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

APPLICATION OF ENERVEST OPERATING LLC TO AMEND THE UNIT AGREEMENT AND THE UNIT OPERATING AGREEMENT FOR THE WEST LOCO HILLS GRAYBURG NO. 4 SAND UNIT, AND FOR STATUTORY UNITIZATION, **EDDY COUNTY, NEW MEXICO.**

Case No. 14,242

AFFIDAVIT OF NOTICE

COUNTY OF HARRIS) ss. STATE OF TEXAS

Dwain Blakley, being duly sworn upon his oath, deposes and states:

I am over the age of 18, and have personal knowledge of the matters stated herein. 1.

2. I am a landman for Enervest Operating LLC

Applicant has conducted a good faith, diligent effort to find the names and correct 3. addresses of the interest owners entitled to receive notice of the application filed herein.

4 Attached as Exhibit A is a listing of working interest owners in the unit area. Notice of the application was provided to the working interest owners, at their correct addresses, by certified mail. Copies of the notice letter and certified return receipts are attached hereto as Exhibit B.

5. Attached as Exhibit C is a listing of royalty interest owners in the unit area. Notice of the application was provided to the royalty interest owners, at their correct addresses, by certified mail. Copies of the notice letter and certified return receipts are attached hereto as Exhibit D.

Applicant has complied with the notice provisions of Division Rules. 6.

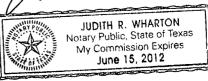
<u>Dwain Blakley</u> Dwain Blakley

SUBSCRIBED AND SWORN TO before me this /// day of December, 2008 by Dwain Blakley.

My Commission Expires: 6-15-2012

Oil Conservation Division Case No. Exhibit No. 🌮

Notary Public



Agreement to comply with all of its financial obligations provided herein shall be a material default.

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Article 23. SUCCESSORS AND ASSIGNS

23.1 Successors and Assigns. The provisions hereof shall be covenants running with lands, leases, and interests covered hereby, and shall be binding upon and inure to the benefit of the respective heirs, devisees, legal representatives, successors, and assigns of the parties hereto.

IN WITNESS WHEREOF, The parties hereto have executed this agreement on the dates opposite their respective signatures.

UNIT OPERATOR:

ENERVEST OPERATING LLC Stephen McDanie 1 By: Name: Title:

WORKING INTEREST OWNERS:

AUVENSHINE'S CHILDREN'S TESTAMENTARY TRUST

By:__

CATHIE CONE McCOWN, TRUSTEE

By:___

RANDY LEE CONE

By:__

KENNETH G. CONE

By:_

SHANNON EMMONS

EXHIBIT

By:____

FLORENCE MARTHA DOOLEY ESTATE

I & L DEVELOPMENT CO.

Ву:	
Name:	
Title:	

KATHLEEN CONE TRUST FBO T. CONE CHILDREN TRUST, BANK OF AMERICA, N.A., TRUSTEE

Ву:	
Name:	
Title:	

KATHLEEN CONE TRUST FBO K. CONE CHILDREN TRUST

By:______ KENNETH G. CONE, TRUSTEE

By: MAS W. LETT By GRETCHEN NEARBURG

SAM LETT TESTAMENTARY TRUST

Ву:	
Name:	
Title:	

THOMPSON PETROLEUM CORPORATION

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James Cleo Thorpon James Cleo Thompson, Jr. By:____ Name:_/ Presid $\overline{\mathbf{\nabla}}$ Title:

ENERVEST ENERGY INSTITUTIONAL FUND X1-A, L.P.

By:	Stold - Dil
Name:	Stephen McDaniel
Title:	Sr. JPPGM-Western Division

ENERVEST ENERGY INSTITUTIONAL FUND X1-WI, L.P. • • ~

By:	Stol A - Ol
Name:	Stephen HeDaviel
Title:	Sr. NPPGM - wester a Division

	STATE OF TOLES. § COUNTY OF Herrys §	
_	This instrument was acknowledged before me this A day of crober, 2008, by Stephen A. McLanje, the full of Enervest Marganet of L. a Tesas	of le
	corporation, on behalf of said corporation.	
	JUDITH P. WHARTON June 15, 2012 Notary Public, State of Texas Notary Public for the June 15, 2012 State of Texas	
	STATE OF Texas § COUNTY OF Fatter §	
~ ~	This instrument was acknowledged before me this 44 day o Deforter, 2008, by Stephen A. Mc Canel, the F. UP + GM of Ever Dest Management of Le a Telas	
σ	corporation, on behalf of said corporation.	
	Subich R. Wharto-	
Ĩ	JUDITH R. WHARTON Notary Public for the Notary Public. State of Texas State of	
	Min My Controlston Expose June 15, 2012	
	JUDITH R. WHARTON Notary Public, State of Texas M Commission Explored	



November 23, 2008

CERTIFIED MAIL - RETURN RECEIPT REQUESTED

To: All interest owners in the West Loco Hills Grayburg No. 4 Sand Unit

Ladies and gentlemen:

Enclosed is a copy of an application for amendment of the Unit Agreement and the Unit Operating Agreement for the West Loco Hills Grayburg No. 4 Sand Unit, and for statutory unitization, filed with the New Mexico Oil Conservation Division by Enervest Operating LLC.

