Larson & Associates, Inc.
Environmental Consultants

RECEIVED OCD

2013 OCT 22 P 2:46

October 21, 2013

Mr. Brad Jones
Environmental Engineer
New Mexico Oil Conservation Division
1220 So. St. Francis Drive
Santa Fe, New Mexico 87505

Re: Unlined Pit (Pit #1, #2 and #3) Signed C-144 and Closure Plans, XTO Energy, Inc., Grimes Lease, Lea County, New Mexico

Dear Mr. Jones:

On behalf of XTO Energy, Inc. (XTO) please find enclosed for your approval signed form C-144 and closure plan for three (3) unlined pits (Pit #1, #2 and #3) located at the Grimes Lease in Lea County, New Mexico. Please contact Mr. Dudley McMinn with XTO at (432) 688-8873 or me at (432) 687-0901 should have any questions.

Sincerely,

Larson & Associates, Inc.

Mark J. Larson, P.G.
Sr. Project Manager
Mark@laenvironmental.com

Enclosure

cc: Dudley McMinn – XTO
Rick Wilson - XTO

District I
1625 N. French Dr., Hobbs, NM 88240
District II
811 S. First St., Artesia, NM 88210
District III
1000 Rio Brazos Road, Aztec, NM 87410
District IV
1220 S. St. Francis Dr., Santa Fe, NM 87505

State of New Mexico
Energy Minerals and Natural Resources
Department
Oil Conservation Division
1220 South St. Francis Dr.
Santa Fe, NM 87505

Form C-144
Revised June 6, 2013

For temporary pits, below-grade tanks, and multi-well fluid management pits, submit to the appropriate NMOCD District Office.
For permanent pits submit to the Santa Fe Environmental Bureau office and provide a copy to the appropriate NMOCD District Office.

Pit, Below-Grade Tank, or Proposed Alternative Method Permit or Closure Plan Application

Type of action:
- ☐ Below grade tank registration
- ☐ Permit of a pit or proposed alternative method
- ☐ Closure of a pit, below-grade tank, or proposed alternative method
- ☐ Modification to an existing permit/or registration
- ☒ Closure plan only submitted for an existing permitted or non-permitted pit, below-grade tank, or proposed alternative method

Instructions: Please submit one application (Form C-144) per individual pit, below-grade tank or alternative request

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 environment. Nor does approval relieve the operator of its responsibility to comply with any other applicable governmental authority's rules, regulations or ordinances.

1.
Operator: XTO Energy, Inc. (Subsidiary of ExxonMobil) OGRID #: 5380
Address: P.O. Box 700, Eunice, New Mexico 88231
Facility or well name: Unregistered/Unlined Pit (#1) located 135' Southeast of Oxy Permian N. Hobbs Unit Well #321
API Number: 30-025-07467 OCD Permit Number: None
U/L or Qtr/Qtr G (SW/NE) Section 30 Township 18 South Range 38 East County: Lea
Center of Proposed Design: Latitude 32° 43' 08.19" Longitude 103° 11' 11.94" NAD: ☐1927 ☒ 1983
Surface Owner: ☐ Federal ☐ State ☒ Private ☐ Tribal Trust or Indian Allotment Surface Owner: Earl O. Creager

2.
☐ **Pit:** Subsection F, G or J of 19.15.17.11 NMAC
Temporary: ☐ Drilling ☐ Workover
☒ Permanent ☐ Emergency ☐ Cavitation ☐ P&A ☐ Multi-Well Fluid Management Low Chloride Drilling Fluid ☐ yes ☐ no
☐ Lined ☒ Unlined Liner type: Thickness _____mil ☐ LLDPE ☐ HDPE ☐ PVC ☐ Other _____
☐ String-Reinforced
Liner Seams: ☐ Welded ☐ Factory ☐ Other _____ Volume: _____bbl Dimensions: L_____ x W_____ x D_____

3.
☐ **Below-grade tank:** Subsection I of 19.15.17.11 NMAC
Volume: _____bbl Type of fluid: _____
Tank Construction material: _____
☐ Secondary containment with leak detection ☐ Visible sidewalls, liner, 6-inch lift and automatic overflow shut-off
☐ Visible sidewalls and liner ☐ Visible sidewalls only ☐ Other _____
Liner type: Thickness _____mil ☐ HDPE ☐ PVC ☐ Other _____

4.
☐ **Alternative Method:**
Submittal of an exception request is required. Exceptions must be submitted to the Santa Fe Environmental Bureau office for consideration of approval.

5.
Fencing: Subsection D of 19.15.17.11 NMAC *(Applies to permanent pits, temporary pits, and below-grade tanks)*
☐ Chain link, six feet in height, two strands of barbed wire at top *(Required if located within 1000 feet of a permanent residence, school, hospital, institution or church)*
☐ Four foot height, four strands of barbed wire evenly spaced between one and four feet
☐ Alternate. Please specify _____

6.

Netting: Subsection E of 19.15.17.11 NMAC *(Applies to permanent pits and permanent open top tanks)*

☐ Screen ☐ Netting ☐ Other_____

☐ Monthly inspections (If netting or screening is not physically feasible)

7.

Signs: Subsection C of 19.15.17.11 NMAC

☐ 12"x 24", 2" lettering, providing Operator's name, site location, and emergency telephone numbers

☐ Signed in compliance with 19.15.16.8 NMAC

8.

Variances and Exceptions:

Justifications and/or demonstrations of equivalency are required. Please refer to 19.15.17 NMAC for guidance.

Please check a box if one or more of the following is requested, if not leave blank:

☐ Variance(s): Requests must be submitted to the appropriate division district for consideration of approval.

☐ Exception(s): Requests must be submitted to the Santa Fe Environmental Bureau office for consideration of approval.

9.

Siting Criteria (regarding permitting): 19.15.17.10 NMAC

Instructions: The applicant must demonstrate compliance for each siting criteria below in the application. Recommendations of acceptable source material are provided below. **Siting criteria does not apply to drying pads or above-grade tanks.**

