate, by a check mark in the hox, that the documents are attached. X Design Plan - based upon the appropriate requirements of 19.15.17.11 NMAC X Operating and Maintenance Plan - based upon the appropriate requirements of 19.15.17.12 NMAC X Closure Plan (Please complete Box 5) - based upon the appropriate requirements of Subsection C of 19.15.17.9 NMAC and 19.15.17.13 NMAC X Closure Plan (Please complete Box 5) - based upon the appropriate requirements of Subsection C of 19.15.17.9 NMAC and 19.15.17.13 NMAC Previously Approved Design (attach copy of design) API Number: API Number:		
Previously Approved Operating and Maintenance Plan API Number:		
5. Waste Removal Closure For Closed-loop Systems That Utilize Above Ground Steel Tanks or Haul-off Bins Only: (19.15.17.13.D NMAC) Waste Removal Closure For Closed-loop Systems That Utilize Above Ground Steel Tanks or Haul-off Bins Only: (19.15.17.13.D NMAC) Instructions: Please indentify the facility or facilities for the disposal of liquids, drilling fluids and drill cuttings. Use attachment if more than two Instructions:		
Instructions: Please tracelly medical facilities are required. Disposal Facility Permit Number: NMI-6-(R-9166) Disposal Facility Permit Number: Disposal Facility P		
Disposal Facility Name:		
Disposal Facility Name:		
Required for impacted areas which will not be used for future set upon the appropriate requirements of Subsection Pt 01 17.13. NMAC		
Required for impacted areas which which areas which with the appropriate requirements of Subsection I of 19.15.17.13 NMAC Re-vegetation Plan - based upon the appropriate requirements of Subsection G of 19.15.17.13 NMAC Site Reclamation Plan - based upon the appropriate requirements of Subsection G of 19.15.17.13 NMAC		
Cite Peclamation Figure Value		
6. Operator Application Certification: Operator		
Title POA Agent for Lime Rock Resolution		
Name (Print):George R. Smith		
has the dame the		
e-mail address:gr.smith1@hotmail.comOH Conservation Division		

OCD Approval: Permit Application (including clasure plan) [Closure Plan (only)		
OCD Representative Signature:	Approval Date: 12/30/2010	
Title: 157 & Separson	OCD Permit Number: 211029	
Closure Report (required within 60 days of closure completion): Subsection K of 19.15.17.13 NMAC Instructions: Operators are required to obtain an approved closure plan prior to implementing any closure activities and submitting the closure report. The closure report is required to be submitted to the division within 60 days of the completion of the closure activities. Please do not complete this section of the form until an approved closure plan has been obtained and the closure activities have been completed.		
	Closure Completion Date:	
9. Closure Report Regarding Waste Removal Closure For Closed-loop Systems That Utilize Above Ground Steel Tanks or Haul-off Bins Only: Instructions: Please indentify the facility or facilities for where the liquids, drilling fluids and drill cuttings were disposed. Use attachment if more than two facilities were utilized.		
Disposal Facility Name:	Disposal Facility Permit Number:	
Disposal Facility Name:	Disposal Facility Permit Number:	
Were the closed-loop system operations and associated activities performed on or in areas that will not be used for future service and operations? Yes (If yes, please demonstrate compliance to the items below).		
Required for impacted areas which will not be used for future service and operations: Site Reclamation (Photo Documentation) Soil Backfilling and Cover Installation Re-vegetation Application Rates and Seeding Technique		
Operator Closure Certification: I hereby certify that the information and attachments submitted with this closure report is true, accurate and complete to the best of my knowledge and belief. I also certify that the closure complies with all applicable closure requirements and conditions specified in the approved closure plan.		
Name (Print):	Title:	
Signature:		
e-mail address:	Telephone:	

LIME ROCK RESOURCES A, L.P., AID 24 STATE, WELL NO. 16 API: 30-.

A- Sec. 24, T17S R28E: 1650' FSL & 1650' FWL Eddy Co., NM

DESIGN: Closed Loop System with roll-off steel bins (pits)

CRI/Hobbs will supply (2) bins () volume, rails and transportation relating to the Close Loop system. Specifications of Close Loop System attached.

