

# RAILROAD COMMISSION OF TEXAS

Tracking No.: 105025

Oil and Gas Division

Status: Submitted

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

API No. 42- 383-38477

7 RRC District No  
7C

## Oil Well Potential Test, Completion or Recompletion Report, and Log

8 RRC Lease No.

1. FIELD NAME (as per RRC Records or Wildcat) LIN (WOLFCAMP)		2. LEASE NAME UNIVERSITY 26-35		9 Well No 3LH	
3. OPERATOR'S NAME (Exactly as shown on Form P-5, Organization Report) CALLON PETROLEUM OPERATING CO		RRC Operator No. 124828		10 County of well site REAGAN	
4. ADDRESS P O BOX 1287 NATCHEZ, MS 39121-1287				11 Purpose of filing Initial Potential <input checked="" type="checkbox"/> Retest <input type="checkbox"/> Reclass <input type="checkbox"/> Well record only (Explain in remarks) <input type="checkbox"/>	
5. If Operator has changed within last 60 days, name former operator					
6a. Location (Section, Block, and Survey) 23 , 2 , UL , A-U59		6b. Distance and direction to nearest town in this county. BIG LAKE			
12. If workover or reclass, give former field (with reservoir) & Gas ID or oil lease no. FIELD & RESERVOIR N/A		GAS ID or OIL LEASE #		Oil-O Gas-G	Well #
13 Type of electric or oiler log run Acceptable cased hole logs		14 Completion or recompletion date 03/18/2014			

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

15 Date of test 03/31/2014		16 No. of hours tested 24		17 Production method (Flowing, Gas Lift, Jetting, Pumping- Size & Type of pump) Flowing		18 Choke size 10/64	
19 Production during Test Period		Oil - BBLs 518.0	Gas - MCF 344	Water - BBLs 351	Gas - Oil Ratio 664	Flowing Tubing Pressure 1000.0 PSI	
20 Calculated 24-Hour Rate		Oil - BBLs 518.0	Gas - MCF 344	Water - BBLs 351	Oil Gravity-API-60° 41.0	Casing Pressure 1000.0 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) 4186.0		23 Injection Gas-Oil Ratio	
REMARKS: N/A							

**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.

CALLON PETROLEUM OPERATING CO

Type or printed name of operator's representative

(601) 446-1431

05/16/2014

Telephone: Area Code      Number      Month    Day    Year

Reg. Compliance Specialist

Title of Person

Phyllis Copeland

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 12/09/2013 PERMIT NO 770413 Rule 37 Exception CASE NO				
26 Notice of Intention to Drill this well was filed in Name of <b>CALLON PETROLEUM OPERATING CO</b>					Water Injection Permit PERMIT NO Salt Water Disposal Permit PERMIT NO Other PERMIT NO				
27 Number of producing wells on this lease in this field (reservoir) including this well <b>3</b>			28 Total number of acres in this lease <b>659.7</b>						
29 Date Plug Back, Deepening, Workover or Drilling Operations <b>11/20/2013</b>		Commenced <b>03/14/2014</b>		Completed <b>850.0</b>		30 Distance to nearest well, Same Lease & Reservoir			
31 Location of well relative to nearest lease boundaries <b>430.0</b> Feet From <b>North</b> Line and <b>360.0</b> Feet from <b>East</b> Line of the <b>UNIVERSITY 26-35</b> Lease									
32 Elevation (DF, RKB, RT, GR, ETC) <b>2637 GR</b>				33 Was directional survey made other than inclination (Form W-12)? <input checked="" type="checkbox"/> Yes <input type="checkbox"/> No					
34 Top of Pay <b>8706 MD:16476</b>		35 Total Depth <b>MD:16426</b>		36 P. B. Depth <b>MD:16426</b>		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 <b>07/15/2013</b> 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. <b>FIELD &amp; RESERVOIR</b> <b>N/A</b>						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				42 Is Cementing Affidavit Attached? <input checked="" type="checkbox"/> Yes <input 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.		
13 3/8		655		C-LITE/CL C 550	17 1/2	0	902.0		
9 5/8		7680		CLASS H 1750	12 1/4	0	3613.4		
5 1/2		16432		50/50 POZ H/CL H 3160	8 1/2	0	4239.0		
44 LINER RECORD									
Size	Top		Bottom		Sacks Cement		Screen		
N/A									
45 TUBING RECORD					46 Producing Interval (this completion) Indicate depth of perforation or open hole				
Size	Depth Set	Packer Set	From L1 9170		To 16390				
N/A			From		To				
			From		To				
			From		To				
47 ACID, SHOT, FRACTURE, CEMENT SQUEEZE, ETC									
Depth Interval			Amount and Kind of Material Used						
9170.0		16390.0	7,255,966 # PROP W/ 243,599 BBLS ACID/GEL/Frac						
48 FORMATION RECORD (LIST DEPTHS OF PRINCIPAL GEOLOGICAL MARKERS AND FORMATION TOPS)									
Formations	Depth		Formations	Depth					
SPRABERRY	6230.0 MD: 6230.0								
DEAN	7620.0 MD: 7620.0								
WOLFCAMP	7771.0 MD: 7771.0								
REMARKS: TWO UNDRILLED WELLS HAVE BEEN REMOVED FROM THE PLAT SINCE THIS WELL WAS PERMITTED SO THE WELL COUNT AND THE DISTANCE TO NEAREST WELL DOES NOT MATCH. NEW PLAT ATTACHED. WELL NUMBER CHANGED FROM #3H TO #3LH.									

