

State of Colorado Oil and Gas Conservation Commission

1120 Lincoln Street, Suite 801, Denver, Colorado 80203 Phone: (303) 894-2100 Fax: (303) 894-2109



OGCC RECEPTION

Receive Date:

10/15/2014

Document Number:

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CERTIFICATION OF CLEARANCE AND/OR CHANGE OF OPERATOR

This form is to be used for Certification of Clearance to transport product off lease. A Form 10 shall be filed for a well within 30 days of first production or a change of transporter/gatherer. A Form 10 shall be filed within 15 days of a change or transfer of ownership of a well, location, pit or facility. Documentation for ratification of sale or transfer of ownership must be attached for Change of Operator. It is the Operator's responsibility to mail approved copies to the Transporter and/or Gatherer for each well listed. This form is not used for well name or well status changes. For more information, visit www.http://cogcc.state.co.us

OGCC Operator Number: 10261 Contact Person: Donald Barbula
Company Name: BAYSWATER EXPLORATION AND PRODUCTION LLC Phone: (303) 893.2503
Address: 730 17TH ST STE 610 Fax: (303) 893.2508
City: DENVER State: CO Zip: 80202 Email: DBarbula@Bayswater.us

Operator Bond Status: [X] Blanket Surety ID: 2013-0028 Individual Surety ID: see listing by individual well

[] New Well Cert of Clearance [X] Change of Operator [] Add/Change Transporter or Gatherer

Effective Date of Change Below 10/15/2014 Form is being submitted by: Seller

Non-Submitting Operator Information:

OGCC Number of NON-Submitting 10459 Name of NON-Submitting EXTRACTION OIL & GAS LLC
NON-submitting Operator is Buyer Contact Name Matt Owens Title: President
NON-submitting Operator Contact Email: MOWens@Extractionog.com

Add/Change Transporter or Gatherer

[X] Add [] Delete Product: [] Oil [X] Gas
OGCC Transporter No: 4680 Suffix:
Trans./Gatherer Name: DCP MIDSTREAM LP
Address: 370 17TH STREET - SUITE 2500 City: DENVER State: CO Zip: 80202
Phone: () Email Contact:

[X] Add [] Delete Product: [X] Oil [] Gas
OGCC Transporter No: 10478 Suffix:
Trans./Gatherer Name: DEVLAR ENERGY MARKETING LLC
Address: 384 INVERNESS PKWY #150 City: ENGLEWOOD State: CO Zip: 80134
Phone: () Email Contact:

[X] Add [] Delete Product: [X] Oil [] Gas
OGCC Transporter No: 86033 Suffix:
Trans./Gatherer Name: ENTERPRISE CRUDE OIL LLC
Address: 210 PARK AVE STE 1500 City: OKLAHOMA CITY State: OK Zip: 73102
Phone: () Email Contact:

[X] Add [] Delete Product: [X] Oil [] Gas
OGCC Transporter No: 83720 Suffix:
Trans./Gatherer Name: SUNCOR ENERGY (USA) INC
Address: 103 FOULK RD STE 202 City: WILMINGTON State: DE Zip: 19803
Phone: () Email Contact:

Add DeleteProduct: Oil GasOGCC Transporter No: 200198 Suffix: _____Trans./Gatherer Name: SUNOCO PARTNERS MARKETING & TERMINALS LPAddress: ONE FLOUR DANIEL DR City: SUGAR LAND State: TX Zip: 77478

Phone: () Email Contact: _____

Remark: _____

I hereby certify that the statements made in this form are, to the best of my knowledge, true, correct and complete. The transporter(s)/gatherer(s) is (are) authorized to transport the oil and/or gas produced from the listed well(s) and that this authorization will be valid until further notice to the transporter named herein or until cancelled by the Colorado Oil and Gas Conservation Commission.

SUBMITTED BY:

Signed: _____

Print Name: Donald W. BarbulaTitle: Sr. V. P. of OperationsEmail: DBarbula@Bayswater.usDate: 10/15/2014**CHANGE OF OPERATOR:**

Name of Buying Operator:

Name of Selling Operator:

EXTRACTION OIL & GAS LLCBAYSWATER EXPLORATION AND PRODUCTION LLCSignature: _____ Date: 10/15/2014Signature: _____ Date: 10/15/2014Print Name: Matt Owens Title: PresidentPrint Name: Donald W. Barbula Title: Sr. V. P. of OperationsCOGCC Approved: Title: Director of COGCCDate: 11/13/2014

**State of Colorado
Oil and Gas Conservation Commission**

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FOR OGCC USE ONLY

CHANGE OF TRANSPORTER/GATHERER and/or CHANGE OF OPERATOR

OGCC Operator Number: 10261

Name of Operator: BAYSWATER EXPLORATION AND PRODUCTION LLC

CENTRALIZED EP WASTE MGMT FAC: 0	GAS STORAGE FACILITY: 0	SERVICE SITE: 0	UIC SIMULTANEOUS DISPOSAL: 0
GAS COMPRESSOR: 0	LOCATION: 0	TANK BATTERY: 11	UIC WATER TRANSFER STATION: 0
GAS GATHERING SYSTEM: 0	PIPELINE: 0	UIC DISPOSAL: 0	WATER GATHERING SYSTEM LINE: 0
GAS PROCESSING PLANT: 0	PIT: 0	UIC ENHANCED RECOVERY: 0	WELL: 31

Total Approved: 42 Total out of Total Total Submitted: 42 are listed below:

#	TYPE	API	FAC ID	Loc#	Facility		Location (QQ/S/T/R)	Surety ID	Transporter / Gatherer
					Name	Number			
1	WELL	123-37695	433585	433645	Blehm	16-19	NESE/19/7N/67W		
3	WELL	123-37693	433583	433645	Blehm	9-19	NESE/19/7N/67W		
4	WELL	123-36732	431687	431721	Bower	15-3	NESE/3/6N/67W		4680
	WELL		431687	431721					86033
5	WELL	123-36735	431691	431721	Bower	10-3	NESE/3/6N/67W		4680
	WELL		431691	431721					86033
7	WELL	123-37607	433395	433397	Heckman	16-20	NENE/29/7N/67W		
8	WELL	123-37610	433399	433397	Heckman	9-20	NENE/29/7N/67W		
9	WELL	123-37609	433398	433397	Winter	1-29	NENE/29/7N/67W		
10	WELL	123-37608	433396	433397	Winter	8-29	NENE/29/7N/67W		83720
12	WELL	123-34762	426700	426703	Hergert	1-35	NENE/35/7N/67W		4680
	WELL		426700	426703					200198
13	WELL	123-34766	426716	426721	Hergert	17-35	NENE/35/7N/67W		4680
	WELL		426716	426721					200198
14	TANK BATTERY	123-	426723	426723	Hergert	1-35 Facility	NENE/35/7N/67W		
18	TANK BATTERY		434056	434056	Hirsch Pad	24-G	SESW/24/7N/67W		
23	TANK BATTERY		429097	429097	LAKE	4-27	SESW/22/7N/67W		
28	TANK BATTERY		433341	433341	MSH Farms	15-P Pad	SWSW/15/7N/67		
36	TANK BATTERY		426759	426759	Schlotthauer	4-26	SWSW/23/7N/67		
39	TANK BATTERY		434253	434253	Staley Pad	7-J	NESW/7/6N/67W		
42	TANK BATTERY		434454	434454	Windsor LV Pad		NENE/14/6N/67W		
45	TANK BATTERY		433397	433397	Winter	29-D Pad	NENE/29/7N/67W		
46	TANK BATTERY		433374	431721	Bower	15-3	NESE/3/6N/67W		
15	WELL	123-34770	426733	426734	Hergert	8-35	SENE/35/7N/67W		4680
	WELL		426733	426734					200198
16	WELL	123-37923	434065	434056	Hirsch	17-24	SESW/24/7N/67W		
17	WELL	123-37932	434080	434056	Hirsch	6-24	SESW/24/7N/67W		
19	WELL	123-35686	429098	429097	LAKE	3-27	SESW/22/7N/67W		4680
	WELL		429098	429097					200198
20	WELL	123-35687	429099	429097	LAKE	4-27	SESW/22/7N/67W		4680
	WELL		429099	429097					200198
21	WELL	123-35688	429100	429097	RANCHERO	13-22	SESW/22/7N/67W		4680
	WELL		429100	429097					200198
22	WELL	123-35689	429101	429097	RANCHERO	14-22	SESW/22/7N/67W		4680
	WELL		429101	429097					200198
24	WELL	123-37591	433343	433341	MSH Farms	12-15	SWSW/15/7N/67		4680

24	WELL	123-37591	433343	433341	MSH Farms	12-15	SWSW/15/7N/67		83720
25	WELL	123-37590	433342	433341	MSH Farms	13-15	SWSW/15/7N/67		
26	WELL	123-39655	437728	433341	MSH Farms	34-15	SWSW/15/7N/67		
27	WELL	123-39684	437774	433341	Gilbert	17-22	SWSW/15/7N/67		
29	WELL	069-06452	431306	431077	River Bluffs	10-13	SWNE/13/6N/68W		4680
	WELL		431306	431077					86033
30	WELL	069-06451	431078	431077	River Bluffs	18-13	SWNE/13/6N/68W		4680
	WELL		431078	431077					86033
31	TANK BATTERY	069-	433371	431077	River Bluffs Multi Well	18-13	SWNE/13/6N/68W		
32	WELL	123-34774	426754	426759	Schlotthauer	13-23	SWSW/23/7N/67		4680
	WELL		426754	426759					200198
33	WELL	123-34777	426761	426759	Schlotthauer	14-23	SWSW/23/7N/67		4680
	WELL		426761	426759					200198
34	WELL	123-34775	426756	426759	Schlotthauer	3-26	SWSW/23/7N/67		4680
	WELL		426756	426759					200198
35	WELL	123-34776	426760	426759	Schlotthauer	4-26	SWSW/23/7N/67		4680
	WELL		426760	426759					200198
37	WELL	123-38261	434571	434253	Staley	10-7	NESW/7/6N/67W		
38	WELL	123-38056	434252	434253	Staley	25-7	NESW/7/6N/67W		4680
	WELL		434252	434253					200198
40	WELL	123-38174	434448	434454	Windsor LV	17-14	NENE/14/6N/67W		
41	WELL	123-38178	434452	434454	Windsor LV	21-14	NENE/14/6N/67W		4680
	WELL		434452	434454					10478
43	TANK BATTERY	123-37747	433645	433645	Blehm	19-L Pad	NESE/19/7N/67W		

Total Deleted: 0 Total out of Total Total Submitted: 42 are listed below:

#	TYPE	API	FAC ID	Loc#	Facility		Location (QQ/S/T/R)	Surety ID	Transporter / Gatherer
					Name	Number			

Total Pending: 0 Total out of Total Total Submitted: 42 are listed below:

#	TYPE	API	FAC ID	Loc#	Facility		Location (QQ/S/T/R)	Surety ID	Transporter / Gatherer
					Name	Number			