

STATE OF NEW MEXICO
ENERGY, MINERALS AND NATURAL RESOURCES DEPARTMENT
OIL CONSERVATION DIVISION

APPLICATION OF ANSCHUTZ OIL COMPANY,
LLC FOR COMPULSORY POOLING AND
AN UNORTHODOX OIL WELL LOCATION,
RIO ARriba COUNTY, NEW MEXICO.

Case No. 15,234

VERIFIED STATEMENT OF JOHN MICHAEL RICHARDSON

John Michael Richardson, being duly sworn upon his oath, deposes and states:

1. I am an independent landman employed by Anschutz Oil Company, LLC ("Anschutz") in this case, and I have personal knowledge of the matters stated herein.
2. I have previously testified before the Division, and have been qualified as an expert petroleum landman.
3. Pursuant to NMAC 19.15.4.12.A(1), the following information is submitted in support of the application filed herein:
 - (a) Applicant proposes to drill its Regina Com. 25-2-14-15 Well No. 1H, to a depth sufficient to test the Mancos formation (Gavilan-Mancos Pool), and has dedicated the W/2 of Section 14 and all of Section 15, Township 25 North, Range 2 West, N.M.P.M., to the well to form a non-standard 960 acre spacing and proration unit for any formations and/or pools developed on 640 acre spacing within that vertical extent.
 - (b) The W/2 of Section 14 and the W/2 of Section 15 are fee lands, which are covered by oil and gas leases executed in the late 1940s or early 1960s. The leases either do not contain pooling clauses, or allow pooling of only 40 acres for oil wells.
 - (c) In order to obtain the joinder of the current lessors in the well unit, Anschutz has tried to locate all fee lessors, and have them execute lease amendments to allow the lessees to pool the lessors into the proposed well unit. A typical lease amendment is attached hereto as Attachment A.
 - (d) In an attempt to find the mineral interest owners (lessors), Anschutz has reviewed division order materials from current operators, has examined the Rio Arriba County records, telephone directories, and records in the counties of the last known residences of the interest owners, and has reviewed internet directories.
 - (e) Based upon our records examination, attached hereto as Attachments B and C are listings of the fee mineral owners in the W/2 of Section 14 and the W/2 of Section 15

Oil Conservation Division


Case No. 2 15234

Exhibit No. 2

4. The granting of this application is in the interests of conservation and the prevention of waste.

COUNTY OF SANTA FE)
) ss.
COUNTY OF NEW MEXICO)

belief.


John Michael Richardson

My Commission Expires: _____

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AMENDMENT OF OIL AND GAS LEASES

1.

DATE: October 17, 2013

STATE: New Mexico

COUNTY: Rio Arriba

LESSOR: The Ames Company

LESSEE: E. Alex Phillips

LEASE DATE: June 17, 1983

LEASE RECORDING DATA: Volume 100, Page 573, Oil and Gas Records, Rio Arriba County, New Mexico

CURRENT MINERAL OWNER: The Ames Company
E.L. Ames Jr.
19240 Redland Road
San Antonio, TX 78259

The Ames Company
George J. Ames
19240 Redland Road
San Antonio, TX 78259

CURRENT LEASE OWNERS: Hunt Oil Company
1900 North Akard Street
Dallas, Texas 75201

NM&O Operating Company
15 East 5th Street, Suite 3000
Tulsa, Oklahoma 74103

WHEREAS, Hunt Oil Company et al. are the present owners of an Oil and Gas Lease dated June 17, 1983, from The Ames Company to E. Alex Phillips, as to certain lands and depths as reflected by duly recorded assignments, said lease being recorded in Volume 100, Page 573, Oil and Gas Records, Rio Arriba County, New Mexico, covering the following described lands:

"TOWNSHIP 25 NORTH, RANGE 2 WEST, N.M.P.M.
West Half (W 1/2) of Section 15;
Northeast Quarter (NE 1/4) of Section 22;
Northwest Quarter (NW 1/4) of Section 23.
Below the base of the Pictured Cliffs Formation"

(herein after collectively referred to as "the Lease"); and

Attachment 

2.

STATE: New Mexico

COUNTY: Rio Arriba

LESSOR: George B. Locer

LESSEE: E. Alex Phillips

LEASE DATE: May 1, 1979

LEASE RECORDING DATA: Volume 87, Page 405, Oil and Gas Records, Rio Arriba County, New Mexico

CURRENT MINERAL OWNERS:

Patrick Joseph Madden
8186 West 81st Drive
Arvada, Colorado 80005

Kathleen Madden Berkemeyer
337 Chatelaine Court
Willowbrook, Illinois 60514

John Ross Madden
3343 West 35th Avenue
Denver, Colorado 82011

Mary Ann Madden
2216 East 23rd Avenue
Denver, Colorado 80205

Gertrude A. Madden
2216 East 23rd Avenue
Denver, Colorado 80205

Montana State University Alumni Foundation
1501 South 11th Ave.
P.O. Box 172750
Bozeman, MT 59717

CURRENT LEASE OWNERS:

Hunt Oil Company
1900 North Akard Street
Dallas, Texas 75201

NM&O Operating Company
15 East 5th Street, Suite 3000
Tulsa, Oklahoma 74103

WHEREAS, Hunt Oil Company et al. are the present owners of an Oil, Gas and Mineral Lease dated May 1, 1979, from George B. Locer to E. Alex Phillips, as to certain lands and depths as

Amendment of Oil and Gas Lease continued ...

reflected by duly recorded assignments, said lease being recorded in Volume 87, Page 405, Oil and Gas Records, Rio Arriba County, New Mexico, covering the following described lands:

"West Half of Section 15 (W1/2 S15) Township 25 North, Range 2 West, Rio Arriba County, New Mexico; covering three hundred twenty (320) acres more or less."

(herein after collectively referred to as "the Lease"); and

3.

