

RAILROAD COMMISSION OF TEXAS

Tracking No.: 45704

Status: Approved

Oil and Gas Division

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

API No. 42- 003-43255

7. RRC District No.
08

8. RRC Lease No.
42366

9. Well No.
3

10. County of well site
ANDREWS

11. Purpose of filing
Initial Potential ☒
Retest ☐
Reclass ☐
Well record only
(Explain in remarks) ☐

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
UNIVERSITY ANDREWS 8

3. OPERATOR'S NAME (Exactly as shown on Form P-5, Organization Report)
XOG OPERATING LLC

RRC Operator No.
945921

4. ADDRESS
PO BOX 352 MIDLAND, TX 79702-0000

5. If Operator has changed within last 60 days, name former operator

6a. Location (Section, Block, and Survey)
8, 4, UNIVERSITY LANDS

6b. Distance and direction to nearest town in this county.
10.2 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-O
Gas-G

Well #

N/A

13. Type of electric or other log run
Neutron logs

14. Completion or recompletion date
01/13/2012

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

15. Date of test 01/24/2012	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 55.0	Gas - MCF 34	Water - BBLS 618	Gas - Oil Ratio 618	Flowing Tubing Pressure PSI
20. Calculated 24-Hour Rate	Oil - BBLS 55.0	Gas - MCF 34	Water - BBLS 618	Oil Gravity-API-60° 31.4	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) 175.0			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.

XOG OPERATING LLC

Type or printed name of operator's representative

(432) 683-3171

06/19/2012

Telephone: Area Code Number Month Day Year

Title of Person

ANGIE CRAWFORD

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 08/09/2011 PERMIT NO. 721757 Rule 37 Exception CASE NO.				
26. Notice of Intention to Drill this well was filed in Name of XOG OPERATING LLC					Water Injection Permit PERMIT NO.				
27. Number of producing wells on this lease in this field (reservoir) including this well 3			28. Total number of acres in this lease 240.4		Salt Water Disposal Permit PERMIT NO.				
29. Date Plug Back, Deepening, Workover or Drilling Operations: 08/03/2011		Commenced 09/02/2011		Completed 1170.0		Other PERMIT NO.			
31. Location of well, relative to nearest lease boundaries 660.0 Feet From South Line and 810.0 Feet from East Line of the UNIVERSITY ANDREWS 8 Lease									
32. Elevation (DF, RKB, RT, GR ETC.) 3103 GR					33. Was directional survey made other than inclination (Form W-12)? <input type="checkbox"/> Yes <input checked="" type="checkbox"/> No				
34. Top of Pay 7539	35. Total Depth 10997	36. P. B. Depth 10907	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 06/17/2011			
38. Is well multiple completion? <input type="checkbox"/> Yes <input checked="" type="checkbox"/> No					Dt. of Letter				
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		Well #
40. Intervals Drilled by: Rotary Tools X Cable Tools	41. Name of Drilling Contractor JW 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.		
9 5/8	36.0	1764		CLASS C 835	12 1/4	0	1379.0		
5 1/2	17.0	10997		CLASS C 890	7 7/8	7290	2003.0		

44. LINER RECORD				
Size	Top	Bottom	Sacks Cement	Screen
N/A				

45. TUBING RECORD			46. Producing Interval (this completion) Indicate depth of perforation or open hole	
Size	Depth Set	Packer Set	From	To
2 3/8	7490		7539	7786
			7859	8020
			8087	8302
			8638	8991
			9091	9348
			9432	9586
			9666	9846
			10144	10266
			10365	10529

