



west virginia department of environmental protection

Oil and Gas Conservation Commission
601 57th Street SE, Charleston, WV 25304
304-926-0499 Ext 1274

Barry K. Lay, Chairman
dep.wv.gov

**BEFORE THE OIL AND GAS CONSERVATION COMMISSION
OF THE STATE OF WEST VIRGINIA**

IN THE MATTER OF THE REQUEST BY AMERICAN
PETROLEUM PARTNERS OPERATING, LLC FOR AN
ORDER FROM THE COMMISSION ESTABLISHING A
DRILLING UNIT AND POOLING OF UNLEASED
TRACTS AND INTERESTS OF OIL AND GAS
OWNERS AND OPERATORS WHO HAVE NOT
ENTERED INTO VOLUNTARY AGREEMENTS
ALLOWING FOR THE DEVELOPMENT AND
OPERATION OF THE WINTERFELL-9UH DRILLING
UNIT CONSISTING OF 278.93 ACRES, AND FOR
EXCEPTION TO RULE 39CSR1.4.2 FOR THE
PROPOSED WELL WINTERFELL-9UH TO BE
LOCATED IN WEBSTER DISTRICT, MARSHALL
COUNTY, WEST VIRGINIA

DOCKET NO. 271-263
ORDER NO. 1

REPORT OF THE COMMISSION

On February 21, 2019, American Petroleum Partners Operating, LLC (“APP”) appeared by counsel, Elizabeth B. Elmore, of Jackson Kelly PLLC, before the West Virginia Oil and Gas Conservation Commission (the “Commission”) upon APP’s application for an Order to establish a 278.93 acre drilling unit to be known as the Winterfell Southwest Unit, and pool unleased interests with respect to the well identified as the Winterfell-9UH Well, and for a location spacing exception for such well.

Upon presentation of evidence, and based upon testimony and exhibits, the Commission hereby forms a 278.93 acre drilling unit, grants a variance from Commission requirements, and grants deep well approval for the Winterfell-9UH Well. More specifically, the Commission

formed a unit with respect to the Winterfell Southwest Well pursuant to West Virginia Code §22C-9-7 and approves an exception to W.Va. C.S.R. §39-1-4.2, which states in relevant part that “each deep well drilled shall not be less than 3,000 feet from a permitted deep well location....” The spacing variance granted hereby permits the Winterfell-9UH Well to be drilled within three thousand feet of other deep wells. The Commission authorizes APP to intentionally deviate and drill the Winterfell-9UH Well with a lateral approximately as shown on the plat of said well filed as part of the hearing. The Commission also ordered that the transcript for Docket No. 271, Cause No. 256, be appended to the transcript for this proceeding.

The Commission received and admitted evidence in the form of exhibits and the testimony of three witnesses. Mr. Lee Hebert, District Landman for APP, provided testimony about the proposed unit. The Winterfell Southwest Unit includes 278.93 acres, and one proposed lateral, being the Winterfell-9UH Well. Mr. Hebert testified that APP performed a diligent search of the records to determine the owners of the oil and gas in the proposed unit as well as the adjoining operators.

Mr. Hebert testified that the names of all owners were provided to the Commission when APP requested the hearing for the Winterfell Southwest Unit. Mr. Hebert testified that a consent and easement agreement was obtained from the owners of the surface for the Winterfell Southwest well pad location. Mr. Hebert testified that one tract within the 278.93 acre proposed Winterfell Southwest Unit is unleased, which tract is identified as Webster District, Tax Map 2, Parcel 9, and accounts for 1.397329% of the unit. Mr. Hebert described APP’s efforts to enter into voluntary leases with the unleased owner of Webster District, Tax Map 2, Parcel 9, and provided testimony regarding the prevailing market terms in the area. Mr. Hebert also testified that APP is willing to allow the unleased party to exercise all statutory options to which it is entitled. Mr. Hebert testified that the unit, as proposed, would recognize the correlative rights of the landowners, encourage maximum recovery of oil and gas and prevent waste.

Mr. Tunde Ajayi, Vice President of Completions for APP, and Mr. Braulio Silva, Vice President of Drilling for APP, also provided testimony. Their testimony and response to questions by members of the Commission included the reasoning for spacing the well with inter-

lateral spacing of 800 feet; characteristics of the Point Pleasant formation in which the proposed Winterfell-9UH Well will be drilled; environmental and surface impact; production and completion techniques; expected drainage; and well economics. Documents entered as exhibits included a map depicting the proposed wells, an amended Exhibit G to the Application for Pooling and Spacing Exception, and proof that all requisite notices were provided.

Following the testimony and examination by the Commissioners, the Commission adjourned for deliberation. Upon return, motions were made, seconded and passed to grant the relief requested. Thereupon, the Commission makes the following Findings of Fact and Conclusions of Law:

FINDINGS OF FACT

1. Members of the Commission present at the hearing were Barry Lay, Chairman; Robert Radabaugh, Commissioner; and James Martin, Commissioner. John S. Gray, Counsel to the Commission, was also present at the hearing, along with Susan Rose, Commission Staff.

2. APP is an operator within the meaning of paragraph (4) subsection (a) of West Virginia Code §22C-9-2.

3. The Winterfell-9UH Well is a deep well within the meaning of West Virginia Code §22C-9-2 *et seq.*, and the Commission has jurisdiction to consider and grant the relief requested. Through testimony and exhibits introduced, the Commission has adequate information to evaluate and approve APP's requests.

4. Once drilled, the Winterfell-9UH Well, which is a Point Pleasant Formation Well, will be spaced within 3,000 feet of other deep wells. Thus, an exception or variance to West Virginia C.S.R. §39-1-4.2 is required.

5. No objection was filed or made to the relief requested by APP.

6. Commissioner Radabaugh moved to grant the relief requested, the motion was duly seconded, and the motions were unanimously passed by the Commission.

CONCLUSIONS OF LAW

1. West Virginia Code §22C-9-1 *et seq.* permits the Commission to form drilling units upon notice and hearing. West Virginia C.S.R. §39-1-4.2 requires that all deep wells drilled shall be not less than 3,000 feet from a permitted deep well location for the same formation. West Virginia C.S.R. §39-1-4.3 allows for exceptions to that requirement upon notice and hearing.

2. Due and proper notice, of time, place and purpose of hearing has been given in all respects as required by law.

3. The Commission has jurisdiction over the subject matter and the authority to grant the relief requested.

4. The hearing was properly convened, and a quorum of Commissioners was present.

5. APP is an experienced, qualified operator of deep horizontal wells and units.

6. The requested unit, deviation and spacing variances are necessary to promote the exploration for and development, production, utilization and conservation of oil and gas resources.

7. APP presented exhibits which show the unit APP intends to form, and testimony regarding the unit, which was adequate for the Commission to review and approve the unit, deviation and spacing requested.

8. Forming the unit, and the spacing variations requested, will prevent waste, promote conservation, exploration, development and maximum recovery of oil and gas, and protect correlative rights of owners and operators such that each well will receive a just and equitable share of production.

THE COMMISSION HEREBY ORDERS

1. With respect to the Point Pleasant Formation only, a 278.93 acre drilling unit known as the Winterfell Southwest Unit for the Winterfell-9UH Well, as shown on the map for such well, admitted in evidence, is hereby formed, and all oil and gas tracts in the unit and all ownership interests in the unit are hereby pooled for purposes of the Winterfell Southwest Unit. APP is appointed operator of the unit and authorized to drill, complete and produce one horizontal deep well in the unit. Regardless of the tract or tracts in said unit from which oil or gas is produced, the operator shall divide and allocate revenue from production to tracts in the unit on the basis the acreage in the unit, or portion thereof, included in the unit bears to the total acreage in the unit, and then the royalty with respect to that tract, or portion thereof, shall be allocated to royalty owners in that tract (calculating partial interests on a pro rata basis for royalty interests in any parcel owned in common). All operations, including but not limited to the commencement, drilling or operation of the Winterfell-9UH Well upon any portion of said unit shall be deemed for all purposes the conduct of such operations upon each separately owned tract in the unit by the owners thereof. That portion of the production allocated to a tract included in a drilling unit shall, when produced, be deemed for all purposes to have been actually produced from such tract by a deep well drilled thereon.

2. All persons deemed to be an operator as defined in West Virginia Code §22C-9-2(a)(4) may elect to participate in the development of the Winterfell Southwest Unit and the Winterfell-9UH Well in which their acreage is pooled by submitting in writing to APP and the Commission their election to participate within twenty (20) days of the date of personal service or attempted personal service to known operators of the order of the Commission. Such election shall obligate said persons to pay their share, calculated on the net oil and gas acreage in the unit, of all reasonable costs and expenses incurred in the drilling, completing, equipping, operating and eventual plugging of the well unit to which their acreage is attributable, including reasonable

charges of the operator for supervision of the operation of the well. Pursuant to West Virginia Code §22C9-7(b)(5), any operator not wishing to participate as a working interest owner may elect to:

- (a) Have his or her unleased interest in the Point Pleasant formation only, be deemed leased, pursuant to West Virginia Code § 22C-9-7(b)(5)(A) to APP for the financial consideration of \$7,000.00 per net mineral acre and a production royalty of 20% of gross proceeds, which shall be paid free from deductions for post-production costs and calculated based upon a price equal to or greater than the contract price paid by a non-affiliated 3rd party market; or
- (b) Participate on a carried basis, as described in West Virginia Code § 22C-9-7(b)(5)(B), and in West Virginia Code § 22C-9-7(b)(6) by notifying APP and the Commission, in writing, within twenty (20) days of the date of personal service or attempted personal service to known operators of the Order of the Commission of his or her election to participate on a carried basis.

3. Any operator entitled to make an election under Paragraph 2 of this order who fails to notify APP and the Commission of his or her election within twenty (20) days of personal service or attempted personal service to known operators of the Order of the Commission shall, pursuant to the Commission's authority to prevent waste and protect correlative rights, be deemed to have elected to have his or her interest, in the Point Pleasant formation only, deemed leased to APP as set forth in Paragraph 2(a) above.

4. This order shall not operate to prevent unleased owners of interests in oil and gas within any of the units from hereafter leasing or otherwise assigning or conveying said interest.

5. Within ten (10) days of the date of this order, APP shall provide notice to the unleased owner of an interest in Webster District, Tax Map 2, Parcel 9 of its options as provided for in this order and West Virginia Code §22C-9-7(b). APP shall provide to such owner sufficient information for him/her to evaluate their election options; however, such owner shall

not make such information available to the general public. APP shall provide to such owner a copy of the applicable Authorization for Expenditure, provided that the information contained in the Authorization for Expenditure shall be used only by such owner in evaluating its election options and shall not be made available to the general public.

6. If a dispute arises as to the costs associated with the Winterfell-9UH Well or the percentage working interest and/or royalty interest or if an operator elects to participate as a working interest owner in the Winterfell Southwest Unit, the Commission may conduct further hearings and issue additional orders in this matter.

7. The unit hereby formed and the interests hereby pooled shall exist until the Commission orders otherwise.

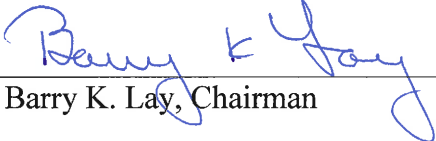
8. The spacing exception is granted and the Winterfell-9UH Well may be drilled directionally and spaced as proposed in the respective permit applications therefor.

9. Within 90 days of the completion of the Winterfell-9UH Well, APP is directed to comply with West Virginia C.S.R. §39-1-4.6 regarding provision of well records and drilling logs to the West Virginia Department of Environmental Protection, Oil and Gas Conservation Commission, and with West Virginia C.S.R. §39-1-4.5 regarding annual reports of production.

IT IS SO ORDERED.

IN THE NAME OF THE STATE OF WEST VIRGINIA

**OIL AND GAS CONSERVATION COMMISSION
OF THE STATE OF WEST VIRGINIA**

By: 
Barry K. Lay, Chairman

Dated this 6th day of March, 2019, at Charleston, West Virginia.

BEFORE THE OIL AND GAS CONSERVATION COMMISSION
OF THE STATE OF WEST VIRGINIA

IN THE MATTER OF THE REQUEST BY
AMERICAN PETROLEUM PARTNERS
OPERATING, LLC, FOR AN ORDER FROM THE
COMMISSION ESTABLISHING A DRILLING UNIT
AND POOLING OF UNLEASED TRACTS AND
INTERESTS OF OIL AND GAS OWNERS AND
OPERATORS WHO HAVE NOT ENTERED INTO
VOLUNTARY AGREEMENTS ALLOWING FOR THE
DEVELOPMENT AND OPERATION OF THE
WINTERFELL-9UH DRILLING UNIT CONSISTING
OF 278.93 ACRES,
AND
FOR EXCEPTION TO RULE 39CSR 1.4.2 FOR
THE PROPOSED WELL, WINTERFELL-9UH TO BE
LOCATED IN WEBSTER DISTRICT, MARSHALL
COUNTY, WEST VIRGINIA

DOCKET NO. 271
CAUSE NO. 263

Transcript of PROCEEDINGS had on February 21,
2019, at 11:40 a.m., in the offices of the Oil and Gas
Conservation Commission located at the West Virginia
Department of Environmental Protection, 601 47th Street,
SE, Charleston, West Virginia, pursuant to notice and to
the West Virginia Rules of Civil Procedure.

BEFORE: Barry K. Lay, Chairman
Robert Radabaugh, Commissioner
James Martin, Commissioner

BONNIE K. WOLFE
Certified Court Reporter
1211 Ellen Drive
South Charleston, West Virginia 25303
(304) 744-4318

APPEARANCES:

ON BEHALF OF THE APPLICANT:

Elizabeth Elmore, Esquire
Jackson Kelly, PLLC
1600 Laidley Tower
Charleston, WV 25301

ON BEHALF OF THE WV-OGCC:

John Gray, Assistant Attorney General
Susan Rose, Staff

INDEX

<u>APPLICANT'S WITNESSES</u>	<u>DIRECT</u>	<u>EXAMINATION</u>
Lester Ebert	7	12 (Lay)
Babatunde Ajayi	13	
Braulio Silva	16	19 (Martin) 22 (Lay) 24 (Martin)

<u>EXHIBITS</u>	<u>IDENTIFIED</u>	<u>RECEIVED</u>
No. 1 (Notice of Hearing)	4	4
No. 2 (Sec. of State Confirm.)	5	5
No. 3 (Newspaper Ad)	5	5
No. 4 (Application)	5	5
No. 5 (Force Pooling Applic.)	5	5
No. 6 (Amended Exhibit G)	6	26
No. 7 (Winterfell SW Plat)	6	26
No. 8 (Distances to Wells)	14	26

Reporter's Certificate		28
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1 CHAIRMAN LAY: Before the Oil and Gas
2 Conservation Commission for the State of West Virginia in
3 the matter of the request by American Petroleum Partners
4 Operating, LLC, for an Order from the Commission
5 establishing a drilling unit and pooling of the unleased
6 tracts and interests of oil and gas owners and operators who
7 have not entered into voluntary agreements allowing for the
8 development and operation of the Winterfell-9UH drilling
9 unit consisting of 278.93 acres, and for exception to Rule
10 39CSR 1.4.2 for the proposed well Winterfell-9UH to be
11 located in Webster District, Marshall County, West
12 Virginia.

13 This is Docket No. 271, Cause No. 263. Let
14 the record show that present are members of the Commission,
15 James Martin, Robert Radabaugh and Barry Lay. Also present
16 is counsel, John Gray, and Susan Rose of Staff.

17 I would like to place of record as Exhibit 1
18 a copy of the Notice of Hearing and Certified Mail
19 receipts.

20 (WHEREUPON, said document was
21 identified as Exhibit No. 1 and was
22 received in evidence.)

23 CHAIRMAN LAY: Exhibit 2 is a copy of the
24 Secretary of State's website posting.

1 (WHEREUPON, said document was
2 identified as Exhibit No. 2 and was
3 received in evidence.)

4 CHAIRMAN LAY: Exhibit 3 is a copy of the legal
5 advertisements.

6 (WHEREUPON, said document was
7 identified as Exhibit No. 3 and was
8 received in evidence.)

9 CHAIRMAN LAY: Exhibit 4 is excerpts from the
10 Application.

11 (WHEREUPON, said document was
12 identified as Exhibit No. 4 and was
13 received in evidence.)

14 CHAIRMAN LAY: And Exhibit 5 is the forced
15 pooling applications.

16 (WHEREUPON, said document was
17 identified as Exhibit No. 5 and was
18 received in evidence.)

19 CHAIRMAN LAY: The Commission will now take
20 appearances.

21 MS. ELMORE: Good morning. I'm Beth Elmore with
22 the law firm of Jackson Kelly. I'm here on behalf of
23 American Petroleum Partners, LLC, with respect to our
24 application for pooling and spacing exception for the

1 Winterfell Southwest unit and the Winterfell 9UH well.

2 As a preliminary matter, we have a couple of
3 exhibits we could go ahead and mark. One is an amended
4 Exhibit G to the Application for Force Pooling. We'd like
5 to clarify that there were two tracts set forth in our
6 Application for Force Pooling that were leased by Chevron.

7 We've subsequently worked out an arrangement
8 with Chevron whereby those tracts were assigned to pooling
9 partners. So they have been deleted from Exhibit G. So
10 that's an amended Exhibit G as well as a map that depicts
11 the Winterfell Southwest unit for illustrative purposes
12 which we'll use in our testimony this morning.

13 CHAIRMAN LAY: So this (indicating) would be
14 Exhibits 6 and 7?

15 (WHEREUPON, said documents were
16 identified as Exhibits Nos. 6 & 7.)

17 MS. ELMORE: And our first witness this morning
18 will be Lee Ebert. If we may, we would like to request
19 that the transcript from the immediately preceding hearing
20 on the Casterly Rock Southwest unit be appended to the
21 transcript for this hearing so that we don't need to repeat
22 all of the testimony of our witnesses with regard to their
23 qualifications and opinions that are general with respect
24 to issues in both hearings.

1 CHAIRMAN LAY: No objections? Okay. We will so
2 do.

3 (Witness sworn.)

4 THEREUPON came

5 LESTER EBERT, IV

6 called as a witness for the Applicant herein, being first
7 duly sworn according to law, testified as follows:

8 DIRECT EXAMINATION

9 BY MS. ELMORE:

10 Q Mr. Ebert, are you familiar with the Application
11 for Force Pooling and safety exception for the Winterfell
12 Southwest unit and the 9UH well filed by APP?

13 A Yes.

14 Q And are you familiar with the well that APP
15 proposes to drill from the Winterfell well pad from a land
16 perspective?

17 A Yes.

18 Q If you would look at the plat that I passed out,
19 it's an overview of the wells that APP proposes to drill
20 from the Winterfell well pad. Would you please identify
21 the well pad for the proposed well as set forth on this
22 exhibit?

23 A It's here on this file.

24 Q And is it depicted by color?

1 A Yes. It's blue.

2 Q Very good. Are there any wells currently
3 situated on this well pad?

4 A We have two permits issued.

5 Q Okay. And what are those API numbers?

6 A API 4705102106 and 4705102118.

7 Q How many units are currently anticipated to
8 utilize the Winterfell well pad?

9 A Two.

10 Q Okay. How many acres are included in the
11 Winterfell Southwest unit?

12 A 278.93.

13 Q Okay. And how many wells are shown as proposed
14 to be drilled at this time from the well pad?

15 A One.

16 Q Looking at the well pad, how large is the surface
17 tract on which the well pad will be located?

18 A There are a couple parcels affecting this well
19 pad. The first parcel is 86.13 acres, and the other parcel
20 is 13 acres.

21 Q Okay. How much total surface acreage disturbance
22 is contemplated by your operation?

23 A Seventeen acres.

24 Q Okay. And what will the size of the well pad

1 itself be?

2 A 2.7 acres, approximately.

3 Q Has APP obtained the surface owner consent and
4 easement as required by law?

5 A Yes.

6 Q And does APP have under lease the oil and gas
7 underlying the surface tract where the well pad is
8 situated?

9 A Yes.

10 Q And that tract is fully leased to APP?

11 A Yes.

12 Q Okay. With respect to the 9UH well, have you
13 included the names of all individuals, leased and unleased,
14 in the Application that has been submitted to the
15 Commission?

16 A Yes.

17 Q And we passed out an amended Exhibit G. Can you
18 tell me what the amended Exhibit G -- what's different
19 about the amended Exhibit G from the original Exhibit G?

20 A The acreage. Exhibit G has tax amount 15-2-9;
21 gross assessed is 8.73. The surveyed acres is 3.89. The
22 owner's Mahatme Hira, and the ownership in the unit is 1.39
23 acres. The net acres in the unit is 3.89.

24 Q Okay. And two additional tracts be an interest

1 in protecting that parcel, 15-7-25, have been deleted from
2 that amended exhibit?

3 A Yes. I'm sorry. Yes, ma'am.

4 Q Okay. And with respect to the map, can you
5 identify for us how we identify the unleased tract with
6 respect to the map we handed out previously?

7 A It's in hash marks on the side.

8 Q And shown in green?

9 A Green on this map.

10 Q Very good. How much of tract 15-2-9 is included
11 in the unit?

12 A 3.897570747 acres.

13 Q How many people own an interest in the oil and
14 gas underlying this particular tract?

15 A One owner.

16 Q And how was the ownership of the oil and gas
17 underlying tract, 15-2-9, determined?

18 A We had a title opinion rendered.

19 Q Okay. And the name of the owner of this parcel?

20 A Mahatme Hira.

21 Q And with regard to Ms. Hira, has APP made contact
22 with her and attempted to lease her interest in the oil and
23 gas estate?

24 A Yes, ma'am.

1 Q And when was the last contact with Ms. Hira?

2 A It was in December of 2018.

3 Q Okay. What is her percentage of ownership in the
4 unit with respect to this tract?

5 A 1.397329 percent.

6 Q So for the Winterfell Southwest unit and the 9UH
7 well, what percentage of acreage in the unit is under lease
8 to APP at this time?

9 A 98.60267 percent.

10 Q Okay. And are we requesting that the Commission
11 enter an Order today designating APP as Operator of the
12 proposed 9UH well?

13 A Yes.

14 Q With respect to Ms. Hira, what was the final,
15 highest offer made to her for her interest?

16 A For her interest in the Utica formation, it was
17 \$5,000.00 and 20 percent gross royalty.

18 Q And what was the treatment of post-production
19 costs in the lease offer to her?

20 A It was a gross royalty lease.

21 Q Okay. With respect to the unleased interest in
22 the Winterfell Southwest unit, do you believe APP made
23 reasonable efforts to enter into a lease with this owner?

24 A Yes.

1 Q Does APP have adequate funds to enter into a
2 lease with the unleased owner on terms determined by the
3 Commission?

4 A Yes, ma'am.

5 Q Does APP understand that with force pooling a
6 party who is force pooled has a statutory option to
7 participate as a royalty owner or as a working interest
8 owner?

9 A Yes.

10 MS. ELMORE: Okay. I'm sorry. I'm trying to not
11 be repetitive. I believe those are all the questions that
12 we didn't cover in the previous proceeding relevant to the
13 unleased tract. If the Commission has any questions for
14 Mr. Ebert--

15 CHAIRMAN LAY: Questions?

16 COMMISSIONER RADABAUGH: No.

17 CHAIRMAN LAY: Mr. Martin?

18 COMMISSIONER MARTIN: No.

19 EXAMINATION

20 BY CHAIRMAN LAY:

21 Q Looking at Exhibit 7, it appears that the
22 distance from the toe is 400 feet on this particular--

23 A Yes, sir.

24 Q --because it reports that you don't have the

1 property adjacent. Is that correct?

2 A Yes, sir.

3 CHAIRMAN LAY: Okay. That's my only questions.

4 MS. ELMORE: Okay. That's all the questions that
5 we have for Mr. Ebert. Our next witness will be Mr. Ajayi.

6 (Witness excused.)

7 (Witness sworn.)

8 THEREUPON came

9 BABATUNDE AJAYI

10 called as a witness by the Applicant herein, being first
11 duly sworn according to law, testified as follows:

12 DIRECT EXAMINATION

13 BY MS. ELMORE:

14 Q All the testimony you have previously given today
15 remains true and accurate to the best of your knowledge?

16 A Yes.

17 Q Very good. What type of well is APP proposing to
18 drill in the Winterfell Southwest unit?

19 A A horizontal well drilled into the Utica/Point
20 Pleasant.

21 Q Are there any other operators who have expressed
22 a desire to operate the 9UH well?

23 A No.

24 Q What is the estimated depth of the 9UH well?

1 A 11,400 feet deep.

2 Q And the proposed total depth for the well?

3 A 24,861 feet total measured depth.

4 Q Is the proposed well located at least 400 feet
5 from the relevant unit boundary?

6 A Yes. It is.

7 Q And how far apart is the well spaced from other
8 permitted wells? And I'll hand out yet another exhibit
9 which will show well distances from other wells in the
10 vicinity. That would be Exhibit 8.

11 (WHEREUPON, said document was
12 identified as Exhibit No. 8.)

13 THE WITNESS: So this Winterfell unit is on the
14 same pad as two other permitted Winterfell wells. It is
15 1.6 miles away from the Casterly Rock APP permitted wells.
16 It is four miles away from the Chevron Curry 8H well. It
17 is also about 2.7 miles away from the new CNX MAJ6EHSUT
18 well. There are a few Marcellus wells in the area.

19 BY MS. ELMORE:

20 Q And APP is requesting a spacing exception to the
21 3,000 foot requirement set forth in the regulations so that
22 this well can be drilled using 800 feet spacing?

23 A Yes.

24 Q And based on your best estimate of the drainage

1 area, that would be the correct spacing of the well as
2 you've proposed it, 800 feet?

3 A Yes.

4 Q Does APP anticipate the proposed 9UH well will be
5 economic for APP and its royalty owners?

6 A Yes.

7 Q Can you estimate the number of vertical wells
8 which would have to be drilled and hydraulically fractured
9 in order to produce the amount of oil and gas estimated to
10 be recoverable by the proposed well in the Winterfell
11 Southwest unit?

12 A We would expect 84 vertical wells would be
13 required to produce a similar EUR in a similar time period.

14 Q Would the estimated cost to drill 84 wells
15 vertically be more or less than the cost of the proposed
16 horizontal well?

17 A The cost to drill the 84 vertical wells would be
18 much more than the cost of the proposed horizontal well.

19 Q Would it be feasible to drill 84 wells in the
20 area encompassed by the Winterfell Southwest unit?

21 A The surface disturbance would be excessive, and
22 it would not be feasible to drill all these wells given the
23 mining operations in the area.

24 Q From a geological point of view, will granting

1 the Application encourage the maximum recovery of oil and
2 gas?

3 A Yes.

4 MS. ELMORE: No further questions for this
5 witness in light of his prior testimony.

6 CHAIRMAN LAY: Okay. Questions from members of
7 the Commission?

8 COMMISSIONER RADABAUGH: No.

9 CHAIRMAN LAY: Witness may be excused. Call your
10 next witness.

11 (Witness excused.)

12 MS. ELMORE: Final witness will again be Braulio
13 Silva.

14 (Witness sworn.)

15 THEREUPON came

16 BRAULIO SILVA

17 called as a witness by the Applicant herein, being first
18 duly sworn according to law, testified as follows:

19 DIRECT EXAMINATION

20 BY MS. ELMORE:

21 Q Mr. Silva, you've previously testified today.
22 All of the testimony that you've previously given remains
23 true and correct to the best of your knowledge?

24 A Yes.

1 Q The type of well that's being proposed is the 9UH
2 well?

3 A Yes.

4 Q Is it a Utica/Point Pleasant well?

5 A Yes.

6 Q And can you explain to the Commission how this
7 well will be drilled?

8 A Same as all the other wells in the area, setting
9 9-5/8 around 9,800 feet or 400 to 600 feet below the top of
10 the Queenston, is what we like to call it. And then air
11 drill and then swap our fluid system to a synthetic
12 oil-based mud and then drill lateral to TD.

13 Q From a geological point of view, do you believe
14 the proposed well will be economically successful?

15 A Yes.

16 Q Can you explain to the Commission what you
17 believe the estimated reserves are for the wells to be
18 drilled in this proposed unit?

19 A Same as all the other ones, about 2.5 billion per
20 1,000.

21 Q And based on the estimated reserves, have you
22 concluded whether this well will be economical or
23 commercially reasonable as far as production is concerned?

24 A Yes.

1 Q In your opinion, is the size and shape of this
2 unit a reasonable proximation of the area which will be
3 efficiently and economically drained by the proposed well?

4 A Yes.

5 Q Looking specifically at the Winterfell 9UH well,
6 has an AFE been prepared for this well?

7 A Yes.

8 Q Does APP have adequate funds on hand to drill
9 this well?

10 A Yes.

11 Q Is the well scheduled for drilling?

12 A Yes.

13 Q Will the well provide royalty income as well as
14 operating income?

15 A Yes.

16 Q Will APP pay severance taxes to the State from
17 its oil and gas well?

18 A Yes.

19 Q Will the State of West Virginia benefit if the
20 Commission grants this application?

21 A Yes.

22 MS. ELMORE: Very good. Unless the Commission
23 has any questions for Mr. Silva, that concludes his
24 testimony.

1 CHAIRMAN LAY: Questions?

2 EXAMINATION

3 BY COMMISSIONER MARTIN:

4 Q I'll just ask the same questions I asked earlier
5 about the coal in this area. So is it a similar situation
6 with your coal--

7 A Yes. This one in particular is between -- is on
8 a-- Two coal mines meet right there, so we're right at the
9 border of two other coal mines, one to the east and one to
10 the west.

11 We have a solid coal block in between the
12 two coal mines. So that solid coal block is about 600 feet
13 in width, and it goes for a couple miles in length because
14 that's where the corridors for the coal mines will be
15 located.

16 Q So that coal won't be mined?

17 A Around those, yes. So to the east and to the
18 west, there's going to be longwall mining, but we're not
19 sitting on a chain pillar. We're seeing on actual coal.

20 Q But that coal that you're sitting on won't be
21 mined?

22 A No.

23 Q You said earlier you go on air down to where the
24 9-5/8 will be set?

1 A Yes, sir.

2 Q Have you ever had to add anything? Is it
3 strictly air or are there any--

4 A So usually, we put different types of additives.
5 We have shale inhibitors which maintain the shales from
6 swelling, number one. We also have foam, which what it
7 does is it makes all the cuttings be able to come to
8 surface. So the foam keeps the cuttings suspended in our
9 system and gets them to be able to come to surface. And we
10 also add water.

11 Sometimes, depending on which section, we'll
12 be adding anywhere from 20 to 50 gallons of water per
13 minute. This water is recirculated through our system, and
14 it is recycled. So it all comes-- We have a closed-loop
15 system on location. All the water comes to surface. It
16 gets treated through our centrifuges, and then we recycle
17 it and pump it back into the system.

18 Q So you always add water?

19 A Yes, sir.

20 Q During that section?

21 A Yes, sir.

22 Q And you add, you said, foam or soap or--

23 A Yeah. Foam or salt--

24 Q --surfactant?

1 A --and, yeah, surfactant. And then we also have
2 shale inhibitors.

3 Q That's always the case?

4 A Pretty much, yes.

5 Q For that section?

6 A Yeah. Especially in West Virginia, once you come
7 to the east side of the river, of the Ohio River, you have
8 a lot of red shales that tend to cave in once you're
9 drilling. So in order for you to keep those shales from
10 just swelling, you've got to have high chlorides in your
11 system. That way, they don't react.

12 As soon as you pump fresh water, they will
13 react and just -- and just collapse.

14 Q So if you didn't add water, would you need to use
15 a shale inhibitor?

16 A So, yes. The problem is that, in order for us to
17 drill through some of these zones, especially because some
18 of the zones that we're drilling through make water, our
19 hole gets wet. And in order for us to get that water out,
20 we need to continuously inject foam.

21 So what we do is: that water that comes
22 out, we just recirculate it through the system. And we
23 continue to drill with the same water that we're producing,
24 which most of the time tends to be salty water.

1 COMMISSIONER MARTIN: Okay. Thank you.

2 EXAMINATION

3 BY CHAIRMAN LAY:

4 Q So you're not hammer drilling?

5 A We are.

6 Q You're hammering on--

7 A Yeah. We hammer drilled the first two sections.
8 We hammer drill our 20-inch casing section. It's about 24
9 to 26 inches hole. We do hammer that section. We also
10 hammer the 17-1/2 inch hole section. But once we go to
11 drill our 9-5/8 casing hole section, which is 12-1/4 inch
12 big in diameter, we will drill with a Tricone.

13 Q Tricone?

14 A By steel and air.

15 Q Do you log the intermediate holes?

16 A So actually, funny that you just asked that,
17 because we're about to log our 12-1/4 inch hole like today.

18 Q Do you typically log the intermediate holes?

19 A No. Usually, you don't. We are doing it because
20 we want to know more about the geology in the area. But
21 typically, you don't log it. What we do is we have mud
22 loggers on location to determine the depths of where we
23 are.

24 So because we already have logs from other

1 wells in the area, we already know the characteristics of a
2 lot of these rocks. So the mud loggers on location
3 continue to get samples as we're drilling.

4 So as we're drilling deeper and deeper, they
5 gain samples. They put those samples under the microscope
6 and compare those samples with logs from other wells in the
7 area. That way, they'll know which formation we're in.

8 Q Want to make sure that any well logs that you run
9 you file with the Commission.

10 A Definitely. Usually, we send that to the State.
11 Another thing that we also do is that we provide a full mud
12 log report to the State once we drill our first well or
13 initial well.

14 Q To the State?

15 COMMISSIONER MARTIN: Probably going to
16 Surveying, I'm guessing.

17 THE WITNESS: No. I mean, the mud log, we give
18 to the DEP.

19 COMMISSIONER MARTIN: Oh, it comes here?

20 THE WITNESS: Yes.

21 BY CHAIRMAN LAY:

22 Q We never see those.

23 A Yeah. We usually submit those. In fact, it's a
24 regulation. Like we have to submit a full--

1 Q Yeah. You're supposed to submit them to us.

2 A Yeah.

3 CHAIRMAN LAY: Okay. That's the only--

4 EXAMINATION

5 BY COMMISSIONER MARTIN:

6 Q I have one. I have a followup question. I was
7 asking earlier about the gases when you're drilling on air.

8 A Uh-huh.

9 Q That was from 9-5/8. Right?

10 A Usually, they're all the same.

11 Q So what string is set through the fresh water?

12 A The fresh water? We set it at twenty inch.

13 Q Twenty inch. So how are you drilling-- It's on
14 air. Right?

15 A It is on air.

16 Q Do you add additives with that?

17 A Not on that one. On that one, we drill with
18 fresh water. You know, obviously, because it's a fresh
19 water string, that one we tend to drill without any
20 additives. In that one, we're trying to -- on a lot of the
21 permits that we have submitted, we are trying to cover the
22 red rock right there because it's at the bottom of the
23 casing.

24 And we case it off without putting any

1 additives because, even after you-- If you don't case it
2 off, even after you add additives, it'll still come apart.
3 So we tend to try to case it off on the first casing, which
4 is the best thing for everybody. That way, there's no
5 issues drilling past -- beyond that 20-inch casing point.

6 COMMISSIONER MARTIN: Thank you.

7 CHAIRMAN LAY: That's all the questions I have.
8 Witness may be excused.

9 (Witness excused.)

10 CHAIRMAN LAY: Any other witnesses?

11 MS. ELMORE: No other witnesses.

12 CHAIRMAN LAY: Okay. Let's go off the record.

13 COMMISSIONER RADABAUGH: Wait a minute. Back up,
14 back up, back up.

15 CHAIRMAN LAY: Back up.

16 COMMISSIONER RADABAUGH: One lease question.
17 What was you all pay on average to other people in that
18 particular lease? Do you know offhand?

19 MS. ELMORE: That testimony would be unchanged
20 from--

21 COMMISSIONER RADABAUGH: The other testimony?

22 MS. ELMORE: Exactly. That's why I skipped over
23 it.

24 COMMISSIONER RADABAUGH: Okay. Go enough.

1 CHAIRMAN LAY: If there's no objection we'll
2 admit Exhibits 6, 7 and 8.

3 (WHEREUPON, the documents previously
4 identified as Exhibits Nos. 6-8 were
5 received in evidence.)

6 (WHEREUPON, a discussion was
7 had off the record.

8 CHAIRMAN LAY: Do I have a motion?

9 COMMISSIONER RADABAUGH: I have a motion. Make a
10 motion to grant American Petroleum Partners Operating, LLC,
11 their request to establish a 278.93 acre drilling unit and
12 pooling of unleased tracts and interests for the
13 Winterfell-9UH well at the bonus rate of \$7,000.00 per acre
14 and a royalty rate of 20 percent free of all
15 post-production costs and a price equal to or greater than
16 the contract price paid by a non-affiliated thirty-party
17 market.

18 APP will provide a detailed AFE to the
19 Commission prior to the commencement of operations of the
20 wells. Should any party elect to participate as a working
21 interest owner, APP will request a supplemental hearing to
22 establish terms for that participation. This pooling is
23 only for the Point Pleasant formation.

24 I'd also like to make a motion to grant APP

1 their request for the exception to Rule 39CSR 1.4.2 for the
2 drilling of the Winterfell-9UH well located in Marshall
3 County, West Virginia, at 800 feet between laterals or unit
4 boundaries.

5 Also, within 90 days of the respective
6 completions of said well, APP is directed to comply with
7 the West Virginia 39CSR 1.4.6 regarding the provision of
8 well records and any and all logs run on the wells
9 mentioned above to the Oil and Gas Conservation Commission.

