



Shell Western E&P

Hand Delivery

November 9, 2016

Railroad Commission of Texas
Attn.: Well Compliance
1701 N. Congress Ave.
Austin, Texas 78701

WCK E924-H
150 N. Dairy Ashford
Houston, Texas 77079
Tel (832) 337 0549
Fax (832) 337 0043
Email george.mullen@shell.com
Internet <http://www.shell.com>

RE: Form P-6, Request for Permission to Consolidate Oil Leases
Various University Lands Wells in Block 19
Phantom (Wolfcamp) Field
Loving and Ward Counties, Texas

Dear Sir or Madam,

Enclosed for your review and further handling you will find the following information for the subject request:

1. Form P-6 (original and four (4) copies)
2. Before Consolidation Plat
3. After Consolidation Plat
4. University 19 PW Unit Form P-4 (After Consolidation)

Should you require additional information or if I can be of any further help in this matter, kindly advise.

Very truly yours,

George Mullen
Senior Regulatory Specialist

Enclosures

REQUEST FOR PERMISSION TO SUBDIVIDE OR CONSOLIDATE OIL LEASE(S)

READ INSTRUCTIONS ON BACK

P-6

5/02
WWW-1

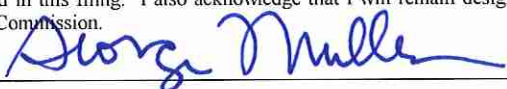
1. Receiving Operator name, exactly as shown on P-5 Organization Report Shell Western E&P	2. Operator P-5 no. 774719	3. RRC district no. 08	5. Purpose of Filing: <input checked="" type="checkbox"/> Consolidation <input type="checkbox"/> Subdivision
6. Operator address including city, state, and zip code P.O. Box 576 Houston, TX 77001	7. Field name exactly as shown on proration schedule Phantom (Wolfcamp)		
8. Are any of the leases being subdivided or consolidated currently overproduced or in violation of statewide rules? (check one) <input checked="" type="checkbox"/> No <input type="checkbox"/> Yes			
9. Lease to be subdivided or leases to be consolidated. List lease names and well numbers exactly as listed on current Commission Oil Proration Schedule.			
LEASE NAME	LEASE NUMBER	LEASE ACRES	WELL NUMBERS (e.g.: 1, 2, 3-U, 3-L, 4, etc.)
(1) See Attached.			
(2)			
(3)			
10. Lease(s) resulting from subdivision or after consolidation (how the leases/wells are to be listed on the Commission Oil Proration Schedule). For well number changes, give both old and new number; if there is no well number change, show the number under "old".			
LEASE NAME	LEASE NUMBER	LEASE ACRES	WELL NUMBERS Old New
(1) See attached.			
(2)			
(3)			
11. Is the ownership, working interest, and the royalty interest for all leases listed in Items 9 or 10 identical? (check one) <input type="checkbox"/> No <input checked="" type="checkbox"/> Yes (See instruction D)			
12. Is the acreage listed for the resulting leases in Item 10 contiguous? (Check one) <input type="checkbox"/> No <input checked="" type="checkbox"/> Yes (See instruction F)			RRC USE ONLY Reviewer's initials: _____ Approval date: _____
OPERATOR CERTIFICATION: I certify that I am authorized to make this request, that it was prepared by me or under my supervision and direction, and that the data and facts stated herein are true, correct, and complete to the best of my knowledge.			
Signature <u>George Mullen</u> George Mullen Name (print or type) (832) 337 -0549 Phone number (with area code)			Date <u>11/08/2016</u> Senior Regulatory Specialist Title george.mullen@shell.com E-mail address (optional)

ITEM 9 For Form P-6 Phantom (Wolfcamp)

LEASE NAME	LEASE NUMBER	LEASE ACRES	WELL NUMBERS	API NUMBER 42-
University 19-19	42401	640	2H	301-31709
University 19-22	42423	160.23	2H	301-31708
University 19-17	43275	566.65	2H	301-31703
University 19-25	43374	151.24	2H	475-35995
University 19-28	43469	160.33	2H	475-35996
University 19-13	43520	640	2H	301-31705
University 19-15	44052	640	2H	301-31872
University 19-18 LOV	46542	640	2H	301-32460
University 19-23 LOV	47659	640.99	2H	301-32579

