

FORM
10Rev
10/12State 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:

03/23/2015

Document Number:

2437596

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: JOEL SAUER
Company Name: FOUNDATION ENERGY MANAGEMENT LLC Phone: (303) 244-8113
Address: 16000 DALLAS PARKWAY #875 Fax: (303) 861-0604
City: DALLAS State: TX Zip: 75248-6607 Email: JSAUER@FOUNDATIONENERGY.COM

Operator Bond Status: ☐ Blanket Surety ID: _____ 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 03/01/2015 Form is being submitted by: _____

Add/Change Transporter or Gatherer

☒ Add ☐ Delete Product: ☒ Oil ☐ Gas

OGCC Transporter No: 10512 Suffix: _____
Trans./Gatherer Name: ROSE ROCK MIDSTREAM FIELD SERVICES LLC
Address: 3030 NW EXPRESSWAY SUITE 1100 City: OKLAHOMA CITY State: OK Zip: 73112
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: SAUER,JOEL
Title: VP Email: JSAUER@FOUNDATIONENERGY.COM Date: 03/20/2015

COGCC Approved: Matthew Lee Title: Director of COGCC Date: 06/17/2015

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:

2437596**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: 171

Total Approved: 169 Total out of Total Total Submitted: 171 are listed below:

#	TYPE	API	FAC ID	Loc#	Facility		Location (QQ/S/T/R)	Surety ID	Transporter / Gatherer
					Name	Number			
1	WELL	001-06072	200669	319645	JAN	1	SESW/20/1S/60W		10512
2	WELL	001-06156	200753	319656	UPRR-EHN	34-17	SWSE/17/1S/60W		10512
3	WELL	001-06169	200766	319659	PACKARD	41-22	NENE/22/1S/64W		10512
4	WELL	001-06170	200767	319660	EHN	3-20	NENE/20/1S/60W		10512
5	WELL	001-06171	200768	319661	EHN	4-20	SWNE/20/1S/60W		10512
6	WELL	001-06568	201165	319731	LARSON	1-10	NENE/10/3S/64W		10512
7	WELL	001-08058	202653	320108	LARSON	2-10	NWNE/10/3S/64W		10512
8	WELL	001-06584	201181	319735	HABEL	4	SENE/34/2S/62W		
9	WELL	001-06724	201321	319775	STATE	2-30	SENW/30/2S/62W		10512
10	WELL	001-06808	201405	319796	UPRR 48 PAN AM F	1	SENW/29/2S/62W		10512
11	WELL	001-07100	201697	319876	GREENEMEIER	9-30	NESE/30/1S/64W		10512
12	WELL	001-07184	201780	319885	CHAMPLIN 351 AM A	1	NENW/1/3S/61W		10512
13	WELL	001-07220	201816	319901	STATE	3-30	NESW/30/2S/62W		10512
14	WELL	001-07235	201831	319907	CHAMPLIN 459	1	NESW/11/2S/61W		10512
15	WELL	001-07588	202183	319997	CHAMPLIN 459	2	NESE/11/2S/61W		10512
16	WELL	001-07277	201873	319913	CHAMPLIN 67	1	CNW/29/2S/63W		10512
17	WELL	001-07305	201901	319924	HABEL	7	NWNW/26/2S/62		10512
18	WELL	001-07307	201903	319925	CHAMPLIN 67	1	SENW/17/2S/63W		10512
19	WELL	001-07360	201956	319941	TRIPLE SIX RANCH	1-22	NESE/22/2S/60W		10512
20	WELL	001-07372	201968	319945	STATE OF CO AI	1	SENE/30/2S/62W		10512
21	WELL	001-07373	201969	319946	CHAMPLIN 73	1	SENE/23/2S/62W		10512
22	WELL	001-07384	201980	319950	BECKER	1-32	SENW/32/2S/63W		10512
23	WELL	001-07457	202052	319970	HAZLET B	1	SWNE/20/1S/64W		10512
24	WELL	001-07491	202086	319979	HAZLET B	2	NENW/20/1S/64W		10512
25	WELL	001-07462	202057	319971	CHAMPLIN	1-31	SENE/31/2S/63W		10512
26	WELL	001-07477	202072	319975	TRUPP	1-32	NWNW/32/2S/63		10512
27	WELL	001-07538	202133	319988	TRUPP	2-32	NWNE/32/2S/63W		10512
28	WELL	001-07561	202156	319992	W.E. POPE	2	NWNW/31/2S/62		10512
29	WELL	001-07575	202170	319994	MEYER	1-14	SWSE/14/2S/63W		10512
30	WELL	001-07606	202201	319999	UPRR 48 PAN AM H	1	SESE/25/2S/63W		10512
31	WELL	001-07634	202229	320007	FOREMAN	2	NESE/20/1S/64W		10512
32	WELL	001-07703	202298	320024	RANDALL	32-10	SWNE/10/1S/64W		10512
33	WELL	001-06177	200774	319664	RANDALL	41-10	NENE/10/1S/64W		10512
34	WELL	001-07718	202313	320028	HARTMAN	21-14	NENW/14/3S/63W		10512
35	WELL	001-07719	202314	320029	ABBOTT	43-10	NESE/10/1S/64W		10512
36	WELL	001-07727	202322	320032	BECKER	42-32	SENE/32/2S/63W		10512