10 COMMISSIONER MARTIN: I'll second.

11 CHAIRMAN LAY: Got a motion and a second. Any
12 further discussion? If not, all those in favor, aye?
13 Opposed, nay? Motion carry. Granted your relief. If you
14 would be so kind as to prepare a draft Order for the
15 Commission, counsel and staff--

16 MS. ELMORE: Thank you very much. We appreciate
17 it.

18 CHAIRMAN LAY: Anything else for the record? If
19 not, close the record. Thank you.

20 (WHEREUPON, the hearing was
21 adjourned.)
22
23
24

REPORTER'S CERTIFICATE

STATE OF WEST VIRGINIA,
COUNTY OF KANAWHA, to-wit:

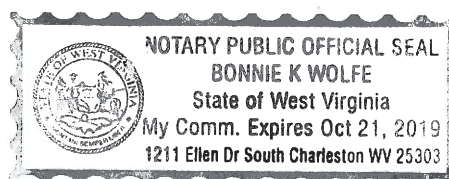
I, BONNIE K. WOLFE, Certified Court Reporter and Notary Public of West Virginia, do hereby certify that the foregoing is, to the best of my skill and ability, a true and accurate transcript of all the proceedings as set forth in the caption hereof.

Given under my hand this 4th day of March, 2019.

My commission expires October 21, 2019.



Certified Court Reporter



BEFORE THE OIL AND GAS CONSERVATION COMMISSION
OF THE STATE OF WEST VIRGINIA

IN THE MATTER OF THE REQUEST BY
AMERICAN PETROLEUM PARTNERS
OPERATING, LLC, FOR AN ORDER FROM THE
COMMISSION TO AMEND THE EXISTING CASTERLY
ROCK UNIT, OPERATOR IS PROPOSING TO
INCLUDE AN ADDITIONAL WELL IDENTIFIED
AS CASTERLY ROCK-4UH THEREBY INCREASING
THE SIZE OF THE UNIT TO 634.0 ACRES,
FURTHER, OPERATOR REQUESTS THE POOLING
OF UNLEASED OPERATORS WHO HAVE NOT
ENTERED INTO VOLUNTARY AGREEMENTS
ALLOWING FOR THE DEVELOPMENT AND
OPERATION OF THE 634.0 ACRE CASTERLY
ROCK UNIT AND FOR EXCEPTION TO
RULE 39CSR 1.4.2 FOR THE PROPOSED WELL,
CASTERLY ROCK-4UH TO BE LOCATED IN
UNION DISTRICT, MARSHALL COUNTY, WEST
VIRGINIA AND THE OBJECTION FROM CHEVRON
U.S.A., INC., REGARDING THE INTENTIONAL
DEVIATION

DOCKET NO. 271
CAUSE NO. 256

Transcript of PROCEEDINGS had on February 21,
2019, at 10:00 a.m., in the offices of the Oil and Gas
Conservation Commission located at the West Virginia
Department of Environmental Protection, 601 47th Street,
SE, Charleston, West Virginia, pursuant to notice and to
the West Virginia Rules of Civil Procedure.

BEFORE: Barry K. Lay, Chairman
Robert Radabaugh, Commissioner
James Martin, Commissioner

Sheet 2 Page 2
 APPEARANCES:
 ON BEHALF OF THE APPLICANT:
 Elizabeth Elmore, Esquire
 Jackson Kelly, PLLC
 1600 Laidley Tower
 Charleston, WV 25301
 ON BEHALF OF THE WV-OGCC:
 John Gray, Assistant Attorney General
 Susan Rose, Staff

Page 4
 1 CHAIRMAN LAY: Before the Oil and Gas
 2 Conservation Commission of the State of West Virginia in
 3 the matter of the request by American Petroleum Partners
 4 Operating, LLC, for an Order from the Commission to amend
 5 the existing Casterly Rock Unit, operator is proposing to
 6 include an additional well identified as the Casterly Rock
 7 4-UH thereby increasing the size of the unit to 634.0
 8 acres, further, operator requests the pooling of unleased
 9 tracts and interests of oil and gas owners and operators
 10 who have not entered into voluntary agreements allowing for
 11 the development and operation of the 634.0 acre Casterly
 12 rock Unit and for exception to Rule 39CSR 1.4.2 for the
 13 proposed well, Casterly Rock-4UH, to be located in Union
 14 District, Marshall County, West Virginia and the objection
 15 from CHEVRON U.S.A., Inc., regarding the intentional
 16 deviation.
 17 This is Docket No. 271, Cause No. 256. Let
 18 the record show that present are members of the Commission,
 19 James Martin, Robert Radabaugh, Barry Lay. Also present is
 20 counsel, John Gray, and from Staff, Susan Rose.
 21 I'd like to place of record as Exhibit 1 a
 22 copy of the Notice of Hearing along with the Certified Mail
 23 receipts.
 24 (WHEREUPON, said document was

Page 3

INDEX

APPLICANT'S WITNESSES	DIRECT	EXAMINATION
Lester Ebert	7 20	19 (Martin) 20 (Lay) 21 (Lay) 21 (Radabaugh)
Babatunde Ajayi	22	38 (Martin) 40 (Lay)
Braulio Silva	48	52 (Martin) 57 (Radabaugh) 59 (Lay)

EXHIBITS	IDENTIFIED	RECEIVED
No. 1 (Notice)	4	4
No. 2 (Secretary of State Confirm.)	5	5
No. 3 (Newspaper Notice)	5	5
No. 4 (Objection/Withdrawal)	5	5
No. 5 (Application)	5	5
No. 6 (Force Pool Application)	6	6
No. 7 (Casterly Rock Pad Plat)	10	22
No. 8 (Amended Exhibit C)	22	22
No. 9 (APP Core Units - Sealed)	25	43
No. 10 (Toe Extension Proposal)	26	43
No. 11 (Plat of Nearest Wells)	27	43
No. 12 (Well Spacing Exempt. - Sealed)	30	43
Reporter's Certificate		70

Page 5
 1 identified as Exhibit No. 1 and
 2 was received in evidence.)
 3 CHAIRMAN LAY: Exhibit 2 is a copy of the posting
 4 to the Secretary of State's website.
 5 (WHEREUPON, said document was
 6 identified as Exhibit No. 2 and
 7 was received in evidence.)
 8 CHAIRMAN LAY: Exhibit 3 is a copy of the
 9 newspaper legal advertisement.
 10 (WHEREUPON, said document was
 11 identified as Exhibit No. 3 and
 12 was received in evidence.)
 13 CHAIRMAN LAY: Exhibit 4 is a copy of the
 14 objection from Chevron and, also, a withdrawal of their
 15 objection.
 16 (WHEREUPON, said document was
 17 identified as Exhibit No. 4 and
 18 was received in evidence.)
 19 CHAIRMAN LAY: And finally, Exhibit 5 is excerpts
 20 from the Application.
 21 (WHEREUPON, said document was
 22 identified as Exhibit No. 5 and
 23 was received in evidence.)
 24 CHAIRMAN LAY: And Exhibit 6 is the Force Pooling

Sheet 3 Page 6

1 Application.

2 (WHEREUPON, said document was

3 identified as Exhibit No. 6 and

4 was received in evidence.)

5 CHAIRMAN LAY: At this time, the Commission will

6 take appearances.

7 MS. ELMORE: Good morning. I'm Beth Elmore with

8 Jackson Kelly, appearing on behalf of American Petroleum

9 Partners, LLC, with respect to our Application for Pooling

10 and Spacing Exception. This morning we are seeking to

11 force pool the Casterly Rock Southwest Unit because there

12 is one unleased parcel in this tract.

13 We are further seeking an exception to the

14 3,000 foot spacing requirement for the wells to be drilled

15 in this unit and, finally with respect to the toe of the

16 well, seeking a variance so that those wells can be drilled

17 within 200 feet of the unit boundaries.

18 Before we get started, if I could go ahead

19 and mark for admission a map showing a depiction of the

20 Casterly Rock Southwest Unit and also Amended Exhibits to

21 our Application which reflect the fact that, since our

22 Application was filed, we entered into an arrangement with

23 Chevron whereby two tracts we're showing as unleased in our

24 initial Application, we received conveyances of two of

Page 7

1 those tracts and assignments of leases with respect to two

2 of those tracts, which leaves this morning only one

3 unleased interest to be discussed. So those are the only

4 changes made to those exhibits, but we wanted them to be

5 correct.

6 Our first witness this morning will be Lee

7 Ebert, who is employed by American Petroleum Partners.

8 CHAIRMAN LAY: Will the court reporter please

9 swear the witness?

10 (Witness sworn.)

11 THEREUPON came

12 LESTER L. EBERT, IV

13 called as a witness by the Applicant herein, being first

14 duly sworn according to law, testified as follows:

15 DIRECT EXAMINATION

16 BY MS. ELMORE:

17 Q Please state your full name for the record.

18 A Lester L. Ebert, IV.

19 Q Mr. Ebert, what is your educational background?

20 A Have a BA in Business Management from University

21 of New Orleans, and I have an MBA from same university.

22 Q And by whom are you currently employed?

23 A American Petroleum Partners.

24 Q And what is your job title?

Page 8

1 A I'm a District Landman.

2 Q How long have you been employed with APP in this

3 capacity?

4 A Longer than a year.

5 Q And what are your job responsibilities?

6 A I'm responsible for all the contractual

7 agreements within APP's southern district, mostly Marshall

8 County, Wetzel, and Green County, PA.

9 Q And what prior experience did you have working in

10 the industry before becoming employed by American Petroleum

11 Partners?

12 A I've had several jobs or positions with

13 Chesapeake Energy, Shell, Noble, now APP.

14 Q Does APP have existing wells in the State of West

15 Virginia?

16 A Yes. The Casterly Rock 1-UH, 2-UH, 3-UH, and

17 5-UH which we're currently drilling.

18 Q Okay. Does American Petroleum Partners own real

19 property in the State of West Virginia?

20 A Yes.

21 Q And does American Petroleum Partners pay real

22 property taxes in the State of West Virginia?

23 A Yes.

24 Q And are you familiar with the Application for

Page 9

1 force pooling and spacing exceptions for the Casterly Rock

2 Southwest Unit and the Casterly Rock wells which was filed

3 by APP before the Commission?

4 A Yes.

5 Q Did you assist in the preparation of the

6 information included in the Application for the Casterly

7 Rock Southwest Unit?

8 A Yes.

9 Q West Virginia Code Section 22-C-92 defines an

10 Operator as: Any owner of the right to develop, operate

11 and produce oil and gas from a pool and to appropriate the

12 oil and gas produced therefrom.

13 To your knowledge, is APP an Operator within

14 the definition I just provided to you?

15 A Yes.

16 Q And are you familiar with the wells that APP

17 proposes to drill from the Casterly Rock Southwest well pad

18 from a land perspective?

19 A Yes.

20 Q Okay. If you would look at the map which I

21 handed out prior to getting started-- I think it was

22 marked as No. 7. Is that correct? If we would mark it as

23 7--

24 (WHEREUPON, said document was

Sheet 4 Page 10

1 identified as Exhibit No. 7.)
 2 BY MS. ELMORE:
 3 Q It's an overview of the wells that American
 4 Petroleum Partners proposes to drill from the Casterly Rock
 5 Southwest pad. Would you please identify the well pad or
 6 tell us how to identify the well pad looking at this plat?
 7 A It's the blue, little box there.
 8 Q Okay. And are there any wells currently situated
 9 on this well pad?
 10 A Yes. There are.
 11 Q Okay. And would those be wells in the Northwest
 12 and the Northeast Unit?
 13 A Yes.
 14 Q Okay. How many units are currently anticipated
 15 to utilize the Casterly Rock well pad?
 16 A What's displayed as three.
 17 Q And with respect to the Casterly Rock Southwest
 18 Unit, how many acres are included in this unit?
 19 A Six hundred and thirty-four.
 20 Q And how many wells are shown as proposed to be
 21 drilled at this time from the well pad?
 22 A Seven.
 23 Q Going back to the well pad, how large are the
 24 surface tracts on which the well pad is located?

Page 11

1 A So the pad site is on two different parcels.
 2 It's on 183 acre parcel and a 39 acre parcel.
 3 Q Okay. And what will be the size of the well pad
 4 itself?
 5 A Twenty-six acres.
 6 Q And the final disturbance at the well pad, the
 7 final disturbed area?
 8 A I'm sorry. The twenty-six acres is the disturbed
 9 area. The well pad itself is only 2.8 acres.
 10 Q Thank you.
 11 A My apologies.
 12 Q And has APP obtained the necessary surface owner
 13 consents and easements as required by West Virginia law?
 14 A Yes.
 15 Q And has APP leased the oil and gas underlying the
 16 surface tracts on which the wells will be located?
 17 A Yes. APP has leased the oil and gas under the
 18 tract.
 19 Q And so those tracts are fully leased to APP?
 20 A Yes, ma'am.
 21 Q Okay. Has American Petroleum, APP, conducted a
 22 diligent search of the records to determine the owners of
 23 the oil and gas in the proposed unit as well as all
 24 adjoining operators?

Page 12

1 A Yes.
 2 Q And with respect to the wells, did you include
 3 the names of all individuals, both leased and unleased, in
 4 the Application that has been submitted to the
 5 Commissioner?
 6 A Yes.
 7 Q How many surface tracts are included in the
 8 Casterly Rock Southwest Unit as proposed?
 9 A There's 108 surface parcels for a total of 634
 10 surface acres.
 11 Q Okay. If you look at the plat that was attached
 12 to the Application, do you know how you can identify the
 13 tracts that were unleased or partially unleased?
 14 A Yes. On Exhibit 7, it's the green unleased
 15 parcel.
 16 Q And am I correct that those unleased parcels were
 17 shown by hatch marks--
 18 A Yes.
 19 Q --on the submitted plats?
 20 A Yes, ma'am.
 21 Q Okay. And what is the tract that is shown in
 22 green that is unleased at this point in time?
 23 A Parcel number is 13-14-46.2.
 24 Q And how much of this tract is included in the

Page 13

1 unit itself?
 2 A .55370634 net acres.
 3 Q Okay. And how many people own an interest in the
 4 oil and gas underlying this tract?
 5 A There was one.
 6 Q Okay. And how did you determine the ownership of
 7 the oil and gas underlying that particular tract?
 8 A We had the title opinion rendered.
 9 Q Okay. And the name of the individual vested with
 10 ownership in that tract?
 11 A Samuel F. Henry.
 12 Q Okay. And with respect to Mr. Henry, did APP
 13 make contact with him and attempt to lease his interest in
 14 the oil and gas estate?
 15 A We did.
 16 Q And was there any success in negotiating of those
 17 lease with Mr. Henry?
 18 A No. The last attempt was made in November, and
 19 he was unwilling to lease.
 20 Q Okay. And to be very clear, have you had any
 21 contacts or obtained any knowledge with respect to
 22 Mr. Henry since November 20th and, in fact, since the
 23 application for this pooling and spacing exception was
 24 filed with the Commission?

Sheet 5 Page 14

1 A Yes. Mr. Henry passed away in the beginning of
 2 February, February 10th.

3 Q Okay. And do you have any knowledge whether his
 4 heirs would be opposed to oil and gas development with APP?

5 A No. We've been in touch with his four heirs, and
 6 they are not opposed to the development.

7 Q Okay. And would APP intend, if the application
 8 is granted today, to continue to try to work to lease those
 9 interests if that's a possibility?

10 A One hundred percent.

11 Q Okay. And what is the percentage of ownership in
 12 the unit with respect to tract 13-14-46.2?

13 A .08733538 percent.

14 Q And the application as originally filed with the
 15 Commission included four additional tracts on Exhibit G.
 16 These were all referenced as Chevron tracts. The lease
 17 tracts have all been leased or assigned to APP at this
 18 point?

19 A Yes, ma'am.

20 Q Okay. For the Casterly Rock Southwest Unit, what
 21 percentage of acreage in the unit is now under lease at
 22 this time?

23 A 99.912665 percent.

24 Q And are we requesting the Commission enter an

Page 15

1 Order today designating APP as Operator of the proposed
 2 4-UH, 5-UH, 7-UH and 9-UH wells?

3 A Yes.

4 Q And with respect to the single unleased owner,
 5 what was the final, highest offer made for his interest?

6 A We made him an all-depths offer of \$7,000.00 per
 7 net acre with a 20 percent gross royalty.

8 Q Okay. And what was the treatment of
 9 post-production costs in the leases that were offered?

10 A They were gross royalty leases.

11 Q Okay. With respect to the unleased interest in
 12 the Casterly Rock Southwest Unit, do you believe APP made
 13 reasonable efforts to enter into a lease with this owner?

14 A Yes, ma'am.

15 Q Does APP have adequate funds to enter into a
 16 lease or an assignment with the unleased owner on terms
 17 determined by the Commission?

18 A Yes.

19 Q Does APP understand that with force pooling a
 20 party who is force pooled has the statutory option to
 21 participate as a royalty owner or as a working interest
 22 owner?

23 A Yes, ma'am.

24 Q And is APP willing to comply with the statutory

Page 16

1 requirements which grant all unleased owners the right to
 2 participate as a working interest owner or to be deemed a
 3 lessor with respect to his or her interest?

4 A Yes, ma'am.

5 Q Does APP have a proposed operating agreement for
 6 the well?

7 A We do.

8 Q And is it your understanding that under West
 9 Virginia law, in the event there is a dispute over the
 10 Joint Operating Agreement, the Commission would retain
 11 jurisdiction to resolve any disputes about Joint Operating
 12 Agreement terms and costs?

13 A Yes.

14 Q Okay. Has APP conducted an investigation into
 15 reasonable bonus or royalty amounts payable for Utica/Point
 16 Pleasant leases in the vicinity of this unit?

17 A Yes. We've had an investigation done, and the
 18 amounts are, you know--

19 Q Tell me what the average bonus amount paid for
 20 acre, and what is the average bonus amount paid per acre,
 21 and what is the average royalty payable for Utica-only
 22 leases?

23 A Two thousand four hundred twenty-two dollars and
 24 16 percent royalty.

Page 17

1 Q Okay. And what is the average bonus amount paid
 2 per acre and the average royalty paid for all-depths
 3 leases?

4 A Right around \$4,849.00 and 17.49 percent royalty.

5 Q Does the royalty amount reflect the payment of
 6 post-production costs?

7 A Yes.

8 Q How did you-- Tell us what you did to determine
 9 these leasing amounts?

10 A We just analyzed what we've paid in the area--

11 Q Okay.

12 A --since the inception of the company.

13 Q Okay. So the bonus offered by APP to Mr. Henry
 14 is above the amounts you've indicated is average for
 15 Utica-only leases and is also greater than the average paid
 16 for all-depths--

17 A Yes, ma'am.

18 Q --leases?

19 A Yes, ma'am.

20 Q Are you aware of any higher amounts paid by other
 21 operators in the area?

22 A I'm not.

23 Q Okay. Are the other leases included in the
 24 Casterly Rock Southwest Unit Utica-only leases?

Sheet 6 Page 18

1 A Yeah. Say that again. I'm sorry.
 2 Q Are the other leases included in the Casterly
 3 Rock Southwest Unit Utica-only leases?
 4 A No. No. But a majority of them are Utica
 5 leases.
 6 Q And APP is requesting today that the Commission
 7 set the compensation terms for the unleased owner in the
 8 Casterly Rock Southwest Unit who elect to surrender their
 9 interest as provided by statute?
 10 A Yes.
 11 Q Okay. In terms of allocation of the revenue from
 12 the wells and the unit to the tracts in the unit, on what
 13 basis would the revenue from the well be allocated?
 14 A By statute, the revenue will be allocated in
 15 accordance with the surface acreage that each tract
 16 contributes to the unit.
 17 Then the royalty with respect to that tract
 18 or a portion of the tract will be allocated to the royalty
 19 owners in that tract, so calculating partial interest on a
 20 pro-rata basis for any royalty interest on a parcel owned
 21 in common.
 22 Q Okay. In your view as a landman, would this unit
 23 recognize the correlative rights of all landowners in the
 24 unit?

Page 19

1 A Yes.
 2 Q Would it encourage the maximum recovery of oil
 3 and gas?
 4 A Absolutely.
 5 Q Would it prevent waste?
 6 A Yes, ma'am.
 7 Q And is APP requesting that the Commission enter
 8 an Order limited to the unit before the Commission such
 9 that the Order will not alter any other or future units
 10 approved by the Commission or require the reallocation of
 11 production allocated to separately-owned tracts within any
 12 other unit?
 13 A Yes.
 14 MS. ELMORE: I have no further questions for
 15 Mr. Ebert on land issues. Does the Commission have any
 16 questions?
 17 CHAIRMAN LAY: Questions from members of the
 18 Commission?
 19 COMMISSIONER RADABAUGH: Not at this time.
 20 EXAMINATION
 21 BY COMMISSIONER MARTIN:
 22 Q Mr. Chairman, I have one. Mr. Ebert, I probably
 23 missed it. The tract in question that's owned by the
 24 Henrys or Mr. Henry's heirs, how many acres was that?

Page 20

1 A It's-- The tract inside of the unit is .55370634
 2 acres.
 3 Q And that was approximately, if I understood you
 4 correctly, .087 percent of the unit?
 5 A Yes, sir.
 6 COMMISSIONER MARTIN: Thank you.
 7 EXAMINATION
 8 BY CHAIRMAN LAY:
 9 Q Okay. I'm confused. The offer that you made the
 10 lessor, what was that again?
 11 A It was \$7,000.00 and 20 percent.
 12 Q Seven thousand dollars per acre?
 13 A Yes, sir.
 14 Q And 20 percent royalty?
 15 A Yes, sir.
 16 Q And he didn't accept that?
 17 A No.
 18 CHAIRMAN LAY: Okay.
 19 DIRECT EXAMINATION (CONTINUED)
 20 BY MS. ELMORE:
 21 Q And just to clarify, that was for Utica only or
 22 for all depths?
 23 A It was for all depths. That was for all depths
 24 because, you know, his Marcellus rights were open as well.

Page 21

1 We're not going to just limit it to the Utica only when we
 2 try to lease. So--
 3 EXAMINATION
 4 BY CHAIRMAN LAY:
 5 Q We've had testimony from other operators that
 6 they have paid \$7,000.00 for Utica and 20 percent royalty.
 7 Are you aware of those -- any of those operators?
 8 A I'm not. We-- You know, typically, operators
 9 don't discuss what they pay landowners. I mean,
 10 collusion's not good.
 11 CHAIRMAN LAY: Okay. I think that's all the
 12 questions.
 13 EXAMINATION
 14 BY COMMISSIONER RADABAUGH:
 15 Q One quick one. Post-production costs, I missed
 16 that when you had gone over it.
 17 A Yeah. It was a gross royalty lease offer.
 18 COMMISSIONER RADABAUGH: Thank you.
 19 CHAIRMAN LAY: Okay.
 20 MS. ELMORE: Our next witness will be Babatunde
 21 Ajayi.
 22 (Witness excused.)
 23 MS. ELMORE: I know we marked for admission into
 24 evidence the plat and the amended exhibits. Can we move to

Sheet 7 Page 22

1 have those admitted into evidence?
 2 CHAIRMAN LAY: Any objection to the exhibits?
 3 The plat is marked as Exhibit 7. The amended is Exhibit 8.
 4 We'll accept or enter both of those.
 5 (WHEREUPON, the document
 6 previously identified as
 7 Exhibit No. 7 was received in evidence.)
 8 (WHEREUPON, said document was
 9 identified as Exhibit No. 8 and
 10 was received in evidence.)
 11 (Witness sworn.)
 12 THEREUPON came
 13 BABATUNDE AJAYI
 14 called as a witness by the Applicant herein, being first
 15 duly sworn according to law, testified as follows:
 16 DIRECT EXAMINATION
 17 BY MS. ELMORE:
 18 Q Good morning. Please state your name, your full
 19 name, for the record.
 20 A My full name is Babatunde Ajayi.
 21 Q Okay. Mr. Ajayi, what is your educational
 22 background?
 23 A I have a Master's degree in petroleum engineering
 24 from Texas A&M University and a Bachelor's in chemical

Page 23

1 engineering from Bosphorus University in Istanbul, Turkey.
 2 Q And by whom are you employed?
 3 A I'm employed by American Petroleum Partners, APP.
 4 Q And what is your job title?
 5 A My job title is the Vice President of
 6 Completions.
 7 Q How long have you been employed in this capacity?
 8 A A little over two years.
 9 Q And what are your job responsibilities?
 10 A I current oversee our Geology, Completions,
 11 Reservoir and Production Departments along with the
 12 consultants associated with those departments.
 13 Q And what prior experience did you have before
 14 working for APP?
 15 A I have twelve years of experience in the oil and
 16 gas industry. Before joining APP, I worked as the Vice
 17 President of Completions at Rice Energy for three years.
 18 And prior to that, I was a Completions Engineer at Seneca
 19 Resources and a Production Stimulation Engineer at
 20 Schlumberger.
 21 Q And does APP have experience with the types of
 22 wells proposed here today?
 23 A We do not have-- We have not started producing
 24 any wells, but we have started drilling a few wells. So,

Page 24

1 no, we do not have experience producing the wells here.
 2 But we have some experience drilling it. However, the
 3 management team has extensive experience in drilling and
 4 completing Marcellus and Utica wells in the area.
 5 Q And what is your personal experience with these
 6 types of proposed wells?
 7 A I have designed and completed over sixty-five
 8 Point Pleasant/Utica wells and over two hundred Marcellus
 9 wells in the Appalachian Basin.
 10 Q And what types of wells is APP proposing to drill
 11 today?
 12 A Horizontal wells drilled into the Utica/Point
 13 Pleasant.
 14 Q Are there any other operators who've expressed a
 15 desire to operate the proposed wells?
 16 A No.
 17 Q And can you tell the Commission the estimated
 18 lateral lengths of the 4, 5, 7 and 9UH wells?
 19 A Yes. The estimated lateral length of the 4UH
 20 Casterly Rock is 5,617. The Casterly Rock 5UH is 7,648
 21 feet. The Casterly Rock 7UH is 7,787 feet lateral length.
 22 And the Casterly Rock 9UH is 7,902 feet lateral length.
 23 Q Okay. And what are the proposed total depths for
 24 each of these wells?

Page 25

1 A The total depth for the Casterly Rock 4UH is
 2 17,347 feet. The total depth for the Casterly Rock 5UH is
 3 20,754 feet. For the Casterly Rock 7UH, it is 20,368 feet.
 4 And for the Casterly Rock 9UH, it is 19,935 feet.
 5 Q Okay. And are these proposed wells located at
 6 least 400 feet from the relevant unit boundaries?
 7 A No. The wells are located 400 feet from the unit
 8 boundaries to the west, east and north. However, at the
 9 toes of the wells to the southeast, they are 200 feet away
 10 from that boundary.
 11 Q Okay. And does APP control the acreage to the
 12 south of the toes of each of these wells?
 13 A Yes. We control 100 percent of the acreage--
 14 Q Okay.
 15 A --to the south of the toes.
 16 (WHEREUPON, said document was
 17 identified as Exhibit No. 9.)
 18 BY MS. ELMORE:
 19 Q And I have an exhibit that might be helpful to
 20 the Commission to take a look as we're talking about the
 21 acreage to the south, if I could hand that out. And if you
 22 could, go ahead and explain what it is that I'm handing out
 23 and how that might be helpful.
 24 A So we currently are talking about the Casterly

Sheet 8 Page 26

1 Rock Southwest unit off of the Casterly Rock pad. However,
2 we are in the next few weeks going to submit a permit for
3 the King's Landing Northwest unit which is just south of
4 the Casterly Rock Southwest pad.

5 We do have controlling-- We do control the
6 acreage on both units that are adjacent to each other, and
7 we're proposing to have only two hundred feet unit
8 boundaries -- distance from the unit boundaries for both
9 units.

10 Q Where do you anticipate the first perf will be?

11 A The first perforation--

12 (WHEREUPON, said document was
13 identified as Exhibit No. 10.)

14 BY MS. ELMORE:

15 Q As you're talking, I'm going to hand out another
16 map which shows the first perf for illustrative purposes.

17 A I will go into maximizing recoveries of the
18 formation from the acreage. And the first perforation by
19 design will be about 150 feet away from the toe from the
20 end of the well bore itself. This is because of shoot frac
21 that we will have. So the first perforation's 150 feet
22 away from the end of the lateral.

23 Q How much footage will the frac grow in the
24 direction of minimum stress?

Page 27

1 A The frac itself from our simulations from some
2 microseismic data, we expect that the frac itself would
3 grow 75 feet away from the first perforation.

4 Q And do you believe that you will effectively be
5 able to drain the acreage between the two units, the two
6 proposed units?

7 A We believe that we will effectively drain it.
8 However, we also believe that we could get closer to that
9 unit boundary.

10 Q How far apart are the wells spaced from other
11 permitted wells? Is there something else you wanted to say
12 on that?

13 A Do you have the chart for the distances.

14 MS. ELMORE: Oh, that would help as well. Yes.
15 I'm going to hand out yet another chart which will help
16 show the distances of the proposed wells from other wells
17 in the vicinity of the Casterly Rock Southwest unit.

18 (WHEREUPON, said document was
19 identified as Exhibit No. 11.)

20 BY MS. ELMORE:

21 Q How far apart are the wells spaced from other
22 permitted wells and other wells in the vicinity?

23 A Yes. We have-- We have other permitted Utica
24 wells on the same pad as the wells we are asking to permit

Page 28

1 right now. They're currently drilling, and there's a rig
2 on that pad.

3 The nearest producing well is the Curry 8H
4 well which is two miles away from the toe of our current
5 proposed wells. The other wells are-- We have APP
6 permitted wells 1.8 miles away. That's the Winterfell pad.

7 We also have the APP permitted Harrenhal
8 wells a mile away. And we have 3.1 miles away a CNX
9 permitted well.

10 Q Okay. And we are requesting a spacing exception
11 to the 3,000 foot requirement set forth in the regs so that
12 this well could be drilled using 800 feet spacing?

13 A Yes.

14 Q Okay. Would you tell the Commission what the
15 target formations are for the proposed well and the depth
16 of the target formation?

17 A The target formation is the Point Pleasant
18 formation.

19 Q And can you tell the Commission about the
20 characteristics of the Point Pleasant formation, including
21 porosity, total organic carbon and permeability of the
22 formation in the area where these wells will be drilled?

23 A The Point Pleasant is an organic rich calcareous
24 shale. It is an unconventional reservoir and its porosity

Page 29

1 and permeability are so low that it requires hydraulic
2 fracture stimulation to be economically viable.

3 It has an average porosity of nine percent
4 across the interval and a permeability between 100 and 400
5 nanodarcies. There is 115 feet between the top of the
6 Trenton and the top of the Point Pleasant. And the Point
7 Pleasant is about 5,000 feet deeper than the Onondaga.

8 Q Are the porosity and permeability numbers for the
9 Point Pleasant/Utica high or low in comparison to wells
10 drilled in typical vertical formation -- drilled vertically
11 in conventional formations in West Virginia?

12 A With a porosity of nine percent on average across
13 the interval and a permeability of 100 to 400 nanodarcies,
14 this permeability is very low compared to other formations
15 drilled in West Virginia conventionally. And it is
16 considered an unconventional reservoir.

17 Q And the approximate thickness of the Point
18 Pleasant formation?

19 A A hundred and fifteen feet.

20 Q Do you anticipate producing wet gas or dry gas
21 from these wells?

22 A Dry gas.

23 Q Okay. The Commission requires, as you're aware,
24 3,000 foot spacing for a deep well. Do you believe that's

Sheet 9 Page 30

1 an appropriate spacing for a Point Pleasant well?
2 A No. We believe the appropriate spacing for a
3 Point Pleasant well should be less than 3,000 foot.

4 Q Okay. And why is that?

5 A Well, given the very low permeability and
6 relatively low porosity, we will have to hydraulically
7 fracture these wells to produce any economic gas quantities
8 and to maximize our stimulated reservoir contact with the
9 well bore. A 3,000 foot spacing would leave un-stimulated
10 reservoir behind and thus drastically reduce the recovery
11 factor of the gas in play in the reservoir.

12 Q Based on your frac modeling and your experience
13 with wells in this formation and in nearby areas with
14 similar characteristics, in your expertise, what would you
15 expect to see for an effective frac length for the Castlery
16 Rock Southwest unit?

17 A We expect the effective frac length--

18 MS. ELMORE: I'm going to hand out -- excuse me
19 -- an exhibit for-- It's a well spacing exhibit that the
20 Commission has seen before, but we would like to introduce
21 it here as well.

22 THE WITNESS: --to be 400 feet.

23 (WHEREUPON, said document was
24 identified as Exhibit No. 12.)

Page 31

1 BY MS. ELMORE:

2 Q Have you performed any formation modeling based
3 on those characteristics to determine what the effective
4 frac or drainage area would be?

5 A Yes. We evaluated our well spacing four
6 different, mutually exclusive ways. First, we performed
7 numerical hydraulic fracture modeling with the results
8 showing an effective fracture half length of 400 feet.
9 This was done by compiling petrophysical and geomechanical
10 information from well logs in the West Virginia panhandle
11 and incorporating this information into a 3D gridded earth
12 model.

13 Then we introduced our proposed high density
14 fracture design and expected pressures. Both a fully
15 numerical wire mesh fracture model and an unconventional
16 fracture model (UFM) were run. And these results show that
17 we expect an average of 400 foot half length from our
18 complex fracture network.

19 Secondly, we ran a probabilistic
20 semi-analytical rate transient analysis on the production
21 data of a Utica/Point Pleasant well in the West Virginia
22 panhandle. We were able to match the productivity of the
23 well to a 305 foot effective fracture half length in our
24 simulator. These results support our proposed estimated

Page 32

1 half length of 400 foot.

2 Thirdly, we performed a research study on
3 over 600 Utica/Point Pleasant wells in the dry gas Ohio,
4 West Virginia and Pennsylvania, southwest Pennsylvania. We
5 reviewed the production of these wells relative to the well
6 spacing. Of particular interest were four wells drilled at
7 500 foot spacing, eleven wells drilled at 750 foot spacing
8 and twenty wells drilled at about 1000 foot spacing in
9 Belmont County, Ohio.

10 A reserve and economic analysis was
11 performed, and the results showed that, as productivity is
12 reviewed on a 640 acre section basis, the recovery of the
13 reserves and gas in place increases as more wells are added
14 to a section. Basically, more reserves are recovered as
15 the wells are spaced closer.

16 However, as more wells are added, the single
17 well EURs and economics reduce, but the pad level or
18 section level net present value increases to a point of
19 diminishing returns.

20 In our analysis, at present drilling and
21 completions costs and gas prices, wells spaced at 800 foot
22 spacing have the highest section or unit net present value.
23 It was determined that the primary factors that affect a
24 decision on well spacing is gas pricing and well costs.

Page 33

1 In all scenarios, closer spacing provides
2 more reserves recovery and, consequently, higher royalties
3 for land owners in the section or unit. This study showed
4 that 800 foot spacing would optimize resource recovery per
5 section and maximize the associated economics at current
6 gas prices and at current drilling and completions costs.

7 Fourthly, we reviewed publicly available
8 studies, microseismic data, presentations done by other
9 operators, and we were able to validate our results of 400
10 foot effective half lengths.

11 A sample set of five reports reviewed were:
12 Eclipse Resources' presentation and microseismic data study
13 presented to the West Virginia DEP, Docket No. 247-236; the
14 rate transient analysis in Utica/Point Pleasant wells in
15 West Virginia performed by EQT Production Company presented
16 to West Virginia OGCC in Docket No. 242-231; Antero
17 Resources' microseismic and rate transient analysis
18 presented to the Ohio Department of Natural Resources
19 sourced from public well permit API 34-111-2-4716; Gulfport
20 Energy microseismic study presented to the ODNR sourced
21 from well permit 34-013-02-1151; and Hess Energy
22 microseismic study in Belmont County presented to the ODNR
23 and sourced from public permit API No. 34-059-2-4370.

24 In summary, APP has spent the past few years

Sheet 10 Page 34

1 investigating optimum well spacing for our drilling
 2 development and four of the independent research
 3 evaluations performed by APP presented here, as well as
 4 other studies not presented here, have helped us determine
 5 that 800 foot spacing is the optimum well spacing and that
 6 the hydraulic fracture would grow 75 feet from the last
 7 perforation in the direction of minimum stresses.
 8 Q And that's what leads to the request for the 200
 9 foot variant?
 10 A Yes. It does.
 11 Q So just to kind of go back through, the effective
 12 half length along the maximum principal stress was what?
 13 A Four hundred foot effective half length.
 14 Q Okay. And the frac spacing along minimum
 15 principal stress?
 16 A It is 150 foot from the center of the
 17 perforations, which in our designs amounts to about 75 feet
 18 from the last perforation.
 19 Q Do you expect to see any communication between
 20 the laterals in the proposed unit?
 21 A We expect to see some hydraulic communication
 22 during the hydraulic fracturing process. However, we
 23 expect little or no direct fluid communication between the
 24 wells during production.

