

# RAILROAD COMMISSION OF TEXAS

Oil and Gas Division

Tracking No.: 89238

Status: Submitted

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

API No. **42- 003-45455**

7. RRC District No.  
**08**

8. RRC Lease No.

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

1. FIELD NAME (as per RRC Records or Wildcat) <b>SPRABERRY (TREND AREA)</b>		2. LEASE NAME <b>UNIVERSITY 8-3</b>		9. Well No. <b>4</b>	
3. OPERATOR'S NAME (Exactly as shown on Form P-5, Organization Report) <b>ATHLON ENERGY OPERATING LLC</b>			RRC Operator No. <b>036047</b>		10. County of well site <b>ANDREWS</b>
4. ADDRESS <b>420 THROCKMORTON ST SUITE 1200 FORT WORTH, TX 76102-3728</b>					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) <b>3 , 8 , UL</b>			6b. Distance and direction to nearest town in this county. <b>14.3 MILES NE OF PECOS</b>		
12. If workover or reclass, give former field (with reservoir) & Gas ID or oil lease no. <b>FIELD &amp; RESERVOIR</b>			GAS ID or OIL LEASE #		Oil-0 Gas-G
<b>N/A</b>					Well #
13. Type of electric or other log run <b>Neutron/Density logs (combo of tools)</b>			14. Completion or recompletion date <b>08/19/2013</b>		

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

15. Date of test <b>10/23/2013</b>		16. No. of hours tested <b>24</b>		17. Production method (Flowing, Gas Lift, Jetting, Pumping- Size & Type of pump) <b>Flowing</b>		18. Choke size <b>19/64</b>	
19. Production during Test Period		Oil - BBLS <b>57.0</b>	Gas - MCF <b>102</b>	Water - BBLS <b>195</b>	Gas - Oil Ratio <b>1789</b>	Flowing Tubing Pressure <b>40.0</b> PSI	
20. Calculated 24-Hour Rate		Oil - BBLS <b>57.0</b>	Gas - MCF <b>102</b>	Water - BBLS <b>195</b>	Oil Gravity-API-60° <b>38.0</b>	Casing Pressure <b>1250.0</b> 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) <b>284.0</b>			23. Injection Gas-Oil Ratio	
REMARKS: N/A							

**INSTRUCTIONS:** File an original and one copy of the completed FormW-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.

<p><b>WELL TESTERS CERTIFICATION</b></p> <p>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.</p>		
<p>Signature: Well Tester</p>	<p>Name of Company</p>	<p>RRC Representative</p>

<p><b>OPERATOR'S CERTIFICATION</b></p> <p>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.</p>		
<p>Type or printed name of operator's representative</p> <p><b>(817) 984-8227</b>                      <b>11/04/2013</b></p> <p>Telephone: Area Code      Number      Month    Day    Year</p>	<p style="text-align: center;"><b>Regulatory Manager</b></p> <p>Title of Person</p> <p><b>Ann Wiley</b></p> <p>Signature</p>	

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 06/11/2013		PERMIT NO. 764106		
26. Notice of Intention to Drill this well was filed in Name of ATHLON ENERGY OPERATING LLC					Rule 37 Exception		CASE NO.		
27. Number of producing wells on this lease in this field (reservoir) including this well 2			28. Total number of acres in this lease 556.7		Water Injection Permit		PERMIT NO.		
29. Date Plug Back, Deepening, Workover or Drilling Operations: Commenced 07/10/2013			Completed 07/23/2013		30. Distance to nearest well, Same Lease & Reservoir 4120.0		Salt Water Disposal Permit		PERMIT NO.
31. Location of well, relative to nearest lease boundaries 540.0 Feet From South East Line of the UNIVERSITY 8-3					Line and 1088.0		Feet from Lease		
32. Elevation (DF, RKB, RT, GR ETC.) 3013 GL			33. Was directional survey made other than inclination (Form W-12)? <input type="checkbox"/> Yes <input checked="" type="checkbox"/> No						
34. Top of Pay 9702		35. Total Depth 12184		36. P. B. Depth 12158		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 06/11/2013 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. FIELD & RESERVOIR N/A					GAS ID or OIL LEASE #		Oil-0 Gas-G		Well #
40. Intervals Drilled by: Rotary Tools <input checked="" type="checkbox"/> Cable Tools		41. Name of Drilling Contractor FELDERHOFF DRILLING					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	54.5	366		C 350	17 1/2	0	462.0		
8 5/8	32.0	5757		C 600	11	1831	1248.0		
8 5/8	32.0	0	1843	C 800	11	0	1432.0		
5 1/2	30.0	12184		H 850	7 7/8	6130	1379.0		
44. LINER RECORD									
Size		Top		Bottom		Sacks Cement		Screen	
N/A									
45. TUBING RECORD									
Size		Depth Set		Packer Set		From 9702		To 12086	
2 7/8		10889				From		To	
						From		To	
						From		To	
47. ACID, SHOT, FRACTURE, CEMENT SQUEEZE, ETC.									
Depth Interval					Amount and Kind of Material Used				
9702.0		12086.0			SEE FRAC FOCUS				
48. FORMATION RECORD (LIST DEPTHS OF PRINCIPAL GEOLOGICAL MARKERS AND FORMATION TOPS)									
Formations		Depth			Formations			Depth	
SPRABERRY		8579.0							
STRAWN		11053.0							
ATOKA		11400.0							
REMARKS: SPRABERRY: 9702-11046 STRAWN: 11107-11386 ATOKA: 11421-12086 SWR 10 APPROVED ON 10/11/13.									