47. ACID, SHOT, FRACTURE, CEMENT SQUEEZE, ETC.		
Depth Interval		Amount and Kind of Material Used
7539.0	7786.0	164,000# 20/40 WHITE SAND + 2942 BBLS FRAC FLUID
7859.0	8020.0	95,083# 20/40 WHITE SAND + 2007 BBLS FRAC FLUID
8087.0	8302.0	94,376# 20/40 WHITE SAND + 2016 BBLS FRAC FLUID
8638.0	8991.0	92,960# 20/40 WHITE SAND + 2022 BBLS FRAC FLUID
9091.0	9348.0	135,396# 20/40 WHITE SAND + 2461 BBLS FRAC FLUID
9432.0	9586.0	110,000# 20/40 WHITE SAND + 13683# SB EXCEL 20/40 MESH + 3665 BBLS FRAC FLUID
9666.0	9846.0	110,000# 20/40 WHITE SAND + 15,673# SB EXCEL 20/40 MESH + 3947 BBLS FRAC FLUID
10144.0	10266.0	111,542# SB EXCEL 20/40 MESH + 3495 BBLS FRAC FLUID

47.		ACID, SHOT, FRACTURE, CEMENT SQUEEZE, ETC.	
Depth Interval		Amount and Kind of Material Used	
10365.0	10529.0	13,307# SB EXCEL 20/40 MEXH + 1943 BBLs FRAC FLUID	

48. FORMATION RECORD (LIST DEPTHS OF PRINCIPAL GEOLOGICAL MARKERS AND FORMATION TOPS)			
Formations	Depth	Formations	Depth
CLEARFORK	6670.0	WOLFCAMP	9178.0
SPRAYBERRY	7876.0	STRAWN	10620.0
DEAN	8846.0	ATOKA	10843.0
REMARKS: [RRC Staff 2012-06-19 11:32:29.454]: The Operator has indicated via the message tab that there is no production in the Clearfork formation in the area.;			

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

Form W-15
Cementing Report
Rev. 4/1/83
HLBRTN1066

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
XOG RESOURCES XOG OPERATING, LLC	945921	08	ANDREWS
5 Field Name (Wildcat or Exactly as Shown on RRC Records)	6 API No	7 Drilling Permit No.	
SPRAYBERRY (TREND AREA)	42-003-43255	721757	
8 Lease Name	9 Rule 37 Case No	10 Oil Lease/Gas ID No	11 Well Number
UNIVERSITY ANDREWS 8			3

CASING CEMENTING DATA		SURFACE CASING	INTERMEDIATE CASING	PRODUCTION CASING		MULTI-STAGE CEMENTING PROCESS	
				SINGLE STRING	MULTIPLE PARALLEL STRINGS	TOOL	SHOE
12. Cementing Date		8/24/2011					
13. *Drilled Hole Size		12 1/4"					
*Ext. % Wash or Hole Enlargement							
14. Size of Casing (in. O.D.)		9 5/8"					
15. Top of Liner (ft)							
16. Setting Depth (ft)		1764'					
17. Number of Centralizers Used		21					
18. Hrs. Waiting on Cement Before Drill-Out		8					
1 st Slurry	19. API Cement Used: No. of Sacks >	635					
	Class >	C					
	Additives >	REMARKS 1					
2 nd Slurry	No. of Sacks >	200					
	Class >	C					
	Additives >	REMARKS 2					
3 rd Slurry	No. of Sacks >						
	Class >						
	Additives >						
1st	20. Slurry Pumped; Volume (cu.ft.) >	1111					
	Height (ft) >	3547					
2nd	Volume (cu.ft.) >	268					
	Height (ft) >	846					
3rd	Volume (cu.ft.) >						
	Height (ft) >						
	Volume (cu.ft.) >	1379					
	Height (ft) >	4393					
21. Was Cement Circulated to Ground Surface (or Bottom of Casing) Outside Casing?		YES					
22 Remarks 1 4% Gel + 3% Salt + 1/8#/Sk Celloflake 2 2% CaCl2							

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. (lb/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.

Glenn McGee Service Supervisor
Name and Title of Cementer's Representative

O-TEX PUMPING SERVICES
Cementing Company

Signature

2611 East I-20

Midland, Texas 79706

432-688-8559

8/24/2011

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.

