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**west virginia** department of environmental protection

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Office of Oil and Gas  
601 57th Street SE  
Charleston, WV 25304  
(304) 926-0450  
(304) 926-0452 fax

Earl Ray Tomblin, Governor  
Randy C. Huffman, Cabinet Secretary  
www.dep.wv.gov

November 19, 2015

**WELL WORK PERMIT**

**Vertical Well**

This permit, API Well Number: 47-9502323, issued to ALLIANCE PETROLEUM CORPORATION, is evidence of permission granted to perform the specified well work at the location described on the attached pages and located on the attached plat, subject to the provisions of Chapter 22 of the West Virginia Code of 1931, as amended, and all rules and regulations promulgated thereunder, and to all conditions and provisions outlined in the pages attached hereto. Notification shall be given by the operator to the Oil and Gas Inspector at least 24 hours prior to the construction of roads, locations, and/or pits for any permitted work. In addition, the well operator shall notify the same inspector 24 hours before any actual well work is commenced and prior to running and cementing casing. Spills or emergency discharges must be promptly reported by the operator to 1-800-642-3074 and to the Oil and Gas inspector.

Please be advised that form WR-35, Well Operators Report of Well Work is to be submitted to this office within 90 days completion of permitted well work, as should form WR-34 Discharge Monitoring Report within 30 days of discharge of pits, if applicable. Failure to abide by all statutory and regulatory provisions governing all duties and operations hereunder may result in suspension or revocation of this permit and, in addition, may result in civil and/or criminal penalties being imposed upon the operators.

In addition to the applicable requirements of this permit, and the statutes and rules governing oil and gas activity in WV, this permit may contain specific conditions which must be followed. Permit conditions are attached to this cover letter.

Per 35CSR-4-5.2.g this permit will expire in two (2) years from the issue date unless permitted well work is commenced. If there are any questions, please feel free to contact me at (304) 926-0499 ext. 1654.

James Martin  
Chief

Operator's Well No: YELLOW POPLAR 1 V-1  
Farm Name: BAKER, DONALD K.

**API Well Number: 47-9502323**

**Permit Type: Vertical Well**

Date Issued: 11/19/2015

**Promoting a healthy environment.**

**11/20/2015**

## PERMIT CONDITIONS

West Virginia Code §22-6-11 allows the Office of Oil and Gas to place specific conditions upon this permit. Permit conditions have the same effect as law. Failure to adhere to the specified permit conditions may result in enforcement action.

### CONDITIONS

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1. If the operator encounters an unanticipated void, or an anticipated void at an unanticipated depth, the operator shall notify the inspector within 24 hours. Modifications to the casing program may be necessary to comply with W. Va. Code §22-6-20, which requires drilling to a minimum depth of thirty feet below the bottom of the void, and installing a minimum of twenty (20) feet of casing. Under no circumstance should the operator drill more than fifty (50) feet below the bottom of the void or install less than twenty (20) feet of casing below the bottom of the void.
2. Pursuant to 35 CSR 4-19.1.a, at the request of the surface owner all water wells or springs within 1000 feet of the proposed well that are actually utilized for human consumption, domestic animals or other general use shall be sampled and analyzed.
3. Pursuant to 35 CSR 4-19.1.c, if the operator is unable to sample and analyze any water well or spring with one thousand (1,000) feet of the permitted well location, the Office of Oil and Gas requires the operator to sample, at a minimum, one water well or spring located between one thousand (1,000) feet and two thousand (2,000) feet of the permitted well location.
4. All pits must be lined with a minimum of 20 mil thickness synthetic liner.
5. In the event of an accident or explosion causing loss of life or serious personal injury in or about the well or while working on the well, the well operator or its contractor shall give notice, stating the particulars of the accident or explosion, to the oil and gas inspector and the Chief within twenty-four (24) hours.
6. During the surface casing and cementing process, in the event cement does not return to the surface, or any other casing string that is permitted to circulate cement to the surface and does not return to the surface, the oil and gas inspector shall be notified within twenty-four (24) hours
7. Well work activities shall not constitute a hazard to the safety of persons.
8. Operator shall provide the Office of Oil & Gas notification of the date that drilling commenced, drilling ceased, completion of any other permitted well work and completion of the well. Such notice shall be provided by sending an email to [DEPOOGNotify@wv.gov](mailto:DEPOOGNotify@wv.gov) within 30 days of commencement of drilling.



8502323 CK531750  
65080

WW - 2B  
(Rev. 8/10)

STATE OF WEST VIRGINIA  
DEPARTMENT OF ENVIRONMENTAL PROTECTION, OFFICE OF OIL AND GAS  
WELL WORK PERMIT APPLICATION

1) Well Operator: Alliance Petroleum Corporation      305762      Tyler      Ellsworth      Middlebourne 7.5'  
Operator ID      County      District      Quadrangle

2) Operator's Well Number: Yellow Poplar 1 V-1      3) Elevation: 729'

4) Well Type: (a) Oil  or Gas   
(b) If Gas: Production  / Underground Storage \_\_\_\_\_  
Deep \_\_\_\_\_ / Shallow \_\_\_\_\_

5) Proposed Target Formation(s): Benson      Proposed Target Depth: 4650'

6) Proposed Total Depth: 4750' Feet      Formation at Proposed Total Depth: Devonian Shale

7) Approximate fresh water strata depths: 48' to 200'

8) Approximate salt water depths: 1260' - 1830'

9) Approximate coal seam depths: Pittsburgh Coal 350' - 355'

*Michael Duff*  
*10/28/15*

10) Approximate void depths,(coal, Karst, other): N/A

11) Does land contain coal seams tributary to active mine? No

12) Describe proposed well work and fracturing methods in detail (attach additional sheets if needed)

Drill and complete a conventional vertical well. Fracture 2 zones in the Riley - Benson Shale.  
1500 bbls in each zone - slick water and sand or foam fracture.

13) **CASING AND TUBING PROGRAM**

TYPE	SPECIFICATIONS			FOOTAGE	INTERVALS	CEMENT
	Size	Grade	Weight per ft	For Drilling	Left in Well	Fill -up (Cu. Ft.)
Conductor	13"	H-40	36.0 #/ft	32'		
Fresh Water	9-5/8"	H-40	26.0 #/ft		380'	CTS - 184 Cu.Ft.
Coal						
Intermediate	7"	J-55	17.0 #/ft		1850'	CTS - 370 Cu.Ft.
Production	4-1/2"	J-55	10.5 #/ft		4730'	CTS - 158 Cu.Ft.
Tubing	1-1/2"	J-55	2.75 #/ft		4650'	
Liners						

*MDC*  
*10/28/15*

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OCT 29 2015

Packers: Kind: \_\_\_\_\_  
Sizes: \_\_\_\_\_  
Depths Set \_\_\_\_\_

WV Department of  
Environmental Protection

11/20/2015



WW-2A  
(Rev. 6-14)

1.) Date: October 23, 2015  
2.) Operator's Well Number Yellow Poplar 1 V-1  
State 47- County 095 Permit -  
3.) API Well No.:

**STATE OF WEST VIRGINIA  
DEPARTMENT OF ENVIRONMENTAL PROTECTION, OFFICE OF OIL AND GAS  
NOTICE AND APPLICATION FOR A WELL WORK PERMIT**

4) Surface Owner(s) to be served:  
(a) Name Don K. Baker ✓ Address 995 Gorrels Run Rd  
Middlebourne, WV 26149  
(b) Name \_\_\_\_\_ Address \_\_\_\_\_  
(c) Name \_\_\_\_\_ Address \_\_\_\_\_  
6) Inspector Michael Goff  
Address P.O. Box 134  
Pullman, WV 26421  
Telephone (304) 549-9823  
5) (a) Coal Operator  
Name \_\_\_\_\_ Address \_\_\_\_\_  
(b) Coal Owner(s) with Declaration  
Name \_\_\_\_\_ Address \_\_\_\_\_  
(c) Coal Lessee with Declaration  
Name \_\_\_\_\_ Address \_\_\_\_\_

**TO THE PERSONS NAMED ABOVE TAKE NOTICE THAT:**

       Included is the lease or leases or other continuing contract or contracts by which I hold the right to extract oil and gas  
**OR**

  x   Included is the information required by Chapter 22, Article 6, Section 8(d) of the Code of West Virginia (see page 2)  
I certify that as required under Chapter 22-6 of the West Virginia Code I have served copies of this notice and application, a location plat, and accompanying documents pages 1 through        on the above named parties by:

- Personal Service (Affidavit attached)
- x   Certified Mail (Postmarked postal receipt attached)
- Publication (Notice of Publication attached)

I have read and understand Chapter 22-6 and 35 CSR 4, and I agree to the terms and conditions of any permit issued under this application.

