

BKV Operating, LLC

March 13, 2018

Secretary, PA Public Utility Commission
Pennsylvania Public Utility Commission
Keystone Building, 2nd Floor
400 North Street
Harrisburg, PA 17120

RECEIVED

MAR 19 2018

**PA PUBLIC UTILITY COMMISSION
SECRETARY'S BUREAU**

Re: 2017 Act 127 Pipeline Registrations

Ms. Secretary,

Please accept BKV Operating LLC's annual submittal for Act 127 of 2017 reporting. Registration and formal report for the Gas & Hazardous Liquids Pipeline Act; Assessment of Pipeline Operators for pipeline in service for calendar year of 2017 as required by the Commission is included.

Please see Attachment A as required by the Commission included with report filing, if you should need additional information please contact me at your convenience.

BKV Operating LLC purchased Carrizo (Marcellus) LLC's assets on November 21, 2017. Please see attachment B for asset transfer letters.

Respectfully Submitted



Heather Child

Operations Planning Manager

1200 17th Street, Suite 1850

Denver, CO 80202

ATTACHMENT A:

- Act 127 Pennsylvania Pipeline Operator Annual Registration Form
- Filing Fee

RECEIVED

MAR 19 2018

**PA PUBLIC UTILITY COMMISSION
SECRETARY'S BUREAU**



Act 127
Pennsylvania Pipeline Operator Annual Registration Form

Please submit completed form by March 31

Registration for Previous Calendar Year Ending: 2017
Docket Number:

If you need help getting your docket number,

- Go to our website, <http://www.puc.pa.gov> and go to the bottom section of the home page under Natural Gas.
- Click on the link for Act 127.
- On the Act 127 page you will see a link on the lower section of the page under Pipeline Operators Registry.
- Click on the link to "View Current List of Registered Pipeline Operators."
- Click on the utility code next to your name; find the Docket Number (A-2012-xxxxxx) under the Docketed Cases.

1. Registrant (Full name of pipeline operator): BKV Operating LLC CO

Comments: If applicable, explain any changes to your company name or legal status (acquisition, merger, etc.) in the past calendar year.

2. Types of Pipelines and/or Facilities:

Please note that natural gas public utilities are not required to file this form.

Pipelines and/or facilities covered by this form are associated with the following types of facilities and transport the following types of commodities: (select all that apply)

Gas Distribution

Natural Gas Propane Gas

Gas Transmission

Natural Gas
Propane Gas
Other Gas Define:

Gas Gathering

Hazardous Liquid
Other Define:

RECEIVED

MAR 19 2018

PA PUBLIC UTILITY COMMISSION
SECRETARY'S BUREAU

3. Main Mailing Address:

Provide the address to which the Commission will serve all correspondence relating to this registration.

Street Address/P. O. Box: 1200 17th St. Suite 1850
City, State, Zip Code: Denver, CO 80202

4. Physical Address:

Provide the address of your primary Pennsylvania facility. This address is needed by the Commission to perform inspections and onsite visits.

Do not provide a post office box number.

Street Address: 12231 State Route 706
City, State, Zip Code: Montrose, PA 18801

5. US DOT Operator ID Number:

Provide the number assigned to you by the United States Department of Transportation, Pipeline Hazardous and Materials Safety Administration (PHMSA).

6. PA L&I Propane Registration Number:

Provide your propane registration number with the Pennsylvania Department of Labor and Industry (if applicable). If you do not have a number, please enter "N/A".

N/A

7.	Regulatory Contact Information: <i>Complete in full with contact information of the person in your company the Commission can contact for questions and other matters pertaining to your registration and operations.</i>
	Name: Heather Child
	Street Address: 1200 17th Street, Ste. 1850
	City, State, Zip Code: Denver, CO 80202
	Email Address: heatherchild@kalinventures.com
	Telephone Number: (720)-375-9680
8.	Assessment Contact Information: <i>Complete in full with contact information of the person in your company who is responsible for receiving the Commission's assessment (billing) invoices and paying the assessment under Act 127.</i>
	Name: Heather Child
	Street Address: 1200 17th Street Ste. 1850
	City, State, Zip Code: Denver, CO 80202
	Email Address: heatherchild@kalinventures.com
	Telephone Number: (720) 375-9680
9.	Federal EIN Number (if applicable): 823114902
10.	Pipeline Emergency (PEMA) Contact Information: <i>Complete in full with contact information of the person in your company who the Commission can call in an emergency situation. This information is critical to the Commission's interactions with the Pennsylvania Emergency Management Authority (PEMA).</i>
	Name: Dale Bennett
	Street Address: 12231 State Route 706
	City, State, Zip Code: Montrose, PA 18801
	Email Address: dalebennett@bkvoperating.com
	Telephone Number: 570-665-8782
11.	Attorney (if applicable): <i>Complete this section only if an attorney is filing this registration form on your company's behalf.</i>
	Name:
	Street Address:
	City, State, Zip Code:
	Email Address:
	Telephone Number:
12.	Operational Information:
Comments: Report any newly installed pipeline, and explain any additions, deletions or variations since your previous year's registration.	
Total miles of pipelines remain 14.37 miles, no new pipelines added in 2017	