ANGIE CRAWFORD

PRODUCTION ANALYST

Typed or Printed Name of Operator's Representative

Title

Signature

P. O. Box 352 Midland, TX 79702

432-683-3171

5/23/12

Address City State Zip Code Tel Area Code Number 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 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 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
HLBRTN1086

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
XOG Resources- XOG OPERATING, LLC	945921	08	Andrews
5 Field Name (Wildcat or Exactly as Shown on RRC Records)	6 API No	7 Drilling Permit No	
SPRAYBERRY (TREND AREA)	42-003-43255	721757	
8 Lease Name	9 Rule 37 Case No	10 Oil Lease/Gas ID No	11 Well Number
University Andrews 8			3

CASING CEMENTING DATA		SURFACE CASING	INTERMEDIATE CASING	PRODUCTION CASING		MULTI-STAGE CEMENTING PROCESS	
				SINGLE STRING	MULTIPLE PARALLEL STRINGS	TOOL	SHOE
12. Cementing Date				9/2/2011			
13. *Drilled Hole Size				7 7/8"			
*Ext. % Wash or Hole Enlargement							
14. Size of Casing (in. O.D.)				5 1/2"			
15. Top of Liner (ft)							
16. Setting Depth (ft)				10,997'			
17. Number of Centralizers Used				24			
18. Hrs. Waiting on Cement Before Drill-Out							
1st Slurry	19. API Cement Used: No. of Sacks >			240			
	Class >			"C"			
	Additives >			Remarks 1			
2nd Slurry	No. of Sacks >			650			
	Class >			"H"			
	Additives >			Remarks 2			
3rd Slurry	No. of Sacks >						
	Class >						
	Additives >						
1st	20. Slurry Pumped: Volume (cu.ft.) >			1236			
	Height (ft) >			7134			
2nd	Volume (cu.ft.) >			767			
	Height (ft) >			4427			
3rd	Volume (cu.ft.) >						
	Height (ft) >						
	Volume (cu.ft.) >			2003			
	Height (ft) >			11561			
21. Was Cement Circulated to Ground Surface (or Bottom of Celler) Outside Casing?				NO			
22. Remarks 1 30#/sk CSE2 + 3#/sk Kolseal + 1/4#/sk Celluloflake + 3.75% SMS 2 7/10% C-47							

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.

Robert J. Vega/Service Supervisor
Name and Title of Cementer's Representative

O-TEX PUMPING SERVICES
Cementing Company

Robert J. Vega
Signature

2811 East I-20

Midland, Texas 79706

Address City State Zip Code

432-688-8559

Tel. Area Code Number

9/2/2011

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.

ANGIE CRAWFORD
Typed or Printed Name of Operator's Representative

PRODUCTION ANALYST
Title

Angie Crawford
Signature

P. O. Box 352 Midland, TX 79702

Address City State Zip Code

432-683-3171

Tel. Area Code Number

5/23/12

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).

- 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.
- Where to file.** The appropriate Commission District Office for the county in which the well is located.
- 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.
- 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.
- 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.
- Intermediate and production casing.** For specific technical requirements, operators should consult Statewide Rule 12 (b) (3) and (4).
- 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.

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

Form W-12
(1-7-71)


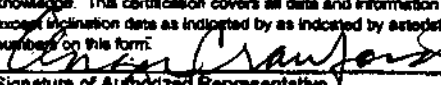
INCLINATION REPORT		
(One Copy Must Be Filed With Each Completion Report)		
1. FIELD NAME (AS PER RECORDS or Wildcat)	2. LEASE NAME	6. RRC District
SPRAYBERRY (TREND AREA)	University Andrews "8"	08
3. OPERATOR		7. RRC Lease Number (Oil Completions Only)
XOG Operating LLC		8. Well Number
4. ADDRESS		9. RRC Identification Number (Gas completions only)
P.O. Box 352		
Midland, Texas 79702		10. County
5. LOCATION (Sec, Block, and Survey)		Andrews Co
Sec. 8, BLK 4, ULS		