Page 35

1 Q With respect to frac height, what was your
 2 analysis on that?
 3 A Based on the placement of our laterals, we expect
 4 the fracture would grow to the top of the Point Pleasant
 5 formation.
 6 Q Does APP have any microseismic in the area or an
 7 analog to this area?
 8 A We do not personally have microseismic in the
 9 area, but we do believe and we are aware of microseismic
 10 data in the Point Pleasant/Utica which we believe are
 11 analogous to our area in Ohio in Belmont County.
 12 Q So in your view, if these wells are approved as
 13 proposed by APP, would that encourage the maximum recovery
 14 of oil and gas from the acreage encompassed by this unit?
 15 A Yes. It will.
 16 Q Will it effectively protect the correlative
 17 rights of the landowners involved?
 18 A Yes. It will.
 19 Q And based on your best estimate of the drainage
 20 area, the correct spacing of the wells is as you have
 21 proposed it, being 800 feet between laterals?
 22 A Yes. It is.
 23 Q From a geological standpoint, is the spacing
 24 requested by APP appropriate with respect to the proposed

Page 36

1 wells?
 2 A Yes.
 3 Q Will granting the spacing exception prevent
 4 waste?
 5 A Yes. It will.
 6 Q Will the wells provide royalty income as well as
 7 operating income?
 8 A Yes.
 9 Q Will the owners obtain their just and equitable
 10 share of production with respect to the wells?
 11 A Yes.
 12 Q Spacing will encourage the maximum recovery of
 13 oil and gas?
 14 A Yes.
 15 Q Does APP anticipate that the proposed wells will
 16 be economic for APP and for the royalty owners?
 17 A Yes.
 18 Q Can you estimate the number of vertical wells
 19 which would have to be drilled and hydraulically fractured
 20 in order to produce the amount of oil and gas which you're
 21 estimating to be recoverable by the proposed wells in the
 22 Casterly Rock Southwest unit?
 23 A We would estimate 193 vertical wells would be
 24 required to produce the similar estimated ultimate recovery

Page 37

1 in a similar time period.
 2 Q Okay. Would the estimated cost to drill 193
 3 vertical wells be more or less than the cost of the
 4 proposed horizontal wells?
 5 A The cost to drill that many vertical wells would
 6 be much more than the cost of the proposed horizontal
 7 wells. The surface disturbance would also be excessive.
 8 Q Would it be feasible to drill that number of
 9 wells in this area?
 10 A It will not be possible to drill all these wells
 11 given the mining operations that occur in this area.
 12 Q Okay. And how much land would be required to
 13 drill 193 vertical wells assuming that land was available?
 14 A We would need about 193 acres of land assuming
 15 one-acre pad per vertical well. Again, the surface
 16 disturbance would be excessive, and it would not be
 17 possible.
 18 Q From a geological point of view, would granting
 19 the application encourage the maximum recovery of oil and
 20 gas?
 21 A Yes.
 22 Q And you're able to calculate how large an area
 23 you believe the wells would potentially drain?
 24 A Each well is expected to drain a half length of

Sheet 11 Page 38

1 400 feet, and it's also shown to grow in height just to the
 2 top into the Utica.

3 Q In your opinion, does drilling multiple
 4 horizontal wells from a single well pad have a
 5 significantly lower environmental impact and result in less
 6 disruption to the community and have a beneficial impact on
 7 consumer prices, as opposed to drilling each well from a
 8 different well pad?

9 A Yes.

10 Q And if the Commission grants the relief requested
 11 and APP is allowed to proceed with development of the wells
 12 at issue, will APP promote the public policy of the State
 13 of West Virginia, including prevention of waste, protection
 14 of the environment, protection of correlative rights and
 15 maximization of the recovery of oil and gas?

16 A Yes.

17 MS. ELMORE: Very good. Questions from the
 18 Commission?

19 CHAIRMAN LAY: Questions?

20 COMMISSIONER RADABAUGH: Not at this time.

21 EXAMINATION

22 BY COMMISSIONER MARTIN:

23 Q Have a couple, Mr. Chairman. How do you
 24 determine frac height? Is that done through modeling?

Page 39

1 A Yes, sir. That was done through modeling, yes.

2 Q The modeling showed the growth upwards just to
 3 the top of the Point Pleasant?

4 A I was actually a little bit surprised by that.
 5 The expectation is that the frac would grow into the Utica.
 6 However, based on the model I ran and based on the logs
 7 that we had and the 3D model, it showed that there are
 8 multiple planes of weaknesses. Because of that, the
 9 fracture may terminate at the top of the Point Pleasant.

10 Q And the Point Pleasant is the lower portion of
 11 the Utica. Right?

12 A Yes. You can look at it that way.

13 Q I mean, there's still Utica shale above the Point
 14 Pleasant?

15 A Yes. There is extensively.

16 Q But not below it?

17 A No.

18 Q Did I hear you right that there's a lot of coal
 19 development in this area?

20 A A lot, all over the place.

21 Q So how do you address that with the coal
 22 entities, the operator and the coal owners, as relates to
 23 your development? Do you have agreements with them or how
 24 does that work?

Page 40

1 A Yes. We do. We have coal agreements with the
 2 coal companies. However, it also makes it very-- The
 3 development planning in this area is really tough. There's
 4 only so many possible locations in Marshall County. I
 5 mean, we can count it. That makes it very tough and
 6 requires that, you know, everyone in the county work
 7 together to maximize the ability to recovery these
 8 resources.

9 Q So the coal companies have already essentially
 10 signed off on your location?

11 A Yes. They have.

12 COMMISSIONER MARTIN: Thank you.

13 EXAMINATION

14 BY CHAIRMAN LAY:

15 Q Couple questions.

16 A Yes, sir.

17 Q First of all, I don't know that we've marked
 18 these as exhibits yet, but the one that shows the distance
 19 from other operator wells, and so forth--

20 A Yes, sir.

21 Q --comparing that to your lease-- I assume that
 22 represents the lease.

23 MS. ELMORE: Could you-- That represents. And
 24 we would like to not have that (indicating) included in the

Page 41

1 exhibit, I was just informed, that one map that you're
 2 holding in your right hand, if possible.

3 CHAIRMAN LAY: This (indicating) one?

4 MS. ELMORE: That (indicating) one. We presented
 5 it so that we could show that we controlled the acreage
 6 position immediately south of the toes of the Casterly Rock
 7 wells. But I've been asked if we could keep that one out
 8 of the record because it provides a lot of proprietary
 9 information with respect to development plan.

10 CHAIRMAN LAY: No. We will seal it though.

11 MS. ELMORE: Fair enough.

12 CHAIRMAN LAY: Because I have questions about
 13 this--

14 MS. ELMORE: Sure.

15 CHAIRMAN LAY: --and this (indicating).

16 MS. ELMORE: Okay.

17 CHAIRMAN LAY: I want it, but we'll seal it.

18 MS. ELMORE: You'll seal it. And if we could
 19 also seal the spacing exception -- exemptions, the blue--

20 CHAIRMAN LAY: For one year.

21 MS. ELMORE: Did we agree to two years before,
 22 previously?

23 THE WITNESS: Yes.

24 MS. ELMORE: Could we--

Sheet 12 Page 42

1 BY CHAIRMAN LAY:
 2 Q Did we agree to two years? Okay. Two years from
 3 the date of the award.
 4 On this particular map, you have depicted to
 5 the southeast of the Casterly Rock unit, it looks like a
 6 Permit 05101727. And you have a notation there, SNW Robert
 7 Young. I assume that's an SWN pad and permit?
 8 A Marcellus well.
 9 Q Marcellus well.
 10 A Yes, sir.
 11 Q Okay. So that's a Marcellus well. And you
 12 control the Utica acreage--
 13 A Yes, sir.
 14 Q --under that Marcellus--
 15 A Yes. We do.
 16 Q --development? Okay.
 17 A By working with Southwestern, we have -- we
 18 control it. Yes.
 19 Q Okay. Alright. So the green are-- Okay. That
 20 makes more sense.
 21 A It is.
 22 CHAIRMAN LAY: Alright. That answers that
 23 question for me. Before we go any further, I don't want to
 24 get confused. We have three pieces -- four pieces that

Page 43

1 haven't been included as exhibits. Is that correct? If
 2 there's no objections, I will admit the exhibits, and we
 3 will agree to seal 9 and 12.
 4 COMMISSIONER MARTIN: Mr. Chairman, don't we
 5 already have this (indicating) one in our possession, and
 6 is it sealed now?
 7 MR. GRAY: Yes.
 8 COMMISSIONER MARTIN: Okay. It's Exhibit 12.
 9 CHAIRMAN LAY: Yes. For a period of two years--
 10 THE WITNESS: Yes, sir.
 11 CHAIRMAN LAY: --from the date of the Order, same
 12 time frame. Both documents will be sealed for two years
 13 from the date of the Order.
 14 MS. ELMORE: Thank you.
 15 (WHEREUPON, the documents
 16 previously identified as Exhibits
 17 Nos. 9-12 were received in evidence.)
 18 BY CHAIRMAN LAY:
 19 Q And maybe it's curiosity, but let's go to Exhibit
 20 9. You're showing proposed, future units on here.
 21 A Yes, sir.
 22 Q You have the King's Landing Northeast?
 23 A Mm-hum.
 24 Q Which from all purports is going in a

Page 44

1 northwesterly direction. I don't know why it's the
 2 northeast, but--
 3 A The location of the pad.
 4 Q Okay. There is a section which you purport to
 5 have under lease that is left out of the northeast unit,
 6 and it is also showing a portion that was left logically
 7 into the Casterly Rock units.
 8 Is there a specific reason as to why you're
 9 not including those and drilling those as a continuation
 10 of, obviously, the Casterly Rock unit -- if you control
 11 that acreage, why you're not drilling into the same length
 12 as the other wells in that unit.
 13 MS. ELMORE: Could we take just a minute and have
 14 a conversation in order to answer that question fully,
 15 'cause I think there might be some land issues involved.
 16 THE WITNESS: I would actually defer to the
 17 landman.
 18 (WHEREUPON, a discussion was had
 19 off the record.)
 20 MS. ELMORE: We're ready to go back on the record
 21 now.
 22 BY CHAIRMAN LAY:
 23 Q Okay.
 24 A I hope I will be able to answer your question.

Page 45

1 For what looks like a little bit of a gap in the King's
 2 Landing Northeast well, we do expect to propose another
 3 lateral from the Casterly Rock Northwest going south.
 4 That's why have that little divot in there. We're working
 5 to build that unit, however, we also feel confident that we
 6 should be able to force pool that.
 7 Again, given the lack of surface locations,
 8 we are starting out with the low hanging fruit. But in
 9 future, we will come across with more forceful actions.
 10 Q Okay. My concern is the notch that actually is
 11 projected in King's Landing Northeast not be stranded if
 12 you've got it under lease.
 13 MR. EBERT: Can I answer that question?
 14 CHAIRMAN LAY: You're obviously still under oath
 15 if you can answer the question.
 16 MR. EBERT: Yeah. We're formulating plans to
 17 drill into that. Right now, it's just not 100 percent
 18 concrete at this moment.
 19 CHAIRMAN LAY: It's not your intent to strand
 20 that acreage?
 21 THE WITNESS: No, it's not. No.
 22 MR. EBERT: Hundred percent not our intent, no.
 23 No, sir.
 24 CHAIRMAN LAY: Okay. That's my question. Thank

Sheet 13 Page 46

1 you.

2 THE WITNESS: However, to not do that would

3 require some force pooling. That's kinda my point.

4 CHAIRMAN LAY: Okay. That's fine.

5 MR. EBERT: With the constraints of unitization

6 rights like the 640 pooling and things like that--

7 CHAIRMAN LAY: Are those contractual obligations?

8 Because you can actually go to 720 in a force pool.

9 MR. EBERT: Well, yes. They are contractual.

10 MS. ELMORE: Is that a recent development?

11 CHAIRMAN LAY: No. It's always been 640 plus the

12 ten percent.

13 MS. ELMORE: Plus ten percent. I'm sorry.

14 MR. EBERT: Yeah. For the most part, it's

15 contractual.

16 CHAIRMAN LAY: Okay. I mean, if your contractual

17 leases are limited to 640's--

18 MR. EBERT: They are. It isn't released.

19 CHAIRMAN LAY: Alright. But there is a provision

20 that allows you to go to 720.

21 MR. EBERT: Yeah, the ten percent owners.

22 BY CHAIRMAN LAY:

23 Q I think I grilled you pretty extensively the last

24 time on your presentation, however, I do have some-- I

Page 47

1 personally have some concerns with 200 foot toe spacing.

2 A Yes, sir.

3 Q Given your future development plans, if those

4 hold, I'm comfortable with the 200 feet. And if you do, in

5 fact, drill and development the acreage, everybody's

6 included. If there's a lap and if there's drainage, you

7 are the drainage party.

8 If that doesn't happen, if this southern

9 boundary does not happen, I would come back and force you

10 to include the 200 foot in the unit. My own preference--

11 We haven't voted on that.

12 A Gotcha.

13 Q But do you understand where I'm coming from?

14 A Yes, sir.

15 MR. EBERT: Hundred percent.

16 BY CHAIRMAN LAY:

17 Q I'm not gonna grill you on this again. I think I

18 understand your answers. Although I don't necessarily

19 agree with all the science, it's as good as we can

20 estimate. How's that?

21 A Exactly.

22 CHAIRMAN LAY: Any other questions from any of

23 the other Commissions?

24 COMMISSIONER RADABAUGH: Not at this time, no.

Page 48

1 CHAIRMAN LAY: Okay. Witness may be excused.

2 You can call your next witness.

3 (Witness excused.)

4 MS. ELMORE: Our final witness will be Braulio

5 Silva.

6 (Witness sworn.)

7 THEREUPON came

8 BRAULIO SILVA

9 called as a witness by the Applicant herein, being first

10 duly sworn according to law, testified as follows:

11 DIRECT EXAMINATION

12 BY MS. ELMORE:

13 Q Would you please state your full name for the

14 record?

15 A Braulio Silva.

16 Q What is your educational background?

17 A Bachelor's in petroleum from Texas Tech

18 University.

19 Q By whom are you currently employed?

20 A American Petroleum Partners.

21 Q What is your job title?

22 A I'm the VP of Drilling.

23 Q How long have you been employed in this capacity?

24 A Four and a half years.

Page 49

1 Q And what are your job responsibilities?

2 A I look over construction, planning and drilling

3 for American Petroleum Partners.

4 Q What prior professional experience did you have

5 before working for American Petroleum Partners?

6 A I worked with EQT for a number of years drilling

7 wells in West Virginia and Pennsylvania. And then I moved

8 on to develop Majorsville asset for Noble Energy in

9 Marshall County, Washington County, PA, and Green County,

10 PA.

11 Q What is your personal experience with the

12 proposed wells we are asking the Commission to approve this

13 morning?

14 A I drilled about 200 wells in Pennsylvania, close

15 to another 200 wells in West Virginia. In my experience,

16 mostly Marcellus, obviously, because Utica is fairly new to

17 the area.

18 Q Can you explain how the proposed wells will be

19 drilled and completed?

20 A Definitely. We're going to be-- We're actually

21 currently drilling on the Casterly Rock pad right now. We

22 are drilling on air down to about 9800 feet TVD where we

23 set our 9-5/8 casing. Then from there, we swap into fluid

24 drilling to drill core from lateral to TD.

Sheet 14 Page 50

1 Q Does APP have a well site safety program for the
 2 proposed well?
 3 A Yes. We do.
 4 Q Will APP hold regular safety meetings in
 5 connection with its drilling activity?
 6 A We hold two safety meetings per day, once per
 7 tower.
 8 Q Is APP a bonded operator in the State of West
 9 Virginia?
 10 A Yes. We are.
 11 Q Will APP conduct all reclamation required by law
 12 and all applicable permits following its drilling and
 13 completion activities?
 14 A Yes. We will.
 15 Q Will APP be a good steward of our environment?
 16 A Yes.
 17 Q From a geological standpoint, do you believe that
 18 the proposed wells will be economically successful?
 19 A One hundred percent.
 20 Q And can you explain to the Commission what you
 21 believe the estimated reserves will be for the wells to be
 22 drilled at its proposed unit?
 23 A So currently, we estimate the EUR to be about 2.5
 24 billion per thousand feet.

Page 51

1 Q Based on the estimated reserves, have you
 2 concluded whether the wells would be economic or
 3 commercially reasonable as far as production is concerned?
 4 A Yes.
 5 Q And do you believe that they will be economically
 6 successful?
 7 A Yes.
 8 Q Okay. In your opinion, is the size and shape of
 9 the unit a reasonable proximation of the area which will be
 10 efficiently and economically drained by each of the
 11 proposed wells?
 12 A Yes.
 13 Q Has APP prepared AFE's for the wells?
 14 A Yes.
 15 Q Does APP have adequate funds on hand to drill the
 16 proposed wells?
 17 A Yes.
 18 Q Are the wells scheduled for drilling?
 19 A We are currently drilling the three wells to the
 20 north, and we've got one well scheduled to drill to the
 21 south as soon as we get permits.
 22 Q Okay. Will the wells provide royalty income as
 23 well as operating income?
 24 A Yes.

Page 52

1 Q Will APP pay severance taxes to the State from
 2 its wells?
 3 A Yes.
 4 Q Will APP pay the property taxes as well?
 5 A Yes.
 6 Q Do you believe West Virginia will benefit if the
 7 Commission grants this application?
 8 A Absolutely.
 9 MS. ELMORE: Very good. I have no further
 10 questions for Mr. Silva.
 11 CHAIRMAN LAY: Questions from the Commission?
 12 COMMISSIONER RADABAUGH: No.
 13 EXAMINATION
 14 BY COMMISSIONER MARTIN:
 15 Q I have one thing, Mr. Chairman. I asked the
 16 earlier witness about the coal.
 17 A Yes. I can give you a lot more information on
 18 that. I manage a lot of the coal relations within the
 19 company. Currently, we're talking Murray, CNX. And to the
 20 north of us, we've got another coal mine in the area.
 21 The way we usually do is we have a CA
 22 agreement with them. They hand over their maps on a GI
 23 system. We laid out all of those maps on Marshall County
 24 around where our acreage is. We start looking for

Page 53

1 potential coal pillars where we will be able to drill
 2 through the coal mine and be able to get to the Utica
 3 vertically.
 4 Once we figure out all of those possible
 5 locations, then we look at topography to make sure we're
 6 going to be able to build a pad on that potential location.
 7 And you know, a lot of them are already taken because most
 8 of them are ridges where people have houses or there might
 9 be farms. So there's very few of them that are actually
 10 available or that will match your lease acreage for your
 11 development.
 12 And then once we locate those potential pad
 13 sites, then we go ahead and send surface hole locations and
 14 coordinates to the coal mines for them to double check
 15 those coordinates with their system. If they agree with
 16 those locations, then they will send us a pre-approval.
 17 Then we'll start working on an agreement
 18 between the two companies. We have an agreement that we
 19 write out where we list each one of the surface hole
 20 locations with the coordinates. And we both agree on
 21 those. That's actually what we have in hand.
 22 I believe it comes with a permit. And if it
 23 doesn't come with the permit, we have it available to
 24 submit it for every pad. So we do this for every pad that

1 we develop.
 2 Q So in this case, are these wells located in an
 3 area that's already been mined?
 4 A No. So this pad is actually on a solid coal that
 5 is being left behind by the coal mine. So the--
 6 Q So there are plans for it to mine that area, but
 7 not that that they're going to leave a pillar where this
 8 pad is?
 9 A No. In this specific case for the Casterly Rock
 10 pad, they're mining -- their mine actually stops about 500
 11 feet away from us. They're actually leaving a big piece of
 12 coal around us just because the mine is not getting to
 13 where we are.
 14 So, you know, different from where we will
 15 drill through coal pillars, where you will drill and then,
 16 once they come mining, then you have a potential for that
 17 well to fail. Where we are, we're actually on solid coal
 18 where they're not planning on coming through, mining nearby
 19 us at any point.
 20 We do have their development plans. They
 21 shared their development plans all the way to 2024. The
 22 mines that are going to be mining through there will be, I
 23 would say, more than a safe distance from where our pad is.
 24 So we're not-- We're not drilled through a chain coal

1 pillar, which is what they call-- We're actually drilling
 2 through a solid block of coal. And we can provide those
 3 maps if you need them.
 4 Q Have you had any cases where you've actually
 5 drilled in an area that's already been mined?
 6 A Yes.
 7 Q What do you do in that case to look into--
 8 A So in that case, we'll find the chain coal
 9 pillars. Chain coal pillars tend to be fairly small, about
 10 100 feet by 100 feet. Based on studies that have been done
 11 in the coal mining industry, you gotta be 56 feet away from
 12 each one of the edges of that coal chain pillar.
 13 Then what we'll do is we'll locate the wells
 14 to make sure that we are least 56 feet away from the edges
 15 of that coal pillar. Then, you know, same thing. We'll go
 16 ahead and share those coordinates with the coal mine
 17 company to make sure that we are in agreeance on where
 18 we're going to be drilling through those coal pillars. And
 19 then we will drill through them.
 20 If the mine is open and currently mining,
 21 then that's when we'll have to shut down the mine to be
 22 able to drill through the coal pillar.
 23 That's when you get into the OSHA
 24 regulations to make sure that the mine is completely sealed

1 and to make sure everybody is evacuated before we even
 2 drill through the coal, to make sure that there's not going
 3 to be a release of water or flood into the mine.
 4 I have done that before when I was at Noble
 5 and when I was at EQT. But that's not what we're doing
 6 right now.
 7 Right now, we're actually drilling through a
 8 solid block of coal that is nowhere near a mine that is
 9 being currently mined.
 10 Q So basically, if it's already been mined, you're
 11 locating it well and pillar.
 12 A Yes.
 13 Q Of course, with confirmation from the coal
 14 company.
 15 A Uh-huh.
 16 Q And you're also evacuating the mine when you
 17 drill through that pillar?
 18 A Yes. If the mine is active, yes. And we've done
 19 that before many times. What we do is we tend to do the
 20 drilling through shifts, usually on Sundays when the miners
 21 leave on Saturday night and then come back on Monday
 22 morning. Then we will drill on that time period right
 23 there.
 24 There's been cases where I had to wait. You

1 know, I was ready to drill through the mine on Wednesday
 2 and I had to wait until Sunday to be able to drill through
 3 it to make sure that it was fully evacuated because of MSHA
 4 regulations.
 5 Q In those cases, were the portions the pillar was
 6 in, were those sealed portions of the mine or were those
 7 open portions of the mine?
 8 A Both. So I drilled through sealed portions of
 9 the mines. And in those cases, you really don't need to
 10 evacuate the mine because it's sealed. But if it's open,
 11 that's when we evacuate the mine.
 12 Q But in both cases, you're going through pillar?
 13 A Both cases, we're going through a pillar.
 14 COMMISSIONER MARTIN: Alright. Thank you.
 15 EXAMINATION
 16 BY COMMISSIONER RADABAUGH:
 17 Q What did you say again the size of the pillar is?
 18 A Some of them are about 100 by 100 feet. So 100
 19 by 100, so sometimes you're only able to pull a couple
 20 wells on them.
 21 Some of them might be 150 by 150 so that
 22 you're only able to pull one row instead of two rows.
 23 That's when you get into a lot of that--
 24 Q Well, if it's only 100 by 100--

Sheet 16 Page 58

1 A No.

2 Q --and you gotta stay 56 feet from the edge,

3 that's--

4 A Yeah. So--

5 Q Do you understand?

6 A Yeah. So those chain pillars, they're about 100

7 by 100 whenever you look at them on a map. Right? Once we

8 propose the surface hole locations, what they do is they

9 leave two of those of those chain pillars connected, two or

10 three of those chain pillars connected.

11 So whenever you look at it on a map, you

12 actually see that they all look the same. And then you'll

13 see the continuation of that chain pillar for a couple

14 hundred feet.

15 We usually plan that ahead with the coal

16 mine. So we tell them this is where we're going to be

17 setting the wells. So they'll go-- First, we look for the

18 coal pillar. Right?

19 Make sure that we're right on the center of

20 it. Once we-- Once we suggest what coal drill we want to

21 use, then they will make sure the skip one or two coal

22 pillars to make sure that we leave a larger block on there.

23 But initially, we look for one coal pillar.

24 COMMISSIONER RADABAUGH: Okay, okay.

Page 59

1 EXAMINATION

2 BY CHAIRMAN LAY:

3 Q Question about your design. You said you were

4 drilling to 98, 100 feet on air setting, 9-5/8 casing.

5 A Yes.

6 Q And your cementing that casing in place?

7 A Yes, all the way to surface.

8 Q Okay. Then your production string is 5-1/2,

9 4-1/2?

10 A Our production string is 5-1/2 inches.

11 Q 5-1/2 inch casing. Are you aware of the recent

12 failure of 5-1/2 casing in Pennsylvania?

13 A Yes.

14 Q With your casing design setting through, are you

15 comfortable that you would be able to control a similar

16 situation inside your annular space between your 9-5/8 and

17 your 5-1/2?

18 A Yes. Our 5-1/2 is actually going to be cemented

19 all the way almost through the Marcellus, which I believe

20 was not the point or the case in -- with this other

21 company.

22 Q I believe it was. The failure was above the

23 Marcellus.

24 A Yeah. But they also found out that their 9-5/8

Page 60

1 failed. And the reason why the 9-5/8 failed is because

2 apparently they didn't have cement behind their 9-5/8.

3 Q Right.

4 A So the ones that are 5-1/2, without getting too

5 much into specifics, once that pressure left through 5-1/2,

6 that pressure was higher than your burst pressure in your

7 9-5/8 casing which meant it was going to go directly into

8 the formation.

9 Q That was my next question.

10 A Yeah.

11 Q Is your 9-5/8 burst pressure sufficient to

12 contain the bottom hole pressure?

13 A Yes. So the burst pressure on our 9-5/8 is about

14 9,000 psi. We cement the whole string from TD to surface.

15 The inspector gets our cementing reports every time we

16 cement one of our cementing strings to make sure that we

17 got cement to surface, which means that the whole entire

18 section is cemented, which basically protects it from an

19 event like this.

20 Q What's your anticipated bottom hole pressure?

21 A From the Utica/Point Pleasant, we're going to be

22 fracing at about 11,500 to 12,500 psi. But the bottom hole

23 pressure, once we start flowing, should be around 8,000

24 psi.

Page 61

1 Q So your bottom hole pressure is 8,000 psi in the

2 Point Pleasant?

3 A Once we start producing. That is what we're

4 going to expect.

5 Q Now, are you considering that a flowing pressure

6 or what--

7 A Flowing pressure.

8 Q --that is the actual max reservoir pressure?

9 A That's probably going to be flowing pressure in

10 the surface.

11 Q What is the max bottom hole pressure?

12 A I will have to go to the reservoir for that.

13 CHAIRMAN LAY: You're still under oath. What's

14 your--

15 MR. EBERT: Our maximum reservoir pressure would

16 be-- I'll have to do a calculation real quick.

17 CHAIRMAN LAY: What's your pour pressure?

18 THE WITNESS: Let me talk to you about that.

19 MR. EBERT: We're look at .7 pour pressure, 8,000

20 psi.

21 CHAIRMAN LAY: Eight thousand psi bottom hole

22 pressure?

23 MR. EBERT: Yes.

24 CHAIRMAN LAY: And that's the pour pressure, .7?

Sheet 17 Page 62

1 MR. EBERT: Yes. That's slightly over pressure.
 2 BY CHAIRMAN LAY:
 3 Q Do your drilling plans incorporate any
 4 investigation into seismic or other geophysical?
 5 A So we definitely looked at seismic before, and we
 6 do have a lot of those maps. We don't foresee any faulting
 7 happening in our area.
 8 Q Okay. That was my question: are there any major
 9 faults in the area?
 10 A No, not where we are, not in Marshall County.
 11 Q Okay. And it's your testimony that you believe
 12 that you have a failsafe with your design on your 9-5/8
 13 casing and your design on the 5-1/2 casing and your
 14 cementing program--
 15 A Mm-hum.
 16 Q --to prevent any repeat of the problem seen in
 17 Pennsylvania?
 18 A Yes. I honestly couldn't tell you really the
 19 specifics of their failure because, obviously, I don't have
 20 that information with me. But we have looked at the case
 21 internally already.
 22 CHAIRMAN LAY: Very good. I think that's all the
 23 questions I have.
 24 MS. ELMORE: Very good. That's all that we have.

Page 63

1 CHAIRMAN LAY: Any other witnesses?
 2 MS. ELMORE: No other witnesses.
 3 CHAIRMAN LAY: Okay. Would you give us the room?
 4 MS. ELMORE: Sure, absolutely.
 5 (Witness excused.)
 6 (WHEREUPON, a brief recess was had.)
 7 CHAIRMAN LAY: Let's go back on the record.
 8 You're still obviously under oath.
 9 MR. AJAYI: You asked a question about what I
 10 expected pour pressures would be for our wells, and after
 11 fully review, we expect it to be somewhere between 9,000
 12 and 10,000 psi.
 13 CHAIRMAN LAY: Does that change your answer with
 14 regard to your burst pressure on your 9-5/8 casing?
 15 MR. AJAYI: No.
 16 CHAIRMAN LAY: You still have enough burst
 17 pressure rating to contain that pressure?
 18 MR. AJAYI: We expect so. Yes. We will continue
 19 with the 5-1/8 first. And if that fails, we'll have the
 20 cement behind the 9,000 psi rated 9-5/8.
 21 CHAIRMAN LAY: Alright. Thank you.
 22 MS. ELMORE: That was the only clarification. We
 23 just didn't want there to be a misstatement.
 24 CHAIRMAN LAY: Okay. I caught something there at

Page 64

1 the end. You said 9,000 pound rated 9-5/8--
 2 MR. AJAYI: Yes.
 3 CHAIRMAN LAY: ---with the potential of 10,000
 4 pounds bottom hole pressure?
 5 MR. AJAYI: Potentially, yes. We do have the
 6 5-1/2 rated to 16,510.
 7 CHAIRMAN LAY: You don't have quite redundancy.
 8 Are you going to test the shoe on the 9-5/8?
 9 MR. SILVA: Yeah. What we do is we do a fit test
 10 as soon as we drill out of the 9-5/8, we'll do a fit test
 11 right below it. But just to clarify. Our 9-5/8 is
 12 actually a high burst casing, P-110, 43.5 pounds per foot,
 13 which is a little bit higher than all other operators are
 14 using in the area and even while drilling Utica in West
 15 Virginia.
 16 So we're actually above what they are
 17 currently using. But everybody is around the same rating
 18 for the 9-5/8. What increases your burst is, once you
 19 cement it, having cement behind the 9-5/8 is what keeps it
 20 from bursting once you go over that pressure.
 21 CHAIRMAN LAY: Right. But you're not going to
 22 return cement back to your intermediate string, are you?
 23 MR. SILVA: The 9-5/8 will have cement all the
 24 way to surface. Yes, sir.

Page 65

1 CHAIRMAN LAY: Oh, okay. Then I'm good. I
 2 misunderstood. I thought you were only going to cement it
 3 back--
 4 MR. SILVA: No. So the 5-1/2--
 5 CHAIRMAN LAY: So you are going to stage it and
 6 cement it to surface.
 7 MR. SILVA: Yeah. The 5-1/2 is different. The
 8 5-1/2, usually you don't get cement to surface. But your
 9 9-5/8 is fully cemented to surface.
 10 CHAIRMAN LAY: I'm good then. That takes care of
 11 my concern. I thought you were going to leave an annular
 12 space on the 9-5/8.
 13 MR. SILVA: No.
 14 CHAIRMAN LAY: Alright. Anything else? Okay.
 15 That being the case, then do I have a motion?
 16 COMMISSIONER RADABAUGH: I have a motion,
 17 Mr. Chairman. Make a motion to grant American Petroleum
 18 Partners Operating, LLC, their request to establish a 634
 19 acre drilling unit and the pooling of unleased tracts and
 20 interests for the Casterly Rock 4UH, 5UH, 7UH and 9UH wells
 21 at the bonus rate of \$7,000.00 per acre and at a royalty
 22 rate of 20 percent free of all post-production costs at a
 23 price equal to or greater than the contract price paid by a
 24 non-affiliate third-party market.

Sheet 18 Page 66

1 APP will provide detailed AFEs to the
2 Commission prior to the commencement of operations of all
3 wells. Should a party elect to participate as a working
4 interest owner, APP will request a supplemental hearing to
5 establish terms for the participation. This pooling is
6 only in the Point Pleasant formation.

7 I'd also like to make a motion to grant APP
8 their request for an exception to Rule 39CSR 1.4.2 for the
9 drilling of the Casterly Rock 4UH well in Marshall County,
10 West Virginia with a spacing of 800 feet between laterals
11 and 200 feet from the toe to the unit boundary of this well
12 and the others in the unit.

13 But if the southern pad of the lower unit is
14 not drilled within five years, the unit will be extended to
15 include the additional 200 feet with royalty payment
16 adjustments going back to the beginning when the well went
17 into production. And we agree to seal Exhibits 9 and 12
18 for a period of two years from the date of the Order.

19 CHAIRMAN LAY: Do I have a motion?

20 COMMISSIONER MARTIN: Second.

21 CHAIRMAN LAY: Any discussion of the motion?

22 MS. ELMORE: Any questions about that? If the
23 southern pad is not drilled within five years, then--

24 CHAIRMAN LAY: You'll go back and adjust the unit

Page 68

1 CHAIRMAN LAY: But at that point, you have a
2 contractual obligation with the parties, and you don't need
3 to invoke force pooling.

4 MS. ELMORE: Okay. So it's not necessary to
5 vacate the Order.

6 CHAIRMAN LAY: Necessary to vacate the order if
7 you come to terms. It's no different than if you go
8 forward with the Order. You've executed a lease. You
9 don't have to tell us that you're using the force pool
10 provision that we granted.

11 MS. ELMORE: Okay, very good. We appreciate it
12 very much.

13 CHAIRMAN LAY: Any other discussion of the
14 motion? Okay. All those in favor, aye. Opposed, nay?
15 Motion carried. Your request is granted. If counsel would
16 be so kind as to prepare a draft Order, circulate it to
17 staff and counsel--

18 MS. ELMORE: Thanks. I'll do that. On to the
19 next one.

20 CHAIRMAN LAY: Anything else? I'm sorry.

21 MS. ELMORE: We have one more.

22 CHAIRMAN LAY: I know.

23 MS. ELMORE: Okay.

24 CHAIRMAN LAY: Anything else for this record?

Page 67

1 boundary to 400 feet from the toe and retroactively pay the
2 royalty to those parties.

3 MS. ELMORE: Okay.

4 CHAIRMAN LAY: We're giving you five years.

5 MS. ELMORE: Appreciate that. One question for
6 the Commission. The interest, the unleased interest of
7 Samuel Henry-- If the heirs are willing to enter into a
8 lease, would it be appropriate to come back and ask the
9 Commission to vacate that portion of the Order dealing with
10 the force pooling?

11 For example, if they decide to enter into an
12 all-depths lease, would that be -- is that an appropriate
13 way for us to proceed?

14 CHAIRMAN LAY: Contracts trump orders all the
15 time.

16 MS. ELMORE: Okay.

17 CHAIRMAN LAY: I don't think it's necessary.

18 MS. ELMORE: Okay.

19 CHAIRMAN LAY: If you enter into a voluntary
20 lease with the landowners and they grant you rights
21 different than what we just granted, I would hope you would
22 tell them what we granted you, you know, so that they get
23 potentially compensated if they do an all-formations lease.

24 MS. ELMORE: Okay.

Page 69

1 Okay. We'll close the record.

2 (WHEREUPON, the proceeding was
3 adjourned.)

REPORTER'S CERTIFICATE

STATE OF WEST VIRGINIA,
COUNTY OF KANAWHA, to-wit:

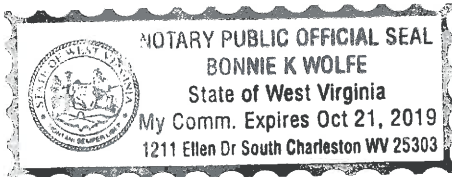
I, BONNIE K. WOLFE, Certified Court Reporter and Notary Public of West Virginia, do hereby certify that the foregoing is, to the best of my skill and ability, a true and accurate transcript of all the proceedings as set forth in the caption hereof.

Given under my hand this 3rd day of March, 2019.

My commission expires October 21, 2019.



Certified Court Reporter





west virginia department of environmental protection

Oil and Gas Conservation Commission
601 57th Street SE, Charleston, WV 25304
304-926-0499 Ext 1274

Barry K. Lay, Chairman
dep.wv.gov

**BEFORE THE OIL AND GAS CONSERVATION COMMISSION
OF THE STATE OF WEST VIRGINIA**

IN THE MATTER OF THE REQUEST BY AMERICAN
PETROLEUM PARTNERS OPERATING, LLC FOR AN ORDER
FROM THE COMMISSION ESTABLISHING A DRILLING UNIT
AND POOLING OF UNLEASED TRACTS AND INTERESTS
OF OIL AND GAS OWNERS AND OPERATORS WHO HAVE
NOT ENTERED INTO VOLUNTARY AGREEMENTS ALLOWING
FOR THE DEVELOPMENT AND OPERATION OF THE
WINTERFELL-9UH DRILLING UNIT CONSISTING OF 278.93 ACRES,
AND
FOR EXCEPTION TO RULE 39CSR 1.4.2 FOR THE PROPOSED
WELL WINTERFELL-9UH TO BE LOCATED IN WEBSTER
DISTRICT, MARSHALL COUNTY, WEST VIRGINIA

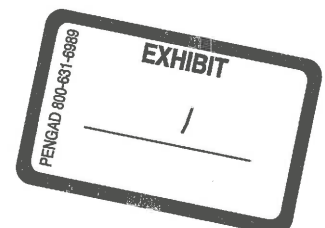
DOCKET NO. 271
CAUSE NO. 263

NOTICE OF HEARING

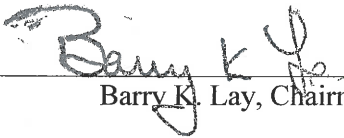
AMERICAN PETROLEUM PARTNERS OPERATING, LLC (“APP”) has requested the WV Oil and Gas Conservation Commission (OGCC) review and establish a drilling unit for the WINTERFELL-9UH, 278.93 acres, and pooling of unleased tracts and interests of oil and gas owners and operators for the development and operation of the unit in Marshall County, West Virginia, pursuant to Chapter 22C-9-7(b), **AND** review and approve exception to Rule 39CSR 1.4.2 for the well identified as the WINTERFELL-9UH location.