STATE: New Mexico

COUNTY: Rio Arriba

LESSOR: Fred M. Jost and wife, Edna Jost

LESSEE: E. Alex Phillips

LEASE DATE: September 15, 1979

LEASE RECORDING DATA: Volume 89, Page 221, Oil and Gas Records, Rio Arriba County, New Mexico

CURRENT MINERAL OWNER: Classical Gas & Oil LLC,
a Colorado Limited Liability Company
1499 Blake St., Suite 10C
Denver, Colorado 80202

CURRENT LEASE OWNER: Hunt Oil Company
1900 North Akard Street
Dallas, Texas 75201

WHEREAS, Hunt Oil Company is the present owner of an Oil, Gas and Mineral Lease dated September 15, 1979, from Fred M. Jost and wife, Edna Jost to E. Alex Phillips, as to certain lands and depths as reflected by duly recorded assignments, said lease being recorded in Volume 89, Page 221, Oil and Gas Records, Rio Arriba County, New Mexico, covering the following described lands:

"TOWNSHIP 25 NORTH, RANGE 2 WEST: West Half of Section 15 containing 320 acres more or less." (herein after collectively referred to as "the Lease"); and

4.

STATE: New Mexico

COUNTY: Rio Arriba

LESSOR: Angele Mouakad, Robert Mouakad and Lillian Habeeb

LESSEE: E. Alex Phillips

LEASE DATE: October 15, 1979

Amendment of Oil and Gas Lease continued ...

LEASE RECORDING DATA: Volume 89, Page 237, Oil and Gas Records, Rio Arriba County, New Mexico

CURRENT MINERAL OWNER: Lillian Habeeb
100 Marine Ave. Apt. 2E
Brooklyn, NY 11209

CURRENT LEASE OWNER: Hunt Oil Company
1900 North Akard Street
Dallas, Texas 75201

WHEREAS, Hunt Oil Company is the present owner of an Oil, Gas and Mineral Lease dated October 15, 1979, from Angele Mouakad et al. to E. Alex Phillips, as to certain lands and depths as reflected by duly recorded assignments, said lease being recorded in Volume 89, Page 237, Oil and Gas Records, Rio Arriba County, New Mexico, covering the following described lands:

"TOWNSHIP 25 NORTH, RANGE 2 WEST: West Half of Section 15 containing 320 acres more or less."

(herein after collectively referred to as "the Lease"); and

STATE: New Mexico

COUNTY: Rio Arriba

LESSOR: Robert Mouakad and wife, Alice Mouakad

LESSEE: E. Alex Phillips

LEASE DATE: October 15, 1979

LEASE RECORDING DATA: Volume 89, Page 239, Oil and Gas Records, Rio Arriba County, New Mexico

CURRENT MINERAL OWNER: Lillian Habeeb
100 Marine Ave. Apt. 2E
Brooklyn, NY 11209

CURRENT LEASE OWNER: Hunt Oil Company
1900 North Akard Street
Dallas, Texas 75201

WHEREAS, Hunt Oil Company is the present owner of an Oil, Gas and Mineral Lease dated October 15, 1979, from Robert Mouakad and wife, Alice Mouakad to E. Alex Phillips, as to certain lands and depths as reflected by duly recorded assignments, said lease being recorded in Volume 89, Page 239, Oil and Gas Records, Rio Arriba County, New Mexico, covering the following described lands:

Amendment of Oil and Gas Lease continued ...

"TOWNSHIP 25 NORTH, RANGE 2 WEST: West Half of Section 15 containing 320 acres more or less."

(herein after collectively referred to as "the Lease"); and

5.

STATE: New Mexico

COUNTY: Rio Arriba

LESSOR: James H. Gardner, Jr. and wife, Nona Gardner

LESSEE: E. Alex Phillips

LEASE DATE: February 1, 1980

LEASE RECORDING DATA: Volume 89, Page 251, Oil and Gas Records, Rio Arriba County, New Mexico

CURRENT MINERAL OWNER: Cindy A. Adams
11023 West Taylor Circle
Wichita, KS 67212

David Worsham and Maurine Worsham
Trustees of the David and Maurine Worsham Family Trust
11939 Oxford Creek Lane
Riverton, UT 84065

Richard Y. Worsham
Trustee of the Richard Y. Worsham Revocable Trust
7122 S. Sheridan Road, Suite 2-124
Tulsa, OK 74133

CURRENT ROYALTY OWNER: T. H. McElvain Oil & Gas LLLP
1050 17th Street, Suite 2500
Denver, Colorado 80265

CURRENT LEASE OWNERS: Hunt Oil Company
1900 North Akard Street
Dallas, Texas 75201

NM&O Operating Company
15 East 5th Street, Suite 3000
Tulsa, Oklahoma 74103

Amendment of Oil and Gas Lease continued ...

WHEREAS, Hunt Oil Company et al. are the present owners of an Oil, Gas and Mineral Lease dated February 1, 1980, from James H. Gardner, Jr. and wife, Nona Gardner to E. Alex Phillips, as to certain lands and depths as reflected by duly recorded assignments, said lease being recorded in Volume 89, Page 251, Oil and Gas Records, Rio Arriba County, New Mexico, covering the following described lands:

"TOWNSHIP 25 NORTH, RANGE 2 WEST: West Half of Section 15 containing 320 acres more or less."

(herein after collectively referred to as "the Lease"); and

6.

