

**RAILROAD COMMISSION OF TEXAS
HEARINGS DIVISION**

OIL & GAS DOCKET NO. 09-0315627

**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. 2H, NEWARK, EAST (BARNETT SHALE) FIELD,
TARRANT COUNTY, TEXAS**

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. 2H, 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 2H 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 2H MIPA Unit.
2. The operator of the GGVZ 2H 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 2H MIPA Unit shall be effective on the date this order becomes administratively final.
5. The GGVZ 2H 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 2H 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 2H 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 2H MIPA Unit.
7. The interests of lessors in voluntary pooled units within the GGVZ 2H MIPA Unit are pooled as royalty interests. The interests of lessees within the GGVZ 2H 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 2H 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 2H 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 2H MIPA Unit. Except as herein provided, payment of the appropriate pro rata share of the proceeds of production of the GGVZ 2H 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

Appendix 2

Legal Description of Unit

LEGAL DESCRIPTION

GGVZ MIPA UNIT 2H

BEING a 134.228 acre (5,846,986 square foot) tract of land situated in the J. Collett Survey, Abstract Number 261, 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 134.228 acre tract of land being more particularly described as follows:

BEGINNING at a 3/8-inch found iron rod for 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.) and the northwest corner of Lot 2R-2, Block 6 of said J.T. Couch Addition, 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 a corner;

THENCE North 52 degrees 44 minutes 11 seconds West, over and across said Block 3, of Trentman City, Moberly Street (a variable width right-of-way), Block 2, of said Trentman City, Trentman Street (a variable width right-of-way), Block 1, of said Trentman City, Martin Street (a variable width right-of-way), 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.), 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.), Shackelford 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.), Knox Street (a variable width right-of-way), Block 15, of said Trentman Revision of Blocks 7, 9, 10, 15 & 16 of Cobb's Orchard Addition, Erath 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.), Tallmon Street (a variable width right-of-way), Block 6, 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.), Howard Street (a variable width right-of-way), Block 3, of said Cobb's

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

APPENDIX 2

Orchard Addition Second Filing, Nollan Street (a variable width right-of-way) Block 4, of said Cobb's Orchard Addition Second Filing, 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, 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.), Foard Street (a variable width right-of-way), 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.), 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.), 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.), Wichita Street (a variable width right-of-way), Wilbarger Street (a variable width right-of-way), 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.), 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, 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.), Childress Street (a variable width right-of-way), 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.), 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 8,037.61 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 37 degrees 15 minutes 49 seconds West, over and across said Block 2, Trueland Addition, Mitchell Boulevard (a variable width right-of-way), a distance of 148.60 feet to a corner in the right-of-way of said Mitchell Boulevard;

THENCE North 80 degrees 42 minutes 59 seconds West, over and across said Mitchell Boulevard, 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 249.91 feet to a corner;

THENCE North 09 degrees 17 minutes 01 seconds East, over and across said Block 1, Firestone & Robertson Distillery Addition, said Mitchell Boulevard, said Block 11, Glen Garden, Glen Garden Drive North (a variable width right-of-way), Block 8, First Filing Glen Garden Addition, an addition to the City of Fort Worth, as recorded in Volume 309, Page 28 (P.R.T.C.T.), a distance of 660.00 feet to a corner;

THENCE South 80 degrees 42 minutes 59 seconds East, over and across said Block 8, Glen Garden Addition, Block 12, Glen Garden, an addition to the City of Fort Worth, as recorded in Volume 388-1, Page 397 (P.R.T.C.T.), Block 12, First Filing Glen Garden Addition, an addition to the City of Fort Worth, as recorded in Volume 309, Page 28 (P.R.T.C.T.), a distance of 380.15 feet to a corner;

THENCE South 63 degrees 26 minutes 06 seconds East, over and across said Block 12, First Filing Glen Garden Addition, Block 12, Glen Garden Addition, an addition to the City of Fort Worth, as recorded in Volume 388-16, Page 149 (P.R.T.C.T.), said Glen Garden Drive North, Glen Garden Drive South (a variable width right-of-way), Block 1, Trueland Addition, an addition to the City of Fort Worth, as recorded in Volume 1923, Page 47 (P.R.T.C.T.), a distance of 886.87 feet to a corner;

THENCE South 52 degrees 44 minutes 11 seconds East, over and across said Block 1, Trueland Addition, Block 1 of said Second Filing Trueland, Jackson Street (a variable width right-of-way), said Wichita Street, Block 18, Masonic Home Addition, an addition to the City of Fort Worth, as recorded in Cabinet A, Slide 7790 (P.R.T.C.T.), said Childress Street, Block 25, Masonic Home Addition Second Filing, an addition to the City of Fort Worth, as recorded in Volume 309, Page 37 (P.R.T.C.T.), Block 25, Masonic Home Addition Second Filing, an addition to the City of Fort Worth, as recorded in Volume 388-H, Page 509 (P.R.T.C.T.), Block 25, Masonic Home Addition Second Filing, an addition to the City of Fort Worth, as recorded in Volume 388-Q, Page 189 (P.R.T.C.T.), said Foard Street, said Wilbarger Street, Block 1, 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 1, Cobb's Orchard Addition, an addition to the City of Fort Worth, as recorded in Cabinet A, Slide 196 (P.R.T.C.T.), Block 1, Cobb's Orchard Addition, an addition to the City of Fort Worth, as recorded in Volume 388-199, Page 93 (P.R.T.C.T.), said Nollan Street, Block 12, of said Cobb's Orchard Addition Second Filing, Collin Street (a variable width right-of-way), said Tallmon Street, Block 11, Revision of Lot 1 Block 11 Cobb's Orchard, an addition to the City of Fort Worth, as recorded in Volume 388-27, Page 86 (P.R.T.C.T.), Block 11, of said Cobb's Orchard Addition Second Filing, said Erath Street, Block 14, of said Cobb's Orchard Addition Second Filing, Block 14, Revision of Lot 5 Cobb's Orchard Addition, an addition to the City of Fort Worth, as recorded in Volume 388-O, Page 396 (P.R.T.C.T.), Block 14, Revision of Lots 7, 8 & 9 Cobb's Orchard Addition Second Filing, an addition to the City of Fort Worth, as recorded in Volume 388-M, Page 520 (P.R.T.C.T.), said Howard Street, said Shackelford Street, Block 3, Kaywood