I certify under penalty of law that I have personally examined and am familiar with the information submitted on this application form and all attachments, and that based on my inquiry of those individuals immediately responsible for obtaining the information, I believe that the information is true, accurate and complete.

I am aware that there are significant penalties for submitting false information, including the possibility of fine and imprisonment.

Well Operator Alliance Petroleum Corporation  
By: Jeffrey Savqer *Jeffrey Savqer*  
Its: Designated Agent  
Address: 16 Fox Hill Terrace  
Parkersburg, WV 26101  
Telephone: (330) 417-3677  
Email: jeff.savqer@alliancepetroleum.com

Subscribed and sworn before me this 29 day of October

**RECEIVED**  
Office of Oil and Gas  
Notary Public



My Commission Expires 4/14/2018  
Oil and Gas Privacy Notice

The Office of Oil and Gas processes your personal information, such as name, address and phone number, as a part of our regulatory duties. Your personal information may be disclosed to other State agencies or third parties in the normal course of business or as needed to comply with statutory or regulatory requirements, including Freedom of Information Act requests. Our office will appropriately secure your personal information. If you have any questions about our use of your personal information, please contact DEP's Chief Privacy Officer at [depprivacyofficer@wv.gov](mailto:depprivacyofficer@wv.gov)

11/20/2015  
10/23/15

WW-2A Surface Waiver

SURFACE OWNER WAIVER

County Tyler

Operator  
Operator well number

Alliance Petroleum Corporation  
Yellow Poplar 1 V-1

**INSTRUCTIONS TO SURFACE OWNERS NAMED ON PAGE WW2-A**

The well operator named on page WW2A is applying for a permit from the State to do oil or gas well work. (Note: If the surface tract is owned by more than three persons, then these materials were served on you because your name appeared on the Sheriff's tax ticket on the land or because you actually occupy the surface tract. In either case, you may be the only owner who will actually receive these materials.) See Chapter 22 of the West Virginia Code. Well work permits are valid for 24 months. If you do not own any interest in the surface tract, please forward these materials to the true owner immediately if you know who it is. Also, please notify the well operator and the Office of Oil and Gas.

**NOTE: YOU ARE NOT REQUIRED TO FILE ANY COMMENT.**

**WHERE TO FILE COMMENTS AND OBTAIN ADDITIONAL INFORMATION:**

Chief, Office of Oil and Gas  
Department of Environmental Protection  
601 57<sup>th</sup> St. SE  
Charleston, WV 25304  
(304) 926-0450

**Time Limits and methods for filing comments.** The law requires these materials to be served on or before the date the operator files his Application. You have **FIFTEEN (15) DAYS** after the filing date to file your comments. Comments must be filed in person or received in the mail by the Chief's office by the time stated above. You may call the Chief's office to be sure of the date. Check with your postmaster to ensure a adequate delivery time or to arrange special expedited handling. If you have been contacted by the well operator and you have signed a "voluntary statement of no objection" to the planned work described in these materials, then the permit may be issued at any time.

**Comments must be in writing.** Your comments must include your name, address and telephone number, the well operator's name and well number and the approximate location of the proposed well site including district and county from the application. You may add other documents, such as sketches, maps or photographs to support your comments.

The Chief has the power to deny or condition a well work permit based on comments on the following grounds:

- 1) The proposed well work will constitute a hazard to the safety of persons.
- 2) The soil erosion and sediment control plan is not adequate or effective;
- 3) Damage would occur to publicly owned lands or resources;
- 4) The proposed well work fails to protect fresh water sources or supplies;
- 5) The applicant has committed a substantial violation of a previous permit or a substantial violation of one or more of the rules promulgated under Chapter 22, and has failed to abate or seek review of the violation...".

If you want a copy of the permit as it is issued or a copy of the order denying the permit, you should request a copy from the Chief.

**List of Water Testing Laboratories.** The Office maintains a list of water testing laboratories which you can hire to test your water to establish water quality prior to and after drilling. Contact the Chief to obtain a copy.

**VOLUNTARY STATEMENT OF NO OBJECTION**

I hereby state that I have read the instructions to surface owners and that I have received copies of a Notice and Application for a Well Work Permit on Form WW2-A, and attachments consisting of pages 1 through \_\_\_ including a work order on Form WW2-B, a survey plat, and a soil and erosion plan, all for proposed well work on my surface land as described therein.

I further state that I have no objection to the planned work described in these materials, and I have no objection to a permit being issued on those materials.

FOR EXECUTION BY A NATURAL PERSON

FOR EXECUTION BY A CORPORATION, ETC.

\_\_\_\_\_  
Signature Date \_\_\_\_\_

\_\_\_\_\_  
Print Name

Company Name \_\_\_\_\_  
By \_\_\_\_\_  
Its \_\_\_\_\_  
Date \_\_\_\_\_

Signature \_\_\_\_\_  
Date \_\_\_\_\_

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OCT 29 2015

WV Department of  
Environmental Protection

WW-2A Coal Waiver

COAL OPERATOR, OWNER, OR LESSEE WAIVER

County Tyler  
Operator Alliance Petroleum Corporation Operator's Well Number Yellow Poplar 1 V-1

INSTRUCTIONS TO COAL OPERATOR, OWNER, OR LESSEE

To the coal operator, owner, or lessee named on page WW2-A. You are hereby notified that any objection you wish to make or are required to make by WV Code 22-6-15, 16 or 17, must be filed with the Chief of the Office of Oil and Gas within fifteen (15) days after the receipt of this application by the Office. Mail objections to:

Chief, Office of Oil and Gas  
Department of Environmental Protection  
601 57<sup>th</sup> St. SE  
Charleston, WV 25304  
(304) 926-0499 extension 1654

WAIVER

The undersigned coal operator \_\_\_\_/ owner \_\_\_\_/ lessee \_\_\_\_/ of the coal under this well location has examined this proposed well location. If a mine map exists which covers the area of well location, the well location has been added to the mine map. The undersigned has no objection to the work proposed to be done at this location, provided, the well operator has complied with all applicable requirements of the West Virginia Code and the governing regulations.

FOR EXECUTION BY A NATURAL PERSON

FOR EXECUTION BY A CORPORATION, ETC.

