

Bryan W. Shaw, Ph.D., *Chairman*
Buddy Garcia, *Commissioner*
Carlos Rubinstein, *Commissioner*
Mark R. Vickery, P.G., *Executive Director*



AIR PA/RN 102564952

Acct # W00081B/PA 49436

TEXAS COMMISSION ON ENVIRONMENTAL QUALITY

Protecting Texas by Reducing and Preventing Pollution

January 10, 2011

MR LLOYD BRUCE
ENERVEST OPERATING LLC
1001 FANNIN ST STE 800
HOUSTON TX 77002-6707

Re: Transfer of Ownership
Customer Number: CN601217599
Regulated Entity Number: RN102564952

RECEIVED

JAN 18 2011

TCEQ
CENTRAL FILE ROOM

Dear Mr. Bruce:

Thank you for the letter dated December 20, 2010, notifying us of the ownership change. Your letter states that Enervest Operating, L.L.C., is now the Owner of the facility listed above. The following air authorizations have been updated to reflect the transfer.

Permit/Reg. Numbers:	Permit/Reg. Expiration Dates:	County:	Previous Permittee/Registrant:
49436	12/17/2011	Washington	Exxon Mobile Corporation
51039	N/A	Washington	Exxon Mobile Corporation

We understand that there will be no change in the type of pollutants emitted and no increase in the quantity of emissions. As the new permittee of the facility, you have committed to maintain compliance with all air quality regulations of the Texas Commission on Environmental Quality (TCEQ) and the requirements of this permit at all times.

If you are a Title V federal operating permit holder, Title 30 Texas Administrative Code § 122.211 requires that changes to the permit identification of ownership or operational control of a site are administrative revisions to the permit. Such changes must be facilitated by a written agreement containing a specific date for transfer of permit responsibility, coverage, and liability between the old and new permit holder. This written agreement must be maintained with the permit.

In order to facilitate the administrative revision, please submit the Air Permits Division Change of Name/Ownership form (TCEQ-20405) or the following forms: OP-2 and OP-CR01. Also, make sure the information requested on form OP-1 sections I, II A and B; and VI is submitted in the revision application along with an indication of permit responsibility, coverage, and liability between the old and new permit holder.

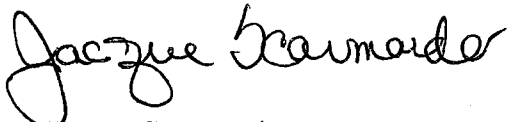
Mr. Lloyd Bruce
Page 2
January 10, 2011

Re: Transfer of Ownership

Any questions regarding the administrative revision to the federal operating permit may be directed to Mr. Bernard Tupa at (512) 239-1150.

Thank you for informing us of this ownership change. If you have any questions regarding this letter, please feel free to contact me at (512) 239-1084.

Sincerely,

A handwritten signature in black ink, reading "Jacques Scarmardo". The signature is fluid and cursive, with the first name "Jacques" and last name "Scarmardo" clearly legible.

Jacque Scarmardo
Air Permits Initial Review Team (MC-161)
Air Permits Division
Texas Commission on Environmental Quality

cc: Air Section Manager, Region 9 - Waco
Mr. Mark Chambers, Industrial Emissions Assessment Section (MC-164), Austin
TCEQ Central Records (MC-198)

01/10/2011 -----NSR IMS - PROJECT RECORD -----

PROJECT#: 162591 **PERMIT#:** 51039 **STATUS:** COMPLETE **DISP CODE:** _____
RECEIVED: 12/20/2010 **PROJTYPE:** OWNCHANGE **AUTHTYPE:** PBR **ISSUED DT:** 01/10/2011

RENEWAL:

PROJECT ADMIN NAME: DJ YARBOROUGH 2H PRODUCTION FACILITY

PROJECT TECH NAME: DJ YARBOROUGH 2H PRODUCTION FACILITY

STAFF ASSIGNED TO PROJECT:

SCARMARDO , JACQUE - REVIEWR1_2 - AP INITIAL REVIEW

CUSTOMER INFORMATION (OWNER/OPERATOR DATA)

ISSUED TO: ENERVEST OPERATING LLC

COMPANY NAME: Enervest Operating, L.L.C.