37	WELL	001-07772	202367	320045	STATE HORTH	13-16	NWSW/16/1S/64		10512
38	WELL	001-07773	202368	320046	STATE HORTH	22-16	SENW/16/1S/64W		10512
39	WELL	001-07777	202372	320047	ABBOTT	33-10	NWSE/10/1S/64W		10512
40	WELL	001-07801	202396	320049	SHIVELY	21-12	NENW/12/1S/64W		10512
41	WELL	001-07820	202415	320055	SHIVELY	11-12	NWNW/12/1S/64		10512
42	WELL	001-07834	202429	320057	MAY	32-6	SWNE/6/1S/63W		10512
43	WELL	001-07917	202512	320072	CHAMPLIN 67	1	NWSW/3/2S/63W		10512
44	WELL	001-08180	202775	320131	GOETZ	3-23	SENW/23/1S/67W		10512
45	WELL	001-08230	202825	320150	GREENLAUGH,	1-23	NENW/23/1S/67W		10512
46	WELL	001-08329	202924	320180	BASS LINNEBUR	12-21	NWSW/12/3S/65		10512
47	WELL	001-08370	202964	320192	BASS BOX ELDER	11-34	NESE/11/3S/65W		10512
48	WELL	001-07371	201967	319944	HIRSCH	1-20	SWSW/20/1S/64W		10512
49	WELL	001-08375	202969	320194	HIRSCH	2	NESW/20/1S/64W		10512
50	WELL	001-08859	203350	320283	AMOCO	44-17	S2SE/17/1S/65W		10512
51	WELL	001-08882	203373	320292	AMOCO	24-17	SESW/17/1S/65W		10512
52	WELL	001-08924	203415	320304	VERLA SMALL	2-17	NENE/17/2S/63W		10512
53	WELL	001-09019	203460	320327	NIES	6-1	NESE/6/2S/64W		10512
54	WELL	001-09093	203533	320355	KELTON 'A'	42-8	SENE/8/2S/64W		10512
55	WELL	001-09153	203593	320381	KELTON 'A'	31-8	NWNE/8/2S/64W		10512
56	WELL	001-09162	203602	320382	KELTON 'B'	21-8	NENW/8/2S/64W		10512
57	WELL	001-09187	203627	320389	KELTON 'A'	41-8	NENE/8/2S/64W		10512
58	WELL	001-09381	203821	320461	VERNON GRADY	12-20	SWNW/20/2S/61		10512
59	WELL	001-09533	276135	320523	ABBOTT	10-43	SWSE/10/1S/64W		10512
60	WELL	001-09534	276137	320524	AMOCO	17-32	NWSW/17/1S/65		10512
61	WELL	005-06926	204841	320762	STATE OF	43-16	NESE/16/5S/63W		10512
62	WELL	057-06094	212201	324631	TITANIUM	26-10-7HI &	NWSE/26/7N/81W		10512