Contacts: Gary Wallace 432-638-4076 Office # 575-393-1079

Scomi Oil Tool: Supervisor: Armando Soto – 432-553-7978 Hobbs, NM

Monitoring 24 hour service

Equipment:

Centrifuges (brand): Derrick Rig Shakers (brand): Brandt

D-watering Unit

Air pumps on location for immediate remediation process

Layout of Close Loop System with bins, centrifuges and shakers attached.

Cuttings and associated liquids will be hauled to a State regulated third party disposal site: CRI (Controlled Recovery, Inc.) Disposal Facility Permit # R9166

2-250 bbl tanks to hold fluid

- 2- CRI Bins with track system
- 2-500 bbl frac tanks for fresh water
- 2-500 bbl frac tanks for brine water

OPERATIONS:

Closed Loop equipment will be inspected daily by each tour and any necessary maintenance performed.

Any leak in system will be repaired and or/contained immediately

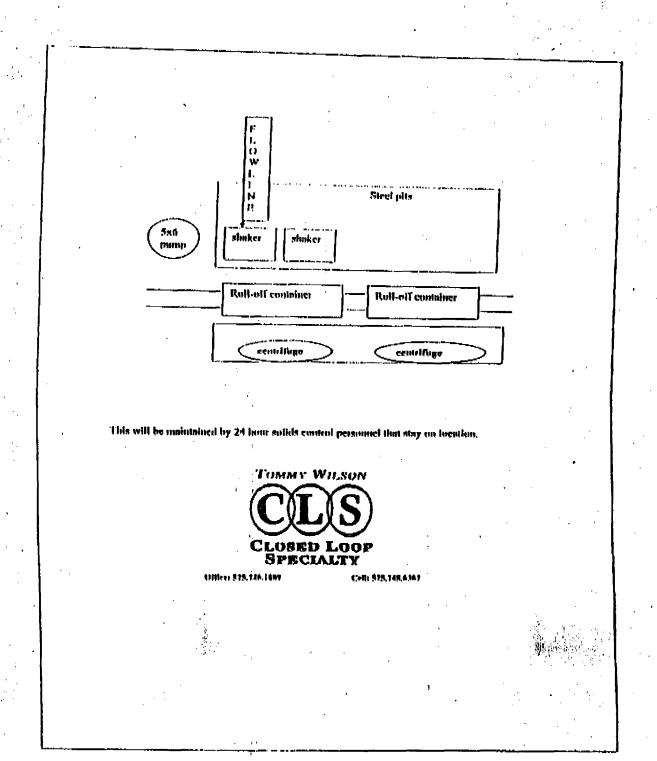
OCD will be notified within 48 hours of the spill.

Remediation process started immediately

CLOSURE:

During drilling operations all liquids, drilling fluids and cuttings will be hauled off via CRI (Controlled Recovery Incorporated) Disposal Facility Permit # R9166





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POWER OF ATTORNEY

DESIGNATION OF AGENT

LIME ROCK RESOURCES A, L.P. hereby names the following person as its agent:

Name of Agent: George R. Smith d/b/s/ Energy Administrative Services Company

Agent's Address: P.O. Box 458, Roswell, NM 88202

Agent's Telephone Number: (575) 623-4940

GRANT OF SPECIAL AUTHORITY

LIME ROCK RESOURCES A, L.P. grants its agent the authority to act for it with respect to the following only:

- 1. Executing forms required to be filed with the Oll Conservation Division of the New Mexico Energy, Minerals and Natural Resources Department.
- 2. Executive forms required to be filed with the Bureau of Land Management of the Department of Interior of the United States of America.

EFFECTIVE DATE

This power of attorney is effective immediately.

RELIANCE ON THIS POWER OF ATTORNEY

Any person, including the agent, may roly upon the validity of this power of attorney or a copy of it unless that person knows it has terminated or is invalid.

SIGNATURE AND ACKNOWLEDGMENT

LIME ROCK RESOURCES A. L.P.

Name: Charles Adoock

Title: Managing Director - Lime Rock Resources, G.P.

Date: 10/27/2008

Address: 1111 Bagby Street, Suite 4600, Houston, TX 77002

Telephone Number: (713) 292-9512

State of TEXAS County of HARRIS

This instrument was acknowledged before me on OCHOCY WANTEN DIVERSON OF LIME ROCK RESOURCES A, L.P. acting on behalf of said limited

partnership.

Signature of notarial office

My commission expires:

TERRIE POOL Notary Public, Etale of Texas Commission Expires August 08, 2012