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Debra P. Hicks, PE/LSI
NM 10871

PREPARED FOR:

R. T. Hicks Consultants, Ltd.
Attn: Randall Hicks
910 Rio Grande Boulevard, STE F-142
Albuquerque, New Mexico 87104

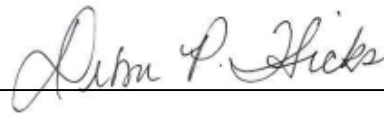
LAB No. 14 7043
PROJECT No. 2014.1120

September 23, 2014



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This report is generated specifically for the purpose of providing design criteria for the All Thorn Multi-Well Fluid Management (MWFM) Pit – Section 36 T17S R27E, Eddy County, New Mexico. Under no circumstances shall it be used for any other project on or off the site. This report is meant to provide information that will inform Lime Rock Resources II-A, LP (LRRII) of appropriate design criteria for the planned use. The conditions encountered in field exploration and reported herein are accurate for the test location(s), time and conditions. It is not meant to eliminate the uncertainty regarding the potential for variation or changes in subsurface conditions at the site. Subsurface descriptions contained herein are of a generalized nature to provide highlights of major strata and conditions revealed in the soil samples, however, it represents only the conditions at the actual boring locations.



Debra P. Hicks, PE/LSI

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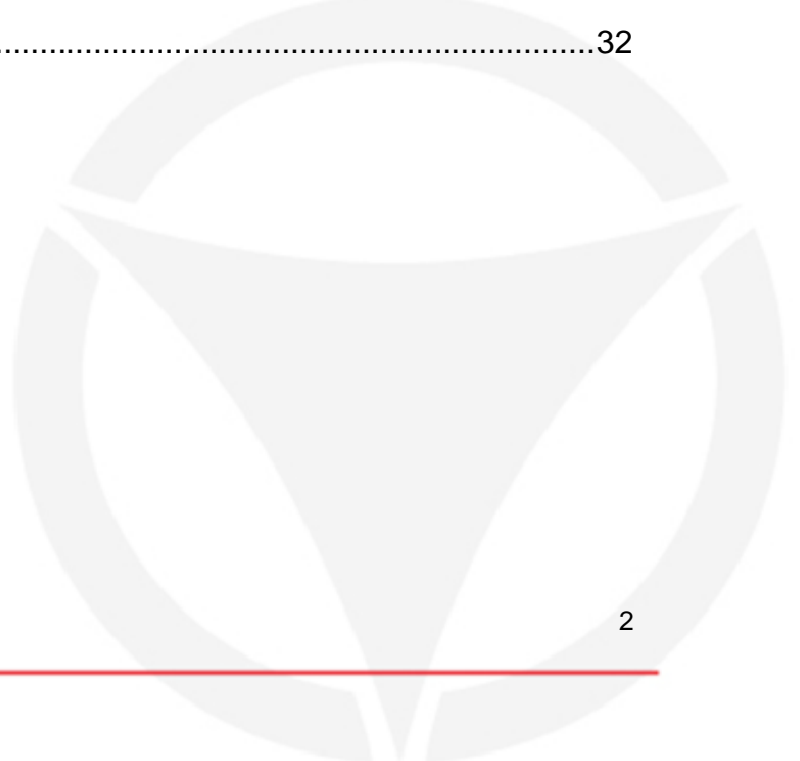


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EXECUTIVE SUMMARY

Lime Rock Resources proposes to construct the All Thorn MWFM Pit in Section 36, T17S R27E, Eddy County, NM. The site is approximately 2.6 acres. This investigation was performed at the direction and authorization of Mr. Randall Hicks of R.T. Hicks Consultants, Ltd.

The purpose of this investigation is to determine the characteristics of the subsoils and provide recommendations for foundation design. This report provides an overview of existing geotechnical/geologic conditions at the proposed demonstration site and geotechnical design parameters for the proposed facilities. The geotechnical site conditions presented herein are based on our field exploration as well as literature review from available geotechnical/geologic reports in the project vicinity. This report does not include environmental site characterization, hazardous materials testing, or other environmental services.

INTRODUCTION

The proposed development includes construction of one multi-well fluid management pit to facilitate the re-use of produced water for well stimulation and well drilling.