Cementer: 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  
483-045

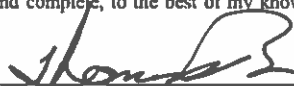
1. Operator's Name (As shown on Form P-5, Organization Report) <b>Callon Petroleum Operating Co.</b>		2. RRC Operator No. <b>124828</b>	3. RRC District No. <b>7C</b>	4. County of Well Site <b>Upton</b>
5. Field Name (Wildcat or exactly as shown on RRC records) <b>LIN(WOLFCAmp)</b>			6. API No. <b>42-383-38477</b>	7. Drilling Permit No. <b>77043</b>
8. Lease Name <b>University 26-35</b>		9. Rule 37 Case No.	10. Oil Lease/Gas ID No.	11. Well No. <b>3H</b>

CASING CEMENTING DATA:		SURFACE CASING	INTER-MEDIATE CASING	PRODUCTION CASING		MULTI-STAGE CEMENTING PROCESS	
				Single String	Multiple Parallel Strings	Tool	Shoe
12. Cementing Date		<b>11/21/13</b>					
13. • Drilled hole size		<b>17 1/2"</b>					
• Est. % wash or hole enlargement							
14. Size of casing (in. O.D.)		<b>13 3/4"</b>					
15. Top of liner (ft.)							
16. Setting depth (ft.)		<b>655'</b>					
17. Number of centralizers used		<b>10</b>					
18. Hrs. waiting on cement before drill-out		<b>2A<sup>+</sup></b>					
1st Slurry	19. API cement used: No. of sacks ▶	<b>300</b>					
	Class ▶	<b>Class C-Lite</b>					
	Additives ▶	<b>See Remarks</b>					
2nd Slurry	No. of sacks ▶	<b>250</b>					
	Class ▶	<b>C</b>					
	Additives ▶	<b>2% Cacl2</b>					
3rd Slurry	No. of sacks ▶						
	Class ▶						
	Additives ▶						
1st	20. Slurry pumped: Volume (cu. ft.) ▶	<b>567</b>					
	Height (ft.) ▶	<b>616'</b>					
2nd	Volume (cu. ft.) ▶	<b>335</b>					
	Height (ft.) ▶	<b>482'</b>					
3rd	Volume (cu. ft.) ▶						
	Height (ft.) ▶						
Total	Volume (cu. ft.) ▶	<b>902</b>					
	Height (ft.) ▶	<b>1098'</b>					
21. Was cement circulated to ground surface (or bottom of cellar) outside casing?		<b>Yes</b>					
22. Remarks <b>Lead cement additives: 2% Cacl2; .25pps Celloflake; .2% C-41P</b> <b>Circulated 178sks to pit.</b>							

**OVER** ►

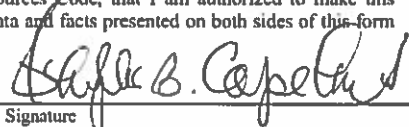
CEMENTING TO PLUG AND ABANDON	PLUG # 1	PLUG # 2	PLUG # 3	PLUG # 4	PLUG # 5	PLUG # 6	PLUG # 7	PLUG # 8
23. Cementing Date								
24. Size of hole or pipe plugged (in.)								
25. Depth to bottom of tubing or drill pipe (ft.)								
26. Sacks of cement used (each plug)								
27. Slurry volume pumped (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.

