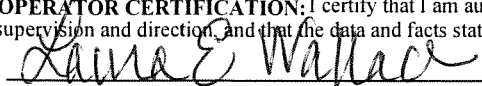


**REQUEST FOR PERMISSION TO SUBDIVIDE OR
CONSOLIDATE OIL LEASE(S)**

READ INSTRUCTIONS ON BACK

P-6

5/02
WWW-1

1. Receiving Operator name, exactly as shown on P-5 Organization Report PIONEER NATURAL RES.USA, INC.		2. Operator P-5 no. 665748	3. RRC district no. 7C	5. Purpose of Filing: <div style="display: flex; align-items: center;"><div style="margin-right: 10px;"><input checked="" type="checkbox"/> Consolidation <input type="checkbox"/> Subdivision</div></div>	
6. Operator address including city, state, and zip code 5205 N O'CONNOR BLVD IRVING, TEXAS 75039		7. Field name exactly as shown on proration schedule SPRABERRY (TREND AREA)			
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) UNIVERSITY "2-20"	16589	989.2	1, 2, 6, 8, 9, 10, 11, 12		
(2) UNIVERSITY "2-29"	16868	329.8	1, 3, 4, 1D		
(3) UNIVERSITY "2-32"	16674	983.7	1, 2, 3, 4, 5, 6, 7, 10, 12, 13, 14H, 15H, 16H		
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		API NUMBER 42-
(1) UNIVERSITY "2-20"	16589	2467.3	Old	New	
			1	32	38336133
			2	33	38337020
			6	39	38336972
			8	37	38337540
(2)			9	31	38337362
			10	41	38337542
			11	34	38337543
			12	20	38337536
			14	27	38336713
(3)			15	22	38337377
			16	19	38337216
			12H	54H	38338306
			13H	55H	38338307
			14H	56H	38338312
			1	18	38336367
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
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.					Reviewer's initials: _____
<div style="display: flex; justify-content: space-between;"><div style="width: 45%;"> Signature</div><div style="width: 45%;"><div style="text-align: center;">2/13/14</div> Date</div></div>					Approval date: _____
LAURA WALLACE					ENGINEERING ANALYST
Name (print or type)					Title
972-969-1742					LAURA.WALLACE@PXD.COM
Phone number (with area code)					E-mail address (optional)

**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 PIONEER NATURAL RES.USA, INC.	2. Operator P-5 no. 665748	3. RRC district no. 7C 4. County Reagan	5. Purpose of Filing: <input checked="checked" type="checkbox"/> Consolidation <input type="checkbox"/> Subdivision																								
6. Operator address including city, state, and zip code 5205 N O'CONNOR BLVD IRVING, TEXAS 75039	7. Field name exactly as shown on proration schedule SPRABERRY (TREND AREA)																										
8. Are any of the leases being subdivided or consolidated currently overproduced or in violation of statewide rules? (check one) <input checked="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. <table border="1" style="width:100%; border-collapse: collapse;"><thead><tr><th style="width:40%;">LEASE NAME</th><th style="width:15%;">LEASE NUMBER</th><th style="width:15%;">LEASE ACRES</th><th style="width:30%;">WELL NUMBERS (e.g.: 1, 2, 3-U, 3-L, 4, etc.)</th></tr></thead><tbody><tr><td>(1)</td><td></td><td></td><td></td></tr><tr><td>(2)</td><td></td><td></td><td></td></tr><tr><td>(3)</td><td></td><td></td><td></td></tr></tbody></table>				LEASE NAME	LEASE NUMBER	LEASE ACRES	WELL NUMBERS (e.g.: 1, 2, 3-U, 3-L, 4, etc.)	(1)				(2)				(3)											
LEASE NAME	LEASE NUMBER	LEASE ACRES	WELL NUMBERS (e.g.: 1, 2, 3-U, 3-L, 4, etc.)																								
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LEASE NAME	LEASE NUMBER	LEASE ACRES	WELL NUMBERS Old	WELL NUMBERS New	API NUMBER 42-																						
(1) UNIVERSITY "2-20"	16589	2467.3	16H	44H	38338316																						
(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="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="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. <div style="display: flex; justify-content: space-between;"><div style="width: 45%;"><div style="border-bottom: 1px solid black; width: 100%;"></div>Signature LAURA WALLACE Name (print or type) <div style="border-bottom: 1px solid black; width: 100%;"></div>972-969-1742 Phone number (with area code)</div><div style="width: 45%; text-align: center;"><div style="border-bottom: 1px solid black; width: 100%;"></div>2/13/14 Date ENGINEERING ANALYST Title <div style="border-bottom: 1px solid black; width: 100%;"></div>LAURA.WALLACE@PXD.COM E-mail address (optional)</div></div>																											

