

ABOVE THIS LINE FOR DIVISION USE ONLY

NEW MEXICO OIL CONSERVATION DIVISION

- Engineering Bureau -

1220 South St. Francis Drive, Santa Fe, NM 87505



Lime Rock Resources II-A LP
McNatt Vandergriff 14P #2

MCNATT VANDERGRUFF 14 P #2 30-015-40489

ADMINISTRATIVE APPLICATION CHECKLIST

THIS CHECKLIST IS MANDATORY FOR ALL ADMINISTRATIVE APPLICATIONS FOR EXCEPTIONS TO DIVISION RULES AND REGULATIONS WHICH REQUIRE PROCESSING AT THE DIVISION LEVEL IN SANTA FE

Application Acronyms:

- [NSL-Non-Standard Location] [NSP-Non-Standard Proration Unit] [SD-Simultaneous Dedication]
- [DHC-Downhole Commingling] [CTB-Lease Commingling] [PLC-Pool/Lease Commingling]
- [PC-Pool Commingling] [OLS - Off-Lease Storage] [OLM-Off-Lease Measurement]
- [WFX-Waterflood Expansion] [PMX-Pressure Maintenance Expansion]
- [SWD-Salt Water Disposal] [IPI-Injection Pressure Increase]
- [EOR-Qualified Enhanced Oil Recovery Certification] [PPR-Positive Production Response]

[1] **TYPE OF APPLICATION** - Check Those Which Apply for [A]

[A] Location - Spacing Unit - Simultaneous Dedication
 NSL NSP SD

Check One Only for [B] or [C]

[B] Commingling - Storage - Measurement
 DHC CTB PLC PC OLS OLM

[C] Injection - Disposal - Pressure Increase - Enhanced Oil Recovery
 WFX PMX SWD IPI EOR PPR

[D] Other: Specify _____

RECEIVED OOD
 2012 OCT - 2 P 12:19

[2] **NOTIFICATION REQUIRED TO:** - Check Those Which Apply, or Does Not Apply

- [A] Working, Royalty or Overriding Royalty Interest Owners
- [B] Offset Operators, Leaseholders or Surface Owner
- [C] Application is One Which Requires Published Legal Notice
- [D] Notification and/or Concurrent Approval by BLM or SLO
U.S. Bureau of Land Management - Commissioner of Public Lands, State Land Office
- [E] For all of the above, Proof of Notification or Publication is Attached, and/or,
- [F] Waivers are Attached

[3] **SUBMIT ACCURATE AND COMPLETE INFORMATION REQUIRED TO PROCESS THE TYPE OF APPLICATION INDICATED ABOVE.**

[4] **CERTIFICATION:** I hereby certify that the information submitted with this application for administrative approval is **accurate** and **complete** to the best of my knowledge. I also understand that **no action** will be taken on this application until the required information and notifications are submitted to the Division.

Note: Statement must be completed by an individual with managerial and/or supervisory capacity.

Mike Pippin Print or Type Name	<i>Mike Pippin</i> Signature	Petroleum Engineer Title	October 1, 2012 Date
		mike@pippinllc.com e-mail Address	

OLM - 70

LIME ROCK RESOURCES II-A, L.P.
Mike Pippin PE
3104 N. Sullivan Avenue
Farmington, NM 87401
505-327-4573 (phone) mike@pippinllc.com

October 1, 2012

NMOCD
1220 South St. Francis Drive
Santa Fe, NM 87505

**RE: C-107B, APPLICATION FOR OFF-LEASE STORAGE & MEASUREMENT
MCNATT VANDERGRIF 14 P #2- API#: 30-015-40489
Unit Letter "P" Section 14 T18S R26E
Eddy County, New Mexico**

Greetings:

LIME ROCK RESOURCES II-A, L.P. as operator of the above-referenced well, is submitting this application to permit the referenced well for Off-Lease Storage & Measurement. Its State pool is, Atoka, Glorieta-Yeso (3250).

The McNatt Vandergriff 14 P #2 is located on a Fee lease. All working interest owners and royalty owners have been contacted.

Attached is the necessary C-107B information, schematic map of the tank battery and plat showing the private (Fee) lease boundaries and well and tank battery locations.

Should you have any questions, please contact me at 505-327-4573.

