March 20, 2014

WELL WORK PERMIT

Horizontal 6A Well

This permit, API Well Number: 47-5101710, issued to CHEVRON APPALACHIA, LLC, 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: FRANCIS 2H
Farm Name: WILLIAMS OHIO VALLEY MIDS
API Well Number: 47-5101710
Permit Type: Horizontal 6A Well
Date Issued: 03/20/2014

Promoting a healthy environment.
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 (USACOE). Through this permit, you are hereby being advised to consult with USACOE 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.
### STATE OF WEST VIRGINIA
#### DEPARTMENT OF ENVIRONMENTAL PROTECTION, OFFICE OF OIL AND GAS
##### WELL WORK PERMIT APPLICATION

<table>
<thead>
<tr>
<th>1) Well Operator:</th>
<th>Chevron Appalachia, LLC</th>
<th>49449935</th>
<th>51 Clay</th>
<th>Pohole, OH-WV 7.5°</th>
</tr>
</thead>
</table>

| 2) Operator’s Well Number: | 2H | Well Pad Name: Francis |

| 3) Elevation, current ground: | 1285' | Elevation, proposed post-construction: 1260' |

<table>
<thead>
<tr>
<th>4) Well Type:</th>
<th>(a) Gas</th>
<th>Oil</th>
<th>Underground Storage</th>
</tr>
</thead>
<tbody>
<tr>
<td>(b) If Gas:</td>
<td>Shallow</td>
<td>Deep</td>
<td>Horizontal</td>
</tr>
</tbody>
</table>

| 5) Existing Pad? Yes or No: | YES |

| 6) Proposed Target Formation(s), Depth(s), Anticipated Thicknesses and Associated Pressure(s): |
| Marcellus 4323 psf, Upper Devonian 4134 psf, 6488-6536'; 50' anticipated thickness, overpressured |

| 7) Proposed Total Vertical Depth: | 6512' |

| 8) Formation at Total Vertical Depth: | MARCELLUS |

| 9) Proposed Total Measured Depth: | 11,975' |

| 10) Approximate Fresh Water Strata Depths: | 110-400' |

| 11) Method to Determine Fresh Water Depth: | Local stream base, offset well data, Francis 1 Completion Report |

| 12) Approximate Saltwater Depths: | 1242', 1300', 1910'-2400' |

| 13) Approximate Coal Seam Depths: | 800', 1100' |

| 14) Approximate Depth to Possible Void (coal mine, karst, other): | None Anticipated |

| 15) Does proposed well location contain coal seams directly overlying or adjacent to an active mine? If so, indicate name and depth of mine: | Outside of and approx 230' adjacent to Ireland Mine |

| 16) Describe proposed well work: | Drill 17-1/2" hole to 500' then run and cement 13-3/8" casing to surface covering the fresh water. Drill 12.25" hole to 2,580' then run and cement to surface 9 5/8" casing, covering the Berea. Drill 8 1/2" hole to KGP at 5,764'. Drill 8 1/2" curve and lateral to 11,975' MD and 6,512 TVD. Run 5 1/2" production casing and cement back to surface. If a void is encountered: (see attachment) |

| 17) Describe fracturing/stimulating methods in detail: | Complete, the 10 Marcellus wells utilizing 300,000 lbs of 40/70 each and frac'd at 100 bhp. |

| 18) Total area to be disturbed, including roads, stockpile area, pits, etc, (acres): | 7.0 acres approximate |

| 19) Area to be disturbed for well pad only, less access road (acres): | 2.0 acres |
If a void is encountered the contingency will be the following:

- Once unexpected void is encountered drill 12-1/4” hole to 100’ below bottom of mine void.
- Run 9-5/8”, 36 lb/ft, J-55 casing with cement basket 20’ above mine void.
- Cement casing using displacement method to bottom of mine void using 100 percent excess.
- Grout from surface to cement basket using whatever volume of cement is necessary to get cement to surface.
- Drill 8-3/4” hole to 2580’.
- Run 7”, 23 lb/ft, N-80 casing.
- Cement casing to surface using the displacement method with 30% excess.
- Drill 6-1/4” hole to TD.
- Run 4-1/2” 13.5 lb/ft, P-110 casing to TD.
- Cement to surface using displacement method with 10% excess
## CASING AND TUBING PROGRAM