This matter is scheduled for hearing at 8:15 a.m. on Thursday, November 13, 2008, in Porter Hall at the Division's offices at 1220 South St. Francis Drive, Santa Fe, New Mexico 87505. You are not required to attend this hearing, but as an owner of an interest that may be affected by this application, you may appear and present testimony. Failure to appear at that time and become a party of record will preclude you from contesting this matter at a later date.

A party appearing in a Division case is required by Division Rule 1208.B to file a Pre-Hearing Statement no later than Thursday, November 6, 2008. This statement must be filed with the Division's Santa Fe office at the above address, and with the attorney for Enervest Operating LLC, and should include: The names of the party and its attorney; a concise statement of the case; the names of the witnesses the party will call to testify at the hearing; the approximate time the party will need to present its case; and identification of any procedural matters that need to be resolved prior to the hearing.

Sincerely,

EXHIBIT **B**

R. Dwain Blakley Sr. Landman <u>dblakley@enervest.net</u> EnerVest, Ltd. 1001 Fannin St., Suite 800 Houston, Texas 77002-6707

R COMPLETE THIS SECTION	COMPLETE THIS SECTION ON DELIVERY
 AR COMPLETE THIS SECTION Simplete items 1, 2, and 3. Also complete tem 4 if Restricted Delivery is desired. Print your name and address on the reverse so that we can return the card to you. Attach this card to the back of the mailplece. 	A. Signature
Attach this card to the back of the mailplece, or on the front if space permits. Article Addressed to:	D. Is delivery address different from item 1? If YES, enter delivery address below 0472
GS Kathleen Cone Trust foo T. Cone Children A Bank of Oklahoma, N.A., Trustee P.O. Box 1588 Tulsa, OK 74101-1588	3. Service Type D Certified Mail Express Mail Registered E Return Receipt for Merchandise Insured Mail C.O.D.
(Transfer frøm sehvice løbeli) 7008/13	4. Restricted Delivery? (Extra Fee) □
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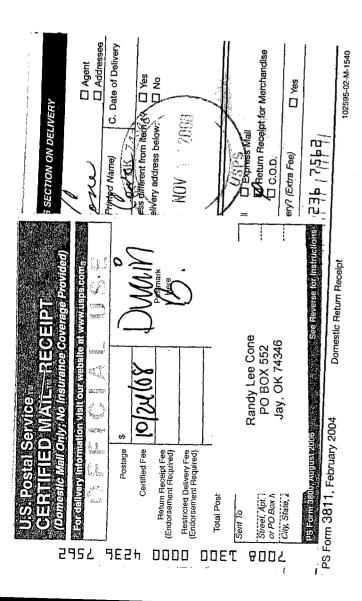
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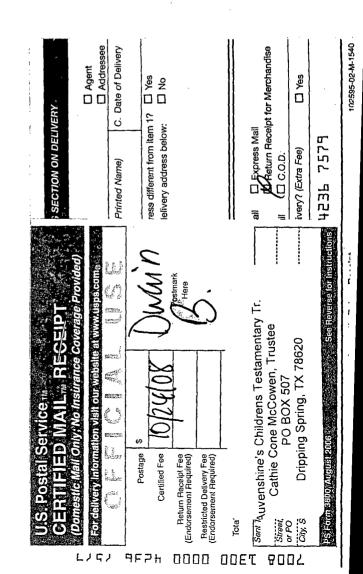
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erdwoo 	 vomplete items 1, 2, and 3. Also complete item 4 if Restricted Delivery is desired. Print your name and address on the reverse so that we can return the card to you. Attach this card to the back of the mailpiece, or on the front if space permits. 	 Article Addressed to: Randy Lee Cone PO BOX 552 	Jay, OK 74346		 a dialogo of a parenti of a serie di anomo de la consultativa di anomo a serie di anomo a serie di anomo a di kananta di anomo a serio a anomo a consultativo di al anomo ano kino da anomo a consultativo da la consultativo da consultativo da kananta uranto dui anomo a serio di anomo a kino da consultativo di anomo a consultativo di anomo a consultativo di anomo a consultativo di anomo a consultativo di anomo di anomo a consultativo di anomo di anomo di anomo a consultativo di anomo di anomo di anomo di anomo a consultativo di anomo di anomo	2004

