

OKLAHOMA CORPORATION COMMISSION
OIL & GAS CONSERVATION DIVISION
P.O. BOX 52000
OKLAHOMA CITY, OK 73152-2000
(Rule 165:10-3-1)

API NUMBER: 087 22016

Approval Date: 11/24/2014
Expiration Date: 05/24/2015

Straight Hole Oil & Gas

PERMIT TO DRILL

WELL LOCATION: Sec: 31 Twp: 5N Rge: 3W County: MCCLAIN
SPOT LOCATION: NE SW NE NW FEET FROM QUARTER: FROM NORTH FROM WEST
SECTION LINES: 940 1695

Lease Name: C.W. HARRISON Well No: 2-31 Well will be 382 feet from nearest unit or lease boundary.
Operator Name: RED ROCKS OIL & GAS OPERATING LLC Telephone: 4056003065 OTC/OCC Number: 22649 0

RED ROCKS OIL & GAS OPERATING LLC
1141 N ROBINSON AVE STE 301
OKLAHOMA CITY, OK 73103-4919

HARRISON INVESTMENT CO. 1 & 2
P.O. BOX 336
LINDSAY OK 73052

Formation(s) (Permit Valid for Listed Formations Only):

Name	Depth	Name	Depth
1 SIMPSON (ABOVE OIL CREEK)	9830	6	
2		7	
3		8	
4		9	
5		10	

Spacing Orders: 466883

Location Exception Orders:

Increased Density Orders:

Pending CD Numbers: 201408435

Special Orders:

Total Depth: 11100

Ground Elevation: 962

Surface Casing: 1000

Depth to base of Treatable Water-Bearing FM: 300

Under Federal Jurisdiction: No

Fresh Water Supply Well Drilled: No

Surface Water used to Drill: No

PIT 1 INFORMATION

Type of Pit System: CLOSED Closed System Means Steel Pits

Type of Mud System: WATER BASED

Chlorides Max: 5000 Average: 3000

Is depth to top of ground water greater than 10ft below base of pit? Y

Within 1 mile of municipal water well? N

Wellhead Protection Area? N

Pit is located in a Hydrologically Sensitive Area.

Category of Pit: C

Liner not required for Category: C

Pit Location is ALLUVIAL

Pit Location Formation: ALLUVIUM

Approved Method for disposal of Drilling Fluids:

D. One time land application -- (REQUIRES PERMIT)

PERMIT NO: 14-28806

H. CLOSED SYSTEM=STEEL PITS PER OPERATOR REQUEST

Notes:

This permit does not address the right of entry or settlement of surface damages.
The duration of this permit is SIX MONTHS, except as otherwise provided by Rule 165: 10-3-1.
Rule 165: 10-3-4 (c) (7) (e) - The Operator shall give 24 Hours notice by telephone to the appropriate District Office of the Conservation Division as to when Surface Casing will be run.

087 22016 C.W. HARRISON 2-31

Category	Description
DEEP SURFACE CASING	11/24/2014 - G71 - APPROVED; NOTIFY OCC FIELD INSPECTOR IMMEDIATELY FOR ANY LOSS OF CIRCULATION OR FAILURE TO CIRCULATE CEMENT TO SURFACE ON CONDUCTOR OR SURFACE CASING
FRAC FOCUS	11/24/2014 - G71 - THE REQUIREMENT FOR CHEMICAL DISCLOSURE OF HYDRAULIC FRACTURING INGREDIENTS WILL BE EXTENDED TO INCLUDE ALL NON-HORIZONTAL WELLS FOR HYDRAULIC FRACTURING OPERATIONS BEGINNING JANUARY 1, 2014. REFER TO OCC RULE 165:10-3-10 FOR COMPLIANCE REQUIREMENTS. PLEASE REPORT DIRECTLY TO FRACFOCUS USING THE FOLLOWING LINK HTTP://FRACFOCUS.ORG/ OR FOR OCC ASSISTANCE CONTACT DENNIS NISKERN AT 405-522-2977 OR D.NISKERN@OCCEMAIL.COM
PENDING CD - 201408435	11/24/2014 - G75 - (E.O.)(IRR UNIT) E2 NW4 & W2 NE4 31-5N-3W X466883 SPAOC NCT 382 FWL, NCT 940 FNL NO OP. NAMED REC 11-21-2014 (OSBURN)
SPACING - 466883	11/24/2014 - G75 - (160)(IRR UNIT) E2 NW4 & W2 NE4 31-5N-3W VAC OTHERS VAC 41614 SPAOC E2 NW4, W2 NE4 EST SPAOC, OTHERS
SURFACE CASING	11/24/2014 - G71 - MIN. 400' PER ORDER # 27024
SURFACE LOCATION	11/24/2014 - G75 - 940' FNL, 1695' FWL, 932' FEL NW4 31-5N-3W PER SURVEY PLAT
WATERSHED STRUCTURE	11/24/2014 - G71 - WELL WITHIN 1/2 MILE OF AN OKLAHOMA CONSERVATION COMMISSION WATERSHED STRUCTURE. CONTACT THE LOCAL CONSERVATION DISTRICT OFFICE AT (405) 527-3452 PRIOR TO DRILLING

