



RAILROAD COMMISSION OF TEXAS

Form W-2

1701 N. Congress
P.O. Box 12967
Austin, Texas 78701-2967

Status: Approved
Date: 02/10/2015
Tracking No.: 108198

OIL WELL POTENTIAL TEST, COMPLETION OR RECOMPLETION REPORT, AND LOG

OPERATOR INFORMATION

Operator Name: ATHLON HOLDINGS LP Operator No.: 036067
Operator Address: 420 THROCKMORTON ST STE 1200 FORT WORTH, TX 76102-0000

WELL INFORMATION

API No.: 42-003-45865 County: ANDREWS
Well No.: 7 RRC District No.: 08
Lease Name: UNIVERSITY 8-3 Field Name: SPRABERRY (TREND AREA)
RRC Lease No.: 44319 Field No.: 85280300
Location: Section: 3, Block: 8, Survey: UNIVERSITY LANDS, Abstract: U221

Latitude: Longitude:
This well is located 14 miles in a NE direction from ANDREWS, which is the nearest town in the county.

FILING INFORMATION

Purpose of filing: Initial Potential
Type of completion: New Well
Well Type: Producing Completion or Recompletion Date: 04/01/2014

Type of Permit	Date	Permit No.
Permit to Drill, Plug Back, or Deepen	01/16/2014	776531
Rule 37 Exception		
Fluid Injection Permit		
O&G Waste Disposal Permit		
Other:		

COMPLETION INFORMATION

Spud date: 02/06/2014	Date of first production after rig released: 04/01/2014
Date plug back, deepening, recompletion, or drilling operation commenced: 02/06/2014	Date plug back, deepening, recompletion, or drilling operation ended: 03/02/2014
Number of producing wells on this lease in this field (reservoir) including this well: 5	Distance to nearest well in lease & reservoir (ft.): 1934.0
Total number of acres in lease: 567.70	Elevation (ft.): 3010 GL
Total depth TVD (ft.): 12505	Total depth MD (ft.):
Plug back depth TVD (ft.): 12396	Plug back depth MD (ft.):
Was directional survey made other than inclination (Form W-12)? No	Rotation time within surface casing (hours): 45.0
Recompletion or reclass? No	Is Cementing Affidavit (Form W-15) attached? Yes
Type(s) of electric or other log(s) run: Neutron logs	Multiple completion? No
Electric Log Other Description:	
Location of well, relative to nearest lease boundaries of lease on which this well is located:	Off Lease : No
1709.0 Feet from the North Line and	
467.0 Feet from the West Line of the	
	UNIVERSITY 8-3 Lease.

FORMER FIELD (WITH RESERVOIR) & GAS ID OR OIL LEASE NO.

Field & Reservoir	Gas ID or Oil Lease No.	Well No.	Prior Service Type
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PACKET: N/A

W2:	N/A		
FOR NEW DRILL OR RE-ENTRY, SURFACE CASING DEPTH DETERMINED BY:			
GAU Groundwater Protection Determination	Depth (ft.):	250.0	Date: 12/23/2013
SWR 13 Exception	Depth (ft.):	1800.0	

INITIAL POTENTIAL TEST DATA FOR NEW COMPLETION OR RECOMPLETION		
Date of test: 04/22/2014		Production method: Pumping
Number of hours tested: 24		Choke size:
Was swab used during this test? No		Oil produced prior to test:
PRODUCTION DURING TEST PERIOD:		
Oil (BBLS): 48.00		Gas (MCF): 75
Gas - Oil Ratio: 1562		Flowing Tubing Pressure:
Water (BBLS): 181		
CALCULATED 24-HOUR RATE		
Oil (BBLS): 48.0		Gas (MCF): 75
Oil Gravity - API - 60.: 41.0		Casing Pressure:
Water (BBLS): 181		

CASING RECORD											
Row	Type of Casing	Casing Size (in.)	Hole Size (in.)	Setting Depth (ft.)	Multi - Stage Depth (ft.)	Multi - Stage Shoe Depth (ft.)	Cement Class	Cement Amount (sacks)	Slurry Volume (cu. ft.)	Top of Cement (ft.)	TOC Determined By
1	Surface	13 3/8	17 1/2	360			CLASS C	400	528.0	0	Circulated to Surface
2	Intermediate	8 5/8	11	5793	1836		CLASS C	800	1432.0	0	Circulated to Surface
3	Intermediate	8 5/8	11	5793			CLASS C	600	1248.0	1836	Calculation
4	Conventional Production	5 1/2	7 7/8	12505			CLASS H	950	1689.0	2754	Calculation