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OWNER NAME	TYPE	RATIFICATION
ADDRESSEE UNKNOWN	RI	
COMMISSIONER OF PUBLIC LANDS	RI	
AL CONE EST & ANNIE H CONE DBA AL CONE PARTNERSHIP	RI	
WILLIAM H DWYER III	RI	
H & S OIL LLC	RI	-
LESLIE M HEINSCH	RI	
ROBERT STEPHEN HEINSCH	RI	
H H HERREN	RI	
JENNIFER GRIER HOLMES	RI	
JANE R HEINSCH TESTAMENTARY TRUST	RI	
MINERALS MGMT SERVICE (D O I)	RI	
NMO&G LTD	RI	
HELEN W RHETT TRUST DTD 10-15 HELEN W RHETT TRUSTEE	RI	YES
STAGNER LLC C/O JOSEPH HANTTULA CPA	RI	
ALAMEDA CONTRA COSTA CENTRAL FOR THE BLIND INC	OR	
RUTH V ALLARD	OR	YES
PATRICIA J ALLEN Tax Id: 309-30-0440	OR	YES
AMERICAN HEART ASSOCIATION CALIFORNIA AFFILIATE	OR	
OSCAR A ANDERSON	OR	
B & G ROYALTIES A PARTNERSHIP	OR	
BALLARD E SPENCER TRUST INC C/O FIRST NATIONAL BANK TRUST	OR	EXHIBIT
BRETT C BARTON	OR	

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	HEIDI C BARTON	OR	
	ROY G BARTON III	OR	YES
	ROY G BARTON SR & OPAL BARTON REV TRST ROY G BARTON JR TRSTE	OR	YES
	KELLY H BAXTER	OR	
	CLAUDIA BERRY	OR	-
	CORDELLIA MASTELLER BETZING	OR	
	GLENN RANDALL BISHOP	OR	
	JEFFERY RAY BLOOM	OR	YES
·	BOESCHE FAMILY TRUST	OR	
	EDWINA K BRADY	OR	
	KATHY GAIL BRAWLEY	OR	
	JAMES ROBERT BRIGHT	OR	YES
	JOHN BRIGHT	OR	YES
	LOTTIE M BROOM	OR	
	PATRICIA E BUNDRANT	OR	YES
	SHARON FRANCES BURKHOLDER	OR	
	JEAN ROGERS BUSH	OR	
	LAURA CAMERON	OR	
•	JOSEPH R CANFIELD	OR	YES
	KENNETH L CANFIELD	OR	
	RUTH ANN CANFIELD	OR	
	MARY CARRELL	OR	-
	EVAICERNICH	OR	
	DAVID ROYCE CHAMBERS	OR	YES
	CHILDREN'S HOME SOCIETY OF CA	OR	YES

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CLYDE & MARY JO GUY TRUST B	OR	
DAVID B CRAWFORD	OR	
REBECCA L CRAWFORD	OR	
FRANCES J DAY C/O MARY CARRELL	OR	
SUE LAFETT DAY	OR	YES
MARSHA DOLINSKY	OR	YES
EASTER SEAL SOCIETY FOR CRIPP CHILDREN AND ADULTS OF CALIFO	OR	
ELAINE B FLINT F/B/O ELOISE A GRISWOLD TR DAVID D GRISWOLD	OR	
ELYSE SAUNDERS PATTERSON TRUS FARMERS NATIONAL CO AGENT #61 OIL & GAS DIVISION	OR	YES
DONALD MCATEE ESTATE C/O RAE GALLEY	OR	YES
LAVERNE SHORT ESTATE	OR	
FIRST ROSWELL COMPANY	OR	
THOMAS W FLYNN C/O CAROLE FLYNN	OR	
KATHLEEN FOX	OR	
MARTHA I GAITHER	OR	YES
GATES PROPERTIES LTD	OR	
EUNICE CONE GIBSON REVOCABLE LORI GIBSON BANDUCCI TRUSTEE	OR	
SUE SAUNDERS GRAHAM	OR	
DAVID DWAIN GRISWOLD	OR	
WILLIAM H GRISWOLD	OR	YES
J EUSTACE GUEST	OR	
CLYDE & MARY JO GUY TRUST A	OR	

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	ELIZABETH HASSALL	OR	
	FRANK EDWARD HAWLEY IN LIFE ESTATE	OR	YES
	JIM & PEARL HAWLEY FAMILY LIV J C HAWLEY & P M HAWLEY TRUST	OR	YES
	I & L DEVELOPMENT CO	OR	
	IMPERIAL OIL COMPANY	OR	YES
	ROBERT H IVEY SR PERSONAL REPRESENTATIVE	OR	YES
	J RUTH BUHLER SUCCESSOR TRUST OF THE WILLIAM JACKSON TRUST	OR	YES
	ELIZABETH JERRIGAN	OR	
	JOHN R NORWOOD PENSION PLAN ATTN: JOHN R NORWOOD TR	OR	YES
	JOHN W GATES LLC	OR	
	JON M MORGAN MONEY PURCHASE P ATTN: JON M MORGAN TR	OR	YES
	CYRUS H JONES ESTATE EL PASO NATIONAL BANK EXECUTO	OR	
	DOROTHY K JONES	OR	
	KATHRYN B JORGENSEN	OR	YES
	MILTON M KRASNE PERSONAL REPR OF EST OF ELAINE GRAHAM KRASN	OR	YES
•	DESA L LEE-LAIRD	OR	YES
	THOMAS W LETT	OR	
	FRANK W LEWIS	OR	
	LUCAS PROPERTIES LLC	OR	YES
	JULIA MAY LUTZ	OR	YES
	AL LYNCH	OR	
	DAVID A LYNCH	OR	
	CECILE MANN	OR	