General siting	
Ground water is less than 25 feet below the bottom of a low chloride temporary pit or below-grade tank. - ☐ NM Office of the State Engineer - iWATERS database search; ☐ USGS; ☐ Data obtained from nearby wells	☐ Yes ☐ No ☐ NA
Ground water is less than 50 feet below the bottom of a Temporary pit, permanent pit, or Multi-Well Fluid Management pit. NM Office of the State Engineer - iWATERS database search; USGS; Data obtained from nearby wells	☐ Yes ☐ No ☐ NA
Within incorporated municipal boundaries or within a defined municipal fresh water well field covered under a municipal ordinance adopted pursuant to NMSA 1978, Section 3-27-3, as amended. **(Does not apply to below grade tanks)** - Written confirmation or verification from the municipality; Written approval obtained from the municipality	☐ Yes ☐ No
Within the area overlying a subsurface mine. **(Does not apply to below grade tanks)** - Written confirmation or verification or map from the NM EMNRD-Mining and Mineral Division	☐ Yes ☐ No
Within an unstable area. **(Does not apply to below grade tanks)** - Engineering measures incorporated into the design; NM Bureau of Geology & Mineral Resources; USGS; NM Geological Society; Topographic map	☐ Yes ☐ No
Within a 100-year floodplain. **(Does not apply to below grade tanks)** - FEMA map	☐ Yes ☐ No
Below Grade Tanks	
Within 100 feet of a continuously flowing watercourse, significant watercourse, lake bed, sinkhole, wetland or playa lake (measured from the ordinary high-water mark). - Topographic map; Visual inspection (certification) of the proposed site	☐ Yes ☐ No
Within 200 horizontal feet of a spring or a fresh water well used for public or livestock consumption;. - NM Office of the State Engineer - iWATERS database search; Visual inspection (certification) of the proposed site	☐ Yes ☐ No
Temporary Pit using Low Chloride Drilling Fluid (maximum chloride content 15,000 mg/liter)	
Within 100 feet of a continuously flowing watercourse, or any other significant watercourse or within 200 feet of any lakebed, sinkhole, or playa lake (measured from the ordinary high-water mark). (Applies to low chloride temporary pits.) - Topographic map; Visual inspection (certification) of the proposed site	☐ Yes ☐ No
Within 300 feet from a occupied permanent residence, school, hospital, institution, or church in existence at the time of initial application. - Visual inspection (certification) of the proposed site; Aerial photo; Satellite image	☐ Yes ☐ No
Within 200 horizontal feet of a spring or a private, domestic fresh water well used by less than five households for domestic or stock watering purposes, or 300feet of any other fresh water well or spring, in existence at the time of the initial application. NM Office of the State Engineer - iWATERS database search; Visual inspection (certification) of the proposed site	☐ Yes ☐ No

Within 100 feet of a wetland. - US Fish and Wildlife Wetland Identification map; Topographic map; Visual inspection (certification) of the proposed site	☐ Yes ☐ No
Temporary Pit Non-low chloride drilling fluid	
Within 300 feet of a continuously flowing watercourse, or any other significant watercourse, or within 200 feet of any lakebed, sinkhole, or playa lake (measured from the ordinary high-water mark). - Topographic map; Visual inspection (certification) of the proposed site	☐ Yes ☐ No
Within 300 feet from a permanent residence, school, hospital, institution, or church in existence at the time of initial application. - Visual inspection (certification) of the proposed site; Aerial photo; Satellite image	☐ Yes ☐ No
Within 500 horizontal feet of a spring or a private, domestic fresh water well used by less than five households for domestic or stock watering purposes, or 1000 feet of any other fresh water well or spring, in the existence at the time of the initial application; - NM Office of the State Engineer - iWATERS database search; Visual inspection (certification) of the proposed site	☐ Yes ☐ No
Within 300 feet of a wetland. - US Fish and Wildlife Wetland Identification map; Topographic map; Visual inspection (certification) of the proposed site	☐ Yes ☐ No
Permanent Pit or Multi-Well Fluid Management Pit	
Within 300 feet of a continuously flowing watercourse, or 200 feet of any other significant watercourse, or lakebed, sinkhole, or playa lake (measured from the ordinary high-water mark). - Topographic map; Visual inspection (certification) of the proposed site	☐ Yes ☐ No
Within 1000 feet from a permanent residence, school, hospital, institution, or church in existence at the time of initial application. - Visual inspection (certification) of the proposed site; Aerial photo; Satellite image	☐ Yes ☐ No
Within 500 horizontal feet of a spring or a fresh water well used for domestic or stock watering purposes, in existence at the time of initial application. - NM Office of the State Engineer - iWATERS database search; Visual inspection (certification) of the proposed site	☐ Yes ☐ No
Within 500 feet of a wetland. - US Fish and Wildlife Wetland Identification map; Topographic map; Visual inspection (certification) of the proposed site	☐ Yes ☐ No

10.

Temporary Pits, Emergency Pits, and Below-grade Tanks Permit Application Attachment Checklist: Subsection B of 19.15.17.9 NMAC

Instructions: Each of the following items must be attached to the application. Please indicate, by a check mark in the box, that the documents are attached.

☐ Hydrogeologic Report (Below-grade Tanks) - based upon the requirements of Paragraph (4) of Subsection B of 19.15.17.9 NMAC
☐ Hydrogeologic Data (Temporary and Emergency Pits) - based upon the requirements of Paragraph (2) of Subsection B of 19.15.17.9 NMAC
☐ Siting Criteria Compliance Demonstrations - based upon the appropriate requirements of 19.15.17.10 NMAC
☐ Design Plan - based upon the appropriate requirements of 19.15.17.11 NMAC
☐ Operating and Maintenance Plan - based upon the appropriate requirements of 19.15.17.12 NMAC
☐ Closure Plan (Please complete Boxes 14 through 18, if applicable) - 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: _____ or Permit Number: _____

11.

Multi-Well Fluid Management Pit Checklist: Subsection B of 19.15.17.9 NMAC

Instructions: Each of the following items must be attached to the application. Please indicate, by a check mark in the box, that the documents are attached.

☐ Design Plan - based upon the appropriate requirements of 19.15.17.11 NMAC
☐ Operating and Maintenance Plan - based upon the appropriate requirements of 19.15.17.12 NMAC
☐ A List of wells with approved application for permit to drill associated with the pit.
☐ Closure Plan (Please complete Boxes 14 through 18, if applicable) - based upon the appropriate requirements of Subsection C of 19.15.17.9 NMAC and 19.15.17.13 NMAC
☐ Hydrogeologic Data - based upon the requirements of Paragraph (4) of Subsection B of 19.15.17.9 NMAC
☐ Siting Criteria Compliance Demonstrations - based upon the appropriate requirements of 19.15.17.10 NMAC

☐ Previously Approved Design (attach copy of design) API Number: _____ or Permit Number: _____

12.
Permanent Pits Permit Application Checklist: Subsection B of 19.15.17.9 NMAC

Instructions: Each of the following items must be attached to the application. Please indicate, by a check mark in the box, that the documents are attached.

