

District I
 1625 N. French Blvd., El Paso, NM 88520
 Phone: (505) 753-6161 Fax: (505) 753-6162
 District II
 U.S. Hwy 50, A. 9800, NM 88501
 Phone: (505) 748-1747 Fax: (505) 748-1770
 District III
 6000 R. of Texas Road, A. 56, NM 88501
 Phone: (505) 331-6173 Fax: (505) 331-6170
 District IV
 1725 S. St. Francis Dr., Santa Fe, NM 87505
 Phone: (505) 456-3400 Fax: (505) 456-3402

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

OCT 11 2016

AMENDED REPORT

RECEIVED

WELL LOCATION AND ACREAGE DEDICATION PLAT

30-005- ¹ API Number 29215	² Lot No. 1204	³ Section 50460	⁴ Property Name CHAVECO TOMAHAWK; SAN ANDRES
⁵ Property Code 316875	⁶ Property Name HUMBOLDT STATE		⁷ Well Number IH
⁸ CURB No. 371115	⁹ Operator Name ROCKCLIFF OPERATING NEW MEXICO LLC		¹⁰ Elevation 4386'

Surface Location

PL or lot no.	Section	Township	Range	Lot Idn	Feet from the	North-South line	Feet from the	East-West line	County
N	15	8 SOUTH	32 EAST, N.M.P.M.		120'	SOUTH	2200'	WEST	CHAVECO

Bottom Hole Location If Different From Surface

PL or lot no.	Section	Township	Range	Lot Idn	Feet from the	North-South line	Feet from the	East-West line	County
C	15	8 SOUTH	32 EAST, N.M.P.M.		330'	NORTH	2200'	WEST	CHAVECO

¹¹ Dedicated Acres 160	¹² Foot or Furl 	¹³ Consolidation Code C	¹⁴ 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.

OPERATOR CERTIFICATION

I hereby certify that the information contained herein is true and correct to the best of my knowledge and belief, and that this well location is the proposed location for the well to be drilled on the land owned by the proposed bottom hole location. I have a right to drill this well on the land owned by the proposed bottom hole location.

Brian Wood 10-7-16
Signature Date

Brian Wood
Printed Name

brian@permitswest.com
Email Address

(505) 466-8120

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.

7-19-2016
Date of Survey

[Signature]
Signature and Seal of Professional Surveyor

ROBERT C. ASTRABER
NEW MEXICO
25506
8-4-2016
Certificate Number

PROPOSED BOTTOM HOLE LOCATION

X=	705,245	NAD 27
Y=	956,030	
LAT	33 62 24.0	
LONG	103 65 50.77	

CORNER COORDINATES TABLE (NAD 27)

A - Y=956359.62	X=704362.73
B - Y=956353.67	X=705680.59
C - Y=951079.62	X=704362.73
D - Y=951079.62	X=705680.59

HUMBOLDT STATE 15TH WELL		
X=	705,245	NAD 27
Y=	951,200	
LAT	33 6 29.69	
LONG	103 65 51.81	
X=	746,422	NAD83
Y=	951,265	
LAT	33 6 30.67	
LONG	103 65 50.93	
ELEVATION	4386	NAD 83

OCD Case No. 15587
ROCKCLIFF
Exhibit # 2



Aubrey Dunn
COMMISSIONER

State of New Mexico
Commissioner of Public Lands

310 OLD SANTA FE TRAIL
P.O. BOX 1148
SANTA FE, NEW MEXICO 87504-1148

COMMISSIONER'S OFFICE

Phone (505) 827-5760

Fax (505) 827-5766

www.nmstatelands.org

September 7, 2016

Ken Haley
Vice President – Exploitation
Rockcliff Energy, LLC
1301 McKinney Street
Suite 1300
Houston, TX 77010

Re: Preliminary Approval
Button Mesa San Andres Unit
Chaves & Lea Counties, New Mexico

Dear: Mr Haley

This office has received the unexecuted copy of the unit agreement, which you have submitted for the proposed Button Mesa San Andres Unit area, Chaves & Lea Counties, New Mexico. This agreement meets the general requirements of the Commissioner of Public Lands, who has this date granted you preliminary approval as to form and content.

Preliminary approval shall not be construed to mean final approval of this agreement in any way and will not extend any short-term leases until final approval and an effective date have been given.

