

District I
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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
Change of Operator

Form C-145
August 1, 2011
Permit 239354

Previous Operator Information

OGRID: 14538
Name: BURLINGTON RESOURCES OIL & GAS COMPANY LP
Address: 3401 E. 30TH STREET

City, State, Zip: FARMINGTON, NM 87402

New Operator Information

Effective Date: Effective on the date of approval by the OCD
OGRID: 372171
Name: HILCORP ENERGY COMPANY
Address: 1111 Travis Street

City, State, Zip: Houston, TX 77002

I hereby certify that the rules of the Oil Conservation Division ("OCD") have been compiled 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, HILCORP ENERGY COMPANY 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.

HILCORP ENERGY COMPANY understands that the OCD's approval of this operator change:

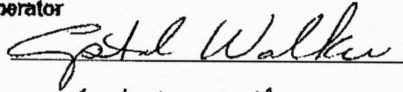
1. constitutes approval of the transfer of the permit for any permitted pit, below-grade tank or closed-loop system associated with the selected wells; and
2. constitutes approval of the transfer of any below-grade tanks constructed and installed prior to June 16, 2008 associated with the selected wells, 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, HILCORP ENERGY COMPANY agrees to the following statements:

1. 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 have familiarized myself with all applicable statutes and rules, not just the rules referenced in this list. I understand that the OCD's rules (19.15.2-19.15.112 NMAC) and the Water quality Control Commission's rules (20.6.2-20.6.7 NMAC) are available at the New Mexico State Records Center and Archives website (www.nmcp.state.nm.us).
2. I understand that if I acquire wells from another operator, the OCD must approve the operator change before I begin operating those wells, see 19.15.9(B) 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 19.15.9(C)(2) NMAC.
3. 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 19.15.7.24(C) NMAC.
4. I UNDERSTAND THAT New Mexico requires wells that have been inactive for certain time periods to be plugged or placed on 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. 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 blanket plugging financial assurance for wells in temporarily abandoned status, even if the well is also covered by a blanket financial assurance and even if the well is on approved temporary abandonment status. See 19.15.8.9(C) NMAC. I understand that I can check my compliance with the single-well financial assurance requirement by using the "Inactive Well Additional Financial Assurance Report" on the OCD's website.
6. 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. I have read 19.15.5.9 NMAC, commonly known as "Rule 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 19.15.5.9 NMAC, 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 19.15.5.9 NMAC the OCD may, after notice and hearing, revoke my existing injection permits. See 19.15.26.8 NMAC.
8. For injection (or disposal) wells, I acknowledge that I have read and agree to operate my wells in compliance with 19.15.26 NMAC. I acknowledge that I have read and agree to the terms of my injection permit. I understand that I must report injection volume and injection pressure on my monthly C-115 report. 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 any injection well to another operator, the OCD must approve the transfer or 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. 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 19.15.9.8.C 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 Operator

Signature



Printed Name:

Crystal Walker

Title:

Regulatory Coordinator

Date:

7/25/2017 Phone: 505-326-9837

New Operator

Signature:



Printed Name:

Sadi-Lyn Curtis

Title:

Regulatory Specialist

Date:

7/25/17 Phone: 713-289-2741

NMOCD ApprovalElectronic Signature: Charlie Perrin, District 3Date: August 28, 2017

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Wells Selected for Transfer

Permit 239354

39 Wells Selected for Transfer

From:	BURLINGTON RESOURCES OIL & GAS COMPANY LP	OGRID:	14538
To:	HILCORP ENERGY COMPANY	OGRID:	372171

OCD District: Aztec (39 Wells selected.)

