

API No. <u>42-003-47346</u> Drilling Permit # <u>813817</u> SWR Exception Case/Docket No. _____		RAILROAD COMMISSION OF TEXAS OIL & GAS DIVISION APPLICATION FOR PERMIT TO DRILL, RECOMPLETE, OR RE-ENTER <i>This facsimile W-1 was generated electronically from data submitted to the RRC.</i> <i>A certification of the automated data is available in the RRC's Austin office.</i>				FORM W-1 07/2004 Permit Status: Approved	
1. RRC Operator No. 665748		2. Operator's Name (as shown on form P-5, Organization Report) PIONEER NATURAL RES. USA, INC.		3. Operator Address (include street, city, state, zip): ATTN CINDY WHIDDON P O BOX 3178 MIDLAND, TX 79702-0000			
4. Lease Name UNIVERSITY 7-43		5. Well No. 38H					
GENERAL INFORMATION							
6. Purpose of filing (mark ALL appropriate boxes): <input checked="" type="checkbox"/> New Drill <input type="checkbox"/> Recompletion <input type="checkbox"/> Reclass <input type="checkbox"/> Field Transfer <input type="checkbox"/> Re-Enter <input type="checkbox"/> Amended <input type="checkbox"/> Amended as Drilled (BHL) (Also File Form W-1D)							
7. Wellbore Profile (mark ALL appropriate boxes): <input type="checkbox"/> Vertical <input checked="" type="checkbox"/> Horizontal (Also File Form W-1H) <input type="checkbox"/> Directional (Also File Form W-1D) <input type="checkbox"/> Sidetrack							
8. Total Depth 11600		9. Do you have the right to develop the minerals under any right-of-way ? <input checked="" type="checkbox"/> Yes <input type="checkbox"/> No		10. Is this well subject to Statewide Rule 36 (hydrogen sulfide area)? <input type="checkbox"/> Yes <input checked="" type="checkbox"/> No			
SURFACE LOCATION AND ACREAGE INFORMATION							
11. RRC District No. 08		12. County ANDREWS		13. Surface Location <input checked="" type="checkbox"/> Land <input type="checkbox"/> Bay/Estuary <input type="checkbox"/> Inland Waterway <input type="checkbox"/> Offshore			
14. This well is to be located <u>17.1</u> miles in a <u>E</u> direction from <u>ANDREWS</u> which is the nearest town in the county of the well site.							
15. Section 38		16. Block 7		17. Survey UL		18. Abstract No. A-U213	
				19. Distance to nearest lease line: 100 ft.		20. Number of contiguous acres in lease, pooled unit, or unitized tract: 6615.7	
21. Lease Perpendiculars: <u>5753</u> ft from the <u>NORTH</u> line and <u>4044</u> ft from the <u>EAST</u> line. 22. Survey Perpendiculars: <u>442</u> ft from the <u>NORTH</u> line and <u>1239</u> ft from the <u>WEST</u> line.							
23. Is this a pooled unit? <input type="checkbox"/> Yes <input checked="" type="checkbox"/> No		24. Unitization Docket No:		25. Are you applying for Substandard Acreage Field? <input type="checkbox"/> Yes (attach Form W-1A) <input checked="" type="checkbox"/> No			
FIELD INFORMATION List all fields of anticipated completion including Wildcat. List one zone per line.							
26. RRC District No.	27. Field No.	28. Field Name (exactly as shown in RRC records)		29. Well Type	30. Completion Depth	31. Distance to Nearest Well in this Reservoir	
08	85280300	SPRABERRY (TREND AREA)		Oil or Gas Well	11600	800.00	
BOTTOMHOLE LOCATION INFORMATION is required for DIRECTIONAL, HORIZONTAL, AND AMENDED AS DRILLED PERMIT APPLICATIONS (see W-1H attachment)							
Remarks [RRC STAFF Feb 12, 2016 10:14 AM]: Abstract information added for SHL and BHL.				Certificate: I certify that information stated in this application is true and complete, to the best of my knowledge. <div style="display: flex; justify-content: space-between;"> <div> CASI RENFRO, Regulatory Specialist II Name of filer </div> <div> Feb 11, 2016 Date submitted </div> </div> <div style="display: flex; justify-content: space-between; margin-top: 10px;"> <div> <u>(972)4449001</u> Phone </div> <div> <u>casi.renfro@pxd.com</u> E-mail Address (OPTIONAL) </div> </div>			
RRC Use Only							
Data Validation Time Stamp: Feb 15, 2016 8:48 AM(Current Version)							

