

Surface Use Plan
Regeneration Energy Corp.
E. Livingston Federal 31 #6H
SHL: 190' FSL & 330' FWL UL M
Section 31, T22S, R32E
BHL: 330' FNL & 350' FWL UL D
Section 31, T22S, R32E
Lea County, New Mexico

HOBBS OCD

JUN 18 2014

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Surface Use & Operating Plan

E. Livingston Federal 31 #6H

- Surface Owner: United States of America
- Surface Tenant: SLASH 46, Inc. PO BOX 1358 Loving, NM 88256
- New Road: 152.5'
- Flow Line: On well pad
- Facilities: Will be constructed on well pad – see Exhibit 3

Well Site Information

V Door: East

Topsoil: North

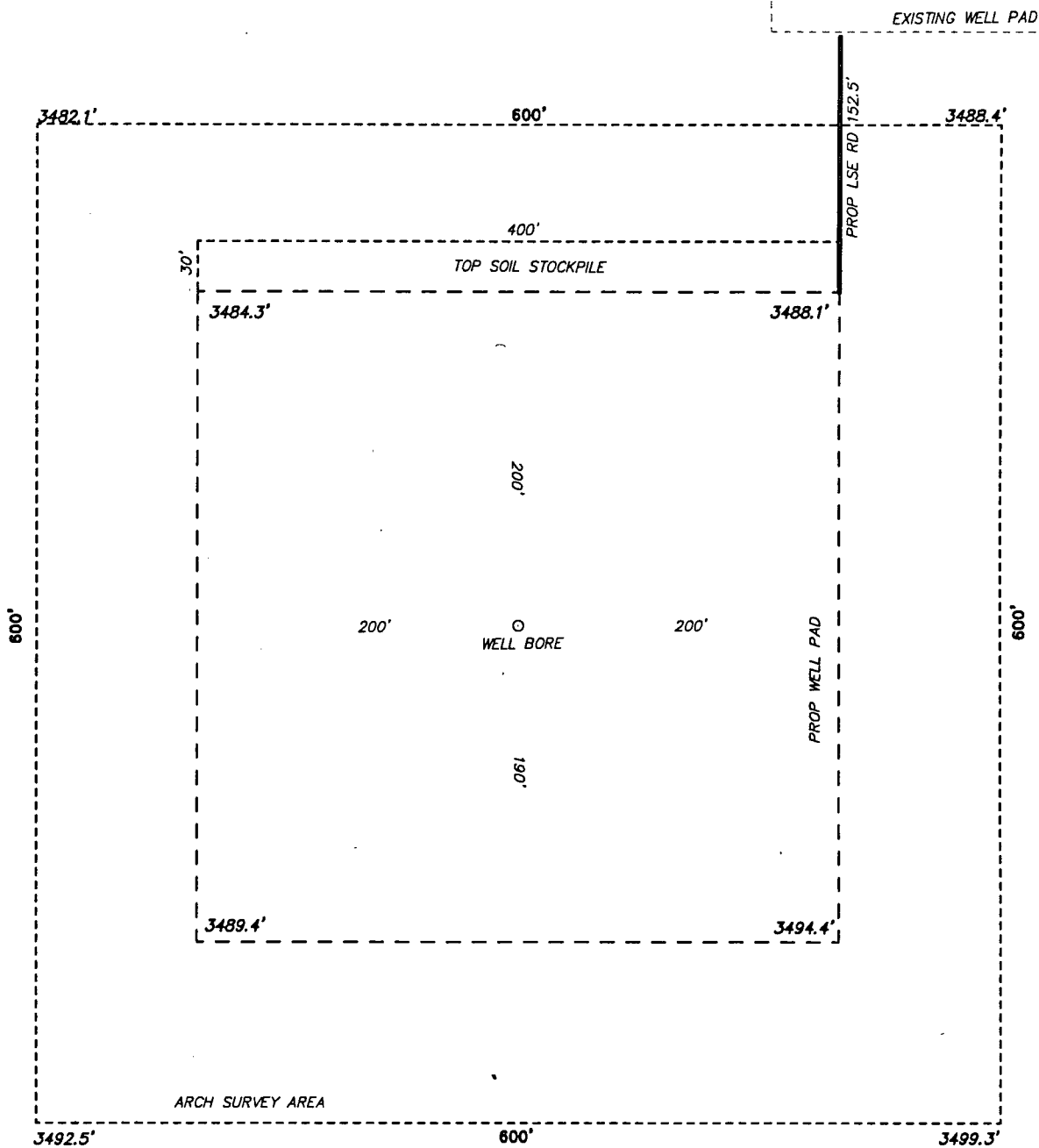
Interim Reclamation: North & West

Notes

Onsite: On-site was done by Trish Bad Bear (BLM); Joe Janica.

