

MULTI POINT SURFACE USE AND OPERATIONS PLAN

LIME ROCK RESOURCES A, L.P.
 Williams B. Federal, Well No. 9
 1650' FNL & 330' FWL, Sec. 29-T17S-R28E
 Eddy County, New Mexico
 Lease No.: NMLC-046250-B
 (Development Well)

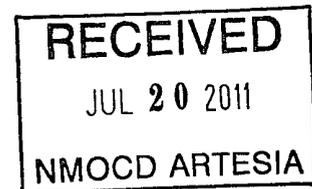
This plan is submitted with the Application for Permit to Drill the above described well. The purpose of the plan is to describe the location of the proposed well, the proposed construction activities and operations plan to be followed in rehabilitating the surface and environmental effects associated with the operations.

1. EXISTING ROADS:

- A. Exhibit "A" is a portion of a BLM topo map showing the location of the proposed well as staked. The well site location is approximately 10.7 road miles east of Artesia, NM. Traveling east of Artesia on U.S. Hwy 82 there will be approximately 10 miles of existing highway and .9 mile of County Rd. 204.
- B. Directions: Travel east of U.S. Hwy 285 in Artesia on U.S. Hwy 82 for approximately 10 miles to County Rd. 205. Turn north approximately .1 mile east of County Rd. 205 on a caliche road. Continue north .6 mile, then turn left (west) for approximately 500 feet to the Williams B Fed. #4 well. Turn north for 430' to the Williams B Fed. #1 well pad. The proposed access road will start at the SW corner and run west for 409' to the proposed pad.

2. PLANNED ACCESS ROAD:

- A. Length and Width: The proposed new access road will be 409' in length and 12' in width. The existing roads are color coded on Exhibit "A".
- B. Construction: The proposed access road will be constructed by grading and topping with compacted caliche. The surface will be properly drained.
- C. Turnouts: None will be required.
- D. Culverts: None.
- E. Cuts and Fills: None required.
- F. Gates, Cattle guards: None will be required.
- G. Off lease right of way: None required.

**3. LOCATION OF EXISTING WELLS:**

- A. Existing wells within a two-mile radius are shown on Exhibit "C".

4. LOCATION OF EXISTING AND/OR PROPOSED FACILITIES;

- A. Lime Rock Resources A, L.P. has production facilities on the lease at this time.
- B. If the well proves to be commercial, the necessary production facilities will be installed on the drilling pad. A 3" SDR 11 PVC surface production flow line will be installed parallel to the existing roads and utility corridors to the Williams B Fed. #3 tank battery.

LIME ROCK RESOURCES A, L.P.

Williams B. Federal, Well No. 9

Page 2

5. LOCATION AND TYPE OF WATER SUPPLY:

- A. It is planned to drill the proposed well with fresh water that will be obtained from private or commercial sources and will be transported over the existing and proposed access roads

6. SOURCE OF CONSTRUCTION MATERIALS:

- A. Caliche for surfacing the proposed access road and well site pad, if required, will be obtained from the approved Federal pit in the NE4 NW4 Sec. 12-T18S-R27E or a closer pit if available. No surface materials will be disturbed except those necessary to for grading and leveling the pad area and access road.

7. METHODS OF HANDLING WASTE DISPOSAL:

- A. Drill cuttings and liquids will be stored in the steel tanks of the closed loop mud system during the drilling operations and delivered to CRI, Permit No. R-9166, as needed, and at closure.
- B. There will be no mud pits to be fenced.
- C. Water produced during operations will be collected in tanks until hauled to an approved disposal system, or a separate disposal application will be submitted to the BLM for approval.
- D. Oil produced during operations will be stored in tanks until sold.
- E. Current laws and regulations pertaining to the disposal of human waste will be complied with.
- F. Trash, waste paper, garbage and junk will be contained in trash bins to prevent scattering by the wind and will be removed for deposit in an approved sanitary landfill within 30 days after finishing drilling and/or completion operations.

8. ANCILLARY FACILITIES:

- A. None required.

