



United States Department of the Interior
BUREAU OF LAND MANAGEMENT
Colorado State Office
2850 Youngfield Street
Lakewood, Colorado 80215-7210
www.blm.gov



RECEIVED

MAR 05 2018

LAND DEPARTMENT

In Reply Refer To:
3180 (CO-922)
Yellow Creek Unit -- Resignation and Designation of Successor Unit Operator
COC68957X

Paul L. Keffer
XTO Energy, Inc.
810 Houston Street
Fort Worth, TX 76102-9298

FEB 27 2018

Dear Mr. Keffer,

On February 8, 2018, we received indentures dated February 6, 2018, whereby BOPCO LP resigned as Operator and XTO Energy, Inc. is designated as Operator for the Yellow Creek Unit, Rio Blanco County, CO.

The indentures are hereby accepted effective February 23, 2018. In approving the designations, the Authorized Officer neither warrants nor certifies that the designated party has obtained all required approvals that would entitle it to conduct operations under the Unit Agreements. All operations under the unit will be covered by BLM Bond UTB000138.

Please notify all interested parties of the change in unit operator. Copies of the approved instruments are being distributed to the appropriate Federal offices. The BLM retains one original and all other originals are being returned.

Should you have any questions, contact Scott Curtis, Land Law Examiner, at (303) 239-3937.

Sincerely,

Jonathan Fairbairn
Chief, Branch of Fluid Minerals
Division of Energy, Lands and Minerals

Enclosures
1-DSO (8pp)

RESIGNATION OF UNIT OPERATOR

YELLOW CREEK UNIT AREA

RIO BLANCO COUNTY, COLORADO

UNIT AGREEMENT NO. COC-68957X

BLM granted Final Approval for the formation of the Yellow Creek Unit, effective July 13, 2005. BEPCO Operating Co. was approved as the Unit Operator for the unit area. Effective July 22, 2005, BEPCO Operating Co., was converted into a Delaware limited partnership pursuant to the provisions of Section 266 of the Delaware General Corporation Law. The new limited partnership that was established by the conversion was BOPCO, L.P.

Effective September 29, 2017, the Secretary of State for the State of Texas approved the conversion of BOPCO, L.P. into BOPCO, LLC.

Under and pursuant to the provisions of Section 5 of the Unit Agreement for the Development and Operation of the Yellow Creek Unit Area, Rio Blanco County, Colorado, BOPCO, LLC, as the designated Unit Operator under said Unit Agreement, does hereby resign as Unit Operator effective upon the selection and approval of a Successor Unit Operator.

Executed with effect as aforesaid, the 6TH day of FEBRUARY, 2018.

ATTEST:

BOPCO, LLC



Name: Paul L. Keffer

Title: Division Landman

XTO: Energy Inc.



Name: Edwin S. Ryan, Jr.

Title: Vice President

2018 FEB -8 AM 10:02
CO STATE OFFICE
COSO MAILROOM
001-BLM

DESIGNATION OF SUCCESSOR UNIT OPERATOR
YELLOW CREEK UNIT AREA
RIO BLANCO COUNTY, COLORADO
UNIT AGREEMENT NO. COC-68957X

THIS INDENTURE, dated as of the 6TH day of FEBRUARY, 2018, by and between XTO Energy Inc., hereinafter designated as "First Party", and the owners of unitized working interests, hereinafter designated as "Second Party;"

WITNESSETH:

WHEREAS, under the provisions of the Act of February 25, 1920, 41 Stat. 437, 30 U.S.C. Secs. 181, et seq., as amended by the Act of August 8, 1946, 60 Stat. 950, the Secretary of the Interior, acting by and through the Authorized Officer, on the 16th day of June, 2005, approved a Unit Agreement for the Yellow Creek Unit Area (the "Unit Agreement"), wherein BOPCO, LLC. ("BOPCO") was designated as Unit Operator, and

WHEREAS, BOPCO desires to resign as such Operator and the designation of a successor Unit Operator is now required pursuant to the terms thereof; and

WHEREAS, the First Party has been and hereby is designated by the Second Party as Unit Operator, and said First Party desires to assume all the rights, duties and obligations of Unit Operator under the said Unit Agreement:

NOW, THEREFORE, in consideration of the premises hereinbefore set forth and the promises hereinafter stated, the First Party hereby covenants and agrees to fulfill the duties and assume the obligations of Unit Operator under and pursuant to all the terms of the Unit Agreement, and the Second Party covenants and agrees that, effective upon approval of this indenture by the Authorized Officer, First Party shall be granted the exclusive rights and privilege of exercising any and all rights and privileges as Unit Operator, pursuant to the terms and conditions of said Unit Agreement; said Unit Agreement being hereby incorporated herein by reference and made a part hereof as fully and effectively as though said Unit Agreement were expressly set forth in this instrument.

IN WITNESS WHEREOF, the parties hereto have executed this instrument as of the date hereinabove set forth.

FIRST PARTY
XTO Energy Inc.

