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.

) ss.

COUNTY OF HARRIS

STATE OF TEXAS

Case No. 14,242

AFFIDAVIT OF NOTICE

Dwain Blakley, being duly sworn upon his oath, deposes and states:					
1. I am over the age of 18, and have personal knowledge of the matters stated herein.					
2. I am a landman for Enervest Operating LLC					
3. Applicant has conducted a good faith, diligent effort to find the names and correct 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.					
6. Applicant has complied with the notice provisions of Division Rules.					
Dwain Blakley Dwain Blakley					
SUBSCRIBED AND SWORN TO before me this 17 day of December, 2008 by Dwain Blakley.					
My Commission Expires: 6-15-2012 Notary Public					
Oil Conservation Division Case No. Exhibit No. Exhibit No.					

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

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
By: Stephen McDanie 1 Title: VP
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



By:
By: FLORENCE MARTHA DOOLEY ESTATE
,
I & L DEVELOPMENT CO.
Ву:
Name:
Title:
KATHLEEN CONE TRUST FBO T. CONE CHILDREN
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By:
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KENNETH G. CONE, TRUSTEE
By:
THOMAS W. LETT
W/ J. A. W//co
By: \ / Wax II lenger
GRETCHEN NEARBURG
SAM LETT TESTAMENTARY TRUST
Ву:
Name:
Title:
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THOMPSON PETROLEUM CORPORATION
By: James Cleo Thompson, Jr. Till
Title: President
ENERVEST ENERGY INSTITUTIONAL FUND X1-A, L.P.
By: Stold will
By: Stephen McDaniel Title: Sr. 18 & GM - Western Division
ENERVEST ENERGY INSTITUTIONAL FUND X1-WI, L.P.
By: Stal A - Ol
Name: Stephen McDaniel Title: Sr. 194 am - western Division
§ §
acknowledged before me this ff day of 2008, by Stephen A. McJanie, the nervest yourganest & 10, a Texas
oration. Subth R Whoste
Notary Public for the State of

Corporation, on behalf of said corporation.

JUDITH 2. WHARTON
Notary Public, State of Jewis
Junes 15, 2012

STATE OF COUNTY OF Larry

This instrument was acknowledged before me this find day of the corporation, on behalf of said corporation.

This instrument was acknowledged before me this find day of the corporation, on behalf of said corporation.

Notary Public for the State of Junes 15, 2012

Notary Public for the State of Junes 15, 2012

Notary Public for the State of Junes 15, 2012

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Notary Public for the State of Junes 15, 2012

Notary Public for the State of Junes 15, 2012

STATE OF 10/25.
COUNTY OF Horres

instrument

was



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,

 $\mathcal{B}_{\text{EXHIBIT}}$

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

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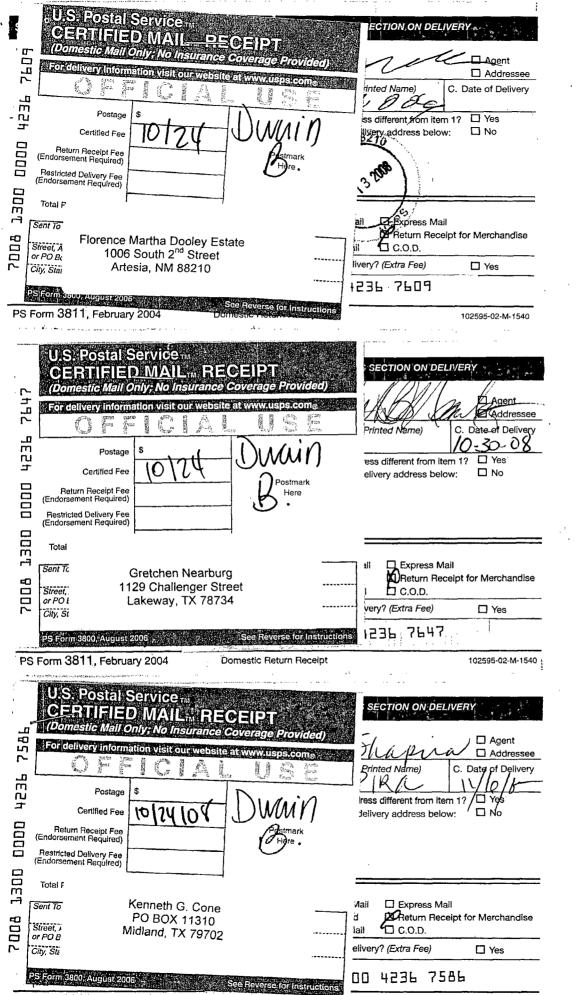
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sec Reverse for Instructions 4236 7579