9. WELL SITE LAYOUT:

- A. Exhibit "D" shows the relative location and dimensions of the well pad, closed loop system and major rig components. The pad and pit area has been staked and flagged, 600' X 600'.
- B. Mat Size: 250' X 125', plus 90' X 250' pad to service the closed loop mud system on the north, plus two 30' X 40' E/W stingers.
- C. Cut & Fill: The location will require a 2.5' – 3' foot cut on the southeast with fill to the northwest.
- D. The surface will be topped with compacted caliche.

LIME ROCK RESOURCES A, L.P.

Williams B. Federal, Well No. 9

Page 3

10. PLANS FOR RESTORATION OF THE SURFACE:

- A. After completion of drilling and/or completion operations, all equipment and other material not required for operations will be removed. The location will be cleaned of all trash and junk to leave the well site in an aesthetically pleasing a condition as possible.
- B. There will be no unguarded pits containing fluids.
- C. If the proposed well is non-productive, all rehabilitation and/or vegetation requirements of the Bureau of Land Management will be complied with and will be accomplished as expeditiously as possible. Mud from the closed system will be disposed of as required.

11. OTHER INFORMATION:

- A. Topography: The proposed well site and access road are located on a 3% slope to the southeast. The location has an elevation of 3602' GL.
- B. Soil: The topsoil at the well site is a reddish brown loamy soil. The soil is part of the Largo Silt Loam, overflow silt loam land complex.
- C. Flora and Fauna: The location has a fair to poor grass cover of grama, tobosa and alkali sacaton along with plants of mesquite, yucca, broomweed, creosote bush, cacti and miscellaneous weeds and wildflowers. The wildlife consists of rabbits, coyotes, antelope, deer, rattlesnakes, lizards, dove, quail and other wildlife typical of the semi-arid desert land.
- D. Ponds and Streams: None.
- E. Residences and Other Structures: None in the immediate vicinity, except producing oil wells surrounding the location of the Williams B. Federal, Well No. 9.
- F. Land Use: Cattle grazing.
- G. Surface Ownership: The proposed well site and access road is on Federal surface and minerals.
- H. There is no immediate evidence of an archaeological site on the location of the staked area. Archaeological Survey Consultants, PO Box 2285, Roswell NM 88202, has conducted an archaeological survey and their report will be submitted to the appropriate government agencies.

12. OPERATOR'S REPRESENTATIVE:

- A. The field representative for assuring compliance with the approved use and operations plan is as follows:

Richard Ghiselin
LIME ROCK RESOURCES A, L.P.
Heritage Plaza
1111 Bagby Street, Suite 4600
Houston, TX 77002
Office Phone: 713-345-2136
Cell Phone: 281-507-0386

CERTIFICATION:

I hereby certify that I have inspected the proposed drill site and access route proposed herein; that I am familiar with the conditions which currently exist; that I have knowledge of state and Federal laws applicable to this operation; that the statements made in the APD package are, to the best of my knowledge, true and correct; and, that the work associated with the operations proposed herein will be performed in conformity with this APD package and the terms and conditions which it is approved. I also certify that I, or the company I represent, am/is responsible for the operations conducted under this application. These statements are subject to the provisions of 18 U.S.C. 1001 for the filing of a false statement.