Rec LX Em 11/2/14 sed

APPLICATION TO DRILL, RECOMPLETE OR REENTER

FORM 1000 REV. 2009

FILE ORIGINAL ONLY PLEASE TYPE OR USE BLACK INK

OKLAHOMA CORPORATION COMMISSION OIL & GAS CONSERVATION DIVISION JIM THORPE BUILDING P.O. BOX 52000 OKLAHOMA CITY, OK 73152-2000 (RULE 165:10-3-1)

API 087-22016

BATCH NUMBER (OCC USE ONLY)

1. OTC/OCC OPERATOR NUMBER 22649
2. API NUMBER

3. NOTICE OF INTENT TO: (CHECK ONLY ONE)
[X] DRILL RECOMPLETE REENTER DEEPEN AMEND - REASON

4. TYPE OF DRILLING OPERATION (NOTE: If directional or horizontal, see reverse side for bottom hole location)

A. [X] STRAIGHT HOLE DIRECTIONAL HOLE HORIZONTAL HOLE
B. [X] OIL/GAS INJECTION DISPOSAL WATER SUPPLY STRAT TEST SERVICE WELL

6. LOCATE WELL AND OUTLINE LEASE OR SPACING UNIT IN INK.

5. WELL LOCATION:

SECTION 31 TOWNSHIP 5N RANGE 3W COUNTY McClain

SPOT LOCATION: SW 1/4 NE 1/4 FEET FROM QUARTER from SOUTH LINE from WEST LINE SECTION LINES: 1700' FCL 1695' FWL

7. Well will be 382' feet from nearest unit or property boundary. 940 North

8. LEASE NAME: C.W. Harrison WELL NUMBER: 2-31

9. NAME OF OPERATOR Red Rocks Oil & Gas Operating LLC EMAIL ADDRESS: redrocksoilandgas@redrocksresources.com

ADDRESS 1141 N. Robinson Ave., Ste 301 PHONE (AC/NUMBER) 405-600-3065

CITY Oklahoma City STATE OK ZIP CODE 73108

10. SURFACE OWNER (ONE ONLY, ATTACH SHEET FOR ADDITIONAL OWNERS) Harrison Investment Co. #1 & #2

ADDRESS P.O. Box 336

CITY Lindsay STATE OK ZIP CODE 73052

14. LIST TARGET FORMATIONS AND DEPTHS OF EACH BELOW (LIMITED TO TEN)

Table with 2 columns: Formation Name and Depth. Includes Simpson above Oil Creek (9830'), etc.

TEMPORARY AUTHORIZATION TO DRILL. Expiration Date: 12-2-2014. Signature: Virginia Hullong. 165:10-1-1

15. SPACING ORDER NUMBER(S) AND SIZE UNIT(S): 466883 Simpson abv Oil Creek - Irr 160 ac

16. PENDING APPLICATION C.D. NO. 17. LOCATION EXCEPTION ORDER NO. 201408435 18. INCREASED DENSITY ORDER NO.

19. TOTAL DEPTH 20. GROUND ELEV. 21. BASE OF TREATABLE WATER 22. SURFACE CASING 23. ALT CASING PROG USED?

24. ALTERNATIVE CASING PROCEDURE, check box and fill in blank (AFFIDAVIT REQUIRED, see reverse side, line 31.)

25.1. PIT INFORMATION: Using more than one pit or mud system? A. TYPE OF MUD SYSTEM: [X] WATER BASED OIL BASED GAS BASED (AIR DRILL)

