

District I  
1625 N. French Dr., Hobbs, NM 88240  
District II  
1301 W Grand Avenue, Artesia, NM 88210  
District III  
1000 Rio Brazos Road, Aztec, NM 87410  
District IV  
1220 S. St. Francis Dr., Santa Fe, NM 87505

**RECEIVED**  
SEP 10 2010  
NMOCD ARTESIA

State of New Mexico  
Energy Minerals and Natural Resources  
Conservation Division  
1220 South St. Francis Dr.  
Santa Fe, NM 87505

Form C-101  
June 16, 2003

Submit to appropriate District Office

AMENDED REPORT

*3618*

**APPLICATION FOR PERMIT TO DRILL, RE-ENTER, DEEPEN, PLUGBACK, OR ADD A ZONE**

<sup>1</sup> Operator Name and Address Lime Rock Resources A, L P 1111 Bagby St., Suite 4600 Houston, TX 77092		<sup>2</sup> OGRID Number 255333
<sup>3</sup> Property Code 306812 <i>30681</i>	<sup>5</sup> Property Name Aid 24 State	<sup>3</sup> API Number 30-015-38186
<sup>9</sup> Proposed Pool 1 Empire; Glorieta-Yeso (96210)		<sup>10</sup> Proposed Pool 2

<sup>7</sup> Surface Location

UL or lot no	Section	Township	Range	Lot Idn	Feet from the	North/South line	Feet from the	East/West line	County
I.	24	17S	28E		1650	South	990	East	Eddy

<sup>8</sup> Proposed Bottom Hole Location If Different From Surface

UL or lot no	Section	Township	Range	Lot Idn	Feet from the	North/South line	Feet from the	East/West line	County

Additional Well Information

<sup>11</sup> Work Type Code N	<sup>12</sup> Well Type Code O	<sup>13</sup> Cable/Rotary R	<sup>14</sup> Lease Type Code S	<sup>15</sup> Ground Level Elevation 3684'
<sup>16</sup> Multiple N	<sup>17</sup> Proposed Depth 5,500'	<sup>18</sup> Formation Glorieta-Yeso	<sup>19</sup> Contractor United	<sup>20</sup> Spud Date 9/28/10

<sup>21</sup> Proposed Casing and Cement Program

Hole Size	Casing Size	Casing weight/foot	Setting Depth	Sacks of Cement	Estimated TOC
12 1/4"	8 5/8"	24#	350'	350 sx "C" + add.	Surface
7 7/8"	5 1/2"	17#	5,500'	550 sx 35/65 Poz/C	Lead
				600 sx C	Tail to surface

<sup>22</sup> Describe the proposed program. If this application is to DEEPEN or PLUG BACK, give the data on the present productive zone and proposed new productive zone. Describe the blowout prevention program, if any. Use additional sheets if necessary.  
Lime Rock Resources A, L P proposes to drill/test the Empire formation. Approximately 350 feet will be drilled with fresh water, then set and cement 8 5/8" surface casing to 350 feet.  
Drill 7 7/8" hole to T D. at approx. 5,500'. Run O/H logs. Set 5 1/2" casing to T D and cement will be circulated back to surface.  
Will perforate the Empire formation and stimulate, as necessary, for optimum production. Produce well by flowing or pumping.  
H2S levels are not expected to be high enough to require an H2S contingency program.

See exhibit "A" for BOP

<sup>23</sup> I hereby certify that the information given above is true and complete to the best of my knowledge and belief.

Signature <i>George R. Smith</i>	OIL CONSERVATION DIVISION	
Printed name George R. Smith	Approved by <i>Rewes R Dade</i>	
Title POA agent for Lime Rock Resources A, L.P	Title <i>District Supervisor</i>	
E-mail Address gr.smith1@hotmail.com	Approval Date <i>Sept 27 - 2010</i>	Expiration Date <i>Sept 27 - 2012</i>
Date 9/09/10	Phone: 575-623-4940	Conditions of Approval Attached <input type="checkbox"/>

