

RAILROAD COMMISSION OF TEXAS
Oil and Gas Division

Form W-2
Rev. 4/1/85
DBC1397

Type of filing (1):

API No. 42-003-40329

1. RRC District No.

8

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

8. RRC Lease No.

1. FIELD NAME (as per RRC Records or Wildcat)

2. LEASE NAME

9. Well No.

SPRABERRY (TREND AREA)

UNIVERSITY 6-40

1

3. OPERATOR'S NAME (Exactly as shown on Form P-5, Organization Report)

RRC Operator No.

10. County of well site

Chesapeake Operating Inc.

147715

ANDREWS

4. ADDRESS 2010 Rankin Hwy
Midland, TX 79701

11. Purpose of filing

5. If Operator has changed within last 60 days, name former operator

Initial Potential

Retest

Reclass

Well record only
(explain in Remarks)

6a. Location (Section, Block, and Survey)

6b. Distance and direction to nearest town in this county.

SEC 40, BLK 6, UNIV LDS

13.8 MILES SW/ PATRICIA, TX

12. If workover or reclass, give former field (with reservoir) & gas ID or oil lease no.
FIELD & RESERVOIR

GAS ID or
OIL LEASE #

Oil - O
Gas - G

WELL NO.

13. Type of electric or other log run

14. Completion or recompletion date

ATTACHED

07/28/2008

SECTION I: POTENTIAL TEST DATA IMPORTANT: Test should be for 24 hours unless otherwise specified in field rules.

15. Date of test 08/13/2008	16. No. of hours tested 24	17. Production method (Flowing, Gas Lift, Jarring, Pumping-- Size & Type of pump) 1-1/2 X 2-1/2 X 30 RHBC			18. Choke Size
19. Production during Test Period	Oil - BBLs 86	Gas - MCF 39	Water - BBLs 272	Gas - Oil Ratio 590	Flowing Tubing Pressure 0 PSI
20. Calculated 24- Hour Rate	Oil - BBLs 86	Gas - MCF 39	Water - BBLs 272	Oil Gravity--API--60 ° 37.7	Casing Pressure PSI
21. Was swab used during this test? Yes <input type="checkbox"/> No <input type="checkbox"/>		22. Oil Produced prior to test (New & Reworked wells) 419			23. Injection Gas--Oil Ratio
REMARKS					

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 TESTER'S 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

RECEIVED
RRC OF TEXAS
AUG 21 2008
O&G
MIDLAND

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.

Shay Stricklin

Regulatory Compliance Tech.

Typed or printed name of operator's representative

Title of Person

(432) 687-2992

08/21/2008

Telephone: Area Code Number

Date: mo. day year

Signature

Shay Stricklin

SECTION 1 DATA ON WELL COMPLETION AND LOG (NR Required on Reuse)

24. Type of Completion: New Well Deepening Plug Back Other

25. Permit to Drill, Plug Back or Deepen: DATE 12/17/2007 PERMIT NO. 681243

26. Notice of Intention to Drill this well was filed in Name of: CHESAPEAKE OPERATING INC.

27. Number of producing wells on this lease in this field (reservoir) including this well: 1

28. Total number of acres in this lease: 80.01

29. Date Plug Back, Deepening, WorkOver or Drilling Operations: Commenced 05/12/2008 Completed 05/27/2008

30. Distance to nearest well, Same Lease & Reservoir: 0

31. Location of well, relative to nearest lease boundaries of lease on which this well is located: 660 Feet From South Line and 660 Feet from West Line of the University 6 Lease

32. Elevation (DF, RKB, RT, GR, ETC.): 2954 GR

33. Was directional survey made other than inclination (Form W-41)? Yes No

34. Top of Pay: 8370

35. Total Depth: 10206

36. P.B. Depth: 10133

37. Surface Casing Determined by: Field Recommendation of T.D.W.R. Rules Railroad Commission (Special)

38. Is well multiple completion? NO

39. If multiple completion, list all reservoir names (completions in this well) and Oil Lease or Gas ID No.: FIELD & RESERVOIR