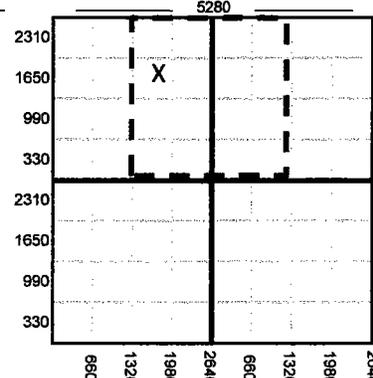
26.1. OCC USE ONLY A. CATEGORY 1A 1B 2 3 4 C B. PIT LOCATION: [X] Alluvial Plain Terrace Deposit Bedrock Aquifer Other H.S.A. Now H.S.A. Fm: Alluvium

27. PROPOSED METHOD FOR DISPOSAL OF DRILLING FLUIDS (MUST BE COMPLETED) well within 1/2 mile of McClain Co. Conservation District watershed dam. Notify District (405) 527-3452 prior to Spud

I hereby certify I am authorized to submit this two page application prepared by me or under my supervision. The facts and proposals made herein are true, correct and complete to the best of my knowledge and belief.

SIGNATURE: Randy Stalcup NAME (Print or Type) Randy Stalcup PHONE (AC/NO.) 405-600-3065 FAX 405-600-3063 DATE 18-Nov-14

NOTICE: Approval is void if operations have not commenced within six months of the date of approval. An approved permit must be posted at the location during drilling and completion operations. File the Form 1001A, Spud Report, within fourteen days of commencement of operations.



SEC 31 TOWNSHIP 5N RANGE 3W WELLS NAME C.W. Harrison #

Deep surface casing approved Min. 400' by 27024

NE

NOTIFY DISTRICT OFFICE 24 HOURS PRIOR TO CEMENTING SURFACE CASING.

25.2. PIT INFORMATION:

- A. TYPE OF MUD SYSTEM: WATER BASED OIL BASED GAS BASED (AIR DRILL)
 B. EXPECTED MUD CHLORIDE CONTENT: maximum: ppm; average: ppm.
 C. TYPE OF PIT SYSTEM: on-site off-site closed If off-site, specify location:
 D. IS DEPTH TO TOP OF GROUND WATER GREATER THAN 10 FT BELOW BASE OF PIT? Y N
 E. WITHIN 1 MILE OF MUNICIPAL WATER WELL? Y N
 F. WELLHEAD PROTECTION AREA? Y N Off-Site Pit No.

26.2 OCC USE ONLY A. CATEGORY 1A 1B 2 3 4 C Fm:
 B. PIT LOCATION: Alluvial Plain Terrace Deposit Bedrock Aquifer Other H.S.A. Non-H.S.A.
 C. Special area or field rule? D. DEEP SCA? Y N E. CBL? Y N
 F. SOIL COMPACTED LINER REQUIRED? Y N G. 20 mil GEOMEMBRANE LINER REQUIRED? Y N

29 Bottom Hole Location SEC TWP RGE COUNTY
 for Directional Hole:

SPOT LOCATION: 1/4 1/4 1/4 FEET FROM QUARTER from SOUTH LINE from WEST LINE
 SECTION LINES:

Measured Total True Vertical BHL from nearest Lease, Unit, Or Property Line:
 Depth Depth

30. Bottom Hole Location for Horizontal Hole: (LATERALS)

LATERAL #1: SEC TWP RGE COUNTY
 SPOT LOCATION: 1/4 1/4 1/4 FEET FROM QUARTER from SOUTH LINE from WEST LINE
 SECTION LINES:

Depth of Deviation Radius of Turn Direction Total Length

Measured Total True Vertical End Point location from nearest lease, unit
 Depth Depth or property line:

LATERAL #2: SEC TWP RGE COUNTY
 SPOT LOCATION: 1/4 1/4 1/4 FEET FROM QUARTER from SOUTH LINE from WEST LINE
 SECTION LINES:

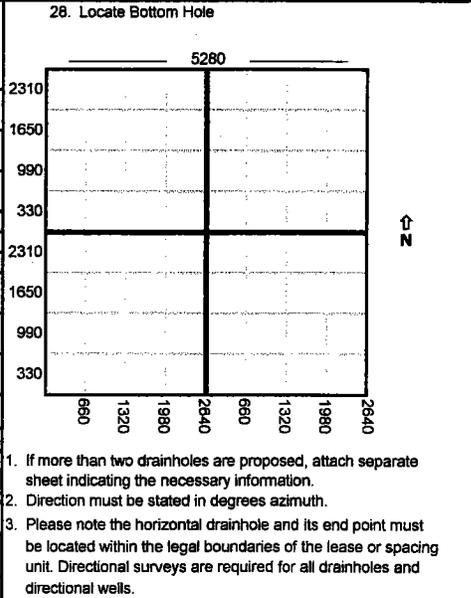
Depth of Deviation Radius of Turn Direction Total Length

Measured Total True Vertical End Point location from nearest lease, unit
 Depth Depth or property line:

LATERAL #3: SEC TWP RGE COUNTY
 SPOT LOCATION: 1/4 1/4 1/4 FEET FROM QUARTER from SOUTH LINE from WEST LINE
 SECTION LINES:

Depth of Deviation Radius of Turn Direction Total Length

Measured Total True Vertical End Point location from nearest lease, unit
 Depth Depth or property line:



31. AFFIDAVIT FOR ALTERNATIVE CASING PROGRAM (Signature on front of this form attests to this affidavit)

1. This well WILL X WILL NOT penetrate any known lost circulation zones.
 2. During the drilling of this well, withdrawals from any water well within 1/4 mile WILL X WILL NOT exceed 50 gallons per minute.
 3. The projected depth of the well IS X IS NOT less than 100 feet from the top of any enhanced recovery project or gas storage facility.
 4. List the following for all water wells within 1/4 mile of this well. (Information concerning some water wells may be obtained from the OKLAHOMA WATER RESOURCES BOARD, 3800 N. Classen Blvd., Oklahoma City, OK 73118). IF NO WATER WELLS FOUND, SO STATE. (ATTACH ADDITIONAL SHEET IF NECESSARY)

Name of Owner/Operator	Address of Owner/Operator	Location (Nearest 1/4 1/4 1/4 1/4)	Depth of Well
None on OWRB system within 1/4 mile radius			

5. A cement bond log is required to be run and submitted from not less than 100 feet below the base of the treatable water-bearing formation to the surface. **OCC USE ONLY**
 6. If casing depth is more than 250 feet deeper than base of the treatable water-bearing formation, operator must submit a letter of request listing reasons and precautions to be taken.

