PAUL BACA PROFESSIONAL COURT REPORTERS

OIL CONSERVATION DIVISION

EXHIBIT 12

500 4TH STREET, NW, SUITE 105, ALBUQUERQUE, NM 87102

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:

ENERV	EST OPERATING LLC
By:	both noil
Name:	Stephen McDanie I
Title:	VP

WORKING INTEREST OWNERS:

AUVENSHINE'S CHILDREN'S TESTAMENTARY TRUST

By: CATHIE CONE McCOWN, TRUSTEE By:

By:_____ KENNETH G. CONE

By:_

SHANNON EMMONS

Oil Conservation Division Case No. Exhibit No.

WI - Unit Operating Agreement

STATE OF	
COUNTY OF	

,

This instrument was acknowledged before me this <u>day</u> 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 OKLAND COUNTY OF DELAW	
This instrument	was acknowledged before me this <u>114</u> day of, 2008, by Randy Lee Cone. Tom CONE
	Sus Pay 3-210-2012
	Notary Public for the 1 #08003312 State of OKLANGMA #08003312
STATE OF COUNTY OF	§ §
This instrument	was acknowledged before me this day of, 2008, by Kenneth G. Cone.
	Notary Public for the State of
STATE OF COUNTY OF	
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: Stephen McDaniel 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

STATE OF	Trustee of the Sam Lett
Notary Public for the	
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STATE OF § COUNTY OF §	
This instrument was acknowledged before me t , 2008, by of Thompson Petroleum Corporation, a	
on behalf of said corporation.	corporation,
Notary Public for the State of	
STATE OF Texas § COUNTY OF Harris §	,
This instrument was acknowledged before me the contract of the second se	his $\frac{2}{2}$ day of $\frac{2}{a}$, the $\frac{1}{2}$
corporation, on behalf of said corporation.	Marta
State of	
LIDUH R. WHARION Notary Fible, Stato of Toras M. Company.com 4 alina	

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THOMPSON PETROLEUM CORPORATION

	By:
	Name: Title:
	ENERVEST ENERGY INSTITUTIONAL FUND X1-A, L.P.
	By: StolA ~ Dil
	Name: <u>Stephen McDanie</u>
	Title: <u>Sr. NPPGM-Western Division</u>
	ENERVEST ENERGY INSTITUTIONAL FUND X1-WI, L.P.
	By: Stold - I
	Name: Stephen McDanie
	Title: <u>Sr. VPIGM - Western Division</u>
STATE OF TEXAS COUNTY OF Warts	§ §
SEVPYGM of En	2008, by Stona A, Malonie, the ervest Manacament GPLC a Texas
corporation, on behalf of said corpo	pration.
JUDITH P. WHARTON Notary Prote, State of Texas My Cenupission Explor June 15, 2012	Notary Public for the State of
STATE OF Jexas COUNTY OF Harris	§ §
October SF. U.P. AGM of End	acknowledged before me this A day of 2008, by Stephen A. Mc an C , the ervest Management SPLC a Texes
corporation, on behalf of said corpo	ration.
สารสารสารสารสารสารสารสารสารสารสารสารสารส	Andre K Marte
JUDITH R. WHARTON Notary Public, State of Texas	Notary Public for the State of
My Commission Expires June 15, 2012	

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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: X / W/ A K M / Ch lard
GRETCHEN NEARBURG

SAM LETT TESTAMENTARY TRUST

By:	
Name:	
Title:	

STATE OF	§
COUNTY OF	§

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STATE OF COUNTY OF		······································	§ §						
This		was ackno , 2008, by T	-		me	this		day	of
				ublic for tl					
STATE OF COUNTY OF	EXAS TRAVIS		Ş Ş	· A	Notary My	DY SUE Public, Stat Commission CT. 20, 2	e of Texas Expires		
This Derois	instrument LR	was ackno , 2008, by G	retchen Ne	earburg.		this		day	of
			Motary P	ublic for th	<u>Sru</u> ne	<u>e 1</u>	ngg	>	
STATE OF COUNTY OF			§ §						
This		was ackno , 2008, by							of
of Bank of A behalf of said	merica, N.A.,	the Trustee of	the Kathl	een Cone	Trust f	fbo T.	Cone C	hildren	, on

Notary Public for the State of _____

THOMPSON PETROLEUM CORPORATION

James Cho Thonpan A By Name James Cleo Thompson, Jr., President Title

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

By:	Stold - Lil
Name:	Stephen McDaniel
Title:	Sr. iff GM - Western Division

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

By:	Jon A late
Name:	Stephen McDaulel
Title:	Sr. 199 GIN - wester a Division

STATE OF Taxes. COUNTY OF Arres

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	nowledged before me this the day of
SF. VP+Gm of Ener De	2st Managenent GP 1C. a Texas
corporation, on behalf of said corporation.	\bigcap
JUDITH R. WHARTON	Holth K. Maste
Notary Public, State of Texas My Commission Expires	Notary Public for the
June 15, 2912	State of
STATE OF Texas	Ş
COUNTY OF ACTIS	Ş
A This instrument was ackn	owledged before me this GHL day of
Deforter, 2008,	by Stephen A. Mc Anniel, the
SF. UP+GM of Enerve	st Management 67 Le a Telas
corporation, on behalf of said corporation.	
	Subich K Whato
איייגער	Notary Public for the
JUDITH R. WHARTON	State of
June 15, 2012	
1 T	10

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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 <u>Texas</u> COUNTY OF <u>Dallas</u>

This instrument was acknowledged before me this 20th day of October, 2008, by James Cleo Thompson, Ir., the <u>President</u> of Thompson Petroleum Corporation, a <u>Texan</u> corporation, on behalf of said corporation.

HELEN K BEARDEN Notary Public, State of Texas My Commission Expires February 15, 2012

Helen	K.	Bearlen
Notary Public for t State of Jela	he	

STATE OF	Texas	ş
COUNTY OF	Harris	§

This instrument was acknowledged before me this 9th day of	
Gr. U.C. President of Frierliest Manager (P/C a Terra	
corporation, on behalf of said corporation.	
ALC ALC IN THE ALC	
Audith K. Uhal	ر
Notary Public for the	-
State of Tevas	

ANTHING.	
	JUDITH R. WHARTON
57	Notary Public, State of Taxas
	Mr. Commission Expires
111111	JUNB 15, 2012