

**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**

Form C-145  
August 1, 2011

Permit 162686

## Change of Operator

### Previous Operator Information

OGRID: 247128  
Name: CELERO ENERGY II, LP  
Address: 400 West Illinois  
Suite 1601  
City, State, Zip: Midland, TX 79701

### New Operator Information

Effective Date: Effective on the date of approval by the OCD  
OGRID: 295770  
Name: RESOLUTE NATURAL RESOURCES CO.,  
LLC  
Address: 1675 Broadway, Suite 1950  
City, State, Zip: Denver, CO 80202

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, RESOLUTE NATURAL RESOURCES CO., 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.

RESOLUTE NATURAL RESOURCES CO., 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.

Approval rescinded until BLM operator  
change approval.  
Resubmital will be required from NMOCD  
approval.

<https://wwwapps.emnrd.>

OCD/Permitting/Report/C104A/C104A... 2/21/2013

DEC 04 2013

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: *Bruce Woodard*Printed  
Name: Bruce WoodardTitle: VP OperationsDate: 3/5/13Phone: (432) 686-1883X-112**New Operator**Signature: *Douglas Dietrich*Printed  
Name: DOUGLAS DIETRICHTitle: PERMIAN BASIN BUSINESS UNIT  
MANAGERDate: 3/5/13Phone: (432) 210-6190**NMOCD Approval**Electronic Signature: Paul Kautz, District 1Date: March 21, 2013