CONFIDENTIAL

FINAL REPORT

JULY 31, 2013

SMITH-YORLUM #7H PRODUCTION FACILITY 4554 JIM CHRISTAL ROAD DENTON, DENTON COUNTY, TEXAS

PREPARED FOR:

MR. ERIC DELAUGHTER EAGLERIDGE OPERATING, LLC 3500 OAK LAWN AVENUE, SUITE 300 DALLAS, TEXAS 75219

PREPARED BY:





July 31, 2013

Mr. Eric DeLaughter EagleRidge Operating, LLC 3500 Oak Lawn Avenue, Suite 300 Dallas, Texas 75219

Re: Final Report

Site: Smith-Yorlum #7H Production Facility - 4554 Jim Christal Road, Denton,

Denton County, Texas 76207

Dear Mr. DeLaughter:

KJE has completed the attached report for the above-referenced site, located in Denton, Texas. The purpose of the attached report is to describe the release investigation, release delineation, remediation and clearance sampling performed by KJE under the guidance of the Railroad Commission of Texas (RRC) following the on-site release event of April 19, 2013 that was caused by the production tubing string failure of the on-site well during the redevelopment of the well.

On April 29, 2013 KJE collected eight (8) soil samples from the site. The samples were analyzed for Total Petroleum Hydrocarbons (TPH); Benzene, Toluene, Ethylbenzene, and Xylene (BTEX); and Chloride. Laboratory analytical results indicated that BTEX and TPH were below laboratory detection limits in all samples; therefore, the concern related to BTEX and TPH was alleviated, and these constituents were not analyzed in subsequent sampling events. Laboratory analytical results indicated that one (1) soil sample (SB-4) was reported to have a Chloride content of 3,780 mg/kg; which is above the RRC's action limit of 3,000 mg/kg, established in the draft document titled *Field Guide for the Assessment and Cleanup of Produced Water Releases*.

On May 20, 2013 KJE collected nine (9) soil samples from the area encompassing soil sample SB-4, and analyzed the samples for Chloride in order to delineate the horizontal extents of Chloride contamination in soils at the site. Laboratory analytical results of the soil samples collected on May 20, 2013 indicated that no samples exceeded the RRC's action limit of 3,000 mg/kg.

On June 19, 2013, KJE provided oversight for the excavation of soil surrounding the location where soil sample SB-4 was collected. Additionally, KJE collected five (5) soil samples from the floor and walls of the excavated pit, to ensure that all chloride-contaminated soil had been sufficiently excavated from the area surrounding the location of soil sample SB-4. Laboratory analytical results of the soil samples indicated that no samples exceeded the RRC's action limit of 3,000 mg/kg. Based on the clearance sample results, the Chloride-affected soil has been adequately remediated, and KJE recommends no further action at this time.

Final Report Smith-Yorlum #7H Production Facility 4554 Jim Christal Road, Denton, Denton County, Texas Page 2

If we can be of further assistance, please do not hesitate to contact us at 940-387-0805. Thank you for the opportunity to provide professional environmental consulting services. It has been a pleasure working with you.

Best Regards,

John J. Stanson

Environmental Scientist

John J. Stanson

Dena M. Vandenberg, LEED AP Environmental Professional

Kevin J. Ware, QEP, RPES (OK), EIT

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1.0 Introduction

On April 19, 2013, a release occurred at the Smith-Yorlum #7H production facility (site), located at 4554 Jim Christal Road, in Denton, Denton County, Texas. The release event was caused by the production tubing string failure of the on-site well during the redevelopment of the well. On April 29, 2013, under the guidance of the RRC, KJE completed a Release Investigation, which included the advancement of eight (8) on-site soil borings. Soil samples were collected from each of the eight (8) soil boring locations and analyzed for Total Petroleum Hydrocarbons (TPH); Benzene, Toluene, Ethylbenzene, and Xylene (BTEX); and Chloride. Elevated Chloride content was discovered in one (1) soil sample (SB-4) during the on-site Release Investigation. According to laboratory analytical results, the Chloride content of soil sample SB-4 was reported to be 3,780 mg/kg; above the RRC action limit for Chloride in soil of 3,000 mg/kg, established in the draft document titled Field Guide for the Assessment and Cleanup of Produced Water Releases. On May 20, 2013, KJE completed a Release Delineation, which included the advancement of nine (9) on-site soil borings in the vicinity of soil sample SB-4, Soil samples were collected from each of the nine (9) soil boring locations and analyzed for Chloride in order to delineate the horizontal extents of Chloride contamination in soils at the site. Laboratory analytical results of the soil samples collected on May 20, 2013 indicated that no samples exceeded the RRC's action limit for Chloride in soil. On June 19, 2013, KJE provided oversight for the excavation of soil surrounding the location where the previously-mentioned soil sample SB-4 was collected, and completed clearance sampling at the request of the Railroad Commission of Texas, to ensure that all chloride-contaminated soil had been sufficiently excavated. KJE collected five (5) clearance soil samples from the floor and walls of the excavated pit. Laboratory analytical results of the soil samples collected from the floor and walls of the excavated pit indicated that no samples exceeded the RRC's action limit for Chloride in soil of 3,000 mg/kg, established in the draft document titled Field Guide for the Assessment and Cleanup of Produced Water Releases.