Signature	Date		Company Name By Its		Date
					Date
				Signature	Date

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Environmental Protection

11/20/2015



WW-2A1  
(Rev. 1/11)

Operator's Well Number Yellow Poplar 1 V-1

**INFORMATION SUPPLIED UNDER WEST VIRGINIA CODE  
Chapter 22, Article 6, Section 8(d)  
IN LIEU OF FILING LEASE(S) AND OTHER CONTINUING CONTRACT(S)**

Under the oath required to make the verification on page 1 of this Notice and Application, I depose and say that I am the person who signed the Notice and Application for the Applicant, and that –

- (1) the tract of land is the same tract described in this Application, partly or wholly depicted in the accompanying plat, and described in the Construction and Reclamation Plan;
- (2) the parties and recordation data (if recorded) for lease(s) or other continuing contract(s) by which the Applicant claims the right to extract, produce or market the oil or gas are as follows:

Grantor, Lessor, etc.	Grantee, Lessee, etc.	Royalty	Book/Page
<small>Donald K. Baker, a married man dealing in his sole and separate property</small>	Statoil USA Onshore Properties Inc	18%	443/806
Statoil USA Onshore Properties Inc	Alliance Petroleum Corporation		Unrecorded Farmout

**Acknowledgement of Possible Permitting/Approval  
In Addition to the Office of Oil and Gas**

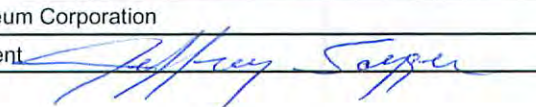
The permit applicant for the proposed well work addressed in this application hereby acknowledges the possibility of the need for permits and/or approvals from local, state, or federal entities in addition to the DEP, Office of Oil and Gas, including but not limited to the following:

- WV Division of Water and Waste Management
- WV Division of Natural Resources
- WV Division of Highways
- U.S. Army Corps of Engineers
- U.S. Fish and Wildlife Service
- County Floodplain Coordinator

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The applicant further acknowledges that any Office of Oil and Gas permit in no way overrides, replaces, or nullifies the need for other permits/approvals that may be necessary and further affirms that all needed permits/approvals should be acquired from the appropriate authority before the affected activity is initiated.

Well Operator:  
By: Its:

\_\_\_\_\_  
Alliance Petroleum Corporation  
Designated Agent 

11/20/2015



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## ASSIGNMENT AND CONVEYANCE

STATE OF WEST VIRGINIA §

COUNTY OF TYLER §

THIS ASSIGNMENT AND CONVEYANCE (this "Assignment"), is made and effective as of 8:00AM EST **November 13, 2015**. **Statoil USA Onshore Properties Inc.**, whose address is 2103 CityWest Boulevard Suite 800, Houston, TX 77042, who shall herein after be called "Grantor." For \$10.00 and other good and valuable consideration, the receipt and sufficiency of which are hereby acknowledged, and intending to be legally bound by this instrument, Grantor hereby ASSIGNS, TRANSFERS, and CONVEYS to **Alliance Petroleum Corporation** whose address is 4150 Belden Village Ave. NW, Suite 410, Canton, OH 44718-2553 and who shall herein after be called "Grantee", the following described properties, rights and interests located in Harrison and Tyler Counties, West Virginia:

All of Grantor's right, title and interest in the leases listed in Exhibit "A" ("Leases") attached hereto and made a part hereof, INsofar AND ONLY INsofar as the Leases cover the drilling unit identified in Exhibit "B" attached hereto and made a part hereof and only as to the depths specified in Exhibit "C" (the "Oil and Gas Properties");

SAVE AND EXCEPT, with respect to the Oil and Gas Properties, Grantor excepts from this Assignment and reserves to itself an overriding royalty interest (the "Retained Overriding Royalty"), payable out of all oil and gas, casinghead gas, condensate and other liquid or gaseous hydrocarbons (the "Hydrocarbons") produced, saved and sold from the Oil and Gas Properties, equal to the difference between (a) Twenty-Five Percent (25%) and (b) all lease and leasehold estate burdens affecting or burdening Grantor's interest in the Leases as of the effective date of this Assignment, subject to a maximum Retained Overriding Royalty of Ten Percent (10%), delivering to Grantee no less than a seventy-five percent (75%) net revenue Interest on an 8/8ths basis of all of the Hydrocarbons produced and saved from or attributable to the unit therefor and to the Leases to the extent included within such unit. The overriding royalty interest reserved by Assignor shall be subject to proportionate reduction if it is determined that the Leases cover less than 100% of the oil and gas mineral estate in the Lands.

The Oil and Gas Properties do not include claims, choses in action and similar rights to payment or performance, arising, occurring or existing in favor of Grantor prior to the date of this Assignment or arising out of the ownership or operation of the Properties prior to the date of this Assignment, including without limitation all contract rights, claims, receivables, payables, revenues, recoupment rights, recovery rights, accounting adjustments, mispayments, erroneous payments, or other claims of any nature relating and accruing to any time period prior to the date of this Agreement.

TO HAVE AND TO HOLD the Oil and Gas Properties unto Grantee, its successors and assigns, forever. Grantor does hereby warrant, in accordance with the Agreement, that title to the Oil and Gas Properties is free and clear of all liens, claims, security interests, mortgages, charges and encumbrances arising by, through or under Grantor, but not otherwise. Grantee is hereby subrogated to all covenants

11/20/2015



and warranties of title by third parties given or made to Grantor or their predecessors in title in respect to any of the Oil and Gas Properties.

This Conveyance is made subject to the Farmout Agreement, which contains certain representations, warranties and agreements between the parties concerning the Oil and Gas Properties, some of which may survive the delivery of this Conveyance, as provided in the Farmout Agreement, and are incorporated into this Conveyance as if restated in full in this Conveyance. Notwithstanding the foregoing, third parties may conclusively rely on this Conveyance to vest title to the Properties in Grantee. In the event of any conflict between this Assignment and the Agreement, the terms set forth in the Agreement will prevail.

Grantor will sign, acknowledge, and deliver to Grantee, from time to time, all such other and additional conveyances, instruments, notices, division orders, transfer orders, releases, acquittances, and other documents, and will do all such other and further acts and things as may be reasonably necessary to more fully and effectively grant, convey and assign the Oil and Gas Properties to Grantee.

This Assignment may be signed in multiple counterparts, all of which are identical and constitute one and the same instrument.

[Signature pages follow.]

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GRANTOR:

STATOIL USA ONSHORE PROPERTIES INC.

Arthur Boehm Jr  
By: Arthur Boehm, Jr.  
It's: Authorized Person

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GRANTEE:

ALLIANCE PETROLEUM CORPORATION

Dora L. Silvis  
By: Dora L. Silvis  
It's: Executive Vice President and Chief Operating Officer

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NOV 20 2015

STATE OF TEXAS

COUNTY OF Harris

This instrument was acknowledged before me on this 16<sup>th</sup> day of November, 2015 by Arthur Boehm Jr as Authorized Person of STATOIL USA ONSHORE PROPERTIES INC., a Delaware corporation, on behalf of said corporation and in the capacities herein expressed.



Jessica Gorman  
Notary Public

My Commission Expires

STATE OF OHIO

COUNTY OF STARK



This instrument was acknowledged before me on this 17 day of November, 2015 by Dora L. Silvis, as Executive Vice President and Chief Operating Officer of ALLIANCE PETROLEUM CORPORATION a Georgia corporation, on behalf of said corporation and in the capacities herein expressed.

*Tobil Kintz*

Notary Public

My Commission Expires: 3-2-19



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"EXHIBIT A"

Attached to and by reference made a part thereof, that certain Assignment and Conveyance dated November 13, 2015, from Statoil USA Onshore Properties Inc. to Alliance Petroleum Corporation

