



west virginia department of environmental protection

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

October 10, 2014


WELL WORK PERMIT
Horizontal 6A Well

This permit, API Well Number: 47-4902338, issued to XTO ENERGY, INC., 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: FENN A 3H
Farm Name: XTO ENERGY, INC.
API Well Number: 47-4902338
Permit Type: Horizontal 6A Well
Date Issued: 10/10/2014

Promoting a healthy environment.

10/10/2014

PERMIT CONDITIONS

West Virginia Code § 22-6A-8(d) 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

1. This proposed activity may require permit coverage from the United States Army Corps of Engineers (USACE). Through this permit, you are hereby being advised to consult with USACE regarding this proposed activity.
2. 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 § 22-6A-5a (12), 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.
3. When compacting fills, each lift before compaction shall not be more than 12 inches in height, and the moisture content of the fill material shall be within limits as determined by the Standard Proctor Density test of the actual soils used in specific engineered fill, ASTM D698, Standard Test Method for Laboratory Compaction Characteristics of Soil Using Standard Effort, to achieve 95 % compaction of the optimum density. Each lift shall be tested for compaction, with a minimum of two tests per lift per acre of fill. All test results shall be maintained on site and available for review.
4. Operator shall install signage per § 22-6A-8g (6) (B) at all source water locations included in their approved water management plan within 24 hours of water management plan activation.
5. Oil and gas water supply wells will be registered with the Office of Oil and Gas and all such wells will be constructed and plugged in accordance with the standards of the Bureau for Public Health set forth in its Legislative rule entitled *Water Well Regulations*, 64 C.S.R. 19. Operator is to contact the Bureau of Public Health regarding permit requirements. In lieu of plugging, the operator may transfer the well to the surface owner upon agreement of the parties. All drinking water wells within fifteen hundred feet of the water supply well shall be flow tested by the operator upon request of the drinking well owner prior to operating the water supply well.
6. Pursuant to the requirements pertaining to the sampling of domestic water supply wells/springs the operator shall, no later than thirty (30) days after receipt of analytical data provide a written copy to the Chief and any of the users who may have requested such analyses.
7. If any explosion or other accident causing loss of life or serious personal injury occurs in or about a well or well work on a well, the well operator or its contractor shall give notice, stating the particulars of the explosion or accident, to the oil and gas inspector and the Chief, within 24 hours of said accident.
8. During the casing and cementing process, in the event cement does not return to the surface, the oil and gas inspector shall be notified within 24 hours.
9. Operator shall provide the Office of Oil & Gas notification of the date that drilling commenced on this well. Such notice shall be provided by sending an email to DEPOOGNotify@wv.gov within 30 days of commencement of drilling.

CK 7562166
515000

WW-6B
(9/13)

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

49 3 606

1) Well Operator: XTO Energy Inc. 494487940 Marion Lincoln Shinnston 7.5'
Operator ID County District Quadrangle

2) Operator's Well Number: Fenn A 3H Well Pad Name: Fenn Pad

3) Farm Name/Surface Owner: XTO Energy Inc. Public Road Access: Marion County Rt. 48

4) Elevation, current ground: 1252' Elevation, proposed post-construction: 1252'

5) Well Type (a) Gas Oil Underground Storage
Other

(b) If Gas Shallow Deep
Horizontal

6) Existing Pad: Yes or No Yes

7) Proposed Target Formation(s), Depth(s), Anticipated Thickness and Associated Pressure(s):
Target Formation: Marcellus, Depth 7,350', Anticipated Thickness: 150', Associated pressure: 4,650 psi

8) Proposed Total Vertical Depth: 7,486'

9) Formation at Total Vertical Depth: Marcellus

10) Proposed Total Measured Depth: 14,790'

11) Proposed Horizontal Leg Length: 6,790'

12) Approximate Fresh Water Strata Depths: 406'

13) Method to Determine Fresh Water Depths: Offsetting Reports

14) Approximate Saltwater Depths: None

15) Approximate Coal Seam Depths: 412' & 461'