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 PIONEER NATURAL RES.USA, INC.		2. Operator P-5 no. 665748	3. RRC district no. 7C	5. Purpose of Filing: <input checked="" type="checkbox"/> Consolidation <input type="checkbox"/> Subdivision	
6. Operator address including city, state, and zip code 5205 N O'CONNOR BLVD IRVING, TEXAS 75039		7. Field name exactly as shown on proration schedule SPRABERRY (TREND AREA)			
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) UNIVERSITY "2-17"	n/a	164.8	n/a		
(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		API NUMBER 42-
			Old	New	
(1) UNIVERSITY "2-20"	16589	2467.3	3	28	38337336
			4	25	38337535
			1D	1D	38338199
			1	1	38336422
			2	12	38336174
(2)			3	6	38337375
			4	14	38336712
			5	9	38337793
			6	7	38337337
			7	10	38337338
(3)			10	8	38337797
			12	4	38337538
			13	2	38337677
			14H	43H	38338313
			15H	42H	38338314
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>Laura E Wallace</u>					
Date: <u>2/13/14</u>					
Title: <u>ENGINEERING ANALYST</u>					
Name (print or type): <u>LAURA WALLACE</u>					
Phone number (with area code): <u>972-969-1742</u>					
E-mail address (optional): <u>LAURA.WALLACE@PXD.COM</u>					

