



OGCC RECEPTION Receive Date: 01/16/2013 Document Number: 400369874

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

OGCC Operator Number: 19035 Contact Person: Gregory Pandolfo Company Name: OVERLAND RESOURCES LLC Phone: (303) 725-2379 Address: 1376 S PERRY PARK RD Fax: (720) 204-4078 City: SEDALIA State: CO Zip: 80135 Email: greg@overlandresourcesllc.com

Operator Bond Status: [X] Blanket Surety ID: 2013-0001 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 01/11/2013 Form is being submitted by: Seller

Non-Submitting Operator Information:

OGCC Number of NON-Submitting 10448 Name of NON-Submitting WESTERN OPERATING COMPANY LLC NON-submitting Operator is Buyer Contact Name Robert Anderson Title: Manager NON-submitting Operator Contact Email: robert@westernop.com

Add/Change Transporter or Gatherer

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

OGCC Transporter No: Suffix: Trans./Gatherer Name: Address: City: State: Zip: 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: Title: Manager Print Name: Gregory Pandolfo Email: greg@overlandresourcesllc.com Date: 01/16/2013

CHANGE OF OPERATOR:

Name of Buying Operator: WESTERN OPERATING COMPANY LLC Name of Selling Operator: OVERLAND RESOURCES LLC Signature: Date: 01/11/2013 Signature: Date: 01/11/2013 Print Name: Robert Anderson Title: Manager Print Name: Gregory Pandolfo Title: Manager

COGCC Approved: [Signature] Title: Director of COGCC Date: 01/22/2013

**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: 19035

Name of Operator: OVERLAND RESOURCES 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: 1	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: 1	UIC ENHANCED RECOVERY: 0	WELL: 1

Total Approved: 4 Total out of Total Total Submitted: 4 are listed below:

#	TYPE	API	FAC ID	Loc#	Facility		Location (QQ/S/T/R)	Surety ID	Transporter / Gatherer
					Name	Number			
1	WELL	075-09413	430157	430158	Dune Ridge State	32-1	SENE/32/7N/52W		
2	PIT		430157	430158					
3	TANK BATTERY		430157	430158					
4	LOCATION	075-	430158	430158	Dune Ridge State	32-1	SENE/32/7N/52W		

Total Deleted: 0 Total out of Total Total Submitted: 4 are listed below:

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

Total Pending: 0 Total out of Total Total Submitted: 4 are listed below:

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