Index#	Lessor	Original Lessee	Effective Date	Recording Date	Recording Info - Book	Recording Info - Page	State	County	District/Township	Tax Map #	Parcel#	Gross Acres
404	Ronald L. Hoover and Linda Woodburn Hoover	Tsar-WV, LLC	4/28/2011	5/6/2011	384	149	WV	Tyler	Ellsworth	21	20	95.500
404	Margaret Conaway Torok	PetroEdge	5/17/2012	8/31/2012	400	187	WV	Tyler	Ellsworth	21	20	95.500
404	Charles Conaway	PetroEdge	6/8/2012	6/26/2012	397	580	WV	Tyler	Ellsworth	21	20	95.500
404	Gale Ezra Hought, Jr.	PetroEdge	5/9/2012	6/18/2012	397	337	WV	Tyler	Ellsworth	21	20	95.500
404	Arnold Schulberg	PetroEdge	6/8/2012	7/12/2012	398	53	WV	Tyler	Ellsworth	21	20	95.500
412	Robert A. Smith	PetroEdge	2/8/2013	3/20/2013	410	819	WV	Tyler	Ellsworth	21	3	60.464
412	Darrell Eugene Whaley	PetroEdge	2/6/2013	3/8/2013	409	442	WV	Tyler	Ellsworth	21	3	60.464
412	Douglas O. and Monna K. Cooper	PetroEdge	3/24/2013	4/3/2013	412	78	WV	Tyler	Ellsworth	21	3	60.464
412.1	Robert A. Smith	PetroEdge	2/8/2013	3/20/2013	410	819	WV	Tyler	Ellsworth	21	4	1.036
412.1	Darrell Eugene Whaley	PetroEdge	2/6/2013	3/6/2013	409	442	WV	Tyler	Ellsworth	21	4	1.036
412.1	Martha E. Rubie and Timothy Rubie	Statoil USA Onshore Properties Inc.	5/21/2014	10/31/2014	460	464	WV	Tyler	Ellsworth	21	4	1.036
796	Jeffery A. and Debra J. Baker	Statoil USA Onshore Properties Inc.	6/23/2014	8/16/2014	447	53	WV	Tyler	Ellsworth	21	2.1	34.550
797	Donald K. Baker	Statoil USA Onshore Properties Inc.	6/10/2014	5/6/2014	443	806	WV	Tyler	Ellsworth	21	2	130.450
802	Donald K. Baker	Statoil USA Onshore Properties Inc.	6/10/2014	5/6/2014	443	809	WV	Tyler	Ellsworth	15	21.1	72.000

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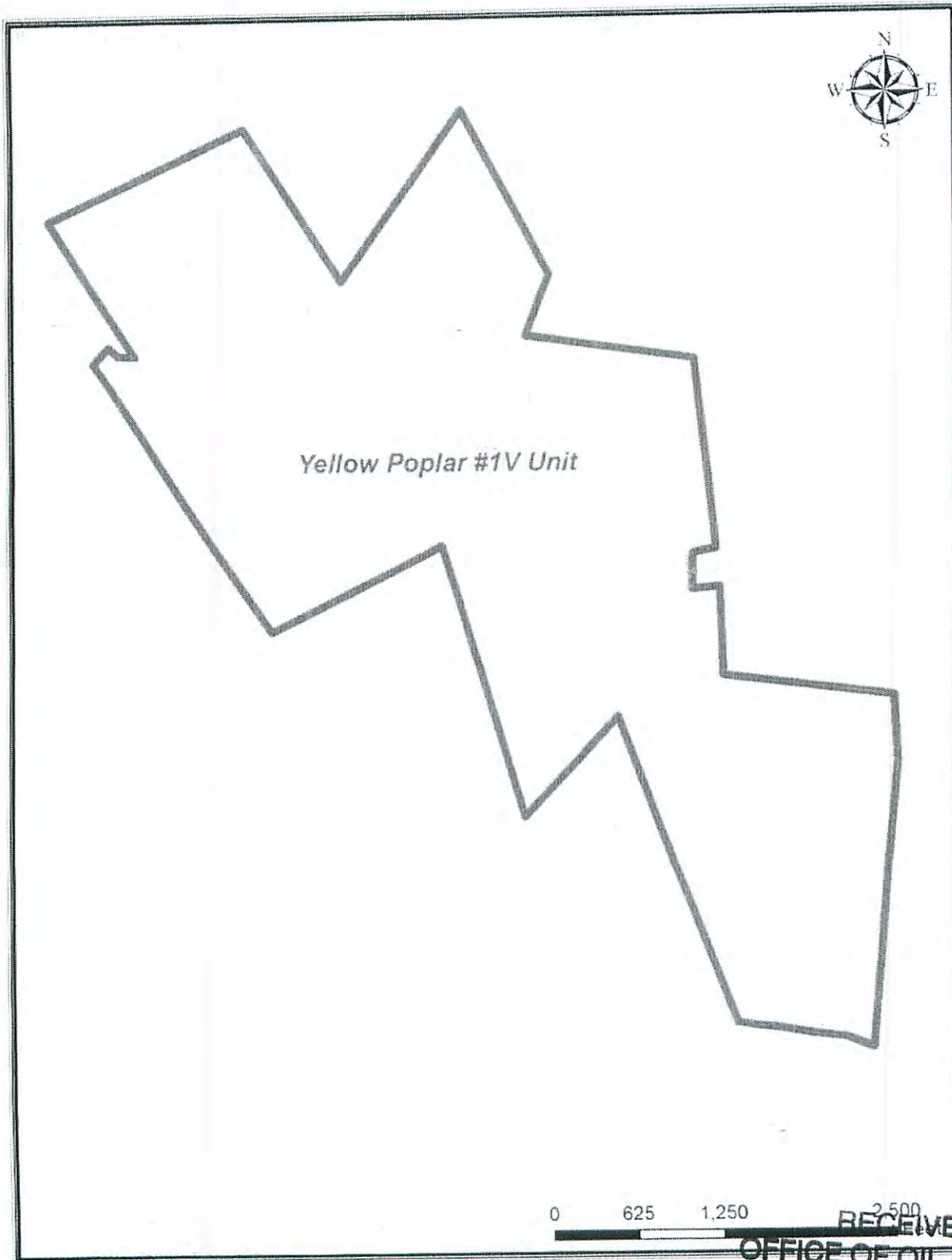
**NOV 18 2015**

9502323



**"EXHIBIT B"**

Attached to and by reference made a part thereof, that certain Assignment and Conveyance dated November 13, 2015, from Statoil USA Onshore Properties Inc. to Alliance Petroleum Corporation;



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NOV 18 2015

11/20/2015

**"EXHIBIT C"**

Attached to and by reference made a part thereof, that certain Assignment and Conveyance dated November 13, 2015, from Statoil USA Onshore Properties Inc. to Alliance Petroleum Corporation:

**DEPTHS ASSIGNED:**

Insofar and only Insofar as the Leases described on "Exhibit A" cover all depths above 500 feet above the Top of the Geneseo Formation at the stratigraphic equivalent of 6,386 feet as found in the AB Resources PA, LLC gamma ray Log for the Francis #1 (API No. 47-051-1190) well located in the Clay District of Marshall County, West Virginia, to the extent Assignor has ownership interests in such depths (the "Applicable Depths"), recognizing that the actual depth will vary across such oil, gas and mineral leases (collectively, but subject to such exclusion, the "Leasehold Interests").

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NOV 18 2015



WW-2B1  
(5-12)

Well No. Yellow Poplar 1 V-1

West Virginia Department of Environmental Protection  
Office of Oil and Gas

NOTICE TO SURFACE OWNERS

The well operator named below is preparing to file for a permit from the state to drill a new well. Before a well work permit can be filed with the Chief of the Office of Oil and Gas, the well operator is required to have given notice of the right to request water well or spring analytical testing. This notice shall be given to the owners or occupants of land which have a water well or spring being utilized for human consumption, domestic animals, or other general use and which is located within 1000 feet of the proposed well site.

With this form, the operator is giving you notice of your right to request analytical testing. The operator is required to sample and analyze the water wells or springs of all owners or occupants who request it. Therefore, if you wish to have your water well or spring tested, contact the operator named below.

All sampling shall be completed prior to drilling. Within thirty (30) days of the receipt of such sample analyses the operator shall submit the results to the Chief of the Office of Oil and Gas and to the owners or occupants who may have requested them.

Be advised, you have the right to sample and analyze any water supply at your own expense.

Listed below is the laboratory chosen by operator to perform analysis, and contactor chosen to collect sample.

