

west virginia department of environmental protection

Office of Oil and Gas 601 57th Street, S.E. Charleston, WV 25304 (304) 926-0450 fax: (304) 926-0452 Jim Justice, Governor Austin Caperton, Cabinet Secretary www.dep.wv.gov

PERMIT MODIFICATION APPROVAL Horizontal 6A / New Drill

ANTERO RESOURCES CORPORATION 1615 WYNKOOP STREET

DENVER, CO 80202

Re: Permit Modification Approval for WARRIOR UNIT 2H

47-017-06808-00-00

Extend horizontal lateral length

ANTERO RESOURCES CORPORATION

The Office of Oil and Gas has reviewed the attached permit modification for the above referenced permit. The attached modification has been approved and well work may begin. Please be reminded that the oil and gas inspector is to be notified twenty-four (24) hours before permitted well work is commenced.

If there are any questions, please feel free to contact me at (304) 926-0450.

James A. Martin

Chief

Operator's Well Number: WARRIOR UNIT 2H

Farm Name: ANTERO RESOURCES CORPORATION

U.S. WELL NUMBER: 47-017-06808-00-00

Horizontal 6A / New Drill

Date Issued: 8/4/2017

Promoting a healthy environment.



June 9, 2017

Antero Resources 1615 Wynkoop Street Denver, CO 80202 Office 303.357.7310 Fax 303.357.7315

West Virginia Department of Environmental Protection Office of Oil and Gas Attn: Mr. Wade Stansberry 601 57th Street Charleston, WV 25304

Mr. Stansberry:

Antero Resources Corporation (Antero) would like to submit the following permit modification for one approved well on the Addie Pad. We are requesting to extend the horizontal lateral length which will change the bottom hole location of the Warrior Unit 2H (API# 47-017-06808).

Attached you will find the following documents:

- REVISED Form WW-6B, which shows the revised lateral length, Measured Depth and Production Casing/Cement program
- REVISED Form WW-6A1, which shows the new leases we will be drilling into
- REVISED Mylar Plats, which shows the new bottom hole location
- Area of Review showing 500' around the well bore

If you have any questions please feel free to contact me at (303) 357-6759.

Thank you in advance for your consideration.

