

District I

1625 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
Change of Operator

Form C-145
Revised May 19, 2017

Permit 239999

Previous Operator Information

Effective Date: _____

OGRID: 164070

Name: PALADIN ENERGY CORP

Address: 10290 Monroe Drive
Suite 301

City, State, Zip: Dallas, TX 75229

New Operator Information

Effective Date: Effective on the date of approval by the OCD

OGRID: 372000

Name: POGO OIL & GAS OPERATING, INC

Address: 1515 Calle Sur, Ste 174

City, State, Zip: Hobbs, NM 88240

I hereby certify that the rules of the Oil Conservation Division ("OCD") 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, POGO OIL & GAS OPERATING, INC 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(I) NMAC.

POGO OIL & GAS OPERATING, INC 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.

As the operator of record of wells in New Mexico, POGO OIL & GAS OPERATING, INC agrees to the following statements:

1. Initials KRP I am responsible for ensuring that the wells and related facilities comply with applicable statutes and rules, and am responsible for all regulatory filings with the OCD. I am responsible for knowing all applicable statutes and rules, not just the rules referenced in this list. I understand that the OCD's rules are available on the OCD website under "Rules," and that the Water Quality Control Commission rules are available on the OCD website on the "Publications" page.
2. Initials KRP I understand that if I acquire wells from another operator, the OCD must approve the operator change before I begin operating those wells. See Subsection B of 19.15.9.9 NMAC. I understand that if I acquire wells or facilities subject to a compliance order addressing inactive wells or environmental cleanup, before the OCD will approve the operator change it may require me to enter into an enforceable agreement to return those wells to compliance. See Paragraph (2) of Subsection C of 19.15.9.9 NMAC.
3. Initials KRP I must file a monthly C-115 report showing production for each non-plugged well completion for which the OCD has approved an allowable and authorization to transport, and injection for each injection well. See 19.15.7.24 NMAC. I understand that the OCD may cancel my authority to transport from or inject into all the wells I operate if I fail to file C-115 reports. See Subsection C of 19.15.7.24 NMAC.
4. Initials KRP I understand that New Mexico requires wells that have been inactive for certain time periods to be plugged or placed in approved temporary abandonment. See 19.15.25.8 NMAC. I understand the requirements for plugging and approved temporary abandonment in 19.15.25 NMAC. I understand that I can check my compliance with the basic requirements of 19.15.25.8 NMAC by using the "Inactive Well List" on OCD's website.
5. Initials KRP I must keep current with financial assurances for well plugging. I understand that New Mexico requires each state or fee well that has been inactive for more than two years and has not been plugged and released to be covered by a single-well financial assurance or a "blanket plugging financial assurance for wells in temporarily abandoned statuses", even if the well is also covered by a blanket financial assurance and even if the well is on approved temporary abandonment status. See Subsection C of 19.15.8.9 NMAC. I understand that I can check my compliance with the financial assurance requirement by using the "Inactive Well Additional Financial Assurance Report" on the OCD's website.
6. Initials KRP I am responsible for reporting releases as defined by 19.15.29 NMAC. I understand the OCD will look to me as the operator of record to take corrective action for releases at my wells and related facilities, including releases that occurred before I became operator of record.
7. Initials KRP I have read 19.15.5.9 NMAC, commonly known as "Part 5.9," and understand that to be in compliance with its requirements I must have the appropriate financial assurances in place, comply with orders requiring corrective action, pay penalties assessed by the courts or agreed to by me in a settlement agreement, and not have too many wells out of compliance with the inactive well rule (19.15.25.8 NMAC). If I am in violation of Part 5.9, I may not be allowed to drill, acquire or produce any additional wells, and will not be able to obtain any new injection permits. See 19.15.16.19 NMAC, 19.15.26.8 NMAC, 19.15.9.9 NMAC and 19.15.14.10 NMAC. If I am in violation of Part 5.9 the OCD may, after notice and hearing, revoke my existing injection permits and seek other relief. See 19.15.26.8 NMAC and 19.15.5.10 NMAC.
8. Initials KRP For injection wells, I understand that I must report injection on my monthly C-115 report and must operate my wells in compliance with 19.15.26 NMAC and the terms of my injection permit. I understand that I must conduct mechanical integrity tests on my injection wells at least once every five years. See 19.15.26.11 NMAC. I understand that when there is a continuous one-year period of non-injection into all wells in an injection or storage project or into a saltwater disposal well or special purpose injection well, authority for that injection automatically terminates. See 19.15.26.12 NMAC. I understand that if I transfer operation of an injection well to another operator, the OCD must approve the transfer of authority to inject, and the OCD may require me to demonstrate the well's mechanical integrity prior to approving that transfer. See 19.15.26.15 NMAC.
9. Initials KRP I am responsible for providing the OCD with my current address of record and emergency contact information, and I am responsible for updating that information when it changes. See Subsection C of 19.15.9.8 NMAC. I understand that I can update that information on the OCD's website under "Electronic Permitting."
10. Initials KRP If I transfer well operations to another operator, the OCD must approve the change before the new operator can begin operations. See Subsection B of 19.15.9.9 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.
11. Initials KRP No person with an interest exceeding 25% in the undersigned company is, or was within the last 5 years, an officer, director, partner or person with a 25% or greater interest in another entity that is not currently in compliance with Subsection A of 19.15.5.9 NMAC.
12. Initials KRP NMOC Rule Subsection E and F of 19.15.16.8 NMAC: An operator shall have 90 days from the effective date of an operator name change to change the operator name on the well sign unless the division grants an extension time, for good cause shown, along with a schedule for making the changes. Each sign shall show the (1) well number, (2) property name, (3) operator's name, (4) location by footage, quarter-quarter section, township and range (or unit letter can be substituted for the quarter-quarter section), and (5) API number.