PS Form 3800, August 2006

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	the state of the s
BALLARD E SPENCER TRUST INC C/O FIRST NATIONAL BANK TRUST	OR	EXHIBIT C
BRETT C BARTON	OR	

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	
EVA I CERNICH	OR	
DAVID ROYCE CHAMBERS	OR	YES
CHILDREN'S HOME SOCIETY OF CA	OR	YES

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	

	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	

	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	

	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

	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	VVI	BOUGHT
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	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	VVI	BOUGHT
	SHANNON EMMONS	VVI	
	THOMPSON PETROLEUM CORPORATIO	WI	YES



November 23, 2008

SECOND REQUEST

RE: West Loco Hills Grayburg #4 Sand Unit

Eddy County, New Mexico

Ratification

EXHIBIT **D**

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.

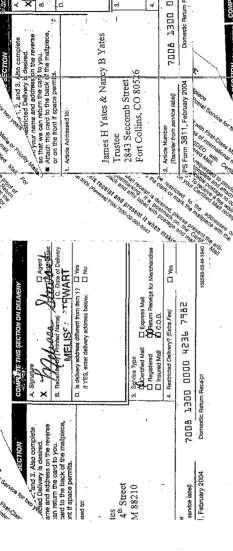
The purpose of going to the new State of New Mexico unit form is to have a modern instrument that reflects current operating conditions and realities. Some of the requirements of the old form no longer make sense and would hinder us in creating value for the interest owners. This state form is accepted 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.

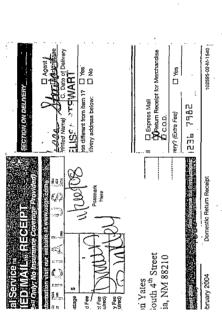
Sincerely,

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



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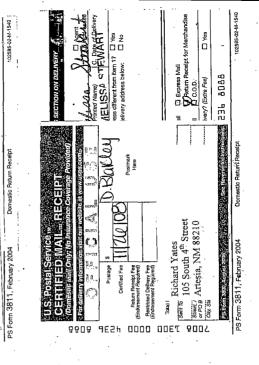
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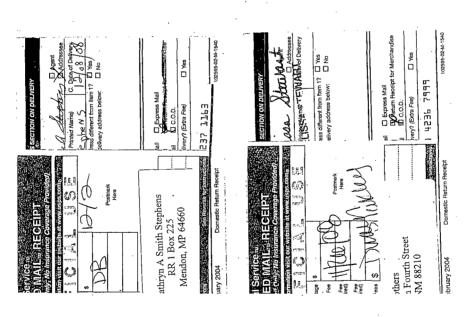
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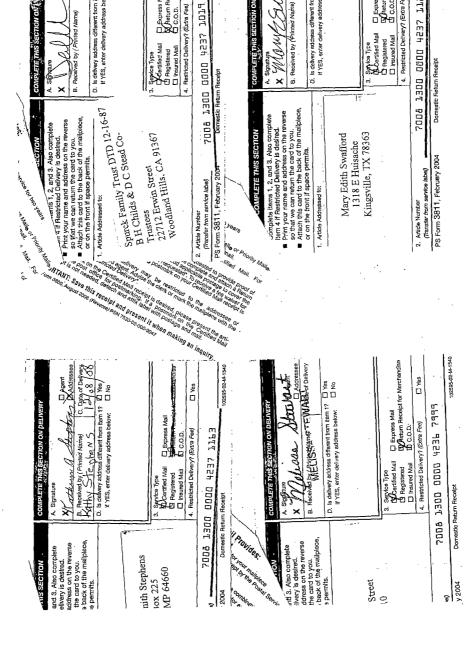
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PS Form 3811, February 2004



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B. Received by (Printed Name)

