

RAILROAD COMMISSION OF TEXAS

Tracking No.: 45772

Oil and Gas Division

Status: Approved

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

API No. 42- 105-41323

7. RRC District No.
7C

8. RRC Lease No.
17866

9. Well No.
1

10. County of well site
CROCKETT

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) LIN (WOLFCAMP)		2. LEASE NAME UNIVERSITY CROCKETT 21	
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) 21, 47, UL		6b. Distance and direction to nearest town in this county. 23.5 MILES NW FROM OZONA	
12. If workover or reclass, give former field (with reservoir) & Gas ID or oil lease no. FIELD & RESERVOIR OZONA, NE. (CANYON 7520)		GAS ID or OIL LEASE # 264162	Oil-O Gas-G Gas Well
13. Type of electric or other log run Combo of Induction/Neutron/Density		14. Completion or recompletion date 05/07/2012	

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

15. Date of test 05/08/2012	16. No. of hours tested 24	17. Production method (Flowing, Gas Lift, Jetting, Pumping- Size & Type of pump) Flowing			18. Choke size 48/64
19. Production during Test Period	Oil - BBLS 12.0	Gas - MCF 24	Water - BBLS 240	Gas - Oil Ratio 2000	Flowing Tubing Pressure 20.0 PSI
20. Calculated 24- Hour Rate	Oil - BBLS 12.0	Gas - MCF 24	Water - BBLS 240	Oil Gravity-API-60° 39.0	Casing Pressure 100.0 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) 11.0			23. Injection Gas-Oil Ratio
REMARKS: WELL WAS THOUGHT TO BE A GAS PRODUCER. SEE TRACKING #40422, WELL RECORD. W-15'S, W-12, L-1 AND WBL FILED WITH TRACKING #40422. PLEASE CHANGE FIELD TO LIN (WOLFCAMP). PRORATION PLAT AND P-15 FOR LIN (WOLFCAMP) ATTACHED.					

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

05/07/2013

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 02/17/2012 PERMIT NO. 722892 Rule 37 Exception <input type="checkbox"/> CASE NO. _____							
26. Notice of Intention to Drill this well was filed in Name of XOG OPERATING LLC						Water Injection Permit <input type="checkbox"/> PERMIT NO. _____ Salt Water Disposal Permit <input type="checkbox"/> PERMIT NO. _____ Other <input type="checkbox"/> PERMIT NO. _____							
27. Number of producing wells on this lease in this field (reservoir) including this well 1			28. Total number of acres in this lease 320.0										
29. Date Plug Back, Deepening, Workover or Drilling Operations: 09/13/2011		Commenced 09/27/2011		Completed 0.0		30. Distance to nearest well, Same Lease & Reservoir 0.0							
31. Location of well, relative to nearest lease boundaries 660.0 Feet From North Line and 467.0 Feet from West Line of the UNIVERSITY CROCKETT 21 Lease													
32. Elevation (DF, RKB, RT, GR ETC.) 2634 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 7306		35. Total Depth 8002		36. P. B. Depth 7918		37. Surface Casing Determined by Field Rules <input type="checkbox"/> Recommendation of T.D.W.R. <input checked="" type="checkbox"/> Railroad Commission (Special) <input type="checkbox"/>		Dt. of Letter 09/01/2011 Dt. of Letter _____					
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 ROBINSON				42. Is Cementing Affidavit Attached? <input type="checkbox"/> Yes <input checked="" 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.						
10 3/4	40.5	817		CL C 700	14 3/4	SURFACE	938.0						
7	26.0	8002	3999	CL H 1050	9 7/8	SURFACE	2236.0						
7	26.0	8002		50/50 POZ 1475	9 7/8	3999	1932.0						
44. LINER RECORD													
Size		Top		Bottom		Sacks Cement		Screen					
N/A													
45. TUBING RECORD													
Size	Depth Set	Packer Set	From 7306		To 7762								
2 3/8	7261		From		To								
			From		To								
			From		To								
47. ACID, SHOT, FRACTURE, CEMENT SQUEEZE, ETC.													
Depth Interval			Amount and Kind of Material Used										
7306.0		7762.0		ACIDIZE W/1500 GAL. 15% HCL, FRAC W/90,000 GAL 70Q CO2 FOAM + 230,000# 20/40									
48. FORMATION RECORD (LIST DEPTHS OF PRINCIPAL GEOLOGICAL MARKERS AND FORMATION TOPS)													
Formations		Depth		Formations		Depth							
SPRAYBERRY		4950.0											
WOLFCAMP		6475.0											
CANYON		7650.0											
REMARKS: N/A													

