

RAILROAD COMMISSION OF TEXAS

Tracking No.: 44104

Status: Submitted

Oil and Gas Division

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

API No. 42- 003-42924

7. RRC District No.
08

8. RRC Lease No.

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

| | | | | |
|--|--|--|--|---|
| 1. FIELD NAME (as per RRC Records or Wildcat) SPRABERRY (TRENDAREA) | | 2. LEASE NAME UNIVERSITY "7-38" | | 9. Well No. 6 |
| 3. OPERATOR'S NAME (Exactly as shown on Form P-5, Organization Report) PIONEER NATURAL RES. USA, INC. | | RRC Operator No. 665748 | | 10. County of well site ANDREWS |
| 4. ADDRESS ATTN CINDY WHIDDON P O BOX 3178 MIDLAND, TX 79702-0000 | | | | 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) 38 , 7 , UNIVERSITY LAND | | 6b. Distance and direction to nearest town in this county. 19/4 MILES NORTHEAST 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 Acceptable cased hole logs | | 14. Completion or recompletion date 02/02/2012 | | |

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

| | | | | | |
|---|--------------------------------------|--|--------------------------|------------------------------------|---|
| 15. Date of test 03/22/2012 | 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 1.0 | Gas - MCF 10 | Water - BBLs 5 | Gas - Oil Ratio 0 | Flowing Tubing Pressure PSI |
| 20. Calculated 24-Hour Rate | Oil - BBLs 1.0 | Gas - MCF 10 | Water - BBLs 5 | Oil Gravity-API-60° 40.5 | Casing Pressure PSI |
| 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) 467.8 | | | 23. Injection Gas-Oil Ratio 10000.0 |
| REMARKS: NEW WELL - LOG BEING MAILED TO AUSTIN RRC. | | | | | |
| | | | | | |
| | | | | | |
| | | | | | |

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.

PIONEER NATURAL RES. USA, INC.