I hereby certify I understand the above. The statements I have made are true and correct and a condition precedent to the Oil Conservation Division accepting this Change of Operator.

Previous Operator

Signature: _____

Printed
Name: _____

GEORGE G. FENTON

Title: _____

PRESIDENT

Date: _____

8/16/17

Phone: _____

214-604-0132

New Operator

Signature: _____

Printed
Name: _____

Kirk R. Pogoloff

Title: _____

PRESIDENT

Date: _____

8/18/2017

Phone: _____

(214) 420-9181

Permit 239999

NMOCD ApprovalElectronic Signature: Paul Kautz, District 1Date: August 22, 2017

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State of New Mexico
Energy, Minerals and Natural Resources
Oil Conservation Division
1220 S. St Francis Dr.
Santa Fe, NM 87505

Wells Selected for Transfer

Permit 239999

49 Wells Selected for Transfer

From:	PALADIN ENERGY CORP	OGRID:	164070
To:	POGO OIL & GAS OPERATING, INC	OGRID:	372000

OCD District Hobbs (49 Wells selected.)

Property	Well	Lease Type	ULSTR	OCD Unit	API	Well Type	Pool ID	Pool Name
319433	B C ROACH #001	P	L-26-12S-33E	L	30-025-01062	O	31350	HIGHTOWER;PERMO PENN
319432	BAGLEY SWD #004	P	N-35-11S-33E	N	30-025-01015	S	96101	SWD;DEVONIAN
319434	C W ROBINSON A #001	P	P-14-11S-32E	P	30-025-00047	O	47310	MOORE;PERMO-PENN
319447	EAST CAPROCK SWD #002	P	B-14-12S-32E	B	30-025-00113	S	96101	SWD;DEVONIAN
	EAST CAPROCK SWD #005	P	B-14-12S-32E	B	30-025-40335	S	96101	SWD;DEVONIAN
319451	H C POSEY A #005	P	A-11-12S-32E	A	30-025-00102	O	8930	CAPROCK;DEVONIAN, EAST
319430	HOWARD FLEET #002	P	P-35-13S-37E	P	30-025-05087	O	36100	KING;WOLFCAMP
	HOWARD FLEET #005	P	I-35-13S-37E	I	30-025-30855	O	79540	KING;MISSISSIPPIAN (GAS)
	HOWARD FLEET #005	P	I-35-13S-37E	I	30-025-30855	O	35910	KING;DEVONIAN
319453	J L REED #001	P	H-35-13S-37E	H	30-025-05091	O	35910	KING;DEVONIAN
	J L REED #002	P	A-35-13S-37E	A	30-025-05092	O	35910	KING;DEVONIAN
	J L REED #005	P	H-35-13S-37E	H	30-025-29554	O	36100	KING;WOLFCAMP
	J L REED #006	P	G-35-13S-37E	G	30-025-30856	O	36100	KING;WOLFCAMP
	J L REED #007	P	A-35-13S-37E	A	30-025-38809	O	35910	KING;DEVONIAN
319454	J T CAUDLE GAS COM #002	F	4-03-12S-33E	D	30-025-01040	G	71360	BAGLEY;UPPER PENN (GAS)
319436	L H CHAMBERS A #001	P	L-01-12S-32E	L	30-025-00075	O	9310	CAPROCK;WOLFCAMP, EAST
319458	LOWE #001	P	M-25-13S-37E	M	30-025-30702	O	35910	KING;DEVONIAN
319448	LOWE 25 SWD #002	P	M-25-13S-37E	M	30-025-40668	S	96135	SWD;WOLFCAMP
319437	MATHERS STATE COM #001	S	D-33-11S-33E	D	30-025-22976	O	3820	BAGLEY;PERMO PENN, NORTH
319439	NEW MEXICO BH STATE #003	S	E-11-12S-32E	E	30-025-00108	G	92603	LEA UNDESIGNATED;STRAWN (GAS)
	NEW MEXICO BH STATE #004	S	D-11-12S-32E	D	30-025-00110	S	96101	SWD;DEVONIAN
319428	NEW MEXICO C STATE #001	S	E-36-13S-37E	E	30-025-05096	O	36100	KING;WOLFCAMP