Sincerely,

Samantha Klaas Permitting Agent

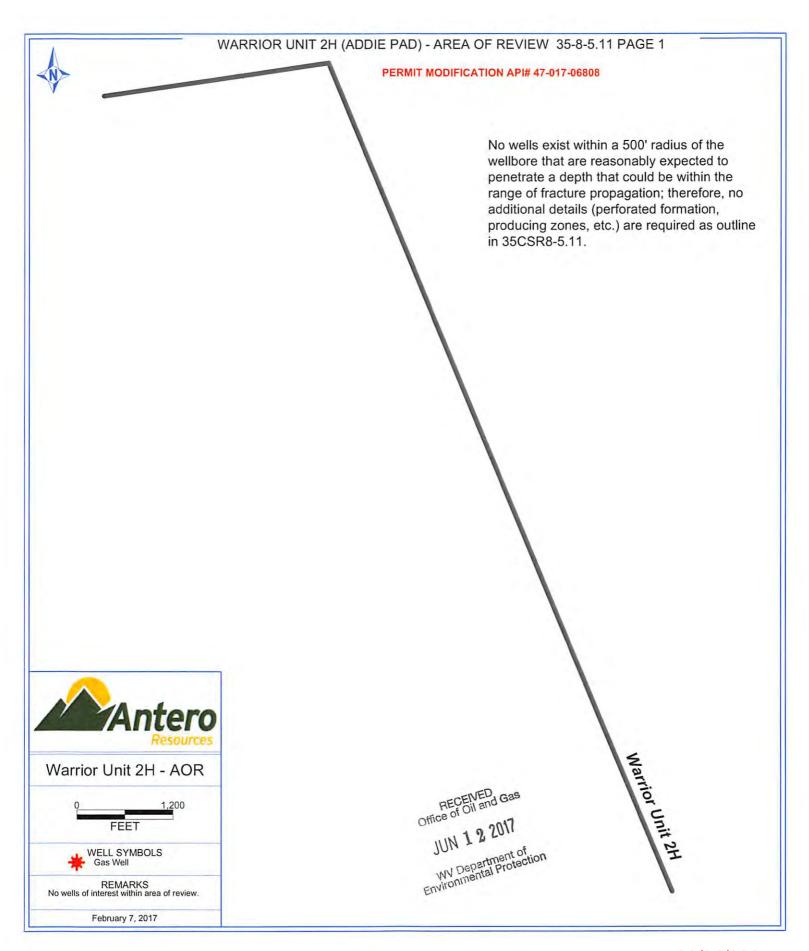
Antero Resources Corporation

Enclosures

Office of Oil and Gas

JUN 1 2 2017

WV Department of Environmental Protection



PERMIT MODIFICATION API# 47-017-06808

API NO. 47-017 - 06808

OPERATOR WELL NO. Warrior Unit 2H

Well Pad Name: Addie Pad

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

1) Well Operator	: Antero Res	ources Co	pora	494507062	017- Doddr	West Up	West Union 7.5'
				Operator ID	County	District	Quadrangle
2) Operator's We	ell Number: W	arrior Unit 2	H	Well P	ad Name: Add	ie Pad	
3) Farm Name/Si	urface Owner:	Antero Resourc	es Corp	oration Public Ro	oad Access: W	V 18	
4) Elevation, curr	rent ground:	890'	Ele	evation, propose	d post-construc	tion: 890'	
5) Well Type (a) Gas X	C	il	Un	derground Stor	age	
(Other						
(b)If Gas Sha	allow X		Deep	-		
		rizontal X					
6) Existing Pad:	Yes or No Ye	S					
7) Proposed Targ Marcellus Shal		68 / - * - A. A.		pated Thickness ss- 60 feet, Assoc			·
8) Proposed Tota	l Vertical Dep	th: 6900' T	VD				
9) Formation at T	Total Vertical I	Depth: Mar	cellus				
10) Proposed Tot	al Measured D	epth: 208	00' ME	0			
11) Proposed Ho	rizontal Leg Le	ength: 118	73'				
12) Approximate	Fresh Water S	trata Depths	:	59', 175', 345'			
13) Method to De	etermine Fresh	Water Dept	hs: O	ffset well records. D	epths have been	adjusted accord	ding to surface elevations.
14) Approximate	Saltwater Dep	ths: 650'					
15) Approximate	Coal Seam De	epths: 516'					
16) Approximate	Depth to Poss	ible Void (co	oal mir	ne, karst, other):	None Anticip	ated	
17) Does Propose	ed well location	n contain coa	al sean	ns			
directly overlying				Yes	N	lo X	
(a) If Yes, prov	ide Mine Info:	Name:					
		Depth:					
		Seam:			RE	ECEIVED Gas	
		Owner:			Office	1 0 2017	
					JUL	1 2 2017	
					Environ	Department of mental Protect	on

WW-6B (04/15) API NO. 47- 017 - 06808

OPERATOR WELL NO. Warrior Unit 2H

Well Pad Name: Addie Pad

18)

CASING AND TUBING PROGRAM

TYPE	Size (in)	New or Used	Grade	Weight per ft. (lb/ft)	FOOTAGE: For Drilling (ft)	INTERVALS: Left in Well (ft)	CEMENT: Fill-up (Cu. Ft.)/CTS
Conductor	20"	New	H-40	94#	40'	40'	CTS, 38 Cu. Ft.
Fresh Water	13-3/8"	New	J-55	54.5#	400' *See #19	400' *See #19	CTS, 556 Cu. Ft.
Coal	9-5/8"	New	J-55	36#	2500'	2500'	CTS, 1018 Cu. Ft.
Intermediate							
Production	5-1/2"	New	P-110	23#	20800'	20800'	5312 Cu. Ft
Tubing	2-3/8"	New	N-80	4.7#		7100'	
Liners							

