

RAILROAD COMMISSION OF TEXAS

Tracking No.: 13515

Status: Submitted

Oil and Gas Division

This facsimile W-2 was generated electronically
from data submitted to the RRC.

API No. **42- 003-41267**

7. RRC District No.
08

8. RRC Lease No.
38985

Oil Well Potential Test, Completion or Recompletion Report, and Log

1. FIELD NAME (as per RRC Records or Wildcat) SPRABERRY (TREND AREA)		2. LEASE NAME ANDREWS UNIVERSITY 28		9. Well No. 7	
3. OPERATOR'S NAME (Exactly as shown on Form P-5, Organization Report) WILLIAMS, CLAYTON ENERGY, INC.		RRC Operator No. 924624		10. County of well site ANDREWS	
4. ADDRESS 6 DESTA DR STE 2100 MIDLAND, TX 79705-0000				11. Purpose of filing Initial Potential <input checked="" type="checkbox"/> Retest <input type="checkbox"/> Reclass <input type="checkbox"/> Well record only (Explain In remarks) <input type="checkbox"/>	
5. If Operator has changed within last 60 days, name former operator					
6a. Location (Section, Block, and Survey) 28 , 5 , UNIVERSITY LANDS		6b. Distance and direction to nearest town in this county. 13.8 MILES NE FROM ANDREWS			
12. If workover or reclass, give former field (with reservoir) & Gas ID or oil lease no. FIELD & RESERVOIR		GAS ID or OIL LEASE #		Oil-0 Gas-G	
N/A				Well #	
13. Type of electric or other log run Neutron/Density logs (combo of tools)		14. Completion or recompletion date 05/10/2010			

SECTION I- POTENTIAL TEST DATA IMPORTANT: Test should be for 24 hours unless otherwise specified infield rules.

15. Date of test 06/03/2010		16. No. of hours tested 24		17. Production method (Flowing, Gas Lift, Jetting, Pumping- Size & Type of pump) Pumping			18. Choke size		
19. Production during Test Period	Oil - BBLS 130.0	Gas - MCF 116	Water - BBLS 205	Gas - Oil Ratio 892		Flowing Tubing Pressure PSI			
	20. Calculated 24-Hour Rate	Oil - BBLS 130.0	Gas - MCF 116	Water - BBLS 205	Oil Gravity-API-60° 34.0				
21. Was swab used during this test?		Yes <input type="checkbox"/> No <input checked="" type="checkbox"/>		22. Oil produced prior to test (New & Reworked wells)			23. Injection Gas-Oil Ratio		
REMARKS: N/A									

INSTRUCTIONS: File an original and one copy of the completed Form W-2 in the appropriate RRC District Office within 30 days after completing a well and within 10 days after a potential test. If an operator does not properly report the results of a potential test within the 10-day period, the effective date of the allowable assigned to the well will not extend back more than 10 days before the W-2 was received in the District Office. (Statewide Rules 16 and 51) To report a completion or recompletion, fill in both sides of this form. To report a retest, fill in only the front side.

			WELL TESTERS CERTIFICATION I declare under penalties prescribed in Sec. 91.143, Texas Natural Resources Code, that I conducted or supervised this test by observation of (a) meter readings or (b) the top and bottom gauges of each tank into which production was run during the test. I further certify that the potential test data shown above is true, correct, and complete, to the best of my knowledge.						
Signature: Well Tester _____			Name of Company _____			RRC Representative _____			

										OPERATOR'S CERTIFICATION I declare under penalties prescribed in Sec. 91.143, Texas Natural Resources Code, that I am authorized to make this report, that this report was prepared by me or under my supervision and direction, and that data and facts stated therein are true, correct and complete, to the best of my knowledge.									
Type or printed name of operator's representative (432) 684-6381										Title of Person Ann Ritchie									
Telephone: Area Code Number Month Day Year 03/02/2011										Signature _____									

SECTION III										DATA ON WELL COMPLETION AND LOG (Not Required on Retest)									
24. Type of Completion										25. Permit to Drill, Plug Back or Deepen									
New Well <input checked="" type="checkbox"/> Deepening <input type="checkbox"/> Plug Back <input type="checkbox"/> Other <input type="checkbox"/>										DATE 10/23/2009 PERMIT NO. 686537									
26. Notice of Intention to Drill this well was filed in Name of										Rule 37 Exception									
WILLIAMS, CLAYTON ENERGY, INC.										PERMIT NO.									
27. Number of producing wells on this lease in this field (reservoir) including this well										Water Injection Permit									
6										PERMIT NO.									
28. Total number of acres in this lease										Salt Water Disposal Permit									
647.3										PERMIT NO.									
29. Date Plug Back, Deepening, Workover or Drilling Operations:										Other									
Commenced 02/21/2010 Completed 03/09/2010										PERMIT NO.									
30. Distance to nearest well, Same Lease & Reservoir										1320.0									
31. Location of well, relative to nearest lease boundaries										660.0 Feet From South Line and 1980.0 Feet from West Line of the ANDREWS UNIVERSITY 28 Lease									
32. Elevation (DF, RKB, RT, GR ETC.)										33. Was directional survey made other than inclination (Form W-12)?									
3032 GL										<input type="checkbox"/> Yes <input checked="" type="checkbox"/> No									
34. Top of Pay										35. Total Depth									
7578										11412									
36. P. B. Depth										37. Surface Casing Determined by									
11364										Field Rules <input type="checkbox"/> Recommendation of T.D.W.R. <input checked="" type="checkbox"/> Dt. of Letter 08/13/2009									
38. Is well multiple completion?										Railroad Commission (Special) <input type="checkbox"/> Dt. of Letter									
<input type="checkbox"/> Yes <input checked="" type="checkbox"/> No																			
39. If multiple completion, list all reservoir names (completions in this well) and Oil Lease or Gas ID No.										GAS ID or OIL LEASE #									
FIELD & RESERVOIR										Oil-0 Gas-G									
N/A										Well #									
40. Intervals Drilled by:										41. Name of Drilling Contractor									
Rotary Tools <input checked="" type="checkbox"/> Cable Tools										DESTA DRILLING									
42. Is Cementing Affidavit Attached?										<input checked="" type="checkbox"/> Yes <input type="checkbox"/> No									
43. CASING RECORD (Report All Strings Set in Well)																			
CASING SIZE		WT #/FT.		DEPTH SET		MULTISTAGE TOOL DEPTH		TYPE & AMOUNT CEMENT (sacks)		HOLE SIZE		TOP OF CEMENT		SLURRY VOL. cu. ft.					
13 3/8		48.0		403				C 440		17 1/2		SURFACE		594.0					
8 5/8		24.0 32.0		5002				ECO HAL 1650		11		SURFACE		3525.0					
5 1/2		17.0 20.0		11327				H 1050		7 7/8		3760		1533.0					
44. LINER RECORD																			
Size		Top		Bottom		Sacks Cement		Screen											
N/A																			
45. TUBING RECORD																			
Size		Depth Set		Packer Set		From		To											
2 7/8		7591				7578		11104											
						From		To											
						From		To											
						From		To											
46. Producing Interval (this completion) Indicate depth of perforation or open hole																			
47. ACID, SHOT, FRACTURE, CEMENT SQUEEZE, ETC.																			
Depth Interval										Amount and Kind of Material Used									
7578.0										11104.0									
										1790438# SAND W/34,955 BBLS GEL FRAC									
48. FORMATION RECORD (LIST DEPTHS OF PRINCIPAL GEOLOGICAL MARKERS AND FORMATION TOPS)																			
Formations					Depth					Formations					Depth				
SPRABERRY					7578.0														
WOLFCAMP					9849.0														
STRAWN					11034.0														
REMARKS: PLEASE HOLD PERMIT OPEN FOR RULE 10 EXCEPTION APPROVAL. SPRABERRY (TA): 7578-10932';																			
MAGUTEX (STRAWN): 11062-11104'. W-1 FILED THIS DATE.																			