- Complete Attachments "A" and "B". For each Pennsylvania gas or hazardous liquids pipeline, provide the in-state mileage in operation as of December 31 of the prior year, by class and by county. Mileage should be reported for each individual pipe. Multiple pipelines in one trench are considered individual pipes for reporting purposes. If you have no miles to report on these attachments, check the appropriate block at the top of the form(s).
- Complete Attachment "C" by providing the country of manufacture and mileage data for all tubular steel products installed in the prior calendar year in Pennsylvania for the exploration, gathering or transmission of natural gas or hazardous liquids. If you have no data to report on this attachment, check the appropriate block at the top of the form.

13. Filing Fee:

The filing fee for this Annual Registration Form is \$250, payable to the "Commonwealth of Pennsylvania."
The filing fee can either be mailed or electronically paid when eFiling your form with the Commission's eFiling system.
NOTE: If you are a Propane Distributor registered with the PA L&I or a Borough, you are exempt from paying this filing fee.

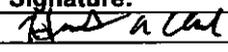
Fee Exemptions (please indicate if either exemption applies):

Propane Distributor registered with PA L&I	<input type="checkbox"/>
Borough	<input type="checkbox"/>

14. Verification:

The person responsible (corporate officer or attorney) for filing your Annual Registration Form must affix his or her signature and verify that all information provided on the form is true to the best of his or her knowledge, information and belief. NOTE: Registration Forms that are not verified will not be accepted for filing.

I hereby state that the information in this application is true and correct to the best of my knowledge, information and belief. I understand that the statements herein are made subject to the penalties of 18 Pa. C.S. § 4904 (relating to unsworn falsification to authorities).

Name:	Signature:
Heather Child	
Title:	Date:
Operations Planning Manager	3/13/2018

15. Registration:

eFiling:
Registration Forms may be eFiled with the PUC. If eFiling your renewal form, go to <http://www.puc.pa.gov> and click on the eFiling link on the bottom of the page under Issues, News & Reports. Please choose "Existing Case" as the type of filing and enter your docket number where indicated.

By mail:
Send original, signed copy of registration form along with attachments and filing fee (if applicable) to:

Secretary, PA Public Utility Commission
Keystone Building, 2nd Floor
400 North Street
Harrisburg, PA 17120

Reminders:

- It is the responsibility of registrants to keep the Commission notified of any changes to your contact information by providing notice, in writing, to the Commission's Secretary at the above address.
- Incomplete registration forms or those missing any attachments are unacceptable for filing and will be delayed for processing until the required information is sent to the Commission's Secretary's Bureau. If you require assistance or have questions when completing this form, call 717-772-7777.
- Registrations are public records. Accordingly, DO NOT place social security numbers, credit card numbers, bank account numbers or other confidential information on the registration form.

*****PLEASE KEEP A COPY OF YOUR COMPLETED REGISTRATION FORM FOR YOUR RECORDS*****

Additional Comments: Use this section to add any additional information:

RECEIVED

MAR 19 2018

Attachment A

Hazardous Liquids Lines
Calendar Year Ending: 2017
Pipeline Operator: BKV Operating, LLC

PA PUBLIC UTILITY COMMISSION
SECRETARY'S BUREAU

Please check here if you have no reportable Hazardous Liquids Lines

Please report mileage to the nearest 1/10th of a mile.