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MARCH OF DIMES BIRTH DEFECTS	OR	
MARICO EXPLORATION INC	OR	
MARY VALLE FOUNDATION FOR CEREBRAL PALSY	OR	
JULIA M MAUK	OR	
DENNIS K MCATEE SR	OR	
LAVERNE O MCATEE	OR	-
OPAL WAYNE MCATEE	OR	
ROBERT GUY MCATEE	OR	
WILBUR E MCATEE	OR	
CURTIS MCBROOM	OR	
LARRY MCCAW	OR	
WILLIAM JACK MCCAW	OR	
JOHN WILLARD MCDONALD	OR	
GLORIA MEFFORD	OR	YES
ELIZABETH MENDENHALL	OR	YES
MICHEL FAMILY TRUST DATE 1-25 NELL T MICHEL TRUSTEE	OR	
ANNICE L MILLER	OR	
GLEN DAVID MILLER	OR	YES
JACK M MILLER	OR	
LORETTA J MOORE	OR	
JON MURCHISON	OR	YES
BERT H MURPHY	OR	
LINDA NEIDERT	OR	YES
ROBERT E OLDER	OR	
VIRGINIA C OLDER	OR	

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PANSAM TRUST	OR	YES
ANNETTE KIRK PASCO	OR	
NORMA T PULLIAM TRUSTEE TRUST #1 U/W/O LAWRENCE TRUIT	OR	YES
RALSTON LIVING TRUST WALTER ROY RALSTON TRUSTEE	OR	
MARY RAINE RANDALL	OR	
PHILLIPS FAMILY REVOCABLE TRUST R D & J L PHILLIPS TRUSTEES	OR	YES
JOHN W REYNOLDS	OR	
KAY J REYNOLDS ESTATE MARGIE L REYNOLDS EXECUTOR	OR	YES
HELEN W RHETT TRUST DTD 10-15 HELEN W RHETT TRUSTEE	OR	YES
CYNTHIA RHINES	OR	YES
ALBERT Q & GERALDYN J ROGERS	OR	
BESS ROGERS	OR	
BRYON EUGENE ROGERS	OR	
HELEN L ROGERS	OR	
JACK ROGERS JR	OR	
LORAINE M ROGERS	OR	
ROBERT L ROGERS	OR	
THELMA ROGERS	OR	
LOUIS F ROSAS	OR	YES
RUBY BELL CROSBY FAMILY LP #1	OR	
SACRAMENTO PARTNERS LP	OR	
SAM LETT TESTAMENTARY TRUST	OR	
EVELYN DEE SANDERSON	OR	YES
SHARON SCHROEDER	OR	YES

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JOHN P SEARLS	OR	
SEARLS-COLLIER LTD A TEXAS LIMITED PARTNERSHIP	OR	YES
JEAN SEYBERT	OR	YES
CLARENCE C SMITH JR	OR	
SPINDLETOP EXPLORATION CO INC	OR	YES
SPIRAL INC	OR	
SPURCK FAMILY TRUST DTD 12-16 B H CHILDS & D C STEAD CO-TRU	OR	-
ROY E STEIN	OR	
KATHRYN A SMITH STEPHENS	OR	
MARY EDITH SWAFFORD	OR	
JACK WELLINGTON TAYLOR	OR	
PAUL TRETHEWAY TAYLOR	OR	
THE TOLES CO A LIMITED PARTNERSHIP	OR	YES
TRAVCO A MISSOURI PARTNERSHIP C/O GENE T IRVIN	OR	
GLADYS M TRAVIS TRUSTEE U/W/O H BROOKS TRAVIS	OR	
SHANNAN LYNN YATES UNSER	OR	:
KATHERINE L WENIG	OR	
SHIRLEY D MALELLA WILBUR	OR	
WILLIAMS TR FBO MMP C/O TR DEPARTMENT AMERICAN STATE BANK	OR	YES
CORDELIA WILLIAMSON	OR	
WILLS ROYALTY INC	OR	
MAVIS L & HELEN L WISEMAN	OR	
AUSTIN WRIGHT	OR	YES