ITEM 10 For Form P-6 Phantom (Wolfcamp)

LEASE NAME	LEASE NUMBER	LEASE ACRES	WELL NUMBERS (OLD)	WELL NUMBERS (NEW)	API NUMBER 42-
University 19 PW Unit	42401	640	2H	1902H	301-31709
University 19 PW Unit	42401	160.23	2H	2202H	301-31708
University 19 PW Unit	42401	566.65	2H	1702H	301-31703
University 19 PW Unit	42401	151.24	2H	2502H	475-35995
University 19 PW Unit	42401	160.33	2H	2802H	475-35996
University 19 PW Unit	42401	640	2H	1302H	301-31705
University 19 PW Unit	42401	640	2H	1502H	301-31872
University 19 PW Unit	42401	640	2H	1802H	301-32460
University 19 PW Unit	42401	640.99	2H	2302H	301-32579

1. Field name exactly as shown on proration schedule Phantom (Wolfcamp)		2. Lease name as shown on proration schedule University 19 PW Unit		
3. Current operator name exactly as shown on P-5 Organization Report Shell Western E&P		4. Operator P-5 no. 774719	5. Oil Lse/Gas ID no. 42401	6. County Loving, Ward
8. Operator address including city, state, and zip code		7. RRC district 08		
		9. Well no(s) (see instruction E) All		
		10. Classification <input checked="" type="checkbox"/> Oil <input type="checkbox"/> Gas <input type="checkbox"/> Other (see instruction A)		11. Effective Date 11/01/16
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 type="checkbox"/> oil lease <input type="checkbox"/> gas well <input type="checkbox"/> other well (specify) _____ Due to: <input type="checkbox"/> new completion or recompletion <input type="checkbox"/> reclass oil to gas <input type="checkbox"/> reclass gas to oil <input checked="" 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
X		Delaware Basin JV Gathering LLC		100
	X	Shell Energy North AM. (US), LP	0001	100
14. Authorized OIL or CONDENSATE Gatherer(s). (See instruction G).			RRC USE ONLY	
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	Reviewer's initials: _____	
Shell Western E&P		100	Approval date: _____	
15. PREVIOUS OPERATOR CERTIFICATION FOR CHANGE OF OPERATOR P-4 FILING. Being the PREVIOUS OPERATOR, I certify that operating responsibility for the well(s) designated in this filing, located on the subject lease has been transferred in its entirety to the above named Current Operator. I understand, as Previous Operator, that designation of the above named operator as Current Operator is not effective until this certificate is approved by the Commission.				
Name of Previous Operator		Signature		
Name (print)		<input type="checkbox"/> Authorized Employee of previous operator <input type="checkbox"/> Authorized agent of previous operator (see instruction G)		
Title		Date _____ Phone with area code _____		
16. CURRENT OPERATOR CERTIFICATION. By signing this certificate as the Current Operator, I certify that all statements on this form are true and correct and I acknowledge responsibility for the regulatory compliance of the subject lease including plugging of well(s) pursuant to Rule 14. I further acknowledge that I assume responsibility for the physical operation, control, and proper plugging of each well designated in this filing. I also acknowledge that I will remain designated as the Current Operator until a new certificate designating a new Current Operator is approved by the Commission.				
George Mullen		 Signature		
Name (print)		<input checked="" type="checkbox"/> Authorized Employee of current operator <input type="checkbox"/> Authorized agent of current operator (see instruction G)		
Sr. Reg. Specialist		11/01/16		
Title		(832) 337-0549		
george.mullen@shell.com		Date _____ Phone with area code _____		
E-mail Address (optional)				

CERTIFICATE OF POOLING AUTHORITY

Revised 05/2001

P-12

1. Field Name(s) Phantom (Wolfcamp)	2. Lease/ID Number (if assigned)	3. RRC District Number 08
4. Operator Name Shell Western E&P	5. Operator P-5 Number 774719	6. Well Number
7. Pooled Unit Name University 19 Unit	8. API Number	9. Purpose of Filing <input type="checkbox"/> Drilling Permit (W-1) <input type="checkbox"/> Completion Report
10. County Loving & Ward	11. Total acres in pooled unit 8582.2	