INTENT TO DRILL CHECKLIST OCC USE ONLY

APPROVED _____ REJECTED _____

1. SURETY
 A. NONE filed.
 B. EXPIRED: Date _____
 C. OUTSTANDING CONTEMPT ORDER.

4. GEOLOGY

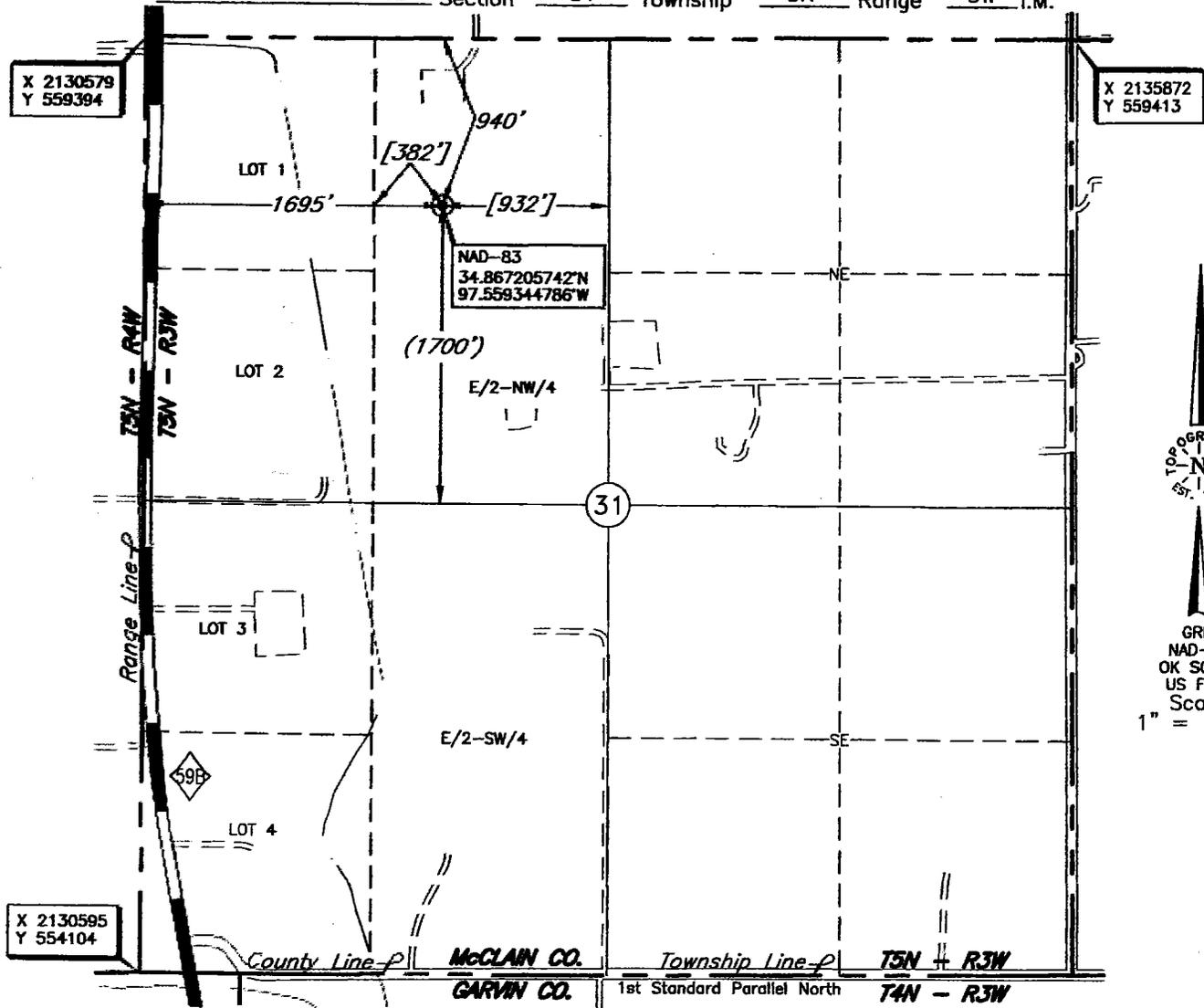
DO NOT WRITE INSIDE THIS BOX

MCCLAIN

County, Oklahoma

API 087-22016

940' FNL - 1695' FWL Section 31 Township 5N Range 3W I.M.



Distances shown in (parenthesis) are calculated based upon the Quarter Section being 2640 feet, those shown in [brackets] are based on GLO (General Land Office) distances and have NOT been measured on the ground.

NOTE:
The information shown herein is for construction purposes ONLY.

ELEVATION:
962' Gr. at Stake (NAVD 88)
962' Gr. at Stake (NGVD 29)

Operator: RED ROCK OIL & GAS OPERATING, LLC
 Lease Name: CW HARRISON

Well No.: 2-31

Topography & Vegetation Location fell in level pasture

Good Drill Site? Yes Reference Stakes or Alternate Location Stakes Set None

Best Accessibility to Location From West off St. Hwy 59B

Distance & Direction from Hwy Jct or Town From the McClain County-Garvin County Line on St. Hwy 59B, go ± 1 mile North on St. Hwy 59B to the Northwest Corner of Section 31, T5N - R3W.

This information was gathered with a GPS receiver with ±1 foot Horiz./Vert. accuracy

DATUM: NAD-27
 LAT: 34°52'01.7"N
 LONG: 97°33'32.5"W
 LAT: 34.867132425° N
 LONG: 97.559035933° W
 STATE PLANE COORDINATES (US FEET):
 ZONE: OK SOUTH
 X: 2132278
 Y: 558460

Revision A Date of Drawing: Nov. 11, 2014
 Invoice # 234391 Date Staked: Nov. 10, 2014

JGW

CERTIFICATE:

I, Thomas L. Howell a Licensed Land Surveyor and an authorized agent of Topographic Land Surveyors of Oklahoma do hereby certify to the information shown herein.

Thomas L. Howell
 Oklahoma Reg. No. 1433