2.0 Subsurface Investigation / Excavation and Sampling Activities

On April 29, 2013 under the supervision of Railroad Commission (RRC) Engineering Specialist, Jarrod Eberly; eight (8) soil borings were completed by hand-auger to a depth of approximately six (6) inches to evaluate the horizontal extents of shallow soil contamination at the site. Six (6) of the soil borings (SB-3, SB-4, SB-5, SB-6, SB-7, SB-8) were located within the boundaries of the visually-contaminated soil, and two (2) of the soil borings (SB-1 & SB-2) were located in un-impacted areas of the site, in order to obtain background concentrations. Under the guidance of the RRC, KJE had soil samples from each of the eight (8) soil borings analyzed for Total Petroleum Hydrocarbons (TPH); Benzene, Toluene, Ethylbenzene, and Xylene (BTEX); and Chlorides. Laboratory analytical results indicated that, while a number of samples exceeded background levels for Chlorides, one sample (SB-4) was above the RRC's action limit for Chloride in soil of 3,000 mg/kg, established in the draft document titled *Field Guide for the Assessment and Cleanup of Produced Water Releases*. Laboratory analytical results indicated that BTEX and TPH were below laboratory detection limits in all samples; therefore, the concern related to BTEX and TPH was alleviated, and these constituents were not analyzed in subsequent sampling events.

On May 20, 2013, with guidance from the RRC, KJE completed nine (9) soil borings in three (3) alternating triangular patterns encompassing the location of the above-mentioned soil sample SB-4 in order to delineate the horizontal extents of Chloride contamination in soils at the site. The soil boring locations were placed at 20-feet, 40-feet, and 60-feet from the location where soil sample SB-4 was collected. A hand-auger was used to drill the soil borings to a depth of approximately one (1) foot below ground surface (bgs). Soil samples DB-01, DB-02, DB-03, DB-04, DB-05, DB-06, DB-07, DB-08, and DB-09 were collected from the above-mentioned soil borings and analyzed for Chlorides by USEPA Test Method 325.3. Laboratory analytical results of soil samples DB-01 through DB-09 indicated that no samples exceeded the RRC's action limit for Chloride in soil of 3,000 mg/kg, established in the draft document titled *Field Guide for the Assessment and Cleanup of Produced Water Releases*.

On June 19, 2013, KJE provided oversight for the excavation of soil surrounding the location where the previously-mentioned soil sample SB-4 was collected. As agreed upon with the RRC, soil within a 20-foot diameter circle around the location of soil sample SB-4 was excavated by ERO's contractor to a depth of one (1) foot below ground surface (bgs). Following the excavation of soil surrounding soil sample SB-4, KJE collected five (5) clearance soil samples [SB-4(1), SB-4(2), SB-4(3), SB-4(4), and SB-4(5)]. Clearance soil sample SB-4(1) was collected from the floor of the excavated pit. Clearance soil samples SB-4(2), SB-4(3), SB-4(4), and SB-4(5) were collected from the north, east, south, and west walls of the excavated pit, respectively. Following the sample collection activities, MasterVac removed the excavated soil stockpiles from the site via vacuum truck. A total of 81 barrels of excavated soil was transported off-site by Chico Autopark & Services and disposed of at the Polk Operating, LLC Polk R³ Facility, located at P.O. Box 1271 in Bowie, Texas (See Appendix E for copy of disposal ticket).

3.0 Soil Sample Collection/Handling Procedures

Soil sampling procedures/activities included the collection of soil cores utilizing a hand-auger, and grab soil samples utilizing a clean, decontaminated soil trowel. A clean, decontaminated sampling knife was used to collect composite soil samples from each core. Each soil sample was handled with nitrile-gloved hands. The samples were placed in clean, dedicated, laboratory-supplied, 4-ounce glass containers, labeled with pertinent sampling information. The samples were then placed in a cooling chest with adequate ice, providing a 4 °C environment for sufficient preservation until delivery to TTI Environmental Laboratories (a third-party, independent, and licensed environmental laboratory in Arlington, Texas). The sample collection and handling activities were conducted in accordance with USEPA Standard Operating Procedures and strict chain-of-custody protocols (See Appendix C, for copies of the analytical reports and chain-of-custody documentation). All sampling equipment was decontaminated before and between each sampling location. All personnel used dedicated nitrile gloves that were changed between each sample collection.

The soil samples collected on April 29, 2013 were analyzed for Total Petroleum Hydrocarbons (TPH) by Texas Commission on Environmental Quality (TCEQ) Test Method TX1005; Benzene, Toluene, Ethylbenzene, and Xylene (BTEX) by US Environmental Protection Agency (USEPA) Test Method 8260; and Chlorides by USEPA Test Method 325.3. The soil samples collected on May 20, 2013 and June 19, 2013 were analyzed for Chlorides by USEPA Test Method 325.3. These analytical methods are the EPA, TCEQ, Railroad Commission of Texas (RRC), and industry-

approved standards used to determine potential soil contamination associated with this type of release.