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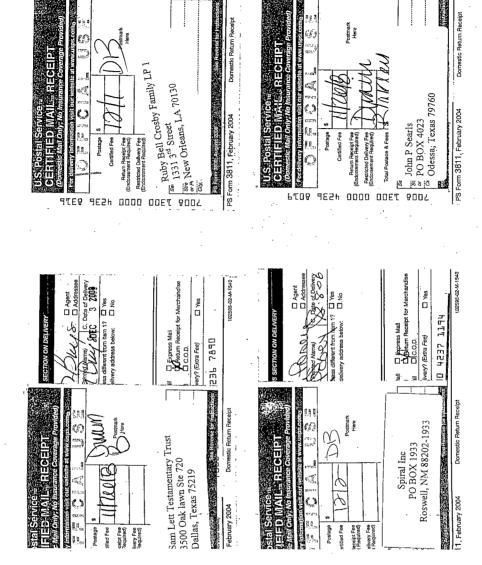
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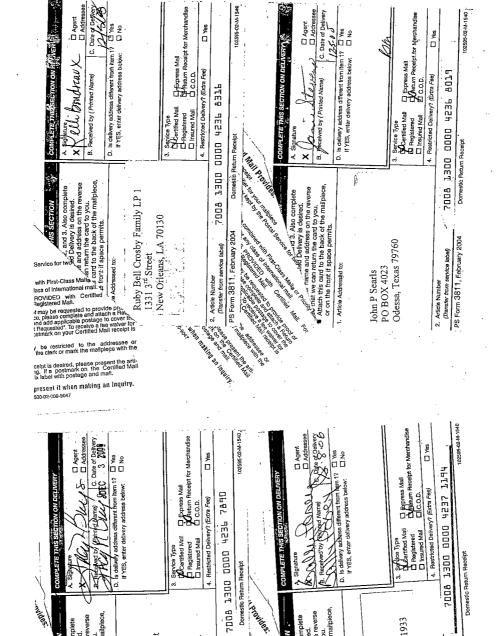
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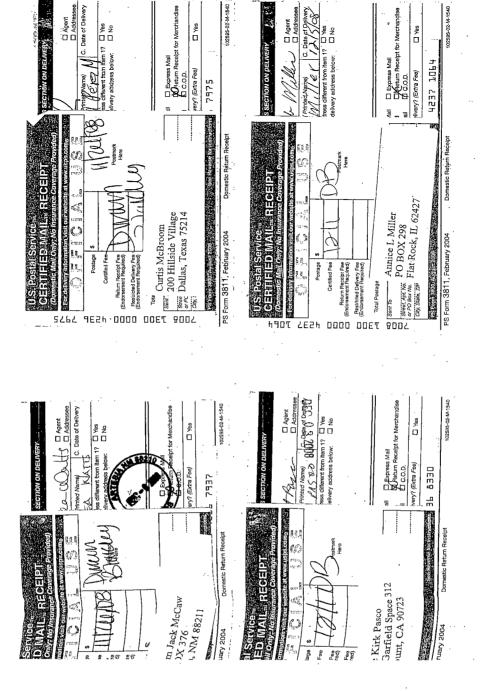


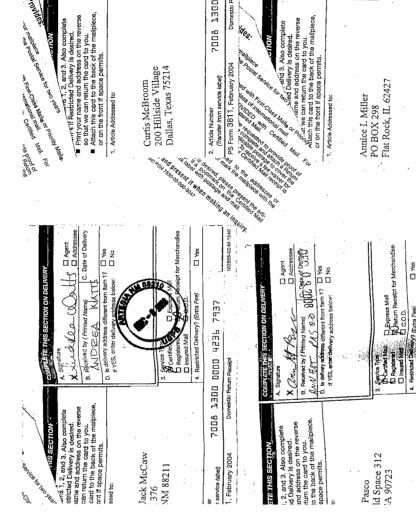
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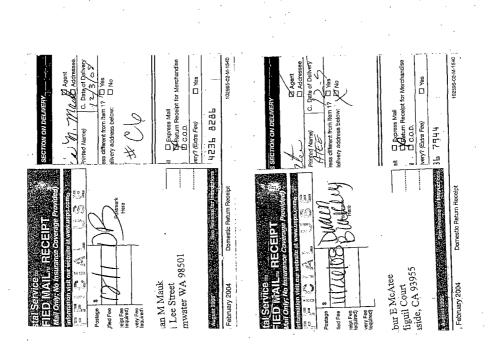
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PS Form 3811, February 2004