319442	REEVES 26 #002	P	N-26-18S-35E	N	30-025-03135	O	62010	VACUUM;DEVONIAN, SOUTH
	REEVES 26 #003	P	O-26-18S-35E	O	30-025-03136	O	97467	REEVES;WOLFCAMP, SOUTH
	REEVES 26 #004	P	K-26-18S-35E	K	30-025-03137	S	96101	SWD;DEVONIAN
319443	SOUTH VACUUM #221	S	N-22-18S-35E	N	30-025-37429	O	97411	VACUUM;MISSISSIPPIAN, SOUTH
	SOUTH VACUUM #275	S	H-27-18S-35E	H	30-025-37299	O	98026	WC-025 G-03 S183527G;DELAWARE
319452	SOUTH VACUUM 27 #003	S	I-27-18S-35E	I	30-025-36891	G	97411	VACUUM;MISSISSIPPIAN, SOUTH
319461	SOUTH VACUUM UNIT #261	S	M-26-18S-35E	M	30-025-03134	O	97467	REEVES;WOLFCAMP, SOUTH
	SOUTH VACUUM UNIT #265	S	L-26-18S-35E	L	30-025-37035	G	97467	REEVES;WOLFCAMP, SOUTH
	SOUTH VACUUM UNIT #265	S	L-26-18S-35E	L	30-025-37035	G	62010	VACUUM;DEVONIAN, SOUTH
	SOUTH VACUUM UNIT #351	S	G-35-18S-35E	G	30-025-03150	S	96101	SWD;DEVONIAN
	SOUTH VACUUM UNIT #352	S	I-35-18S-35E	I	30-025-03151	O	97467	REEVES;WOLFCAMP, SOUTH
	SOUTH VACUUM UNIT #352	S	I-35-18S-35E	I	30-025-03151	O	96101	SWD;DEVONIAN
	SOUTH VACUUM UNIT #353	S	C-35-18S-35E	C	30-025-03152	O	62010	VACUUM;DEVONIAN, SOUTH
	SOUTH VACUUM UNIT #354	S	G-35-18S-35E	G	30-025-36789	G	62010	VACUUM;DEVONIAN, SOUTH
319460	STATE BT A #001	S	J-02-12S-33E	J	30-025-01025	O	3990	BAGLEY;SILURO DEVONIAN
319441	STATE BT C #003	S	L-35-11S-33E	L	30-025-01017	O	3990	BAGLEY;SILURO DEVONIAN
	STATE BT C #005	S	K-35-11S-33E	K	30-025-01019	O	3990	BAGLEY;SILURO DEVONIAN
	STATE BT C #006	S	F-35-11S-33E	F	30-025-37091	S	96101	SWD;DEVONIAN
319424	STATE BT D #001	S	O-35-11S-33E	O	30-025-24737	O	3990	BAGLEY;SILURO DEVONIAN
	STATE BT D #003	S	P-35-11S-33E	P	30-025-01021	O	97432	HIGHTOWER;WOLFCAMP, NORTH
319425	STATE BT I #001	S	4-02-12S-33E	D	30-025-01028	O	3990	BAGLEY;SILURO DEVONIAN
319435	STATE BT M #002	S	H-33-11S-33E	H	30-025-01009	O	3820	BAGLEY;PERMO PENN, NORTH
319429	STATE BT N #001	S	P-34-11S-33E	P	30-025-01012	O	3990	BAGLEY;SILURO DEVONIAN
319449	STATE BT R #001	S	D-10-12S-33E	D	30-025-23750	O	3820	BAGLEY;PERMO PENN, NORTH
319438	STATE BTA #004	S	G-02-12S-33E	G	30-025-40669	O	3990	BAGLEY;SILURO DEVONIAN
319445	STATE C #003	S	E-36-13S-37E	E	30-025-34239	S	96101	SWD;DEVONIAN
319431	STATE EC C #003	P	G-11-12S-32E	G	30-025-39698	O	8930	CAPROCK;DEVONIAN, EAST
	STATE EC C #004	S	G-11-12S-32E	G	30-025-39992	O	9150	CAPROCK;SAN ANDRES
319450	W E MATHERS #002	P	P-03-12S-33E	P	30-025-01045	O	3820	BAGLEY;PERMO PENN, NORTH
319427	W E MATHERS B #001	P	F-33-11S-33E	F	30-025-01007	O	3820	BAGLEY;PERMO PENN, NORTH

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Comments

Permit 239999

CHANGEOP COMMENTS

Operator: PALADIN ENERGY CORP 10290 Monroe Drive Dallas, TX 75229	OGRID: 164070
	Permit Number: 239999
	Permit Type: ChangeOp

Comments

Created By	Comment	Comment Date
jonathanclark_314	Test	8/4/2017