- ☐ Hydrogeologic Report - based upon the requirements of Paragraph (1) of Subsection B of 19.15.17.9 NMAC
- ☐ Siting Criteria Compliance Demonstrations - based upon the appropriate requirements of 19.15.17.10 NMAC
- ☐ Climatological Factors Assessment
- ☐ Certified Engineering Design Plans - based upon the appropriate requirements of 19.15.17.11 NMAC
- ☐ Dike Protection and Structural Integrity Design - based upon the appropriate requirements of 19.15.17.11 NMAC
- ☐ Leak Detection Design - based upon the appropriate requirements of 19.15.17.11 NMAC
- ☐ Liner Specifications and Compatibility Assessment - based upon the appropriate requirements of 19.15.17.11 NMAC
- ☐ Quality Control/Quality Assurance Construction and Installation Plan
- ☐ Operating and Maintenance Plan - based upon the appropriate requirements of 19.15.17.12 NMAC
- ☐ Freeboard and Overtopping Prevention Plan - based upon the appropriate requirements of 19.15.17.11 NMAC
- ☐ Nuisance or Hazardous Odors, including H_2S, Prevention Plan
- ☐ Emergency Response Plan
- ☐ Oil Field Waste Stream Characterization
- ☐ Monitoring and Inspection Plan
- ☐ Erosion Control Plan
- ☐ Closure Plan - based upon the appropriate requirements of Subsection C of 19.15.17.9 NMAC and 19.15.17.13 NMAC

13.
Proposed Closure: 19.15.17.13 NMAC

Instructions: Please complete the applicable boxes, Boxes 14 through 18, in regards to the proposed closure plan.

Type: ☐ Drilling ☐ Workover ☐ Emergency ☐ Cavitation ☐ P&A ☒ Permanent Pit ☐ Below-grade Tank ☐ Multi-well Fluid Management Pit ☐ Alternative

Proposed Closure Method: ☒ Waste Excavation and Removal
- ☐ Waste Removal (Closed-loop systems only)
- ☐ On-site Closure Method (Only for temporary pits and closed-loop systems)
  - ☐ In-place Burial ☐ On-site Trench Burial
- ☐ Alternative Closure Method

14.
Waste Excavation and Removal Closure Plan Checklist: (19.15.17.13 NMAC) ***Instructions: Each of the following items must be attached to the closure plan. Please indicate, by a check mark in the box, that the documents are attached.***

- ☒ Protocols and Procedures - based upon the appropriate requirements of 19.15.17.13 NMAC
- ☒ Confirmation Sampling Plan (if applicable) - based upon the appropriate requirements of Subsection C of 19.15.17.13 NMAC
- ☒ Disposal Facility Name and Permit Number (for liquids, drilling fluids and drill cuttings)
- ☒ Soil Backfill and Cover Design Specifications - based upon the appropriate requirements of Subsection H of 19.15.17.13 NMAC
- ☒ Re-vegetation Plan - based upon the appropriate requirements of Subsection H of 19.15.17.13 NMAC
- ☒ Site Reclamation Plan - based upon the appropriate requirements of Subsection H of 19.15.17.13 NMAC

15.
Siting Criteria (regarding on-site closure methods only): 19.15.17.10 NMAC

Instructions: Each siting criteria requires a demonstration of compliance in the closure plan. Recommendations of acceptable source material are provided below. Requests regarding changes to certain siting criteria require justifications and/or demonstrations of equivalency. Please refer to 19.15.17.10 NMAC for guidance.

Ground water is less than 25 feet below the bottom of the buried waste. - NM Office of the State Engineer - iWATERS database search; USGS; Data obtained from nearby wells	☐ Yes ☐ No ☐ NA
Ground water is between 25-50 feet below the bottom of the buried waste - NM Office of the State Engineer - iWATERS database search; USGS; Data obtained from nearby wells	☐ Yes ☐ No ☐ NA
Ground water is more than 100 feet below the bottom of the buried waste. - NM Office of the State Engineer - iWATERS database search; USGS; Data obtained from nearby wells	☐ Yes ☐ No ☐ NA
Within 100 feet of a continuously flowing watercourse, or 200 feet of any other significant watercourse, lakebed, sinkhole, or playa lake (measured from the ordinary high-water mark). - Topographic map; Visual inspection (certification) of the proposed site	☐ Yes ☐ No
Within 300 feet from a permanent residence, school, hospital, institution, or church in existence at the time of initial application. - Visual inspection (certification) of the proposed site; Aerial photo; Satellite image	☐ Yes ☐ No
Within 300 horizontal feet of a private, domestic fresh water well or spring used for domestic or stock watering purposes, in existence at the time of initial application. - NM Office of the State Engineer - iWATERS database; Visual inspection (certification) of the proposed site	☐ Yes ☐ No
Written confirmation or verification from the municipality; Written approval obtained from the municipality	☐ Yes ☐ No
Within 300 feet of a wetland. US Fish and Wildlife Wetland Identification map; Topographic map; Visual inspection (certification) of the proposed site	☐ Yes ☐ No
Within incorporated municipal boundaries or within a defined municipal fresh water well field covered under a municipal ordinance	

adopted pursuant to NMSA 1978, Section 3-27-3, as amended. - Written confirmation or verification from the municipality; Written approval obtained from the municipality	☐ Yes ☐ No
Within the area overlying a subsurface mine. - Written confirmation or verification or map from the NM EMNRD-Mining and Mineral Division	☐ Yes ☐ No
Within an unstable area. - Engineering measures incorporated into the design; NM Bureau of Geology & Mineral Resources; USGS; NM Geological Society; Topographic map	☐ Yes ☐ No
Within a 100-year floodplain. - FEMA map	☐ Yes ☐ No

16.
On-Site Closure Plan Checklist: (19.15.17.13 NMAC) ***Instructions: Each of the following items must be attached to the closure plan. Please indicate, by a check mark in the box, that the documents are attached.***

- ☐ Siting Criteria Compliance Demonstrations - based upon the appropriate requirements of 19.15.17.10 NMAC
- ☐ Proof of Surface Owner Notice - based upon the appropriate requirements of Subsection E of 19.15.17.13 NMAC
- ☐ Construction/Design Plan of Burial Trench (if applicable) based upon the appropriate requirements of Subsection K of 19.15.17.11 NMAC
- ☐ Construction/Design Plan of Temporary Pit (for in-place burial of a drying pad) - based upon the appropriate requirements of 19.15.17.11 NMAC
- ☐ Protocols and Procedures - based upon the appropriate requirements of 19.15.17.13 NMAC
- ☐ Confirmation Sampling Plan (if applicable) - based upon the appropriate requirements of 19.15.17.13 NMAC
- ☐ Waste Material Sampling Plan - based upon the appropriate requirements of 19.15.17.13 NMAC
- ☐ Disposal Facility Name and Permit Number (for liquids, drilling fluids and drill cuttings or in case on-site closure standards cannot be achieved)
- ☐ Soil Cover Design - based upon the appropriate requirements of Subsection H of 19.15.17.13 NMAC
- ☐ Re-vegetation Plan - based upon the appropriate requirements of Subsection H of 19.15.17.13 NMAC
- ☐ Site Reclamation Plan - based upon the appropriate requirements of Subsection H of 19.15.17.13 NMAC

17.
Operator Application Certification:

I hereby certify that the information submitted with this application is true, accurate and complete to the best of my knowledge and belief.