<table>
<thead>
<tr>
<th>TYPE</th>
<th>Size</th>
<th>New or Used</th>
<th>Grade</th>
<th>Weight per ft.</th>
<th>FOOTAGE: For Drilling</th>
<th>INTERVALS: Left in Well</th>
<th>CEMENT: Fill-up (Cu. Ft.)</th>
</tr>
</thead>
<tbody>
<tr>
<td>Conductor</td>
<td>20&quot;</td>
<td>New</td>
<td></td>
<td></td>
<td>40'</td>
<td>40'</td>
<td>CTS</td>
</tr>
<tr>
<td>Fresh Water</td>
<td>13-3/8&quot;</td>
<td>New</td>
<td>J-55</td>
<td>54.5#</td>
<td>500'</td>
<td>500'</td>
<td>CTS</td>
</tr>
<tr>
<td>Coal</td>
<td></td>
<td></td>
<td></td>
<td></td>
<td></td>
<td></td>
<td></td>
</tr>
<tr>
<td>Intermediate</td>
<td>9-5/8&quot;</td>
<td>New</td>
<td>N-80</td>
<td>40#</td>
<td>2,580'</td>
<td>2,580'</td>
<td>CTS</td>
</tr>
<tr>
<td>Production</td>
<td>5-1/2&quot;</td>
<td>New</td>
<td>P-110</td>
<td>20#</td>
<td>11,975'</td>
<td>11,975'</td>
<td>CTS</td>
</tr>
<tr>
<td>Tubing</td>
<td></td>
<td></td>
<td></td>
<td></td>
<td></td>
<td></td>
<td></td>
</tr>
<tr>
<td>Liners</td>
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<td></td>
<td></td>
<td></td>
<td></td>
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</tr>
</tbody>
</table>

## TYPE

<table>
<thead>
<tr>
<th>Size</th>
<th>Wellbore Diameter</th>
<th>Wall Thickness</th>
<th>Burst Pressure</th>
<th>Cement Type</th>
<th>Cement Yield</th>
</tr>
</thead>
<tbody>
<tr>
<td>20&quot;</td>
<td>26&quot;</td>
<td></td>
<td></td>
<td></td>
<td></td>
</tr>
<tr>
<td>13-3/8&quot;</td>
<td>17-1/2&quot;</td>
<td>0.380&quot;</td>
<td>2,730 psi</td>
<td>Class A</td>
<td>1.18</td>
</tr>
<tr>
<td>Coal</td>
<td></td>
<td></td>
<td></td>
<td></td>
<td></td>
</tr>
<tr>
<td>9-5/8&quot;</td>
<td>12-1/4&quot;</td>
<td>0.395&quot;</td>
<td>5,750 psi</td>
<td>Class A</td>
<td>1.29</td>
</tr>
<tr>
<td>Production</td>
<td>8-1/2&quot;</td>
<td>0.361&quot;</td>
<td>12,640 psi</td>
<td>Class A</td>
<td>2.2</td>
</tr>
<tr>
<td>Tubing</td>
<td></td>
<td></td>
<td></td>
<td></td>
<td></td>
</tr>
<tr>
<td>Liners</td>
<td></td>
<td></td>
<td></td>
<td></td>
<td></td>
</tr>
</tbody>
</table>

## PACKERS

<table>
<thead>
<tr>
<th>Kind:</th>
<th>None</th>
</tr>
</thead>
<tbody>
<tr>
<td>Sizes:</td>
<td></td>
</tr>
<tr>
<td>Depths Set:</td>
<td></td>
</tr>
</tbody>
</table>
21) Describe centralizer placement for each casing string.

There will be a bow spring centralizer every two Jts on the Water string and intermediate.

The production string will have two centralizer every Jt in the lateral and curve, then one every two Jts from KOP to surface.

22) Describe all cement additives associated with each cement type.

For the Water String the blend will contain class A cement, 3% CaCl₂, and flake.

The intermediate will contain class A cement, 10% CaCl₂, Salt, and flake

The Production cement will have a lead, middle, and tail cement.

The lead will contain class A cement, KCl, dispersant, suspension agent, and retarder.

The middle will contain class A cement, KCl, dispersant, Aluminum Silicate, suspension agent, and retarder.

The tail will contain class A cement, Calcium Carbonate, KCl, dispersant, de-foamer, suspension agent, and friction reducer

23) Proposed borehole conditioning procedures.

Well will be circulated a minimum of 3 bottoms up once casing point has been reached on all hole sections and until uniform mud properties are achieved.