When submitting your agreement for final approval, please include the following:

1. Application for final approval by the Commissioner setting forth the tracts that have been committed and the tracts that have not been committed.
2. Pursuant to Rule 19.2.100.51, a statement of facts showing that:
 - a. The agreement will tend to promote the conservation of oil and gas and the better utilization of reservoir energy.
 - b. Under the proposed unit operation, the State of New Mexico will receive its fair and equitable share of the recoverable oil and gas in place under its lands in the proposed unit area.
 - c. Each beneficiary institution of the State of New Mexico will receive its fair and equitable share of the recoverable oil and gas under its lands within the unit area.
 - d. The unit agreement is in other respects for the best interest of the Trust.

OCD Case No. 15587

ROCKCLIFF
Exhibit # 3

Rockcliff Energy, LLC
September 7, 2016
Page 2

3. All ratifications from the Lessees of Record and Working Interest Owners. All signatures should be acknowledged by a notary and one set must contain original signatures.
4. Approval order from the New Mexico Oil Conservation Division. State Land Office approval is conditioned upon approval by the New Mexico Oil Conservation Division.
5. One copy of the Unit Operating Agreement with the language that reads in Article 17: the Agreement..shall automatically terminate 5 years from said effective date unless..., and Article 19: At the end of the clause, the standard language is to be used:"any other interested party shall also have the right at its own expense to appear and to participate in any such proceedings."
6. Submit the Geologic write up for the unit area.
7. A Plan of Development for the unit outlining the drilling operations and facilities locations.
8. All leases included in the unit shall have the correct Leasee Names and percentages shown on all exhibits.
9. A \$1,700.00 total filing fee. The filing fee is \$100 for each section or partial section included in the unit, whether federal, state, or privately owned.

If you have any questions or if we may be of further assistance, please contact the Units Manager, Marilyn Gruebel, at 505.827.5791 or the Units Analyst, Sue Keelin, at 505.827.5783.

Respectfully,



AUBREY DUNN
COMMISSIONER OF PUBLIC LANDS

AD/sk

cc: Reader File
NMOCD, Attn: Mr. Daniel Sanchez
TRD, Attn: Ms. Billie Luther
RMD, Attn: Mr. Danny Martinez



HINKLE SHANOR LLP

ATTORNEYS AT LAW

400 PENN PLAZA, SUITE 640

PO BOX 10

ROSWELL, NEW MEXICO 88202

575-622-6510 (FAX) 575-623-9332

October 20, 2016

WRITER

Jared A. Hembree

jhembree@hinklelawfirm.com

Via Certified Mail

Return Receipt Requested

No. 7009 2250 0001 5577 7144

Commissioner of Public Lands
New Mexico State Land Office
P.O. Box 1148
Santa Fe, NM 87504-1148

Re: *Rockcliff Operating New Mexico LLC NMOCD Application*

Ladies and Gentlemen:

Enclosed is a copy of an application for approval of the Button Mesa San Andres State Exploratory Unit Agreement that Rockcliff Operating New Mexico LLC ("Rockcliff") has filed with the New Mexico Oil Conservation Division ("the Division"). The proposed unit is comprised of the following lands in Chaves and Lea Counties:

Township 8 South, Range 32 East, N.M.P.M., Chaves County

Section 14: ALL
Section 15: ALL
Section 21: E½
Section 22: ALL
Section 23: ALL
Section 26: ALL
Section 27: ALL
Section 28: ALL
Section 29: E½
Section 32: ALL
Section 33: ALL
Section 34: ALL
Section 35: ALL

Township 9 South, Range 32 East, N.M.P.M., Lea County

Section 3: ALL
Section 4: ALL
Section 9: N½
Section 10: N½

comprising 9,602.72 acres, more or less.

OCD Case No. 15587

**ROCKCLIFF
Exhibit # 4**

PO BOX 10
ROSWELL, NEW MEXICO 88202
575-622-6510
(FAX) 575-623-9332

PO BOX 1720
ARTESIA, NEW MEXICO 88211
575-622-6510
(FAX) 575-746-6316

PO BOX 2068
SANTA FE, NEW MEXICO 87504
505-982-4554
(FAX) 505-982-8623

7601 JEFFERSON ST NE • SUITE 180
ALBUQUERQUE, NEW MEXICO 87109
505-858-8320
(FAX) 505-858-8321

This matter is scheduled for hearing at 8:15 a.m. on Thursday, November 17, 2016 in Porter Hall at the Division's offices located at 1220 South St. Francis Drive, Santa Fe, New Mexico 87505. You are not required to attend this hearing, but as an owner of an interest that may be affected by Rockcliff's application, you may appear at the hearing and present testimony. If you do not appear at that time and become a party of record, you will be precluded from contesting the matter at a later date.