Very truly yours,



Mike Pippin

Petroleum Engineer

District I
1625 N. French Drive, 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

Form C-107-B
Revised August 1, 2011

OIL CONSERVATION DIVISION
1220 S. St Francis Drive
Santa Fe, New Mexico 87505

Submit the original application to the Santa Fe office with one copy to the appropriate District Office.

APPLICATION FOR SURFACE COMMINGLING (DIVERSE OWNERSHIP)

OPERATOR NAME: LIME ROCK RESOURCES II-A, L.P.
OPERATOR ADDRESS: c/o Mike Pippin LLC, 3104 N. Sullivan, Farmington, NM87401
APPLICATION TYPE:

Pool Commingling Lease Commingling Pool and Lease Commingling Off-Lease Storage and Measurement (Only if not Surface Commingled)
LEASE TYPE: Fee State Federal

Is this an Amendment to existing Order? Yes No If "Yes", please include the appropriate Order No. _____
Have the Bureau of Land Management (BLM) and State Land office (SLO) been notified in writing of the proposed commingling
 Yes No **This is not a commingle.**

(A) POOL COMMINGLING
Please attach sheets with the following information

(1) Pool Names and Codes	Gravities / BTU of Non-Commingled Production	Calculated Gravities / BTU of Commingled Production		Calculated Value of Commingled Production	Volumes
Atoka, Glorieta-Yeso 3250	35.4/1.456				

(2) Are any wells producing at top allowables? Yes No
(3) Has all interest owners been notified by certified mail of the proposed commingling? Yes No.
(4) Measurement type: Metering Other (Specify)
(5) Will commingling decrease the value of production? Yes No If "yes", describe why commingling should be approved

(B) LEASE COMMINGLING
Please attach sheets with the following information

(1) Pool Name and Code.
(2) Is all production from same source of supply? Yes No
(3) Has all interest owners been notified by certified mail of the proposed commingling? Yes No
(4) Measurement type: Metering Other (Specify)

(C) POOL and LEASE COMMINGLING
Please attach sheets with the following information

(1) Complete Sections A and E.

(D) OFF-LEASE STORAGE and MEASUREMENT
Please attached sheets with the following information

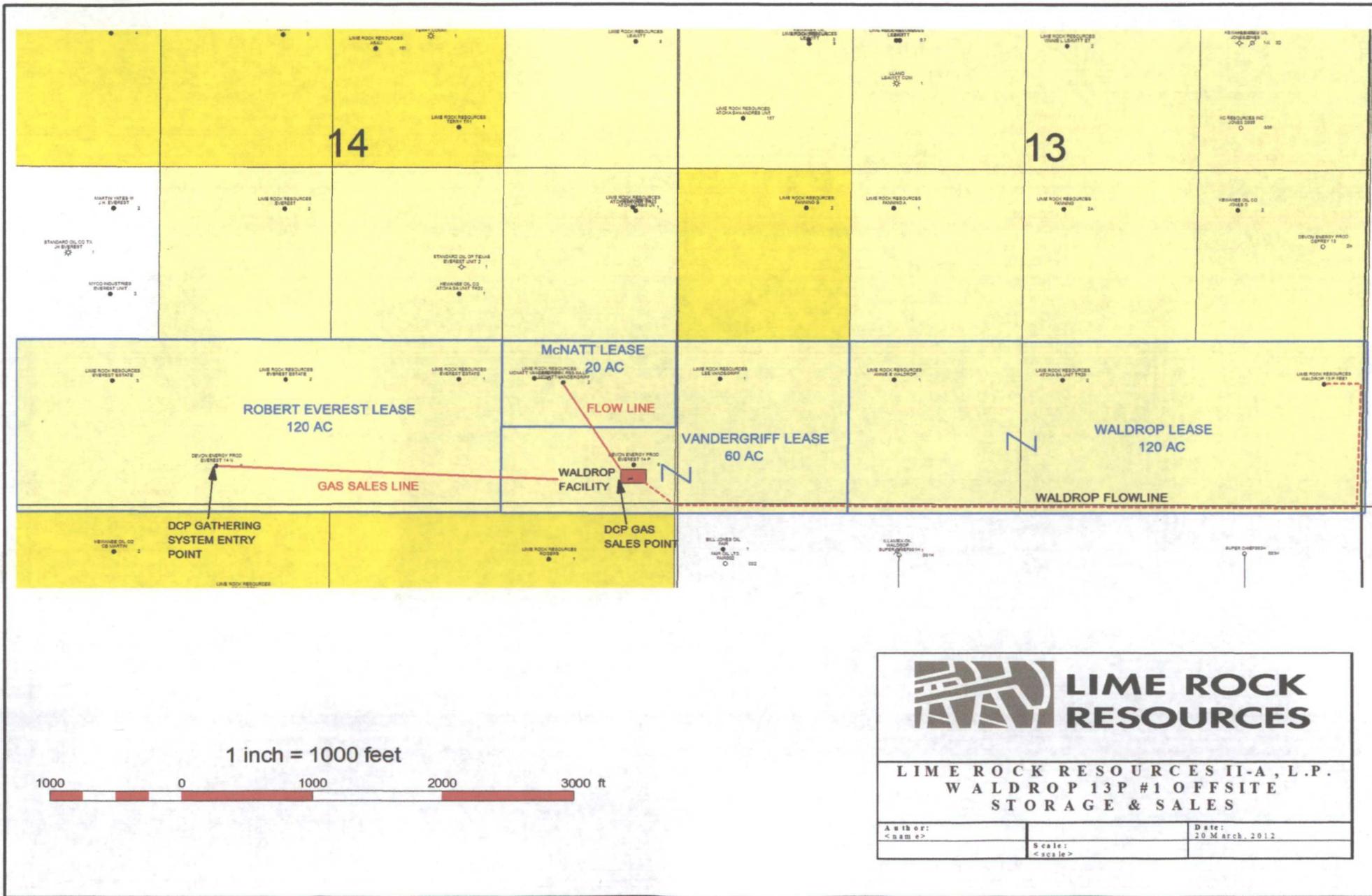
(1) Is all production from same source of supply? Yes No
(2) Include proof of notice to all interest owners. See attached.