*K# 9/12/10*

DISTRICT I  
1625 N. FRENCH DR., HOBBS, NM 88240

DISTRICT II  
1301 W. GRAND AVENUE, ARTESIA, NM 88210

DISTRICT III  
1000 RIO BRAZOS RD., AZTEC, NM 87410

DISTRICT IV  
11885 S. ST. FRANCIS DR., SANTA FE, NM 87505

State of New Mexico  
Energy, Minerals and Natural Resources Department

OIL CONSERVATION DIVISION  
11885 SOUTH ST. FRANCIS DR.  
Santa Fe, New Mexico 87505

Form C-102  
Revised October 12, 2005  
Submit to Appropriate District Office  
State Lease - 4 Copies  
Fee Lease - 3 Copies

WELL LOCATION AND ACREAGE DEDICATION PLAT

AMENDED REPORT

API Number <b>30-016-38186</b>	Pool Code 96210	Pool Name Empire; Glorieta-Yeso
Property Code <b>306812 306811</b>	Property Name AID "24" STATE	Well Number 3
OGRID No. 255333	Operator Name LIME ROCK RESOURCES A, L.P.	Elevation 3684'

Surface Location

UL or lot No.	Section	Township	Range	Lot Idn	Feet from the	North/South line	Feet from the	East/West line	County
1	24	17-S	28-E		1650	SOUTH	990	EAST	EDDY

Bottom Hole Location If Different From Surface

UL or lot No.	Section	Township	Range	Lot Idn	Feet from the	North/South line	Feet from the	East/EAST line	County

Dedicated Acres 40	Joint or Infill	Consolidation Code	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

<p>GEODETIC COORDINATES NAD 27 NME</p> <p>Y=661508.5 N X=564263.0 E</p> <p>LAT.=32.818400° N LONG.=104.124151° W</p>	<p><b>OPERATOR CERTIFICATION</b></p> <p>I hereby certify that the information herein is true and complete to the best of my knowledge and belief, and that this organization either owns a working interest or unleased mineral interest in the land including the proposed bottom hole location or has a right to drill this well at this location pursuant to a contract with an owner of such mineral or working interest, or to a voluntary pooling agreement or a compulsory pooling order heretofore entered by the division.</p> <p><i>George R. Smith</i> 9/9/10 Signature Date</p> <p>George R. Smith, agent Printed Name</p>
	<p><b>SURVEYOR CERTIFICATION</b></p> <p>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.</p> <p>MARCH 19, 2008 Date Surveyed Rev: 7/16/10, DSS</p> <p>Signature &amp; Seal of Professional Surveyor <i>Ronald J. Eidson</i> 07/16/2010 08.11.0124</p> <p>Certificate No. GARY G. EIDSON 12641 RONALD J. EIDSON 3239</p>