16) Approximate Depth to Possible Void (coal mine, karst, other): 412' see void encounter attached

17) Does Proposed well location contain coal seams directly overlying or adjacent to an active mine? Yes No -LKC

(a) If Yes, provide Mine Info: Name: _____
Depth: _____
Seam: _____
Owner: _____

WPH
7-15-14

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Environmental Protection

Fenn A 3H – Void Encounter

We will nipple up an annular preventer to be able to handle any flow should we encounter a void. We expect to encounter a void at ~412' GL where the Pittsburgh Coal seam has been removed. We plan to set 13 3/8" casing as a surface/coal protective string ~50' below the base of this void.

We will run a cement basket on the casing to be above the void.

We will cement the bottom of the casing in place as a balance job, then do a top out job on the annulus above the mine.

Once cemented in place, we will continue on with our normal casing design, which would be to set 9 5/8" intermediate casing at ~3000'.

Derek Sanderson

Drilling Engineer

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WW-6B
(9/13)

18)

CASING AND TUBING PROGRAM

TYPE	Size	New or Used	Grade	Weight per ft. (lb/ft)	FOOTAGE: For Drilling	INTERVALS: Left in Well	CEMENT: Fill-up (Cu. Ft.)
Conductor	24"	New	B	95#	80'	80'	120 cuft - C.T.S
Fresh Water	13 3/8"	New	H-40	48#	460'	460'	500 cuft - C.T.S.
Coal							
Intermediate	9 5/8"	New	J-55	36#	3,000'	3,000'	Lead 700/Tail 700' - C.T.S.
Production	5 1/2"	New	CYP-110	20#	14,790'	14,790'	Lead 1500/Tail 1400'
Tubing							
Liners							

*WRH
7-15-14*

TYPE	Size	Wellbore Diameter	Wall Thickness	Burst Pressure	Cement Type	Cement Yield (cu. ft./k)
Conductor	24"	28"	0.375"	960	Type 1	1.19
Fresh Water	13 3/8"	17.5"	0.33"	1,730	Type 1	1.19
Coal						
Intermediate	9 5/8"	12.25"	0.352"	3,520	Type 1	Lead 1.26/Tail 1.19
Production	5 1/2"	8.75" / 7.875"	0.361"	12,640	Ld 50:50 POZ/H/Tail Class H	Lead 1.11/Tail 1.19
Tubing						
Liners						

PACKERS

Kind:				
Sizes:				
Depths Set:				

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49-02338

Fenn A 3H Detailed Casing and Cementing Program

Type	Hole Size (Inches)	Casing Design/Program								Cementing Program			
		Csg Size (In)	Length (ft)	Top/Bottom of String	Grade	Weight (ppf)	Wall Thickness	Burst Pressure Rating	Centralizer Placement	Type	Yield (cu. ft/sk)	Additives (trade names are Baker Hughes)	Estimated Volume (cu. ft.)
Conductor	28	24	80	0' / 80'	B	95	0.375	900	none	Type 1	1.19	none	120
Coal	22	18	180	TBD	TBD	TBD	TBD	TBD	TBD	TBD	TBD	TBD	TBD
Surface / Fresh Water	17.5	13 3/8	480	0' / 480'	H-40	48	0.33"	1730	1-6" above float shoe 1-at float collar 1-every 4th ft to surface	Tail -Type 1	1.19	Calcium chloride, Super Flake	500
Intermediate	12.25	9 5/8	3000	0' / 3000'	J-55	30	0.352"	3520	1-6" above float shoe 1-at float collar 1-every 4th ft to surface	Lead-Type 1	1.26	Calcium Chloride, Super Flake	700
										Tail -Type 1	1.19	Calcium chloride, Super Flake	700
Production	8.75/ 7.875	5 1/2	14,790	0' / 14790'	CVP-110	20	0.361"	12640	every 2nd joint from TOC to TD	Lead: 50.50 POZH	1.11	R-3, FP-12L, CD-32, FL-52, ASA-301, SMS, FL-62, BA-10A	1500
										Tail: Class H	1.19	R-3, FP-12L, CD-32, FL-52, ASA-301, SMS, FL-62, BA-10A	1400
Tubing													
Liners													