RAILROAD COMMISSION OF TEXAS
Oil and Gas Division

1. Operator's Name (As Shown on Form P-5, Organization Report) <i>Clayton Williams Energy, Inc.</i>	2. RRC Operator No. <i>924624</i>	3. RRC District No. <i>08</i>	4. County of Well Site <i>Andrews</i>
5. Field Name (Wildcat or Exactly as Shown on RRC Records) <i>Spraberry (Trend Area)</i>	6. API No. <i>42-00341267</i>	7. Drilling Permit No. <i>686537</i>	
8. Lease Name <i>Andrews University 28</i>	9. Rule 37 Case No.	10. Oil Lease/Gas ID No. <i>38985</i>	11. Well No. <i>7</i>

CASING CEMENTING DATA:		SURFACE CASING	INTER-MEDIATE CASING	PRODUCTION CASING		MULTI-STAGE CEMENTING PROCESS	
				Single String	Multiple Parallel Strings	Tool	Shoe
12. Cementing Date		<i>2/21/2010</i>					
13. *Drilled hole size		<i>17 1/2"</i>					
*Est. % wash or hole enlargement		<i>-</i>					
14. Size of casing (in. O.D.)		<i>13 3/8" - 48 #</i>					
15. Top of liner (ft)		<i>-</i>					
16. Setting depth (ft)		<i>403</i>					
17. Number of centralizers used		<i>4</i>					
18. Hrs. waiting on cement before drill-out		<i>6+</i>					
1st Slurry	19. API cement used: No. of sacks ▶	<i>440</i>					
	Class ▶	<i>HALCEM C</i>					
	Additives ▶	<i>SEE REMARK</i>					
2nd Slurry	No. of sacks ▶						
	Class ▶						
	Additives ▶						
3rd Slurry	No. of sacks ▶						
	Class ▶						
	Additives ▶						
1st	20. Slurry pumped: Volume (cu.ft.) ▶	<i>594</i>					
	Height (ft.) ▶	<i>855</i>					
2nd	Volume (cu.ft.) ▶						
	Height (ft.) ▶						
3rd	Volume (cu.ft.) ▶						
	Height (ft.) ▶						
Total	Volume (cu.ft.) ▶	<i>594</i>					
	Height (ft.) ▶	<i>855</i>					
21. Was cement circulated to ground surface (or bottom of cellar) outside casing?		<i>YES</i> ✓					
22. Remarks <i>2% CALCIUM CHLORIDE, 1 LBM PHENO SEAL CIRCULATED 38 BBL 158 SKS OF CMT TO SURFACE</i>						Sales Order <i>7195213</i> Customer Name <i>CLAYTON WILLIAMS ENERGY INC - E</i> Lease <i>Andrews University 28</i> Well Number <i>7</i> Andrews <i>County</i>	

CEMENTING TO PLUG AND ABANDON	PLUG #1	PLUG #2	PLUG #3	PLUG #4	PLUG #5	PLUG #6	PLUG #7	PLUG #8
23. Cementing date								
24. Size of hole or pipe plugged (in.)								
25. Depth to bottom of tubing or drill pipe (ft.)								
26. Sacks of cement used (each plug)								
27. Slurry volume pumped (cu.ft.)								
28. Calculated top of plug (ft.)								
29. Measured top of plug, if tagged (ft.)								
30. Slurry wt. (lbs/gal)								
31. Type cement								

CEMENTER'S CERTIFICATE: I declare under penalties prescribed in Sec. 91.143, Texas Natural Resources Code, that I am authorized to make this certification, that the cementing of casing and/or the placing of cement plugs in this well as shown in the report was performed by me or under my supervision, and that the cementing data and facts presented on both sides of this form are true, correct, and complete, to the best of my knowledge. This certification covers cementing data only.

Quincy Edwards Service Supervisor
Name and Title of Cemente's Representative

Halliburton Energy Services
Cementing Company

Quincy Edwards
Signature

6155 w murphy st Odessa Tx 79763
Address City State Zip Code

18008448451
Tel: Area Code Number

2/21/2010
Date: Mo. Day Yr.