4.0 Summary of Analytical Results

For the soil samples collected on April 29, 2013, the laboratory analytical results of the background soil samples (SB-1 and SB-2), showed levels of Chloride at 1,390 and 596 mg/kg, respectively. Laboratory analytical results of the soil samples from the release-affected areas indicated that one (1) soil sample (SB-4) exceeded the RRC's action limit for Chloride in soil of 3,000 mg/kg, with a concentration of 3,780 mg/kg. This sample was collected from the pad site.

For the soil samples collected on May 20, 2013, the laboratory analytical results of the soil samples from the release-affected area indicated that no samples exceeded the RRC's action limit for Chloride in soil.

For the soil samples collected on June 19, 2013, the laboratory analytical results of soil samples SB-4(1), SB-4(2), SB-4(3), SB-4(4), and SB-4(5), collected from below and surrounding the location of soil sample SB-4, indicated that no samples exceeded the RRC's action limit for Chloride in soil.

5.0 Photographs

Photo documentation of the on-site soil boring locations is included with this Report (See Photo Exhibits).

6.0 Conclusions/Recommendations

KJE has completed a release investigation, delineation, remediation and clearance sampling to evaluate the soil impact of the release dated April 19, 2013 for the site located at 4554 Jim Christal Road, in Denton, Denton County, Texas. Based on the laboratory analytical results associated with the clearance sampling, no samples exceeded the RRC's action limit for Chloride in soil of 3,000 mg/kg, established in the draft document titled *Field Guide for the Assessment and Cleanup of Produced Water Releases*; therefore, the Chloride-affected soil associated with the April 19, 2013 release has been adequately remediated.

7.0 Qualifications of Environmental Professional

This is to certify that the Remediation and Clearance Sampling completed at the Smith-Yorlum #7H facility, located at 4554 Jim Christal Road, in Denton, Denton County, Texas; was performed following EPA, TCEQ, RRC, and industry-approved standards/protocols. This work was conducted on June 19, 2013, for EagleRidge Operating, LLC; and all field activities were completed under the supervision of Ms. Dena M. Vandenberg, LEED AP. Ms. Vandenberg's credentials are included in Appendix D.

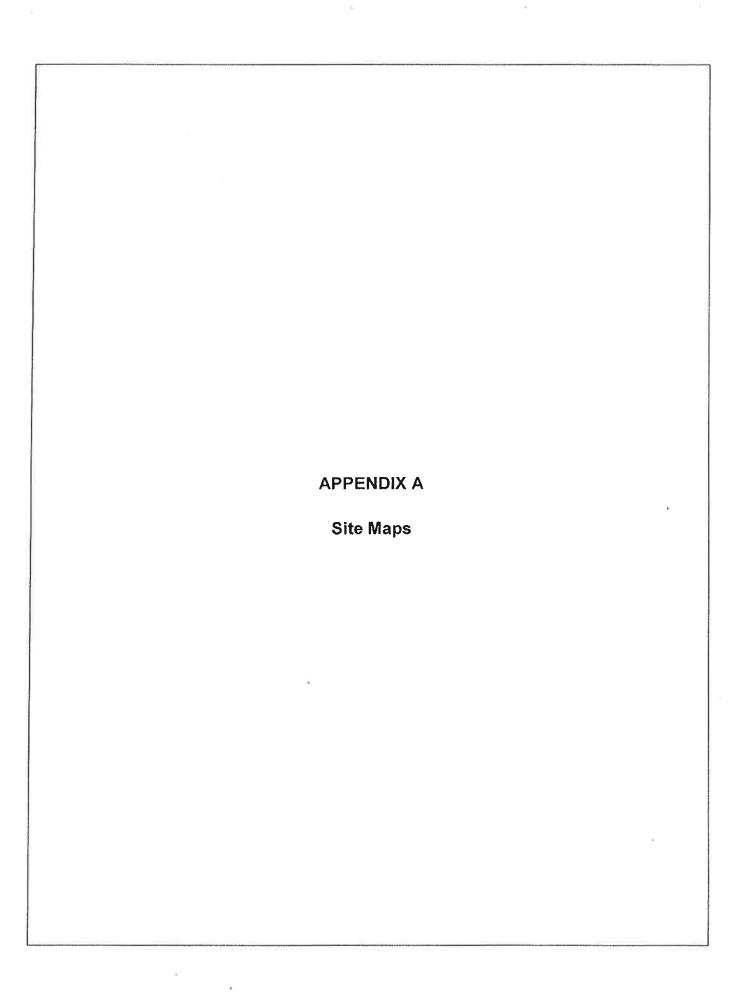
8.0 Signature of Environmental Professional