40. Intervals Drilled by: Rotary Tools Cable Tools

41. Name of Drilling Contractor: Patterson 60

42. Is Cementing Affidavit Attached? Yes 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.
8 5/8	24	1810		850 HLC	11	Surface	1455.5
5 1/2	17	10206		500 H	7 7/8	1810	790
			7633	1350 C			3607

44. LINER RECORD

Size	Top	Bottom	Sacks Cement	Screen
				-
				-

45. TUBING RECORD

Size	Depth Set	Packer Set	From	To
2 7/8	8298		9862	10028
			9582	9739
			8903	9376
			8370	8765

46. Producing Interval (this completion) Indicate depth of perforation or open hole

47. ACID, SHOT, FRACTURE, CEMENT SQUEEZE, ETC.

Depth Interval	Amount and Kind of Material Used
9862 - 10028	7000 gals 15% HCL, 5750 bbls
9582 - 9739	2555 bbls BFrac 15, 135100# 20/40 SLC,
8903 - 9376	6000 gals 15% HCL, 5926 bbls BFrac 15,
8370 - 8765	6000 gals 15% HCL, 5318 bbls BFrac 15,

48. FORMATION RECORD (LIST DEPTHS OF PRINCIPAL GEOLOGICAL MARKERS AND FORMATION TOPS)

Formations	Depth	Formations	Depth
Spraberry Upper	8370	Wolfcamp	9860
Spraberry Lower	8900		
Dean	9580		

REMARKS: Frac continued: 9862-10028 BFrac 15, 216800# 20/40 SLC, flush w/158 bbls 2% KCL. 9582-9739 flush w/223 bbls 2% KCL. 8903-9376 21200# 20/40 Brady sd, 94000# 20/40 SLC, flush w/420 bbls 2% KCL. 8370-8765 20100# 20/40 Brady sd, 76000# 20/40 SLC, flush w/399 bbls 2% KCL.

RECEIVED
PRC OF TEXAS
AUG 21 2008
O&G
MIDLAND

Document File in shades of gray.
Operator File in other colors.

Form W-16
Cementing Report
Rev 4/1/00
HAL-1100

RAILROAD COMMISSION OF TEXAS
Oil and Gas Division

1. Operator's Name (As Shown on Form P-6, Organization Report) Chesapeake Operating Inc.	2. RRC Operator No. 147715	3. RRC District No. 8	4. County of Well Site Andrews
5. Field Name (Wildcat or Exactly as Shown on RRC Records) Spraberry (Trend Area)	6. API No. 42-003-40329	7. Drilling Permit No. 651243	
8. Lease Name University 6-40	9. Rule 37 Case No.	10. Oil Leaser/Gas ID No.	11. Well No. 1

CASING CEMENTING DATA		SURFACE CASING	INTER-MEDIATE CASING	PRODUCTION CASING		MULTI-STAGE CEMENTING PROCESS	
				Single String	Multiple Parallel Strings	Tool	Shoe
12. Cementing Date		5/13/2008					
13. *Drilled hole size		11					
*Est. % wash or hole enlargement							
14. Size of casing (In. O.D.)		8 5/8					
15. Top of liner (ft)							
16. Setting depth (ft)		1810					
17. Number of centralizers used		11					
18. Hrs. waiting on cement before drill-out		24					
1st Slurry	19. API cement used: No. of sacks ▶	650					
	Class ▶	HLC P.P.					
	Additives ▶	3% SALT					
2nd Slurry	No. of sacks ▶	200					
	Class ▶	Prem. Plus					
	Additives ▶	1% CaCl					
3rd Slurry	No. of sacks ▶						
	Class ▶						
	Additives ▶						
1st	20. Slurry pumped: Volume (cu.ft.) ▶	1189.5					
	Height (ft.) ▶	3.9337					
2nd	Volume (cu.ft.) ▶	266					
	Height (ft.) ▶	3.9337					
3rd	Volume (cu.ft.) ▶						
	Height (ft.) ▶						
Total	Volume (cu.ft.) ▶	1455.5					
	Height (ft.) ▶	7.8674					
21. Was cement circulated to ground surface (or bottom of cellar) outside casing?							

