Regeneration Energy Corp.
MULTI-POINT SURFACE USE AND OPERATIONS PLAN

Landreth Federal Com #1H
Surf: 330' FSL & 280' FWL,
BHL: 330' FNL & 380' FWL
Section 24, T23S, R34E
Lea County, New Mexico

This plan is submitted with Form 3160-3, Application for Permit to Drill, covering the above described well. The purpose of this plan is to describe the location of the proposed well, the proposed construction activities and operations plan, the magnitude of the surface disturbance involved and the procedures to be followed in rehabilitating the surface after completion of the operations, so that a complete appraisal can be made of the environmental effect associated with the operations.

1. LOCATION OF EXISTING WELLS:

A. The one-mile radius map shows existing wells within one mile of the surface hole location and the bottom hole location.
B. There is one Morrow producing well in Section 18, T23S, R35E, and one Delaware in Section 29 T23S R35E and one Bone Spring well in Section 24 T23S R24E.

2. EXISTING ROADS:

a. The well site and elevation plat for the proposed well are reflected on the well site layout; Form C-102. The well was staked by John West Surveying Company.
b. Exhibit 2 is a portion of a topo map showing the well and roads in the vicinity of the proposed location. The proposed wellsite and the access route to the location are indicated in red on Exhibit 2.
c. 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.

DIRECTIONS:

From the intersection of deleware basin rd and antelope rd go south on antelope rod approx.. 4.0 miles. Turn left and go east approx.. 3.2 miles. Turn left and go north approx.. 1.0 mile to the existing lepakast state com #1 well pad and follow two track road west approx.. 0.8 miles to a proposed road survey approx. 925 feet to this location

3. PLANNED ACCESS ROAD:

Regeneration will build 925 feet of new track road.

4. LOCATION OF EXISTING AND/OR PROPOSED FACILITIES:

A. In the event the well is found productive, a new tank battery will be constructed and the necessary production equipment will be installed at the well site. A Site Facilities Diagram will be submitted upon completion of facility.
B. All flowlines will adhere to API standards
C. If electricity is needed, power will be obtained from Xcel. Xcel will apply for ROW for their power lines.
D. If the well is productive, rehabilitation plans are as follows:
    i. The original topsoil from the well site will be returned to the location. The drill site will then be contoured as close as possible to the original state.

5. LOCATION AND TYPES OF WATER SUPPLY:

This location will be drilled using a combination of water mud systems (outlined in the Drilling Program). The water will be obtained from local rancher in the area and hauled to location by transport truck using the existing and proposed roads shown in Exhibit #2. On occasion, water will be obtained form a pre-existing water well, running a pump directly to the drill rig. In these cases where a poly pipeline is used to transport water for drilling purposes, the existing and proposed road shown in Exhibit "2" will be utilized.

5. CONSTRUCTION MATERIALS:

All Caliche utilized for the drilling pad and proposed access road will be obtained from an existing private rancher pit or from prevailing deposits found under the location. All roads will be constructed of 6" rolled and compacted caliche. Will use BLM recommended use of extra caliche from other locations close by for roads, if available.

6. METHODS OF HANDLING WASTE MATERIAL:

a. All trash, junk and other waste material will be removed from the wellsite within 30 days after finishing drilling and/or completion operations. All waste material will be contained in trash cages or trash bins to prevent scattering. When the job is completed, all contents will be removed and disposed of in an approved sanitary landfill.

b. The supplier, including broken sacks, will pick up slats remaining after completion of well.

c. A porto-john will be provided for the rig crews. This equipment will be properly maintained during the drilling and completion operations and will be removed when all operations are complete.

d. Disposal of fluids to be transported by an approved disposal company.

7. ANCILLARY FACILITIES:

No campsite or other facilities will be constructed as a result of this well.

8. WELLSITE LAYOUT:

a. Exhibit 3 shows the proposed well site layout with dimensions of the pad layout.

b. This exhibit indicates proposed location of reserve and sump pits if utilized and living facilities.

c. Mud pits in the active circulating system will be steel pits and a closed loop system will be utilized.

9. PLANS FOR SURFACE RECLAMATION:

a. After finishing drilling and/or completion operations, if the well is found non-commercial, the caliche will be removed from the pad and transported to the original caliche pit or used for other drilling locations. The road will be reclaimed as directed by the BLM. The original top soil will again be returned to the pad and contoured, as close as possible, to the original state.

b. The location and road will be rehabilitated as recommended by the BLM.

c. Caliche from areas of the pad site not required for operations will be reclaimed. The original top soil will be returned to the area of the drill pad not necessary to operate the well. These unused areas of the drill pad will be contoured, as close as possible, to match the original topography.