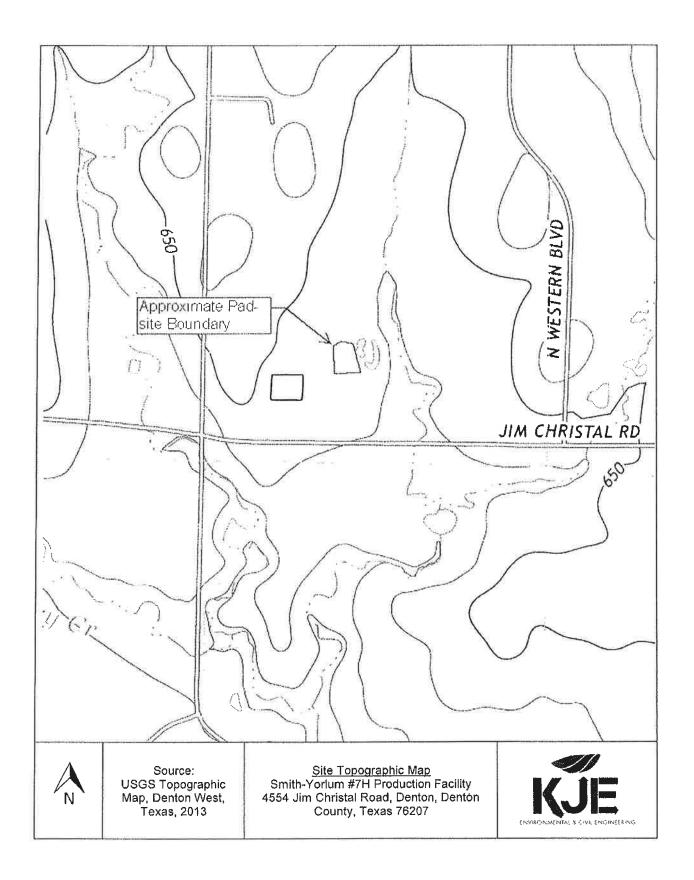
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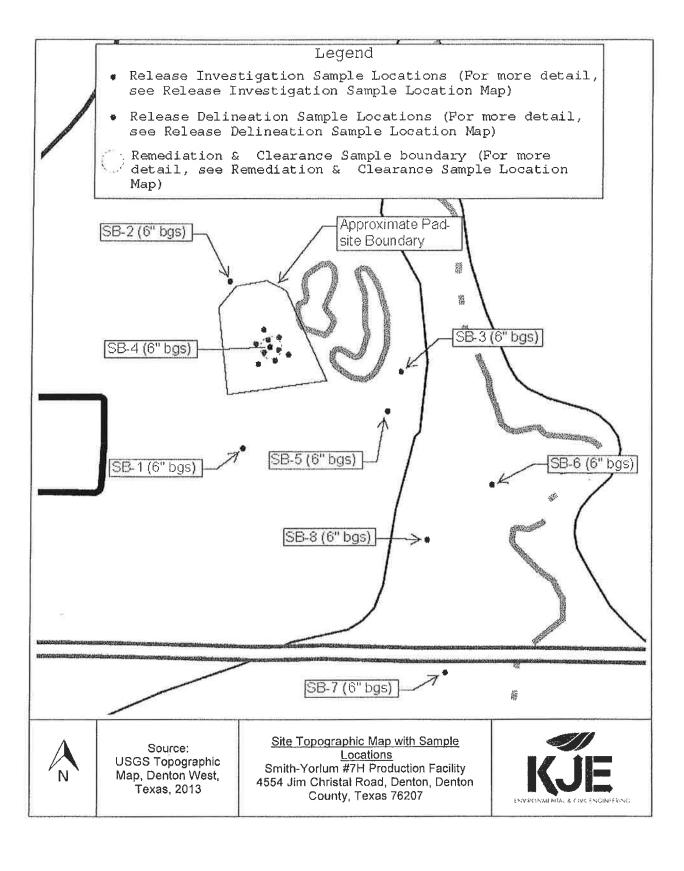
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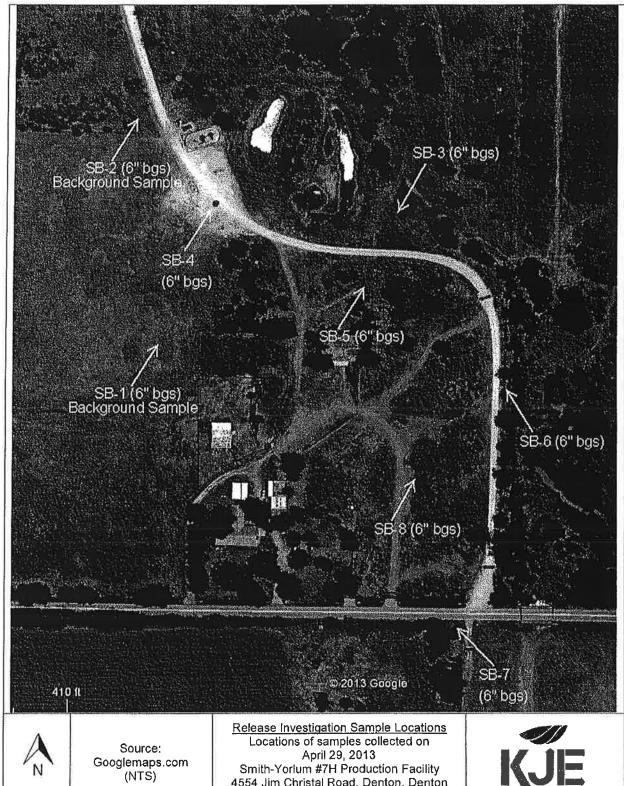
Dena M. Vandenberg, LEED AP Environmental Professional