A party appearing in a Division case is required by the Division's Rules to file a Pre-Hearing Statement, which in this matter must be filed no later than Thursday, November 10, 2016. The Pre-Hearing Statement must be filed with the Division's Santa Fe office at the address above, and should include: the name of the party and the party's attorney; a concise statement of the case; the name(s) of the witness(es) the party will call to testify at the hearing; the approximate amount of time the party will need to present the party's case; and an identification of any procedural matters that need to be resolved prior to the hearing. The Pre-Hearing Statement must also be provided to me.

Thank you for your attention to this matter.

Very truly yours,

HINKLE SHANOR LLP

A handwritten signature in black ink, appearing to read 'J. Hembree', written over a horizontal line.

Jared A. Hembree

JAH:pc

Enclosure

xc: Client (*via email only*)



HINKLE SHANOR LLP
ATTORNEYS AT LAW
400 PENN PLAZA, SUITE 640
PO BOX 10
ROSWELL, NEW MEXICO 88202
575-622-6510 (FAX) 575-623-9332
October 20, 2016

WRITER:
Jared A. Hembree
jhembree@hinklelawfirm.com

Via Certified Mail
Return Receipt Requested
No. 7009 2250 0001 5577 7076

Tierra Oil Company LLC
P.O. Box 700968
San Antonio, TX 78270-0968

Re: *Rockcliff Operating New Mexico LLC NMOCD Application*

Ladies and Gentlemen:

Enclosed is a copy of an application for approval of the Button Mesa San Andres State Exploratory Unit Agreement that Rockcliff Operating New Mexico LLC ("Rockcliff") has filed with the New Mexico Oil Conservation Division ("the Division"). The proposed unit is comprised of the following lands in Chaves and Lea Counties:

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Section 21: E½
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Section 27: ALL
Section 28: ALL
Section 29: E½
Section 32: ALL
Section 33: ALL
Section 34: ALL
Section 35: ALL

Township 9 South, Range 32 East, N.M.P.M., Lea County

Section 3: ALL
Section 4: ALL
Section 9: N½
Section 10: N½

comprising 9,602.72 acres, more or less.

PO BOX 10
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575-622-6510
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(FAX) 575-746-6316

PO BOX 2088
SANTA FE, NEW MEXICO 87504
505-982-4554
(FAX) 505-982-8623

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Thank you for your attention to this matter.

Very truly yours.

HINKLE SHANOR LLP



Jared A. Hembree

JAH:pc
Enclosure
xc: Client (*via email only*)

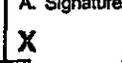
SENDER: COMPLETE THIS SECTION

Complete items 1, 2, and 3. Also complete item 4 if Restricted Delivery is desired.
 Print your name and address on the reverse so that we can return the card to you.
 Attach this card to the back of the mailpiece, or on the front if space permits.

1. Article Addressed to:

Commissioner of Public Lands
 New Mexico State Land Office
 P.O. Box 1148
 Santa Fe, NM 87504-1148

COMPLETE THIS SECTION ON DELIVERY

A. Signature
 X 

Agent
 Address

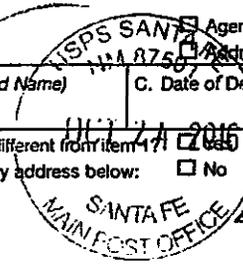
B. Received by (Printed Name)
 1

C. Date of Delivery
 JUL 27 2016

D. Is delivery address different from item 1? Yes
 If YES, enter delivery address below: No

3. Service Type
 Certified Mail[®] Priority Mail Express[™]
 Registered Return Receipt for Merchandise
 Insured Mail Collect on Delivery

4. Restricted Delivery? (Extra Fee) Yes



2. Article Number (Transfer from serv) 7009 2250 0001 5577 7144

PS Form 3811, July 2013 Domestic Return Receipt

SENDER: COMPLETE THIS SECTION

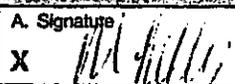
Complete items 1, 2, and 3. Also complete item 4 if Restricted Delivery is desired.
 Print your name and address on the reverse so that we can return the card to you.
 Attach this card to the back of the mailpiece, or on the front if space permits.