UNIVERSITY 2-20 LEASE CONSOLIDATION

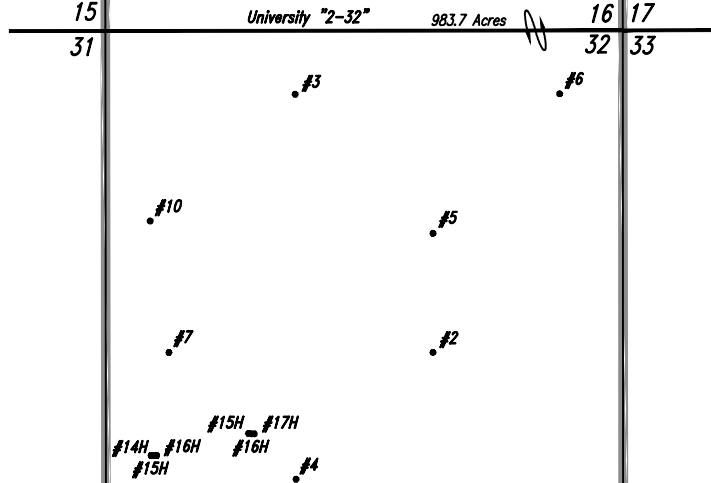
OLD				NEW				
Lease Name	Lease No.	Well No.	API No.		Lease Name	Lease No.	Well No.	API No.
UNIVERSITY "2-32"	16674	1	38336422		UNIVERSITY "2-20"	16589	1	38336422
UNIVERSITY "2-32"	16674	2	38336174		UNIVERSITY "2-20"	16589	12	38336174
UNIVERSITY "2-32"	16674	3	38337375		UNIVERSITY "2-20"	16589	6	38337375
UNIVERSITY "2-32"	16674	4	38336712		UNIVERSITY "2-20"	16589	14	38336712
UNIVERSITY "2-32"	16674	5	38337793		UNIVERSITY "2-20"	16589	9	38337793
UNIVERSITY "2-32"	16674	6	38337337		UNIVERSITY "2-20"	16589	7	38337337
UNIVERSITY "2-32"	16674	7	38337338		UNIVERSITY "2-20"	16589	10	38337338
UNIVERSITY "2-32"	16674	10	38337797		UNIVERSITY "2-20"	16589	8	38337797
UNIVERSITY "2-32"	16674	12	38337538		UNIVERSITY "2-20"	16589	4	38337538
UNIVERSITY "2-32"	16674	13	38337677		UNIVERSITY "2-20"	16589	2	38337677
UNIVERSITY "2-32"	16674	14H	38338313		UNIVERSITY "2-20"	16589	43H	38338313
UNIVERSITY "2-32"	16674	15H	38338314		UNIVERSITY "2-20"	16589	42H	38338314
UNIVERSITY "2-32"	16674	16H	38338316		UNIVERSITY "2-20"	16589	44H	38338316
UNIVERSITY "2-29"	16868	1	38336367		UNIVERSITY "2-20"	16589	18	38336367
UNIVERSITY "2-29"	16868	3	38337336		UNIVERSITY "2-20"	16589	28	38337336
UNIVERSITY "2-29"	16868	4	38337535		UNIVERSITY "2-20"	16589	25	38337535
UNIVERSITY "2-29"	16868	1D	38338199		UNIVERSITY "2-20"	16589	1D	38338199
UNIVERSITY "2-20"	16589	1	38336133		UNIVERSITY "2-20"	16589	32	38336133
UNIVERSITY "2-20"	16589	2	38337020		UNIVERSITY "2-20"	16589	33	38337020
UNIVERSITY "2-20"	16589	6	38336972		UNIVERSITY "2-20"	16589	39	38336972
UNIVERSITY "2-20"	16589	8	38337540		UNIVERSITY "2-20"	16589	37	38337540
UNIVERSITY "2-20"	16589	9	38337362		UNIVERSITY "2-20"	16589	31	38337362
UNIVERSITY "2-20"	16589	10	38337542		UNIVERSITY "2-20"	16589	41	38337542
UNIVERSITY "2-20"	16589	11	38337543		UNIVERSITY "2-20"	16589	34	38337543
UNIVERSITY "2-20"	16589	12	38337536		UNIVERSITY "2-20"	16589	20	38337536
UNIVERSITY "2-20"	16589	14	38336713		UNIVERSITY "2-20"	16589	27	38336713
UNIVERSITY "2-20"	16589	15	38337377		UNIVERSITY "2-20"	16589	22	38337377
UNIVERSITY "2-20"	16589	16	38337216		UNIVERSITY "2-20"	16589	19	38337216
UNIVERSITY "2-20"	16589	12H	38338306		UNIVERSITY "2-20"	16589	54H	38338306
UNIVERSITY "2-20"	16589	13H	38338307		UNIVERSITY "2-20"	16589	55H	38338307
UNIVERSITY "2-20"	16589	14H	38338312		UNIVERSITY "2-20"	16589	56H	38338312

1. Field name exactly as shown on proration schedule Spraberry (Trend Area)		2. Lease name as shown on proration schedule University "2-20"					
3. Current operator name exactly as shown on P-5 Organization Report Pioneer Natural Resources, USA		4. Operator P-5 no. 665748	5. Oil Lse/Gas ID no. 16589	6. County REAGAN	7. RRC district 7C		
8. Operator address including city, state, and zip code 5205 N O'Connor Blvd., Suite 200 Irving, Texas 75039		9. Well no(s) (<i>see instruction E</i>) See Attachment					
10. Classification <input checked="" type="checkbox"/> Oil <input type="checkbox"/> Gas <input type="checkbox"/> Other (<i>see instruction A</i>)				11. Effective Date 02.13.14			
12. Purpose of Filing. (Complete section a or b below.) (<i>See instructions B and G</i>)							
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 Due to: <input 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 checked="" type="checkbox"/> consolidation, unitization, or subdivision (oil lease only)							
13. Authorized GAS WELL GAS or CASINGHEAD GAS Gatherer(s) and/or Purchaser(s). (<i>See instruction G</i>).							
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	ATLAS PL MID-CONT. WESTTEX, LLC (036586)			0001	100%	
14. Authorized OIL or CONDENSATE Gatherer(s). (<i>See instruction G</i>).							
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	RRC USE ONLY Reviewer's initials: _____ Approval date: _____		
Plains Marketing LP (036586)				100%			
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	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.							
Laura Wallace							
Name (print)							
Engineering Analyst	<input checked="" type="checkbox"/> Authorized Employee of current operator <input type="checkbox"/> Authorized agent of previous operator (<i>see instruction G</i>)						
Title	Date						
laura.wallace@pxd.com	(972) 969-1742						
E-mail Address (optional)	Phone with area code						

