

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 **NM OIL CONSERVATION**

Form C-101
Revised July 18, 2013

Oil Conservation Division
1220 South St. Francis Dr.

ARTESIA DISTRICT

AMENDED Report

AUG 6 2015

Santa Fe, NM 87505

RECEIVED

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

¹ Operator Name and Address Lime Rock Resources II-A, L.P. 1111 Bagby Street, Suite 4600 Houston, Texas 77002		² OGRID Number 277558 <i>30-015-43300</i>
⁴ Property Code <i>315091</i>	⁵ Property Name Brainard 12L	⁶ Well No. #1

7 Surface Location

UL - Lot	Section	Township	Range	Lot Idn	Feet From	N/S Line	Feet From	E/W Line	County
<i>L</i>	12	18S	26E		1475	S	1500	W	Eddy

8 Proposed Bottom Hole Location

UL - Lot	Section	Township	Range	Lot Idn	Feet From	N/S Line	Feet From	E/W Line	County
L	12	18S	26E		1650	S	990	W	Eddy

9 Pool Information

Atoka; Glorieta-Yeso	3250
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Additional Well Information

⁹ Work Tvne N	¹⁰ Well Tvne O	¹¹ Cable/Rotary R	¹² Lease Tvne P	¹³ Ground Level Elevation 3296.5
¹⁴ Multiple N	¹⁵ Proposed Depth 4670' MD / 4570' TVD	¹⁶ Formation Yeso	¹⁷ Contractor United Drilling, Inc.	¹⁸ Spud Date After 7/1/2015
Depth to Ground Water: 30 Ft.		Distance from nearest fresh water well: 1.9 Miles		Distance from nearest surface water: 1 Miles

We will be using a closed-loop system in lieu of lined pits

19 Proposed Casing and Cement Program

Type	Hole Size	Casing Size	Casing Weight/ft	Setting Depth	Sacks of Cement	Estimated TOC
Conductor	26"	20"	91.5	80	80	Surface
Surface	12-1/4"	8-5/8"	24	425	350	Surface
Production	7-7/8"	5-1/2"	17	4670	920	Surface

Casing/Cement Program: Additional Comments

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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 I have complied with 19.15.14.9 (A) NMAC and/or 19.15.14.9 (B) NMAC 0, if applicable.

Signature: *Spencer Cox*

Printed Name: Spencer Cox

Title: Production Engineer

E-mail Address: scox@limerockresources.com

Date: 6/16/2015 Phone: 713-292-9528

OIL CONSERVATION DIVISION

Approved By: *Dr. J. Dade*

Title: *Dist. H. Supervisor*

Approved Date: *8/14/2015* Expiration Date: *8/14/2017*

Conditions of Approval Attached

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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 30-015-43300		² Pool Code 3250		³ Pool Name Atoka-Glorieta-Yeso	
⁴ Property Code 315091		⁵ Property Name BRAINARD 12L			⁶ Well Number 1
⁷ OGRID No. 277558		⁸ Operator Name LIME ROCK RESOURCES II-A, L.P.			⁹ Elevation 3296.5

¹⁰ Surface Location

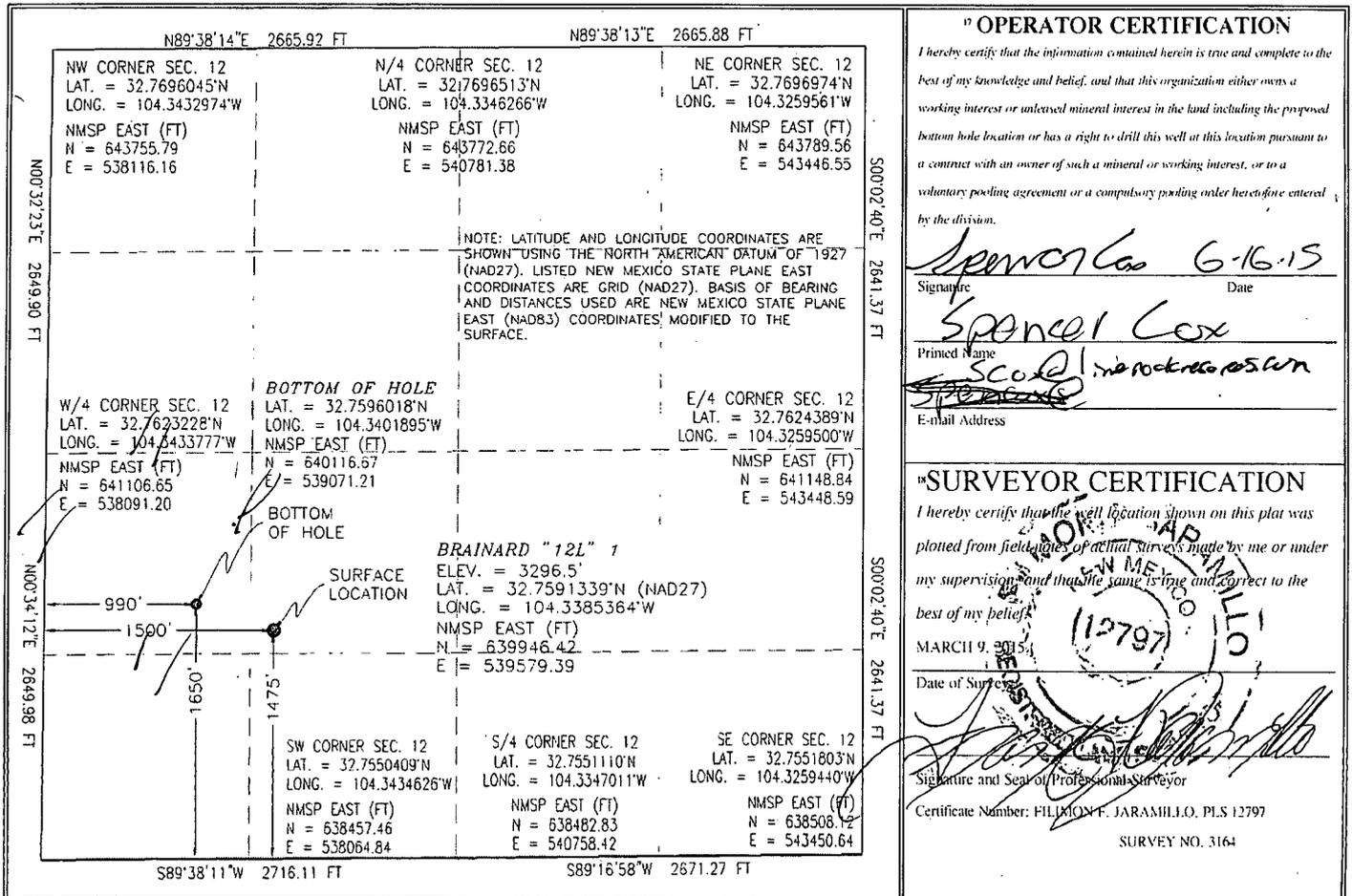
UL or lot no.	Section	Township	Range	Lot Idn	Feet from the	North/South line	Feet from the	East/West line	County
K	12	18 S	26 E		1475	SOUTH	1500	WEST	EDDY

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
L	12	18 S	26 E		1650	SOUTH	990	WEST	EDDY

¹² Dedicated Acres HO	¹³ Joint or Infill	¹⁴ Consolidation Code	¹⁵ Order No.
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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.



¹⁷ OPERATOR CERTIFICATION

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.

Spencer Cox 6-16-15
Signature Date
Spencer Cox
Printed Name
Spencer Cox
E-mail Address

¹⁸ SURVEYOR CERTIFICATION

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.

MARCH 9, 2015
Date of Survey

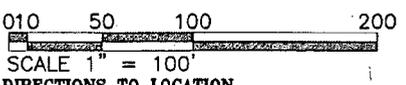
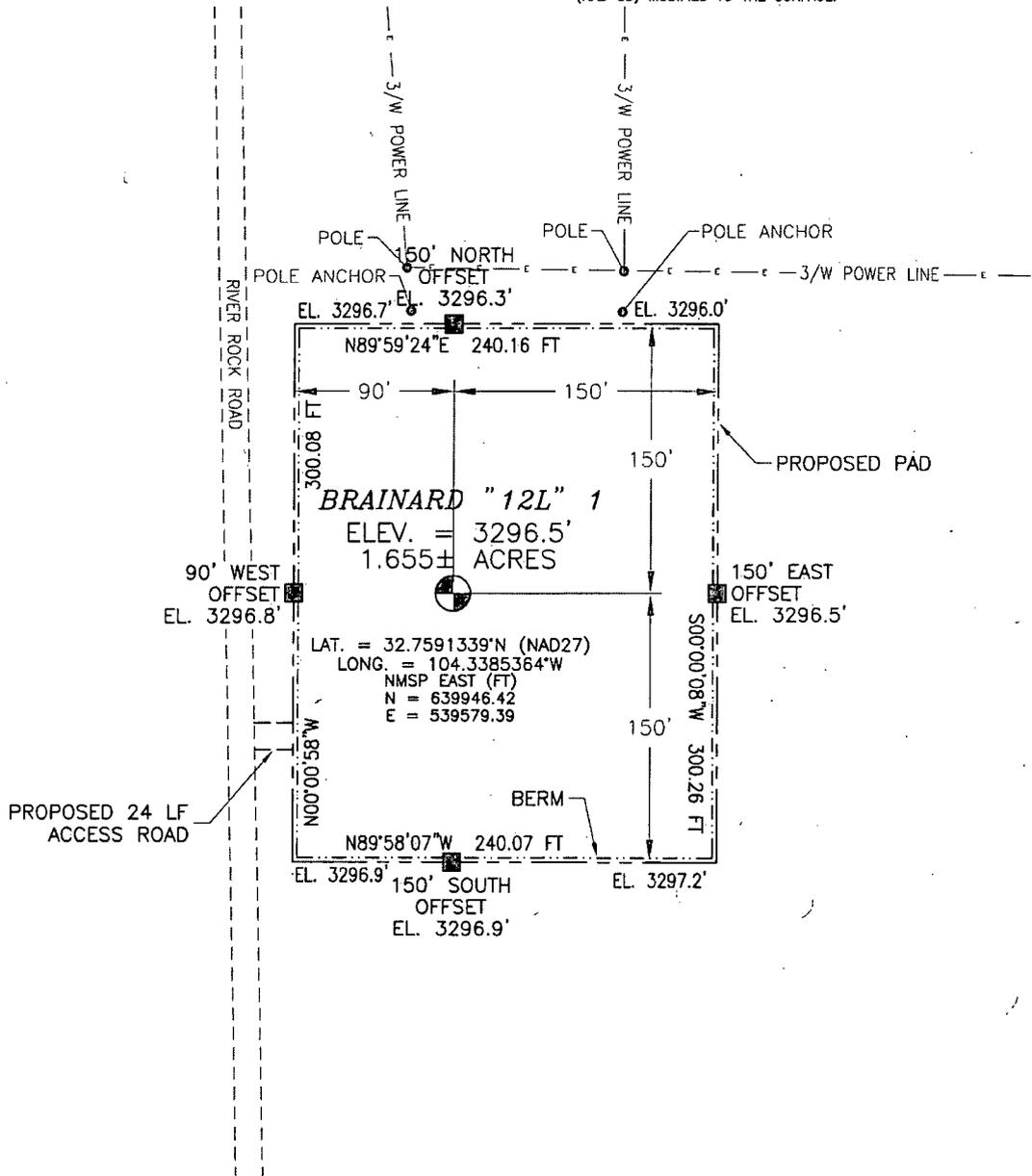
Spencer Cox
Signature and Seal of Professional Surveyor