OPERATOR'S CERTIFICATE: I declare under penalties prescribed in Sec. 91.143, Texas Natural Resources Code, that I am authorized to make this certification, that I have knowledge of the well data and information presented in this report, and that data and facts presented on both sides of this form are true, correct, and complete, to the best of my knowledge. This certification covers all well data.

Ann Ritchie
Typed or Printed Name of Operator's Representative

Regulatory
Title

Ann Ritchie
Signature

6 Dosta Dr. Suite 2100, Midland, TX 79705
Address City State Zip Code

4326883240
Tel: Area Code Number

2-22-11
Date: Mo. Day Yr.

Instruction to Form W-15, Cementing Report

IMPORTANT: Operators and cementing companies must comply with the requirements of the Commission's Statewide rules 8 (Water Protection), 13 (Casing, Cementing, Drilling, and Completion, and 14 (Well Plugging). For offshore operations, see the requirements of Rule 13 (c).

A. What to file. An operator should file an original and one copy of the completed Form W-15 for each cementing company used on a well. The cementing of different casing strings on a well by one cementing company may be reported on one form. Form W-15 should be filed with the following:

- * An initial oil or gas completion report, **Form W-2 or G-1**, as required by Statewide or special field rules;
- * **Form W-4**, Application for Multiple Completion, if the well is a multiple parallel casing completion; and
- * **Form W-3**, Plugging Record, unless the W-3 is signed by the cementing company representative. When reporting dry holes, operators must complete **Form W-15**, in addition to **Form W-3**, to show any casing cemented in the hole.

B. Where to file. The appropriate Commission District Office for the county in which the well is located.

C. Surface casing. An operator must set and cement sufficient surface casing to protect all usable-quality water strata, as defined by the Texas Department of Water Resources, Austin. Before drilling a well in any field or area in which no field rules are in effect or in which surface casing requirements are not specified in the applicable rules, an operator must obtain a letter from the Department of Water Resources stating the protection depth. Surface casing should not be set deeper than 200 feet below the specified depth without prior approval from the Commission.

D. Centralizers. Surface casing must be centralized at the shoe, above and below a stage collar or diverting tool, if run, and through usable-quality water zones. In nondeviated holes, a centralizer must be placed every fourth joint from the cement shoe to the ground surface or to the bottom of the cellar. All centralizers must meet API specifications.

E. Exceptions and alternative casing programs. The District Director may grant an exception to the requirements of Statewide Rule 13. In a written application, an operator must state the reason for the requested exception and outline an alternate program for casing and cementing through the protection depth for strata containing usable-quality water. The District Director may approve, modify, or reject a proposed program. **An operator must obtain approval of any exception before beginning casing and cementing operations.**

F. Intermediate and production casing. For specific technical requirements, operators should consult Statewide Rule 13 (b) (3) and (4).

G. Plugging and abandoning. Cement plugs must be placed in the wellbore as required by Statewide Rule 14. The District Director may require additional cement plugs. For onshore or inland wells, a 10-foot cement plug must be placed in the top of the well, and the casing must be cut off three feet below the ground surface. All cement plugs, except the top plug, must have sufficient slurry volume to fill 100 feet of hole, plus ten percent for each 1,000 feet of depth from the ground surface to the bottom of the plug.

To plug and abandon a well, operators must use only cementers approved by the Director of Field Operations. Cementing companies, service companies, or operators can qualify as approved cementers by demonstrating that they are able to mix and pump cement in compliance with Commission rules and regulations.

Cementer: Fill in shaded areas
Operator: Fill in other items

RAILROAD COMMISSION OF TEXAS
Oil and Gas Division

1. Operator's Name (As Shown on Form P-5, Organization Report) <i>Clayton Williams Energy, Inc.</i>	2. RRC Operator No. <i>924624</i>	3. RRC District No. <i>08</i>	4. County of Well Site <i>Andrews</i>
5. Field Name (Wildcat or Exactly as Shown on RRC Records) <i>Spraberry (Trend Area)</i>		6. API No. <i>42-063 41267</i>	7. Drilling Permit No. <i>686537</i>
8. Lease Name <i>Andrews University 28</i>	9. Rule 37 Case No.	10. Oil Lease/Gas ID No. <i>38985</i>	11. Well No. <i>7</i>

CASING CEMENTING DATA:		SURFACE CASING	INTER-MEDIATE CASING	PRODUCTION CASING		MULTI-STAGE CEMENTING PROCESS	
				Single String	Multiple Parallel Strings	Tool	Shoe
12. Cementing Date			<i>2/28/2010</i>				
13. *Drilled hole size			<i>11"</i>				
*Est. % wash or hole enlargement			-				
14. Size of casing (in. O.D.)			<i>8 5/8" - 24+32 #</i>				
15. Top of liner (ft)			-				
16. Setting depth (ft)			<i>5002'</i>				
17. Number of centralizers used			<i>12+</i>				
18. Hrs. waiting on cement before drill-out			<i>18+</i>				
1st Slurry	19. API cement used: No. of sacks ▶		<i>630</i>				
	Class ▶		<i>econocem</i>				
	Additives ▶		<i>see remarks</i>				
2nd Slurry	No. of sacks ▶		<i>1020</i>				
	Class ▶		<i>halcem</i>				
	Additives ▶		<i>see remarks</i>				
3rd Slurry	No. of sacks ▶						
	Class ▶						
	Additives ▶						
1st	20. Slurry pumped: Volume (cu.ft.) ▶		<i>1556</i>				
	Height (ft.) ▶		<i>6121</i>				
2nd	Volume (cu.ft.) ▶		<i>1969</i>				
	Height (ft.) ▶		<i>7745</i>				
3rd	Volume (cu.ft.) ▶						
	Height (ft.) ▶						
Total	Volume (cu.ft.) ▶		<i>3525</i>				
	Height (ft.) ▶		<i>13866</i>				
21. Was cement circulated to ground surface (or bottom of cellar) outside casing?			<i>yes</i> ✓				
22. Remarks .5 lbm pheno seal, 6% bentonite, 3% potassium chloride circulated 97 bbl 221 sks of cmt to surface				Sales Order 7198369 Customer Name CLAYTON WILLIAMS ENERGY INC Lease Andrews University 28 Well Number 7 Andrews County			

