

**FORM
10**Rev
10/12**State of Colorado
Oil and Gas Conservation Commission**

1120 Lincoln Street, Suite 801, Denver, Colorado 80203 Phone: (303) 894-2100 Fax: (303) 894-2109



OGCC RECEPTION

Receive Date:

11/13/2012

Document Number:

2544374**CERTIFICATION OF CLEARANCE AND/OR CHANGE OF OPERATOR**

This form is to be used for Certification of Clearance to transport product off lease. A Form 10 shall be filed for a well within 30 days of first production or a change of transporter/gatherer. A Form 10 shall be filed within 15 days of a change or transfer of ownership of a well, location, pit or facility. Documentation for ratification of sale or transfer of ownership must be attached for Change of Operator. **It is the Operator's responsibility to mail approved copies to the Transporter and/or Gatherer for each well listed.** This form is not used for well name or well status changes. For more information, visit [www.http://cogcc.state.co.us](http://cogcc.state.co.us)

OGCC Operator Number: 10112 Contact Person: RICK PAYNE
Company Name: FOUNDATION ENERGY MANAGEMENT LLC Phone: (918) 585-1680
Address: 16000 DALLAS PARKWAY #875 Fax: (918) 585-1660
City: DALLAS State: TX Zip: 75248-6607 Email: RPAYNE@FOUNDATIONENERGY.COM

Operator Bond Status: ☒ Blanket Surety ID: 2005-0066 Individual Surety ID: see listing by individual well

☐ New Well Cert of Clearance ☒ Change of Operator ☐ Add/Change Transporter or Gatherer

Effective Date of Change Below 10/30/2012 Form is being submitted by: Buyer

Non-Submitting Operator Information:

OGCC Number of NON-Submitting 24461 Name of NON-Submitting DIVERSIFIED OPERATING CORPORATION
NON-submitting Operator is Seller Contact Name TERRY CANNON Title: PRESIDENT
NON-submitting Operator Contact Email: _____

Add/Change Transporter or Gatherer

☒ Add ☐ Delete Product: ☒ Oil ☐ Gas

OGCC Transporter No: 70505 Suffix: _____
Trans./Gatherer Name: PLAINS MARKETING LP
Address: 333 CLAY ST #1600 City: HOUSTON State: TX Zip: 77002
Phone: () Email Contact: _____

☒ Add ☐ Delete Product: ☐ Oil ☒ Gas

OGCC Transporter No: 4680 Suffix: _____
Trans./Gatherer Name: DCP MIDSTREAM LP
Address: 370 17TH STREET - SUITE 2500 City: DENVER State: CO Zip: 80202
Phone: () Email Contact: _____

☒ Add ☐ Delete Product: ☐ Oil ☒ Gas

OGCC Transporter No: 100231 Suffix: _____
Trans./Gatherer Name: STERLING ENERGY COMPANY
Address: 1225 17TH STREET #2520 City: DENVER State: CO Zip: 80202
Phone: () Email Contact: _____

Remark:

I hereby certify that the statements made in this form are, to the best of my knowledge, true, correct and complete. The transporter(s)/gatherer(s) is (are) authorized to transport the oil and/or gas produced from the listed well(s) and that this authorization will be valid until further notice to the transporter named herein or until cancelled by the Colorado Oil and Gas Conservation Commission.

SUBMITTED BY:

Signed: _____
Title: VP OPS

Print Name: PAYNE,RICK
Email: RPAYNE@FOUNDATIONENERGY.CO M Date: 10/31/2012

CHANGE OF OPERATOR:

Name of Buying Operator:

FOUNDATION ENERGY MANAGEMENT LLC

Name of Selling Operator:

DIVERSIFIED OPERATING CORPORATION

Signature: _____ Date: 10/30/2012 Signature: _____ Date: 10/30/2012

Print Name: PAYNE,RICK Title: VP OPS Print Name: TERRY CANNON Title: PRESIDENT

COGCC Approved:  **Title:** Director of COGCC **Date:** 01/08/2013

State of Colorado

Oil and Gas Conservation Commission

1120 Lincoln Street, Suite 801, Denver, Colorado 80203 Phone: (303) 894-2100 Fax: (303) 894-2109



Document Number:

2544374**CHANGE OF TRANSPORTER/GATHERER and/or CHANGE OF OPERATOR**

OGCC Operator Number: 10112

Name of Operator: FOUNDATION ENERGY MANAGEMENT LLC

FOR OGCC USE ONLY

CENTRALIZED EP WASTE MGMT FAC: 0 GAS STORAGE FACILITY: 0 SERVICE SITE: 0 UIC SIMULTANEOUS DISPOSAL: 0
 GAS COMPRESSOR: 0 LOCATION: 0 TANK BATTERY: 0 UIC WATER TRANSFER STATION: 0
 GAS GATHERING SYSTEM: 0 PIPELINE: 0 UIC DISPOSAL: 0 WATER GATHERING SYSTEM LINE: 0
 GAS PROCESSING PLANT: 0 PIT: 18 UIC ENHANCED RECOVERY: 0 WELL: 58

Total Approved: 76 Total out of Total Total Submitted: 76 are listed below:

#	TYPE	API	FAC ID	Loc#	Facility		Location (QQ/S/T/R)	Surety ID	Transporter / Gatherer
					Name	Number			
1	WELL	123-21025	264190	331636	KETTL	23-3	NENW/23/6N/61W		70505
	WELL		264190	331636					100231
2	WELL	123-19666	251861	330807	FEDERAL OSTRICH	29-8-6	SENE/29/8N/60W		4680
	WELL		251861	330807					70505
3	WELL	123-18968	251165	330359	SOONER	21-16-9	SESE/21/8N/58W		70505
	WELL		251165	330359					100231
4	PIT		111692	324631	TITANIUM 26-10-7		NWSE/26/7N/81W		
6	PIT		273446	331563	STATE 36-16		SESE/36/8N/60W		
8	PIT		275725	330622	HILL	31-15-8	SWSE/31/8N/60W		
18	PIT		274748	330667	DOC SHOWERS		NWSW/32/8N/60		
21	PIT		112067	318847	ELLIOTT 6-27		SENW/27/8N/58W		
22	PIT		274752	332155	PAUL 6-7		NWSE/6/7N/59W		
28	PIT		416929	413187	CHALK	31-13	SWSW/31/8N/59		
37	PIT		112068	330622	HILL 31-15-8		SWSE/31/8N/58W		
41	PIT		275726	330675	POWELL	30-14-11	SESW/30/8N/60W		
50	PIT		112083	323292	FEDERAL NORTH		SWNE/28/8N/60W		
52	PIT		274753	332096	BEHRING 23-7		SWNE/23/6N/61W		
60	PIT		273444	331108	HILL 6-1		NENE/6/7N/60W		
62	PIT		115269	324639	ALLARD 1		SENE/30/10N/79		
70	PIT		274750	331346	SOS 4-4		NWNW/4/7N/59W		
71	PIT		275730	332033	FRANK	35-7	SWNE/35/8N/60W		
74	PIT		273445	331795	WICKSTROM 6-5		SWNW/6/7N/59W		
5	WELL	123-14881	247084	327573	ANDREWS	16-7	SESE/7/7N/59W		4680
	WELL		247084	327573					70505
7	WELL	057-06492	412663	324758	FEDERAL	23-12R	NWSW/23/7N/81		4680
	WELL		412663	324758					70505
9	WELL	123-19437	251634	330667	D.O.C. SHOWERS	32-12-10	NWSW/32/8N/60		4680
	WELL		251634	330667					70505
10	WELL	123-22254	272629	332405	BABB	14-14	SESW/14/6N/61W		70505
	WELL		272629	332405					100231
11	WELL	123-19368	251565	330622	HILL	31-15-8	SWSE/31/8N/60W		4680
	WELL		251565	330622					70505
12	WELL	123-19447	251644	330675	DOC POWELL	30-14-11	SESW/30/8N/60W		4680
	WELL		251644	330675					70505
13	WELL	123-13597	245802	326746	SOONER UNIT	16-17	SESE/17/8N/58W		70505
	WELL		245802	326746					100231

