



RAILROAD COMMISSION OF TEXAS

Form W-2

1701 N. Congress
P.O. Box 12967
Austin, Texas 78701-2967

Status: Approved
Date: 05/17/2017
Tracking No.: 164243

OIL WELL POTENTIAL TEST, COMPLETION OR RECOMPLETION REPORT, AND LOG

OPERATOR INFORMATION

Operator Name: PACESETTER ENERGY, LLC **Operator No.:** 633120
Operator Address: 2001 TIMBER CREEK RD FLOWER MOUND, TX 75028-0000

WELL INFORMATION

API No.: 42-003-47374 **County:** ANDREWS
Well No.: 3H **RRC District No.:** 08
Lease Name: UNIVERSITY JV 14 **Field Name:** SHAFTER LAKE (SAN ANDRES)
RRC Lease No.: 46383 **Field No.:** 82570500
Location: Section: 14, Block: A36, Survey: PSL / BUSTIN, E, Abstract: 698

Latitude: 32.37957 **Longitude:** -102.66242
This well is located 6.5 **miles in a** NORTH
direction from ANDREWS,
which is the nearest town in the county.

FILING INFORMATION

Purpose of filing: Initial Potential
Type of completion: New Well
Well Type: Producing **Completion or Recompletion Date:** 11/03/2016

Type of Permit	Date	Permit No.
Permit to Drill, Plug Back, or Deepen	07/06/2016	816781
Rule 37 Exception		
Fluid Injection Permit		
O&G Waste Disposal Permit		
Other:		

COMPLETION INFORMATION

Spud date: 08/22/2016 **Date of first production after rig released:** 11/03/2016
Date plug back, deepening, recompletion, or drilling operation commenced: 08/22/2016 **Date plug back, deepening, recompletion, or drilling operation ended:** 09/05/2016
Number of producing wells on this lease in this field (reservoir) including this well: 5 **Distance to nearest well in lease & reservoir (ft.):** 2676.0
Total number of acres in lease: 1807.25 **Elevation (ft.):** 3121 GR
Total depth TVD (ft.): 4451 **Total depth MD (ft.):** 14864
Plug back depth TVD (ft.): 4406 **Plug back depth MD (ft.):** 14780
Was directional survey made other than inclination (Form W-12)? No **Rotation time within surface casing (hours):** 144.0
Is Cementing Affidavit (Form W-15) attached? Yes
Recompletion or reclass? No **Multiple completion?** No
Type(s) of electric or other log(s) run: Gamma Ray (MWD)
Electric Log Other Description:
Location of well, relative to nearest lease boundaries **Off Lease :** No
of lease on which this well is located: 140.0 **Feet from the** SE **Line and**
2290.0 **Feet from the** NE **Line of the**
UNIVERSITY JV 14 **Lease.**

FORMER FIELD (WITH RESERVOIR) & GAS ID OR OIL LEASE NO.

Field & Reservoir **Gas ID or Oil Lease No.** **Well No.** **Prior Service Type**

PACKET: N/A

W2: N/A

FOR NEW DRILL OR RE-ENTRY, SURFACE CASING DEPTH DETERMINED BY:

GAU Groundwater Protection Determination **Depth (ft.):** 1550.0 **Date:** 07/07/2016
SWR 13 Exception **Depth (ft.):**

INITIAL POTENTIAL TEST DATA FOR NEW COMPLETION OR RECOMPLETION

Date of test: 11/09/2016 **Production method:** Pumping
Number of hours tested: 24 **Choke size:** 64/64THS
Was swab used during this test? No **Oil produced prior to test:** 5382.00

PRODUCTION DURING TEST PERIOD:

Oil (BBLs): 1239.00 **Gas (MCF):** 211
Gas - Oil Ratio: 170 **Flowing Tubing Pressure:** 170.00
Water (BBLs): 5271

CALCULATED 24-HOUR RATE

Oil (BBLs): 1239.0 **Gas (MCF):** 211
Oil Gravity - API - 60.: 31.0 **Casing Pressure:** 150.00
Water (BBLs): 5271

CASING RECORD

Row	Type of Casing	Casing Size (in.)	Hole Size (in.)	Setting Depth (ft.)	Multi - Stage Depth (ft.)	Multi - Stage Shoe Depth (ft.)	Cement Class	Cement Amount (sacks)	Slurry Volume (cu. ft.)	Top of Cement (ft.)	TOC Determined By
1	Surface	9 5/8	12 1/4	1670			CLASS C	665	1089.0	0	Circulated to Surface
2	Conventional Production	5 1/2	8 3/4	14856			TXI, 50:50 POZ H	4372	6096.5	0	Circulated to Surface

LINER RECORD

Row	Liner Size (in.)	Hole Size (in.)	Liner Top (ft.)	Liner Bottom (ft.)	Cement Class	Cement Amount (sacks)	Slurry Volume (cu. ft.)	Top of Cement (ft.)	TOC Determined By
N/A									

TUBING RECORD

Row	Size (in.)	Depth	Size (ft.)	Packer Depth (ft.)/Type
1	2 7/8	3465		/

PRODUCING/INJECTION/DISPOSAL INTERVAL

Row	Open hole?	From (ft.)	To (ft.)
1	No	L1 4690	14755.0

ACID, FRACTURE, CEMENT SQUEEZE, CAST IRON BRIDGE PLUG, RETAINER, ETC.