TYPE	Size (in)	Wellbore Diameter (in)	Wall Thickness (in)	Burst Pressure (psi)	Anticipated Max. Internal Pressure (psi)	Cement Type	Cement Yield (cu. ft./k)
Conductor	20"	24"	0.438"	1530	50	Class A	~1.18
Fresh Water	13-3/8"	17-1/2"	0.38"	2730	1000	Class A	~1.18
Coal	9-5/8"	12-1/4"	0.352"	3520	1500	Class A	~1.18
Intermediate							
Production	5-1/2"	8-3/4" & 8-1/2"	0.415"	12,630	2500	Lead-H/POZ & Tail - H	H/POZ~1.44 & H~1.8
Tubing	2-3/8"	4.778"	0.19"	11,200			
Liners							

PACKERS

Kind:	N/A	
Sizes:	N/A	RECEIVED Gas
Depths Set:	N/A	Office of Oil and 22

WV Department of Environmental Protection WW-6B (10/14) PERMIT MODIFICATION API# 47-017-06808

API NO. 47- 017 - 06808

OPERATOR WELL NO. Warrior Unit 2H

Well Pad Name: Addie Pad

19) Describe proposed well work, including the drilling and plugging back of any pilot hole:

Drill, perforate, fracture a new horizontal shallow well and complete Marcellus Shale.

*Antero will be air drilling the fresh water string which makes it difficult to determine when freshwater is encountered, therefore we have built in a buffer for the casing setting depth which helps to ensure that all fresh water zones are covered.

20) Describe fracturing/stimulating methods in detail, including anticipated max pressure and max rate:

Antero plans to pump Slickwater into the Marcellus Shale formation in order to ready the well for production. The fluid will be comprised of approximately 99 percent water and sand, with less than 1 percent special-purpose additives as shown in the attached "List of Anticipated Additives Used for Fracturing or Stimulating Well."

Anticipated Max Pressure - 9300 lbs Anticipated Max Rate - 80 bpm

- 21) Total Area to be disturbed, including roads, stockpile area, pits, etc., (acres): 17.35 acres
- 22) Area to be disturbed for well pad only, less access road (acres): 6.99 acres

23) Describe centralizer placement for each casing string:

Conductor: no centralizers

Surface Casing: one centralizer 10' above the float shoe, one on the insert float collar and one every 4th joint spaced up the hole to surface.

Intermediate Casing: one centralizer above float joint, one centralizer 5' above float collar and one every 4th collar to surface.

Production Casing: one centralizer at shoe joint and one every 3 joints to top of cement in intermediate casing.

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24) Describe all cement additives associated with each cement type:

Conductor: no additives, Class A cement.

Surface: Class A cement with 2-3% calcium chloride and 1/4 lb of flake Intermediate: Class A cement with 1/4 lb of flake, 5 gallons of clay treat

Production: Lead cement- 50/50 Class H/Poz + 1.5% salt + 1% C-45 + 0.5% C-16a + 0.2% C-12 + 0.45% C-20 + 0.05% C-51
Production: Tail cement- Class H + 45 PPS Calcium Carbonate + 1.0% FL-160 + 0.2% ACGB-47 + 0.05% ACSA-51 + 0.2% ACR-20

JUN 1 2 2017

WV Department of Environmental Protection

25) Proposed borehole conditioning procedures:

Conductor: blowhole clean with air, run casing, 10 bbls fresh water.

Surface: blowhole clean with air, trip to conductor shoe, trip to bottom, blowhole clean with air, trip out, run casing, circulate pipe capacity + 40 bbls fresh water followed by 25 bbls bentonite mud, 10 bbls fresh water spacer.

Intermediate: blowhole clean with air, trip to surface casing shoe, trip to bottom, blowhole clean with air, trip out, run casing, circulate 40 bbls brine water followed by 10 bbls fresh water and 25 bbls bentonite mud, pump 10 bbls fresh water.