Type or printed name of operator's representative

(972) 444-9001

05/03/2012

Telephone: Area Code

Number

Month Day Year

ENGINEERING TECH

Title of Person

KIKI BRADFORD

Signature

| SECTION III | | | | | | | | | | DATA ON WELL COMPLETION AND LOG (Not Required on Retest) | | | |
|---|-----------|---|--|---|-----------|---|---------------------|---|--|--|--|--|--|
| 24. Type of Completion New Well <input checked="" type="checkbox"/> Deepening <input type="checkbox"/> Plug Back <input type="checkbox"/> Other <input type="checkbox"/> | | | | | | 25. Permit to Drill, Plug Back or Deepen DATE 05/11/2011 PERMIT NO. 715671 Rule 37 Exception CASE NO. | | | | | | | |
| 26. Notice of Intention to Drill this well was filed in Name of PIONEER NATURAL RES. USA, INC. | | | | | | Water Injection Permit PERMIT NO. Salt Water Disposal Permit PERMIT NO. Other PERMIT NO. | | | | | | | |
| 27. Number of producing wells on this lease in this field (reservoir) including this well 4 | | | 28. Total number of acres in this lease 643.9 | | | | | | | | | | |
| 29. Date Plug Back, Deepening, Workover or Drilling Operations: 11/26/2011 | | Commenced 12/12/2011 | | Completed 1354.0 | | 30. Distance to nearest well, Same Lease & Reservoir | | | | | | | |
| 31. Location of well, relative to nearest lease boundaries 1980.0 Feet From North West Line of the UNIVERSITY "7-38" Line and 467.0 Feet from Lease | | | | | | | | | | | | | |
| 32. Elevation (DF, RKB, RT, GR ETC.) 2941 GL | | | | 33. Was directional survey made other than inclination (Form W-12)? <input type="checkbox"/> Yes <input checked="" type="checkbox"/> No | | | | | | | | | |
| 34. Top of Pay 8414 | | 35. Total Depth 11375 | | 36. P. B. Depth 11352 | | 37. Surface Casing Determined by Field Rules <input type="checkbox"/> | | Recommendation of T.D.W.R. Railroad Commission (Special) <input checked="" type="checkbox"/> Dt. of Letter 05/19/2011 | | | | | |
| 38. Is well multiple completion? <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. FIELD & RESERVOIR N/A | | | | | | GAS ID or OIL LEASE # | | Oil-G Gas-G | | | | | |
| 40. Intervals Drilled by: Rotary Tools <input checked="" type="checkbox"/> Cable Tools | | 41. Name of Drilling Contractor PIONEER DRILLING COMPANY | | | | 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. | | | | | | |
| 8 5/8 | 32.0 | 1806 | | CLASS C 840 | 11 | 0 | 1408.0 | | | | | | |
| 5 1/2 | 17.0 | 11375 | | LITECRETE & 50:50 POZH 1280 | 7 7/8 | 3670 | 2282.0 | | | | | | |
| | | | | | | | | | | | | | |
| | | | | | | | | | | | | | |
| | | | | | | | | | | | | | |
| 44. LINER RECORD | | | | | | | | | | | | | |
| Size | Top | Bottom | Sacks Cement | Screen | | | | | | | | | |
| N/A | | | | | | | | | | | | | |
| 45. TUBING RECORD | | | | | | | | | | | | | |
| Size | Depth Set | Packer Set | From | To | | | | | | | | | |
| 2 3/8 | 8273 | | 8414 | 9326 | | | | | | | | | |
| | | | 9540 | 9721 | | | | | | | | | |
| | | | 9788 | 10971 | | | | | | | | | |
| | | | 11061 | 11223 | | | | | | | | | |
| 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 | | | | | | | | | | |
| 8414.0 | | 9326.0 | 142,176G 25# & 75,070G 20# XLINK GEL; 413,478G MSD; 3,000G 15% HCL. | | | | | | | | | | |
| 9540.0 | | 9721.0 | 64,154G 20# XLINK GEL; 133,502G MSD; 1,500G 15% HCL. | | | | | | | | | | |
| 9788.0 | | 10971.0 | 212,264G 15# XLINK & 637,338G 12# XL ASSIST GEL; 618,173G MSD; 6,000G 15% HCL. | | | | | | | | | | |
| 11061.0 | | 11223.0 | 199,384G 12# XL ASSIST GEL; 149,941G MSD; 1,500G 15% HCL. | | | | | | | | | | |
| 48. FORMATION RECORD (LIST DEPTHS OF PRINCIPAL GEOLOGICAL MARKERS AND FORMATION TOPS) | | | | | | | | | | | | | |
| Formations | Depth | Formations | Depth | | | | | | | | | | |
| TOP UPPER SPRABERRY | 83550.0 | TOP OF WOLFCAMP | 9696.0 | | | | | | | | | | |
| TOP LOWER SPRABERRY | 8886.0 | STRAWN | 11046.0 | | | | | | | | | | |
| TOP OF DEAN | 9532.0 | | | | | | | | | | | | |
| REMARKS: THIS WELL HAS A SWR 10 EXCEPTION EFFECTIVE 11/04/2011 PRODUCTIVE INTERVAL FOR SPBY (TA) | | | | | | | | | | | | | |
| FIELD IS 8414' - 10971'. PRODUCTIVE INTERVAL FOR STRAWN IS 11061' - 11223' | | | | | | | | | | | | | |

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

Form W-15
Cementing Report

RAILROAD COMMISSION OF TEXAS

Oil and Gas Division

| | | | |
|--|---------------------|--------------------------|------------------------|
| 1. Operator's Name (As Shown on Form P-5, Organization Report) | 2. RRC Operator No. | 3. RRC District No. | 4. County of Well Site |
| PIONEER NATURAL RESOURCES | 1065748 | 08 | ANDREWS |
| 5. Field Name (Wildcat or Exactly as Shown on RRC Records) | 6. API No. | 7. Drilling Permit No. | |
| Spraberry (Trend Area) | 42-003-42924 | 715671 | |
| 8. Lease Name | 9. Rule 37 Case No. | 10. Oil Lease/Gas ID No. | 11. Well Number |
| UNIVERSITY7-38 | | New | 6 |

