District 1 1625 N. French Dr., Hobbs, NM 88240 Phone: (575) 393-6161 Fax: (575) 393-0720

District_II 811 S. First St., Artesia, NM 88210 Phone: (575) 748-1283 Fax: (575) 748-9720 District III 1000 Rio Brazos Road, Aztec, NM 87410

Phone: (505) 334-6178 Fax: (505) 334-6170

District IV 1220 S. St. Francis Dr., Santa Fe, NM 87505

E-mail Address: scox@limerockresources.com

Date: 4/29/2015

Phone: 713-292-9528

State of New MAMOIL CONSERVATION

EnergyMinerals and Natural Resources DISTRICT

Oil Conservation Division APR 2 9 2015

1220 South St. Francis Dr. RECEIVED Santa Fe, NM 87505

Form C-101 Revised July 18, 2013

☐ AMENDED Report .

		67	Operator Nan	ne and Add					² OGRID Number 277558	
		1111 Ba	gby Street, Suite	4600 Hc	ouston, Texas 7700	2		30-0k	3 API Number	929
396					⁵ Property Fann	Name ning 11 I			⁶ Well	No. #3
				_	⁷ Surfac	ce Locat	ion			•
UL - Lot	Section	Township	Range	L	ot ldn Fee	t From	N/S Line	Feet From	E/W Line	County
	11	185	26E	8		310	<u> </u>	330	E	Eddy
UL - Lot	Section	Township	Range	_ Pr ⊤ _ i	oposed Bott	tom Hol	e Location	Feet From	E/W Line	County
I	11	18S	26E		1	310	S	330	E	Eddy
					9 Pool I	nformat	ion			
										Γ .
Red Lake; Glor	ieta-Yeso	 -			111/1 133	7 D T C	<u></u>			51120
9 Work	Tune		10 Well Type	A	Additional W			¹² Lease Type	13 Gra	ound Level Elevation
Now			O		R			P	3306.1	
¹⁴ Mu		16	15 Proposed Depth	UD.	¹⁶ Form			17 Contractor 18 Soud I		
N Depth to Ground			50' MD / 4650' T Distar		Yes nearest fresh water					fter 6/1/2015 water: 0.77 Mil
X We will I			system in lieu of I							
Туре	Hole	Size	Casing Size		osed Casing		ment Prog	gram Sacks of C	ement	Estimated TOC
Conductor	 	6"	20"	 	91.5	- 5.	40 40		·	Surface
Surface		1/4"	8-5/8"		24	<u> </u>	425 350			Surface
Production		7/8"	5-1/2"	\vdash	17			910		Surface
Hoddenon		76		∟ 1σ/Се	ment Progr	am: Ada				Surface
				ig/Ct	ment i rogi	#III. 7 X CC	inional Co	Jiiiichts .		<u> </u>
			P	ropos	sed Blowout	Prevent	ion Progra	ım		
	Туре		,	Working	Pressure		Test Press	ure	Ma	nufacturer
	XLT 11"			50	000	2000 National Varco				onal Varco
hambu gartifu t	hat the info	rmotion aire	n above is true and	Laammla	to to the best				·	
f my knowledge	and belief.	-	with 19.15.14.9 (A				OIL C	ONSERVAT	ION DIVIS	SION
9.15.14.9 (B) N	IMAC 0, if	applicable.	X			Approved	RD	De		
Printed Name:	Spencer C	cox .				Title: 5	ASD	ews/		
Title: Product	F1				-	Approved			iration Date: //	11

Conditions of Approval Attached

District.1
1025 N. French Dr., Hobbs, NM 88240
Phone: (375) 393-6161 Fax: (575) 393-0720
District.11
811 S. First St., Artesia, NM 88210
Phone: (575) 748-1283 Fax: (575) 748-9720
District.111
1000 Rio Brazos Road, Aztec, NM 87410
Phone: (505) 334-6178 Fax: (505) 334-6170
District.1V
1220 S. St. Francis Dr., Santa Fe, NM 87505