STATE: New Mexico

COUNTY: Rio Arriba

LESSOR: Martin Gardner and wife, Charlotte Gardner

LESSEE: E. Alex Phillips

LEASE DATE: February 1, 1980

LEASE RECORDING DATA: Volume 89, Page 253, Oil and Gas Records, Rio Arriba County, New Mexico

CURRENT MINERAL OWNER: Cindy A. Adams
11023 West Taylor Circle
Wichita, KS 67212

David Worsham and Maurine Worsham
Trustees of the David and Maurine Worsham Family Trust
11939 Oxford Creek Lane
Riverton, UT 84065

Richard Y. Worsham
Trustee of the Richard Y. Worsham Revocable Trust
7122 S. Sheridan Road, Suite 2-124
Tulsa, OK 74133

CURRENT ROYALTY OWNER: T. H. McElvain Oil & Gas LLLP
1050 17th Street, Suite 2500
Denver, Colorado 80265

CURRENT LEASE OWNERS: Hunt Oil Company
1900 North Akard Street
Dallas, Texas 75201

Amendment of Oil and Gas Lease continued ...

NM&O Operating Company
15 East 5th Street, Suite 3000
Tulsa, Oklahoma 74103

WHEREAS, Hunt Oil Company et al. are the present owners of an Oil, Gas and Mineral Lease dated February 1, 1980, from Martin Gardner and wife, Charlotte Gardner to E. Alex Phillips, as to certain lands and depths as reflected by duly recorded assignments, said lease being recorded in Volume 89, Page 253, Oil and Gas Records, Rio Arriba County, New Mexico, covering the following described lands:

"TOWNSHIP 25 NORTH, RANGE 2 WEST: West Half of Section 15 containing 320 acres more or less."

(herein after collectively referred to as "the Lease"); and

7.

STATE: q New Mexico

COUNTY: Rio Arriba

LESSOR: James B. Weaver and wife, Judith G. Weaver

LESSEE: E. Alex Phillips

LEASE DATE: February 1, 1980

LEASE RECORDING DATA: Volume 89, Page 255, Oil and Gas Records, Rio Arriba County, New Mexico

CURRENT MINERAL OWNER: Dorothy Elise Weaver
285 Riverside Dr. Apt. #13C
New York, NY 10025

CURRENT LEASE OWNERS: Hunt Oil Company
1900 North Akard Street
Dallas, Texas 75201

NM&O Operating Company
15 East 5th Street, Suite 3000
Tulsa, Oklahoma 74103

WHEREAS, Hunt Oil Company et al. are the present owners of an Oil, Gas and Mineral Lease dated February 1, 1980, from James B. Weaver and wife, Judith G. Weaver to E. Alex Phillips, as to certain lands and depths as reflected by duly recorded assignments, said lease being recorded in Volume 89, Page 255, Oil and Gas Records, Rio Arriba County, New Mexico, covering the following described lands:

"TOWNSHIP 25 NORTH, RANGE 2 WEST: West half of Section 15 containing 320 acres more or less."

Amendment of Oil and Gas Lease continued ...

(herein after collectively referred to as "the Lease"); and

8.

STATE: New Mexico

COUNTY: Rio Arriba

LESSOR: John B. Shaw and wife, Dorothy R. Shaw

LESSEE: E. Alex Phillips

LEASE DATE: August 15, 1980

LEASE RECORDING DATA: Volume 90, Page 734, Oil and Gas Records, Rio Arriba County, New Mexico

CURRENT MINERAL OWNER: Classical Gas & Oil LLC,
a Colorado Limited Liability Company
1499 Blake St., Suite 10C
Denver, Colorado 80202

CURRENT LEASE OWNER: Hunt Oil Company
1900 North Akard Street
Dallas, Texas 75201

WHEREAS, Hunt Oil Company is the present owner of an Oil, Gas and Mineral Lease dated August 15, 1980, from John B. Shaw and wife, Dorothy R. Shaw to E. Alex Phillips, as to certain lands and depths as reflected by duly recorded assignments, said lease being recorded in Volume 90, Page 734, Oil and Gas Records, Rio Arriba County, New Mexico, covering the following described lands:

"TOWNSHIP 25 NORTH, RANGE 2 WEST: West Half of Section 15 containing 320 acres more or less."

(herein after collectively referred to as "the Lease"); and

STATE: New Mexico

COUNTY: Rio Arriba

LESSOR: Annie Leota Jones

LESSEE: E. Alex Phillips

LEASE DATE: August 1, 1980

LEASE RECORDING DATA: Volume 90, Page 736, Oil and Gas Records, Rio Arriba County, New Mexico

Amendment of Oil and Gas Lease continued ...

CURRENT MINERAL OWNER: Animas Energy Group, LLC
621 17th Street, Suite 2300
Denver, Colorado 80293

CURRENT LEASE OWNERS: Hunt Oil Company
1900 North Akard Street
Dallas, Texas 75201

NM&O Operating Company
15 East 5th Street, Suite 3000
Tulsa, Oklahoma 74103

WHEREAS, Hunt Oil Company et al. are the present owners of an Oil, Gas and Mineral Lease dated August 1, 1980, from Annie Leota Jones to E. Alex Phillips, as to certain lands and depths as reflected by duly recorded assignments, said lease being recorded in Volume 90, Page 736, Oil and Gas Records, Rio Arriba County, New Mexico, covering the following described lands:

"TOWNSHIP 25 NORTH, RANGE 2 WEST: West Half of Section 15 containing 320 acres more or less."

(herein after collectively referred to as "the Lease"); and

9.

