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DRILL TO DEEPEN 7. UNIT AGREEMENT NAME						
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SDX Resources,		· · · · · · · · · · · · · · · · · · ·	÷		9. API WELL NO.	1 Cucial #2
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12 miles NW of C				8.0	12. COUNTY OR P.	ARISH 13. STATE
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PROPERTY OR LEASE LII (Also to nearest drig. unit its		660'	297.69	TOTHIS		97.69
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REST2-1/4" 8-3/4" SDX plans to drill 17-8-3/4" hole to TD of 1: Plan to run & set 11,0 sx Cl C 15/61/11 POZ Bentonite, tail in w/600 Surface Use & Operations Plan EXHIBIT #1A: BOP EXHIBIT #1B: Choke EXHIBIT #2: Plat EXHIBIT #3B: Topog EXHIBIT #3B: Topog EXHIBIT #3B: Drillsit Letter of Responsibility NABOVE SPACE DESCR leepen directionally, give potential of the permit NO.	9-5/8" 5-1/2" N-80 1/2" hole & set 13-3/8" csg 1000". 00" of 5-1/2" csg as follow 4 + 1/4# Celo Flakes/ sx + 0 sx of 15/61/11 POZ CI C tions Plan Manifold & Closing Unit flap raphic Map nile Radius Map se & Rig Layout Sketch / IBE PROGRAM: If proposal is ertinent data on subsurface to	36# 17# 17# 2 @ 350'. Circ crnt 3: 11,000' of 17# L 4# LCM-1/sx. 2nd 3: + 1/4# Celo Flake: 4 to deepen, give data cations and measured	2796" /5 11,000" to surf. Drill a 12-1/4" hole .T&C, N-80, 5-1/2" csg. Cr stage cmt w/300 sx of 35/6 s/sx + .5% FL-52. Est top of AF	& set 9-5/8" of the in 2 stgs w/65 POZ CI C 3 of cmt 2000' from 20	1400 1200 1200 1200 sg to 2700'. Circ DV tool @ 7900'. NaCl/sx + 5# L om surf. SUBJECT REQUIREN AL STIPU orroductive zone. If pr r program, if any.	cmt to surf. Drill Cmt 1st stg w/500 CM-1/sx + 6% TO MENTS LATIONS

Title 18 U.S.C. Section 1001, makes it a crime for any person knowingly and willfully to make to any department or agency of the United States any false, fictitious or fraudulent statements or representations as to any matter within its jurisdiction.

SURFACE USE AND OPERATIONS PLAN

SDX Resources, Inc.

Rocky Federal # 2
3481' FNL & 660' FWL
Lot # 12, Sec. 3, T21S, R25E
Eddy Co., NM

1. Existing Roads:

- A. The well site and elevation plat for the proposed well are shown in Exhibit #2. The well was staked by Dan Reddy of Carlsbad, N.M.
- B. All roads to the location are shown in Exhibit #3A. Approximately 1200' of new road will be needed with a locking gate installed in the ROW fence of CR 137. The existing roads are labeled and are adequate for travel during drilling and production operations. Upgrading of the road prior to drilling will be done where necessary as determined during the onsite inspection.
- C. Directions to location: From intersection of CR 137(Queen Road) and US 285, Turn W. on CR137 and go.5M, Turn turn right and follow road to location on the right.
- D. Routine grading and maintenance of existing roads will be conducted as necessary to maintain their condition as long as any operations continue on this lease.

2. Proposed Access Road:

Exhibit #3-A&B shows the existing roads.

Exhibits #3-A,B show the proposed access road.

3. Location of Existing Wells:

Exhibit #4 shows all existing wells within a one-mile radius of this well.

- 4. Location of Existing and/or Proposed Facilities and ROW's:
 - A. If the well is productive:
 - 1. The well will be tested and if production is commercial a buried pipeline will be laid to the location by a gas purchaser.
 - 2. Any production facilities necessary will be located on the existing well pad.
 - B. If the well is productive, rehabilitation plans are as follows:
 - 1. The reserve pit will be back-filled after the contents of the pit are dry (within 120 days after the well is completed).
 - 2. Topsoil removed from the drill site will be used to recontour the pit area to the original natural level, as nearly as possible, and reseeded as per BLM specifications.

5. Location and Type of Water Supply:

The well will be drilled with a combination brine and fresh water mud systems as outlined in the drilling program. The brine and fresh water will be obtained from commercial water stations in the area and hauled to location on roads shown in Exhibit #3. No water well will be drilled on the location.

6. Source of Construction Materials:

All caliche required for construction of the drill pad and any new access road will be obtained from the drilling pits and/or on site when possible. Any additional caliche will be obtained from approved caliche pits. All roads and pads will be constructed of 6" rolled and compacted caliche.