Date



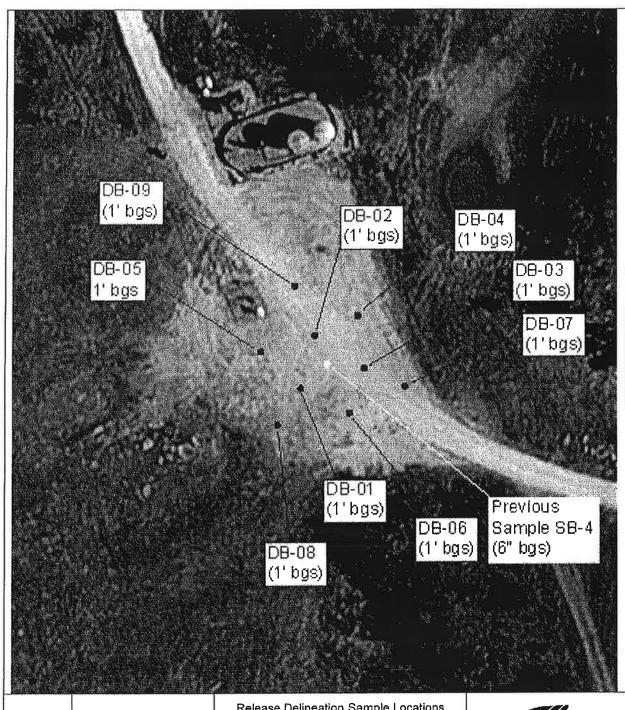






Release Investigation Sample Locations
Locations of samples collected on
April 29, 2013
Smith-Yorlum #7H Production Facility
4554 Jim Christal Road, Denton, Denton
County, Texas 76207







Source: DFWmaps.com (NTS)

Release Delineation Sample Locations
Locations of samples collected on
May 20, 2013
Smith-Yorlum #7H Production Facility
4554 Jim Christal Road, Denton, Denton
County, Texas 76207







Source: DFWmaps.com (NTS) Remediation & Clearance Sample Locations
Locations of samples collected on June 19, 2013
Smith-Yorlum #7H Production Facility
4554 Jim Christal Road, Denton, Denton
County, Texas 76207



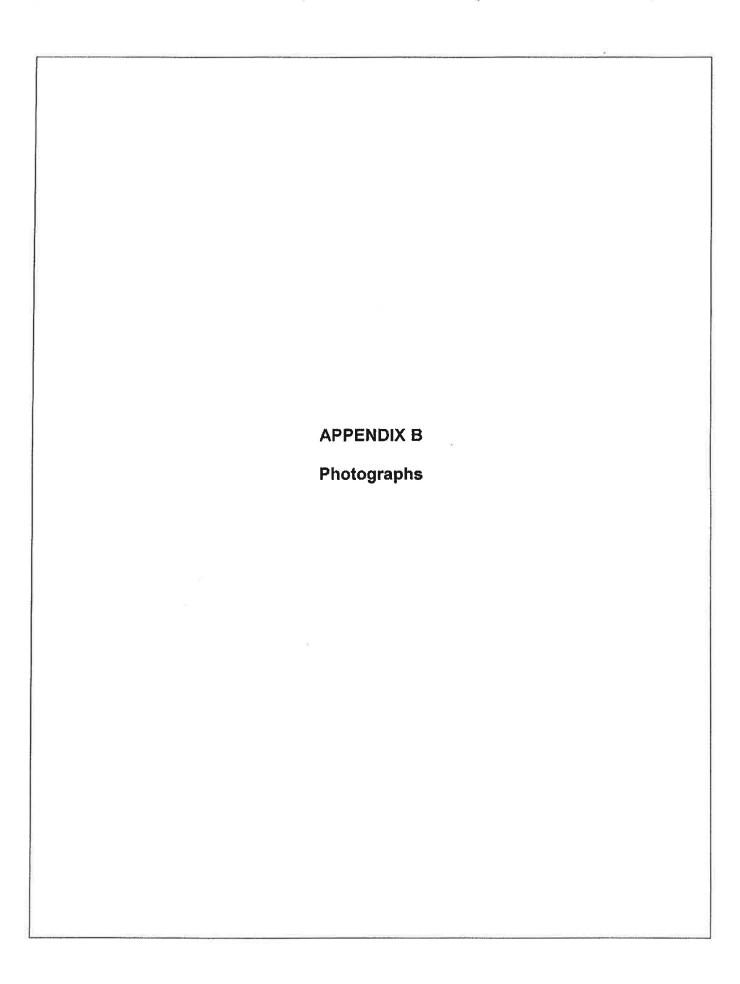




Photo #1 View of the on-site gas production facility.



Photo #2 Location of SB-3.



Photo #3 Location of SB-4.



Photo #4 Location of SB-5.