JUN 19 2014

SECTION 31, TOWNSHIP 22 SOUTH, RANGE 32 EAST. N.M.P.M.,
LEA COUNTY, NEW MEXICO.



100 0 100 200 FEET
SCALE: 1" = 100'

Regeneration Energy Corp

REF: E. LIVINGSTON FEDERAL 31 #6H / WELL PAD TOPO

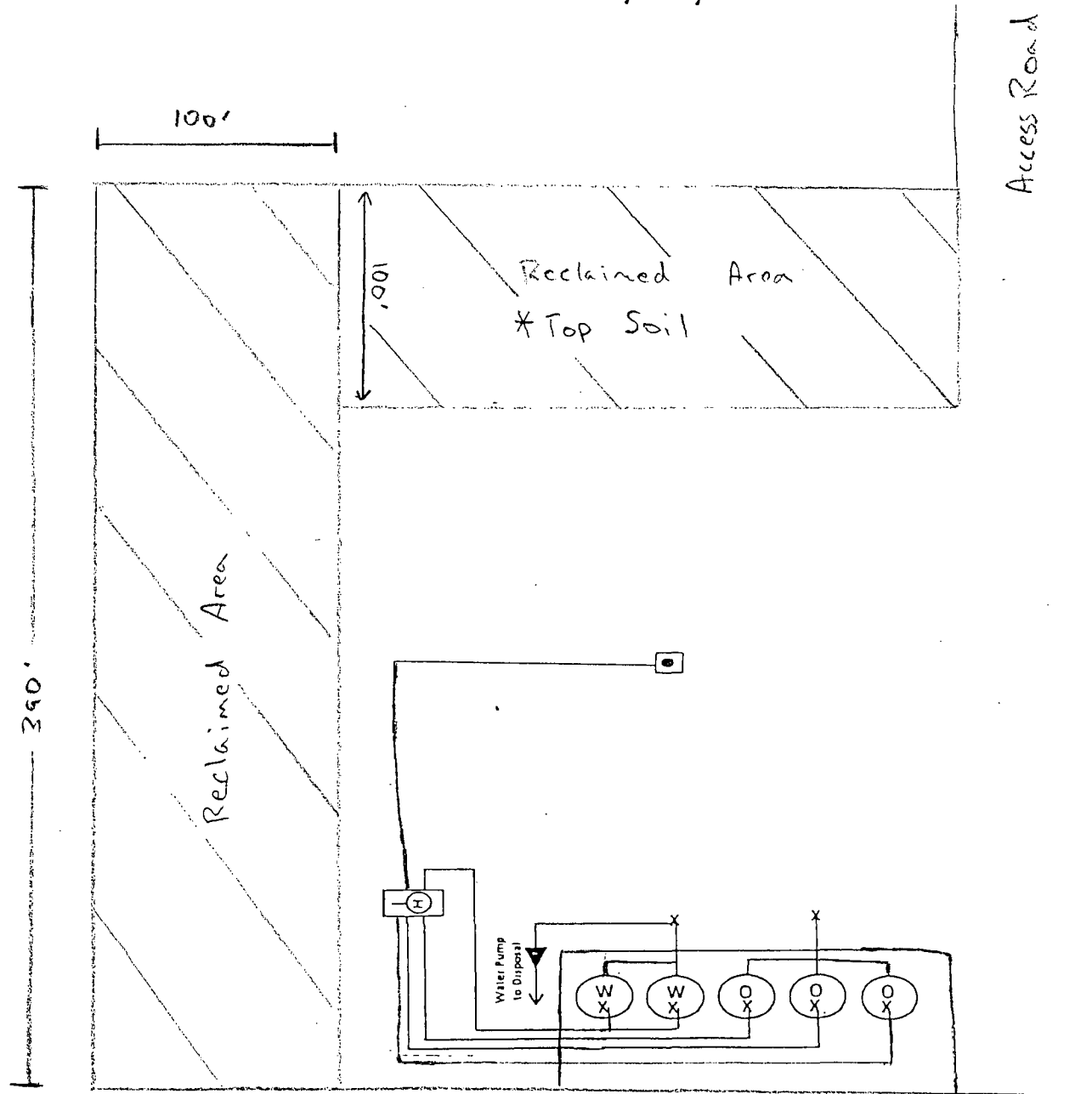
THE E. LIVINGSTON FEDERAL 31 #6H LOCATED 190' FROM
THE SOUTH LINE AND 330' FROM THE WEST LINE OF
SECTION 31, TOWNSHIP 22 SOUTH, RANGE 32 EAST.