### BOP DIAGRAM 3000# SYSTEM

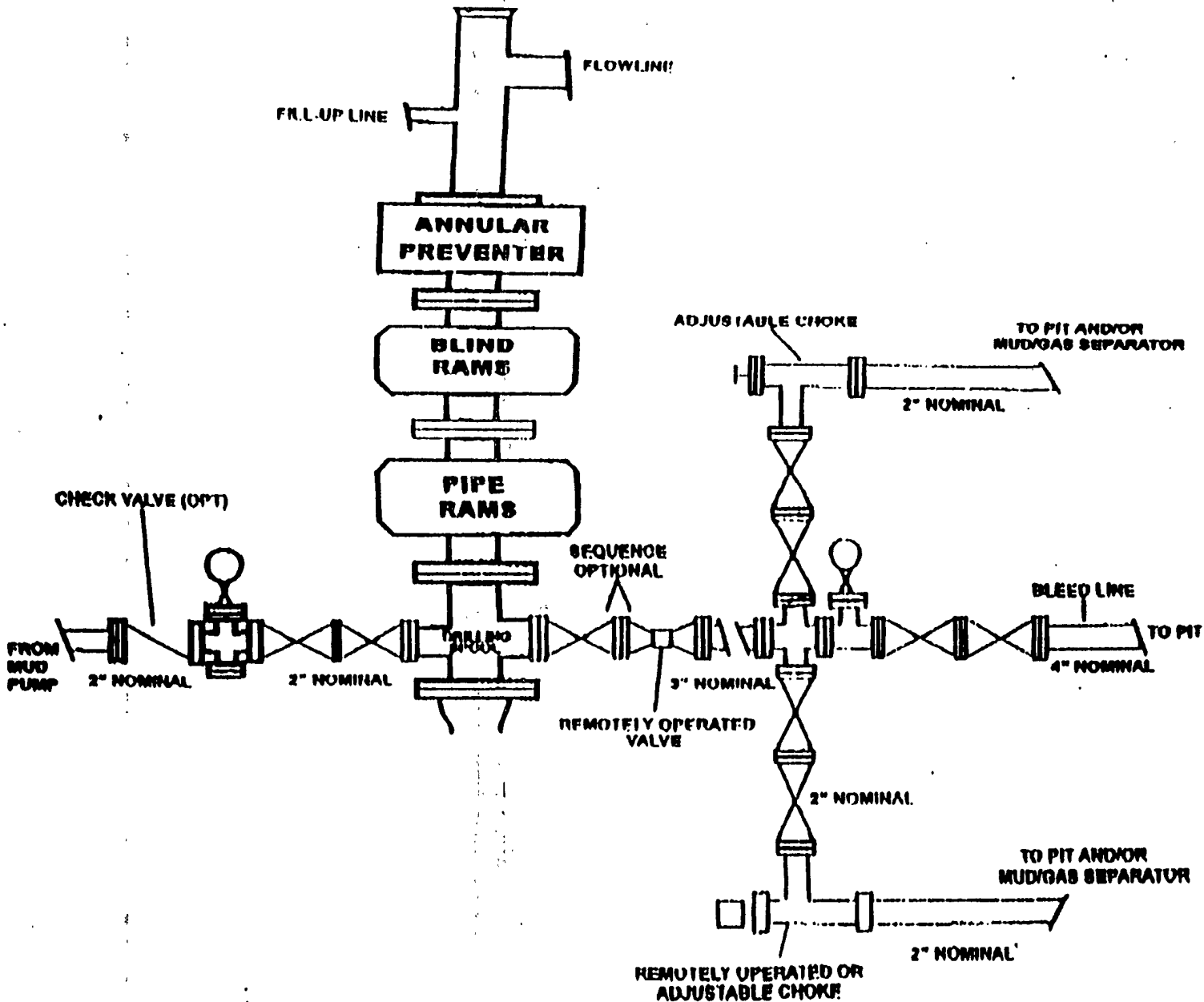


EXHIBIT "A"  
 LIME ROCK RESOURCES A, L.P.  
 Aid 24 State, Well No. 3  
 BOP Specifications

**Lime Rock Resources A, L.P., AID 24 STATE, WELL NO. 3**  
**API: 30—Note: Old No. 30-015-36248 will not drilled in that location**

**Sec. 24, T17S-R28E, 1650' FSL & 990' FEL Eddy Co., NM**

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

**CLS/Carlsbad** will supply (2) bins ( ) volume, rails and transportation relating to the Close Loop system. Specifications of Close Loop System attached.

Contacts: Tommy Wilson 575-748-6367 Cell Office # 575-885-3996

**Closed Loop Specialties: Supervisor: Curtis: 575-706-4605 - Carlsbad Cell**

Monitoring 24 hour service

Equipment:

2-Centrifuges (brand): Swaco

2-Rig Shakers (brand): Mongoose

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 (Controlled Recovery, Inc) Disposal Facility Permit # R-9166

2- CLS Bins with track system

1 500 bbl tank for fresh water

**OPERATIONS:**

Closed Loop equipment will be inspected daily by each tour and any necessary maintenance performed.