Production: circulate with 14 lb/gal NaCl mud, trip to middle of lateral, circulate, pump high viscosity sweep, trip to base of curve, pump high viscosity sweep, trip to top of curve, trip to bottom, circulate, pump high viscosity sweep, trip out, run casing, circulate 10 bbls fresh water, pump 48 bbls barite pill, pump 10 bbls fresh water followed by 48 bbls mud flush and 10 bbls water.

*Note: Attach additional sheets as needed.

Operator's Well Number

Warrior Unit 2H

INFORMATION SUPPLIED UNDER WEST VIRGINIA CODE Chapter 22, Article 6A, Section 5(a)(5) IN LIEU OF FILING LEASE(S) AND OTHER CONTINUING CONTRACT(S)

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Office of Oil and Gas

JUN 1 2 2017

Under the oath required to make the verification on page 1 of this Notice and Application, I deposit a protection 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:

J.C. Smith, Agent for Jacob Smith Estate Lease J.C. Smith, Agent for Jacob Smith Estate W.H. Mossor W.H. Mossor Term Energy Corporation Antero Resources Appalachian Corpo	1/8 Assignment and Bill of Sale ration *Partial Assignment of Oil & Gas Leases Name Change	0063/0250 0116/0519 DB 0271/0199 Exhibit 1
W.H. Mossor Term Energy Corporation	Assignment and Bill of Sale ration *Partial Assignment of Oil & Gas Leases Name Change	0116/0519 DB 0271/0199
	Sale ration *Partial Assignment of Oil & Gas Leases Name Change	DB 0271/0199
Term Energy Corporation Antero Resources Appalachian Corpo	& Gas Leases Name Change	7.17.10
		Exhibit 1
Antero Resources Appalachian Corporation Antero Resources Corporation	1/8	
W.F. Smith, et al Lease	1/8	
W.F. Smith, et al J.E. Trainer		0034/0108
J.E. Trainer Hope Natural Gas Company	Assignment	0035/0234
Hope Natural Gas Company Clifton Oil & Gas Company	Assignment	0051/0072
Clifton Oil & Gas Company Quaker State Refining Corporation	Assignment	0056/0165
Quaker State Refining Corporation QSE&P, Inc.	Assignment	0159/0474
QSE&P, Inc. The Quaker State 1989 – 1 Drilling Fu		0160/0200
The Quaker State 1989 – 1 Drilling Fund LP Belden & Blake Corporation	Assignment	0175/0466
Belden & Blake Corporation Peake Energy, Inc.	Assignment	0181/0567
Peake Energy, Inc. North Coast Energy Eastern, Inc.	Name Change	DB 0249/0343
North Coast Energy Eastern, Inc. EXCO-North Coast Energy Eastern, Inc.	. Name Change	DB 0277/0068
EXCO North Coast Energy Eastern, Inc. EXCO Resources WV, Inc.	Name Change	Exhibit 2
EXCO Resources WV, Inc. EXCO Resources WV, LLC.	Name Change	Exhibit 3
EXCO Resources WV, LLC. EXCO Production Company WV, LLC	Merger	Exhibit 4
EXCO Production Company WV, LLC Antero Resources Appalachian Corpo		0285/0084
Antero Resources Appalachian Corporation Antero Resources Corporation	Name Change	Exhibit 1
Joseph Freeman, et ux Lease		
Joseph Freeman, et ux G.H. Trainer	1/8	0027/02433
G.H. Trainer & J.E. Trainer W.W. Hepburn	Assignment	0034/0244
W.W. Hepburn Eastern Petroleum Company	Assignment	0034/0256
Eastern Petroleum Company Clifton Oil & Gas Company	Assignment	0041/0431
Clifton Oil & Gas Company Quaker State Refining Corporation	Assignment	0056/0165
Quaker State Refining Corporation QSE&P, Inc.	Assignment	0159/0474
QSE&P, Inc. The Quaker State 1989 – 1 Drilling Fu	nd LP Assignment	0160/0200
The Quaker State 1989 – 1 Drilling Fund LP Belden & Blake Corporation	Assignment	0175/0466
Belden & Blake Corporation Peake Energy, Inc.	Assignment	0181/0567
Peake Energy, Inc. North Coast Energy Eastern, Inc.	Name Change	0249/0343
North Coast Energy Eastern, Inc. EXCO-North Coast Energy Eastern, Inc.	Name Change	0277/0068
EXCO North Coast Energy Eastern, Inc. EXCO Resources WV, Inc.	Name Change	Exhibit 2
EXCO Resources WV, Inc. EXCO Resources WV, LLC.	Name Change	Exhibit 3
EXCO Resources WV, LLC. EXCO Production Company WV, LLC	Merger	Exhibit 4
EXCO Production Company WV, LLC Antero Resources Appalachian Corpo	ration Assignment	0285/0084
Antero Resources Appalachian Corporation Antero Resources Corporation	Name Change	Exhibit 1

