

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:

08/22/2015

Document Number:

400884750

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: 10548 Contact Person: April Prohaska
 Company Name: HRM RESOURCES II LLC Phone: (303) 893-6621
 Address: 410 17TH STREET #1100 Fax: (303) 893-6892
 City: DENVER State: CO Zip: 80202 Email: aprohaska@hrmres.com

Operator Bond Status: ☒ Blanket Surety ID: 2015-0070 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 07/01/2015 Form is being submitted by: Buyer

Non-Submitting Operator Information:

OGCC Number of NON-Submitting 10112 Name of NON-Submitting FOUNDATION ENERGY MANAGEMENT LLC
 NON-submitting Operator is Seller Contact Name Joel P Sauer Title: Vice President
 NON-submitting Operator Contact Email: jsauer@foundationenergy.com

Add/Change Transporter or Gatherer

☒ 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: 47121 Suffix: _____
 Trans./Gatherer Name: KERR MCGEE GATHERING LLC
 Address: PO BOX 173779 City: DENVER State: CO Zip: 80217
 Phone: () Email Contact: _____

☒ Add ☐ Delete Product: ☐ Oil ☒ Gas

OGCC Transporter No: 10377 Suffix: _____
 Trans./Gatherer Name: WGR ASSET HOLDING COMPANY LLC
 Address: 1099 18TH STREET City: DENVER State: CO Zip: 80202
 Phone: () Email Contact: _____

☒ Add ☐ Delete Product: ☒ Oil ☐ Gas

OGCC Transporter No: 10445 Suffix: _____
 Trans./Gatherer Name: BADLANDS TANK LINES LLC
 Address: 18139 ATLAS STREET City: OMAHA State: NE Zip: 68130
 Phone: () Email Contact: _____

Remark: HRM has agreed to the transfer of active spill point facility ID 440117 and active remediation project no. 8827 from Foundation Energy to HRM Resources II, LLC effective 7/1/2015.

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: Prohaska, April
Title: Oper/Prod Admin Email: aprohaska@hrmres.com Date: 08/22/2015

CHANGE OF OPERATOR:

Name of Buying Operator:

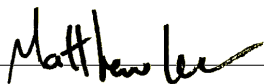
HRM RESOURCES II LLC

Name of Selling Operator:

FOUNDATION ENERGY MANAGEMENT LLC

Signature: _____ Date: 07/01/2015 Signature: _____ Date: 07/01/2015
Print Name: Prohaska, April Title: Oper/Prod Admin Print Name: Joel P Sauer Title: Vice President

COGCC Approved:



Title: Director of COGCC

Date: 10/30/2015

State of Colorado

Oil and Gas Conservation Commission

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



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CHANGE OF TRANSPORTER/GATHERER and/or CHANGE OF OPERATOR

OGCC Operator Number: 10548

Name of Operator: HRM RESOURCES II 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: 1	UIC WATER TRANSFER STATION: 0
GAS GATHERING SYSTEM: 0	PIPELINE: 0	UIC DISPOSAL: 0	WATER GATHERING SYSTEM LINE: 0
GAS PROCESSING PLANT: 0	PIT: 23	UIC ENHANCED RECOVERY: 1	WELL: 78

Total Approved: 62 Total out of Total Total Submitted: 103 are listed below:

#	TYPE	API	FAC ID	Loc#	Facility		Location (QQ/S/T/R)	Surety ID	Transporter / Gatherer
					Name	Number			
1	WELL	123-25414	89	333054	BARNEY	8	SESW/23/6N/66W		4680
	WELL		89	333054					10445
2	WELL	123-25415	91	333054	BARNEY	7	SESW/23/6N/66W		4680
	WELL		91	333054					10445
3	WELL	123-25416	92	333054	BARNEY	6	SESW/23/6N/66W		4680
	WELL		92	333054					10445
4	WELL	005-06804	204719	320738	B & T TRUPP 32-5	1	SWNE/5/4S/63W		
5	WELL	001-08859	203350	320283	AMOCO	44-17	S2SE/17/1S/65W		10445
	WELL		203350	320283					47121
6	WELL	001-08882	203373	320292	AMOCO	24-17	SESW/17/1S/65W		10445
	WELL		203373	320292					47121
7	WELL	001-09534	276137	320524	AMOCO	17-32	NWSW/17/1S/65		10445
	WELL		276137	320524					47121
9	WELL	001-07777	202372	320047	ABBOTT	33-10	NWSE/10/1S/64W		4680
	WELL		202372	320047					10445
10	WELL	001-09533	276135	320523	ABBOTT	10-43	SWSE/10/1S/64W		4680
	WELL		276135	320523					10445
11	TANK BATTERY	123-	436480	333054	BARNEY-66N66W	23SESW	SESW/23/6N/66W		
16	WELL	001-07184	201780	319885	CHAMPLIN 351 AM A	1	NENW/1/3S/61W		10445
	WELL		201780	319885					47121
17	WELL	001-07235	201831	319907	CHAMPLIN 459	1	NESW/11/2S/61W		10445
	WELL		201831	319907					47121
18	WELL	001-07588	202183	319997	CHAMPLIN 459	2	NESE/11/2S/61W		10445
	WELL		202183	319997					47121
19	WELL	001-07277	201873	319913	CHAMPLIN 67	1	CNW/29/2S/63W		4680
	WELL		201873	319913					10445
20	WELL	001-07373	201969	319946	CHAMPLIN 73	1	SENE/23/2S/62W		10445
	WELL		201969	319946					47121
23	WELL	001-06084	200681	319646	DOUBLE BAR O	2-18	NESE/18/1S/60W		10445
24	UIC ENHANCED RECOVERY	001-	150207		NILE D SAND UNIT		NESE/17/1S/60W		
102	PIT		104651		TRIPLE SIX 1-22		SESW/22/2S/60W		
103	PIT		113890	319941	TRIPLE SIX RANCH 1		NESE/22/2S/60W		
25	WELL	001-06170	200767	319660	EHN	3-20	NENE/20/1S/60W		10257
27	WELL	001-06171	200768	319661	EHN	4-20	SWNE/20/1S/60W		10445
28	WELL	001-07634	202229	320007	FOREMAN	2	NESE/20/1S/64W		10445

28	WELL	001-07634	202229	320007	FOREMAN	2	NESE/20/1S/64W		47121
29	WELL	123-21935	270731	332177	GILLYIN	1	NWNE/24/1N/64W		4680
	WELL		270731	332177					10445
31	WELL	001-06584	201181	319735	HABEL	4	SENE/34/2S/62W		10445
	WELL		201181	319735					47121
32	WELL	001-07305	201901	319924	HABEL	7	NWNW/26/2S/62		10445
	WELL		201901	319924					47121
35	WELL	001-07491	202086	319979	HAZLET B	2	NENW/20/1S/64W		10445
	WELL		202086	319979					47121
37	WELL	001-08375	202969	320194	HIRSCH	2	NESW/20/1S/64W		10445
	WELL		202969	320194					47121
38	WELL	001-06072	200669	319645	JAN	1	SESW/20/1S/60W		10445
	WELL		200669	319645					47121
39	WELL	123-09650	241859	318666	JULIAN A. PLUSS	1	NWNW/4/1N/63W		4680
	WELL		241859	318666					10445
40	WELL	001-09162	203602	320382	KELTON 'B'	21-8	NENW/8/2S/64W		10445
	WELL		203602	320382					47121
41	WELL	001-09153	203593	320381	KELTON 'A'	31-8	NWNE/8/2S/64W		10445
	WELL		203593	320381					47121
42	WELL	001-09109	203549	320363	KELTON	32-8	SWNE/8/2S/64W		10445
	WELL		203549	320363					47121
43	WELL	001-09187	203627	320389	KELTON 'A'	41-8	NENE/8/2S/64W		10445
	WELL		203627	320389					47121
44	WELL	001-09093	203533	320355	KELTON 'A'	42-8	SENE/8/2S/64W		10445
	WELL		203533	320355					47121
45	WELL	123-21874	270341	332127	KRISTA	12-3	SWNW/3/1N/63W		4680
	WELL		270341	332127					10445
46	WELL	001-06146	200743	319653	KUNCE	1-20	NENW/20/1S/60W		
47	WELL	001-06568	201165	319731	LARSON	1-10	NENE/10/3S/64W		10445
	WELL		201165	319731					47121
48	WELL	001-08058	202653	320108	LARSON	2-10	NWNE/10/3S/64W		10445
	WELL		202653	320108					47121
49	WELL	123-10760	242969	319140	MARJORIE	1	SESE/32/1N/64W		4680
	WELL		242969	319140					10445
51	WELL	001-07608	202203	320000	MEYER	2-14	NESE/14/2S/63W		10377
	WELL		202203	320000					10445
52	WELL	001-09019	203460	320327	NIES	6-1	NESE/6/2S/64W		10445
	WELL		203460	320327					47121
54	WELL	001-07703	202298	320024	RANDALL	32-10	SWNE/10/1S/64W		4680
	WELL		202298	320024					10445
55	WELL	001-06177	200774	319664	RANDALL	41-10	NENE/10/1S/64W		4680
	WELL		200774	319664					10445
57	WELL	001-07820	202415	320055	SHIVELY	11-12	NWNW/12/1S/64		4680
	WELL		202415	320055					10445
60	WELL	001-06724	201321	319775	STATE	2-30	SENW/30/2S/62W		10377
	WELL		201321	319775					10445
63	WELL	001-07772	202367	320045	STATE HORTH	13-16	NWSW/16/1S/64		10445
	WELL		202367	320045					47121
64	WELL	001-07773	202368	320046	STATE HORTH	22-16	SENW/16/1S/64W		10445
	WELL		202368	320046					47121
65	WELL	123-09531	241742	318622	STATE OF CO AJ	1	SWNW/33/3N/62		10445
	WELL		241742	318622					47121