Fenn A 3H Proposed Wellbore Conditioning Procedures

Hole Section	Hole Size	Drilling Fluid	Condition Procedures			
			Drilling	At TD	Running Casing	Prior to Cementing
Conductor	28	Air/Water	Hole will be circulated with high pressure air	Hole will be blown clean with air prior to pulling out of hole to run casing	Hole will be filled with fluid and circulated to surface if conditions require	Casing will be filled with fluid and returns taken at surface prior to pumping cement
Coal	22	Air/Water	Hole will be circulated with high pressure air	Hole will be blown clean with air prior to pulling out of hole to run casing	Hole will be filled with fluid and circulated to surface if conditions require	Casing will be filled with fluid and returns taken at surface prior to pumping cement
Fresh Water	17.5	Air/Water	Hole will be circulated with high pressure air	Hole will be blown clean with air prior to pulling out of hole to run casing	Hole will be filled with fluid and circulated to surface if conditions require	Casing will be filled with fluid and returns taken at surface prior to pumping cement
Intermediate	12.25	Air/Water	Hole will be circulated with high pressure air	Hole will be blown clean with air prior to pulling out of hole to run casing	Hole will be filled with fluid and circulated to surface if conditions require	Casing will be filled with fluid and returns taken at surface prior to pumping cement
Production	8.75/ 7.875	Air / Non-aqueous based mud	cuttings out of the hole, MW will be approximately 11 Spgr-14 Oppg for stability and overbalance. As required, the hole will be circulated at high pump	The hole will be circulated at maximum possible pump rate and the dn3 string will be rotated at the maximum rpm	Hole will be circulated as necessary while running casing	Hole will be circulated at least one bottom up prior to pumping cement
Tubing						
Liners						

Fenn A 3H Proposed Directional Data

Measured Depth	Inclination Angle	Azimuth Direction		Other directional data	
				KOP	LP
	90	102	Laterai	5600	
		5600	KOP	8001	
	31	239	Curve/Throw	approx. TD	14790

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 MW Department

WW-9
(9/13)

API Number 47 - 49 - 02338
Operator's Well No. Fenn A 3H

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

FLUIDS/ CUTTINGS DISPOSAL & RECLAMATION PLAN

Operator Name XTO Energy Inc. OP Code 494487940

Watershed (HUC 10) West Fork River 0502000206 Quadrangle Shinnston 7.5'

Elevation 1252' County Marion District Lincoln

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: _____

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

Proposed Disposal Method For Treated Pit Wastes:

- Land Application
- Underground Injection (UIC Permit Number 4707307523 4705600319 47085005191 4708509721 3416729577 3412124037 3405320066)
- Reuse (at API Number _____)
- Off Site Disposal (Supply form WW-9 for disposal location)
- Other (Explain _____)

Will closed loop system be used? If so, describe: Depending on brand, system would entail 2 centrifuges & another cutting drying method: grinder, drying shakers or verti-g mud

Drilling medium anticipated for this well (vertical and horizontal)? Air, freshwater, oil based, etc. Air/water to 7100', then switch to synthetic

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

Additives to be used in drilling medium? See additional page

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

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

-Landfill or offsite name/permit number? Meadowbrook Landfill - #SWF 1032, S&S Landfill - #SWF 4902

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 [Signature]

Company Official (Typed Name) Gary Beall

Company Official Title Production Superintendent

Subscribed and sworn before me this 8th day of July, 20 14

[Signature] Notary Public

My commission expires 12/22/18

10/10/2014



Environmental Protection

Form WW-9

Operator's Well No. Fenn A 3H

XTO Energy Inc.