(E) ADDITIONAL INFORMATION (for all application types)
Please attach sheets with the following information

(1) A schematic diagram of facility, including legal location. See Attached
(2) A plat with lease boundaries showing all well and facility locations. Include lease numbers if Federal or State lands are involved. See Attached
(3) Lease Names, Lease and Well Numbers, and API Numbers. McNatt Vandergriff 14 P #2, 30-015-40489

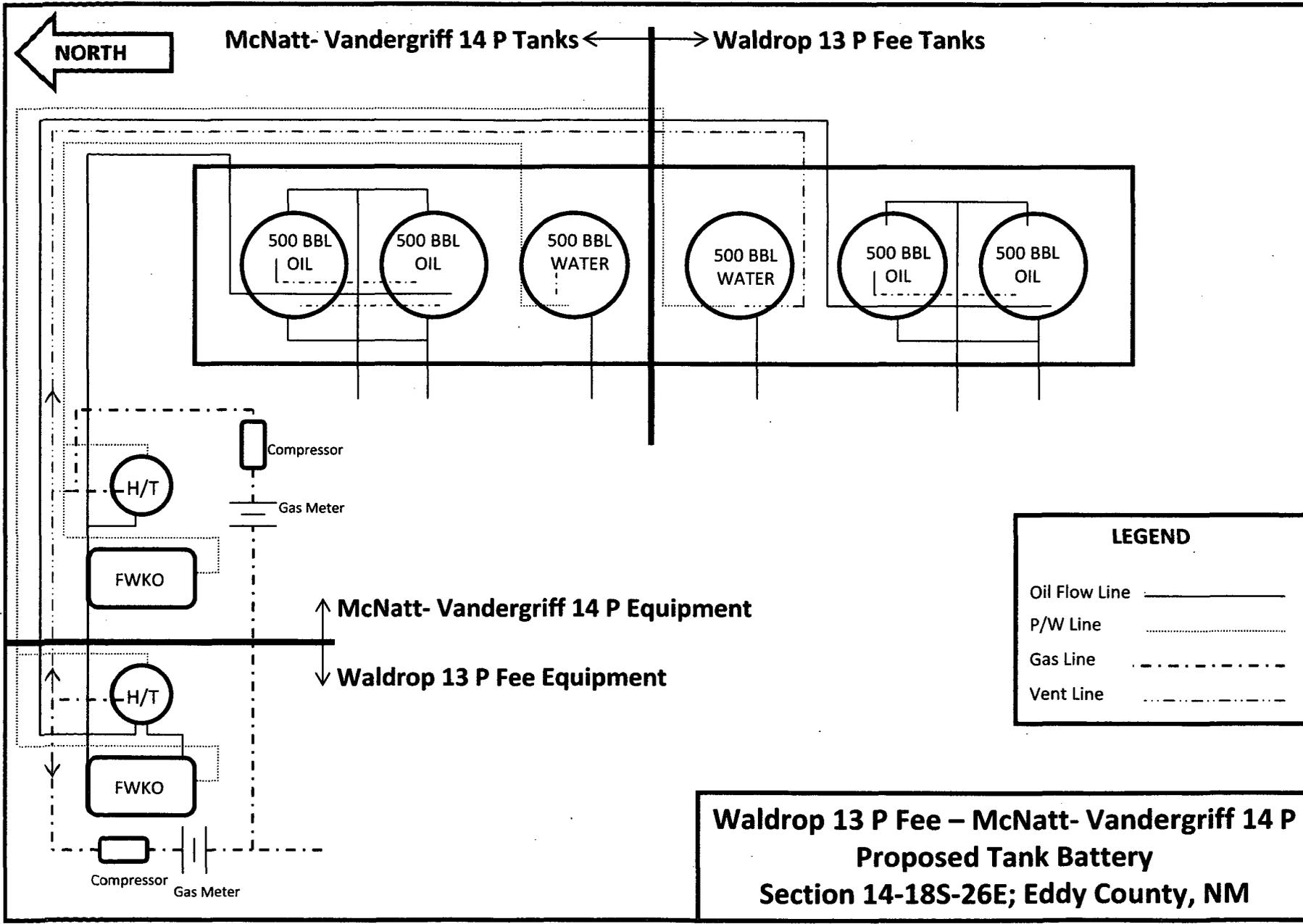
I hereby certify that the information above is true and complete to the best of my knowledge and belief.