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

RAILROAD COMMISSION OF TEXAS
Oil and Gas Division

Form W-15
Cementing Report
Rev. 4/1/83
483-645

1. Operator's Name (As shown on Form P-5, Organization Report) XOG Operating LLC.	2. RRC Operator No. 945921	3. RRC District No. 7C	4. County of Well Site Crockett
5. Field Name (What is or exactly as shown on RRC records) Ozona, NE. (Canyon 7520)		6. API No. 42-105-41323	7. Drilling Permit No. 722892
8. Lease Name University Crockett 21	9. Rule 37 Case No.	10. Oil Lease/Gas ID No.	11. Well No. 1

CASING CEMENTING DATA:		SURFACE CASING	INTER-MEDIATE CASING	PRODUCTION CASING		MULTI-STAGE CEMENTING PROCESS	
				Single String	Multiple Parallel Strings	Tool	Shoe
12. Cementing Date		09/14/11					
13. • Drilled hole size		14 3/4"					
• Est. % wash or hole enlargement							
14. Size of casing (in. O.D.)		10 3/4"					
15. Top of liner (ft.)		Surface					
16. Setting depth (ft.)		817'					
17. Number of cementizers used		7					
18. Hrs. waiting on cement before drill-out		24					
1st Slurry	19. API cement used: No. of sacks ▶	700					
	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.) ▶	938					
	Height (ft.) ▶	1644'					
2nd	Volume (cu. ft.) ▶						
	Height (ft.) ▶						
3rd	Volume (cu. ft.) ▶						
	Height (ft.) ▶						
Total	Volume (cu. ft.) ▶	938					
	Height (ft.) ▶	1644'					
21. Was cement circulated to ground surface (or bottom of cellar) outside casing?		Yes					
22. Remarks Circulated 40sx to pit.							

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 the well as shown in this 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.

Serge Manfoumbi, Specialist
Name and title of cementer's representative

Basic Energy Services
Cementing Company

Signature: *[Signature]*

P O Box 10451
Address

Midland
City

TX
State

79702
Zip Code

432-687-1994
Tel. Area Code

09/24/11
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 the 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.

Denise Jones
Typed or printed name of operator's representative

Regulatory Analyst
Title

Signature: *[Signature]*

PO Box 352, Midland, TX 79702
Address

432-620-9181
Tel. Area Code

01/15-2012
Date: mo. day yr.

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 country 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 collar. 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.

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

RAILROAD COMMISSION OF TEXAS
Oil and Gas Division

Form W-15
Cementing Report
Rev. 4/1/83
483-445

1. Operator's Name (As shown on Form P-3, Organization Report) XOG Operating LLC.	2. RRC Operator No. 945921	3. RRC District No. 7C	4. County of Well Site Crockett
5. Field Name (Wildcat or exactly as shown on RRC records) Ozona, NE. (Canyon 7520)		6. API No. 42-105-41323	7. Drilling Permit No. 722892
8. Lease Name University Crockett 21	9. Rule 37 Case No.	10. Oil Lease/Gas ID No.	11. Well No. 1