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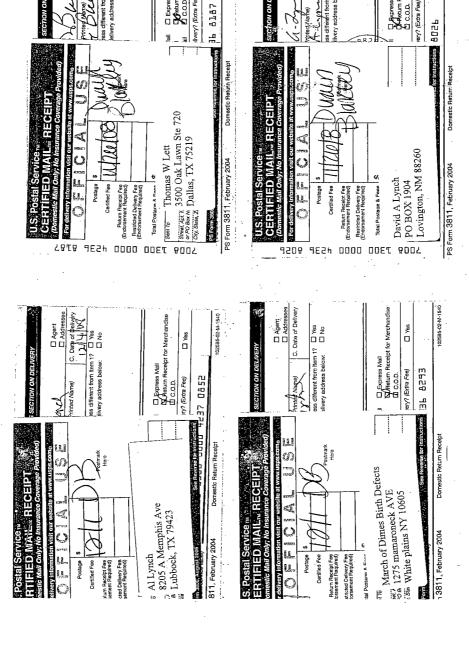
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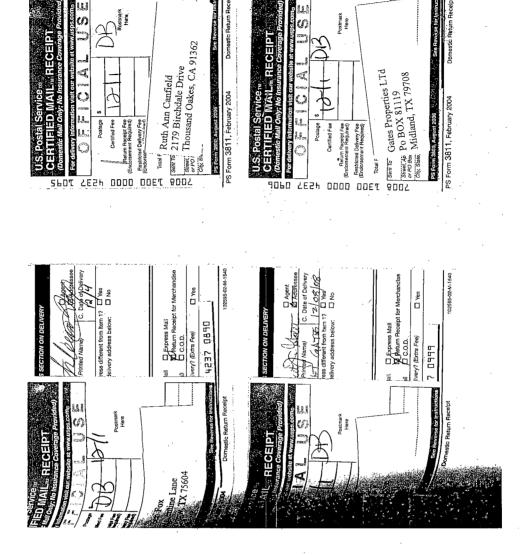
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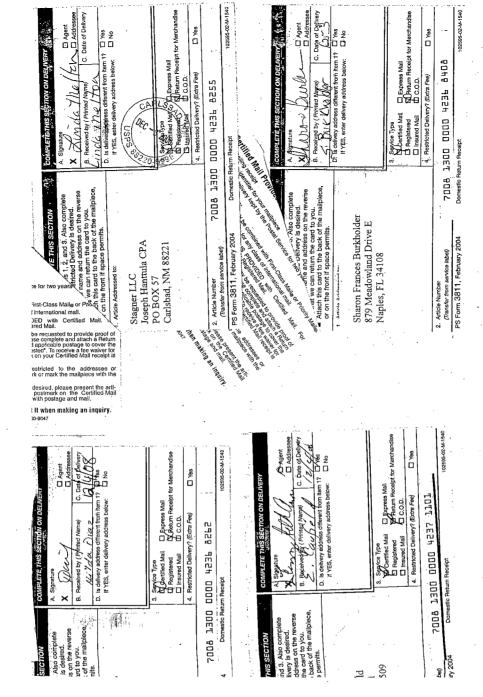
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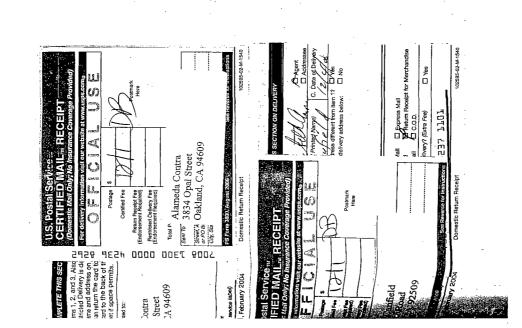