APPROVED
MAY 21 2008
GREG
MOLAND

22. Remarks CIRCULATED 20sks TO SURFACE	Sales Order 5884124
	Customer Name CHESAPEAKE OPERATING INC EBU
	Lease University 6-40
	Well Number 1
	Andrews County

RAILROAD COMMISSION OF TEXAS
 Oil and Gas Division

1. Operator's Name (As Shown on Form P-5, Organization Report) Chesapeake Operating Inc.	2. RRC Operator No. 147715	3. RRC District No. 8	4. County of Well Site Andrews
5. Field Name (Wildcat or Exactly as Shown on RRC Records) Spraberry (Trend Area)	6. API No. 42-003-40329	7. Drilling Perm# No. 651243	
8. Lease Name University 6-40	9. Rule 37 Case No.	10. Oil Lease/Gas ID No.	11. Well No. 1

	CASING CEMENTING DATA:	SURFACE CASING	INTER-MEDIATE CASING	PRODUCTION CASING		MULTI-STAGE CEMENTING PROCESS	
				Single String	Multiple Parallel Strings	Tool	Shoe
12.	Cementing Date					5/26/2008	5/26/2008
13.	*Drilled hole size					7 7/8	7 7/8
	*Est. % wash or hole enlargement						
14.	Size of casing (in. O.D.)					5 1/2	5 1/2
15.	Top of liner (ft)						
16.	Setting depth (ft)					7633	10206
17.	Number of centralizers used						20
18.	Hrs. waiting on cement before drill-out						
1st Slurry	19. API cement used: No. of sacks ▶					1250	500
	Class ▶					Interfill C	Super H
	Additives ▶					See Remarks	See Remarks
2nd Slurry	No. of sacks ▶					100	
	Class ▶					PremPlus	
	Additives ▶					See Remarks	
3rd Slurry	No. of sacks ▶						
	Class ▶						
	Additives ▶						
1st	20. Slurry pumped: Volume (cu.ft.) ▶					3475	790
	Height (ft.) ▶					20028.81	4553.31
2nd	Volume (cu.ft.) ▶					132	
	Height (ft.) ▶					760	
3rd	Volume (cu.ft.) ▶						
	Height (ft.) ▶						
Total	Volume (cu.ft.) ▶					3607	790
	Height (ft.) ▶					20788.81	4553.31
21.	Was cement circulated to ground surface (or bottom of cellar) outside casing?					No	No
22.	Remarks .5%-LAP-1-.4%-CFR-3-.25%-D-Air 3000-.25%-HR-7 5#-Gilsonite-.25%-Phenoseal-.1%-HR-601 Neat					Sales Order Customer Name CHESAPEAKE OPERATING INC EBU Lease University 6-40 Well Number Andrews	5902356 1 County

RECEIVED
 RRC OF TEXAS
 AUG 21 2008
 O&G
 MIDLAND

RAILROAD COMMISSION OF TEXAS
OIL AND GAS DIVISION

Form W-12
DEC1297 (1-1-71)

RIG#: 60		6. RRC District 8
INCLINATION REPORT (One Copy Must Be Filed With Each Completion Report)		7. RRC Lease Number (Oil completions only)
1. FIELD NAME (as per RRC Records or Wildcat) Spraberry (Trend Area)	2. LEASE NAME University 6-40	8. Well Number 1
3. OPERATOR Chesapeake Operating, INC.		9. RRC Identification Number (Gas completions only)
4. ADDRESS 2010 Rankin Hwy., Midland, Texas 79701		10. County Andrews
5. LOCATION (Section, Block and Survey) Sec. 40, Blk. 6, ULS		