CEMENTING TO PLUG AND ABANDON	PLUG #1	PLUG #2	PLUG #3	PLUG #4	PLUG #5	PLUG #6	PLUG #7	PLUG #8
23. Cementing date								
24. Size of hole or pipe plugged (in.)								
25. Depth to bottom of tubing or drill pipe (ft.)								
26. Sacks of cement used (each plug)								
27. Slurry volume pumped (cu.ft.)								
28. Calculated top of plug (ft.)								
29. Measured top of plug, if tagged (ft.)								
30. Slurry wt. (lbs/gal)								
31. Type cement								

CEMENTER'S CERTIFICATE: I declare under penalties prescribed in Sec. 91.143, Texas Natural Resources Code, that I am authorized to make this certification, that the cementing of casing and/or the placing of cement plugs in this well as shown in the report was performed by me or under my supervision, and that the cementing data and facts presented on both sides of this form are true, correct, and complete, to the best of my knowledge. This certification covers cementing data only.

Quincy Edwards Service Supervisor
Name and Title of Cementer's Representative

Halliburton Energy Services
Cementing Company

Quincy Edwards
Signature

6155 W Murphy St Odessa Tx 79763 18008448451 2/28/2010
Address City State Zip Code Tel: Area Code Number Date: Mo. Day Yr.

OPERATOR'S CERTIFICATE: I declare under penalties prescribed in Sec. 91.143, Texas Natural Resources Code, that I am authorized to make this certification, that I have knowledge of the well data and information presented in this report, and that data and facts presented on both sides of this form are true, correct, and complete, to the best of my knowledge. This certification covers all well data.

Ann Ritchie
Typed or Printed Name of Operator's Representative

Regulatory
Title

Ann Ritchie
Signature

6 Desta Dr, Suite 2100, Midland, TX 79705 432 688 3240 2-22-11
Address City State Zip Code Tel: Area Code Number Date: Mo. Day Yr.

Instruction to Form W-15, Cementing Report

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B. Where to file. The appropriate Commission District Office for the county in which the well is located.

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E. Exceptions and alternative casing programs. The District Director may grant an exception to the requirements of Statewide Rule 13. In a written application, an operator must state the reason for the requested exception and outline an alternate program for casing and cementing through the protection depth for strata containing usable-quality water. The District Director may approve, modify, or reject a proposed program. An operator must obtain approval of any exception before beginning casing and cementing operations.

F. Intermediate and production casing. For specific technical requirements, operators should consult Statewide Rule 13 (b) (3) and (4).

G. Plugging and abandoning. Cement plugs must be placed in the wellbore as required by Statewide Rule 14. The District Director may require additional cement plugs. For onshore or inland wells, a 10-foot cement plug must be placed in the top of the well, and the casing must be cut off three feet below the ground surface. All cement plugs, except the top plug, must have sufficient slurry volume to fill 100 feet of hole, plus ten percent for each 1,000 feet of depth from the ground surface to the bottom of the plug.

To plug and abandon a well, operators must use only cementers approved by the Director of Field Operations. Cementing companies, service companies, or operators can qualify as approved cementers by demonstrating that they are able to mix and pump cement in compliance with Commission rules and regulations.

Cementer: Fill in shaded areas.
Operator: Fill in other items

RAILROAD COMMISSION OF TEXAS
Oil and Gas Division

1. Operator's Name (As Shown on Form P-5, Organization Report) <i>Clayton Williams Energy, Inc.</i>	2. RRC Operator No. <i>924624</i>	3. RRC District No. <i>08</i>	4. County of Well Site <i>Andrews</i>
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8. Lease Name <i>Andrews University 28</i>	9. Rule 37 Case No.	10. Oil Lease/Gas ID No. <i>38985</i>	11. Well No. <i>7</i>

CASING CEMENTING DATA:		SURFACE CASING	INTER-MEDIATE CASING	PRODUCTION CASING		MULTI-STAGE CEMENTING PROCESS	
				Single String	Multiple Parallel Strings	Tool	Shoe
12. Cementing Date				<i>3/9/2010</i>			
13. *Drilled hole size				<i>7 7/8"</i>			
*Est. % wash or hole enlargement				<i>-</i>			
14. Size of casing (in. O.D.)				<i>5 1/2" - 17+20 #</i>			
15. Top of liner (ft)				<i>-</i>			
16. Setting depth (ft)				<i>11327'</i>			
17. Number of centralizers used				<i>20+</i>			
18. Hrs. waiting on cement before drill-out				<i>24+</i>			
1st Slurry	19. API cement used: No. of sacks ▶			<i>325</i>			
	Class ▶			<i>H</i>			
	Additives ▶			<i>see remarks</i>			
2nd Slurry	No. of sacks ▶			<i>725</i>			
	Class ▶			<i>H</i>			
	Additives ▶			<i>see remarks</i>			
3rd Slurry	No. of sacks ▶						
	Class ▶						
	Additives ▶						
1st	20. Slurry pumped: Volume (cu.ft.) ▶			<i>627</i>			
	Height (ft.) ▶			<i>3597</i>			
2nd	Volume (cu.ft.) ▶			<i>906</i>			
	Height (ft.) ▶			<i>5218</i>			
3rd	Volume (cu.ft.) ▶						
	Height (ft.) ▶						
Total	Volume (cu.ft.) ▶			<i>1533</i>			
	Height (ft.) ▶			<i>8815</i>			
21. Was cement circulated to ground surface (or bottom of cellar) outside casing?				<i>NO</i>			
22. Remarks		<p><i>1st Slurry: .4% HR-800, .2% CFR-3.</i></p> <p><i>2nd Slurry: .4% Halad @-344, 3% Super CBL, .1% HR-800</i></p> <p><i>TOC 3760'</i></p> <p><i>TD 11412'</i></p> <p><i>PBTD 11364'</i></p>					

Sales Order *7225506*
Customer Name
CLAYTON WILLIAMS ENERGY INC - B
Lease
Andrews University 28
Well Number *7*
Andrews County

