

**RAILROAD COMMISSION OF TEXAS  
HEARINGS DIVISION**

**OIL & GAS DOCKET NO. 09-0315626**

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**APPLICATION OF TEP BARNETT USA, LLC PURSUANT TO THE MINERAL INTEREST POOLING ACT FOR THE FORMATION OF A POOLED UNIT FOR THE GGVZ MIPA UNIT, WELL NO. 1H, NEWARK, EAST (BARNETT SHALE) FIELD, TARRANT COUNTY, TEXAS**

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**FINAL ORDER**

The Railroad Commission (“RRC” or “Commission”) finds that after statutory notice in the above-docketed case, heard on January 10, 2019, the presiding Administrative Law Judge and Technical Examiner (“Examiners”) have made and filed a report and recommendation containing findings of fact and conclusions of law, for which service was not required; that the proposed application is in compliance with all statutory requirements; and that this proceeding was duly submitted to the Commission at a conference held in its offices in Austin, Texas.

The Commission, after due consideration of this application, hereby adopts as its own the findings of fact and conclusions of law contained in the Examiners’ report, and incorporates those findings of fact and conclusions of law as if fully set out and separately stated herein.

Therefore, it is **ORDERED** that the application of TEP Barnett USA, LLC (“TEP”) for the formation of a pooled unit pursuant to the Mineral Interest Pooling Act for the proposed GGVZ MIPA Unit, Well No. 1H, Newark, East (Barnett Shale) Field, Tarrant County, Texas, is **GRANTED** to the extent, and subject to the terms and conditions, set forth in this order.

All interests, including working interests, royalty interests, and unleased mineral interests, in tracts within the area depicted in Appendix 1 and described in Appendix 2 to this Final Order are pooled into the GGVZ 1H MIPA Unit, for the drilling of one or more horizontal wells in the Newark, East (Barnett Shale) Field, Tarrant County, Texas, with the well at the approximate location shown on Appendix 1 to this Final Order. All such interests are pooled subject to the following terms and conditions:

**TERMS AND CONDITIONS**

1. The name of the unit is the GGVZ 1H MIPA Unit.
2. The operator of the GGVZ 1H MIPA Unit is TEP Barnett USA, LLC.
3. The initial unit well is the well depicted on Appendix 1 to this order.

4. The GGVZ 1H MIPA Unit shall be effective on the date this order becomes administratively final.
5. The GGVZ 1H MIPA Unit is established for and limited to the depth interval correlative with the Newark, East (Barnett Shale) Field.
6. For the purpose of determining the portion of production owned by the persons owning interests in the GGVZ 1H MIPA Unit, the production from a well within the unit shall be allocated to the respective unleased tracts and voluntary pooled units that are pooled into the GGVZ 1H MIPA Unit in the proportion that the number of surface acres of each bears to the number of surface acres pooled into the entire GGVZ 1H MIPA Unit.
7. The interests of lessors in voluntary pooled units within the GGVZ 1H MIPA Unit are pooled as royalty interests. The interests of lessees within the GGVZ 1H MIPA Unit are pooled as working interests. The interests of lessors and lessees are subject to their voluntary pooling agreements.
8. The mineral interests of owners of all unleased tracts pooled into the GGVZ 1H MIPA Unit are pooled as owners of a 1/4th royalty interest and a 3/4th working interest, proportionately reduced. These owners' share of expenses, subject to a 100 percent charge for risk, is payable only from 3/4th of production and not from their entire mineral interest.
9. The operator shall make no surface use of the unleased tracts within the GGVZ 1H MIPA Unit without the written consent of the unleased owner.
10. TEP Barnett USA, LLC shall make a diligent effort to determine current addresses for all interest owners in the GGVZ 1H MIPA Unit. Except as herein provided, payment of the appropriate pro rata share of the proceeds of production of the GGVZ 1H MIPA Unit well shall be made, according to the terms of this Final Order, to each such interest owner for whom a current address and good title has been determined. The pro rata share of proceeds of production for any interest owner for whom a current address cannot be determined, or who declines to execute a division order in the form prescribed by Texas Natural Resources Code § 91.402, shall be held in escrow for the benefit of such owners and be subject to disposition in the manner provided by law.
11. The working interest owners shall adopt a joint operating agreement substantially in the form of the AAPL Form Joint Operation Agreement, which shall not include any provision prohibited by the Mineral Interest Pooling Act or contravene any provision of this Order.