7. Methods of Handling Water Disposal:

- A. Drill cuttings not retained for evaluation purposes will be disposed into the reserve pit.
- B. Drilling fluids will be contained in steel pits. The reserve pit will contain any excess drilling fluid or flow from the well during drilling, cementing and completion operations. The reserve pit will be an earthen pit, approximately 165' x 120' x 6' deep, fenced, and plastic-lined (5-7 mil thickness).
- C. Water produced from the well during completion may be disposed into the reserve pit. After the well is permanently placed on production, produced water will be trucked or piped to approved commercial disposal facilities.
- D. Garbage and trash produced during drilling or completion operations will be collected in a trash trailer by a contractor. All water and fluids will be disposed of into the reserve pit. Salts and other chemicals produced during drilling or testing will be disposed into the reserve pit. No toxic waste or hazardous chemicals will be produced by this operation.
- E. After the rig is moved out and the well is either completed or abandoned, all waste materials will be cleaned-up within 90 days. No adverse materials will be left on the location. The reserve pit will be completely fenced and kept closed until it has dried. When the reserve pit is dry enough to breakout and fill and as weather permits the unused portion of the well site will be leveled and reseeded as per BLM specifications. Only that part of the pad required for production facilities will be kept in use.

8. Ancillary Facilities:

None

9. Well Site Layout:

A. The drill pad layout is shown in Exhibit #5. Dimensions of the pad and pits and location of major rig components are shown. Top soil, if available, will be stockpiled per BLM specifications as determined at the on-site inspection. Because the pad is almost level no major cuts will be required.

- B. Exhibit #5 shows the planned orientation for the rig and associated drilling equipment, reserve pit, trash pit, pipe racks, turn-around, parking areas and access road. No permanent living facilities are planned but a temporary foreman/toolpusher's trailer will be on location during the drilling operations.
- C. The reserve pit will be lined with high-quality plastic sheeting (5-7 mil thickness).

10. Plan for Restoration of the Surface:

A. Upon completion of the proposed operation, if the well is to be abandoned, the pit area, after allowing to dry, will be broken out and leveled. The original top soil will be returned to the entire location which will be leveled and contoured to as nearly the original topography as possible.

All trash and garbage will be hauled away in order to leave the location in an anesthetically pleasing condition. All pits will be filled and the location leveled within 120 days after abandonment.

- B. The disturbed area will be revegetated by reseeding during the proper growing season with a seed mixture of native grasses as recommended by the BLM.
- C. The reserve pit will be fenced prior to and during drilling operations. The fencing will remain in place until the pit area is cleaned-up and leveled. No oil will be left on the surface of the fluid in the pit.
- D. Upon completion of the proposed operations, if the well is completed, the reserve pit area will be treated as outlined above within the same prescribed time. The caliche from any area of the original drill site not needed for production operations or facilities will be removed and used for construction of thicker pads. Any additional caliche required for facilities will be obtained from an approved caliche pit. Topsoil removed from the drill site will be used to recontour the pit area and any unused portions of the drill pad to the original natural level and reseeded as per BLM specifications.

11. Surface Ownership:

BOR

Brantley Project Area

Surface leasee has been notified and a copy of this APD should be forwarded to the appropriate office by the BLM.

12. Other Information:

- A. The area around the well site is grassland. The vegetation is native scrub grasses with some catclaw and mesquite.
- B. Brantley Lake lies within 1 mile of the proposed location.
 Old Topo shows a windmill within ½ mile to the S/SE.

C. An archaeological survey has been performed by Boone Archaeological Services of Carlsbad, N.M. and will be forwarded to the BLM (copy attached).

13. Lessee's and Operator's Representative:

The SDX Resources, Inc. representative for assuring compliance with the surface use plan is as follows:

John Pool SDX Resources, Inc. PO Box 5061 Midland, Texas 79704 (432) 685-1761 Office or (800) 344-1761

Certification:

I hereby certify that I, or persons under my direct supervision, have inspected the proposed drill site and access route; that I am familiar with the conditions which currently exist; that the statements made in this plan are to the best of my knowledge, true and correct; and the work associated with the operations proposed herein will be performed by SDX Resources, Inc. and its contractors and subcontractors in conformity with this plan and the terms and conditions which it is approved.

SDX Resources, Inc.