DESCRIPTION OF INDIVIDUAL TRACTS CONTAINED WITHIN THE POOLED UNIT

TRACT/PLAT IDENTIFIER	TRACT NAME	ACRES IN TRACT (See inst. #7 below)	INDICATE UNDIVIDED INTERESTS	
			UNLEASED	NON-POOLED
Tr. 1	University Lands	160.175	<input type="checkbox"/>	<input type="checkbox"/>
Tr. 2	University Lands	480.525	<input type="checkbox"/>	<input type="checkbox"/>
Tr. 3	University Lands	520.220	<input type="checkbox"/>	<input type="checkbox"/>
Tr. 4	University Lands	640.700	<input type="checkbox"/>	<input type="checkbox"/>
Tr. 5	University Lands	280.306	<input type="checkbox"/>	<input type="checkbox"/>
Tr. 6	University Lands (below 11710')	40.044	<input type="checkbox"/>	<input type="checkbox"/>
Tr. 7	University Lands	320.350	<input type="checkbox"/>	<input type="checkbox"/>
Tr. 8	University Lands	640.700	<input type="checkbox"/>	<input type="checkbox"/>
Tr. 9	University Lands	566.000	<input type="checkbox"/>	<input type="checkbox"/>
Tr. 10	University Lands	640.700	<input type="checkbox"/>	<input type="checkbox"/>

CERTIFICATION:

I declare under penalties prescribed pursuant to the Sec. 91.143, Texas Natural Resources Code, that I am authorized to make the foregoing statements and that the information provided by me or under my direction on this Certificate of Pooling Authority is true, correct, and complete to the best of my knowledge.

George Mullen

Signature	Print Name
Sr. Reg. Specialist	George Mullen
george.mullen@shell.com	(832) 337-0549
Title	Phone
E-mail (if available)	
Date	

INSTRUCTIONS — Reference: Statewide Rules 31, 38 and 40

- When two or more tracts are pooled to form a unit to obtain a drilling permit, file completion paperwork, or reform a pooled unit pursuant to Rule 38(d)(3) the operator must file an original Certificate of Pooling Authority and certified plat.
- The certified plat shall designate each tract with an outline and a tract identifier. The tract identifier on the plat shall correspond to the tract identifier and associated information listed on the Certificate.
- If within an individual tract, a non-pooled and/or unleased interest exists, indicate by checking the appropriate box.
- If the Purpose of Filing is to obtain a drilling permit, in box #1 list all applicable fields separately or enter "All Fields" if the Certificate pertains to all fields requested on Form W-1.
- If the Purpose of Filing is to file completion paperwork, enter the applicable field name in box #1 for the completion.
- Identify the drill site tract with an * to the left of the tract identifier.
- The total number of acres in the pooled unit in #11 should equal the total of all acres in the individual tracts listed.

CERTIFICATE OF POOLING AUTHORITY

Revised 05/2001

P-12

1. Field Name(s) Two Georges (Bone Spring)	2. Lease/ID Number (if assigned)	3. RRC District Number 08
4. Operator Name Shell Western E&P	5. Operator P-5 Number 774719	6. Well Number
7. Pooled Unit Name University 19 Unit	8. API Number	9. Purpose of Filing <input type="checkbox"/> Drilling Permit (W-1) <input type="checkbox"/> Completion Report
10. County Loving & Ward	11. Total acres in pooled unit 8221.8	