Pursuant to §2001.144(a)(4)(A), of the Texas Government Code, and by the agreement of TEP in writing or on the record, **TEP has waived the right to file a motion for rehearing and this Final Order is final and effective on the date the Master Order relating to this Final Order is signed.**

All requested findings of fact and conclusions of law which are not expressly adopted herein are denied. All pending motions and requests for relief not previously granted or granted herein are denied.

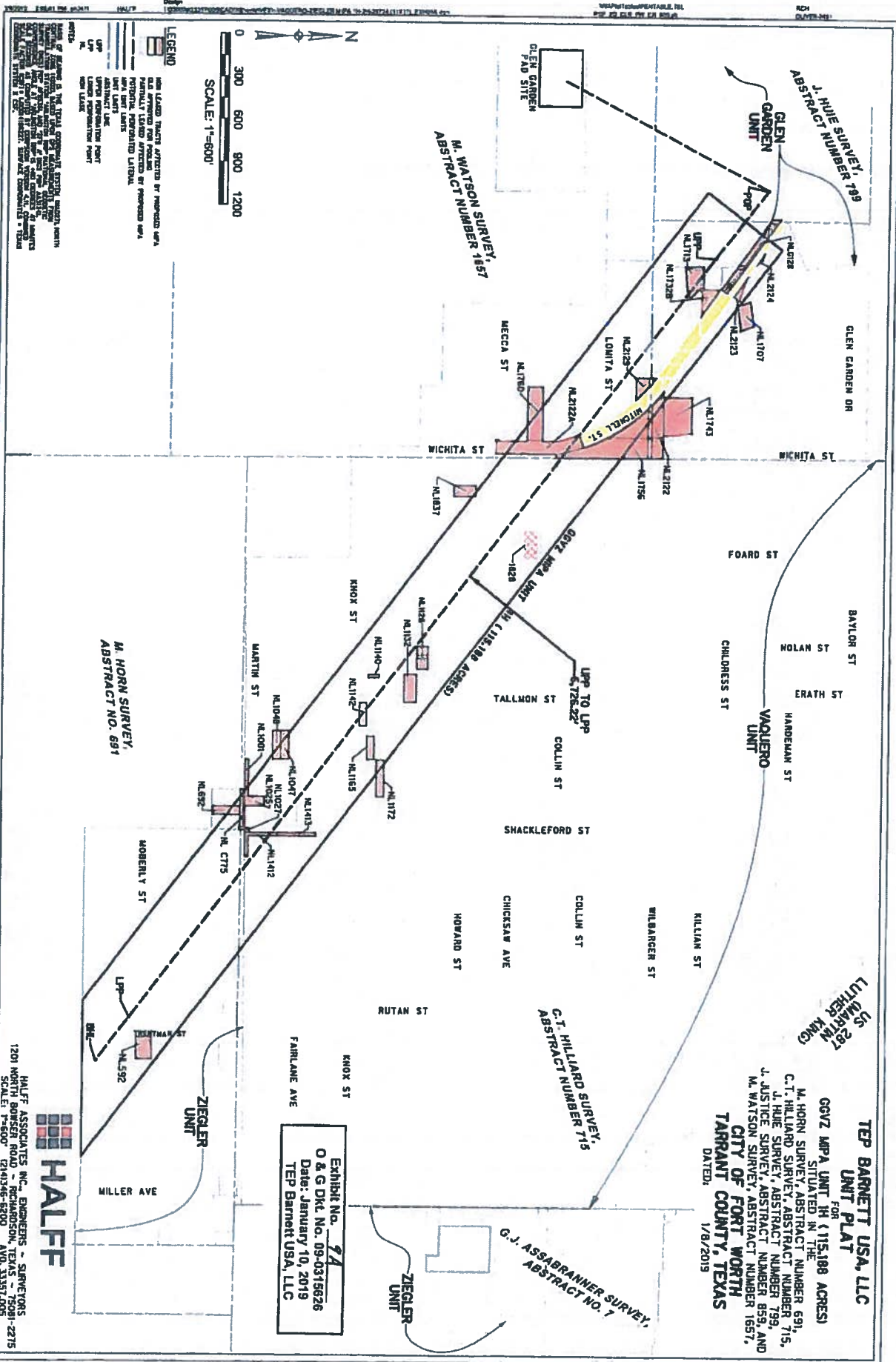
Done March 26, 2019.