Photo #5 Location of SB-6.



Photo #6 Location of SB-7.



Photo #7 Location of SB-8.



Photo #8 View of the entrance to Smith-Yorlum #7H Production Facility.

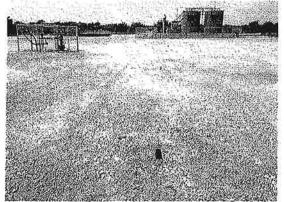


Photo #1 View of SB-4, DB-02, and DB-09 from bottom to top, respectively.



Photo #2 View of the sample area, facing northwest.



Photo #3 View of DB-08 (bottom), facing north.

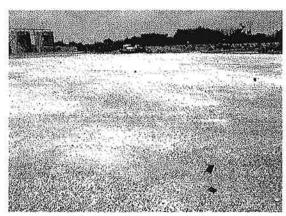


Photo #4 View of DB-01 (bottom right), SB-4 (top right), DB-02 (top center) and DB-09 (Top left).



Photo #1 View of the marked 20-foot diameter area surrounding SB-4, facing east.



Photo #3 View of the marked 20-foot diameter area surrounding SB-4, facing north.



Photo #5 View of the pit excavation.

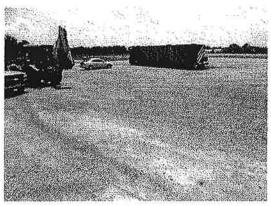


Photo #2 View of the marked 20-foot diameter area surrounding SB-4, facing southwest.



Photo #4 View of the pit excavation.



Photo #6 View of the soil sample locations inside the pit (marked with blue flags).



Photo #7 View of the vacuum truck and associated storage container.

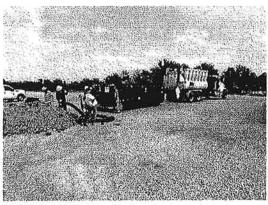
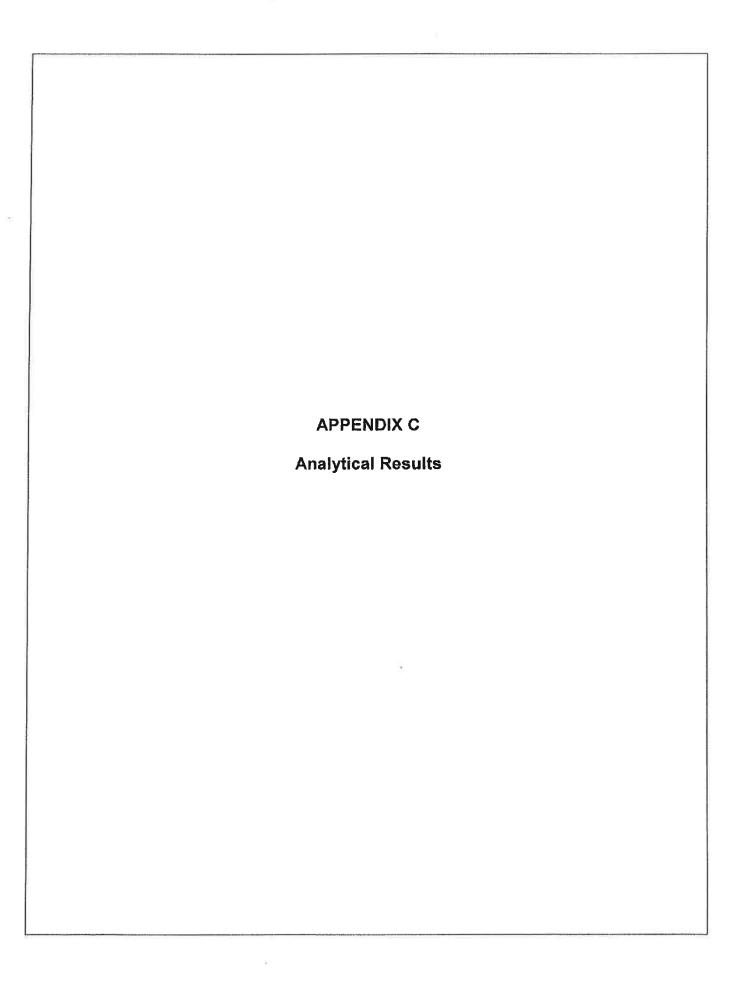


Photo #8 View of the vacuum truck and associated storage container.



Photo #9 View of the excavated soil being loaded into the vacuum truck and associated storage container.