DATE: July 11, 2013

STATE: New Mexico

COUNTY: Rio Arriba

LESSOR: Mae Frances Branscum

LESSEE: E. Alex Phillips

LEASE DATE: August 15, 1980

LEASE RECORDING DATA: Volume 92, Page 666, Oil and Gas Records, Rio Arriba County, New Mexico

CURRENT MINERAL OWNERS: James F. Rosborough, Jr.
14429 Pettit Way
Potomac, Maryland 20854

Peggy Jean Colson Connors
1506 E. Orangegrove Ave.
Orange, California 92867

Ed Colson, III
2646 Marmol Ct.
Carlsbad, California 92009

Teresa Ann Colson Marks
6186 E. Camino Correr
Anaheim, California 92807

CURRENT LEASE OWNERS:

Hunt Oil Company
1900 North Akard Street
Dallas, Texas 75201

NM&O Operating Company
15 East 5th Street, Suite 3000
Tulsa, Oklahoma 74103

WHEREAS, Hunt Oil Company et al. are the present owners of an Oil, Gas and Mineral Lease dated August 15, 1980, from Mae Frances Branscum to E. Alex Phillips, as to certain lands and depths as reflected by duly recorded assignments, said lease being recorded in Volume 92, Page 666, Oil and Gas Records, Rio Arriba County, New Mexico, covering the following described lands:

"TOWNSHIP 25 NORTH, RANGE 2 WEST: West Half of Section 15 containing 320 acres more or less."

(herein after collectively referred to as "the Lease"); and

10.

STATE: New Mexico

COUNTY: Rio Arriba

LESSOR: Annie Mary White

LESSEE: E. Alex Phillips

LEASE DATE: August 1, 1981

LEASE RECORDING DATA: Volume 93, Page 818, Oil and Gas Records, Rio Arriba County, New Mexico

CURRENT MINERAL OWNERS:

Kathleen M. Schaefer
2639 Trevor Parkway
Pleasanton, California 94588

Mark J. Schaefer
P.O. Box 3596
Santa Rosa, California 95402

CURRENT LEASE OWNERS:

Hunt Oil Company
1900 North Akard Street
Dallas, Texas 75201

NM&O Operating Company
15 East 5th Street, Suite 3000
Tulsa, Oklahoma 74103

WHEREAS, Hunt Oil Company et al. are the present owners of an Oil, Gas and Mineral Lease dated August 1, 1981, from Annie Mary White to E. Alex Phillips, as to certain lands and depths as reflected by duly recorded assignments, said lease being recorded in Volume 93, Page 818, Oil and Gas Records, Rio Arriba County, New Mexico, covering the following described lands:

"TOWNSHIP 25 NORTH, RANGE 2 WEST: West Half of Section 15 containing 320 acres more or less."

(herein after collectively referred to as "the Lease"); and

11.

STATE: New Mexico

COUNTY: Rio Arriba

LESSOR: Ione S. Potter

LESSEE: E. Alex Phillips

LEASE DATE: June 2, 1982

LEASE RECORDING DATA: Volume 95, Page 551, Oil and Gas Records, Rio Arriba County, New Mexico

CURRENT MINERAL OWNERS: Huntington T. Walker and wife,
Carol N. Walker, as joint tenants
with rights of survivorship
2961 S. Fillmore Way
Denver, CO 80210

James B. Fullerton and wife,
Barbara A. Fullerton, as joint tenants
with rights of survivorship
621 17th St., #1040
Denver, CO 80293

CURRENT LEASE OWNERS: Hunt Oil Company
1900 North Akard Street
Dallas, Texas 75201

NM&O Operating Company
15 East 5th Street, Suite 3000
Tulsa, Oklahoma 74103

WHEREAS, Hunt Oil Company et al. are the present owners of an Oil, Gas and Mineral Lease dated June 2, 1982, from Ione S. Potter to E. Alex Phillips, as to certain lands and depths as reflected

Amendment of Oil and Gas Lease continued ...

by duly recorded assignments, said lease being recorded in Volume 95, Page 551, Oil and Gas Records, Rio Arriba County, New Mexico, covering the following described lands:

"TOWNSHIP 25 NORTH, RANGE 2 WEST: WEST HALF OF SECTION 15 CONTAINING 320 ACRES MORE OR LESS."

(herein after collectively referred to as "the Lease"); and

12.

STATE: New Mexico

COUNTY: Rio Arriba

LESSOR: Lillian Hoffman

LESSEE: E. Alex Phillips

LEASE DATE: May 12, 1982

LEASE RECORDING DATA: Volume 95, Page 664, Oil and Gas Records, Rio Arriba County, New Mexico

CURRENT MINERAL OWNERS: Huntington T. Walker and wife,
Carol N. Walker, as joint tenants
with rights of survivorship
2961 S. Fillmore Way
Denver, CO 80210

James B. Fullerton and wife,
Barbara A. Fullerton, as joint tenants
with rights of survivorship
621 17th St., #1040
Denver, CO 80293

CURRENT LEASE OWNER: Hunt Oil Company
1900 North Akard Street
Dallas, Texas 75201

WHEREAS, Hunt Oil Company is the present owner of an Oil, Gas and Mineral Lease dated May 12, 1982, from Lillian Hoffman to E. Alex Phillips, as to certain lands and depths as reflected by duly recorded assignments, said lease being recorded in Volume 95, Page 664, Oil and Gas Records, Rio Arriba County, New Mexico, covering the following described lands:

"TOWNSHIP 25 NORTH, RANGE 2 WEST: WEST HALF OF SECTION 15 CONTAINING 320 ACRES MORE OR LESS."

(herein after collectively referred to as "the Lease"); and

13.

STATE: New Mexico

COUNTY: Rio Arriba

LESSOR: Virginia E. Black

LESSEE: E. Alex Phillips

LEASE DATE: June 22, 1982

LEASE RECORDING DATA: Volume 95, Page 666, Oil and Gas Records, Rio Arriba County, New Mexico

CURRENT MINERAL OWNER: William G. Black
3813 E. 38th St.
Tulsa, OK 74135

CURRENT LEASE OWNERS: Hunt Oil Company
1900 North Akard Street
Dallas, Texas 75201

NM&O Operating Company
15 East 5th Street, Suite 3000
Tulsa, Oklahoma 74103

WHEREAS, Hunt Oil Company et al. are the present owners of an Oil, Gas and Mineral Lease dated June 22, 1982, from Virginia E. Black to E. Alex Phillips, as to certain lands and depths as reflected by duly recorded assignments, said lease being recorded in Volume 95, Page 666, Oil and Gas Records, Rio Arriba County, New Mexico, covering the following described lands:

"TOWNSHIP 25 NORTH, RANGE 2 WEST: WEST HALF OF SECTION 15, CONTAINING 320 ACRES MORE OR LESS."