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YATES BROTHERS	OR	
COLLEEN MICHELLE YATES	OR	
YATES DRILLING COMPANY	OR	
JAMES H YATES & NANCY B YATES REVOCABLE TRUST DATED MAY 22	OR	YES
KELLY S YATES LONGLEY	OR	
YATES PETROLEUM CORPORATION	OR	
PEYTON YATES	OR	-
RICHARD YATES	OR	
AUVENSHINE CHILDREN'S TEST TR CATHIE MCCOWN TTEE	WI	
KENNETH G CONE KATHERINE SHAPIRA AIF	WI	
FLORENCE MARTHA DOOLEY ESTATE	WI	
GRETCHEN NEARBURG	WI	YES
I & L DEVELOPMENT CO	WI	BOUGHT
KATHLEEN CONE TRUST FBO K CON	WI	
KATHLEEN CONE TRUST FBO T CON	WI	
THOMAS W LETT	WI	BOUGHT
RANDY LEE CONE PO BOX 552 JAY, OK 74346	WI	YES
SAM LETT TESTAMENTARY TRUST	Wł	BOUGHT
SHANNON EMMONS	WI	
THOMPSON PETROLEUM CORPORATIO	WI	YES



November 23, 2008

SECOND REQUEST

RE: West Loco Hills Grayburg #4 Sand Unit Eddy County, New Mexico Ratification



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Dear Royalty Owner:

EnerVest Operating LLC is the new operator of this unit that was put together in the early 1960's. It is our intention to do a new water flood project on this old unit to increase production and revenue for the interest owners. The enclosed Amended Unit Agreement does not change your participation in the unit or your revenue interest in the proceeds, if you or a predecessor ratified the current unit. Currently we have the hearing on this matter and a new Operating Agreement set for December 18, 2008, at 8:15 in Porter Hall at the Division's offices at 1220 South St. Francis Drive, '' Santa Fe, New Mexico 87505. You are not required to attend this hearing, but may if you wish. If you wish to become a party of record and present testimony, you should attend or be precluded from contesting the matter at a later date.

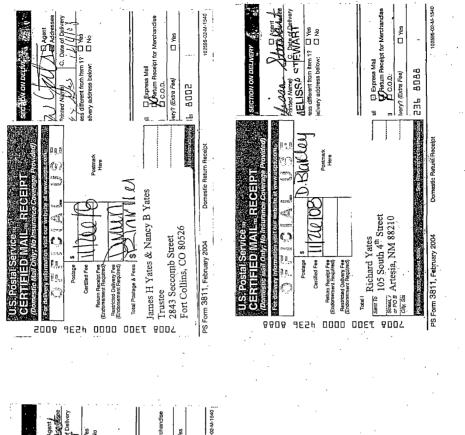
The purpose of going to the new State of New Mexico unit form is to have a modern instrument that reflects current operating conditions and realities. Some of the requirements of the old form no longer make sense and would hinder us in creating value for the interest owners. This state form is accepted by the BLM (federal) and is designed specifically for units containing federal, state and fee lands as this one does. To go forward with the project and hopefully increase everyone's revenue, we need the participants to ratify the amended unit form. Please review the enclosed Amended Unit Agreement and if you approve please sign four of the enclosed ratifications, have them notarized and return them to me in the enclosed envelope. As soon as we can get the required percentage of ratifications back, we can apply for permission to start the enhanced recovery project.

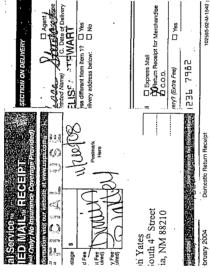
If you have any questions, please call me at 713-495-1529.

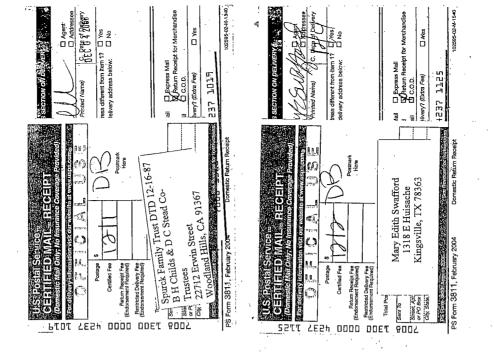
Sincerely,

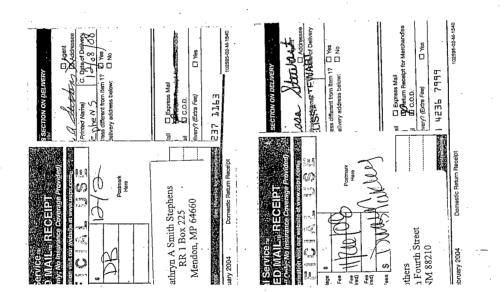
R. Dwain Blakley Sr. Landman <u>dblakley@enervest.net</u> EnerVest, Ltd. 1001 Fannin St., Suite 800 Houston, Texas 77002-6707

