

RAILROAD COMMISSION OF TEXAS  
OIL AND GAS DIVISION

BARRY T. SMITHERMAN, CHAIRMAN  
DAVID PORTER, COMMISSIONER  
CHRISTI CRADDICK, COMMISSIONER



GIL BUJANO, P.E.  
DIRECTOR, O&G DIVISION

1701 N. CONGRESS

CAPITOL STATION - P.O. BOX 12967 AUSTIN, TEXAS 78711-2967

01/15/2014

FORM P-4 NOTIFICATION (OIL LEASE)

OPERATOR

CALLON PETROLEUM OPERATING CO  
P O BOX 1287  
NATCHEZ MS 39121-1287

\* \* \* \* \*  
THE FOLLOWING RRC FORM P-4 "PRODUCER'S CERTIFICATE OF COMPLIANCE AND  
AUTHORIZATION TO TRANSPORT OIL AND/OR CASINGHEAD GAS FROM AN OIL LEASE  
OR GAS AND/OR CONDENSATE FROM A GAS WELL" FILED BY:

CALLON PETROLEUM OPERATING CO P-5 NO. 124828  
P O BOX 1287 PHONE: (601)446-1307  
NATCHEZ MS 39121-1287

HAS BEEN APPROVED ON JANUARY 15, 2014 .

\* \* \* \* \*

DISTRICT : 7C FIELD NAME: SPRABERRY (TREND AREA)  
COUNTY : REAGAN FIELD NO. : 85279 200  
EFF. DATE: 01/01/2014 LEASE NAME: UNIVERSITY "2-23"  
LEASE NO : 17301

FOR THE PURPOSE OF: CHANGE OF GATHERER, CHANGE OF PURCHASER,  
CHANGE OF OPERATOR  
PREVIOUS OPERATOR: PIONEER NATURAL RES. USA, INC. P-5 NO: 665748

NAMED ON THE P-4:

TYPE	NAME	CODE	PRODUCT	% OF TAKE
GATHERER	PLAINS MARKETING, L.P.	PLAML	OIL	100.000
GATHERER	ATLAS PL MID-CONT. WESTTEX, LLC	ATLPM	CAS	100.000
PURCHASER	ATLAS PL MID-CONT. WESTTEX, LLC	036586	CAS	100.000

SYSTEM: 0001 MIDKIFF GATHERING SYSTEM

PLEASE NOTIFY THE AUSTIN OFFICE OF THE RAILROAD COMMISSION IF ANY OF THE  
ABOVE INFORMATION IS NOT CORRECT.

*Gil Bujano*

APPROVED BY  
GIL BUJANO, P.E.  
DIRECTOR, O&G DIVISION  
OIL AND GAS DIVISION


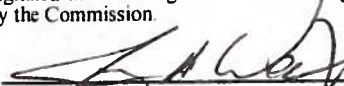
CC: RRC-7C, AND ALL NAMED PARTIES

**CERTIFICATE OF COMPLIANCE  
AND TRANSPORTATION AUTHORITY**

READ INSTRUCTIONS ON BACK

**P-4**

5/02  
EAG0502

1. Field name exactly as shown on proration schedule <b>Spraberry (Trend Area)</b>		2. Lease name as shown on proration schedule <b>University 2-23</b>					
3. Current operator name exactly as shown on P-5 Organization Report <b>Callon Petroleum Operating Co.</b>		4. Operator P-5 no. <b>124828</b>	5. Oil Lse/Gas ID no. <b>17301</b>	6. County <b>Reagan</b>	7. RRC district <b>07C</b>		
8. Operator address including city, state, and zip code <b>1401 Enclave, Suite 600 Houston, Texas 77077</b>		9. Well no(s) (see instruction E) <b>all</b>					
		10. Classification <input checked="" type="checkbox"/> Oil <input type="checkbox"/> Gas <input type="checkbox"/> Other (see instruction A)		11. Effective date <b>1/1/2014</b>			
12. Purpose of Filing. (Complete section a or b below.) (See instructions B and G) a. Change of: <input checked="" 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 <input type="checkbox"/> reclass oil to gas <input type="checkbox"/> reclass gas to oil <input type="checkbox"/> consolidation, unitization, or subdivision (oil lease)							
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	<b>Atlas P/L MidCont Westtexas LLC</b>			<b>0001</b>	<b>100.00</b>	
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	RRC USE ONLY Reviewer's initials: _____ Approval date: _____	
<b>Plains Marketing, LP</b>					<b>100.0</b>		
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 <b>Pioneer Natural Res. USA, Inc.</b> <b>Cindy Whiddon</b> Name (print) <b>Regulatory Supervisor</b> Title					Signature  <input checked="" type="checkbox"/> Authorized Employee of previous operator <input type="checkbox"/> Authorized agent of previous operator (see instruction G) <b>1/2/2014</b> Date <b>432 571-3125</b> 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) <b>Jerry A. Weant</b> <b>Vice President-Land</b> Title					Signature  <input checked="" type="checkbox"/> Authorized Employee of current operator <input type="checkbox"/> Authorized agent of current operator (see instruction G) <b>1/6/14</b> Date <b>281-589-5201</b> Phone with area code		
E-mail Address (optional)							