By: Edwin S. Ryan, Jr.
Name: Edwin S. Ryan, Jr.
Title: Senior Vice President

SECOND PARTY
TEP Rocky Mountain LLC

By: Tiffany C. Pollock
Name: Tiffany C. Pollock
Title: Vice President of Land

2018 FEB - 8 AM 10:03
CO STATE OFFICE
DOO-BLM

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



CERTIFICATION OF CLEARANCE AND/OR CHANGE OF OPERATOR

Form 10 is used for Certification of Clearance to transport product off lease. A Form 10 shall be filed within 15 days of a change or transfer of ownership of a well, location or facility. A Form 10 Certification of Clearance shall be filed within 30 days of initial sales or change of transporter gatherer. It is the Operator's responsibility to provide approved copies to the Transporter and/or Gatherer for each well listed. For more information visit www.cogcc.state.co.us.

FOR OGCC USE ONLY

1. OGCC Operator Number: 100264
2. Name of Operator: XTO Energy Inc.
3. Address: 600 E. Exchange Ave
City: Fort Worth State: TX Zip: 76164
4. Contact Name: Sephra Baca
Phone: 817-378-5584
Fax: _____
Email: sephra_baca@xtoenergy.com

Operator Bond Status ☒ Blanket ☐ Individual Surety ID# 019032476

☐ New Well Certification of Clearance

☒ Change of Operator ☐ Add/Change Transporter or Gatherer Effective Date of Change: 2/23/2018

Transporter or Gatherer Information

<input type="checkbox"/> Add <input type="checkbox"/> Delete	Product: <input type="checkbox"/> Oil <input type="checkbox"/> Gas
OGCC Transporter No: _____	Transporter/Gatherer Name: _____
Address: _____	City: _____ State: _____ Zip: _____
Area Code and Phone Number: _____	Email Contact: _____

<input type="checkbox"/> Add <input type="checkbox"/> Delete	Product: <input type="checkbox"/> Oil <input type="checkbox"/> Gas
OGCC Transporter No: _____	Transporter/Gatherer Name: _____
Address: _____	City: _____ State: _____ Zip: _____
Area Code and Phone Number: _____	Email Contact: _____

<input type="checkbox"/> Add <input type="checkbox"/> Delete	Product: <input type="checkbox"/> Oil <input type="checkbox"/> Gas
OGCC Transporter No: _____	Transporter/Gatherer Name: _____
Address: _____	City: _____ State: _____ Zip: _____
Area Code and Phone Number: _____	Email Contact: _____

<input type="checkbox"/> Add <input type="checkbox"/> Delete	Product: <input type="checkbox"/> Oil <input type="checkbox"/> Gas
OGCC Transporter No: _____	Transporter/Gatherer Name: _____
Address: _____	City: _____ State: _____ Zip: _____
Area Code and Phone Number: _____	Email Contact: _____

Remarks: _____

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 all 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: Sephra Baca
Title: Regulatory Analyst Email: sephra_baca@xtoenergy.com Date: 4/5/2018

CHANGE OF OPERATOR:

Name of Buying Operator: <u>XTO Energy Inc.</u>	Name of Selling Operator: <u>BOPCO, LLC</u>
Signature: <u>Edwin S. Ryan</u> Date: <u>4/16/18</u>	Signature: <u>Edwin S. Ryan</u> Date: <u>4/16/18</u>
Print Name/Title: <u>Edwin S. Ryan, Jr./Sr. Vice President - Land</u>	Print Name/Title: <u>Edwin S. Ryan, Jr. Vice President for BOPCO, LLC</u>
Email: <u>win_ryan@xtoenergy.com</u>	Email: <u>win_ryan@xtoenergy.com</u>

OGCC Approved: _____ Title: _____ Date: _____

State of Colorado
Oil and Gas Conservation Commission

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



DE		
FOR OGCC USE ONLY		

OGCC Operator Number: 100264

NEW WELL CERTIFICATION OF CLEARANCE FOR TRANSPORTER and/or GATHERER

#	AP#:	Date of First Production:	Date of First Sales:		Well Name:	Well No.	Location(QQ,STR)
			Oil	Gas			
1	0						
2							
3							
4							
5							
6							
7							
8							
9							
10							
11							
12							
13							
14							

CHANGE OF TRANSPORTER/GATHERER and/or CHANGE OF OPERATOR

#	TYPE	OGCC Identifying Number: API#, Facility ID, Location ID	Well or Facility Name:	No.	Location(QQ,STR)
1					
2					
3					
4					
5					
6					
7					
8					
9					
10					
11					
12					
13					
14					

STATE OF TEXAS

COUNTY OF TARRANT

On this 16th day of April, 2018, before me a Notary Public for the State of Texas, personally appeared Edwin S. Ryan, Jr., known to me to be the Sr. Vice President of XTO Energy Inc., a Delaware corporation, on behalf of said corporation.



Notary Public

Dedra L. Nunez

My Commission Expires

1/28/20

STATE OF TEXAS

COUNTY OF TARRANT

On this 16th day of April, 2018, before me a Notary Public for the State of Texas, personally appeared Edwin S. Ryan, Jr., known to me to be the Vice President of BOPCO, LLC, a Texas limited liability company, on behalf of said company.

(SEAL)



Notary Public

Dedra L. Nunez

My Commission Expires

1/28/20