DESCRIPTION OF INDIVIDUAL TRACTS CONTAINED WITHIN THE POOLED UNIT

TRACT/PLAT IDENTIFIER	TRACT NAME	ACRES IN TRACT (See inst. #7 below)	INDICATE UNDIVIDED INTERESTS	
			UNLEASED	NON-POOLED
Tr. 11	University Lands	640.700	<input type="checkbox"/>	<input type="checkbox"/>
	There is no Tract 12	000.000	<input type="checkbox"/>	<input type="checkbox"/>
Tr. 13	University Lands	320.350	<input type="checkbox"/>	<input type="checkbox"/>
Tr. 14	University Lands	640.700	<input type="checkbox"/>	<input type="checkbox"/>
Tr. 15	University Lands	640.700	<input type="checkbox"/>	<input type="checkbox"/>
Tr. 16	University Lands	465.100	<input type="checkbox"/>	<input type="checkbox"/>
Tr. 17	University Lands	640.700	<input type="checkbox"/>	<input type="checkbox"/>
Tr. 18	University Lands	623.900	<input type="checkbox"/>	<input type="checkbox"/>
			<input type="checkbox"/>	<input type="checkbox"/>
			<input type="checkbox"/>	<input type="checkbox"/>

CERTIFICATION:

I declare under penalties prescribed pursuant to the Sec. 91.143, Texas Natural Resources Code, that I am authorized to make the foregoing statements and that the information provided by me or under my direction on this Certificate of Pooling Authority is true, correct, and complete to the best of my knowledge.

George Mullen

Signature

Print Name

Sr. Reg. Specialist

george.mullen@shell.com

(832) 337-0549

Title

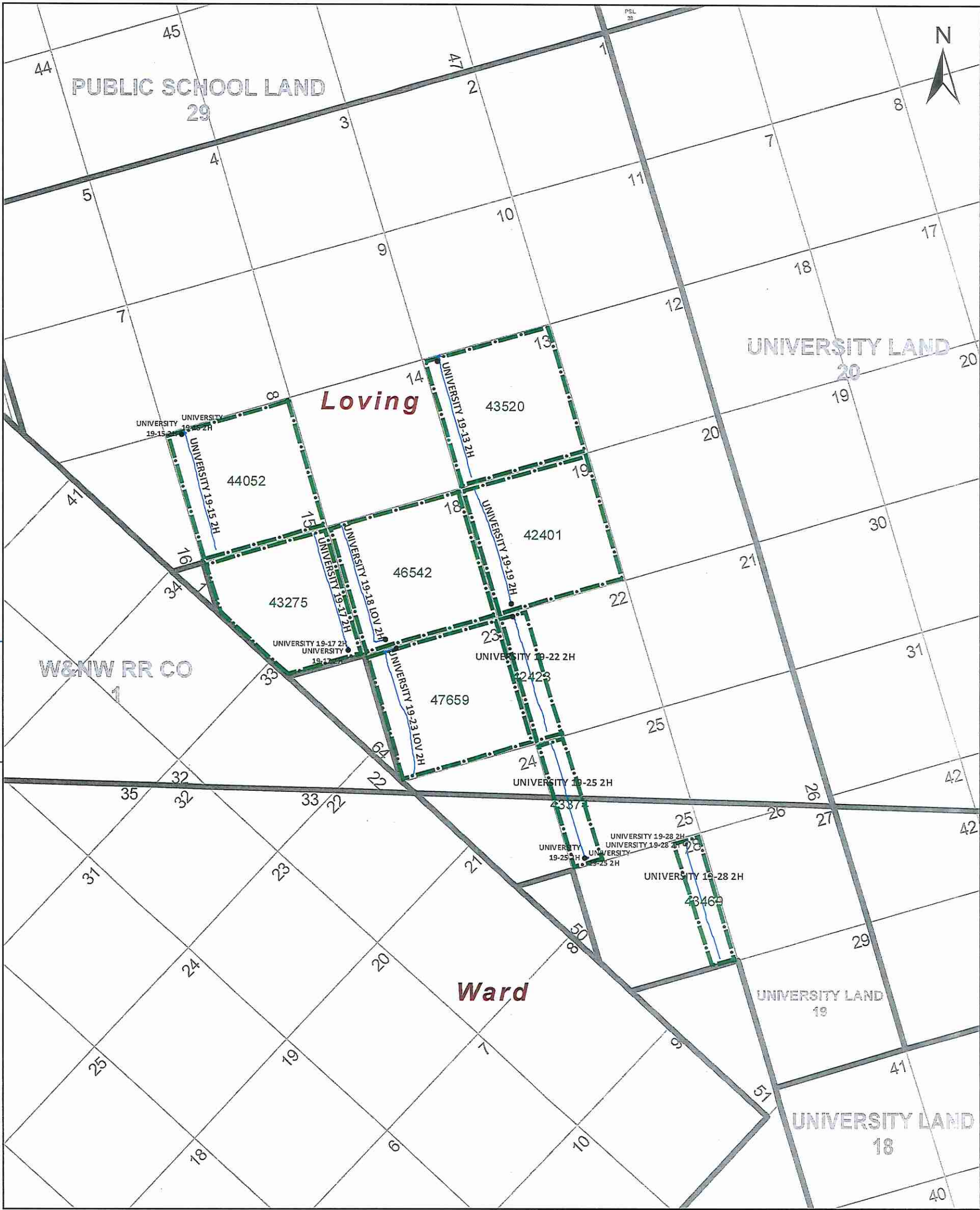
E-mail (if available)