Property	Well	Lease Type	ULSTR	OCD Unit	API	Well Type	Pool ID	Pool Name
319482	BUD DOS PAH #001	N	4-19-26N-08W	M	30-045-05726	G	71439	BALLARD PICTURED CLIFFS (GAS)
	BUD DOS PAH #100	F	3-19-26N-08W	L	30-045-29884	G	71629	BASIN FRUITLAND COAL (GAS)
319483	BUNNY ET AL #001	N	P-10-27N-09W	P	30-045-06609	G	71599	BASIN DAKOTA (PRORATED GAS)
	BUNNY ET AL #001	N	P-10-27N-09W	P	30-045-06609	G	72319	BLANCO-MESAVERDE (PRORATED GAS)
	BUNNY ET AL #001E	N	M-10-27N-09W	M	30-045-26048	G	71599	BASIN DAKOTA (PRORATED GAS)
	BUNNY ET AL #001E	N	M-10-27N-09W	M	30-045-26048	G	72319	BLANCO-MESAVERDE (PRORATED GAS)
	BUNNY ET AL #001M	F	O-10-27N-09W	O	30-045-34600	G	71599	BASIN DAKOTA (PRORATED GAS)
	BUNNY ET AL #001M	F	O-10-27N-09W	O	30-045-34600	G	72319	BLANCO-MESAVERDE (PRORATED GAS)
	BUNNY ET AL #002E	N	M-11-27N-09W	M	30-045-26049	G	71599	BASIN DAKOTA (PRORATED GAS)
	BUNNY ET AL #002F	N	L-11-27N-09W	L	30-045-34320	G	71599	BASIN DAKOTA (PRORATED GAS)
319484	CHARLES ET AL #001E	I	M-12-27N-09W	M	30-045-26000	G	71599	BASIN DAKOTA (PRORATED GAS)
	CHARLES ET AL #002E	N	A-12-27N-09W	A	30-045-26050	G	71599	BASIN DAKOTA (PRORATED GAS)
319486	GE ELE GU LITH E #002	N	3-07-26N-08W	L	30-045-11834	G	71599	BASIN DAKOTA (PRORATED GAS)
	GE ELE GU LITH E #500	N	3-07-26N-08W	L	30-045-29553	G	71629	BASIN FRUITLAND COAL (GAS)
319487	H L GENTLE #001S	N	G-25-27N-09W	G	30-045-34727	G	71629	BASIN FRUITLAND COAL (GAS)
318576	HUERFANITO UNIT #046R	N	M-25-27N-09W	M	30-045-30537	G	72439	BLANCO P. C. SOUTH (PRORATED GAS)
	HUERFANITO UNIT #077	N	K-24-27N-09W	K	30-045-06358	G	72439	BLANCO P. C. SOUTH (PRORATED GAS)
	HUERFANITO UNIT #077	N	K-24-27N-09W	K	30-045-06358	G	82329	OTERO CHACRA (GAS)
	HUERFANITO UNIT #077	N	K-24-27N-09W	K	30-045-06358	G	71629	BASIN FRUITLAND COAL (GAS)
	HUERFANITO UNIT #082	N	L-25-27N-09W	L	30-045-12189	G	72319	BLANCO-MESAVERDE (PRORATED GAS)
	HUERFANITO UNIT #082	N	L-25-27N-09W	L	30-045-12189	G	71599	BASIN DAKOTA (PRORATED GAS)
	HUERFANITO UNIT #082	N	L-25-27N-09W	L	30-045-12189	G	82329	OTERO CHACRA (GAS)
	HUERFANITO UNIT #082M	N	D-25-27N-09W	D	30-045-28977	G	82329	OTERO CHACRA (GAS)
	HUERFANITO UNIT #082N	N	M-25-27N-09W	M	30-045-35310	G	72319	BLANCO-MESAVERDE (PRORATED GAS)
	HUERFANITO UNIT #082N	N	M-25-27N-09W	M	30-045-35310	G	71599	BASIN DAKOTA (PRORATED GAS)
	HUERFANITO UNIT #082N	N	M-25-27N-09W	M	30-045-35310	G	97232	BASIN MANCOS
	HUERFANITO UNIT #082P	N	E-25-27N-09W	E	30-045-35329	G	97232	BASIN MANCOS
	HUERFANITO UNIT #082P	N	E-25-27N-09W	E	30-045-35329	G	72319	BLANCO-MESAVERDE (PRORATED GAS)
	HUERFANITO UNIT #082P	N	E-25-27N-09W	E	30-045-35329	G	71599	BASIN DAKOTA (PRORATED GAS)
	HUERFANITO UNIT #093R	N	D-25-27N-09W	D	30-045-30510	G	72439	BLANCO P. C. SOUTH (PRORATED GAS)
	HUERFANITO UNIT #097	N	L-24-27N-09W	L	30-045-06356	G	71599	BASIN DAKOTA (PRORATED GAS)
	HUERFANITO UNIT #097	N	L-24-27N-09W	L	30-045-06356	G	72319	BLANCO-MESAVERDE (PRORATED GAS)
319488	HUERFANITO UNIT COM #174	N	P-24-27N-09W	P	30-045-29885	G	71629	BASIN FRUITLAND COAL (GAS)
	HUERFANITO UNIT COM #552	N	H-24-27N-09W	H	30-045-30940	G	71629	BASIN FRUITLAND COAL (GAS)
319489	HUN NOP PI #001	N	F-19-26N-08W	F	30-045-05761	G	71439	BALLARD PICTURED CLIFFS (GAS)
	HUN NOP PI #001	N	F-19-26N-08W	F	30-045-05761	G	71629	BASIN FRUITLAND COAL (GAS)
319490	JERNIGAN #003A	N	I-24-27N-09W	I	30-045-23129	G	82329	OTERO CHACRA (GAS)
	JERNIGAN #003A	N	I-24-27N-09W	I	30-045-23129	G	72319	BLANCO-MESAVERDE (PRORATED GAS)
319315	KAH DES PAH #001R	N	3-18-26N-08W	L	30-045-20763	G	71439	BALLARD PICTURED CLIFFS (GAS)
	KAH DES PAH #500	N	N-18-26N-08W	N	30-045-29575	G	71629	BASIN FRUITLAND COAL (GAS)
318637	NAVAJO B #006	N	N-19-27N-08W	N	30-045-11706	G	71599	BASIN DAKOTA (PRORATED GAS)
318638	NAVAJO INDIAN #006A	N	6-06-26N-08W	L	30-045-23264	G	71629	BASIN FRUITLAND COAL (GAS)
	NAVAJO INDIAN #006S	N	4-06-26N-08W	D	30-045-33846	G	71439	BALLARD PICTURED CLIFFS (GAS)
	NAVAJO INDIAN #006S	N	4-06-26N-08W	D	30-045-33846	G	71629	BASIN FRUITLAND COAL (GAS)
319491	NAVAJO INDIAN B #002	N	1-19-27N-08W	D	30-045-06401	G	71629	BASIN FRUITLAND COAL (GAS)
	NAVAJO INDIAN B #003	N	N-19-27N-08W	N	30-045-06319	G	72439	BLANCO P. C. SOUTH (PRORATED GAS)
	NAVAJO INDIAN B #003	N	N-19-27N-08W	N	30-045-06319	G	72319	BLANCO-MESAVERDE (PRORATED GAS)
	NAVAJO INDIAN B #003	N	N-19-27N-08W	N	30-045-06319	G	82329	OTERO CHACRA (GAS)
	NAVAJO INDIAN B #004	N	1-30-27N-08W	D	30-045-06278	G	71629	BASIN FRUITLAND COAL (GAS)
	NAVAJO INDIAN B #004	N	1-30-27N-08W	D	30-045-06278	G	72439	BLANCO P. C. SOUTH (PRORATED GAS)
	NAVAJO INDIAN B #005	N	3-30-27N-08W	L	30-045-06223	G	72319	BLANCO-MESAVERDE (PRORATED GAS)
	NAVAJO INDIAN B #005	N	3-30-27N-08W	L	30-045-06223	G	82329	OTERO CHACRA (GAS)
	NAVAJO INDIAN B #005	N	3-30-27N-08W	L	30-045-06223	G	71599	BASIN DAKOTA (PRORATED GAS)
	NAVAJO INDIAN B #005M	N	2-30-27N-08W	E	30-045-23639	G	82329	OTERO CHACRA (GAS)
	NAVAJO INDIAN B #005M	N	2-30-27N-08W	E	30-045-23639	G	72319	BLANCO-MESAVERDE (PRORATED GAS)
	NAVAJO INDIAN B #005M	N	2-30-27N-08W	E	30-045-23639	G	71599	BASIN DAKOTA (PRORATED GAS)