LINER RECORD									
Row	Liner Size (in.)	Hole Size (in.)	Liner Top (ft.)	Liner Bottom (ft.)	Cement Class	Cement Amount (sacks)	Slurry Volume (cu. ft.)	Top of Cement (ft.)	TOC Determined By
N/A									

TUBING RECORD			
Row	Size (in.)	Depth	Size (ft.)
1	2 7/8	10672	
Packer Depth (ft.)/Type /			

PRODUCING/INJECTION/DISPOSAL INTERVAL			
Row	Open hole?	From (ft.)	To (ft.)
1	No	L 9504	12380.0

ACID, FRACTURE, CEMENT SQUEEZE, CAST IRON BRIDGE PLUG, RETAINER, ETC.			
Was hydraulic fracturing treatment performed?		Yes	
Is well equipped with a downhole actuation sleeve?		No	
		If yes, actuation pressure (PSIG):	
Production casing test pressure (PSIG) prior to hydraulic fracturing treatment:		Actual maximum pressure (PSIG) during hydraulic fracturing:	
7000		7028	
Has the hydraulic fracturing fluid disclosure been reported to FracFocus disclosure registry (SWR29)?		Yes	
Row	Type of Operation	Amount and Kind of Material Used	Depth Interval (ft.)
1	Fracture	SEE FRAC FOCUS	9504 12380

FORMATION RECORD					
Formations	Encountered	Depth TVD (ft.)	Depth MD (ft.)	Is formation isolated?	Remarks
YATES	Yes	3445.0		Yes	
SEVEN RIVERS	No			No	NULL
QUEEN	No			No	NULL
GRAYBURG	No			No	NULL
SAN ANDRES - CO2 FLOOD, HIGH FLOWS, H2S, CORROSIVE	Yes	4898.0		Yes	
HOLT	No			No	NULL
GLORIETA	No			No	NULL
TUBB	No			No	NULL
CLEARFORK	Yes	7016.0		Yes	
PERMIAN DETRITAL	No			No	NULL
LEON	No			No	NULL
WICHITA ALBANY	No			No	NULL
SPRABERRY	Yes	8572.0		Yes	
DEAN	Yes	9683.0		Yes	
WOLFCAMP	Yes	9800.0		Yes	
CANYON	Yes	10767.0		Yes	
PENNSYLVANIAN	No			No	NULL
MCKEE	No			No	NULL
STRAWN	Yes	11052.0		Yes	
ATOKA	Yes	11352.0		Yes	
MISSISSIPPIAN	Yes	12082.0		Yes	
FUSSELMAN	No			No	NULL
DEVONIAN	No			No	NULL
SILURIAN	No			No	NULL
ELLENBURGER	No			No	NULL
Do the producing interval of this well produce H2S with a concentration in excess of 100 ppm (SWR 36)?					No
Is the completion being downhole commingled (SWR 10)?					Yes

REMARKS

RRC REMARKS

SPRABERRY: 9504-11050 STRAWN: 11052-11318 ATOKA: 11356-12069 MISS: 12180-12380

OPERATOR'S CERTIFICATION

Telephone No.: (817) 984-8166 **Date Certified:** 02/09/2015

Date Certified: 02/09/2015

Cementer: 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) Athlon Holdings LP	2. RRC Operator No. 036067	3. RRC District No. 8	4. County of Well Site Andrews
5. Field Name (Wildcat or exactly as shown on RRC records) Spraberry (Trend Area)		6. API No. 42-003-45865	7. Drilling Permit No. 776531
8. Lease Name University Lands 8-3	9. Rule 37 Case No.	10. Oil Lease/Gas ID No.	11. Well No. 7

