

This form should be completed and filed by the New Operator. **Submit original plus one copy**. Use Page 2 of Form 10 for multiple wells changing from the same operator to the new operator or when the "Change of Transporter/Gatherer" on multiple wells are the same. This form is not to be used for Well Name changes or Status changes. Form more information/codes, see www.oil-gas.state.co.us/forms. It is the Operator's responsibility to mail approved copies to the new Transporter and/or Gatherer for each well listed.

COCCG

Ratification Doc#
1310520

1 OGCC Operator Number 10112	4 Contact Name and Phone Joel P Sauer
2 Name of Operator Foundation Energy Management, LLC	No 918-585-1650
3 Address 14800 Landmark Blvd - Suite 220	Fax 918-585-1660
City Dallas State TX Zip 75254	

☒ Blanket

☐ Individual

2005-0066

☒ Change of Operator

Effective Date March 1, 2010

☐ Add/Change Transporter or Gatherer

Effective Date

Complete This Section for a New or Individual Well:

Well Name & Number See Attached List - Encore & Moffat Fields	API Number 05-
Location (QtrQtr, Sec, Twp, Rng, Meridian)	
Date of First Production	Date of First Sales Gas Oil

<input checked="" type="checkbox"/> Add <input type="checkbox"/> Delete	<input checked="" type="checkbox"/> Add <input type="checkbox"/> Delete
Product: <input checked="" type="checkbox"/> Oil <input type="checkbox"/> Gas	Product: <input type="checkbox"/> Oil <input checked="" type="checkbox"/> Gas
Name of Transporter/Gatherer Plains Marketing	Name of Transporter/Gatherer Rocky Mountain Natural Gas LLC
OGCC Transporter No 70505	OGCC Transporter No 100321
Address 10 Desta Drive - Suite 200E	Address 370 Van Gordon Street - Suite 4000
City Midland	City Lakewood
State TX	State CO
Zip 79705	Zip 80228
Area Code and Phone Number 432-683-9622	Area Code and Phone Number 303-243-3400

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

Remarks

The undersigned certifies that the rules and regulations of the Oil and Gas Conservation Commission of the State of Colorado have been complied with except as noted above and that the transporter(s) is (are) authorized to transport the oil and/or gas produced from the above described well 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

Name of Buyer or Current Operator Foundation Energy Management, LLC	Name of Selling Operator Pioneer Natural Resources USA, Inc
Signature <i>Joel P Sauer</i>	Signature <i>Betty Brownson</i>
Date 3-11-2010	Date 3-11-2010
Print Name Joel P Sauer	Print Name Betty Brownson
Title Vice President	Title Attorney-in-Fact

OGCC Approved

David S. Neslin

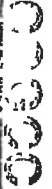
Title DIRECTOR

Date

06/30/2010

TA1

MAR 22 2010



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

State of Colorado
Oil and Gas Conservation Commission

GAS FACILITY REGISTRATION/CHANGE OF OPERATOR

OGCC Operator Number 10112

Name of Operator Foundation Energy Management, LLC

Total Number of Wells Submitted 37

Total Number of Wells This Page 21

Page 1 of 2

Date 3/02/2010

API Number (City, Sequence, Side Track)	Well Name	Well No	Location (Cntr, Sec, Twp, Rng, Mer)
05081073570000	Arkansas Post	22-12	SENW, 12, T7N-R93W, 6th
05081071590000	Culverwell	3-21	NENW, 3, T7N-R93W, 6th
05081073560000	Donald	31-11	NWNE, 11, T7N-R93W, 6th
05081053520000	Alpha State	1-16	SESE, 16, T7N-R93W, 6th
05081073740000	Antietam	11-12D	NWNNW, 12, T7N-R93W, 6th
05081072820000	North Fork	43-12	NESE, 12, T7N-R93W, 6th
05081073620000	Adairsville	13-1	NWSW, 1, T7N-R93W, 6th
05081073480000	Amelia	44-1	SESE, 1, T7N-R93W, 6th
05081073550000	Antietam	11-12	NWNNW, 12, T7N-R93W, 6th
05081073500000	Boston Federal	33-2	NWSE, 2, T7N-R93W, 6th
05081072730000	Brook	14-5	SWSW, 5, T6N-R92W, 6th
05081072680000	Brown	21-8	NENW, 8, T6N-R92W, 6th
05081072690000	Bull	11-8	NWNNW, 8, T6N-R92W, 6th
05081073530000	Concord	22-2	SWNNW, 2, T7N-R93W, 6th
05081072700000	Cutthroat	12-8	SWNNW, 8, T6N-R92W, 6th
05081072990000	Gulch	24-21	SESW, 21, T7N-R93W, 6th
05081073800000	Petersburg	11-3H	NWNNW, 3, T7N-R93W, 6th
05081072710000	Rainbow	41-7	NENE, 7, T6N-R92W, 6th
05081073360000	Roundup	22-24	SENNW, 24, T7N-R93W, 6th
05081073490000	Saratoga	44-3	SESE, 3, T7N-R93W, 6th
05081073630000	Ticonderoga	24-2	SESW, 2, T7N-R93W, 6th



GAS FACILITY REGISTRATION/CHANGE OF OPERATOR

OGCC Operator Number	10112
Name of Operator	Foundation Energy Management, LLC

Total Number of Wells Submitted	37
Total Number of Wells This Page	16

Page 2 of 2
Date 3-02-2010

API Number (City, Sequence, Side Track)	Well Name	Well No	Location (Circ, Sec, Twp, Rng, Mer)
05081073510000	Trenton Federal	44-2	SESE, 2, T7N-R93W, 6th
05081071610000	Walker	2-11	NW1NW, 2, T7N-R93W, 6th
05081071600000	Walker	2-12	SW1NW, 2, T7N-R93W, 6th
05081070500000	Walker	3-1	SWNE, 3, T7N-R93W, 6th
05081070960000	Walker	3-2	NWNE, 3, T7N-R93W, 6th
05081070990000	Walker	3-3	NENE, 3, T7N-R93W, 6th
05081070980000	Walker	3-4	SENE, 3, T7N-R93W, 6th
05081071560000	Walker	3-43	NESE, 3, T7N-R93W, 6th
05081070950000	Walker	3-5	NWSE, 3, T7N-R93W, 6th
05081070440000	Walker	12-1	SENE, 12, T7N-R93W, 6th
05081070790000	Walker	12-2	SWNE, 12, T7N-R93W, 6th
05081070810000	Walker	12-3	NWNE, 12, T7N-R93W, 6th
05081070800000	Walker	12-4	NENE, 12, T7N-R93W, 6th
05081070820000	Walker	12-5	NWNE, 12, T7N-R93W, 6th
05081074390000	Gamma State	14-15D	Lot 4, 15, T7N-R93W, 6th
05081073270000	BBB	21-28	NENW, 28, T7N-R93W, 6th