| CASING CEMENTING DATA: | | SURFACE CASING | INTERMEDIATE CASING | PRODUCTION CASING | | MULTI-STAGE CEMENTING PROCESS | |
|---|--------------------------------------|----------------|---------------------|-------------------|---------------------------|-------------------------------|------|
| | | | | SINGLE STRING | MULTIPLE PARALLEL STRINGS | TOOL | SHOE |
| 12. Cementing Date | | 11/28/2011 | | | | | |
| 13. *Drilled Hole Size | | 11 | | | | | |
| *Ext. % Wash or Hole Enlargement | | | | | | | |
| 14. Size of Casing (in. O.D.) | | 8 5/8 | | | | | |
| 15. Top of Liner (ft) | | | | | | | |
| 16. Setting Depth (ft) | | 1806 | | | | | |
| 17. Number of Centralizers Used | | 13 | | | | | |
| 18. Hrs. Waiting on Cement Before Drill-Out | | 12 | | | | | |
| 1st Slurry | 19. API Cement Used: No. of Sacks > | 630 | | | | | |
| | Class > | C | | | | | |
| | Additives > | REMARKS | | | | | |
| 2nd Slurry | No. of Sacks > | 210 | | | | | |
| | Class > | C | | | | | |
| | Additives > | REMARKS | | | | | |
| 3rd Slurry | No. of Sacks > | | | | | | |
| | Class > | | | | | | |
| | Additives > | | | | | | |
| 1st | 20. Slurry Pumped: Volume (cu.ft.) > | 1184.00 | | | | | |
| | Height (ft) > | 4658.00 | | | | | |
| 2nd | Volume (cu.ft.) > | 224.00 | | | | | |
| | Height (ft) > | 881.00 | | | | | |
| 3rd | Volume (cu.ft.) > | | | | | | |
| | Height (ft) > | | | | | | |
| Total | Volume (cu.ft.) > | 1408 | | | | | |
| | Height (ft) > | 5539 | | | | | |
| 21. Was Cement Circulated to Ground Surface (or Bottom of Celler) Outside Casing? | | YES | | | | | |
| 22. Remarks | | | | | | | |
| CLASS C 4%GEL, 2%CACL2, .25%DF10 | | | | | | | |
| 150SKS TO SURFACE | | | | | | | |

OVER →

| 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 | | | | | | | | |

CEMENTERS 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.

D. MATTHEWS Service Supervisor

Chief Services

Name and Title of Cementer's Representative

Cementing Company

Signature

3705 S Loop 464

Monahans

TX

79756

432-943-7571

November 28, 2011

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.

Kiki Bradford, EngineeringTech

Type: 5205 N. O'Connor Blvd., Suite 200

Title

Signature

Irving, TX 75039

Address: 972.969.5767

Zip Code

Tel: Area Code Number

Date: Mo Day Yr

on 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 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 applications, 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 12 (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 1000 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.

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

Form W-15
Cementing Report
Rev. 4/1/83
483-045

RAILROAD COMMISSION OF TEXAS

Oil and Gas Division

| | | | |
|--|--------------------------------------|--|--|
| 1. Operator's Name (As shown on Form P-5, Organization Report) Pioneer Natural Resources | 2. RRC Operator No. 665748 | 3. RRC District No. 08 | 4. County of Well Site ANDREWS |
| 5. Field Name (Wildcat or exactly as shown on RRC records) Spraberry (Trend Area) | | 6. API No. 42-003-42924 | 7. Drilling Permit No. 715671 |
| 8. Lease Name University 7-38 | 9. Rule 37 Case No. | 10. Oil Lease/Gas ID No. New | 11. Well No. 6 |

| CASING CEMENTING DATA: | | SURFACE CASING | INTER-MEDIATE CASING | PRODUCTION CASING | | MULTI-STAGE CEMENTING PROCESS | |
|---|-----------------------------------|----------------|----------------------|-------------------|---------------------------|-------------------------------|------|
| | | | | Single String | Multiple Parallel Strings | Tool | Shoe |
| 12. Cementing Date | | | | 12/11/2011 | | | |
| 13. •Drilling hole size | | | | 7 7/8 | | | |
| •Est. % wash or hole enlargement | | | | | | | |
| 14. Size of casing (in. O.D.) | | | | 5 1/2 | | | |
| 15. Top of liner (ft.) | | | | | | | |
| 16. Setting depth (ft.) | | | | 11375 | | | |
| 17. Number of centralizers used | | | | 30 | | | |
| 18. Hrs. waiting on cement before drill-out | | | | | | | |
| 1st Slurry | 19. API cement used: No. of sacks | | | 960 | | | |
| | Class | | | LiteCRETE | | | |
| | Additives | | | Remarks | | | |
| 2nd Slurry | No. of sacks | | | 320 | | | |
| | Class | | | 50:50 PozHA | | | |
| | Additives | | | Remarks | | | |
| 3rd Slurry | No. of sacks | | | | | | |
| | Class | | | | | | |
| | Additives | | | | | | |
| 20. Slurry pumped: Volume (cu. ft.) | | | | 1332 | | | |
| | Height (ft.) | | | 10360 | | | |
| 2nd | Volume (cu. ft.) | | | 400 | | | |
| | Height (ft.) | | | 2309 | | | |
| 3rd | Volume (cu. ft.) | | | | | | |
| | Height (ft.) | | | | | | |
| Total | Volume (cu. ft.) | | | 2232 | | | |
| | Height (ft.) | | | 13169 | | | |
| 21. Was cement circulated to ground surface (or bottom of cellar) outside casing? | | | | No | | | |