Any leak in system will be repaired and or/contained immediately

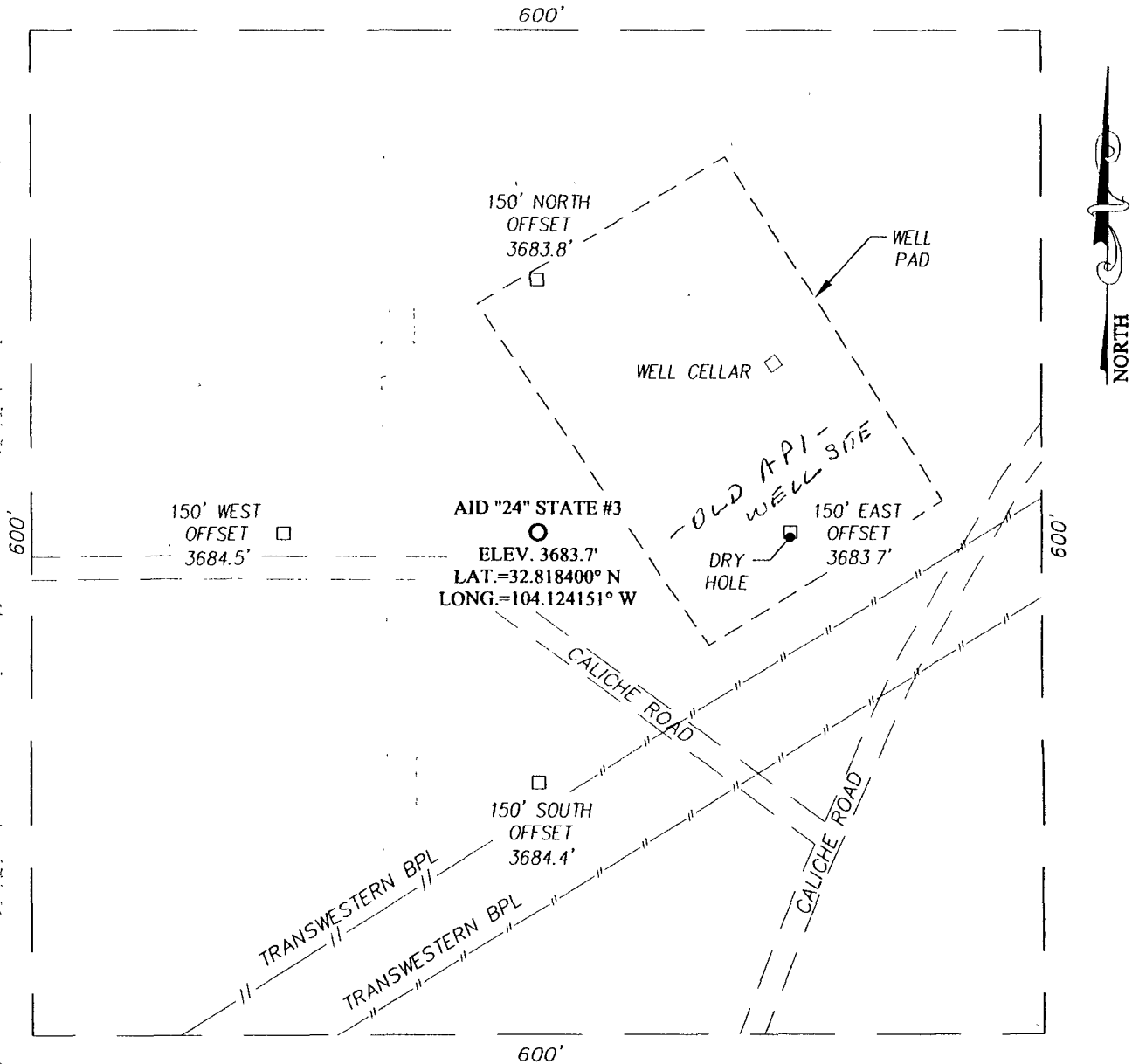
OCD will be notified within 48 hours of the spill.

Remediation process started immediately

**CLOSURE:**

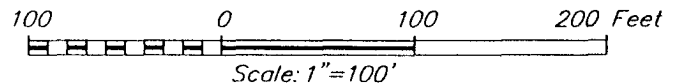
During drilling operations all liquids, drilling fluids and cuttings will be hauled off by CLS (Closed Loop Specialties) to disposal facility, Controlled Recovery, Inc. Permit # R-9166