CUSTOMER REFERENCE NUMBER: CN601217599

REGULATED ENTITY/SITE INFORMATION

REGULATED ENTITY NUMBER: RN102564952

ACCOUNT: WD0081B

PERMIT NAME: DJ YARBOROUGH 2H DRILL

REGULATED ENTITY LOCATION: DJ YARBOROUGH LEASE

REGION 09 - WACO

NEAR CITY: BRENHAM

COUNTY: WASHINGTON

CONTACT DATA

CONTACT NAME: MR LLOYD BRUCE CONTACT ROLE: RESPONSIBLE OFFICIAL

JOB TITLE: ORGANIZATION: ENERVEST OPERATING LLC

MAILING ADDRESS: 1001 FANNIN ST STE 800 , HOUSTON, TX, 77002-6707

PHONE: (713) 659-3500 Ext: 0

FAX: (713) 659-5036 Ext: 0

EMAIL:MORGAN@ENVIRONMENTALREGULATORYCOMPLIANCE.COM

PROJECT NOTES:

01/10/2011 CHANGE OF OWNERSHIP EFFECTIVE 10/01/2010; RPEVIOUS PERMITTEE WAS EXXON MOBIL CORPORATION

PERMIT NOTES:

TRACKING ELEMENTS:

TE Name	Start Date	Complete Date
APIRT RECEIVED PROJECT (DATE)	01/10/2011	
CENTRAL REGISTRY UPDATED	01/10/2011	01/10/2011

PROJECT RULES:

Unit Desc	Rule Desc	Request Type	On Application	Approve
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PERMIT RULES:

01/10/2011 -----NSR IMS - PROJECT RECORD -----

PROJECT#: 162589 **PERMIT#:** 49436 **STATUS:** COMPLETE **DISP CODE:** _____
RECEIVED: 12/20/2010 **PROJTYPE:** **AUTHTYPE:** STDPMT **ISSUED DT:** 01/07/2011
OWNCHANGE
RENEWAL: 12/17/2011
PROJECT ADMIN NAME: DJ YARBOROUGH 2H PRODUCTION FACILITY
PROJECT TECH NAME: DJ YARBOROUGH 2H PRODUCTION FACILITY
STAFF ASSIGNED TO PROJECT:
SCARMARDO , JACQUE - REVIEWR1_2 - AP INITIAL REVIEW

CUSTOMER INFORMATION (OWNER/OPERATOR DATA)

ISSUED TO: ENERVEST OPERATING LLC
COMPANY NAME: Enervest Operating, L.L.C.
CUSTOMER REFERENCE NUMBER: CN601217599

REGULATED ENTITY/SITE INFORMATION

REGULATED ENTITY NUMBER: RN102564952 **ACCOUNT:** WD0081B
PERMIT NAME: DJ YARBOROUGH 2H DRILL

REGULATED ENTITY LOCATION: DJ YARBOROUGH LEASE

REGION 09 - WACO

NEAR CITY: BRENHAM

COUNTY: WASHINGTON

CONTACT DATA

CONTACT NAME: MR LLOYD BRUCE **CONTACT ROLE:** RESPONSIBLE OFFICIAL
JOB TITLE: ENERVEST OPERATING LLC **ORGANIZATION:**
MAILING ADDRESS: 1001 FANNIN ST STE 800 , HOUSTON, TX, 77002-6707
PHONE: (713) 659-3500 Ext: 0
FAX: (713) 659-5036 Ext: 0

PROJECT NOTES:

01/07/2011 CHANGE OF OWNERSHIP EFFECTIVE 10/01/2-010; PREVIOUS PERMITTEE WAS EXXON
MOBILE CORPORATION

PERMIT NOTES:

12/14/2010 CERTIFICATION DOC#11093

TRACKING ELEMENTS:

TE Name	Start Date	Complete Date
APIRT RECEIVED PROJECT (DATE)	12/20/2010	
CENTRAL REGISTRY UPDATED	01/07/2011	01/07/2011

PROJECT RULES:

Unit Desc	Rule Desc	Request Type	On Application	Approve
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PERMIT RULES:




Texas Commission on Environmental Quality
Air Permits Division
Change of Name/Ownership Form

I. Application Type		
<input checked="" type="checkbox"/> Change in Ownership <input type="checkbox"/> Change in Company Name		
II. Name of the New Owner or Operator of the Facilities or Equipment (Legal Entity Name of the new permittee)		
A. Customer Name: EnerVest Operating, L.L.C.		
B. Customer Reference Number (CN) (if issued): 601217599		
C. Submittal Date: 12/20/2010		
D. Effective Date of Change: 10/01/2010		
E. Is the new owner an affiliate of the previous owner?		<input type="checkbox"/> YES <input checked="" type="checkbox"/> NO
III. Responsible Official (RO) Contact Information		
Name (<input checked="" type="checkbox"/> Mr. <input type="checkbox"/> Mrs. <input type="checkbox"/> Ms. <input type="checkbox"/> Dr.):		
Title: Lloyd Bruce		
Company Name: Enervest Operating, L.L.C		
Mailing Address: 1001 Fannin Street, Suite 800		
City: Houston	State: TX	Zip Code: 77002
Territory:		Country: USA
Foreign Postal Code:		Internal Mail Code:
Telephone No.: 713-659-3500		Fax No.: 713-659-5036
E-mail Address:		
IV. Technical Contact Information		
Name (<input checked="" type="checkbox"/> Mr. <input type="checkbox"/> Mrs. <input type="checkbox"/> Ms. <input type="checkbox"/> Dr.):		
Title: Morgan T. Palmisano		
Company Name: Environmental Regulatory Compliance, Inc.		
Mailing Address: 2520 Vulcan Street		
City: Harvey	State: LA	Zip Code: 70058
Territory:		Country: USA
Foreign Postal Code:		Internal Mail Code:
Telephone No.: 504-366-2976		Fax No.: 504-366-0846
E-mail Address: Morgan@EnvironmentalRegulatoryCompliance.com		
V. Site Information		
A. Site Name: DJ Yarborough 2H Drill		
B. Regulated Entity Number (RN) (if issued): 102564952		
C. Account Number (if issued): WD0081B		



Texas Commission on Environmental Quality
Air Permits Division
Change of Name/Ownership Form

V. Site Information (continued)								
D. If action is transfer of ownership, is the change for the entire site?								<input checked="" type="checkbox"/> YES <input type="checkbox"/> NO <input type="checkbox"/> N/A
E. If action is transfer of ownership for a portion of the existing site, will the new site be a major source?								<input type="checkbox"/> YES <input type="checkbox"/> NO <input checked="" type="checkbox"/> N/A
F. Indicate all pollutants for which the site is a major source based on the site's potential to emit.								
Pollutant:	VOC	NO _x	SO ₂	PM ₁₀	CO	PB	HAPs	Other
Major at the Site (YES/NO):	NO	NO	NO	NO	NO	NO	NO	
VI. Air Authorizations That Are Affected By This Action								
A. List all NSR authorizations (including PBR, SE, and standard permit registrations, and NSR permits), as applicable: 49436								
B. List all FOPs (including SOPs and ATOs under GOPs), as applicable:								
VII. NSR Conditions for Change of Ownership under 30 TAC § 116.110(e)								
<ul style="list-style-type: none">• The new owner agrees to be bound by all the permit conditions and all representations made in the permit and any amendments and alterations.• The new owner asserts there will be no change in the type of pollutants emitted.• The new owner asserts there will be no increase in the quantity emitted.								
VIII. FOP Conditions for Change of Ownership								
<ul style="list-style-type: none">• For SOP holders: Pursuant to 30 TAC § 122.210 and § 122.211, the permit holder (new owner) is required to submit a permit revision application for a change to the permit identification of ownership or operational control of a site. The change must be facilitated by a written agreement containing a specific date for transfer of permit responsibility, coverage, and liability between the old and new permit holder. This written agreement is maintained with the permit.• For GOP holders: Pursuant to 30 TAC § 122.503, the permit holder (new owner) is required to submit (before the change is operated) an application for a new authorization to operate for a change to the permit identification of ownership or operational control of a site. The change must be facilitated by a written agreement containing a specific date for transfer of permit responsibility, coverage, and liability between the old and new permit holder. This written agreement is maintained with the permit.								
A. Are any other changes needed for the FOP? (If YES, submit the information as explained in the instructions.)								<input type="checkbox"/> YES <input checked="" type="checkbox"/> NO
B. Is there an Acid Rain permit or Clean Air Interstate Rule (CAIR) permit included in the SOP? (If YES, submit the information as explained in the instructions.)								<input type="checkbox"/> YES <input checked="" type="checkbox"/> NO
IX. Authorization								
I, <u>Lloyd Bruce</u> , certify that I am the responsible official for this application and that, based on information and belief formed after reasonable inquiry, the statements and information on this form are true, accurate, and complete.								
Signature: <u></u> Signature Date: <u>12/15/10</u>								
Title: Vice President Operations Western Division								