RECORD OF INCLINATION

11. Measured Depth (feet)	12. Course Length (Hundreds of feet)	13. Angle of Inclination (Degrees)	14. Displacement per (Hundred Feet (Sine of Angle X 100)	15. Course Displacement (feet)	16. Accumulative Displacement (feet)
597	5.97	0.25	0.44	2.60	2.60
1152	5.55	0.25	0.44	2.42	5.03
1637	4.85	1.00	1.75	8.46	13.49
2130	4.93	1.75	3.05	15.06	28.55
2510	3.80	0.75	1.31	4.97	33.52
3477	9.67	1.50	2.62	25.31	58.83
3979	5.02	0.50	0.87	4.38	63.21
4478	4.99	0.50	0.87	4.35	67.57
4965	4.87	0.50	0.87	4.25	71.82
5465	5.00	1.00	1.75	8.73	80.54
5934	4.69	0.50	0.87	4.09	84.64
6401	4.67	0.50	0.87	4.08	88.71
6845	4.44	1.00	1.75	7.75	96.46
7505	6.60	1.00	1.75	11.52	107.98
8171	6.66	0.50	0.87	5.81	113.79
8553	3.82	1.00	1.75	6.67	120.46

If additional space is needed, use the reverse side of this form.

17. Is any information shown on the reverse side of this form? yes no
18. Accumulative total displacement of well bore at total depth of 10168 feet = 138.57 feet.
- *19. Inclination measurements were made in Tubing Casing Open hole Drill Pipe
20. Distance from surface location of well to the nearest lease line 660 feet.
21. Minimum distance to lease line as prescribed by field rules 660 feet.
22. Was the subject well at any time intentionally deviated from the vertical in any manner whatsoever? No
(If the answer to above question is "yes," attach written explanation of the circumstances.)

RECEIVED
RRC OF TEXAS
AUG 21 2008
O&G
MIDLAND

<p>INCLINATION DATA CERTIFICATION</p> <p>I declare under penalties prescribed in Sec. 91.143, Texas Natural Resources Code, that I am authorized to make this certification, that I have personal knowledge of the inclination data and facts placed on both side of this form and that such data and facts are true, correct, and complete to the best of my knowledge. This certification covers all data as indicated by asterisks (*) by the item numbers on this form.</p> <p><i>J. Hodges</i> Signature of Authorized Representative JONI HODGES, ADMIN ASSISTANT Name of Person and Title (type or print) PATTERSON-UTI DRILLING COMPANY LLC. Name of Company Telephone: <u>432</u> - <u>682-9401</u> Area Code</p>	<p>OPERATOR CERTIFICATION</p> <p>I declare under penalties prescribed in Sec. 91.143, Texas Natural Resources Code, that I am authorized to make this certification, that I have personal knowledge of all information presented in this report, and that all data is presented on both sides of this forms are true, correct, and complete to the best of my knowledge. This certification covers all data and information presented herein except inclination data as indicated by asterisks (*) by the item numbers on this form.</p> <p><i>Shay Stricklin</i> Signature of Authorized Representative Shay Stricklin Regulatory Tech. Name of Person and Title (type or print) Chesapeake Operating Inc. Operator Telephone: <u>432</u> - <u>687-2992</u> Area Code</p>
---	---

Railroad Commission Use Only:

Approved By: _____ Title: _____ Date: _____

* Designates items certified by company that conducted the inclination surveys.

RECORD OF INCLINATION (Continued from reverse side)

*11. Measured Depth (feet)	12. Course Length (Hundreds of feet)	*13. Angle of Inclination (Degrees)	14. Displacement per (Hundred Feet (Sine of Angle X 100)	15. Course Displacement (feet)	16. Accumulative Displacement (feet)
9081	5.28	0.50	0.87	4.61	125.07
9541	4.60	1.00	1.75	8.03	133.09
10065	5.24	0.50	0.87	4.57	137.67
10168	1.03	0.50	0.87	0.90	138.57

If additional space is needed, attach separate sheet and check here.

REMARKS:

- INSTRUCTIONS -

An inclination survey made by persons or concerns approved by the Commission shall be filed on a form prescribed by the Commission for each well drilled or deepened with rotary tools or when, as a result of any operation, the course of the well is changed. No inclination survey is required on wells that are drilled and completed as dry holes that are plugged and abandoned. (Inclination surveys are required on re - entry of abandoned wells.) Inclination surveys must be made in accordance with the provisions of Statewide Rule 11.

This report shall be filed in the District Office of the Commission for the district in which the well is drilled; by attaching one copy to each appropriate completion for the well. (except Plugging Report)

The Commission may require the submittal of the original charts, graphs, or discs, resulting from the surveys.