14	WELL	123-13138	245343	323513	SOONER UNIT	7-28	SWNE/28/8N/58W		70505
	WELL		245343	323513					100231
15	WELL	123-22634	275386	305200	FEDERAL GOSHAWK	28-13	SWSW/28/8N/60		4680
	WELL		275386	305200					70505
16	WELL	123-19226	251423	330509	SOONER UNIT	21-6-15	SENW/21/8N/58W		70505
	WELL		251423	330509					100231
17	WELL	123-20232	258928	331149	FEDERAL	33-12	NWSW/33/8N/60		4680
	WELL		258928	331149					70505
19	WELL	123-20126	258301	331082	FEDERAL PLOVER	28-5 X	SWNW/28/8N/60		4680
	WELL		258301	331082					70505
20	WELL	057-06351	212457	324695	SCHOCK-FEDERAL	1	SWSE/31/10N/80		4680
	WELL		212457	324695					70505
23	WELL	057-06094	212201	324631	TITANIUM	26-10-7HI &	NWSE/26/7N/81W		4680
	WELL		212201	324631					70505
24	WELL	123-13452	245657	323740	SOONER UNIT	13-16	SWSW/16/8N/58		70505
	WELL		245657	323740					100231
25	WELL	123-19627	251823	330786	HILL	31-9-11	NESE/31/8N/60W		4680
	WELL		251823	330786					70505
26	WELL	123-20233	258929	331150	FEDERAL FALCON	33-6	SENW/33/8N/60W		4680
	WELL		258929	331150					70505
27	WELL	123-19794	199860	330865	DOC STATE	36-3-9	NENW/36/6N/61W		70505
	WELL		199860	330865					100231
29	WELL	123-31745	417786	417785	ENDERSON	31-14	SESW/31/12N/59		4680
	WELL		417786	417785					70505
30	WELL	123-21739	269834	332033	FRANK	35-7	SWNE/35/8N/60W		4680
	WELL		269834	332033					70505
31	WELL	123-20097	258177	331062	HOFFMAN	34-10	NWSE/34/8N/60W		4680
	WELL		258177	331062					70505
32	WELL	123-26639	293849	310587	STATE	36-6	SENW/36/6N/61W		4680
	WELL		293849	310587					70505
33	WELL	123-19441	251638	330670	SHOWERS	32-5-7	SWNW/32/8N/60		4680
	WELL		251638	330670					70505
34	WELL	123-10637	242846	319078	SOONER UNIT	10-28	NWSE/28/8N/58W		70505
	WELL		242846	319078					100231
35	WELL	123-10097	242306	318847	ELLIOTT	6-27	SENW/27/8N/58W		4680
	WELL		242306	318847					70505
36	WELL	123-20272	259124	331181	FEDERAL OSPREY	35-3	NENW/35/8N/60W		4680
	WELL		259124	331181					70505
38	WELL	123-21830	270091	332096	BEHRING	23-7	SWNE/23/6N/61W		70505
	WELL		270091	332096					100231
39	WELL	123-20234	258930	331151	FEDERAL TOUCAN	28-14	SESW/28/8N/60W		4680
	WELL		258930	331151					70505
40	WELL	123-20902	263495	331558	HOFFMAN	34-1	NENE/34/8N/60W		4680
	WELL		263495	331558					70505
42	WELL	123-21395	266746	331849	KRAGER	22-12	NWSW/22/8N/58		70505
	WELL		266746	331849					100231
43	WELL	123-13505	245710	323773	SOONER UNIT	4-21	NWNW/21/8N/58		70505
	WELL		245710	323773					100231
44	WELL	123-21315	266038	331795	WICKSTROM	6-5	SWNW/6/7N/59W		4680
	WELL		266038	331795					70505
45	WELL	123-21912	270634	332155	PAUL	6-7	NWSE/6/7N/59W		4680
	WELL		270634	332155					70505