DRILLING PROGRAM SDX Resources, Inc. Rocky Federal # 2 3481' FNL, 660' FWL Lot # 12, Sec. 3, T21S, R25E Eddy Co., NM

1. Geologic Name of Surface Formation:

Permian

2. Estimated Tops of Important Geologic Markers:

Queen	306'	Wolfcamp	7536'
San Andres	1480'	Canyon	8179'
Delaware	1880'	Atoka	9520'
Bone Springs	2592'	 Morrow	10,000'

3. Estimated Depth of Anticipated Oil or Gas:

Cisco	8200'	Oil & Gas
Morrow	10000'	Gas

4. Casing Program:

Hole Size	<u>Interval</u>	OC Csg	Weight Grade Jt Cond Type
17-1/2" 11"	0 - 350 0 - 2700	13-3/8" 9-5/8"	48# H-40 8 Rd. ST&C, Existing 36# J-55 8 rd. ST&C, Existing
7-7/8"	0- 11000	5-1/2"	17#, N-80, 8-rd., LT&C, New

Cement Program:

13-3/8" Surface Casing:	350' cemented to surface W/ 400sxs. C. Circ.
9-5/8" Intermediate:	2700' cemented to surface with 1200 sxs Lite and 200 sxs. "C" + 2% CaCL. Circulated.

200 sxs. C + 2% cact. Circulated.

5-1/2" Production Casing:

11000' cemented with a DV tool at ~7900'. !st. stage with 500 sxs. "C" 15/61/11/ POZ + ¼#/sx Cello flake + 4# LCM-1/sx. 2nd. Stage 300 sxs 35/65 POZ "C" 3# NACl/sx + 5#/sx LCM-1 + 6% Bentonite, and tail in with 600 sxs 15/61/11/ POZ "C" + ¼#/ sx. Celo flake + .5% FL-25 + .5% FL-52.

5. <u>Minimum Specifications for Pressure Control:</u>

The blowout preventer equipment (BOP) are shown in Exhibit #1A&B. They will consist of an annular bag type preventer on top of a double ram 5000# WP BOP. Unit will be hydraulically operated. BOP will be nippled up on the 13-3/8" surface csg and used continuously until TD is reached. BOP and accessory equipment will be tested to API

specifications. BOP rams will be operated once every 24 HRS. and blind rams will be operated every time pipe is out of the hole. A 2" kill line and a 2" choke line will be included in the drilling spool. Other accessories to the BOP equipment will include a kelly cock and a stabbing valve.

6. Types and Characteristics of the Proposed Mud System:

The well will be drilled to TD with a brine water mud system. The applicable depth and properties of this system are as follows:

		Weight	Viscosity	Waterlos	S .
<u>Depth</u>	<u>Type</u>	_(ppg)	(sec)	(cc)_	
0-350	FW	8.4	28-36	NC	
350-2700'	FW	8.4	28-36	NC	
2700-TD	BW.	9-12	32-50	6-15	Polymer, caustic

Sufficient mud materials to maintain mud properties and meet minimum lost circulation and weight increase requirements will be kept on location or available at the nearest stocking point.

7. Auxiliary Well Control and Monitoring Equipment:

- A. A kelly cock will be kept in the drill string at all times.
- B. A mud logging unit complete with H2S detector will be continuously monitoring drilling penetration rate and hydrocarbon shows from 2700' to TD.

8. Logging, Testing and Coring Program:

- A. Drillstem tests will be run on the basis of drilling shows.
- B. The electric logging program will consist of GR-Dual Laterolog and GR-Compensated Neutron-Density from TD to intermediate casing. Gr-CNL to surface.
- C. Side wall coring may be performed in select intervals if deemed necessary.
- D. Further testing procedures will be determined after the production casing has been cemented at TD based on drill shows and log evaluation.

9. Abnormal Conditions, Pressures, Temperatures, & Potential Hazards:

No abnormal pressure or temperatures are anticipated. The estimated bottom hole temperature (BHT) at TD is 190° and estimated maximum bottom-hole pressure (BHP) is 4900 psig. No abnormal concentrations of hydrogen sulfide or other hazardous gases or fluids have been encountered, reported or are known to exist at this depth in this area. All H2S operation precautions will be followed (see attached H2S drilling operations plans). No major loss circulation zones have been reported in offsetting wells.

10. Anticipated Starting Date and Duration of Operations:

Road and location work will not begin until approval has been received from the BLM. The anticipated spud date is April 1, 2004. Once commenced, the drilling operation should be finished in approximately 30 days. If the well is productive, an additional 30 days will be required for completion and testing before a decision is made to install permanent facilities.

HYDROGEN SULFIDE DRILLING OPERATIONS PLAN

SDX Resources Inc.

