

PAUL BACA PROFESSIONAL COURT REPORTERS

**OIL CONSERVATION
DIVISION**

EXHIBIT

12

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

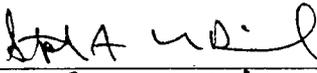
Article 23
SUCCESSORS AND ASSIGNS

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: 
Name: Stephen McDaniel
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

Oil Conservation Division
Case No. _____
Exhibit No. 12

STATE OF _____
COUNTY OF _____

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This instrument was acknowledged before me this ____ day of _____, 2008, by Cathie Cone McCown, as Trustee of the Auvenshine's Children's Testamentary Trust, on behalf of said trust.

Notary Public for the
State of _____

STATE OF OKLAHOMA
COUNTY OF DELAWARE

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This instrument was acknowledged before me this 11th day of NOV, 2008, by ~~Randy Lee Cone~~ Tom Cone

Joe Ray 3-20-2012
Notary Public for the
State of OKLAHOMA #08003312

STATE OF _____
COUNTY OF _____

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This instrument was acknowledged before me this ____ day of _____, 2008, by Kenneth G. Cone.

Notary Public for the
State of _____

STATE OF _____
COUNTY OF _____

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This instrument was acknowledged before me this ____ day of _____, 2008, by Shannon Emmons.

Notary Public for the
State of _____

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

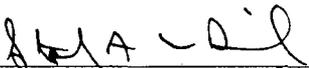
Article 23
SUCCESSORS AND ASSIGNS

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: 
Name: Stephen McDaniel
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

STATE OF _____ §
COUNTY OF _____ §

This instrument was acknowledged before me this ____ day of _____, 2008, by _____, the Trustee of the Sam Lett Testamentary Trust, on behalf of said Trust.

Notary Public for the
State of _____

STATE OF _____ §
COUNTY OF _____ §

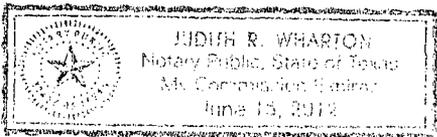
This instrument was acknowledged before me this ____ day of _____, 2008, by _____, the _____ of Thompson Petroleum Corporation, a _____ corporation, on behalf of said corporation.

Notary Public for the
State of _____

STATE OF Texas §
COUNTY OF HARRIS §

This instrument was acknowledged before me this 9th day of October, 2008, by Stephen A. McDaniel, the Sr. VP & GM of EnerVest Management G.P.L.C. a Texas corporation, on behalf of said corporation.

Judith R. Wharton
Notary Public for the
State of Texas



THOMPSON PETROLEUM CORPORATION

By: _____
Name: _____
Title: _____

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

By: Stephen A. McDaniel
Name: Stephen McDaniel
Title: Sr. VP & GM - Western Division

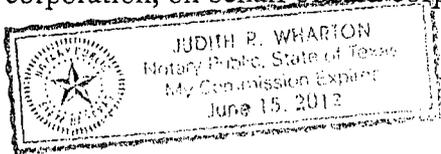
ENERVEST ENERGY INSTITUTIONAL FUND X1-WI,
L.P.

By: Stephen A. McDaniel
Name: Stephen McDaniel
Title: Sr. VP & GM - Western Division

STATE OF Texas
COUNTY OF Harris

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This instrument was acknowledged before me this 9th day of October, 2008, by Stephen A. McDaniel, the Sr. VP & GM of EnerVest Management G.P.L.C. a Texas corporation, on behalf of said corporation.

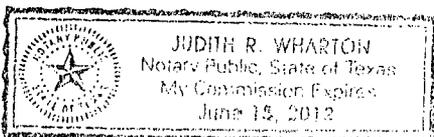


Judith R. Wharton
Notary Public for the
State of Texas

STATE OF Texas
COUNTY OF Harris

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This instrument was acknowledged before me this 9th day of October, 2008, by Stephen A. McDaniel, the Sr. VP & GM of EnerVest Management G.P.L.C. a Texas corporation, on behalf of said corporation.



Judith R. Wharton
Notary Public for the
State of Texas

By: _____
FLORENCE MARTHA DOOLEY ESTATE

I & L DEVELOPMENT CO.