Certificate Number: FILLIXON.F. JARAMILLO, PLS 12797
SURVEY NO. 3164

SECTION 12, TOWNSHIP 18 SOUTH, RANGE 26 EAST, N.M.P.M.
 EDDY COUNTY, STATE OF NEW MEXICO

SITE MAP

NOTE: LATITUDE AND LONGITUDE COORDINATES ARE SHOWN USING THE NORTH AMERICAN DATUM OF 1927 (NAD27). LISTED NEW MEXICO STATE PLANE EAST COORDINATES ARE GRID (NAD27). BASIS OF BEARING AND DISTANCES USED ARE NEW MEXICO STATE PLANE EAST COORDINATES (NAD 83) MODIFIED TO THE SURFACE.



DIRECTIONS TO LOCATION
 FROM CR 39 (4-DINKUS) AND CR 44 (FANNING) AND CALICHE LEASE ROAD, GO EAST ON CALICHE LEASE ROAD 0.51 MILE, TURN LEFT AND GO NORTH 0.25 MILE TO A PROPOSED ROAD SURVEY AND FOLLOW FLAGS EAST 24' TO THE SOUTHWEST EDGE OF PROPOSED PAD FOR THIS LOCATION.

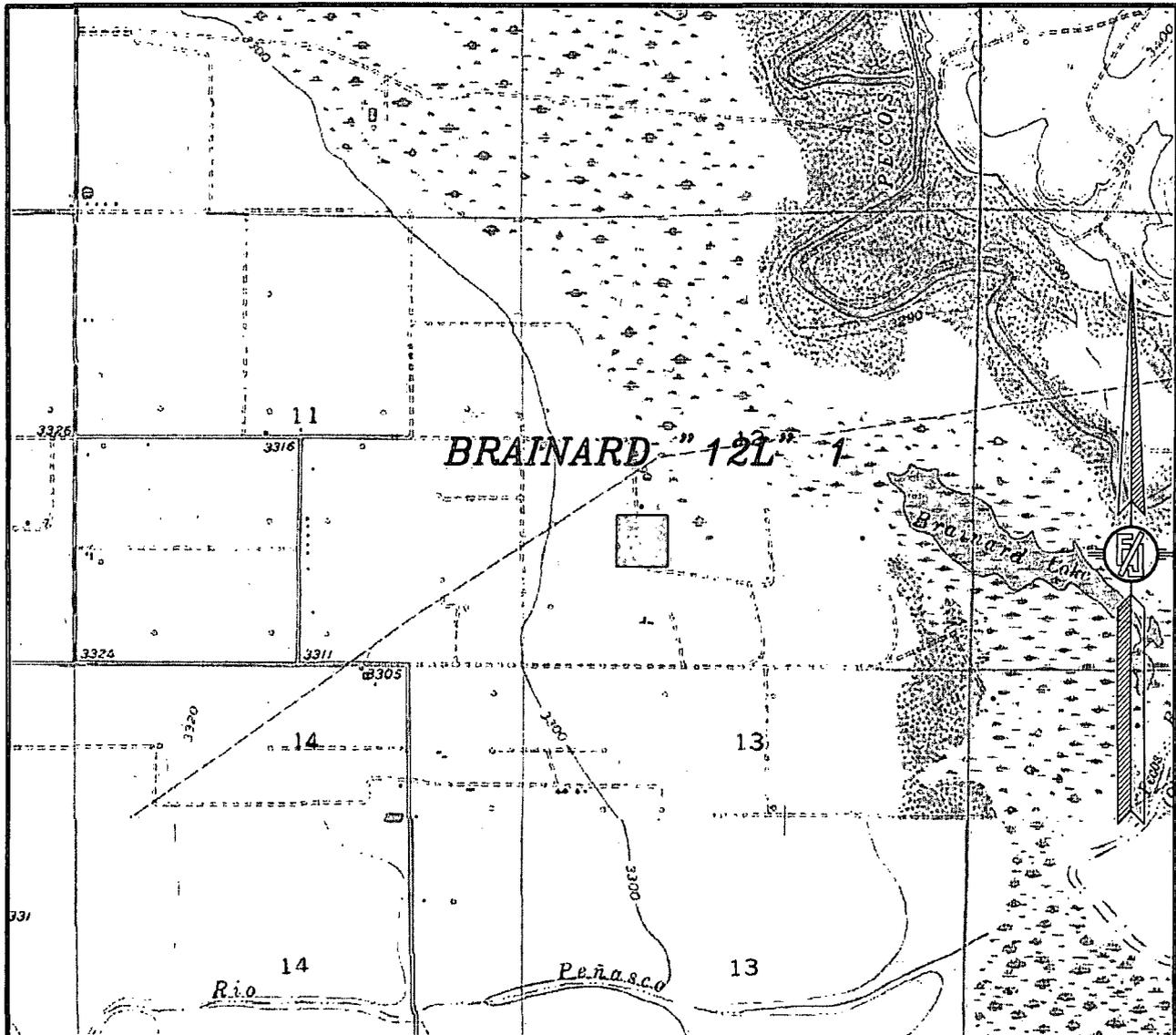
LIME ROCK RESOURCES II-A, L.P.
BRAINARD "12L" 1
 LOCATED 1475 FT. FROM THE SOUTH LINE
 AND 1500 FT. FROM THE WEST LINE OF
 SECTION 12, TOWNSHIP 18 SOUTH,
 RANGE 26 EAST, N.M.P.M.
 EDDY COUNTY, STATE OF NEW MEXICO

MARCH 9, 2015

SURVEY NO. 3164

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

SECTION 12, TOWNSHIP 18 SOUTH, RANGE 26 EAST, N.M.P.M.
 EDDY COUNTY, STATE OF NEW MEXICO
 LOCATION VERIFICATION MAP



USGS QUAD MAP:
 SPRING LAKE

NOT TO SCALE

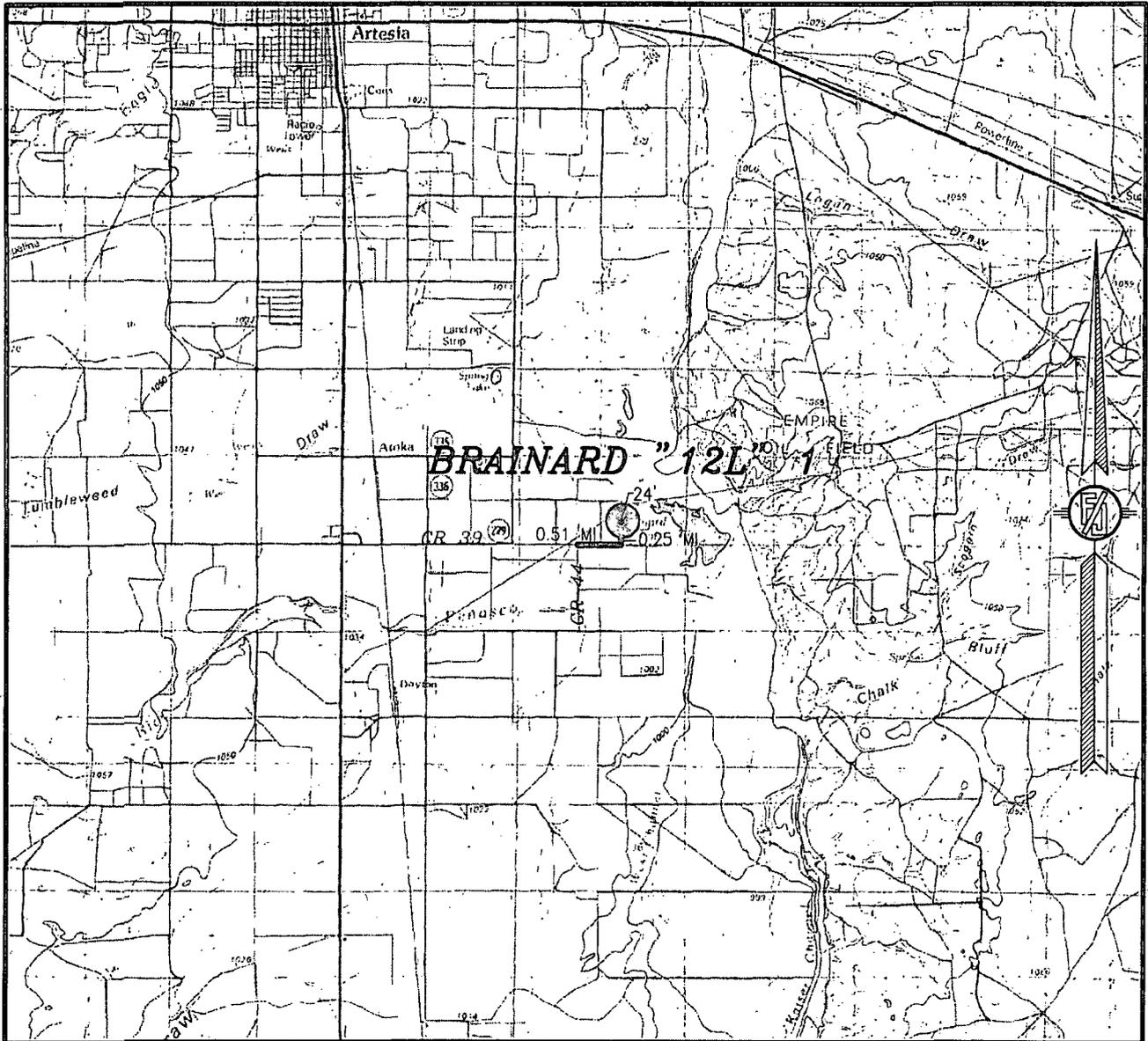
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 EDDY COUNTY, STATE OF NEW MEXICO

MARCH 9, 2015

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

SURVEY NO. 3164

SECTION 12, TOWNSHIP 18 SOUTH, RANGE 26 EAST, N.M.P.M.
 EDDY COUNTY, STATE OF NEW MEXICO
 VICINITY MAP



DISTANCES IN MILES

NOT TO SCALE

DIRECTIONS TO LOCATION

FROM CR 39 (4-DINKUS) AND CR 44 (FANNING) AND CALICHE LEASE ROAD, GO EAST ON CALICHE LEASE ROAD 0.51 MILE, TURN LEFT AND GO NORTH 0.25 MILE TO A PROPOSED ROAD SURVEY AND FOLLOW FLAGS EAST 24' TO THE SOUTHWEST EDGE OF PROPOSED PAD FOR THIS LOCATION.