CASING CEMENTING DATA:		SURFACE CASING	INTER-MEDIATE CASING	PRODUCTION CASING		MULTI-STAGE CEMENTING PROCESS	
				Single String	Multiple Parallel Strings	Tool	Shot
12. Cementing Date						09/29/11	09/29/11
13. • Drilled hole size						9 7/8"	9 7/8"
• Est. % wash or hole enlargement							
14. Size of casing (in. O.D.)						7"	7"
15. Top of liner (ft.)							
16. Setting depth (ft.)						3999'	8002'
17. Number of centralizers used							19
18. Hrs. waiting on cement before drill-out							7.2
1st Slurry	19. API cement used: No. of sacks ▶					1000	1475
	Class ▶					50/50 Poz H	50/50 Poz H
	Additives ▶					See Remarks	See Remarks
2nd Slurry	No. of sacks ▶					50	
	Class ▶					H	
	Additives ▶					Neat	
3rd Slurry	No. of sacks ▶						
	Class ▶						
	Additives ▶						
1st	20. Slurry pumped: Volume (cu. ft.) ▶					2170	1932
	Height (ft.) ▶					8201'	7302'
2nd	Volume (cu. ft.) ▶					66	
	Height (ft.) ▶					249'	
3rd	Volume (cu. ft.) ▶						
	Height (ft.) ▶						
Total	Volume (cu. ft.) ▶					2236	1932
	Height (ft.) ▶					8450'	7302'
21. Was cement circulated to ground surface (or bottom of collar) outside casing?						Yes	No
22. Remarks Stage 1: Lead-1475sx 50/50/2 Poz H + 5%Salt + 3/10%C-15 + 2/10%C-20 + 2/10%C-41P + 3ppsKot-Seal. Stage 2: Lead-1000sx 50/50/10 Poz H + 5%Salt + 4/10%C-15 + 2/10%C-41P + 1/4ppsCelloflake. Tail- 50sx H Neat Circulated 390sx to pit							

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 the well as shown in this 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.

Serge Manfoumbi, Specialist
Name and title of cementer's representative
Basic Energy Services
Cementing Company
Signature: *[Signature]*
P O Box 10451
Address
Midland
City
TX
State
79702
Zip Code
432-687-1994
Tel.: Area Code Number
10/11/11
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 the 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.

Denise Jones
Typed or printed name of operator's representative
Regulatory Analyst
Title
Signature: *[Signature]*
PO Box 352, Midland, TX 79702
Address
City
City
State
State
Zip Code
Zip Code
432-620-9181
Tel.: Area Code Number
01/15/2012
Date: mo. day yr.

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 country 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 collar. 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 offshore 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 cementers by demonstrating that they are able to mix and pump cement in compliance with Commission rules and regulations.

RAILROAD COMMISSION OF TEXAS OIL AND GAS DIVISION

Form W-12
(1-1-71) 2008

INCLINATION REPORT (One Copy Must Be Filed With Each Completion Report.)		6. RRC District 7C
		7. RRC Lease Number (Oil completions only)
1. FIELD NAME (as per RRC Records or Wildcat) Ozona, NE. (Canyon 7520)	2. LEASE NAME UNIVERSITY CROCKETT 21	8. Well Number 1
3. OPERATOR XOG OPERATING, LLC	9. RRC Identification Number (Gas completions only)	
4. ADDRESS P.O. BOX 352 MIDLAND TX 79702		
5. LOCATION (Section, Block, and Survey) SEC: 21 BLK: 47 UL		
		10. County CROCKETT

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)
500	5	1	1.75	8.75	8.75
700	2	3/4	1.31	2.62	11.37
1190	4.9	1	1.75	8.58	19.95
1454	2.64	1	1.75	4.62	24.57
1725	2.71	1/2	0.87	2.36	26.92
2225	5	1	1.75	8.75	35.67
2715	4.9	1 1/4	2.18	10.68	46.35
3215	5	1 1/4	2.18	10.90	57.25
3690	4.75	1	1.75	8.31	65.57
4190	5	1 1/2	2.62	13.10	78.67
4676	4.86	1/4	0.44	2.14	80.81
5176	5	3/4	1.31	6.55	87.36
5640	4.64	3/4	1.31	6.08	93.43
6176	5.36	3/4	1.31	7.02	100.46
6683	5.07	1/2	0.87	4.41	104.87
7181	4.98	1/2	0.87	4.33	109.20

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 8009 feet = 116.40 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 330 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. <u>Imelda Rangel</u> Signature of Authorized Representative IMELDA RANGEL--AGENT Name of Person and Title (type or print) Robinson Drilling of Texas LTD Name of Company Telephone: 432-267-5277	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. <u>Denise Jones</u> Signature of Authorized Representative <u>Denise Jones - Regulatory Analyst</u> Name of Person and Title (type or print) <u>XOG Operating, LLC</u> Name of Company Telephone: 432-620-9181
---	--

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 of 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.