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

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

1. Operator's Name (As shown on Form P-5, Organization Report) <b>ATHLON ENERGY <i>operating</i> LLC</b>	2. RRC Operator No. <b>036047</b>	3. RRC District No. <b>08</b>	4. County of Well Site <b>ANDREWS</b>
5. Field Name (Wildcat or exactly as shown on RRC records) <b><i>Spraberry (Trend Area)</i></b>	6. API No. <b>42-003-45455</b>	7. Drilling Permit No. <b>764106</b>	
8. Lease Name <b>UNIVERSITY LANDS 8 -3</b>	9. Rule 37 Case No.	10. Oil Lease/Gas ID No.	11. Well No. <b>4</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		7/10/13					
13. •Drilled hole size		17 1/2					
•Est. % wash or hole enlargement		—					
14. Size of casing (In. O.D.)		13 3/8					
15. Top of liner (ft.)		—					
16. Setting depth (ft.)		366					
17. Number of centralizers used		5					
18. Hrs. waiting on cement before drill-out		23					
1st Slurry	19. API cement used: No. of sacks ▶	350					
	Class ▶	C					
	Additives ▶	2%CACL2					
2nd Slurry	No. of sacks ▶						
	Class ▶						
	Additives ▶						
3rd Slurry	No. of sacks ▶						
	Class ▶						
	Additives ▶						
1st	20. Slurry pumped: Volume (cu. ft.) ▶	462					
	Height (ft.) ▶	665					
2nd	Volume (cu. ft.) ▶						
	Height (ft.) ▶						
3rd	Volume (cu. ft.) ▶						
	Height (ft.) ▶						
Total	Volume (cu. ft.) ▶	462					
	Height (ft.) ▶	665					
21. Was cement circulated to ground surface (or bottom of cellar) outside casing?		YES					
22. Remarks <b>6SSX TO PIT</b>							

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.

Alex Hinojos, VP of Operations

Cement Specialist, LLC

Name and title of cementer's representative

Cementing Company

Signature

P.O. Box 11342

Midland, TX 79702

(432)617-4753

7/10/13

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 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.

*Ann Burdette Wiley*  
Typed or printed name of operator's representative

*Ray Manager*  
Title

*Ann Burdette Wiley*  
Signature

*420 Throckmorton St. Ste 1200 Ft. Worth*  
Address

City, State, Zip Code

*817-984-8200*  
Tel.: Area Code Number

*10/8/13*  
Date: mo. day yr.

*76102*

### 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 county 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.

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

RAILROAD COMMISSION OF TEXAS

Oil and Gas Division

1. Operator's Name (As Shown on Form P-5, Organization Report) <b>ATHLON ENERGY OPERATING LLC</b>	2. RRC Operator No. <b>036047</b>	3. RRC District No. <b>08</b>	4. County of Well Site <b>ANDREWS</b>
5. Field Name (Wildcat or Exactly as Shown on RRC Records) <b>Sprberry (Trend Area)</b>		6. API No. <b>42-003-45455</b>	7. Drilling Permit No. <b>764106</b>
8. Lease Name <b>UNIVERSITY 8-3</b>	9. Rule 37 Case No.	10. Oil Lease/Gas ID No.	11. Well Number <b>4</b>