Phone: (505) 476-3460 Fax: (505) 476-3462

⁴ Property Code

⁷OGRID No. **277558**

1 API Number

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

☐ AMENDED REPORT

⁶ Well Number

⁹ Elevation

3306.1

WELL LOCATION AND ACREAGE DEDICATION PLAT

⁵ Property Name

FANNING "11" I

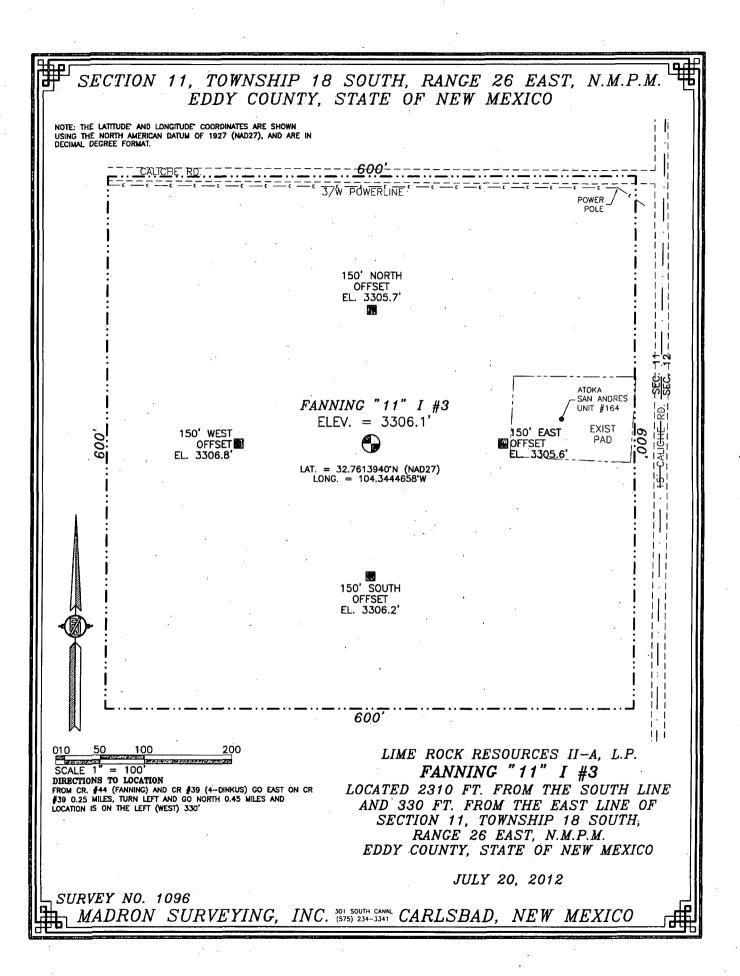
* Operator Name

LIME ROCK RESOURCES II A, L.P.