SIGNATURE: Mike Pippin TITLE: Petroleum Engineer DATE: October 1, 2012
TYPE OR PRINT NAME: Mike Pippin TELEPHONE NO.: 505-347-4573
E-MAIL ADDRESS: mike@pippinllc.com



LIME ROCK RESOURCES II-A, L.P.
WALDRUP 13P #1 OFFSITE
STORAGE & SALES

A & B 0 2 < sheet # >	Scale: < scale >	Date: 20 March, 2012
--------------------------	---------------------	-------------------------



District I
1625 N. French Dr., Hobbs, NM 88240
District II
1301 W. Grand Avenue, Artesia, NM 88210
District III
1000 Rio Brazos Rd., Aztec, NM 87410
District IV
1220 S. St. Francis Dr., Santa Fe, NM 87505

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 October 15, 2009
Submit one copy to appropriate
District Office

AMENDED REPORT

WELL LOCATION AND ACREAGE DEDICATION PLAT

API Number 30-015-40489		Pool Code 5HZ03250		Pool Name ATOKA BEDDING JGLORIE TA-YE SO					
Property Code 39350		Property Name McNATT-VANDERGRIF "14" P			Well Number 2				
OCRID No. 277558		Operator Name LIME ROCK RESOURCES II-A, L.P.			Elevation 3308.7				
Surface Location 277558									
UL or lot no. P	Section 14	Township 18 S	Range 26 E	Lot Idn	Feet from the 990	North/South line SOUTH	Feet from the 880	East/West line EAST	County EDDY
Bottom Hole Location If Different From Surface									
UL or lot no. P	Section 14	Township 18 S	Range 26 E	Lot Idn	Feet from the 990	North/South line SOUTH	Feet from the 990	East/West line EAST	County EDDY
Dedicated Acres 40		Joint or Infill	Consolidation Code		Order No.				

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.

NOTE: LATITUDE AND LONGITUDE COORDINATES ARE SHOWN USING THE NORTH AMERICAN DATUM OF 1927 (NAD27), AND ARE IN DECIMAL DEGREE FORMAT.		NE CORNER SEC. 14 LAT. = 32.7550409°N LONG. = 104.3434626°W	
		McNATT-VANDERGRIF "14" P #2 ELEV. = 3308.7' LAT. = 32.7431921°N (NAD27) LONG. = 104.3462507°W	
		SURFACE LOCATION BOTTOM OF HOLE BOTTOM OF HOLE LAT. = 32.7431921°N LONG. = 104.3466091°W	
SW CORNER SEC. 14 LAT. = 32.7405084°N LONG. = 104.3605385°W		S Q CORNER SEC. 14 LAT. = 32.7404662°N LONG. = 104.3520278°W	
		SE CORNER SEC. 14 LAT. = 32.7404786°N LONG. = 104.3433724°W	

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.

