

**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) 478-3470 Fax:(505) 478-3482

**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 252258

**HOBBS OCD**  
**MAY 15 2018**  
**RECEIVED**

**Previous Operator Information**

OGRID: 371115  
Name: ROCKCLIFF OPERATING NEW MEXICO LLC  
Address: 1301 McKinney  
Suite 1300  
City, State, Zip: Houston, TX 77010

**New Operator Information**

Effective Date: Effective on the date of approval by the OCD  
OGRID: 372290  
Name: RILEY PERMIAN OPERATING COMPANY, LLC  
Address: 29 E Reno Avenue, Suite 500  
City, State, Zip: Oklahoma City, OK 73104

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, RILEY PERMIAN OPERATING COMPANY, 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(I) NMAC.

**RILEY PERMIAN OPERATING COMPANY, 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.



As the operator of record of wells in New Mexico, RILEY PERMIAN OPERATING COMPANY, LLC agrees to the following statements:

1. Initials RL 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 RL 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 RL 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 RL 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 RL 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 RL 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 RL 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 RL 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 RL 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 RL 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 RL 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 RL NMOCD 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:Nicholas Koch

Title:

Vice President - operations

Date:

5-15-18

Phone:

(713) 351-0300**New Operator**Signature: Printed  
Name:Laura Winkler

Title:

Regulatory Compliance Specialist

Date:

5-10-18

Phone:

405-205-4424



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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 252258

**12 Wells Selected for Transfer**

From:	ROCKCLIFF OPERATING NEW MEXICO LLC	OGRID:	371115
To:	RILEY PERMIAN OPERATING COMPANY, LLC	OGRID:	372290

**OCD District Hobbs (12 Wells selected.)**

Property	Well	Lease Type	ULSTR	OCD Unit	API	Well Type	Pool ID	Pool Name	Last Prod/Inj	Single Well Bond Required for Inactive Well
317793	BUTTON MESA SAN ANDRES UNIT #001H	S	N-15-08S-32E	N	30-005-29215	O	12049	CHAVEROO; SAN ANDRES	02/18	0
317624	FOX A STATE #004	S	2-02-09S-36E	B	30-025-03554	O	1190	ALLISON; SAN ANDRES	02/18	0
	FOX A STATE #002	S	H-02-09S-36E	H	30-025-03555	O	1190	ALLISON; SAN ANDRES	04/16	14815
316961	EVEREST 2 STATE #001H	S	4-02-09S-34E	D	30-025-43450	O	33965	JENKINS; SAN ANDRES, NORTHWEST	12/17	0
316962	K2 18 STATE #001H	S	P-18-09S-33E	P	30-025-43452	O	24620	FLYING M; SAN ANDRES	11/17	0
317625	FOX B STATE #001	S	D-36-08S-36E	D	30-041-00016	O	1190	ALLISON; SAN ANDRES	02/18	0
	FOX B STATE #002	S	N-36-08S-36E	N	30-041-00018	O	1190	ALLISON; SAN ANDRES	11/10	14750
317620	EL ZORRO E FEDERAL #002	F	G-33-08S-37E	G	30-041-20427	O	1200	ALLISON; SAN ANDRES, EAST	02/18	0
317625	FOX B STATE #004	S	E-36-08S-36E	E	30-041-20928	O	1190	ALLISON; SAN ANDRES	04/07	10200
	FOX B STATE #006	S	F-36-08S-36E	F	30-041-20930	O	1190	ALLISON; SAN ANDRES	06/12	10206
316758	KIZER SWD #001	P	P-17-08S-34E	P	30-041-20968	S	97869	SWD; DEVONIAN-SILURIAN	02/18	0
316839	ANNAPURNA 20 #001H	P	P-17-08S-34E	P	30-041-20969	O	46950	MILNESAND; SAN ANDRES, WEST	02/18	0

<b>Total of Single Well Bonds Required for Inactive Wells</b>	49971
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**NMOCD Approval**Electronic Signature: Paul F Kautz, District 1Date: May 16, 2018





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To:	RILEY PERMIAN OPERATING COMPANY, LLC	OGRID:	372290

**OCD District Hobbs (12 Wells selected.)**

Property	Well	Lease Type	ULSTR	OCD Unit	API	Well Type	Pool ID	Pool Name
321430	ANNAPURNA 20 #001H	P	P-17-08S-34E	P	30-041-20969	O	46950	MILNESAND; SAN ANDRES, WEST
321431	BUTTON MESA SAN ANDRES UNIT #001H	S	N-15-08S-32E	N	30-005-29215	O	12049	CHAVEROO; SAN ANDRES
321432	EL ZORRO E FEDERAL #002	F	G-33-08S-37E	G	30-041-20427	O	1200	ALLISON; SAN ANDRES, EAST
321433	EVEREST 2 STATE #001H	S	4-02-09S-34E	D	30-025-43450	O	33965	JENKINS; SAN ANDRES, NORTHWEST
321434	FOX A STATE #002	S	H-02-09S-36E	H	30-025-03555	O	1190	ALLISON; SAN ANDRES
	FOX A STATE #004	S	2-02-09S-36E	B	30-025-03554	O	1190	ALLISON; SAN ANDRES
321435	FOX B STATE #001	S	D-36-08S-36E	D	30-041-00016	O	1190	ALLISON; SAN ANDRES
	FOX B STATE #002	S	N-36-08S-36E	N	30-041-00018	O	1190	ALLISON; SAN ANDRES
	FOX B STATE #004	S	E-36-08S-36E	E	30-041-20928	O	1190	ALLISON; SAN ANDRES
	FOX B STATE #006	S	F-36-08S-36E	F	30-041-20930	O	1190	ALLISON; SAN ANDRES
321436	K2 18 STATE #001H	S	P-18-09S-33E	P	30-025-43452	O	24620	FLYING M; SAN ANDRES
321437	KIZER SWD #001	P	P-17-08S-34E	P	30-041-20968	S	97869	SWD; DEVONIAN-SILURIAN

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Comments  
  
Permit 252258

**CHANGEOP COMMENTS**

Operator: ROCKCLIFF OPERATING NEW MEXICO LLC 1301 Mckinney Houston, TX 77010	OGRID: 371115
	Permit Number: 252258
	Permit Type: ChangeOp

**Comments**

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