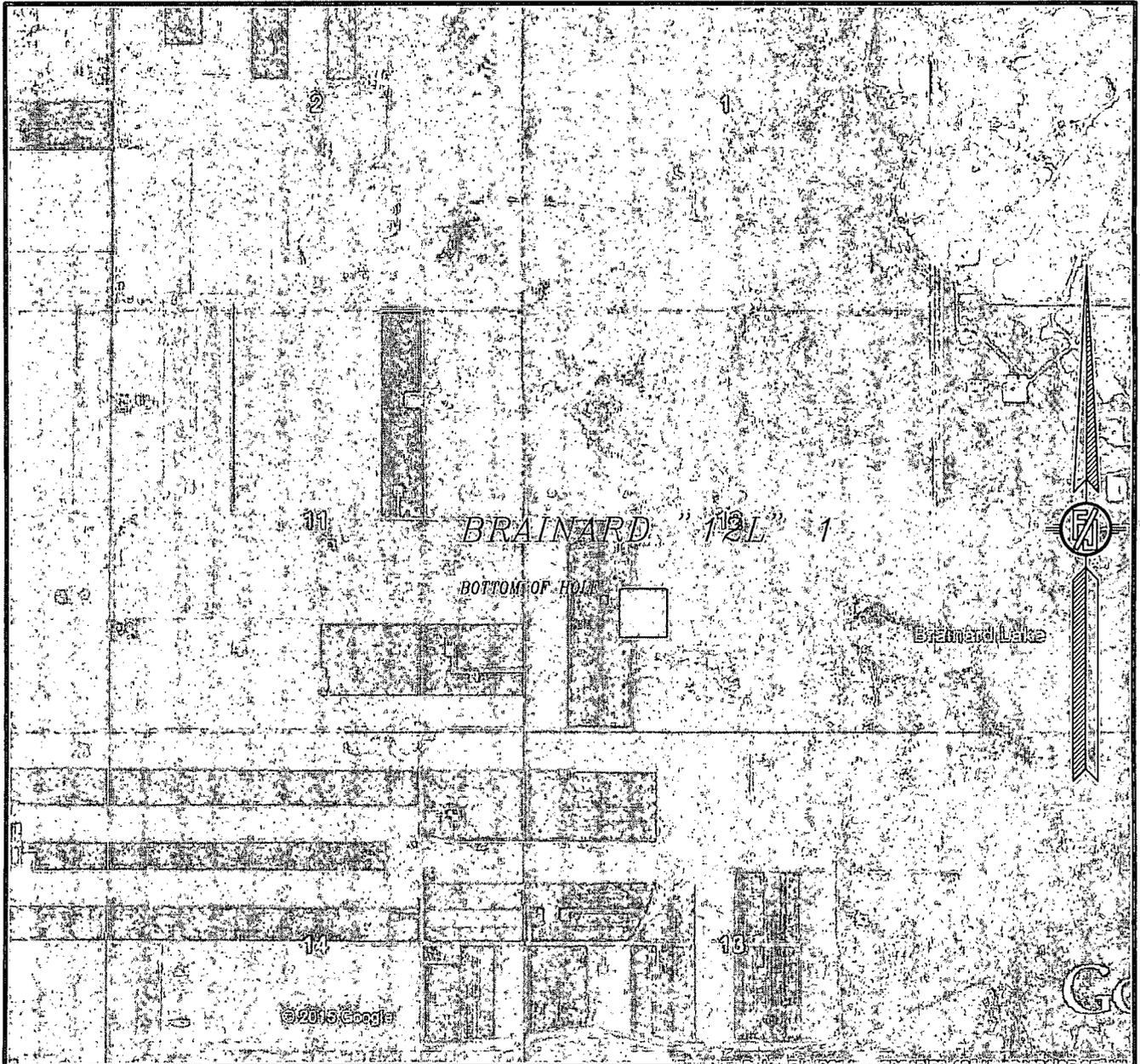
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 EDDY COUNTY, STATE OF NEW MEXICO

MARCH 9, 2015

SURVEY NO. 3164

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

SECTION 12, TOWNSHIP 18 SOUTH, RANGE 26 EAST, N.M.P.M.
EDDY COUNTY, STATE OF NEW MEXICO
AERIAL PHOTO



NOT TO SCALE
AERIAL PHOTO:
GOOGLE EARTH
MAY 2014

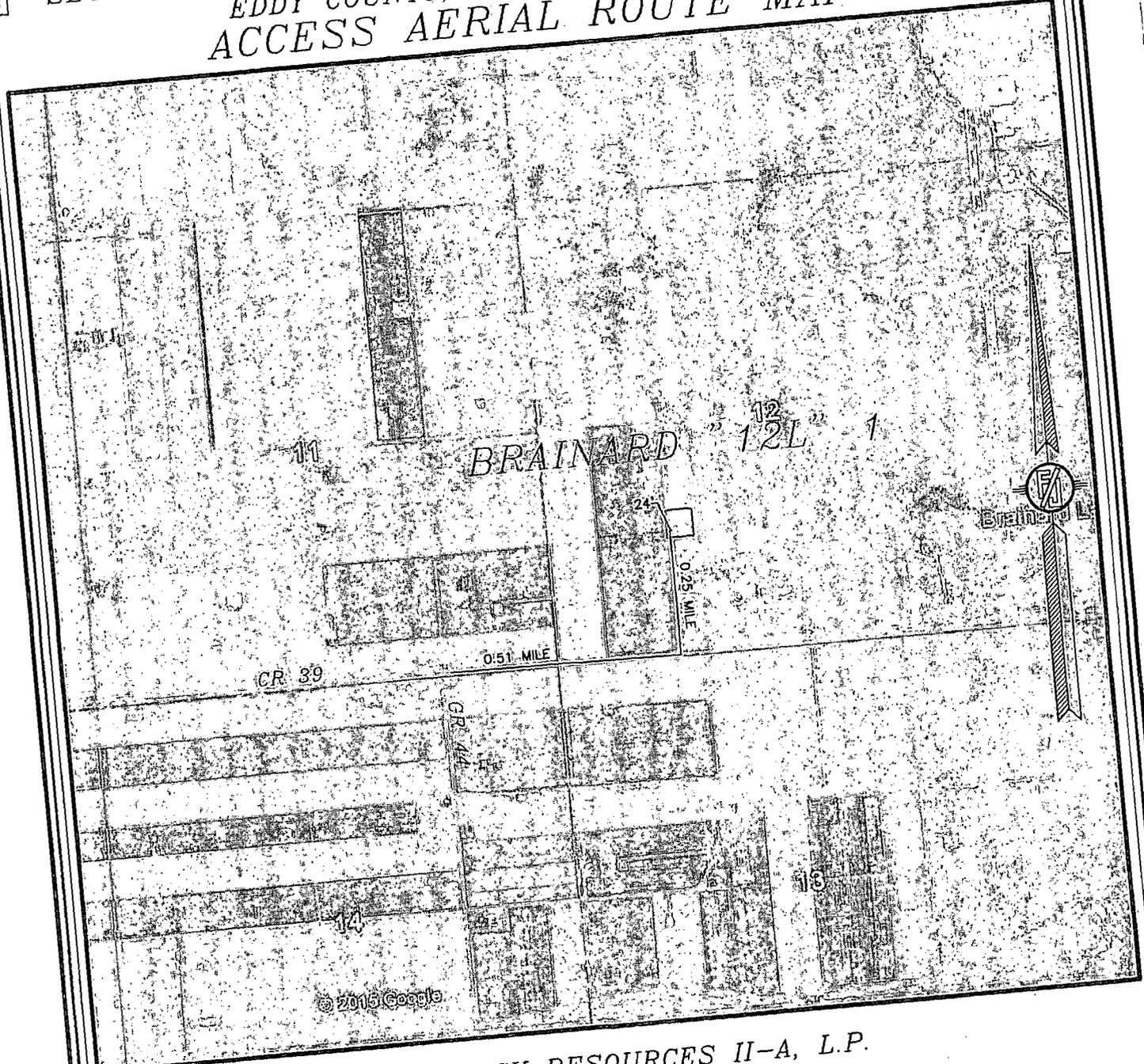
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RANGE 26 EAST, N.M.P.M.
EDDY COUNTY, STATE OF NEW MEXICO

MARCH 9, 2015

SURVEY NO. 3164

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

SECTION 12, TOWNSHIP 18 SOUTH, RANGE 26 EAST, N.M.P.M.
EDDY COUNTY, STATE OF NEW MEXICO
ACCESS AERIAL ROUTE MAP



NOT TO SCALE
AERIAL PHOTO:
GOOGLE EARTH
MAY 2014

LIME ROCK RESOURCES II-A, L.P.
BRAINARD "12L" 1
LOCATED 1475 FT. FROM THE SOUTH LINE
AND 1500 FT. FROM THE WEST LINE OF
SECTION 12, TOWNSHIP 18 SOUTH,
RANGE 26 EAST, N.M.P.M.
EDDY COUNTY, STATE OF NEW MEXICO