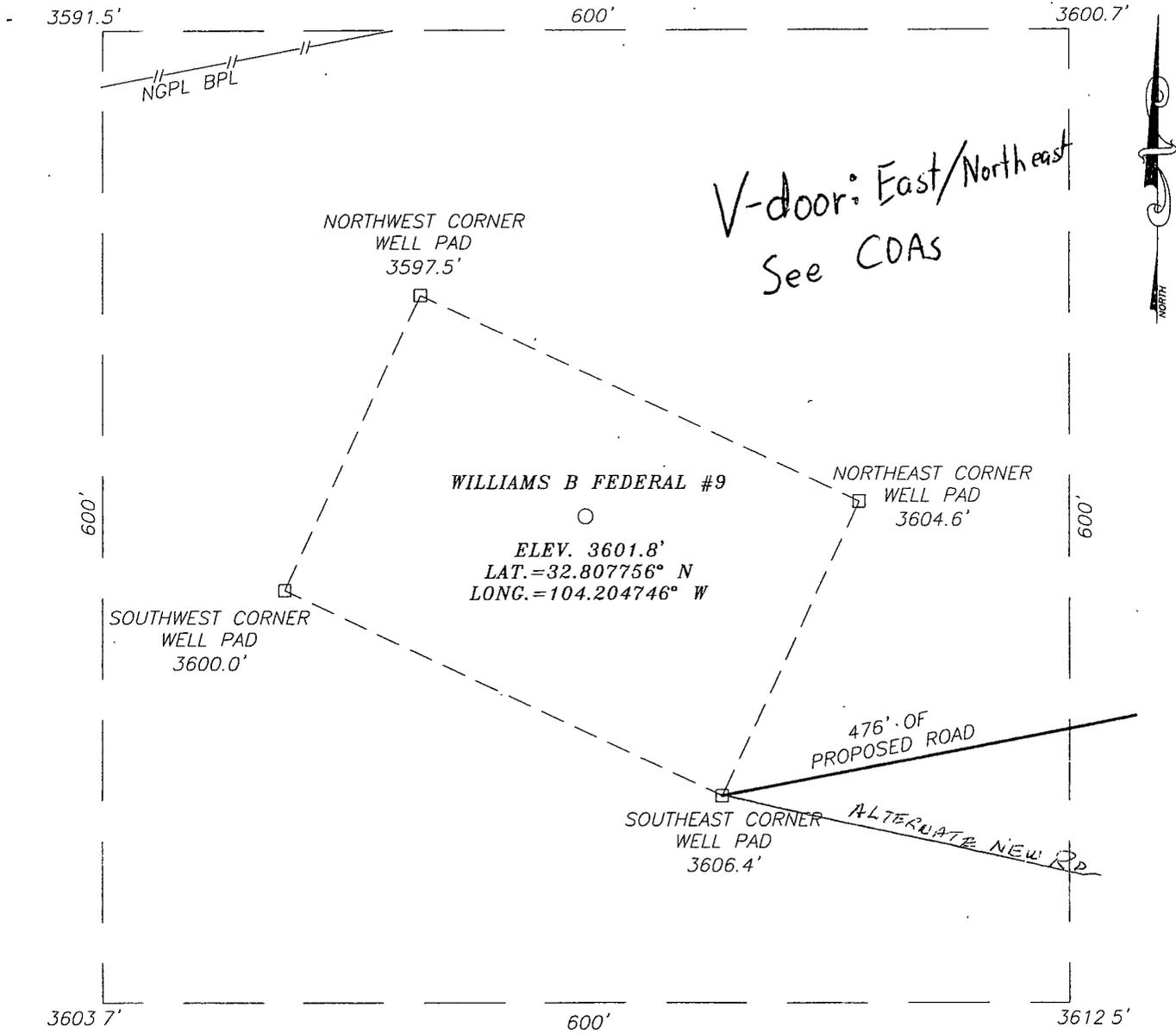
Executed this February 28, 2011


George R. Smith

POA agent for Lime Rock Resources A, L.P.
P.O. Box 458
Roswell, NM 88202
575-623-4940

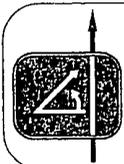
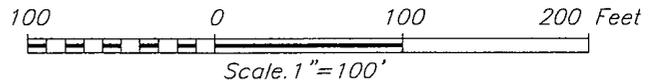
Richard Ghiselin
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713-345-2136 (office)
281-507-0386 (cell)

SECTION 29, TOWNSHIP 17 SOUTH, RANGE 28 EAST, N.M.P.M.,
 EDDY COUNTY, NEW MEXICO



DIRECTIONS TO LOCATION

FROM THE INTERSECTION OF U.S. HWY #82 AND CO. RD. #206 (ILLINOIS CAMP), GO NORTHWEST ON HWY. #82 APPROX. 0.4 MILES. GO NORTH APPROX. 0.4 MILES. GO WEST APPROX. 300 FEET. GO NORTH APPROX. 0.1 MILE. GO WEST APPROX. 400 FEET. GO NORTH APPROX. 430 FEET TO WILLIAMS B FED. #1 WELL PAD THIS LOCATION STAKE IS APPROX. 660 FEET WEST.