CEMENTING TO PLUG AND ABANDON	PLUG #1	PLUG #2	PLUG #3	PLUG #4	PLUG #5	PLUG #6	PLUG #7	PLUG #8
23. Cementing date								
24. Size of hole or pipe plugged (in.)								
25. Depth to bottom of tubing or drill pipe (ft.)								
26. Sacks of cement used (each plug)								
27. Slurry volume pumped (cu ft.)								
28. Calculated top of plug (ft.)								
29. Measured top of plug, if tagged (ft.)								
30. Slurry wt. (lbs/gal)								
31. Type cement								

CEMENTER'S CERTIFICATE: I declare under penalties prescribed in Sec. 91.143, Texas Natural Resources Code, that I am authorized to make this certification, that the cementing of casing and/or the placing of cement plugs in this well as shown in the report was performed by me or under my supervision, and that the cementing data and facts presented on both sides of this form are true, correct, and complete, to the best of my knowledge. This certification covers cementing data only.

SAM HUTCHINS / SERVICE SUPERVISOR
Name and Title of Cements's Representative

Halliburton Energy Services
Cementing Company

Sam Hutchins
Signature

6155 W MURPHY ST ODESSA TX 79763
Address City State, Zip Code

1-800-844-8451
Tel: Area Code Number

3/9/2010
Date: Mo. Day Yr.

OPERATOR'S CERTIFICATE: I declare under penalties prescribed in Sec. 91.143, Texas Natural Resources Code, that I am authorized to make this certification, that I have knowledge of the well data and information presented in this report, and that data and facts presented on both sides of this form are true, correct, and complete, to the best of my knowledge. This certification covers all well data.

Ann Ritchie
Typed or Printed Name of Operator's Representative

Regulatory
Title

Ann Ritchie
Signature

6000 W. DUSTY DR. SUITE 2100, MIDLAND, TX 79705 432.688.3240
Address City, State, Zip Code Tel: Area Code Number

2-22-11
Date: Mo. Day Yr.

Instruction to Form W-15, Cementing Report

IMPORTANT: Operators and cementing companies must comply with the requirements of the Commission's Statewide rules 8 (Water Protection), 13 (Casing, Cementing, Drilling, and Completion, and 14 (Well Plugging). For offshore operations, see the requirements of Rule 13 (c).

A. What to file. An operator should file an original and one copy of the completed Form W-15 for each cementing company used on a well. The cementing of different casing strings on a well by one cementing company may be reported on one form. Form W-15 should be filed with the following:

- * An initial oil or gas completion report, Form W-2 or G-1, as required by Statewide or special field rules;
- * Form W-4, Application for Multiple Completion, if the well is a multiple parallel casing completion; and
- * Form W-3, Plugging Record, unless the W-3 is signed by the cementing company representative. When reporting dry holes, operators must complete *Form W-15, in addition to Form W-3, to show any casing cemented in the hole.

B. Where to file. The appropriate Commission District Office for the county in which the well is located.

C. Surface casing. An operator must set and cement sufficient surface casing to protect all usable-quality water strata, as defined by the Texas Department of Water Resources, Austin. Before drilling a well in any field or area in which no field rules are in effect or in which surface casing requirements are not specified in the applicable rules, an operator must obtain a letter from the Department of Water Resources stating the protection depth. Surface casing should not be set deeper than 200 feet below the specified depth without prior approval from the Commission.

D. Centralizers. Surface casing must be centralized at the shoe, above and below a stage collar or diverting tool, if run, and through usable-quality water zones. In nondeviated holes, a centralizer must be placed every fourth joint from the cement shoe to the ground surface or to the bottom of the cellar. All centralizers must meet API specifications.

E. Exceptions and alternative casing programs. The District Director may grant an exception to the requirements of Statewide Rule 13. In a written application, an operator must state the reason for the requested exception and outline an alternate program for casing and cementing through the protection depth for strata containing usable-quality water. The District Director may approve, modify, or reject a proposed program. An operator must obtain approval of any exception before beginning casing and cementing operations.

F. Intermediate and production casing. For specific technical requirements, operators should consult Statewide Rule 13 (b) (3) and (4).

G. Plugging and abandoning. Cement plugs must be placed in the wellbore as required by Statewide Rule 14. The District Director may require additional cement plugs. For onshore or inland wells, a 10-foot cement plug must be placed in the top of the well, and the casing must be cut off three feet below the ground surface. All cement plugs, except the top plug, must have sufficient slurry volume to fill 100 feet of hole, plus ten percent for each 1,000 feet of depth from the ground surface to the bottom of the plug.

To plug and abandon a well, operators must use only cementers approved by the Director of Field Operations. Cementing companies, service companies, or operators can qualify as approved cementers by demonstrating that they are able to mix and pump cement in compliance with Commission rules and regulations.

**RAILROAD COMMISSION OF TEXAS
OIL AND GAS DIVISION**

Form W-12
(1-1-71)
FOD1296

INCLINATION REPORT (One Copy Must Be Filed With Each Completion Report)		6. RRC District 8
1. FIELD NAME (as per RRC Records or Wildcat) Spraberry (Trend Area)	2. LEASE NAME Andrews University 28	7. RRC Lease Number. (Oil completions only) 38985
3. OPERATOR Williams, Clayton Energy, Inc.		8. Well Number 7
4. ADDRESS 6 Desta Drive, Ste 2100 Midland, Texas 79705		9. RRC Identification Number (Gas completions only)
5. LOCATION (Section, Block, and Survey) 28, 5, University Lands		10. County Andrews

RECORD OF INCLINATION

*11. Measured Depth (feet)	12. Course Length (Hundreds of feet)	*13. Angle of Inclination (Degrees)	14. Displacement per Hundred Feet (Sine of Angle x100)	15. Course Displacement (feet)	16. Accumulative Displacement (feet)
402	402	0.50	0.87	3.49	3.49
912	510	0.75	1.31	6.68	10.17
1420	508	1.00	1.75	8.89	19.06
2150	730	1.00	1.75	12.77	31.83
2659	509	1.50	2.62	13.33	45.16
3070	411	1.25	2.18	8.95	54.11
3320	250	1.50	2.62	6.55	60.66
3570	250	0.75	1.31	3.27	63.93
4065	495	1.00	1.75	8.66	72.59
4573	508	0.50	0.87	4.41	77.00
5007	434	0.50	0.87	3.77	80.77
5507	500	1.00	1.75	8.75	89.52
6025	518	0.50	0.87	4.50	94.02
6233	208	1.00	1.75	3.64	97.66
6533	300	0.00	0.00	0.00	97.66

If additional space is needed, use the reverse side of this form.