TCEQ Core Data Form

For detailed instructions regarding completion of this form, please read the Core Data Form Instructions or call 512-239-5175.

SECTION I: General Information

1. Reason for Submission (If other is checked please describe in space provided)			
<input type="checkbox"/> New Permit, Registration or Authorization (Core Data Form should be submitted with the program application)		<input checked="" type="checkbox"/> Other	
<input type="checkbox"/> Renewal (Core Data Form should be submitted with the renewal form)		New Owner and Operator	
2. Attachments Describe Any Attachments: (ex. Title V Application, Waste Transporter Application, etc.)			
<input checked="" type="checkbox"/> Yes <input type="checkbox"/> No Change of Name/Ownership Request Worksheet			
3. Customer Reference Number (if issued)		4. Regulated Entity Reference Number (if issued)	
CN 601217599		RN 102564952	

SECTION II: Customer Information

5. Effective Date for Customer Information Updates (mm/dd/yyyy)		10/1/2010	
6. Customer Role (Proposed or Actual) - as it relates to the Regulated Entity listed on this form. Please check only one of the following:			
<input type="checkbox"/> Owner		<input type="checkbox"/> Operator	
<input type="checkbox"/> Occupational Licensee		<input type="checkbox"/> Responsible Party	
<input checked="" type="checkbox"/> Owner & Operator		<input type="checkbox"/> Voluntary Cleanup Applicant	
<input type="checkbox"/> Other:			
7. General Customer Information			
<input type="checkbox"/> New Customer		<input type="checkbox"/> Update to Customer Information	
<input type="checkbox"/> Change in Legal Name (Verifiable with the Texas Secretary of State)		<input checked="" type="checkbox"/> Change in Regulated Entity Ownership	
		<input type="checkbox"/> No Change**	
**If "No Change" and Section I is complete, skip to Section III - Regulated Entity Information.			
8. Type of Customer:		<input checked="" type="checkbox"/> Corporation	
		<input type="checkbox"/> Individual	
		<input type="checkbox"/> Sole Proprietorship- D.B.A	
<input type="checkbox"/> City Government		<input type="checkbox"/> County Government	
<input type="checkbox"/> Federal Government		<input type="checkbox"/> State Government	
<input type="checkbox"/> Other Government		<input type="checkbox"/> General Partnership	
		<input type="checkbox"/> Limited Partnership	
		<input type="checkbox"/> Other:	
9. Customer Legal Name (If an individual, print last name first: ex: Doe, John)		If new Customer, enter previous Customer below	
EnerVest Operating, L.L.C.		End Date: ..	
10. Mailing Address:		1001 Fannin Street, Suite 800	
City		Houston	
State		TX	
ZIP		77002	
ZIP + 4		6707	
11. Country Mailing Information (if outside USA)		12. E-Mail Address (if applicable)	
		EArdojn@EnerVest.net	
13. Telephone Number		14. Extension or Code	
(713) 659-3500			
15. Fax Number (if applicable)		(713) 659-5036	
16. Federal Tax ID (9 digits)		17. TX State Franchise Tax ID (11 digits)	
76-046080		929022069	
18. DUNS Number (if applicable)		19. TX SOS Filing Number (if applicable)	
929022069			
20. Number of Employees		21. Independently Owned and Operated?	
<input type="checkbox"/> 0-20 <input type="checkbox"/> 21-100 <input checked="" type="checkbox"/> 101-250 <input type="checkbox"/> 251-500 <input type="checkbox"/> 501 and higher		<input checked="" type="checkbox"/> Yes <input type="checkbox"/> No	

