

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



OGCC RECEPTION

Receive Date: 06/24/2015

Document Number: 400856072

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: 10112 Contact Person: Joel Sauer
Company Name: FOUNDATION ENERGY MANAGEMENT LLC Phone: (303) 244-8113
Address: 16000 DALLAS PARKWAY #875 Fax: (303) 861-0604
City: DALLAS State: TX Zip: 75248-6607 Email: regulatory@foundationenergy.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 06/19/2015 Form is being submitted by: Buyer

Non-Submitting Operator Information:

OGCC Number of NON-Submitting 62340 Name of NON-Submitting NATIONAL FUEL CORPORATION
NON-submitting Operator is Seller Contact Name Diane Thompson Title: President
NON-submitting Operator Contact Email: dthompson@national-fuel.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: Print Name: Rachel Grant
Title: Regulatory Tech Email: regulatory@foundationenergy.com Date: 06/24/2015

CHANGE OF OPERATOR:

Name of Buying Operator: FOUNDATION ENERGY MANAGEMENT LLC Name of Selling Operator: NATIONAL FUEL CORPORATION
Signature: Date: 06/19/2015 Signature: Date: 06/19/2015
Print Name: Rachel Grant Title: Regulatory Tech Print Name: Diane Thompson Title: President

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: 10112
Name of Operator: FOUNDATION ENERGY MANAGEMENT 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: 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: 42

Total Approved: 0 Total out of Total Total Submitted: 42 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: 42 are listed below:

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

Total Pending: 42 Total out of Total Total Submitted: 42 are listed below:

#	TYPE	API	FAC ID	Loc#	Facility		Location (QQ/S/T/R)	Surety ID	Transporter / Gatherer
					Name	Number			
1	WELL	077-08565	221963	312583	FEDERAL	25-1-81	SENE/25/8S/101		33980
2	WELL	077-08505	221903	312557	HUNTERS CANYON-	8	SWNW/30/8S/100		33980
3	WELL	077-08311	221709	334256	HUNTERS CANYON-	6	SESE/30/8S/100W		33980
4	WELL	077-08710	256121	312663	COAL GULCH	4-24	NENW/24/8S/101		33980
5	WELL	045-06027	210271	322320	GOVERNMENT	1	SWSW/35/6S/104		33980
6	WELL	103-08099	230436	315222	KIRBY-EIDSON	3-33	NWNW/33/4S/102		33980
7	WELL	077-08675	222073	312641	GOV'T.	31-31	NWNE/31/8S/100		33980
8	WELL	045-06070	210314	322339	GOVERNMENT	2	NENE/34/6S/104		33980
9	WELL	103-08974	231304	315669	KIRBY-EIDSON	28-4	NWSW/28/4S/102		33980
10	WELL	077-08784	266715	312685	HUNTER CANYON	11	SWSW/29/8S/100		33980
11	WELL	077-05134	221341	312370	KENWOOD-	4	SWNE/30/8S/100		33980
12	WELL	077-08783	266661	312684	HUNTER CANYON	12	NWNW/32/8S/100		33980
13	WELL	077-08318	221716	334256	HUNTERS CANYON-	7	SESE/30/8S/100W		33980
14	WELL	077-08604	222002	312603	FEDERAL	10	SWSE/30/8S/100		33980
15	WELL	077-08603	222001	312602	FEDERAL	9	NESW/30/8S/100		33980
16	WELL	045-06087	210331	322345	FEDERAL	1-9	NESE/9/8S/104W		33980
17	WELL	045-06091	210335	322347	FEDERAL	2-9	NWNE/9/8S/104W		33980
18	WELL	045-06197	210441	322412	FEDERAL	31-16	NWNE/16/8S/104		33980
19	WELL	045-06188	210432	322408	GOVERNMENT	1-8	SENE/8/8S/104W		33980
20	WELL	045-06163	210407	322395	FERGUSON	3-9	NESW/9/8S/104W		33980
21	WELL	045-06189	210433	322409	FEDERAL	1-5	SESE/5/8S/104W		33980
22	WELL	045-06235	210479	322428	FEDERAL	2-11	SENE/11/8S/104		33980
23	WELL	045-06237	210481	322429	FEDERAL	3-11-8-104	NWSW/11/8S/104		33980
24	WELL	045-06392	210636	322497	FEDERAL	2-10-84	NWNE/10/8S/104		33980
25	WELL	045-06391	210635	322496	FEDERAL	3-10-84	NESE/10/8S/104		33980
26	WELL	045-06165	210409	322397	FEDERAL	2-3-8-104	NESW/3/8S/104W		33980
27	WELL	045-06190	210434	322410	FEDERAL	1-4	NENE/4/8S/104W		33980

28	WELL	045-06875	211116	323896	FEDERAL	4-10	NWNW/10/8S/104		33980
29	WELL	045-06879	211120	323898	FEDERAL	21-4X	NENW/4/8S/104W		33980
30	WELL	045-06130	210374	322371	FEDERAL	43-4	NESE/4/8S/104W		33980
31	WELL	045-07070	211311	323939	BRIDLE FEDERAL	44-2	SWSE/2/8S/104W		33980
32	WELL	045-06136	210380	322372	FEDERAL	22-9	SENW/9/8S/104W		33980
33	WELL	045-06200	210444	322414	FEDERAL	12-3	SWNW/3/8S/104		33980
34	WELL	045-06198	210442	322413	FEDERAL	23-4	NENW/4/8S/104W		33980
35	WELL	045-06947	211188	334806	FEDERAL	34-26	NESE/26/7S/104		33980
36	WELL	045-06874	211115	323895	GOVT.	14-2	SWSW/2/8S/104W		33980
37	WELL	045-06129	210373	322370	FEDERAL	43-3	NESE/3/8S/104W		33980
38	WELL	045-06946	211187	334806	FEDERAL	42-26	NESE/26/7S/104		33980
39	WELL	045-06282	210526	322447	FEDERAL	2-34-7-104	SESW/34/7S/104		33980
40	WELL	045-06287	210531	322449	FEDERAL	1-3-8-104	SWNE/3/8S/104W		33980
41	WELL	045-06171	210415	322402	FEDERAL	1-35	NWSW/35/7S/104		33980
42	WELL	045-06172	210416	322403	FEDERAL	1-34	NWNE/34/7S/104		33980