Rocky Federal #2
3481' FNL, 660' FWL
Sec. 3, T21S, R25E, Lot #12
Eddy Co., NM

I. Hydrogen Sulfide Training

All personnel, whether regularly assigned, contracted, or employed on an unscheduled basis, will receive training from a qualified instructor in the following areas prior to commencing drilling operations on this well:

- 1. The hazards and characteristics of hydrogen sulfide (H2S).
- 2. The proper use and maintenance of personal protective equipment and life support system.
- 3. The proper use of H2S detectors, alarms, warning systems, briefing areas, evacuation procedures, and prevailing winds.
- 4. The proper techniques for first aid and rescue procedures.

In addition, supervisory personnel will be trained in the following areas:

- 1. The effects of H2S on metal components. If high tensile tubulars are to be used, personnel will be trained in their special maintenance requirements.
- 2. Corrective action and shut-in procedures when drilling or reworking a well and blowout prevention and well control procedures.
- 3. The contents and requirements of the H2S Drilling Operations Plan and the H2S Contingency Plan (if applicable).
- 4. There will be an initial safety session just prior to commencing operations on the well. The initial session shall include a review of the site's specific H2S Drilling Operations plan. This plan shall be available at the well site. All personnel will be required to carry documentation that they have received the proper training.

II. H2S SAFETY EQUIPEMNT AND SYSTEMS

Note: All H2S safety equipment and systems will be installed, tested, and operational when drilling below the syrface casing commences.

- 1. Well Control Equipment:
 - A. Annular Preventer to accommodate all pipe sizes and a double ram stack with a properly sized closing unit.
- 2. Protective Equipment for Essential Personnel:
 - A. Mark II Surviveair 30-minute units located on site.

3. H2S Detection and Monitoring Equipment:

- A. 1 portable H2S monitor positioned on location for best coverage and response.
- B. Mud logging trailer shall have H2S monitoring equipment.

4. Visual Warning Systems:

- A. Guy lines will be flagged and a wind sock will be positioned on location.
- B. Caution/Danger signs shall be posted on roads providing direct access to location.

5. Mud Program:

The mud program has been designed to minimize the volume of H2S circulated to the surface. Proper mud weight, safe drilling practices, will minimize hazards when penetrating H2S bearing zones.

6. Metallurgy:

All drill strings, casings, tubing, wellhead, blowout preventers, drilling spool, kill lines, choke manifold and lines, and valves shall be suitable for H2S service as necessary.

7. Communication:

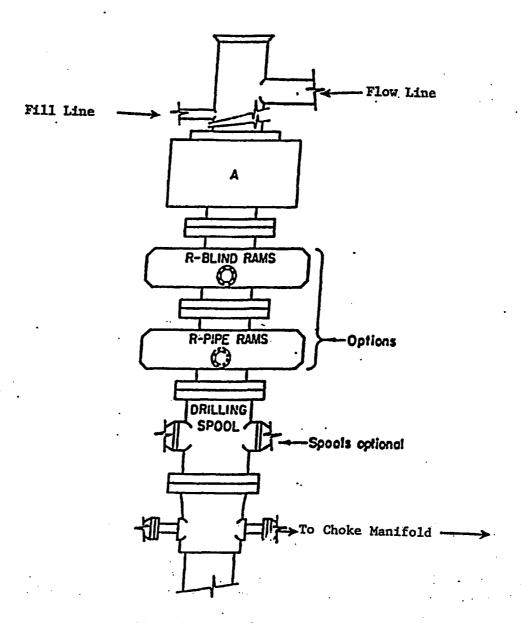
Radio communications in company vehicles including cellular telephones.

8. Well Testing:

A DST may be performed in the Morrow.

III. H2S Contingency Plan

1. No H2S concentrations in excess of 100 PPM are anticipated, therefore, a H2S contingency plan is not necessary.



ARRANGEMENT SRRA

1500 Series 5000# Working Pressure

> EXHIBIT #1A BOP Rocky Federal #2



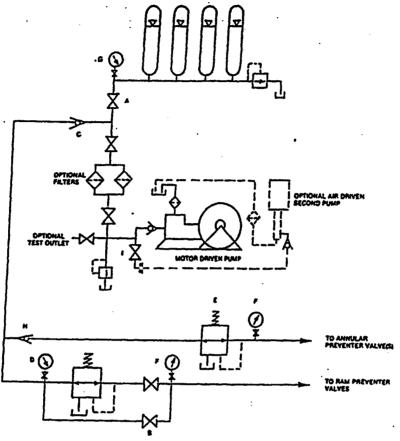


FIGURE K6-1. The schematic sketch of an accumulator system shows required and optional components.

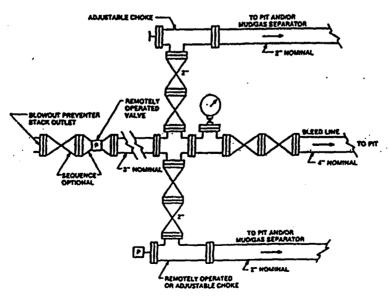


FIGURE K4-2. Typical choke manifold assembly for SM rated working pressure service — surface installation.

