

**RAILROAD COMMISSION OF TEXAS
HEARINGS DIVISION**

OIL & GAS DOCKET NO. 09-0297061

**THE APPLICATION OF VANTAGE FORT WORTH ENERGY LLC PURSUANT TO
THE MINERAL INTEREST POOLING ACT FOR THE FORMATION OF A POOLED
UNIT FOR THE ROSEDALE SOUTH MIPA 11H WELL IN THE NEWARK, EAST
(BARNETT SHALE) FIELD, TARRANT COUNTY, TEXAS**

FINAL ORDER

The Commission finds that, after statutory notice in the above-numbered docket heard on August 20, 2015, the 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 Railroad Commission of Texas at conference held in its offices in Austin, Texas.

The Commission, after review and due consideration of the report and recommendation and the findings of fact and conclusions of law contained therein, hereby adopts as its own the findings of fact and conclusions of law contained therein, and incorporates said findings of fact and conclusions of law as if fully set out and separately stated herein.

Therefore, it is **ORDERED** that the application of Vantage Fort Worth Energy, LLC for the formation of a pooled unit pursuant to the Mineral Interest Pooling Act for the proposed Rosedale South 11H MIPA Unit, Well No. 11H, Newark, East (Barnett Shale Field), Tarrant County, Texas, is hereby **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 11H-1 to this Final Order are pooled into the Rosedale South 11H MIPA Unit, the boundaries of which are shown in Appendix 11H-1 and are described in Appendix 11H-2 to this order. These interests are pooled into a proration unit for the drilling of a horizontal well in the Newark, East (Barnett Shale) Field at the approximate location shown on Appendix 11H-1 to this order. All interests in tracts within the unit area shown in Appendix 11H-1 and described in Appendix 11H-2 are pooled subject to the following terms and conditions:

TERMS AND CONDITIONS

1. The name of the unit is the Vantage Fort Worth Energy, LLC Rosedale South 11H MIPA Unit ("11H MIPA Unit").
2. The operator of the 11H MIPA Unit is Vantage Fort Worth Energy, LLC.
3. The unit well is the well depicted on Appendix 11H-1 to this order.

4. The 11H MIPA Unit shall be effective on the date this order becomes administratively final.
5. The 11H 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 11H MIPA Unit, the production shall be allocated to the respective unleased tracts and voluntary pooled units within the 11H MIPA Unit in the proportion that the number of surface acres of each bears to the number of surface acres included in the entire 11H MIPA Unit.
7. The interests of lessors in voluntary pooled units within the 11H MIPA Unit are pooled as royalty interests. The interests of Vantage Fort Worth Energy, LLC within the 11H MIPA Unit are pooled as working interests.
8. The mineral interests of owners of all unleased tracts within the 11H MIPA Unit are pooled as owners of a 1/4th royalty interest and a 3/4ths working interest, proportionately reduced. These owners' share of expenses, subject to a 50 percent charge for risk, is payable only from 3/4ths of production and not from their entire mineral interest.
9. The operator shall make no surface use of the unleased tracts within the 11H MIPA Unit without the written consent of the unleased owner.
10. Vantage Fort Worth Energy, LLC shall make a diligent effort to determine current addresses for all interest owners in the 11H MIPA Unit. Except as herein provided, payment of the appropriate pro rata share of the proceeds of production of the 11H 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 final order.

It is further **ORDERED** by the Commission that this order shall not be final and effective until 25 days after the Commission's order is signed, unless the time for filing a motion for rehearing has been extended under Tex. Gov't Code §2001.142, by agreement under Tex. Gov't Code §2001.147, or by written Commission Order issued pursuant to Tex. Gov't Code §2001.146(e). If a timely motion for rehearing of an application is filed by any party at interest, this order shall not become final and effective until such motion is overruled, or if such motion is granted, this order shall be subject to further action by the Commission. Pursuant to Tex. Gov't Code §2001.146(e), the time allotted for Commission action on a motion for rehearing in this

case prior to its being overruled by operation of law is hereby extended until 90 days from the date Commission Order is signed.

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

Done this 15th day of December 2015.