Name (Print): Dudley McMinn Title: EH&S Manager

Signature: Dudley McMinn Date: October 15, 2013

e-mail address: Dudley_McMinn@xtoenergy.com Telephone: (432) 682-8873

18.
OCD Approval: ☐ Permit Application (including closure plan) ☒ Closure Plan (only) ☐ OCD Conditions (see attachment)

OCD Representative Signature: _____ **Approval Date:** 10/22/13

Title: Environmental Engineer **OCD Permit Number:** _____

19.
Closure Report (required within 60 days of closure completion): 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:** _____

20.
Closure Method:

☐ Waste Excavation and Removal ☐ On-Site Closure Method ☐ Alternative Closure Method ☐ Waste Removal (Closed-loop systems only)
☐ If different from approved plan, please explain.

21.
Closure Report Attachment Checklist: ***Instructions: Each of the following items must be attached to the closure report. Please indicate, by a check mark in the box, that the documents are attached.***

- ☐ Proof of Closure Notice (surface owner and division)
- ☐ Proof of Deed Notice (required for on-site closure for private land only)
- ☐ Plot Plan (for on-site closures and temporary pits)
- ☐ Confirmation Sampling Analytical Results (if applicable)
- ☐ Waste Material Sampling Analytical Results (required for on-site closure)
- ☐ Disposal Facility Name and Permit Number
- ☐ Soil Backfilling and Cover Installation
- ☐ Re-vegetation Application Rates and Seeding Technique
- ☐ Site Reclamation (Photo Documentation)

On-site Closure Location: Latitude _____ Longitude _____ NAD: ☐ 1927 ☐ 1983

22.

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: _____ Date: _____

e-mail address: _____ Telephone: _____

ATTACHMENT A

UNLINED PIT (PIT #1) CLOSURE PLAN

CREAGER PROPERTY

Grimes Lease

Lea County, New Mexico

LAI Project No. 12-0148-01

October 15, 2013

Prepared for:

XTO Energy, Inc.

200 N. Loraine St., Ste. 800

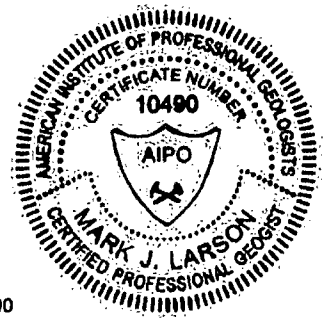
Midland, Texas 79701

Prepared by:

Larson & Associates, Inc.

507 North Marienfeld, Suite 200

Midland, Texas 79701



Mark J. Larson

Certified Professional Geologist No. 10490

Table of Contents

List of Exhibits

INTRODUCTION

in accordance with 19.15.17.13 C NMAC, this closure plan is submitted to the New Mexico Oil Conservation Division (OCD) for an unpermitted and unlined permanent pit (Pit #1). The pit (Site) reverted back to XTO Energy, Inc. (XTO), a subsidiary of ExxonMobil, after the U.S. Bureau of Land Management (BLM) was unable to locate the original operator believed to be Windmill Oil Company. The pit was used in conjunction with a tank battery and wells to recover crude oil (Windmill Oil Company). Documentation for well plugging was submitted by Exxon Mobil to the BLM on August 3, 2010. It is assumed that discharge into the pit ceased prior to June 2008. No tanks or equipment is present at the Site. A fence surrounds the pit.

LOCATION

The Site is located northwest of Carr Lane and West Mahon Road about 0.5 miles west of city limits of Hobbs, New Mexico. The legal description is Unit G (SW/4, NE/4), Section 30, Township 18 South and Range 38 in Lea County, New Mexico. The geodetic position is north 32° 43' 08.19" and west 103° 11' 11.94". The nearest producing oil well is the Occidental Permian, North Hobbs G/SA Unit #321 with API# 30-025-07467. This well is located about 135 feet northwest of the Site. Exhibit A presents a topographic, aerial and Site maps.

GROUNDWATER

The average depth to groundwater in Unit G (SW/4, NE/4), Section 30, Township 18 South, Range 38 East, as reported by the Office of the New Mexico State Engineer (OSE), is approximately 33.6 feet below ground surface (bgs). Exhibit B presents the average depth to groundwater report.

SURFACE OWNER

Mr. Earl 0. Creager, located at 1525 East Yeso Drive, Hobbs, New Mexico 88240, was identified as the surface owner of record at the Lea County Tax Assessor in Lovington, New Mexico.

NOTIFICATION

In accordance 19.15.17.13E (3) NMAC, notification is hereby given to the OCD in Santa Fe, New Mexico, that closure of the pit will commence within 30 days following approval of the closure plan. In accordance with 19.15.17.13 E (1) NMAC, notification will be given to the surface owner by certified mail, return receipt requested, at least 72 hours but no more than 1 week prior to commencing closure

of the pit. The notice will include the nearest well and API number, unit letter, section, township and range of the pit.

SCHEDULE

The following is a schedule for closing the pit. The timeline will begin within 30 days following approval of the closure plan by the OCD in Santa Fe, New Mexico.

Week 1	Submit notification to landowner within 72 hours of initiating closure;
Week 2	Commence closure with removal of security fence for scrap or recycling, and debris (i.e., concrete, caliche, scrap wood, sludge) for disposal at an OCD permitted facility;
Week 3	In accordance with 19.15.17.13 C (a) NMAC collect a five point composite sample to include any obviously stained or wet soils, or other evidence of contamination from the bottom of the pit for delivery under preservation and chain of custody to the environmental laboratory;
Weeks 4 and 5	Perform laboratory analysis in accordance with Table 1 including chloride (E300.0), TPH (SW-846-418.1), BTEX (Sw-846-8021B);
Week 6	Report laboratory results to OCD in Santa Fe, New Mexico;

CLOSURE PLAN

The following closure plan is submitted for compliance with Subpart C of 19.15.17.13 NMAC.