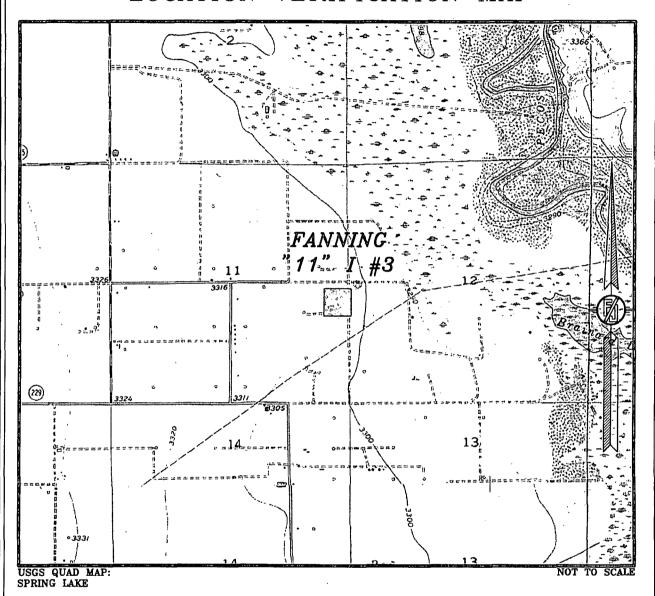
"Surface Location

Pool Code

## COMPUTED LOCATION Section 11 18 18 26 E 2310 SOUTH 330 EAST EDDY ## Dedicated Acres "Joint or Infill "Consolidation Code "Order No. Dedicated Acres "Joint or Infill "Consolidation Code "Order No. Oallowable will be assigned to this completion until all interests have been consolidated or a non-standard unit has been approved by the livision. NB9-40*15*W 2652.58 FT NB9*40*15*W 2652.58 FT NB9*40*10*W 2652.58 FT NB9	UL or lot no.	Section	Township	Range	Lot idn	Feet from the	North/South line	Fee	t from the	East/West line	County
UL or tot no. Section Township Range Lot Idn Feer from the North/South line Feet from the East/West line County Dedicated Acree 1/1 Joint or Infill 1/2 Consolidation Code 1/4 Order No. Idn allowable will be assigned to this completion until all interests have been consolidated or a non-standard unit has been approved by the ivision. N89'40'15'W 2632.58 FT N89'40	I	11	18 S	26 E		2310	SOUTH		330	EAST	EDDY
Dedicated Acres 10 Joint or Infill 10 Consolidation Code 10 Order No. Info Joint or Infill 10 Consolidation Code 10 Order No.				" B	ottom H	ole Location	If Different Fro	om S	urface		
to allowable will be assigned to this completion until all interests have been consolidated or a non-standard unit has been approved by the livision. N89'40'15'W 2652.58 FT N89'40'15'W 2652.58 FT N89'40'15'W 2652.58 FT NECORNER SEC. 11 LAT. = 32.7698820'N LONG. = 104.3433017'W LONG. = 104.3434007'W L	UL or lot no.	Section	Township	Range	Lot Idn	Feet from the	North/South line	Fee	t from the	East/West line	County
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Decimal definition pursuant to a commercial with an onner of such a mineral or working order hereafore entered by the distinal. NOTE: LATTUDE AND LONGITUDE COORDINATES ARE SHOWN USING THE MORTHOF 1927 AMERICAN DATUMEN AND LONGITUDE COORDINATES ARE SHOWN USING THE MORTHOF 1927 AMERICAN DATUMEN AND LONGITUDE COMPUTED LAT: = 32,762379TN LONG: = 104.3605823W W/4 CORNER SEC. 11 LAT: = 32,762379TN LONG: = 104.3605823W FANNING: "11" #3 LEUV: = 3306.1" LAT: = 32,762379TN LONG: = 104.3444658W SWR VEYOR CERTIFICATION I hereby certify that the well location shown on this plan was plotted from shall play to play the distinal and that the same and supplied from shall play the play was plotted from shall play the play that the well location shown on this plan was plotted from shall play to play the play that the well location shown on this play was plotted from shall play the play was plotted from shall play to play the play that the well location shown on this play was plotted from shall play to play the play that the well location shown on this play was plotted from shall play the play that the well location shown on this play was plotted from shall play the play that the well location shown on this play was plotted from shall play the play that the well location shown on this play was plotted from shall play the play that the well location shown on this play was plotted from shall play the play that the well location shown on this play was plotted from shall play the play that the well location shown on this play was plotted from shall play the play that the well location shown on this play was plotted from shall play the play that the well location shown on this play was plotted from shall play the play that the well location shown on this play that the well location shown on this play was played from shall play the play that the well location shown on this play that the well location shown			1		1	.			ll '		-
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SECTION 11, TOWNSHIP 18 SOUTH, RANGE 26 EAST, N.M.P.M. EDDY COUNTY, STATE OF NEW MEXICO LOCATION VERIFICATION MAP



LIME ROCK RESOURCES II—A, L.P.