EXHIBIT #1B
Choke manifold & Closing unit
Rocky Federal #2
Eddy Co., NM

<u>District |</u> 1625 N. French Dr. Hobbs, NM 88240

<u>District II</u> 811 South First, Artesia, NM 88210

<u>District III</u> 1000 Rio Brazos Rd., Aztec NM 87410 <u>District IV</u> 2040 South Pacheco, Santa Fe, NM 87505 State of New Mexico Energy, Minerals & Natural Resources

OIL CONSERVATION DIVISION

2040 South Pacheco Santa Fe, N M 87505 Form C-102
Revised March 17, 1999
Submit to Appropriate District Office
State Lease - 4 Copies
Fee Lease - 3 Copies

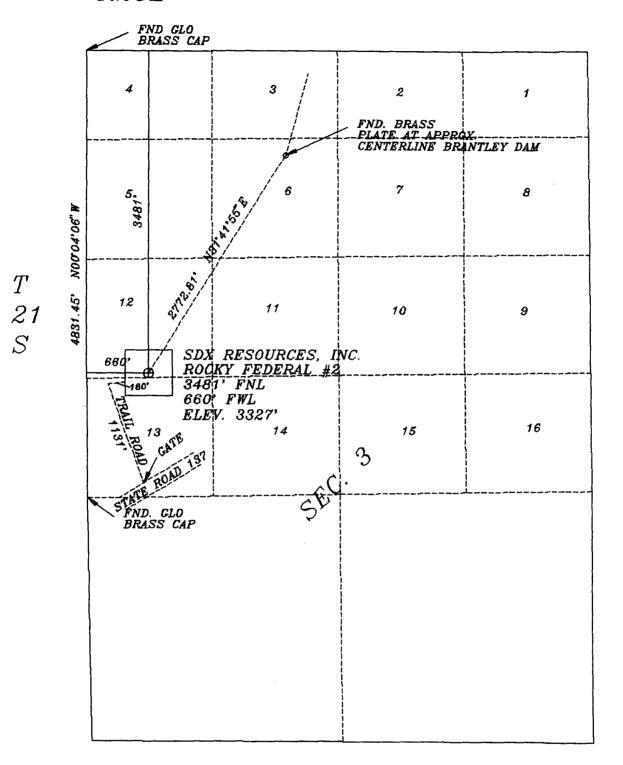
MENDED REPORT

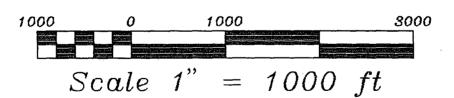
WELL LOCATION AND ACREAGE DEDICATION PLAT

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SKETCH SHOWING PROPOSED ACCESS ROAD