**Thomas Bowden, Field Supervisor**      **Basic Energy Services**        
 Name and title of cementer's representative      Cementing Company      Signature

**P O Box 10451**      **Midland**      **TX**      **79702**      **432-687-1994**      **12/3/13**  
 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 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.

**Phyllis B. Copeland**      **Reg. Compliance Spec.**        
 Typed or printed name of operator's representative      Title      Signature

**PO BOX 1287**      **NATCHEZ, MS**      **39121**      **601-442-1601**      **12/11/13**  
 Address      City      State      Zip Code      Tel.: Area Code      Number      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 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.

RAILROAD COMMISSION OF TEXAS  
Oil and Gas Division

1. Operator's Name (As Shown on Form P-5, Organization Report) CALLON PETROLEUM Operating Co.	2. RRC Operator No. 124828	3. RRC District No. 7C	4. County of Well Site UPTON
5. Field Name (Wildcat or Exactly as Shown on RRC Records) LIN (WOLFCAMP)		6. API No. 42-383-38477	7. Drilling Permit No. 770413
8. Lease Name UNIVERSITY 26-35	9. Rule 37 Case No.	10. Oil Lease/Gas ID No.	11. Well No. 3H

CASING CEMENTING DATA:		SURFACE CASING	INTER-MEDIATE CASING	PRODUCTION CASING		MULTI-STAGE CEMENTING PROCESS	
				Single String	Parallel Strings	Tool	Shoe
12. Cementing Date			12/31/2013				
13. *Drilled hole size			12.25				
*Est. % wash or hole enlargement							
14. Size of casing (in. O.D.)			9.625				
15. Top of liner (ft)							
16. Setting depth (ft)			7680				
17. Number of centralizers used			42				
18. Hrs. waiting on cement before drill-out			24+				
1st Slurry	19. API cement used: No. of sacks ▶		1230				
	Class ▶		H				
	Additives ▶		SEE REMARKS				
2nd Slurry	No. of sacks ▶		520				
	Class ▶		H				
	Additives ▶		SEE REMARKS				
3rd Slurry	No. of sacks ▶						
	Class ▶						
	Additives ▶						
1st	20. Slurry pumped: Volume (cu.ft.) ▶		3025.8				
	Height (ft.) ▶		9641.57				
2nd	Volume (cu.ft.) ▶		587.6				
	Height (ft.) ▶		1810				
3rd	Volume (cu.ft.) ▶						
	Height (ft.) ▶						
Total	Volume (cu.ft.) ▶		3613.4				
	Height (ft.) ▶		11451.57				
21. Was cement circulated to ground surface (or bottom of cellar) outside casing?			Y				
22. Remarks		LEAD-.5%FLUID LOSS .2%SODIUM METASILICATE 2LB/SK KOL-SEAL 25LB/SK FLO-SEAL .3%LOW TEMP RETARDER .25LB/SK POWDERED DEFOAMER TAIL-.5%FLUID LOSS .2%LOW TEMP RETARDER  CIRCULATED 15 BBL OR 34 SKS				Ticket # MIT13122760 Customer Name CALLON Lease UNIVERSITY 26-35 Well Number 3H UPTON County	

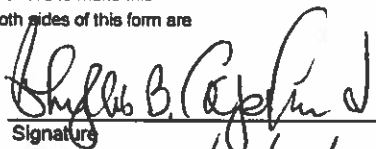
CEMENTING TO PLUG AND ABANDON	PLUG #1	PLUG #2	PLUG #3	PLUG #4	PLUG #5	PLUG #6	PLUG #7	PLUG #8
23. Cementing date								
24. Size of hole or pipe plugged (in.)								
25. Depth to bottom of tubing or drill pipe (ft.)								
26. Sacks of cement used (each plug)								
27. Slurry volume pumped (cu.ft.)								
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.