FANNING "11" I #3

LOCATED 2310 FT. FROM THE SOUTH LINE
AND 330 FT. FROM THE EAST LINE OF
SECTION 11, TOWNSHIP 18 SOUTH,
RANGE 26 EAST, N.M.P.M.
EDDY COUNTY, STATE OF NEW MEXICO

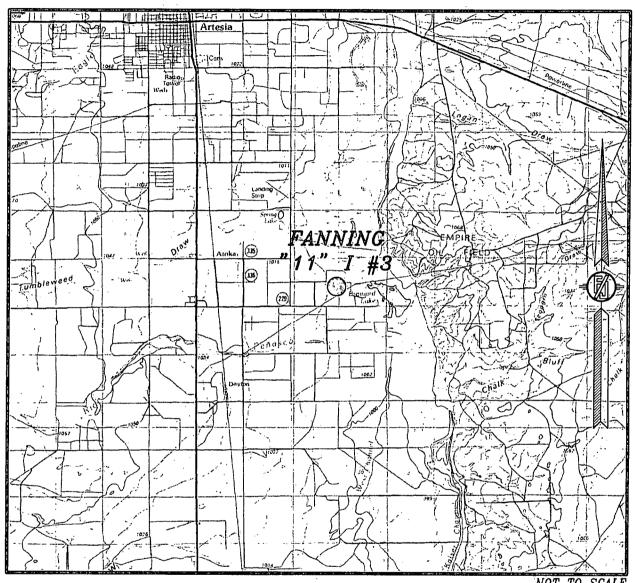
JULY 20, 2012

SURVEY NO. 1096

MADRON SURVEYING, INC. 301 SOUTH CANAL CARLSBAD, NEW MEXICO

(575) 234-3341

SECTION 11, TOWNSHIP 18 SOUTH, RANGE 26 EAST, N.M.P.M. EDDY COUNTY, STATE OF NEW MEXICO VICINITY MAP



NOT TO SCALE

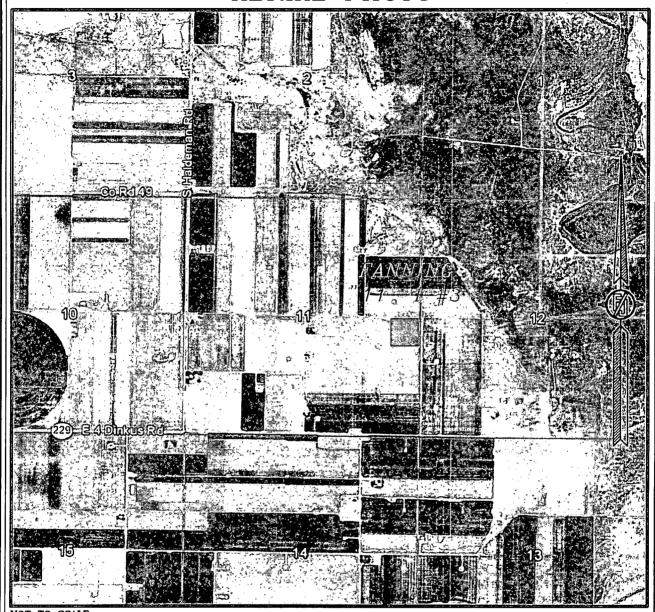
LIME ROCK RESOURCES II-A, L.P. FANNING "11" I #3 LOCATED 2310 FT. FROM THE SOUTH LINE AND 330 FT. FROM THE EAST LINE OF SECTION 11, TOWNSHIP 18 SOUTH, RANGE 26 EAST, N.M.P.M. EDDY COUNTY, STATE OF NEW MEXICO

JULY 20, 2012

SURVEY NO. 1096

MADRON SURVEYING, INC. 301 SQUITH CANAL CARLSBAD, NEW MEXICO

SECTION 11, TOWNSHIP 18 SOUTH, RANGE 26 EAST, N.M.P.M. EDDY COUNTY, STATE OF NEW MEXICO AERIAL PHOTO



NOT TO SCALE AERIAL PHOTO: GOOGLE EARTH JUNE 2011

LIME ROCK RESOURCES II-A, L.P.

