

District I1625 N. French Dr., Hobbs, NM 88240
Phone:(575) 393-6161 Fax:(575) 393-0720**District II**811 S. First St., Artesia, NM 88210
Phone:(575) 748-1283 Fax:(575) 748-9720**District III**1000 Rio Brazos Rd., Aztec, NM 87410
Phone:(505) 334-6178 Fax:(505) 334-6170**District IV**1220 S. St Francis Dr., Santa Fe, NM 87505
Phone:(505) 476-3470 Fax:(505) 476-3462

State of New Mexico
Energy, Minerals and Natural
Resources

Oil Conservation Division
1220 S. St Francis Dr.
Santa Fe, NM 87505

Form C-145
August 1, 2011

Permit 162686

Change of Operator

Previous Operator Information

OGRID: 247128
 Name: CELERO ENERGY II, LP
 Address: 400 West Illinois
 Suite 1601
 City, State, Zip: Midland, TX 79701

New Operator Information

Effective Date: Effective on the date of approval by the OCD
 OGRID: 295770
 Name: RESOLUTE NATURAL RESOURCES CO.,
 LLC
 Address: 1675 Broadway, Suite 1950
 City, State, Zip: Denver, CO 80202

I hereby certify that the rules of the Oil Conservation Division have been complied with and that the information on this form and the certified list of wells is true to the best of my knowledge and belief.

Additionally, by signing below, RESOLUTE NATURAL RESOURCES CO., LLC certifies that it has read and understands the following synopsis of applicable rules.

PREVIOUS OPERATOR certifies that all below-grade tanks constructed and installed prior to June 16, 2008 associated with the selected wells being transferred are either (1) in compliance with 19.15.17 NMAC, (2) have been closed pursuant to 19.15.17.13 NMAC or (3) have been retrofitted to comply with Paragraphs 1 through 4 of 19.15.17.11(l) NMAC.

RESOLUTE NATURAL RESOURCES CO., LLC understands that the OCD's approval of this operator change:

1. constitutes approval of the transfer of the permit for any permitted pit, below-grade tank or closed-loop system associated with the selected wells; and
2. constitutes approval of the transfer of any below-grade tanks constructed and installed prior to June 16, 2008 associated with the selected wells, regardless of whether the transferor has disclosed the existence of those below-grade tanks to the transferee or to the OCD, and regardless of whether the below-grade tanks are in compliance with 19.15.17 NMAC.

<https://wwwapps.emnrd.state.nm.us>

Approval rescinded until BLM operator
change approval.
Resubmittal will be required from NMOCD
approval.

Report/C104A/C104A... 2/21/2013

DEC 04 2013

- NMAC. I understand that I can update that information on the OCD's website under "Electronic Permitting."
10. If I transfer well operations to another operator, the OCD must approve the change before the new operator can begin operations. See 19.15.9.9.B NMAC. I remain responsible for the wells and related facilities and all related regulatory filings until the OCD approves the operator change. I understand that the transfer will not relieve me of responsibility or liability for any act or omission which occurred while I operated the wells and related facilities.

Previous OperatorSignature: Bruce W. WardPrinted
Name: Bruce W. WardTitle: VP OperationsDate: 3/5/13 Phone: (432) 686-1883

X-112

New OperatorSignature: Douglas DietrichPrinted
Name: DOUGLAS DIETRICHTitle: PERMAN BASIN BUSSINESS UNIT
MANAGERDate: 3/5/13 Phone: (432) 210-6190**NMOCD Approval**Electronic Signature: Paul Kautz, District 1Date: March 21, 2013