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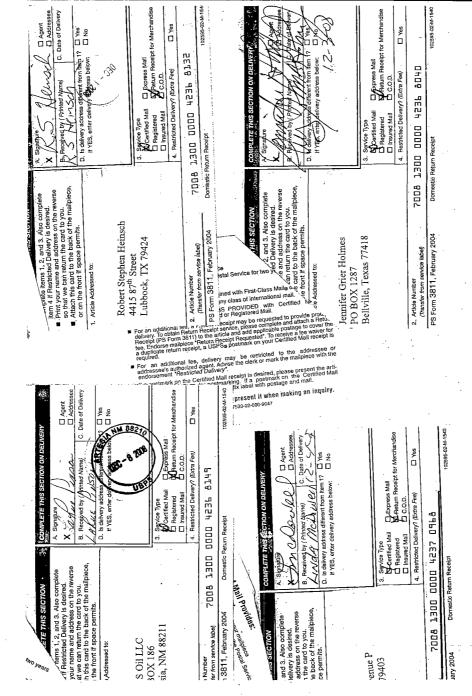
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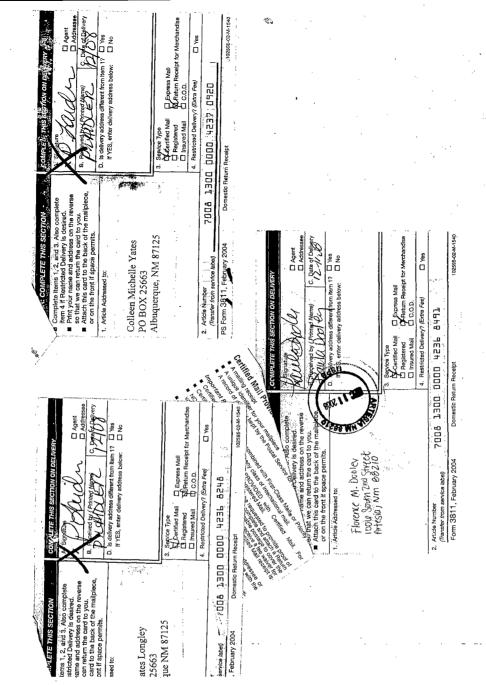
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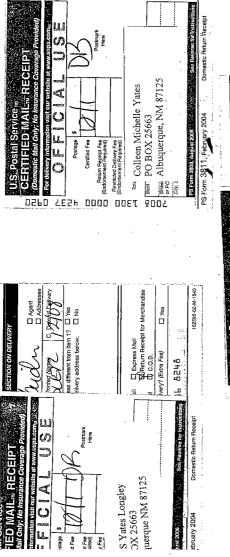
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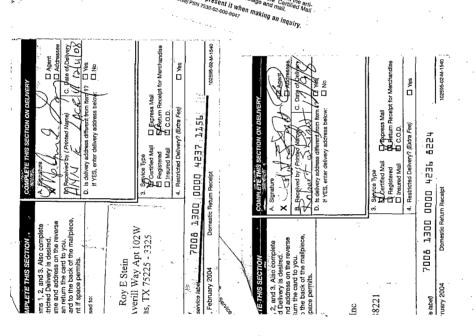