Evidence and testimony will be presented at the hearing and at the request of American Petroleum Partners, LLC, the hearing has been delayed and scheduled for:

DATE: February 21, 2019
TIME: 10:00 a.m.
PLACE: WV Department of Environmental Protection
Oil and Gas Conservation Commission
601 57th Street, SE
Charleston, WV 25304



**OIL AND GAS CONSERVATION COMMISSION
OF THE STATE OF WEST VIRGINIA**

By:  _____
Barry K. Lay, Chairman

Dated this 23rd day of January, 2019 at Charleston, West Virginia.

CERTIFIED MAIL

American Petroleum Partners Operating, LLC

4600 J. Barry Ct Ste 310

Canonsburg PA 15317

91 7199 9991 7039 1715 5206

Mahatme Hira

2420 McCrearys Ridge Rd

Moundsville WV 26041

91 7199 9991 7039 1715 5213

Chevron U.S.A. Inc.

700 Cherrington Parkway

Coraopolis, PA 15108

91 7199 9991 7039 1715 5220



January 29, 2019

Dear Susan Rose:

The following is in response to your request for proof of delivery on your item with the tracking number:
9171 9999 9170 3917 1552 06.



Item Details

Status:	Delivered, Left with Individual
Status Date / Time:	January 28, 2019, 3:47 pm
Location:	CANONSBURG, PA 15317
Postal Product:	First-Class Mail®
Extra Services:	Certified Mail™ Return Receipt Electronic

Shipment Details

Weight:	5lb, 15.2oz
----------------	-------------

Recipient Signature

Signature of Recipient:	
Address of Recipient:	

Note: Scanned image may reflect a different destination address due to Intended Recipient's delivery instructions on file.

Thank you for selecting the United States Postal Service® for your mailing needs. If you require additional assistance, please contact your local Post Office™ or a Postal representative at 1-800-222-1811.

Sincerely,
United States Postal Service®
475 L'Enfant Plaza SW
Washington, D.C. 20260-0004



January 29, 2019

Dear Susan Rose:

The following is in response to your request for proof of delivery on your item with the tracking number: **9171 9999 9170 3917 1552 20**.

Item Details

Status: Delivered, Left with Individual
Status Date / Time: January 28, 2019, 3:17 pm
Location: CORAOPOLIS, PA 15108
Postal Product: First-Class Mail®
Extra Services: Certified Mail™
Return Receipt Electronic

Shipment Details

Weight: 5lb, 15.5oz

Recipient Signature

Signature of Recipient:	<table border="1"><tr><td>Signature</td><td>X <i>Susan Helony</i></td></tr><tr><td>Printed Name</td><td></td></tr></table>	Signature	X <i>Susan Helony</i>	Printed Name	
Signature	X <i>Susan Helony</i>				
Printed Name					
Address of Recipient:	<table border="1"><tr><td>Delivery Address</td><td><i>PO BOX 15108 PHA</i></td></tr></table>	Delivery Address	<i>PO BOX 15108 PHA</i>		
Delivery Address	<i>PO BOX 15108 PHA</i>				

Note: Scanned image may reflect a different destination address due to Intended Recipient's delivery instructions on file.

Thank you for selecting the United States Postal Service® for your mailing needs. If you require additional assistance, please contact your local Post Office™ or a Postal representative at 1-800-222-1811.

Sincerely,
United States Postal Service®
475 L'Enfant Plaza SW
Washington, D.C. 20260-0004



FAQs > (<https://www.usps.com/faqs/uspstracking-faqs.htm>)

Track Another Package +

Tracking Number: 9171999991703917155213

Remove X

This is a reminder to arrange for redelivery of your item before February 9, 2019 or your item will be returned on February 10, 2019. You may arrange redelivery by using the Schedule a Redelivery feature on this page or may pick up the item at the Post Office indicated on the notice.

Delivery Attempt: Action Needed

Reminder to Schedule Redelivery of your item before February 9, 2019

Schedule Redelivery

Feedback

- **Text & Email Updates**
- **Schedule Redelivery**
- **Return Receipt Electronic**
- **Tracking History**

Reminder to Schedule Redelivery of your item before February 9, 2019

This is a reminder to arrange for redelivery of your item before February 9, 2019 or your item will be returned on February 10, 2019. You may arrange redelivery by using the Schedule a Redelivery feature on this page or may pick up the item at the Post Office indicated on the notice.

January 26, 2019, 8:00 am
Available for Pickup
MOUNDSVILLE, WV 26041

January 25, 2019, 8:20 pm
Departed USPS Regional Facility
PITTSBURGH PA DISTRIBUTION CENTER

January 25, 2019, 9:41 am
Arrived at USPS Regional Destination Facility
PITTSBURGH PA DISTRIBUTION CENTER

January 25, 2019, 5:03 am
Departed USPS Regional Facility
CHARLESTON WV PROCESSING CENTER

January 24, 2019, 9:53 pm
Arrived at USPS Regional Origin Facility
CHARLESTON WV PROCESSING CENTER

January 24, 2019, 8:38 pm
Accepted at USPS Origin Facility
CHARLESTON, WV 25311

January 24, 2019
Pre-Shipment Info Sent to USPS, USPS Awaiting Item

Feedback



February 20, 2019

Dear Susan Rose:

The following is in response to your request for proof of delivery on your item with the tracking number:
9171 9999 9170 3917 1552 13.

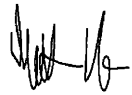
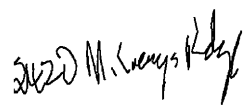
Item Details

Status:	Delivered, Left with Individual
Status Date / Time:	February 20, 2019, 7:50 am
Location:	MOUNDSVILLE, WV 26041
Postal Product:	First-Class Mail®
Extra Services:	Certified Mail™ Return Receipt Electronic

Shipment Details

Weight:	5lb, 15.8oz
----------------	-------------

Recipient Signature

Signature of Recipient:	
Address of Recipient:	

Note: Scanned image may reflect a different destination address due to Intended Recipient's delivery instructions on file.

Thank you for selecting the United States Postal Service® for your mailing needs. If you require additional assistance, please contact your local Post Office™ or a Postal representative at 1-800-222-1811.

Sincerely,
United States Postal Service®
475 L'Enfant Plaza SW
Washington, D.C. 20260-0004

Rose, Susan W

From: adlaw@wvsos.com
Sent: Wednesday, January 23, 2019 10:42 AM
To: Rose, Susan W
Subject: Meeting Notice Approval



Secretary of State
State Capitol Building
Charleston, West Virginia 25305

Mac Warner

Phone: 304-558-8000
877-826-2954
Visit us online:
www.wvsos.com

Your meeting notice has been approved.

[You may view it online here.](#)

If you have any questions, please contact our office during normal business hours for assistance.





west virginia department of environmental protection

Oil and Gas Conservation Commission
601 57th Street SE, Charleston, WV 25304
304-926-0499 Ext 1274

Barry K. Lay, Chairman
dep.wv.gov

January 23, 2019

Moundsville Daily Echo
713 Lafayette Avenue
Moundsville, WV 26041

VIA email to: mdsvecho@gmail.com

**RE: Class 11 - Legal Advertisement
Docket No. 271-263**

Dear Sir:

Please print the enclosed Notice of Hearing AND Plat as a Class 11 legal advertisement in the Moundsville Daily Echo on Monday, January 28 and again on Monday, February 4, and send affidavit of publication and invoice to me at the address above.

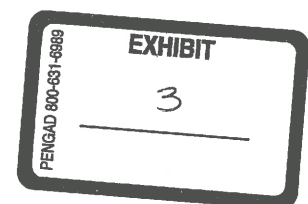
If you should have any questions, please call me at 304-926-0499 ext. 1274.

Sincerely,

A handwritten signature in black ink that reads "Susan Rose". The signature is written in a cursive, flowing style.

Susan Rose
Administrator

encl:



Rose, Susan W

From: Charles Walton <mdsvecho@gmail.com>
Sent: Wednesday, January 23, 2019 1:50 PM
To: Rose, Susan W
Subject: Re: Class II Legal Ad

Received, thank you.

On Wed, Jan 23, 2019 at 10:24 AM Rose, Susan W <Susan.W.Rose@wv.gov> wrote:

Attached please find a Class II Legal Ad and plat that need published. The plat attached need to be large enough to be legible. Please confirm that you received this email and that the dates for publication are acceptable. Thank you.

Susan Rose

West Virginia Oil and Gas Conservation Commission

601 57th Street SE

Charleston, WV 25304

(304) 926-0499 ext. 1274 (office)

(304) 926-0452 (fax)



(304) 845-2660
P.O. BOX 369
MOUNDSVILLE
WEST VIRGINIA
26041

AFFIDAVIT OF PUBLICATION

STATE OF WEST VIRGINIA,
COUNTY OF MARSHALL, to wit

**PLEASE PAY FROM
THIS INVOICE**

I, Melanie S. Murdock being first duly sworn upon my
oath, do depose and say:

- that I am Legal Advertising Manager of the MOUNDSVILLE DAILY ECHO, a Republican newspaper;
- that I have been duly authorized to execute this affidavit;
- that such newspaper has been published for over 119 years, is regularly published afternoons dally except Saturdays and Sundays, for at least fifty weeks during the calendar year, in the municipality of Moundsville, Marshall County, West Virginia.
- that such newspaper is a newspaper of "general circulation" as defined in Art. 3, Chap. 59 of the Code of West Virginia 1931 as amended, within Moundsville and Marshall County;
- that such newspaper averages in length four or more pages, exclusive of any cover, per issue;
- that such newspaper is circulated to the general public at a definite price or consideration;
- that such newspaper is a newspaper to which the general public resorts for passing events of a political, religious, commercial and social nature and for current happenings, announcements, miscellaneous reading matters, advertisements and other notices;
- and that the annexed notice described as follows:

Legal Advertisement

PARTY(ies)

Docket No. 271 / Cause No. 263

NATURE (and agency if heard before one)

CERTIF-BILL TO

Susan Rose
WV Oil & Gas Conservation Commission
601 57th Street SE
Charleston, WV 25304

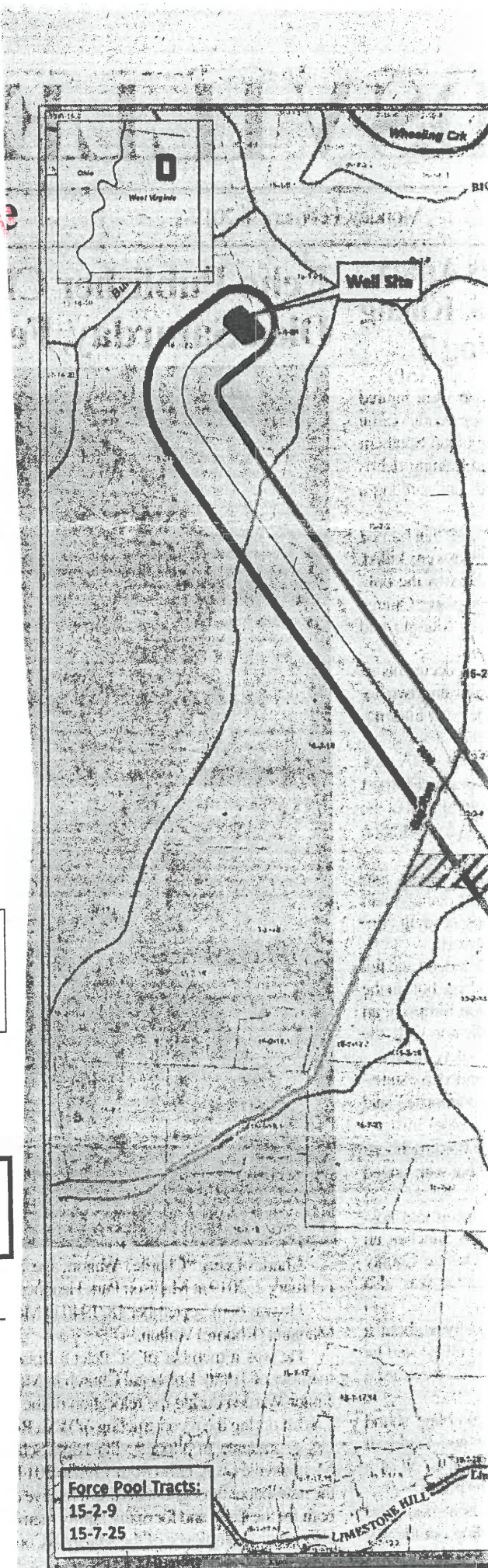
WAS PUBLISHED IN SAID NEWSPAPER AS FOLLOWS

Times	Dates
2	January 28, February 4, 2019

BY WORDS	PUBLICATION CHARGES
1834.75	\$369.15

(signed) Melanie S. Murdock

NOTARIZATION
 OFFICIAL SEAL
 NOTARY PUBLIC
 Taken sworn and subscribed before me in the County of Marshall, West Virginia, this 30th day of February, 2019.
 AMY McGLUMPHY
 Notary Public
 My Commission Expires August 29, 2023
Amy M. Glumphy



ASHLEY FAVINGER
AMERICAN PETROLEUM PARTNERS OPERATING LLC
4600 J BARRY COURT STE 310
CANONSBURG PA 15317-5854

West Virginia Oil and Gas Conservation Commission
Certificate of Consent and Easement

We, the undersigned, for valuable consideration, the receipt and sufficiency of which is hereby acknowledged, being all of the owners of the surface of that certain lot, tract or parcel of land located in Webster District, Marshall County, State of West Virginia, parcels #15-01-21 and 15-01-22, shown on the attached plat or survey, do hereby consent and grant an easement, pursuant to West Virginia Code, Section 22C-9-7(b)(4) and Operating Rule 4.4 of the Rules and Regulations of the West Virginia Oil and Gas Commission, to American Petroleum Partners Operating LLC, its successors or assigns, for the drilling and operation of a deep well(s) for the production of oil, gas and/or other associated hydrocarbons at the location shown on the attached plat or survey.

Executed this 10th day of July, 2018.

Deborah S. Whitlatch
Deborah S. Whitlatch

Randy Lee Whitlatch
Randy Lee Whitlatch

Brenda J. Harris
Brenda J. Harris

Clay M. Harris
Clay M. Harris

Ronald W. Plants
Ronald W. Plants, Trustee of Plants Family
Irrevocable Trust Dated October 2, 2008

Carolie M. Plants
Carolie M. Plants, Trustee of Plants Family
Irrevocable Trust Dated October 2, 2008

James W. Plants
James W. Plants

Marshall County
Jan Pest, Clerk
Instrument 1442729
07/11/2018 @ 02:53:07 PM
RIGHT OF WAY W/O CONSIDERATI
Book 985 @ Page 54
Pages Recorded 4
Recording Cost \$ 11.00
RECEIVED

Office of Oil and Gas

NOV 14 2018

WV Department of
Environmental Protection

INDIVIDUAL ACKNOWLEDGMENT

COMMONWEALTH / STATE OF West Virginia §

COUNTY OF Marshall | §

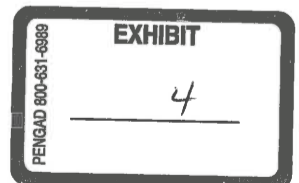
On this 10th day of July, 2018, before me, the undersigned officer, personally appeared Deborah S. Whitlatch and Randy Lee Whitlatch, wife and husband, personally known to me (or satisfactorily proven) to be the people whose names are subscribed to the within instrument, and acknowledged to me that Deborah S. Whitlatch and Randy Lee Whitlatch, wife and husband, executed the same for the purposes therein contained.

In witness thereof, I hereunto set my hand and affixed my official seal.

MY COMMISSION EXPIRES:

OFFICIAL SEAL
COMMISSIONER FOR WEST VIRGINIA
Ricky L. Shuck
Sandyville, WV
My Commission Expires August 24, 2022

Ricky L. Shuck
Notary Public



WV-MAR-0696-20A

INDIVIDUAL ACKNOWLEDGMENT

COMMONWEALTH / STATE OF OHIO §

COUNTY OF MONROE §

On this 10th day of July, 2018, before me, the undersigned officer, personally appeared Brenda J. Harris and Clay M. Harris, wife and husband, personally known to me (or satisfactorily proven) to be the people whose names are subscribed to the within instrument, and acknowledged to me that Brenda J. Harris and Clay M. Harris, wife and husband, executed the same for the purposes therein contained.

In witness thereof, I hereunto set my hand and affixed my official seal.

MY COMMISSION EXPIRES:

OFFICIAL SEAL
COMMISSIONER FOR WEST VIRGINIA
Ricky L. Shuck
Sandyville, WV
My Commission Expires August 24, 2022

Ricky L Shuck
Notary Public

RECEIVED
Office of Oil and Gas
NOV 14 2018
WV Department of
Environmental Protection

INDIVIDUAL ACKNOWLEDGMENT

COMMONWEALTH / STATE OF West Virginia

COUNTY OF MARSHALL §

On this 10th day of July, 2018, before me, the undersigned officer, personally appeared Ronald W. Plants and Carolie M. Plants, Trustees of the Plants Irrevocable Trust Dated October 2, 2008, who acknowledged themselves to be the Trustees of the Plants Family Irrevocable Trust Dated October 2, 2008, and that they, as such Trustees, being authorized to do so, executed the foregoing instrument for the purpose therein contained by signing the name of the Irrevocable Trust

by themselves as Trustees.

In witness thereof, I hereunto set my hand and affixed my official seal.

MY COMMISSION EXPIRES:

OFFICIAL SEAL
COMMISSIONER FOR WEST VIRGINIA
Ricky L. Shuck
Sandyville, WV
My Commission Expires August 24, 2022

Ricky L Shuck
Notary Public

RECEIVED
Office of Oil and Gas
NOV 14 2018
WV Department of
Environmental Protection

INDIVIDUAL ACKNOWLEDGMENT

COMMONWEALTH / STATE OF West Virginia §

COUNTY OF Marshall §

On this 10th day of July, 2018, before me, the undersigned officer, personally appeared James W. Plants, a married man dealing in his sole and separate property, personally known to me (or satisfactorily proven) to be the person whose name is subscribed to the within instrument, and acknowledged to me that James W. Plants, a married man dealing in his sole and separate property, executed the same for the purposes therein contained.

In witness thereof, I hereunto set my hand and affixed my official seal.

MY COMMISSION EXPIRES:

OFFICIAL SEAL
COMMISSIONER FOR WEST VIRGINIA
Ricky L. Shuck
Sandyville, WV
My Commission Expires August 24, 2022

Ricky L Shuck
Notary Public

RECEIVED
Office of Oil and Gas
NOV 14 2018
WV Department of
Environmental Protection

Recorder:

On completion of recordation, please return to:
American Petroleum Partners Operating LLC
4600 J. Barry Court, Ste 310
Canonsburg, PA 15317

STATE OF WEST VIRGINIA, MARSHALL COUNTY, SCT.:

I, JAN PEST, Clerk of the County Commission of said County, do hereby certify that the annexed writing, bearing date on the 10th day of July, 2018, was presented for and by me, admitted to record in my office upon the following certificate as to the parties therein named this 11th day of October, 2018 at 2:53 o'clock P. M

ASHLEY FAINGER
AMERICAN PETROLEUM PARTNERS OPERATING LLC
4600 J BARRY COURT STE 310
CANONSBURG PA 15317-5854

CONSENT AND SURFACE USE RELEASE

STATE OF WEST VIRGINIA §
 §
COUNTY OF MARSHALL §

WHEREAS, Deborah S. Whitlatch and Randy Lee Whitlatch, wife and husband, whose address is 30 Virginia Oaks Drive, Moundsville, WV 26041, Brenda J. Harris and Clay M. Harris, wife and husband, whose address 45316 State Route 800, Woodfield OH 43793, Ronald W. Plants and Carolie M. Plants, Trustees of the Plants Family Irrevocable Trust Dated October 2, 2008, whose address is 2215 Pine Hill Road, Wheeling, WV 26003 and James W. Plants, a married man dealing in his sole and separate property, whose address is 2502 Hess Avenue, Wheeling, WV 26003, respectively, (hereinafter collectively referred to as "Grantor") and American Petroleum Partners Operating LLC, with an office at 4600 J. Barry Court, Suite 310, Canonsburg, PA 15317 (hereinafter referred to as "Grantee").

WHEREAS, Grantor is vested in and owns fee simple title to the surface and mineral estate for a certain tract or parcel of land located in Webster District, Marshall County, State of West Virginia being further described as Tax Parcel Number: 15-01-22 containing 86.13 acres of land and & 15-01-21 containing 13 acres of land, more or less, being the same tract or parcel of land conveyed to Grantors via Deeds recorded in the Marshall County West Virginia Clerks Office in Deed Book 841 Page 106; Deed Book 707, Page 158 and Will Book 80 Page 279, respectively, together with all contiguous or appurtenant lands currently owned or after acquired by Grantor (hereafter referred to as the "Subject Tract"); and

WHEREAS, Grantor, or their predecessors in title have entered into an oil and gas lease for the Subject Tract along with additional oil and gas interests owned by Grantors dated June 9th, 2009 an Oil & Gas Lease of which was recorded in Deed Book 684, Page 347; Deed Book 684, Page 562 and Deed Book 684, Page 569 of Marshall County, West Virginia (the "Subject Lease"); and

WE, the undersigned, for valuable consideration, the receipt and sufficiency of which is hereby acknowledged, being all the owners of the surface of that certain lot, tract or parcel of land located in Webster District, Marshall County, West Virginia, shown on Exhibit "A", do hereby consent and grant an easement, pursuant to West Virginia Code, Section 22C-9-7(b) (4) and Operating Rule 4.4 of the Rules and Regulations of the West Virginia Oil and Gas Conservation Commission, to American Petroleum Partners Operating LLC, its successors and or assigns, for the construction, drilling and continued operation of one or more wells for the production of oil or gas at the location shown on Exhibit "A". Further, in exchange for valuable consideration outlined in a separate order of payment, Grantor further agrees this payment is an all-inclusive payment for damages as a result of normal and customary operations associated with the construction and operation of a well pad and access road. This payment does not include compensation for catastrophic or extraordinary damages.

EXECUTED and effective as of the 4 day of December, 2017.

GRANTOR

Deborah S. Whitlatch
Deborah S. Whitlatch

Brenda J. Harris
Brenda J. Harris

Ronald William Plants
By: Ronald William Plants,
As: Trustee

James W. Plants
James W. Plants

Randy Lee Whitlatch
Randy Lee Whitlatch

Clay M. Harris
Clay M. Harris

Carolie M. Plants
By: Carolie M. Plants,
As: Trustee

RECEIVED
Office of Oil and Gas

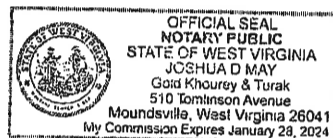
NOV 14 2018

WV Department of
Environmental Protection
WV-MAR-0696(SUA)

GRANTEE

[Signature]
Collin King
Vice President of Finance

INDIVIDUAL ACKNOWLEDGMENT



STATE OF WV §
COUNTY OF Marshall §

On this 4 day of December, 2017, before me, the undersigned officer, personally appeared Deborah S. Whitlatch and Randy Lee Whitlatch, wife and husband, personally known to me (or satisfactorily proven) to be the people whose names are subscribed to the within instrument, and acknowledged to me that they executed the same for the purposes therein contained.

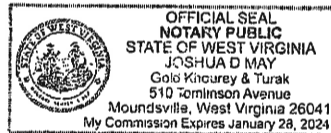
In witness thereof, I hereunto set my hand and affixed my official seal.

MY COMMISSION EXPIRES:

Jan 28, 2024

[Signature]
Notary Public

INDIVIDUAL ACKNOWLEDGEMENT



STATE OF WV §
COUNTY OF Marshall §

On this 4 day of December, 2017, before me, the undersigned authority, personally appeared Ronald W. Plants and Carolie M. Plants, Trustees of the Plants Family Irrevocable Trust Dated October 2, 2008, who acknowledged themselves to be the Trustees of The Plants Family Irrevocable Trust Dated October 2, 2008, and that they as such Trustees, being authorized to do so, executed the foregoing instrument for the purposes therein contained by signing the name of the Irrevocable Trust by themselves as Trustees.

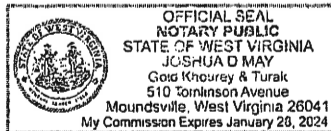
In witness thereof, I hereunto set my hand and affixed my official seal.

MY COMMISSION EXPIRES:

Jan 28, 2024

[Signature]
Notary Public

INDIVIDUAL ACKNOWLEDGMENT



STATE OF WV §
COUNTY OF Marshall §

On this 4 day of December, 2017, before me, the undersigned officer, personally appeared Brenda J. Harris and Clay M. Harris, wife and husband, personally known to me (or satisfactorily proven) to be the people whose names are subscribed to the within instrument, and acknowledged to me that they executed the same for the purposes therein contained.

In witness thereof, I hereunto set my hand and affixed my official seal.

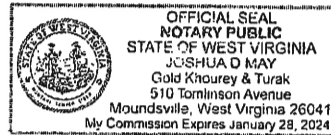
MY COMMISSION EXPIRES:

Jan 28, 2024

[Signature]
Notary Public

RECEIVED
Office of Oil and Gas
NOV 14 2018
WV Department of
Environmental Protection

INDIVIDUAL ACKNOWLEDGMENT



STATE OF WV §
COUNTY OF Marshall §

On this 4 day of December, 2017, before me, the undersigned officer, personally appeared James W. Plants, a married man dealing in his sole and separate property, personally known to me (or satisfactorily proven) to be the people whose names are subscribed to the within instrument, and acknowledged to me that they executed the same for the purposes therein contained.

In witness thereof, I hereunto set my hand and affixed my official seal.

MY COMMISSION EXPIRES:
Jan 28, 2024

Joshua D. May
Notary Public

CORPORATE ACKNOWLEDGEMENT

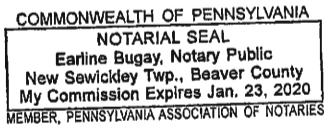
COMMONWEALTH OF PENNSYLVANIA §
COUNTY OF WASHINGTON §

On this 13th day of December, 2017, before me, the undersigned officer, personally appeared COLLIN KING, as Vice President of Finance for AMERICAN PETROLEUM PARTNERS OPERATING LLC, A DELAWARE LIMITED LIABILITY COMPANY, personally known to me to be the person whose name is subscribed to the within instrument, and acknowledged to me that he executed the same for the purposes therein contained and on behalf of said corporation.

In witness thereof, I hereunto set my hand and affixed my official seal.

MY COMMISSION EXPIRES:

Earline Bugay
Notary Public

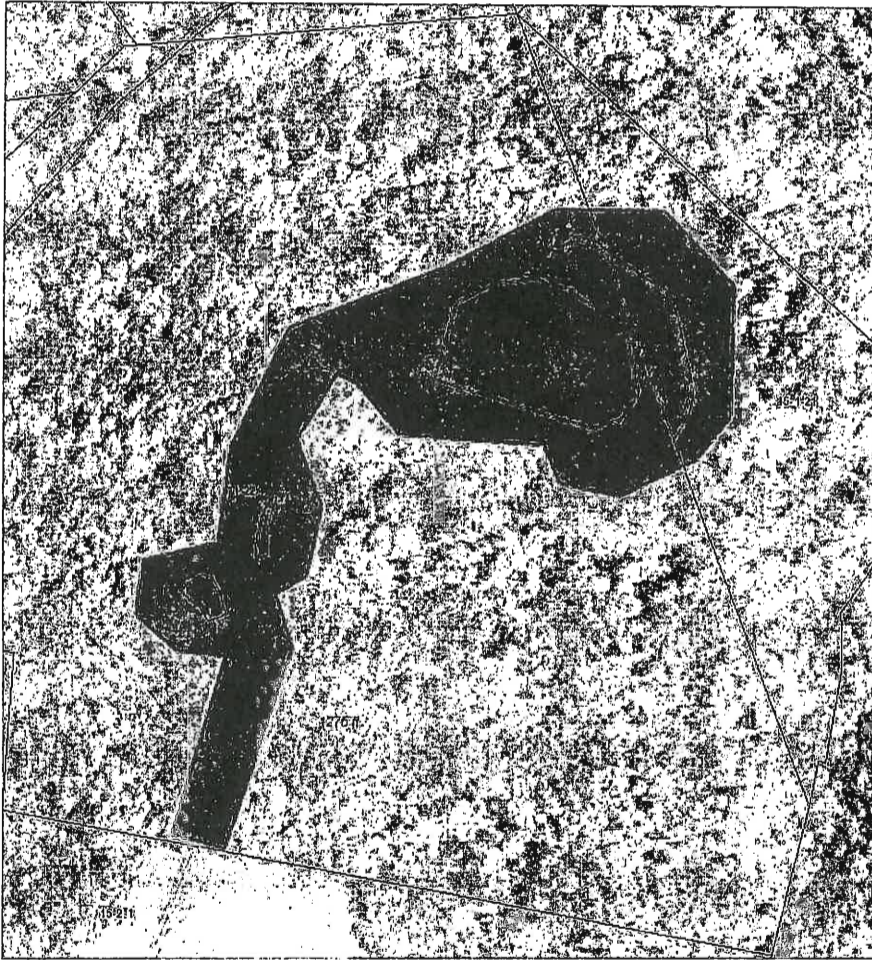


Marshall County
Jan Pest, Clerk
Instrument 1442489
07/03/2018 @ 03:02:57 PM
RELEASE
Book 242 @ Page 12
Pages Recorded 4
Recording Cost \$ 11.00

RECEIVED
Office of Oil and Gas
NOV 14 2018
WV Department of
Environmental Protection

EXHIBIT "A"

Attached to and made a part of that certain CONSENT AND SURFACE USE RELEASE effective December 4, 2017, by and between Deborah S. Whitlatch and Randy Lee Whitlatch, wife and husband, Brenda J. Harris and Clay M. Harris, wife and husband, Ronald W. Plants and Carolie M. Plants, Trustees of the Plants Family Irrevocable Trust Dated October 2, 2008 and James W. Plants, a married man, dealing in his sole and separate property, (collectively "Grantor") and American Petroleum Partners Operating, LLC ("Grantee")



*Estimated disturbance of 17 acres, exact disturbance and location subject to environmental, engineering and safety guidelines.

DAO
Initials

J.W.P.
Initials

R.W.P. CMP
Initials

JH CAH
Initials

RECEIVED
Office of Oil and Gas

NOV 14 2018

Department of
Environmental Protection

STATE OF WEST VIRGINIA, MARSHALL COUNTY, SCT.:

I, JAN PEST, Clerk of the County Commission of said County, do hereby certify that the annexed writing, bearing date on the 4th day of December, 2017, was presented for and by me, admitted to record in my office upon the above certificate as to the parties therein named this 3rd day of July, 2018 at 3:02 o'clock P. M.

TESTE: *Jan Pest* Clerk.

4705102134



**AMERICAN
PETROLEUM
PARTNERS**

Site Safety Plan

**American Petroleum Partners Operating, LLC
Dire Wolf- Winterfell Well Pad
1500 Oxen Drive
Moundsville, WV 26041**

11/5/18

June 2018: Version 1

**For Submission to
West Virginia Department of Environmental Protection,
Office of Oil and Gas**

**American Petroleum Partners Operating, LLC
4600 J. Barry Ct
Suite 310
Canonsburg, PA 15317**

RECEIVED
Office of Oil and Gas
NOV 14 2018
WV Department of
Environmental Protection

Well is located on topo map 12,986 feet south of Latitude: 40° 00' 00"
 Bottom Hole is located on topo map 9,215 feet south of Latitude: 39° 57' 30"

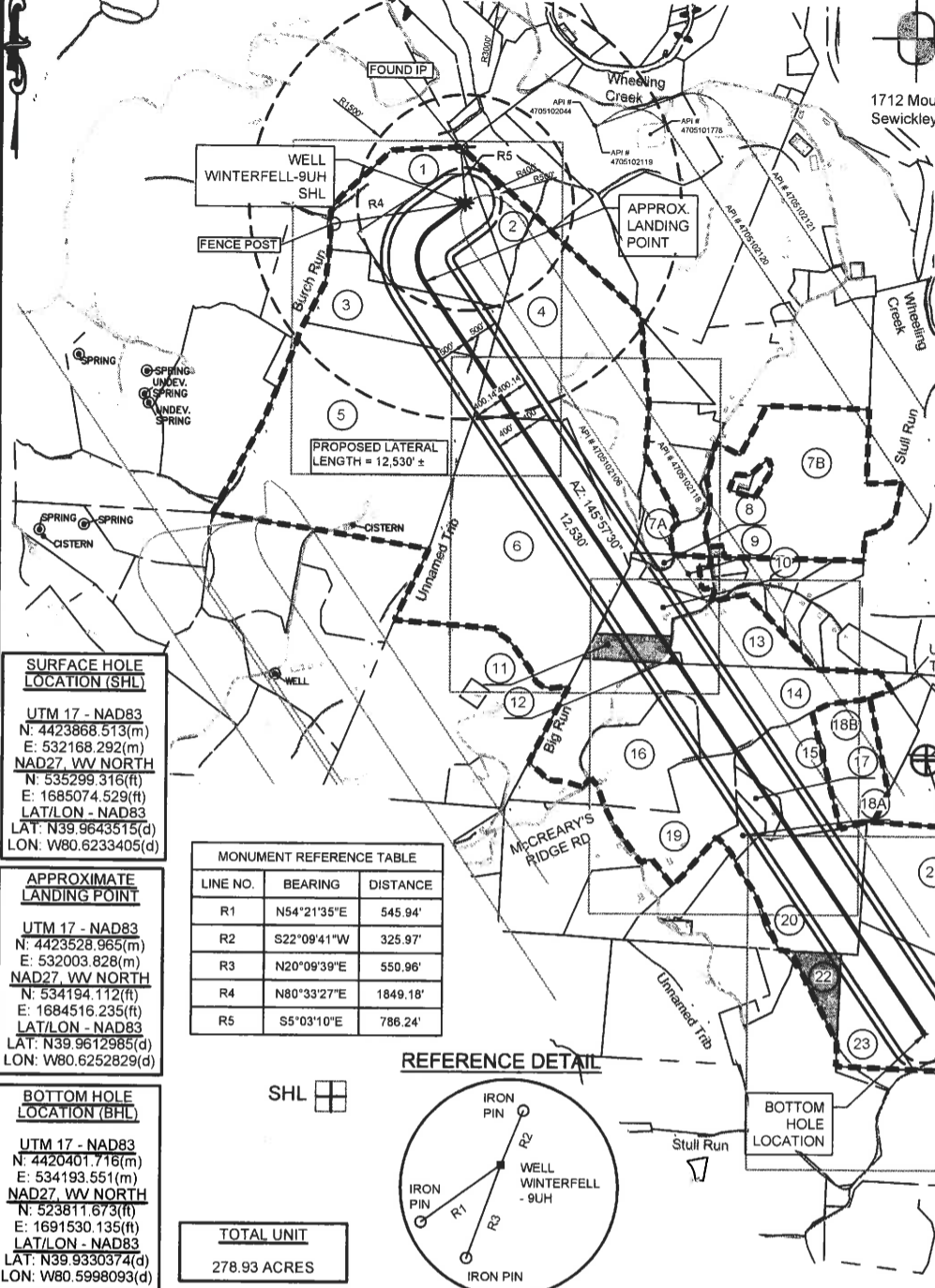
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1712 Mount Nebo Road
Sewickley, PA 15143

Phone: 412-219-4509
Email: Info@shefflerCo.com

Well is located on topo map 11,214 feet west of Longitude: 80° 35' 00"
 Bottom Hole is located on topo map 4,620' feet west of Longitude: 80° 35' 00"



LEGEND

- TOPO MAP POINT
- PROPOSED WELL
- PRIVATE WATER WELL
- SPRING LOCATION
- LEASED NUMBER BASED ON ATTACHED WMA1
- ALL ARE POINTS UNLESS OTHERWISE NOTED
- MINERAL TRACT BOUNDARY
- UNIT BOUNDARY
- PARCEL LINES
- PROPOSED HORIZONTAL WELL
- WELL REFERENCE
- STREAM/POND/WATERWAY
- ROAD
- FORCE POOLED PARCEL

WELLS WITHIN 3000'
SIX (6) DEEP WELLS WITHIN 3000'

- NOTES:**
- There are no water wells or developed springs within 250' of proposed well.
 - There are no existing buildings within 625' of proposed well.
 - Proposed well is greater than 100' from perennial stream, wetland, pond, reservoir or lake.
 - There are no native trout streams within 300' of proposed well.
 - Proposed well is greater than 1000' from surface/groundwater intake or public water supply.
 - It is not the purpose or intention of this plat to represent surveyed locations of the surface or mineral parcels depicted hereon. The location of the boundary lines, as shown, are based on record deed descriptions, field evidence found and/or tax map position, unless otherwise noted.
 - Mineral and Surface parcel lines are the same.