1st .2% D207+.2%D46+.55% D800+.2% D46+.15%D065
2nd 3%D044+3%D020+.2%D207+.35%D800+2%D174+.2%D046+.1%D065

OVER ➔

| CEMENTING TO PLUG AND ABANDON | PLUG #1 | PLUG #2 | PLUG #3 | PLUG #4 | PLUG #5 | PLUG #6 | PLUG #7 | PLUG #8 |
|---|---------|---------|---------|---------|---------|---------|---------|---------|
| 24. Size of hole or pipe plugged (in.) | | | | | | | | |
| 25. Depth to bottom of tubing or drill pipe (ft.) | | | | | | | | |
| 29. Measured top of plug, if tagged (ft.) | | | | | | | | |

Operator's Signature: _____

Date: _____

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.

Typed Name: KiKi Bradford, EngineeringTech
 Address: 5205 N. O'Connor Blvd., Suite 200
 Irving, TX 75039
 972.969.5767

Title: _____ Signature: Kiki Bradford
 City: _____ State: _____ Zip Code: _____ Tel.: _____ Area Code: _____ Number: _____
 Date: 05-02-12 mo. day yr.

ns to Form W-15, Cementing Report

IMPORTANT: Operators and cementing companies must comply with the requirements of the Commission's State 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 cements approved by the Director of Field Operations. Cementing companies, service companies, or operators can qualify as approved cements 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 08 |
| 1. FIELD NAME (as per RRC Records or Wildcat) Spraberry (Trend Area) | | 7. RRC Lease Number. (Oil completions only) New |
| 2. LEASE NAME University 7-38 | 8. Well Number 6 | |
| 3. OPERATOR Pioneer Natural Resources USA, Inc. | | 9. RRC Identification Number (Gas completions only) |
| 4. ADDRESS 5205 N. O'CONNOR Blvd., Ste. 200 Irving, TX 75039 | | 10. County ANDREWS |
| 5. LOCATION (Section, Block, and Survey) Sec 38, B1K 7 University Land | | |

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) |
|-------------------------------|---|---|--|-----------------------------------|---|
| 248 | 248 | 0.25 | 0.44 | 1.09 | 1.09 |
| 725 | 477 | 0.25 | 0.44 | 2.09 | 3.18 |
| 1221 | 496 | 0.50 | 0.87 | 4.31 | 7.49 |
| 1716 | 495 | 0.75 | 1.31 | 6.48 | 13.97 |
| 1778 | 62 | 0.75 | 1.31 | 0.81 | 14.78 |
| 2391 | 613 | 0.90 | 1.57 | 9.62 | 24.40 |
| 2887 | 496 | 1.00 | 1.75 | 8.68 | 33.08 |
| 3383 | 496 | 1.00 | 1.75 | 8.68 | 41.76 |
| 3879 | 496 | 0.60 | 1.05 | 5.20 | 46.96 |
| 4375 | 496 | 0.40 | 0.70 | 3.47 | 50.43 |
| 4871 | 496 | 0.60 | 1.05 | 5.20 | 55.63 |
| 5368 | 497 | 0.40 | 0.70 | 3.47 | 59.10 |
| 5864 | 496 | 0.30 | 0.52 | 2.57 | 61.67 |
| 6360 | 496 | 0.30 | 0.52 | 2.57 | 64.24 |
| 6856 | 496 | 0.10 | 0.17 | 0.84 | 65.08 |

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 **10896** feet = **190.45** 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..... **467** 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.