Step 1	Remove security fence for scrap or recycling;
Step 2	Remove liquid for disposal at an OCD approved Class II commercial salt water disposal (SWD) well;
Step 3	Remove BS&W and hydrocarbon contaminated material (i.e., sludge, scrap wood, caliche, concrete, etc.) for disposal at Sundance Services, Inc. (operating under OCD permit number NM-1-0003), Lea Land Landfill, Inc., (operating under OCD permit number NM-1-035) or R360, formerly Controlled Recovery, Inc. (operating under OCD order number R-9166) based on waste acceptance criteria;

Step 4 Collecting 5 point composite sample to include any obviously stained or wet soils, or other evidence of contamination from bottom of the pit and submit samples under preservation and chain of custody to Permian Basin Environmental Lab (PBELAB) located in Midland, Texas, for analysis to include chloride by EPA method E300, TPH by EPA method SW-846-418.1 and BTEX by EPA method SW-846-8021B;

Step 5 Submit laboratory results to OCD in Santa Fe, New Mexico;

Step 6 Reclaim surface in accordance with reclamation plan assuming no delineation is required by OCD in Santa Fe;

Step 7 Within sixty (60) days following pit closure and surface reclamation submit final report to OCD in Santa Fe on form C-144.

Note: *Action levels for chloride, TPH, BTEX and benzene are as follows:*

Constituent	***Limit (mg/Kg)***
Chloride	*600*
TPH	*100*
Benzene	*10*
BTEX	*50*

RECLAMATION PLAN

In accordance with 19.15.17.13(3) (C) NMAC, If all contaminant concentrations are less than or equal to the parameters listed above, as referenced in Table I of 19.15.17.13 NMAC, then the pit will be backfilled with non-waste containing, uncontaminated, earthen material. The, the soil cover shall include either the background thickness of topsoil or one foot of suitable material to establish vegetation at the site, whichever is greater (19.15.17.13H (3) NMAC).

In accordance with 19.15.17.13 H (4) NMAC the surface will be graded and crowned slightly to prevent ponding of water and erosion of cover material.
In accordance with 19.15.17.13 H (5) (a) NMAC, all areas disturbed by the closure of the pit, except areas reasonably needed for production operations or for subsequent drilling operations, shall be reclaimed as early and as nearly as practicable to their original condition or their final land use and shall be maintained to control dust and minimize erosion to the extent practicable.

In accordance with 19.15.17.13 H (5) (b), topsoil and subsoil will be replaced to their original relative positions and contoured so as to achieve erosion control, long-term stability and preservation of

surface water flow patterns. The surface will be seeded in the first favorable growing season following closure. Re-vegetation shall be considered complete when all ground surface disturbing activities have been completed and a uniform vegetative cover has been established that reflects a life-form ratio of plus or minus fifty percent (50%) of pre-disturbance levels and a total plant cover of at least seventy percent (70%) of pre-disturbance levels, excluding noxious weeds. XTO shall notify the OCD in Santa Fe when reclamation and re-vegetation are complete.

CLOSURE REPORT

Within 60 days following completion of closure activities a closure report will be submitted on form C-144 to the OCD in Santa Fe, as required by 19.15.17.13 (F) NMAC. The report will include all necessary attachment to document all closure activities including sampling results and details on closure and reclamation activities. The report will certify that all information in the report and attachments is correct to comply with all applicable requirements specified in the approved closure plan.

EXHIBIT A

Topographic, Aerial and Site Maps

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BSK

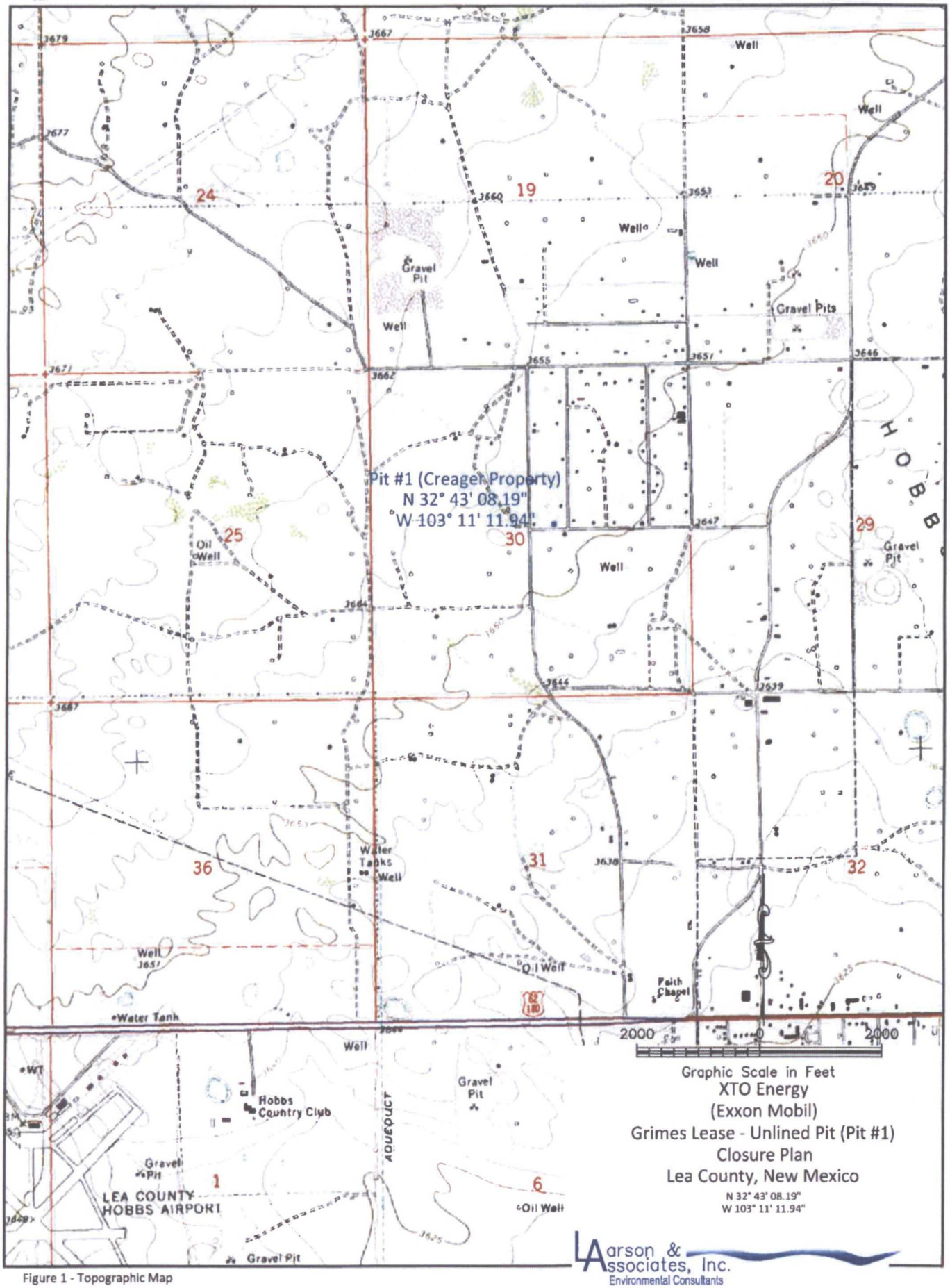

Figure 1 - Topographic Map

BSK

Graphic Scale in Feet

XTO Energy
(Exxon Mobil)
Grimes Lease - Unlined Pit (Pit #1)
Closure Plan
Lea County, New Mexico
N 32° 43' 08.19"
W 103° 11' 11.94"