46	WELL	123-26575	293534	310566	GREEN	1-1	NENE/1/7N/60W		4680
	WELL		293534	310566					70505
47	WELL	123-14767	246970	327492	ANDREWS	9-7	NESE/7/7N/59W		4680
	WELL		246970	327492					70505
48	WELL	123-19938	256938	330960	FEDERAL MACAW	33-1	NENE/33/8N/60W		4680
	WELL		256938	330960					70505
49	PIT	123-	274751	332405	BARB 14-14		SESW/14/6N/61W		
64	PIT		274749	331181	FEDERAL OSPREY		NENW/35/8N/60W		
51	WELL	123-14850	247053	327558	SOONER UNIT	5-21	SWNW/21/8N/58		70505
	WELL		247053	327558					100231
53	WELL	123-20908	263494	331563	STATE	36-16	SESE/36/8N/60W		4680
	WELL		263494	331563					70505
54	WELL	123-14562	246765	327361	SOONER UNIT	6-21	SENW/21/8N/58W		70505
	WELL		246765	327361					100231
55	WELL	123-20533	260679	331346	SOS	4-4	NWNW/4/7N/59W		4680
	WELL		260679	331346					70505
56	WELL	123-19173	251370	330480	SOONER UNIT	28-6-1	SENW/28/8N/58W		70505
	WELL		251370	330480					100231
57	WELL	123-20169	258592	331108	HILL	6-1	NENE/6/7N/60W		4680
	WELL		258592	331108					70505
58	WELL	123-32065	418910	418908	WICKSTROM	6-12	NWSW/6/7N/59W		4680
	WELL		418910	418908					70505
59	WELL	123-13065	245270	323461	SOONER UNIT	2-28	NWNE/28/8N/58W		70505
	WELL		245270	323461					100231
61	WELL	123-14706	246909	327445	ROTH	11-7R	NESW/7/7N/59W		4680
	WELL		246909	327445					70505
63	WELL	123-22677	275796	305225	BEHRING	23-10	NWSE/23/6N/61W		70505
	WELL		275796	305225					100231
65	WELL	123-20243	258969	331159	FEDERAL PELICAN	33-8	SENE/33/8N/60W		4680
	WELL		258969	331159					70505
66	WELL	123-12824	245029	323292	FEDERAL NORTH	7-28	SWNE/28/8N/60W		4680
	WELL		245029	323292					70505
67	WELL	123-29436	299586	302595	FEDERAL SOONER	27-10-7	NWSE/27/8N/58W		
68	WELL	057-06124	212231	324639	ALLARD	30-8-5	SENE/30/10N/79		4680
	WELL		212231	324639					70505
69	WELL	123-31744	417784	417783	HILLMAN	9-1	NENE/9/10N/59W		4680
	WELL		417784	417783					70505
72	WELL	123-19628	251824	330787	HILL	31-14-7	SESW/31/8N/60W		4680
	WELL		251824	330787					70505
73	WELL	123-30654	413306	413187	CHALK	31-13	SWSW/31/8N/59		4680
	WELL		413306	413187					70505
75	WELL	123-19939	256939	330961	SHOWERS	5-4	NWNW/5/7N/60W		4680
	WELL		256939	330961					70505
76	WELL	123-13133	245338	323509	SOONER UNIT	7-21	SWNE/21/8N/58W		70505
	WELL		245338	323509					100231

Total Deleted: 0 Total out of Total Total Submitted: 76 are listed below:

#	TYPE	API	FAC ID	Loc#	Facility		Location (QQ/S/T/R)	Surety ID	Transporter / Gatherer
					Name	Number			

Total Pending: 0 Total out of Total Total Submitted: 76 are listed below:

#	TYPE	API	FAC ID	Loc#	Facility		Location	Surety ID	Transporter
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#	TYPE	API	FAC ID	Loc#	Name	Number	(QQ/S/T/R)	Surety ID	/ Gatherer
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