Signature: *[Signature]* Date: **7/11/12**

Printed Name: **SID ASHWORTH**

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.

OCTOBER 15, 2011
Date of Survey: **12/13/11**

Signature and Seal of Professional Surveyor: *[Signature]*
Certificate Number: **127137**
SURVEY NO 625

LIME ROCK RESOURCES II-A, L.P.
Mike Pippin
3104 N. Sullivan Avenue
Farmington, NM 87401
505-327-4573 (phone) mike@pippinllc.com

October 2, 2012

RE: C-107B Application for Off Lease Measurement & Storage
MCNATT VERDERGRIFF 14 P #2 – API#: 30-015-40489
990' FSL 880' FEL, "P" Section 14 T18S R26E
Eddy County, New Mexico

VIA CERTIFIED MAIL
To all Interest Owners:

In accordance with the New Mexico Oil Conservation Division Rule 19.15.23.9 governing off lease measurement & storage, you are hereby notified that LIME ROCK RESOURCES II-A, L.P. as operator of the above-referenced well, has submitted an application for off lease measurement and storage.

This oil well will be producing from the Atoka, Glorieta-Yeso pool (3250) from perms at 3870'-4209'. Lime Rock believes that operating expenses would be lower, and the well would produce more efficiently with the proposed off lease measurement and storage.

Interested parties must file objections or a request for hearing with the NMOCD, 1220 South St. Frances Drive, Santa Fe, NM 87505 within 20 days.

Should you have any questions or concerns, please contact me at 505-327-4573 and/or the NMOCD at 505-476-3467.

Sincerely,
LIME ROCK RESOURCES II-A, L.P.



Mike Pippin PE
Petroleum Engineer

Enclosures

INTEREST OWNERS
For McNatt Vandergriff 14 P #2
October 1, 2012

Lime Rock Resources II-A, L.P.
1111 Bagby Street
Suite 4600
Houston, TX 77002

Donald Fanning & Sons, Inc. Surface Owner
106 Aaron Drive
Artesia, New Mexico 88210

James R. Bush
27510 Clydehurst Grove Ct.
Katy, TX 77494

Gerald Wayne Bush
18331 Edwards Bluff
San Antonio, TX 78259

Retha June Dossey
PO Box 376
Gorman, TX 76454

Lillian Lorene Eldridge
4243 Knollpass
San Antonio, TX 78247

James W. Bush Jr Rev Lvg Trust
L Eldridge & G. Bush Trustees
18331 Edwards Bluff
San Antonio, TX 78259

Gary Lasater
c/o IRS Levy Proceeds FAO 4425427
ACS Support
Kansas City, MO 641219690

Merrion Oil & Gas Corp
610 Reilly Ave.
Farmington, NM 87401

Dana Rae Mosman
13539 Shahan Dr.
Dallas, TX 75234

Rivendell Royalty Corp.
PO Box 1410
Edmond, OK 73083-1410

Scout Royalty Corp.
PO Box 1348
Edmond, OK 73083-1348

Sidney C. Nichols & Donna R. Nichols Rev Trust DO
2423 Morgan Court
Hobbs, NM 88240

Triangle Royalty Corp.
1019 Waterwood Parkway, Ste A
Edmond, OK 73034-5329

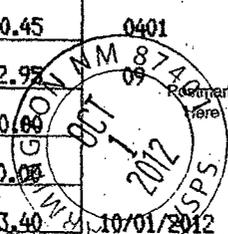
Jerre Glenn Vandagriff
108 Miramar Circle
Oak Ridge, TN 37830

7011 1570 0001 0600 3468

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Sent To: *Merrion Oil & Gas Corp.*
 Street, Apt. No., or PO Box No.: *610 Ralley Ave*
 City, State, ZIP+4: *Farmington NM 87401-2634*

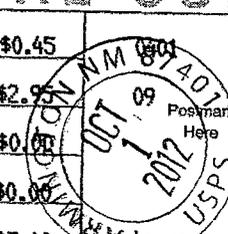
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Restricted Delivery Fee (Endorsement Required)	\$0.00	
Total Postage & Fees	\$ 3.40	