EXPLORATORY BORINGS

Four (4) exploratory borings were drilled on July 29, 2014. The exploratory borings were drilled to approximate depths listed in Table 1 of this Report. Boring locations are shown on the Boring Location Map. Drilling was carried out using a truck-mounted drill rig contracted with Enviro-Drill, Inc. – Albuquerque, New Mexico.

TABLE – 1 Boring Dates and Depths

BORING ID	DATE	DEPTH (FEET)	DEPTH (FEET)
BH-1	7/29/14	3684.05	41'9"
BH-2	7/29/14	3684.45	41'10"
BH-3	7/29/14	3682.83	51'0"
BH-4	7/29/14	3683.73	36'5"



Subsurface materials were sampled at varying intervals by split spoon sampler and/or drill cuttings where applicable.

Air-rotary/auger drilling methods were employed to cut the test borings. During the drilling, the soils encountered were continuously examined, visually classified and, where applicable, sampled.

Standard penetration tests (SPT) were performed at varying depths. Penetration resistance was measured in accordance with ASTM D 1586 by driving a standard 2" split tube sampler having a 30" free fall drop hammer weighing 140 pounds. The penetration resistance value is a useful index in estimating the consistency, relative density or hardness of the materials encountered.

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Representative samples were tested in the laboratory to determine certain engineering properties of the soils. Mechanical analysis and soil constant determinations were performed for classification and identification of each soil type encountered. Classifications are in accordance with the Unified Soil Classification System ASTM D 2487. The results of the laboratory tests are presented on the Logs.

The following tests were conducted on selected soil samples:

- Moisture Content
- Sieve Analysis
- Atterberg Limits

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As previously described, the project site is located near the intersection of Arco and Hilltop Road, approximately 1.7 miles south of Highway 82, Eddy County, New Mexico. The topography of the site slopes mildly to the north. The vegetation consists of tall brush and short grasses.





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The proposed MWFM pit location is between the Mescalero rim, the western edge of the Ogallala formation, and the Pecos River. The above mentioned development of the Pecos Drainage removed and reworked the remnants of the Ogallala formation between the Mescalero rim and the Pecos River. This surface is called the Mescalero Plain and is composed of relatively thin pediment deposits and alluvium of fluvial and eolian origins deposited on top of weathered Triassic and Permian formations¹.

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XXXXXX X – Stratum 1 is classified as silty sand (SM). These surface soils are very loose to medium dense. This stratum is present at approximately 0'0" to 0'6" +/- below ground surface (bgs). Soils are typically brown and moist.

XXXXXX X – Stratum 2 is classified as silty sand with gravel (SM). For engineering purposes Stratum 2 was defined to include medium dense to very dense soils. This stratum is appears at a depth of 0'6" to 20'0" +/- bgs. The determination of the thickness was based mostly upon SPT blow count data, degree of cementation, plasticity and color of the soil samples. Soils in Stratum 2 are moist, non-plastic and tan in color.

XXXXXX X – Stratum 3 is classified as clayey sand (SC) and fat clay (CL) interbedded with gypsum. Some gypsum layers are up to 3' thick. For engineering purposes Stratum 3 was defined to include very soft to hard soils in relative firmness. This stratum is appears at a depth of 20'0" to 51'0" +/- bgs. The determination of the thickness was based mostly upon SPT blow count data, degree of cementation, plasticity and color of the soil samples. Soils in Stratum 3 are moist, plastic and red in color.

¹ Hicks, RT, 2014, C-144 Permit Package for All Thorn MWFM Pit Section 36 T17S R27E Eddy County, pg.2.



TABLE – 2 Soil Parameters

S-1	SM	0'0"	131.2	0.80	30.8	445.6
S-2	SM	0'6"	136.9	0.00	42.1	355.1
S-3	SC/CL	20'0"	140.2	7.50	0.00	2906.0

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Groundwater was not encountered in any of the borings.

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In accordance with the 2009 International Building Code - Section 1803.5.3 Soil Classification in the bearing strata (Stratum 2) is not considered expansive.

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Soils to depths explored of up to 51' +/- are damp to moist ranging from 1.7 to 12.4 percent in the samples tested. Subsurface soil and current groundwater conditions indicate that there is minimal potential for liquefaction to occur within the confined bearing stratum.