Permit Status: Approved <i>The RRC has not approved this application. Duplication or distribution of information is at the user's own risk.</i>

**RAILROAD COMMISSION OF TEXAS
OIL & GAS DIVISION**

APPLICATION FOR PERMIT TO DRILL, RECOMPLETE, OR RE-ENTER

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Permit #	813817
Approved Date:	Feb 12, 2016

1. RRC Operator No. 665748	2. Operator's Name (exactly as shown on form P-5, Organization Report) PIONEER NATURAL RES. USA, INC.	3. Lease Name UNIVERSITY 7-43	4. Well No. 38H
Lateral Drainhole Location Information			
5. Field as shown on Form W-1 SPRABERRY (TREND AREA) (Field # 85280300, RRC District 08)			
6. Section 41	7. Block 7	8. Survey UL / A-U216	9. Abstract
		10. County of BHL ANDREWS	
11. Terminus Lease Line Perpendiculars 100 ft. from the SOUTH line. and 2930 ft. from the EAST line			
12. Terminus Survey Line Perpendiculars 100 ft. from the SOUTH line. and 2350 ft. from the WEST line			
13. Penetration Point Lease Line Perpendiculars 5753 ft. from the NORTH line. and 4044 ft. from the EAST line			

**RAILROAD COMMISSION OF TEXAS
OIL & GAS DIVISION**

PERMIT TO DRILL, DEEPEN, PLUG BACK, OR RE-ENTER ON A REGULAR OR ADMINISTRATIVE EXCEPTION LOCATION

PERMIT NUMBER <div align="center">813817</div>	DATE PERMIT ISSUED OR AMENDED <div align="center">Feb 12, 2016</div>	DISTRICT <div align="center">* 08</div>																																									
API NUMBER <div align="center">42-003-47346</div>	FORM W-1 RECEIVED <div align="center">Feb 11, 2016</div>	COUNTY <div align="center">ANDREWS</div>																																									
TYPE OF OPERATION <div align="center">NEW DRILL</div>	WELLBORE PROFILE(S) <div align="center">Horizontal</div>	ACRES <div align="center">6615.7</div>																																									
OPERATOR <div align="center"> PIONEER NATURAL RES. USA, INC. ATTN CINDY WHIDDON P O BOX 3178 MIDLAND, TX 79702-0000 </div>		NOTICE This permit and any allowable assigned may be revoked if payment for fee(s) submitted to the Commission is not honored. District Office Telephone No: <div align="center">(432) 684-5581</div>																																									
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LOCATION <div align="center">17.1 miles E direction from ANDREWS</div>		TOTAL DEPTH <div align="center">11600</div>																																									
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RESTRICTIONS: Lateral: TH1 Penetration Point Location Lease Lines: 5753.0 F NORTH L 4044.0 F EAST L Terminus Location BH County: ANDREWS Section: 41 Block: 7 Abstract: Survey: UL / A-U216 Lease Lines: 100.0 F SOUTH L 2930.0 F EAST L Survey Lines: 100.0 F SOUTH L 2350.0 F WEST L																																											
<p align="center">THE FOLLOWING RESTRICTIONS APPLY TO ALL FIELDS</p> <p>This well shall be completed and produced in compliance with applicable special field or statewide spacing and density rules. If this well is to be used for brine mining, underground storage of liquid hydrocarbons in salt formations, or underground storage of gas in salt formations, a permit for that specific purpose must be obtained from Environmental Services prior to construction, including drilling, of the well in accordance with Statewide Rules 81, 95, and 97.</p>																																											