PROVIDING SURVEYING SERVICES
 SINCE 1946
JOHN WEST SURVEYING COMPANY
 412 N. DAL PASO
 HOBBS, N.M. 88240
 (575) 393-3117

LIME ROCK RESOURCES A, L.P.

WILLIAMS B FEDERAL #9 WELL
 LOCATED 1650 FEET FROM THE NORTH LINE
 AND 330 FEET FROM THE WEST LINE OF SECTION 29,
 TOWNSHIP 17 SOUTH, RANGE 28 EAST, N.M.P.M.,
 EDDY COUNTY, NEW MEXICO.

Survey Date 1/17/11	Sheet 1 of 1 Sheets		
W.O. Number: 11.11.0070	Dr By: LA	Rev 1:2/25/11	
Date: 1/29/11	11110070	Scale: 1"=100'	

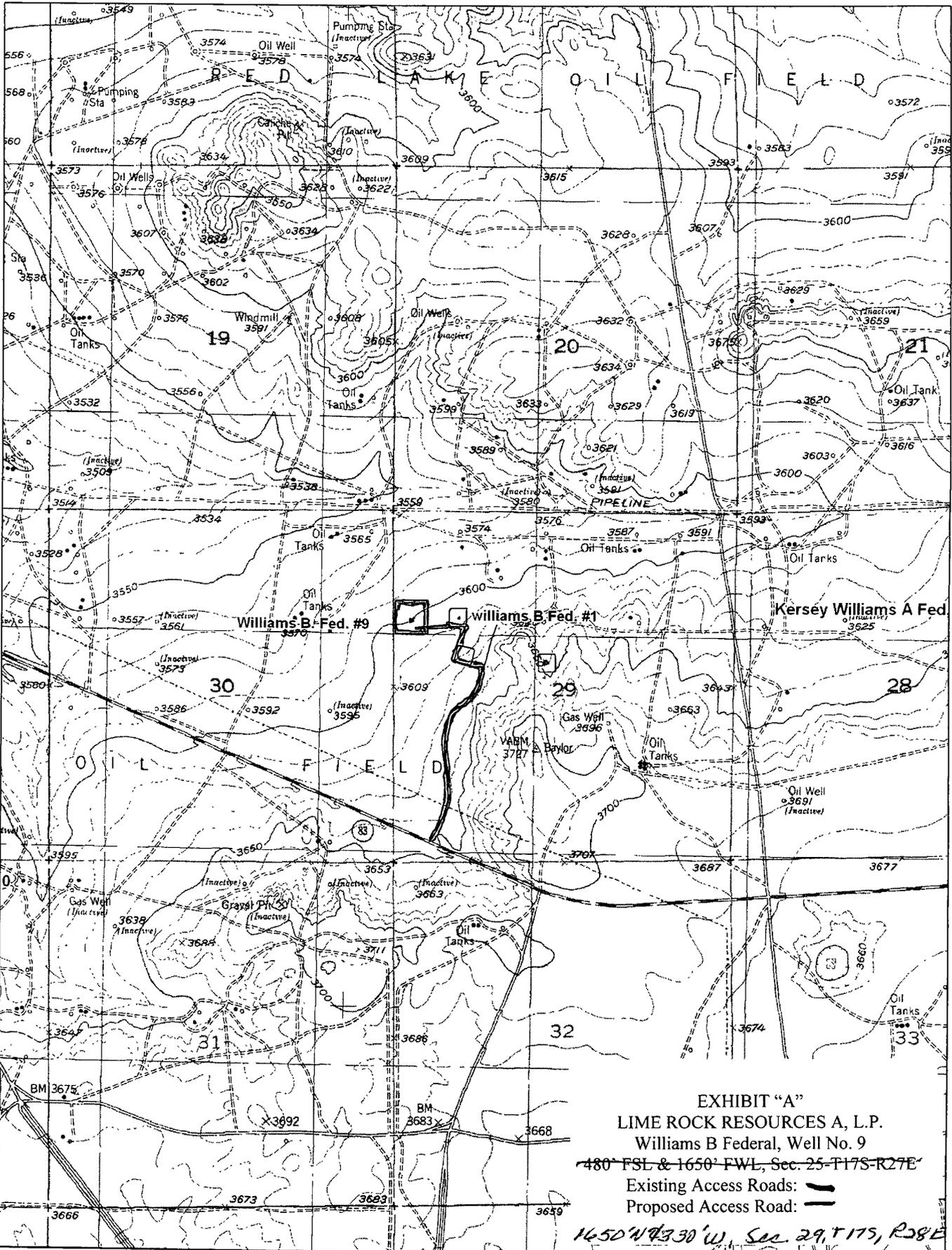
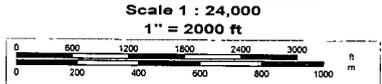