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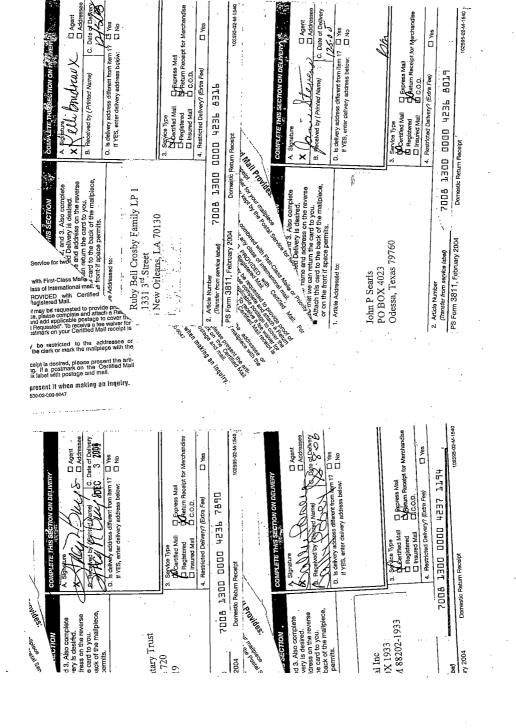


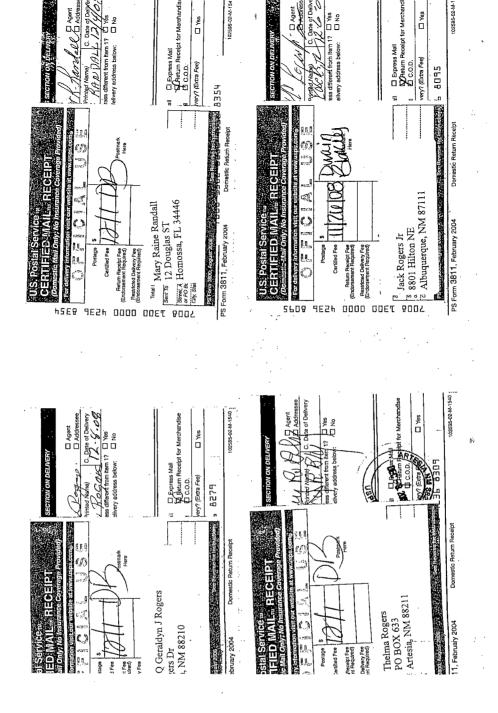


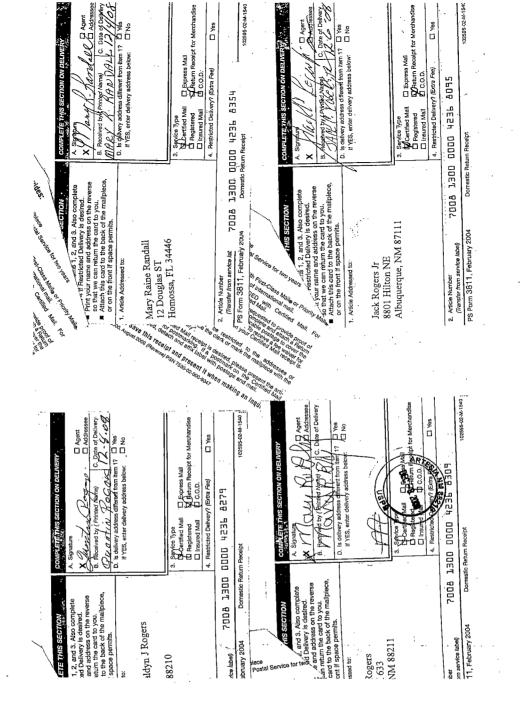


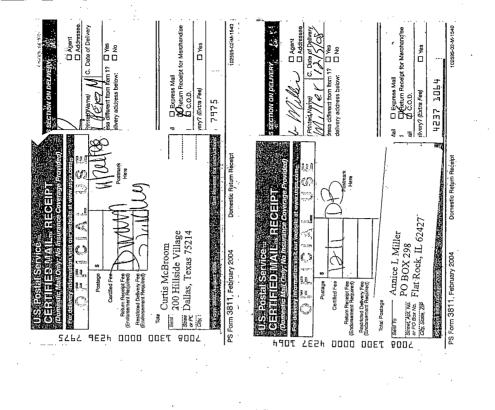
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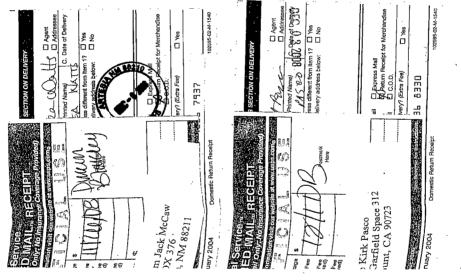