	NAVAJO INDIAN B #007	N	1-19-27N-08W	D	30-045-26185	G	96578	WILDCAT 27N8W19D;GALLUP (O)
319492	NAW DI DES WOOD #001	N	F-30-26N-08W	F	30-045-05693	G	71439	BALLARD PICTURED CLIFFS (GAS)
319495	TURNER NAVAJO #001	N	H-25-27N-09W	H	30-045-06255	G	72439	BLANCO P. C. SOUTH (PRORATED GAS)
319493	WHAN JONES #001	N	K-30-26N-08W	K	30-045-05660	G	71439	BALLARD PICTURED CLIFFS (GAS)
	WHAN JONES #001	N	K-30-26N-08W	K	30-045-05660	G	71629	BASIN FRUITLAND COAL (GAS)
319494	WILLIAMS #001	N	F-07-26N-08W	F	30-045-05941	G	71439	BALLARD PICTURED CLIFFS (GAS)

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Comments

Permit 239354

CHANGEOP COMMENTS

Operator: BURLINGTON RESOURCES OIL & GAS COMPANY LP 3401 E. 30TH STREET FARMINGTON, NM 87402	OGRID: 14538
	Permit Number: 239354
	Permit Type: ChangeOp

Comments

Created By	Comment	Comment Date
ahvermersch	FIMO approval rec'd 8/25/17 ok for OCD approval.	8/28/2017