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: 08/23/2012

Document Number: 2544375

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

OGCC Operator Number: 200149 Contact Person: COLLEEN DAVIS

Company Name: ATLAS RESOURCES LLC DBA ATLAS ROCKIES LLC Phone: (330) 563-0203

Address: 3500 MASSILLON ROAD #100 Fax: (330) 896-8518

City: UNIONTOWN State: OH Zip: 44685 Email: CDAVIS@ATLASENERGY.COM

Operator Bond Status: ☒ Blanket Surety ID: 2012-0067 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 **01/01/2010** Form is being submitted by: **Buyer**

Non-Submitting Operator Information:

OGCC Number of NON-Submitting 10203 Name of NON-Submitting BLACK RAVEN ENERGY INC

NON-submitting Operator is Seller Contact Name WILLIAM F HAYWORTH Title: PRESIDENT

NON-submitting Operator Contact Email:

Add/Change Transporter or Gatherer

☐ **Add** ☐ **Delete** **Product:** ☐ **Oil** ☐ **Gas**

OGCC Transporter No: Suffix:

Trans./Gatherer Name:

Address: City: State: Zip:

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: Print Name: DAVIS,COLLEEN

Title: REGULATORY Email: CDAVIS@ATLASENERGY.COM Date: 08/08/2012

CHANGE OF OPERATOR:

Name of Buying Operator: **ATLAS RESOURCES LLC DBA ATLAS ROCKIES LLC**

Signature: Date: 01/01/2010

Print Name: DAVIS,COLLEEN Title: REGULATORY

Name of Selling Operator: **BLACK RAVEN ENERGY INC**

Signature: Date: 01/01/2010

Print Name: WILLIAM F HAYWORTH Title: PRESIDENT

COGCC Approved: Matthew Lee **Title:** Director of COGCC **Date:** 12/14/2012

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FOR OGCC USE ONLY

CHANGE OF TRANSPORTER/GATHERER and/or CHANGE OF OPERATOR

OGCC Operator Number: 200149

Name of Operator: ATLAS RESOURCES LLC DBA ATLAS ROCKIES LLC

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: 0	UIC ENHANCED RECOVERY: 0	WELL: 149

Total Approved: 149 Total out of Total Total Submitted: 149 are listed below:

#	TYPE	API	FAC ID	Loc#	Facility Name	Facility Number	Location (QQ/S/T/R)	Surety ID	Transporter / Gatherer
1	WELL	095-06139	291181	314049	Dirks	943-28-24	SESW/28/9N/43W		
2	WELL	095-06155	292844	314064	ROSENBACH	943-27-44	SESE/27/9N/43W		
3	WELL	095-06159	293005	314068	VIESELMEYER	943-33-11	NWNW/33/9N/43		
4	WELL	095-06164	293350	314073	WOODMANCY	944-36-22	SENW/36/9N/44W		
5	WELL	095-06165	293367	314074	Stoner	943-33-13	NWSW/33/9N/43		
6	WELL	095-06166	293431	314075	Walters	943-32-43	NESE/32/9N/43W		
7	WELL	095-06167	293598	314076	MURRAY	943-34-21	NENW/34/9N/43W		
8	WELL	095-06168	293599	314077	MURRAY	943-34-22	SENW/34/9N/43W		
9	WELL	095-06181	294387	314090	DIRKS	943-22-42	SENE/22/9N/43W		
10	WELL	095-06208	295203	425447	Murray	943-34-12	SWNW/34/9N/43		
11	WELL	095-06215	295587	314123	DIRKS	843-3-12-	SWNW/3/8N/43W		
12	WELL	095-06232	299839	314140	OLTJENBRUNS	944-36-23	NESW/36/9N/44W		
13	WELL	095-06235	300197	314143	VIESELMEYER	943-33-34	SWSE/33/9N/43W		
14	WELL	095-06236	300217	314144	BRINKEMA	843-4-12-	SWNW/4/8N/43W		
15	WELL	095-06238	300457	314146	FLATLAND	844-10-31	NWNE/10/8N/44W		
16	WELL	095-06242	300464	314150	EINSPAHR	843-15-24	SESW/15/8N/43W		
17	WELL	095-06245	300476	314153	STOUT	944-25-43	NESE/25/9n/44w		
18	WELL	095-06249	300538	314157	LININGER	843-18-41	NENE/18/8N/43W		
19	WELL	095-06253	300950	314161	FLATLAND	844-10-32	SWNE/10/8N/44W		
20	WELL	095-06264	415257	415191	BRINKEMA	843-4-42-L9	SENE/4/8N/43W		
21	WELL	095-06266	415304	415177	FLATLAND	944-35-31	NWNE/35/9N/44W		
22	WELL	095-06273	416084	416083	DIRKS	843-18-43	NESE/18/8N/43W		
23	WELL	095-06275	416930	416935	Pillard	944-33-43	NESE/33/9N/44W		
24	WELL	095-06270	415401	415253	VIESELMEYER	843-5-32-	SWNE/5/8N/43W		
25	WELL	095-06293	420651	420481	State	844-1-34	SWSE/1/8N/44W		
26	WELL	095-06295	420668	420479	State	844-1-13	NWSW/1/8N/44W		
27	WELL	095-06296	420802	420799	OLTJENBRUNS	944-36-14	SWSW/36/9N/44		
28	WELL	095-06298	420868	420857	Lindstrom	944-35-12	SWNW/35/9N/44		
29	WELL	095-06308	421512	421511	STR	844-1-41-L8	LOT 8/1/8N/44W		
30	WELL	095-06309	423127	423140	Claymon	843-6-12-	Lot 12/6/8N/43W		
31	WELL	095-06311	423416	423417	Claymon	843-6-41-L8	Lot 8/6/8N/43W		
32	WELL	095-06312	423418	423431	Claymon	843-6-31-L7	Lot 7/6/8N/43W		
33	WELL	095-06313	423430	423419	Claymon	843-6-22-	Lot 11/6/8N/43W		
34	WELL	095-06314	423525	423517	Claymon	843-6-32-	Lot 10/6/8N/43W		
35	WELL	095-06315	423629	423623	State	844-1-23	NESW/1/8N/44W		
36	WELL	095-06316	423748	423760	Claymon	843-6-21-L6	Lot 6/6/8N/43W		
37	WELL	095-06317	424060	424059	Roll	843-18-22	SENW/18/8N/43W		