CASING CEMENTING DATA:		SURFACE CASING	INTER-MEDIATE CASING	PRODUCTION CASING		MULTI-STAGE CEMENTING PROCESS	
				Single String	Multiple Parallel Strings	Tool	Shoe
12. Cementing Date		2/6/14					
13. •Drilled hole size		17 1/2					
•Est. % wash or hole enlargement							
14. Size of casing (in. O.D.)		13 3/8					
15. Top of liner (ft.)							
16. Setting depth (ft.)		360					
17. Number of centralizers used		3					
18. Hrs. waiting on cement before drill-out		24					
1st Slurry	19. API cement used: No. of sacks ▶	400					
	Class ▶	C					
	Additives ▶	2% CaCl2					
2nd Slurry	No. of sacks ▶						
	Class ▶						
	Additives ▶						
3rd Slurry	No. of sacks ▶						
	Class ▶						
	Additives ▶						
1st	20. Slurry pumped: Volume (cu. ft.) ▶	528					
	Height (ft.) ▶	760					
2nd	Volume (cu. ft.) ▶						
	Height (ft.) ▶						
3rd	Volume (cu. ft.) ▶						
	Height (ft.) ▶						
Total	Volume (cu. ft.) ▶	528					
	Height (ft.) ▶	760					
21. Was cement circulated to ground surface (or bottom of cellar) outside casing?		Yes					
22. Remarks Circulated 79sx 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								

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.

Joel Soto, Cement Engineer

Cement Specialist, LLC

Name and title of cementer's representative

Cementing Company

Signature

P.O. Box 11342

Midland, TX 79702

(432)617-4753

2/17/14

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.

Shana McNeal

Reg Analyst

Shana McNeal

Typed or printed name of operator's representative

Title

Signature

420 Throckmorton St. Ft Worth, TX

817-984-8166

6-23-14

Address

City, State, Zip Code

Tel.: Area Code Number

Date: mo. day yr.

76102

Instructions 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

Form W-15
Cementing Report
Rev. 4/1/83
HLBRTN1096

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
ATHLON I Holdings LP	036067	8	ANDREWS
5. Field Name (Wildcat or Exactly as Shown on RRC Records)	6. API No.	7. Drilling Permit No.	
Sasaberry (Trent Area)	42-003-45865	776531	
8. Lease Name	9. Rule 37 Case No.	10. Oil Lease/Gas ID No.	11. Well Number
UNIVERSITY 8-3			7

CASING CEMENTING DATA:		SURFACE CASING	INTERMEDIATE CASING	PRODUCTION CASING		MULTI-STAGE CEMENTING PROCESS	
				SINGLE STRING	MULTIPLE PARALLEL STRINGS	TOOL	SHOE
12. Cementing Date						2/21/2014	2/20/2014
13. *Drilled Hole Size						11	11
*Ext. % Wash or Hole Enlargement							
14. Size of Casing (in. O.D.)						8 5/8	8 5/8
15. Top of Liner (ft)							
16. Setting Depth (ft)						1836	5793
17. Number of Centralizers Used						6	12
18. Hrs. Waiting on Cement Before Drill-Out						±24	±24
1 st Slurry	19. API Cement Used: No. of Sacks >						400
	Class >						50:50C
	Additives >						REMARK 1
2 nd Slurry	No. of Sacks >						200
	Class >						C
	Additives >						REMARK 2
3 rd Slurry	No. of Sacks >					800	
	Class >					C	
	Additives >						
1st	20. Slurry Pumped: Volume (cu.ft.) >						980
	Height (ft) >						4741
2nd	Volume (cu.ft.) >						268
	Height (ft) >						1054
3rd	Volume (cu.ft.) >					1432	
	Height (ft) >					1837	
	Volume (cu.ft.) >					1432	1248
	Height (ft) >					1837	5795
21. Was Cement Circulated to Ground Surface (or Bottom of Celler) Outside Casing?						YES	NO
22. Remarks 1 10% Gel + 5% Salt + 1/8#/sk Celloflake 2 1% 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. (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.

MIKE ROACH SERVICE SUPERVISOR
Name and Title of Cementer's Representative

O-TEX PUMPING SERVICES
Cementing Company

Signature

2611 East I-20
Address City State Zip Code

Midland, Texas 79706

432-686-8559
Tel: Area Code Number

2/21/2014
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.