EXHIBIT "A"
 LIME ROCK RESOURCES A, L.P.
 Williams B Federal, Well No. 9
 480' FSL & 1650' FWL, Sec. 25-T17S-R27E
 Existing Access Roads: 
 Proposed Access Road: 

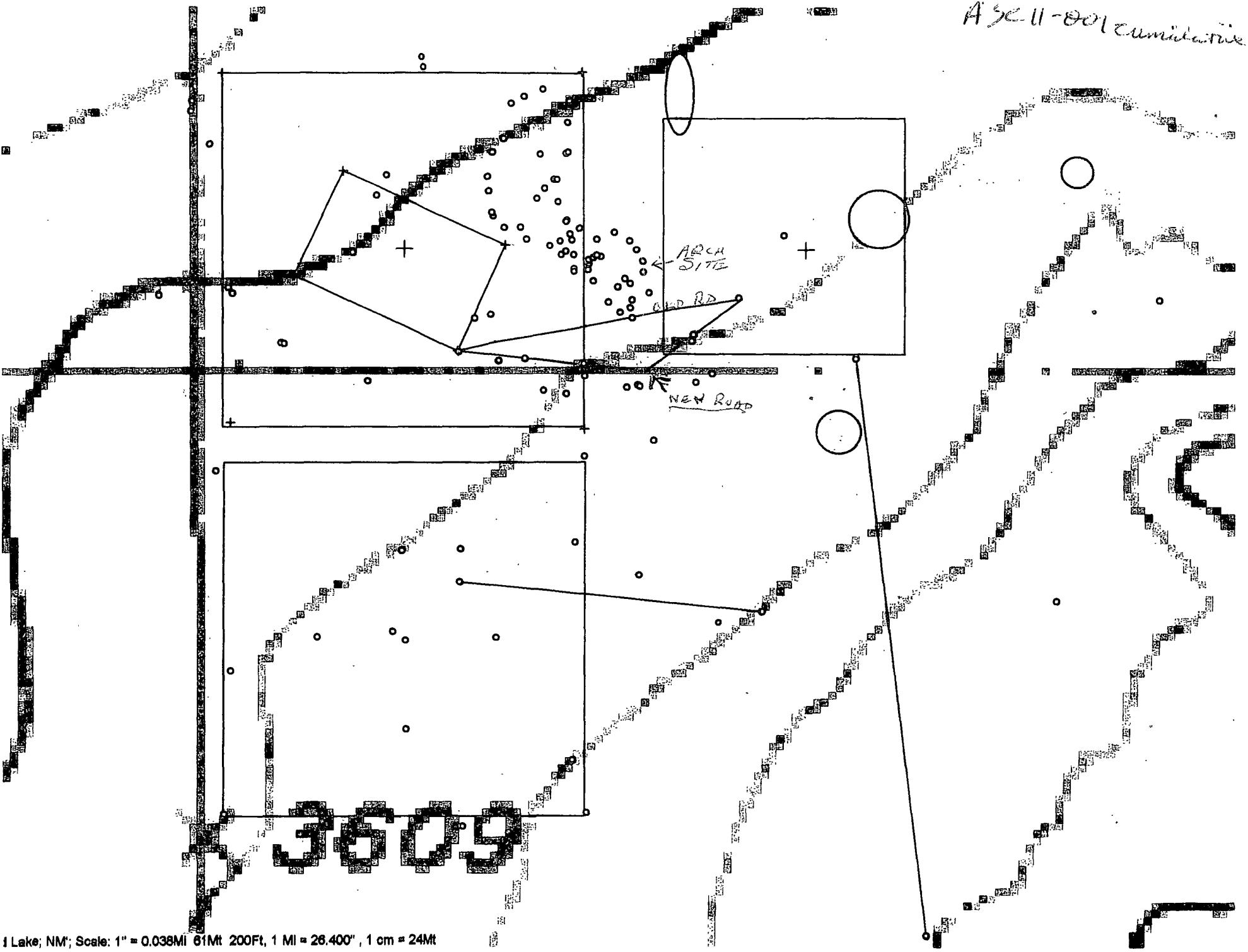
1650' N 1730' W, Sec. 29, T17S, R28E



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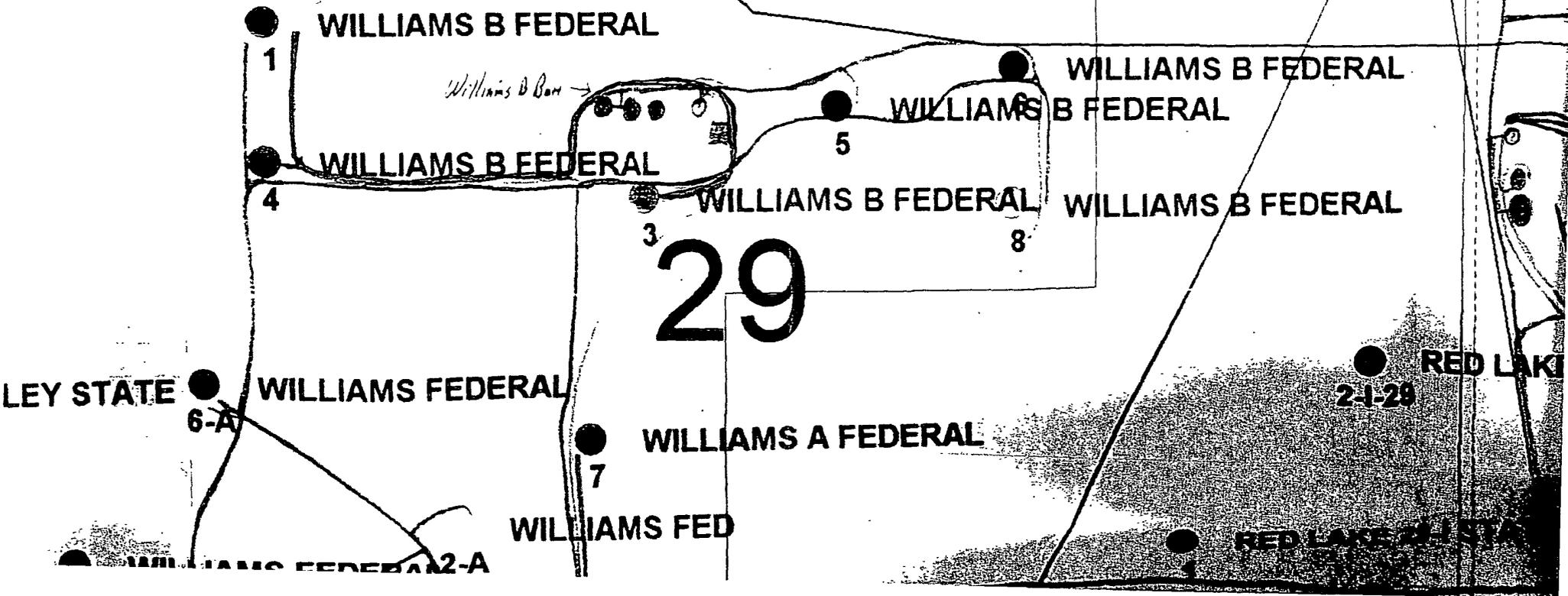