63	WELL	057-06124	212231	324639	ALLARD	30-8-5	SENE/30/10N/79		10512
64	WELL	075-09250	221124	312296	BANEY-STATE	16-2	NWNE/16/8N/53W		10512
65	WELL	075-09257	221131	312299	BANEY-STATE	16-3	NENW/16/8N/53W		10512
66	WELL	075-09267	221141	312302	BANEY-STATE	16-5	SWNW/16/8N/53		10512
67	WELL	123-07467	239679	333225	CAMENISCH	1	SWSW/2/1N/67W		10512
68	WELL	123-07518	239730	336468	WALSH	3	NESW/24/2N/68W		10512
69	WELL	123-07611	239823	317706	ELMER KAUFMAN	2	SWSE/18/2N/63W		10512
70	WELL	123-07615	239827	317708	COSSLETT	1	NENE/2/1N/68W		10512
71	WELL	123-07621	239833	317710	WOOLLEY	1	NENE/34/2N/68W		10512
72	WELL	123-07636	239848	317716	TEETS-PERRIN	1	SWNW/20/2N/67		10512
73	WELL	123-07698	239910	336269	TEETS-PERRIN	2	NENW/20/2N/67W		10512
74	WELL	123-07730	239942	336321	DECHANT-STATE	1	SWNW/16/2N/67		10512
75	WELL	123-07749	239961	317781	DECHANT-STATE	2	NESW/16/2N/67W		10512
76	WELL	123-07952	240164	317912	KAUFMAN	4	SESE/18/2N/63W		10512
77	WELL	123-07973	240185	317921	CUYKENDALL-	2	SENW/18/2N/63W		10512
78	WELL	123-07992	240204	317934	LAURIDSON	1-A	NESE/18/1N/67W		10512
79	WELL	123-07997	240209	333279	DECHANT-STATE	3	SWSW/16/2N/67		10512
80	WELL	123-07998	240210	317938	DECHANT-STATE	4	NENW/16/2N/67W		10512
81	WELL	123-08017	240229	336482	NEFF	1	SESE/19/2N/66W		10512
82	WELL	123-08030	240242	317951	MAHONEY-PERRIN	1	SWNE/20/2N/67W		10512
83	WELL	123-08711	240923	333125	PARKER	2	SWSE/19/2N/66W		10512
92	WELL		240923	333125					10512
84	WELL	123-08074	240286	336465	PARKER	1	NWSE/19/2N/66W		10512
85	WELL	123-08110	240322	317988	MAHONEY	1	NENE/20/2N/67W		10512
86	WELL	123-09303	241514	318531	COSSLETT	2	SENE/2/1N/68W		10512
87	WELL	123-08372	240584	318088	LAURIDSON	2-A	SWSE/18/1N/67W		10512