Was hydraulic fracturing treatment performed? Yes

Is well equipped with a downhole actuation sleeve? No **If yes, actuation pressure (PSIG):**

Production casing test pressure (PSIG) prior to hydraulic fracturing treatment: 6200 **Actual maximum pressure (PSIG) during hydraulic fracturing:** 6112

Has the hydraulic fracturing fluid disclosure been reported to FracFocus disclosure registry (SWR29)? Yes

Row	Type of Operation	Amount and Kind of Material Used	Depth Interval (ft.)
1	Fracture	6,737,656 LBS 20/40 SAND, 2,975,803 GALS 20# XLINK GEL, 108,574 GALS 15% HCL	4690 14755

FORMATION RECORD

<u>Formations</u>	<u>Encountered</u>	<u>Depth TVD (ft.)</u>	<u>Depth MD (ft.)</u>	<u>Is formation isolated?</u>	<u>Remarks</u>
YATES	Yes	2803.0	2804.0	Yes	
SEVEN RIVERS	No			No	DID NOT ENCOUNTER
QUEEN	No			No	DID NOT ENCOUNTER
GRAYBURG	Yes	4053.0	4066.0	Yes	
SAN ANDRES - CO2 FLOOD, HIGH FLOWS, H2S, CORROSIVE	Yes	4392.0	4530.0	Yes	
HOLT	No			No	DID NOT ENCOUNTER
GLORIETA	No			No	DID NOT ENCOUNTER
TUBB	No			No	DID NOT ENCOUNTER
CLEARFORK	No			No	DID NOT ENCOUNTER
PERMIAN DETRITAL	No			No	DID NOT ENCOUNTER
LEON	No			No	DID NOT ENCOUNTER
WICHITA ALBANY	No			No	DID NOT ENCOUNTER
SPRABERRY	No			No	DID NOT ENCOUNTER
DEAN	No			No	DID NOT ENCOUNTER
WOLFCAMP	No			No	DID NOT ENCOUNTER
CANYON	No			No	DID NOT ENCOUNTER
PENNSYLVANIAN	No			No	DID NOT ENCOUNTER
MCKEE	No			No	DID NOT ENCOUNTER
STRAWN	No			No	DID NOT ENCOUNTER
FUSSELMAN	No			No	DID NOT ENCOUNTER
DEVONIAN	No			No	DID NOT ENCOUNTER
SILURIAN	No			No	DID NOT ENCOUNTER
ELLENBURGER	No			No	DID NOT ENCOUNTER

Do the producing interval of this well produce H2S with a concentration in excess of 100 ppm (SWR 36)? Yes
 Is the completion being downhole commingled (SWR 10)? No

REMARKS

KOP:3878' MD

RRC REMARKS

PUBLIC COMMENTS:

[RRC Staff 2017-02-08 10:41:35.478] EDL=10065 feet, max acres=400

CASING RECORD :

TUBING RECORD:

PRODUCING/INJECTION/DISPOSAL INTERVAL :

ACID, FRACTURE, CEMENT SQUEEZE, CAST IRON BRIDGE PLUG, RETAINER, ETC. :

POTENTIAL TEST DATA:

OPERATOR'S CERTIFICATION

Printed Name: Ryan Millard

Title: Land Manager

Telephone No.: (972) 691-3332

Date Certified: 05/11/2017



RAILROAD COMMISSION OF TEXAS

1701 N. Congress
P.O. Box 12967

Austin, Texas 78701-2967
CEMENTING REPORT

Form W-15

Rev. 08/2014

Cementer: Fill in shaded areas.

Operator: Fill in other items.

OPERATOR INFORMATION	
Operator Name: Pacesetter	Operator P-5 No.: 633120
Cementer Name: Schlumberger	Cementer P-5 No.: 754900

WELL INFORMATION	
District No.: 08	County: Andrews
Well No.: 3H	API No.: 42-003-43374 Drilling Permit No.: 816 781
Lease Name: University JV 14	Lease No.: 46383 08
Field Name: Shafter Lake (Sm Andrews)	Field No.: 82570500

I. CASING CEMENTING DATA			
Type of casing: <input type="checkbox"/> Conductor <input checked="" type="checkbox"/> Surface <input type="checkbox"/> Intermediate <input type="checkbox"/> Liner <input type="checkbox"/> Production			
Drilled hole size (in.): 12 1/4	Depth of drilled hole (ft.): 1710	Est. % wash-out or hole enlargement: 100%	
Size of casing in O.D. (in.): 9 5/8	Casing weight (lbs/ft) and grade: 36	No. of centralizers used: 11	
Was cement circulated to ground surface (or bottom of cellar) outside casing? <input checked="" type="checkbox"/> Yes <input type="checkbox"/> No If no for surface casing, explain in Remarks.	Setting depth shoe (ft.): 1670	Top of liner (ft.): NA	
		Setting depth liner (ft.): NA	
Hrs. waiting on cement before drill-out:	Calculated top of cement (ft.): surface	Cementing date: 22-Aug-16	

SLURRY					
Slurry No.	No. of Sacks	Class	Additives	Volume (cu.ft.)	Height (ft.)
1	320	Class C	Remarks	630.4	1000
2	345	Class C	Remarks	458.9	700
3					
Total	665			1089.3	

II. CASING CEMENTING DATA			
Type of casing: <input type="checkbox"/> Surface <input type="checkbox"/> Intermediate <input type="checkbox"/> Production <input type="checkbox"/> Tapered production <input type="checkbox"/> Multi-stage cement shoe <input type="checkbox"/> Multiple parallel strings			
Drilled hole size (in.):	Depth of drilled hole (ft.):	Est. % wash-out or hole enlargement:	
Size of casing in O.D. (in.):	Casing weight (lbs/ft) and grade:	No. of centralizers used:	
Tapered string drilled hole size (in.)	Tapered string depth of drilled hole (ft.)		
Upper:	Lower:	Upper:	Lower:
Tapered string size of casing in O.D. (in.)	Tapered string casing weight(lbs/ft) and grade	Tapered string no. of centralizers used	
Upper:	Lower:	Upper:	Lower:
Was cement circulated to ground surface (or bottom of cellar) outside casing? <input type="checkbox"/> Yes <input type="checkbox"/> No	Setting depth tool (ft.):		
Hrs. waiting on cement before drill-out:	Calculated top of cement (ft.):	Cementing date:	

SLURRY					
Slurry No.	No. of Sacks	Class	Additives	Volume (cu.ft.)	Height (ft.)
1					
2					
3					
Total					