(herein after collectively referred to as "the Lease"); and

14.

STATE: New Mexico

COUNTY: Rio Arriba

LESSOR: Crestone Energy Corporation

LESSEE: E. Alex Phillips

LEASE DATE: August 5, 1982

LEASE RECORDING DATA: Volume 96, Page 246, Oil and Gas Records, Rio Arriba County, New Mexico

CURRENT MINERAL OWNERS: Brooks J. Boedecker
1005 W Pine Ave.
Midland, TX 79705

Tri-Star Minerals
116 1st St. SW
Minot, North Dakota 58702

Ken Altschuld
P.O. Box 521
Franktown, Colorado 80116

CURRENT LEASE OWNERS: Hunt Oil Company
1900 North Akard Street
Dallas, Texas 75201

NM&O Operating Company
15 East 5th Street, Suite 3000
Tulsa, Oklahoma 74103

WHEREAS, Hunt Oil Company et al. are the present owners of an Oil and Gas Lease dated August 5, 1982, from Crestone Energy Corporation to E. Alex Phillips, as to certain lands and depths as reflected by duly recorded assignments, said lease being recorded in Volume 96, Page 246, Oil and Gas Records, Rio Arriba County, New Mexico, covering the following described lands:

"TOWNSHIP 25 NORTH, RANGE 2 WEST
Section 15: W 1/2."

(herein after collectively referred to as "the Lease"); and

15.

STATE: New Mexico

COUNTY: Rio Arriba

LESSOR: Milton Oil Corporation

LESSEE: E. Alex Phillips

LEASE DATE: July 28, 1982

LEASE RECORDING DATA: Volume 96, Page 343, Oil and Gas Records, Rio Arriba County, New Mexico

CURRENT MINERAL OWNERS: Huntington T. Walker and wife,
Carol N. Walker, as joint tenants
with rights of survivorship
2961 S. Fillmore Way
Denver, CO 80210

James B. Fullerton and wife,
Barbara A. Fullerton, as joint tenants
with rights of survivorship
621 17th St., #1040
Denver, CO 80293

CURRENT LEASE OWNERS: Hunt Oil Company
1900 North Akard Street
Dallas, Texas 75201

NM&O Operating Company
15 East 5th Street, Suite 3000
Tulsa, Oklahoma 74103

WHEREAS, Hunt Oil Company et al. are the present owners of an Oil, Gas and Mineral Lease dated July 28, 1982, from Milton Oil Corporation to E. Alex Phillips, as to certain lands and depths as reflected by duly recorded assignments, said lease being recorded in Volume 96, Page 343, Oil and Gas Records, Rio Arriba County, New Mexico, covering the following described lands:

"TOWNSHIP 25 NORTH, RANGE 2 WEST: WEST HALF OF SECTION 15 CONTAINING 320 ACRES MORE OR LESS."

(herein after collectively referred to as "the Lease"); and

16.

STATE: New Mexico

COUNTY: Rio Arriba

LESSOR: Charles A. Shear and wife, Patricia L. Shear

LESSEE: E. Alex Phillips

LEASE DATE: June 30, 1982

LEASE RECORDING DATA: Volume 96, Page 67, Oil and Gas Records, Rio Arriba County, New Mexico

CURRENT MINERAL OWNER: Shear, Inc.
P.O. Box 2665
Grand Junction, Colorado 81502

Amendment of Oil and Gas Lease continued ...

CURRENT LEASE OWNERS: Hunt Oil Company
1900 North Akard Street
Dallas, Texas 75201

NM&O Operating Company
15 East 5th Street, Suite 3000
Tulsa, Oklahoma 74103

WHEREAS, Hunt Oil Company et al. are the present owners of an Oil and Gas Lease dated June 30, 1982, from Charles A. Shear and wife, Patricia L. Shear to E. Alex Phillips, as to certain lands and depths as reflected by duly recorded assignments, said lease being recorded in Volume 96, Page 67, Oil and Gas Records, Rio Arriba County, New Mexico, covering the following described lands:

"TOWNSHIP 25 NORTH, RANGE 2 WEST
Section 15: W 1/2."

(herein after collectively referred to as "the Lease"); and

17.

STATE: New Mexico

COUNTY: Rio Arriba

LESSOR: Albert J. Blair, Jr. and wife, Ruth Anne Blair

LESSEE: E. Alex Phillips

LEASE DATE: October 11, 1982

LEASE RECORDING DATA: Volume 100, Page 327, Oil and Gas Records, Rio Arriba County, New Mexico

CURRENT MINERAL OWNER: Rose Minerals, LLC
P.O. Box 12323
Las Vegas, Nevada 89112

CURRENT LEASE OWNER: Hunt Oil Company
1900 North Akard Street
Dallas, Texas 75201

WHEREAS, Hunt Oil Company is the present owner of an Oil, Gas and Mineral Lease dated October 11, 1982, from Albert J. Blair, Jr. and wife, Ruth Anne Blair to E. Alex Phillips, as to certain lands and depths as reflected by duly recorded assignments, said lease being recorded in Volume 100, Page 327, Oil and Gas Records, Rio Arriba County, New Mexico, covering the following described lands:

"Township 25 North, Range 2 West: West Half (W 1/2) of Section 15, containing 320 acres, more or less."

(herein after collectively referred to as "the Lease"); and

18.