Shana McNeal
Typed or Printed Name of Operator's Representative

Reg Analyst
Title

Shana McNeal
Signature

120 Throckmorton St.
Address City State Zip Code

817-984-8166
Tel: Area Code Number

6-23-14
Date: Mo. Day Yr.

Fort Worth, TX 76102

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 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.

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

Form W-15
Cementing Report
Rev. 4/1/83
HLBRTN1096

RAILROAD COMMISSION OF TEXAS

Oil and Gas Division

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8. Lease Name University Lands 8-3	9. Rule 37 Case No.	10. Oil Lease/Gas ID No.	11. Well Number 7

CASING CEMENTING DATA:		SURFACE CASING	INTERMEDIATE CASING	PRODUCTION CASING		MULTI-STAGE CEMENTING PROCESS	
				SINGLE STRING	MULTIPLE PARALLEL STRINGS	TOOL	SHOE
12. Cementing Date				3/2/2014			
13. *Drilled Hole Size				77/8			
*Ext. % Wash or Hole Enlargement							
14. Size of Casing (in. O.D.)				5 1/2			
15. Top of Liner (ft)							
16. Setting Depth (ft)				12505			
17. Number of Centralizers Used				24			
18. Hrs. Waiting on Cement Before Drill-Out				24			
1st Slurry	19. API Cement Used: No. of Sacks >			310			
	Class >			50:50 H			
	Additives >			Remarks 1			
2nd Slurry	No. of Sacks >			640			
	Class >			50:50 H			
	Additives >			Remarks 2			
3rd Slurry	No. of Sacks >						
	Class >						
	Additives >						
1st	20. Slurry Pumped: Volume (cu.ft.) >			908			
	Height (ft) >			5242			
2nd	Volume (cu.ft.) >			781			
	Height (ft) >			4509			
3rd	Volume (cu.ft.) >						
	Height (ft) >						
	Volume (cu.ft.) >			1689			
	Height (ft) >			9751			
21. Was Cement Circulated to Ground Surface (or Bottom of Casing) Outside Casing?				No			
22. Remarks 1 10% Gel + 5% Salt + 5#/sk Kolseal + 1/4#/sk Celloflake + 6/10% SMS + 1/10% C-20 2 2% Gel + 4/10% C-12 + 2/10% C-49 + 2#/sk Kolseal + 1/4#/sk Celloflake + 1/10% C-20							

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.

Manuel Grado - Service Supervisor
Name and Title of Cementer's Representative

O-TEX PUMPING SERVICES
Cementing Company

Manuel C. Grado
Signature

2611 East I-20
Address City State Zip Code

Midland, Texas 79706

432-686-8559

3/2/2014

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.

Shana McNeal
Typed or Printed Name of Operators Representative

Reg Analyst
Title

Shana McNeal
Signature

120 Throckmorton Ft. Worth,
Address City State Zip Code

817-984-8166
Tel: Area Code Number

6-23-14
Date: Mo. Day Yr.

TX 76102

Instruction to Form W-15, Cementing Report

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

2. 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.

2. 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.

3. 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.

4. Intermediate and production casing. For specific technical requirements, operators should consult Statewide Rule 12 (b) (3) and (4).

3. 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.

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.: 108198

1. Field name exactly as shown on proration schedule SPRABERRY (TREND AREA)		2. Lease name as shown on proration schedule UNIVERSITY 8-3					
3. Current operator name exactly as shown on P-5 Organization Report ATHLON HOLDINGS LP		4. Operator P-5 no. 036067	5. Oil Lse/Gas ID no 44319	6. County ANDREWS	7. RRC district 08		
8. Operator address including city, state, and zip code 420 THROCKMORTON ST STE 1200 FORT WORTH, TX 76102		9. Well no(s) (see instruction E) 7			11. Effective Date 04/01/2014		
		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 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"/> other well (specify) _____ <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	
EASTEX CRUDE COMPANY(239232)						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 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.							
Name (print) Regulatory Analyst Title smcneal@athlonenergy.com E-mail Address (optional)				Shana McNeal Signature <input checked="" type="checkbox"/> Authorized Employee of current operator <input type="checkbox"/> Authorized agent of current operator (see instruction G) 06/24/2014 (817) 984-8166 Date Phone with area code			