SECTION III: Regulated Entity Information

22. General Regulated Entity Information (If "New Regulated Entity" is selected below this form should be accompanied by a permit application)	
<input type="checkbox"/> New Regulated Entity <input checked="" type="checkbox"/> Update to Regulated Entity Name <input type="checkbox"/> Update to Regulated Entity Information <input type="checkbox"/> No Change** (See below)	
**If "NO CHANGE" is checked and Section I is complete, skip to Section IV, Preparer Information.	
23. Regulated Entity Name (name of the site where the regulated action is taking place)	
DJ Yarbrough 2H Drill	

24. Street Address of the Regulated Entity: (No P.O. Boxes)	(Refer to 35 through 38 below)						
	City		State		ZIP		ZIP + 4
25. Mailing Address:	1001 Fannin Street, Suite 800						
	City	Houston	State	TX	ZIP	77002	ZIP + 4
26. E-Mail Address:	EArdoin@EnerVest.net						
27. Telephone Number	28. Extension or Code		29. Fax Number (if applicable)				
(713) 659-3500			(713) 659-5036				
30. Primary SIC Code (4 digits)	31. Secondary SIC Code (4 digits)		32. Primary NAICS Code (5 or 6 digits)		33. Secondary NAICS Code (5 or 6 digits)		
1311			211111				
34. What is the Primary Business of this entity? (Please do not repeat the SIC or NAICS description.)							
Crude Oil and Natural Gas Production							

Questions 34 – 37 address geographic location. Please refer to the instructions for applicability.

35. Description to Physical Location:	DJ YARBOROUGH LEASE						
36. Nearest City	County		State		Nearest ZIP Code		
Independence	Washington		TX		77833		
37. Latitude (N) In Decimal:	30.305280			38. Longitude (W) In Decimal:	-96.348610		
Degrees	Minutes	Seconds	Degrees	Minutes	Seconds		
30	18	19.01	96	20	55		

39. TCEQ Programs and ID Numbers Check all Programs and write in the permits/registration numbers that will be affected by the updates submitted on this form or the updates may not be made. If your Program is not listed, check other and write it in. See the Core Data Form instructions for additional guidance.

<input type="checkbox"/> Dam Safety	<input type="checkbox"/> Districts	<input type="checkbox"/> Edwards Aquifer	<input type="checkbox"/> Industrial Hazardous Waste	<input type="checkbox"/> Municipal Solid Waste
<input checked="" type="checkbox"/> New Source Review – Air	<input type="checkbox"/> OSSF	<input type="checkbox"/> Petroleum Storage Tank	<input type="checkbox"/> PWS	<input type="checkbox"/> Sludge
49436				
<input type="checkbox"/> Stormwater	<input type="checkbox"/> Title V – Air	<input type="checkbox"/> Tires	<input type="checkbox"/> Used Oil	<input type="checkbox"/> Utilities
<input type="checkbox"/> Voluntary Cleanup	<input type="checkbox"/> Waste Water	<input type="checkbox"/> Wastewater Agriculture	<input type="checkbox"/> Water Rights	<input type="checkbox"/> Other:


SECTION IV: Preparer Information

40. Name:	Morgan T. Palmisano	41. Title:	Senior Environmental Consultant
42. Telephone Number	43. Ext./Code	44. Fax Number	45. E-Mail Address
(504) 366-2976		(504) 366-0846	Morgan@EnvironmentalRegulatoryCompliance.com

SECTION V: Authorized Signature

46. By my signature below, I certify, to the best of my knowledge, that the information provided in this form is true and complete, and that I have signature authority to submit this form on behalf of the entity specified in Section II, Field 9 and/or as required for the updates to the ID numbers identified in field 39.

(See the Core Data Form instructions for more information on who should sign this form.)

Company:	EnerVest Operating, L.L.C.	Job Title:	Vice Pres. Operations Western Division
Name (In Print):	Lloyd Bruce	Phone:	(713) 659-3500
Signature:		Date:	12/17/10