Proposed Revegetation Treatment: Acres Disturbed .11 new, 12.34 total Prevegetation pH _____

Lime 2-3 Tons/acre or to correct to pH _____

Fertilizer type 10-20-20

Fertilizer amount 500 lbs/acre

Mulch 2-3 Tons/acre

Seed Mixtures

Temporary

Permanent

Seed Type lbs/acre

Seed Type lbs/acre

Flexterra Hydroseed per E&S plans

Flexterra Hydroseed per E&S plans

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: *William H. ...*

Comments: _____

Title: Environmental Inspector Date: 7-15-14

Field Reviewed? Yes No

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XTO Drilling Additives

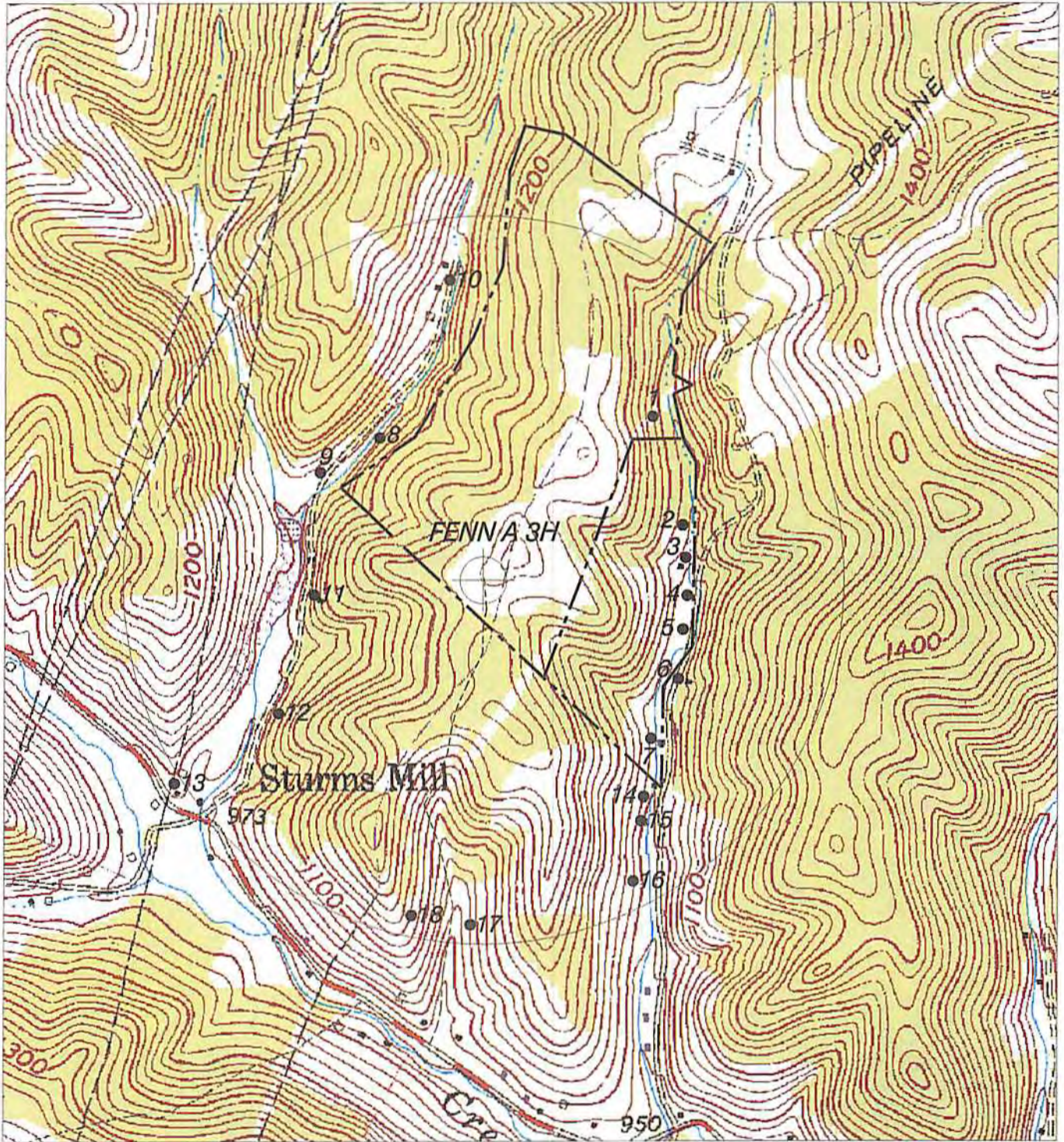
Product Name	CAS #	Approximate Amount on Location (lbs)
Bentone 910	14808-60-7	2500
Cedar Fiber	n/a	5000
CyberDrill	93762-80-2	20000
Calcium Chloride	10043-52-4	20000
	111-40-0	
	26952-14-7	
CyberCoat	62442-97-7	3000
CyberMul	70321-73-2	3000
CyberPlus	71-36-3	3000
Lime	1305-62-0	15000
New Carb	1317-65-3	3000
Walnut Shells	n/a	2500
	7727-43-7	
	1332-58-7	
	14808-60-7	
New Bar	471-34-1	200000
OptiThin	68442-97-7	8000
	12174-11-7	
	14808-60-7	
Oil Dry	01309-48-4	600
	9016-45-9	
	68131-71-5	
	1310-73-2	
	27176-87-0	
	1300-72-7	
OptiClean	7758-29-4	1800
OptiG	12002-43-6	5000
SynDril 470	64741-86-2	81000