Charles Walsh
Signature of Authorized Representative
Charles Walsh, Division Manager
Name of Person and Title (type or print)
Pioneer Drilling Company
Name of Company
Telephone: **(432) 684-7360**
Area Code

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.

Kiki Bradford
Signature of Authorized Representative
Name of Pe **Kiki Bradford, Engineering Tech**
Pioneer Natural Resources
Operator **972.969.5767**
Telephone:

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 -

- 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.: 44104

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: PIONEER NATURAL RES. USA, INC. | District No. 08 | Completion Date: 02/02/2012 |
| Field Name SPRABERRY (TRENDAREA) | Drilling Permit No. 715671 | |
| Lease Name UNIVERSITY "7-38" | Lease/ID No. | Well No. 6 |
| County ANDREWS | API No. 42- 003-42924 | |

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). _____

KIKI BRADFORD

Signature

PIONEER NATURAL RES. USA, INC.

Name (print)

ENGINEERING TECH

Title

(972) 444-9001

Phone

05/03/2012

Date

-FOR RAILROAD COMMISSION USE ONLY-

CERTIFICATE OF COMPLIANCE
AND TRANSPORTATION AUTHORITY

P-4

This facsimile P-4 was generated electronically from data submitted to the RRC.
A certification of the automated data is available in the RRC's Austin office.

Tracking No.: 44104

| | | | | | | | |
|--|-----------|---|-----------------------|---|---|--|------------------|
| 1. Field name exactly as shown on proration schedule SPRABERRY (TRENDAREA) | | 2. Lease name as shown on proration schedule UNIVERSITY "7-38" | | | | | |
| 3. Current operator name exactly as shown on P-5 Organization Report PIONEER NATURAL RES. USA, INC. | | 4. Operator P-5 no. 665748 | 5. Oil Lse/Gas ID no. | 6. County ANDREWS | 7. RRC district 08 | | |
| 8. Operator address including city, state, and zip code ATTN CINDY WHIDDON P O BOX 3178 MIDLAND, TX 79702 | | 9. Well no(s) (see instruction E) 6 | | | 11. Effective Date 02/02/2012 | | |
| | | 10. Classification <input checked="" type="checkbox"/> Oil <input type="checkbox"/> Gas <input type="checkbox"/> Other (see instruction A) | | | | | |
| 12. Purpose of Filing. (Complete section a or b below.) (See instructions B and G) | | | | | | | |
| a. Change of: <input type="checkbox"/> operator <input type="checkbox"/> oil or condensate gatherer <input type="checkbox"/> gas gatherer <input type="checkbox"/> gas purchaser <input type="checkbox"/> gas purchaser system code | | | | | | | |
| <input type="checkbox"/> field name from _____ <input type="checkbox"/> lease name from _____ | | | | | | | |
| -- OR -- | | | | | | | |
| b. New RRC Number for: <input checked="" type="checkbox"/> oil lease <input type="checkbox"/> gas well <input type="checkbox"/> other well (specify) _____ Due to: <input checked="" type="checkbox"/> new completion or recompletion <input type="checkbox"/> reclass oil to gas <input type="checkbox"/> reclass gas to oil | | | | | | | |
| <input type="checkbox"/> consolidation, unitization, or subdivision (oil lease only) | | | | | | | |
| 13. Authorized GAS WELL GAS or CASINGHEAD GAS Gatherer(s) and/or Purchaser(s). (See instruction G). | | | | | | | |
| Gatherer | Purchaser | Name of GAS WELL GAS or CASINGHEAD GAS Gatherer(s) or Purchaser(s) As Indicated in Columns to the Left (Attach an additional sheet in same format if more space is needed) | | | Purchaser's RRC Assigned System Code | Percent of Take | Full-well stream |
| X | X | DCP MIDSTREAM, LP(195918) | | | 0001 | 100.0 | |
| | | | | | | | |
| | | | | | | | |
| | | | | | | | |
| | | | | | | | |
| | | | | | | | |
| | | | | | | | |
| 14. Authorized OIL or CONDENSATE Gatherer(s). (See instruction G). | | | | | | | |
| Name of OIL or CONDENSATE Gatherer(s) - List Highest Volume Gatherer First (Attach an additional sheet in same format if more space is needed) | | | | | | Percent of Take | |
| PLAINS MARKETNG, L.P.(667883) | | | | | | 100.0 | |
| | | | | | | | |
| | | | | | | | |
| RRC USE ONLY: Reviewer's initials: _____ Approval date: _____ | | | | | | | |
| 15. PREVIOUS OPERATOR CERTIFICATION FOR CHANGE OF OPERATOR P-4 FILING. Being the PREVIOUS OPERATOR, I certify that operating responsibility for the well(s) designated in this filing, located on the subject lease has been transferred in its entirety to the above named Current Operator. I understand, as Previous Operator, that designation of the above named operator as Current Operator is not effective until this certificate is approved by the Commission. | | | | | | | |
| Name of Previous Operator | | | | Signature | | | |
| Name (print) | | | | <input type="checkbox"/> Authorized Employee of previous operator | | <input type="checkbox"/> Authorized agent of previous operator (see instruction G) | |
| Title | | | | Date | | Phone with area code | |
| 16. CURRENT OPERATOR CERTIFICATION. By signing this certificate as the Current Operator, I certify that all statements on this form are true and correct and I acknowledge responsibility for the regulatory compliance of the subject lease including plugging of well(s) pursuant to Rule 14. I further acknowledge that I assume responsibility for the physical operation, control, and proper plugging of each well designated in this filing. I also acknowledge that I will remain designated as the Current Operator until a new certificate designating a new Current Operator is approved by the Commission. | | | | | | | |
| PIONEER NATURAL RES. USA, INC. | | | | KIKI BRADFORD | | | |
| Name (print) | | | | Signature | | | |
| ENGINEERING TECH | | | | <input type="checkbox"/> Authorized Employee of current operator | | <input type="checkbox"/> Authorized agent of current operator (see instruction G) | |
| Title | | | | 05/03/2012 | | (972) 444-9001 | |
| kiki.bradford@pxd.com | | | | Date | | Phone with area code | |
| E-mail Address (optional) | | | | | | | |