III. CASING CEMENTING DATA			
Type of casing: <input type="checkbox"/> Surface <input type="checkbox"/> Intermediate <input type="checkbox"/> Production <input type="checkbox"/> Tapered production <input type="checkbox"/> Multi-stage cement/DV tool <input type="checkbox"/> Multiple parallel strings			
Drilled hole size (in.):	Depth of drilled hole (ft.):	Est. % wash-out or hole enlargement:	
Size of casing in O.D. (in.):	Casing weight (lbs/ft) and grade:	No. of centralizers used:	
Tapered string drilled hole size (in.)	Tapered string depth of drilled hole (ft.)		
Upper:	Lower:	Upper:	Lower:
Tapered string size of casing in O.D. (in.)	Tapered string casing weight(lbs/ft) and grade	Tapered string no. of centralizers used	
Upper:	Lower:	Upper:	Lower:
Was cement circulated to ground surface (or bottom of cellar) outside casing? <input type="checkbox"/> Yes <input type="checkbox"/> No	Setting depth tool (ft.):		
Hrs. waiting on cement before drill-out:	Calculated top of cement (ft.):	Cementing date:	

SLURRY					
Slurry No.	No. of Sacks	Class	Additives	Volume (cu.ft.)	Height (ft.)
1					
2					
3					
Total					



RAILROAD COMMISSION OF TEXAS

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CEMENTING REPORT

Form W-15

Rev. 08/2014

Cementer: Fill in shaded areas.
Operator: Fill in other items.

OPERATOR INFORMATION
Operator Name: Pacesetter
Operator P-5 No.: 633120
Cementer Name: Schlumberger
Cementer P-5 No.: 754900

WELL INFORMATION
District No.: 08
County: Andrews
Well No.: JV 14 3H
API No.: 42-003-47374
Lease Name: University
Lease No.: 4678308
Field Name: Shafter Lake (San Andres)
Field No.: 82570500

I. CASING CEMENTING DATA
Type of casing: [X] Production
Drilled hole size (in.): 8 3/4
Depth of drilled hole (ft.): 14862
Est. % wash-out or hole enlargement: 60%
Size of casing in O.D. (in.): 5 1/2
Casing weight (lbs/ft) and grade: 67/L80
No. of centralizers used: 145
Was cement circulated to ground surface (or bottom of cellar) outside casing? [X] Yes
Setting depth shoe (ft.): 14856
Top of liner (ft.): NA
Setting depth liner (ft.): NA
Hrs. waiting on cement before drill-out: NA
Calculated top of cement (ft.): SURFACE
Cementing date: 2-Sep-16

Table with 6 columns: Slurry No., No. of Sacks, Class, Additives, Volume (cu.ft.), Height (ft.). Rows include slurry 1, 2, 3, and Total.

II. CASING CEMENTING DATA
Type of casing: [] Surface [] Intermediate [] Production [] Tapered production [] Multi-stage cement shoe [] Multiple parallel strings
Drilled hole size (in.):
Depth of drilled hole (ft.):
Est. % wash-out or hole enlargement:
Size of casing in O.D. (in.):
Casing weight (lbs/ft) and grade:
No. of centralizers used:
Tapered string drilled hole size (in.):
Tapered string depth of drilled hole (ft.):
Upper: Lower:
Tapered string size of casing in O.D. (in.):
Tapered string casing weight (lbs/ft) and grade:
Tapered string no. of centralizers used:
Upper: Lower:
Was cement circulated to ground surface (or bottom of cellar) outside casing? [] Yes [] No
Setting depth tool (ft.):
Hrs. waiting on cement before drill-out:
Calculated top of cement (ft.):
Cementing date:

Table with 6 columns: Slurry No., No. of Sacks, Class, Additives, Volume (cu.ft.), Height (ft.). Rows include slurry 1, 2, 3, and Total.

III. CASING CEMENTING DATA
Type of casing: [] Surface [] Intermediate [] Production [] Tapered production [] Multi-stage cement/DV tool [] Multiple parallel strings
Drilled hole size (in.):
Depth of drilled hole (ft.):
Est. % wash-out or hole enlargement:
Size of casing in O.D. (in.):
Casing weight (lbs/ft) and grade:
No. of centralizers used:
Tapered string drilled hole size (in.):
Tapered string depth of drilled hole (ft.):
Upper: Lower:
Tapered string size of casing in O.D. (in.):
Tapered string casing weight (lbs/ft) and grade:
Tapered string no. of centralizers used:
Upper: Lower:
Was cement circulated to ground surface (or bottom of cellar) outside casing? [] Yes [] No
Setting depth tool (ft.):
Hrs. waiting on cement before drill-out:
Calculated top of cement (ft.):
Cementing date:

Table with 6 columns: Slurry No., No. of Sacks, Class, Additives, Volume (cu.ft.), Height (ft.). Rows include slurry 1, 2, 3, and Total.

Tracking No.: 164243

This facsimile L-1 was generated electronically from data submitted to the RRC.

Instructions

When to File Form L-1:

- with Forms G-1, W-2, and GT-1 for new and deepened gas, oil, and geothermal wells
- with Form W-3 for plugged dry holes
- when sending in a log which was held under a request for confidentiality and the period for confidentiality has not yet expired.

When is Form L-1 NOT required:

- with Forms W-2, G-1, and GT-1 filed for injection wells, disposal wells, water supply wells, service wells, re-test wells, re-classifications, and plugbacks of oil, gas or geothermal wells
- with Form W-3 for plugging of other than a dry hole

Where to File Form L-1:

- with the appropriate Commission district office

Filling out Form L-1:

- Section I and the signature section must be filled out for all wells
- complete only the appropriate part of Section II

Type of log required:

- any wireline survey run for the purpose of obtaining lithology, porosity, or resistivity information
- no more than one such log is required but it must be of the subject well
- if such log is NOT run on the subject well, do NOT substitute any other type of log; just select Section II, Part A below

SECTION I. IDENTIFICATION

Operator Name: PACESETTER ENERGY, LLC	District No. 08	Completion Date: 11/03/2016
Field Name SHAFTER LAKE (SAN ANDRES)	Drilling Permit No. 816781	
Lease Name UNIVERSITY JV 14	Lease/ID No. 46383	Well No. 3H
County ANDREWS	API No. 42- 003-47374	

SECTION II. LOG STATUS (Complete either A or B)

A. BASIC ELECTRIC LOG NOT RUN

B. BASIC ELECTRIC LOG RUN. (Select one)

- 1. Confidentiality is requested and a copy of the header for each log that has been run on the well is attached.
- 2. Confidentiality already granted on basic electric log covering this interval (applicable to deepened wells only).
- 3. Basic electric log covering this interval already on file with Commission (applicable to deepened wells only).
- 4. Log attached to (select one):

(a) Form L-1 (this form). If the company/lease name on log is different from that shown in Section I, please enter name on log here: _____

Check here if attached log is being submitted after being held confidential.