FANNING "11" I #3

LOCATED 2310 FT. FROM THE SOUTH LINE
AND 330 FT. FROM THE EAST LINE OF
SECTION 11, TOWNSHIP 18 SOUTH,
RANGE 26 EAST, N.M.P.M.
EDDY COUNTY, STATE OF NEW MEXICO

JULY 20, 2012

SURVEY NO. 1096

MADRON SURVEYING, INC. 301 SOUTH CANAL CARLSBAD, NEW MEXICO

Lime Rock Resources II-A, L.P. Drilling Plan

Fanning 11 I #3 2310' FSL 330' FEL (I) 11-18S-26E Eddy County, NM

- 1. The elevation of the unprepared ground is 3306.1 feet above sea level.
- 2. The geologic name of the surface formation is Quaternary Alluvium.
- 3. A rotary rig will be utilized to drill the well to 4650' and run casing. This equipment will be rigged down and the well will be completed with a workover rig.
- 4. Well will be drilled to a total proposed depth of 4650' MD.
- 5. Estimated tops of geologic markers:

	MD	TVD
Quaternary – Alluvium	Surface	Surface
Yates	NA	NA
7 Rivers	NA	NA
Queen	307	307
Grayburg	727	727
Premier	NA	NA
San Andres	1020	1020
Glorieta	2389	2389
Yeso	2458	2458
Tubb	3950	3950
TD	4650	4650

 Estimated depths at which anticipated oil, gas, or other mineral bearing formations are expected to be encountered:

	MD	TVD
Yates	NA	NA
7 Rivers	NA	NA
Queen	307	307
Grayburg	727	727
Premier	NA	NA
San Andres	1020	1020
Glorieta	2389	2389
Yeso	2458	2458
Tubb	3950	3950
TD	4650	4650

7. Proposed Casing and Cement program is as follows:

Туре	Hole	Casing	Wt	Grade	Thread	Depth	Sx	Density	Yield	Components
Conductor	26"	20"	91.5	В	Welded	40	40			Ready Mix
Surface	12-1/4"	8-5/8"	24	J-55	ST&C	425	350	14.8	1.35	CI C Cmt + 0.25 lbs/sk Cello Flake + 2% CaCl2
Intermediate					·					
Production	7-7/8"	5-1/2"	17	J-55	LT&C	4650	200	12.8	1.903	(35:65) Poz/CI C Cmt + 5% NaCl + 0.25 lbs/sk Cello Flake + 5 lbs/sk LCM-1 +0.2% R-3 + 6% Gel
							710	14.8	1.33	Cl H w/ 0.6% R-3, 0.125% Cello Flake, 2% Gel

8. Proposed Mud Program is as follows

Depth	0-425	425-4500	4500-4650
Mud Type	Fresh Water Mud	Brine	Brine, Salt Gel, & Starch
Properties	, , , , , , , , , , , , , , , , , , , ,		
MW	8.4-9.2	9.8-10.1	9.9-10.1
рН	9.0-10.5	10.0-12.0	10.0-12.0
WL	NC	· NC	20-30
Vis	28-34	28-29	32-34
MC	NC	NC:	<2
Solids	NC	<2%	<3%
Pump Rate	300-500 gpm	375-425 gpm	400-425 gpm
Special		Use Poymers sticks and MF-55 Hi-Vis Sweeps as necessary	Hi Vis Sweeps, add acid and starch as req. Raise Vis to 35 for log.

9. Pressure Control Equipment: See Attached Description and diagram of Pressure Control Equipment.

10. Testing, Logging and Coring Program

Testing Program: No drill stem tests are anticipated

Electric Logging Program: SGR-DLL-CDL-CNL Quad Combo from 4650 to surf. Csg. SGR-CNL to Surf.

Coring Program: No full or sidewall cores are anticipated.

11. Potential Hazards:

No abnormal temperatures or pressures are expected. There is no known presence of H2S in this area. If H2S is encountered the operator will comply with the provisions of Onshore Oil and Gas Order No. 6. All personnel will be familiar with all aspects of safe operation of equipment being used to drill this well. Estimated BHP 2046 psi based on 0.44 x TD. The estimated BHT is 125 degrees F.