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 X 100)	15. Course Displacement (feet)	16. Accumulative Displacement (feet)
709	7.09	0.50	0.87	6.17	6.17
1704	9.95	0.50	0.87	8.66	14.83
2208	5.04	0.50	0.87	4.38	19.21
2738	5.28	0.50	0.87	4.59	23.8
3238	5	0.75	1.31	6.55	30.35
4017	7.81	1.00	1.75	13.67	44.02
4517	5	1.00	1.75	8.75	52.77
5201	6.84	1.25	2.18	14.91	67.68
5737	5.38	0.50	0.87	4.68	72.34
6878	9.41	1.00	1.75	16.47	88.81
7878	10	1.25	2.18	21.80	110.61
8518	8.41	1.00	1.75	14.72	125.33
9489	9.5	0.50	0.87	8.27	133.6
10445	9.76	0.75	1.31	12.79	146.39
10906	4.81	1.00	1.75	8.07	154.46

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 10,906 feet = 154.46 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	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 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.	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.
	
Signature of Authorized Representative	Signature of Authorized Representative
Gary W. Chappell	ANGIE CRAWFORD, PRODUCTION ANALYST
Name of Person and Title (Type or Print)	Name of Person and Title (Type or Print)
Contracts Manager	XOG OPERATING, LLC
Name of Company	Name of Company
JW Drilling, Inc.	
Telephone: 575-748-8704	Telephone: 432-683-3171
Area Code	Area Code

Railroad Commission Use Only:

Approved By: _____ Title: _____ Date: _____

*Designates items certified by company that conducted the inclination surveys

RAILROAD COMMISSION OF TEXAS

Oil and Gas Division

ELECTRIC LOG
STATUS REPORT

FORM L-1

Tracking No.: 45704

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: XOG OPERATING LLC	District No. 08	Completion Date: 01/13/2012
Field Name SPRABERRY (TREND AREA)	Drilling Permit No. 721757	
Lease Name UNIVERSITY ANDREWS 8	Lease/ID No. 42366	Well No. 3
County ANDREWS	API No. 42- 003-43255	

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). _____

ANGIE CRAWFORD

Signature

XOG OPERATING LLC

Name (print)

Title

(432) 683-3171

Phone

05/24/2012

Date

-FOR RAILROAD COMMISSION USE ONLY-



CASE AND SPECIALIST

GAMMA RAY/ CCL COMPENSATED NEUTRON

Company X.O.G. Operating, L.L.C.
Well University Andrews "8" No. 3
Field Spraberry (Trend Area)
County Andrews
State Texas

Company X.O.G. Operating, L.L.C.
Well University Andrews "8" No. 3
Field Spraberry (Trend Area)
County Andrews State Texas

Location API # Other Services
810 FEL & 660 FSL CBL
Section 8, Block 4
Permanent Datum Ground Level Elevation 3103
Log Measured From KB 17 FT Above Perm. Datum K.B. 3120
Drilling Measured From Kelly Bushing D.P. 3119
G.L. 3103

Date 10/24/11
Run Number One
Depth Driller 10908
Depth Logger 10908
Bottom Logged Interval 10907
Top Log Interval 7000
Open Hole Size
Type Fluid Water
Fluid Level Full
Max. Recorded Temp.
Estimated Cement Top 7300
Time Well Ready 7:30 AM
Time Logger on Bottom 11:30 AM
Equipment Number 5642
Location Snyder, TX

Recorded By Jason Greer

Witnessed By

Run Number	Borehole Record				Tubing Record		
	Hit	From	To	Size	Weight	From	To
Casing Record							
Surface String		Size		Wgt/Ft		Top	Bottom
Prod. String		8.005				Surface	
Production String		8.500				Surface	10908
Liner							