17. Is any information shown on the reverse side of this form? ☒ yes ☐ no
18. Accumulative total displacement of well bore at total depth of 11410 feet = 184.97 feet.
- *19. Inclination measurements were made in - ☐ Tubing ☐ Casing ☐ Open hole ☒ Drill Pipe
20. Distance from surface location of well to the nearest lease line 660 feet.
21. Minimum distance to lease line as prescribed by field rules 467 feet.
22. Was the subject well at any time intentionally deviated from the vertical in any manner whatsoever? NO

(If the answer to the above question is "yes," attach written explanation of the circumstances.)

INCLINATION DATA CERTIFICATION I declare under penalties prescribed in Sec. 91.143, Texas Natural Resources Code, that I am authorized to make this certification, that I have personal knowledge of the inclination data and facts placed on both sides of this form and that such data and facts are true, correct, and complete to the best of my knowledge. This certification covers all data as indicated by asterisks (*) by the item numbers on this form. <div style="border-top: 1px solid black; margin-top: 20px;"> Signature of Authorized Representative Billy Jensen, Drilling Superintendent Name of Person and Title (type or print) Desta Drilling Name of Company Telephone: 432-530-0707 Area Code </div>	OPERATOR CERTIFICATION I declare under penalties prescribed in Sec. 91.143, Texas Natural Resources Code, that I am authorized to make this certification, that I have personal knowledge of all information presented in this report, and that all data presented on both sides of this form are true, correct, and complete to the best of my knowledge. This certification covers all data and information presented herein except inclination data as indicated by asterisks (*) by the item numbers on this form. <div style="border-top: 1px solid black; margin-top: 20px;"> Signature of Authorized Representative Ann Ritchie, Regulatory Name of Person and Title (type or print) Clayton Williams Energy, Inc. Operator Telephone: 432 688 3240 Area Code </div>
---	---

Railroad Commission Use Only:

Approved By: _____ Title: _____ Date: _____

* Designates items certified by company that conducted the inclination surveys.

RECORD OF INCLINATION (Continued from reverse side)

[illegible]

If additional space is needed, attach separate sheet and check here. ☐

REMARKS:

- INSTRUCTIONS -

An inclination survey made by persons or concerns approved by the Commission shall be filed on a form prescribed by the Commission for each well drilled or deepened with rotary tools or when, as a result of any operation, the course of the well is changed. No inclination survey is required on wells that are drilled and completed as dry holes that are plugged and abandoned. (Inclination surveys are required on re-entry of abandoned wells.) Inclination surveys must be made in accordance with the provisions of Statewide Rule 11.

This report shall be filed in the District Office of the Commission for the district in which the well is drilled, by attaching one copy to each appropriate completion for the well. (except Plugging Report)

The Commission may require the submittal of the original charts, graphs, or discs, resulting from the surveys.

RAILROAD COMMISSION OF TEXAS
Oil and Gas Division

ELECTRIC LOG
STATUS REPORT

FORM L-1

Tracking No.: 13515

This facsimile L-1 was generated electronically from data submitted to the RRC.

Instructions

When to File Form L-1:

- with Forms G-1, W-2, and GT-1 for new and deepened gas, oil, and geothermal wells
- with Form W-3 for plugged dry holes
- when sending in a log which was held under a request for confidentiality and the period for confidentiality has not yet expired.

When is Form L-1 NOT required:

- with Forms W-2, G-1, and GT-1 filed for injection wells, disposal wells, water supply wells, service wells, re-test wells, re-classifications, and plugbacks of oil, gas or geothermal wells
- with Form W-3 for plugging of other than a dry hole

Where to File Form L-1:

- with the appropriate Commission district office

Filling out Form L-1:

- Section I and the signature section must be filled out for all wells
- complete only the appropriate part of Section II

Type of log required:

- any wireline survey run for the purpose of obtaining lithology, porosity, or resistivity information
- no more than one such log is required but it must be of the subject well
- if such log is NOT run on the subject well, do NOT substitute any other type of log; just select Section II, Part A below

SECTION I. IDENTIFICATION

Operator Name: WILLIAMS, CLAYTON ENERGY, INC.	District No. 08	Completion Date: 05/10/2010
Field Name SPRABERRY (TREND AREA)	Drilling Permit No. 686537	
Lease Name ANDREWS UNIVERSITY 28	Lease/ID No. 38985	Well No. 7
County ANDREWS	API No. 42- 003-41267	

SECTION II. LOG STATUS (Complete either A or B)

☐ A. BASIC ELECTRIC LOG NOT RUN

☒ B. BASIC ELECTRIC LOG RUN. (Select one)

- ☒ 1. Confidentiality is requested and a copy of the header for each log that has been run on the well is attached.
- ☐ 2. Confidentiality already granted on basic electric log covering this interval (applicable to deepened wells only).
- ☐ 3. Basic electric log covering this interval already on file with Commission (applicable to deepened wells only).
- ☐ 4. Log attached to (select one):

☐ (a) Form L-1 (this form). If the company/lease name on log is different from that shown in Section I, please enter name on log here: _____

Check here if attached log is being submitted after being held confidential. ☐

☐ (b) Form P-7, Application for Discovery Allowable and New Field Designation.