SURFACE HOLE LOCATION (SHL)

UTM 17 - NAD83
N: 4423868.513(m)
E: 532168.292(m)
NAD27, WV NORTH
N: 535299.316(ft)
E: 1685074.529(ft)
LAT/LON - NAD83
LAT: N39.9643515(d)
LON: W80.6233405(d)

APPROXIMATE LANDING POINT

UTM 17 - NAD83
N: 4423528.965(m)
E: 532003.828(m)
NAD27, WV NORTH
N: 534194.112(ft)
E: 1684516.235(ft)
LAT/LON - NAD83
LAT: N39.9612985(d)
LON: W80.6252829(d)

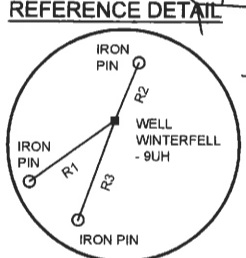
MONUMENT REFERENCE TABLE

LINE NO.	BEARING	DISTANCE
R1	N54°21'35"E	545.94'
R2	S22°09'41"W	325.97'
R3	N20°09'39"E	550.96'
R4	N80°33'27"E	1849.18'
R5	S5°03'10"E	786.24'

BOTTOM HOLE LOCATION (BHL)

UTM 17 - NAD83
N: 4420401.718(m)
E: 534193.551(m)
NAD27, WV NORTH
N: 523811.873(ft)
E: 1691530.135(ft)
LAT/LON - NAD83
LAT: N39.9330374(d)
LON: W80.5998093(d)

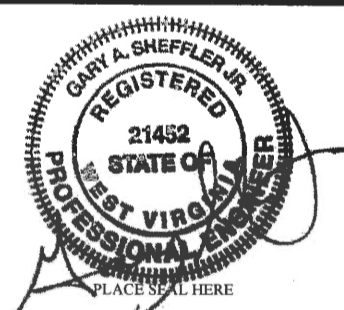
TOTAL UNIT
278.93 ACRES



FILE #: WINTERFELL-9UH
 DRAWING #: WINTERFELL - 9UH - R5.DWG
 SCALE: 1"=2500'
 MINIMUM DEGREE OF ACCURACY: 1/2500
 PROVEN SOURCE OF ELEVATION: USGS MONUMENT JX0742: 1343.3'

I, THE UNDERSIGNED, HEREBY CERTIFY THAT THIS PLAT IS CORRECT TO THE BEST OF MY KNOWLEDGE AND BELIEF AND SHOWS ALL THE INFORMATION REQUIRED BY LAW AND THE REGULATIONS ISSUED AND PRESCRIBED BY THE DEPARTMENT OF ENVIRONMENTAL PROTECTION.

SIGNED: *[Signature]*
 R.P.E.: 21452 L.L.S.: P.S. NO. _____



(+) DENOTES LOCATION OF WELL ON UNITED STATES TOPOGRAPHIC MAPS
 WVDEP
 OFFICE OF OIL & GAS
 601 57TH STREET
 CHARLESTON, WV 25304

Well Type: Oil Waste Disposal Production Deep
 Gas Liquid Injection Storage Shallow

WATERSHED: WHEELING CREEK - UPPER OHIO RIVER ELEVATION: 1,145.44'
 COUNTY/DISTRICT: MARSHALL / WEBSTER QUADRANGLE: MAJORSVILLE, WV
 SURFACE OWNER: HARRIS, BRENDA J., ET AL. ACREAGE: 86.13 ACRES
 OIL & GAS ROYALTY OWNER: RONALD W. & CAROLIE M., TRUSTEES OF THE PLANTS FAMILY IRREVOCABLE TRUST DATED OCTOBER 2, 2008;
HARRIS, BRENDA J.; WHITLATCH, DEBORAH; AND PLANTS, JAMES W. ACREAGE: 86.13

DRILL CONVERT DRILL DEEPER REDRILL FRACTURE OR STIMULATE
 PLUG OFF OLD FORMATION PERFORATE NEW FORMATION PLUG AND ABANDON
 CLEAN OUT & REPLUG OTHER CHANGE (SPECIFY)

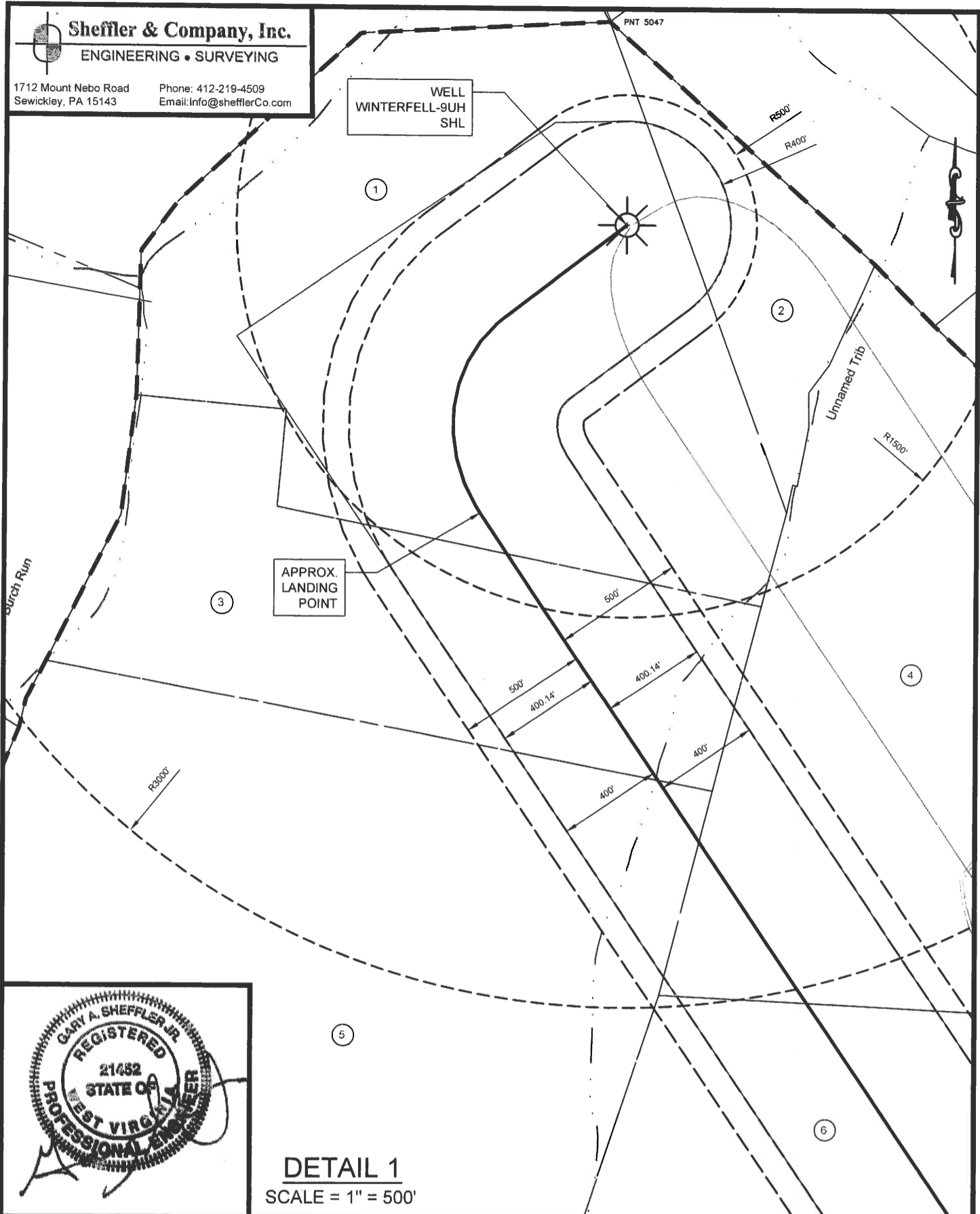
TARGET FORMATION: POINT PLEASANT
 WELL OPERATOR: AMERICAN PETROLEUM PARTNERS OPERATING, LLC
 Address: 4600 J. BARRY COURT, SUITE 310
 City CANONSBURG State PA Zip Code 15317

DATE: July 26, 2018 - REV - November 26, 2018
 OPERATOR'S WELL #: WINTERFELL-9UH
 API WELL # 47 051
 STATE COUNTY PERMIT

ESTIMATED DEPTH: TVD: 11,395' ± TMD: 24,861' ±
 DESIGNATED AGENT: STEVEN GREEN
 Address: 300 SUMMERS ST, SUITE 1000
 City CHARLESTON State WV Zip Code 25301



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 1712 Mount Nebo Road Phone: 412-219-4509
 Sewickley, PA 15143 Email: info@shefflerCo.com



DETAIL 1
 SCALE = 1" = 500'



(+) DENOTES LOCATION OF WELL ON UNITED STATES TOPOGRAPHIC MAPS WVDEP OFFICE OF OIL & GAS 601 57TH STREET CHARLESTON, WV 25304



DATE: July 26, 2018 - REV - November 26, 2018

OPERATOR'S WELL #: WINTERFELL-9UH

API WELL # 47 051
 STATE COUNTY PERMIT

Well Type: Oil Waste Disposal Production Deep
 Gas Liquid Injection Storage Shallow

WATERSHED: WHEELING CREEK - UPPER OHIO RIVER ELEVATION: 1,145.44'

COUNTY/DISTRICT: MARSHALL / WEBSTER QUADRANGLE: MAJORSVILLE, WV

SURFACE OWNER: HARRIS, BRENDA J., ET AL. ACREAGE: 86.13 ACRES

OIL & GAS ROYALTY OWNER: RONALD W. & CAROLIE M., TRUSTEES OF THE PLANTS FAMILY IRREVOCABLE TRUST DATED OCTOBER 2, 2008;
HARRIS, BRENDA J.; WHITLATCH, DEBORAH; AND PLANTS, JAMES W. ACREAGE: 86.13

DRILL CONVERT DRILL DEEPER REDRILL FRACTURE OR STIMULATE
 PLUG OFF OLD FORMATION PERFORATE NEW FORMATION PLUG AND ABANDON
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TARGET FORMATION: POINT PLEASANT ESTIMATED DEPTH: TVD: 11,395' ± TMD: 24,861' ±

WELL OPERATOR: AMERICAN PETROLEUM PARTNERS OPERATING, LLC DESIGNATED AGENT: STEVEN GREEN

Address: 4600 J. BARRY COURT, SUITE 310 Address: 300 SUMMERS ST, SUITE 1000

City CANONSBURG State PA Zip Code 15317 City CHARLESTON State WV Zip Code 25301

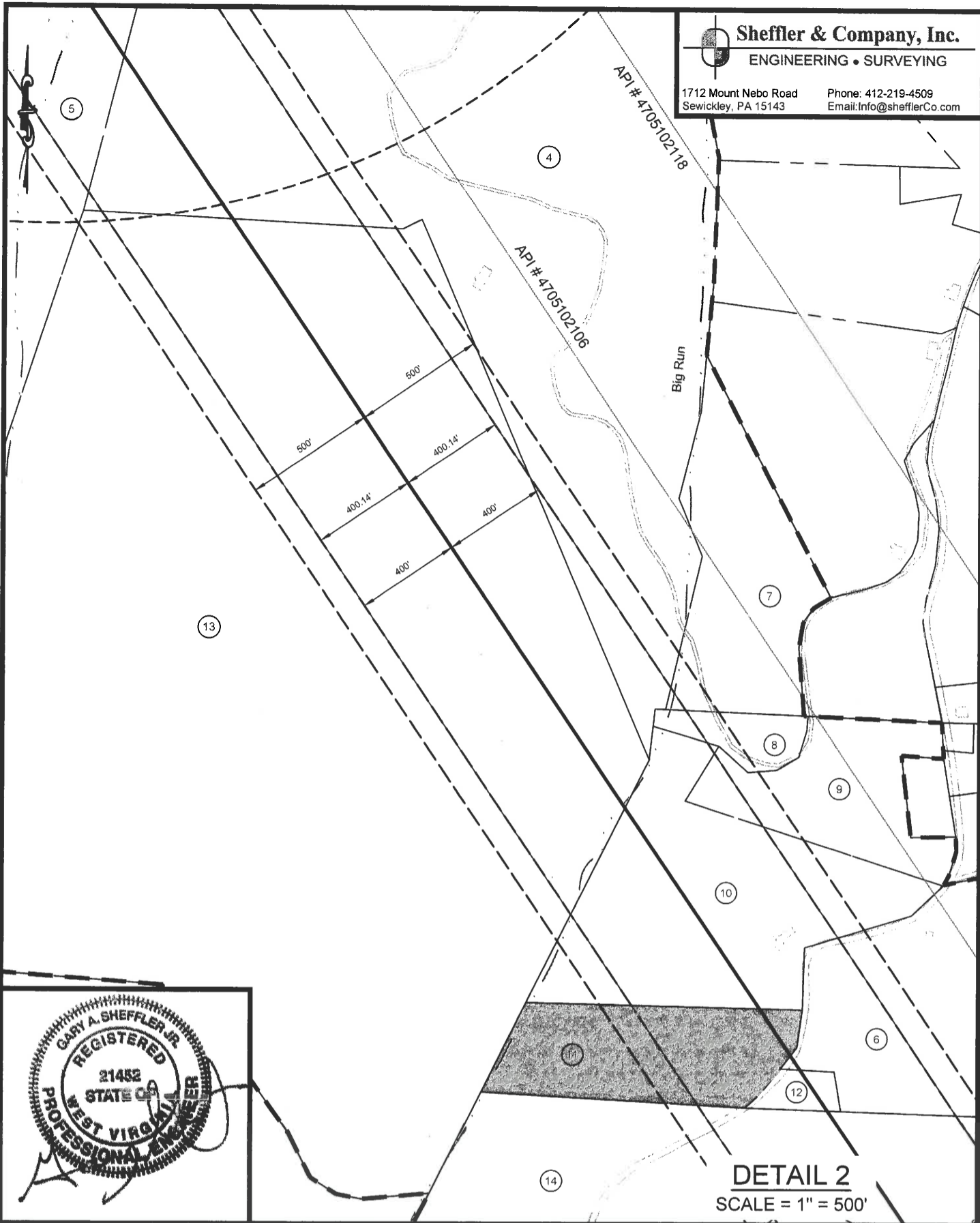


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Sewickley, PA 15143

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Email: info@shefflerCo.com



DETAIL 2
SCALE = 1" = 500'

(+) DENOTES LOCATION OF WELL ON UNITED STATES TOPOGRAPHIC MAPS WVDEP

OFFICE OF OIL & GAS
601 57TH STREET
CHARLESTON, WV 25304



DATE: July 26, 2018 - REV - November 26, 2018

OPERATOR'S WELL #: WINTERFELL-9UH

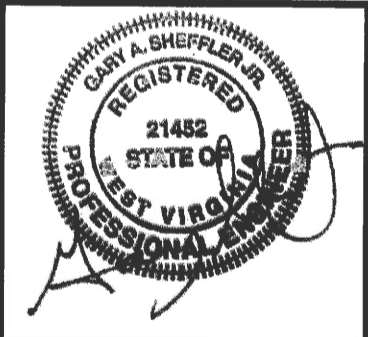
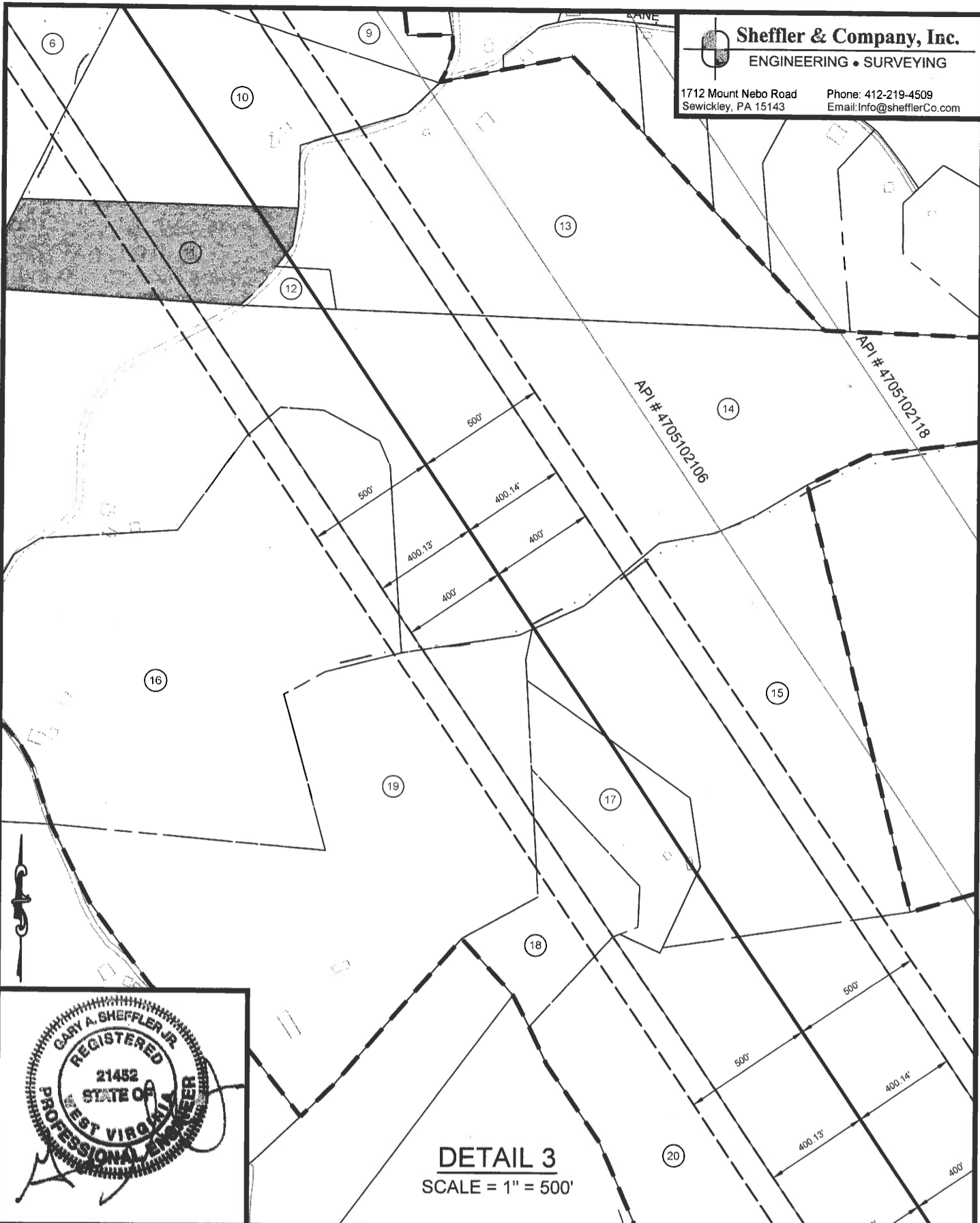
API WELL #	47	051	
	STATE	COUNTY	PERMIT

Well Type: Oil Waste Disposal Production Deep
 Gas Liquid Injection Storage Shallow

WATERSHED: WHEELING CREEK - UPPER OHIO RIVER ELEVATION: 1,145.44'
 COUNTY/DISTRICT: MARSHALL / WEBSTER QUADRANGLE: MAJORSVILLE, WV
 SURFACE OWNER: HARRIS, BRENDA J., ET AL. ACREAGE: 86.13 ACRES
 OIL & GAS ROYALTY OWNER: RONALD W. & CAROLIE M., TRUSTEES OF THE PLANTS FAMILY IRREVOCABLE TRUST DATED OCTOBER 2, 2008;
HARRIS, BRENDA J.; WHITLATCH, DEBORAH; AND PLANTS, JAMES W. ACREAGE: 86.13

DRILL CONVERT DRILL DEEPER REDRILL FRACTURE OR STIMULATE
 PLUG OFF OLD FORMATION PERFORATE NEW FORMATION PLUG AND ABANDON
 CLEAN OUT & REPLUG OTHER CHANGE (SPECIFY)

TARGET FORMATION: POINT PLEASANT ESTIMATED DEPTH: TVD: 11,395' ± TMD: 24,861' ±
 WELL OPERATOR: AMERICAN PETROLEUM PARTNERS OPERATING, LLC DESIGNATED AGENT: STEVEN GREEN
 Address: 4600 J. BARRY COURT, SUITE 310 Address: 300 SUMMERS ST, SUITE 1000
 City CANONSBURG State PA Zip Code 15317 City CHARLESTON State WV Zip Code 25301



DETAIL 3
 SCALE = 1" = 500'

(+) DENOTES LOCATION OF WELL ON UNITED STATES TOPOGRAPHIC MAPS WVDEP OFFICE OF OIL & GAS 601 57TH STREET CHARLESTON, WV 25304



DATE: July 26, 2018 - REV - November 26, 2018
 OPERATOR'S WELL #: WINTERFELL-9UH
 API WELL # 47 051
 STATE COUNTY PERMIT

Well Type: Oil Waste Disposal Production Deep
 Gas Liquid Injection Storage Shallow

WATERSHED: WHEELING CREEK - UPPER OHIO RIVER ELEVATION: 1,145.44'
 COUNTY/DISTRICT: MARSHALL / WEBSTER QUADRANGLE: MAJORSVILLE, WV
 SURFACE OWNER: HARRIS, BRENDA J., ET AL. ACREAGE: 86.13 ACRES
 OIL & GAS ROYALTY OWNER: RONALD W. & CAROLIE M., TRUSTEES OF THE PLANTS FAMILY IRREVOCABLE TRUST DATED OCTOBER 2, 2008;
HARRIS, BRENDA J.; WHITLATCH, DEBORAH; AND PLANTS, JAMES W. ACREAGE: 86.13

DRILL CONVERT DRILL DEEPER REDRILL FRACTURE OR STIMULATE
 PLUG OFF OLD FORMATION PERFORATE NEW FORMATION PLUG AND ABANDON
 CLEAN OUT & REPLUG OTHER CHANGE (SPECIFY)

TARGET FORMATION: POINT PLEASANT ESTIMATED DEPTH: TVD: 11,395' ± TMD: 24,861' ±
 WELL OPERATOR: AMERICAN PETROLEUM PARTNERS OPERATING, LLC DESIGNATED AGENT: STEVEN GREEN
 Address: 4600 J. BARRY COURT, SUITE 310 Address: 300 SUMMERS ST, SUITE 1000
 City CANONSBURG State PA Zip Code 15317 City CHARLESTON State WV Zip Code 25301

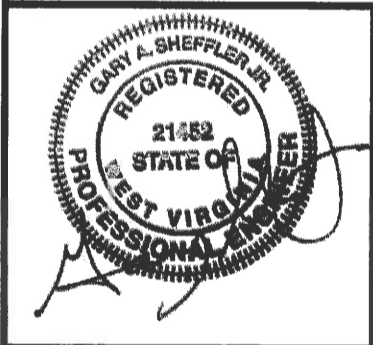
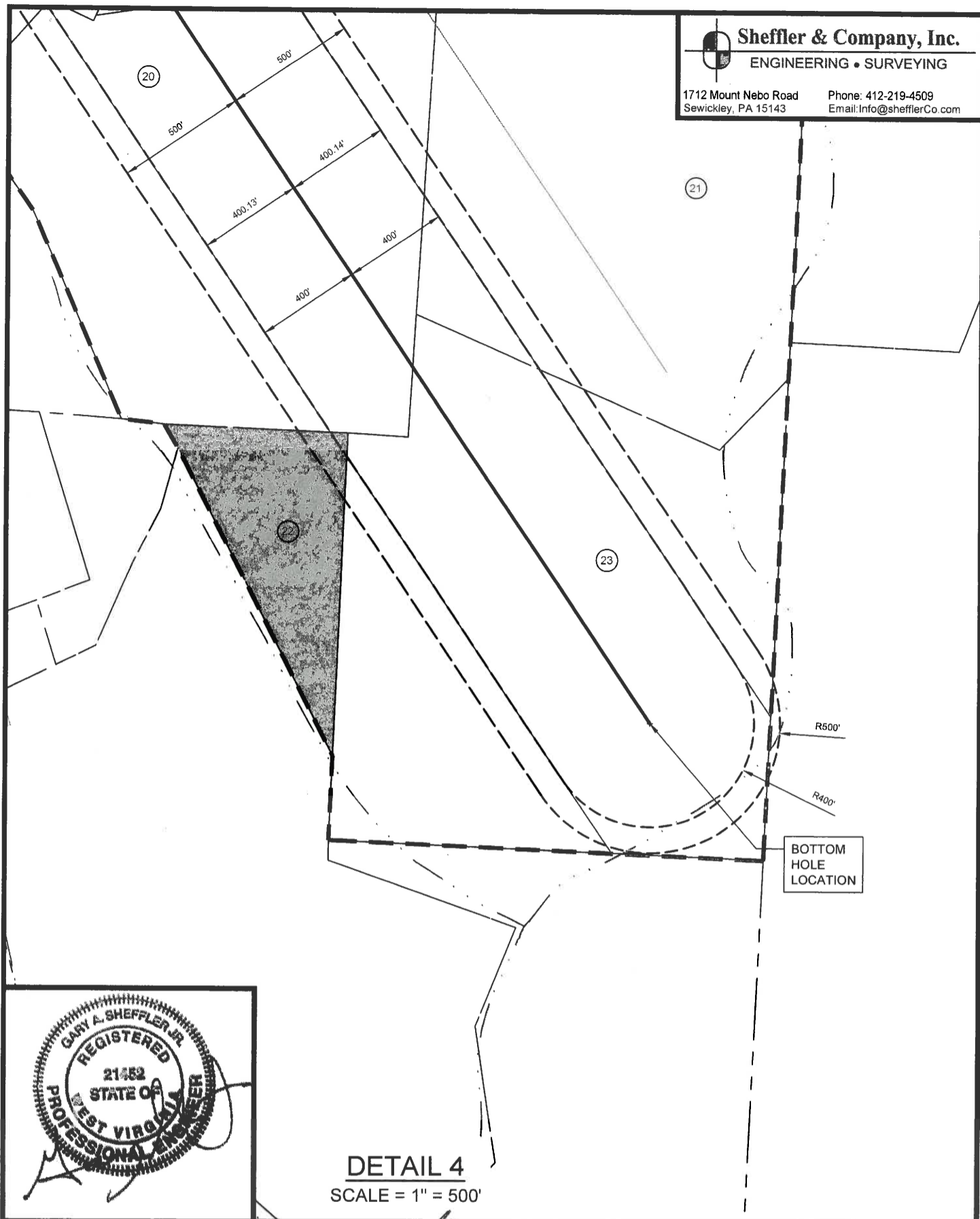


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Sewickley, PA 15143

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Email: Info@shefflerCo.com



DETAIL 4
SCALE = 1" = 500'

(+) DENOTES LOCATION OF WELL ON UNITED STATES TOPOGRAPHIC MAPS WVDEP OFFICE OF OIL & GAS 601 57TH STREET CHARLESTON, WV 25304



DATE: July 26, 2018 - REV - November 26, 2018

OPERATOR'S WELL #: WINTERFELL-9UH

API WELL # 47 051
STATE COUNTY PERMIT

Well Type: Oil Waste Disposal Production Deep
 Gas Liquid Injection Storage Shallow

WATERSHED: WHEELING CREEK - UPPER OHIO RIVER ELEVATION: 1,145.44'

COUNTY/DISTRICT: MARSHALL / WEBSTER QUADRANGLE: MAJORSVILLE, WV

SURFACE OWNER: HARRIS, BRENDA J., ET AL. ACREAGE: 86.13 ACRES

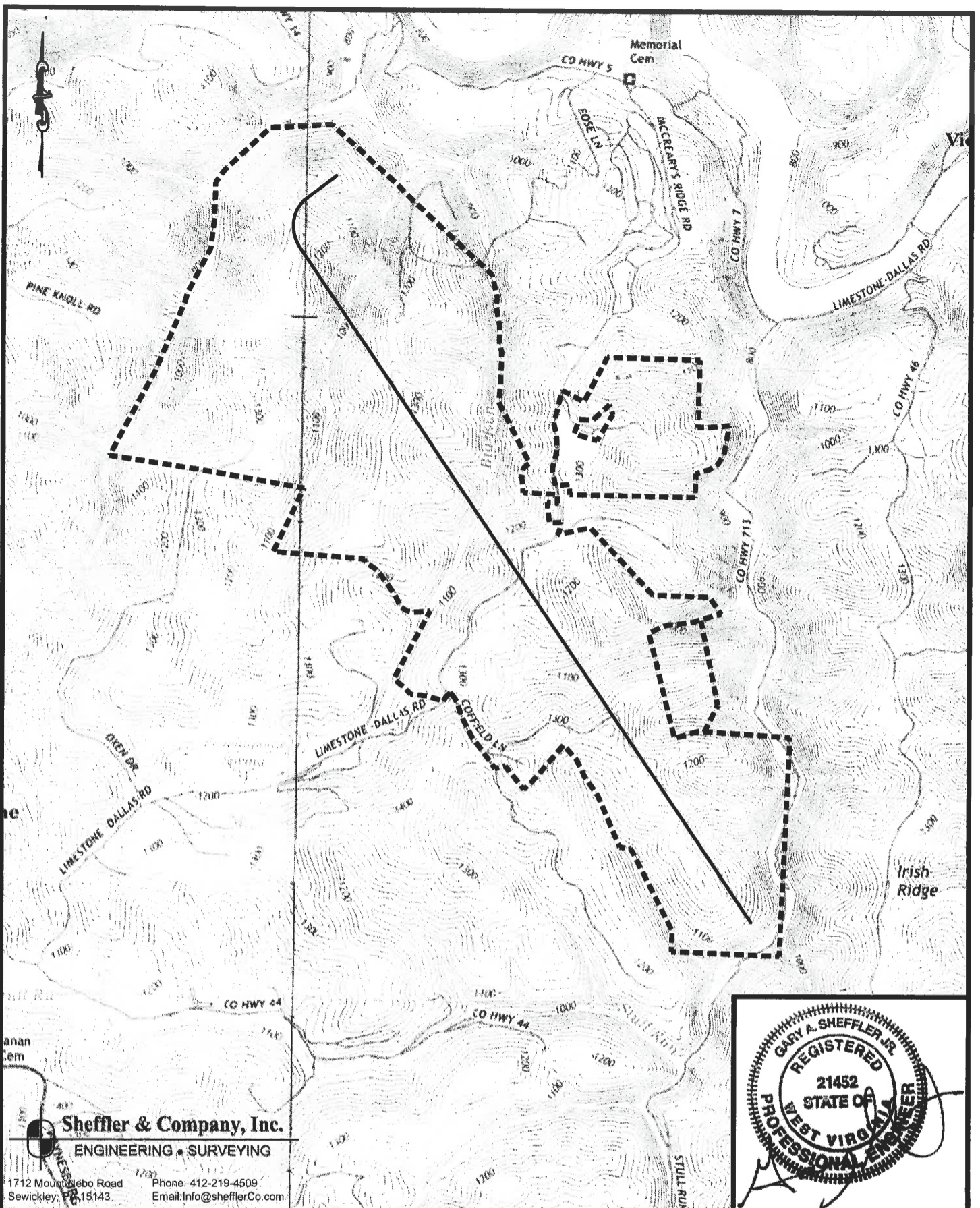
OIL & GAS ROYALTY OWNER: RONALD W. & CAROLIE M., TRUSTEES OF THE PLANTS FAMILY IRREVOCABLE TRUST DATED OCTOBER 2, 2008;
HARRIS, BRENDA J.; WHITLATCH, DEBORAH; AND PLANTS, JAMES W. ACREAGE: 86.13

DRILL CONVERT DRILL DEEPER REDRILL FRACTURE OR STIMULATE
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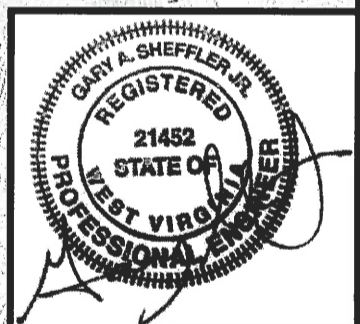
TARGET FORMATION: POINT PLEASANT ESTIMATED DEPTH: TVD: 11,395' ± TMD: 24,861' ±

WELL OPERATOR: AMERICAN PETROLEUM PARTNERS OPERATING, LLC DESIGNATED AGENT: STEVEN GREEN
Address: 4600 J. BARRY COURT, SUITE 310 Address: 300 SUMMERS ST, SUITE 1000

City CANONSBURG State PA Zip Code 15317 City CHARLESTON State WV Zip Code 25301



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 Sewickley, PA 15143 Phone: 412-219-4509
 Email: Info@shefflerCo.com



(+) DENOTES LOCATION OF WELL ON UNITED STATES TOPOGRAPHIC MAPS WVDEP OFFICE OF OIL & GAS 601 57TH STREET CHARLESTON, WV 25304



DATE: July 26, 2018 - REV - November 26, 2018

OPERATOR'S WELL #: WINTERFELL-9UH

API WELL # 47 051
 STATE COUNTY PERMIT

Well Type: Oil Waste Disposal Production Deep
 Gas Liquid Injection Storage Shallow

WATERSHED: WHEELING CREEK - UPPER OHIO RIVER ELEVATION: 1,145.44'

COUNTY/DISTRICT: MARSHALL / WEBSTER QUADRANGLE: MAJORSVILLE, WV

SURFACE OWNER: HARRIS, BRENDA J., ET AL. ACREAGE: 86.13 ACRES

OIL & GAS ROYALTY OWNER: RONALD W. & CAROLIE M., TRUSTEES OF THE PLANTS FAMILY IRREVOCABLE TRUST DATED OCTOBER 2, 2008;
HARRIS, BRENDA J.; WHITLATCH, DEBORAH; AND PLANTS, JAMES W. ACREAGE: 86.13

DRILL CONVERT DRILL DEEPER REDRILL FRACTURE OR STIMULATE
 PLUG OFF OLD FORMATION PERFORATE NEW FORMATION PLUG AND ABANDON
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TARGET FORMATION: POINT PLEASANT ESTIMATED DEPTH: TVD: 11,395' ± TMD: 24,861' ±

WELL OPERATOR: AMERICAN PETROLEUM PARTNERS OPERATING, LLC DESIGNATED AGENT: STEVEN GREEN

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City CANONSBURG State PA Zip Code 15317 City CHARLESTON State WV Zip Code 25301



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ENGINEERING • SURVEYING

Phone: 412-219-4509 1712 Mount Nebo Road
Email: Info@shefflerCo.com Sewickley, PA 15143

1 TAX MAP NO.
15-0001-0022-0000-0000
ASSESSED ACREAGE: 86.13 ACRES

SURFACE OWNERS:
HARRIS, BRENDA J., ET AL.

MINERAL OWNERS:
BRENDA J. HARRIS, DEBORAH WHITLACH,
JAMES W. PLANTS, RONALD W. & CAROLINE M.,
TRUSTEES OF THE PLANTS FAMILY
IRREVOCABLE TRUST DATED OCTOBER 2, 2008

2 TAX MAP NO.
15-0001-0021-0000-0000
ASSESSED ACREAGE: 13.00 ACRES

SURFACE OWNERS:
HARRIS, BRENDA J., ET AL.

MINERAL OWNERS:
BRENDA J. HARRIS, DEBORAH WHITLACH,
JAMES W. PLANTS, RONALD W. & CAROLINE M.,
TRUSTEES OF THE PLANTS FAMILY
IRREVOCABLE TRUST DATED OCTOBER 2, 2008

3 TAX MAP NO.
15-0002-0001-0000-0000
ASSESSED ACREAGE: 56.1 ACRES

SURFACE OWNERS:
APP MINERALS, LLC

MINERAL OWNERS:
APP MINERALS, LLC

4 TAX MAP NO.
15-0002-0002-0000-0000
ASSESSED ACREAGE: 132.77 ACRES

SURFACE OWNERS:
ISKCON NEW MATHURA VRINDABAN

MINERAL OWNERS:
AMP FUND III, LP

5 TAX MAP NO.
15-0002-0016-0000-0000
ASSESSED ACREAGE: 183.31 ACRES

SURFACE OWNERS:
APP MINERALS, LLC

MINERAL OWNERS:
APP MINERALS, LLC

6 TAX MAP NO.
15-0002-0015-0000-0000
ASSESSED ACREAGE: 171.32 ACRES

SURFACE OWNERS:
HARRY B. SNYDER AND ELIZABETH JANE
SNYDER, TRUSTEES OF THE SNYDER FAMILY
TRUST, DATED DECEMBER 17, 2014

MINERAL OWNERS:
HARRY B. SNYDER AND ELIZABETH JANE
SNYDER, TRUSTEES OF THE SNYDER FAMILY
TRUST, DATED DECEMBER 17, 2014

7 TAX MAP NO.
P/O 15-0002-0005-0000-0000
ASSESSED ACREAGE: 113.88 ACRES

SURFACE OWNERS:
ISKCON NEW MATHURA VRINDABAN,
INC.

MINERAL OWNERS:
ISKCON NEW VRINDABAN, INC.

8 TAX MAP NO.
15-0002-0008-0003-0000
ASSESSED ACREAGE: 2.00 ACRES

SURFACE OWNERS:
CLAYTON, JILL, ET AL.

MINERAL OWNERS:
ONE WORLD ONE FAMILY NOW, INC. (LIFE ESTATE)
VASUDEVA G. CLAYTON (REMAINDERMAN)
GOVINDA G. CLAYTON (REMAINDERMAN)
JILL CLAYTON (REMAINDERMAN)

9 TAX MAP NO.
15-0002-0008-0002-0000
ASSESSED ACREAGE: 8.00 ACRES

SURFACE OWNERS:
CONNOR, LISA M.

MINERAL OWNERS:
LISA M. GIESER

10 TAX MAP NO.
15-0002-0008-0000-0000
ASSESSED ACREAGE: 19.22 ACRES

SURFACE OWNERS:
ONE WORLD ONE FAMILY NOW, INC.

MINERAL OWNERS:
ONE WORLD ONE FAMILY NOW, INC.

11 TAX MAP NO.
15-0002-0009-0000-0000
ASSESSED ACREAGE: 8.74 ACRES

SURFACE OWNERS:
MAHATME, HIRA
(A/K/A HIRA MAHATME-HARRIS)

MINERAL OWNERS:
MAHATME, HIRA

12 TAX MAP NO.
15-0002-0010-0000-0000
ASSESSED ACREAGE: 0.94 ACRES

SURFACE OWNERS:
BRYANT, CRINIAN

MINERAL OWNERS:
JEANETTE L. LONGWORTH, PATRICIA ANN HARTLEY,
LINDA K. & RUSSELL D. CLARKE, RAYMOND P. &
MARY ANN HARTLEY, CINDY ANN & WILLIAM P., JR.
SOUTH, JERRY W. & BARBARA A. HARTLEY

13 TAX MAP NO.
15-0002-0011-0000-0000
ASSESSED ACREAGE: 29.65 ACRES

SURFACE OWNERS:
SEWARD, RALPH J., ET AL.