<<< Fold Here >>>

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.: 45704

1. Field name exactly as shown on proration schedule SPRABERRY (TREND AREA)		2. Lease name as shown on proration schedule UNIVERSITY ANDREWS 8					
3. Current operator name exactly as shown on P-5 Organization Report XOG OPERATING LLC		4. Operator P-5 no. 945921	5. Oil Lse/Gas ID no 42366	6. County ANDREWS	7. RRC district 08		
8. Operator address including city, state, and zip code PO BOX 352 MIDLAND, TX 79702		9. Well no(s) (see instruction E) 3					
		10. Classification <input checked="" type="checkbox"/> Oil <input type="checkbox"/> Gas <input type="checkbox"/> Other (see instruction A)			11. Effective Date 01/13/2012		
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		DCP MIDSTREAM, LP(195918)				100.0	
	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 MARKETING, L.P.(667883)						100.0	
RRC USE ONLY: Reviewer's initials: <u>RRC Staff</u> Approval date: <u>05/29/2013</u>							
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 _____ Name (print) _____ Title _____				Signature <input type="checkbox"/> Authorized Employee of previous operator <input type="checkbox"/> Authorized agent of previous operator (see instruction G) _____ 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.							
XOG OPERATING LLC Name (print) _____ Title <u>acrawford@xogoperating.com</u> E-mail Address (optional) _____				ANGIE CRAWFORD Signature <input checked="" type="checkbox"/> Authorized Employee of current operator <input type="checkbox"/> Authorized agent of current operator (see instruction G) <u>05/24/2012</u> Date _____ Phone with area code <u>(432) 683-3171</u>			



Texas Commission
on Environmental Quality
Surface Casing Program

DEPTH OF USABLE-QUALITY GROUND WATER TO BE PROTECTED

Date June 17, 2011

TCEQ File No.: SC- 14425

API Number 00300000

Attention: DEWEE JONES

RRC Lease No. 000000

SC_945921_00300000_000000_14425.pdf

XOG OPERATING LLC
P O BOX 352
MIDLAND TX 79702

--Measured--

1980 ft FWL

460 ft FSL

MRL:SECTION

Digital Map Location:

X-coord/Long 102.48718

Y-coord/Lat 32.45119

Datum 27 Zone

F-5# 945921

County ANDREWS

Lease & Well No. UNIVERSITY ANDREWS 8 #16ALL

Purpose MD

Location SUR-UL, BLK-4, SEC-8, -- (TD=14400), [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 1200 feet to 1750 feet must be protected.

This recommendation is applicable to all wells drilled in this LEASE IN SECTION 8.

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 personal drilling, production, and plugging operations only. It does not apply to subsurface disposal operations into a nonproductive zone (RRC Form W-14).

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

Sincerely,

Gale L. Baker

Digitally signed by Gale L. Baker
DN: cn=Gale L. Baker, o=Texas Commission
on Environmental Quality, email=G.L.Baker,
serial=20110617 10:41:25 +0500

GEOLOGIST SEAL



Gale L. Baker, P.G.

Geologist, Surface Casing Team
Water Permits Division

The seal appearing on this document was authorized by Gale L. Baker on 6/17/2011.
Note: Alteration of this electronic document will invalidate the digital signature.