10. SURFACE OWNERSHIP:

The surface is owned by United States of America. The surface is multiple use with the primary uses of the region for the grazing of livestock and the production of oil and gas. The proposed road routes and the surface location will be restored as directed by the BLM.

11.OTHER INFORMATION:

a. The area surrounding the well site is grassland. The topsoil is very sandy in nature. The vegetation is moderately sparse with native prairie grass, some mesquite bushes and shinnery oak. No wildlife was observed but it is likely that deer, rabbits, coyotes, and rodents traverse the area.

b. There is no permanent or live water in the general proximity of the location.

c. There are no dwellings within 2 miles of location.

d. A Cultural Resources Examination has been completed by Boone Archeological and forwarded to the BLM office in Carlsbad, New Mexico.

12.OPERATOR'S REPRESENTATIVE:

A. Through A.P.D. Approval:

William Miller, Landman
Regeneration Energy Corp.
P. O. Box 210
Artesia, NM 88211-0210
Phone (575)736-3535
Cell (575) 308-1421

B. Through Drilling Operations

Martin Joyce, Geologist
Regeneration Energy Corp.
P. O. Box 210
Artesia, NM 88211-0210
Phone (575)736-3535
Cell (575) 317-5936

STATEMENT ACCEPTING RESPONSIBILITY FOR OPERATIONS

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

Date: June 18, 2013

Lease #: ____NMNM113416 VB 145_____
Landreth Fedreal Com #1H

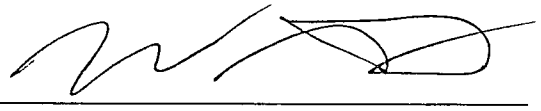
Legal Description: Sec. 24-T23S-R34E
Lea County, New Mexico

Formation(s): Permian

Bond Coverage: Statewide

BLM Bond File #: NMB000764

Regeneration Energy Corp.



William Miller
Land Department

Regeneration Energy Corp.
Landreth Federal Com #1H
Section 24-T23S-R34E

Operator Certification

I hereby certify that I, or someone under my direct supervision, have inspected the drill site and access route proposed herein; that I am familiar with the conditions which currently exist; that I have full knowledge of state and Federal laws applicable to this operation; that the statements made in the APD package are, to the best of my knowledge, true and correct; and that the work associated with the operations proposed herein will be performed in conformity with this APD package and the terms and conditions under which it is approved. I also certify that I, or the company I represent, am responsible for the operations conducted under this application. These statements are subject to the provisions of 18 U.S.C. 1001 for the filing of false statements.

Executed this 18 day of June, 2013.