A 5211-001 cumulative



1 Lake; NM; Scale: 1" = 0.038MI 61Mt 200Ft, 1 MI = 26,400', 1 cm = 24Mt

RED = OIL P/LK
BLACK = ROADS



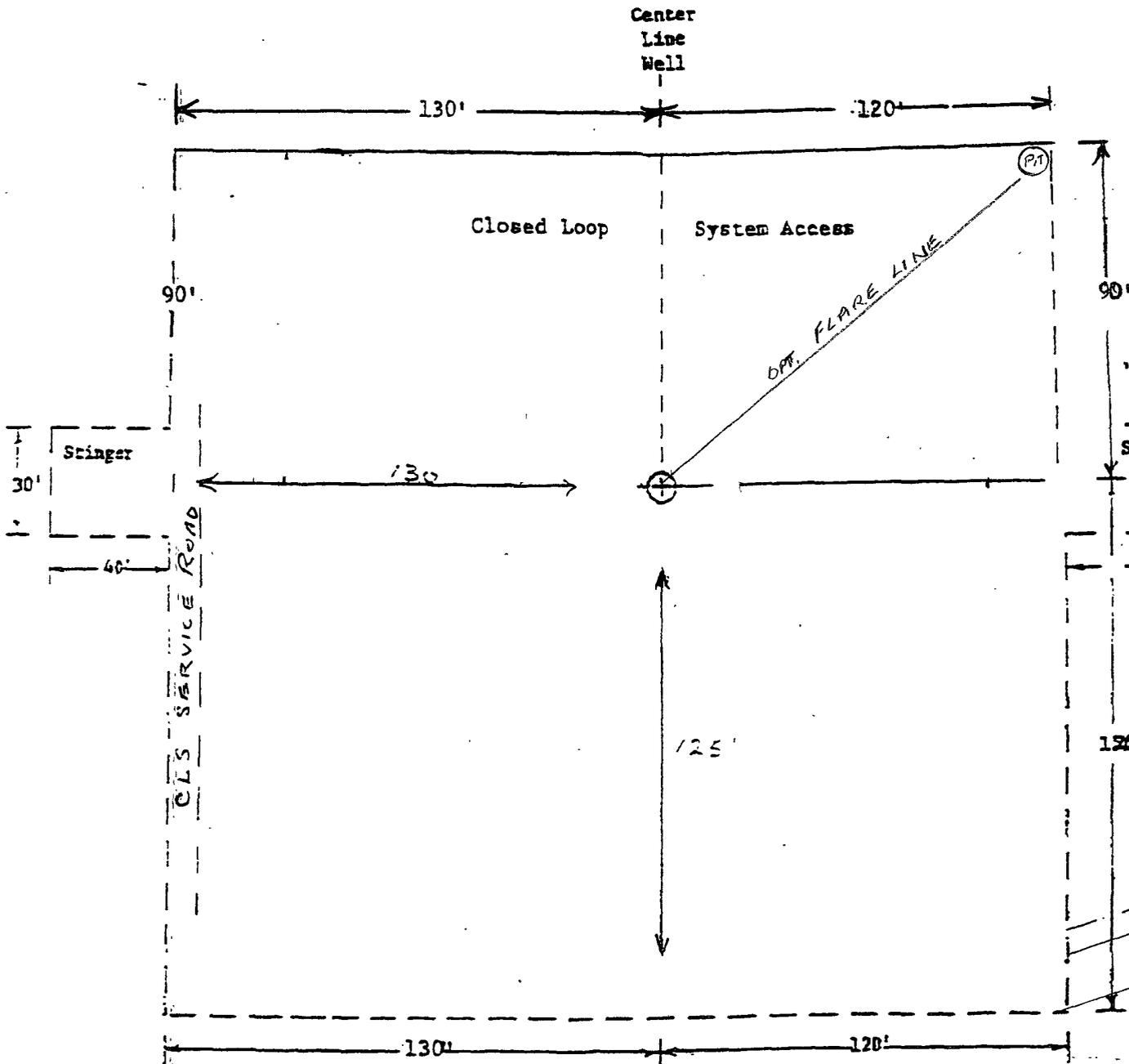


EXHIBIT "D"
 LIME ROCK RESOURCES A, L.P.
 Williams B Federal, Well No. 9
 Pad & Closed Loop Layout

Vdoor east/north east
 SEE COAS

UNITED DRILLING, INC.
 LOCATION PLAT
 RIG

