

District I

1625 N. French Dr., Hobbs, NM 88240
Phone:(575) 393-8161 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 Brezosa Rd., Aztec, NM 87410
Phone:(505) 334-8178 Fax:(505) 334-8170

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 239111

Previous Operator Information

OGRID: 217817
Name: CONOCOPHILLIPS COMPANY
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 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, 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.nmcpr.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 19.15.9.9(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, 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.

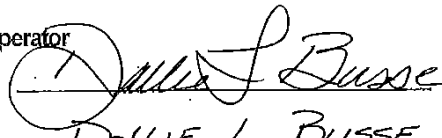
Previous Operator

Signature:

Printed Name:

Title:

Date:



DOLLIE L. BUSSE

REGULATORY TECH

7/20/17 Phone: 505-324-6104

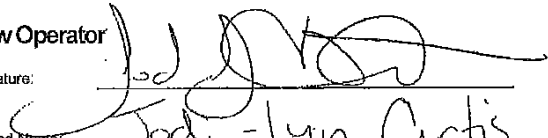
New Operator

Signature:

Printed Name:

Title:

Date:



Jodi-Lyn Curtis

Lead Regulatory Specialist

7/18/17 Phone: 713-289-2741

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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: 239111
Permit Status: DRAFT

Wells Selected for Transfer

From:	CONOCOPHILLIPS COMPANY	OGRID:	217817
To:	HILCORP ENERGY COMPANY	OGRID:	372171

OCD District: Aztec

Property	Well	Lease Type	ULSTR	OCD Unit	API	Well Type	Pool ID	Pool Name	Last Prod/Inj	Additional Bonding
31739	SAN JUAN 28 7 UNIT #044	S	1-02-27N-07W	A	30-039-07214	G	72319	BLANCO-MESAVERDE (PRORATED GAS)	05/17	0
31327	SAN JUAN 30 5 UNIT #057	P	A-28-30N-05W	A	30-039-21276	G	72319	BLANCO-MESAVERDE (PRORATED GAS)	05/17	0
31778	LINDRITH B UNIT #035	P	G-09-24N-03W	G	30-039-23755	O			09/11	0
31327	SAN JUAN 30 5 UNIT #218	P	A-17-30N-05W	A	30-039-24788	G	71629	BASIN FRUITLAND COAL (GAS)	05/17	0
	SAN JUAN 30 5 UNIT #227	P	A-28-30N-05W	A	30-039-24892	G	71629	BASIN FRUITLAND COAL (GAS)	05/17	0
	SAN JUAN 30 5 UNIT #110	S	A-16-30N-05W	A	30-039-25284	G	71599	BASIN DAKOTA (PRORATED GAS)	05/17	0
	SAN JUAN 30 5 UNIT #110	S	A-16-30N-05W	A	30-039-25284	G	72319	BLANCO-MESAVERDE (PRORATED GAS)	05/17	
31739	SAN JUAN 28 7 UNIT #129F	S	1-02-27N-07W	A	30-039-26966	G	71599	BASIN DAKOTA (PRORATED GAS)	05/17	0
31327	SAN JUAN 30 5 UNIT #020N	P	A-08-30N-05W	A	30-039-30707	G	72319	BLANCO-MESAVERDE (PRORATED GAS)	05/17	0
	SAN JUAN 30 5 UNIT #020N	P	A-08-30N-05W	A	30-039-30707	G	71599	BASIN DAKOTA (PRORATED GAS)	05/17	
31773	RUTHVEN #001	S	N-16-26N-08W	N	30-045-05814	G	71439	BALLARD PICTURED CLIFFS (GAS)	05/17	0
31616	STATE #003	S	H-32-29N-08W	H	30-045-07689	G	72319	BLANCO-MESAVERDE (PRORATED GAS)	05/17	0
	STATE #003	S	H-32-29N-08W	H	30-045-07689	G	72359	BLANCO PICTURED CLIFFS (GAS)	05/17	
31660	WALKER #001	P	E-03-29N-12W	E	30-045-08801	G	71599	BASIN DAKOTA (PRORATED GAS)	05/17	0
31330	SAN JUAN 32 8 UNIT #026	S	M-16-31N-08W	M	30-045-10687	G	72319	BLANCO-MESAVERDE (PRORATED GAS)	05/17	0
31504	BABBITT #001	P	J-24-26N-09W	J	30-045-20026	G	71599	BASIN DAKOTA (PRORATED GAS)	05/17	0
31535	FEDERAL #015	P	1-01-29N-13W	A	30-045-20078	G	71599	BASIN DAKOTA (PRORATED GAS)	05/17	0
31616	STATE #003A	S	F-32-29N-08W	F	30-045-21632	G	72359	BLANCO PICTURED CLIFFS (GAS)	05/17	0
	STATE #003A	S	F-32-29N-08W	F	30-045-21632	G	72319	BLANCO-MESAVERDE (PRORATED GAS)	05/17	
31611	SHEPHERD AND KELSEY C #001	P	M-29-29N-11W	M	30-045-25921	G	82329	OTERO CHACRA (GAS)	05/17	0