89	WELL	095-06379	426337	426335	ORTNER	744-1-23	NESW/1/7N/44W		
90	WELL	095-06380	426380	426375	SCHLACHTER	843-31-43	NESE/31/8N/43W		
91	WELL	095-06381	426439	426436	SCHLACHTER	743-6-42	SENE/6/7N/43W		
92	WELL	095-06385	426714	426710	STONER	843-20-33	NWSE/20/8N/43W		
93	WELL	095-06386	426830	426803	STOUT	844-25-23	NESW/25/8N/44W		
94	WELL	095-06387	426960	426976	MURRAY	943-34-31	NWNE/34/9N/43W		
95	WELL	095-06389	426963	426964	On The Brink	843-3-44	SESE/3/8N/43W		
96	WELL	095-06390	426965	426968	Sagehorn	844-3-41-L8	LOT 8/3/8N/44W		
97	WELL	095-06391	426967	426959	Sagehorn	844-3-12-	LOT 12/3/8N/44W		
98	WELL	095-06392	426970	426966	Sagehorn	844-3-22-	LOT 11/3/8N/44W		
99	WELL	095-06393	426973	426961	Sagehorn	844-3-21-L3	LOT 3/3/8N/44W		
100	WELL	095-06394	426975	426969	On The Brink	843-3-14	SWSW/3/8N/43W		
101	WELL	095-06395	426978	426971	MURRAY	943-34-41	NENE/34/9N/43W		
102	WELL	095-06396	426983	426992	Dirks	843-3-31-L7	LOT 7/3/8N/43W		
103	WELL	095-06397	426984	427002	Dirks	843-3-32-	LOT 10/3/8N/43W		
104	WELL	095-06398	426988	426989	Dirks	843-3-41-L1	LOT 1/3/8N/43W		
105	WELL	095-06399	426993	426994	VIESELMEYER	943-33-12	SWNW/33/9N/43		
106	WELL	095-06400	426996	426991	Dirks	843-3-21-L6	LOT 6/3/8N/43W		
107	WELL	095-06401	426999	426987	VIESELMEYER	943-33-33	NWSE/33/9N/43W		
108	WELL	095-06405	427131	427132	State	844-36-24	SESW/36/8N/44W		
109	WELL	095-06406	427133	427127	State	844-36-22	SENW/36/8N/44W		
110	WELL	095-06407	427199	427200	SAGEHORN	844-3-31-L2	LOT2/3/8N/44W		
111	WELL	095-06408	427202	427201	Sagehorn	844-3-11-L5	LOT 5/3/8N/44W		
112	WELL	095-06409	427222	427216	State	844-36-12	SWNW/36/8N/44		
113	WELL	095-06410	427294	427285	State	844-36-23	NESW/36/8N/44W		
114	WELL	095-06411	427333	427352	LEBEN	843-10-11	NWNW/10/8N/43		
115	WELL	095-06412	427340	427339	RAFERT	843-9-44	SESE/9/8N/43W		
116	WELL	095-06413	427341	427345	RAFERT	843-9-33	NWSE/9/8N/43W		
117	WELL	095-06415	427343	427344	STONER	843-4-24	SESW/4/8N/43W		
118	WELL	095-06418	427363	427362	STR	844-1-41-L1	LOT 1/1/8N/44W		
119	WELL	095-06419	427364	427365	SJR	844-1-31-L7	LOT 7/1/8N/44W		
120	WELL	095-06420	427367	427361	Oltjenbruns	844-2-11-L5	LOT 5/2/8N/44W		
121	WELL	095-06422	427409	427414	STATE	844-36-44	SESE/36/8N/44W		