Larson & Associates, Inc.
Environmental Consultants

Figure 2 - Aerial Map

V:\PROJECTS\XTO ENERGY\12-014B-01 Grimes Lease\XTO Grimes Lease.dwg, 9/12/2013 2:14:08 PM

BSK

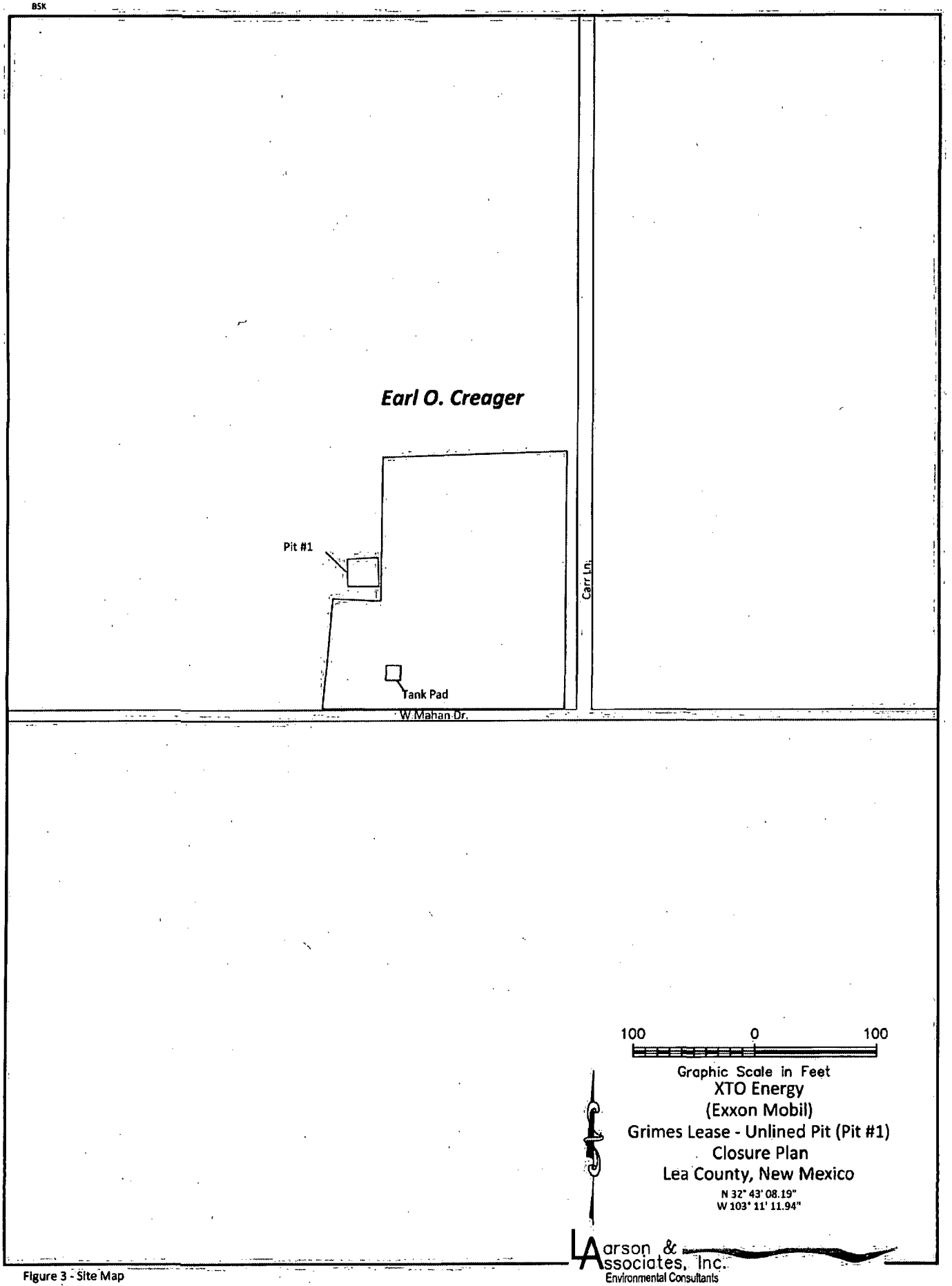

Figure 3 - Site Map

EXHIBIT B

Average Depth to Groundwater Report

Summary of Well Depth and Depth to Groundwater
Unit G (SW1/4, NE1/4), Section 30, Township 18 South, Range 38 East
Lea County, New Mexico

Water Right Number	Quarter Section	Quarter Section	Section	Township	Range	Depth Well	Depth Water
L 05596	SW	NE	30	18 South	38 East	50	28
L 05624	SW	NE	30	18 South	38 East	50	28
L 05625	SW	NE	30	18 South	38 East	50	28
L 05865	SW	NE	30	18 South	38 East	40	27
L 05866	SW	NE	30	18 South	38 East	40	27
L 05867	SW	NE	30	18 South	38 East	43	27
L 05868	SW	NE	30	18 South	38 East	43	27
L 05869	SW	NE	30	18 South	38 East	40	27
L 05870	SW	NE	30	18 South	38 East	43	27
L 05886	SW	NE	30	18 South	38 East	43	26
L 05946	SW	NE	30	18 South	38 East	50	40
L 05947	SW	NE	30	18 South	38 East	50	40
L 05948	SW	NE	30	18 South	38 East	50	40
L 05949	SW	NE	30	18 South	38 East	50	40
L 06001	SW	NE	30	18 South	38 East	50	40
L 06176	SW	NE	30	18 South	38 East	40	32
L 06177	SW	NE	30	18 South	38 East	40	32
L 06200	SW	NE	30	18 South	38 East	42	40
L 06514	SW	NE	30	18 South	38 East	50	48
L 06514	SW	NE	30	18 South	38 East	50	48
					Total:	**914**	**672**
					Average:	**45.7**	**33.6**

Source: New Mexico State Engineer, Santa Fe, New Mexico
Depth is in feet below ground

New Mexico Office of the State Engineer
Water Column/Average Depth to Water

(A CLW##### in the POD suffix indicates the POD has been replaced & no longer serves a water right file.)