Tracking No.: 108198

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: ATHLON HOLDINGS LP	District No. 08	Completion Date: 04/01/2014
Field Name SPRABERRY (TREND AREA)	Drilling Permit No. 776531	
Lease Name UNIVERSITY 8-3	Lease/ID No. 44319	Well No. 7
County ANDREWS	API No. 42- 003-45865	

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). _____

Shana McNeal

Signature

Name (print)

Regulatory Analyst

Title

(817) 984-8166

Phone

06/24/2014

Date

-FOR RAILROAD COMMISSION USE ONLY-

STATEMENT OF PRODUCTIVITY OF ACREAGE
ASSIGNED TO PRORATION UNITS

Form P-15

Tracking No.: 108198

This facsimile P-15 was generated electronically
from data submitted to the RRC.

The undersigned states that he is authorized to make this statement; that he has knowledge of the facts concerning the ATHLON HOLDINGS LP ,

UNIVERSITY 8-3 , No. 7 ; that such well is
LEASE OPERATO WELL

completed in the SPRABERRY (TREND AREA) Field, ANDREWS County,

Texas and that the acreage claimed, and assigned to such well for proration purposes as authorized by special rule and as shown on the attached certified plat embraces _____

80.0 acres which can reasonably be considered to be productive of hydrocarbons.

- CERTIFICATE

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,

Date 06/24/2014 Signature Shana McNeal

Telephone (817) 984-8166 Title Regulatory Analyst
AREA
CODE



RAILROAD COMMISSION OF TEXAS
STATEWIDE RULE 13 EXCEPTION APPLICATION/ALTERNATIVE REQUEST

Surface Casing: 13(b)(1)(H), Tubing: 13(b)(4)(B), Drilling Fluid: 13(a)(6)(C), or Non-standard Cement 13(b)(1)(D)

1. Operator: Athlon Holdings LP		2. P-5 No.: 036067		3. Lease Name: University 8-3		4. Well No.: 7	
5. Street Address: 420 Throckmorton St Ste 1200 Fort Worth, Tx. 76102				6. RRC District: 08		7. Drill Permit No.: 775627	
8. Field Name: Spraberry (Trend Area)		9. County: Andrews		10. Proposed Depth: 12500 <input type="checkbox"/> TVD <input type="checkbox"/> MD			
11. Survey: University Lands		12. Abstract No: U221		13. Block/Township: 8		14. Section: 3	
15. GPS Datum: NAD 27		Coordinates: N 32.405998, W 102.330393					
16. GAU No.: 16232 (attach letter)		Recommendation Type (below)		17. Usable-Quality Water (determined by GAU): 250 ft.			
<input checked="" type="checkbox"/> Well <input type="checkbox"/> Lease <input type="checkbox"/> Survey <input type="checkbox"/> Pad <input type="checkbox"/> Radius:		Separation points: 1359 to 1725 ft.					

18. Exception Request: <input checked="" type="checkbox"/> Short Surface Csg <input type="checkbox"/> Excess Surface Csg <input type="checkbox"/> Single-string <input type="checkbox"/> Tubing <input type="checkbox"/> Area-wide ²	
19. Alternate Program Request: <input checked="" type="checkbox"/> Drilling Fluid Program <input type="checkbox"/> Non-API Cement <input type="checkbox"/> Other: _____	
20. Reason for this request: <input type="checkbox"/> Economic <input checked="" type="checkbox"/> Technical <input type="checkbox"/> Other Please explain: Unconsolidated Shallow Formation cause caving If this application includes a request for exception to tubing requirements outlined in 13(b)(4)(A), indicate requested duration: _____	
21. Is this a proposed injection or disposal well ³ ? <input type="checkbox"/> Yes <input checked="" type="checkbox"/> No	
22. Is this a Minimum Separation well ⁴ ? <input type="checkbox"/> Yes <input checked="" type="checkbox"/> No	
23. Are there any water wells within ¼ mile of this proposed well location ⁵ ? <input type="checkbox"/> Yes <input checked="" type="checkbox"/> No If Yes, provide information requested below Type of water well: _____ Depth: _____ Distance: _____ Direction: _____	
24. Are there any INJECTION or DISPOSAL wells within ¼ mile of the proposed well location ⁶ ? <input type="checkbox"/> Yes <input checked="" type="checkbox"/> No If Yes, list names and depths of all formations permitted for INJECTION OR DISPOSAL within ¼ miles of the well location ⁷ : _____	
25. Have there been any blowouts within a mile of this wellsite ⁸ ? <input type="checkbox"/> Yes <input checked="" type="checkbox"/> No If yes, name operator(s), lease(s), and date(s) blowout(s) occurred: _____	