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.: 45772

1. Field name exactly as shown on proration schedule LIN (WOLFCAMP)		2. Lease name as shown on proration schedule UNIVERSITY CROCKETT 21					
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 17866	6. County CROCKETT	7. RRC district 7C		
8. Operator address including city, state, and zip code PO BOX 352 MIDLAND, TX 79702		9. Well no(s) (see instruction E) 1					
		10. Classification <input checked="" type="checkbox"/> Oil <input type="checkbox"/> Gas <input type="checkbox"/> Other (see instruction A)			11. Effective Date 05/07/2012		
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		DAVIS GAS PROCESSING, INC.(202491)				100.0	
	X	DAVIS GAS PROCESSING, INC.(202491)			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>05/08/2013</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>10/03/2012</u> Date <u>(432) 683-3171</u> Phone with area code			

STATEMENT OF PRODUCTIVITY OF ACREAGE
ASSIGNED TO PRORATION UNITS

Form P-15

Tracking No.: 45772

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 XOG OPERATING LLC

UNIVERSITY CROCKETT 21 OPERATOR No. 1 ; that such well is
LEASE WELL

completed in the LIN (WOLFCAMP) Field, CROCKETT 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 _____

40.0 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 05/07/2013 Signature ANGIE CRAWFORD

Telephone (432) 683-3171 Title _____
AREA CODE

Groundwater
Advisory Unit

GROUNDWATER PROTECTION DETERMINATION

Date September 1, 2011

GAU File No.: SC- 14513

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

API Number 10500000

Attention: DENISE JONES

RRC Lease No. 000000

SC_945921_10500000_000000_14513.pdf

XOG OPERATING LLC
P O BOX 352
MIDLAND TX 79702

--Measured--

467 ft FWL

467 ft FNL

MRL: SECTION

Digital Map Location:

X-coord/Long 101.38750

Y-coord/Lat 31.00961

Datum 27 Zone

P-5# 945921

County CROCKETT

Lease & Well No. UNIVERSITY CROCKETT 21 #1

Purpose ND

Location SUR-UL, BLK-47, SEC-21, --[TD=8600], [RRC 7C],

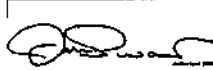
To protect usable-quality groundwater at this location, the Groundwater Advisory Unit of the Texas Railroad Commission recommends:

The interval from the land surface to the base of the SANTA ROSA ,
which is estimated to occur at a depth of 800 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 Jack Oswalt
DN: cn=US, st=Texas, ln=Austin, ou=Surface
Casing, or Texas Commission on
Environmental Quality, cn=Jack Oswalt,
email=joswalt@ceq.state.tx.us
Date: 2011.09.01 15:16:05 -0500

Jack M. Oswalt, P.G.

Geologist, Groundwater Advisory Unit
Oil & Gas Division

GEOLOGIST SEAL



The seal appearing on this document was authorized by Jack M. Oswalt on 9/1/2011
Note: Alteration of this electronic document will invalidate the digital signature.