Certified Laboratory Name	<u>Fairway Laboratories</u>
Sampling Contractor	<u>Jericho Land Resources</u>

Well Operator	<u>Alliance Petroleum Corporation</u>
Address	<u>4150 Belden Village Avenue, Suite 410</u>
	<u>Canton, OH 44718</u>
Telephone	<u>(330) 493-0440</u>

FOR OPERATOR'S USE ONLY: Below, or on an attached page, list those persons which were given this notice. Place an asterisk beside the one(s) that contacted you and requested sampling and analyses. If there were no requests made, indicate by underling which one you have selected to sample and analyze. If there are no water wells or springs within 1000 feet of the proposed site, the Chief may require the operator to test wells up to 2000 feet from the proposed site.

See Attached

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Office of Oil and Gas  
OCT 29 2015  
WV Department of  
Environmental Protection

11/20/2015  
10/28/15



WELL OPERATOR: Alliance Petroleum Corporation  
WELL OPERATOR #: Yellow Poplar 1 V-1

*Notice to Surface Owner or Resident*

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The initial mapping review of the area surrounding the proposed well site revealed the below listed surface owner(s) that was potentially utilizing groundwater (potable) for consumption or other purposes within 2,000' radius of the proposed well site. The following surface owner(s) will be notified of the opportunity to request a water sample should it be necessary. *\*Please note that the following information listed below could be subject to change upon further field inspection.*

**Surface Owner or Resident Notified:**

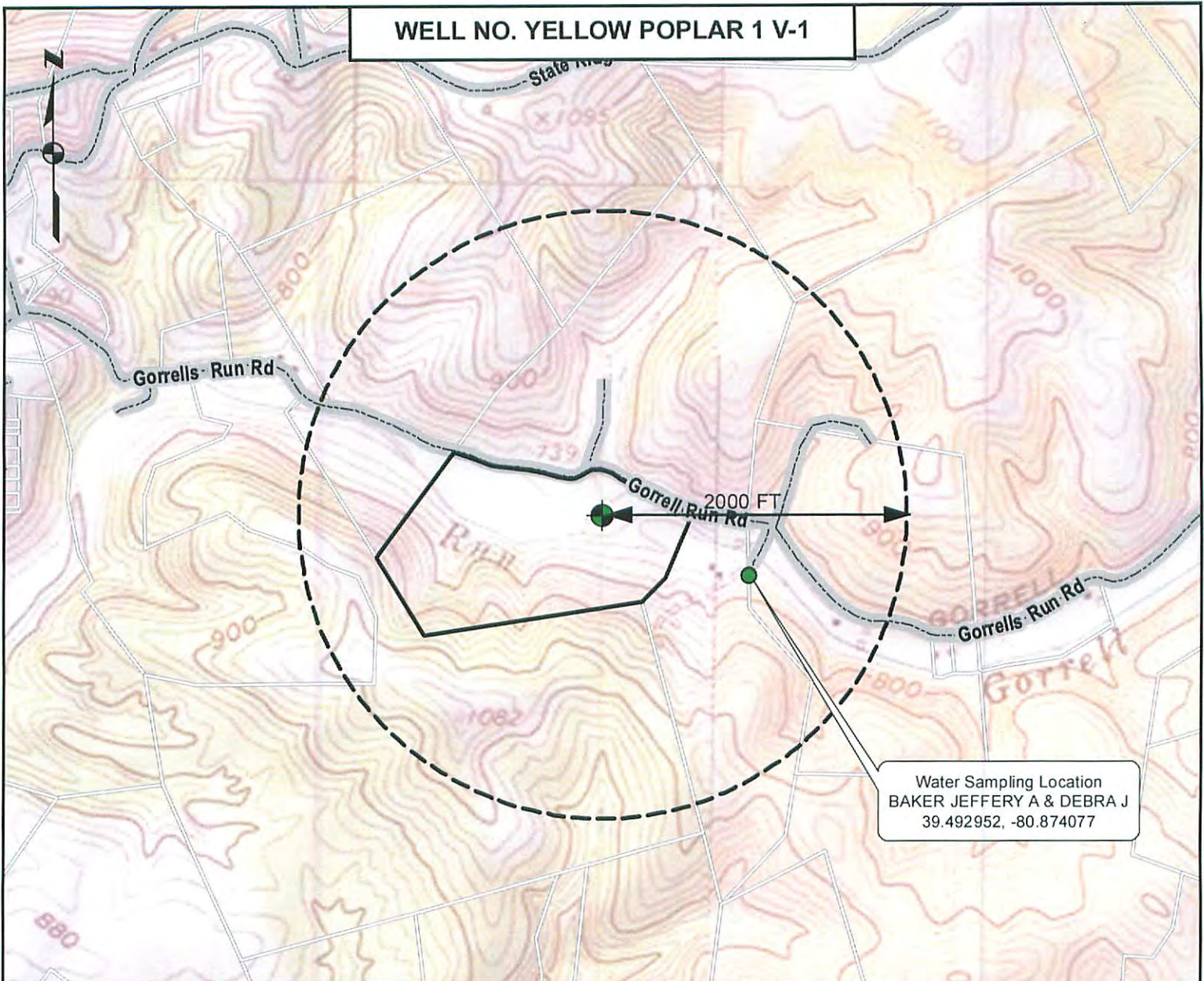
Owner: Jeffrey A. & Debra J. Baker  
Address: 1640 Gorrels Run Rd., Middlebourne, WV 26149  
Phone: (304) 758-4714  
Comments: Tax Parcel # 02-21-2.1

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Office of Oil and Gas  
OCT 29 2015  
WV Department of  
Environmental Protection

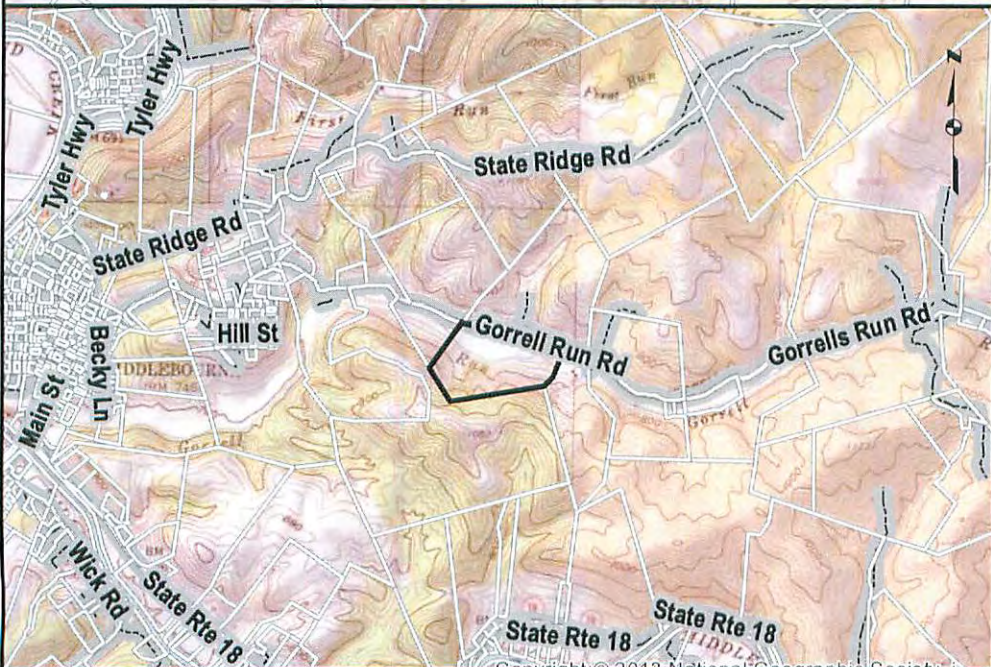
11/20/2015



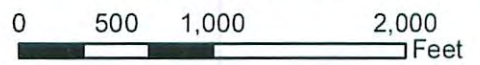
WELL NO. YELLOW POPLAR 1 V-1



Water Sampling Location  
 BAKER JEFFERY A & DEBRA J  
 39.492952, -80.874077



1 inch = 1,000 feet



ALL ROADS SHOWN HEREON ARE EXISTING UNLESS OTHERWISE NOTED AND SHALL BE MAINTAINED IN ACCORDANCE WITH WV D.E.P. OIL AND GAS BMP MANUAL. ENTRANCES AT COUNTY/STATE ROADS SHALL BE MAINTAINED IN ACCORDANCE WITH WV D.O.T. REGULATION. SEPARATE PERMITS MAY BE REQUIRED BY THE WV D.O.T.