CERTIFICATE OF COMPLIANCE
 AND TRANSPORTATION AUTHORITY

P-4
 5-02
 DBC0702

READ INSTRUCTIONS ON BACK

1. Field name exactly as shown on proration schedule SPRABERRY (TREND AREA)		2. Lease name as shown on proration schedule UNIVERSITY 6-40				
3. Current operator name exactly as shown on P-5 Organization Report Chesapeake Operating Inc.		4. Operator P-5 no. 147715	5. Oil Use/Gas ID no.	6. County ANDREWS	7. RRC district 8	
8. Operator address including city, state, and zip code 2010 Rankin Hwy Midland, TX 79701		9. Well no(s) (see instruction E) 1				
10. Classification <input checked="" type="checkbox"/> Oil <input type="checkbox"/> Gas <input type="checkbox"/> Other (see instruction A)				11. Effective Date 07/17/2008		

12. Purpose of Filing. (Complete section a or b below.) (See instruction 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 other well (specify) _____

Due to: new completion or recompletion reclass oil to gas reclass gas to oil consolidation, unitization, or subdivision (oil lease only)

13. Authorized GAS WELL GAS or CASINGHEAD GAS Gatherers 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	DCP MIDSTREAM MARKETING LLC	195936	100	

14. Authorized OIL or CONDENSATE Gatherer(s). (See instruction G)

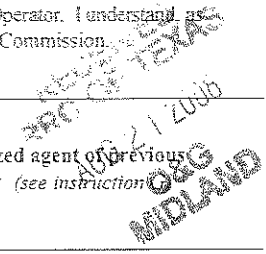
Name of OIL or CONDENSATE Gatherer(s) - List Highest Volume Gatherer First (Attach an additional sheet in same format if more space is needed)	Percent of Take	RRC USE ONLY
TEPPCO CRUDE OIL LP	100	Reviewer's initials: _____ Approval date: _____

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.

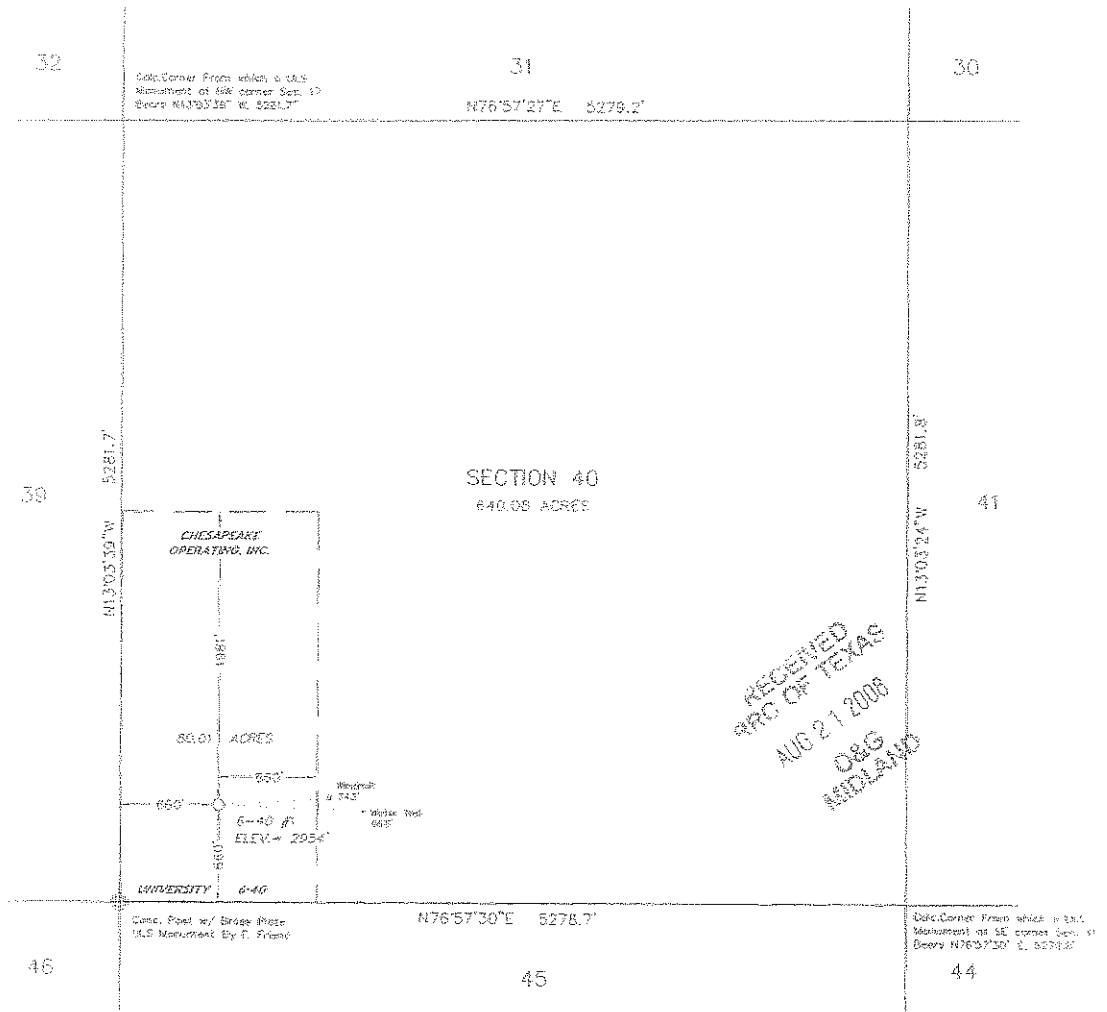
Name of Previous Operator	Signature
Name (print)	<input type="checkbox"/> Authorized Employee of previous operator <input type="checkbox"/> Authorized agent of previous operator (see instruction G)
Title	Date
	Phone with area code