122	WELL	095-06423	427413	427412	LEBEN	843-10-12	SWNW/10/8N/43		
123	WELL	095-06425	427418	427411	STATE	844-36-33	NWSE/36/8N/44W		
124	WELL	095-06427	427547	427548	STONER	843-4-43	NESE/4/8N/43W		
125	WELL	095-06428	427559	427553	ORTNER	744-1-43	NESE/1/7N/44W		
126	WELL	095-06429	427560	427551	STONER	843-4-13	NWSW/4/8N/43W		
127	WELL	095-06431	427568	427564	LINDGREN	843-30-43	NESE/30/8N/43W		
128	WELL	095-06433	427570	427566	LINDGREN	843-30-33	NWSE/30/8N/43W		
129	WELL	095-06435	428000	428008	STATE	844-36-32	SWNE/36/8N/44W		
130	WELL	095-06438	428016	428024	LINDGREN	843-30-24	SESW/30/8N/43W		
131	WELL	095-06439	428020	428018	STONER	943-33-14	SWSW/33/9N/43		
132	WELL	095-06443	428173	428185	ON THE BRINK	843-3-33	NWSE/3/8N/43W		
133	WELL	095-06444	428182	428181	ON THE BRINK	843-3-34	SWSE/3/8N/43W		
134	WELL	095-06445	428235	428236	KAUP	844-3-43	NESE/3/8N/44W		
135	WELL	095-06447	428238	428233	KAUP	844-3-44	SESE/3/8N/44W		
136	WELL	095-06448	428240	428234	KAUP	844-3-33	NWSE/3/8N/44W		
137	WELL	095-06449	428242	428228	KAUP	844-3-14	SWSW/3/8N/44W		
138	WELL	095-06450	428311	428316	SAND PARTNERS	943-32-14	SWSW/32/9N/43		
139	WELL	095-06452	428327	428328	SCHLACHTER	843-31-31	NWNE/31/8N/43W		
140	WELL	095-06456	428344	428343	FRANSON	943-28-42A	SENE/28/9N/43W		

141	WELL	115-06072	300788	316899	FULSCHER	943-15-23	NESW/15/9N/43W		
142	WELL	115-06094	424623	424619	Fulscher	943-15-34	SWSE/15/9N/43W		
143	WELL	115-06095	426258	426265	SKOLD RANCH	946-14-21	NENW/14/9N/46W		
144	WELL	115-06096	426320	426322	SKOLD FARMS	946-15-43	NESE/15/9N/46W		
145	WELL	115-06097	426548	426557	POWELL-ROTEN	946-2-14	SWSW/2/9N/46W		
146	WELL	115-06098	426554	426561	SKOLD FARMS	946-11-23	NESW/11/9N/46W		
147	WELL	115-06100	426559	426560	POWELL-ROTEN	946-2-13	NWSW/2/9N/46W		
148	WELL	115-06103	427087	427091	Vieselmeyer State	943-16-24	SESW/16/9N/43W		
149	WELL	115-06105	427460	427489	FULSCHER	943-15-33	NWSE/15/9N/43W		

Total Deleted: 0 Total out of Total Total Submitted: 149 are listed below:

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

Total Pending: 0 Total out of Total Total Submitted: 149 are listed below:

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