**RICHARD WHITE**      **Allied Oil & Gas Services, LLC**        
Name and Title of Cementer's Representative      Cementing Company      Signature

**8711 W. CR 127**      **Midland**      **Texas**      **79706**      **(432) 563-4440**      **12/31/2013**  
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.

**Phyllis B. Copeland**      **Reg. Compl. Specialist**        
Typed or Printed Name of Operator's Representative      Title      Signature  
**PO BOX 1287**      **NATCHEZ**      **MS 39121**      **601-442-1601**      **1/7/14**  
Address      City,      State,      Zip Code      Tel: Area Code      Number      Date: Mo.      Day      Yr.

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  - \* 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.
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- 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.

**RAILROAD COMMISSION OF TEXAS**  
Oil and Gas Division

**Form W-15**  
Cementing Report  
Rev. 4/1/83  
483-045

1. Operator's Name (As shown on Form P-5, Organization Report) <b>Callon Petroleum Operating Co.</b>	2. RRC Operator No. <b>124828</b>	3. RRC District No. <b>7C</b>	4. County of Well Site <b>Reagan</b>
5. Field Name (Wildcat or exactly as shown on RRC records) <b>LIN (WOLF CAMP)</b>		6. API No. <b>42-383-38369</b>	7. Drilling Permit No. <b>765548</b>
8. Lease Name <b>University 26-35</b>	9. Rule 37 Case No.	10. Oil Lease/Gas ID No.	11. Well No. <b>3H</b>

CASING CEMENTING DATA:			SURFACE CASING	INTER-MEDIATE CASING	PRODUCTION CASING		MULTI-STAGE CEMENTING PROCESS	
					Single String	Multiple Parallel Strings	Tool	Shoe
12. Cementing Date					<b>1/26/14</b>			
13. • Drilled hole size					<b>8 ½"</b>			
• Est. % wash or hole enlargement								
14. Size of casing (in. O.D.)					<b>5 ½"</b>			
15. Top of liner (ft.)								
16. Setting depth (ft.)					<b>16,432'</b>			
17. Number of centralizers used					<b>219</b>			
18. Hrs. waiting on cement before drill-out					<b>—</b>			
1st Slurry	19. API cement used: No. of sacks	▶			<b>445</b>			
	Class	▶			<b>50/50 POZ H</b>			
	Additives	▶			<b>See Remarks</b>			
2nd Slurry	No. of sacks	▶			<b>2715</b>			
	Class	▶			<b>H</b>			
	Additives	▶			<b>See Remarks</b>			
3rd Slurry	No. of sacks	▶						
	Class	▶						
	Additives	▶						
1st	20. Slurry pumped: Volume (cu. ft.)	▶			<b>1,117</b>			
	Height (ft.)	▶			<b>4,876'</b>			
2nd	Volume (cu. ft.)	▶			<b>3122</b>			
	Height (ft.)	▶			<b>13,629'</b>			
3rd	Volume (cu. ft.)	▶						
	Height (ft.)	▶						
Total	Volume (cu. ft.)	▶			<b>4239</b>			
	Height (ft.)	▶			<b>18,505'</b>			
21. Was cement circulated to ground surface (or bottom of cellar) outside casing?					YES <b>Nox</b>			

22. Remarks

**Lead w/445sx 50/50 POZ Class H + 10%Gel + 5% Salt + .8%C-20 + 4pps Celloflake + .2% C-41P.**  
**Tail w/2715 Class H + 2/10%C-20 + 1/2pps Kol-Seal + 5/10%C-47A + 3/10%C-49 + 4/10%C-35.**

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.

**Misty Webb, Staff Assistant**

Name and title of cementer's representative

**Basic Energy Services**

Cementing Company

*Misty Webb*  
Signature

**P O Box 10451**

Address

**Midland**

City

**TX**

State

**79702**

Zip Code

**432-687-1994**

Tel.: Area Code

Number

**1/30/14**

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.

*Phyllis B. Copeland*  
Typed or printed name of operator's representative

*Reg. Genl. Specialist*  
Title

*Phyllis B. Copeland*  
Signature

**PO Box 1287 Natchez, MS 39121**

Address

City

State

Zip Code

**601-442-1601**

Tel.: Area Code

Number

**02/11/14**

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 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.