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

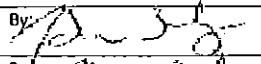
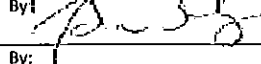
26. Proposed Casing and Cementing Program		Surface Casing			Intermediate Casing			Production Casing		
LEAD/FILLER CEMENT	Hole Size (In.)	17 1/2			11"					
	O.D. (In.), Grade, Weight (lb/ft.)	13 3/8	H-40	54.5	8 5/8"	J-55	32			
	Setting Depth (ft.)	320'			5750'					
	Multi-Stage Tool Depth (ft.)				1800'					
	Type and Free Water Content	See attached			See Attached					
	# of Sacks and Yield (cu. ft/sk)									
	Cement Additives									
	24/72-Hr. Comp. Strength (psi)									
	Cement Height (TOC) (ft.)									
	% Excess									
TAIL/CRITICAL CEMENT	Type and Free Water Content									
	# of Sacks and Yield (cu. ft/sk)									
	Cement Additives									
	24/72-Hr. Comp. Strength (psi)									
	Cement Height (TOC) (ft.)									
	Centralizers No. & Placement ⁹	1 Centlz. every 4th jls.			1 centrz every 4th jls.					
% Excess										

PROVISIONS APPLICABLE TO RULE 13 EXCEPTIONS:

1. REQUESTS FOR EXCEPTIONS TO STATEWIDE RULE 13 SUBMITTED AFTER THE WELL HAS BEEN DRILLED OR COMPLETED MAY RESULT IN ENFORCEMENT ACTION AGAINST THE OPERATOR.
2. For area-wide exception requests, please provide additional information which clearly defines the area to be exempted. Area-wide approvals are NOT allowed for short surface casing applications (only approved on a well-by-well basis). Note: District Offices are not required to grant area-wide exceptions.
3. **Caution:** If this well is being drilled for injection or disposal purposes, a(n) injection/disposal well permit may be denied unless surface casing is set and cemented through all zones of usable-quality groundwater.
4. A **Minimum Separation Well**, further defined in section 13(a)(2)(L), is a well in which hydraulic fracturing treatments will be conducted AND for which: the vertical distance between BUQW and the top of the formation to be fracture stimulated is less than 1000 ft. or for which the District Director has determined there to be inadequate separation between the BUQW and the top of the formation to be fracture stimulated.
5. Review applications 1-3 (Groundwater Database, Submitted Driller's Report, and Brackish Groundwater Database) at the following link to determine location(s) of water wells within ¼ mile of the proposed well: <http://wid.twdb.texas.gov/>.
6. Refer to the Railroad Commission of Texas Public GIS map viewer to locate injection and disposal wells within ¼ mile of the well(s) mentioned on this application: <http://www.rrc.state.tx.us/data/online/gis/index.php>.
7. Review W-14 or H-1a applications at (<http://www.rrc.state.tx.us/data/online/OGImagedRecordsQuery.php>) to determine permitted injection/disposal zones for wells within ¼ mile of the proposed well. Additionally, refer to Rule 13 Formation Tables provided on the RRC website for information regarding saltwater, H2S, and other notable formation depths by county. (<http://www.rrc.state.tx.us/environmental/rule13/index.php>). Statewide Rule 13 may require additional cementing across these formations.
8. Blowout and well-control problem records can be found at the following URL: <http://www.rrc.state.tx.us/data/drilling/blowouts/index.php>.
9. Centralizers must be used through all usable-quality waters. Refer to Rule 13(b)(1)(G).
10. Notify District Office at least 8 hours prior to setting and cementing casing.
11. The alternative surface casing program authorized by this letter is subject to the condition that drilling fluid used while drilling to the base of usable quality groundwater have a salinity of 3000 ppm TDS or less and be conditioned to form a filter cake sufficient to prevent infiltration into the protected water while drilling with fluid having a salinity greater than 3000 ppm TDS below the base of usable quality groundwater to the approved surface casing depth. *The use of oil-based and emulsion drilling fluids are prohibited until casing is set and cemented across the base of usable quality groundwater.*
12. **Note:** The following attachments may be requested by the District Office:
 - a. Proposed wellbore diagram or cementing proposal
 - b. Lab reports containing compressive strength and free water data for Lead and/or Tail Slurry
 - c. Any other information that may be required by the District Office.
13. Please note that a copy of the approved application form must be kept on location during all phases of drilling and/or plugging operations. Once approved, changes CANNOT be made to the Proposed Casing and Cementing Program on the original application without additional approval from the District Office.