1. Article Addressed to:

BriLi, LLC
 2135 Sedona Hills Parkway
 Las Cruces, NM 88011

2. Article Number (Transfer from service label) 7009 2250 0001 5577 7106

COMPLETE THIS SECTION ON DELIVERY

A. Signature
 X 

Agent
 Address

B. Received by (Printed Name)
 Marc Liley

C. Date of Delivery

D. Is delivery address different from item 1? Yes
 If YES, enter delivery address below: No

3. Service Type
 Certified Mail[®] Priority Mail Express[™]
 Registered Return Receipt for Merchandise
 Insured Mail Collect on Delivery

4. Restricted Delivery? (Extra Fee) Yes

PS Form 3811, July 2013 Domestic Return Receipt

SENDER: COMPLETE THIS SECTION

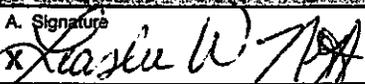
Complete items 1, 2, and 3. Also complete item 4 if Restricted Delivery is desired.
 Print your name and address on the reverse so that we can return the card to you.
 Attach this card to the back of the mailpiece, or on the front if space permits.

1. Article Addressed to:

Chalcom Exploration LLC
 403 Tierra Berrenda
 Roswell, NM 88201

2. Article Number (Transfer from service label) 7009 2250 0001 5577 7083

COMPLETE THIS SECTION ON DELIVERY

A. Signature
 X 

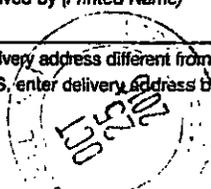
Agent
 Address

B. Received by (Printed Name)
 C. Date of Delivery

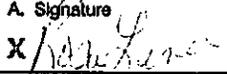
D. Is delivery address different from item 1? Yes
 If YES, enter delivery address below: No

3. Service Type
 Certified Mail[®] Priority Mail Express[™]
 Registered Return Receipt for Merchandise
 Insured Mail Collect on Delivery

4. Restricted Delivery? (Extra Fee) Yes

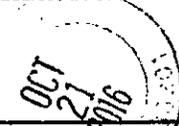


PS Form 3811, July 2013 Domestic Return Receipt

SENDER: COMPLETE THIS SECTION	COMPLETE THIS SECTION ON DELIVERY	
<input type="checkbox"/> Complete items 1, 2, and 3. Also complete item 4 if Restricted Delivery is desired. <input type="checkbox"/> Print your name and address on the reverse so that we can return the card to you. <input type="checkbox"/> Attach this card to the back of the mailpiece, or on the front if space permits.	A. Signature <input checked="" type="checkbox"/>  <input type="checkbox"/> Agent <input type="checkbox"/> Address	
1. Article Addressed to: Pedregosa Partners LLC 5949 Sherry Lane, Suite 835 Dallas, TX 75225	B. Received by (Printed Name) KORALUNA	C. Date of Delivery 7/24/13
	D. Is delivery address different from item 1? <input type="checkbox"/> Yes If YES, enter delivery address below: <input type="checkbox"/> No	
3. Service Type <input checked="" type="checkbox"/> Certified Mail [®] <input type="checkbox"/> Priority Mail Express [™] <input type="checkbox"/> Registered <input type="checkbox"/> Return Receipt for Merchandise <input type="checkbox"/> Insured Mail <input type="checkbox"/> Collect on Delivery		
4. Restricted Delivery? (Extra Fee) <input type="checkbox"/> Yes		
2. Article Number (Transfer from service label)	7009 2250 0001 5577 7137	
PS Form 3811, July 2013	Domestic Return Receipt	

SENDER: COMPLETE THIS SECTION	COMPLETE THIS SECTION ON DELIVERY	
<input type="checkbox"/> Complete items 1, 2, and 3. Also complete item 4 if Restricted Delivery is desired. <input type="checkbox"/> Print your name and address on the reverse so that we can return the card to you. <input type="checkbox"/> Attach this card to the back of the mailpiece, or on the front if space permits.	A. Signature <input checked="" type="checkbox"/>  <input type="checkbox"/> Agent <input type="checkbox"/> Address	
1. Article Addressed to: Tim Lilley 4425 98th Street, Suite 200 Lubbock, TX 79424	B. Received by (Printed Name) Tim	C. Date of Delivery 7/24/13
	D. Is delivery address different from item 1? <input type="checkbox"/> Yes If YES, enter delivery address below: <input type="checkbox"/> No	
3. Service Type <input checked="" type="checkbox"/> Certified Mail [®] <input type="checkbox"/> Priority Mail Express [™] <input type="checkbox"/> Registered <input type="checkbox"/> Return Receipt for Merchandise <input type="checkbox"/> Insured Mail <input type="checkbox"/> Collect on Delivery		
4. Restricted Delivery? (Extra Fee) <input type="checkbox"/> Yes		
2. Article Number (Transfer from service label)	7009 2250 0001 5577 7090	
PS Form 3811, July 2013	Domestic Return Receipt	