Signed: _____

Name : William Miller

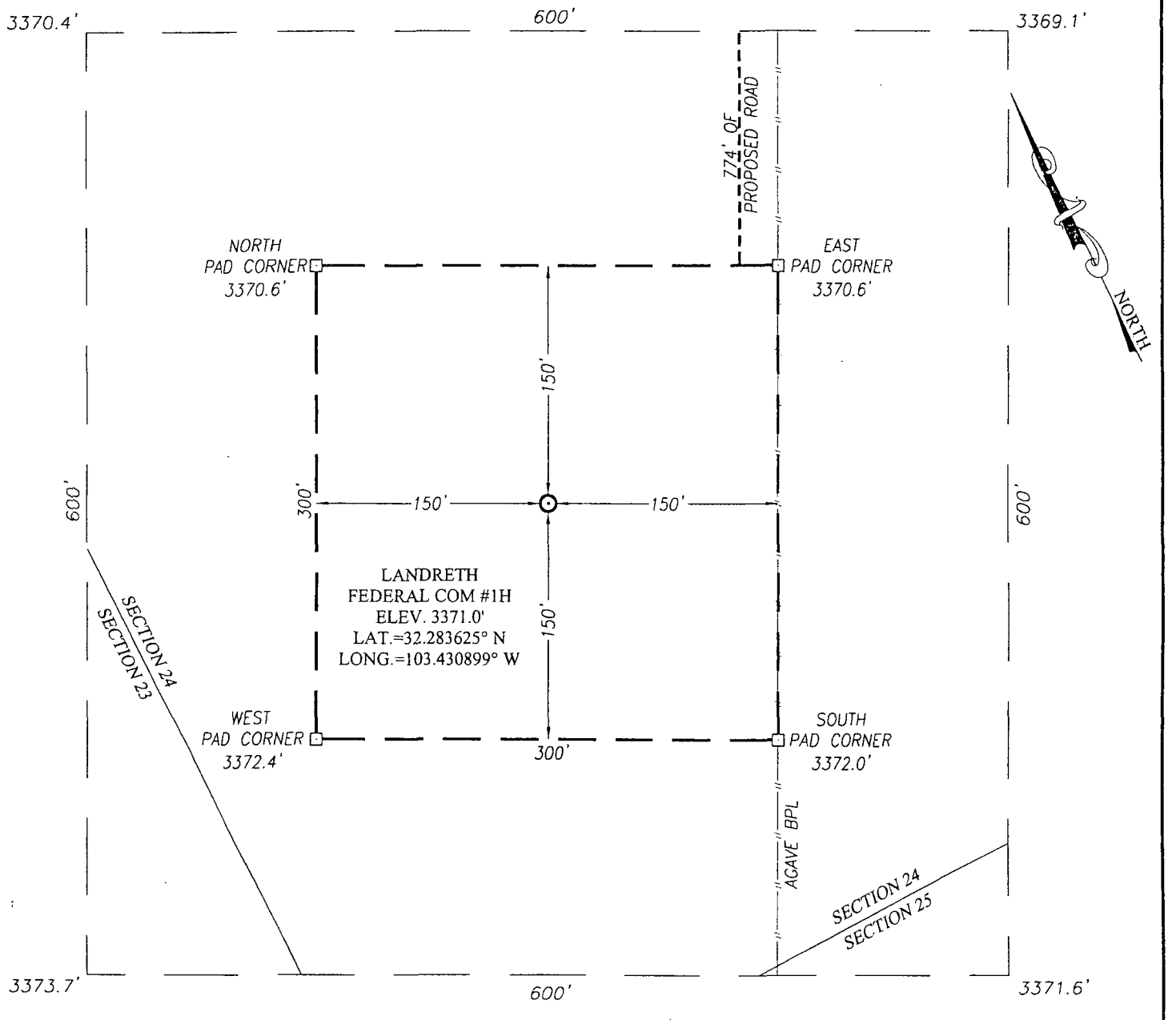
Position Title: Landman

Address: PO Box 210, Artesia, NM 88211-0210

Telephone: 575-736-3535

SECTION 24, TOWNSHIP 23 SOUTH, RANGE 34 EAST, N.M.P.M.

LEA COUNTY NEW MEXICO



DIRECTIONS TO LOCATION

FROM THE INTERSECTION OF DELEWARE BASIN ROAD AND ANTELOPE RD. GO SOUTH ON ANTELOPE RD. FOR APPROX. 4.0 MILES. TURN LEFT AND GO EAST APPROX. 3.2 MILES. TURN LEFT AND GO NORTH APPROX. 1.0 MILE TO THE EXISTING LEPAKAST STATE COM WELL PAD. FOLLOW TWO TRACK ROAD WEST APPROX. 0.8 MILES TO A PROPOSED ROAD SURVEY. FOLLOW ROAD SURVEY SOUTHWEST APPROX. 925 FEET TO THIS LOCATION.

100 0 100 200 Feet

Scale: 1"=100'