31530	FC STATE COM #006	S	H-32-29N-08W	H	30-045-27504	G	71629	BASIN FRUITLAND COAL (GAS)	05/17	0
	FC STATE COM #020	S	2-02-30N-08W	B	30-045-27731	G	71629	BASIN FRUITLAND COAL (GAS)	05/17	0
31616	STATE #004	S	B-32-29N-08W	B	30-045-29780	G	72319	BLANCO-MESAVERDE (PRORATED GAS)	05/17	0
	STATE #004	S	B-32-29N-08W	B	30-045-29780	G	71599	BASIN DAKOTA (PRORATED GAS)	05/17	
	STATE #004E	S	D-32-29N-08W	D	30-045-29781	G	72319	BLANCO-MESAVERDE (PRORATED GAS)	05/17	0
31330	SAN JUAN 32 8 UNIT #026A	S	C-16-31N-08W	C	30-045-30298	G	72319	BLANCO-MESAVERDE (PRORATED GAS)	05/17	0
	SAN JUAN 32 8 UNIT #028A	S	J-16-31N-08W	J	30-045-30979	G	72319	BLANCO-MESAVERDE (PRORATED GAS)	05/17	0
	SAN JUAN 32 8 UNIT #227A	S	E-16-31N-08W	E	30-045-32104	G	71629	BASIN FRUITLAND COAL (GAS)	05/17	0
	SAN JUAN 32 8 UNIT #026B	S	K-16-31N-08W	K	30-045-33530	G	72319	BLANCO-MESAVERDE (PRORATED GAS)	05/17	0
	SAN JUAN 32 8 UNIT #026C	S	E-16-31N-08W	E	30-045-33531	G	72319	BLANCO-MESAVERDE (PRORATED GAS)	05/17	0
	SAN JUAN 32 8 UNIT #028B	S	A-16-31N-08W	A	30-045-33544	G	72319	BLANCO-MESAVERDE (PRORATED GAS)	05/17	0
Total Additional bond										0

NMOCD ApprovalElectronic Signature: Charlie Perrin, District 3Date: August 01, 2017

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

Wells Selected for Transfer

Permit 239111

26 Wells Selected for Transfer

From:	CONOCOPHILLIPS COMPANY	OGRID:	217817
To:	HILCORP ENERGY COMPANY	OGRID:	372171

OCD District: Aztec (26 Wells selected.)