Texas Commission
on Environmental Quality
Surface Casing Program

DEPTH OF USABLE-QUALITY GROUND WATER TO BE PROTECTED

Date May 19, 2011

TCEQ File No.: SC- 14310

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

API Number 00342924

Attention: F JEAN TILLERY

RRC Lease No. 000000

SC_665748_00342924_000000_14310.pdf

PIONEER NATURAL RESOURCES
5205 N OCONNOR BLVD
IRVING TX 75039

--Measured--

467 ft FWL

1980 ft FNL

MRL: SECTION

P-5# 665748

Digital Map Location:

X-coord/Long 540156

Y-coord/Lat 282632

Datum 27 Zone NC

County ANDREWS

Lease & Well No. UNIVERSITY -7-38- #6

Purpose ND

Location SUR-UL,BLK-7,SEC-38,-- [TD=11800] , [RRC 8] ,

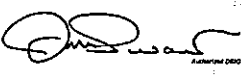
To protect usable-quality ground water at this location, the Texas Commission on Environmental Quality recommends:

The interval from the land surface to a depth of 300 feet
and the ZONE from 1350 feet to 1750 feet must be protected.

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).**

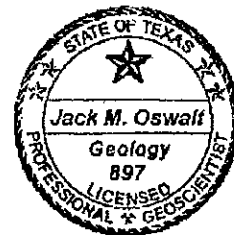
If you have any questions, please contact us at 512-239-0515, sc@tceq.state.tx.us, or by mail MC-151.

Sincerely,


Digitally signed by Jack Oswalt
DN: c=US, st=Texas, l=Austin,
ou=Surface Casing, o=Texas Commission
on Environmental Quality, cn=Jack
Oswalt, email=joswalt@tceq.state.tx.us
Date: 2011.05.19 08:07:33 -05'00'

Jack M. Oswalt, P.G.