RAILROAD COMMISSION OF TEXAS
OIL & GAS DIVISION

PERMIT TO DRILL, DEEPEN, PLUG BACK, OR RE-ENTER ON A REGULAR OR ADMINISTRATIVE EXCEPTION LOCATION

PERMIT NUMBER 813817	DATE PERMIT ISSUED OR AMENDED Feb 12, 2016	DISTRICT * 08
API NUMBER 42-003-47346	FORM W-1 RECEIVED Feb 11, 2016	COUNTY ANDREWS
TYPE OF OPERATION NEW DRILL	WELLBORE PROFILE(S) Horizontal	ACRES 6615.7
OPERATOR PIONEER NATURAL RES. USA, INC. ATTN CINDY WHIDDON P O BOX 3178 MIDLAND, TX 79702-0000		NOTICE This permit and any allowable assigned may be revoked if payment for fee(s) submitted to the Commission is not honored. District Office Telephone No: (432) 684-5581
LEASE NAME UNIVERSITY 7-43		WELL NUMBER 38H
LOCATION 17.1 miles E direction from ANDREWS		TOTAL DEPTH 11600
Section, Block and/or Survey SECTION ◀ 38 BLOCK ◀ 7 ABSTRACT ◀ U213 SURVEY ◀ UL		
DISTANCE TO SURVEY LINES 442 ft. NORTH 1239 ft. WEST		DISTANCE TO NEAREST LEASE LINE 100 ft.
DISTANCE TO LEASE LINES 5753 ft. NORTH 4044 ft. EAST		DISTANCE TO NEAREST WELL ON LEASE See FIELD(s) Below
FIELD(s) and LIMITATIONS: <p align="center">* SEE FIELD DISTRICT FOR REPORTING PURPOSES *</p>		
FIELD NAME LEASE NAME	ACRES NEAREST LEASE	DEPTH NEAREST WE
WELL # NEAREST WE		
DIST		
This well must comply to the new SWR 3.13 requirements concerning the isolation of any potential flow zones and zones with corrosive formation fluids. See approved permit for those formations that have been identified for the county in which you are drilling the well in.		