By: _____
Name: _____
Title: _____

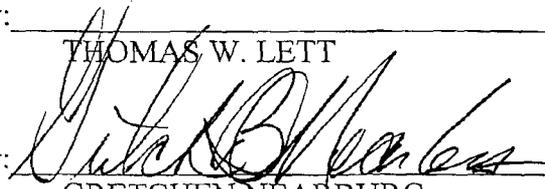
KATHLEEN CONE TRUST FBO T. CONE CHILDREN
TRUST, BANK OF AMERICA, N.A., TRUSTEE

By: _____
Name: _____
Title: _____

KATHLEEN CONE TRUST FBO K. CONE CHILDREN
TRUST

By: _____
KENNETH G. CONE, TRUSTEE

By: _____
THOMAS W. LETT

By:  _____
GRETCHEN NEARBURG

SAM LETT TESTAMENTARY TRUST

By: _____
Name: _____
Title: _____

STATE OF _____
COUNTY OF _____

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This instrument was acknowledged before me this ____ day of _____, 2008, by Kenneth G. Cone, Trustee of the Kathleen Cone Trust fbo K. Cone Children, on behalf of said Trust.

Notary Public for the
State of _____

STATE OF _____
COUNTY OF _____

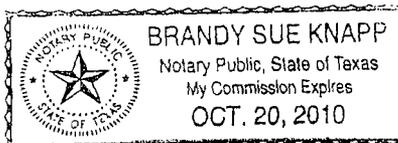
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This instrument was acknowledged before me this ____ day of _____, 2008, by Thomas W. Lett.

Notary Public for the
State of _____

STATE OF TEXAS
COUNTY OF TRAVIS

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This instrument was acknowledged before me this 23 day of OCTOBER, 2008, by Gretchen Nearburg.

Brandy Sue Knapp
Notary Public for the

STATE OF _____
COUNTY OF _____

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This instrument was acknowledged before me this ____ day of _____, 2008, by _____, the _____ of Bank of America, N.A., the Trustee of the Kathleen Cone Trust fbo T. Cone Children, on behalf of said Trust.

Notary Public for the
State of _____

THOMPSON PETROLEUM CORPORATION

By: James Cleo Thompson, Jr.
Name: _____
Title: James Cleo Thompson, Jr., President

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

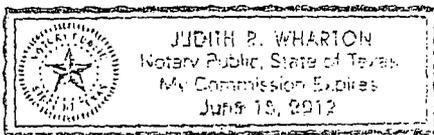
By: Step A - Oil
Name: Stephen McDaniel
Title: Sr. VP & GM - Western Division

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

By: Step A - Oil
Name: Stephen McDaniel
Title: Sr. VP & GM - Western Division

STATE OF Texas §
COUNTY OF HARRIS §

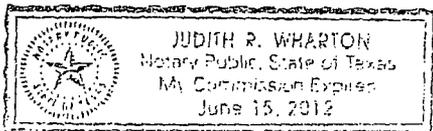
This instrument was acknowledged before me this 9th day of October, 2008, by Stephen A. McDaniel, the Sr. VP & GM of EnerVest Management GP, L.P., a Texas corporation, on behalf of said corporation.



Judith R. Wharton
Notary Public for the
State of Texas

STATE OF Texas §
COUNTY OF HARRIS §

This instrument was acknowledged before me this 9th day of October, 2008, by Stephen A. McDaniel, the Sr. VP & GM of EnerVest Management GP, L.P., a Texas corporation, on behalf of said corporation.



Judith R. Wharton
Notary Public for the
State of Texas

STATE OF _____
COUNTY OF _____

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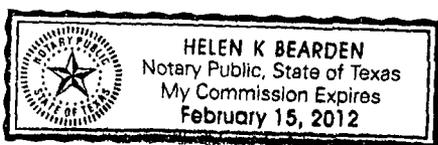
This instrument was acknowledged before me this ____ day of _____, 2008, by _____, the Trustee of the Sam Lett Testamentary Trust, on behalf of said Trust.

Notary Public for the
State of _____

STATE OF Texas
COUNTY OF Dallas

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This instrument was acknowledged before me this 20th day of October, 2008, by James Cleo Thompson, Jr. the President of Thompson Petroleum Corporation, a Texas corporation, on behalf of said corporation.



Helen K. Bearden
Notary Public for the
State of Texas

STATE OF Texas
COUNTY OF Harris

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This instrument was acknowledged before me this 9th day of October, 2008, by Stephen A. McDaniel the Sr. Vice President of EnerVest Management GP, LLC, a Texas corporation, on behalf of said corporation.
LLC LLC

Judith R. Wharton
Notary Public for the
State of Texas