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.: 105025

1. Field name exactly as shown on proration schedule LIN (WOLFCAMP)		2. Lease name as shown on proration schedule UNIVERSITY 26-35					
3. Current operator name exactly as shown on P-5 Organization Report CALLON PETROLEUM OPERATING CO		4. Operator P-5 no. 124828	5. Oil Lse/Gas ID no.	6. County REAGAN	7. RRC district 7C		
8. Operator address including city, state, and zip code P O BOX 1287 NATCHEZ, MS 39121-1287		9. Well no(s) (see instruction E) 3LH					
		10. Classification <input checked="" type="checkbox"/> Oil <input type="checkbox"/> Gas <input type="checkbox"/> Other (see instruction A)			11. Effective Date 03/18/2014		
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	X	ATLAS PL MID-CONT. WESTTEX, LLC(036586)			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: _____ 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.							
CALLON PETROLEUM OPERATING CO				Phyllis Copeland			
Name (print) Reg. Compliance Specialist				Signature			
Title pcopeland@callon.com				<input checked="" type="checkbox"/> Authorized Employee of current operator		<input type="checkbox"/> Authorized agent of current operator (see instruction G)	
E-mail Address (optional)				05/16/2014		(601) 446-1431	
				Date		Phone with area code	



GAMMA PAY

5" = 100' FEET MD

COMPANY : CALLON PETROLEUM  
WELL : UNIVERSITY 25-36 #3H  
FIELD : UNIVERSITY  
COUNTY : REAGAN  
STATE : TEXAS  
COUNTRY : UNITED STATES  
UWI :

COMPANY : CALLON PETROLEUM  
WELL : UNIVERSITY 25-36 #3H  
FIELD : UNIVERSITY  
COUNTY : REAGAN  
STATE : TEXAS  
COUNTRY : UNITED STATES  
UMI :

LAT: 31.1622.609°N LONG: 101.4115.092°W  
N: 586756.87 ft E: 1576946.40 ft  
SEC: TWP: RANGE:

DEPTH REF. : RIG FLOOR	
REF. HEIGHT : 28.000 ft	RIG FLOOR to Ground Level
GROUND LEVEL: 2637.270 ft	G.L. to MEAN SEA LEVEL

BOREHOLE RECORDDEVIATION RECORD

HOLE SIZE	in	FROM	ft	TO	ft	INCLINATION	deg	FROM	ft	TO	ft
8.5		7621				0-0.5		0		7621	
						0-90		7621		9126	
						90		9126			
CASING RECORD											
CASING SIZE	in	FROM	ft	TO	ft						

Run Data						
RUN NUMBER	1	2	3			
START DATE	1/15/204	1/18/2014	1/22/2014			
START TIME	19:30	20:00	16:00			
END DATE	1/18/2014	1/22/2014				
END TIME	19:30	15:30				
DEPTH IN (ft)	7621	9526	14524			
DEPTH OUT (ft)	9527	14525	16476			
LOG TOP (ft)	7735	9484	14475			
LOG BOTTOM (ft)	9485	14476	16437			
HOLE SIZE (in)	8.5	8.5	8.5			
MUD DATA @ (ft)	7680	12668	15462			
MUD TYPE	OIL BASE	OIL BASE	OIL BASE			
DENSITY (lb / gal)	9.65	9.5	9.5			
VISCOSITY (s / qt)	55	50	55			
pH						
FLUID LOSS (cm3 / 30)						
SALINITY (ppm)						
Rm (ohmm @ deg F)						
Rmf (ohmm @ deg F)						
MAX TEMP (deg F)	108	118	188			
Rm @ MAX TEMP (ohmm)						
LWD ENGINEER #1	ROY KENDRICK	ROY KENDRICK	ROY KENDRICK			
LWD ENGINEER #2	SEAN SMITH	SEAN SMITH	SEAN SMITH			
LWD ENGINEER #3						
LOG WITNESS #1						
LOG WITNESS #2						



Measured Depth Log

1" = 100'

7680'- 16476'