HCA = High Consequence Area

County	Intrastate		Interstate		Total
	Non-HCA	HCA	Non-HCA	HCA	
Adams					0.0
Allegheny					0.0
Armstrong					0.0
Beaver					0.0
Bedford					0.0
Berks					0.0
Blair					0.0
Bradford					0.0
Bucks					0.0
Butler					0.0
Cambria					0.0
Cameron					0.0
Carbon					0.0
Centre					0.0
Chester					0.0
Clarion					0.0
Clearfield					0.0
Clinton					0.0
Columbia					0.0
Crawford					0.0
Cumberland					0.0
Dauphin					0.0
Delaware					0.0
Elk					0.0
Erie					0.0
Fayette					0.0
Forest					0.0
Franklin					0.0
Fulton					0.0
Greene					0.0
Huntingdon					0.0
Indiana					0.0
Jefferson					0.0
Juniata					0.0
Lackawanna					0.0
Lancaster					0.0
Lawrence					0.0
Lebanon					0.0
Lehigh					0.0
Luzerne					0.0
Lycoming					0.0
McKean					0.0
Mercer					0.0
Mifflin					0.0
Monroe					0.0
Montgomery					0.0

Montour					0.0
Northampton					0.0
Northumberland					0.0
Perry					0.0
Philadelphia					0.0
Pike					0.0
Potter					0.0
Schuylkill					0.0
Snyder					0.0
Somerset					0.0
Sullivan					0.0
Susquehanna					0.0
Tioga					0.0
Union					0.0
Venango					0.0
Warren					0.0
Washington					0.0
Wayne					0.0
Westmoreland					0.0
Wyoming					0.0
York					0.0
Total	0.0	0.0	0.0	0.0	0.0

RECEIVED

MAR 19 2018

Attachment B

Mileage
 Calendar Year Ending: 2017
 Pipeline Operator: BKV Operating, LLC

PA PUBLIC UTILITY COMMISSION
 SECRETARY'S BUREAU

Please check here if you have no miles to report

Act 127 mileage reporting for this form should not include any pipelines subject to the exclusive jurisdiction of the Federal Energy Regulatory Commission.

Please report mileage to the nearest 1/10th of a mile.

County	Number of Farm Taps	Class 1 Gathering (Conventional)	Class 1 Gathering (Unconventional)	Class 1 Transmission & Distribution	Gathering, Transmission & Distribution				Total Class 1 T&D + Class 2+3+4 G,T&D
					Class 2 Gathering Transmission & Distribution	Class 3 Gathering Transmission & Distribution	Class 4 Gathering Transmission & Distribution		
Adams									0.0
Allegheny									0.0
Armstrong									0.0
Beaver									0.0
Bedford									0.0
Berks									0.0
Blair									0.0
Bradford									0.0
Bucks									0.0
Butler									0.0
Cambria									0.0
Cameron									0.0
Carbon									0.0
Centre									0.0
Chester									0.0
Clarion									0.0
Clearfield									0.0
Clinton									0.0
Columbia									0.0
Crawford									0.0
Cumberland									0.0
Dauphin									0.0
Delaware									0.0
Elk									0.0
Erie									0.0
Fayette									0.0
Forest									0.0
Franklin									0.0
Fulton									0.0
Greene									0.0
Huntingdon									0.0
Indiana									0.0
Jefferson									0.0
Juniata									0.0
Lackawanna									0.0
Lancaster									0.0
Lawrence									0.0
Lebanon									0.0
Lehigh									0.0
Luzerne									0.0
Lycoming									0.0

McKean								0.0
Mercer								0.0
Mifflin								0.0
Monroe								0.0
Montgomery								0.0
Montour								0.0
Northampton								0.0
Northumberland								0.0
Perry								0.0
Philadelphia								0.0
Pike								0.0
Potter								0.0
Schuylkill								0.0
Snyder								0.0
Somerset								0.0
Sullivan								0.0
Susquehanna			10.5	1.5				1.5
Tioga								0.0
Union								0.0
Venango								0.0
Warren								0.0
Washington								0.0
Wayne								0.0
Westmoreland								0.0
Wyoming			2.4					0.0
York								0.0
Total	0.0	0.0	12.9	1.5	0.0	0.0	0.0	1.5

ATTACHMENT B:

- Carrizo (Marcellus) LLC transfer of ownership letter
- BKV Operating LLC acceptance of ownership letter

RECEIVED

MAR 19 2018

**PA PUBLIC UTILITY COMMISSION
SECRETARY'S BUREAU**



February 28, 2018

Pennsylvania Public Utility Commission
Secretary Bureau
P.O. Box 3265
Harrisburg, PA 17105

RE: Transfer of Pipeline Ownership

On November 21, 2017 Carrizo (Marcellus) LLC sold all associated oil & gas facilities, wells and associated buried pipelines to BKV Operating, LLC.