Property	Well	Lease Type	ULSTR	OCD Unit	API	Well Type	Pool ID	Pool Name
318427	BABBITT #001	P	J-24-26N-09W	J	30-045-20026	G	71599	BASIN DAKOTA (PRORATED GAS)
318428	FC STATE COM #006	S	H-32-29N-08W	H	30-045-27504	G	71629	BASIN FRUITLAND COAL (GAS)
	FC STATE COM #020	S	2-02-30N-08W	B	30-045-27731	G	71629	BASIN FRUITLAND COAL (GAS)
318429	FEDERAL #015	P	1-01-29N-13W	A	30-045-20078	G	71599	BASIN DAKOTA (PRORATED GAS)
318430	LINDRITH B UNIT #035	P	G-09-24N-03W	G	30-039-23755	O		
318431	RUTHVEN #001	S	N-16-26N-08W	N	30-045-05814	G	71439	BALLARD PICTURED CLIFFS (GAS)
318432	SAN JUAN 28 7 UNIT #044	S	1-02-27N-07W	A	30-039-07214	G	72319	BLANCO-MESAVERDE (PRORATED GAS)
	SAN JUAN 28 7 UNIT #129F	S	1-02-27N-07W	A	30-039-26966	G	71599	BASIN DAKOTA (PRORATED GAS)
318433	SAN JUAN 30 5 UNIT #020N	P	A-08-30N-05W	A	30-039-30707	G	71599	BASIN DAKOTA (PRORATED GAS)
	SAN JUAN 30 5 UNIT #020N	P	A-08-30N-05W	A	30-039-30707	G	72319	BLANCO-MESAVERDE (PRORATED GAS)
	SAN JUAN 30 5 UNIT #057	P	A-28-30N-05W	A	30-039-21276	G	72319	BLANCO-MESAVERDE (PRORATED GAS)
	SAN JUAN 30 5 UNIT #110	S	A-16-30N-05W	A	30-039-25284	G	71599	BASIN DAKOTA (PRORATED GAS)
	SAN JUAN 30 5 UNIT #110	S	A-16-30N-05W	A	30-039-25284	G	72319	BLANCO-MESAVERDE (PRORATED GAS)
	SAN JUAN 30 5 UNIT #218	P	A-17-30N-05W	A	30-039-24788	G	71629	BASIN FRUITLAND COAL (GAS)
	SAN JUAN 30 5 UNIT #227	P	A-28-30N-05W	A	30-039-24892	G	71629	BASIN FRUITLAND COAL (GAS)
318435	SAN JUAN 32 8 UNIT #026	S	M-16-31N-08W	M	30-045-10687	G	72319	BLANCO-MESAVERDE (PRORATED GAS)
	SAN JUAN 32 8 UNIT #026A	S	C-16-31N-08W	C	30-045-30298	G	72319	BLANCO-MESAVERDE (PRORATED GAS)
	SAN JUAN 32 8 UNIT #026B	S	K-16-31N-08W	K	30-045-33530	G	72319	BLANCO-MESAVERDE (PRORATED GAS)
	SAN JUAN 32 8 UNIT #026C	S	E-16-31N-08W	E	30-045-33531	G	72319	BLANCO-MESAVERDE (PRORATED GAS)
	SAN JUAN 32 8 UNIT #028A	S	J-16-31N-08W	J	30-045-30979	G	72319	BLANCO-MESAVERDE (PRORATED GAS)
	SAN JUAN 32 8 UNIT #028B	S	A-16-31N-08W	A	30-045-33544	G	72319	BLANCO-MESAVERDE (PRORATED GAS)
	SAN JUAN 32 8 UNIT #227A	S	E-16-31N-08W	E	30-045-32104	G	71629	BASIN FRUITLAND COAL (GAS)
318436	SHEPHERD AND KELSEY C #001	P	M-29-29N-11W	M	30-045-25921	G	82329	OTERO CHACRA (GAS)
318437	STATE #003	S	H-32-29N-08W	H	30-045-07689	G	72319	BLANCO-MESAVERDE (PRORATED GAS)
	STATE #003	S	H-32-29N-08W	H	30-045-07689	G	72359	BLANCO PICTURED CLIFFS (GAS)
	STATE #003A	S	F-32-29N-08W	F	30-045-21632	G	72319	BLANCO-MESAVERDE (PRORATED GAS)
	STATE #003A	S	F-32-29N-08W	F	30-045-21632	G	72359	BLANCO PICTURED CLIFFS (GAS)
	STATE #004	S	B-32-29N-08W	B	30-045-29780	G	71599	BASIN DAKOTA (PRORATED GAS)
	STATE #004	S	B-32-29N-08W	B	30-045-29780	G	72319	BLANCO-MESAVERDE (PRORATED GAS)
	STATE #004E	S	D-32-29N-08W	D	30-045-29781	G	72319	BLANCO-MESAVERDE (PRORATED GAS)
318440	WALKER #001	P	E-03-29N-12W	E	30-045-08801	G	71599	BASIN DAKOTA (PRORATED GAS)

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Comments

Permit 239111

CHANGEOP COMMENTS

Operator: CONOCOPHILLIPS COMPANY 3401 E. 30th Street Farmington, NM 87402	OGRID: 217817
	Permit Number: 239111
	Permit Type: ChangeOp

Comments

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