Date

Phone

INSTRUCTIONS — Reference: Statewide Rules 31, 38 and 40

- When two or more tracts are pooled to form a unit to obtain a drilling permit, file completion paperwork, or reform a pooled unit pursuant to Rule 38(d)(3) the operator must file an original Certificate of Pooling Authority and certified plat.
- The certified plat shall designate each tract with an outline and a tract identifier. The tract identifier on the plat shall correspond to the tract identifier and associated information listed on the Certificate.
- If within an individual tract, a non-pooled and/or unleased interest exists, indicate by checking the appropriate box.
- If the Purpose of Filing is to obtain a drilling permit, in box #1 list all applicable fields separately or enter "All Fields" if the Certificate pertains to all fields requested on Form W-1.
- If the Purpose of Filing is to file completion paperwork, enter the applicable field name in box #1 for the completion.
- Identify the drill site tract with an * to the left of the tract identifier.
- The total number of acres in the pooled unit in #11 should equal the total of all acres in the individual tracts listed.



<p>NOTES</p> <p>This map has been prepared by Shell from a variety of sources both within Shell and third party information (ESRI, GOM3, and/or IHS). The map may be subject to errors of judgement and/or opinion. Information from third party sources can not be confirmed or guaranteed by Shell. The copyright in this document is vested in Shell 07 Nov 2016. All rights reserved.</p>	<p>MAP SCALE</p> <p>1:48,000</p> <p>0 1,500 3,000 6,000</p> <p>Feet</p> <p>Print size: 11"x17" (ANSI B)</p>	<p>GEODETTIC PARAMETERS</p> <p>Horizontal Coordinate Reference System CRS name (ESRI): NAD 1927 StatePlane Texas Central FIPS 4203 CRS name (Shell): NAD 27 STATE PLANE TEXAS CENTRAL CRS code (EPSG): 32039 Geodetic datum: North American 1927 Projection name: Lambert Conformal Conic Horizontal units: Foot US</p>
<p>INDEX MAP</p>	<p>MAP INFORMATION</p> <p>Legend</p> <ul style="list-style-type: none">Location (Permit)Abandoned LocationGas WellOil WellOil & Gas WellDry Hole (No Shows)Injection WellSuspendedPlugged Gas WellPlugged Oil WellPlugged Oil & GasDry Hole (Oil Shows)Dry Hole w/ (Gas Shows)Dry Hole (Oil & Gas Shows)UnknownCDS/IHS BorestickWCMP TRACT <p>"BEFORE PLAT"</p>	<p> SHELL EXPLORATION & PRODUCTION COMPANY</p> <p>UA Geomatics</p> <p>SWEPI PROPOSED "UNIVERSITY 19 TRACTS" (WOLFCAMP) General Location</p> <p>Author: Vincent Ortiz Date: 07 Nov 2016 Reviewed By: Jacob Moore Map Status: FINAL</p>