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The following discussion and recommendations are based upon the results of field and laboratory testing, engineering analyses, experience with similar soil conditions, and our understanding of the proposed project.

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In accordance with the 2009 International Building Code®, Section 1613.5.5, Site Class D is applicable.



Soils

In general, field test results indicate that the silty sands and clayey sands vary from very loose to very dense in relative density as indicated by measured SPT-N Values of 2 blows in 12" to 50 blows per 1". Very dense materials ($N > 30$) were encountered at various depths.

Frost penetration approximates 15" to 18".

The MWFM Pit is anticipated to be below 10' to 15' below ground. The general contractor will excavate the insitu soils to the depths and grades shown on the construction plans. This material will be stockpiled for use in construction of roads, pads, etc.

Construction Methods

- 1) **Vegetation and deleterious materials** All vegetation and other deleterious materials should be removed from the construction site prior to construction activities. Stripped materials consisting of vegetation and organic materials (estimated depth of 8") should be wasted from the site, or stockpiled for reuse during pit closure. Deleterious material should be removed from the site.
- 2) **MWFM Pit** The MWFM Pit is anticipated to be approximately 10' to 15' below ground. The general contractor will excavate the insitu soils to the depths and grades shown on the construction plans. This material (caliche) will be stockpiled for use in construction of roads, pads, etc.
- 3) **Soils for foundation elements** All soils that are to receive foundation elements including primary liner and dike should be scarified a minimum of 10" and compacted, at approximately optimum moisture (plus 2% to minus 2%), to not less than 95% of Laboratory Density as determined by ASTM D 698. The entire site should then be proofrolled to observe for unsuitable or weak soils. At least five passes with a heavy vibratory roller should be made during proofrolling. Soft materials or loose soils indicated during proofrolling should be stripped or further compacted. Areas of subgrade in which pumping or significant deflections are observed should be removed or stabilized. Use of lime, fly ash, kiln dust, cement or geotextiles could be considered as a stabilization technique.
- 4) **Fill and/or backfill** All fill and/or backfill be placed in lifts not to exceed 8" (loose), and compacted at approximately optimum moisture (plus 2% to minus 2%), to not less than 95% of Laboratory Density as determined by ASTM D 698.



- 11) Portland Cement Concrete shall be proportioned in accordance with ACI 211.1-81; all portland cement shall be an approved American (USA) brand conforming to ASTM C150, Type II, or Type V with Class F flyash, where concrete is to be placed against high sulfate content soils, low alkali; and, all exposed Portland Cement Concrete or Portland Cement Concrete slabs on grade shall be air entrained.



Pettigrew & Associates shall perform construction observation and testing of the following:

- Subgrade preparation and proof-rolling;
- Suitability of Engineered fill and controlled fill;
- Backfill and compaction of excavations;
- Fill placement and compaction; and
- Compliance with the geotechnical recommendations.

Subgrade (Insitu soils) - One (1) soil density every 5,000 square feet of prepared surface for dike or pit bottom and side slopes (ASTM D 698 and ASTM D 2922)

Engineered Fill/Primary Liner Bedding - One (1) soil density every 5,000 square feet of prepared pit surface including bottom and side slopes per compacted lift (ASTM D 698 and ASTM D 2922)

Controlled Fill - One (1) soil density every 300 lineal feet of dike per lift of compacted material (ASTM D 698 and ASTM D 2922)

One (1) sieve analysis and plasticity index per material (subgrade, engineered fill, controlled fill) (ASTM C 136 and ASTM D 4318)

One (1) moisture density determination (proctor) per each type of material (ASTM D 698)