^{*}Partial Assignments to Antero Resources Corporation include 100% rights to extract, produce and market the oil and gas from the Marcellus and any other formations completed with this well.

08/04/2017

Operator's Well Number

Warrior Unit 2H

INFORMATION SUPPLIED UNDER WEST VIRGINIA CODE Chapter 22, Article 6A, Section 5(a)(5) IN LIEU OF FILING LEASE(S) AND OTHER CONTINUING CONTRACT(S)

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- (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
		RECEIVED Office of Oil and Gas	
Champion Agate Co., Inc. Lease		JUN 1 2 2017	
Champion Agate Co., Inc.	Antero Resources Appalachian Corporation	1/8+ JUN 1 ½ 10	0286/0248
Antero Resources Appalachian Corporation	Antero Resources Corporation	Name Changen Department of Environmental Protection	Exhibit 1
/ Dorothy A. Pigott, AIF, et al Lease		_	
Dorothy A. Pigott, AIF, et al	Antero Resources Appalachian Corporation	1/8	0267/0191
Antero Resources Appalachian Corporation	Antero Resources Corporation	Name Change	Exhibit 1
WV Division of Natural Resources Lease (Middle			
<u>Island Creek)</u> WV Division of Natural Resources	Antero Resources Corporation	1/8+	0416/0455
/ <u>Ida F. Ford Lease (8-7-6, 8-7-9)</u>			
lda F. Ford	Ford Development Company	1/8	0063/0459
Ford Development Company	Antero Resources Appalachian Corporation	Assignment	0277/0482
Antero Resources Appalachian Corporation	Antero Resources Corporation	Name Change	Exhibit 1
S.M. Montgomery, et ux Lease			
S.M. Montgomery, et ux	Paul B. Davis, Charter D. Stinespring and G.W. Hill	1/8	0065/0015
Paul B. Davis, Charter D. Stinespring and G.W. Hill	Trio Oil & Gas Company, Inc.	Assignment	0065/0374
Trio Oil & Gas Company, Inc.	Antero Resources Appalachian Corporation	Assignment	0279/0630
Antero Resources Appalachian Corporation	Antero Resources Corporation	Name Change	Exhibit 1
/ Roy Blake, et ux Lease (8-7-17, 8-7-22)			
Roy Blake, et al	Paul McCutchan, et al	1/8	0063/0123
Paul McCutchan, et al	Justin L. Henderson	Assignment	0106/0123
Justin L. Henderson	Paul D. Farr, II	Assignment	0109/0385
Paul D. Farr, II	Antero Resources Corporation	Assignment	0271/0546
Nelson Bruffy Lease			
Nelson Bruffy	Antero Resources Appalachian Corporation	1/8	0262/0180
Antero Resources Appalachian Corporation	Antero Resources Corporation	Name Change	Exhibit 1
G. Frank Ash, et al Lease	Hugh M Canada	4.0	0002/0242
G. Frank Ash, et al Ronald B. Spencer and Rhonda A. Rossetti as Co- executors of the Estate of Hugh K. Spencer	Hugh K. Spencer Ronald B. Spencer and Rhonda A. Rossetti as Co- Trustees of the Hugh K. Spencer Marital Trust B.	1/8 Assignment	0062/0212 0199/00282
Ronald B. Spencer and Rhonda A. Rossetti as Co- Trustees of the Hugh K. Spencer Marital Trust B.	Spencer Enterprises, LLC.	Assignment	0199/0534
Spencer Enterprises, LLC. Antero Resources Appalachian Corporation	Antero Resources Appalachian Corporation Antero Resources Corporation	Partial Assignment Name Change	0266/0716 Exhibit 1
Antes o resources representati corporation	Alliera Hesanices Corbornion	rame mange	