☐ (c) Form W-4, Application for Multiple Completion:

Lease or ID No(s). _____

Well No(s). _____

Ann Ritchie

Signature

Name (print)

Title

(432) 684-6381

Phone

03/02/2011

Date

-FOR RAILROAD COMMISSION USE ONLY-

FILE COPY HALLIBURTON

SPECTRAL GAMMA RAY
DUAL SPACED NEUTRON
SPECTRAL DENSITY

COMPANY CLAYTON WILLIAMS ENERGY, INC.		WELL ANDREWS UNIVERSITY 28 No.7		FIELD SPRABERRY (TREND AREA)		COUNTY ANDREWS		STATE TEXAS	
API No. 42-003-41267		Location 660' FSL AND 1980' FWL SECTION: 28, BLOCK 5 SURVEY: UNIVERSITY LANDS						Other Services: ACRT	
Permanent Datum GL		Log measured from KB		Drilling measured from KB		Elev. 3032.0 ft 20.0 ft above perm. Datum		Elev.: K.B. 3052.0 ft D.F. 3051.0 ft G.L. 3032.0 ft	
Date 07-Mar-10		Run No. ONE		Depth - Driller 11412.00 ft		Depth - Logger 11305.0 ft			
Bottom - Logged Interval 11276 ft		Top - Logged Interval 200 ft		Casing - Driller 8.625 in @ 5002.0 ft		Casing - Logger 5000.0 ft			
Bit Size 7.875 in		Type Fluid in Hole FRESH		Density 8.4 ppg		Viscosity 29.00 s/qt			
PH Fluid Loss		Source of Sample FLOWLINE		Rm @ Meas. Temperature 0.06 ohmm @ 75.00 degF		Rmf @ Meas. Temperature 0.07 ohmm @ 75.00 degF			
				Rmc @ Meas. Temperature 0.08 ohmm @ 75.00 degF		Source Rmf MEAS			
				Rm @ BHT 0.03 ohmm @ 162.0 degF		Time Since Circulation 5.0 hr			
				Time on Bottom 07-Mar-10 11:16		Max. Rec. Temperature 162.0 degF @ 11305.0 ft			
				Equipment 700		Location HOBBS, NM			
				Recorded By JUSTIN LUCAS		Witnessed By JERRY E. TOCHTERMAN			

Fold here

API Serial No.: 42-003-41267

Service Ticket No.: 7226050



Texas Commission
on Environmental Quality
Surface Casing Program

DEPTH OF USABLE-QUALITY GROUND WATER TO BE PROTECTED

Date August 13, 2009

TCEQ File No.: SC 13165

***** EXPEDITED APPLICATION *****

API Number 00341129

Attention: BETSY LUNA

RRC Lease No. 000000

SC_924624_00341129_000000_13165.pdf

--Measured--

CLAYTON WILLIAMS ENERGY INC
SIX DESTA DR
STE 2100
MIDLAND TX 79705

1980 ft FWL

660 ft FNL

MRL:SECTION

Digital Map Location:

X-coord/Long 501031

Y-coord/Lat 318606

Datum 27 Zone NC

P-5# 924624

County ANDREWS

Lease & Well No. ANDREWS UNIVERSITY 28 #2&ALL

Purpose ND

Location SUR-UL, BLK-5, SEC-28, -- [TD=11500], [RRC 8],

To protect usable-quality ground water at this location, the Texas Commission on Environmental Quality recommends:

The interval from the land surface to a depth of 250 feet
and the ZONE from 1200 feet to 1750 feet must be protected.

This recommendation is applicable to all wells drilled in this SECTION 28.

Note: Unless stated otherwise, this recommendation is intended to apply only to the subject well and not for area-wide use. Approval of the well completion methods for protection of this groundwater falls under the jurisdiction of the Railroad Commission of Texas. **This recommendation is intended for normal drilling, production, and plugging operations only. It does not apply to saltwater disposal operation into a nonproductive zone (RRC Form W-14).**

If you have any questions, please contact us at 512-239-0515, sc@tceq.state.tx.us, or by mail MC-151.

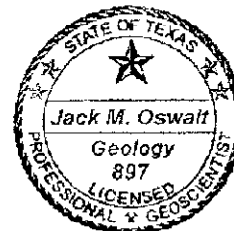
Sincerely,

Digitally signed by Jack M. Oswalt
DN: c=US, st=Texas, l=Austin, ou=Surface
Casing, o=Texas Commission on
Environmental Quality, cn=Jack M. Oswalt,
email=joswalt@tceq.state.tx.us
Date: 2009.08.13 15:16:23 -05'00'

Jack M. Oswalt, P.G.

Geologist, Surface Casing Team
Waste Permits Division

GEOLOGIST SEAL



The seal appearing on this document was authorized by Jack M. Oswalt on 8/13/2009
Note: Alteration of this electronic document will invalidate the digital signature.

STATEWIDE RULE 10 EXCEPTION DATA SHEET

\$150.00 Fee Required

County Andrews

District: 08

(1) Operator Name, Address, RRC ID No., Name & Phone No. of Contact Person

Clayton Williams Energy, Inc. Operator Number 924624

6 Desta Dr., Suite 2100 Ann E. Ritchie, Regulatory

Midland, TX 79705 (432) 684-6381

Attn: Betsy Luna, Engineering ann.wtor@gmail.com

(2) API# 42-003-41267, DP 686537 Lease name & well # Andrews University 28, Well #7

(3) Field Name & RRC Field # (Indicate oil or gas & special field rules, if any, for each zone, top allowable for a well in each field. Indicate discovery date of each field & depth.

SPRABERRY (TREND AREA), 85279200, DEPTH: 6785

DISC:00/00/52 ,GRAV:40.0 ,RATIO: 4000-1 ,ALLOW: 515 MER ,SPAC: 467/0660

ACRES: 80 ,TOL: 80 EACH WELL, SPACING,DENSITY AMENDED,20-79 ACRE UNITS

REQUIRE RULE 38,OK WITHOUT DATA,AFTER NOTICE.UNITS LESS THAN

20 ACRES REQUIRE REGULAR RULE 38. CORRELATIVE INTERVAL 6307 TO 10159 INCLUDES 7C, 08 & 8A FIELDS

MAGUTEX (STRAWN)

56822750 ANDREWS

,DEPTH:10980

DISC:03/20/72 ,GRAV:46.7 ,RATIO: 2000-1 ,ALLOW: 212

(4) Indicate on instance (operator, lease, well no., or docket #) wherein the Commission has granted a Statewide Rule 10 Exception for these same zones (If none, all operators in all of the zones must be notified of this application.)