STATE: New Mexico

COUNTY: Rio Arriba

LESSOR: Augustus P. Loring and wife, Elisabeth B. Loring

LESSEE: E. Alex Phillips

LEASE DATE: October 15, 1979

LEASE RECORDING DATA: Volume 89, Page 233, Oil and Gas Records, Rio Arriba County, New Mexico

CURRENT MINERAL OWNER: Jonathan B. Loring and Ellen G. Loring, Trustees
of the EBL Oil and Gas Nominee Trust
230 Congress St.,
Boston, MA 02110

CURRENT LEASE OWNERS: Hunt Oil Company
1900 North Akard Street
Dallas, Texas 75201

NM&O Operating Company
15 East 5th Street, Suite 3000
Tulsa, Oklahoma 74103

WHEREAS, Hunt Oil Company et al. are the present owners of an Oil, Gas and Mineral Lease dated October 15, 1979, from Augustus P. Loring and wife, Elisabeth B. Loring to E. Alex Phillips, as to certain lands and depths as reflected by duly recorded assignments, said lease being recorded in Volume 89, Page 233, Oil and Gas Records, Rio Arriba County, New Mexico, covering the following described lands:

"TOWNSHIP 25 NORTH, RANGE 2 WEST: West Half of Section 15 containing 320 acres more or less."

(herein after collectively referred to as "the Lease"); and

19.

STATE: New Mexico

COUNTY: Rio Arriba

LESSOR: Hermine F. Luria, Trustee of the Trust under the Will of Herbert B. Luria

LESSEE: E. Alex Phillips

LEASE DATE: August 6, 1982

Amendment of Oil and Gas Lease continued ...

LEASE RECORDING DATA: Volume 96, Page 555, Oil and Gas Records, Rio Arriba County, New Mexico

CURRENT MINERAL OWNER: Hermine and Mortimer Luria, Trustees of the Trust under the Will of Herbert B. Luria
C/O: David J Kaufman Esq.
1650 Arch St.
Philadelphia, PA 19103

CURRENT LEASE OWNERS: Hunt Oil Company
1900 North Akard Street
Dallas, Texas 75201

NM&O Operating Company
15 East 5th Street, Suite 3000
Tulsa, Oklahoma 74103

WHEREAS, Hunt Oil Company et al. are the present owners of an Oil, Gas and Mineral Lease dated August 6, 1982, from Hermine F. Luria, Trustee of the Trust under the Will of Herbert B. Luria to E. Alex Phillips, as to certain lands and depths as reflected by duly recorded assignments, said lease being recorded in Volume 96, Page 555, Oil and Gas Records, Rio Arriba County, New Mexico, covering the following described lands:

"TOWNSHIP 25 NORTH, RANGE 2 WEST: WEST HALF OF SECTION 15 CONTAINING 320 ACRES, MORE OR LESS."

(herein after collectively referred to as "the Lease"); and

WHEREAS, the undersigned are the successors in interest to the Lessor and Lessee; and

WHEREAS, it is the desire of the undersigned parties to amend Paragraph 5 of the Lease to allow for pooling for a horizontal well;

NOW, THEREFORE, the undersigned parties do hereby amend the Lease by adding the following to the end of the Lease as Paragraph 12:

"12. Provided, however, notwithstanding anything above in Paragraph 5 to the contrary, the Lessee and all lease owners of record, are specifically authorized to form pooled units for Horizontal Wells for Oil and/or Gas not to exceed 1,280 acres, which shall be of a shape of Lessee's choosing, but which shall encompass the entire length of the lateral drilled, and be in compliance with the rules and regulations of the New Mexico Oil Conservation Division or any other lawful authority."

Other than the addition stated above, the Lease shall remain unaltered, including the remaining portion of Paragraph 5 which is not amended hereby, and the Lease is hereby ratified by the undersigned as a fully valid lease in current force and effect, and for the consideration provided, the undersigned grants, leases and lets to Hunt Oil Company and the other lease owners of record the lands covered by the Lease for the term provided in the Lease, and as amended by this instrument.

Amendment of Oil and Gas Lease continued ...

This Amendment shall extend to and be binding on the heirs, executors, administrators, successors and assigns of the parties to this Amendment.

This instrument may be executed in counterparts, each of which as so executed shall be given the effect of the execution of the original instrument. Failure of any party hereto to execute this instrument or a counterpart thereof shall not render it ineffective as to any party hereto who does execute it or a counterpart thereof, but shall be binding upon each executing party and its successors and assigns. If counterparts of this instrument are executed, the signatures and acknowledgments of the parties, as affixed hereto, may be combined in, and treated and given effect for all purposes as a single instrument.

CURRENT LEASE OWNERS:

Hunt Oil Company

By: _____

Printed Name: Bill Phillips

Title: Land Manager

ACKNOWLEDGMENTS

State of Texas \$
County of Dallas \$

This instrument was acknowledged before me on this the _____ day of October, 2013, by Bill Phillips (Name), Land Manager (Title) of Hunt Oil Company, on behalf of said company.