Release Investigation Summary of Analytical Results

Soil Boring ID²	Contaminants	Analytical Result (mg/kg)	RRC Action Limit (mg/kg)			
SB-1 ¹	Chloride	1,390				
SB-2 ¹	Chloride	596				
SB-3	Chloride	992				
SB-4	Chloride	3,780	3,000			
SB-5	Chloride	2,580				
SB-6	Chloride	1,390				
SB-7	Chloride	997				
SB-8	Chloride	1,390				

¹Background samples



²BTEX and TPH were below laboratory detection limits in all samples

Release Delineation Summary of Analytical Results

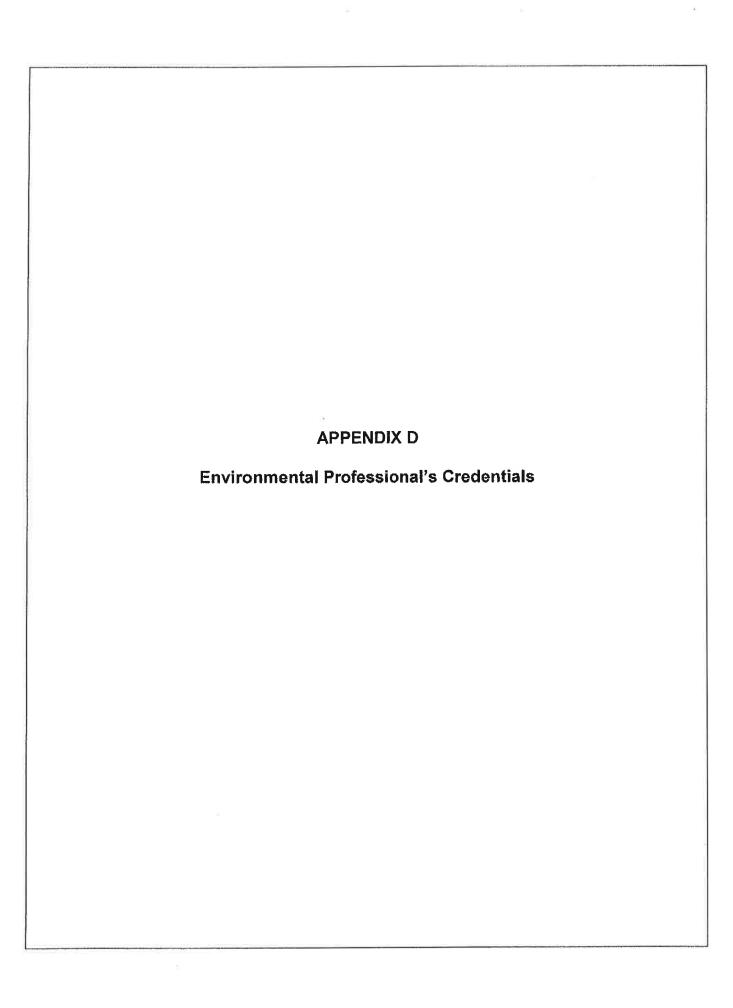
Soil Boring ID	Contaminants	Analytical Result (mg/kg)	RRC Action Limit (mg/kg)			
DB-01	Chloride	2,050				
DB-02	Chloride	928				
DB-03	Chloride	1,830				
DB-04	Chloride	2,390				
DB-05	Chloride	732	3,000			
DB-06	Chloride	2,170				
DB-07	Chloride	1,940				
DB-08	Chloride	634				
DB-09	Chloride	490				



Remediation & Clearance Sampling Summary of Analytical Results

Soil Boring ID	Contaminants	Analytical Result (mg/kg)	RRC Action Limit (mg/kg)
SB-4 (1)	Chloride	1,320	
SB-4 (2)	Chloride	1,210	
SB-4 (3)	Chloride	1,170	3,000
SB-4 (4)	Chloride	573	
SB-4 (5)	Chloride	1,610	





Dena Marie Vandenberg, LEED AP ENVIRONMENTAL PROFESSIONAL

WORK HISTORY

Chief Operating Officer

KJ Environmental Management, Inc.

June 2011 -- Present (1 year 6 months)

I am currently working as the Chief Operating Officer at KJ Environmental in Denton, Texas. I have 9 years of experience as an environmental professional in consulting. I lead a team of Engineers and Scientists to complete projects for a variety of industries, while ensuring the delivery of the highest quality work product, customer service, and professionalism.

Project Manager

KJ Environmental Management, Inc.

April 2010 - June 2011 (1 year 3 months)

When I began working at KJ Environmental in Denton, Texas as a Project Manager, I provided regulatory compliance services for various industries including oil and gas storage and trucking facilities, sand and cement handling facilities, manufacturing facilities, and municipal agencies. My areas of expertise included project management, construction and industrial storm water pollution prevention plans (SWPPP), NPDES/TPDES permit applications, oil pollution prevention compliance (SPCC), Permit-By-Rule (PBR) Applications, New Source Review (NSR) Applications, Barnett Shale Phase I & Phase II Special Emissions Inventories, Saltwater Disposal Well Permitting, Underground Injection Control Permitting, TCEQ Public Water System compliance, drinking water, storm water, ground water, and waste sampling, asbestos sampling, mold assessments, radon testing, lead-based paint sampling, lead in drinking water sampling, Phase I Environmental Site Assessments, Limited Environmental Investigations, noise monitoring, and brownfield redevelopment.