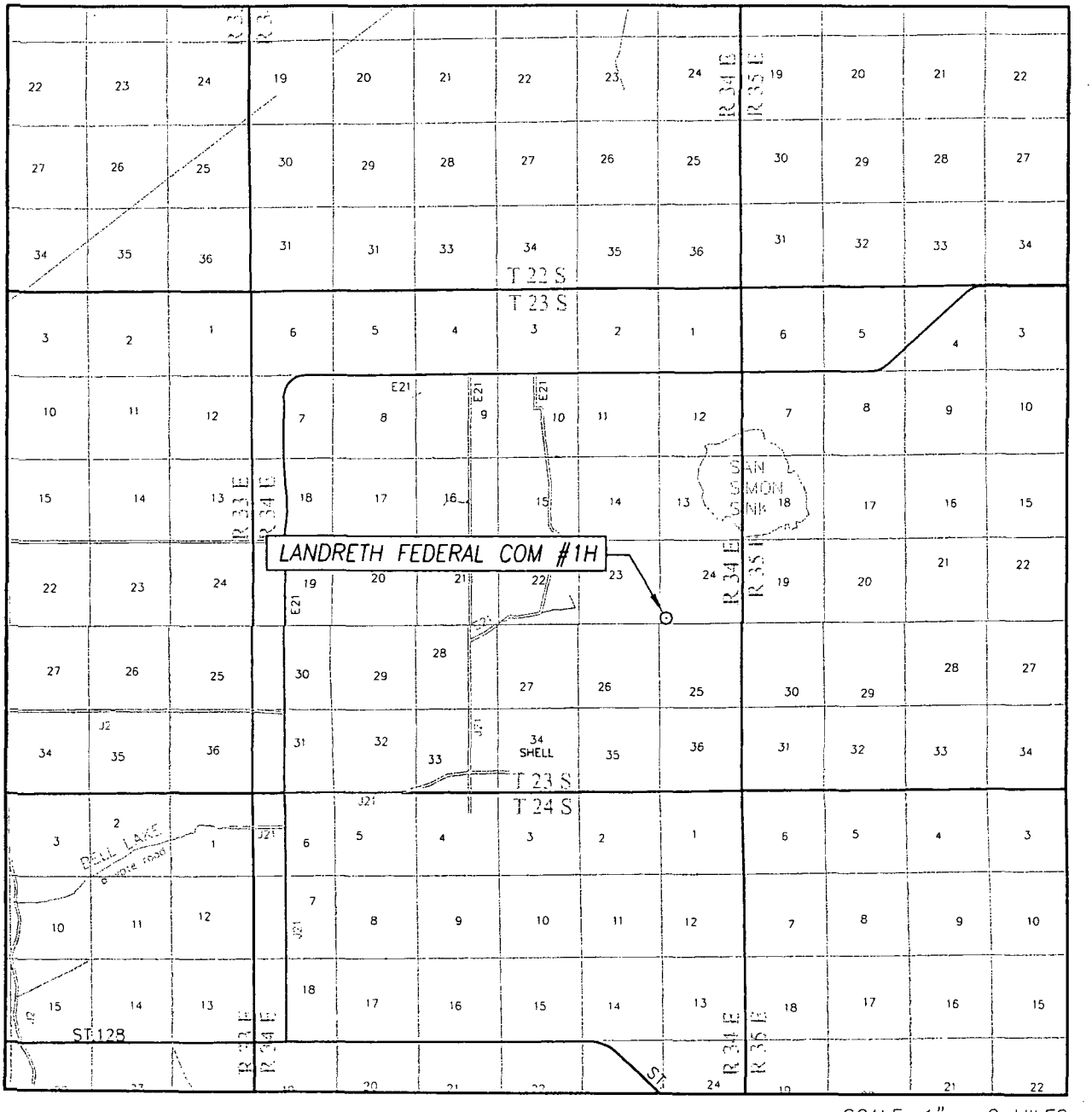
PROVIDING SURVEYING SERVICES SINCE 1946
JOHN WEST SURVEYING COMPANY
412 N. DAL PASO
HOBBS, N.M. 88240
(575) 393-3117 www.jwsc.biz

REGENERATION ENERGY CORPORATION

LANDRETH FEDERAL COM #1H WELL
LOCATED 330 FEET FROM THE SOUTH LINE
AND 280 FEET FROM THE WEST LINE OF SECTION 24,
TOWNSHIP 23 SOUTH, RANGE 34 EAST, N.M.P.M.,
LEA COUNTY, NEW MEXICO

Survey Date: 1/09/13	CAD Date: 1/25/13	Drawn By: AF
W.O. No.: 12112083	Rev: .	Rel. W.O.:	Sheet 1 of 1

VICINITY MAP



SCALE: 1" = 2 MILES

SEC. 24 TWP. 23-S RGE. 34-E

SURVEY N.M.P.M.