88	WELL	123-08505	240717	318151	WALSH	2	SWSW/24/2N/68		10512
89	WELL	123-08510	240722	336467	JILLSON	1	SWNW/27/2N/68		10512
90	WELL	123-08536	240748	333238	JILLSON	2	NENW/27/2N/68W		10512
91	WELL	123-08574	240786	336406	JILLSON	3	SWSW/22/2N/68		10512
93	WELL	123-08746	240958	311305	BRAND	1	NESW/29/2N/66W		10512
94	WELL	123-08774	240986	311306	NEFF	2	NESE/19/2N/66W		10512
95	WELL	123-08777	240989	333156	JILLSON 'A'	1	SWSE/21/2N/68W		10512
96	WELL	123-08854	241066	333055	DECHANT - STATE	7	NWSW/16/2N/67		10512
97	WELL	123-09027	241239	318406	TEETS-PERRIN	3	NWNW/20/2N/67		10512
98	WELL	123-09030	241242	318408	TEETS-PERRIN	4	SENW/20/2N/67W		10512
99	WELL	123-09032	241244	336404	DACONO	1	SENE/1/1N/68W		10512
100	WELL	123-09033	241245	311311	DACONO	2	SENE/1/1N/68W		10512
101	WELL	123-09034	241246	336404	DACONO	3	SENE/1/1N/68W		10512
102	WELL	123-09069	241281	336416	JILLSON 'A'	2	NWSE/21/2N/68W		10512
103	WELL	123-09078	241290	318436	MAHONEY	2	SENE/20/2N/67W		10512
104	WELL	123-09079	241291	336295	PERRIN-MAHONEY	2	NWNE/20/2N/67W		10512
105	WELL	001-09109	203549	320363	KELTON	32-8	SWNE/8/2S/64W		10512
106	WELL	123-09122	241333	333135	TEETS-PERRIN	5	NENW/20/2N/67W		10512
107	WELL	123-09129	241340	318465	DECHANT-STATE	5	NWNW/16/2N/67		10512
108	WELL	123-09191	241402	311315	JILLSON	4	SENW/27/2N/68W		10512
109	WELL	123-09192	241403	318491	JILLSON	5	NWNW/27/2N/68		10512
110	WELL	123-09208	241419	318500	WOOLLEY	2	NWNE/34/2N/68W		10512
111	WELL	123-09230	241441	318512	PACE-CONNELLY	2	SWSW/26/2N/68		10512
112	WELL	123-09240	241451	318516	PACE-CONNELLY	6	NWSW/26/2N/68		10512
113	WELL	123-09241	241452	333141	WALSH	4	SESW/24/2N/68W		10512
114	WELL	123-09311	241522	318533	PACE-CONNELLY	1	NESW/26/2N/68W		10512
115	WELL	123-09312	241523	318534	PACE-CONNELLY	5	SESW/26/2N/68W		10512
116	WELL	123-09316	241527	318535	DECHANT-STATE	6	SENW/16/2N/67W		10512
117	WELL	123-09327	241538	318541	STATE OF	1	NESE/32/3N/62W		10512
118	WELL	123-09531	241742	318622	STATE OF CO AJ	1	SWNW/33/3N/62		10512
119	WELL	123-09550	241761	318629	JILLSON	6	SESW/22/2N/68W		10512
120	WELL	123-09551	241762	333173	JILLSON 'A'	3	SESE/21/2N/68W		10512
121	WELL	123-09595	241806	336426	WALSH	5	NWSW/24/2N/68		10512
122	WELL	123-09650	241859	318666	JULIAN A. PLUSS	1	NWNW/4/1N/63W		10512
123	WELL	123-09813	242022	318719	BECKY	1	NENW/6/1N/68W		10512
124	WELL	123-09814	242023	318720	BECKY	5-6	NWNW/6/1N/68W		10512
125	WELL	123-10097	242306	318847	ELLIOTT	6-27	SENW/27/8N/58W		10512
126	WELL	123-10132	242341	318866	FUNAKOSHI	2	SWNE/36/2N/67W		10512
127	WELL	123-10522	242731	319024	JILLSON 'A'	4	NESE/21/2N/68W		10512
128	WELL	123-10728	242937	319124	SANDY LYNN	1	NENE/34/1N/64W		10512
129	WELL	123-10760	242969	319140	MARJORIE	1	SESE/32/1N/64W		10512
130	WELL	123-11076	243285	319330	DEBRA ROBIN	1	SENE/34/1N/64W		10512
131	WELL	123-11218	243427	319416	UPRR-AMBER	24-21X	SESW/21/1N/64W		10512
132	WELL	123-11938	244145	322725	CONNER	21-34	NENW/34/2N/66W		10512
133	WELL	123-12824	245029	323292	FEDERAL NORTH	7-28	SWNE/28/8N/60W		10512
134	WELL	123-13065	245270	323461	SOONER UNIT	2-28	NWNE/28/8N/58W		10512
135	WELL	123-13133	245338	323509	SOONER UNIT	7-21	SWNE/21/8N/58W		10512
136	WELL	123-13285	245490	323619	MCCONAHAY	33-34	NWSE/34/2N/66W		10512
137	WELL	123-13505	245710	323773	SOONER UNIT	4-21	NWNW/21/8N/58		10512
138	WELL	123-14562	246765	327361	SOONER UNIT	6-21	SENW/21/8N/58W		10512
139	WELL	123-14594	246797	333199	MILLARD	43-30	NESE/30/2N/66W		10512
140	WELL	123-14706	246909	327445	ROTH	11-7R	NESW/7/7N/59W		10512