MARCH 9, 2015

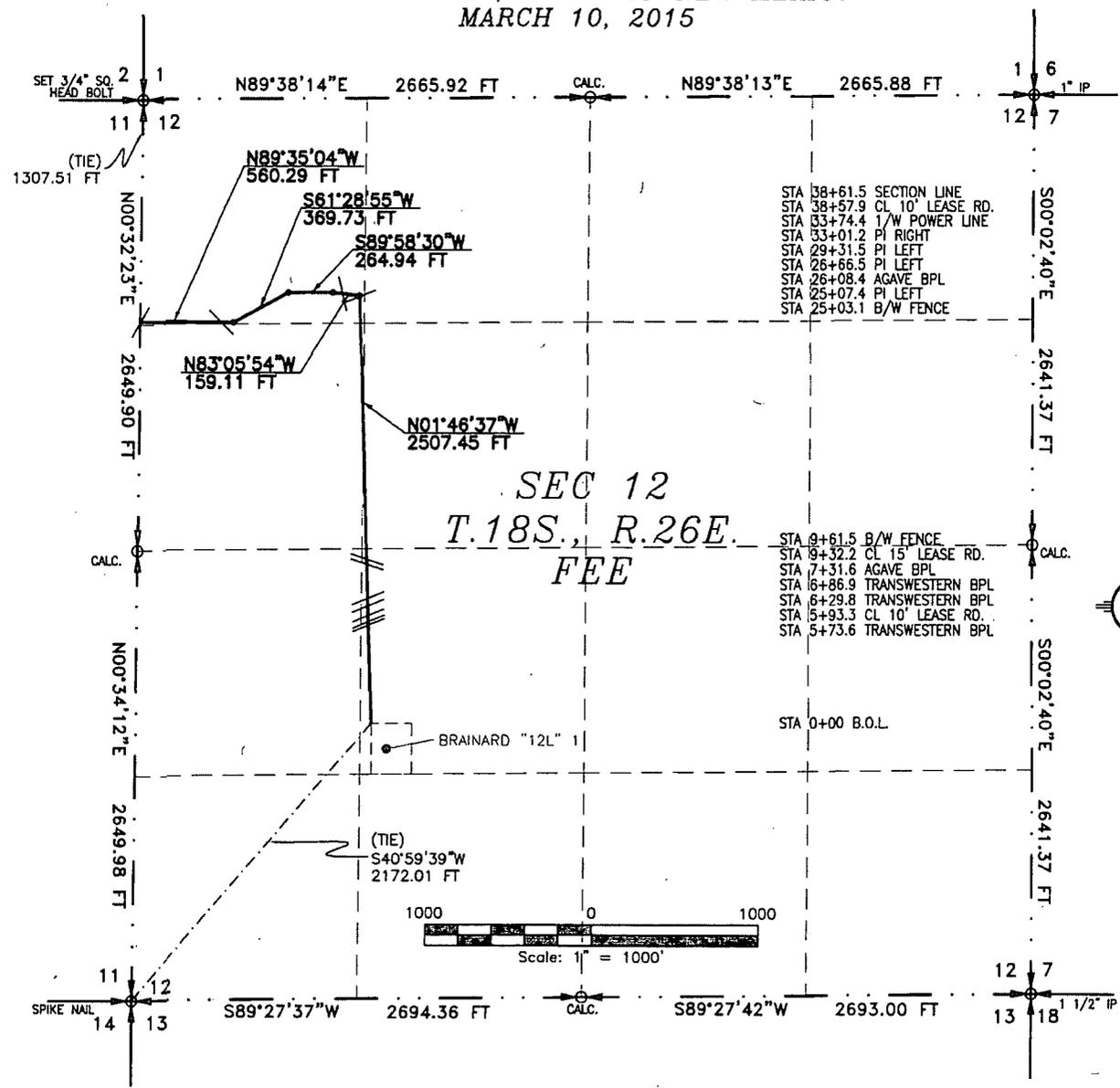
SURVEY NO. 3164

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

FLOWLINE PLAT

RIGHT-OF-WAY FOR TWO 3" SDR 7 POLY SURFACE LINES (1-GAS & 1-PRODUCTION) FROM THE BRAINARD "12L" 1 TO THE BRAINARD GAS COM 2 BATTERY

LIME ROCK RESOURCES II-A, L.P.
 CENTERLINE SURVEY OF A PIPELINE CROSSING
 SECTION 12, TOWNSHIP 18 SOUTH, RANGE 26 EAST, N.M.P.M.
 EDDY COUNTY, STATE OF NEW MEXICO
 MARCH 10, 2015



SEC 12
 T. 18S., R. 26E.
 FEE

SEE NEXT SHEET (2-6) FOR DESCRIPTION

SURVEYOR CERTIFICATE

I, FILMON F. JARAMILLO, A NEW MEXICO PROFESSIONAL SURVEYOR NO: 12797, HEREBY CERTIFY THAT I HAVE CONDUCTED AND AM RESPONSIBLE FOR THIS SURVEY, THAT THIS SURVEY IS TRUE AND CORRECT TO THE BEST OF MY KNOWLEDGE AND BELIEF, AND THAT THIS SURVEY AND PLAT MEET THE MINIMUM STANDARDS FOR LAND SURVEYING IN THE STATE OF NEW MEXICO.

IN WITNESS WHEREOF, THIS CERTIFICATE IS EXECUTED AT CARLSBAD, NEW MEXICO, THIS 12TH DAY OF MARCH 2015

MADRON SURVEYING, INC.
 301 SOUTH CANAL
 CARLSBAD, NEW MEXICO 88220
 Phone (575) 234-3341

FILMON F. JARAMILLO PLS 12797

SURVEY NO. 3164

GENERAL NOTES

- 1.) THE INTENT OF THIS ROUTE SURVEY IS TO ACQUIRE AN EASEMENT.
- 2.) BASIS OF BEARING IS NMSP EAST MODIFIED TO SURFACE COORDINATES.

SHEET: 1-6

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

FLOWLINE PLAT

RIGHT-OF-WAY FOR TWO 3" SDR 7 POLY SURFACE LINES (1-GAS & 1-PRODUCTION) FROM THE BRAINARD "12L" 1 TO THE BRAINARD GAS COM 2, BATTERY

**LIME ROCK RESOURCES II-A, L.P.
CENTERLINE SURVEY OF A PIPELINE CROSSING
SECTION 12, TOWNSHIP 18 SOUTH, RANGE 26 EAST, N.M.P.M.
EDDY COUNTY, STATE OF NEW MEXICO
MARCH 10, 2015**

DESCRIPTION

A STRIP OF LAND 30 FEET WIDE CROSSING FEE LAND IN SECTION 12, TOWNSHIP 18 SOUTH, RANGE 26 EAST, N.M.P.M., EDDY COUNTY, STATE OF NEW MEXICO AND BEING 15 FEET EACH SIDE OF THE FOLLOWING DESCRIBED CENTERLINE SURVEY:

BEGINNING AT A POINT WITHIN THE NE/4 SW/4 OF SAID SECTION 12, TOWNSHIP 18 SOUTH, RANGE 26 EAST, N.M.P.M., WHENCE THE SOUTHWEST CORNER OF SAID SECTION 12, TOWNSHIP 18 SOUTH, RANGE 26 EAST, N.M.P.M. BEARS S40°59'39"W, A DISTANCE OF 2172.01 FEET;
THENCE N01°46'37"W A DISTANCE OF 2507.45 FEET TO AN ANGLE POINT OF THE LINE HEREIN DESCRIBED;
THENCE N83°05'54"W A DISTANCE OF 159.11 FEET TO AN ANGLE POINT OF THE LINE HEREIN DESCRIBED;
THENCE S89°58'30"W A DISTANCE OF 264.94 FEET TO AN ANGLE POINT OF THE LINE HEREIN DESCRIBED;
THENCE S61°28'55"W A DISTANCE OF 369.73 FEET TO AN ANGLE POINT OF THE LINE HEREIN DESCRIBED;
THENCE N89°35'04"W A DISTANCE OF 560.29 FEET THE TERMINUS OF THIS CENTERLINE SURVEY, WHENCE THE NORTHWEST CORNER OF SAID SECTION 12, TOWNSHIP 18 SOUTH, RANGE 26 EAST, N.M.P.M. BEARS N00°32'23"E, A DISTANCE OF 1307.51 FEET;

SAID STRIP OF LAND BEING 3861.52 FEET OR 234.03 RODS IN LENGTH, CONTAINING 2.660 ACRES MORE OR LESS AND BEING ALLOCATED BY FORTIES AS FOLLOWS:

NE/4 SW/4	1021.71 L.F.	61.92 RODS	0.704 ACRES
SE/4 NW/4	714.50 L.F.	43.30 RODS	0.492 ACRES
SW/4 NW/4	609.60 L.F.	36.95 RODS	0.420 ACRES
NW/4 NW/4	1515.71 L.F.	91.86 RODS	1.044 ACRES

SURVEYOR CERTIFICATE

I, FILMON F. JARAMILLO, A NEW MEXICO PROFESSIONAL SURVEYOR NO. 12797, HEREBY CERTIFY THAT I HAVE CONDUCTED AND AM RESPONSIBLE FOR THIS SURVEY, THAT THIS SURVEY IS TRUE AND CORRECT TO THE BEST OF MY KNOWLEDGE AND BELIEF, AND THAT THIS SURVEY AND PLAT MEET THE MINIMUM STANDARDS FOR LAND SURVEYING IN THE STATE OF NEW MEXICO.

IN WITNESS WHEREOF, THIS CERTIFICATE IS EXECUTED AT CARLSBAD, NEW MEXICO, THIS 12TH DAY OF MARCH 2015

Filmon F. Jaramillo
FILMON F. JARAMILLO, S.S. 12797

MADRON SURVEYING, INC.
301 SOUTH CANAL
CARLSBAD, NEW MEXICO 88220
Phone (575) 234-3341

GENERAL NOTES

- 1.) THE INTENT OF THIS ROUTE SURVEY IS TO ACQUIRE AN EASEMENT.
- 2.) BASIS OF BEARING IS NMSP EAST MODIFIED TO SURFACE COORDINATES.