Heights Addition, an addition to the City of Fort Worth, as recorded in Volume 388-H, Page 207 (P.R.T.C.T.), Block 1, W.S. Keller Addition, an addition to the City of Fort Worth, as recorded in Volume 388-I, Page 7 (P.R.T.C.T.), said Knox Street, Block 6, of said W.S. Keller Addition, Block 7, W.S. Keller Addition, an addition to the City of Fort Worth, as recorded in Volume 388-V, Page 3 (P.R.T.C.T.), Fairlane Avenue (a 50-foot wide right-of-way), Block 8, of said W.S. Keller Addition, said Martin Street, Block 2, of said Trentman City, Block 2, Trentman City, an addition to the City of Fort Worth, as recorded in Volume 388-M, Page 335 (P.R.T.C.T.), said Moller Street, Block 1, of said J.T. Couch Addition, said Moberly Street, Flamingo Street (a variable width right-of-way), Block 5, of said J.T. Couch Addition, Nell Street (a variable width right-of-way), Block 4, of said J.T. Couch Addition and Block 10R, Echo Heights Addition, an addition to the City of Fort Worth, as recorded in Volume 388-53, Page 58 (P.R.T.C.T.), a distance of 8,243.70 feet to a corner in the east line of Lot 5, Block 4 of said J.T. Couch Addition, said point also being the west line of Lot 7, Block 10R of said Echo Heights Addition;

THENCE South 00 degrees 11 minutes 31 seconds West, along the said east line of Lot 5, Block 4, J.T. Couch Addition and the said west line of Lot 7, Block 10R, Echo Heights Addition, a distance of 22.89 feet to the southeast corner of said Lot 5, Block 4, J.T. Couch Addition and the northeast corner of Lot 6A, Block 4, J.T. Couch, an addition to the City of Fort Worth, as recorded in Volume 388-29, Page 355 (P.R.T.C.T.);

THENCE South 89 degrees 48 minutes 48 seconds West, along the south line of said Lot 5, Block 4, J.T. Couch Addition and the north line of said lot 6A, Block 4, J.T. Couch, a distance of 130.25 feet to the southwest corner of said Lot 5, Block 4 and the northwest corner of said Lot 6A, Block 4, said point also being in the east right-of-way line of said Nell Street;

THENCE South 89 degrees 44 minutes 49 seconds West, departing the east line of said Nell Street, a distance of 50.00 feet to the west right-of-way line of said Nell Street, said point also being the northeast corner of Lot 10, Block 5, of said J.T. Couch Addition and the southeast corner of Lot 11, Block 5 of said J.T. Couch Addition;

THENCE South 89 degrees 48 minutes 48 seconds West, along the north line of said Lot 10, Block 5, J.T. Couch Addition and the south line of said Lot 11, Block 5, J.T. Couch Addition, over and across said Block 5, J.T. Couch Addition, a distance of 279.00 feet to east right-of-way line of said Flamingo Street, said point also being the northwest corner of Lot 6, Block 5, of said J.T. Couch Addition and the southwest corner of Lot 5, Block 5, of said J.T. Couch Addition;

THENCE South 89 degrees 05 minutes 28 seconds West, over and across said Flamingo Street, a distance of 50.00 feet to the west line of said Flamingo Street, said point also being the northeast corner of Lot 14, Block 6, of said J.T. Couch Addition and the southeast corner of Lot 15, Block 6, of said J.T. Couch Addition;

THENCE South 89 degrees 48 minutes 48 seconds West, along the north line of said Lot 14, Block 6, J.T. Couch Addition and the south line of said Lot 15, Block 6, J.T. Couch Addition, a distance of 139.50 feet to the northwest corner of said Lot 14, Block 6 and the southwest corner of said lot 15, Block 6, said point also being in the east line of said Lot 20R-2, Block 6, J.T. Couch Addition;

THENCE North 00 degrees 13 minutes 40 seconds West, along the west line of said Lot 15, Block 6, J.T. Couch Addition and the said east line of Lot 20R-2, Block 6, J.T. Couch Addition, a distance of 17.09 feet to the northeast corner of said Lot 20R-2, Block 6 and the southeast corner of said Lot 20R-1, Block 6, J.T. Couch Addition, said point also being in the west line of said Lot 15, Block 6;

THENCE South 89 degrees 48 minutes 48 seconds West, departing the said west line of Lot 15, Block 6, J.T. Couch Addition and along the north line of said Lot 20R-2, Block 6, J.T. Couch Addition and the south line of said Lot 20R-1, Block 6, J.T. Couch Addition, a distance of 139.50 feet to the POINT OF BEGINNING AND CONTAINING 134.228 acres (5,846,986 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 TRIANGULATION 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.