

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:

01/30/2013

Document Number:

400375053

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 01/31/2013 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: Operations 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: This is only the transfer of an APD. Well has not yet been drilled.

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: Pandolfo, Gregory Email: greg@overlandresourcesllc.com Date: 01/30/2013

CHANGE OF OPERATOR:

Name of Buying Operator: WESTERN OPERATING COMPANY LLC Name of Selling Operator: OVERLAND RESOURCES LLC
Signature: Date: 01/31/2013 Signature: Date: 01/31/2013
Print Name: Robert Anderson Title: Operations Manager Print Name: Pandolfo, Gregory Title: Manager

COGCC Approved: [Signature] Title: Director of COGCC Date: 03/01/2013

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

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



Document Number:
400375053

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: 1 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	075-09414	430302	430319	State Logan	17-5	SWNW/17/7N/51		

Total Deleted: 3 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			
2	LOCATION	075-	430319	430319	State Logan	17-5	SWNW/17/7N/51		
3	TANK BATTERY	075-09414	430302	430319	State Logan	17-5	SWNW/17/7N/51		
5	PIT		430302	430319					

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			