SHEET: 2-6

MADRON SURVEYING, INC. CARLSBAD, NEW MEXICO

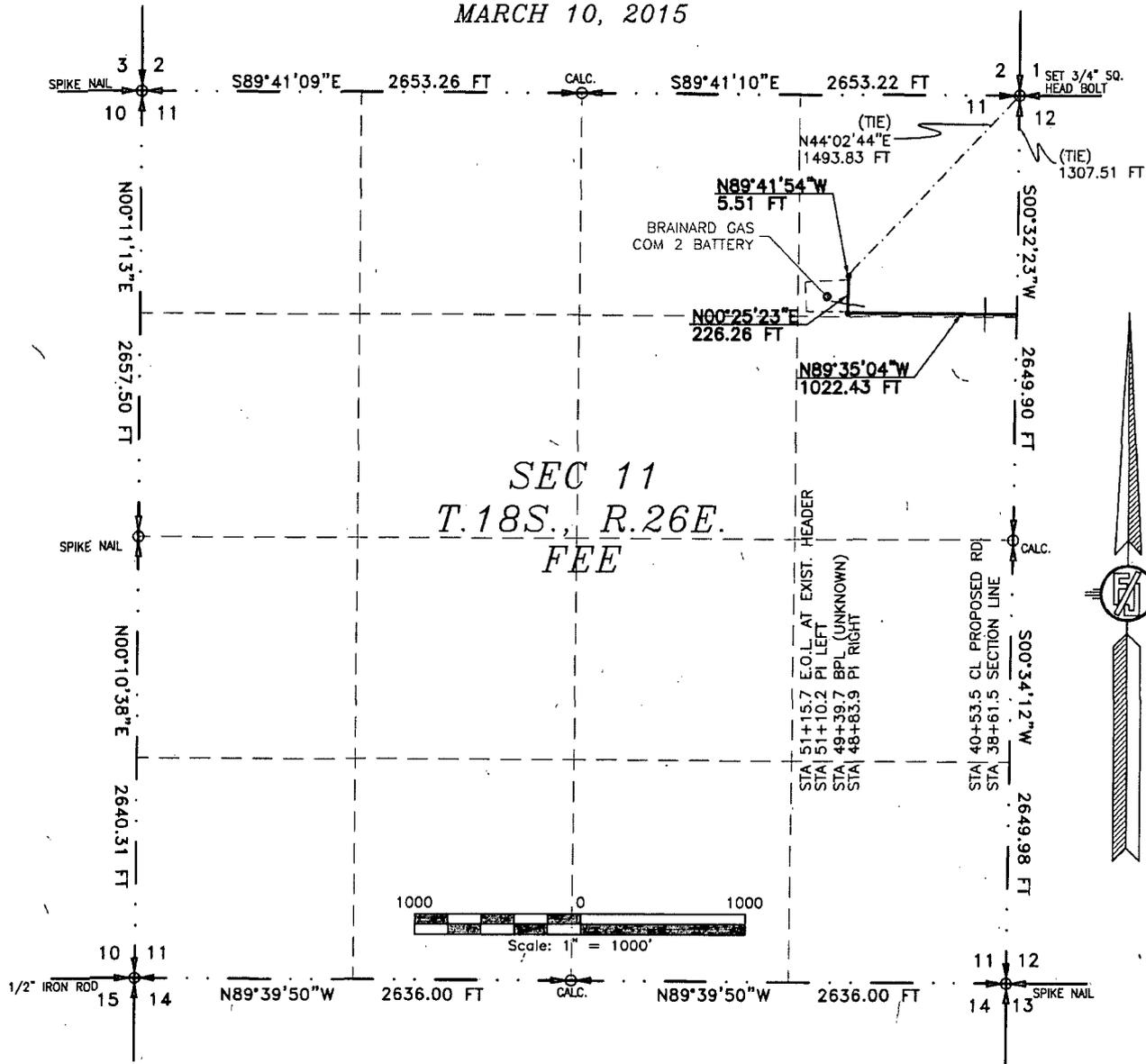
SURVEY NO. 3164

301 SOUTH CANAL
(575) 234-3341

FLOWLINE PLAT

RIGHT-OF-WAY FOR TWO 3" SDR 7 POLY SURFACE LINES (1-GAS & 1-PRODUCTION) FROM THE BRAINARD "12L" 1 TO THE BRAINARD GAS COM 2 BATTERY

LIME ROCK RESOURCES II-A, L.P.
 CENTERLINE SURVEY OF A PIPELINE CROSSING
 SECTION 11, TOWNSHIP 18 SOUTH, RANGE 26 EAST, N.M.P.M.
 EDDY COUNTY, STATE OF NEW MEXICO
 MARCH 10, 2015



SEE NEXT SHEET (4-6) FOR DESCRIPTION

SURVEYOR CERTIFICATE

I, FILMON P. JARAMILLO, A NEW MEXICO PROFESSIONAL SURVEYOR NO. 12797, HEREBY CERTIFY THAT I HAVE CONDUCTED AND AM RESPONSIBLE FOR THIS SURVEY, THAT THIS SURVEY IS TRUE AND CORRECT TO THE BEST OF MY KNOWLEDGE AND BELIEF, AND THAT THIS SURVEY AND PLAT MEET THE MINIMUM STANDARDS FOR LAND SURVEYING IN THE STATE OF NEW MEXICO.

IN WITNESS WHEREOF, THIS CERTIFICATE IS EXECUTED AT CARLSBAD, NEW MEXICO, THIS 12 DAY OF MARCH 2015

FILMON P. JARAMILLO 12797
 MADRON SURVEYING, INC.
 301 SOUTH CANAL
 CARLSBAD, NEW MEXICO 88220
 Phone (575) 234-3341

GENERAL NOTES

- 1.) THE INTENT OF THIS ROUTE SURVEY IS TO ACQUIRE AN EASEMENT.
- 2.) BASIS OF BEARING IS NMSP EAST MODIFIED TO SURFACE COORDINATES.

SHEET: 3-6

MADRON SURVEYING, INC. 301 SOUTH CANAL CARLSBAD, NEW MEXICO

SURVEY NO. 3164

FLOWLINE PLAT

RIGHT-OF-WAY FOR TWO 3" SDR 7 POLY SURFACE LINES (1-GAS & 1-PRODUCTION) FROM THE BRAINARD "12L" 1 TO THE BRAINARD GAS COM 2 BATTERY

**LIME ROCK RESOURCES II-A, L.P.
CENTERLINE SURVEY OF A PIPELINE CROSSING
SECTION 11, TOWNSHIP 18 SOUTH, RANGE 26 EAST, N.M.P.M.
EDDY COUNTY, STATE OF NEW MEXICO
MARCH 10, 2015**

DESCRIPTION

A STRIP OF LAND 30 FEET WIDE CROSSING FEE LAND IN SECTION 11, TOWNSHIP 18 SOUTH, RANGE 26 EAST, N.M.P.M., EDDY COUNTY, STATE OF NEW MEXICO AND BEING 15 FEET EACH SIDE OF THE FOLLOWING DESCRIBED CENTERLINE SURVEY:

BEGINNING AT A POINT WITHIN THE NE/4 NE/4 OF SAID SECTION 11, TOWNSHIP 18 SOUTH, RANGE 26 EAST, N.M.P.M., WHENCE THE NORTHEAST CORNER OF SAID SECTION 11, TOWNSHIP 18 SOUTH, RANGE 26 EAST, N.M.P.M. BEARS N00°32'23"E, A DISTANCE OF 1307.51 FEET;

THENCE N89°35'04"W A DISTANCE OF 1022.43 FEET TO AN ANGLE POINT OF THE LINE HEREIN DESCRIBED;

THENCE N00°25'23"E A DISTANCE OF 226.26 FEET TO AN ANGLE POINT OF THE LINE HEREIN DESCRIBED;

THENCE N89°41'54"W A DISTANCE OF 5.51 FEET THE TERMINUS OF THIS CENTERLINE SURVEY, WHENCE THE NORTHEAST CORNER OF SAID SECTION 11, TOWNSHIP 18 SOUTH, RANGE 26 EAST, N.M.P.M. BEARS N44°02'44"E, A DISTANCE OF 1493.83 FEET;

SAID STRIP OF LAND BEING 1254.20 FEET OR 76.01 RODS IN LENGTH, CONTAINING 0.864 ACRES MORE OR LESS AND BEING ALLOCATED BY FORTIES AS FOLLOWS:

NE/4 NE/4 1254.20 L.F. 76.01 RODS 0.864 ACRES

SURVEYOR CERTIFICATE

I, FILIMON F. JARAMILLO, A NEW MEXICO PROFESSIONAL SURVEYOR NO. 12797, HEREBY CERTIFY THAT I HAVE CONDUCTED AND AM RESPONSIBLE FOR THIS SURVEY, THAT THIS SURVEY IS TRUE AND CORRECT TO THE BEST OF MY KNOWLEDGE AND BELIEF, AND THAT THIS SURVEY AND PLAT MEET THE MINIMUM STANDARDS FOR LAND SURVEYING IN THE STATE OF NEW MEXICO.

IN WITNESS WHEREOF THIS CERTIFICATE IS EXECUTED AT CARLSBAD, NEW MEXICO, THIS 10 DAY OF MARCH, 2015

MADRON SURVEYING, INC.
301 SOUTH CANAL
CARLSBAD, NEW MEXICO 88220
Phone (575) 234-3341

FILIMON F. JARAMILLO, SURVEYOR NO. 12797
301 SOUTH CANAL
(575) 234-3341

SURVEY NO. 3164

GENERAL NOTES

- 1.) THE INTENT OF THIS ROUTE SURVEY IS TO ACQUIRE AN EASEMENT.
- 2.) BASIS OF BEARING IS NMSP EAST MODIFIED TO SURFACE COORDINATES.

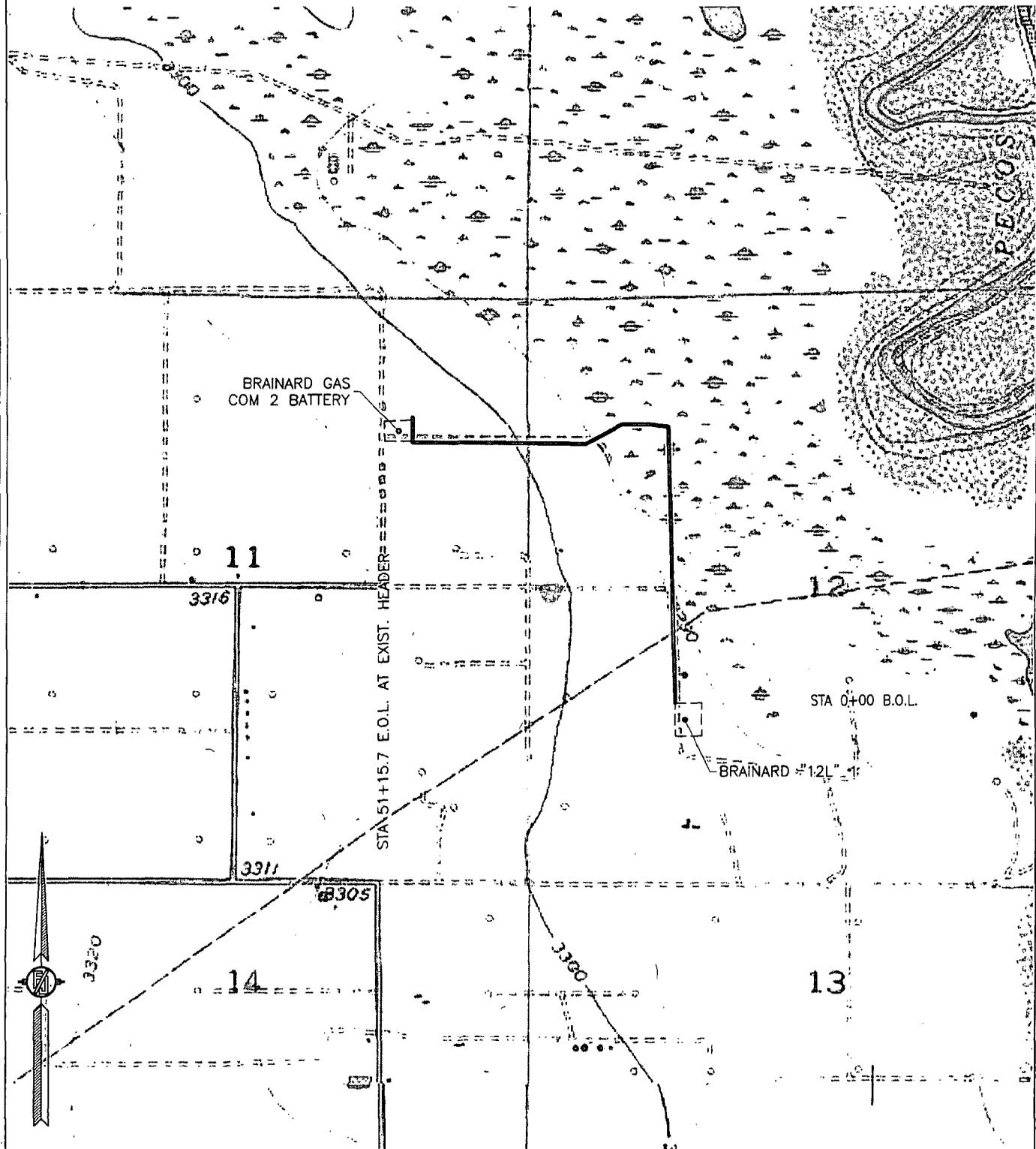
SHEET: 4-6

MADRON SURVEYING, INC. CARLSBAD, NEW MEXICO

FLOWLINE PLAT

RIGHT-OF-WAY FOR TWO 3" SDR 7 POLY SURFACE LINES (1-GAS & 1-PRODUCTION) FROM THE BRAINARD "12L" 1 TO THE BRAINARD GAS COM 2 BATTERY