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EARTHWORK CONTRACTORS ARE RESPONSIBLE FOR NOTIFICATION TO THE OPERATOR AND INSPECTOR PRIOR TO ANY DEVIATION FROM THIS PLAN.

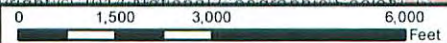
TEMPORARY SEED & MULCH ALL SLOPES AFTER CONSTRUCTION OF LOCATION.

CUT & STACK ALL MARKETABLE TIMBER

STACKED BRUSH MAY BE USED FOR SEDIMENT CONTROL.

APPLICATIONS FOR SEPARATE A.L.C. PERMITS ON THE ACCESS ROAD AND STREAM CROSSINGS HAVE BEEN PREPARED IF APPLICABLE.

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 OCT 29 2015  
 WV Department of  
 Environmental Protection



TOPO SECTION OF MIDDLEBOURNE 7.5 USGS TOPO QUADRANGLE

MAG  
 11/20/2015



WW-9  
(2/15)

API Number 47 - 095 - \_\_\_\_\_  
Operator's Well No. Yellow Poplar 1 V-1

STATE OF WEST VIRGINIA  
DEPARTMENT OF ENVIRONMENTAL PROTECTION  
OFFICE OF OIL AND GAS

FLUIDS/ CUTTINGS DISPOSAL & RECLAMATION PLAN

Operator Name Alliance Petroleum Corporation OP Code 305762

Watershed (HUC 10) Outlet Middle Island Creek Quadrangle Middlebourne 7.5'

Do you anticipate using more than 5,000 bbls of water to complete the proposed well work? Yes  No

Will a pit be used? Yes  No

If so, please describe anticipated pit waste: Drill Cuttings - Soap - Brine

Will a synthetic liner be used in the pit? Yes  No  If so, what ml.? 60

Proposed Disposal Method For Treated Pit Wastes:

- Land Application
- Underground Injection ( UIC Permit Number \_\_\_\_\_ )
- Reuse (at API Number \_\_\_\_\_ )
- Off Site Disposal (Supply form WW-9 for disposal location)
- Other (Explain \_\_\_\_\_)

MAG  
10/28/15

Will closed loop system be used? If so, describe: N/A

Drilling medium anticipated for this well (vertical and horizontal)? Air, freshwater, oil based, etc. Air

-If oil based, what type? Synthetic, petroleum, etc. N/A

Additives to be used in drilling medium? Soap - KCL - Clay Stabilizer

Drill cuttings disposal method? Leave in pit, landfill, removed offsite, etc. Leave in pit

-If left in pit and plan to solidify what medium will be used? (cement, lime, sawdust) Lime

-Landfill or offsite name/permit number? \_\_\_\_\_

Permittee shall provide written notice to the Office of Oil and Gas of any load of drill cuttings or associated waste rejected at any West Virginia solid waste facility. The notice shall be provided within 24 hours of rejection and the permittee shall also disclose where it was properly disposed.

I certify that I understand and agree to the terms and conditions of the GENERAL WATER POLLUTION PERMIT issued on August 1, 2005, by the Office of Oil and Gas of the West Virginia Department of Environmental Protection. I understand that the provisions of the permit are enforceable by law. Violations of any term or condition of the general permit and/or other applicable law or regulation can lead to enforcement action.

I certify under penalty of law that I have personally examined and am familiar with the information submitted on this application form and all attachments thereto and that, based on my inquiry of those individuals immediately responsible for obtaining the information, I believe that the information is true, accurate, and complete. I am aware that there are significant penalties for submitting false information, including the possibility of fine or imprisonment.

Company Official Signature *Jeffrey Sayger*  
Company Official (Typed Name) Jeffrey Sayger  
Company Official Title Designated Agent

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OCT 29 2015

Subscribed and sworn before me this 29 day of October, 20 15

*Tim Maclauchlan*  
My commission expires 4/14/2018

Notary Public, State of Ohio  
Tim Maclauchlan  
Notary Public, State of Ohio  
My Commission Expires 04/14/2018  
11/20/2015





Form WW-9

Operator's Well No. Yellow Poplar 1 V-1

Alliance Petroleum Corporation

Proposed Revegetation Treatment: Acres Disturbed 2.0 Prevegetation pH 6.5

Lime 3 Tons/acre or to correct to pH 6.5

Fertilizer type 10 - 20 - 10

Fertilizer amount 667 lbs/acre

Mulch 2 (Hay) Tons/acre

Seed Mixtures

Temporary		Permanent	
Seed Type	lbs/acre	Seed Type	lbs/acre
KY-31	40	Orchard Grass	15
Alsike Colver	5	Alsike Clover	5
Annual Rye	15		

Attach:

Drawing(s) of road, location, pit and proposed area for land application (unless engineered plans including this info have been provided)

Photocopied section of involved 7.5' topographic sheet.

Plan Approved by: Michael Daff

Comments: Preseed & mulch any disturbed areas per WV DEP regulations. Maintain & upgrade I-r-s as necessary.

Title: Oil & Gas Inspector

Date: 10/28/15 RECEIVED

Field Reviewed?  Yes  No

Office of Oil and Gas

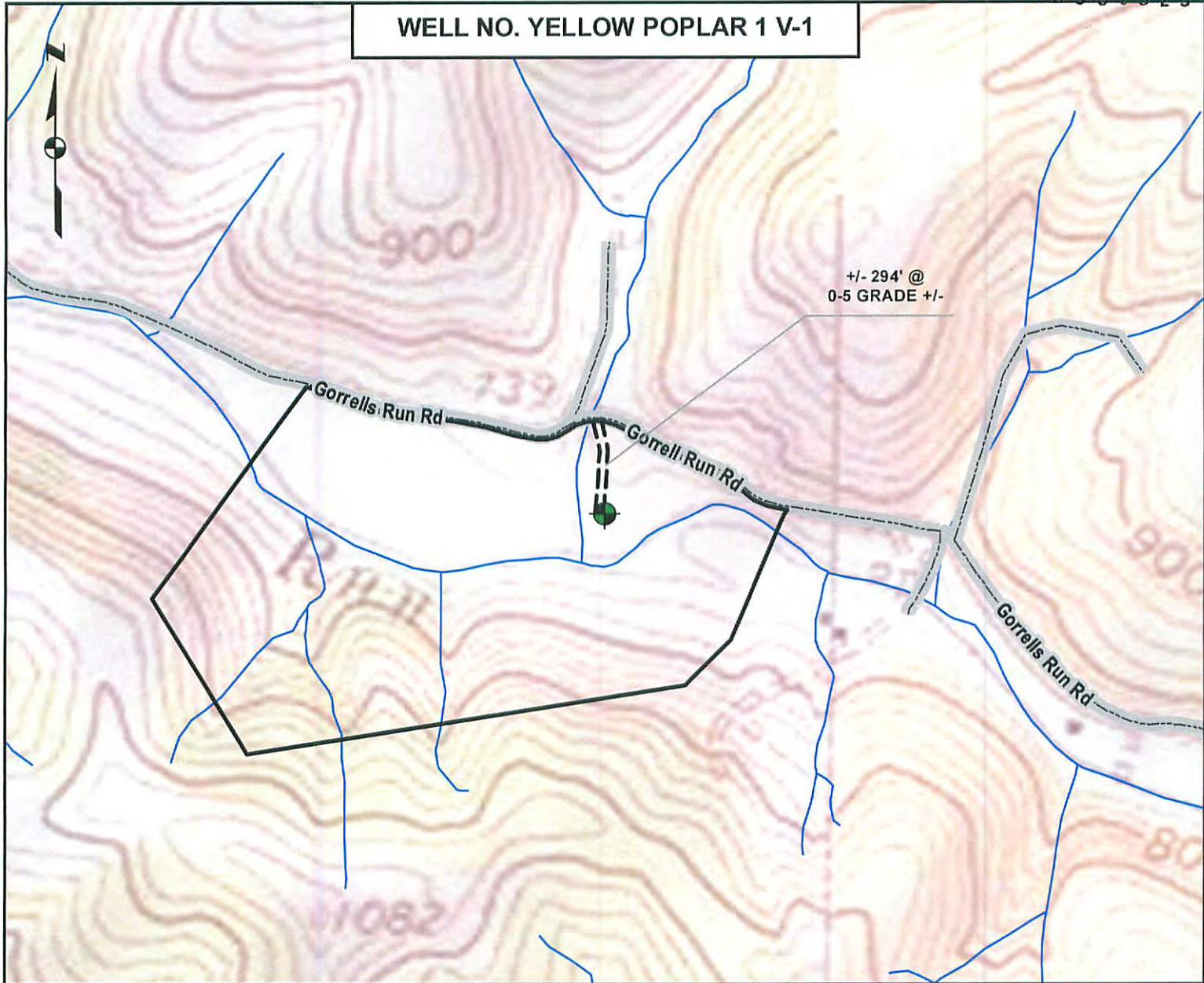
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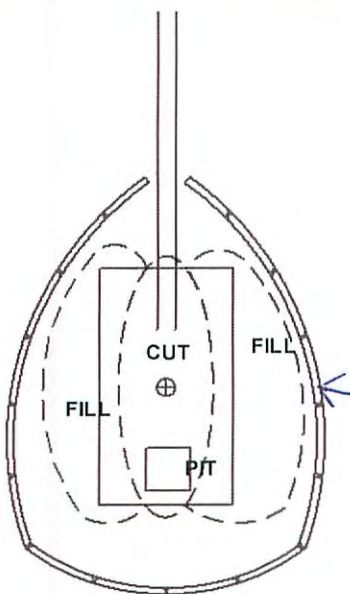
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WELL NO. YELLOW POPLAR 1 V-1