(b) Form P-7, Application for Discovery Allowable and New Field Designation.

(c) Form W-4, Application for Multiple Completion:

Lease or ID No(s). _____

Well No(s). _____

Ryan Millard
 Signature
PACESETTER ENERGY, LLC
 Name (print)

Land Manager
 Title
(972) 691-3332 EXT 205 02/01/2017
 Phone Date

-FOR RAILROAD COMMISSION USE ONLY-



GAMMA-RAY

5" = 100'
FEET MD

COMPANY : Pacesetter Energy, LLC
WELL : University JV 14-3H
FIELD : Shafter Lake (San Andres)
COUNTY : ANDREWS
STATE : TX
COUNTRY : UNITED STATES
API No. : 42-003-47374

COMPANY : Pacesetter Energy, LLC
WELL : University JV 14-3H
FIELD : Shafter Lake (San Andres)
COUNTY : ANDREWS
STATE : TX
COUNTRY : UNITED STATES
API WELL No. : 42-003-47374

WELL LOCATION
LAT:32°22'46"N LON:102°39'46"W
X:683,702' Y:6,846,532' NAD83
SEC: TWP: RANGE:

OTHER SERVICES

DIRECTIONAL
ROP

DEPTH REF. : ROTARY TABLE
ELEVATION : 22.00 ft (ROTARY TABLE - GROUND LEVEL)
ALTITUDE : 3121.00 ft (GROUND LEVEL - MEAN SEA LEVEL)

BOREHOLE RECORD

HOLE SIZE in	FROM ft	TO ft
12 1/4	0	1670
8 3/4	1670	14864

DEVIATION RECORD

INCLINATION deg	FROM ft	TO ft
00+/-1	0	4846
00 - 90	4846	4790
90+/-2	4790	14864

CASING RECORD

CASING SIZE in	FROM ft	TO ft
9 5/8	0	1670

DRILLING Co. : NABORS
RIG : NABORS M58
LWD UNIT No. : N/A DISTRICT : ANDREWS, TX
SPUD DATE : 22-AUG-16
LWD START DATE : 23-AUG-16 DEPTH : 1670 ft
LWD END DATE : 31-AUG-16 DEPTH : 14864 ft

**RAILROAD COMMISSION OF TEXAS
OIL AND GAS DIVISION
CERTIFICATE OF COMPLIANCE STATEWIDE RULE 36**

FORM H-9
12/12/77

FILE WITH
DISTRICT OFFICE
IN TRIPLICATE

1. Operator <i>Pacesetter Energy, LLC</i>		2. Operator Number (See Instruction 13) <i>633120</i>		3. RRC Dist. <i>8</i>	
4. Street or P. O. Box No. <i>2001 Timber Creek Road</i>		5. City <i>Flower Mound</i>		6. State <i>TX</i>	
7. Zip Code <i>75028</i>		8. Name of Lease, Facility or Operation <i>UNIVERSITY JV 14</i>		9. Field or Area Name <i>Shutter Lake (San Andrew)</i>	
10. County <i>Andrews</i>		11. General Operation Type - Circle One: <input checked="" type="radio"/> A - Oil Field Production <input type="radio"/> B - Gas Field Production <input type="radio"/> C - Pipeline or Gathering Sys. <input type="radio"/> D - Gasoline Plant <input type="radio"/> E - Drilling or Workover <input type="radio"/> F - Sweetening Unit <input type="radio"/> G - Combination (explain) <input type="radio"/> H - Other (explain)			
12. RRC ID# of Operation(s) to be Covered by This Certificate		Type ID Code (See Instruction 12)		Indicate if Filing for Storage Facility Only YES NO	
<i>42-003-46448</i>		<i>16</i>			
<i>42-003-46447</i>		<i>16</i>			
<i>42-003-46883</i>		<i>16</i>			
<i>42-003-47375</i>		<i>16</i>			
<i>42-003-47374</i>		<i>16</i>			
<i>42-003-46896</i>		<i>16</i>			
<i>46383</i>		<i>1</i>			
13. Hydrogen Sulfide Concentration <i>70,000 PPM</i>		14. Maximum Escape Volume <i>500</i> MCF/Day			
15. 100 PPM Radius of Exposure (ROE) <i>932</i> Ft.		16. 500 PPM Radius of Exposure (ROE) <i>426</i> Ft.			
17. Operation is Existing <input checked="" type="checkbox"/> New <input type="checkbox"/>		18. Modification Resulting in Certificate Change		Yes <input type="checkbox"/> No <input checked="" type="checkbox"/>	
19. Workover or Drilling Well with 100 PPM ROE Greater than 3000 feet on Rule 36 Certified Well/Lease		Yes <input type="checkbox"/> No <input checked="" type="checkbox"/>			
20. Previous Certificate Number if Available (For Amended Certificates)					
21. The 100 PPM ROE includes any part of a public area except a public road				Yes <input type="checkbox"/> No <input checked="" type="checkbox"/>	
22. The 500 PPM ROE includes any part of a public road				Yes <input type="checkbox"/> No <input checked="" type="checkbox"/>	
23. Injection of fluid containing Hydrogen Sulfide (See Instruction 14)				Yes <input type="checkbox"/> No <input checked="" type="checkbox"/>	
24. Date (or Depth) of Compliance with all applicable provisions of Rule 36				<i>01/01/2015</i> Mo Day Year	
25. Contingency Plan Location of Plan (See Instruction 15)				Has been prepared Yes <input type="checkbox"/> No <input type="checkbox"/>	
26. Location of data used to prepare this certificate (See Instruction 15) <i>2001 Timber Creek Road, Flower Mound, TX 75028</i>					
CERTIFICATE					
I declare under penalties prescribed in Section 91.143, Natural Resources Code, that I am authorized to make this report, that this report was prepared by me or under my supervision, and that I am qualified to make this certification by virtue of my training and experience, and by my analysis of the operation being certified, or by the analysis of qualified person working under my supervision, and that the data and facts stated therein are true, correct, and complete, to the best of my knowledge.					
<i>Ryan Millard</i>		<i>Land manager</i>		<i>972-691-3332 1/10/2017</i>	
Representative of Company		Title		Phone No. Date	

RAILROAD COMMISSION USE ONLY

This operation and the equipment used therein is approved on the basis of the above certification and is subject to further Commission audit for compliance with the required provisions of Statewide Rule 36. This approval may be cancelled if investigation determines that the operation does not comply with the provisions of Statewide Rule 36.