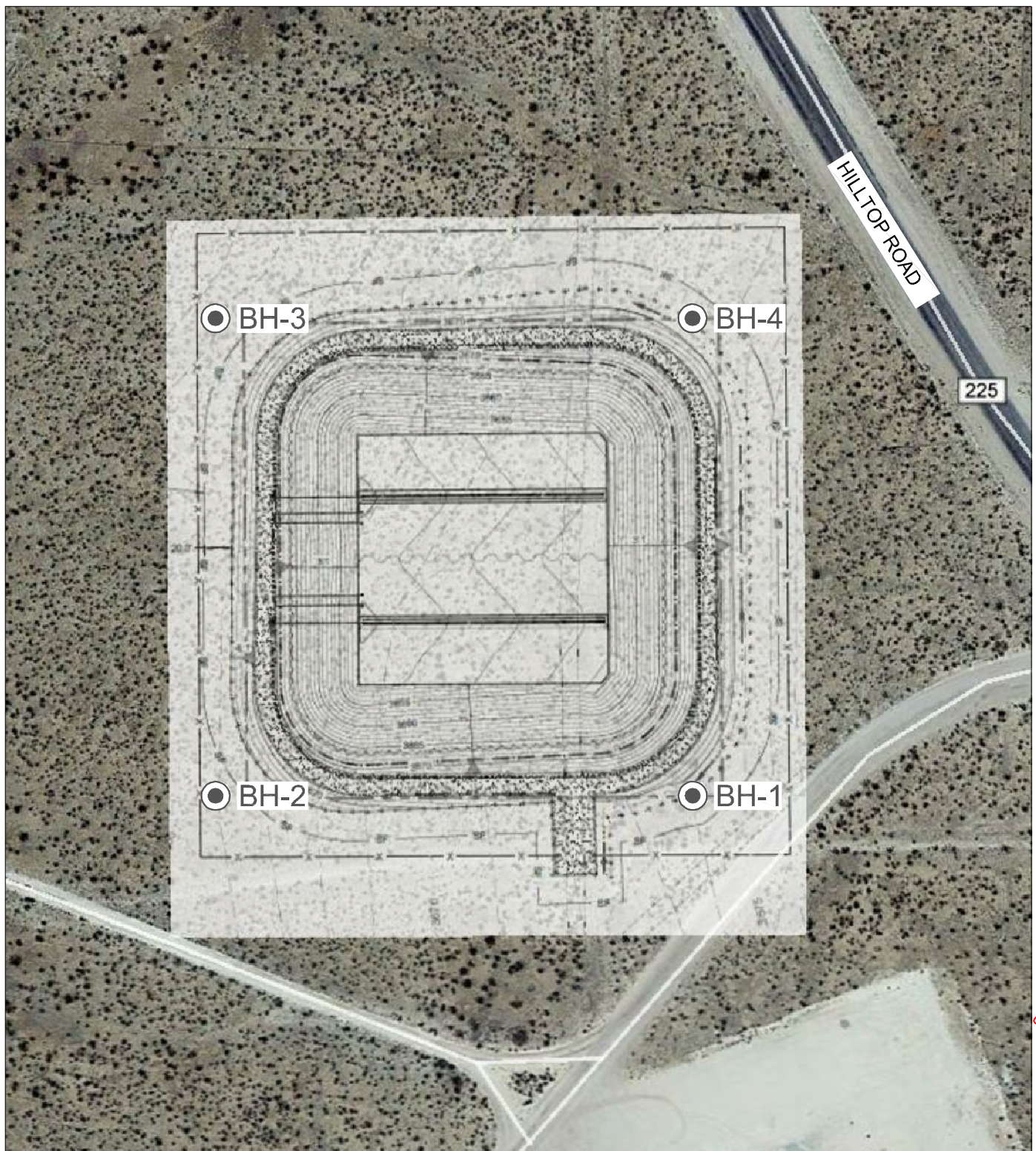
Our conclusions, recommendations and opinions presented herein are based upon our evaluation and interpretation of the findings of the field and laboratory investigation.

Pettigrew & Associates,
P.A appreciates the opportunity to provide our services on this project and looks forward to working with you during construction and on future projects. Should you have any questions, please do not hesitate to contact us.