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XTO ENERGY INC. FENN A 3H WATER



NORTH

HUPP Surveying & Mapping

P.O. BOX 647 GRANTSVILLE, WV 26147
PH: (304)354-7035 E-MAIL: hupp@frontiernet.net

1" = 1000'
Shinnston Quad

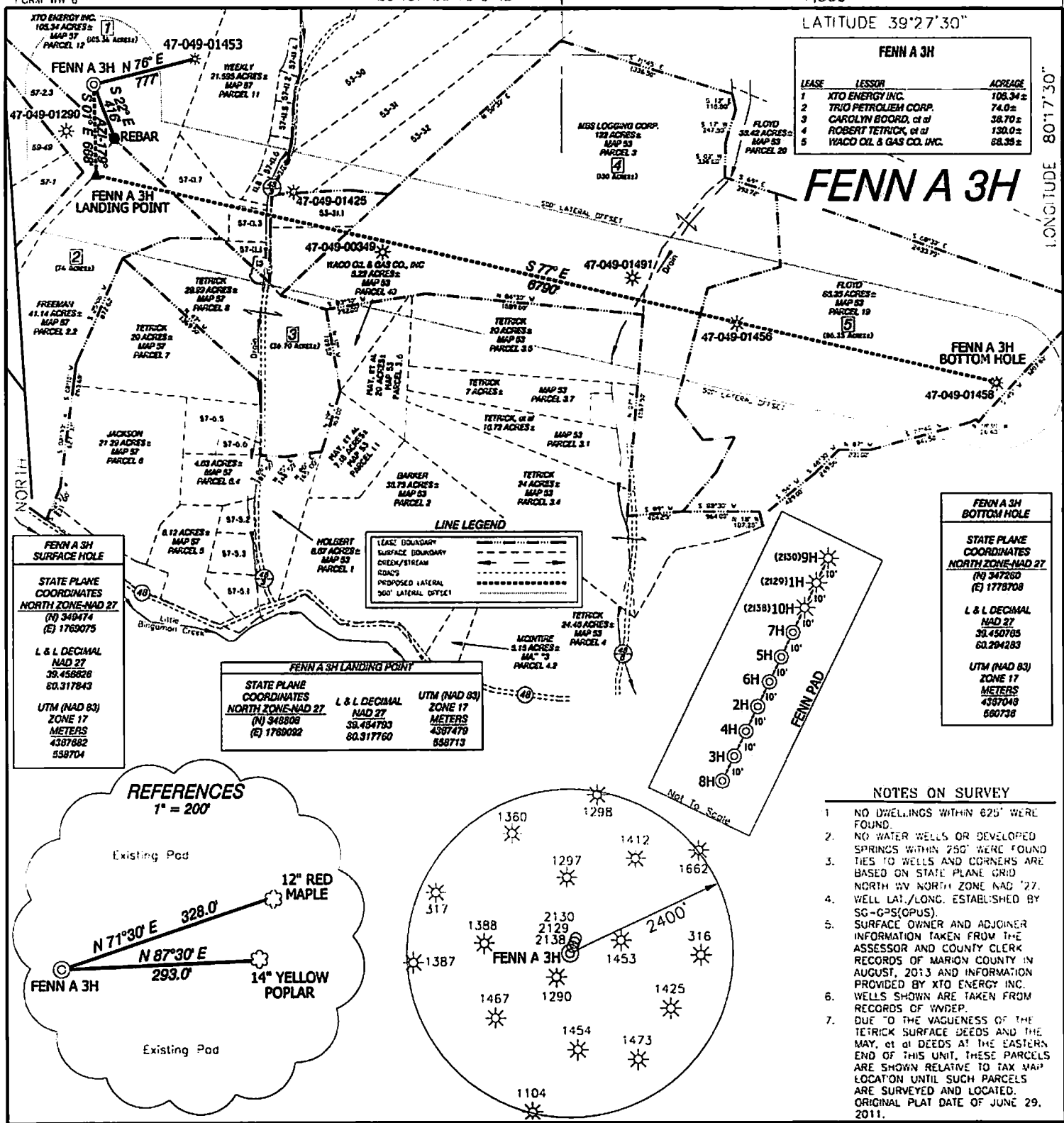
XTO ENERGY INC.
810 HOUSTON STREET
FORT WORTH, TX 76102