12. Duration of Operations:

Anticipated spud date will be soon after approval and as soon as a rig will be available. Move in operations and drilling is expected to take 10 days. An additional 14 days will be needed it complete the well and to construct surface facilities.

Hydrogen Sulfide Drilling Plan Summary

- A. All personnel shall receive proper H2S training in accordance with Onshore Order 6 III.C.3.a.
- B. Briefing Area: two perpendicular areas will be designated by signs and readily accessible.
- C. Required Emergency Equipment:
 - Well control equipment
 - a. Flare line 150' from wellhead to be ignited by flare gun.
 - b. Choke manifold with a remotely operated choke.
 - c. Mud/gas separator
 - Protective equipment for essential personnel.

Breathing apparatus:

- a. Rescue Packs (SCBA) 1 unit shall be placed at each breathing area, 2 shall be stored in the safety trailer.
- b. Work/Escape packs —4 packs shall be stored on the rig floor and contain sufficiently long air hoses as to not to restrict work activity.
- c. Emergency Escape Packs —4 packs shall be stored in the doghouse for emergency evacuation.

Auxiliary Rescue Equipment:

- a. Stretcher
- b. Two OSHA full body harness
- c. 100 ft 5/8 inch OSHA approved rope
- d. 1-20# class ABC fire extinguisher

H2S detection and monitoring equipment:

The stationary detector with three sensors will be placed in the upper dog house if equipped, set to visually alarm @ 10 ppm and audible @ 14 ppm. Calibrate a minimum of every 30 days or as needed. The sensors will be placed in the following places: Rig floor / Bell nipple / End of flow line or where well bore fluid is being discharged.

(Gas sample tubes will be stored in the safety trailer)

Visual warning systems:

- a. One color code condition sign will be placed at the entrance to the site reflecting the possible conditions at the site.
- b. A colored condition flag will be on display, reflecting the current condition at the site at the time.
- c. Two wind socks will be placed in strategic locations, visible from all angles.

Mud program:

The mud program has been designed to minimize the volume of H2S circulated to surface. The operator will have the necessary mud products to minimize hazards while drilling in H2S bearing zones.

■ Metallurgy:

- a. All drill strings, casings, tubing, wellhead, blowout preventer, drilling spool, kill lines, choke manifold and lines, and valves shall be suitable for H2S service.
- b. All elastomers used for packing and seals shall be H2S trim.

■ Communication:

Communication will be via two way radio in emergency and company vehicles. Cell phones and land lines where available.

H2S CONTINGENCY DRILLING PLAN EMERGENCY CONTACTS

Company Offices - Lime Rock Houston Office

Answering Service (After Hours)

Artesia, NM Office Roswell, NM 575-748-9724 575-623-8424

713-292-9510 713-292-9555

KEY PERSONNEL

Name	Title	Location	Office #	Cell #	Home #
Mike Loudermilk	Operations Manager	Houston	713-292-9526	832-331-7367	Same as Cell
Spencer Cox	Operations Engineer	Houston	713-292-9528	432-254-5140	Same as Cell
Eric McClusky	Operations Engineer	Houston	713-360-5714	405-821-0534	832-491-3079
Jerry Smith	Assistant Production Supervisor	Artesia	575-748-9724	505-918-0556	575-746-2478
Michael Barrett	Production Supervisor	Roswell	575-623-8424	505-353-2644	575-623-4707
Gary McCelland	Well Site Supervisor	Rotates on Site	NA	903-503-8997	NA
Dave Williamson	Well Site Supervisor	Rotates on Site	NA	575-308-9980	NA