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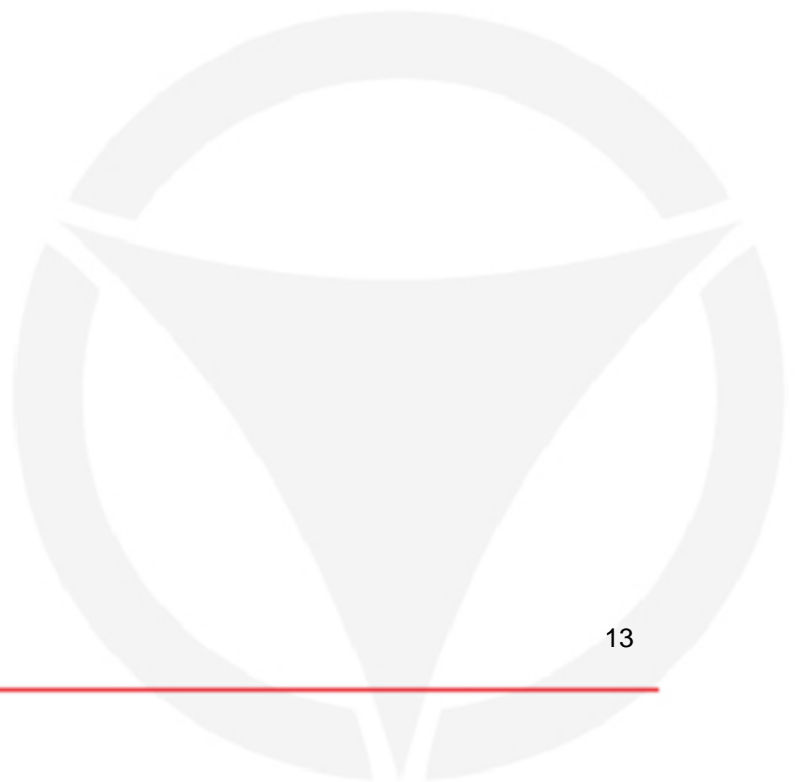
BOREHOLE MAP

PROJECT NAME: ALL THORN MWFM PIT
 CLIENT: RT HICKS CONSULTANTS LTD
 PROJECT NUMBER: 2014.1120
 PROJECT MANAGER: EH/DPH

 **PETTIGREW**
 & ASSOCIATES PA
 ENGINEERING | SURVEYING | TESTING
 DEFINING QUALITY SINCE 1965
 100 E. Navajo Drive Suite 100 Hobbs New Mexico 88240
 T 575 393 9827 | F 575 393 1543 | Pettigrew.us



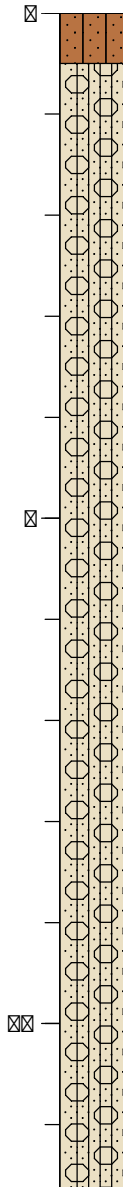
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	24	Dry Tan Silty Sand with Gravel (Caliche)		1.7									4,500		
	15			4.0									2,510		
	15			5.7									2,510		
	24			8.9									4,500		
	23			8.9									4,280		
	29			--									5,600		
	57			--									>8,000		
	51	SM		7.3									>8,000		
	60			7.3	84	60	47	35	18.8	SNP	SNP	SNP	>8,000		
	47			7.4									>8,000		
	46			7.4									>8,000		

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		37		--										>8,000		
		60/9"		--										>8,000		
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		50/3"		--										>8,000		
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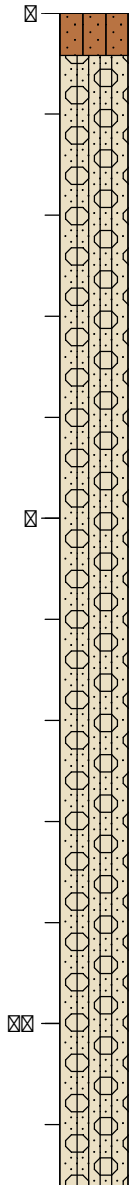
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	22	CH	11.5	100	90	81	73	68.5	60	29	31	5,410	
	51		--									>8,000	
	40		--									>8,000	
	74/9"		--									>8,000	

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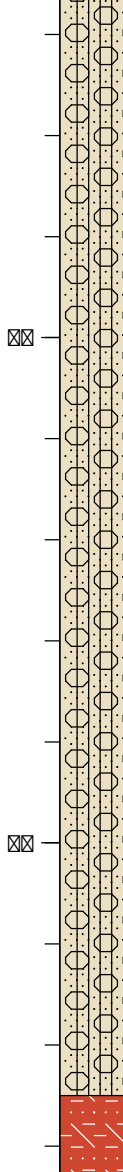
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	10/6"	Dry Brown Silty Sand (Topsoil)	--	--	94	80	75	71	50.0	--	--	--	3,620		
	45/6"	Dry Tan Silty Sand with Gravel (Caliche)		--									>8,000		
	72			--									>8,000		
	27			9.1									5,160		
	16			9.1									2,730		
	18			9.2									3,180		
	27			9.2									5,160		
	41			10.6									>8,000		
	50/6"			10.6									>8,000		
	67/11"			9.3									>8,000		
	80/11"			8.8									>8,000		
			SM		84	60	47	35	18.8	SNP	SNP	SNP			