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.

Name (print) Shay Stricklin	Signature
Title Regulatory Compliance Tech.	<input checked="" type="checkbox"/> Authorized Employee of current operator <input type="checkbox"/> Authorized agent of current operator (see instruction G)
E-mail Address (optional) sstricklin@chkenergy.com	Date 07/18/2008
	Phone with area code (432)687-2992



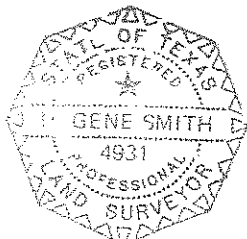
BLOCK 6 UNIVERSITY LAND SURVEY
ANDREWS COUNTY, TEXAS



PROPOSED WELL LOCATION PLAT
SECTION 40, Block 6, UNIVERSITY LAND SURVEY, ANDREWS COUNTY, TEXAS

Operator: CHESAPEAKE OPERATING, INC. Lessee Name: UNIVERSITY 6-40 Well No: 1 Elevation: 2954'
 Location in Survey: 660' FSL & 660' FWL Location in Lease: 660' FSL & 660' FWL / FELL
 Lease Area: W/2 SW/4, Section 40, 60.08 ACRES (measured)
 TX NC Grid: NAD 83 Y= 6867811.7 N, X= 818837.1 E - NAD27 H= 318493.6 E= 543225.6
 Geodetic: NAD83 Lat.= 32.452177° N, Long. 102.224612° W - NAD27 Lat.= 32.452072° N, Long.= 102.224176° W
 Quadrangle: SCHARBAUER RANCH, TX. (Contour Interval: 5') Reference Stokes: 150' N-E-S-W
 Nearest Town: Approx. 13.8 Mi. W-SW from Patricia TX & Approx. 20.8 Miles E-NE from Andrews, TX.
 Nearest Highway Access: Intersection of State Highway 115 & Andrews Co.Rd. 9601 Bears NW Approx. 3.7 Miles

SURVEYED ON THE GROUND, NOVEMBER 29, 2007



Gene Smith 12/10/2007
 HAROLD G. SMITH, TEXAS RPLS NO. 4931

Bearings are relative in the Texas State Plane Coordinate System, North Central Zone. Distances are horizontal (surface) values. Coordinates are as indicated. Elevations are based on NAVD 83.



ORIGINAL SCALE: 1" = 1000'