	Agency Call List	
City	Agency or Office	Telephone #
Artesia	Ambulance	911
Artesia	State Police	575-746-2703
Artesia	Sherriff's Office	575-746-9888
Artesia	City Police	575-746-2703
Artesia	Fire Department	575-746-2701
Artesia	Local Emergency Planning Committee	575-746-2122
Artesia	New Mexico OCD District II	575-748-1283
Carlsbad	Ambulance	911
Carlsbad	State Police	575-885-3137
Carlsbad		
Carlsbad	City Police	575-885-2111
Carlsbad	Fire Department	575-885-2111
Carlsbad	Local Emergency Planning Committee	575-887-3798
Carlsbad	US DOI Bureau of Land Management	575-887-6544
State Wide	New Mexico Emergency Response Commisssion ("NMERC")	505-476-9600
State Wide	NMERC 24 Hour Number	505-827-9126
State Wide	New Mexico State Emergency Operations Center	505-476-9635
National	National Emergency Response Center (Washington D.C.)	800-424-8802

	Emerge	ency Services			
Name	Service	Location	Telephone Number	Alternate Number	
Boots & Coots International Well Control	Well Control	Houston / Odessa	1-800-256-9688	281-931-8884	
Cudd Pressure Control	Well Control/Pumping	Odessa	915-699-0139	915-563-3356	
Baker Hughes Inc.	Pumping Services	Artesia, Hobbs & Odessa	575-746-2757	Same	
Total Safety	Safety Equipment & Personnel	Artesia	575-746-2847	Same	
Cutter Oilfirld Services	Drilling Systems Equipment	Midland	432-488-6707	Same	
Safety Dog	Safety Equipment & Personnel	Artesia	575-748-5847	575-441-1370	
Fighting for Life	Emergency Helicopter Evacuation	Lubbock	806-743-9911	Same	
Aerocare	Emergency Helicopter Evacuation	Lubbock	806-747-8923	Same	
Med Flight Air Ambulance	Emergency Helicopter Evacuation	Alburquerque	505-842-4433	Same	
Artesia General Hospital	Emergency Medical Care	Artesia	575-748-3333	702 North 13th Street	

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Pressure Control Equipment

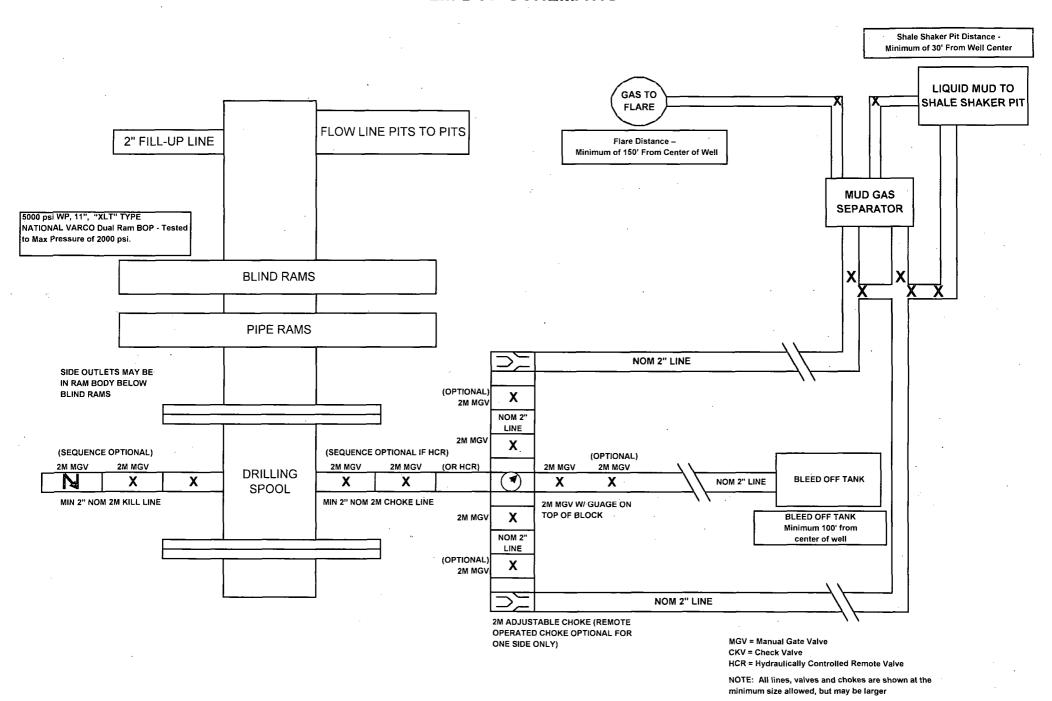
The blowout preventer equipment (BOP) will consist of a 5000 psi rated, "XLT" type, National VARCO double ram preventer that will be tested to a maximum pressure of 2000 psi. The unit will be hydraulically operated and the ram type preventer will be equipped with blind rams on top and drill pipe rams on bottom. The 2M BOP will be installed on the 8 5/8" surface casing and utilized continuously until total depth is reached. All casing strings will be tested as per Onshore Order #2. This also includes a thirty day (30) test, should the rig still be operating on the same well in thirty days.