RAILROAD COMMISSION OF TEXAS

**(Order approved and signatures affixed by
Hearings Division's Unprotected Master Order
dated December 15, 2015.)**

APPENDIX 11H-1

ROSEDALE SOUTH 11H SHL
 NAD 83
 N=32.71048 E=-97.22656
 LAT.=6943792.05993' LONG.=2360160.02316'

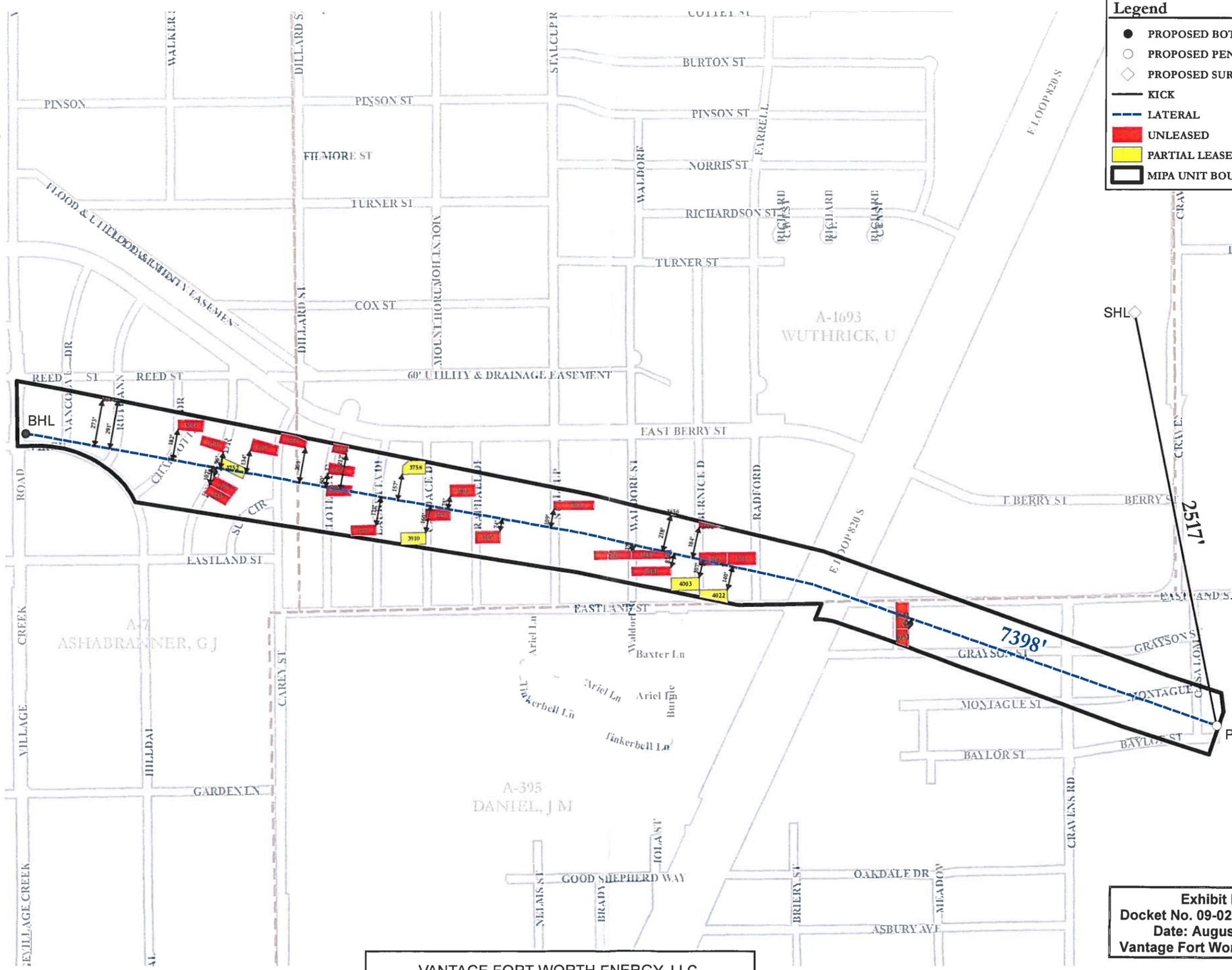
ROSEDALE SOUTH 11H POP
 NAD 83
 N=32.703686 E=-97.225023
 LAT.=6941326.17083' LONG.=2360662.76953'

ROSEDALE SOUTH 11H BHL
 NAD 83
 N=32.708718 E=-97.248264
 LAT.=6943070.74116' LONG.=2353492.50959'

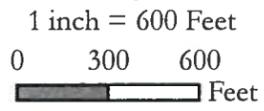
Legend

- PROPOSED BOTTOM HOLE LOCATION (BHL)
- PROPOSED PENETRATION POINT (PP)
- ◇ PROPOSED SURFACE HOLE LOCATION (SHL)
- KICK
- LATERAL
- UNLEASED
- PARTIAL LEASE
- MIPA UNIT BOUNDARY