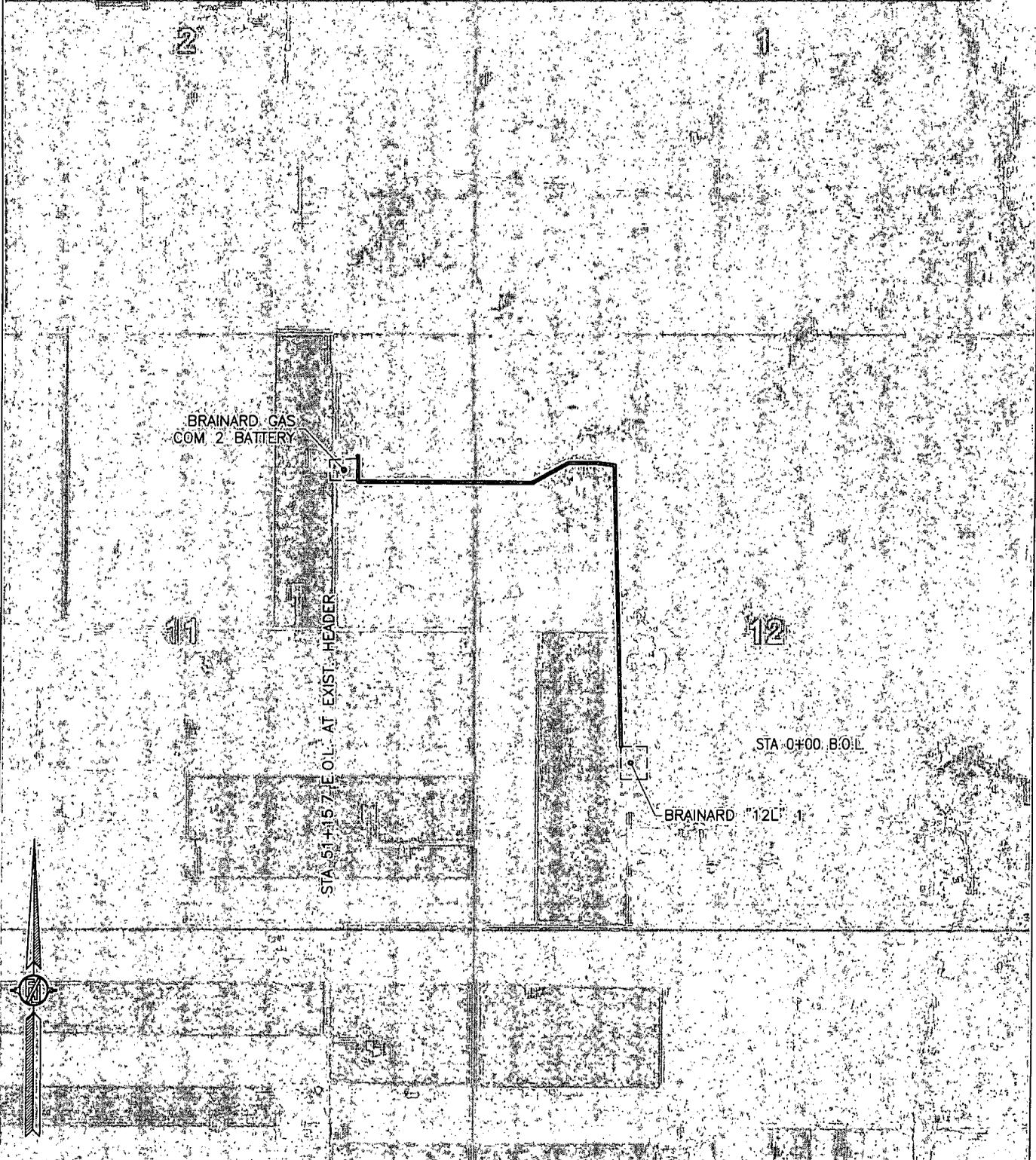
LIME ROCK RESOURCES II-A, L.P.
CENTERLINE SURVEY OF A PIPELINE CROSSING
SECTIONS 12, 11, TOWNSHIP 18 SOUTH, RANGE 26 EAST, N.M.P.M.
EDDY COUNTY, STATE OF NEW MEXICO
MARCH 10, 2015



FLOWLINE PLAT

RIGHT-OF-WAY FOR TWO 3" SDR 7 POLY SURFACE LINES (1-GAS & 1-PRODUCTION) FROM THE BRAINARD "12L" 1 TO THE BRAINARD GAS COM 2 BATTERY

LIME ROCK RESOURCES II-A, L.P.
CENTERLINE SURVEY OF A PIPELINE CROSSING
SECTIONS 12, 11, TOWNSHIP 18 SOUTH, RANGE 26 EAST, N.M.P.M.
EDDY COUNTY, STATE OF NEW MEXICO
MARCH 10, 2015



**Lime Rock Resources II-A, L.P.
Drilling Plan**

**Brainard 12L #1
1475' FSL 1500' FWL
(L) 12-18S-26E
Eddy County, NM**

1. The elevation of the unprepared ground is 3296.5 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 4570' 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 4670' MD./ 4570' 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 500'. See directional plan for detail.
5. Estimated tops of geologic markers:

	MD	TVD
Quaternary – Alluvium	Surface	Surface
Yates	NA	NA
7 Rivers	NA	NA
Queen	316	316
Grayburg	742	742
Premier	938	941
San Andres	992	997
Glorieta	2325	2424
Yeso	2410	2510
Tubb	3838	3938
TD	4670	4570

6. Estimated depths at which anticipated oil, gas, or other mineral bearing formations are expected to be encountered:

	MD.	TVD
Yates	NA	NA
7 Rivers	NA	NA
Queen	316	316
Grayburg	742	742
Premier	938	941
San Andres	992	997
Glorieta	2325	2424
Yeso	2410	2510
Tubb	3838	3938
TD	4670	4570

7. Proposed Casing and Cement program is as follows:

Type	Hole	Casing	Wt	Grade	Thread	Depth	Sx	Density	Yield	Components
Conductor	26"	20"	91.5	B	Welded	80	80			Ready Mix
Surface	12-1/4"	8-5/8"	24	J-55	ST&C	425	350	14.8	1.35	Cl C Cmt + 0.25 lbs/sk Cello Flake + 2% CaCl2
Intermediate										
Production	7-7/8"	5-1/2"	17	J-55	LT&C	4670	200	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
							720	14.8	1.33	Cl H w/ 0.6% R-3, 0.125% Cello Flake, 2% Gel

8. Proposed Mud Program is as follows

Depth	0-425	425-4520	4520-4670
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 4670 to surf. Csg. SGR-CNL to Surf.

Coring Program: No full or sidewall cores are anticipated.

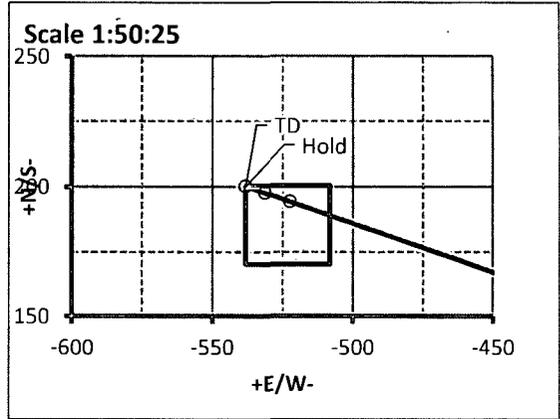
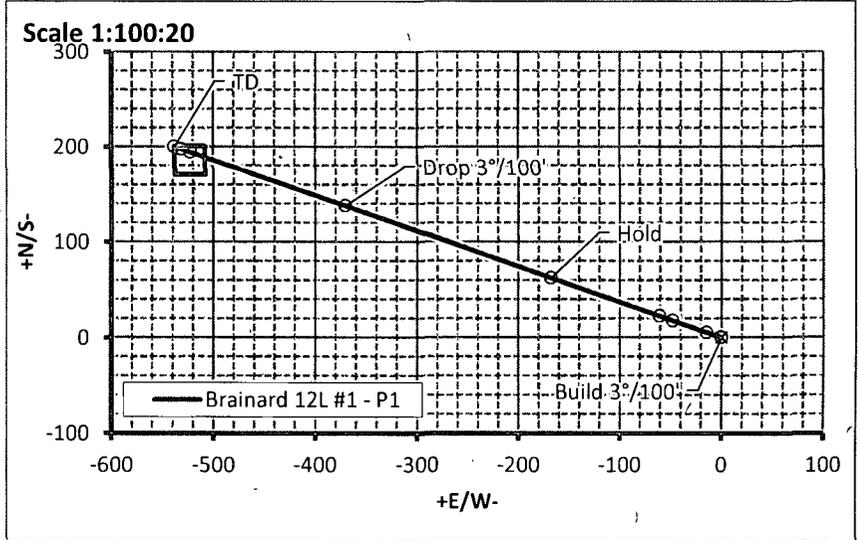
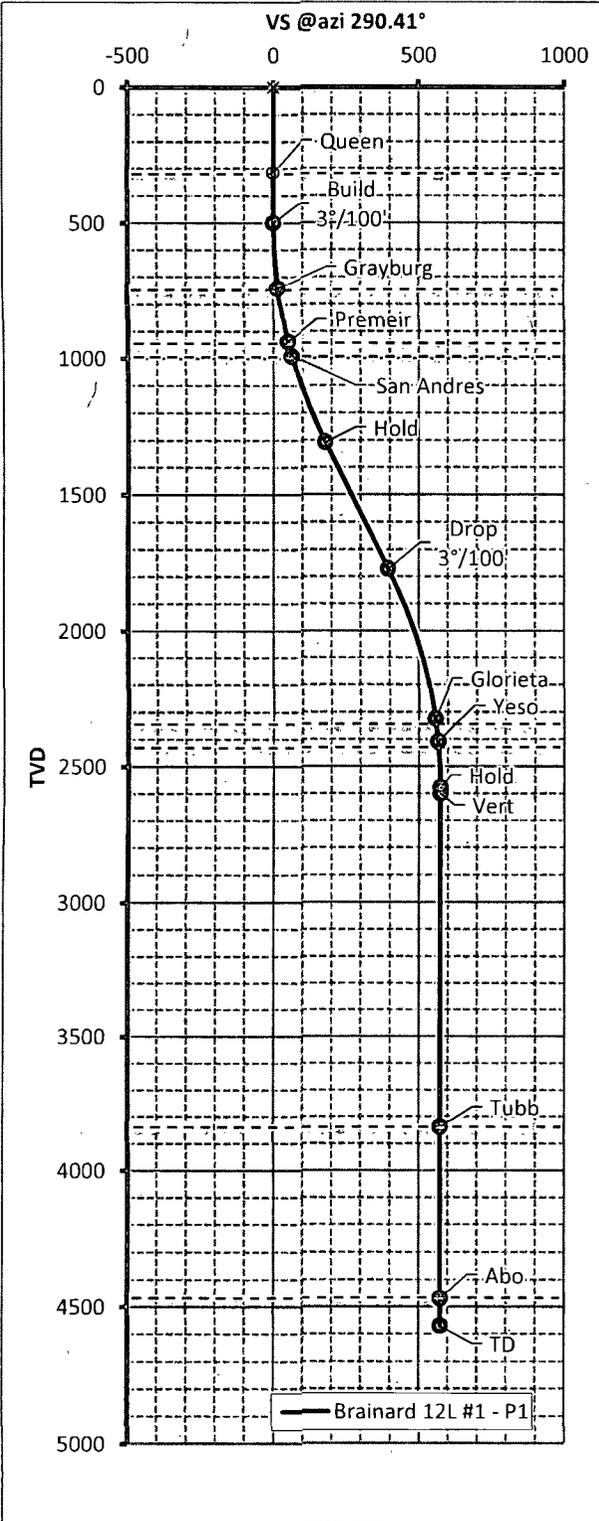
11. **Potential Hazards:**