APPROVED BY: _____ DATE: _____

REMARKS: _____ CERTIFICATION NUMBER: _____

**CERTIFICATE OF COMPLIANCE
AND TRANSPORTATION AUTHORITY**

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.: 164243

1. Field name exactly as shown on proration schedule SHAFTER LAKE (SAN ANDRES)	2. Lease name as shown on proration schedule UNIVERSITY JV 14			
3. Current operator name exactly as shown on P-5 Organization Report PACESETTER ENERGY, LLC	4. Operator P-5 no. 633120	5. Oil Lse/Gas ID no 46383	6. County ANDREWS	7. RRC district 08
8. Operator address including city, state, and zip code 2001 TIMBER CREEK RD FLOWER MOUND, TX 75028	9. Well no(s) (see instruction E) 3H			
10. Classification <input checked="" type="checkbox"/> Oil <input type="checkbox"/> Gas <input type="checkbox"/> Other (see instruction A)			11. Effective Date 11/03/2016	

12. Purpose of Filing. (Complete section a or b below.) (See instructions B and G)

a. Change of: operator oil or condensate gatherer gas gatherer gas purchaser gas purchaser system code

field name from _____

lease name from _____

----- **OR** -----

b. New RRC Number for: oil lease gas well **Due to:** new completion or recompletion reclass oil to gas reclass gas to oil

other well (specify) _____ 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 <i>(Attach an additional sheet in same format if more space is needed)</i>	Purchaser's RRC Assigned System Code	Percent of Take	Full-well stream
X	X	DCP MIDSTREAM, LP(195918)	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 <i>(Attach an additional sheet in same format if more space is needed)</i>	Percent of Take
BRIDGER TRANSPORTATION, LLC(091157)	100.0

RRC USE ONLY: Reviewer's initials: RRC Staff Approval date: 05/17/2017

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 _____	Signature <input type="checkbox"/> Authorized Employee of previous operator <input type="checkbox"/> Authorized agent of previous operator (see instruction G) _____ Date _____ Phone with area code _____
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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.

PACESETTER ENERGY, LLC _____ Name (print) <u>Land Manager</u> Title <u>rmillard@pacesetterenergy.com</u> E-mail Address (optional)	Ryan Millard _____ Signature <input checked="" type="checkbox"/> Authorized Employee of current operator <input type="checkbox"/> Authorized agent of current operator (see instruction G) _____ Date <u>02/01/2017</u> Phone with area code _____ _____
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**CERTIFICATE OF
 POOLING AUTHORITY**

Revised 05/2001

P-12

1 Field Name(s) Shafter Lake San Andres	2 Lease/ID Number (if assigned) 46383	3 RRC District Number 8
4 Operator Name Pacesetter Energy, LLC	5 Operator P-5 Number 633120	6 Well Number 3H
7 Pooled Unit Name University JV 14	8 API Number 42-003-47374	9 Purpose of Filing <input type="checkbox"/> Drilling Permit (W-1) <input checked="" type="checkbox"/> Completion Report
10 County Andrews	11 Total acres in pooled unit 1807.25	

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
1 *	Tract 1	640	<input type="checkbox"/>	<input type="checkbox"/>
2	Tract 2	161	<input type="checkbox"/>	<input type="checkbox"/>
3*	Tract 3	161	<input type="checkbox"/>	<input type="checkbox"/>
4*	Tract 4	161	<input type="checkbox"/>	<input type="checkbox"/>
5	Tract 5	241.45	<input type="checkbox"/>	<input type="checkbox"/>
6	Tract 6	80.5	<input type="checkbox"/>	<input type="checkbox"/>
7	Tract 7	161	<input type="checkbox"/>	<input type="checkbox"/>
8	Tract 8	120.75	<input type="checkbox"/>	<input type="checkbox"/>
9	Tract 9	40.25	<input type="checkbox"/>	<input type="checkbox"/>
10	Tract 10	40.25	<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.


 Signature

Ryan Millard

Land Manager rmillard@pacesetterenergy.com

Print Name

05/01/2017

(972) 691-3332

Title E-mail (if available)