**RAILROAD COMMISSION OF TEXAS
OIL & GAS DIVISION
SWR #13 Formation Data**

ANDREWS (003) County

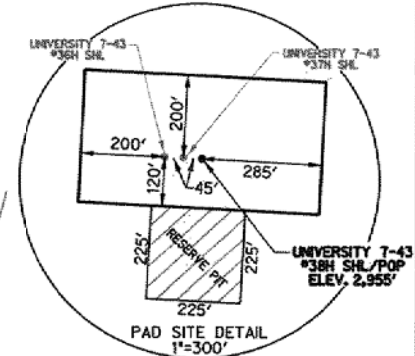
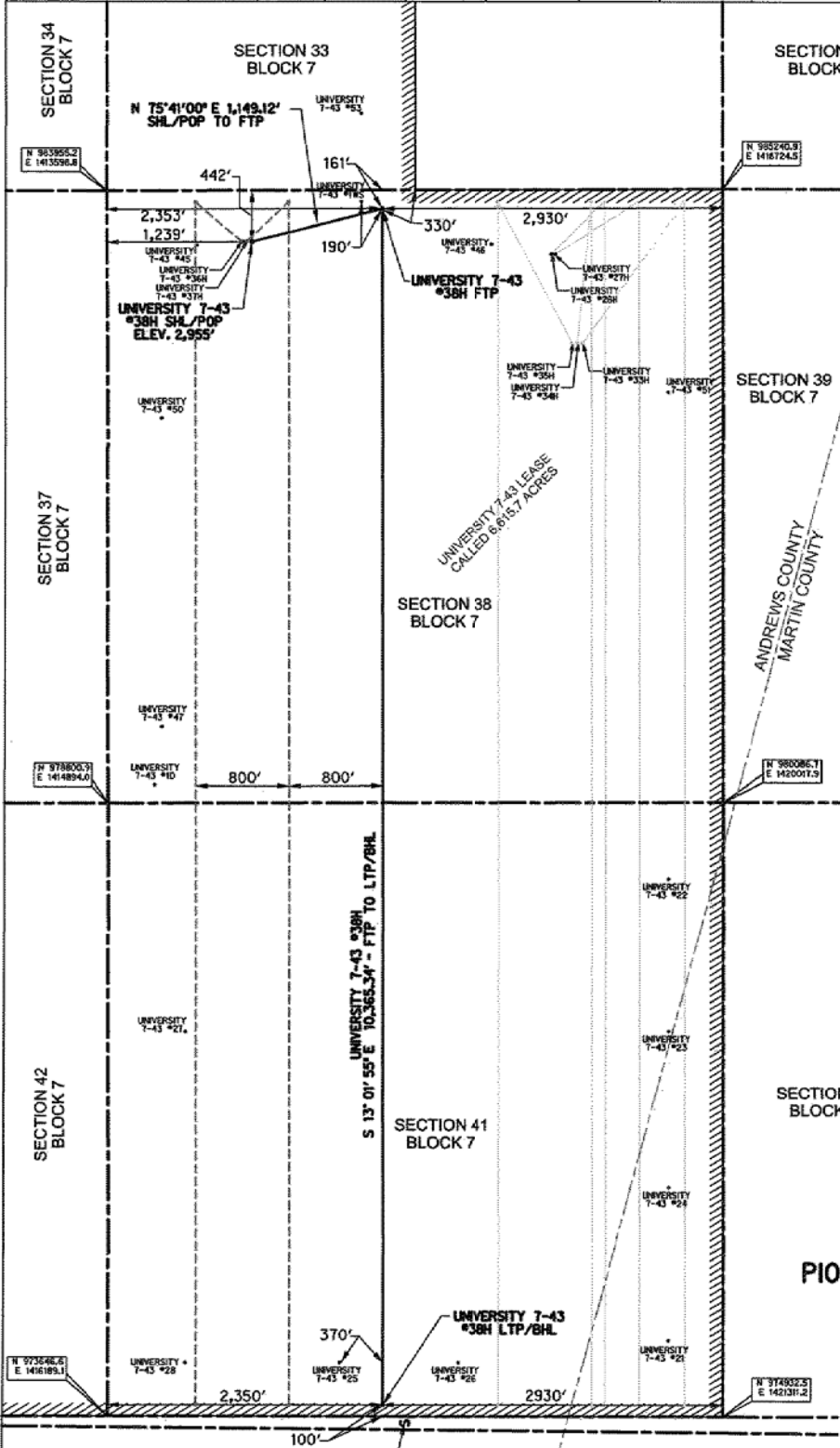
Formation	Shallow Top	Deep Top	Remarks	Geological Order	Effective Date
YATES	2,500	3,200		1	12/17/2013
SEVEN RIVERS	3,000	3,000		2	12/17/2013
QUEEN	3,600	4,800		3	12/17/2013
GRAYBURG	3,100	5,000		4	12/17/2013
SAN ANDRES	3,700	5,300	CO2 flood, high flows, H2S, corrosive	5	12/17/2013
HOLT	5,000	5,500		6	12/17/2013
GLORIETA	5,100	6,000		7	12/17/2013
TUBB	6,100	6,300		8	12/17/2013
CLEARFORK	5,600	7,600		9	12/17/2013
PERMIAN DETRITAL	7,800	7,900		10	12/17/2013
LEON	7,900	7,900		11	12/17/2013
WICHITA ALBANY	6,500	8,100		12	12/17/2013
SPRABERRY	7,300	8,600		13	12/17/2013
DEAN	9,200	9,500		14	12/17/2013
WOLFCAMP	7,500	9,900		15	12/17/2013
CANYON	8,600	10,200		16	12/17/2013
PENNSYLVANIAN	8,700	10,200		17	12/17/2013
MCKEE	8,300	10,600		18	12/17/2013
STRAWN	8,800	11,000		19	12/17/2013
FUSSELMAN	8,400	11,900		20	12/17/2013
DEVONIAN	7,600	12,500		21	12/17/2013
SILURIAN	8,000	12,500		22	12/17/2013
ELLENBURGER	7,900	13,900		23	12/17/2013

The above list may not be all inclusive, and may also include formations that do not intersect all wellbores. Formation "TOP" information listed reflects an estimated range based on geologic variances across the county. To clarify, the "Deep Top" is not the bottom of the formation; it is the deepest depth at which the "TOP" of the formation has been or might be encountered. This is a dynamic list subject to updates and revisions. It is the operator's responsibility to make sure that at the time of spudding the well the most current list is being referenced. Refer to the RRC website at the following address for the most recent information.
<http://www.rrc.state.tx.us/oil-gas/compliance-enforcement/rule-13-geologic-formation-info>