N.M.P.M., LEA COUNTY, NEW MEXICO.

basin
surveys
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in the oilfield

P.O. Box 1785 (575) 393-7316 - Office
1120 N. West County Rd. (575) 392-2205 - Fax
Hobbs, New Mexico 88241 basin-surveys.com

Production Facility Layout



North



Scale

1" = 5' x 5'

Legend

- ⊙ = 500 BBL Steel Oil Tank
- ⊙ = 500 BBL Steel Water Tar
- ⊙ = 6' x 20' Heater

SURFACE USE AND OPERATING PLAN

1. Existing & Proposed Access Roads

- A. The well site survey and elevation plat for the proposed well is attached with this application. It was staked by Basin Surveys Hobbs New Mexico.
- B. All roads to the location are shown on the Location Verification Map Exhibit 2. The existing lease roads are illustrated and are adequate for travel during drilling and production operations. Upgrading existing roads prior to drilling the well will be done where necessary. The road route to the well site is depicted in Exhibit #2. The road shown in Exhibit #2 will be used to access the well.
- C. Directions to location: See 600 x 600 plat
- D. Routine grading and maintenance of existing roads will be conducted as necessary to maintain their condition as long as any operations continue on this lease. Roads will be maintained according to specifications in section 2A of this Surface Use and Operating Plan.

2. Proposed Access Road:

The Location Verification Map shows that 152.5' of new access road will be required for this location. If any road is required it will be constructed as follows:

The maximum width of the running surface will be 14'. The road will be crowned, ditched and constructed of 6" rolled and compacted caliche. Ditches will be at 3:1 slope and 4 feet wide. Water will be diverted where necessary to avoid ponding, prevent erosion, maintain good drainage, and to be consistent with local drainage patterns.

- A. The average grade will be less than 1%.
- B. No turnouts are planned.
- C. No culverts, cattleguard, gates, low water crossings or fence cuts are necessary.
- D. Surfacing material will consist of native caliche. Caliche will be obtained from the actual well site if available. If not available onsite, caliche will be hauled from the nearest BLM approved caliche pit.

3. Location of Existing Well:

The One-Mile Radius Map shows existing wells within a one-mile radius of surface hole location and the bottom hole location.

4. Location of Existing and/or Proposed Facilities:

- A. Regeneration Energy Corp. does not operate an oil production facility on this unit.
- B. If the well is productive, contemplated facilities will be as follows:
 - 1) A tank battery and facilities will be constructed as shown on Exhibit 3.
 - 2) The tank battery and facilities including all flow lines and piping will be installed according to API specifications.
 - 3) Any additional caliche will be obtained from the actual well site. If caliche does not exist or is not plentiful from the well site, the caliche will be hauled from a BLM approved caliche pit. Any additional construction materials will be purchased from contractors.
 - 4) It will be necessary to run electric power if this well is productive. Power will be provided by Xcel Energy and they will submit a separate plan and ROW for service to the well location.
 - 5) If the well is productive, rehabilitation plans will include the following:
 - The original topsoil from the well site will be returned to the location, and the site will be re-contoured as close as possible to the original site.

5. Location and Type of Water Supply:

The well will be drilled with combination brine and fresh water mud system as outlined in the drilling program. The water will be obtained from commercial water stations in the area and hauled to location by transport truck over the existing and proposed access roads shown in Exhibit #2. If a commercial fresh water source is nearby, fast line may be laid along existing road ROW's and fresh water pumped to the well. No water well will be drilled on the location.

6. Source of Construction Materials and Location "Turn-Over" Procedure:

Obtaining caliche: One primary way of obtaining caliche to build locations and roads will be by "turning over" the location. This means, caliche will be obtained from the actual well site. A caliche permit will be obtained from BLM prior to obtaining caliche. 2400 cubic yards is the maximum amount of caliche needed for pad and roads. Amount will vary for each pad. The procedure below has been approved by BLM personnel:

- A. The top 6 inches of topsoil is pushed off and stockpiled along the side of the location.
- B. An approximate 160' X 160' area is used within the proposed well site to remove caliche.
- C. Subsoil is removed and stockpiled within the surveyed well pad.
- D. When caliche is found, material will be stock piled within the pad site to build the location and road.
- E. Then subsoil is pushed back in the hole and caliche is spread accordingly across entire location and road.
- F. Once well is drilled, the stock piled top soil will be used for interim reclamation and spread along areas where caliche is picked up and the location size is reduced.
- G. Neither caliche, nor subsoil will be stock piled outside of the well pad. Topsoil will be stockpiled along the edge of the pad as depicted in the Well Site Layout or survey plat.

In the event that no caliche is found onsite, caliche will be hauled in from a BLM approved caliche pit or other established mineral pit. A BLM mineral material permit will be acquired prior to obtaining any mineral material from BLM pits or land.