As per Oil & Gas Docket No. 7C-0266343 blanket Rule 10 Exception approved for Spraberry (Trend Area) and various Strawn fields, including the Magutex (Strawn).

Are the Royalty and Working Interests identical with respect to all proposed combined zones in the well? Yes

Indicate the field that your request the commingled wellbore be assigned to for proration purposes (for first time application in these fields only).

We request that this wellbore be assigned to the Spraberry (Trend Area) Field for proration purposes.

Filed with Railroad Commission of Texas, February 18, 2011 with \$150.00 fee.



Ann E. Ritchie, Regulatory Agent

(432) 6846381

ann.wtor@gmail.com

APPLICATION FOR ALTERNATE SURFACE CASING PROGRAM

Statewide Rule 13(b)(2)(g)

RRC District 8/8A

7/03

Operator's Name and Address: CLAYTON WILLIAMS ENERGY, INC. SIX DESTA DRIVE, SUITE 2100 MIDLAND TX 79705 OP #924624	Lease: Andrews University 28	Well No.: 7
	Field: Spraberry (Trend Area)	
	Drilling Permit No.: 686537	
	County: Andrews	RRC District: 08
	Location: Sec. 28 Block 5 Sur. ULS Twp.	
Proposed TD: 11,750'		

Distance and Direction from nearest town: 13.8 miles NE of Andrews

Proposed injection or disposal well? ☐ Yes ☒ No NOTE: Special conditions may apply. See PROVISIONS below.

Usable-quality water strata (as determined by TCEQ SC #13165 "Waterboard" letter) occur to a depth of 1750 ft, and from LS ft to 250 ft, and from 1200 ft to 1750 ft.

Note: Please submit copy of TCEQ "Waterboard" letter with this request. Request cannot be processed without this information.

Distance and direction of nearest water well (within ¼ mile): none

Type of water well (domestic, public, irrigation, stock, etc.): _____ Depth: _____

Proposed Casing and Cementing Program

Note: You may attach a wellbore diagram or cementing proposal to this application. * **cement proposal attached** *

This application is for (check applicable boxes): ☒ Short surface casing ☐ excess surface casing ☐ no surface casing

The proposed surface casing depth: 400' Multi-Stage tool depth (if applicable): _____

Intermediate or production casing depth: 5000' Multi-Stage tool depth (if applicable): _____

Centralizer number and placement: every 4th joint, approximately 29

Does the cement across the critical zone have 72-hr compressive strength of at least 1,200 psi? ☒ Yes ☐ No

Does the filler cement have 24-hr compressive strength of at least 250 psi? ☒ Yes ☐ No

Do you plan on circulating cement to the surface on all casing strings protecting usable-quality water? ☒ Yes ☐ No

Reason for this request: Cost effectiveness, a general practice of setting a short string.

PROVISIONS APPLICABLE TO RULE 13 EXCEPTIONS:

1. Caution: If this well is being drilled for injection or disposal purposes, an injection or disposal well permit may be denied unless surface casing is set and cemented through all zones of usable-quality groundwater.
2. Centralizers must be used through all usable-quality waters. Refer to Rule 13(b)(2)(F).
3. Notify District Office 8 hours prior to setting casing.

Signature: Betsy Luna Print Name: Betsy Luna, Engineering Tech. Date: 10/26/09 Phone: 432-688-3240
e-mail: bluna@claytonwilliams.com

IF CEMENT IS NOT CIRCULATED TO THE GROUND SURFACE AS REQUIRED BY THIS EXCEPTION, YOU MUST IMMEDIATELY CONTACT THE DISTRICT 8/8A OFFICE AT 432-684-5581, AND FOLLOW THE PROCEDURES AS SET OUT IN RULE 13(B)(2)(g)(III) OR AS RECOMMENDED BY THE DISTRICT OFFICE.

RRC Use Only ▶

RRC District Office Action:

☒ Approved ☐ Approved as Modified ☐ Denied

By: [Signature]

Date: 10-25-09

Remarks/Modifications:

Block 5, University Lands

N 77°29'25" E 5338.38'

CLAYTON WILLIAMS ENERGY, Inc.

20
Fnd. Univ. Mon.
29

21 22
28 27

N 12°30'03" W 5277.25'

S 12°30'59" E 5278.68'

#1

#2

#4

#3

#5 Magutex
(Strawn)

#15
proposed

#6

160 ac

#16
proposed

1867'
1980'
EL. 3032
069'

Andrews University "28" 647.3 ac.

32

S 77°30'20" W 5339.83'

33 34

Note: Survey Reconstruction filed in the Office of Luchini and Mertz Land Surveying Company.

Note: All bearings and coordinates shown are based on the Texas Coordinate System of 1927, North Central Zone.

A combined grid factor of 0.9997890 must be divided into Section Line distances to obtain a true horizontal distance.

Note: Example: (S-99999) indicates General Land Office file number.

Note: NAD '27 Coordinates & NAD '83 Latitude/Longitude on well location in Section 28.

Note: Well location is approximately 13.8 miles northeast of Andrews.

Proration

#7

X: 501888.00

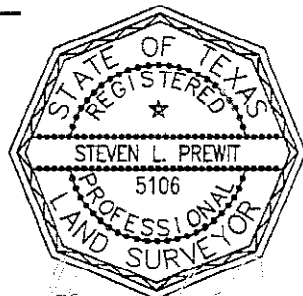
Latitude - 32°26'12.096" N

Y: 314742.33

Longitude - 102°21'28.506" W

This plat is true and correct to the best of
my knowledge.

Betsy Luna
Betsy Luna, Engineering Technician



July 14, 2009

09071482

Railroad Commission Permit Plat

CLAYTON WILLIAMS ENERGY, Inc.
Andrews University "28"
all of
Section 28, Block 5,
University Land,
Andrews County, Texas

Scale: 1" = 1000'