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 2054.8 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 it complete the well and to construct surface facilities.

Lime Rock Resources		Well: Brainard 12L #1		Rig				
JOB # 201508	Northing, ft 639,946.420	Latitude 32.759134	Vert. Sect. ° 290.41					
DD COMPANY: Lime Rock Resources	Easting, ft 539,579.390	Longitude -104.335364	Convergence 0.069668					
LOCATION: EDDY CO., NM	Elevation, ft 3,309.30	TVD Ref 3296.5	Scale Factor 0.999911					
AFE/API #	Mag Date 24-May-2015	Decl., ° 7.57	Map System St. Plane - NAD27 Grid North					
DATE 25-May-2015	Field Str, nT 48388.10	Dip Angle, ° 60.45	Map Zone 3001 - New Mexico East					
Description	Type	TVD	+N/S-	+E/W-	Latitude	Longitude	Northing	Easting
Radius		2600.00	200.25	-538.18	640146.670148	539041.209973	640,146.670	539,041.210
Radius								



Section Details: Brainard 12L #1 - P1

MD	INC	AZI	TVD	NS	EW	VS290.41	BR	TR	DLS	Comments
0.00	0.00	0.00	0.00	0.00	0.00	0.00	0.00	0.00	0.00	Surface
316.00	0.00	360.00	316.00	0.00	0.00	0.00	0.00	0.00	0.00	Queen
500.00	0.00	290.41	500.00	0.00	0.00	0.00	0.00	-13.92	0.00	Build 3°/100'
742.65	7.28	290.41	742.00	5.37	-14.43	15.39	3.00	0.00	3.00	Grayburg
941.93	13.26	290.41	938.00	17.75	-47.71	50.90	3.00	0.00	3.00	Premier
997.61	14.93	290.41	992.00	22.48	-60.41	64.46	3.00	0.00	3.00	San Andres
1333.33	25.00	290.41	1307.14	62.40	-167.71	178.94	3.00	0.00	3.00	Hold
1845.26	25.00	290.41	1771.11	137.85	-370.47	395.29	0.00	0.00	0.00	Drop 3°/100'
2424.60	7.82	290.41	2325.00	194.37	-522.38	557.36	-3.00	0.00	3.00	Glorieta
2510.13	5.05	290.41	2410.00	197.66	-531.22	566.80	-3.00	0.00	3.00	Yeso
2678.59	0.00	290.41	2578.25	200.25	-538.18	574.23	-3.00	0.00	3.00	Hold
2700.35	0.00	290.41	2600.00	200.25	-538.18	574.23	-0.03	-0.03	0.03	Vert
3938.35	0.00	290.41	3838.00	200.25	-538.18	574.23	0.00	0.00	0.00	Tubb
4570.35	0.00	290.41	4470.00	200.25	-538.18	574.23	0.00	0.00	0.00	Abo
4670.35	0.00	290.41	4570.00	200.25	-538.18	574.23	0.00	0.00	0.00	TD



Survey Report: Brainard 12L #1 - P1									
Operator		Lime Rock Resources		Northing		639946.420	Date		25-May-15
Dir. Co.		Lime Rock Resources		Easting		539579.390	System		2 - St. Plane
Well Name		Brainard 12L #1 - P1		Elevation		3309.30	Datum		1927 - NAD27
Location		EDDY CO., NM		Latitude		32.759134	Zone		3001 - New Mexico East
Rig		201508		Longitude		-104.338536	Scale Fac.		0.999911
Job				Units		Feet	Converg.		0.069668
MD	INC	AZI	TVD	+N/S-	+E/W-	VS@290.41°	BR	TR	DLS
0.00	0.00	0.00	0.00	0.00	0.00	0.00	0.00	0.00	0.00
0: Surface									
100.00	0.00	360.00	100.00	0.00	0.00	0.00	0.00	0.00	0.00
200.00	0.00	360.00	200.00	0.00	0.00	0.00	0.00	0.00	0.00
300.00	0.00	360.00	300.00	0.00	0.00	0.00	0.00	0.00	0.00
316.00	0.00	360.00	316.00	0.00	0.00	0.00	0.00	0.00	0.00
316: Queen									
400.00	0.00	360.00	400.00	0.00	0.00	0.00	0.00	0.00	0.00
500.00	0.00	360.00	500.00	0.00	0.00	0.00	0.00	0.00	0.00
500.00	0.00	290.41	500.00	0.00	0.00	0.00	0.00	-13.92	0.00
500: Build 3°/100'									
600.00	3.00	290.41	599.95	0.91	-2.45	2.62	3.00	0.00	3.00
700.00	6.00	290.41	699.63	3.65	-9.81	10.46	3.00	0.00	3.00
742.65	7.28	290.41	742.00	5.37	-14.43	15.39	3.00	0.00	3.00
742.65: Grayburg									
800.00	9.00	290.41	798.77	8.20	-22.04	23.51	3.00	0.00	3.00
900.00	12.00	290.41	897.08	14.55	-39.12	41.74	3.00	0.00	3.00
941.93	13.26	290.41	938.00	17.75	-47.71	50.90	3.00	0.00	3.00
941.93: Premier									
997.61	14.93	290.41	992.00	22.48	-60.41	64.46	3.00	0.00	3.00
997.61: San Andres									
1000.00	15.00	290.41	994.31	22.69	-60.99	65.08	3.00	0.00	3.00
1100.00	18.00	290.41	1090.18	32.60	-87.61	93.48	3.00	0.00	3.00
1200.00	21.00	290.41	1184.43	44.24	-118.89	126.85	3.00	0.00	3.00
1300.00	24.00	290.41	1276.81	57.58	-154.75	165.12	3.00	0.00	3.00
1333.33	25.00	290.41	1307.14	62.40	-167.71	178.94	3.00	0.00	3.00
1333.33: Hold									
1400.00	25.00	290.41	1367.56	72.23	-194.11	207.11	0.00	0.00	0.00
1500.00	25.00	290.41	1458.19	86.97	-233.72	249.38	0.00	0.00	0.00
1600.00	25.00	290.41	1548.82	101.70	-273.33	291.64	0.00	0.00	0.00
1700.00	25.00	290.41	1639.45	116.44	-312.94	333.90	0.00	0.00	0.00
1800.00	25.00	290.41	1730.08	131.18	-352.55	376.16	0.00	0.00	0.00
1845.26	25.00	290.41	1771.11	137.85	-370.47	395.29	0.00	0.00	0.00
1845.26: Drop 3°/100'									
1900.00	23.36	290.41	1821.04	145.67	-391.49	417.71	-3.00	0.00	3.00
2000.00	20.36	290.41	1913.84	158.65	-426.38	454.94	-3.00	0.00	3.00
2100.00	17.36	290.41	2008.46	169.92	-456.67	487.25	-3.00	0.00	3.00
2200.00	14.36	290.41	2104.65	179.45	-482.27	514.58	-3.00	0.00	3.00
2300.00	11.36	290.41	2202.13	187.21	-503.13	536.83	-3.00	0.00	3.00
2400.00	8.36	290.41	2300.64	193.18	-519.17	553.95	-3.00	0.00	3.00
2424.60	7.62	290.41	2325.00	194.37	-522.38	557.36	-3.00	0.00	3.00
2424.6: Glorieta									
2500.00	5.36	290.41	2399.91	197.34	-530.36	565.89	-3.00	0.00	3.00
2510.13	5.05	290.41	2410.00	197.66	-531.22	566.80	-3.00	0.00	3.00
2510.13: Yeso									
2600.00	2.36	290.41	2499.67	199.69	-536.67	572.61	-3.00	0.00	3.00
2678.59	0.00	290.41	2578.25	200.25	-538.18	574.23	-3.00	0.00	3.00
2678.59: Hold									
2700.00	0.00	290.41	2599.65	200.25	-538.18	574.23	0.00	0.00	0.00
2700.35	0.00	290.41	2600.00	200.25	-538.18	574.23	-0.03	-0.03	0.03
2700.35: Vert									
2800.00	0.00	290.41	2699.65	200.25	-538.18	574.23	0.00	0.00	0.00
2900.00	0.00	290.41	2799.65	200.25	-538.18	574.23	0.00	0.00	0.00
3000.00	0.00	290.41	2899.65	200.25	-538.18	574.23	0.00	0.00	0.00
3100.00	0.00	290.41	2999.65	200.25	-538.18	574.23	0.00	0.00	0.00