(R=POD has been replaced, O=orphaned, C=the file is closed)

(quarters are 1=NW 2=NE 3=SW 4=SE)
(quarters are smallest to largest)

(NAD83 UTM in meters)

(in feet)

POD Number	Code	POD Sub-basin	County	Q64	Q16	Q4	Sec	Twp	Rng	X	Y	Depth Well	Depth Water	Water Column
G 06340	O	L	LE	3	3	2	30	18S	38E	669929	3621621*	50		
L 01835		L	LE	1	4	2	30	18S	38E	670332	3621828*	100	30	70
L 01835	R	L	LE	1	4	2	30	18S	38E	670332	3621828*	100	30	70
L 01835 POD2		L	LE	3	4	2	30	18S	38E	670332	3621828*	100	26	74
L 01835 POD3		L	LE	1	2	2	30	18S	38E	670325	3622231*	109	30	79
L 01835 POD4		L	LE	3	2	2	30	18S	38E	670325	3622031*	96	35	61
L 01835 POD5		L	LE	1	4	2	30	18S	38E	670332	3621828*	100	32	68
L 01835 POD6		L	LE	1	4	2	30	18S	38E	670332	3621828*	120	32	88
L 01862 POD2		L	LE	4	2	2	30	18S	38E	670525	3622031*	60	28	32
L 01937	R	L	LE	2	1	2	30	18S	38E	670122	3622224*	130	37	93
L 02244		L	LE	1	2	2	30	18S	38E	670325	3622231*	85	30	55
L 02261		L	LE	1	4	2	30	18S	38E	670332	3621828*	50	30	20
L 02271		L	LE	3	2	2	30	18S	38E	670325	3622031*	80	35	45
L 02577		L	LE	2	2	2	30	18S	38E	670525	3622231*	80	40	40
L 02577	R	L	LE	2	2	2	30	18S	38E	670525	3622231*	80	40	40
L 02660		L	LE	4	4	2	30	18S	38E	670532	3621628*	60	33	27
L 02777		L	LE	4	2	2	30	18S	38E	670525	3622031*	60	25	35
L 02780		L	LE	4	4	2	30	18S	38E	670532	3621628*	85	26	59
L 02858		L	LE	2	2	2	30	18S	38E	670525	3622231*	60	30	30
L 02873		L	LE	3	4	2	30	18S	38E	670332	3621628*	60	26	34
L 03130		L	LE	4	2	2	30	18S	38E	670525	3622031*	80	30	50
L 03259		L	LE	1	2	2	30	18S	38E	670325	3622231*	111	30	81
L 03526		L	LE	2	2	2	30	18S	38E	670525	3622231*	100	30	70
L 03545 POD1		L	LE			2	30	18S	38E	670231	3621923*	36	26	10
L 03545 POD10		L	LE			2	30	18S	38E	670231	3621923*	37	26	11
L 03545 POD11		L	LE			2	30	18S	38E	670231	3621923*	37	26	11

*UTM location was derived from PLSS - see Help

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(R=POD has been replaced, O=orphaned, C=the file is closed)

(quarters are 1=NW 2=NE 3=SW 4=SE)

(quarters are smallest to largest)

(NAD83 UTM in meters)

(in feet)

POD Number	Code	POD Sub-basin	County	Q 64	Q 16	Q 4	Sec	Twp	Rng	X	Y	Depth Well	Depth Water	Water Column
L 03545 POD12		L	LE			2	30	18S	38E	670231	3621923*	36	26	10
L 03545 POD13		L	LE			2	30	18S	38E	670231	3621923*	36	26	10
L 03545 POD2		L	LE			2	30	18S	38E	670231	3621923*	37	26	11
L 03545 POD4		L	LE			2	30	18S	38E	670231	3621923*	36	26	10
L 03545 POD5		L	LE			2	30	18S	38E	670231	3621923*	36	26	10
L 03545 POD7		L	LE			2	30	18S	38E	670231	3621923*	36	26	10
L 03545 POD8		L	LE			2	30	18S	38E	670231	3621923*	36	26	10
L 03545 POD9		L	LE			2	30	18S	38E	670231	3621923*	36	26	10
L 03659		L	LE	2	2	2	30	18S	38E	670525	3622231*	100	30	70
L 03690		L	LE	3	2	2	30	18S	38E	670325	3622031*	75	35	40
L 03802		L	LE			2	30	18S	38E	670231	3621923*	88	30	58
L 03979		L	LE		4	2	30	18S	38E	670433	3621729*			
L 03996		L	LE	2	4	2	30	18S	38E	670532	3621628*	80	33	47
L 04397		L	LE	3	1	2	30	18S	38E	669922	3622024*	80	28	52
L 04511		L	LE	3	4	2	30	18S	38E	670332	3621628*	29	25	4
L 04519		L	LE	2	2	2	30	18S	38E	670525	3622231*	65	50	15
L 05047		L	LE	3	2	2	30	18S	38E	670325	3622031*	90	40	50
L 05593		L	LE	4	3	2	30	18S	38E	670129	3621621*	130	50	80
L 05596	C	L	LE	3	3	2	30	18S	38E	669929	3621621*	50	28	22
L 05596 POD3		L	LE	3	3	2	30	18S	38E	669929	3621621*	50	28	22
L 05596 POD3	C	L	LE	3	3	2	30	18S	38E	669929	3621621*	50	28	22
L 05624		L	LE	4	3	2	30	18S	38E	670129	3621621*	50	28	22
L 05624	C	L	LE	4	3	2	30	18S	38E	670129	3621621*	50	28	22
L 05625		L	LE	4	3	2	30	18S	38E	670129	3621621*	50	28	22
L 05626		L	LE	3	4	2	30	18S	38E	670332	3621628*	50	28	22
L 05666		L	LE			2	30	18S	38E	670231	3621923*	105	40	65
L 05678		L	LE	4	3	2	30	18S	38E	670129	3621621*	110	50	60
L 05865		L	LE	3	3	2	30	18S	38E	669929	3621621*	40	27	13
L 05866		L	LE	3	3	2	30	18S	38E	669929	3621621*	40	27	13

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(quarters are smallest to largest)

(NAD83 UTM in meters)

(in feet)