Notary Public, State of Texas

My Commission Expires: _____

Mineral / Royalty / Lease Owners	Address Provided	Status
Anne W. Verch and Otto F. Verch, Co-Trustees of the Verch Family Revocable Trust	Co-Trustees of the Verch Family Revocable Trust 2116 Canal Pointe Little Rock, AR 72202	Received / To be recorded
Barbara Zarou	221 Storer Ave. New Rochelle, NY 10801	Received / To be recorded
Beanna G. Lane a/k/a Beanna G. Nelson	320 S. Boston, Suite 1025 Tulsa, OK 74135	Address Unknown / No Response / Returned to Sender
Clark and Oatman, Ltd.	P.O. Box 310 Bastrop, TX 78602	Received / To be recorded
Classical Gas & Oil, LLC	1499 Lake St. Suite 10C Denver, CO 80202	Received / To be recorded
Cyprus Mines Corporation	1 North Central Ave. Phoenix, AZ 85004	Received / To be recorded
Ed Colson III	2646 Marmol Ct. Carlsbad, CA 92009	Received / To be recorded
Elledge Oil & Gas, LLC	P.O. Box 111 Farmington, NM 87499	Received / To be recorded
Estate of Edna Corrin Cooper	Address Unknown	Address Unknown / No Response / Returned to Sender
Estate of Fraser R. MacVicar	65 Tangier Dr. Sound Beach, NY 11789	Address Unknown / No Response / Returned to Sender
Estate of Hazel F. Schmedes	Address Unknown	Address Unknown / No Response / Returned to Sender
Estate of Herbert B. Luria	Address Unknown	Address Unknown / No Response / Returned to Sender
Estate of Katherine V. Winter Marie Winter	627 E. 2nd St. 2 Boston, MA 02127	Address Unknown / No Response / Returned to Sender
Estate of Laverne F. Rode	Address Unknown	Address Unknown / No Response / Returned to Sender
Estate of Sophie Spellman	185 E. 85th Street New York, NY 10028	Address Unknown / No Response / Returned to Sender
Estate of Theodora Mourry	Address Unknown	Address Unknown / No Response / Returned to Sender
Estelle Cooper Cory	2605 Rolling Plains Ct. Cedar Park, TX 78613	Received / To be recorded
F.P. Schonwald Co.	9434 Cedar Lake Ave. Oklahoma City, OK 73114	Address Unknown / No Response / Returned to Sender
George Zarou Jr.	250 Sandalwood Dr. Staten Island, NY 10801	Address Unknown / No Response / Returned to Sender
Harold W. Cooper	Address Unknown	Address Unknown / No Response / Returned to Sender
Honeyhole, LLC	7318-B South Yales Tulsa, OK 74137	Received / To be recorded
Horace N. Gibson, Jr.	7089 24th St. N. 110 St. Paul, MN 55128	Address Unknown / No Response / Returned to Sender
Hunt Oil Company	1900 N. Akard St. Dallas, TX 75201	Received / To be recorded

Mineral / Royalty / Lease Owners	Address Provided	Status
Huntington T. Walker and wife, Carol N. Walker	2961 S. Fillmore Way Denver, CO 80210	Received / To be recorded
Ibex Partnership	P.O. Box 911 Breckenridge, TX 76424	Received / To be recorded
Jake R. Schwartz	4013 Westchester Dr. Waco, TX 76710	Address Unknown / No Response / Returned to Sender
James B. Fullerton and wife, Barbara A. Fullerton	621 17th St., #1040 Denver, CO 80239	Received / To be recorded
James F. Rosborough, Jr.	14429 Petit Way Potomac, MD 20854	Address Unknown / No Response / Returned to Sender
James Whitmore Truesdell Survived by Eileen Truesdell	608 SW 8th St. Ft. Lauderdale, FL 33315	Address Unknown / No Response / Returned to Sender
Joan Sanger	3600 Macarthur Dr. Waco, TX 76708	Received / To be recorded
Johansen Energy Partnership	P.O. Box 1773 Whitefish, MT 59437	Address Unknown / No Response / Returned to Sender
Jonathan B. Loring and Ellen G. Loring Trustees of the EBL Oil and Gas Trust	230 Congress St. Attn: Peter B. Loring Boston, MA 02110	Address Unknown / No Response / Returned to Sender
Kathleen M. Schaefer	2639 Trevor Parkway Pleasanton, CA 94588	Received / To be recorded
L. Clark Hawkins	20743 Fawnbrook Ct. Katy, TX 77450	Received / To be recorded
L.W. Wickes Agent Corporation	924 Westwood Blvd., Suite 1000 Los Angeles, CA 90024	Received / To be recorded
Lillian Habeeb	100 Marine Ave., Apt. 2E Brooklyn, NY 11209	Received / To be recorded
Louis Roddy Sanger	5454 Edinburgh Dr. Waco, TX 76710	Received / To be recorded
M.A.P. Inc.	P.O. Box 1885 La Jolla, CA 92037	Received / To be recorded
M.S. Brooks Jr.	4013 Westchester Dr. Waco, TX 76710	Address Unknown / No Response / Returned to Sender
Marcelle Stratton	66 Summit Drive Manhasset, NY 11030	Address Unknown / No Response / Returned to Sender
Mark Joseph Schaefer	P.O. Box 3596 Santa Rosa, CA 95402	Address Unknown / No Response / Returned to Sender
Michael George Zarou	2017 Valence St. New Orleans, LA 70115	Received / To be recorded
Myrtle Braun	102 East 22nd St. Tulsa, OK 74114	Address Unknown / No Response / Returned to Sender
Nancy C. Phillips Trustee of the E. Alex Phillips Trust	1721 E. 30th Place Tulsa OK 74114	Received / To be recorded
NM&O Operating Co.	15 East 5th Street, Suite 300 Tulsa, OK 74103	Received / To be recorded