01/15/2014- 01/24/2014

711 WEST 10TH STREET, RESERVE, LA.

COMPANY : Callon Petroleum Company

API: 423833847700

WELL: University 26-35 #3H

RIG: Patterson 242

FIELD: Lin (Wolfcamp)

SUPERVISOR: Tim Gordon

REGION: Reagan Co

CREW: J.Read/ K. Glenn

COUNTY Reagan Co

UNIT: DT-162

STATE: TX

CO. REP(S): Danny Jackson

RKB ELE: 25.5

SPUD DATE: 12/15/2014

## ABBREVIATIONS

CO - Circulated Out  
 CF - Check Flow  
 NB - New Bit  
 SVY - Survey  
 ST - Short Trip  
 CG - Connection Gas  
 LAT - Logged After Trip

## LITHOLOGY

Anhydrite		Gypsum		Salt	
Ash		Limestone		Sand	
Cement		Limestone Sandy		Shale Green	
Chalk		Marl		Shale Grey	
Coal		No sample		Siltstone	
Dolomite					

## MODIFIERS

Anhydritic   
 Argillaceous   
 Calcareous   
 Carbonaceous   
 Cherty   
 Conglomeratic   
 Dolomite Stringer   
 Dolomitic   
 Fossiliferous   
 Marly   
 Micaceous   
 Pyritic   
 Sandy   
 Styolitic

## SYMBOLS

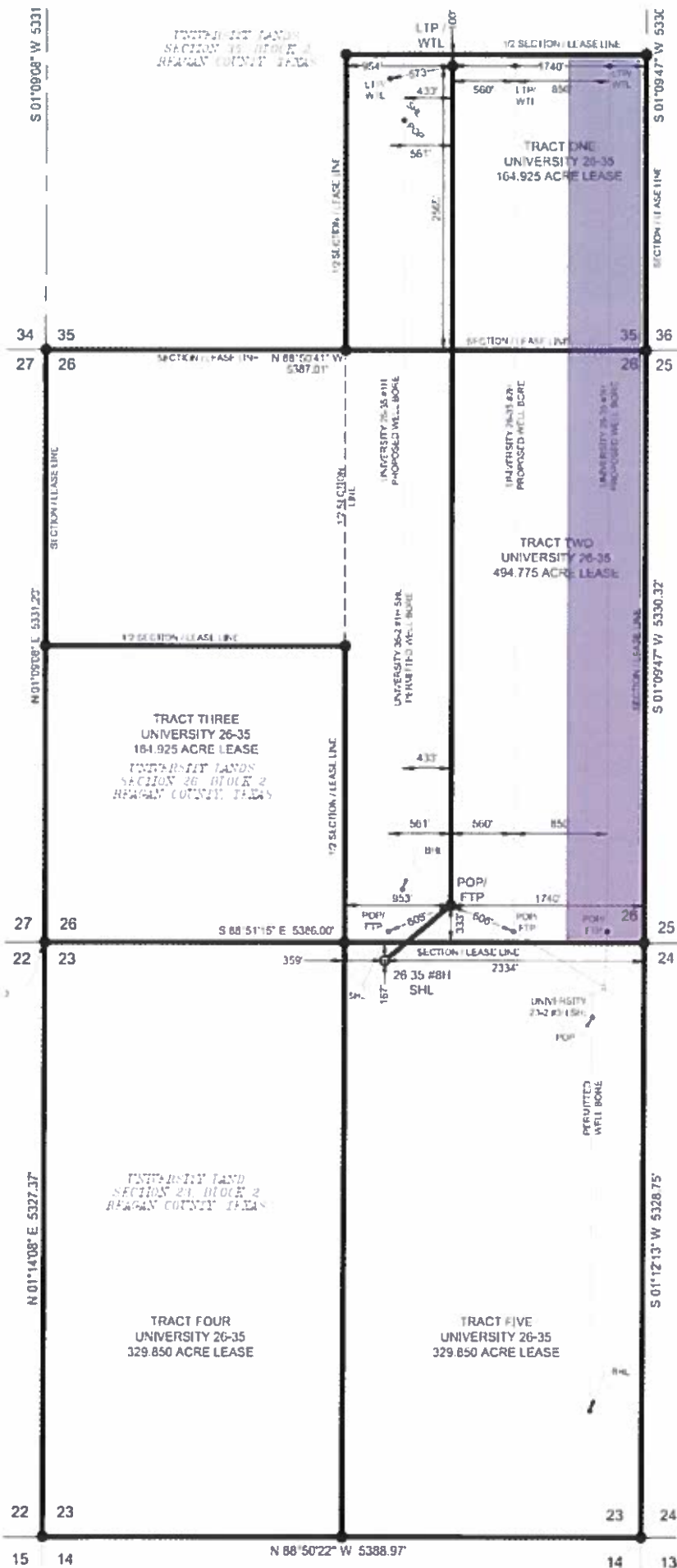
Core (Recovered)		Sample Quality Good	
Core (Lost)		Sample Quality Fair	
Casing Shoe		Sample Quality Poor	
SWC (None)		Gas Show (Fair)	
SWC (Recovered)		Gas Show (Good)	
		Gas Show (Moderate)	
		Gas Show (Poor)	
		Oil Show (Fair)	
		Oil Show (Good)	
		Oil Show (Moderate)	
		Oil Show (Poor)	