**RAILROAD COMMISSION OF TEXAS**

**(Order approved and signatures affixed  
by Hearings Division's Unprotected  
Master Order dated March 26, 2019)**

**Appendix 1**

**Plat of Unit**



**LEGEND**  
ALL LOTS ARE TO BE DIVIDED INTO LOTS OF APPROXIMATELY 1/4 ACRES EACH.  
PARTIALLY LOST OR AFFECTED BY PREVIOUS SURVEYS.  
UNIT LINES  
LINES REPRESENTATIVE POINT  
AND LEASE

**NOTES**  
THIS SURVEY IS BASED ON THE SURVEY RECORDS OF THE PUBLIC RECORDS OF TARRANT COUNTY, TEXAS.  
THE SURVEYOR HAS REVIEWED THE RECORDS AND HAS FOUND THAT THE SURVEY IS ACCURATE.  
THE SURVEYOR HAS ALSO REVIEWED THE RECORDS OF THE PUBLIC RECORDS OF TARRANT COUNTY, TEXAS.  
AND HAS FOUND THAT THE SURVEY IS ACCURATE.  
THE SURVEYOR HAS ALSO REVIEWED THE RECORDS OF THE PUBLIC RECORDS OF TARRANT COUNTY, TEXAS.  
AND HAS FOUND THAT THE SURVEY IS ACCURATE.

**HALFF ASSOCIATES, INC.** ENGINEERS - SURVEYORS  
1201 NORTH BOWSER ROAD - RICHLAND, TEXAS - 75081-2275  
SCALE: 1"=500' (ENHANCED 3500)

Exhibit No. 94  
O & G DKL No. 09-0315626  
Date: January 10, 2019  
TEP Barnett USA, LLC

**TEP BARNETT USA, LLC**  
**UNIT PLAT**  
FOR 1115.108 ACRES)  
SITUATED IN THE  
M. HORN SURVEY, ABSTRACT NUMBER 691,  
C.T. HILLARD SURVEY, ABSTRACT NUMBER 715,  
J. HUE SURVEY, ABSTRACT NUMBER 759, AND  
J. JUSTICE SURVEY, ABSTRACT NUMBER 859, AND  
M. WATSON SURVEY, ABSTRACT NUMBER 1657,  
**CITY OF FORT WORTH**  
**TARRANT COUNTY, TEXAS**  
DATED: 1/8/2019

**APPENDIX 1**

## **Appendix 2**

### **Legal Description of Unit**

**LEGAL DESCRIPTION**

**GGVZ MIPA UNIT 1H**

BEING a 115.188 acre (5,017,583 square foot) tract of land situated in the M. Horn Survey, Abstract Number 691, C.T. Hilliard Survey, Abstract Number 715, J. Huie Survey, Abstract Number 799, J. Justice Survey, Abstract Number 859 and M. Watson Survey, Abstract Number 1657, City of Fort Worth, Tarrant County, Texas, said 115.188 tract of land being more particularly described as follows:

COMMENCING at a 3/8-inch found iron rod for the northwest corner of Lot 20R-2, and the southwest corner of Lot 20R-1, Block 6, J.T. Couch Addition, an addition to the City of Fort Worth, as recorded in Volume 388-193, Page 92 of the Plat Records of Tarrant County, Texas (P.R.T.C.T.); said point also being in the east right-of-way line of Moller Street (a variable width right-of-way);

THENCE South 89 degrees 46 minutes 20 seconds West, a distance of 40.00 feet to a corner in the approximate centerline of said Moller Street;

THENCE North 00 degrees 13 minutes 40 seconds West, along the said approximate centerline of Moller Street, a distance of 18.09 feet to a corner;

THENCE North 89 degrees 54 minutes 28 seconds West, departing the said approximate centerline of Moller Street, over and across Block 3, Trentman City, an addition to the City of Fort Worth, as recorded in Volume 388-B, Page 199 (P.R.T.C.T.), a distance of 273.83 feet to POINT OF BEGINNING;

THENCE North 89 degrees 54 minutes 28 seconds West, over and across said Block 3, Trentman City, Trentman Street (a variable width right-of-way), and Block 4 of said Trentman City, a distance of 1,092.35 to a corner;