^{*}Partial Assignments to Antero Resources Corporation include 100% rights to extract, produce and market the oil and gas from the Marcellus and any other formations completed with this well.

08/04/2017

WW-6A1 (5/13)

Operator's Well No.	Warrior Unit 2H

INFORMATION SUPPLIED UNDER WEST VIRGINIA CODE Chapter 22, Article 6A, Section 5(a)(5) IN LIEU OF FILING LEASE(S) AND OTHER CONTINUING CONTRACT(S)

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- (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:

Lease Name or Number	Grantor, Lessor, etc.	Grantee, Lessee, etc.	Royalty	Book/Page
Claude L. Smith, et ux Lease				
Claude Smith et	ux	Key Oil Co	1/8	104/704
Key Oil Co		XOIL Drilling Partners LP	Assignment	105/566
XOIL Drilling Part	tners LP	XPLOR Corp	Assignment	146/649
XPLOR Corp		Venus Exploration Inc	Merger	Exhibit 5
Venus Exploration	on Inc	Allegheny Interests Inc	Assignment	184/512
Allegheny Intere	sts Inc	Rubin Resources Inc	Assignment	187/685
Rubin Resources	Inc	Petro Edge Energy LLC	Assignment	230/666
Petro Edge Ener	gy LLC	Statoil USA Onshore Properties	Assignment	285/71
Statoil USA Onsh	nore Properties	EQT	Assignment	428/356
EQT		Antero Resources Corporation	Assignment	385/268

^{*}Partial Assignments to Antero Resources Corporation include 100% rights to extract, produce and market the oil and gas from the Marcellus and any other formations completed with this well.

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

Office of Oil and Gas

JUN 1 2 2017

WV Department of Environmental Protection

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: Antero Resources Corporation

By: Kevin Kilstrom

Its: Senior Vice President Production

Page 1 of

EXHIBIT

FILED

JUN 1 0 2013

Natalie E. Tennant. Scoretary of State 1900 Kanawha Bivd B Bldg 1, Suite 157-K Charleston, WV 25305

FILE ONE ORIGINAL (Two if you want a Bled stamped copy returned to you) FEE: 825.00



Penney Barker, Manager IN THE OFFICE OF Corporations Division SECRETARY OF STATE Fax: (304)558-8381

Website: www.wvsos.com

E-mail: business@wvsos.com

Office Hours: Monday - Friday 8:30 a.m. - 5:00 p.m. BT

**** In accordance with the provisions of the West Virginia Code, the undersigned corporation hereby **** applies for an Amended Certificate of Authority and submits the following statement:

OF AUTHORITY

1.	Name under which the corporation was authorized to transact business in WV:	Antero Resources Appalachian Corporation
2.	Date Certificate of Authority was issued in West Virginia:	6/25/2008
3.	Corporate name has been changed to: (Attach one <u>Certified Conv of Name Change</u> as filed in home State of incorporation.)	Antero Resources Corporation
4.	Name the corporation elects to use in WV: (due to home state name not being available)	Antero Resources Corporation
5.	Other amendments: (attach additional pages if necessary)	
	*	
6.	Name and phone number of contact person. (the filing, listing a contact person and phone num document.)	(This is optional, however, if there is a problem with nber may avoid having to return or reject the
	Alvyn A. Schopp	(303) 357-7310
	Contact Name	Phone Number
7.	Signature information (See below *Important.	Legal Notice Regarding Signature):
	Print Name of Signer: Abyyn A. Schopp	Title/Capacity: Authorized Person
	Signature: As Hackopp	Date: June 10, 2013
Any to th	portant Legal Notice Regarding Structure: For West Virging person who signs a document he or she knows is false in an accretary of state for filing is guilty of a misdomesnor and, mand dollars or confined in the county or regional fall not me	