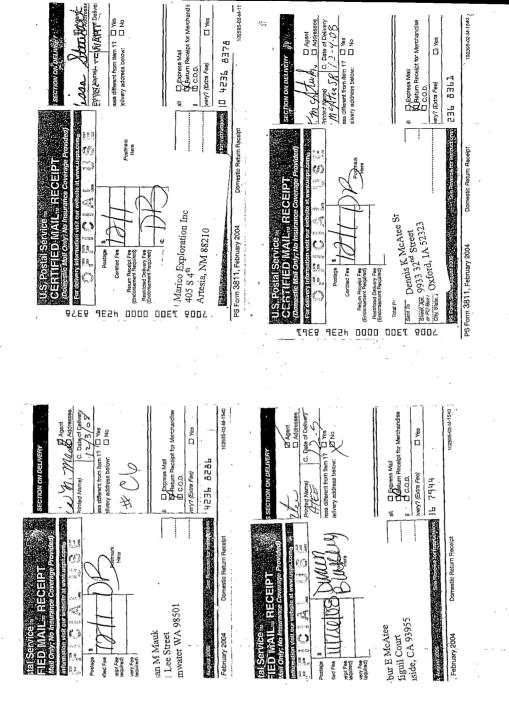


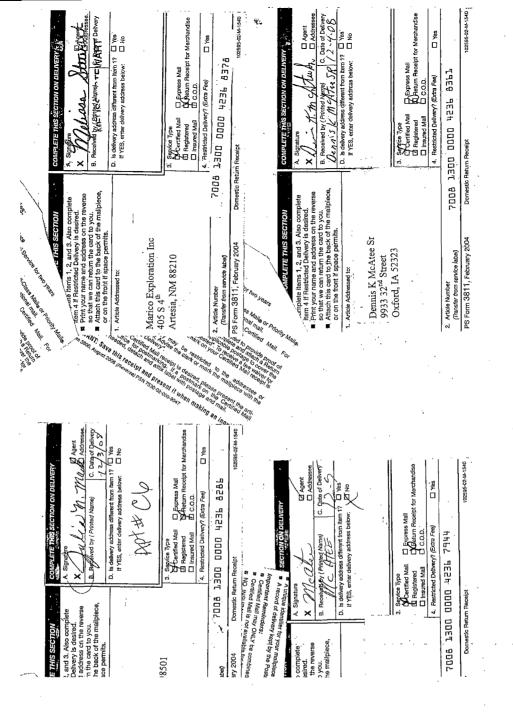




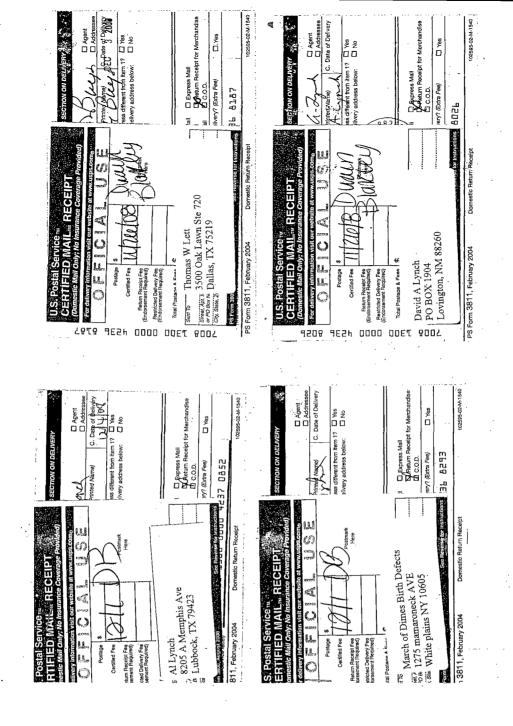


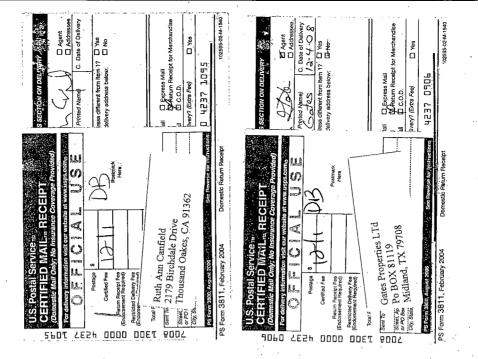
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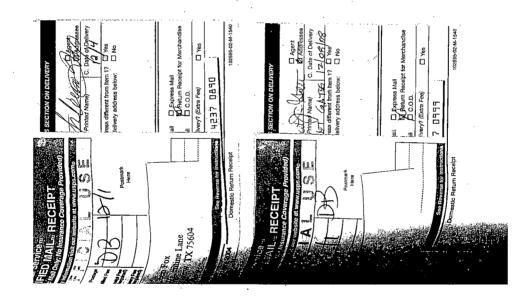