THENCE North 52 degrees 44 minutes 11 seconds West, over and across said Block 4, Trentman City, Moberly Street (a variable width right-of-way), Block 1, of said Trentman City, Block 1, Trentman City, an addition to the city of Fort Worth, as recorded in Volume 388-M, Page 267 (P.R.T.C.T.), Shackleford Street (a variable width right-of-way), Block 1, Trudale, an addition to the City of Fort Worth, as recorded in Volume 388-F, Page 431 (P.R.T.C.T.), Martin Street (a variable width right-of-way), Block 16, Trentman Revision of Blocks 7, 9, 10, 15 & 16 of Cobb's Orchard Addition, an addition to the City of Fort Worth, as recorded in Volume 388-C, Page 66 (P.R.T.C.T.), Erath Street (a variable width right-of-way), Block 9, of said Trentman Revision of Blocks 7, 9, 10, 15 & 16 of Cobb's Orchard Addition, Tallmon Street (a variable width right-of-way), Block 7, of said Trentman Revision of Blocks 7, 9, 10, 15 & 16 of Cobb's Orchard Addition, Knox Street (a variable width right-of-way), Block 6, Cobb's Orchard Addition, an

Exhibit No. 10A(R)  
O&G Docket No. 09-0315626  
Date: January 10, 2019  
TEP Barnett USA, LLC

APPENDIX 2

addition to the City of Fort Worth, as recorded in Volume 388-O, Page 139 (P.R.T.C.T.), Nollan Street (a variable width right-of-way), Block 5, Cobb's Orchard Addition Second Filing, an addition to the City of Fort Worth, as recorded in Volume 204-A, Page 175 (P.R.T.C.T.), Block 5, Cobb's Orchard Second Addition, an addition to the City of Fort Worth, as recorded in Volume 388-15, Page 421 (P.R.T.C.T.), Foard Street (a variable width right-of-way), Subdivision of Lot 12 Oak Lawn Addition, an addition to the City of Fort Worth, as recorded in Volume 388-K, Page 447 (P.R.T.C.T.), Block 2, Oaklawn Addition, an addition to the City of Fort Worth, as recorded in Volume 388-135, Page 80 (P.R.T.C.T.), Howard Street (a variable width right-of-way), Oak Lawn Addition, an addition to the City of Fort Worth, as recorded in Volume 388-J, Page, 81 (P.R.T.C.T.), Oak Lawn, an addition to the City of Fort Worth, as recorded in Volume 388, Page 22 (P.R.T.C.T.), Oak Lawn Addition, an addition to the City of Fort Worth, as recorded in Volume 388-Q, Page 411 (P.R.T.C.T.), Oaklawn Addition, an addition to the City of Fort Worth, as recorded in Volume 388-K, Page 155 (P.R.T.C.T.), Wichita Street (a variable width right-of-way), Block 5, Second Filing Trueland, an addition to the City of Fort Worth, as recorded in Volume 728, Page 632 (P.R.T.C.T.), Lomita Street (a variable width right-of-way), Block 4, of said Second Filing Trueland, Trueland Drive (a variable width right-of-way), Block 3, Trueland Addition, an addition to the City of Fort Worth, as recorded in Volume 388-14, Page 38 (P.R.T.C.T.) and Block 1, Firestone & Robertson Distillery Addition, an addition to the City of Fort Worth, as recorded in Document Number D216151581 (P.R.T.C.T.), a distance of 7,167.19 feet to a corner;

THENCE North 37 degrees 15 minutes 49 seconds East, over and across said Block 1, Firestone & Robertson Distillery Addition, said Block 3, Trueland Addition, Mitchell Boulevard (a variable width right-of-way) and Block 2, Trueland Addition, an addition to the City of Fort Worth, as recorded in Volume 388-93, Page 971 (P.R.T.C.T.), a distance of 660.00 feet to a corner; from which a 5/8-inch found iron rod in the northerly right-of-way line of Glen Garden Drive South (a variable width right-of-way), the southeast corner of Lot A, Block 11, Glen Garden, an addition to the City of Fort Worth, as recorded in Volume 388-F, Page 395 (P.R.T.C.T.) and the southwest corner of Lot B, Block 11, of said Glen Garden, bears North 59 degrees 16 minutes 57 seconds West, a distance of 171.67 feet;