MINERAL OWNERS:
RALPH J. & JANE D. SEWARD

14 TAX MAP NO.
15-0002-0013-0000-0000
ASSESSED ACREAGE: 94.04 ACRES

SURFACE OWNERS:
BOCK, JEFFERY T.

MINERAL OWNERS:
JEFFERY T. BOCK,
SALLY A. HUNTER-BOCK

15 TAX MAP NO.
15-0007-0024-0002-0000
ASSESSED ACREAGE: 30.93 ACRES

SURFACE OWNERS:
ISKCON NEW MATHURA VRINDABAN,
INC.

MINERAL OWNERS:
ISKCON NEW VRINDABAN, INC.

16 TAX MAP NO.
15-0002-0013-0001-0000
ASSESSED ACREAGE: 40.21 ACRES

SURFACE OWNERS:
PARSONS, THOMAS EVERETT, SR.

MINERAL OWNERS:
RESOURCE MINERALS HEADWATER I, LP

17 TAX MAP NO.
15-0007-0024-0003-0000
ASSESSED ACREAGE: 6.65 ACRES

SURFACE OWNERS:
HOUSMAN, BRUCE J.

MINERAL OWNERS:
HOUSMAN, BRUCE J.

18 TAX MAP NO.
P/O 15-0007-0024-0000-0000
ASSESSED ACREAGE: 57.64 ACRES

SURFACE OWNERS:
ISKCON NEW MATHURA VRINDABAN,
INC.

MINERAL OWNERS:
ISKCON NEW VRINDABAN, INC.

19 TAX MAP NO.
15-0002-0007-0022-0000
ASSESSED ACREAGE: 48.766 ACRES

SURFACE OWNERS:
BOCK, THOMAS A, ET UX.,
AS JOINT TENANTS WITH RIGHT OF
SURVIVORSHIP

MINERAL OWNERS:
DAVID S. CAIN, BRENT E. CAIN, HERMAN D.
LANTZ, THOMAS A. & PAMELA L. BOCK,
THOMAS D. CAIN

20 TAX MAP NO.
15-0007-0024-0001-0000
ASSESSED ACREAGE: 56.78 ACRES

SURFACE OWNERS:
ECO-VRINDABAN, INC., D/B/A
GORAKSHYA-SEVA AND
ENVIRONMENTAL
EDUCATION TRUST OF AMERICA, INC.

MINERAL OWNERS:
ECO-VRINDABAN, INC.

21 TAX MAP NO.
15-0006-0011-0000-0000
ASSESSED ACREAGE: 40.00 ACRES

SURFACE OWNERS:
MILLER, R. CRAIG, ET UX.

MINERAL OWNERS:
RESOURCE MINERALS HEADWATER I, LP
R. CRAIG & DONITA D. MILLER

22 TAX MAP NO.
15-0007-0025-0000-0000
ASSESSED ACREAGE: 10.00 ACRES

SURFACE OWNERS:
COFFIELD, WILLIAM E., ET UX.

MINERAL OWNERS:
BETTY GENEVA COFFIELD,
WILLIAM E. & BRENDA K. COFFIELD

23 TAX MAP NO.
15-0006-0016-0000-0000
ASSESSED ACREAGE: 77.40 ACRES

SURFACE OWNERS:
COFFIELD, WILLIAM E., ET UX.

MINERAL OWNERS:
BETTY GENEVA COFFIELD,
WILLIAM E. & BRENDA K. COFFIELD

(+) DENOTES LOCATION OF
WELL ON UNITED STATES
TOPOGRAPHIC MAPS
WVDEP
OFFICE OF OIL & GAS
601 57TH STREET
CHARLESTON, WV 25304



DATE: July 26, 2018 - REV - November 26, 2018

OPERATOR'S WELL #: WINTERFELL-9UH

API WELL # 47 051
STATE COUNTY PERMIT

Well Type: Oil Waste Disposal Production Deep
 Gas Liquid Injection Storage Shallow

WATERSHED: WHEELING CREEK - UPPER OHIO RIVER

ELEVATION: 1,145.44'

COUNTY/DISTRICT: MARSHALL / WEBSTER

QUADRANGLE: MAJORSVILLE, WV

SURFACE OWNER: HARRIS, BRENDA J., ET AL.

ACREAGE: 86.13 ACRES

OIL & GAS ROYALTY OWNER: RONALD W. & CAROLIE M., TRUSTEES OF THE PLANTS FAMILY IRREVOCABLE TRUST DATED OCTOBER 2, 2008;

HARRIS, BRENDA J.; WHITLATCH, DEBORAH; AND PLANTS, JAMES W.

ACREAGE: 86.13

DRILL CONVERT DRILL DEEPER REDRILL FRACTURE OR STIMULATE

PLUG OFF OLD FORMATION PERFORATE NEW FORMATION PLUG AND ABANDON

CLEAN OUT & REPLUG OTHER CHANGE (SPECIFY)

TARGET FORMATION: POINT PLEASANT

ESTIMATED DEPTH: TVD: 11,395' ± TMD: 24,861' ±

WELL OPERATOR: AMERICAN PETROLEUM PARTNERS OPERATING, LLC

DESIGNATED AGENT: STEVEN GREEN

Address: 4600 J. BARRY COURT, SUITE 310

Address: 300 SUMMERS ST, SUITE 1000

City CANONSBURG State PA Zip Code 15317

City CHARLESTON State WV Zip Code 25301

WW-6B
(04/15)

4705,02134
API NO. 47-051 -
OPERATOR WELL NO. Winterfell 9 UH
Well Pad Name: Dire Wolf-Winterfell

STATE OF WEST VIRGINIA
DEPARTMENT OF ENVIRONMENTAL PROTECTION, OFFICE OF OIL AND GAS
WELL WORK PERMIT APPLICATION

1) Well Operator: American Petroleum Partners

<u>494521257</u>	<u>Marshall</u>	<u>Webster</u>	<u>Moundsville</u>
------------------	-----------------	----------------	--------------------

Operator ID County District Quadrangle

2) Operator's Well Number: Winterfell 9 UH Well Pad Name: Dire Wolf-Winterfell

3) Farm Name/Surface Owner: Brenda J. Harris, et al Public Road Access: McCreary's Ridge Road (CR 7)

4) Elevation, current ground: 1145.44' Elevation, proposed post-construction: 1130'

5) Well Type (a) Gas Oil Underground Storage
Other

(b) If Gas Shallow Deep
Horizontal

Handwritten signature and date: 11/5/18

6) Existing Pad: Yes or No No

7) Proposed Target Formation(s), Depth(s), Anticipated Thickness and Expected Pressure(s):
Point Pleasant Formation 11,395' / 130' thick 10,141 or .89 psi per foot / Utica Formation 11,042 150' thick / 10,000 psi or .89 psi per foot.

8) Proposed Total Vertical Depth: 11,395'

9) Formation at Total Vertical Depth: Point Pleasant

10) Proposed Total Measured Depth: 24,861"

11) Proposed Horizontal Leg Length: 12,530'

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12) Approximate Fresh Water Strata Depths: 162'

13) Method to Determine Fresh Water Depths: Nearest offset well

14) Approximate Saltwater Depths: Na

WV Department of
Environmental Protection

15) Approximate Coal Seam Depths: 455', 655'

16) Approximate Depth to Possible Void (coal mine, karst, other): None anticipated. drilling in pillar - Mine maps attached.

17) Does Proposed well location contain coal seams directly overlying or adjacent to an active mine? Yes No

(a) If Yes, provide Mine Info: Name: The Ohio County Mine-Murray American Energy and Consolidation Coal Company
Depth: 455', 655'
Seam: Pittsburgh #8
Owner: Murray American Energy & Consolidation Coal Company

47 05 102134

WW-6B
(04/15)

API NO. 47- 051 -
OPERATOR WELL NO. Winterfell 9 UH
Well Pad Name: Dire Wolf-Winterfell

18) CASING AND TUBING PROGRAM

TYPE	Size (in)	New or Used	Grade	Weight per ft. (lb/ft)	FOOTAGE: For Drilling (ft)	INTERVALS: Left in Well (ft)	CEMENT: Fill-up (Cu. Ft.)/CTS
Conductor	30"	New	LS	81.3#	100'	100'	CTS
Fresh Water	20"	New	J-55	94#	730'	730'	15.6ppg to sur 521 ex w/30% OH excess
Coal	13 3/8"	New	J-55	54.5#	1,941'	1,941'	15.2ppg to sur 556 ex w/30% OH Excess
Intermediate	9 5/8"	New	HCP-110	43.5#	9,542'	9,542'	15.4ppg to sur 936 ex w/30% OH excess
Production	5 1/2"	New	HCP-110	23#	24,861'	24,861'	14.8ppg TOC =>20' above 9.625 shoe
Tubing	2 7/8"	New	J-55	6.5#	11,400'	11,400'	
Liners							

JW
11/5/18

TYPE	Size (in)	Wellbore Diameter (in)	Wall Thickness (in)	Burst Pressure (psi)	Anticipated Max. Internal Pressure (psi)	Cement Type	Cement Yield (cu. ft./k)
Conductor	30"	36"		300		Type 1	Lead yield 2.38 Tail 521 ex Yield 1.18
Fresh Water	20"	24"	.438	2,110	400	Class A	Lead yield 2.38 Tail 556 ex Yield 1.27
Coal	13 3/8"	17.5"	.380	2,730	688	Class A	Lead Yield 2.38 Tail 556 ex Yield 1.27
Intermediate	9 5/8"	12.375"-12.25"	.395	7,870	3,166	Class A	Lead Yield 1.28 Tail 936 ex Yield 1.28
Production	5 1/2"	8.5"	.361	14,360	11,000	Class H	Lead Yield 1.27 Tail 4714 ex Yield 1.27
Tubing	2 7/8"	5.14"	.217	10,570	8,000		
Liners							

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Kind:				
Sizes:				
Depths Set:				

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Environmental Protection

WW-6B
(10/14)

API NO. 47-051 -

OPERATOR WELL NO. Winterfell 9 UH

Well Pad Name: Dire Wolf-Winterfell

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11/5/18

19) Describe proposed well work, including the drilling and plugging back of any pilot hole:

Drill the vertical depth to the Point Pleasant at an estimated total vertical depth of approximately 11,395'. Drill the horizontal leg- stimulate and produce the Utica/ Point Pleasant formation. Should we encounter a unanticipated void we will install a minimum of 20' of casing below the void but not more than 100' below the void, set a basket and grout to surface.

20) Describe fracturing/stimulating methods in detail, including anticipated max pressure and max rate:

The stimulation will be in multiple stages divided over the lateral length of the well. Stage spacing is dependent upon engineering design. Slickwater fracturing technique will be utilized on each stage using sand, water, and chemicals. Our maximum pressure is not to exceed 10,000 lbs.

21) Total Area to be disturbed, including roads, stockpile area, pits, etc., (acres): 36.2 acres

22) Area to be disturbed for well pad only, less access road (acres): 9.55 acres

23) Describe centralizer placement for each casing string:

Conductor- No centralizers used. Freshwater/Surface- Bow Spring centralizers every 3 joints to 100' from surface. 1st Intermediate - Bow Spring centralizers every 3 joints to 100' from surface. 2nd Intermediate - Bow Spring centralizers every 3 joints to 100' from surface. Production - Rigid bow springs every third joint from KOP to TOC. Rigid every joint to KOP.

24) Describe all cement additives associated with each cement type:

Type 1 to Surface. Surface/Freshwater - 15.6 Class A +2% CaCl, 30% OH Excess Yield =1.18. 1st Intermediate - 15.6 ppg Class A +2% CaCl, 0.25 Lost Circ. 30% Yield =1.27. 2nd Intermediate- 2 Stage cement job with 15.4 ppg Class A lead + additives (antisetting, antifoam, fluid loss retarder, salt, dispersant or 12.0 Class A lead + additives (+/-5% dispersant, 10% light weight additive, 75% fluid loss additive, and 1.15% fluid loss additive, Yield=1.28) 15.4 ppg Class A Tail + additives (+/- fluid loss additive, & .5% light weight additive, Yield 1.28), 0.125#/SK lost circ 30% excess to Surface. Production- 12.5ppg Class H Lead +additives and 14.8 ppg Class H Tail +additives (antifoam, antisetting, extender,dispersant) 15%excess TOC>=200' above 9.625" shoe.

25) Proposed borehole conditioning procedures:

Conductor - The hole is drilled w/ air and casing is run on air. Apart from insuring hole is clean via air circulation at TD, there are no other conditioning procedures. Freshwater/Surface- The hole is drilled w/air or Freshwater based mud and casing is run on air. Once casing is at setting depth, fill with KCl water circulate a minimum of one hole volume prior to pumping cement. First Intermediate- Drilled on Air. Once casing is at a setting depth, circulate a minimum of one hole volume prior to pumping cement. Second Intermediate - Drilled on air. Fill with salt saturated water once drilled to TD. Once casing is at setting depth, circulate a minimum of one hole volume prior to pumping cement. Production- drilled on +/- 14.8ppg SOBMs. Once at TD, circulate at max allowable pump rate for at least 6x bottoms up. Once on bottom with casing, circulate minimum of one hole volume prior to pumping cement.

*Note: Attach additional sheets as needed.

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DRILLING WELL PLAN
Winterfell-9UH
Utica Horizontal
Marshall Co, WV

Horizontal Well Plan with Cemented Long String Completion

HOLE	RIG	CASING	GEOLOGY	Top TVD	MID	MUD	CEMENT	DIRECTIONAL	LOGS	BITS	COMMENTS
36"	Conductor Rig	30" 81.3# LS	Conductor	100	100	AIR	To Surface	N/A	N/A		Stabilize surface fill/soil
24"	Top-Hole	20" 94# J-55 BTC	Sewickley Coal Pittsburgh Coal Surf. Casing	455 655 730	730	AIR	15.6ppg to surface 521sx w/ 30% OH excess	20" Air Hammer Totco at TD	CBL Log Cased hole NPHI, GR at Pilot TD in Pilot Well only	Carbide hammer bit	Protect fresh groundwater
17.5"	Top-Hole	13-3/8" 54.5# J-55 BTC	Big Lime Greenbrier Group Big Injun Int. Casing	1525 1592 1641 1941	1941	AIR	15.2ppg to surface 556sx w/ 30% OH excess	Center Rock 15" Air Hammer Gyro above Coal, (Mine Approval) Totco at TD		Hammer bit w/ diamond gage Test casing to 800psi	
12.375" - 12.25"	Horizontal Rig	9-5/8" 43.5# P-110 BTC	Tully LS Hamilton Cherry Valley Marcellus Shale Onondaga Ls Oriskany Sandstone Salina Group Vernon Shale Lockport Dolomite Clinton Group Medina Group Queenston Shale Int. Casing Utica Shale	6216 6245 6354 6356 6390 6619 7203 7958 8175 8890 8962 9142 9542 11042		AIR	15.4ppg to surface 936sx w/ 30% OH excess	12" Air Hammer Totco every 400ft	MWD surveys Mud Logger - 90 ft samples	Hammer bit w/ full face diamond Test casing to 1000psi	PU cleanout assembly, dress plug, displace to 12.0ppg SOBMs, PU Curve BHA, time drill / KO cement plug. Expect Seepage in curve
8.5" Curve/Lateral	Horizontal Rig	5-1/2" 23# HCP-110 BPN	Point Pleasant Formation Curve LP TARGET Production Casing	11395		SOB	14.8ppg TOC >= 200" Above 9,625 shoe 4793sx w/ 15% OH excess	6.75" PDM & MWD 2.38" ADJ Bend (10" Build DLS)	MWD Surveys Mud Logger - 30 ft samples (Curve) 90 ft samples (Lateral)	PDC 5 - 25 WOB 100 - 120 RPM 450 - 500 GPM	Geosteering

8.5 Hole - Cemented Long String 5-1/2" 23# HCP-110 BPN

Lateral Targets
Landing Point
11395 TVD
12331 MD
90.5 degrees
12530 ft Lateral Length
90.5 Inc
325 Az
Total Depth 11395 TVD 24861 TD

Handwritten signature and date: 11/15/18

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Fresh Water Protection String:		Cement Additives	
Allied Material Name CCAC (Class A Common)	Additive (Material) Type Base Cement	Additive (Material) Description Grey powder	CAS # 65997-15-1
CA-100	Accelerator	White, flake	10043-52-4 7447-40-7 7732-18-5 7647-14-5

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**BEFORE THE OIL AND GAS CONSERVATION COMMISSION
OF THE STATE OF WEST VIRGINIA**

IN THE MATTER OF THE APPLICATION BY
AMERICAN PETROLEUM PARTNERS OPERATING,
LLC, A DELAWARE LIMITED LIABILITY
COMPANY, FOR POOLING AND UNIT OPERATION
OF A 278.93 ACRE DEEP WELL UNIT (WINTERFELL
SOUTHWEST UNIT) FOR THE PRODUCTION OF OIL
AND GAS IN WEBSTER DISTRICT, MARSHALL
COUNTY, WEST VIRGINIA AND FOR A SPACING
LOCATION EXCEPTION

DOCKET NO. _____
CASE NO. _____

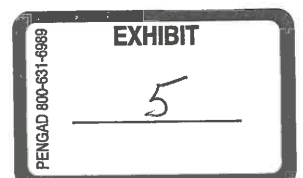
APPLICATION FOR POOLING AND SPACING EXCEPTION

NOW COMES AMERICAN PETROLEUM PARTNERS OPERATING, LLC, a Delaware limited liability company ("Applicant") pursuant to *W. Va. Code §22C-9-7(b)* and this Commission's regulations, and gives notice of the intention to direct the bottom of the Winterfell 9UH well away from vertical, and (1) pursuant to *W. Va. C.S.R. §39-1-4.3*, requests an exception to the 3000 foot spacing requirement set forth in *W. Va. C.S.R. §39-1-4.2*, and (2) pursuant to *W. Va. Code §22C-9-7(b)*, requests an order requiring the pooling of oil and gas interests in certain lands for the development and operation of a drilling unit for the Winterfell 9UH well. In support of this Application, the Applicant states as follows:

1. Applicant is a Delaware limited liability company, engaged in the production of oil and gas within the State of West Virginia and is an operator within the meaning of *W. Va. Code §22C-9-2(a)(4)*. The Applicant is a qualified and experienced operator of oil and gas wells, including horizontal wells, in West Virginia. The Applicant's address is:

American Petroleum Partners Operating, LLC
4600 J. Barry Court, Suite 310
Canonsburg, PA 15317

2. Applicant desires to pool interests and form a 278.93 acre unit (the "Unit Area"), drill one (1) deep well in the Utica/Point Pleasant Formation, and operate the well and unit for the production of oil and gas in Webster District, Marshall County, West Virginia, to be known as the Winterfell 9UH well and unit as more particularly described and depicted on the plat identified as *Exhibit A* attached hereto. *Exhibit A* includes a plat drawn to a scale of 1 inch equal to 2,000 feet showing the area involved, prepared by a licensed land surveyor or registered engineer and:



- a. shows the boundaries of the drilling unit;
- b. shows the distances from the proposed deep well location to the nearest outside boundary of the proposed unit;
- c. shows the acreage of each tract within the drilling unit;
- d. shows the actual proposed or actual location of the Winterfell 9UH well determined by survey, the courses and distances of such location from two (2) permanent points or landmarks on said tracts and the number to be given the deep well;
- e. no completed deep oil and gas wells are located within 1 mile of the proposed Winterfell 9UH well;
- f. shows all wells, including shallow wells and dry and abandoned wells located in the Unit Area, all of which are properly designated by name and known permit numbers.

3. Applicant requests a variance to allow it to locate the Winterfell 9UH well within less than 3000 feet of the following wells: Winterfell 5UH, Winterfell 10UH, Castle Black 5UH, Castle Black 7UH, Castle Black 9UH and Castle Black 10UH. Applicant believes such spacing will allow for the most efficient development of the oil and gas within the Unit Area and minimize the potential for waste.

4. A topographical map showing the surface topography of the surface location of the Winterfell 9UH well and adjoining areas is attached hereto as **Exhibit B**.

5. Applicant has made a diligent effort to determine those who will be directly and immediately affected by the proposed pooling of interests, being oil and gas owners and lessees of record with an interest in the Unit Area, and their names and last known addresses are shown on **Exhibit C**, entitled Affected Owners, attached.

6. **Exhibit D**, entitled Adjoining Operators, shows the names and addresses of unleased mineral owners and lessees of tracts adjacent to the proposed unit.

7. Applicant requests that notice of this application be given to the persons listed on **Exhibit C** and **Exhibit D**, and that notice be published and otherwise given as provided by law.

8. Applicant is vested with the leasehold for the oil and gas underlying 99.13 acres, more or less, which includes the tract on which the vertical portion of the Winterfell 9UH well will be drilled, by virtue of the following leases: (a) a lease from Gerald Theodore Plants and Barbara Plants, husband and wife, to Chesapeake Appalachia, L.L.C., dated June 9, 2009, and recorded in the Office of the Clerk of the County Commission of Marshall County, West Virginia in Deed Book 684, Page 347; (b) a lease from James Walter Plants, a married man dealing in his sole and separate property, to Chesapeake Appalachia, L.L.C., dated June 9, 2009, and recorded in the aforesaid Clerk's Office in Deed Book 684, Page 569; and (c) a lease from Ronald William Plants and Carolie M. Plants, husband and wife, to Chesapeake Appalachia, L.L.C., dated June 9, 2009, and recorded in the aforesaid Clerk's Office in Deed Book 684, Page

562 (collectively, the “Well Location Lease”), which well will be drilled from the surface of the Well Location Lease, and Applicant has the right to drill vertically and horizontally on the Well Location Lease.

9. The Winterfell 9UH well will be drilled vertically from the surface location shown on *Exhibit A*, curve approximately 90 degrees, and continue approximately 12,530’ feet horizontally. The Winterfell 9UH well will be completed in the Utica/Point Pleasant Formation. A unit is requested with respect to those depths and formations lying within the Utica/Point Pleasant Formation.

10. In addition to, and separate and apart from its lease rights, Applicant has entered into a written consent and easement with the owners of the surface property overlying the Well Location Lease for the drilling of the Winterfell 9UH well within the meaning of *W. Va. Code §22C-9-7(b)(4)* by virtue of a Consent and Surface Use Release from Deborah S. Whitlatch and Randy Lee Whitlatch, wife and husband; Brenda J. Harris and Clay M. Harris, wife and husband; Ronald W. Plants and Carolie M. Plants, Trustees of the Plants Family Irrevocable Trust Dated October 2, 2008; and James W. Plants, a married man dealing in his sole and separate property (collectively, the “Grantor”), dated December 4, 2017, and recorded in the aforesaid Clerk’s Office on July 3, 2018, in Release Book 242, Page 12, and a West Virginia Oil and Gas Conservation Commission Certificate of Consent and Easement dated July 10, 2018, from the same Grantor, and recorded in the aforesaid Clerk’s Office on July 11, 2018, in Deed Book 985, Page 54, copies of which are attached hereto as *Exhibit E* (“Statutory Consent and Easement”).

11. The Unit Area is comprised of an area encompassing 23 surface tracts, totaling 278.93 surface acres. The proportional relationship between the surface acreage of the individual tracts, or portions thereof, included within the Unit Area, and the total Unit Area surface acres is as identified on *Exhibit F*, entitled Tract Participation, attached hereto.

12. Of the 278.93 acres in the proposed Winterfell Southwest Unit, 3.970658928 acres (being a 1.423522% interest in the Unit Area) are unleased and owned by those identified on *Exhibit G*, entitled Unleased Owners. The persons listed on *Exhibit G* have not agreed to participate in the Winterfell 9UH well.

13. The production of oil and gas from the Unit Area can be allocated in such a manner as to ensure the recovery by Applicant and the oil and gas royalty owners and operators of properties in the proposed unit of their just and equitable share of such production.

14. An order requiring the unit operation of the Unit Area for the production of oil and gas is reasonably necessary for the protection of correlative rights, prevention of waste and the drilling of unnecessary wells.

15. A verification of this application is attached and incorporated herein.

WHEREFORE, Applicant does hereby respectfully request that:

a. Notice of this Application be published and given to all necessary parties;

b. This Commission conduct such hearings as are required by law regarding the formation of the unit requested;

c. The Commission enter an order requiring the unitization of lands as requested herein for the operation of a deep oil and gas well;

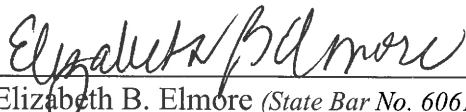
d. The Commission enter an order approving all necessary exceptions to the Commission's rules regarding well location; and

e. The Commission receive the elections provided by *W. Va. Code §22C-9-7(b)*, and enter one or more orders as contemplated by law in connection with this application; and

f. For such further or other relief as this Commission may find just and proper.

AMERICAN PETROLEUM PARTNERS
OPERATING, LLC

By Counsel




Elizabeth B. Elmore (State Bar No. 6061)
JACKSON KELLY PLLC
1600 Laidley Tower
P.O. Box 553
Charleston, West Virginia 25322
(304) 340-1258

VERIFICATION

COMMONWEALTH OF PENNSYLVANIA,
COUNTY OF WASHINGTON, to wit:


This day personally appeared before me, the undersigned, Mark A. Acree, who being by me first duly sworn, deposes and says that he is the Vice President of Land of American Petroleum Partners Operating, LLC, Applicant in the foregoing Application for Pooling and Spacing Exception; that he has read the foregoing Application and knows the contents thereof pertaining to its claims and allegations; and the facts set forth therein are true, except as to such matters as are stated therein to be upon information and belief; and that insofar as matters are therein stated to be upon information and belief, he believes them to be true.



Mark A. Acree – Vice President of Land JK

Taken, subscribed and sworn to before me, the undersigned authority, in my said county, on this 28th day of November, 2018.

My commission expires: April 8, 2020.



Notary Public

[SEAL]

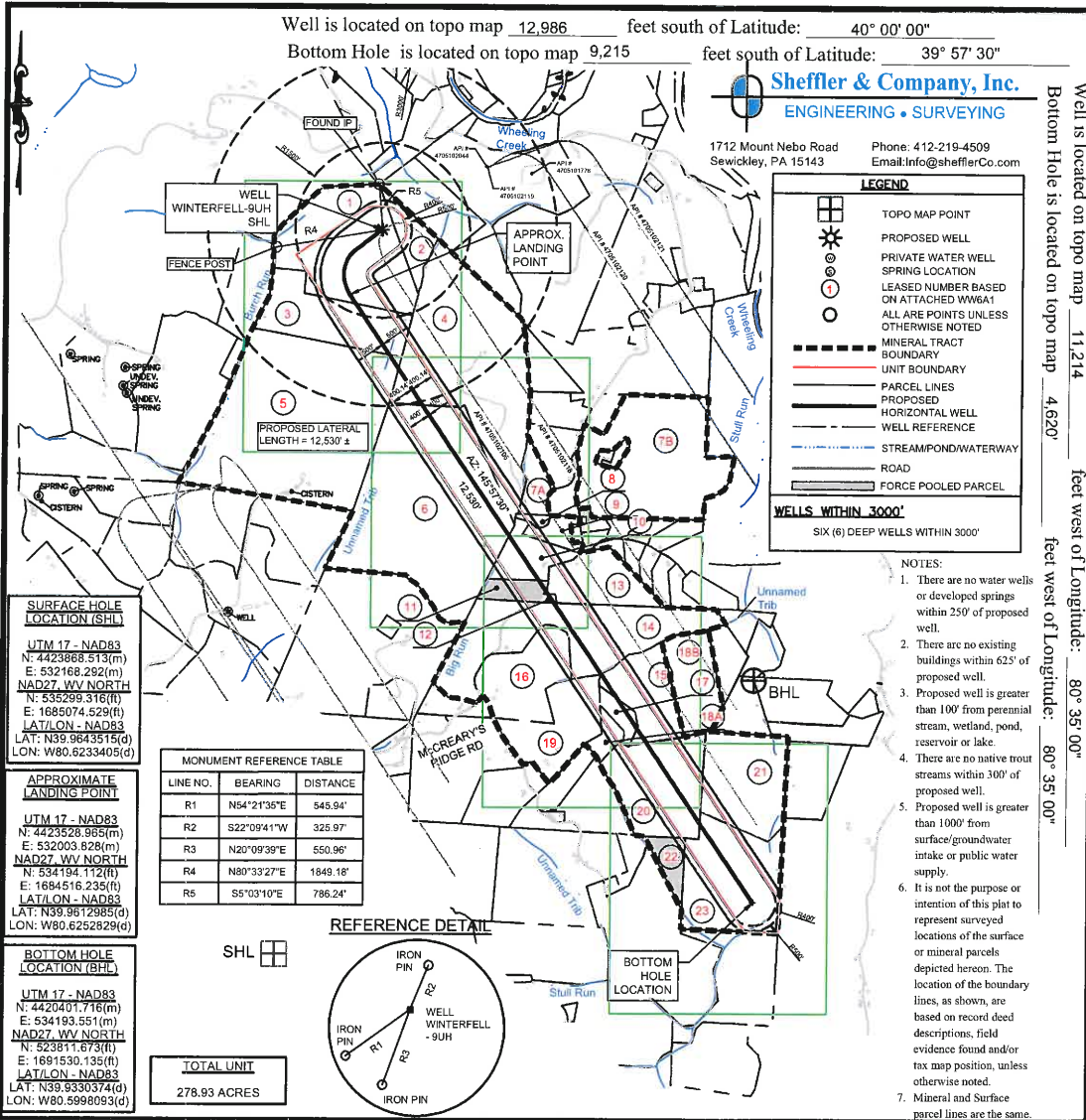
COMMONWEALTH OF PENNSYLVANIA
NOTARIAL SEAL
Jeffrey J. Bleicher, Notary Public
Summerhill Twp., Crawford County
My Commission Expires April 8, 2020
MEMBER, PENNSYLVANIA ASSOCIATION OF NOTARIES

**EXHIBIT A TO APPLICATION FOR POOLING
PLATS FOR WINTERFELL 9UH WELL**

[See attached]

Well is located on topo map 12,986 feet south of Latitude: 40° 00' 00"
 Bottom Hole is located on topo map 9,215 feet south of Latitude: 39° 57' 30"

Sheffler & Company, Inc.
 ENGINEERING • SURVEYING
 1712 Mount Nebo Road Phone: 412-219-4509
 Sewickley, PA 15143 Email: info@shefflerCo.com

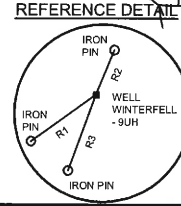


SURFACE HOLE LOCATION (SHL)
 UTM 17 - NAD83
 N: 4423868.513(m)
 E: 532168.292(m)
 NAD27 WV NORTH
 N: 535299.316(ft)
 E: 1685074.529(ft)
 LAT: N39.9843515(d)
 LON: W80.6233405(d)

APPROXIMATE LANDING POINT
 UTM 17 - NAD83
 N: 4423528.985(m)
 E: 532003.828(m)
 NAD27 WV NORTH
 N: 534194.112(ft)
 E: 1694516.235(ft)
 LAT: N39.9812985(d)
 LON: W80.6252629(d)

BOTTOM HOLE LOCATION (BHL)
 UTM 17 - NAD83
 N: 4420401.716(m)
 E: 534193.551(m)
 NAD27 WV NORTH
 N: 523811.673(ft)
 E: 1691530.135(ft)
 LAT: N39.9330374(d)
 LON: W80.5998093(d)

LINE NO.	BEARING	DISTANCE
R1	N54°21'35"E	945.94'
R2	S22°09'41"W	325.97'
R3	N20°09'39"E	550.96'
R4	N80°33'27"E	1849.18'
R5	S5°03'10"E	786.24'



TOTAL UNIT
 278.93 ACRES

LEGEND

- TOPO MAP POINT
- PROPOSED WELL
- PRIVATE WATER WELL
- SPRING LOCATION
- LEASED NUMBER BASED ON ATTACHED WWS#1
- ALL ARE POINTS UNLESS OTHERWISE NOTED
- MINERAL TRACT BOUNDARY
- UNIT BOUNDARY
- PARCEL LINES
- PROPOSED HORIZONTAL WELL
- WELL REFERENCE
- STREAM/POND/WATERWAY
- ROAD
- FORCE POOLED PARCEL

WELLS WITHIN 3000'
 SIX (6) DEEP WELLS WITHIN 3000'

- NOTES:**
- There are no water wells or developed springs within 250' of proposed well.
 - There are no existing buildings within 625' of proposed well.
 - Proposed well is greater than 100' from perennial stream, wetland, pond, reservoir or lake.
 - There are no native trout streams within 300' of proposed well.
 - Proposed well is greater than 1000' from surface/groundwater intake or public water supply.
 - It is not the purpose or intention of this plat to represent surveyed locations of the surface or mineral parcels depicted hereon. The location of the boundary lines, as shown, are based on record deed descriptions, field evidence found and/or tax map position, unless otherwise noted.
 - Mineral and Surface parcel lines are the same.

FILE #: WINTERFELL-9UH
 DRAWING #: WINTERFELL - 9UH - R5.DWG
 SCALE: 1"=2500'
 MINIMUM DEGREE OF ACCURACY: 1/2500
 PROVEN SOURCE OF ELEVATION: USGS MONUMENT JX0742: 1343.3'

I, THE UNDERSIGNED, HEREBY CERTIFY THAT THIS PLAT IS CORRECT TO THE BEST OF MY KNOWLEDGE AND BELIEF AND SHOWS ALL THE INFORMATION REQUIRED BY LAW AND THE REGULATIONS ISSUED AND PRESCRIBED BY THE DEPARTMENT OF ENVIRONMENTAL PROTECTION.