67	WELL	123-09327	241538	318541	STATE OF	1	NESE/32/3N/62W		10445
	WELL		241538	318541					47121
68	WELL	001-07360	201956	319941	TRIPLE SIX RANCH	1-22	NESE/22/2S/60W		10445
	WELL		201956	319941					47121
69	WELL	001-07477	202072	319975	TRUPP	1-32	NWNW/32/2S/63		10377
	WELL		202072	319975					10445
70	WELL	001-07538	202133	319988	TRUPP	2-32	NWNE/32/2S/63W		10377
	WELL		202133	319988					10445
71	WELL	001-06133	200730	319650	UPRR-EHN	12-17	SWNW/17/1S/60		10445
72	WELL	001-06142	200739	319652	UPRR-SANDEN-EHN	2-17	NESW/17/1S/60W		10445
	WELL		200739	319652					47121
73	WELL	001-06276	200873	319685	UPRR-EHN	43-17	NESE/17/1S/60W		10445
	WELL		200873	319685					47121
74	WELL	001-06115	200712	319649	UPRR-LINNEBUR	2-19	NENE/19/1S/60W		10445
75	WELL	123-12095	244301	322811	UPRR ROSADELA	21-29	NENW/29/1N/64W		10445
	WELL		244301	322811					47121
76	WELL	001-06094	200691	319648	UPRR-SANDEN-EHN	1-17	SWSW/17/1S/60W		10445
77	WELL	123-11218	243427	319416	UPRR-AMBER	24-21X	SESW/21/1N/64W		4680
	WELL		243427	319416					10445
78	WELL	001-06156	200753	319656	UPRR-EHN	34-17	SWSE/17/1S/60W		10445
79	WELL	001-08924	203415	320304	VERLA SMALL	2-17	NENE/17/2S/63W		4680
	WELL		203415	320304					10445
80	WELL	001-09381	203821	320461	VERNON GRADY	12-20	SWNW/20/2S/61		10445
	WELL		203821	320461					47121

Total Deleted: 41 Total out of Total Total Submitted: 103 are listed below:

#	TYPE	API	FAC ID	Loc#	Facility		Location (QQ/S/T/R)	Surety ID	Transporter / Gatherer
					Name	Number			
8	WELL	001-07719	202314	320029	ABBOTT	43-10	NESE/10/1S/64W		4680
	WELL		202314	320029					10445
12	WELL	001-08329	202924	320180	BASS LINNEBUR	12-21	NWSW/12/3S/65		10445
	WELL		202924	320180					47121
13	WELL	001-07384	201980	319950	BECKER	1-32	SENW/32/2S/63W		10377
	WELL		201980	319950					10445
14	WELL	001-07727	202322	320032	BECKER	42-32	SENE/32/2S/63W		10377
	WELL		202322	320032					10445
15	WELL	001-07462	202057	319971	CHAMPLIN	1-31	SENE/31/2S/63W		10377
	WELL		202057	319971					10445
21	WELL	123-11076	243285	319330	DEBRA ROBIN	1	SENE/34/1N/64W		4680
	WELL		243285	319330					10445
22	WELL	001-09084	203524	377244	KELTON	A-1	NWSW/5/2S/64W		
30	WELL	001-07100	201697	319876	GREENEMEIER	9-30	NESE/30/1S/64W		10445
	WELL		201697	319876					47121
33	WELL	001-07718	202313	320028	HARTMAN	21-14	NENW/14/3S/63W		10377
	WELL		202313	320028					10445
34	WELL	001-07457	202052	319970	HAZLET B	1	SWNE/20/1S/64W		10445
	WELL		202052	319970					47121
36	WELL	001-07371	201967	319944	HIRSCH	1-20	SWSW/20/1S/64W		10445
	WELL		201967	319944					47121
50	WELL	001-07575	202170	319994	MEYER	1-14	SWSE/14/2S/63W		10377
	WELL		202170	319994					10445
53	WELL	001-06169	200766	319659	PACKARD	41-22	NENE/22/1S/64W		4680

53	WELL	001-06169	200766	319659	PACKARD	41-22	NENE/22/1S/64W		10445
56	WELL	123-10728	242937	319124	SANDY LYNN	1	NENE/34/1N/64W		4680
	WELL		242937	319124					10445
58	WELL	001-07801	202396	320049	SHIVELY	21-12	NENW/12/1S/64W		4680
	WELL		202396	320049					10445
59	WELL	001-06698	201295	319764	STATE	1-30	SWSW/30/2S/62W		10377
	WELL		201295	319764					10445
61	WELL	001-07220	201816	319901	STATE	3-30	NESW/30/2S/62W		10377
	WELL		201816	319901					10445
62	WELL	001-07283	201879	319916	STATE	4-30	NESE/30/2S/62W		10377
	WELL		201879	319916					10445
66	WELL	005-06926	204841	320762	STATE OF	43-16	NESE/16/5S/63W		10445
	WELL		204841	320762					47121
81	WELL	001-07561	202156	319992	W.E. POPE	2	NWNW/31/2S/62		10377
	WELL		202156	319992					10445
82	PIT	001-	114219	320029	ABBOTT 43-10 & 33-		NESE/10/1S/64W		
83	PIT		114172	320180	BASS LINNEBUR 12-		NWSW/12/3S/65		
84	PIT		104747	319950	BECKER 1-32		SENE/32/2S/63W		
85	PIT		104750	320032	BECKER 42-32		SENE/32/2S/63W		
86	PIT		104743	319971	CHAMPLIN 1-31		SENE/31/2S/63W		
88	PIT		102098	319876	GREENEMEIER 9-30		NESE/30/1S/64W		
89	PIT		102099	319876					
90	PIT		107706	320028	HARTMAN 21-14		NENW/14/3S/63W		
91	PIT		114232	319970	HAZLET "B" 1,2,3,4		SWNE/20/1S/64W		
92	PIT		113766	319944	HIRSCH 1-20		SWSW/20/1S/64W		
93	PIT		104719	319994	MEYER 1-14, 2-14, 3-		SWSE/14/2S/63W		
94	PIT		102083	319659	PACKARD 41-22 1		NENE/22/1S/64W		
95	PIT		102084	319659	PACKARD 41-22				
97	PIT		102066	320049	SHIVELY 11-12 & 21-		NENW/12/1S/64W		
98	PIT		104697	319764	STATE 1-30		SWSW/30/2S/62W		
99	PIT		104698		STATE 2-30, 3-30		/30/2S/62W		
100	PIT		104699	319916	STATE 4-30		NESE/30/2S/62W		
104	PIT		113925	319992	W.E. POPE 2		NWNW/31/2S/62		
87	PIT	123-	118352	319330	DEBRA ROBIN 1		SENE/34/1N/64W		
96	PIT		118351	319124	SANDY LYNN &		NENE/34/1N/64W		
101	PIT	005-	114605	320762	STATE 43-16		NESE/16/5S/63W		

Total Pending: 0 Total out of Total Total Submitted: 103 are listed below:

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