

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: 12/15/2015

Document Number: 400920823

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

OGCC Operator Number: 96155 Contact Person: CARA MEZYDLO
Company Name: WHITING OIL & GAS CORPORATION Phone: (303) 876-7091
Address: 1700 BROADWAY STE 2300 Fax: (720) 644-3658
City: DENVER State: CO Zip: 80290 Email: cara.mezydlo@whiting.com

Operator Bond Status: [X] Blanket Surety ID: 2005-0066 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 09/01/2015 Form is being submitted by: Seller

Non-Submitting Operator Information:

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

Add/Change Transporter or Gatherer

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

OGCC Transporter No: 33940 Suffix:
Trans./Gatherer Name: SHELL TRADING (US) COMPANY
Address: 1700 BROADWAY STE 1400 City: DENVER State: CO Zip: 80290
Phone: () Email Contact:

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

OGCC Transporter No: 60788 Suffix:
Trans./Gatherer Name: QUESTAR PIPELINE COMPANY
Address: PO BOX 45433 City: SALT LAKE CITY State: UT Zip: 84145
Phone: () Email Contact:

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

OGCC Transporter No: 60805 Suffix:
Trans./Gatherer Name: QUESTAR GAS MANAGEMENT COMPANY
Address: P O BOX 45433 City: SALT LAKE CITY State: UT Zip: 84145
Phone: () Email Contact:

Remark: Please note, change is effective January 1, 2016.

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: MEZYDLO,CARA
Title: Engineering Tech Email: cara.mezydlo@whiting.com Date: 12/15/2015

CHANGE OF OPERATOR:

Name of Buying Operator:		Name of Selling Operator:	
<u>FOUNDATION ENERGY MANAGEMENT LLC</u>		<u>WHITING OIL & GAS CORPORATION</u>	
Signature: _____	Date: <u>09/01/2015</u>	Signature: _____	Date: <u>09/01/2015</u>
Print Name: <u>Joel P. Sauer</u>	Title: <u>Vice President</u>	Print Name: <u>MEZYDLO,CARA</u>	Title: <u>Engineering Tech</u>

COGCC Approved: _____ **Title:** _____ **Date:** _____

**State of Colorado
Oil and Gas Conservation Commission**

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CHANGE OF TRANSPORTER/GATHERER and/or CHANGE OF OPERATOR

OGCC Operator Number: 96155
Name of Operator: WHITING OIL & GAS CORPORATION

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: 26

Total Approved: 0 Total out of Total Total Submitted: 26 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: 26 are listed below:

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

Total Pending: 26 Total out of Total Total Submitted: 26 are listed below:

#	TYPE	API	FAC ID	Loc#	Facility		Location (QQ/S/T/R)	Surety ID	Transporter / Gatherer
					Name	Number			
1	WELL	081-05510	222499	312815	HIAWATHA	2	NENE/26/12N/101		60788
2	WELL	081-05490	222482	333008	HIAWATHA	3	NWNW/36/12N/10		60788
3	WELL	081-06920	223553	313084	LION GOVERNMENT	4	SESW/26/12N/101		60788
4	WELL	081-07085	263196	313151	LION GOVERNMENT	5	SENE/26/12N/101		60788
5	WELL	081-07086	263343	332992	LION GOVERNMENT	6	NESE/26/12N/101		60788
6	WELL	081-07133	268699	313168	LION GOVERNMENT	7	SESE/26/12N/101		60788
7	WELL	081-07135	268697	313170	LION GOVERNMENT	8	NWSE/26/12N/10		60788
8	WELL	081-07138	268902	313173	LION GOVERNMENT	9	SWNE/26/12N/10		60788
9	WELL	081-07134	268698	313169	LION GOVERNMENT	11	NENW/36/12N/10		60788
10	WELL	081-07162	270403	313184	LION GOVERNMENT	12-26	SWNW/26/12N/10		33940
	WELL		270403	313184					60805
11	WELL	081-07213	274338	313215	LION GOVERNMENT	12-36	SWNW/36/12N/10		33940
	WELL		274338	313215					60805
12	WELL	081-07262	282036	313252	LION GOVERNMENT	13-36	NWSW/36/12N/10		33940
	WELL		282036	313252					60805
13	WELL	081-07169	271075	313189	LION GOVERNMENT	14-26	SWSW/26/12N/10		33940
	WELL		271075	313189					60805
14	WELL	081-07210	274324	311773	LION GOVERNMENT	22-26	SENW/26/12N/10		33940
	WELL		274324	311773					60805
15	WELL	081-07212	274339	313214	LION GOVERNMENT	22-36	SENW/36/12N/10		33940
	WELL		274339	313214					60805
16	WELL	081-07165	270555	313187	LION GOVERNMENT	23-26	NESW/26/12N/10		33940
	WELL		270555	313187					60805
17	WELL	081-07263	282035	313253	LION GOVERNMENT	23-36	NESW/36/12N/10		33940
	WELL		282035	313253					60805
18	WELL	081-07266	282740	311773	LION GOVERNMENT	31-26D	SENW/26/12N/10		33940
	WELL		282740	311773					60805

19	WELL	081-07164	270556	313186	LION GOVERNMENT	31-36	NWNE/36/12N/10		33940
	WELL		270556	313186					60805
20	WELL	081-07208	274321	313212	LION GOVERNMENT	32-36	SWNE/36/12N/10		33940
	WELL		274321	313212					60805
21	WELL	081-07264	282033	313254	LION GOVERNMENT	33-36	NWSE/36/12N/10		33940
	WELL		282033	313254					60805
22	WELL	081-07274	283011	313260	LION GOVERNMENT	34-26	SWSE/26/12N/101		33940
	WELL		283011	313260					60805
23	WELL	081-07211	274323	333231	LION GOVERNMENT	41-36	NENE/36/12N/101		33940
	WELL		274323	333231					60805
24	WELL	081-07223	275564	313225	LION GOVERNMENT	42-36	SENE/36/12N/101		33940
	WELL		275564	313225					60805
25	WELL	081-05507	222496	332992	HIAWATHA	1	NESE/26/12N/101		
26	WELL	081-07209	274325	313213	LION GOVERNMENT	11-26	NWNW/26/12N/10		