SIGNED: [Signature]
 R.P.E.: 21452 L.L.S.: P.S. NO. _____

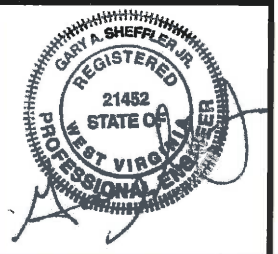
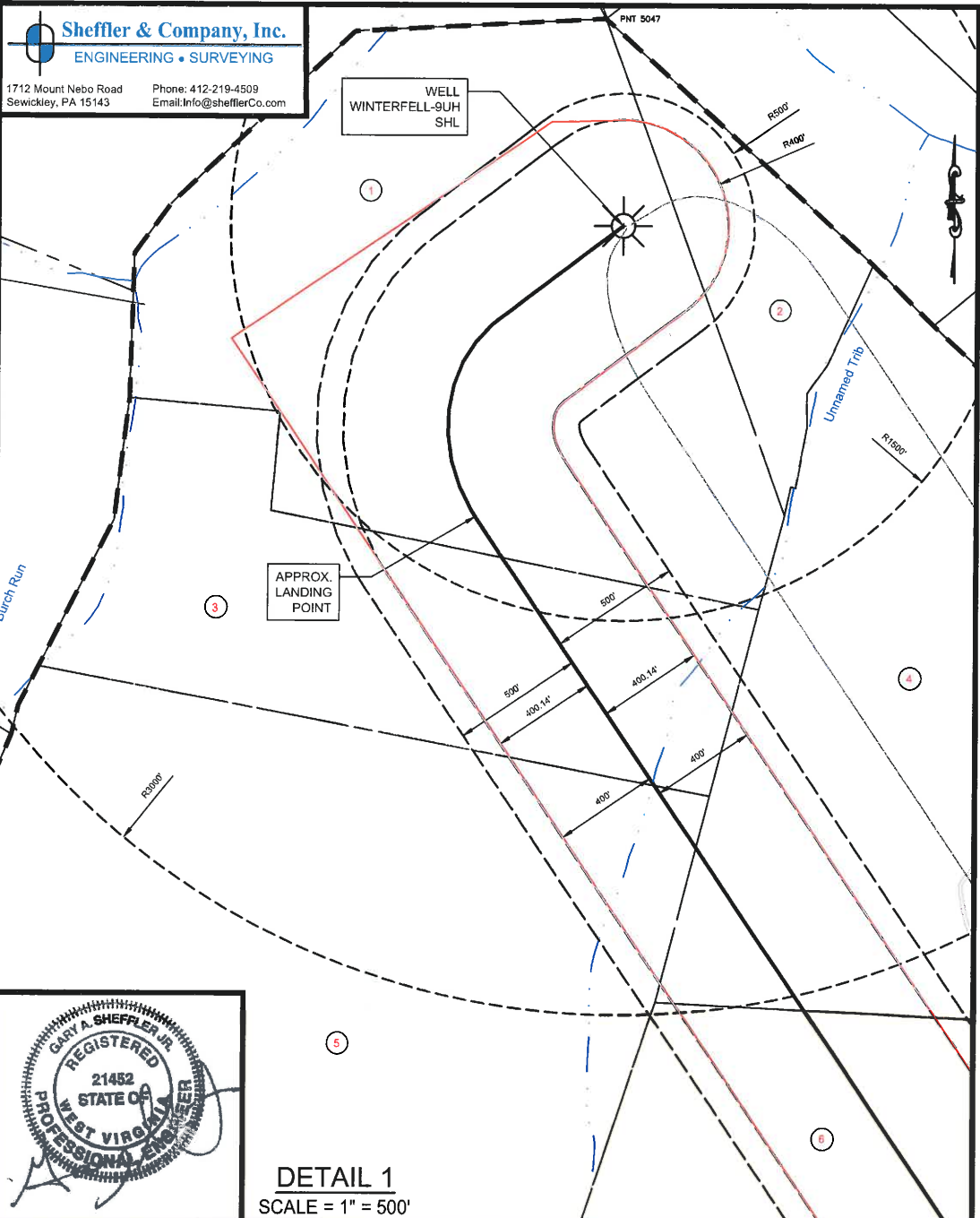


(+) DENOTES LOCATION OF WELL ON UNITED STATES TOPOGRAPHIC MAPS
 WVDEP
 OFFICE OF OIL & GAS
 601 57TH STREET
 CHARLESTON, WV 25304
 Well Type: Oil Waste Disposal Production Deep
 Gas Liquid Injection Storage Shallow
 WATERSHED: WHEELING CREEK - UPPER OHIO RIVER ELEVATION: 1,145.44'
 COUNTY/DISTRICT: MARSHALL / WEBSTER QUADRANGLE: MAJORSVILLE, WV
 SURFACE OWNER: HARRIS, BRENDA J., ET AL. ACREAGE: 86.13 ACRES
 OIL & GAS ROYALTY OWNER: RONALD W. & CAROLIE M., TRUSTEES OF THE PLANTS FAMILY IRREVOCABLE TRUST DATED OCTOBER 2, 2008;
HARRIS, BRENDA J.; WHITLATCH, DEBORAH; AND PLANTS, JAMES W. ACREAGE: 86.13
 DRILL CONVERT DRILL DEEPER REDRILL FRACTURE OR STIMULATE
 PLUG OFF OLD FORMATION PERFORATE NEW FORMATION PLUG AND ABANDON
 CLEAN OUT & REPLUG OTHER CHANGE (SPECIFY)
 TARGET FORMATION: POINT PLEASANT
 WELL OPERATOR: AMERICAN PETROLEUM PARTNERS OPERATING, LLC
 Address: 4600 J. BARRY COURT, SUITE 310
 City CANONSBURG State PA Zip Code 15317

DATE: July 26, 2018 - REV - November 26, 2018
 OPERATOR'S WELL #: WINTERFELL-9UH
 API WELL # 47 051
 STATE COUNTY PERMIT
 ESTIMATED DEPTH: TVD: 11,395' ± TMD: 24,861' ±
 DESIGNATED AGENT: STEVEN GREEN
 Address: 300 SUMMERS ST, SUITE 1000
 City CHARLESTON State WV Zip Code 25301

Well is located on topo map 11,214 feet west of Longitude: 80° 36' 00"
 Bottom Hole is located on topo map 4,620 feet west of Longitude: 80° 35' 00"

Sheffler & Company, Inc.
 ENGINEERING • SURVEYING
 1712 Mount Nebo Road
 Sewickley, PA 15143
 Phone: 412-219-4509
 Email: Info@shefflerCo.com



DETAIL 1
 SCALE = 1" = 500'

(+) DENOTES LOCATION OF WELL ON UNITED STATES TOPOGRAPHIC MAPS
 WVDEP
 OFFICE OF OIL & GAS
 601 57TH STREET
 CHARLESTON, WV 25304



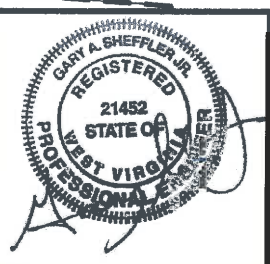
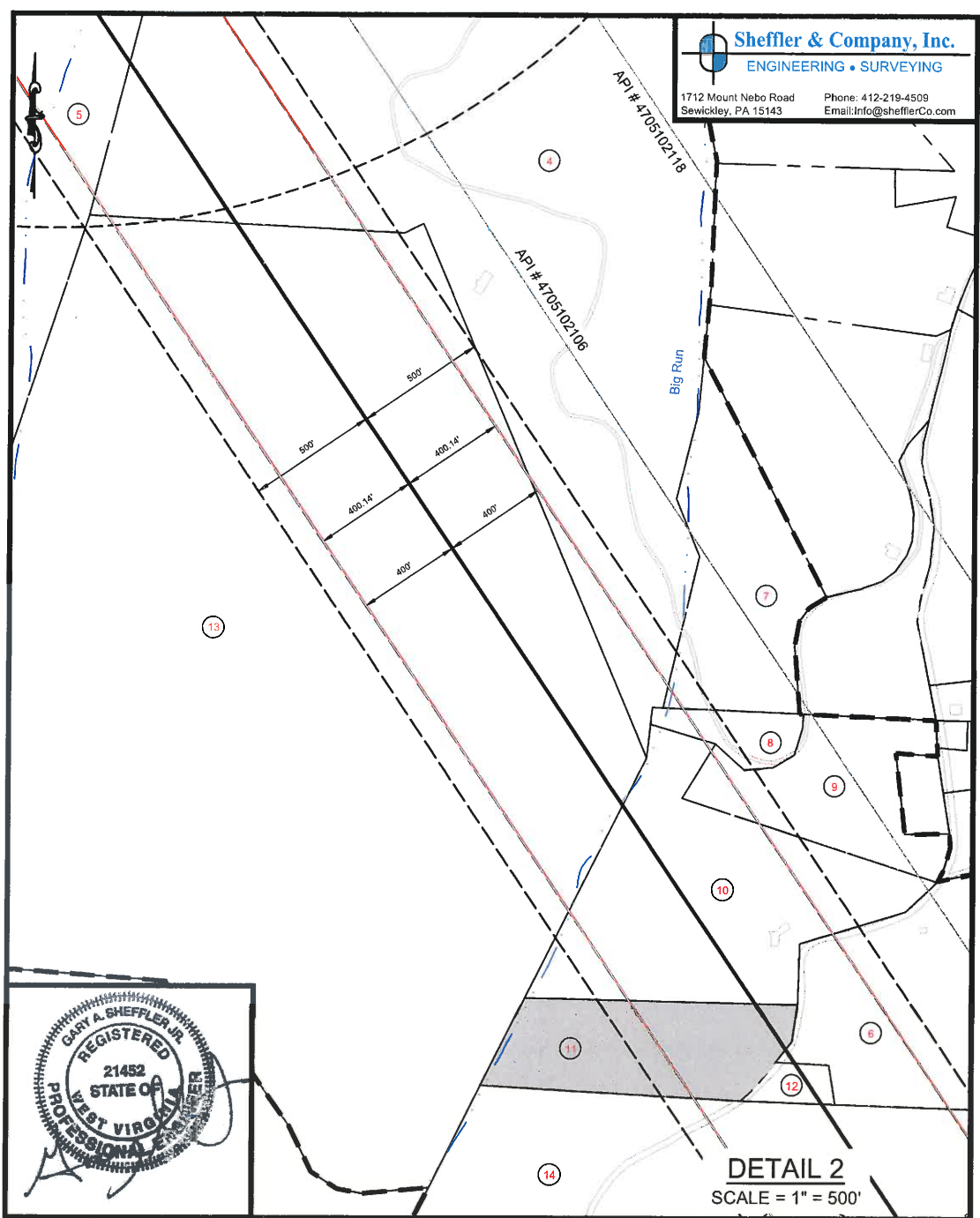
DATE: July 26, 2018 - REV - November 26, 2018
 OPERATOR'S WELL #: WINTERFELL-9UH
 API WELL # 47 051
 STATE COUNTY PERMIT

Well Type: Oil Waste Disposal Production Deep
 Gas Liquid Injection Storage Shallow

WATERSHED: WHEELING CREEK - UPPER OHIO RIVER ELEVATION: 1,145.44'
 COUNTY/DISTRICT: MARSHALL / WEBSTER QUADRANGLE: MAJORSVILLE, WV
 SURFACE OWNER: HARRIS, BRENDA J., ET AL. ACREAGE: 86.13 ACRES
 OIL & GAS ROYALTY OWNER: RONALD W. & CAROLIE M., TRUSTEES OF THE PLANTS FAMILY IRREVOCABLE TRUST DATED OCTOBER 2, 2008;
HARRIS, BRENDA J.; WHITLATCH, DEBORAH; AND PLANTS, JAMES W. ACREAGE: 86.13

DRILL CONVERT DRILL DEEPER REDRILL FRACTURE OR STIMULATE
 PLUG OFF OLD FORMATION PERFORATE NEW FORMATION PLUG AND ABANDON
 CLEAN OUT & REPLUG OTHER CHANGE (SPECIFY)

TARGET FORMATION: POINT PLEASANT ESTIMATED DEPTH: TVD: 11,395' ± TMD: 24,861' ±
 WELL OPERATOR: AMERICAN PETROLEUM PARTNERS OPERATING, LLC DESIGNATED AGENT: STEVEN GREEN
 Address: 4600 J. BARRY COURT, SUITE 310 Address: 300 SUMMERS ST, SUITE 1000
 City CANONSBURG State PA Zip Code 15317 City CHARLESTON State WV Zip Code 25301



DETAIL 2
 SCALE = 1" = 500'

(+) DENOTES LOCATION OF WELL ON UNITED STATES TOPOGRAPHIC MAPS WVDEP OFFICE OF OIL & GAS 601 57TH STREET CHARLESTON, WV 25304



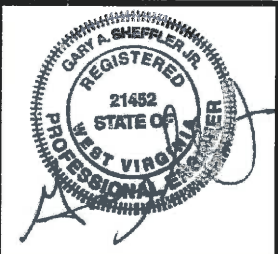
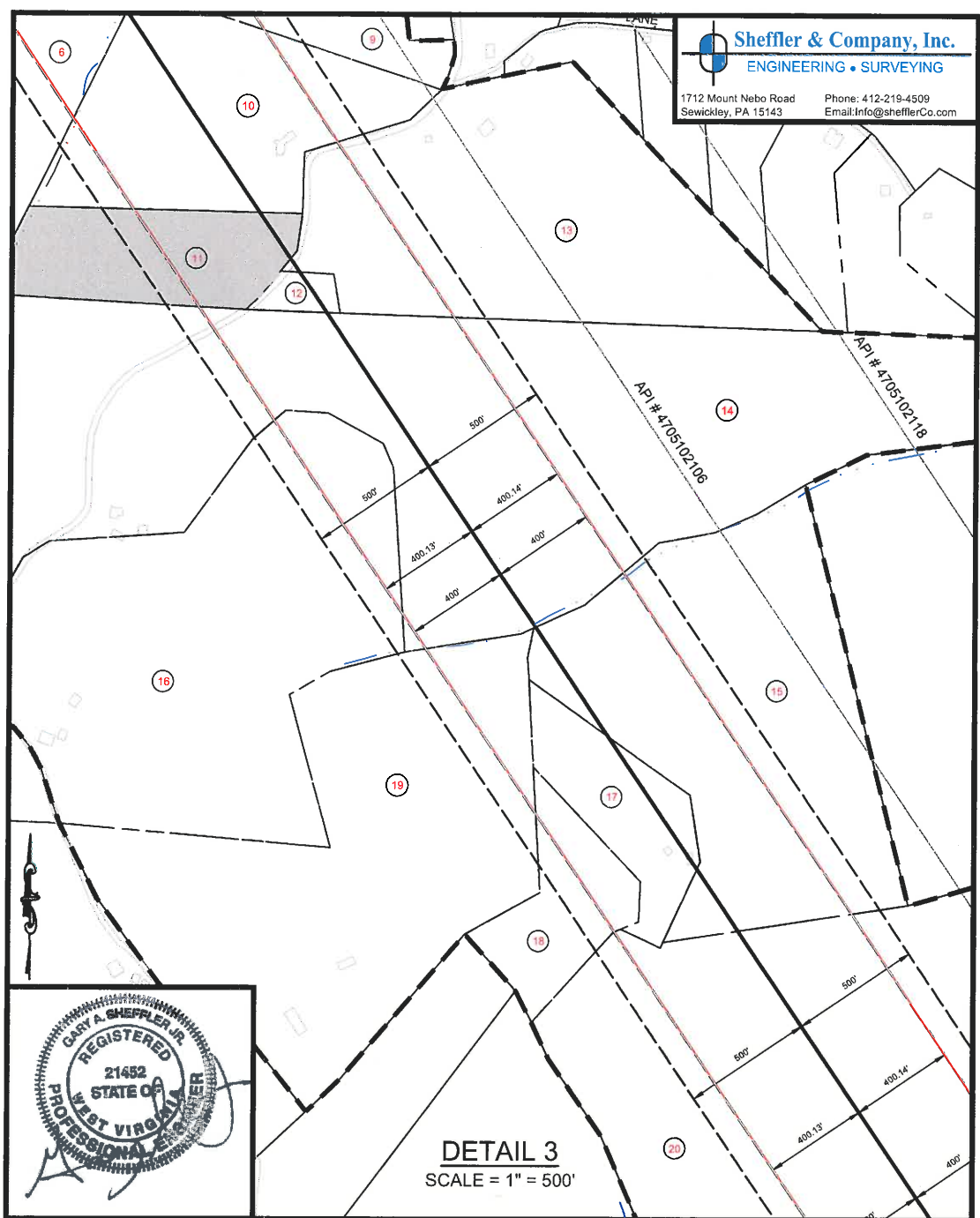
DATE: July 26, 2018 - REV - November 26, 2018
 OPERATOR'S WELL #: WINTERFELL-9UH
 API WELL # 47 051
 STATE COUNTY PERMIT

Well Type: Oil Waste Disposal Production Deep
 Gas Liquid Injection Storage Shallow

WATERSHED: WHEELING CREEK - UPPER OHIO RIVER ELEVATION: 1,145.44'
 COUNTY/DISTRICT: MARSHALL / WEBSTER QUADRANGLE: MAJORSVILLE, WV
 SURFACE OWNER: HARRIS, BRENDA J., ET AL. ACREAGE: 86.13 ACRES
 OIL & GAS ROYALTY OWNER: RONALD W. & CAROLIE M., TRUSTEES OF THE PLANTS FAMILY IRREVOCABLE TRUST DATED OCTOBER 2, 2008;
 HARRIS, BRENDA J., WHITLATCH, DEBORAH; AND PLANTS, JAMES W. ACREAGE: 86.13

DRILL CONVERT DRILL DEEPER REDRILL FRACTURE OR STIMULATE
 PLUG OFF OLD FORMATION PERFORATE NEW FORMATION PLUG AND ABANDON
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 WELL OPERATOR: AMERICAN PETROLEUM PARTNERS OPERATING, LLC DESIGNATED AGENT: STEVEN GREEN
 Address: 4600 J. BARRY COURT, SUITE 310 Address: 300 SUMMERS ST, SUITE 1000
 City CANONSBURG State PA Zip Code 15317 City CHARLESTON State WV Zip Code 25301



DETAIL 3
 SCALE = 1" = 500'

(+) DENOTES LOCATION OF WELL ON UNITED STATES TOPOGRAPHIC MAPS WVDEP
 OFFICE OF OIL & GAS
 601 57TH STREET
 CHARLESTON, WV 25304



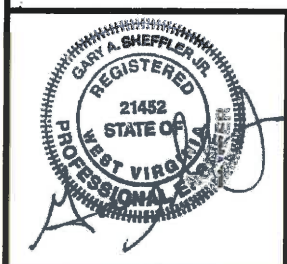
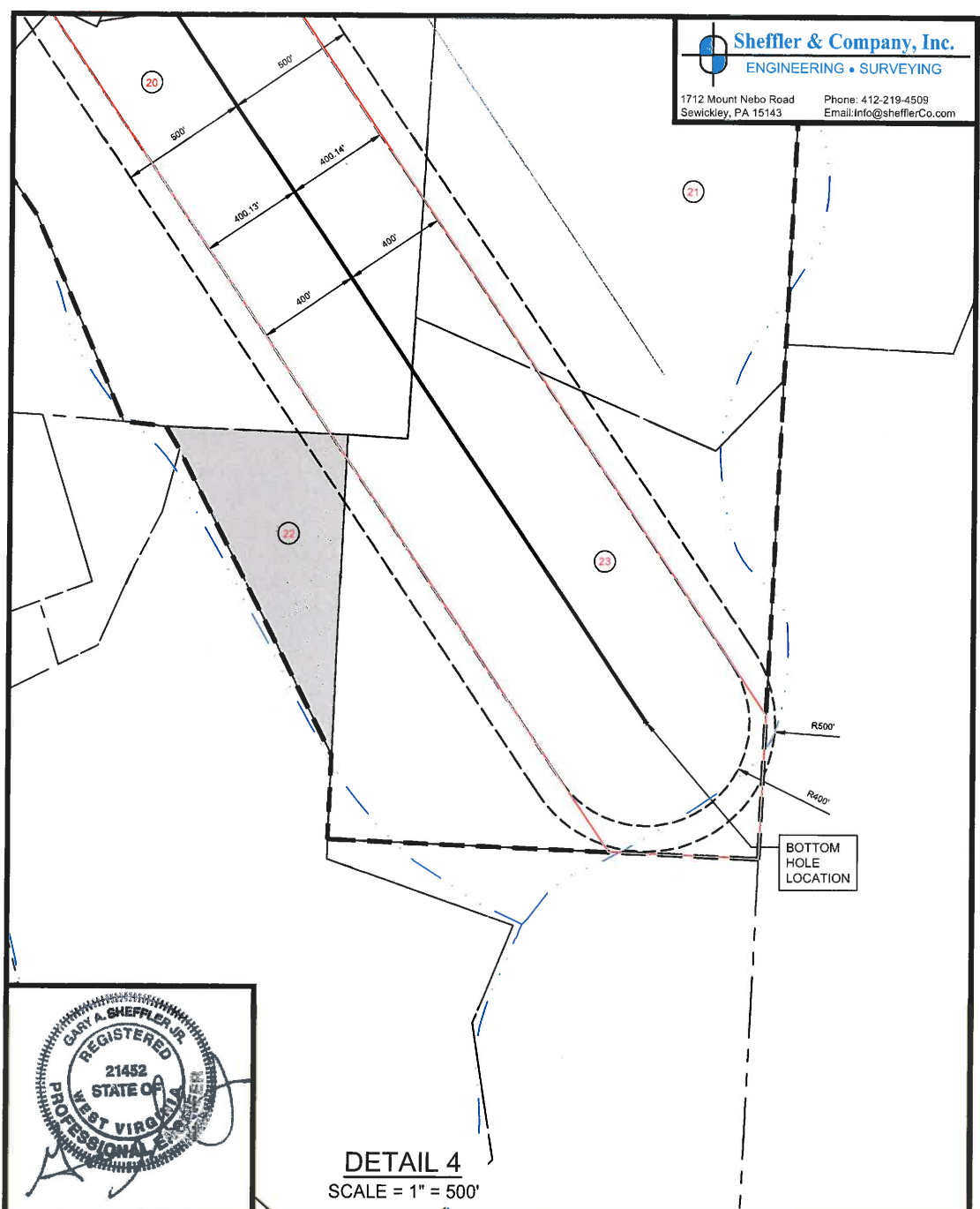
DATE: July 26, 2018 - REV - November 26, 2018
 OPERATOR'S WELL #: WINTERFELL-9UH
 API WELL # 47 051
 STATE COUNTY PERMIT

Well Type: Oil Waste Disposal Production Deep
 Gas Liquid Injection Storage Shallow

WATERSHED: WHEELING CREEK - UPPER OHIO RIVER ELEVATION: 1,145.44'
 COUNTY/DISTRICT: MARSHALL / WEBSTER QUADRANGLE: MAJORSVILLE, WV
 SURFACE OWNER: HARRIS, BRENDA J., ET AL. ACREAGE: 86.13 ACRES
 OIL & GAS ROYALTY OWNER: RONALD W. & CAROLIE M., TRUSTEES OF THE PLANTS FAMILY IRREVOCABLE TRUST DATED OCTOBER 2, 2008;
HARRIS, BRENDA J.; WHITLATCH, DEBORAH; AND PLANTS, JAMES W. ACREAGE: 86.13

DRILL CONVERT DRILL DEEPER REDRILL FRACTURE OR STIMULATE
 PLUG OFF OLD FORMATION PERFORATE NEW FORMATION PLUG AND ABANDON
 CLEAN OUT & REPLUG OTHER CHANGE (SPECIFY)

TARGET FORMATION: POINT PLEASANT ESTIMATED DEPTH: TVD: 11,395' ± TMD: 24,861' ±
 WELL OPERATOR: AMERICAN PETROLEUM PARTNERS OPERATING, LLC DESIGNATED AGENT: STEVEN GREEN
 Address: 4600 J. BARRY COURT, SUITE 310 Address: 300 SUMMERS ST, SUITE 1000
 City CANONSBURG State PA Zip Code 15317 City CHARLESTON State WV Zip Code 25301



DETAIL 4
 SCALE = 1" = 500'

(+) DENOTES LOCATION OF WELL ON UNITED STATES TOPOGRAPHIC MAPS WVDEP
 OFFICE OF OIL & GAS
 601 57TH STREET
 CHARLESTON, WV 25304

Well Type: Oil Waste Disposal Production Deep
 Gas Liquid Injection Storage Shallow

WATERSHED: WHEELING CREEK - UPPER OHIO RIVER ELEVATION: 1,145.44'
 COUNTY/DISTRICT: MARSHALL / WEBSTER QUADRANGLE: MAJORSVILLE, WV
 SURFACE OWNER: HARRIS, BRENDA J., ET AL. ACREAGE: 86.13 ACRES
 OIL & GAS ROYALTY OWNER: RONALD W. & CAROLIE M., TRUSTEES OF THE PLANTS FAMILY IRREVOCABLE TRUST DATED OCTOBER 2, 2008;
HARRIS, BRENDA J.; WHITLATCH, DEBORAH; AND PLANTS, JAMES W. ACREAGE: 86.13

DRILL CONVERT DRILL DEEPER REDRILL FRACTURE OR STIMULATE
 PLUG OFF OLD FORMATION PERFORATE NEW FORMATION PLUG AND ABANDON
 CLEAN OUT & REPLUG OTHER CHANGE (SPECIFY)

TARGET FORMATION: POINT PLEASANT ESTIMATED DEPTH: TVD: 11,395' ± TMD: 24,861' ±
 WELL OPERATOR: AMERICAN PETROLEUM PARTNERS OPERATING, LLC DESIGNATED AGENT: STEVEN GREEN
 Address: 4600 J. BARRY COURT, SUITE 310 Address: 300 SUMMERS ST, SUITE 1000
 City CANONSBURG State PA Zip Code 15317 City CHARLESTON State WV Zip Code 25301



① TAX MAP NO.
15-0001-0022-0000-0000
ASSESSED ACREAGE: 86.13 ACRES
SURFACE OWNERS:
HARRIS, BRENDA J., ET AL.
MINERAL OWNERS:
BRENDA J. HARRIS, DEBORAH WHITLACH,
JAMES W. PLANTS, RONALD W. & CAROLINE M.,
TRUSTEES OF THE PLANTS FAMILY
IRREVOCABLE TRUST DATED OCTOBER 2, 2008

② TAX MAP NO.
15-0001-0021-0000-0000
ASSESSED ACREAGE: 13.00 ACRES
SURFACE OWNERS:
HARRIS, BRENDA J., ET AL.
MINERAL OWNERS:
BRENDA J. HARRIS, DEBORAH WHITLACH,
JAMES W. PLANTS, RONALD W. & CAROLINE M.,
TRUSTEES OF THE PLANTS FAMILY
IRREVOCABLE TRUST DATED OCTOBER 2, 2008

③ TAX MAP NO.
15-0002-0001-0000-0000
ASSESSED ACREAGE: 56.1 ACRES
SURFACE OWNERS:
APP MINERALS, LLC
MINERAL OWNERS:
APP MINERALS, LLC

④ TAX MAP NO.
15-0002-0002-0000-0000
ASSESSED ACREAGE: 132.77 ACRES
SURFACE OWNERS:
ISKCON NEW MATHURA VRINDABAN
MINERAL OWNERS:
AMP FUND III, LP

⑤ TAX MAP NO.
15-0002-0016-0000-0000
ASSESSED ACREAGE: 183.31 ACRES
SURFACE OWNERS:
APP MINERALS, LLC
MINERAL OWNERS:
APP MINERALS, LLC

⑥ TAX MAP NO.
15-0002-0015-0000-0000
ASSESSED ACREAGE: 171.32 ACRES
SURFACE OWNERS:
HARRY B. SNYDER AND ELIZABETH JANE
SNYDER, TRUSTEES OF THE SNYDER FAMILY
TRUST, DATED DECEMBER 17, 2014
MINERAL OWNERS:
HARRY B. SNYDER AND ELIZABETH JANE
SNYDER, TRUSTEES OF THE SNYDER FAMILY
TRUST, DATED DECEMBER 17, 2014

⑦ TAX MAP NO.
P/O 15-0002-0005-0000-0000
ASSESSED ACREAGE: 113.88 ACRES
SURFACE OWNERS:
ISKCON NEW MATHURA VRINDABAN,
INC.
MINERAL OWNERS:
ISKCON NEW VRINDABAN, INC.

⑧ TAX MAP NO.
15-0002-0008-0003-0000
ASSESSED ACREAGE: 2.00 ACRES
SURFACE OWNERS:
CLAYTON, JILL, ET AL.
MINERAL OWNERS:
ONE WORLD ONE FAMILY NOW, INC. (LIFE ESTATE)
VASUDEVA G. CLAYTON (REMAINDERMAN)
GOVINDA G. CLAYTON (REMAINDERMAN)
JILL CLAYTON (REMAINDERMAN)

⑨ TAX MAP NO.
15-0002-0008-0002-0000
ASSESSED ACREAGE: 9.00 ACRES
SURFACE OWNERS:
CONNOR, LISA M.
MINERAL OWNERS:
LISA M. GIESER

⑩ TAX MAP NO.
15-0002-0008-0000-0000
ASSESSED ACREAGE: 19.22 ACRES
SURFACE OWNERS:
ONE WORLD ONE FAMILY NOW, INC.
MINERAL OWNERS:
ONE WORLD ONE FAMILY NOW, INC.

⑪ TAX MAP NO.
15-0002-0009-0000-0000
ASSESSED ACREAGE: 8.74 ACRES
SURFACE OWNERS:
MAHATME, HIRA
(A/K/A HIRA MAHATME-HARRIS)
MINERAL OWNERS:
MAHATME, HIRA

⑫ TAX MAP NO.
15-0002-0010-0000-0000
ASSESSED ACREAGE: 0.94 ACRES
SURFACE OWNERS:
BRYANT, CRINAN
MINERAL OWNERS:
JEANETTE L. LONGWORTH, PATRICIA ANN HARTLEY,
LINDA K. & RUSSELL D. CLARKE, RAYMOND P. &
MARY ANN HARTLEY, CINDY ANN & WILLIAM P., JR.,
SOUTH, JERRY W. & BARBARA A. HARTLEY

⑬ TAX MAP NO.
15-0002-0011-0000-0000
ASSESSED ACREAGE: 29.65 ACRES
SURFACE OWNERS:
SEWARD, RALPH J., ET AL.
MINERAL OWNERS:
RALPH J. & JANE D. SEWARD

⑭ TAX MAP NO.
15-0002-0013-0000-0000
ASSESSED ACREAGE: 94.04 ACRES
SURFACE OWNERS:
BOCK, JEFFERY T.
MINERAL OWNERS:
JEFFERY T. BOCK,
SALLY A. HUNTER-BOCK

⑮ TAX MAP NO.
15-0007-0024-0002-0000
ASSESSED ACREAGE: 30.93 ACRES
SURFACE OWNERS:
ISKCON NEW MATHURA VRINDABAN,
INC.
MINERAL OWNERS:
ISKCON NEW VRINDABAN, INC.

⑯ TAX MAP NO.
15-0002-0013-0001-0000
ASSESSED ACREAGE: 40.21 ACRES
SURFACE OWNERS:
PARSONS, THOMAS EVERETT, SR.
MINERAL OWNERS:
RESOURCE MINERALS HEADWATER I, LP

⑰ TAX MAP NO.
15-0007-0024-0003-0000
ASSESSED ACREAGE: 6.65 ACRES
SURFACE OWNERS:
HOUSMAN, BRUCE J.
MINERAL OWNERS:
HOUSMAN, BRUCE J.

⑱ TAX MAP NO.
P/O 15-0007-0024-0000-0000
ASSESSED ACREAGE: 57.64 ACRES
SURFACE OWNERS:
ISKCON NEW MATHURA VRINDABAN,
INC.
MINERAL OWNERS:
ISKCON NEW VRINDABAN, INC.

⑲ TAX MAP NO.
15-0002-0007-0022-0000
ASSESSED ACREAGE: 48.766 ACRES
SURFACE OWNERS:
BOCK, THOMAS A., ET UX,
AS JOINT TENANTS WITH RIGHT OF
SURVIVORSHIP
MINERAL OWNERS:
DAVID S. CAIN, BRENT E. CAIN, HERMAN D.
LANTZ, THOMAS A. & PAMELA L. BOCK,
THOMAS D. CAIN

⑳ TAX MAP NO.
15-0007-0024-0001-0000
ASSESSED ACREAGE: 56.78 ACRES
SURFACE OWNERS:
ECO-VRINDABAN, INC., D/B/A
GORAKSHYA-SEVA AND
ENVIRONMENTAL
EDUCATION TRUST OF AMERICA, INC.
MINERAL OWNERS:
ECO-VRINDABAN, INC.

㉑ TAX MAP NO.
15-0006-0011-0000-0000
ASSESSED ACREAGE: 40.00 ACRES
SURFACE OWNERS:
MILLER, R. CRAIG, ET UX.
MINERAL OWNERS:
RESOURCE MINERALS HEADWATER I, LP
R. CRAIG & DONITA D. MILLER

㉒ TAX MAP NO.
15-0007-0025-0000-0000
ASSESSED ACREAGE: 10.00 ACRES
SURFACE OWNERS:
COFFIELD, WILLIAM E., ET UX.
MINERAL OWNERS:
BETTY GENEVA COFFIELD,
WILLIAM E. & BRENDA K. COFFIELD

㉓ TAX MAP NO.
15-0006-0016-0000-0000
ASSESSED ACREAGE: 77.40 ACRES
SURFACE OWNERS:
COFFIELD, WILLIAM E., ET UX.
MINERAL OWNERS:
BETTY GENEVA COFFIELD,
WILLIAM E. & BRENDA K. COFFIELD

(+) DENOTES LOCATION OF
WELL ON UNITED STATES
TOPOGRAPHIC MAPS
WVDEP
OFFICE OF OIL & GAS
601 57TH STREET
CHARLESTON, WV 25304



DATE: July 26, 2018 - REV - November 26, 2018

OPERATOR'S WELL #: WINTERFELL-9UH

API WELL # 47 051
STATE COUNTY PERMIT

Well Type: Oil Waste Disposal Production Deep
 Gas Liquid Injection Storage Shallow

WATERSHED: WHEELING CREEK - UPPER OHIO RIVER ELEVATION: 1,145.44'

COUNTY/DISTRICT: MARSHALL / WEBSTER QUADRANGLE: MAJORSVILLE, WV

SURFACE OWNER: HARRIS, BRENDA J., ET AL. ACREAGE: 86.13 ACRES

OIL & GAS ROYALTY OWNER: RONALD W. & CAROLIE M., TRUSTEES OF THE PLANTS FAMILY IRREVOCABLE TRUST DATED OCTOBER 2, 2008;

HARRIS, BRENDA J.; WHITLATCH, DEBORAH; AND PLANTS, JAMES W. ACREAGE: 86.13

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TARGET FORMATION: POINT PLEASANT ESTIMATED DEPTH: TVD: 11,395' ± TMD: 24,861' ±

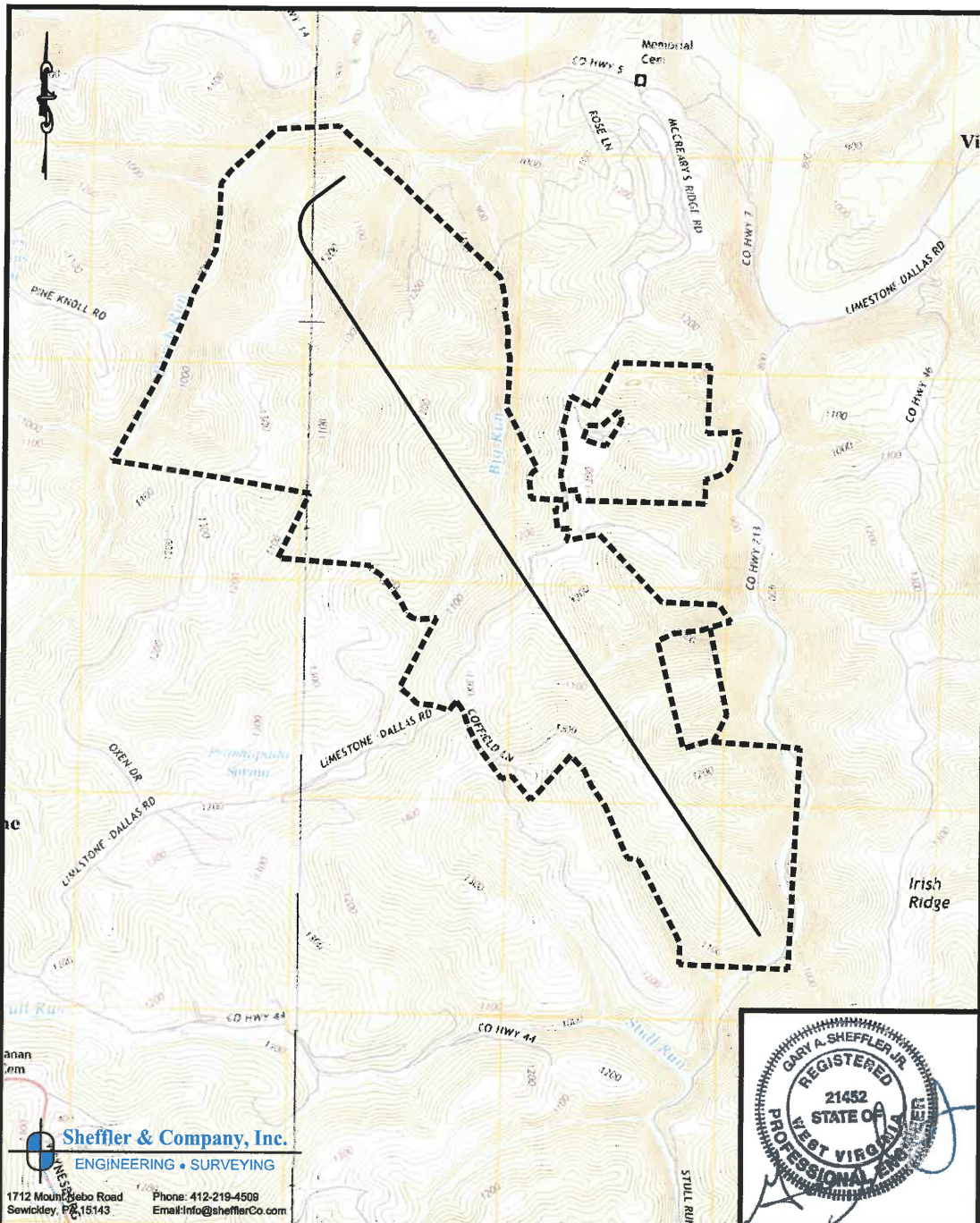
WELL OPERATOR: AMERICAN PETROLEUM PARTNERS OPERATING, LLC DESIGNATED AGENT: STEVEN GREEN

Address: 4600 J. BARRY COURT, SUITE 310 Address: 300 SUMMERS ST, SUITE 1000

City CANONSBURG State PA Zip Code 15317 City CHARLESTON State WV Zip Code 25301

**EXHIBIT B TO APPLICATION FOR POOLING
TOPOGRAPHICAL MAP FOR WINTERFELL 9UH WELL**

[See attached]



Sheffler & Company, Inc.
ENGINEERING • SURVEYING
1712 Mount Sebo Road
Sewickley, PA 15143 Phone: 412-219-4509
Email: info@shefflerco.com

(+) DENOTES LOCATION OF WELL ON UNITED STATES TOPOGRAPHIC MAPS
WVDEP
OFFICE OF OIL & GAS
601 57TH STREET
CHARLESTON, WV 25304



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Address: 4600 J. BARRY COURT, SUITE 310 Address: 300 SUMMERS ST, SUITE 1000
City CANONSBURG State PA Zip Code 15317 City CHARLESTON State WV Zip Code 25301