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LEASE	LESSOR	ACREAGE
1	XTO ENERGY INC.	105.34±
2	TRIO PETROLEUM CORP.	74.0±
3	CAROLYN BOORD, et al	38.70±
4	ROBERT TETRICK, et al	130.0±
5	WACO OIL & GAS CO. INC.	68.38±

FENN A 3H

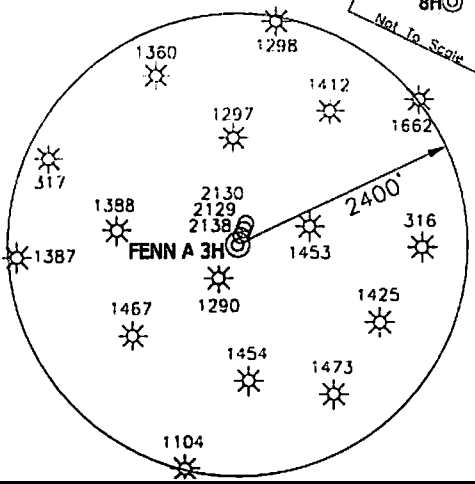
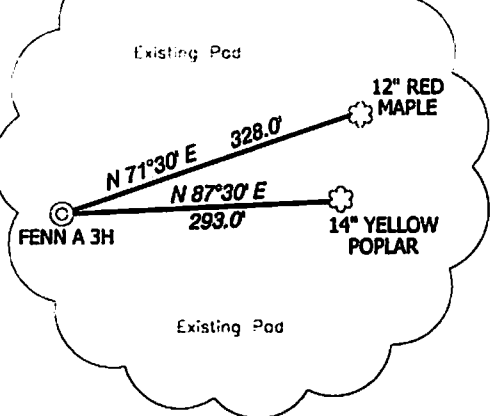
STATE PLANE COORDINATES NORTH ZONE-NAD 27	
(N)	347260
(E)	1778708
L & L DECIMAL NAD 27	
	39.458765
	60.294283
UTM (NAD 83) ZONE 17 METERS	
	4387048
	588738

FENN A 3H LANDING POINT		
STATE PLANE COORDINATES NORTH ZONE-NAD 27	L & L DECIMAL NAD 27	UTM (NAD 83) ZONE 17 METERS
(N) 348808	39.484753	4387479
(E) 1789082	80.317760	588713