Date

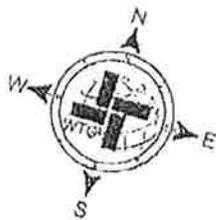
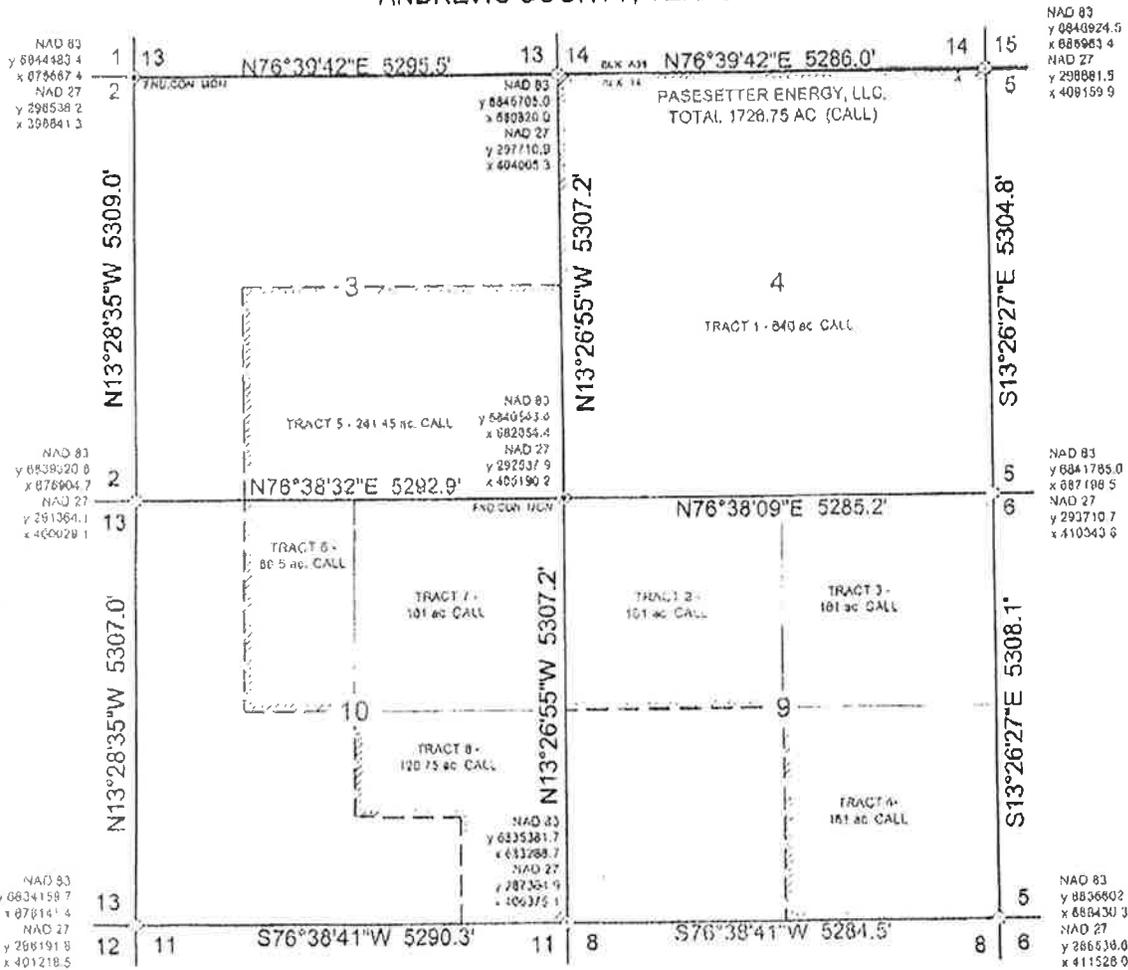
Phone

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.



SECTIONS 3, 4, 9 & 10, BLOCK 14, UNIVERSITY LANDS SURVEY
ANDREWS COUNTY, TEXAS



STATEMENT OF PRODUCTIVITY OF ACREAGE
ASSIGNED TO PRORATION UNITS

Form P-15

Tracking No.: 164243

This facsimile P-15 was generated electronically
from data submitted to the RRC.

The undersigned states that he is authorized to make this statement; that he has knowledge of the facts concerning the PACESETTER ENERGY, LLC ,

UNIVERSITY JV 14 , No. 3H ; that such well is
LEASE OPERATOR WELL

completed in the SHAFTER LAKE (SAN ANDRES) Field, ANDREWS County,

Texas and that the acreage claimed, and assigned to such well for proration purposes as authorized by special rule and as shown on the attached certified plat embraces _____

320.0 acres which can reasonably be considered to be productive of hydrocarbons.

- CERTIFICATE -

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,

Date 05/09/2017 Signature Ryan Millard

Telephone (972) 691-3332 EXT 205 Title Land Manager
AREA CODE

Attachment to Form P-15

Date: 5/1/2017

Lease Name: University JV 14

Total Acres: 1807.25

Assigned to Proration Unit

Acreage List

RRC ID#	LEASE NAME	WELL #	API #	WELL ACRES ASSIGNED	PERMIT#
46383	University JV 14	8H	42-003-47375	240	816796
46383	University JV 14	3H	42-003-47374	320	816781
46383	University JV 14	1H	42-003-46447	200	788929
46383	University JV 14	2H	42-003-46448	240	788959
46383	University JV 14	4H	42-003-46883	160	798661



RAILROAD COMMISSION OF TEXAS

1701 N. Congress
 P.O. Box 12967
 Austin, Texas 78701-2967

Form P-16

Page 2

Rev. 01/2016

Acreage Designation

Filer is the owner or lessee of all or an undivided portion of the minerals under each tract listed below and has the legal right to drill on each tract traversed by the well that will have perforations or other take points open in the interval of the applied-for field(s). All tracts listed will actually be traversed by the wellbore or the filer has pooling authority or other contractual authority, such as a production sharing agreement, authorizing inclusion of the non-drillsite tract in the acreage assigned to the well.

SECTION V. LISTING OF ALL TRACTS CONTRIBUTING ACREAGE TO AN RRC DESIGNATED DRILLSITE DEVELOPMENTAL UNIT THAT IS NOT A SINGLE LEASE, POOLED UNIT, OR GROUP OF TRACTS UNITIZED BY CONTRACT FOR PURPOSES OF SECONDARY RECOVERY					
RRC ID No. or Lease No.	Lease Name	Beginning Lease Acreage	Allocated Lease Acreage	Ending Lease Acreage	Operator Name and Operator No. (if different from filing operator)
Total Allocated Acreage >					< Total Lease Acreage

Filer is the owner or lessee, or has been authorized by the owner or lessee, of all or an undivided portion of the mineral estate under each tract for which filer is listed as operator below. For all leases operated by other entities, the number of assigned acres shown are reflected on current Commission records or the filer has been authorized by the current operator to change the assigned acreage of that operator as shown below.