SENDER: COMPLETE THIS SECTION	COMPLETE THIS SECTION ON DELIVERY	
<input type="checkbox"/> Complete items 1, 2, and 3. Also complete item 4 if Restricted Delivery is desired. <input type="checkbox"/> Print your name and address on the reverse so that we can return the card to you. <input type="checkbox"/> Attach this card to the back of the mailpiece, or on the front if space permits.	A. Signature <input checked="" type="checkbox"/>  <input type="checkbox"/> Agent <input type="checkbox"/> Address	
1. Article Addressed to: Energex LLC 4425 98th Street, Suite 200 Lubbock, TX 79424	B. Received by (Printed Name) T. Lilley	C. Date of Delivery 7-24
	D. Is delivery address different from item 1? <input type="checkbox"/> Yes If YES, enter delivery address below: <input type="checkbox"/> No	
3. Service Type <input checked="" type="checkbox"/> Certified Mail [®] <input type="checkbox"/> Priority Mail Express [™] <input type="checkbox"/> Registered <input type="checkbox"/> Return Receipt for Merchandise <input type="checkbox"/> Insured Mail <input type="checkbox"/> Collect on Delivery		
4. Restricted Delivery? (Extra Fee) <input type="checkbox"/> Yes		
2. Article Number (Transfer from service label)	7009 2250 0001 5577 7120	
PS Form 3811, July 2013	Domestic Return Receipt	

SENDER: COMPLETE THIS SECTION	COMPLETE THIS SECTION ON DELIVERY	
<input checked="" type="checkbox"/> Complete items 1, 2, and 3. Also complete item 4 if Restricted Delivery is desired. <input checked="" type="checkbox"/> Print your name and address on the reverse so that we can return the card to you. <input checked="" type="checkbox"/> Attach this card to the back of the mailpiece, or on the front if space permits.	A. Signature <input type="checkbox"/> Agent <input type="checkbox"/> Address <i>X Maria Alatorre</i>	
1. Article Addressed to: Slash Exploration P.O. Box 1973 Roswell, NM 88202	B. Received by (Printed Name) <i>MARIA ALATORRE</i>	C. Date of Deliv <i>10/21/16</i>
2. Article Number <i>(Transfer from service label)</i>	D. Is delivery address different from item 1? <input type="checkbox"/> Yes If YES, enter delivery address below: <input type="checkbox"/> No 	
PS Form 3811, July 2013	3. Service Type <input checked="" type="checkbox"/> Certified Mail [®] <input type="checkbox"/> Priority Mail Express [™] <input type="checkbox"/> Registered <input checked="" type="checkbox"/> Return Receipt for Merchant <input type="checkbox"/> Insured Mail <input type="checkbox"/> Collect on Delivery 4. Restricted Delivery? (Extra Fee) <input type="checkbox"/> Yes	
7009 2250 0001 5577 7113		Domestic Return Receipt

SENDER: COMPLETE THIS SECTION	COMPLETE THIS SECTION ON DELIVERY	
<input checked="" type="checkbox"/> Complete items 1, 2, and 3. Also complete item 4 if Restricted Delivery is desired. <input checked="" type="checkbox"/> Print your name and address on the reverse so that we can return the card to you. <input checked="" type="checkbox"/> Attach this card to the back of the mailpiece, or on the front if space permits.	A. Signature <input type="checkbox"/> Agent <input type="checkbox"/> Address <i>X Dolly Goebel</i>	
1. Article Addressed to: Tierra Oil Company LLC P.O. Box 700968 San Antonio, TX 78270-0968	B. Received by (Printed Name) <i>Dolly Goebel</i>	C. Date of Deliv <i>10/31/16</i>
2. Article Number <i>(Transfer from service label)</i>	D. Is delivery address different from item 1? <input type="checkbox"/> Yes If YES, enter delivery address below: <input type="checkbox"/> No	
PS Form 3811, July 2013	3. Service Type <input checked="" type="checkbox"/> Certified Mail [®] <input type="checkbox"/> Priority Mail Express [™] <input type="checkbox"/> Registered <input checked="" type="checkbox"/> Return Receipt for Merchant <input type="checkbox"/> Insured Mail <input type="checkbox"/> Collect on Delivery 4. Restricted Delivery? (Extra Fee) <input type="checkbox"/> Yes	
7009 2250 0001 5577 7076		Domestic Return Receipt