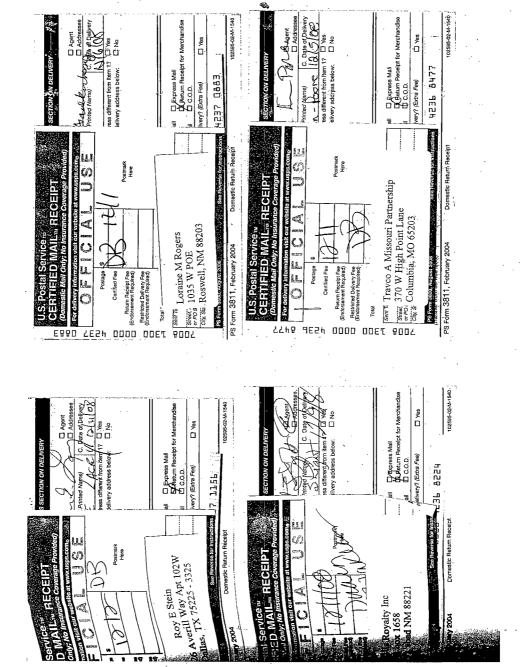
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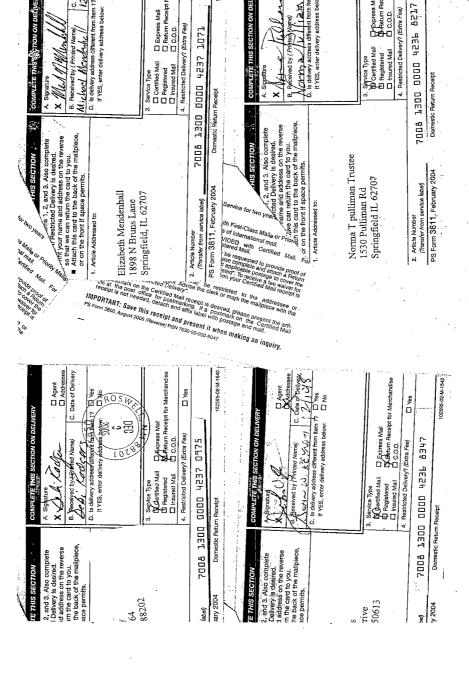
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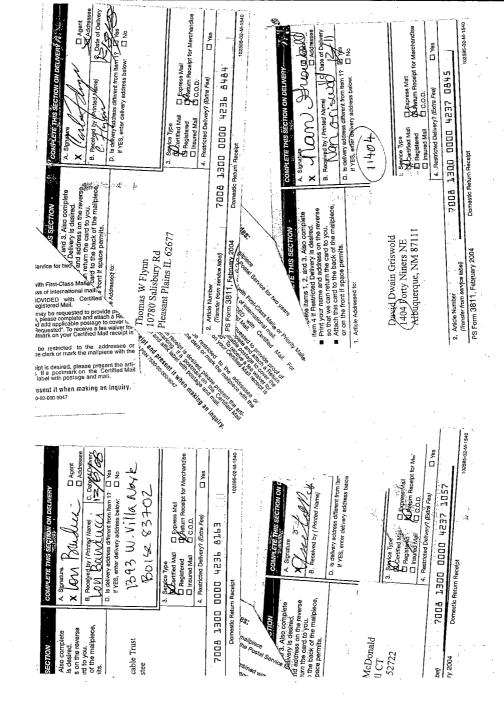
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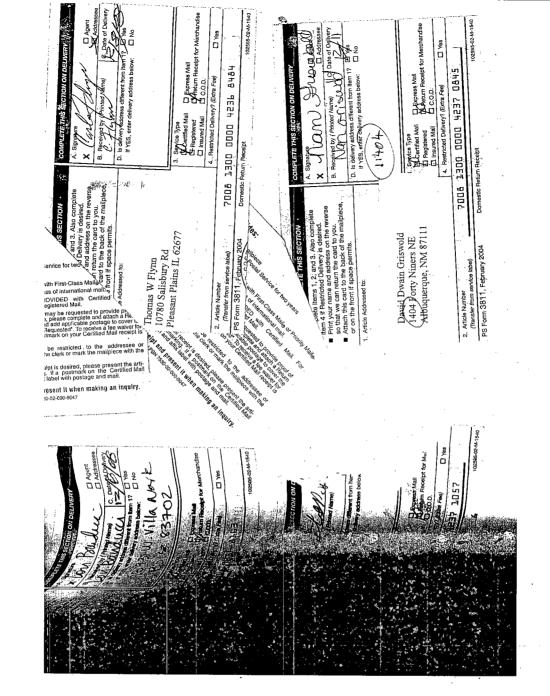
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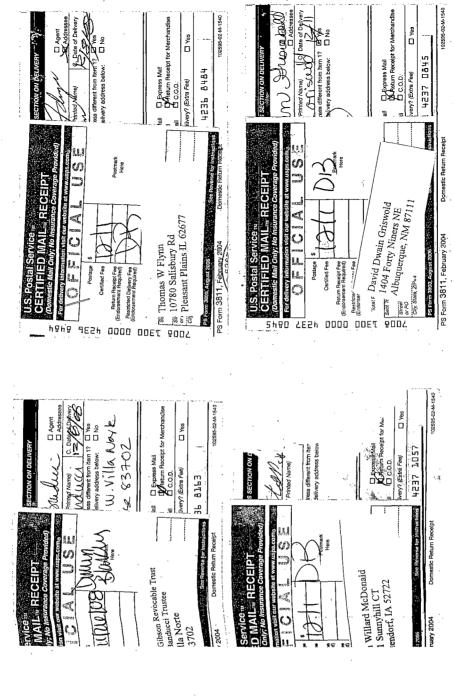