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	75/8"					8.7										>8,000		
	50/3"					--										>8,000		
	50/1"	Dry to Moist Red Clayey Sand with Gravel and Gypsum				2.6										>8,000		

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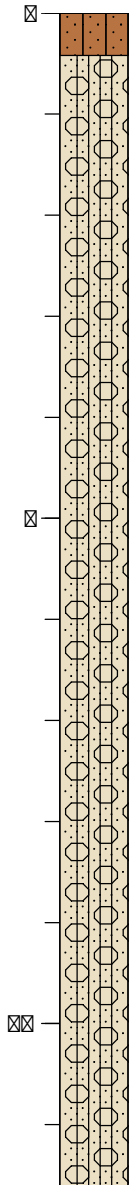
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	50/3"	9.8								>8,000
	17	--								3,940
	59/10"	--								>8,000

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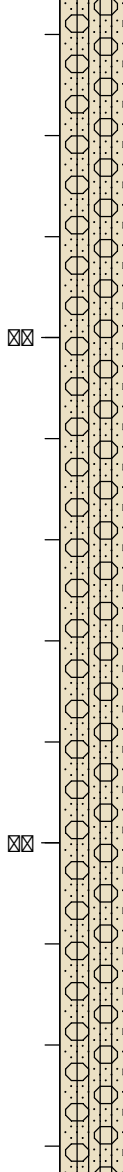
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	8/6"	Dry Brown Silty Sand (Topsoil)	2.6	94	80	75	71	50.0	--	--	--	2,730		
	32	Dry Tan Silty Sand with Gravel (Caliche)	4.3									6,260		
	50/6"		4.3									>8,000		
	37		3.6									7,360		
	29		3.6									5,600		
	23		4.5	84	60	47	35	18.8	SNP	SNP	SNP	4,280		
	24		4.5									4,500		
	63		5.3									>8,000		
	61		7.6									>8,000		
	39		6.7									7,800		
	71		6.7									>8,000		
	83		4.2									>8,000		
	50/6"		--									>8,000		

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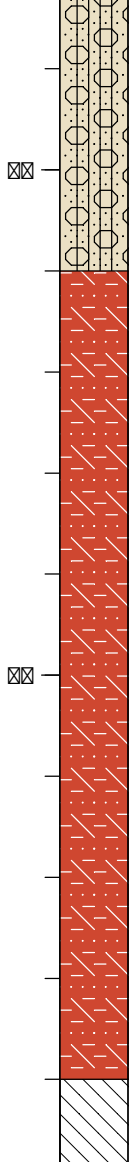
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	50/6"	5.2										>8,000	
	50/4"	8.4										>8,000	
	75/3"	5.5										>8,000	

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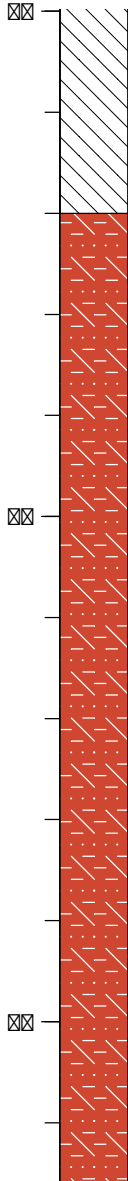
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	50/6"	Dry to Moist Red Clayey Sand with Gravel and Gypsum	7.2											>8,000		
	5/6"		8.1											1,890		
	2		8.1											0		
	50/3"		--											>8,000		
		White Gypsum														

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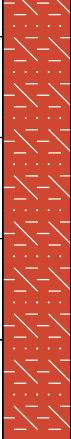
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	23	Moist Red Sandy Fat Clay with Gypsum	--									4,280	
	73		--									>8,000	
	50/6"		10.3	100	90	81	73	68.5	60	29	31	>8,000	
	50/6"		--									>8,000	

