

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:

Document Number:

400767041

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://ogcc.state.co.us](http://ogcc.state.co.us)

OGCC Operator Number: 10112 Contact Person: Caitlin O'Hair
Company Name: FOUNDATION ENERGY MANAGEMENT LLC Phone: (918) 526-5591
Address: 16000 DALLAS PARKWAY #875 Fax: (918) 585-1660
City: DALLAS State: TX Zip: 75248-6607 Email: regulatory@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 01/15/2015 Form is being submitted by: Buyer

Non-Submitting Operator Information:

OGCC Number of NON-Submitting 100322 Name of NON-Submitting NOBLE ENERGY INC
NON-submitting Operator is Seller Contact Name Title:
NON-submitting Operator Contact Email:

Add/Change Transporter or Gatherer

☒ Add Delete Product: Oil ☒ Gas

OGCC Transporter No: 8705 Suffix:
Trans./Gatherer Name: WBI ENERGY MIDSTREAM LLC
Address: 1250 WEST CENTURY AVE City: BISMARCK State: ND Zip: 58506
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:
Title: Email: regulatory@foundationenergy.com Date:

CHANGE OF OPERATOR:

Name of Buying Operator: FOUNDATION ENERGY MANAGEMENT LLC Name of Selling Operator: NOBLE ENERGY INC
Signature: Joel P. Sauer Date: 01/15/2015 Signature: Lawson Freeman Date: 01/15/2015
Print Name: Joel P. Sauer Title: Vice President Print Name: Lawson Freeman Title: Vice President

COGCC Approved: Title: Date:

FORM
10

State of Colorado Oil and Gas Conservation Commission

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



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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: 0 UIC ENHANCED RECOVERY: 0 WELL: 67

Total Approved: 0 Total out of Total Total Submitted: 67 are listed below:

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

Total Deleted: 0 Total out of Total Total Submitted: 67 are listed below:

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

Total Pending: 67 Total out of Total Total Submitted: 67 are listed below:

| # | TYPE | API | FAC ID | Loc# | Facility | | Location (QQ/S/T/R) | Surety ID | Transporter / Gatherer |
|----|------|-----------|--------|--------|------------------|---------|------------------------|-----------|---------------------------|
| | | | | | Name | Number | | | |
| 1 | WELL | 125-07695 | 253817 | 303936 | SOC STATE 145 | 41-16 | NENE/16/1N/45W | | 8705 |
| 2 | WELL | 125-07632 | 253754 | 303887 | TUSTIN | 24-29 | SESW/29/1N/45W | | 8705 |
| 3 | WELL | 125-07620 | 253742 | 303878 | TUSTIN | 34-30 | SWSE/30/1N/45W | | 8705 |
| 4 | WELL | 125-07621 | 253743 | 335625 | TUSTIN | 41-31 | NENE/31/1N/45W | | 8705 |
| 5 | WELL | 125-07622 | 253744 | 303879 | TUSTIN | 42-31 | SENE/31/1N/45W | | 8705 |
| 6 | WELL | 125-07623 | 253745 | 303880 | STULTS | 21-32 | NENW/32/1N/45W | | 8705 |
| 7 | WELL | 125-07178 | 253301 | 303568 | STULTS | 2-32 | NESE/32/1N/45W | | 8705 |
| 8 | WELL | 125-07663 | 253785 | 303912 | STULTS | 23-32 | NESW/32/1N/45W | | 8705 |
| 9 | WELL | 125-07659 | 253781 | 303909 | STULTS | 33-32 | NWSE/32/1N/45W | | 8705 |
| 10 | WELL | 125-07658 | 253780 | 303908 | STULTS | 42-32 | SENE/32/1N/45W | | 8705 |
| 11 | WELL | 125-07662 | 253784 | 303911 | STULTS | 24-32 | SESW/32/1N/45W | | 8705 |
| 12 | WELL | 125-07624 | 253746 | 303881 | STULTS | 12-32 | SWNW/32/1N/45 | | 8705 |
| 13 | WELL | 125-07625 | 253747 | 303882 | BROWN | 32-33 | SWNE/33/1N/45W | | 8705 |
| 14 | WELL | 125-07626 | 253748 | 303883 | BROWN | 12-33 | SWNW/33/1N/45 | | 8705 |
| 15 | WELL | 125-07628 | 253750 | 303884 | THOMAS | 12-34 | SWNW/34/1N/45 | | 8705 |
| 16 | WELL | 125-06272 | 252398 | 303074 | MILL IRON | 1-3 | NESW/3/1N/46W | | 8705 |
| 17 | WELL | 125-06429 | 252553 | 303149 | STULP | 1-11 | NENE/11/1N/47W | | 8705 |
| 18 | WELL | 125-06624 | 252748 | 303246 | COOK | 1-33 | SWSW/33/1S/43W | | 8705 |
| 19 | WELL | 125-06132 | 252263 | 303009 | SCHAFER | 1-4 | SWSW/4/1S/44W | | 8705 |
| 20 | WELL | 125-06130 | 252261 | 303008 | LAWVER | 1-33 | SWNW/33/1S/44 | | 8705 |
| 21 | WELL | 125-06584 | 252708 | 303226 | DICKSON | 2-26 | NESW/26/1S/45W | | 8705 |
| 22 | WELL | 125-06292 | 252418 | 303078 | PETERS | 1-36 | SESE/36/1S/45W | | 8705 |
| 23 | WELL | 125-07746 | 253868 | 303979 | BLACK WOLF CREEK | 13-14 | NWSW/14/2S/43 | | 8705 |
| 24 | WELL | 125-07176 | 253299 | 303566 | MCCLUNG | 1-5 | SESW/5/2S/43W | | 8705 |
| 25 | WELL | 125-06623 | 252747 | 303245 | KITZMILLER | 1-4 | NWNW/4/3S/43W | | 8705 |
| 26 | WELL | 125-06726 | 252850 | 303300 | FEDERAL | 1-7-343 | SESE/7/3S/43W | | 8705 |
| 27 | WELL | 125-06450 | 252574 | 303160 | ALLEN | 1-7X | SESW/7/3S/43W | | 8705 |