FENN A 3H SURFACE HOLE	
STATE PLANE COORDINATES NORTH ZONE-NAD 27	L & L DECIMAL NAD 27
(N) 349474	39.458828
(E) 1769075	60.317843
UTM (NAD 83) ZONE 17 METERS	
	4387682
	588704

REFERENCES

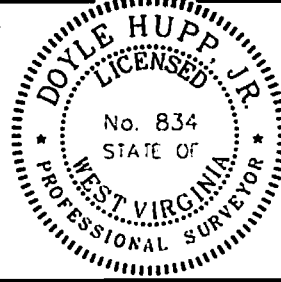
1" = 200'



NOTES ON SURVEY

- NO DWELLINGS WITHIN 625' WERE FOUND.
- NO WATER WELLS OR DEVELOPED SPRINGS WITHIN 250' WERE FOUND.
- TIES TO WELLS AND CORNERS ARE BASED ON STATE PLANE GRID NORTH WV NORTH ZONE NAD '27.
- WELL LAT./LONG. ESTABLISHED BY SG-GPS(OPUS).
- SURFACE OWNER AND ADJOINER INFORMATION TAKEN FROM THE ASSESSOR AND COUNTY CLERK RECORDS OF MARION COUNTY IN AUGUST, 2013 AND INFORMATION PROVIDED BY XTO ENERGY INC.
- WELLS SHOWN ARE TAKEN FROM RECORDS OF WVDEP.
- DUE TO THE VAGUENESS OF THE TETRICK SURFACE DEEDS AND THE MAY, et al DEEDS AT THE EASTERN END OF THIS UNIT, THESE PARCELS ARE SHOWN RELATIVE TO TAX MAP LOCATION UNTIL SUCH PARCELS ARE SURVEYED AND LOCATED. ORIGINAL PLAT DATE OF JUNE 29, 2011.

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 RULES ISSUED AND PRESCRIBED BY THE DEPARTMENT OF ENVIRONMENTAL PROTECTION.



P.S. 834
 HUPP Surveying & Mapping
 P.O. Box 647 Grantsville, WV 26147
 (304) 354-7035 EMAIL: hupp@frontiernet.net

(+) DENOTES LOCATION OF WELL ON UNITED STATES TOPOGRAPHIC MAPS.
 DATE JULY 1, 20 14
 OPERATORS WELL NO. FENN A 3H
 API WELL NO. 47-049-02338 ^{H6A}
 STATE WV COUNTY MARION PERMIT 10/10/2014

MINIMUM DEGREE OF ACCURACY 1/2500 FILE NO. W1982 (BK45-35)
 PROVEN SOURCE OF ELEVATION SG-GPS (OPUS) SCALE 1" = 1000'

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

WELL TYPE : OIL GAS INJECTION LIQUID WASTE DISPOSAL IF "GAS" PRODUCTION STORAGE DEEP SHALLOW

LOCATION :
 ELEVATION 1252' WATERSHED TRIBUTARY OF LITTLE BINGAMON CREEK
 DISTRICT LINCOLN COUNTY MARION QUADRANGLE SHINNSTON 7.5'

SURFACE OWNER XTO ENERGY INC. ACREAGE 105.34±
 ROYALTY OWNER XTO ENERGY INC., et al LEASE ACREAGE 432.39 ^{10/10/2014}

PROPOSED WORK :
 DRILL CONVERT DRILL DEEPER REDRILL FRACTURE OR STIMULATE PERFORATE NEW FORMATION PLUG AND ABANDON CLEAN OUT AND REFRUG OTHER

PHYSICAL CHANGE IN WELL (SPECIFY) _____ TARGET FORMATION MARCELLUS
 ESTIMATED DEPTH TVD 10250' TD 15,500'

WELL OPERATOR XTO ENERGY INC. DESIGNATED AGENT GARY BEALL
 ADDRESS 810 HOUSTON STREET FORT WORTH, TX 76102 ADDRESS P.O. BOX 1008 JANE LEW, WV 26378

COUNTY NAME
 PERMIT