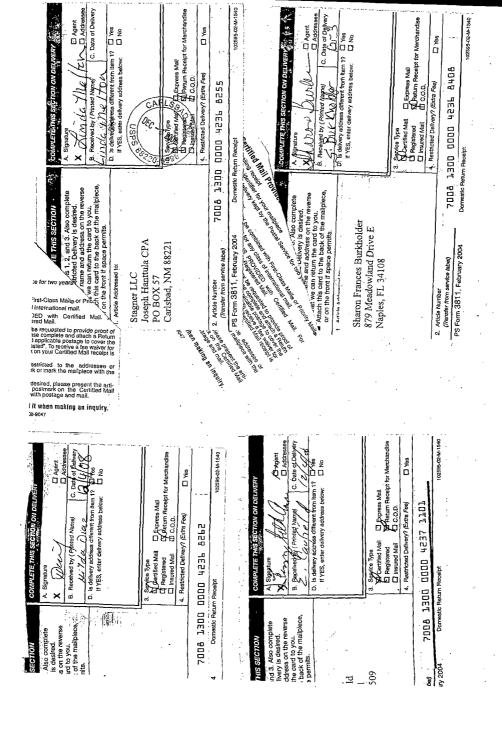
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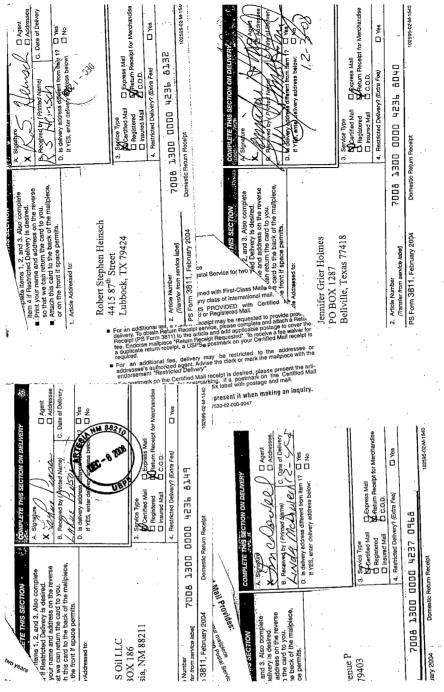




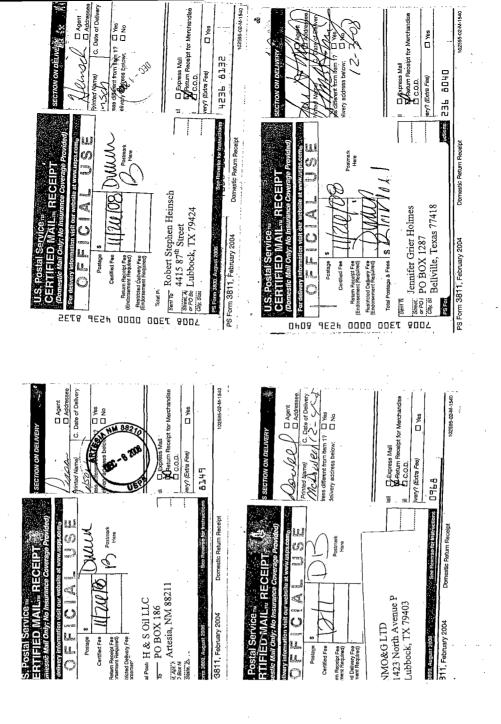
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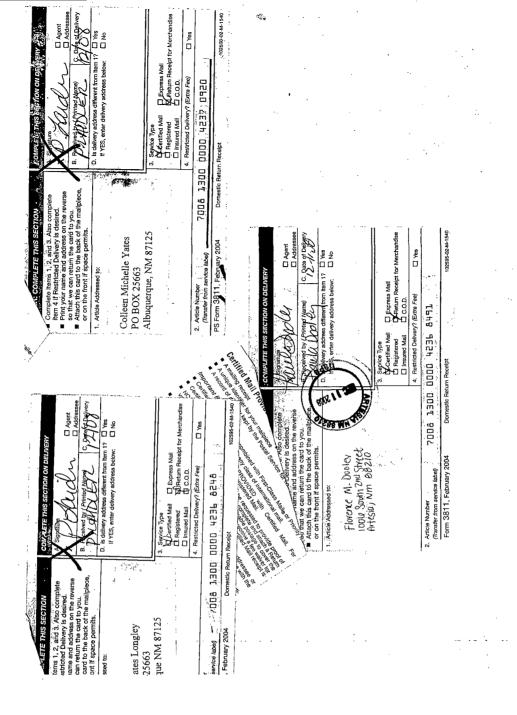


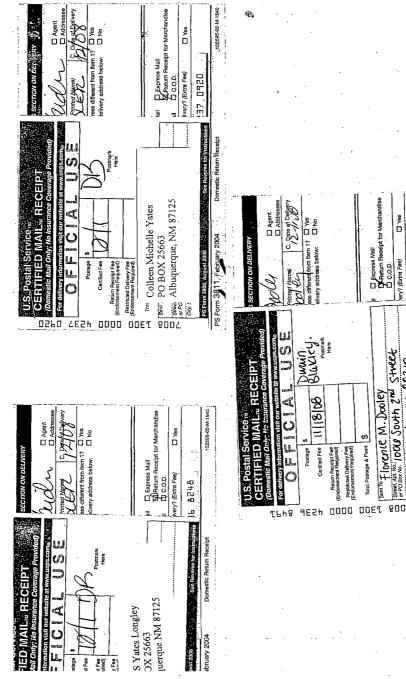




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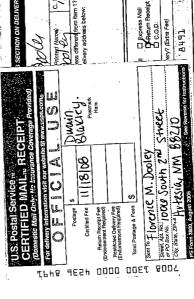






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Form 3811, February 2004