Environmental Scientist

Terracon

Privately Held; 1001-5000 employees; Civil Engineering industry April 2006 - February 2010 (3 years 11 months)

At Terracon I conducted hundreds of Phase I ESAs for various tyn

At Terracon, I conducted hundreds of Phase I ESAs for various types of properties from vacant land to industrial/manufacturing facilities and gas stations. I also did regulatory compliance consulting for oil & gas clients, industrial/manufacturing facilities, and municipalities. I completed SWPPPs and SPCCs, conducted storm water sampling, and operated a public water system on behalf of a municipality. I became a licensed Asbestos Inspector, Mold Assessment Technician, and LEED Accredited Professional.

Environmental Geologist

Cirrus Associates

March 2006 - March 2006 (1 month)

At Cirrus Associates, I acted as a contract employee on a VCP project for a client in Odessa, Texas. I conducted sampling of groundwater monitoring wells using low-flow sampling techniques.

Environmental Scientist

Delta Environmental

August 2004 - December 2005 (1 year 5 months)

At Delta Environmental, I worked conducted public drinking water sampling under a mulitmillion dollar TCEQ contract. I collected over 3,000 drinking water samples with a 99.8% laboratory acceptance rate. I was recognized as one of the top 5 samplers in the state for productivity and was trusted with the responsibility of training other samplers associated with the project. In addition, I conducted several ESAs to obtain more experience, when time would allow.

EDUCATION

University of North Texas Bachelor of Science in Geography with a focus in Earth Science, Geology Minor 1999 – 2004

Activities and Societies: Delta Zeta Sorority

ADDITIONAL INFORMATION

Professional Education & Certifications:

OSHA 29 CFR 1910.120 HAZWOPER 40 HR Certification
EPA Accredited Asbestos Inspector
TDSHS License Asbestos Inspector (License No. 602837)
TDSHS Licensed Mold Assessment Technician (License No. MAT1011)
TCEQ Class C Water Distribution Operator (License No. WD0007445)
Leadership in Energy and Environmental Design (LEED) Accredited Professional
Texas Commission on Environmental Quality (TCEQ) Certified Water Sampler under the Safe Drinking Water Act and State
Regulations (ID No. 2005-006)
ORIS-Enviromod University- AERMOD Modeling For Permits Certification

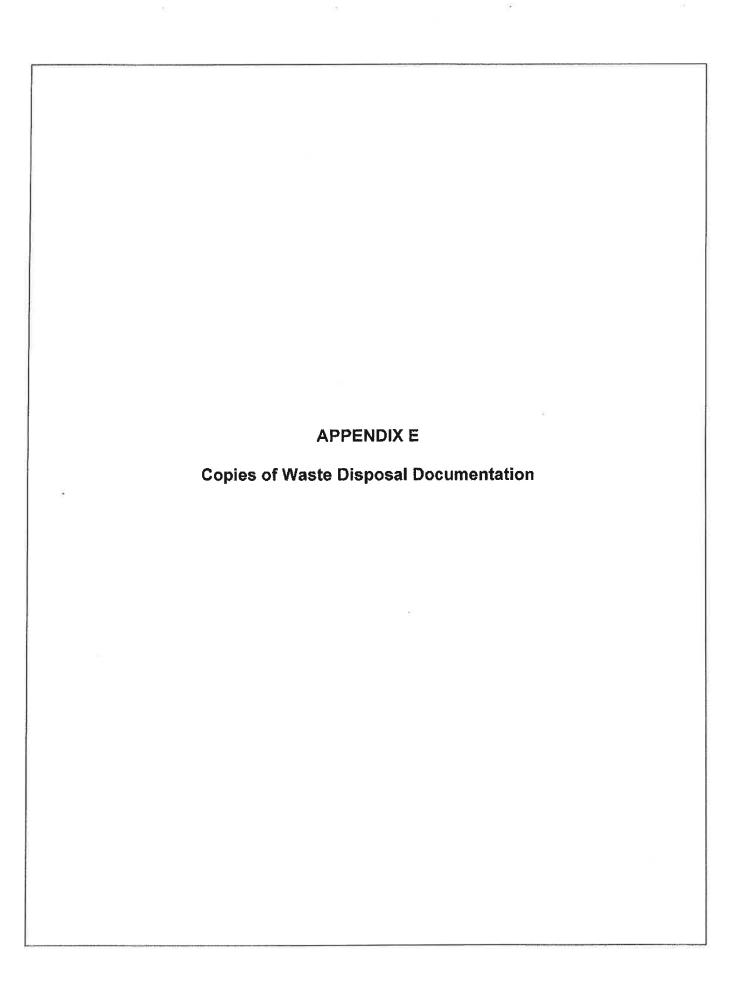
Affiliations:

The North Texas Association of Environmental Professionals Society of Texas Environmental Professionals Association of American Geographers U.S. Green Building Council

CONTACT INFORMATION

Email: denavandenberg@yahoo.com

Phone: (214) 364-7627



9255



P.O. BOX 1271 BOWIE, TEXAS 76230 PHONE: 940-872-2552 FAX: 661-455-2632

POLK OPERATING, LLC

POLK R³ FACILITY

NOTE: ALL INFORMATION MUST BE PROVIDED BELOW PRIOR TO BEING ALLOWED TO UNLOAD AT OUR FACILITIES. **NO EXCEPTIONS.**

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Driver's Printed Name						

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District Office

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