SECTION VI. LISTING OF ALL WELLS IN THE APPLIED FOR FIELD ON THE SAME ACREAGE AS THE LEASE OR POOLED UNIT DESIGNATED FOR THE TRACTS LISTED IN SECTION V BY FILER									
RRC ID No. or Lease No.	Well No.	Acres Assigned	SWR 38 Except. (Y/N)	H-Horizontal D-Directional V-Vertical	RRC ID No. or Lease No.	Well No.	Acres Assigned	SWR 38 Except. (Y/N)	H-Horizontal D-Directional V-Vertical
A. Total Wells & Acreage >					A. Total Wells & Acreage >				
B. Total Assigned Horiz. Acreage >					B. Total Assigned Horiz. Acreage >				
C. Total Assigned Vert./Dir. Acreage >					C. Total Assigned Vert./Dir. Acreage >				

SECTION VII. REMARKS

GROUNDWATER PROTECTION DETERMINATION

Form GW-2



Groundwater Advisory Unit

Date Issued:	07 July 2016	GAU Number:	157076
Attention:	PACESETTER ENERGY, LLC 2001 TIMBER CREEK RD FLOWER MOUND, TX 75028	API Number:	
Operator No.:	633120	County:	ANDREWS
		Lease Name:	University JV 14
		Lease Number:	
		Well Number:	3H
		Total Vertical Depth:	9000
		Latitude:	32.379577
		Longitude:	-102.662418
		Datum:	NAD27

Purpose: New Drill
Location: Survey-PSL; Abstract-698; Block-A36; Section-14

To protect usable-quality groundwater at this location, the Groundwater Advisory Unit of the Railroad Commission of Texas recommends:

The interval from the land surface to a depth of 325 feet, and the zone from 1125 to 1550 feet must be protected.

This recommendation is applicable to all wells within a radius of 200 feet of this location.

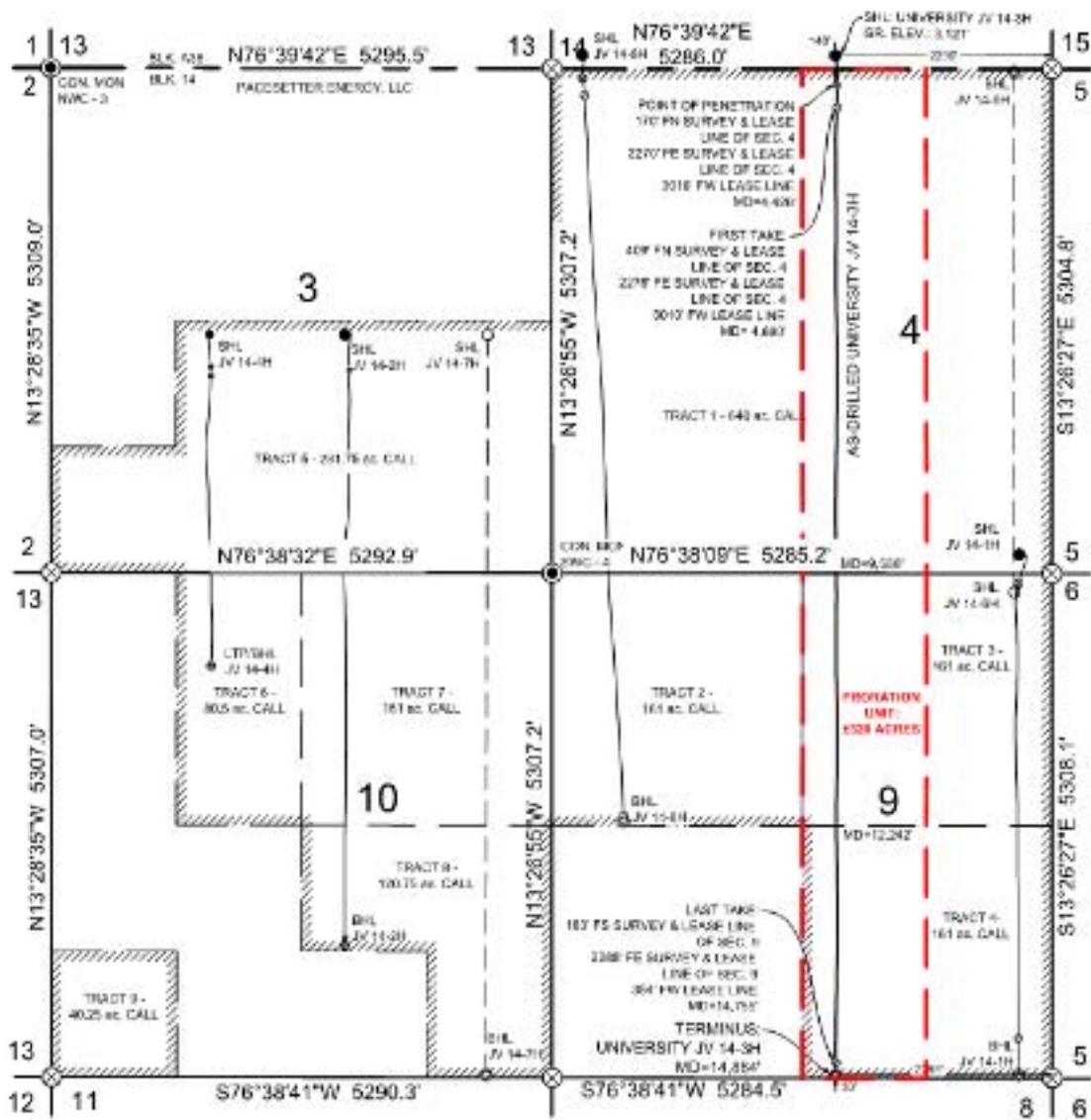
Note: Unless stated otherwise, this recommendation is intended to apply only to the subject well and not for area-wide use. This recommendation is for normal drilling, production, and plugging operations only. It does not apply to saltwater disposal operation into a nonproductive zone (RRC Form W-14).

This determination is based on information provided when the application was submitted on 07/06/2016. If the location information has changed, you must contact the Groundwater Advisory Unit, and submit a new application if necessary. If you have questions, please contact us at 512-463-2741 or gau@rrc.texas.gov.

Groundwater Advisory Unit, Oil and Gas Division

Form GW-2 P.O. Box 12967 Austin, Texas 78771-2967 512-463-2741 Internet address: www.rrc.texas.gov
 Rev. 02/2014

AS-DRILLED
SECTION 14, BLOCK A-36, PUBLIC SCHOOL LANDS SURVEY
ANDREWS COUNTY, TEXAS.