Survey Report: Brainard 12L #1 - P1										
Operator	Lime Rock Resources			Northing	639946.420			Date	25-May-15	
Dir. Co.	Lime Rock Resources			Easting	539579.390			System	2 - St. Plane	
Well Name	Brainard 12L #1 - P1			Elevation	3309.30			Datum	1927 - NAD27	
Location	EDDY CO., NM			Latitude	32.759134			Zone	3001 - New Mexico East	
Rig				Longitude	-104.338536			Scale Fac.	0.999911	
Job	201508			Units	Feet			Converg.	0.069668	
MD	INC	AZI	TVD	+N/S-	+E/W-	VS@290.41°	BR	TR	DLS	
3200.00	0.00	290.41	3099.65	200.25	-538.18	574.23	0.00	0.00	0.00	
3300.00	0.00	290.41	3199.65	200.25	-538.18	574.23	0.00	0.00	0.00	
3400.00	0.00	290.41	3299.65	200.25	-538.18	574.23	0.00	0.00	0.00	
3500.00	0.00	290.41	3399.65	200.25	-538.18	574.23	0.00	0.00	0.00	
3600.00	0.00	290.41	3499.65	200.25	-538.18	574.23	0.00	0.00	0.00	
3700.00	0.00	290.41	3599.65	200.25	-538.18	574.23	0.00	0.00	0.00	
3800.00	0.00	290.41	3699.65	200.25	-538.18	574.23	0.00	0.00	0.00	
3900.00	0.00	290.41	3799.65	200.25	-538.18	574.23	0.00	0.00	0.00	
3938.35	0.00	290.41	3838.00	200.25	-538.18	574.23	0.00	0.00	0.00	
3938.35: Tubb										
4000.00	0.00	290.41	3899.65	200.25	-538.18	574.23	0.00	0.00	0.00	
4100.00	0.00	290.41	3999.65	200.25	-538.18	574.23	0.00	0.00	0.00	
4200.00	0.00	290.41	4099.65	200.25	-538.18	574.23	0.00	0.00	0.00	
4300.00	0.00	290.41	4199.65	200.25	-538.18	574.23	0.00	0.00	0.00	
4400.00	0.00	290.41	4299.65	200.25	-538.18	574.23	0.00	0.00	0.00	
4500.00	0.00	290.41	4399.65	200.25	-538.18	574.23	0.00	0.00	0.00	
4570.35	0.00	290.41	4470.00	200.25	-538.18	574.23	0.00	0.00	0.00	
4570.35: Abo										
4600.00	0.00	290.41	4499.65	200.25	-538.18	574.23	0.00	0.00	0.00	
4670.35	0.00	290.41	4570.00	200.25	-538.18	574.23	0.00	0.00	0.00	
4670.35: TD										

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/Escape packs — 4 packs shall be stored on the rig floor and contain sufficiently long air hoses as to not to 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.

2

■ 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	Operations Engineer	Houston	713-292-9528	432-254-5140	Same as Cell
Eric McClusky	Operations 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
Gary McClland	Well Site Supervisor	Rotates on Site	NA	903-503-8997	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

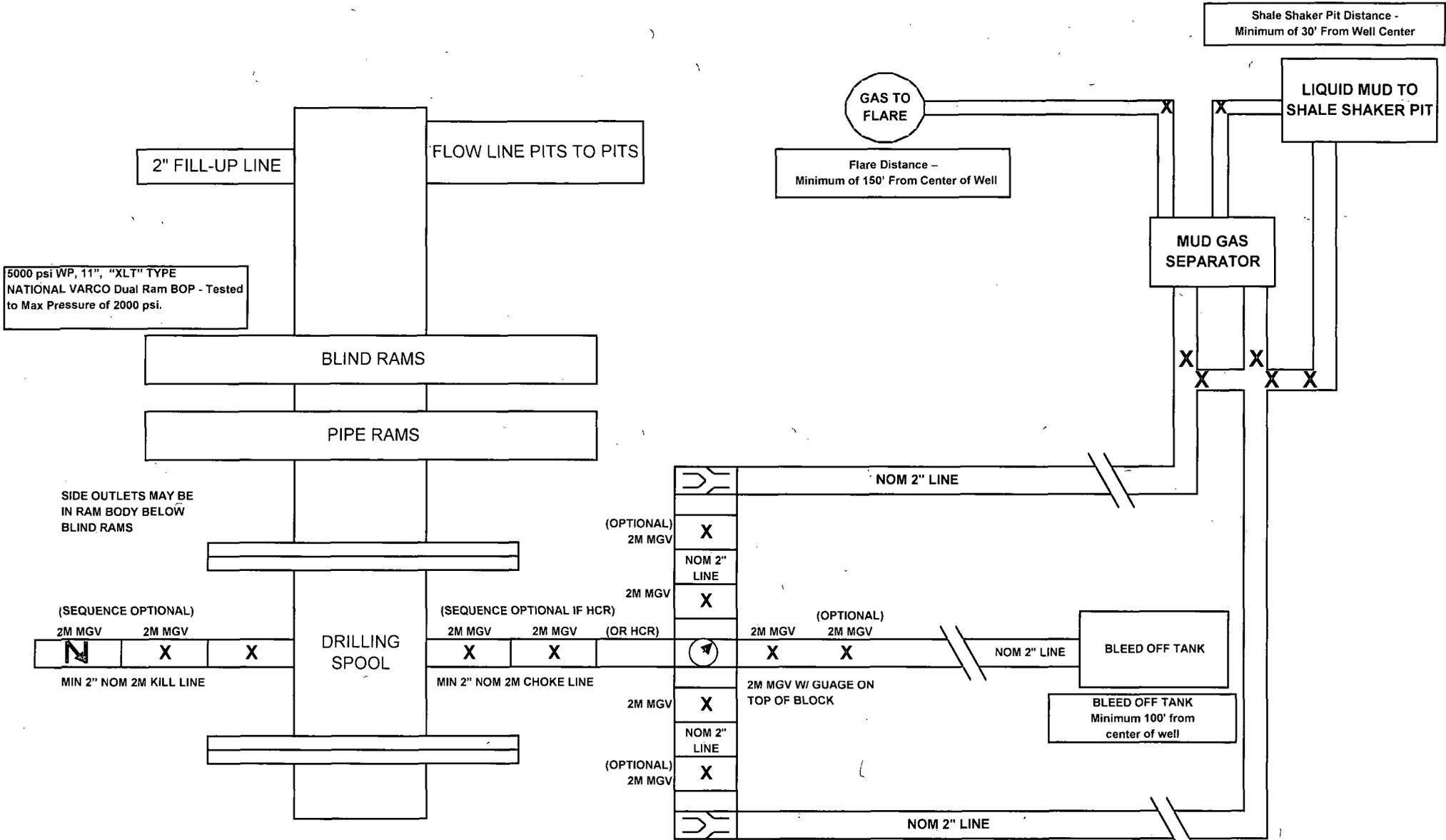
The blowout preventer equipment (BOP) will consist of a 5000 psi rated, "XLT" type, National VARCO double ram preventer that will be tested to a maximum pressure of 2000 psi. The unit will be hydraulically operated and the ram type preventer will be equipped with blind rams on top and drill pipe rams 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



2M ADJUSTABLE CHOKE (REMOTE OPERATED CHOKE OPTIONAL FOR ONE SIDE ONLY)

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

Lime Rock Resources II-A, L.P.

Brainard 12L #1

Unit L, S12-T18S-R26E, Eddy County, NM

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

CRI/HOBBS will supply (2) bins (100 bbl) volume, rails and transportation relating to the Close Loop System. Specification of the Closed Loop System is attached.

Contacts: Gary Wallace (432) 638-4076 Cell (575) 393-1079 Office

Scomi Oil Tool: Supervisor – Armando Soto (432) 553-7979 Hobbs, NM

Monitoring 24 Hour service

Equipment:

Centrifuges – Derrick Brand

Rig Shakers – Brandt Brand

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 or Controlled Recovery, Inc.). The disposal site permit is DFP = #R9166.

2- (250 bbl) tanks to hold fluid

2-CRI bins with track system

2-500 bbl frac tanks with fresh water

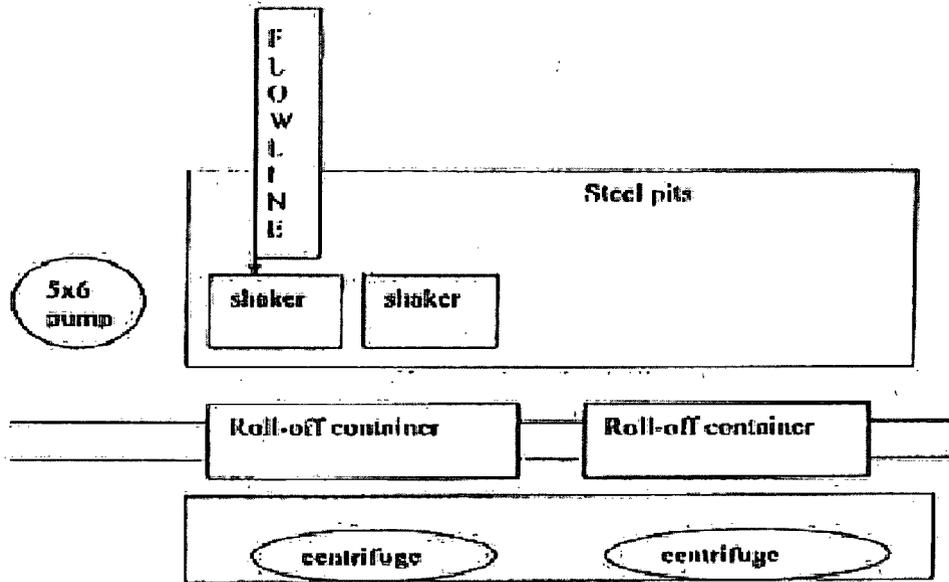
2-500 bbl frac tanks for brine water

Operations:

Closed Loop System equipment will be inspected daily by each tour and any necessary maintenance performed. leak in system will be repaired and/or contained immediately. OCD will be notified within 48 hours of any spill. Remediation process will start immediately.

Closure:

During drilling operations all liquids, drilling fluids and cuttings will be hauled off via CRI equipment to DFP #R9166.



This will be maintained by 24 hour solids control personnel that stay on location.

TOMMY WILSON
CLS
 CLOSED LOOP
 SPECIALTY

Office: 575.746.1689

Cell: 575.748.6367

Permit Conditions of Approval

API: 30-015-43200

OCD Reviewer	Condition
	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.