*Note: Attach additional sheets as needed.
<table>
<thead>
<tr>
<th>Depth</th>
<th>Inclination</th>
<th>Hole Size</th>
<th>Casing Specs</th>
<th>Cements</th>
<th>General Info</th>
</tr>
</thead>
<tbody>
<tr>
<td>20&quot; Conductor</td>
<td>40°</td>
<td>MD 400' TVD</td>
<td>-</td>
<td>-</td>
<td>Minimum 40 ft from GL or 10 ft into bedrock</td>
</tr>
<tr>
<td>13 3/8&quot; Casing</td>
<td>500'</td>
<td>-</td>
<td>-</td>
<td>-</td>
<td>Minimum 35 ft - Optimum 50 ft past deepest coal</td>
</tr>
<tr>
<td>9-5/8&quot; Casing</td>
<td>2,580'</td>
<td>-</td>
<td>-</td>
<td>-</td>
<td>Set below the Berea</td>
</tr>
<tr>
<td>KOP</td>
<td>5,784'</td>
<td>0°</td>
<td>9-5/8&quot; 40R N-40 BTC</td>
<td>8.05&quot; ID - 8.67&quot; DD</td>
<td>Cement to Surface</td>
</tr>
<tr>
<td>Burkett Sh., Tully Lm., Hamilton Sh.</td>
<td>6,354'</td>
<td>30°</td>
<td>Capacity = 0768 bbl/ft</td>
<td>Annulus = 0587 bbl/ft (+ 3.1 bbl for shoe track)</td>
<td>Burst = 5750 psi</td>
</tr>
<tr>
<td>U. Marcellus</td>
<td>6,488'</td>
<td>45°</td>
<td>Collapse = 11,000 psi</td>
<td>ID = 4.775&quot;</td>
<td>Dent = 4.55&quot;</td>
</tr>
<tr>
<td>Cherry Valley, L. Marcellus</td>
<td>6,505'</td>
<td>60°</td>
<td>HttpResponseRedirect</td>
<td>HttpResponseRedirect</td>
<td></td>
</tr>
<tr>
<td>Landing Point, Basal Marcellus, Onondaga</td>
<td>7,991'</td>
<td>90°</td>
<td>9 5/8&quot; 44H BTC</td>
<td>8.05&quot; ID - 8.67&quot; DD</td>
<td>Cement to Surface</td>
</tr>
<tr>
<td>6-1/2&quot; Casing</td>
<td>11,975'</td>
<td>0°</td>
<td>-</td>
<td>-</td>
<td>45 ft Shoe Track</td>
</tr>
</tbody>
</table>

**Surface Series**
- 13-3/8" 54.58 5-55 BTC 0.30" wall
- Capacity = 1545 bbl/ft
- Annulus = 1237 bbl/ft
- (+ 6 bbl for shoe track)
- Burst = 2750 psi

**Intermediate Casing**
- 9-5/8" 40R N-40 BTC 8.05" ID - 8.67" DD
- Capacity = 0768 bbl/ft
- Annulus = 0587 bbl/ft (+ 3.1 bbl for shoe track)
- Burst = 5750 psi
- Collapse = 3090 psi

**Prod. Casing**
- 5-1/2", 20# P-110, VAM Top
- Capacity = 0227 bbl/ft (+1 bbl for shoe track)
- Burst = 12,640 psi
- Collapse = 11,000 psi
- ID = 4.55" 1/16"
- Dent = 4.55"

**Centralization**
- See Drilling Program
- 1 Tubulocar pir point for 3 joints above and 3 joints below 9-5/8" shoe
- 2 double Bow Spring per 1 joint from top Marcellus to KOP
- 2 Spiral Slides per joint from shoe to top of Marcellus
**Cement Additives for Francis Unit 2, 3, 4, 6, 7, 8, 9, 10, 11, 12, 13**

<table>
<thead>
<tr>
<th>Yes</th>
<th>For the Water String the blend will contain class A cement, 3% CaCl₂, and flake.</th>
</tr>
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<tr>
<td></td>
<td>The intermediate will contain class A cement, 10% CaCl₂, salt, and flake.</td>
</tr>
<tr>
<td></td>
<td>The Production cement will have a lead, middle, and tail cement.</td>
</tr>
<tr>
<td></td>
<td>The lead will contain class A cement, KCl, dispersant, suspension agent, and retarder.</td>
</tr>
<tr>
<td></td>
<td>The middle will contain class A cement, KCl, dispersant, Aluminum Silicate, suspension agent, and retarder.</td>
</tr>
<tr>
<td></td>
<td>The tail will contain class A cement, Calcium Carbonate, KCl, dispersant, de-foamer, suspension agent, and friction reducer.</td>
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</table>
STATE OF WEST VIRGINIA
DEPARTMENT OF ENVIRONMENTAL PROTECTION
OFFICE OF OIL AND GAS

FLUIDS/CUTTINGS DISPOSAL & RECLAMATION PLAN

Operator Name: Chevron Appalachia, LLC

Watershed (HUC 10): Middle Grave Creek

Elevation: 1239.00'

County: Marshall

District: Clay

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: N/A

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 ____________________________ )
- 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: N/A

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

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

Additives to be used in drilling medium? Emulsifiers, weighting agents, organophilic clays, barite, calcium chloride (for internal phase of invert) glicol

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

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

- Landfill or offsite name/permit number? [Blank]

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 informed that there are significant penalties for submitting false information, including the possibility of fine or imprisonment.