Pipe rams will be operated and checked each 24 hour period and each time the drill pipe is out of the hole. These functional tests will be documented on the daily drilling logs.

The BOP equipment will consist of the following:

- Double ram with blind rams (top) and pipe rams (bottom),
- Drilling spool, or blowout preventer with 2 side outlets (choke side shall be a 2" minimum diameter, kill side will be at least 2 inch diameter).
- Kill line (2 inch minimum),
- A minimum of 2 choke line valves (2 inch minimum),
- 2 inch diameter choke line,
- 2 kill valves, one of which will be a check valve (2 inch minimum),
- 2 chokes, one of which will be capable of remote operation,
- Pressure gauge on choke manifold,
- Upper Kelly cock valve with handle available,
- Safety valve and subs to fit all drill string connections in use,
- All BOPE connections subjected to well pressure will be flanged, welded, or clamped,
- A Fill-up line above the uppermost preventer.

2M BOP SCHEMATIC



Lime Rock Resources II-A, L.P.

Fanning 11 I #3

Unit I, S11-T18S-R26E, Eddy County, NM

Design: Closed Loop System with roll-off steel bins (pits)

CRI/HOBBS will supply (2) bins (100 bbl) volume, rails and transportation relating to the Close Loop System. Specification of the Closed Loop System is attached.

Contacts: Gary Wallace (432) 638-4076 Cell

(575) 393-1079 Office

Scomi Oil Tool: Supervisor - Armando Soto (432) 553-7979 Hobbs, NM

Monitoring 24 Hour service

Equipment:

Centrifuges – Derrick Brand Rig Shakers – Brandt Brand

D-watering Unit

Air pumps on location for immediate remediation process

Layout of Close Loop System with bins, centrifuges and shakers attached.

Cuttings and associated liquids will be hauled to a State regulated third party disposal site (CRI or Controlled Recovery, Inc.). The disposal site permit is DFP = #R9166.

2- (250 bbl) tanks to hold fluid 2-CRI bins with track system

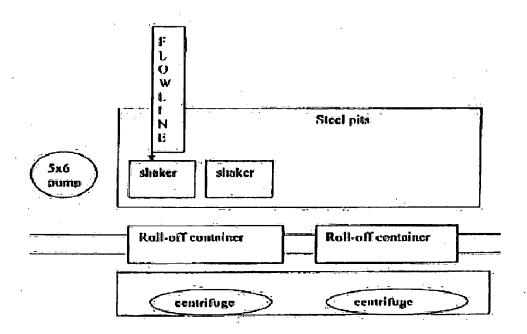
2-500 bbl frac tanks with fresh water 2-500 bbl frac tanks for brine water

Operations:

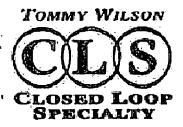
Closed Loop System equipment will be inspected daily by each tour and any necessary maintenance performed. leak in system will be repaired and/or contained immediately. OCD will be notified within 48 hours of any spill. Remediation process will start immediately.

Closure:

During drilling operations all liquids, drilling fluids and cuttings will be hauled off via CRI equipment to DFP #R9166.



This will be maintained by 24 hour solids control personnel that stay on location.



Ontre: 515.746.1689

Cell: 575.748.6367