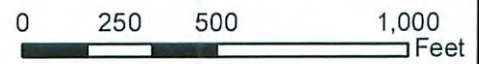
DETAIL SKETCH



*super silt around pad*

*MAG 10/28/15*

1 inch = 500 feet



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OCT 29 2015

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WV Department of Environmental Protection

NOT TO SCALE

TOPO SECTION OF MIDDLEBOURNE 7.5 USGS TOPO QUADRANGLE



690' →  
 LATITUDE 39°30'00"  
 → LONGITUDE 80°52'00"  
 2152'

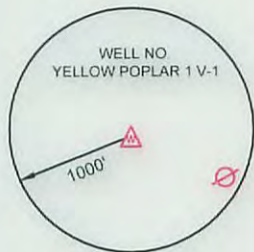
**WELL NO.**  
**YELLOW POPLAR 1 V-1**



**LEGEND**

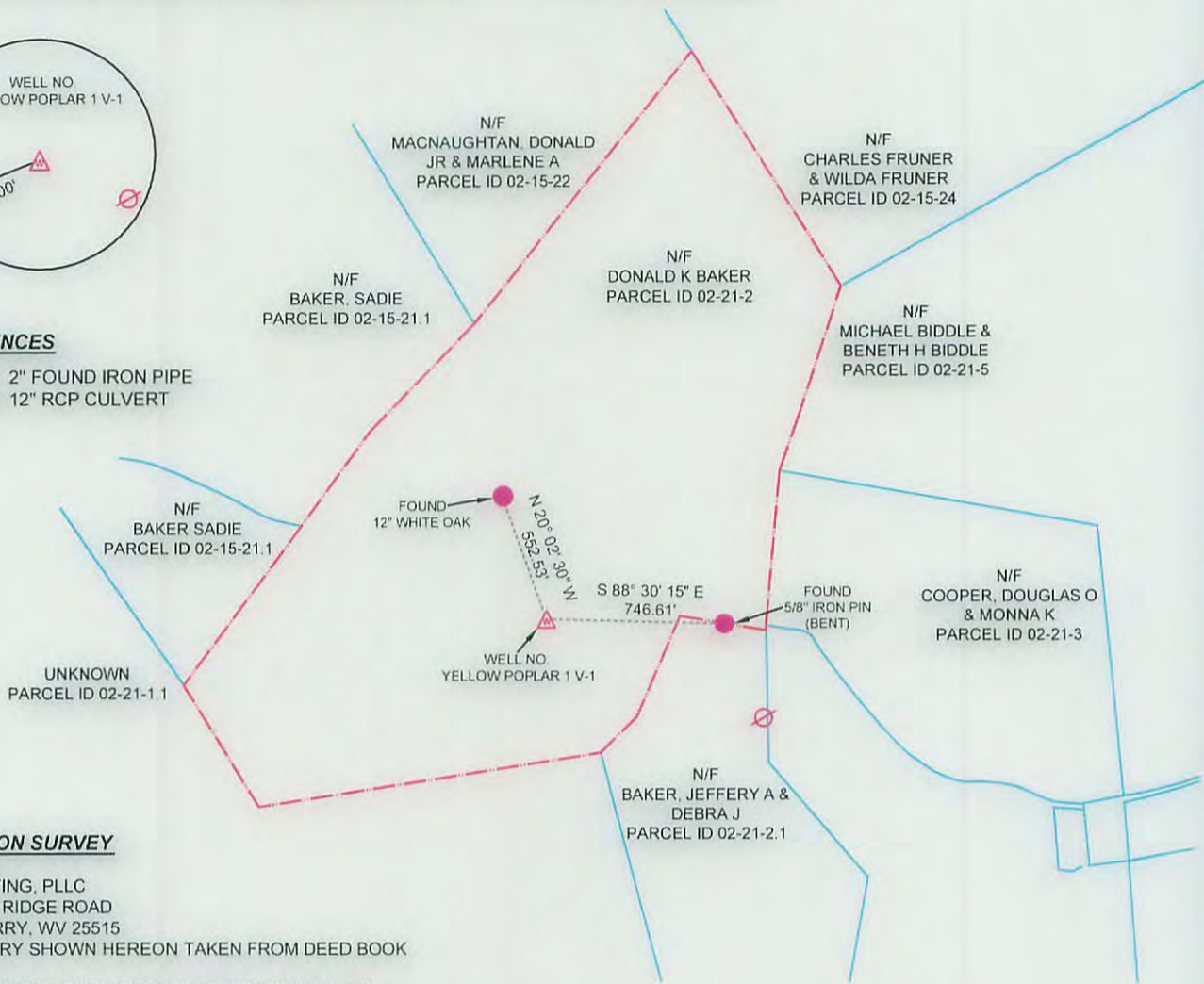
- PROPERTY CORNER (STONE)
- PROPERTY CORNER (IRON PIN OR PIPE)
- WELL NO. YELLOW POPLAR 1 V-1 (PROPOSED)
- 12" WHITE OAK
- EXISTING WATER WELL
- LEASE LINE
- SURFACE LINE

NAD'83 GEO. (DD°MM'SS.SS") N. 39° 29' 39" W. 80° 52' 38"  
 NAD'83 DECIMAL DEGREES N. 39.49406° W. 80.87733°  
 NAD'83 UTM (M) ZONE 17 NORTH N. 4371612.88 E. 510548.17  
 NAD'83 S.P.C. (W.V. NORTH ZONE- USFT) N.365045.19 E.1579828.33