Sent To: *Dana Rae Mosman*
 Street, Apt. No., or PO Box No.: *13539 Shahan Dr*
 City, State, ZIP+4: *Dallas TX 75234*

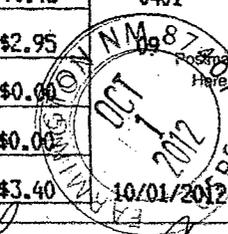
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Sent To: *Rivendell Royalty Corp.*
 Street, Apt. No., or PO Box No.: *PO Box 1410*
 City, State, ZIP+4: *Edmond OK 73083-1410*

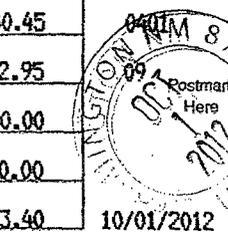
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Sent To: *Stout Royalty Corp.*
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 City, State, ZIP+4: *Edmond OK 73083-1348*

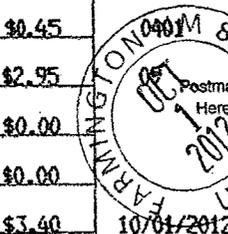
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Sent To: *Sidney C. & Donna R. Nichols Rev Trust*
 Street, Apt. No., or PO Box No.: *2423 Morgan Ct.*
 City, State, ZIP+4: *Hobbs NM 88240*

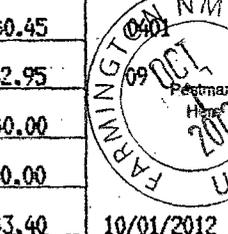
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Total Postage & Fees	\$ 3.40	

Sent To: *Triangle Royalty Corp.*
 Street, Apt. No., or PO Box No.: *1019 Waterwood Pkwy Ste A*
 City, State, ZIP+4: *Edmond OK 73034-5329*

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Sent To *James R. Bush*
 Street, Apt. No., or PO Box No. *27510 Clydeshurst Grove Ct.*
 City, State, ZIP+4 *Katy TX 77494*

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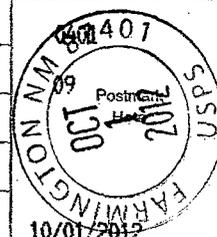
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 Street, Apt. No., or PO Box No. *18331 Edwards Bluff*
 City, State, ZIP+4 *San Antonio TX 78259*

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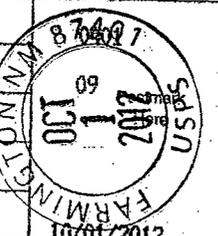
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 Street, Apt. No., or PO Box No. *PO Box 376*
 City, State, ZIP+4 *Gorman TX 76454*

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Sent To *Lillian Lorene Eldridge*
 Street, Apt. No., or PO Box No. *4243 Knollpass*
 City, State, ZIP+4 *San Antonio TX 78247*

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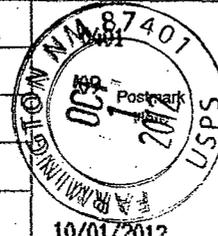
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Sent To *James W. Bush Jr., Rev. Life Trust*
 Street, Apt. No., or PO Box No. *18331 Edwards Bluff*
 City, State, ZIP+4 *San Antonio TX 78259*

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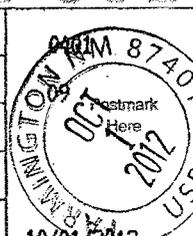
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Sent To *Mary Lanater % IRS Levy Proceeds*
 Street, Apt. No., or PO Box No. *FAO 4425427 ACS Support*
 City, State, ZIP+4 *Kansas City MO 64121-9690*

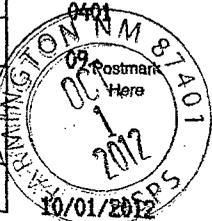
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Restricted Delivery Fee (Endorsement Required)		\$0.00
Total Postage & Fees	\$	\$3.40



Sent To Donald Janning & Sons, Inc.
 Street, Apt. No.,
 or PO Box No. 106 Aaron Dr.
 City, State, ZIP+4 Artesia NM 88210

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Restricted Delivery Fee (Endorsement Required)		\$0.00
Total Postage & Fees	\$	\$3.40



Sent To Terre Glenn Vandagriff
 Street, Apt. No.,
 or PO Box No. 108 Miramar Circle
 City, State, ZIP+4 Oak Ridge TN 37830

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7101 1570 0001 0600 3529