Block 58,
University Land

PIONEER NATURAL RESOURCES

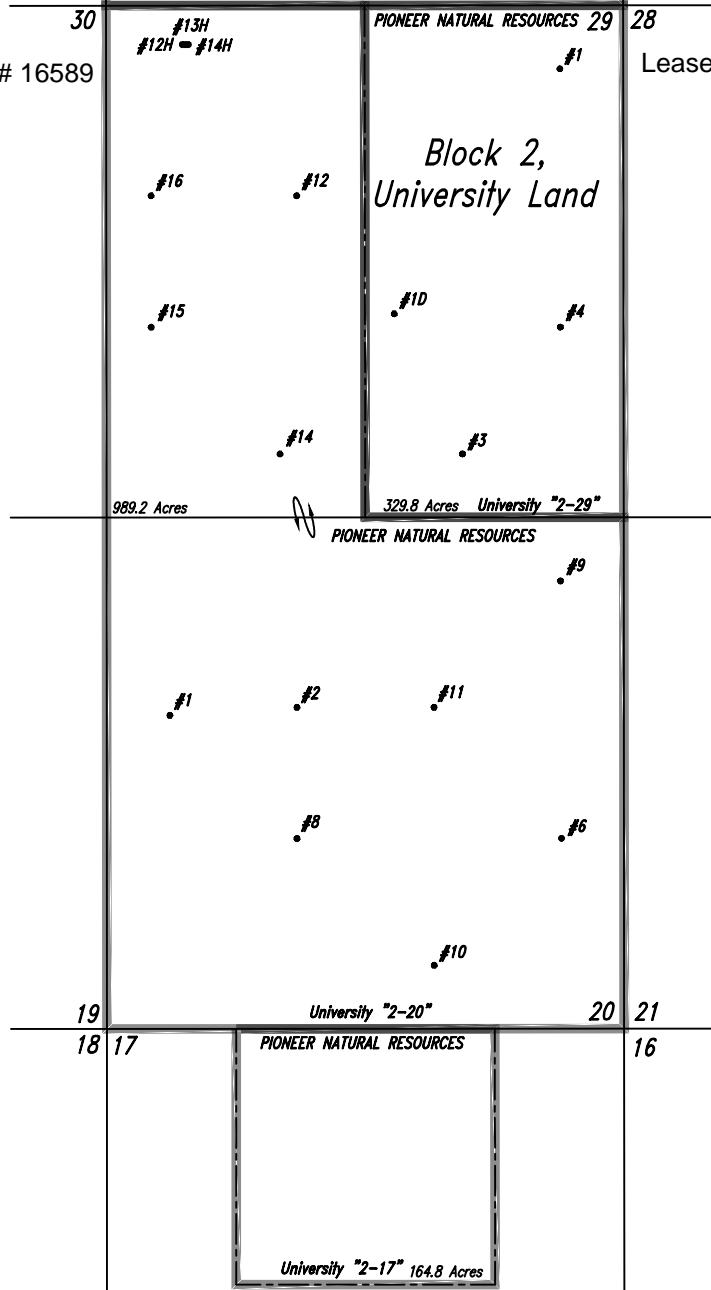
Lease #16674



Lease # 16589

Lease # 16868

Block 2,
University Land

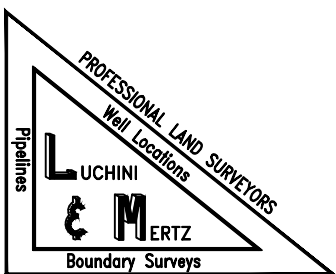


Before Lease Consolidation Drawing

PIONEER NATURAL RESOURCES USA, Inc.
University "2-32" Lease - S/2 of Section 16, Block 58,
& all of Section 32, University "2-20" Lease - W/2 of
Section 29 & all of Section 20, University "2-29" Lease -
E/2 of Section 29, University "2-17" Lease - W/2 of NE/4,
& E/2 of NW/4 of Section 17, Block 2,
University Lands, Reagan County, Texas

Scale: 1" = 2000'

Note: Survey Reconstruction filed in the Office of Luchini and Mertz Land Surveying Company.
Note: All bearings and coordinates shown are based on the Texas Coordinate System of 1927, Central Zone.