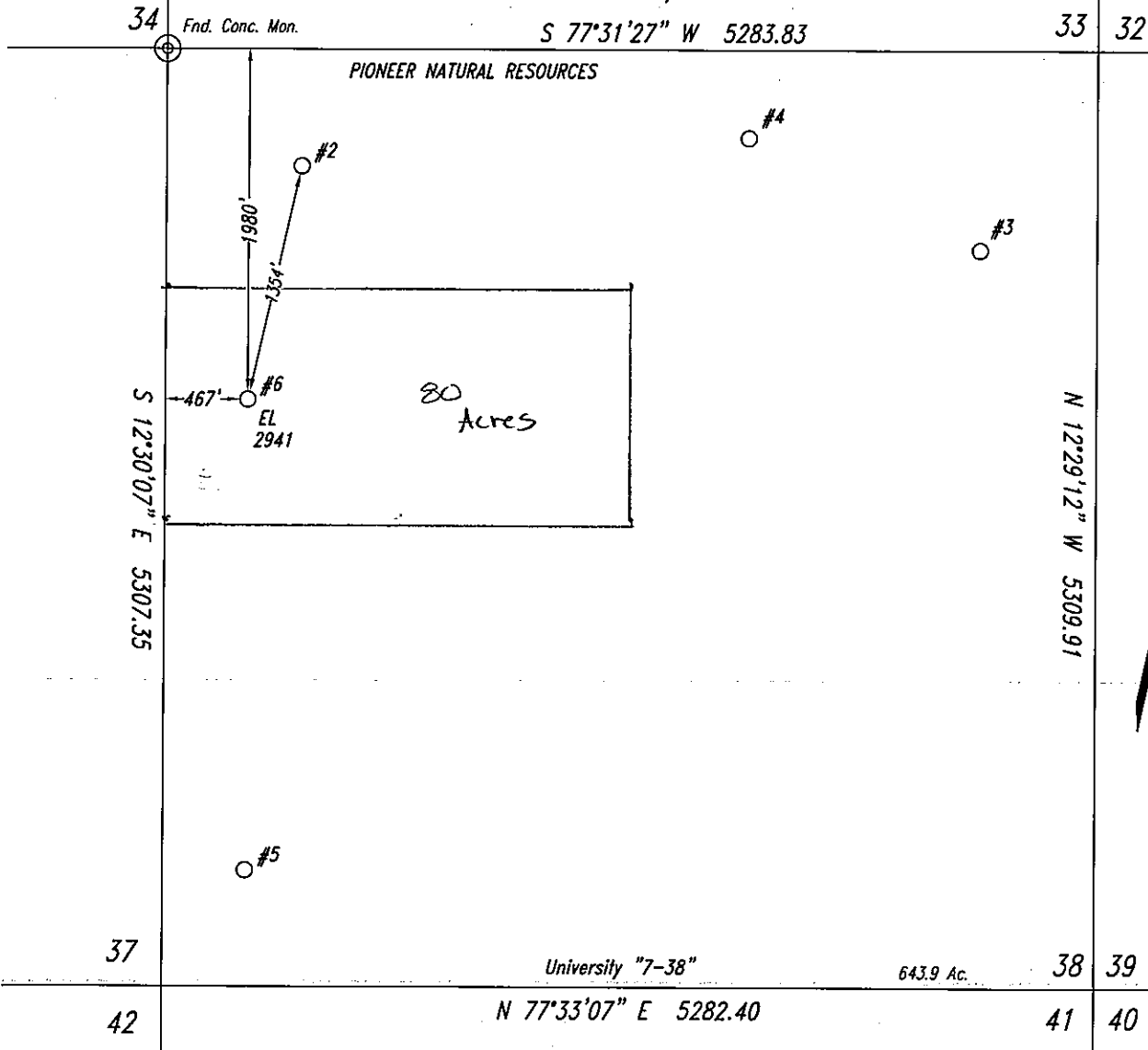
GEOLOGIST SEAL



Geologist, Surface Casing Team
Waste Permits Division

The seal appearing on this document was authorized by Jack M. Oswalt on 5/19/2011
Note: Alteration of this electronic document will invalidate the digital signature.

Block 7 University Land



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 0.999804513 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 Decimal Latitude/Longitude on well location in Section 38.

Note: Well location is approximately 19.4 miles northeast of Andrews.

#6
X: 540156.10 Latitude- 32.353217324°N
Y: 282632.96 Longitude- 102.22888744°W
NAD '27 Latitude 32°21'11.58"N Longitude- 102°13'43.99"W

Railroad Commission Permit Plat

PIONEER NATURAL RESOURCES USA, Inc.
University "7-38" Lease
all of
Section 38, Block 7,
University Lands
Andrews County, Texas

Scale: 1" = 1000'



Steven L. Prewit
April 2, 2011
110402M