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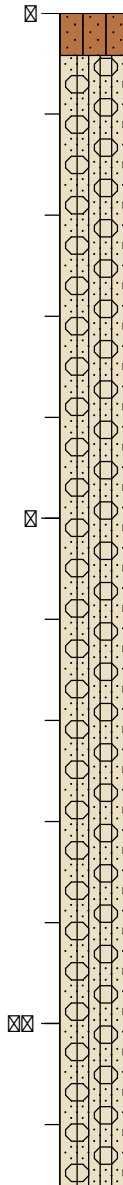
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	67					11.9								>8,000		

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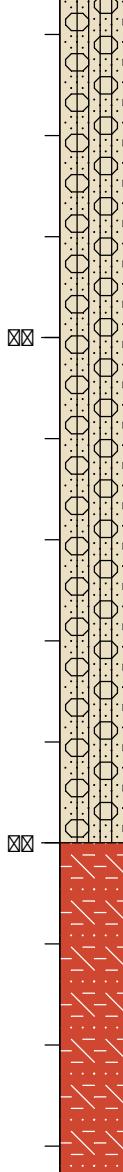
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	7/6"	Dry Brown Silty Sand (Topsoil)	--	2.8	94	80	75	71	50.0	--	--	--	2,290	
	70	Dry Tan Silty Sand with Gravel (Caliche)		1.9									>8,000	
	29			6.9									5,600	
	19			6.9									3,400	
	54			8.7	84	60	47	35	18.8	SNP	SNP	SNP	>8,000	
	92			8.7									>8,000	
	50/6"			6.9									>8,000	
	66		SM	12.4									>8,000	
	50/4"			12.4									>8,000	
	50/5"			9.6									>8,000	

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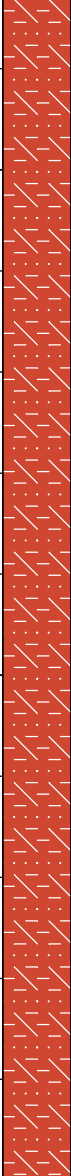
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	50/3"		--											>8,000		
	50/6"	Dry to Moist Red Clayey Sand with Gravel and Gypsum	7.1	95	79	68	48	31.4	32	18	14			>8,000		


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	50/5"		--											>8,000		
	35		--											>8,000		
	60		--											>8,000		

[illegible][illegible]

								
	52	SC	10.3				>8,000	
	50/5"		10.3				>8,000	



TERMINOLOGY USED TO DESCRIBE THE RELATIVE DENSITY, CONSISTENCY, OR FIRMNESS OF SOILS

TERMINOLOGY USED TO DESCRIBE THE RELATIVE DENSITY, CONSISTENCY, OR FIRMNESS OF SOILS

The terminology used on the boring logs to describe the relative density, consistency, or firmness of soils relative to the standard penetration resistance is presented below. The standard penetration resistance (N) in blows per foot is obtained by ASTM D1586 procedure using 2" O.D., 1-3/8" I.D. samplers.

1. Relative Density. Terms for description of relative density of cohesionless, uncemented sands and sand-gravel mixtures.

SPR	Relative Density
0 - 4	Very Loose
5 - 10	Loose
11 - 30	Medium Dense
31 - 50	Dense
50+	Very Dense

2. Relative Consistency. Terms for the description of clays which are saturated or near saturation.

SPR	Consistency	Penetration
0 - 2	Very Soft	Easily penetrated several inches with fist
3 - 4	Soft	Easily penetrated several inches
5 - 8	Medium Stiff	Can be penetrated several inches with thumb with moderate effort
9 - 15	Stiff	Readily indented with thumb, but penetrated only with great effort
16 - 30	Very Stiff	Readily indented with thumbnail
30+	Hard	Indented only with difficulty with thumbnail

3. Relative Firmness. Terms for the description of partially saturated and/or cemented soils which commonly occur in the Southwest including clays cemented granular materials, silts, and silty and clayey granular soils.

SPR	Relative Firmness
0 - 4	Very Soft
5 - 8	Soft
9 - 15	Moderately Firm
16 - 30	Firm
31 - 50	Very Firm
50+	Hard