UNIVERSITY 7-43 #38H	NORTHING (NAD27)	EASTING (NAD27)	LATITUDE (NAD 27)	LONGITUDE (NAD 27)	SECTION LINE		LEASE LINE	
SURFACE HOLE LOCATION/ POINT OF PENETRATION (SHL/POP)	993828.3	1414908.4	32.3578520	102.2277683	442' N (SECTION 38)	1,239' W (SECTION 38)	5,753' N	4,044' E
FIRST TAKE POINT (FTP)	984371.7	1415921.1	32.3590926	102.2245176	161' N (SECTION 38)	2353' W (SECTION 38)	5472' N	2930' E
LAST TAKE POINT/ BOTTOM HOLE LOCATION (LTP/BHL)	974316.0	1418444.5	32.3318785	102.2157981	190' S (SECTION 41)	2350' W (SECTION 41)	100' S	2,930' E



0 500 1000 1500 2000
SCALE: 1"=1000'



NOTES:

THE BASIS OF BEARING IS THE TEXAS COORDINATE SYSTEM OF 1927, CENTRAL ZONE (4203), AS DERIVED BY GPS MEASUREMENT BASED UPON THE CORN.

ALL TEXAS STATE PLANE COORDINATES SHOWN HEREON ARE NAD 27 GRID COORDINATES AS COMPILED BY CORPSCON VERSION 6.0.1. ALL GEOGRAPHIC COORDINATES SHOWN HEREON WERE CONVERTED USING CORPSCON VERSION 6.0.1. UNLESS OTHERWISE NOTED, ALL DISTANCES SHOWN HEREON ARE GRID DISTANCES AND THEY CAN BE CONVERTED TO SURFACE WHEN MULTIPLIED WITH A "SURFACE ADJUSTMENT FACTOR" OF 1.000186348 AS COMPILED BY CORPSCON.

ELEVATIONS SHOWN HEREON ARE NAVD83 AS DERIVED BY GPS.

THIS EXHIBIT IS FOR TEXAS RAILROAD COMMISSION WELL PERMITTING PURPOSES ONLY. BOUNDARY LINES AND ACRES SHOWN HEREON REFLECT THE SURVEYOR'S PROFESSIONAL OPINION OF MINERAL RIGHTS AS DETERMINED FROM CLIENT-PROVIDED OIL AND GAS MINERAL LEASE DOCUMENTATION. THE INFORMATION DEPICTED HEREON SHALL NOT BE USED IN THE CONVEYANCE OF FEE TITLE TO REAL PROPERTY.

ALL MEASUREMENTS TO LEASE, UNIT, AND SURVEY LINES ARE PERPENDICULAR TO SAID LINES.

THIS SURVEY WAS PREPARED WITHOUT THE BENEFIT OF A TITLE REPORT.



02/09/2016

NOTE WELL IS LOCATED ABOUT 17.1 MILES EAST OF ANDREWS, ANDREWS COUNTY, TEXAS.

PIONEER NATURAL RESOURCES UNIVERSITY 7-43 #38H

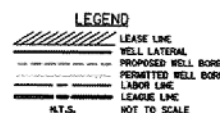
WELL PLAT
UNIVERSITY 7-43 LEASE
CALLED 6,615.7 ACRES

LOCATED IN
SECTION 38 AND SECTION 41,
BLOCK 7, UNIVERSITY LAND SURVEY,
ANDREWS COUNTY, TX
AND SECTION 41, BLOCK 7,
UNIVERSITY LAND SURVEY
MARTIN COUNTY, TX



DATED: 2/9/2016
BY: JUAN GONZALEZ

TBPLS FIRM NO. 10193998
HALFF ASSOCIATES INC., ENGINEERS ~ SURVEYORS
4500 W ILLINOIS AVE STE 301 D ~ MIDLAND, TEXAS ~ 79703
SCALE: 1"=1000' (432)-253-3250 AVO. 29678-W088



PIONEER
NATURAL RESOURCES

"Peer review Boundary Reconstruction Certification on file with Halff Associates in E:\29608\29678\W088\ADMIN\DOCS"