| | | | | | | | | | |
|----|------|-----------|--------|--------|----------------|--------|----------------|--|------|
| 28 | WELL | 125-06419 | 252543 | 303143 | ALLEN | 1-12 | NENE/12/3S/44W | | 8705 |
| 29 | WELL | 125-07693 | 253815 | 303934 | HATHEWAY | 34-10 | SWSE/10/1N/45W | | 8705 |
| 30 | WELL | 125-07722 | 253844 | 303959 | 1256 CATTLE CO | 44-12 | SESE/12/1N/45W | | 8705 |
| 31 | WELL | 125-07589 | 253711 | 303854 | WAKEFIELD | 24-12 | SESW/12/1N/45W | | 8705 |
| 32 | WELL | 125-07721 | 253843 | 303958 | WILTFANG | 32-12 | SWNE/12/1N/45W | | 8705 |
| 33 | WELL | 125-07556 | 253678 | 303833 | WAKEFIELD | 13-13 | NESW/13/1N/45W | | 8705 |
| 34 | WELL | 125-07557 | 253679 | 303834 | WAKEFIELD | 21-13 | NENW/13/1N/45W | | 8705 |
| 35 | WELL | 125-07541 | 253663 | 303827 | WAKEFIELD | 31-13 | NWNE/13/1N/45W | | 8705 |
| 36 | WELL | 125-07671 | 253793 | 303917 | WAKEFIELD | 33-13X | NWSE/13/1N/45W | | 8705 |
| 37 | WELL | 125-07603 | 253725 | 303865 | DETERDING | 44-13 | SESE/13/1N/45W | | 8705 |
| 38 | WELL | 125-07590 | 253712 | 303855 | WAKEFIELD | 32-13 | SWNE/13/1N/45W | | 8705 |
| 39 | WELL | 125-07591 | 253713 | 303856 | ROCKWELL | 21-14 | NENW/14/1N/45W | | 8705 |
| 40 | WELL | 125-07593 | 253715 | 303858 | ROCKWELL | 33-14 | NWSE/14/1N/45W | | 8705 |
| 41 | WELL | 125-07592 | 253714 | 303857 | ROCKWELL | 13-14 | NWSW/14/1N/45 | | 8705 |
| 42 | WELL | 125-07594 | 253716 | 303859 | ROCKWELL | 42-14 | SENE/14/1N/45W | | 8705 |
| 43 | WELL | 125-07543 | 253665 | 303828 | ROCKWELL | 12-14 | SWNW/14/1N/45 | | 8705 |
| 44 | WELL | 125-07544 | 253666 | 303829 | ROCKWELL | 43-15 | NESE/15/1N/45W | | 8705 |
| 45 | WELL | 125-07596 | 253718 | 303861 | FONTE | 23-15 | NESW/15/1N/45W | | 8705 |
| 46 | WELL | 125-07694 | 253816 | 303935 | ROCKWELL | 11-15 | NWNW/15/1N/45 | | 8705 |
| 47 | WELL | 125-07560 | 253682 | 303837 | ROCKWELL | 34-15 | S2SE/15/1N/45W | | 8705 |
| 48 | WELL | 125-06503 | 252627 | 303188 | ROCKWELL | 1-15 | SENE/15/1N/45W | | 8705 |
| 49 | WELL | 125-07595 | 253717 | 303860 | FONTE | 24-15 | SESW/15/1N/45W | | 8705 |
| 50 | WELL | 125-07605 | 253727 | 303866 | ROCKWELL | 32-15 | SWNE/15/1N/45W | | 8705 |
| 51 | WELL | 125-07597 | 253719 | 303862 | FONTE | 44-21 | SESE/21/1N/45W | | 8705 |
| 52 | WELL | 125-07550 | 253672 | 303831 | FONTE | 41-22 | NENE/22/1N/45W | | 8705 |
| 53 | WELL | 125-07672 | 253794 | 303918 | FONTE | 21-22 | NENW/22/1N/45W | | 8705 |
| 54 | WELL | 125-07582 | 253704 | 303849 | FONTE | 23-22 | NESW/22/1N/45W | | 8705 |
| 55 | WELL | 125-07599 | 253721 | 303863 | FONTE | 31-22 | NWNE/22/1N/45W | | 8705 |
| 56 | WELL | 125-07581 | 253703 | 303848 | FONTE | 11-22 | NWNW/22/1N/45 | | 8705 |
| 57 | WELL | 125-07559 | 253681 | 303836 | FONTE | 44-22 | SESE/22/1N/45W | | 8705 |
| 58 | WELL | 125-07673 | 253795 | 303919 | STONE | 21-23X | NENW/23/1N/45W | | 8705 |
| 59 | WELL | 125-07585 | 253707 | 303851 | SHORT | 31-23 | NWNE/23/1N/45W | | 8705 |
| 60 | WELL | 125-07683 | 253805 | 303928 | STONE | 33-23 | NWSE/23/1N/45W | | 8705 |
| 61 | WELL | 125-07558 | 253680 | 303835 | STONE | 13-23 | NWSW/23/1N/45 | | 8705 |
| 62 | WELL | 125-07584 | 253706 | 303850 | STONE | 44-23 | SESE/23/1N/45W | | 8705 |
| 63 | WELL | 125-07675 | 253797 | 303920 | DETERDING | 41-24 | NENE/24/1N/45W | | 8705 |
| 64 | WELL | 125-07600 | 253722 | 303864 | STONE | 22-24 | SENW/24/1N/45W | | 8705 |
| 65 | WELL | 125-07587 | 253709 | 303853 | STONE | 24-24 | SESW/24/1N/45W | | 8705 |
| 66 | WELL | 125-07633 | 253755 | 303888 | TUSTIN | 33-29 | NWSE/29/1N/45W | | 8705 |
| 67 | WELL | 125-07689 | 253811 | 303932 | GODSEY | 42-29 | SENE/29/1N/45W | | 8705 |