

District I
 1825 N. French Dr., Hobbs, NM 88240
 Phone:(575) 393-6101 Fax:(575) 393-0720

District II
 511 S. First St., Artesia, NM 88210
 Phone:(575) 748-1283 Fax:(575) 748-5720

District III
 1000 Rio Brazos Rd., Aztec, NM 87410
 Phone:(505) 334-6178 Fax:(505) 334-6170

District IV
 1220 S. St. Francis Cr., Santa Fe, NM 87505
 Phone:(505) 478-3470 Fax:(505) 478-2462

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 246584

HOBBS OCD
JAN 05 2018
RECEIVED

Previous Operator Information

New Operator Information

| | | | |
|--------------------------|-----------------------------|--------------------------|---|
| OGRID: | <u>151323</u> | Effective Date: | <u>Effective on the date of approval by the OCD</u> |
| Name: | <u>PRIDE ENERGY COMPANY</u> | OGRID: | <u>372078</u> |
| Address: | <u>PO Box 701850</u> | Name: | <u>LEASE HOLDERS ACQUISITIONS, INCORPORATED</u> |
| City, State, Zip: | <u>Tulsa, OK 74170</u> | Address: | <u>706 S Mustang Rd #127</u> |
| | | City, State, Zip: | <u>Yukon, OK 73099</u> |

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, LEASE HOLDERS ACQUISITIONS, INCORPORATED 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(f) NMAC.

LEASE HOLDERS ACQUISITIONS, INCORPORATED understands that the OCD's approval of this operator change:

- 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
- 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.

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: PRIDE ENERGY COMPANY,
AN OKLAHOMA GENERAL PARTNERSHIP

Printed Name: x Matthew L. Pride

Title: By: Pride Production Co., Inc.
Title: General Partner

Date: 4/4/18
By: Matthew L. Pride
Title: President

P.O. Box 701850 Phone: (918) 524-9200
Tulsa, OK 74170-1950

New Operator

Signature: Bobbie Johns

Printed Name: Bobbie Johns

Title: President

Date: 1-4-18 Phone: 405-853-0219

Permit 248584

As the operator of record of wells in New Mexico, LEASE HOLDERS ACQUISITIONS, INCORPORATED agrees to the following statements:

1. Initials BL 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 BL 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 I 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 BL 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 BL 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 BL 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 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 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 BL 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 BL 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, 19.15.8.9 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 19.15.28.8 NMAC and 19.15.5.10 NMAC.
8. Initials BL For injection wells, I understand that I must report injection on my monthly C-115 report and must operate my wells in compliance with 19.15.28 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 19.15.28.11 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 salt water disposal well or special purpose injection well, authority for that injection automatically terminates. See 19.15.28.12 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 19.15.25.15 NMAC.
9. Initials BL 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 19.15.8.8 NMAC. I understand that I can update that information on the OCD's website under "Electronic Permitting."
10. Initials BL 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 BL 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 19.15.5.8 NMAC.
12. Initials BL 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 lot/block, quarter-quarter section, township and range (or unit letter can be substituted for the quarter-quarter section), and (5) API number.

District I
1620 N. French Dr., Hobbs, NM 88240
Phone: (505) 583-6141 Fax: (505) 583-4722

District II
811 G. Fess Dr., Artesia, NM 88210
Phone: (505) 749-2280 Fax: (505) 749-4726

District III
1020 N. Newcom Rd., Aztec, NM 87410
Phone: (505) 834-6170 Fax: (505) 834-6170

District IV
1220 S. St. Francis Dr., Santa Fe, NM 87505
Phone: (505) 471-3470 Fax: (505) 471-3422

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

Form 24824

13 Wells Selected for Transfer

| | | | |
|-------|--|-------|--------|
| From: | PRIDE ENERGY COMPANY | CDRC: | 151323 |
| To: | LEASE HOLDERS ACQUISITIONS, INCORPORATED | CDRC: | 572578 |

OCD District Hobbs (13 Wells selected)

| Property / Well | Lease Type | U/LTR | ECO Unit | APN | Well Type | Well ID | Well Name | Last Produ | Additional Detailing |
|----------------------------------|------------|--------------|----------|--------------|-----------|---------|---------------------------------|------------|----------------------|
| 26448 J P COLLIER #601 | P | F-16-118-33E | F | 30-025-00838 | O | 3320 | BAGLEY PERMO PENN. NORTH | 10/16 | 0 |
| 24892 SOUTH FOUR LAKES UNIT #308 | S | F-12-128-34E | I | 30-025-01834 | S | 86113 | END PENN | 06/06 | 0 |
| 38711 EAST BALUNDERS UNIT #501 | S | F-12-148-34E | F | 30-025-01871 | S | 67742 | WILD CAT G-06 STOKELY W/OLFCAMP | 01/10 | 0 |
| 34888 STATE B H #301 | S | B-12-148-34E | B | 30-025-02788 | O | 86669 | END PENN STRAWN, SOUTH | | 0 |
| 26489 J P COLLIER #701 | P | G-13-118-33E | G | 30-025-22133 | O | 3630 | BAGLEY PERMO PENN. NORTH | 01/18 | 0 |
| 28113 MARGOLD UNIT #001 | P | B-07-128-38E | B | 30-025-32809 | O | 27740 | GLADOLA DEVONIAN | 02/17 | 0 |
| MARGOLD UNIT #001 | P | B-07-128-38E | B | 30-025-32809 | O | 27730 | GLADOLA W/OLFCAMP | 01/17 | |
| 34327 SHELLEY 36 STATE #308 | S | H-08-188-37E | H | 30-025-36484 | O | 69840 | BAKESBARD, NORTH | 09/07 | 0 |
| 33116 NEW MEXICO 36 STATE #001 | S | J-36-128-37E | J | 30-025-36488 | O | 67000 | SKAGGOLD W/OLFCAMP | 08/17 | 0 |
| NEW MEXICO 36 STATE #002 | S | G-36-118-37E | G | 30-025-36608 | O | 67000 | SKAGGOLD W/OLFCAMP | | 0 |
| 85621 INBE 13 #001 | P | G-13-118-33E | G | 30-025-37840 | O | 87528 | EIGHT MILE DRUMMAYOKA, NW (GAS) | 05/16 | 0 |
| INBE 13 #001 | P | G-13-118-33E | G | 30-025-37840 | O | 87190 | EIGHT MILE DRUMMAYOKA, NW (GAS) | 02/18 | |
| 33948 INBE 12 #001 | P | G-13-118-33E | G | 30-025-38027 | O | 87787 | WILD CAT G05 B113312C, ABC | 07/16 | 0 |
| 33621 INBE 13 #002 | P | K-13-118-33E | K | 30-025-38023 | O | 87787 | WILD CAT G05 B113312C, ABC | | 0 |
| 38144 BAGLEY #002 | P | G-06-118-33E | G | 30-025-38182 | O | 3320 | BAGLEY PERMO PENN. NORTH | 06/09 | 0 |

