

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
August 1, 2011

Permit 189108

Previous Operator Information

OGRID: 1092
Name: ARMSTRONG ENERGY CORP
Address: P.O. Box 1973

City, State, Zip: Roswell, NM 88202

New Operator Information

Effective Date: Effective on the date of approval by the OCD
OGRID: 228937
Name: MATADOR PRODUCTION COMPANY
Address: One Lincoln Centre
5400 LBJ Freeway, Ste 1500

City, State, Zip: Dallas, TX 75240

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, MATADOR PRODUCTION 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.

MATADOR PRODUCTION COMPANY understands that the OCD's approval of this operator change:

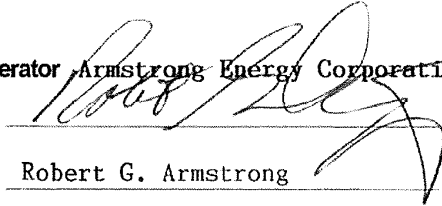
1. constitutes approval of the transfer of the permit for any permitted pit, below-grade tank or closed-loop system associated with the selected wells; and
2. constitutes approval of the transfer of any below-grade tanks constructed and installed prior to June 16, 2008 associated with the selected wells, 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, MATADOR PRODUCTION 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 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. I understand that if I acquire wells from another operator, the OCD must approve the operator change before I begin operating those wells. See 19.15.9.9.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 19.15.9.9.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, 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 "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. See 19.15.26.8 NMAC.
8. 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. 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 ~~Armstrong Energy Corporation~~ **New Operator**

Signature:



Printed Name:

Robert G. Armstrong

Title:

President

Date:

7/15/14

Phone:

575-625-2222

Signature:



Printed Name:

Matt Hairford

Title:

President

Date:

7/18/14

Phone:

972-371-5200

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Santa Fe, NM 87505

Wells Selected for Transfer

Permit 189108
Permit Status: DRAFT

Wells Selected for Transfer

From:	ARMSTRONG ENERGY CORP	OGRID:	1092
To:	MATADOR PRODUCTION COMPANY	OGRID:	228937

OCD District Hobbs

Property	Well	Lease Type	ULSTR	OCD Unit	API	Well Type	Pool ID	Pool Name	Last Prod/Inj	Additional Bonding
303052	NORTHEAST KEMNITZ #001	S	M-15-16S-34E	M	30-025-01911	G	79440	KEMNITZ;MORROW (GAS)	03/11	16502
	NORTHEAST KEMNITZ #001	S	M-15-16S-34E	M	30-025-01911	G	35530	KEMNITZ;LOWER WOLFCAMP	03/11	
	NORTHEAST KEMNITZ #002	S	G-22-16S-34E	G	30-025-01931	G	35530	KEMNITZ;LOWER WOLFCAMP	05/14	0
	NORTHEAST KEMNITZ #010	S	E-26-16S-34E	E	30-025-01932	O	79420	KEMNITZ;ATOKA-MORROW, SOUTH (GAS)	07/10	18148
	NORTHEAST KEMNITZ #003	S	F-16-16S-34E	F	30-025-25779	O	35530	KEMNITZ;LOWER WOLFCAMP	05/14	0
	NORTHEAST KEMNITZ #005	S	L-23-16S-34E	L	30-025-26946	G	79440	KEMNITZ;MORROW (GAS)	05/14	0
	NORTHEAST KEMNITZ #006	S	N-9-16S-34E	N	30-025-27283	O	35530	KEMNITZ;LOWER WOLFCAMP	05/14	0
	NORTHEAST KEMNITZ #007	S	F-9-16S-34E	F	30-025-27389	O	35530	KEMNITZ;LOWER WOLFCAMP	05/14	0
	NORTHEAST KEMNITZ #008	S	K-16-16S-34E	K	30-025-28230	G	79440	KEMNITZ;MORROW (GAS)	06/12	18350

Total Additional bond

53000

NMOCD ApprovalElectronic Signature: Paul Kautz, District 1Date: July 24, 2014

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Comments
 Permit 189108

CHANGEOP COMMENTS

Operator: ARMSTRONG ENERGY CORP P.O. Box 1973 Roswell, NM 88202	OGRID: 1092
	Permit Number: 189108
	Permit Type: ChangeOp

Comments

Created By	Comment	Comment Date
AMONROE	PLUGGING BONDS REQUIRED FOR 3 WELLS INVOLVED IN THIS TRANSFER WERE RECEIVED AT THE OCD IN SANTA FE ON 7/18/14. THEY WERE SENT TO THE ATTENTION OF MS. DENISE GALLEGOS.	7/18/2014
AMONROE	ORIGINAL C-145 FEDEXED TO OCD SANTA FE ON 7/18/14.	7/18/2014