**EXHIBIT C TO APPLICATION FOR POOLING
Winterfell Southwest - AFFECTED OWNERS**

T/M/P	LESSOR/UNLEASED OWNER	ADDRESS	GROSS ASSESSED ACRES	SURVEYED ACRES IN UNIT
15-1-22	Brenda J. Harris	30 Virginia Oaks Dr., Moundsville, WV 26041	86.13	6.865471916
15-1-22	Deborah Whitlatch	30 Virginia Oaks Dr., Moundsville, WV 26041	86.13	6.865471916
15-1-22	James W. Plants	2502 Hess Avenue, Wheeling, WV 26003	86.13	13.73135578
15-1-22	Ronald W. Plants & Carolie M. Plants, Trustees of the Plants Family Irrevocable Trust dated October 2, 2008	2215 Pine Hill RD., Wheeling, WV 26003	86.13	13.73135578
15-2-1	APP Minerals LLC	4600 J. Barry Court, Suite 310 Canonsburg, PA 15317	56.1	17.87223797
15-2-10	Cindy Ann South & William P. South Jr.	438 Juniper Ave., Moundsville, WV 26041	0.942	0.163491262
15-2-10	Jerry W. Hartley & Barbara A. Hartley	513 Poland Run RD., Graysville, PA 15337	0.942	0.163491262
15-2-10	Jeanette L. Longworth	P.O. Box 1111, Moundsville, WV 26041	0.942	0.163491262
15-2-10	Patricia Ann Hartley	192 Cunningham Ln., Moundsville, WV 26041	0.942	0.163491262
15-2-10	Linda K. Clarke & Russell D. Clarke	2500 Kanawha Street, Lot 32, Moundsville, WV 26041	0.942	0.163491262
15-2-10	Raymond P. Hartley & Mary Ann Hartley	1849 Peachtree RD., Naoma, WV 25140	0.942	0.163491262
15-2-11	Ralph J. Seward & Jane D. Seward	2587 McCrearys Ridge RD., Moundsville, WV 26041	30.948	1.014213103
15-2-11	Ralph J. Seward & Jane D. Seward	2587 McCrearys Ridge RD., Moundsville, WV 26041	30.948	4.056852411
15-2-13	Jeffrey T. Bock	2143 McCreary Ridge, Moundsville, WV 26041	94.038	11.25839303
15-2-13	Sally A. Hunter-Bock	17 Locust Grove LN., Wheeling, WV 26003	94.038	11.25839303
15-2-13.1	Resource Minerals Headwater I, LP	11412 Bee Cave Road, Suite 301, Austin, TX 78738	40.207	3.772689996
15-2-15	Harry B. Snyder & Elizabeth J. Snyder, Trustees of the Snyder Family Trust dated December 17, 2014	503 Oakdale Ln., Moundsville, WV 26041	171.52	46.93248798
15-2-16	APP Minerals LLC	4600 J. Barry Court, Suite 310, Canonsburg, PA 15317	183.31	6.545144218
15-2-2	AMP Fund III, LP	225 Ross St, Ste. 301, Pittsburgh, PA 15219	132.77	14.07030337
15-2-2	AMP Fund III, LP	225 Ross St, Ste. 301, Pittsburgh, PA 15219	132.77	1.005021669
15-2-2	AMP Fund III, LP	225 Ross St, Ste. 301, Pittsburgh, PA 15219	132.77	1.005021669
15-2-5	ISKCON New Vrindaban, Inc.	3759 McCrearys Ridge RD, Moundsville, WV 26041	113.88	0.074952518
15-2-8	One World One Family Now, Inc.	2508 McCrearys Ridge RD, Moundsville, WV 26041	19.215	14.69502549
15-2-8.2	Lisa M. Gieser	2702 McCrearys Ridge Rd., Moundsville, WV 26041	8	0.752860723
15-2-8.3	One World One Family Now Inc. (Life Estate)	2508 McCrearys Ridge RD., Moundsville, WV 26041	2	0.323037521

15-2-8.3	Jill Clayton (Remainderman)	3759 McCrearys Ridge RD, NBU 16, Moundsville, WV 26041	2	0
15-2-8.3	Vasudeva G. Clayton (Remainderman)	3759 McCrearys Ridge RD, NBU 16, Moundsville, WV 26041	2	0
15-2-8.3	Govinda G. Clayton (Remainderman)	3759 McCrearys Ridge RD, NBU 16, Moundsville, WV 26041	2	0
15-2-9	Mahatme Hira	2420 McCrearys Ridge RD., Moundsville, WV 26041	8.73	3.897570747
15-6-11	Resource Minerals Headwater I, LP	11006 Hoover Ave. NW Uniontown, OH 44685	40	1.274040076
15-6-11	R. Craig Miller & Donita D. Miller	11412 Bee Cave Road, Suite 301, Austin, TX 78738	40	1.274040076
15-6-16	Betty Geneva Coffield	6764 Waynesburg Pike, Moundsville, WV 26041	77.4	9.446579951
15-6-16	William E. Coffield & Brenda K. Coffield	5347 Waynesburg Pike, Moundsville, WV 26041	77.4	28.33973985
15-7-22	David S. Cain	19 Zitko Terrace, Glen Dale, WV 26038	48.766	0.42573232
15-7-22	Brent E. Cain	201 Baltimore Avenue, Glen Dale, WV 26038	48.766	0.42573232
15-7-22	Herman D. Lantz	403 Fern Lane, Glen Dale, WV 26038	48.766	0.319578676
15-7-22	Thomas A. Bock & Pamela L. Bock	365 Coffield Lane Hill, Moundsville, WV 26041	48.766	1.596775637
15-7-22	Thomas D. Cain	102 Overlook Court St., Clairsville, OH 43950	48.766	0.425731972
15-7-24	ISKCON New Vrindaban, Inc.	3759 McCrearys Ridge RD, Moundsville, WV 26041	42.22	2.190217203
15-7-24.1	ECO-Vrindaban, Inc., dba GEETA	164 Surabhi LN., Wheeling, WV 26003	56.78	29.28985156
15-7-24.2	ISKCON New Vrindaban, Inc.	3759 McCrearys Ridge RD, Moundsville, WV 26041	30.932	14.3169168
15-7-24.3	Bruce J. Housman	RR 1 Box 289B, Moundsville, WV 26041	6.648	6.643450323
15-7-25	Betty Geneva Coffield	6764 Waynesburg Pike, Moundsville, WV 26041	10	0.018264545
15-7-25	William E. Coffield & Brenda K. Coffield	5347 Waynesburg Pike, Moundsville, WV 26041	10	0.054793636
15-1-21	Brenda J. Harris	30 Virginia Oaks Dr., Moundsville, WV 26041	13	0.361741183
15-1-21	Deborah Whitlatch	30 Virginia Oaks Dr., Moundsville, WV 26041	13	0.361741183
15-1-21	James W. Plants	2502 Hess Avenue, Wheeling, WV 26003	13	0.723265365
15-1-21	Ronald W. Plants & Carolie M. Plants, Trustees of the Plants Family Irrevocable Trust dated October 2, 2008	2215 Pine Hill RD., Wheeling, WV 26003	13	0.723265365

Total Unit Area - 278.9202664 Acres

**EXHIBIT D TO APPLICATION FOR POOLING
Winterfell Southwest - ADJOINING OPERATORS**

STATUS: LEASED OR NOT LEASED	T/M/P	NAME (Owner, if Unleased, or Lessee, if Leased)	Address
Leased	13-14-19	Chevron U.S.A. Inc.	700 Cherrington Parkway, Coraopolis, PA 15108
Leased	13-9-23	Chevron U.S.A. Inc.	700 Cherrington Parkway, Coraopolis, PA 15108
Leased		SWN Production Company, LLC	10000 Energy Drive, Spring, TX 77389
Leased		Equinor USA Onshore Properties Inc.	6300 Bridge Point Parkway, Bldg. 2, Suite 100, Austin, TX 78730
Leased	15-1-4.1	SWN Production Company, LLC	10000 Energy Drive, Spring, TX 77389
Leased		Equinor USA Onshore Properties Inc.	6300 Bridge Point Parkway, Bldg. 2, Suite 100, Austin, TX 78730
Leased	15-1-5.1	SWN Production Company, LLC	10000 Energy Drive, Spring, TX 77389
Leased		Equinor USA Onshore Properties Inc.	6300 Bridge Point Parkway, Bldg. 2, Suite 100, Austin, TX 78730
Leased	15-6-12	SWN Production Company, LLC	10000 Energy Drive, Spring, TX 77389
Leased		Equinor USA Onshore Properties Inc.	6300 Bridge Point Parkway, Bldg. 2, Suite 100, Austin, TX 78730
Leased	15-6-15	Chevron U.S.A. Inc.	700 Cherrington Parkway, Coraopolis, PA 15108
Leased		SWN Production Company, LLC	10000 Energy Drive, Spring, TX 77389
Leased		Equinor USA Onshore Properties Inc.	6300 Bridge Point Parkway, Bldg. 2, Suite 100, Austin, TX 78730
Leased	15-6-17	SWN Production Company, LLC	10000 Energy Drive, Spring, TX 77389
Leased		Equinor USA Onshore Properties Inc.	6300 Bridge Point Parkway, Bldg. 2, Suite 100, Austin, TX 78730
Leased	15-6-17.1	Chevron U.S.A. Inc.	700 Cherrington Parkway, Coraopolis, PA 15108
Leased		SWN Production Company, LLC	10000 Energy Drive, Spring, TX 77389
Leased		Equinor USA Onshore Properties Inc.	6300 Bridge Point Parkway, Bldg. 2, Suite 100, Austin, TX 78730
Leased	15-7-25	Chevron U.S.A. Inc.	700 Cherrington Parkway, Coraopolis, PA 15108
Leased	15-7-26	Chevron U.S.A. Inc.	700 Cherrington Parkway, Coraopolis, PA 15108
Leased	15-7-26.2	Chevron U.S.A. Inc.	700 Cherrington Parkway, Coraopolis, PA 15108
Leased	15-7-30	Chevron U.S.A. Inc.	700 Cherrington Parkway, Coraopolis, PA 15108
Leased	15-9-11	Chevron U.S.A. Inc.	700 Cherrington Parkway, Coraopolis, PA 15108
Unleased	15-2-9	Mahatme Hira	2420 McCrearys Ridge RD., Moundsville, WV 26041
Leased	15-1-4.3	Melinda Dawn Wiselka	3305 Ward St, Pittsburgh, PA 15213

**EXHIBIT E TO APPLICATION FOR POOLING
STATUTORY CONSENT AND EASEMENT**

CONSENT AND SURFACE USE RELEASE

STATE OF WEST VIRGINIA §
 §
COUNTY OF MARSHALL §

WHEREAS, Deborah S. Whitlatch and Randy Lee Whitlatch, wife and husband, whose address is 30 Virginia Oaks Drive, Moundsville, WV 26041, Brenda J. Harris and Clay M. Harris, wife and husband, whose address 45316 State Route 800, Woodfield OH 43793, Ronald W. Plants and Carolie M. Plants, Trustees of the Plants Family Irrevocable Trust Dated October 2, 2008, whose address is 2215 Pine Hill Road, Wheeling, WV 26003 and James W. Plants, a married man dealing in his sole and separate property, whose address is 2502 Hess Avenue, Wheeling, WV 26003, respectively, (hereinafter collectively referred to as "Grantor") and American Petroleum Partners Operating LLC, with an office at 4600 J. Barry Court, Suite 310, Canonsburg, PA 15317 (hereinafter referred to as "Grantee").

WHEREAS, Grantor is vested in and owns fee simple title to the surface and mineral estate for a certain tract or parcel of land located in Webster District, Marshall County, State of West Virginia being further described as Tax Parcel Number: 15-01-22 containing 86.13 acres of land and & 15-01-21 containing 13 acres of land, more or less, being the same tract or parcel of land conveyed to Grantors via Deeds recorded in the Marshall County West Virginia Clerks Office in Deed Book 841 Page 106; Deed Book 707, Page 158 and Will Book 80 Page 279, respectively, together with all contiguous or appurtenant lands currently owned or after acquired by Grantor (hereafter referred to as the "Subject Tract"); and

WHEREAS, Grantor, or their predecessors in title have entered into an oil and gas lease for the Subject Tract along with additional oil and gas interests owned by Grantors dated June 9th, 2009 an Oil & Gas Lease of which was recorded in Deed Book 684, Page 347; Deed Book 684, Page 562 and Deed Book 684, Page 569 of Marshall County, West Virginia (the "Subject Lease"); and


WE, the undersigned, for valuable consideration, the receipt and sufficiency of which is hereby acknowledged, being all the owners of the surface of that certain lot, tract or parcel of land located in Webster District, Marshall County, West Virginia, shown on Exhibit "A", do hereby consent and grant an easement, pursuant to West Virginia Code, Section 22C-9-7(b) (4) and Operating Rule 4.4 of the Rules and Regulations of the West Virginia Oil and Gas Conservation Commission, to American Petroleum Partners Operating LLC, its successors and or assigns, for the construction, drilling and continued operation of one or more wells for the production of oil or gas at the location shown on Exhibit "A". Further, in exchange for valuable consideration outlined in a separate order of payment, Grantor further agrees this payment is an all-inclusive payment for damages as a result of normal and customary operations associated with the construction and operation of a well pad and access road. This payment does not include compensation for catastrophic or extraordinary damages.

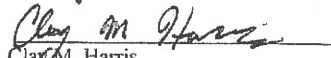
EXECUTED and effective as of the 4 day of December, 2017.

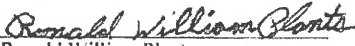
GRANTOR

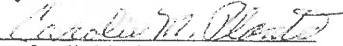

Deborah S. Whitlatch



Randy Lee Whitlatch


Brenda J. Harris


Clay M. Harris


By: Ronald William Plants,
As: Trustee


By: Carolie M. Plants,
As: Trustee

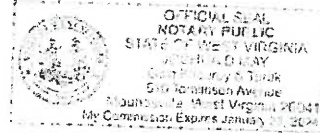

James W. Plants

GRANTEE

[Handwritten Signature]

Collin King
Vice President of Finance

INDIVIDUAL ACKNOWLEDGMENT



STATE OF WV §
COUNTY OF Marshall §

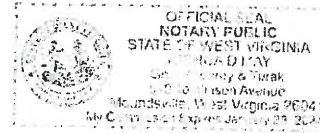
On this 4 day of December, 2017, before me, the undersigned officer, personally appeared Deborah S. Whitlatch and Randy Lee Whitlatch, wife and husband, personally known to me (or satisfactorily proven) to be the people whose names are subscribed to the within instrument, and acknowledged to me that they executed the same for the purposes therein contained.

In witness thereof, I hereunto set my hand and affixed my official seal.

MY COMMISSION EXPIRES:
Jan 28, 2024

[Handwritten Signature]
Notary Public

INDIVIDUAL ACKNOWLEDGEMENT



STATE OF WV §
COUNTY OF Marshall §

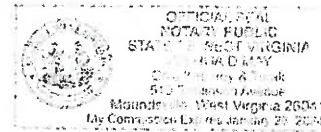
On this 4 day of December, 2017, before me, the undersigned authority, personally appeared Ronald W. Plants and Carolic M. Plants, Trustees of the Plants Family Irrevocable Trust Dated October 2, 2008, who acknowledged themselves to be the Trustees of The Plants Family Irrevocable Trust Dated October 2, 2008, and that they as such Trustees, being authorized to do so, executed the foregoing instrument for the purposes therein contained by signing the name of the Irrevocable Trust by themselves as Trustees.

In witness thereof, I hereunto set my hand and affixed my official seal.

MY COMMISSION EXPIRES:
Jan 28, 2024

[Handwritten Signature]
Notary Public

INDIVIDUAL ACKNOWLEDGMENT



STATE OF WV §
COUNTY OF Marshall §

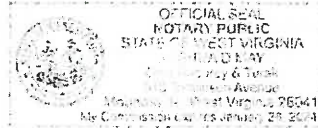
On this 4 day of December, 2017, before me, the undersigned officer, personally appeared Brenda J. Harris and Clay M. Harris, wife and husband, personally known to me (or satisfactorily proven) to be the people whose names are subscribed to the within instrument, and acknowledged to me that they executed the same for the purposes therein contained.

In witness thereof, I hereunto set my hand and affixed my official seal.

MY COMMISSION EXPIRES:
Jan 28, 2024

[Handwritten Signature]
Notary Public

INDIVIDUAL ACKNOWLEDGMENT



STATE OF WV §
COUNTY OF Marshall §

On this 4 day of December, 2017, before me, the undersigned officer, personally appeared **James W. Plants, a married man dealing in his sole and separate property**, personally known to me (or satisfactorily proven) to be the people whose names are subscribed to the within instrument, and acknowledged to me that they executed the same for the purposes therein contained.

In witness thereof, I hereunto set my hand and affixed my official seal.

MY COMMISSION EXPIRES:
Jan 28, 2024

Joshua J. May
Notary Public

CORPORATE ACKNOWLEDGEMENT

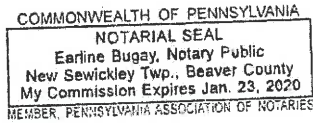
COMMONWEALTH OF PENNSYLVANIA §
COUNTY OF WASHINGTON §

On this 13th day of December, 2017, before me, the undersigned officer, personally appeared **COLLIN KING**, as Vice President of Finance for **AMERICAN PETROLEUM PARTNERS OPERATING LLC, A DELAWARE LIMITED LIABILITY COMPANY**, personally known to me to be the person whose name is subscribed to the within instrument, and acknowledged to me that he executed the same for the purposes therein contained and on behalf of said corporation.

In witness thereof, I hereunto set my hand and affixed my official seal.

MY COMMISSION EXPIRES:

Earline Bugay
Notary Public



Marshall County
Jan Pest, Clerk
Instrument 1442489
07/03/2018 @ 03:02:57 PM
RELEASE
Book 242 @ Page 12
Pages Recorded 4
Recording Cost \$ 11.00

EXHIBIT "A"

Attached to and made a part of that certain CONSENT AND SURFACE USE RELEASE effective December 4, 2017, by and between Deborah S. Whitlatch and Randy Lee Whitlatch, wife and husband, Brenda J. Harris and Clay M. Harris, wife and husband, Ronald W. Plants and Carolie M. Plants, Trustees of the Plants Family Irrevocable Trust Dated October 2, 2008 and James W. Plants, a married man, dealing in his sole and separate property, (collectively "Grantor") and American Petroleum Partners Operating, LLC ("Grantee")



*Estimated disturbance of 17 acres, exact disturbance and location subject to environmental, engineering and safety guidelines.

DLW RLW
Initials

J.W.P
Initials

R.W.P. C.M.P
Initials

JW CAH
Initials

STATE OF WEST VIRGINIA, MARSHALL COUNTY, SCT.:

I, JAN PEST, Clerk of the County Commission of said County, do hereby certify that the annexed writing, bearing date on the 4th day of December, 2017, was presented for and by me, admitted to record in my office upon the above certificate as to the parties therein named this 3rd day of April, 2018 at 2:02 o'clock P M

ASHLEY FAYINGER
AMERICAN PETROLEUM PARTNERS OPERATING LLC
4400 J BARREY COURT STE 310
CAYENSBURG PA 16817-5654

West Virginia Oil and Gas Conservation Commission
Certificate of Consent and Easement

We, the undersigned, for valuable consideration, the receipt and sufficiency of which is hereby acknowledged, being all of the owners of the surface of that certain lot, tract or parcel of land located in Webster District, Marshall County, State of West Virginia, parcels #15-01-21 and 15-01-22, shown on the attached plat or survey, do hereby consent and grant an easement, pursuant to West Virginia Code, Section 22C-9-7(b)(4) and Operating Rule 4.4 of the Rules and Regulations of the West Virginia Oil and Gas Commission, to American Petroleum Partners Operating LLC, its successors or assigns, for the drilling and operation of a deep well(s) for the production of oil, gas and/or other associated hydrocarbons at the location shown on the attached plat or survey.

Executed this 10th day of July, 2018.

Deborah S. Whitlatch
Deborah S. Whitlatch

Randy Lee Whitlatch
Randy Lee Whitlatch

Brenda J. Harris
Brenda J. Harris

Clay M. Harris
Clay M. Harris

Ronald W. Plants
Ronald W. Plants, Trustee of Plants Family
Irrevocable Trust Dated October 2, 2008

Carolee M. Plants
Carolee M. Plants, Trustee of Plants Family
Irrevocable Trust Dated October 2, 2008

James W. Plants
James W. Plants

Marshall County
Jan Pest, Clerk
Instrument 1442729
07/11/2018 @ 02:53:07 PM
RIGHT OF WAY W/O CONSIDERATI
Book 985 @ Page 54
Pages Recorded 4
Recording Cost \$ 11.0

INDIVIDUAL ACKNOWLEDGMENT

COMMONWEALTH / STATE OF West Virginia §

COUNTY OF Marshall §

On this 10th day of July, 2018, before me, the undersigned officer, personally appeared Deborah S. Whitlatch and Randy Lee Whitlatch, wife and husband, personally known to me (or satisfactorily proven) to be the people whose names are subscribed to the within instrument, and acknowledged to me that Deborah S. Whitlatch and Randy Lee Whitlatch, wife and husband, executed the same for the purposes therein contained.

In witness thereof, I hereunto set my hand and affixed my official seal.

MY COMMISSION EXPIRES:

OFFICIAL SEAL
COMMISSIONER FOR WEST VIRGINIA
Ricky L. Shuck
Sandyville, WV
My Commission Expires August 24, 2022

Ricky L. Shuck
Notary Public

WV-MAR-0696-2JA

INDIVIDUAL ACKNOWLEDGMENT

COMMONWEALTH / STATE OF OHIO §

COUNTY OF MONROE §

On this 10th day of July, 2018, before me, the undersigned officer, personally appeared Brenda J. Harris and Clay M. Harris, wife and husband, personally known to me (or satisfactorily proven) to be the people whose names are subscribed to the within instrument, and acknowledged to me that Brenda J. Harris and Clay M. Harris, wife and husband, executed the same for the purposes therein contained.

In witness thereof, I hereunto set my hand and affixed my official seal.

MY COMMISSION EXPIRES: OFFICIAL SEAL
COMMISSIONER FOR WEST VIRGINIA
Ricky L. Shuck
Sandyville, WV
My Commission Expires August 24, 2022

Ricky L. Shuck
Notary Public

INDIVIDUAL ACKNOWLEDGMENT

COMMONWEALTH / STATE OF West Virginia §

COUNTY OF Marshall §

On this 10th day of July, 2018, before me, the undersigned officer, personally appeared James W. Plants, a married man dealing in his sole and separate property, personally known to me (or satisfactorily proven) to be the person whose name is subscribed to the within instrument, and acknowledged to me that James W. Plants, a married man dealing in his sole and separate property, executed the same for the purposes therein contained.

In witness thereof, I hereunto set my hand and affixed my official seal.

MY COMMISSION EXPIRES:

OFFICIAL SEAL
COMMISSIONER FOR WEST VIRGINIA
Ricky L. Shuck
Sandyville, WV
My Commission Expires August 24, 2022

Ricky L. Shuck
Notary Public

Recorder:

On completion of recordation, please return to:
American Petroleum Partners Operating LLC
4600 J. Barry Court, Ste 310
Canonsburg, PA 15317

STATE OF WEST VIRGINIA, MARSHALL COUNTY, SCT.:

I, JAN PEST, Clerk of the County Commission of said County, do hereby certify that the annexed writing, bearing date on the 10th day of July, 2018, was presented for and by me, admitted to record in my office upon the above certificate as to the parties therein named this 11th day of October, 2018, at 11:53 o'clock A. M

**EXHIBIT F TO APPLICATION FOR POOLING
Winterfell Southwest - TRACT PARTICIPATION**

OWNER	GROSS ASSESSED ACRES	SURVEYED ACRES IN UNIT	% OF UNIT	T/M/P	DISTRICT	COUNTY
Brenda J. Harris	86.13	6.865471916	2.461%	15-1-22	Webster	Marshall
Deborah Whitlatch	86.13	6.865471916	2.461%	15-1-22	Webster	Marshall
James W. Plants	86.13	13.73135578	4.923%	15-1-22	Webster	Marshall
Ronald W. Plants & Carol M. Plants, Trustees of the Plants Family Irrevocable Trust dated October 2, 2008	86.13	13.73135578	4.923%	15-1-22	Webster	Marshall
APP Minerals LLC	56.1	17.87223797	6.407%	15-2-1	Webster	Marshall
Cindy Ann South & William P. South, Jr.	0.942	0.163491262	0.059%	15-2-10	Webster	Marshall
Jerry W. Hartley & Barbara A. Hartley	0.942	0.163491262	0.059%	15-2-10	Webster	Marshall
Jeanette L. Longworth	0.942	0.163491262	0.059%	15-2-10	Webster	Marshall
Heirs of Loren E. Hartley (Patricia Ann Hartley, Hope Hartley, Lisa Martin and Michelle Martin)	0.942	0.163491262	0.059%	15-2-10	Webster	Marshall
Linda K. Clarke & Russell D. Clarke	0.942	0.163491262	0.059%	15-2-10	Webster	Marshall
Raymond P. Hartley & Mary Ann Hartley	0.942	0.163491262	0.059%	15-2-10	Webster	Marshall
Ralph J. Seward & Jane D. Seward	30.948	1.014213103	0.364%	15-2-11	Webster	Marshall
Ralph J. Seward & Jane D. Seward	30.948	4.056852411	1.454%	15-2-11	Webster	Marshall
Jeffrey T. Bock	94.038	11.25839303	4.036%	15-2-13	Webster	Marshall
Sally A. Hunter-Bock	94.038	11.25839303	4.036%	15-2-13	Webster	Marshall
Resource Minerals Headwater I, LP	40.207	3.772689996	1.353%	15-2-13.1	Webster	Marshall
Harry B. Snyder & Elizabeth J. Snyder, Trustees of the Snyder Family Trust dated December 17, 2014	171.52	46.93248798	16.826%	15-2-15	Webster	Marshall
APP Minerals LLC	183.31	6.545144218	2.347%	15-2-16	Webster	Marshall
AMP Fund III, LP	132.77	14.07030337	5.044%	15-2-2	Webster	Marshall
AMP Fund III, LP	132.77	1.005021669	0.360%	15-2-2	Webster	Marshall
AMP Fund III, LP	132.77	1.005021669	0.360%	15-2-2	Webster	Marshall
ISKCON New Vrindaban, Inc.	113.88	0.074952518	0.027%	15-2-5	Webster	Marshall
One World One Family Now, Inc.	19.215	14.69502549	5.268%	15-2-8	Webster	Marshall
Lisa M. Gieser	8	0.752860723	0.270%	15-2-8.2	Webster	Marshall
One World One Family Now Inc. (Life Estate)	2	0.323037521	0.116%	15-2-8.3	Webster	Marshall
Jill Clayton (Remainderman)	2	0	0.000%	15-2-8.3	Webster	Marshall
Vasudeva G. Clayton (Remainderman)	2	0	0.000%	15-2-8.3	Webster	Marshall
Govinda G. Clayton (Remainderman)	2	0	0.000%	15-2-8.3	Webster	Marshall
Mahatme Hira	8.73	3.897570747	1.397%	15-2-9	Webster	Marshall

Resource Minerals Headwater I, LP	40	1.274040076	0.457%	15-6-11	Webster	Marshall
R. Craig Miller & Donita D. Miller	40	1.274040076	0.457%	15-6-11	Webster	Marshall
Betty Geneva Coffield	77.4	9.446579951	3.387%	15-6-16	Webster	Marshall
William E. Coffield & Brenda K. Coffield	77.4	28.33973985	10.160%	15-6-16	Webster	Marshall
David S. Cain	48.766	0.42573232	0.153%	15-7-22	Webster	Marshall
Brent E. Cain	48.766	0.42573232	0.153%	15-7-22	Webster	Marshall
Herman D. Lantz	48.766	0.319578676	0.115%	15-7-22	Webster	Marshall
Thomas A. Bock & Pamela L. Bock	48.766	1.596775637	0.572%	15-7-22	Webster	Marshall
Thomas D. Cain	48.766	0.42573232	0.153%	15-7-22	Webster	Marshall
ISKCON New Vrindaban, Inc.	42.22	2.190217203	0.785%	15-7-24	Webster	Marshall
ECO-Vrindaban, Inc., dba GEETA	56.78	29.28985156	10.501%	15-7-24.1	Webster	Marshall
ISKCON - NEW MATHURA VRINDABAN	30.932	14.3169168	5.133%	15-7-24.2	Webster	Marshall
Bruce J. Housman	6.648	6.643450323	2.382%	15-7-24.3	Webster	Marshall
Betty Geneva Coffield	10	0.018264545	0.007%	15-7-25	Webster	Marshall
William E. Coffield & Brenda K. Coffield	10	0.054793636	0.020%	15-7-25	Webster	Marshall
Brenda J. Harris	13	0.361741183	0.130%	15-1-21	Webster	Marshall
Deborah Whitlatch	13	0.361741183	0.130%	15-1-21	Webster	Marshall
James W. Plants	13	0.723265365	0.259%	15-1-21	Webster	Marshall
Ronald W. Plants & Carolie M. Plants, Trustees of the Plants Family Irrevocable Trust dated October 2, 2008	13	0.723265365	0.259%	15-1-21	Webster	Marshall

EXHIBIT G TO APPLICATION FOR POOLING

Winterfell Southwest - UNLEASED OWNERS / THIRD PARTY OPERATORS

T/M/P	GROSS ASSESSED	SURVEYED ACRES IN UNIT	OWNER	OWNERSHIP	NET ACRES IN UNIT
				% IN UNIT	
15-2-9	8.73	3.897570747	Mahatme Hira	1.397329%	3.897570747
15-7-25	10	0.018264545	Chevron U.S.A. Inc. (Betty Geneva Coffield)	0.006548%	0.018264545
15-7-25	10	0.054793636	Chevron U.S.A. Inc. (William E. Coffield & Brenda K. Coffield)	0.019644%	0.054793636

Unleased Acres in Unit - 3.970628928 Acres
Unleased Ownership % in Unit - 1.423522%

AMENDED EXHIBIT G TO APPLICATION FOR POOLING

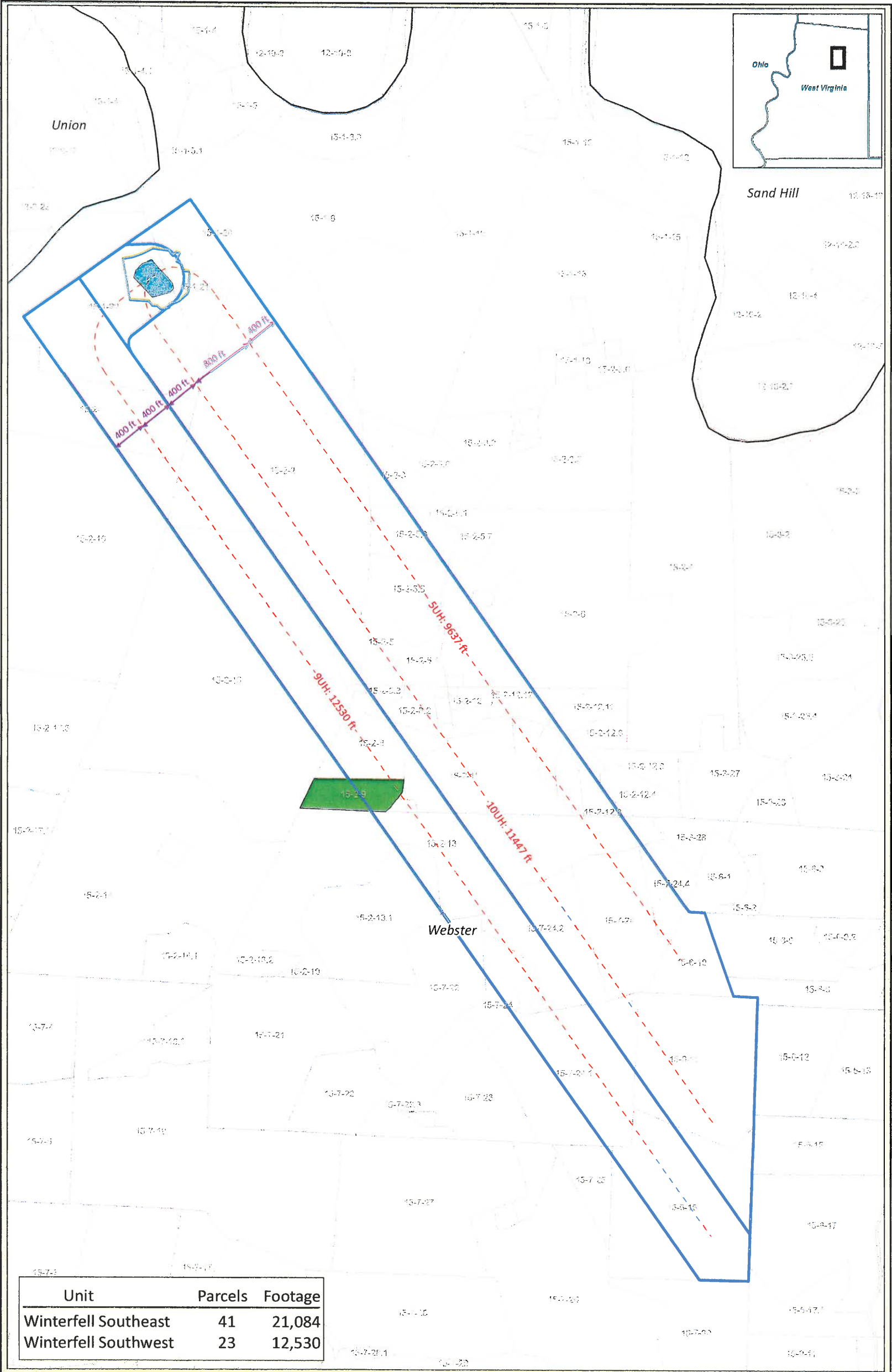
Winterfell Southwest - UNLEASED OWNERS / THIRD PARTY OPERATORS

T/M/P	GROSS ASSESSED	SURVEYED ACRES IN UNIT	OWNER	OWNERSHIP	NET ACRES IN UNIT
				% IN UNIT	
15-2-9	8.73	3.897570747	Mahatme Hira	1.397329%	3.897570747

Unleased Acres in Unit - 3.897570747 Acres
Unleased Ownership % in Unit - 1.397329%

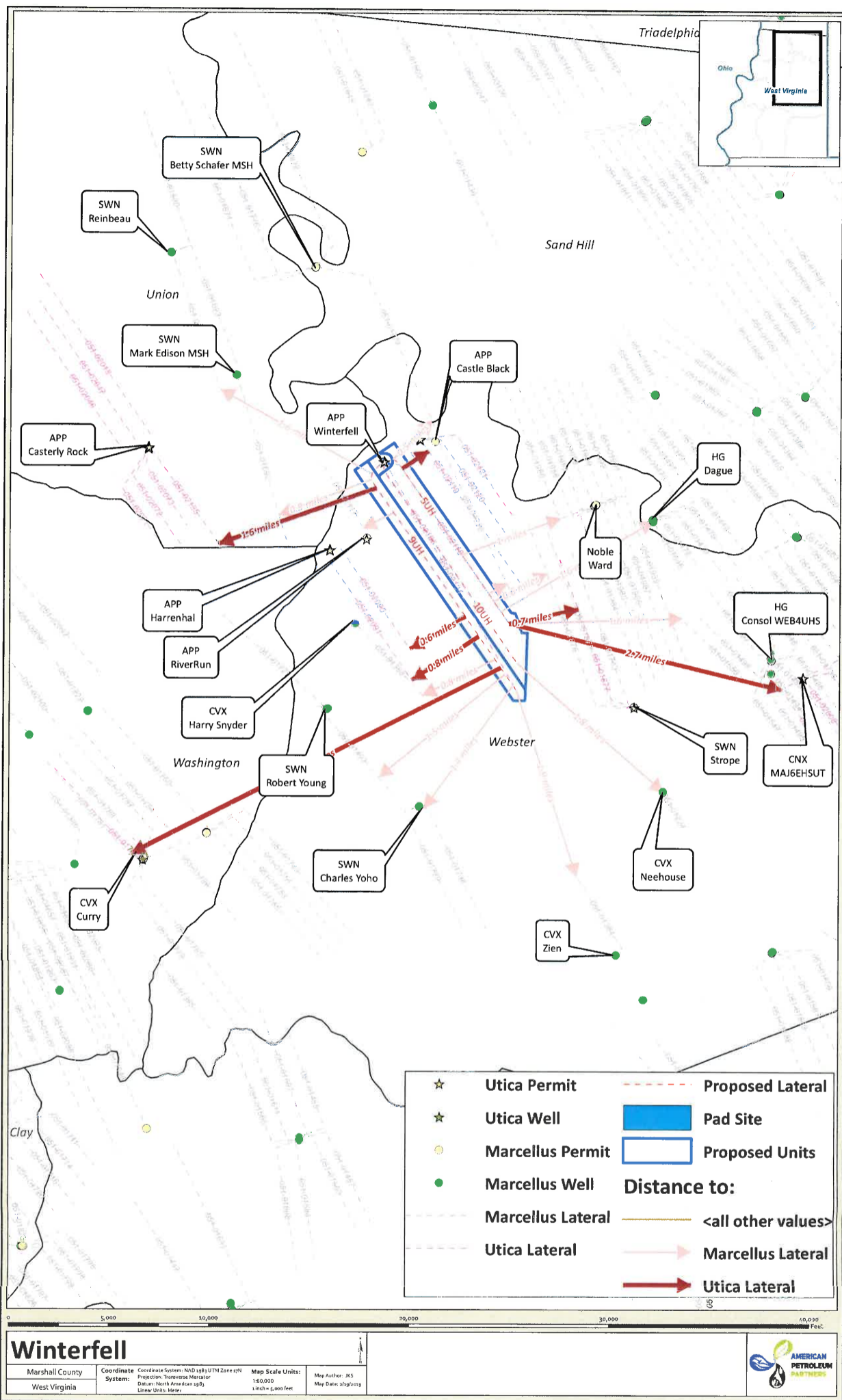
Ex. 6

Ex. 7



Unit	Parcels	Footage
Winterfell Southeast	41	21,084
Winterfell Southwest	23	12,530

Winterfell Southwest			
Marshall County West Virginia	Coordinate System: NAD 1983 UTM Zone 17N Projection: Transverse Mercator Datum: North American 1983 Linear Units: Meter		



DOCKET NO. 271 CAUSE NO. 263 & DOCKET NO. 271 CAUSE NO. 256

Date: 2/21/19

Place/Room:
DEP

Name	Title	Company	Phone	Fax	E-Mail
Beth Elmore	Attorney	Jackson Kelly	304 340 1258		e.elmore@jacksonkelly.com
Julia Sharma	GIS/Regulatory	APP	412 508 0481		julia.k.sharma@gmail.com
Lee Abert	District Leader	APP	405-626-3304		leebert@app-lp.com
Braulio Silva	VP. Drilling	APP	806-445-7675		bsilva@app-lp.com
TUNDE AJAYI	VP. Operations	APP	412 719 0106		tajayi@app-lp.com