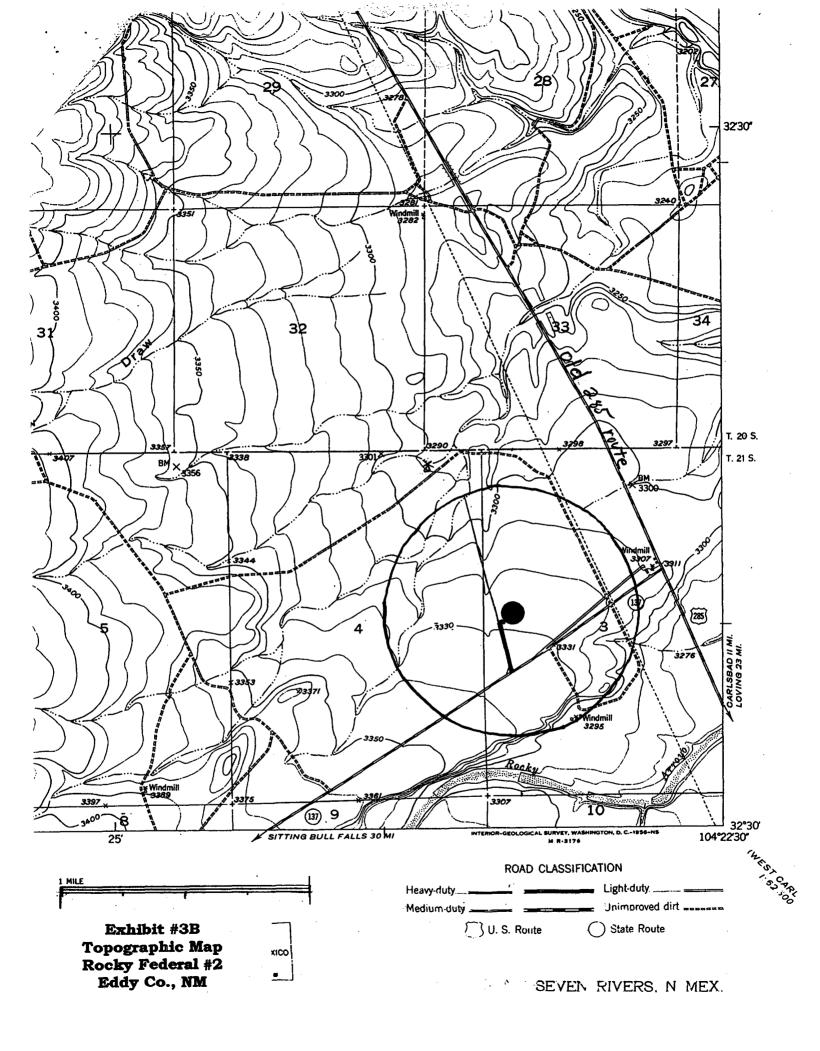
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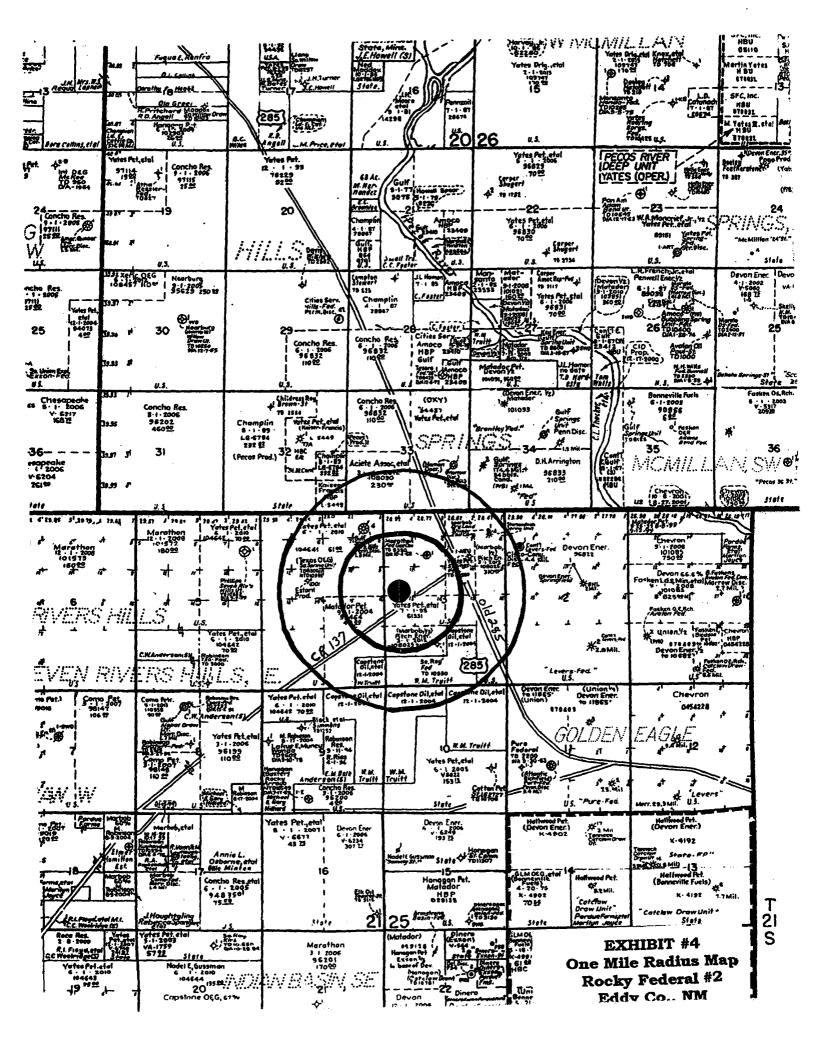