OPERATOR CONTACT INFORMATION			
Signature: X 	Name: Ann Burdette Wiley	Title: Regulatory Manager	
Date: 01/08/2014	Phone: 817-984-8200	Fax: 817-984-8151	
Email Address (optional): awiley@athlonenergy.com			

RRC
Use
Only ►

RRC District Office Action:		Ref. No:
TUBING EXCEPTION: <input type="checkbox"/> Approved <input type="checkbox"/> Approved as Modified <input type="checkbox"/> Denied	By:	Date:
SURFACE CASING EXCEPTION: <input checked="" type="checkbox"/> Approved <input type="checkbox"/> Approved as Modified <input type="checkbox"/> Denied	By: 	Date: 1-10-14
DRILLING FLUID PROGRAM: <input type="checkbox"/> Approved <input checked="" type="checkbox"/> Approved as Modified <input type="checkbox"/> Denied	By: 	Date: 1-10-14
ALTERNATE CEMENT PROGRAM: <input type="checkbox"/> Approved <input type="checkbox"/> Approved as Modified <input type="checkbox"/> Denied	By:	Date:
Remarks/Modifications: Fresh water mud system required to top of salt sections		

Groundwater
Advisory Unit

GROUNDWATER PROTECTION DETERMINATION

Date December 23, 2013

GAU File No.: SC- 16232

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

API Number 00300000

Attention: ANN BURDETTE WILEY

RRC Lease No. 000000

SC_036047_00300000_000000_16232.pdf

ATHLON ENERGY OPERATING LLC
420 THROCKMORTON ST
STE 1200
FORT WORTH TX 76102

--Measured--

1787 ft FWL

1709 ft ENL

MRL: SECTION

P-5# 036047

Digital Map Location:

X-coord/Long 102.33044

Y-coord/Lat 32.40599

Datum 27 Zone

County ANDREWS

Lease & Well No. UNIVERSITY 8-3 #7

Purpose ND

Location SUR-UL, A-U221, BLK-8, SEC-3, -- [TD=12500], [RRC 8],

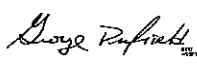
To protect usable-quality groundwater at this location, the Groundwater Advisory Unit of the Texas Railroad Commission recommends:

The interval from the land surface to a depth of 250 feet and the ZONE from 1359 feet to 1725 feet must be protected.

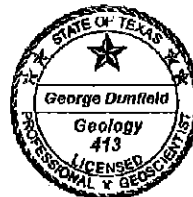
Note: Unless stated otherwise, this recommendation is intended to apply only to the subject well and not for area wide use. This recommendation is intended for normal drilling, production, and plugging operations only. It does not apply to saltwater disposal operation into a nonproductive zone (RRC Form W-14).

If you have any questions, please contact us at 512-463-2741, gau@rrc.state.tx.us, or by mail.

Sincerely,


Digitally signed by George Dunfield
DN: cn=George Dunfield, o=Groundwater Advisory Unit, ou=Commission of Texas, email=george.dunfield@rrc.state.tx.us, c=US
Date: 2013.12.23 17:06:13 -0600
George Dunfield, P.G.

GEOLOGIST SEAL



Geologist, Groundwater Advisory Unit
Oil & Gas Division

The seal appearing on this document was authorized by George Dunfield on 12/23/2013
Note: Alteration of this electronic document will invalidate the digital signature.