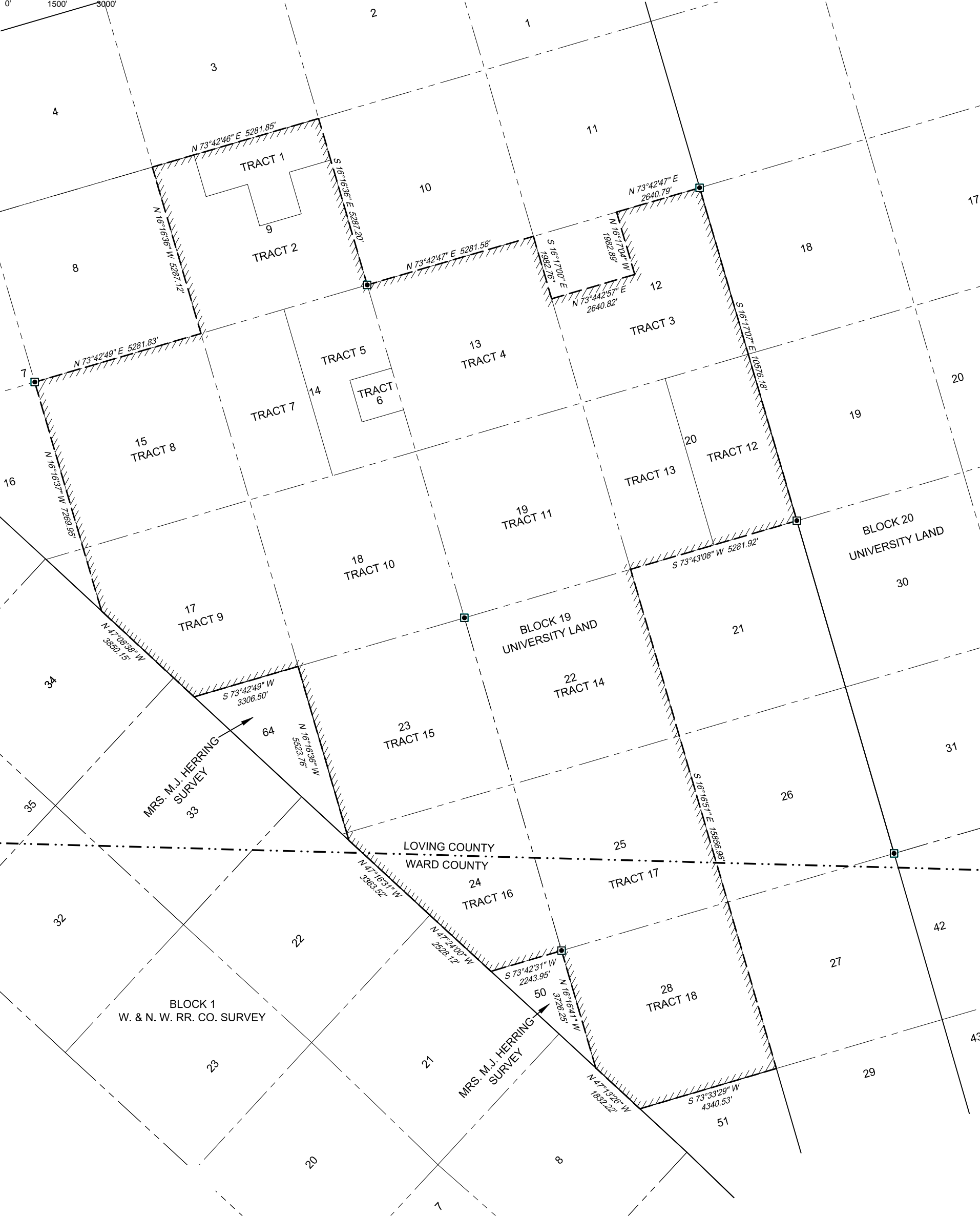
SECTIONS 9,15,14,13, 12, 17, 18, 19, 20, 22, 23, 24, 25 & 28,
SAVE & EXCEPT NW/2 NW/4 AND NW/2 SE/2 NW/4 OF SECTION 12
BLOCK 19, UNIVERSITY LAND
LOVING & WARD COUNTIES, TEXAS

LEGEND

- UNIT BOUNDARY
- COUNTY LINE
- BLOCK/TOWNSHIP LINE
- MINERAL TRACT
- SURVEY/SECTION LINE
- CONCRETE MONUMENT

SCALE: 1" = 3000'

0' 1500' 3000'



"After Plat"