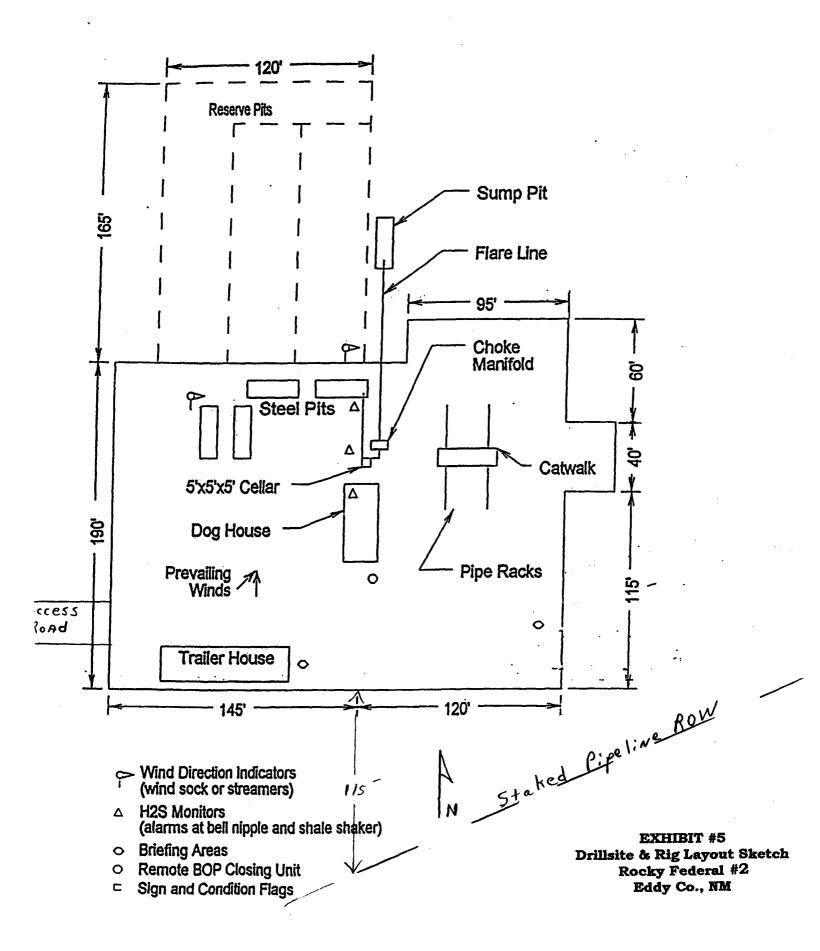


PREPARED BY: DAN R. REDDY NM PE&PS #5412 PREPARED FOR: SDX RESOURCES, INC. FEB9, 2004









STATEMENT ACCEPTING RESPONSIBILITY FOR OPERATIONS

SDX Resources Inc. PO Box 5061 Midland, TX 79704 432/685-1761

February 18, 2004

The undersigned accepts all applicable terms, conditions, stipulations and restrictions concerning operations conducted on the leased land or portion thereof, as described below:

Lease No.: NMNM-111406

Lease Name: Rocky Federal #2

Legal Description of Land: Unit F, 3481' FNL 660' FWL

Sec. 3, T21S, R25E

Eddy Co., NM

Formation (s): Springs Morrow Gas

Bond Coverage: Statewide Bond - State of New Mexico

BLM Bond File No.: NM2307

Authorized Signature:

John Poor Vice-President

f. Well Pad Footages: 3,481' FNL, 660' FEL

g. USGS 7.5 Map Name(s) and Code Number(s): SEVEN RIVERS, NM (1954) 32104-E4

TITLE PAGE/ABSTRACT/ NEGATIVE SITE REPORT

1/03			O/RFO				
1. BLM Report No.		2. Reviewer's Initia	ls/Date	3. NMCRIS No.: 87069	3. NMCRIS No.: 87069		
	l	ACCEPTED () R	EJECTED ()				
4. Type of Report:	Nega	tive(X)	Positive ()		1		
5.Title of Report: Class III archaeological sur	vey of a pad ar	nd access road for the	Rocky Federal well No	6. Fieldwork Date from 11 Feb. 2			
Author(s): Ann Boone 7. Report Date: 11 Feb. 2004							
8. Consultant Name & Addre	es:			9. Cultural Resour			
Boone Archaeological S	ervices			190-2920-03-E			
2030 North Canal			,	190-2920-03-E			
Carlsbad, NM 88220							
Direct Charge: Danny Bo	one			10. Consultant Re	eport No.:		
Field Personnel Names: I	anny Boone			BAS 02-04-09			
Phone: (505) 885-1352							
11. Customer Name: SDX Resources, Inc. 12. Customer Project N							
Responsible Individual: Chuc	k Morgan			12. Castolito, 110	Judi 140		
Address: P.O. box 5061							
Midland, Texas 7970	4						
Phone: (432) 685-1761							
13. Land Status	BLM .	STATE	PRIVATE	OTHER	TOTAL		
a. Area Surveyed (acres)	0	0	0	BOR 11.0 (+/-)	11.0 (-/+)		
b. Area of Effect (acres)	0	0	0	BOR 6.8 (-/+)	6.8 (+/-)		
14. a. Linear: Length; 1,375'	Width; 100						
b. Block: 600' x 600'							
15. Location: (Maps Attached	if Negative S	urvey)					
a. State: New Mexico	_	• •					
b. County: Eddy							
c. BLM Office: Carlsbad	•						
d. Nearest City or Town:	Carlsbad, NM						
e. Legal Location: T 21	S, R 25E, Sec.	3 (Oblong shape fro	m the NW corner), Pad	NW SW; Access Road, N	W SW, SW SW:		