Rosedale South 11H	
Tract #	Distance Wellbore
3587	273'
3664	182'
3694	212'
3696	209'
3701	96'
3709	134'
3762	80'
3796	50'
3806	Traversed
3812	75'
3818	107'
3843	109'
3862	Traversed
3880	Traversed
3892	171'
3907	74'
3949	37'
3950	Traversed
3961	4'
3962	Traversed
3981	83'
4055	Traversed
4073	62'
3586	291'
3752	Traversed
3758	157'
3856	218'
3910	160'
4003	107'
4022	140'



Total Unit Acres: 75.57



VANTAGE FORT WORTH ENERGY, LLC
 ROSEDALE SOUTH 11H UNIT
 SITUATED IN THE DAVID STRICKLAND SURVEY,
 ABSTRACT NUMBER A-1693, A-395, A-7; TARRANT COUNTY, TEXAS

Exhibit No. 91
 Docket No. 09-0296642 & others
 Date: August 20, 2015
 Vantage Fort Worth Energy LLC

THIS PLAT WAS PREPARED FROM RECORDS FURNISHED TO REPRESENT THE ROSEDALE UNITS AND THE MINERAL TRACTS WITHIN THOSE UNITS FOR THE SOLE PURPOSE OF VANTAGE FORT WORTH ENERGY, LLC, AND DOES NOT REPRESENT A BOUNDARY SURVEY

DRAWN BY: WJAMES DATE: 07-28-2015



APPENDIX 11H-2

Rosedale South #11 MIPA Unit Description

BEING a 75.594 acre tract of land situated in the W. Wuthrick Survey, Abstract Number 1693, the G.J. Ashabranner Survey, Abstract Number 7, and the J.M. Daniel Survey, Abstract Number 395, Tarrant County, Texas and being more particularly described by metes and bounds as follows:

BEGINNING at the common southeast corner of Lot 9, Block F, and the northeast corner of Lot 10, Block F, Melody Oaks, an addition to the City of Fort Worth recorded in Volume 388-11, Page 112, Plat Records, Tarrant County, Texas:

THENCE S 06°29'50"E, 111.86 feet;

THENCE S 19°06'40"W, 270.95 feet;

THENCE N 72°32'00"W, 164.07 feet;

THENCE N 71°51'15"W, 376.57 feet;

THENCE N 69°53'07"W, 375.88 feet;

THENCE N 70°05'39"W, 658.92 feet;

THENCE N 69°38'58"W, 420.33 feet;

THENCE N 70°50'50"W, 154.66 feet;

THENCE N 71°12'27"W, 225.60 feet;

THENCE N 75°00'00"W, 43.17 feet;

THENCE N 82°30'00"W, 43.17 feet;

THENCE S 89°38'54"W, 53.13 feet;

THENCE N 24°18'07"E, 103.11 feet;

THENCE S 89°08'16"W, 494.21 feet;

THENCE N 78°42'47"W, 993.96 feet;

THENCE N 80°58'00"W, 1533.41 feet;

THENCE N 81°03'37"W, 1156.44 feet, to the beginning of a non-tangent curve to the left;

Exhibit No. 10I
Docket No. 09-0296642 & others
Date: August 20, 2015
Vantage Fort Worth Energy LLC

THENCE with said non-tangent curve to the left, an arc distance of 193.84 feet, through a central angle of 21°20'49", having a radius of 520.26 feet, the long chord which bears N 36°58'03"W, 192.72 feet, to the beginning of a compound curve to the left;

THENCE with said compound curve to the left, an arc distance of 517.81 feet, through a central angle of 43°29'28", having a radius of 682.16 feet, the long chord which bears N 68°52'32"W, 505.47 feet;

THENCE S 89°23'25"W, 124.45 feet;

THENCE N 00°43'40"W, 388.99 feet;

THENCE S 79°57'04"E, 259.57 feet;

THENCE S 78°48'41"E, 1729.79 feet;

THENCE S 78°46'38"E, 1533.41 feet;

THENCE S 76°25'27"E, 1447.15 feet;

THENCE S 70°21'37"E, 1057.30 feet;

THENCE S 70°11'02"E, 1136.86 feet;

THENCE S 72°12'04"E, 342.03 feet to the **Point of Beginning** and containing 3,292,861 square feet or 75.594 acres of land more or less.