

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: 03/05/2014

Document Number: 2090629

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: 10459 Contact Person: MARK CHOURY
Company Name: EXTRACTION OIL & GAS LLC Phone: (303) 825-2324
Address: 1888 SHERMAN ST #200 Fax: (303) 629-9225
City: DENVER State: CO Zip: 80203 Email: MCHOURY@PRELLC.COM

Operator Bond Status: [X] Blanket Surety ID: 2013-0028 Individual Surety ID: see listing by individual well

[] New Well Cert of Clearance [X] Change of Operator [] Add/Change Transporter or Gatherer

Effective Date of Change Below 03/01/2014 Form is being submitted by: Buyer

Non-Submitting Operator Information:

OGCC Number of NON-Submitting 70385 Name of NON-Submitting SMITH ENERGY CORP
NON-submitting Operator is Seller Contact Name GLENN SMITH Title: PRESIDENT
NON-submitting Operator Contact Email:

Add/Change Transporter or Gatherer

[X] Add [] Delete Product: [X] Oil [] Gas

OGCC Transporter No: 83720 Suffix:
Trans./Gatherer Name: SUNCOR ENERGY (USA) INC
Address: 103 FOULK RD STE 202 City: WILMINGTON State: DE Zip: 19803
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: AGENT Print Name: CHOURY, MARK Email: MCHOURY@PRELLC.COM Date: 02/27/2014

CHANGE OF OPERATOR:

Name of Buying Operator: EXTRACTION OIL & GAS LLC Name of Selling Operator: SMITH ENERGY CORP
Signature: Date: 03/01/2014 Signature: Date: 03/01/2014
Print Name: CHOURY, MARK Title: AGENT Print Name: GLENN SMITH Title: PRESIDENT

COGCC Approved: [Signature] Title: Director of COGCC Date: 05/15/2014

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CHANGE OF TRANSPORTER/GATHERER and/or CHANGE OF OPERATOR

OGCC Operator Number: 10459

Name of Operator: EXTRACTION OIL & GAS 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: 0	UIC ENHANCED RECOVERY: 0	WELL: 3

Total Approved: 3 Total out of Total Total Submitted: 3 are listed below:

#	TYPE	API	FAC ID	Loc#	Facility		Location (QQ/S/T/R)	Surety ID	Transporter / Gatherer
					Name	Number			
1	WELL	001-06628	201225	319744	AYLOR, MABEL	1	SESE/20/1S/67W		83720
2	WELL	001-07053	201650	319865	AYLOR	2	SWSE/20/1S/67W		83720
3	WELL	001-06896	201493	319827	AYLOR	3	NESE/20/1S/67W		83720

Total Deleted: 0 Total out of Total Total Submitted: 3 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: 3 are listed below:

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