COUNTY LEA STATE NEW MEXICO

DESCRIPTION 330' FSL & 280' FWL

ELEVATION 3371'

OPERATOR REGENERATION ENERGY CORPORATION

LEASE LANDRETH FEDERAL COM

PROVIDING SURVEYING SERVICES
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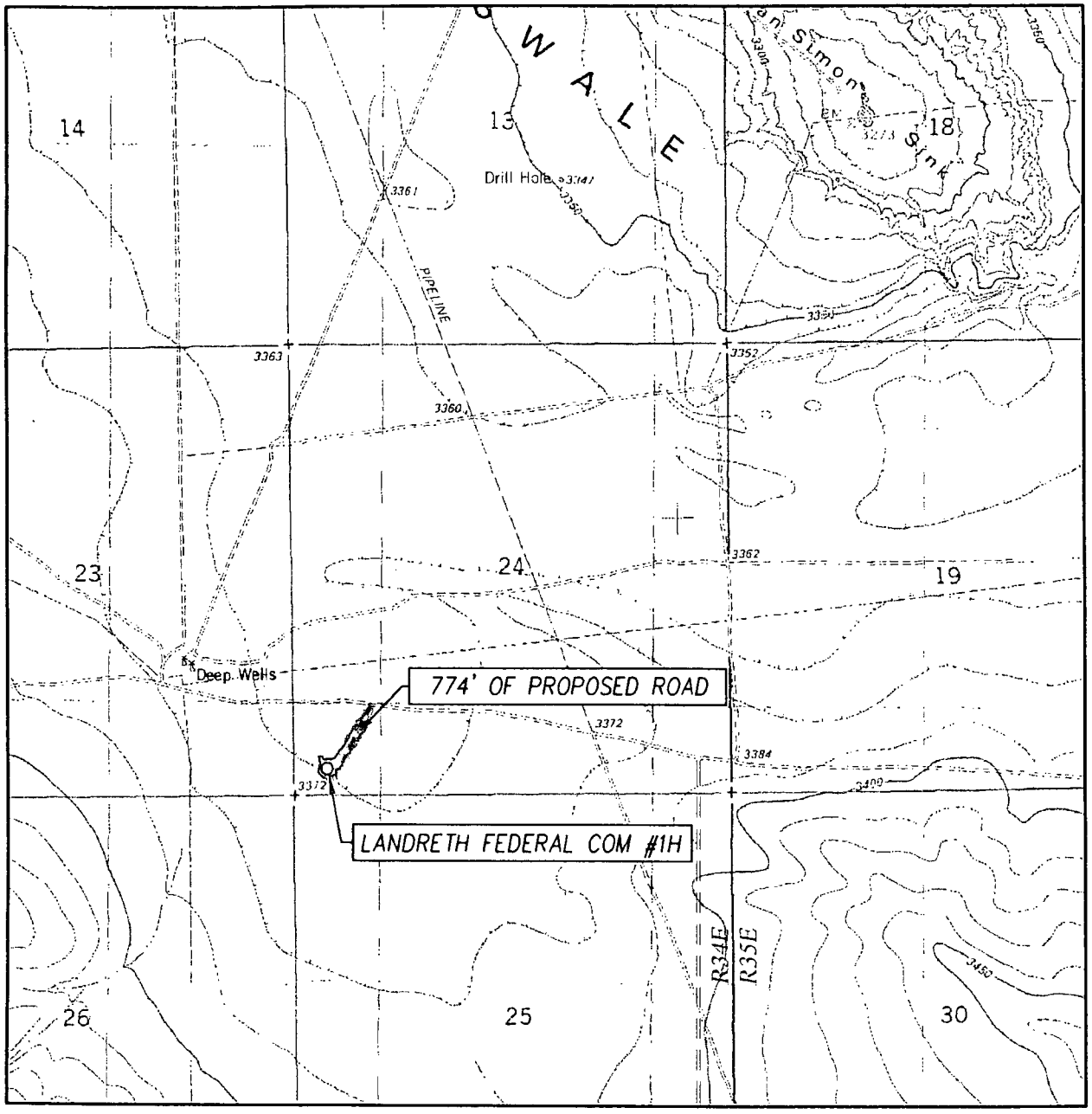
Exhibit 2

LOCATION VERIFICATION MAP



SCALE: 1" = 2000'

CONTOUR INTERVAL:
SAN SIMON SINK, N.M. - 10'

SEC. 24 TWP. 23-S RGE. 34-E

SURVEY N.M.P.M.

COUNTY LEA STATE NEW MEXICO

DESCRIPTION 330' FSL & 280' FWL

ELEVATION 3371'

OPERATOR REGENERATION ENERGY CORPORATION

LEASE LANDRETH FEDERAL COM

U.S.G.S. TOPOGRAPHIC MAP
SAN SIMON SINK, N.M.