Company Official Signature: [Signature]

Company Official (Typed Name): Jeremy Hirtz

Company Official Title: Permitting Team Lead

Subscribed and sworn before me this 27th day of September, 2013.

Rodney Lee Fryer

My commission expires: January 12, 2016
Form WW-9

Chevron Appalachia, LLC

Proposed Revegetation Treatment: Acres Disturbed 190

Prevegetation pH 7

Lime 2 Tons/acre or to correct to pH 6.5-7

Fertilizer type 10-20-10

Fertilizer amount 1,000 lbs/acre

Mulch 2 Tons/acre

Seed Mixtures

Temporary

Seed Type lbs/acre
Annual Ryegrass 40 lbs/acre

Permanent

Seed Type lbs/acre
Perennial Rye Grass 12% 60 lbs/acre

Creeping Red Fescue 27%, Ladino Clover 10%

Tall Fescue 42%, Red Top 4%, Birdsfoot Trefoil 10%

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: [Signature]

Comments:

[Signature]

OCT 28, 2013

Title: OIL + GAS INSPECTION

Field Reviewed? (X) Yes ( ) No

Date: 10/2/2013

WV Department of Environmental Protection

03/21/2014
West Virginia Well Site Safety Plan

Francis Site
Well 2H
Marshall County, West Virginia

Prepared in Conformance with:

West Virginia's Code §22-6A and Legislative Rule §35-8-5.7
and
West Virginia Department of Environmental Protection's, Office of Oil and Gas
documents: "Well Site Safety Plan Standards" (issued August 25, 2011), and
"Deep Well Drilling Procedures and Site Safety Plan Requirements" (issued
October 22, 2012)

Revision 1

Original: September 2012
Revised: June 2013
Well is located on topo map 661 feet south of Latitude: 39°52'30".

LEGEND
- TOPO MAP POINT
- WELL
- ALL ARE POINTS UNLESS OTHERWISE NOTED
- WATER SOURCE
- AERIAL TRACT
- PANEL LINES
- PROPOSED
- HORIZONTAL WELL
- RIG
- STREAM CENTER LINE
- WELLS WITHIN "300'
  - Existing Wells
  - Drilled Wells

File #: FRANCIS 2H
DRAWWING #: FRANCIS 2H
SCALE: 1" = 2000'
MINIMUM DEGREE OF ACCURACY: 1/2500
PROVEN SOURCE OF ELEVATION: U.S.G.S. MONUMENT THOMAS 1498.81'

Francis 2H
Well Type: [x] Oil [ ] Waste Disposal [x] Production [ ] Deep
[ ] Gas [ ] Liquid Injection [ ] Storage [ ] Shallow

Watershed: MIDDLE CREEK
COUNTY/DISTRICT: MARSHALL / CLAY
SURFACE OWNER: WILLIAMS OHIO VALLEY MIDSTREAM, LLC

OIL & GAS ROYALTY OWNER: BARBARA P. FRANCIS

DRILL [x] CONVERT [ ] DRILL DEEPER [ ] REDRILL [ ] FRACTURE OR STIMULATE [ ]
PLUG OFF OLD FORMATION [ ] PERFORATE NEW FORMATION [ ] PLUG & ABANDON [ ]
CLEAN OUT & REPLUG [ ] OTHER CHANGE [ ] (SPECIFY): [ ]

TARGET FORMATION: MARCELLUS
ESTIMATED DEPTH: TVD: 6,512' [ ] MD: 11,975'

WELL OPERATOR: CHEVRON APPALACHIA, LLC
DESIGNATED AGENT: KENNETH E. TAMNEY
Address: 800 MOUNTAIN VIEW DRIVE
City: SMITHFIELD State: PA Zip Code: 15478

Date: FEBRUARY 3, 2014
OPERATOR'S WELL #: FRANCIS 2H
API WELL #: 47 51 0176
STATE COUNTY PERMIT


Place Seal Here

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 PRESCRIBED BY THE DEPARTMENT OF ENVIRONMENTAL PROTECTION.

Signed:

George G. "Bud" No. 2000 STATE OF WEST VIRGINIA LICENSED PROFESSIONAL SURVEYOR