7. Methods of Handling Water Disposal:

- A. The well will be drilled utilizing a closed loop mud system. Drill cuttings will be held in roll-off style mud boxes and taken to an NMOCD approved disposal site.
- B. Drilling fluids will be contained in steel mud pits.
- C. Water produced from the well during completion will be held temporarily in steel tanks and then taken to an NMOCD approved commercial disposal facility.

- D. Garbage and trash produced during drilling or completion operations will be collected in a trash bin and hauled to an approved landfill. No toxic waste or hazardous chemicals will be produced by this operation.
- E. Human waste and grey water will need to be properly contained and disposed of. Proper disposal and elimination of waste and grey water may include but are not limited to portable septic systems and/or portable waste gathering systems (i.e. portable toilets).
- F. After the rig is moved out and the well is either completed or abandoned, all waste materials will be cleaned up within 30 days. In the event of a dry hole only a dry hole marker will remain.

8. Ancillary Facilities:

No airstrip, campsite or other facilities will be built as a result of the operation on this well.

9. Well Site Layout:

- A. The drill pad layout, with elevations staked by Harcrow Surveying, is shown in the Elevation Plat. Dimensions of the pad and pits are shown on the Rig Layout. V door direction is East. Topsoil, if available, will be stockpiled per BLM specifications. Because the pad is almost level no major cuts will be required.
- B. The Rig Layout Closed-Loop exhibit shows the proposed orientation of closed loop system and access road. No permanent living facilities are planned, but a temporary foreman/toolpusher's trailer will be on location during the drilling operations.

10. Plans for Restoration of the Surface:

- A. Interim Reclamation will take place after the well has been completed. The pad will be downsized by reclaiming the areas not needed for production operations. The portions of the pad that are not needed for production operations will be re-contoured to its original state as much as possible. The caliche that is removed will be reused to either build another pad site or for road repairs within the lease. The stockpiled topsoil will then be spread out reclaimed area and reseeded with a BLM approved seed mixture. In the event that the well must be worked over or maintained, it may be necessary to drive, park, and/or operate machinery on reclaimed land. This area will be repaired or reclaimed after work is complete.

- B. Final Reclamation: Upon plugging and abandoning the well all caliche for well pad and lease road will be removed and surface will be recountoured to reflect its surroundings as much as possible. Caliche will be recycled for road repair or reused for another well pad within the lease. If any topsoil remains, it will be spread out and the area will be re-seeded with a BLM approved mixture and re-vegetated as per BLM orders.

11. Surface Ownership:

- A. The surface is owned by the U.S. Government and is administered by the Bureau of Land Management. The surface is multiple uses with the primary uses of the region for grazing of livestock and the production of oil and gas.
- B. The surface tenant is SLASH 46, Inc. PO Box 1358 Loving, NM 88256.
- C. The proposed road routes and surface location will be restored as directed by the BLM.

12. Other Information:

- A. The area around the well site is grassland and the topsoil is sandy. The vegetation is moderately sparse with native prairie grasses, some mesquite and shinnery oak. No wildlife was observed but it is likely that mule deer, rabbits, coyotes and rodents traverse the area.
- B. There is no permanent or live water in the immediate area.
- C. There are no dwellings within 2 miles of this location.
- D. A Cultural Resources Examination is being prepared by Boone Arch Services of NM, LLC., 2030 North Canal, Carlsbad, New Mexico, 88220, phone # 575-885-1352 and the results have been forwarded to your office by Boone Arch Services A copy of which is attached.

13. Bond Coverage:

Bond Coverage is Statewide Bonds # NMB000764

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Lea County, New Mexico

14. Lessee's and Operator's Representative:

The Regeneration Energy Corp. representative responsible for assuring compliance with the surface use plan is as follows:

William Miller
Landman
Regeneration Energy Corp.
PO Box 210
Artesia, NM 88210
Phone (575) 736-3535 (office)

Martin Joyce
Drilling Operations
Regeneration Energy Corp.
PO Box 210
Artesia, NM 88210
Phone (575) 736-3535 (office)

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STATEMENT ACCEPTING RESPONSIBILITY FOR OPERATIONS

The undersigned accepts all applicable terms, conditions, stipulations, and restrictions concerning operations conducted on the leased land or portion thereof, as described below:

Date: January 27th, 2014

Lease #: NMNM-106916
 E. Livingston Federal 31 #6H

HOBBS OCD

Legal Description: Sec. 31 – T22S – R32E
 Lea County, New Mexico

JUN 18 2014

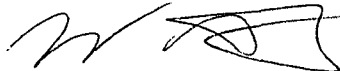
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Formation(s): Bone Spring

Bond Coverage: Statewide

BLM Bond File #: NMB000764

Regeneration Energy Corp.



William Miller
Landman