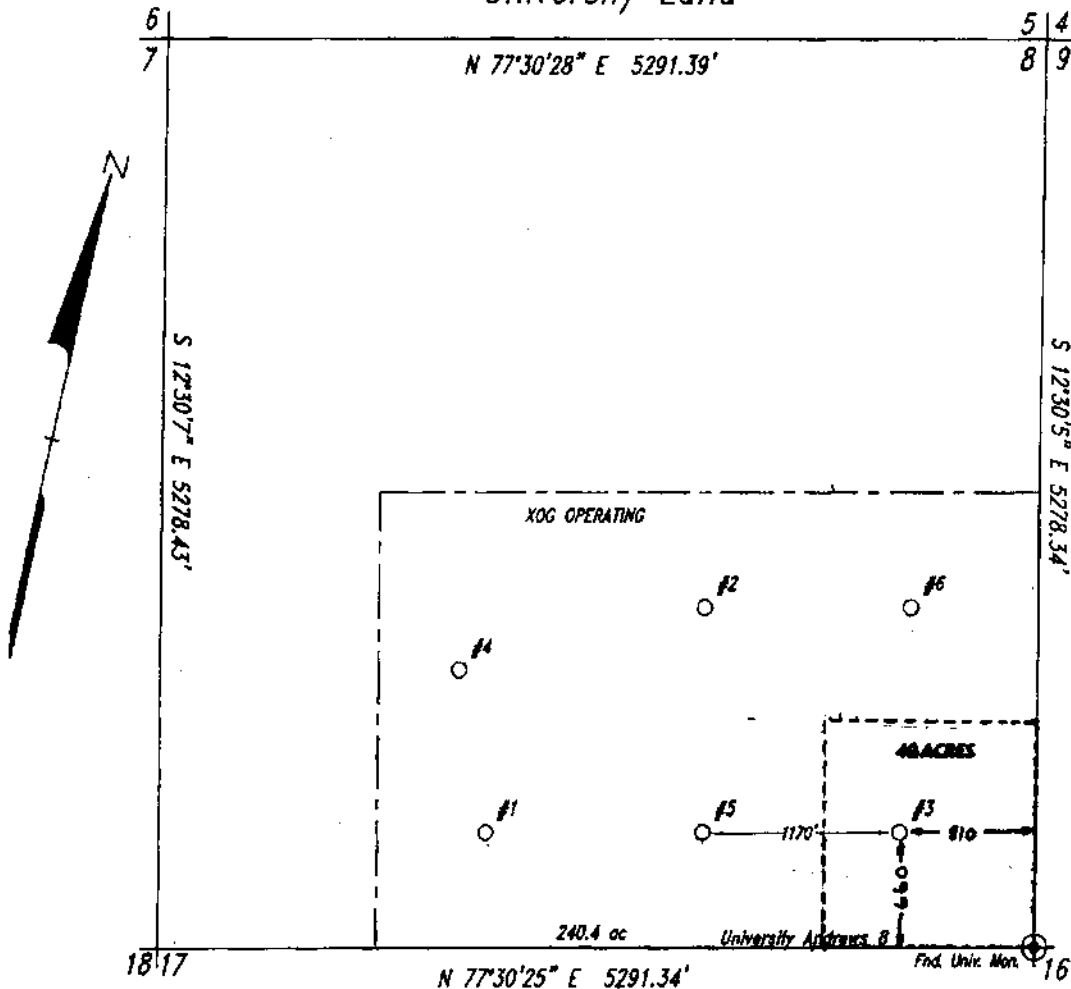
TCEQ Form-2891H
Rev. 05/2008

P.O. Box 13487 Austin, Texas 78711-3087

512 239 3000

Internet address: www.tceq.state.tx.us

Block 4, 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 0.999778198 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 8.
 Note: Well location is approximately 10.2 miles northeast of Andrews.

#3



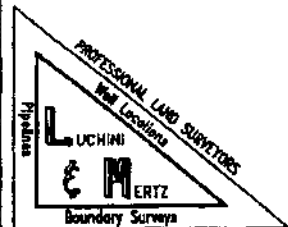
June 7, 2011

11060701

PRORATION PLAT

XOG OPERATING, LLC
 "University Andrews 8" Lease
 SE/4 and E/2 of SW/4 of
 Section 8, Block 4,
 University Lands
 Andrews County, Texas

Scale: 1" = 1000'



P. O. Box 1983 Midland, Texas 79702 (432) 684-6728 Fax 686-1845