listed by the Office of the Secretary of Sinte -

Revised 4/13

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JUN 1 2 2017

WV Department of Environmental Protection 08/04/2017

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FORM WW-6A1 **EXHIBIT 2**



I, Natalie E. Tennant, Secretary of State of the State of West Virginia, hereby certify that

an Amended Certificate of Authority of

EXCO - NORTH COAST ENERGY EASTERN, INC.

was filed in my office as required by the provisions of the West Virginia Code and was found to conform to law.

Therefore I issue this

CERTIFICATE OF AMENDMENT TO THE CERTIFICATE OF AUTHORITY

changing the name of the corporation to

EXCO RESOURCES (WV), INC.

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JUN 1 2 2017

WV Department of Environmental Protection

Given under my hand and the Great Seal of the State of West Virginia on this day of December 2, 2009



Vlatelil & Yem

Secretary of State

FORM WW-6A1 EXHIBIT 3



I, Natalie E. Tennant, Secretary of State of the State of West Virginia, hereby certify that

EXCO RESOURCES (WV), INC.

(A Delaware Corporation)

filed Articles of Conversion in my office as required by the provisions of the West Virginia Code and was found to conform to law.

Therefore, I issue this

CERTIFICATE OF CONVERSION

Converting the corporation to:

EXCO RESOURCES (WV), LLC

(A Delaware Limited Liability Company)

RECEIVED Office of Oil and Gas

JUN 1 2 2017

WV Department of Environmental Protection



Given under my hand and the Great Seal of the State of West Virginia on July 7, 2010

atelil E Germant

Secretary of State

08/04/2017

ORM WW-6A1 EXHIBIT 4

HIBIT 4

Certificat

I, Natalie E. Tennant, Secretary of State of the State of West Virginia, hereby certify that

by the provisions of the West Virginia Code, Articles of Merger were received and filed

MERGING EXCO RSOURCES (PA), LLC, A QUALIFIED TX ORGANIZATION WITH EXCO RESOURCES (WV), LLC, A QUALIFIED TX ORGANIZATION, AS SURVIVORS AND CREATING THE FOLLOWING NON-QUALIFIED TX ORGANIZATIONS: BG NATURAL GAS PRODUCTION COMPANY (PA), LLC, APPALACHIA MIDSTREAM, LLC, EXCO RSOURCES (XA), LLC, BG NATURAL GAS PRODUCTION COMPANY (WV), LLC AND EXCO PRODUCTION COMPANY (PA), LLC. IN THE MERGER EXCO RESOURCES (WV), LLC CHANGED ITS NAME TO EXCO PRODUCTION COMPANY (WV), LLC.

Therefore, I hereby issue this

CERTIFICATE OF MERGER

RECEIVED Office of Oil and Gas

JUN 1 2 2017

Wy Department of Environmental Protection



Given under my hand and the Great Seal of the State of West Virginia on

July 1, 2010

Wateril E Jemment

Secretary of State

08/04/201

Prate of West Virginia

Certificate

I, Ken Hechler, Secretary of State of the State of West Virginia, hereby certify that

the following and attached is a true and exact copy of the articles of merger of VENUS EXPLORATION, INC. a non-qualified Delaware corporation and XPLOR CORPORATION a qualified Delaware corporation.

Therefore I hereby issue this CERTIFICATE OF MERGER, merging VENUS EXPLORATION.

INC. with and into XPLOR CORPORATION, the survivor which then changed its name to VENUS EXPLORATION, INC.

RECEIVED Office of Oil and Gas

JUN 1 2 2017

WV Department of Environmental Protection



Given under my hand and the Great Seal of the State of West Virginia on this Eighteenth day of

Man Hickley

08/04/2017