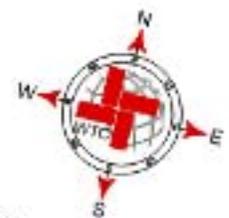


SHL	NAD 83, TX NC - N.(Y)=6846532.3', E.(X)=693702.6' - LAT=32°22'46.80"N, LON=102°39'46.32"W
	NAD 27, TX NC - N.(Y)=298510.8', E.(X)=406895.5' - LAT=32.3795780°N, LON=102.6624200°W
POINT OF PENETRATION	NAD 83, TX NC - N.(Y)=6846235.5', E.(X)=693794.2' - LAT=32°22'43.95"N, LON=102°39'45.11"W
	NAD 27, TX NC - N.(Y)=298213.1', E.(X)=406984.3' - LAT=32.3787706°N, LON=102.6620853°W
FIRST TAKE POINT	NAD 83, TX NC - N.(Y)=6846002.0', E.(X)=693843.8' - LAT=32°22'41.66"N, LON=102°39'44.43"W
	NAD 27, TX NC - N.(Y)=297979.1', E.(X)=407081.8' - LAT=32.3781347°N, LON=102.6618945°W
LAST TAKE POINT	NAD 83, TX NC - N.(Y)=6836232.0', E.(X)=696165.8' - LAT=32°21'05.97"N, LON=102°39'12.67"W
	NAD 27, TX NC - N.(Y)=288187.8', E.(X)=408280.1' - LAT=32.3515531°N, LON=102.6631303°W
BOTTOM HOLE / TERMINUS	NAD 83, TX NC - N.(Y)=6836105.7', E.(X)=696196.4' - LAT=32°21'04.73"N, LON=102°39'12.45"W
	NAD 27, TX NC - N.(Y)=288061.2', E.(X)=408289.5' - LAT=32.3512094°N, LON=102.6630150°W

NAME	JV 14-1H	JV 14-2H	JV 14-4H	JV 14-6H	JV 14-7H	JV 14-8H
SHL-SHL	5505	5958	7237	5958	4705	2675
POP-POP	5578	N/A	7257	N/A	N/A	2687
FTP-FTP	5387	5947	7187	N/A	N/A	2687
LTP-LTP	1944	5349	7925	N/A	N/A	3435
BHL-BHL	1937	5357	7926	10715	2695	3485

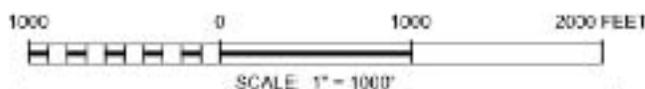
SURVEYOR'S NOTES:

- ALL DOWNHOLE, POINT OF PENETRATION AND BOTTOM HOLE INFORMATION AND THEIR LOCATIONS WERE PROVIDED BY PACESETTER ENERGY LLC, AND ARE NOT GUARANTEED BY THIS SURVEYOR.
- SEE DOCUMENTS FILED IN THIS OFFICE WHICH DESCRIBE IN DETAIL THE RECONSTRUCTION OF THESE SECTIONS AND/OR BLOCKS, USING FOUND MONUMENTATION, GLO AND COURTHOUSE DOCUMENTATION.
- NO SURFACE OWNERSHIP WAS PROVIDED OR REQUESTED BY PACESETTER ENERGY, INC. AND NONE WAS RESEARCHED OR PROVIDED BY WEST TEXAS CONSULTANTS, INC.
- BASIS OF BEARINGS AND COORDINATES SHOWN HEREON ARE A LAMBERT CONICAL PROJECTION OF THE TEXAS COORDINATE SYSTEM, STATE PLANE NORTH CENTRAL ZONE, 1983 NORTH AMERICAN DATUM.
- THIS LOCATION IS APPROXIMATELY 6.3 MILES N 45°W FROM ANDREWS, TEXAS.



LEGEND

- DENOTES PROPOSED WELL LOCATION
- DENOTES EXISTING WELL
- ⊙ DENOTES BOTTOM HOLE LOCATION
- ⊙ DENOTES FOUND SECTION CORNER
- ⊙ DENOTES CALCULATED CORNER
- DENOTES LEASE BOUNDARY



I, THE UNDERSIGNED, DO HEREBY CERTIFY THAT THE SURVEY INFORMATION FOUND ON THIS PERMIT PLAT WAS DERIVED FROM FIELD NOTES OR ELECTRONIC DATA OF AN ACTUAL, ON-THE-GROUND SURVEY MADE BY ME OR UNDER MY SUPERVISION AND IS TRUE AND CORRECT TO THE BEST OF MY KNOWLEDGE AND BELIEF. NO WARRANTY IS MADE OR INTENDED FOR THE LOCATION OF ANY DEED OR EASEMENTS THAT MAY EXIST WITHIN THE BOUNDS OF THIS SURVEY. THE INFORMATION PRESENTED HEREON IS FOR TEXAS RAILROAD COMMISSION PERMITTING ONLY, AND DOES NOT CONSTITUTE OR REPRESENT A COMPLETE BOUNDARY SURVEY AS DEFINED BY THE T.S.P.L.S., "PROFESSIONAL LAND SURVEYING PRACTICES ACT." IF THERE ARE ANY ALTERATIONS MADE, (HAND DRAWN OR HANDWRITTEN ADDITIONS) THIS SURVEYOR IS NO LONGER RESPONSIBLE FOR THE VALIDITY OF THIS PLAT.

Gregory W. Shoults 10/22/2016
DATE

GREGORY W. SHOULTS RPLS #5356
SURVEY DATE: N/A DRAFT: M.Y.
JOB NO.: 51420 SHEET: 1 OF 1



UNIVERSITY JV 14-3H
SHL LOCATED 140 FEET FSL AND
2290 FEET FEL OF SEC. 14, BLK. A-36,
PUBLIC SCHOOL LANDS SURVEY,
ANDREWS COUNTY, TEXAS.



WTC, INC.

415 S.W. 1st Street
Andrews, TX 79714
(432) 523-2191
TEXAS REGISTERS ENGINEERS 1984 C-2745
TEXAS REGISTERS SURVEYORS 1984 F-10880-82