All pipelines lines currently under Carrizo's Docket number A-2012-2292623 which are located within Susquehanna and Wyoming Counties are hereby authorized to be released and transferred over to BKV Operating LLC, CO Docket number 35-0000339354 effective immediately.

These pipelines service unconventional gas wells located in Pennsylvania. Total mileage of Class 1 Gathering lines equal 12.9 miles of pipelines. Total mileage of Class 1 Transmission lines equal 1.5 miles of pipelines.

This transfer should leave Carrizo (Marcellus) LLC with no pipelines within the State of Pennsylvania that fall under PA PUC jurisdiction. With no pipelines applicable to be covered under PA PUC please cancel member/docket number A-2012-2292623 PA PUC system as soon as the transfer is complete.

May I request a letter of confirmation once the transfer is completed for my records?
Feel free to reach me at your convenience you have if any questions.

Respectfully Submitted,

A handwritten signature in black ink, appearing to read "Eric Johansson", written over a horizontal line.

Eric Johansson
EHS Supervisor – Carrizo Marcellus LLC
713-358-6227

BKV Operating, LLC

March 13, 2018

Pennsylvania Public Utility Commission
Secretary Bureau
P.O. Box 3265
Harrisburg, PA 17105

Re: Transfer of Pipeline Ownership

This letter is to confirm and accept the November 21, 2017 transfer of Carrizo (Marcellus) LLC associated oil & gas facilities, wells, and associated buried pipelines.

All said facilities, wells and pipelines have been transferred from Carrizo (Marcellus) LLC docket A-2012-2292623 to BKV Operating LLC, CO effective November 21, 2017.

Please refer to appendix A for Carrizo (Marcellus) LLC signed Transfer of Pipeline Ownership letter. If you have any questions or comments please feel free to reach out at your convenience.

Respectfully Submitted

Ethan Ngo
Senior VP of Engineering, Partner
1200 17th Street, Suite 1850
Denver, CO 80202
702-375-9680

ORIGIN ID: OENA (720) 375-9680
HEATHER CHILD
KALNIN VENTURES, LLC
1200 17TH STREET
SUITE 1850
DENVER, CO 80202
UNITED STATES US

SHIP DATE: 19MAR18
ACTWGT: 1.09 LB
CAD: 110582738/INET3980

BILL SENDER

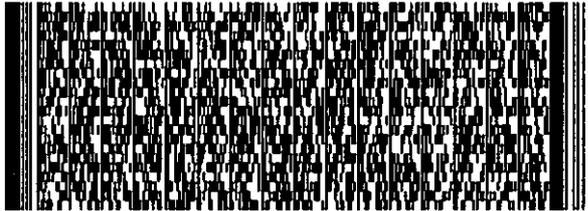
TO PA PUBLIC UTILITY COMMISSION
SECRETARY, PA PUBLIC UTILITY COMM
KEYSTONE BUILDING, 2ND FLOOR
400 NORTH STREET
HARRISBURG PA 17120

552J1107F5J0CA6

(720) 375-9680
INV:
PO:

REF:

DEPT:



FedEx
Express



JPH11873867

TUE - 20 MAR 3:00P
STANDARD OVERNIGHT

TRK#
0201

7717 8195 6013

XH MDTA

17120
PA-US MDT



After printing this label:

1. Use the 'Print' button on this page to print your label to your laser or inkjet printer.
2. Fold the printed page along the horizontal line.
3. Place label in shipping pouch and affix it to your shipment so that the barcode portion of the label can be read and scanned.

Warning: Use only the printed original label for shipping. Using a photocopy of this label for shipping purposes is fraudulent and could result in additional billing charges, along with the cancellation of your FedEx account number.
Use of this system constitutes your agreement to the service conditions in the current FedEx Service Guide, available on fedex.com. FedEx will not be responsible for any claim in excess of \$100 per package, whether the result of loss, damage, delay, non-delivery, misdelivery or misinformation, unless you declare a higher value, pay an additional charge, document your actual loss and file a timely claim. Limitations found in the current FedEx Service Guide apply. Your right to recover from FedEx for any loss, including intrinsic value of the package, loss of sales, income interest, profit, attorney's fees, costs, and other forms of damage whether direct, incidental, consequential, or special is limited to the greater of \$100 or the authorized declared value. Recovery cannot exceed actual documented loss. Maximum for items of extraordinary value is \$1,000, e.g. jewelry, precious metals, negotiable instruments and other items listed in our ServiceGuide. Written claims must be filed within strict time limits, see current FedEx Service Guide.