POD Number	Code	POD Sub-basin	County	Q 64	Q 16	Q 4	Sec	Twp	Rng	X	Y	Depth Well	Depth Water	Water Column
L 05867		L	LE	3	3	2	30	18S	38E	669929	3621621*	43	27	16
L 05868		L	LE	3	3	2	30	18S	38E	669929	3621621*	43	27	16
L 05869		L	LE	3	3	2	30	18S	38E	669929	3621621*	40	27	13
L 05870	C	L	LE	3	3	2	30	18S	38E	669929	3621621*	43	27	16
L 05886		L	LE	3	3	2	30	18S	38E	669929	3621621*	43	26	17
L 05888		L	LE	3	4	2	30	18S	38E	670332	3621628*	43	26	17
L 05929		L	LE	1	4	2	30	18S	38E	670332	3621628*	40	32	8
L 05930		L	LE	1	4	2	30	18S	38E	670332	3621628*	40	32	8
L 05931		L	LE	1	4	2	30	18S	38E	670332	3621628*	40	32	8
L 05932		L	LE	1	4	2	30	18S	38E	670332	3621628*	40	32	8
L 05933		L	LE	1	4	2	30	18S	38E	670332	3621628*	40	32	8
L 05934		L	LE	1	4	2	30	18S	38E	670332	3621628*	40	32	8
L 05946		L	LE	1	3	2	30	18S	38E	669929	3621621*	50	40	10
L 05947		L	LE	1	3	2	30	18S	38E	669929	3621621*	50	40	10
L 05948		L	LE	2	3	2	30	18S	38E	670129	3621621*	50	40	10
L 05949		L	LE	2	3	2	30	18S	38E	670129	3621621*	50	40	10
L 05986		L	LE	3	3	2	30	18S	38E	669929	3621621*	50		
L 06000		L	LE	4	1	2	30	18S	38E	670122	3622024*	50	40	10
L 06000	C	L	LE	4	1	2	30	18S	38E	670122	3622024*	50	40	10
L 06001		L	LE	4	3	2	30	18S	38E	670129	3621621*	50	40	10
L 06001	C	L	LE	4	3	2	30	18S	38E	670129	3621621*	50	40	10
L 06003		L	LE	4	3	2	30	18S	38E	670129	3621621*	55		
L 06025		L	LE	4	3	2	30	18S	38E	670129	3621621*	55		
L 06124		L	LE		1	2	30	18S	38E	670023	3622125*	100	65	35
L 06176		L	LE	1	3	2	30	18S	38E	669929	3621621*	40	32	8
L 06177		L	LE	1	3	2	30	18S	38E	669929	3621621*	40	32	8
L 06200		L	LE	3	3	2	30	18S	38E	669929	3621621*	42	40	2
L 06200	C	L	LE	3	3	2	30	18S	38E	669929	3621621*	42	40	2
L 06291		L	LE	2	3	2	30	18S	38E	670129	3621621*	150	50	100

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(NAD83 UTM in meters)

(in feet)

POD Number	Code	Sub-basin	County	Q 64	Q 16	Q 4	Sec	Twns	Rng	X	Y	Depth Well	Depth Water	Water Column
L 06340 POD2		L	LE	3	3	2	30	18S	38E	669929	3621621*	50		
L 06340 POD4		L	LE	3	4	2	30	18S	38E	670332	3621628*	50		
L 06340 POD5		L	LE	3	4	2	30	18S	38E	670332	3621628*	50		
L 06340 POD6		L	LE	3	4	2	30	18S	38E	670332	3621628*	50		
L 06340 POD7		L	LE	4	3	2	30	18S	38E	670129	3621621*	50		
L 06514		L	LE	4	3	2	30	18S	38E	670129	3621621*	50	48	2
L 06514 POD2		L	LE	4	3	2	30	18S	38E	670129	3621621*	50	48	2
L 06514 POD3		L	LE	4	3	2	30	18S	38E	670129	3621621*	50		
L 06545		L	LE	4	4	2	30	18S	38E	670532	3621628*	100	38	62
L 06550		L	LE	1	1	2	30	18S	38E	669922	3622224*	145	87	58
L 07169		L	LE	1	1	2	30	18S	38E	669922	3622224*	100	35	65
L 07245		L	LE		4	2	30	18S	38E	670433	3621729*	100	46	54
L 07602	R	L	LE	2	2	2	30	18S	38E	670525	3622231*	109		
L 07602 POD2		L	LE	3	3	2	30	18S	38E	669929	3621621*	190	49	141
L 07982		L	LE	2	3	2	30	18S	38E	670129	3621621*	130	48	82
L 08018 POD2		L	LE	2	2	2	30	18S	38E	670525	3622231*	150	70	80
L 08445		L	LE		1	2	30	18S	38E	670023	3622125*	966	34	932
L 08447		L	LE		1	2	30	18S	38E	670023	3622125*	161	36	125
L 08926		L	LE		3	2	30	18S	38E	670030	3621722*	100	54	46
L 09115		L	LE	1	1	2	30	18S	38E	669922	3622224*	153	32	121
L 09273		L	LE			2	30	18S	38E	670231	3621923*	86	50	36
L 09431		L	LE	1	1	2	30	18S	38E	669922	3622224*	100	42	58
L 09789		L	LE	2	1	2	30	18S	38E	670122	3622224*	156	37	119
L 10041		L	LE		4	2	30	18S	38E	670433	3621729*	140	60	80
L 10080		L	LE	1	1	2	30	18S	38E	669922	3622224*	175	117	58
L 10235		L	LE		4	2	30	18S	38E	670433	3621729*	160	41	119
L 10408		L	LE		2	2	30	18S	38E	670426	3622132*	100	44	56
L 10862		L	LE		2	2	30	18S	38E	670426	3622132*	150	43	107
L 10888		L	LE		1	2	30	18S	38E	670023	3622125*	160	44	116

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(NAD83 UTM in meters)

(In feet)

POD Number	POD Sub-Code	basin	County	Q64	Q16	Q4	Sec	Twp	Rng	X	Y	Depth Well	Depth Water	Water Column
L 11126	L		LE	2	1	2	30	18S	38E	670122	3622224*	150	56	94
L 11214	L		LE	2	3	2	30	18S	38E	670129	3621821*	196		
L 11277	L		LE	1	1	2	30	18S	38E	669922	3622224*	177		
L 11317	L		LE	2	2	2	30	18S	38E	670525	3622231*	184	56	128
L 11393	L		LE	1	1	2	30	18S	38E	669922	3622224*	176		
L 11527	L		LE	2	4	2	30	18S	38E	670532	3621828*	140	51	89
L 11570	L		LE	2	3	2	30	18S	38E	670129	3621821*	176		
L 11577	L		LE	1	1	2	30	18S	38E	669922	3622224*	180		
L 11599	L		LE	1	1	2	30	18S	38E	669922	3622224*	107		
L 12081 POD1	L		LE	4	4	2	30	18S	38E	670588	3621647	210		
L 12291 POD1	L		LE	2	4	2	30	18S	38E	670484	3621920	195	80	115
L 12981 POD1	L		LE	4	4	2	30	18S	38E	670533	3621541	195		
L 13244 POD1	L		LE	4	3	2	30	18S	38E	670090	3621626	160	56	104
L 13266 POD1	L		LE	2	4	2	30	18S	38E	670534	3621751	160	57	103

Average Depth to Water: 37 feet

Minimum Depth: 25 feet

Maximum Depth: 117 feet

Record Count: 127

PLSS Search:

Q4: NE Section(s): 30 Township: 18S Range: 38E

*UTM location was derived from PLSS - see Help