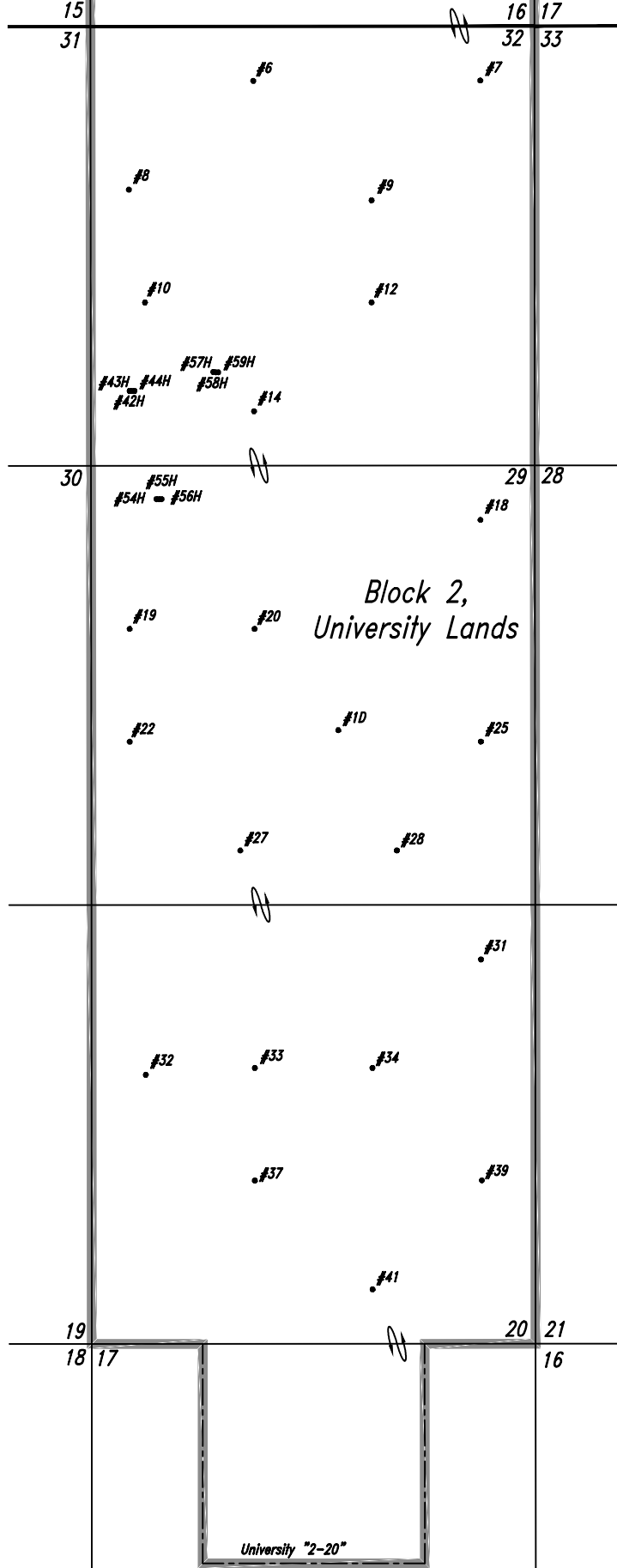
February 12, 2014

140212B

Block 58,
University Lands

Lease # 16589

PIONEER NATURAL RESOURCES



Block 2,
University Lands

University "2-20"

Note: Survey Reconstruction filed in the Office of Luchini and Mertz Land Surveying Company.
Note: All bearings and coordinates shown are based on the Texas Coordinate System of 1927, Central Zone.



Steven L. Prewit

February 12, 2014

140212B-A

After Lease Consolidation Drawing

2467.3 Acres

PIONEER NATURAL RESOURCES USA, Inc.
University "2-20" Lease
all of Sections 20, 29, 32, W/2 of the NE/4 &
E/2 of NW/4 of Section 17, Block 2,
S/2 of Section 16, Block 58,
University Lands,
Reagan County, Texas

Scale: 1" = 2000'