TOPOGRAPHIC

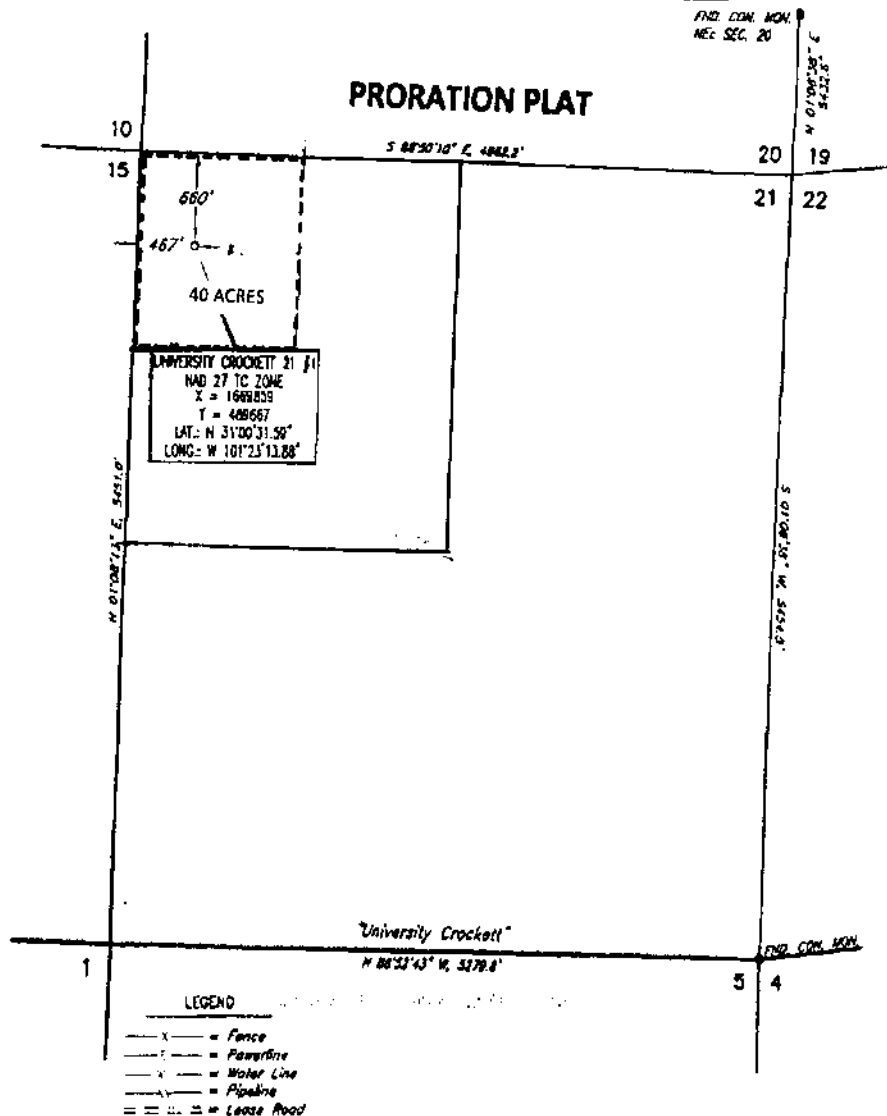
SURVEYING • MAPPING • GIS • GPS
2903 N. BIG SPRING • MIDLAND, TEXAS 79705
TELEPHONE: (432) 682-1653 (800) 767-1653 • FAX (432) 682-1743

CROCKETT County, Texas

Description 660' FWL & 457' FWL

SECTION 21 BLOCK 47, UNIVERSITY LAND

NAD 27
GRID BEARINGS



This location has been very carefully staked on the ground according to the best official survey records, maps, and other data available to us. This plat does not in any way represent a "Boundary Survey", and does not comply with current I.A.B.S. Minimum Standards of Procedures for Boundary Surveys.

SCALE: 1" = 1000'
0' 300' 1000'

Operator **OG OPERATING, LLC** Date Staked **AUGUST 16, 2011**

Lease Name & Well No. **UNIVERSITY CROCKETT 21 #1** Ground Elev. **2834'**

Topography & Vegetation **NATURAL MESQUITE PASTURE**

Nearest Town in County **23.5 MILES NORTHWEST OF OZONA, TEXAS**



INVOICE #
LO UNIVERSITY CROCKETT 21 #1
EU 6/521SW

CERTIFICATION:

I, William J. Keating, a Registered Professional Land Surveyor, and an authorized agent of Topographic Land Surveyors, do hereby certify that in my professional opinion the above described well location was surveyed and staked on the ground as shown. This plat is for Texas Railroad Commission permitting only.

William J. Keating
Texas R.P.L.S. No. **6041**