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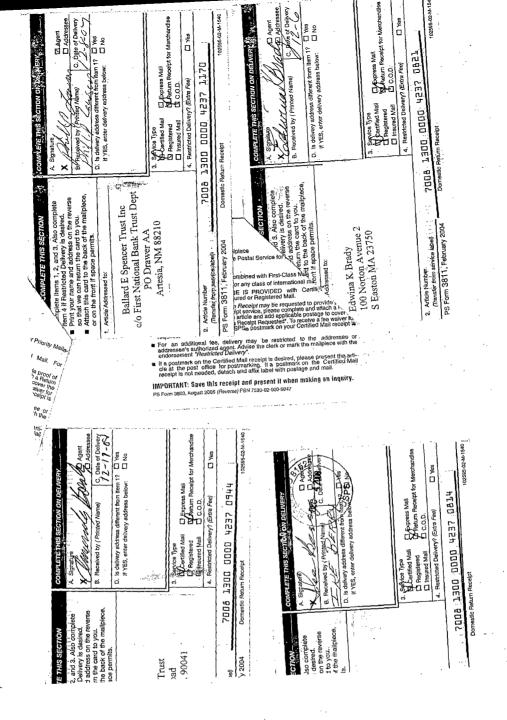
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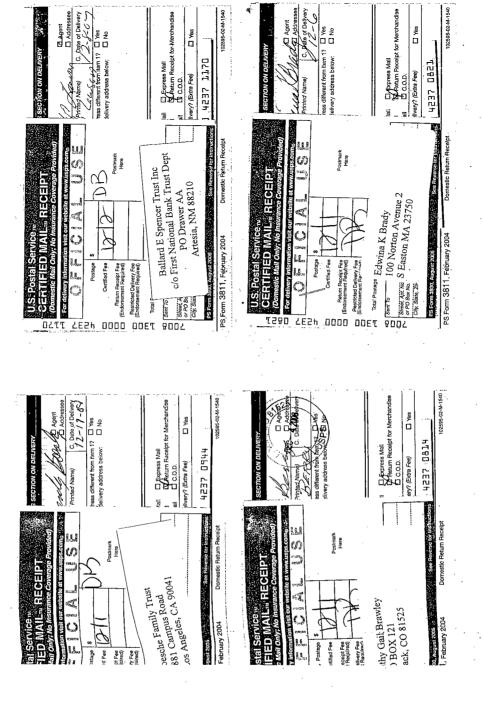
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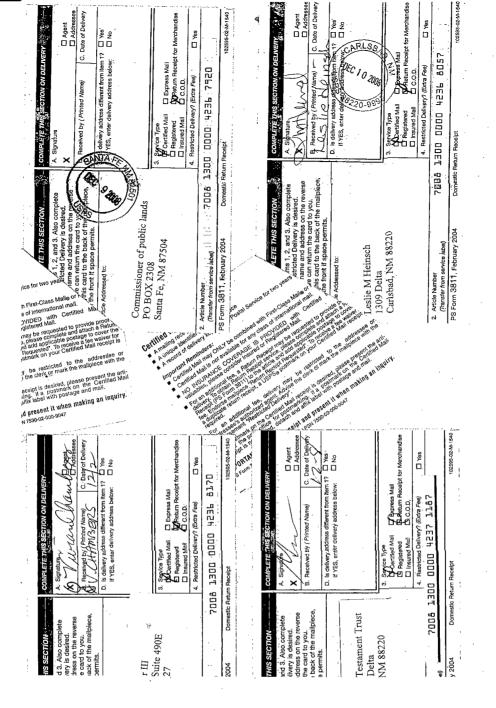
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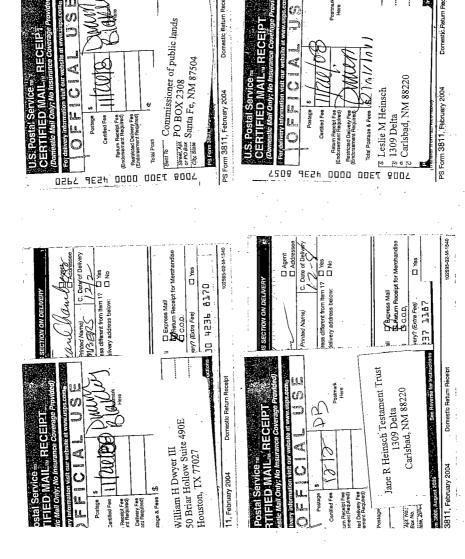
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