141	WELL	123-14767	246970	327492	ANDREWS	9-7	NESE/7/7N/59W		10512
142	WELL	123-14850	247053	327558	SOONER UNIT	5-21	SWNW/21/8N/58		10512
143	WELL	123-14881	247084	327573	ANDREWS	16-7	SESE/7/7N/59W		10512
144	WELL	123-19437	251634	330667	D.O.C. SHOWERS	32-12-10	NWSW/32/8N/60		10512
145	WELL	123-19441	251638	330670	SHOWERS	32-5-7	SWNW/32/8N/60		10512
146	WELL	123-19447	251644	330675	DOC POWELL	30-14-11	SESW/30/8N/60W		10512
147	WELL	123-19627	251823	330786	HILL	31-9-11	NESE/31/8N/60W		10512
148	WELL	123-19939	256939	330961	SHOWERS	5-4	NWNW/5/7N/60W		10512
149	WELL	123-20097	258177	331062	HOFFMAN	34-10	NWSE/34/8N/60W		10512
150	WELL	123-20169	258592	331108	HILL	6-1	NENE/6/7N/60W		10512
151	WELL	123-20232	258928	331149	FEDERAL	33-12	NWSW/33/8N/60		10512
152	WELL	123-20233	258929	331150	FEDERAL FALCON	33-6	SENW/33/8N/60W		10512
153	WELL	123-20234	258930	331151	FEDERAL TOUCAN	28-14	SESW/28/8N/60W		10512
154	WELL	123-20533	260679	331346	SOS	4-4	NWNW/4/7N/59W		10512
155	WELL	123-20908	263494	331563	STATE	36-16	SESE/36/8N/60W		10512
156	WELL	123-21025	264190	331636	KETTL	23-3	NENW/23/6N/61W		10512
157	WELL	123-21315	266038	331795	WICKSTROM	6-5	SWNW/6/7N/59W		10512
158	WELL	123-21395	266746	331849	KRAGER	22-12	NWSW/22/8N/58		10512
159	WELL	123-21874	270341	332127	KRISTA	12-3	SWNW/3/1N/63W		10512
160	WELL	123-21912	270634	332155	PAUL	6-7	NWSE/6/7N/59W		10512
161	WELL	123-21935	270731	332177	GILLYIN	1	NWNE/24/1N/64W		10512
162	WELL	123-22634	275386	305200	FEDERAL GOSHAWK	28-13	SWSW/28/8N/60		10512
163	WELL	123-25414	89	333054	BARNEY	8	SESW/23/6N/66W		10512
164	WELL	123-25415	91	333054	BARNEY	7	SESW/23/6N/66W		10512
165	WELL	123-25416	92	333054	BARNEY	6	SESW/23/6N/66W		10512
166	WELL	123-26575	293534	310566	GREEN	1-1	NENE/1/7N/60W		10512
167	WELL	123-30654	413306	413187	CHALK	31-13	SWSW/31/8N/59		10512
168	WELL	123-31744	417784	417783	HILLMAN	9-1	NENE/9/10N/59W		10512
169	WELL	123-32065	418910	418908	WICKSTROM	6-12	NWSW/6/7N/59W		10512

Total Deleted: 2 Total out of Total Total Submitted: 171 are listed below:

#	TYPE	API	FAC ID	Loc#	Facility		Location (QQ/S/T/R)	Surety ID	Transporter / Gatherer
					Name	Number			
170	WELL	123-35755	429228	429227	Green	1-10	NWSE/1/7N/60W		10512
171	WELL	123-38576	435305	435306	Wickstrom	6-4	Lot 4/6/7N/59W		10512

Total Pending: 0 Total out of Total Total Submitted: 171 are listed below:

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