THENCE South 52 degrees 44 minutes 11 seconds East, over and across said Block 2, Trueland Addition, Block 2, W.A. Huberts Subdivision of Lots 1 & 2 Block 2 Trueland Addition, an addition to the City of Fort Worth, as recorded in Volume 388-D, Page 587 (P.R.T.C.T.), Childress Street (a variable width right-of-way), Block 4, Lots 9-A, 9-B, 9-C, 9-D, 10-A & 10-B of a Revision of Parts of Lots 9 & 10 Block 4 of Trueland Second Filing, an addition to the City of Fort Worth, as recorded in Volume 388-Q, Page 55 (P.R.T.C.T.), Block 4, Second Filing Trueland, an addition to the City of Fort Worth, as recorded in Volume 728, Page



632 (P.R.T.C.T.), ), Block 4, Replat of Lots 5 & 6 Block 4 Trueland Addition, an addition to the City of Fort Worth, as recorded in Volume 388-K, Page 127 (P.R.T.C.T.), Wilbarger Street (a variable width right-of-way), Wichita Street (a variable width right-of-way), Block 1, Oaklawn Addition, an addition to the City of Fort Worth, as recorded in Volume 388-214, Page 51 (P.R.T.C.T.), A Subdivision of Lots 4 & 5 of Oak Lawn, an addition to the City of Fort Worth, as recorded in Volume 388-K, Page 491 (P.R.T.C.T.), A Revision of the East 1/2 of Lot 6 P.F. Oaklawn Addition, an addition to the City of Fort Worth, as recorded in Volume 388-M, Page 5 (P.R.T.C.T.), Foard Street (a variable width right-of-way), Block 4, Plat of a Revision of Lots 1 & 2 Block 4 Cobb Orchard Addition, an addition to the City of Fort Worth, as recorded in Volume 388-F, Page 550 (P.R.T.C.T.), Block 4, Plat of a Revision of Lots 1 & 2 Block 4 Cobb Orchard Addition, an addition to the City of Fort Worth, as recorded in Volume 388-F, Page 550 (P.R.T.C.T.), Block 4, A Revision of Lots 3 & 4 Block 4 Cobb's Orchard Addition, an addition to the City of Fort Worth, as recorded in Volume 388-J, Page 488 (P.R.T.C.T.), Block 4, of Cobb's Orchard Addition Second Filing, an addition to the City of Fort Worth, as recorded in Volume 204-A, Page 175 (P.R.T.C.T.), Nollan Street (a variable width right-of-way), Block 3, of said Cobb's Orchard Addition Second Filing, Howard Street (a variable width right-of-way), Block 6, of said Cobb's Orchard Addition Second Filing, Tallmon Street (a variable width right-of-way), Block 10, Revision of Block 10 Cobb's Orchard Second Filing, an addition to the City of Fort Worth, as recorded in Volume 388-M, Page 612 (P.R.T.C.T.), Erath Street (a variable width right-of-way), Block 15, of Trentman Revision of Blocks 7, 9, 10, 15 & 16 of Cobb's Orchard Addition, an addition to the City of Fort Worth, as recorded in Volume 388-C, Page 66 (P.R.T.C.T.), Knox Street (a variable width right-of-way), Block 16, of said Trentman Revision of Blocks 7, 9, 10, 15 & 16 of Cobb's Orchard Addition, Shackleford Street (a variable width right-of-way), Block 6, W.S. Keller Addition, an addition to the City of Fort Worth, as recorded in Volume 388-J, Page 372 (P.R.T.C.T.), Block 9, W.S. Keller Addition, an addition to the City of Fort Worth, as recorded in Volume 388-15, Page 311 (P.R.T.C.T.), Martin Street (a variable width right-of-way), Block 1, of said Trentman City, Trentman Street (a variable width right-of-way), Block 2, of said Trentman City, Moberly Street (a variable width right-of-way) and said Block 3, of Trentman City, a distance of 8,037.61 feet to POINT OF BEGINNING AND CONTAINING 115.188 acres (5,017,583 square feet) of land, more or less.

BASIS OF BEARING IS THE TEXAS COORDINATE SYSTEM (NAD27), NORTH CENTRAL ZONE (4202), BASED UPON GPS MEASUREMENTS FROM TRAINGULATION STATION "ARLINGTON RRP" (NATIONAL GEODETIC SURVEY [NGS] PID# AF9536), AND "ZFW A" (NGS PID# AA3134). CONVERGENCE ANGLE AT "ARLINGTON RRP" IS +00 DEGREES 47 MINUTES 06.8 SECONDS AS COMPUTED BY CORPSCON VERSION 4.11. COMBINED SCALE FACTOR (CSF) = 1.00014166227. SURFACE COORDINATES = TEXAS COORDINATE SYSTEM X CSF.