PROVIDING SURVEYING SERVICES
SINCE 1946
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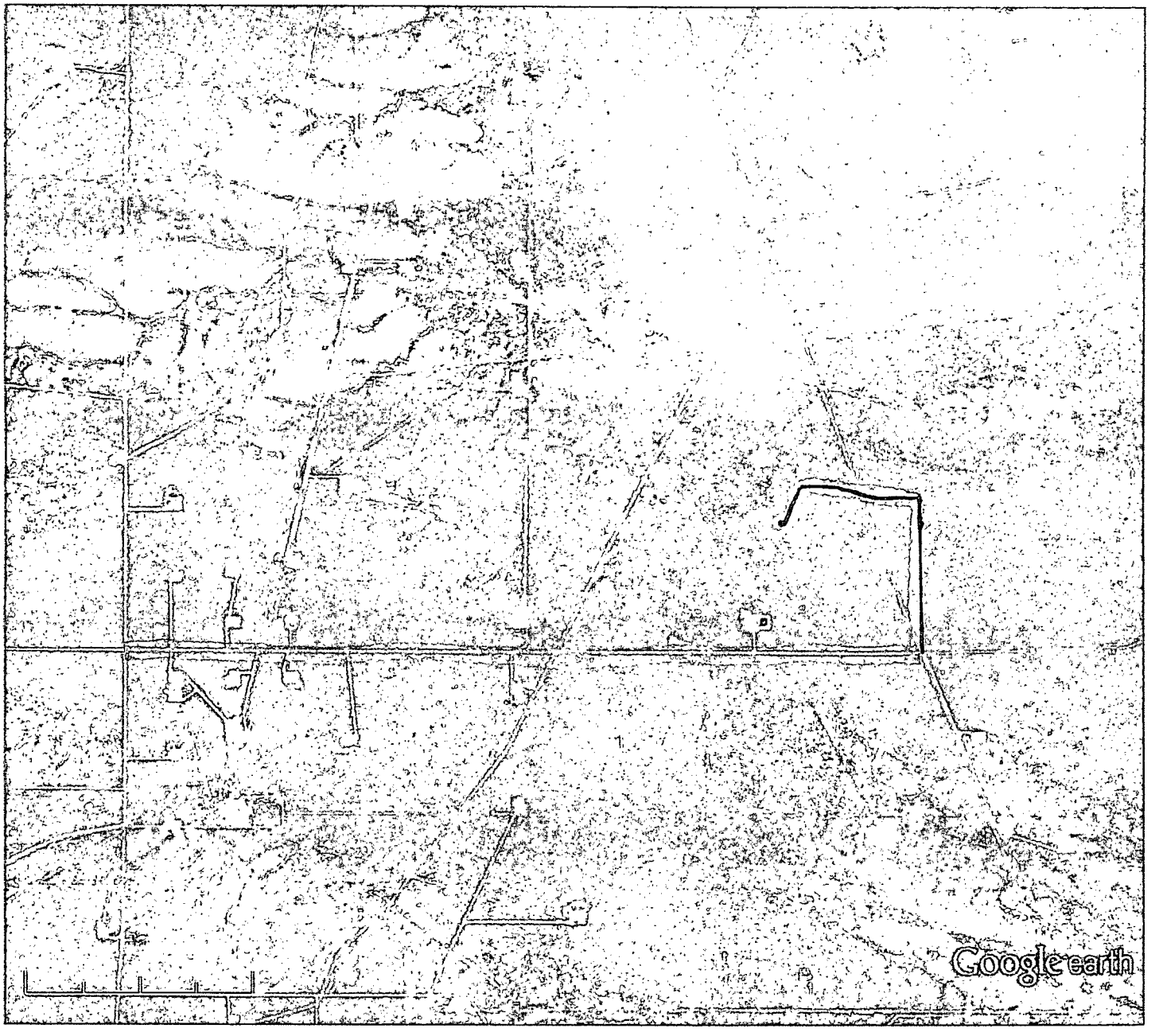
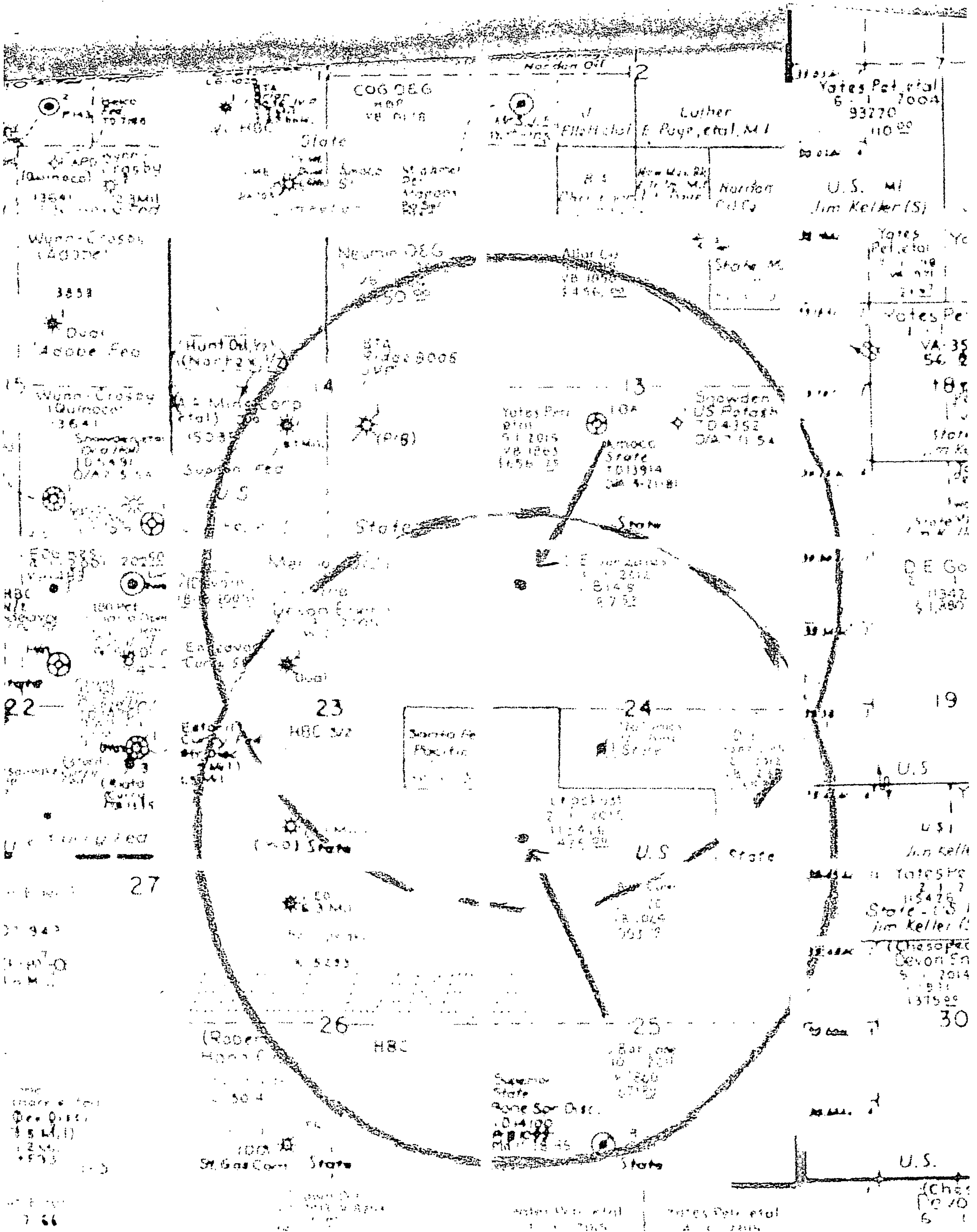


Google earth miles 2 km 4

Existing Roads

New Road

well location



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Yates Pet. etal
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E. Paye, etal, MI
Ellett etal
U.S. MI
Jim Keller (S)
Norden Oil Co
Wynn-Crosby
Quinoco
Wynn-Crosby
Adobe Fed
Neumin O&G
Allar Co
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Yates Pet. etal
Yates Pet
VA-35
Hunt Oil, Yr
Nortex
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US Potash
TD4352
Yates Pet
Amoco
State
TD13914
Santa Fe
Pacific
HBC 302
HBC
Devon Energy
Endeavor
Curry Fed
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State
Rone Sar Dist.
St. Gas Com
Yates Pet
State - U.S.
Jim Keller
Chesapeake
Devon En
O E Go
Duo
Dual