

**N.M. OIL CONSERVATION DIVISION**  
UNITED STATES  
DEPARTMENT OF THE INTERIOR  
BUREAU OF LAND MANAGEMENT  
**811 S. FIRST STREET  
ARTESIA, NM 88201**

FORM APPROVED  
OMB No 1004-0137  
Expires July 31, 2010

**SUNDRY NOTICES AND REPORTS ON WELLS**  
**Do not use this form for proposals to drill or to re-enter an  
abandoned well. Use Form 3160-3 (APD) for such proposals.**

5 Lease Serial No  
**RNM118 15289**  
6 If Indian, Allottee, or Tribe Name

**SUBMIT IN TRIPLICATE - Other Instructions on page 2.**

1 Type of Well  
☐ Oil Well ☒ Gas Well ☐ Other

7. If Unit or CA/Agreement, Name and/or No.  
**72412**

8 Well Name and No.  
**BENEDICT FED #1**

2 Name of Operator  
**LRE Operating, LLC**

9. API Well No  
**3000561800**

3a Address **1111 Bagby - Suite 4600, Houston, TX  
77002**

3b. Phone No. (include area code)  
**713-292-9510**

10 Field and Pool, or Exploratory Area  
**PECOS SLOPE;ABO**

4 Location of Well (Footage, Sec., T, R, M, or Survey Description)  
**660 FNL 1980 FWL; C-18-05S-25E**

11 County or Parish, State  
**CHAVES, NM**

**12. CHECK THE APPROPRIATE BOX(ES) TO INDICATE NATURE OF NOTICE, REPORT, OR OTHER DATA**

| TYPE OF SUBMISSION                                   | TYPE OF ACTION                                |   |   |  |
|--|---|---|---|--|
| <input checked="" type="checkbox"/> Notice of Intent | <input type="checkbox"/> Acidize              | <input type="checkbox"/> Deepen           | <input type="checkbox"/> Production (Start/ Resume) | <input type="checkbox"/> Water Shut-off                      |
| <input type="checkbox"/> Subsequent Report           | <input type="checkbox"/> Altering Casing      | <input type="checkbox"/> Fracture Treat   | <input type="checkbox"/> Reclamation                | <input type="checkbox"/> Well Integrity                      |
| <input type="checkbox"/> Final Abandonment Notice    | <input type="checkbox"/> Casing Repair        | <input type="checkbox"/> New Construction | <input type="checkbox"/> Recomplete                 | <input checked="" type="checkbox"/> Other Change of Operator |
|  | <input type="checkbox"/> Change Plans         | <input type="checkbox"/> Plug and abandon | <input type="checkbox"/> Temporarily Abandon        |  |
|  | <input type="checkbox"/> Convert to Injection | <input type="checkbox"/> Plug back        | <input type="checkbox"/> Water Disposal             |  |

13 Describe Proposed or Completed Operation. Clearly state all pertinent details including estimated starting date of any proposed work and approximate duration the proposal is to deepen directionally or recomplete horizontally, give subsurface locations and measured and true vertical depths of all pertinent markers and z. Attach the Bond under which the work will be performed or provide the Bond No on file with the BLM/ BIA. Required subsequent reports must be filed within following completion of the involved operations. If the operation results in a multiple completion or recompletion in a new interval, a Form 3160-4 must be filed testing has been completed. Final Abandonment Notices shall be filed only after all requirements, including reclamation, have been completed, and the operator determined that the site is ready for final inspection.)

This is notification of Change of Operator on the above referenced well.

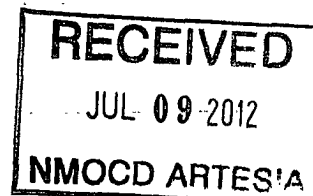
LRE Operating, LLC as new operator, accepts all applicable terms, conditions, stipulations and restrictions concerning operations conducted on this lease or portion of lease described.

Bond Coverage: BLM Bond File No. NMB000797 and Bond Surety No. B006616.

Bond Coverage (Carlsbad): BLM Bond File No. NMB000817 and Bond Surety No. B006679.

Change of Operator Effective November 16, 2011

Former Operator: Lime Rock Resources A, L.P.



14. I hereby certify that the foregoing is true and correct Name (Printed/ Typed)

**C. Tim Miller**

Title

**Chief Operating Officer**

Signature

Date

**11/16/11**

**THIS SPACE FOR FEDERAL OR STATE OFFICE USE**

Approved by

**/s/ Angel Mayes**

**Assistant Field Manager,  
Lands and Minerals**

Office

**ROSWELL FIELD OFFICE**

Conditions of approval, if any, are attached. Approval of this notice does not warrant or certify that the applicant holds legal or equitable title to those rights in the subject lease which would entitle the applicant to conduct operations thereon.

Title 18 U.S.C. Section 1001 and Title 43 U.S.C. Section 1212, make it a crime for any person knowingly and willfully to make to any department or agency of the United States any fictitious or fraudulent statements or representations as to any matter within its jurisdiction.

(Instructions on page 2)