



March 29, 2010

Limerock Resources  
Heritage Plaza, Suite 4600  
1111 Bagby Street  
Houston, TX 77002  
Attention: Chuck L. Reagan

**Re: NMOCD Case No. 14455  
Continental A State No. 11 Well  
API No. 30-15-34742  
1450' FNL & 1907' FWL  
Continental A State No. 12 Well  
API No. 30-015-35052  
330' FNL & 583' FWL  
Section 30, T17S-R29E  
Eddy County, New Mexico**

Dear Chuck:

With reference to the above captioned case to be heard on April 1, 2010, it is our understanding that Limerock Resources ("LR") will agree to waive its right to protest such case in an exchange for a right of first refusal to send produced water from your AID State Lease to inject into the above captioned wells should COG Operating LLC ("COG") elect to take third party off lease non COG operated produced water to inject into said wells.

In this regard, COG hereby grants unto LR a right of first refusal to send produced water from its AID State Lease described as the S/2 of Section 24, T17S-R28E to inject into the above captioned wells should COG elect to take third party off lease non COG operated produced water to inject into said wells.

Please indicate your acceptance of this right of first refusal and acknowledge your agreement to waive your right to protest the captioned NMOCD Case No. 14455 by having the proper authority execute both copies of this letter in the space provided below and returning one copy to my attention at the letterhead address.

Sincerely,  
COG Operating LLC

Brent Robertson  
Senior Landman  
CPL

Br/

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Accepted and Agreed this 30<sup>th</sup> day of March, 2010.  
Limerock Resources

By: C. L. Miller

Title: Chief Operating Officer