ROP / GAMMA	DEPTH	Lithology	Total Gas	Chromatograph	S.D./Res	Remarks
Rate of Penetration 300 F/H 0			Total Gas UNIT 3000	Gas Chromatograph c1 PPM 30000	Temp out DEGF 120	
MWD Gamma Ray #1 0 API 150				Gas Chromatograph c2 PPM 30000	Calcimeter % 100	
				Gas Chromatograph c3 PPM 30000		
				Gas Chromatograph Ic4 PPM 30000		

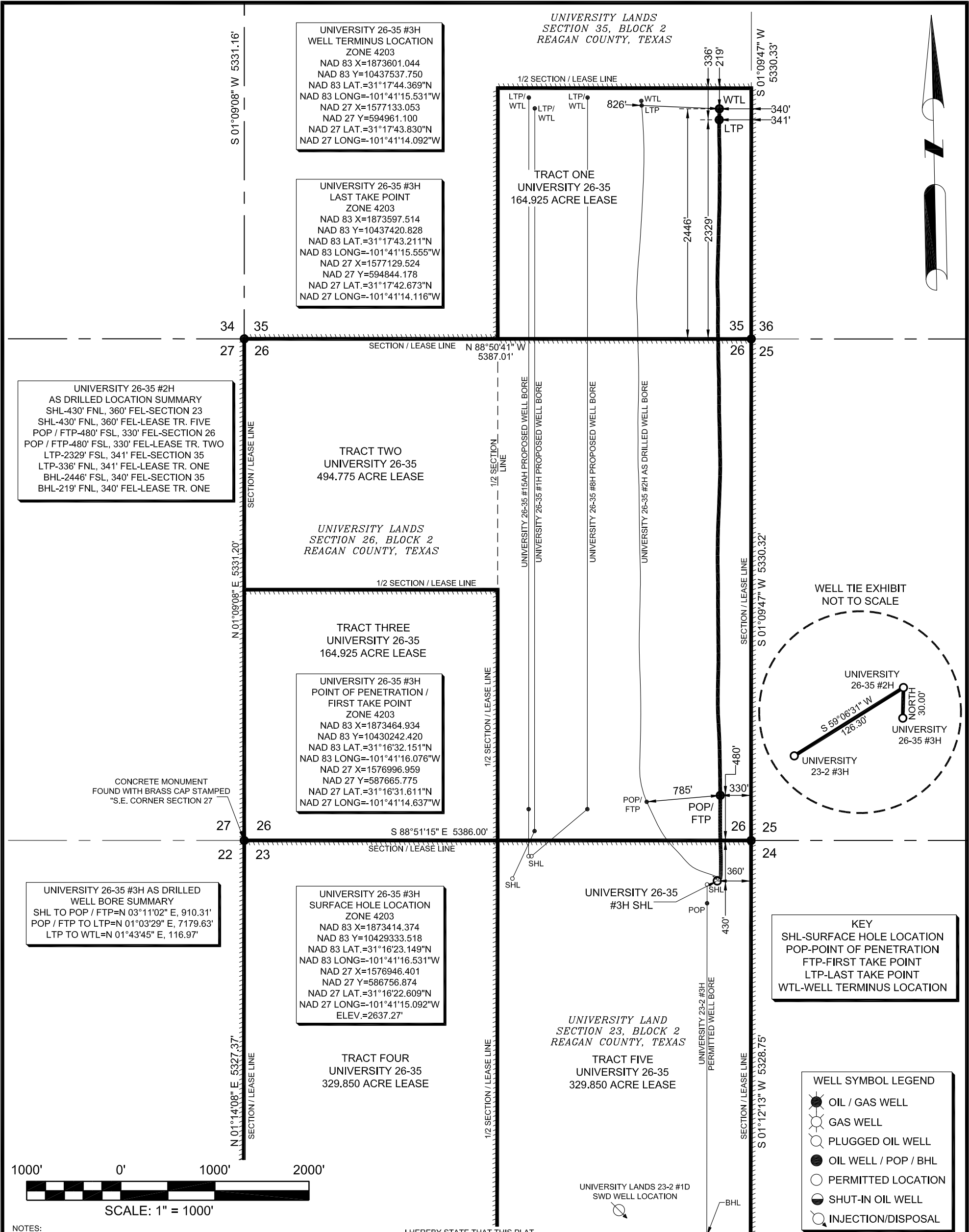
University 26-35 - LIN (Wolfcamp) 1484.325 acre lease