Mineral / Royalty / Lease Owners	Address Provided	Status
NM&O Operating Co.	15 East 5th Street, Suite 300 Tulsa, OK 74152	Received / To be recorded
NOSECO Corporation	7400 Lakeside Dr. Reno, NV 89511	Address Unkown / No Response / Returned to Sender
Patricia C. Greene	P.O. Box 1151 Haiku, HI 96708	Received / To be recorded
Patricia Ruth Wilbur a/k/a Patricia G. Wilbur Personal Representative, Christine W. Race	23 Sylvan St. Groton, CT 06340	Received / To be recorded
Peggy Jean Colson Connors	1506 E. Orangegrove Ave. Orange, CA 92867	Received / To be recorded
Petco Limited	P.O. Box 911 Breckenridge, TX 76424	Received / To be recorded
Peter C. Neumann Trustee of the Neumann Family Trust	136 Ridge Road Reno, NV 89501	Address Unkown / No Response / Returned to Sender
Peter C. Neumann and wife, Renate Neumann	136 Ridge Road Reno, NV 89501	Address Unkown / No Response / Returned to Sender
Philip Asher Sanger	4299 San Felipe St., Suite 300 Houston, TX 77027	Address Unkown / No Response / Returned to Sender
Rachelle S.E. Winterbourne	P.O. Box 369 Stinson Beach, CA 94970	Received / To be recorded
Robert E. Erickson and Diane O. Erickson, Trustees of the Robert E. Erickson and/or Diane O. Erickson Revocable Living Trust dated 11/25/06	1405 Rose Hill Road Pulaski, TN 38478	Received / To be recorded
Robert E. Levy	Address Unknown	Address Unkown / No Response / Returned to Sender
Stephanie Zarou	712 Jena St. New Orleans, LA 70115	Received / To be recorded
Susan B. Cooper	P.O. Box 4172 Walnut Creek, CA 94596	Received / To be recorded
Teresa Ann Colson Marks	14622 Holt Ave. Tustin, CA 92780	Received / To be recorded
The Ames Company E.L. Ames, Jr.	19240 Redland Road San Antonio, TX 78259	Address Unkown / No Response / Returned to Sender
The Ames Company George J. Ames	19240 Redland Road San Antonio, TX 78259	Address Unkown / No Response / Returned to Sender
Thomas F. & Emily P. Wolfe Revocable Trust	145 Skyline Dr. Bernice, OK 74331	Received / To be recorded
Todd Colombo	HCR 74 Box 40 Lindrieth, NM 87029	Received / To be recorded
William G. Black	3813 E. 38th Street Tulsa, OK 74135	Received / To be recorded

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Mineral / Royalty / Lease Owners	Address Provided	Status
William Roberts	HC 74 BOX 38 Lindrith, NM 87029	Received / To be recorded
Williams Production (WPX)	P.O. Box 3102 Tulsa, OK 74101	Received / To be recorded

Mineral / Royalty / Lease Owners	Address mailed to	Status
(Ellen G. Loring) - Jonathan B. Loring and Ellen G. Loring, Trustees of the EBL Oil and Gas Trust	230 Congress St. Boston, MA 02110	Received / To be recorded
(Jonathan B. Loring) - Jonathan B. Loring and Ellen G. Loring, Trustees of the EBL Oil and Gas Trust	230 Congress St. Boston, MA 02110	Received / To be recorded
Animas Energy Group, LLC	621 17th St. Suite 2300 Denver, CO 80293	Received / To be recorded
Brooks J. Bocdecker	1005 W. Pine Ave. Midland TX 79705	Received / To be recorded
Cindy A. Adams	11023 West Taylor Circle Wichita, KS 67212	Received / To be recorded
Classical Gas & Oil LLC, a Colorado LLC	1499 Blake St., Suite 10C Denver, CO 80202	Received / To be recorded
Daniel J. Tone	2915 Solari Reno, NV 89509	Received / To be recorded
Dorothy Elise Weaver	285 Riverside Dr. Apt #13C New York, NY 10025	Received / To be recorded
Gertrude A. Madden	2216 East 23rd Avenue Denver, CO 80205	Received / To be recorded
Heirs / Devisees of Dorothy L. Tone (Montana State University Foundation)	1501 South 11th Avenue P.O. Box 172750 Bozeman, MT 59717-2750	Received / To be recorded
Hermine F. Luria, Trustee of the Trust under the Will of Herbert B. Luria	Address Unknown	Address Unknown / No Response / Returned to Sender
Hunt Oil Co.	1900 North Akard Street Dallas, TX 74103	Received / To be recorded
Huntington T. Walker and wife, Carol N. Walker, JT w/ ROS	2961 S Fillmore Way Denver, CO 80210-6743	Received / To be recorded
James B. Fullerton and wife, Barbara A. Fullerton, as JT w/ ROS	621 17th St., #1040 Denver, Co. 80293	Received / To be recorded
John Ross Madden	3343 West 35th Avenue Denver, CO 82011	Received / To be recorded
Kathleen M. Schaefer	2639 Trevor Parkway Pleasanton, CA 94588	Received / To be recorded
Kathleen Madden Berkemeyer	337 Chatelaine Court Willowbrook, IL 60514	Received / To be recorded
Ken Altschuld	5870 Granite Way Castle Rock CO 80108	Received / To be recorded
Lillian Habeeb	100 Marine Ave. Apt 2E Brooklyn NY, 11209	Received / To be recorded
Mark J. Schaefer	P.O. Box 3596 Santa Rosa, CA 95402	Address Unknown / No Response / Returned to Sender
Mary Ann Madden	2216 East 23rd Avenue Denver, CO 80205	Received / To be recorded

Hunt Oil Company /
Anschutz
Pooling Amendments
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Mineral / Royalty / Lease Owners	Address mailed to	Status
NM&O Operating	320 S. Boston, Ste. 2000, Tulsa, OK 74103	Received / To be recorded
Patrick Joseph Madden	8186 West 81st Dr. Arvada, CO 80005	Received / To be recorded
Richard Y. Worsham Revocable Trust	7122 S. Sheridan Road, Suite 2-124 Tulsa OK 74133	Received / To be recorded
Rose Minerals, LLC	Albert J. Blair, Jr. 3030 Mirado Court Las Vegas, NV 89121	Received / To be recorded
Shear, Inc.	330 Grand Ave. St. B Grand Junction CO 81501	Received / To be recorded
T.H. McElvain Oil & Gas LLP	1050 17th St., Suite 2500 Denver, CO 80265	Received / To be recorded
T.H. McElvain Oil & Gas LLP	1050 17th St., Suite 2500 Denver, CO 80265	Address Unknown / No Response / Returned to Sender
Tri-Star Minerals	116 1st St. SW Minot, ND 58701	Received / To be recorded