| | |
|----------------|----|
| Total Approved | 13 |
|----------------|----|

W/OLFCAMP Approval

Electronic Signature: Paul Kautz, District 1

Date: January 11, 2018

District I
1625 N. French Dr., Hobbs, NM 88240
Phone:(575) 393-6161 Fax:(575) 393-0720

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District III
1000 Rio Brazos Rd., Aztec, NM 87410
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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 246584

13 Wells Selected for Transfer

| | |
|---|------------------|
| From: PRIDE ENERGY COMPANY | OGRID: 151323 |
| To: LEASE HOLDERS ACQUISITIONS, INCORPORATED | OGRID: 372878 |

OCD District Hobbs (13 Wells selected.)

| Property | Well | Lease Type | ULSTR | OCD Unit | API | Well Type | Pool ID | Pool Name |
|----------|----------------------------|------------|--------------|----------|--------------|-----------|---------|---------------------------------|
| 320579 | BAGLEY #002 | P | G-09-11S-33E | G | 30-025-38192 | O | 3820 | BAGLEY;PERMO PENN, NORTH |
| 320581 | EAST SAUNDERS UNIT #001 | S | F-12-14S-34E | F | 30-025-01871 | G | 97742 | WILDCAT G-06 S143412F;WOLFCAMP |
| 320582 | INBE 12 #001 | P | O-12-11S-33E | O | 30-025-38082 | G | 97787 | WILDCAT G05 S113312O;ABO |
| 320583 | INBE 13 #001 | P | G-13-11S-33E | G | 30-025-37840 | G | 97028 | EIGHT MILE DRAW;ATOKA, NW (GAS) |
| | INBE 13 #001 | P | G-13-11S-33E | G | 30-025-37840 | G | 97190 | EIGHT MILE DRAW;MORROW NW (GAS) |
| | INBE 13 #002 | P | K-13-11S-33E | K | 30-025-38083 | G | 97787 | WILDCAT G05 S113312O;ABO |
| 320580 | J P COLLIER #001 | P | F-10-11S-33E | F | 30-025-00996 | O | 3820 | BAGLEY;PERMO PENN, NORTH |
| | J P COLLIER #004Y | P | G-10-11S-33E | G | 30-025-22133 | O | 3820 | BAGLEY;PERMO PENN, NORTH |
| 320584 | MARIGOLD UNIT #001 | P | B-07-12S-38E | B | 30-025-32859 | O | 27740 | GLADIOLA;DEVONIAN |
| | MARIGOLD UNIT #001 | P | B-07-12S-38E | B | 30-025-32859 | O | 27930 | GLADIOLA;WOLFCAMP |
| 320585 | NEW MEXICO 36 STATE #001 | S | J-36-19S-37E | J | 30-025-36485 | O | 57000 | SKAGGS;DRINKARD |
| | NEW MEXICO 36 STATE #002 | S | O-36-19S-37E | O | 30-025-36909 | O | 57000 | SKAGGS;DRINKARD |
| 320586 | SHELLY 36 STATE #006 | S | N-36-19S-37E | N | 30-025-36464 | O | 56640 | SKAGGS;ABO, NORTH |
| 320587 | SOUTH FOUR LAKES UNIT #006 | S | I-02-12S-34E | I | 30-025-01834 | S | 96113 | SWD;PENN |
| 320588 | STATE B H #001 | S | B-12-16S-35E | B | 30-025-02788 | O | 96690 | BIG DOG;STRAWN, SOUTH |

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Energy, Minerals and Natural Resources
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1220 S. St Francis Dr.
Santa Fe, NM 87505

Comments

Permit 246584

CHANGEOP COMMENTS

| | |
|---|--------------------------|
| Operator: PRIDE ENERGY COMPANY PO Box 701950 Tulsa, OK 74170 | OGRID: 151323 |
| | Permit Number: 246584 |
| | Permit Type: ChangeOp |

Comments

| Created By | Comment | Comment Date |
|---------------------------------------|---------|--------------|
| There are no Comments for this Permit | | |