FAX:

		ect	

a. Records Search: Date(s) of BLM File Review: 11 Feb. 2004

Date(s) of ARMS Data Review: 11 Feb. 2004

Name of Reviewer (s): Danny Boone Name of Reviewer (s): Ann Boone

Findings (see Field Office requirements to determine area to be reviewed during records search):

LA139065 is within 0.25 mile.

b. Description of Undertaking:

This project is located on Federal Lands administrated by The Bureau Of Reclamation. The access road begins approximately 150' inside of the southwest portion of the pad survey area and trends west to an existing northwest to southeast trending graded road (Old) that will be upgraded. This existing road junctions with State Highway 137 and survey was terminated at the ROW barb wire fence. Location, footage and acres for the access road are estimations based on a hand held GPS Unit.

c. Environmental Setting (NRCS soil designation; vegetative community; etc.):

Topography: Flat featureless sheetwash plain with large amounts of caliche rock that contain significant amounts of chert pebbles visible on the surface.

Vegetation: Overall groundcover is approximately 10%, croosote, mesquite, littleleaf horsebrush, broom snakeweed, catclaw, prickly pear cactus and assorted grasses.

NRCS: Reagan-Upton association: Loamy, deep soils and soils that are shallow to caliche; from old alluvium

d. Field Methods: (transect intervals; crew size; time in field, etc.):

Transects: A grid of parallel transects spaced 15 meters or less apart for the pad and one parallel zig-zag spaced up to 15 meters on each side of staked centerline for the road.

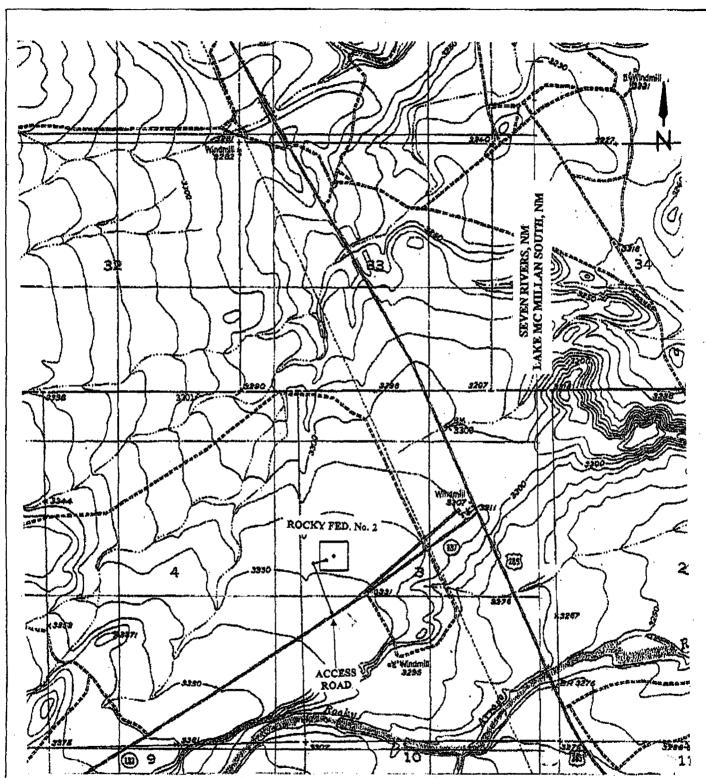
Crew Size: One

Time in Field: 3.0 hours

- e. Artifacts Collected (?): None
- 17. Cultural Resource Findings:
 - a. Identification and description: None
 - b. Evaluation of significance of Each Resource:
- 18. Management Summary (Recommendations):

Archaeological clearance of a pad and access road for the Rocky Federal well No.2 for SDX Resources, Inc. as presently flagged is recommended. If cultural resources are encountered at any time all activity should cease and the BLM Archaeologist notified immediately.

19. I certify that the information provided above is correct and ac	ccurate and meets all appreciable BI Matandarde
Responsible Archaeologist Language	12 7-el-04
*** *	
Signature	Date



Location Map of a pad and access road for the Rocky Federal well No. 2 for SDX Resources, Inc. in Section 3, T 21S, R 25E, NMPM, Eddy County, New Mexico.

Map Reference USGS 7.5' Series; SEVEN RIVERS, NM (1954) 32104-E4