API #	Well #	DP #	Acres
383-38369	1LH	765548	123.19
383-38475	2LH	770411	123.19
383-38477	3LH	770413	123.19

369.57 Acres Assigned
1114.755 Acres Unassigned
<hr/> 1484.325 Total Acres



EXHIBIT



NOTES:

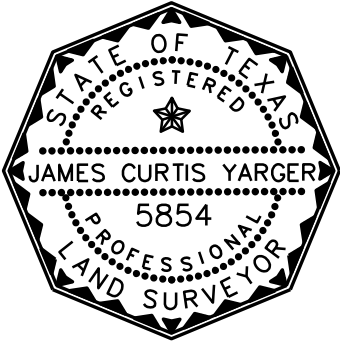
1.) BEARINGS & COORDINATES SHOWN HEREON ARE REFERENCED TO THE TEXAS STATE PLANE COORDINATE SYSTEM, NAD 27 AND NAD 83 DATUM (TEXAS CENTRAL ZONE 4203) DERIVED FROM GPS OBSERVATIONS AND ARE BASED ON NGS MONUMENT FENCE RESET (X=1,854,535.72, Y=10,476,254.22 NAD 83)

2.) LATITUDE & LONGITUDE ARE NAD 27 AND NAD 83 GEOGRAPHIC.

3.) THIS IS AN AS DRILLED WELL PLAT AND DOES NOT REPRESENT A TRUE BOUNDARY SURVEY. THIS SURVEY IS BASED ON OWNERSHIP AND EASEMENT INFORMATION PROVIDED BY CALLON PETROLEUM OPERATING COMPANY. SURVEYOR DID NOT ABSTRACT SUBJECT TRACT AND THERE MAY BE EASEMENTS OR OTHER ENCUMBRANCES THAT AFFECT THE SUBJECT TRACT THAT ARE NOT SHOWN HEREON.

I HEREBY STATE THAT THIS PLAT  
SHOWS THE WELL LOCATION AS  
STAKED ON THE GROUND

*James Curtis Yarger*  
JAMES CURTIS YARGER  
REGISTERED PROFESSIONAL LAND SURVEYOR  
STATE OF TEXAS #5854



Callon Petroleum Operating Company

As Drilled Well Plat

UNIVERSITY 26-35 #3H WELL LOCATION

Situated in the  
UNIVERSITY LANDS, SECTIONS 23, 26 AND 35, BLOCK 2  
Reagan County, Texas  
Said Location Being  
N 67°50' W, 15.2 miles from  
the City of Big Lake, Reagan County, Texas

DRAWN BY: GG	DATE: 05-05-14	DWG. NO. 1308049 UNIVERSITY 26 35 NO 3H AS DRILLED PLAT EXTENDED UNIT PAGE 1 OF 1	REV. 0
CHECKED BY: CY	DATE: 05-06-14		
SCALE: 1"=1000'	APP.:		