SECTION 24, TOWNSHIP 17 SOUTH, RANGE 28 EAST, N.M.P.M.,  
 EDDY COUNTY, NEW MEXICO



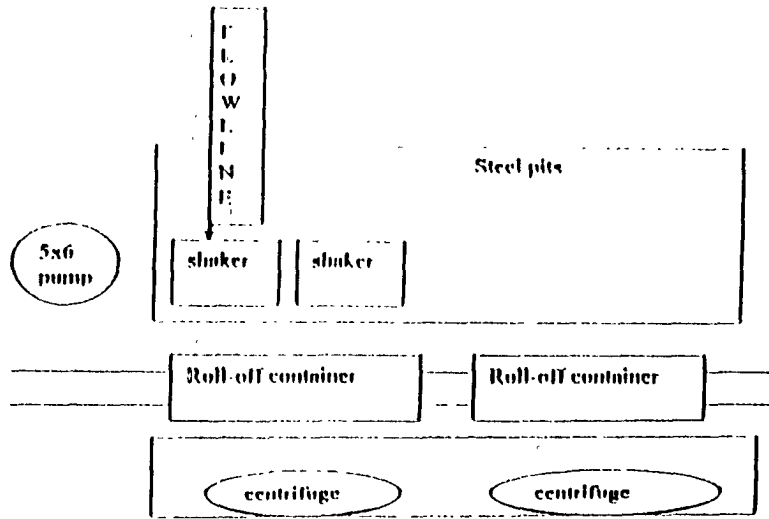
DIRECTIONS TO LOCATION

FROM THE INTERSECTION OF STATE HIGHWAY 82 AND COUNTY ROAD 209 (TURKEY TRACK ROAD), GO EAST ON STATE HIGHWAY 82 APPROX. 1.6 MILES. TURN LEFT ON CALICHE ROAD AND GO NORTH APPROX. 0.6 MILES. TURN RIGHT AND GO EAST APPROX. 0.24 MILES. TURN LEFT AND GO NORTH APPROX. 0.4 MILES. TURN LEFT AND GO NORTHWEST APPROX. 200 FEET. THIS LOCATION IS APPROX. 30 FEET NORTH.



PROVIDING SURVEYING SERVICES  
 SINCE 1946  
**JOHN WEST SURVEYING COMPANY**  
 412 N. DAL PASO  
 HOBBS, N.M. 88240  
 (575) 393-3117

<b>LIME ROCK RESOURCES A, L.P.</b>			
AID "24" STATE #3 WELL LOCATED 1650 FEET FROM THE SOUTH LINE AND 990 FEET FROM THE EAST LINE OF SECTION 24, TOWNSHIP 17 SOUTH, RANGE 28 EAST, N.M.P.M., EDDY COUNTY, NEW MEXICO.			
Survey Date: 3/19/08	Sheet 1 of 1 Sheets		
W.O. Number: 08.11.0124	Dr By: DSS	Rev 1: 7/16/10	
Date: 3/25/08	Rel. W.O.:	08110124	Scale: 1"=100'



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

*TOMMY WILSON*



**CLOSED LOOP  
SPECIALTY**

Office: 515.746.1687

Cell: 515.746.6167

**POWER OF ATTORNEY**

**DESIGNATION OF AGENT**

LIME ROCK RESOURCES A, L.P. hereby names the following person as its agent:

Name of Agent: George R. Smith d/b/a/ Energy Administrative Services Company

Agent's Address: P.O. Box 458, Roswell, NM 88202

Agent's Telephone Number: (575) 623-4940

**GRANT OF SPECIAL AUTHORITY**

LIME ROCK RESOURCES A, L.P. grants its agent the authority to act for it with respect to the following only:

1. Executing forms required to be filed with the Oil Conservation Division of the New Mexico Energy, Minerals and Natural Resources Department.
2. Executive forms required to be filed with the Bureau of Land Management of the Department of Interior of the United States of America.

**EFFECTIVE DATE**

This power of attorney is effective immediately.

**RELIANCE ON THIS POWER OF ATTORNEY**

Any person, including the agent, may rely upon the validity of this power of attorney or a copy of it unless that person knows it has terminated or is invalid.

**SIGNATURE AND ACKNOWLEDGMENT**

LIME ROCK RESOURCES A. L.P.

By: [Signature]

Name: Charles Adcock

Title: Managing Director - Lime Rock Resources, G.P.

Date: 10/27/2008

Address: 1111 Bagby Street, Suite 4600, Houston, TX 77002

Telephone Number: (713) 292-9512

State of TEXAS  
County of HARRIS

This instrument was acknowledged before me on October 27, 2008 by Charles Adcock,  
Managing Director of LIME ROCK RESOURCES A, L.P. acting on behalf of said limited  
partnership.

Signature of notarial officer: [Signature]  
My commission expires: August 5, 2012