**LOCATION REFERENCES**

N 37° 52' 36" W 360.78' 2" FOUND IRON PIPE  
 N 23° 46' 15" W 316.85' 12" RCP CULVERT



**NOTES ON SURVEY**

1. PREPARED BY:  
 BLAINE SURVEYING, PLLC  
 9188 REDMOND RIDGE ROAD  
 GALLIPOLIS FERRY, WV 25515
2. LEASE BOUNDARY SHOWN HEREON TAKEN FROM DEED BOOK 208 PAGE 280.
3. THIS IS NOT A BOUNDARY SURVEY. SURFACE OWNER AND ADJOINER INFORMATION TAKEN FROM THE ASSESSOR AND COUNTY CLERK RECORDS OF TYLER COUNTY IN SEPTEMBER 2015

MINIMUM DEGREE FILE #: YELLOW  
 OF ACCURACY: POPLAR 1 V-1  
 SUB-METER SCALE: 1" = 800'

HORIZONTAL AND VERTICAL CONTROL DETERMINED BY:  
DGPS (MAPPING GRADE TIE TO CORS NETWORK)



I, THE UNDERSIGNED, HEREBY CERTIFY THAT THIS PLAT IS CORRECT TO THE BEST OF MY KNOWLEDGE AND BELIEF AND SHOWS ALL THE INFORMATION REQUIRED BY LAW AND THE REGULATIONS ISSUED AND DESCRIBED BY THE DEPARTMENT OF ENVIRONMENTAL PROTECTION

Signed: Jonathan Blaine  
 L.L.S.: #2220 DATE: 10/28/15

(+) DENOTES LOCATION OF WELL ON UNITED STATES TOPOGRAPHIC MAPS

DATE: MARCH 31, 2014  
REVISED, 2014

OPERATORS WELL NO. YELLOW POPLAR 1 V-1

API WELL NO. 47 095 02323  
 STATE COUNTY PERMIT

STATE OF WEST VIRGINIA  
 DIVISION OF ENVIRONMENTAL PROTECTION  
 OFFICE OF OIL AND GAS



WELL TYPE: OIL \_\_\_ GAS X LIQUID INJECTION \_\_\_ WASTE DISPOSAL \_\_\_ IF "GAS" PRODUCTION X STORAGE \_\_\_ DEEP \_\_\_ SHALLOW X  
 LOCATION:

ELEVATION: 729' WATERSHED: OUTLET MIDDLE ISLAND CREEK

DISTRICT: ELLSWORTH COUNTY: TYLER QUADRANGLE: MIDDLEBOURNE 7.5'

SURFACE OWNER: DONALD K BAKER ACREAGE: 130.45 +/-

ROYALTY OWNER: DONALD K BAKER ACREAGE: 130.45 +/-

PROPOSED WORK: LEASE NO. 11/20/2015

DRILL X CONVERT \_\_\_ DRILL DEEPER \_\_\_ REDRILL \_\_\_ FRACTURE OR STIMULATE X PLUG OFF OLD \_\_\_

FORMATION \_\_\_ PERFORATE NEW FORMATION \_\_\_ PLUG AND ABANDON \_\_\_ CLEAN OUT AND REPLUG \_\_\_ OTHER \_\_\_

PHYSICAL CHANGE IN WELL (SPECIFY) \_\_\_ TARGET FORMATION: BENSON

ESTIMATED DEPTH: TVD 4750'

WELL OPERATOR: ALLIANCE PETROLEUM CORPORATION  
 ADDRESS: 4150 BELDEN VILLAGE AVE NW SUITE 410  
CANTON, OH 44718-2553

DESIGNATED AGENT: JEFFREY SAYGER  
 ADDRESS: 16 FOX HILL TERRACE  
PARKERSBURG WV 26101

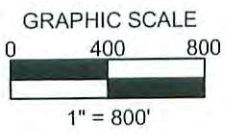


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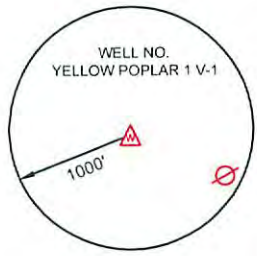
LONGITUDE 80°52'30"

**WELL NO.  
YELLOW POPLAR 1 V-1**



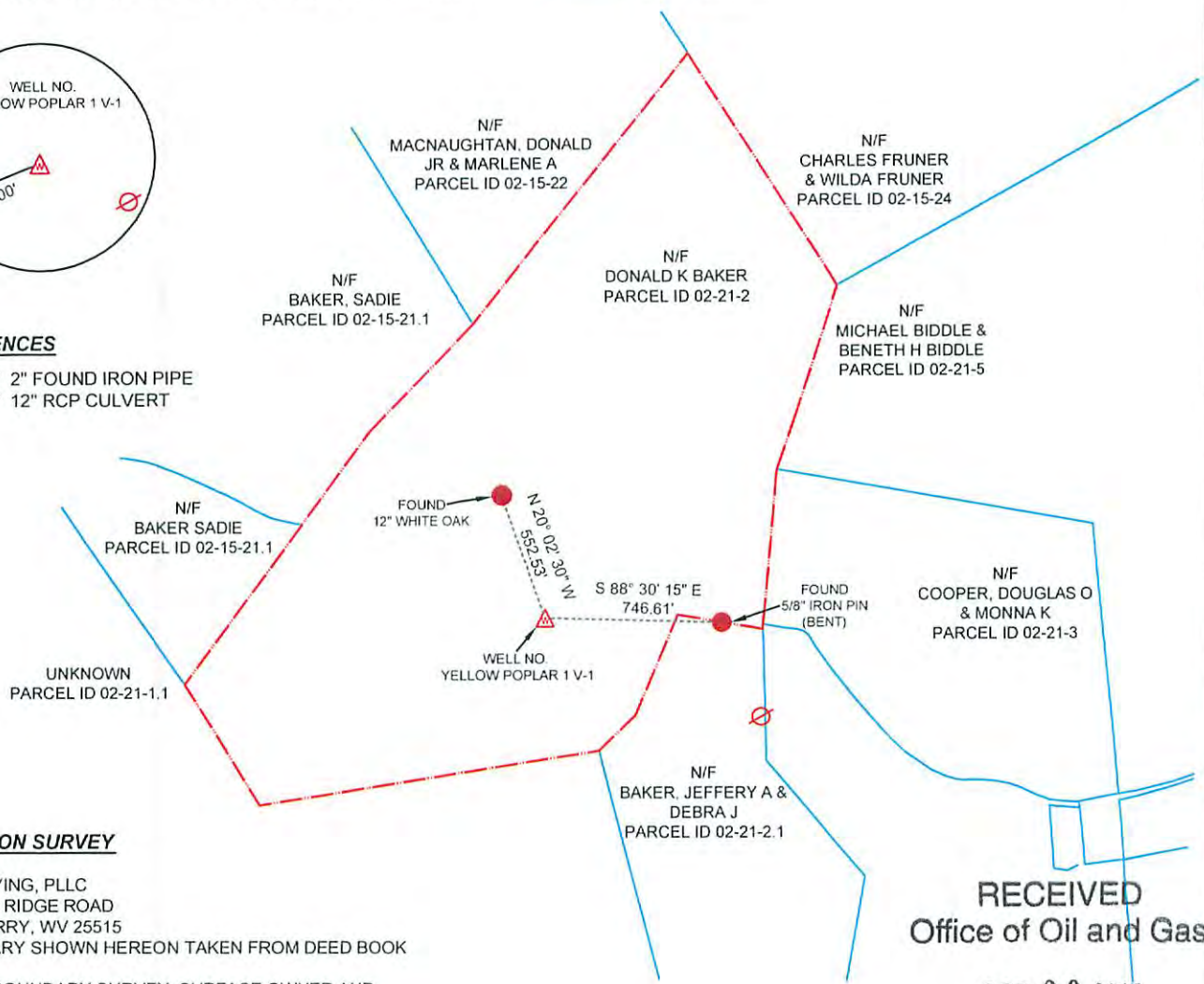
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