CASING CEMENTING DATA:		SURFACE CASING	INTERMEDIATE CASING	PRODUCTION CASING		MULTI-STAGE CEMENTING PROCESS	
				SINGLE STRING	MULTIPLE PARALLEL STRINGS	TOOL	SHOE
12. Cementing Date						7/16/2013	7/16/2013
13. *Drilled Hole Size						11.0	11.0
*Ext. % Wash or Hole Enlargement						-	-
14. Size of Casing (in. O.D.)						8 5/8	8 5/8
15. Top of Liner (ft)						-	-
16. Setting Depth (ft)						1843	5757
17. Number of Centralizers Used						6	18
18. Hrs. Waiting on Cement Before Drill-Out						15	20
1 st Slurry	19. API Cement Used: No. of Sacks >					800	400
	Class >					Class C	Class C
	Additives >					Remark 3	Remark 1
2 nd Slurry	No. of Sacks >						200
	Class >						Class C
	Additives >						Remark 2
3 rd Slurry	No. of Sacks >						
	Class >						
	Additives >						
1st	20. Slurry Pumped: Volume (cu.ft.) >					1432	980
	Height (ft) >					5633	3855
2nd	Volume (cu.ft.) >						268
	Height (ft) >						1054
3rd	Volume (cu.ft.) >						
	Height (ft) >						
	Volume (cu.ft.) >					1432	1248
	Height (ft) >					5633	4909
21. Was Cement Circulated to Ground Surface (or Bottom of Cellar) Outside Casing?						Yes	No
22. Remarks 1 10% GEL + 5% SALT + 1/8#sk CELLOFLAKE 2 1% CACL2 3 4%GEL+5%SAL I +1/4#SK CELLOFLAKE							

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								

**CEMENTERS 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.

Joe Vasquez Service Supervisor  
Name and Title of Cementer's Representative

O-TEX PUMPING SERVICES  
Cementing Company

[Signature]  
Signature

2611 East I-20  
Address

Midland, Texas 79706  
City State Zip Code

432-686-8559  
Tel: Area Code Number

7/16/2013  
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.

Ann Borelletta Wiley  
Typed or Printed Name of Operators Representative

Reg Manager  
Title

[Signature]  
Signature

470 Throckmorton St. Ste 1200 FW, TX 76102  
Address City State Zip Code

817-984-8200  
Tel: Area Code Number

10/8/13  
Date: Mo. Day Yr.

### Instruction 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 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 county 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 applications, 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 Rull 12 (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 1000 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**

1. Operator's Name (As Shown on Form P-5, Organization Report) <b>ATHLON ENERGY OPERATING LLC</b>	2. RRC Operator No. <b>036047</b>	3. RRC District No. <b>08</b>	4. County of Well Site <b>ANDREWS</b>
5. Field Name (Wildcat or Exactly as Shown on RRC Records) <b>Sproberry (Trend Area)</b>		6. API No. <b>42-003-45455</b>	7. Drilling Permit No. <b>764106</b>
8. Lease Name <b>UNIVERSITY 8-3</b>	9. Rule 37 Case No.	10. Oil Lease/Gas ID No.	11. Well Number <b>#4</b>

CASING CEMENTING DATA:	SURFACE CASING	INTERMEDIATE CASING	PRODUCTION CASING		MULTI-STAGE CEMENTING PROCESS	
			SINGLE STRING	MULTIPLE PARALLEL STRINGS	TOOL	SHOE
12. Cementing Date			7/23/2013			
13. *Drilled Hole Size			7 7/8			
*Ext. % Wash or Hole Enlargement			-			
14. Size of Casing (in. O.D.)			5 1/2			
15. Top of Liner (ft)			-			
16. Setting Depth (ft)			12184			
17. Number of Centralizers Used			21			
18. Hrs. Waiting on Cement Before Drill-Out			-			
1 st Slurry	19. API Cement Used: No. of Sacks >		200			
	Class >		H			
	Additives >		REMARK1			
2 nd Slurry	No. of Sacks >		650			
	Class >		H			
	Additives >		REMARK2			
3 rd Slurry	No. of Sacks >					
	Class >					
	Additives >					
1st	20. Slurry Pumped: Volume (cu.ft.) >		586			
	Height (ft) >		3383			
2nd	Volume (cu.ft.) >		793			
	Height (ft) >		4578			
3rd	Volume (cu.ft.) >					
	Height (ft) >					
	Volume (cu.ft.) >		1379			
	Height (ft) >		7961			
21. Was Cement Circulated to Ground Surface (or Bottom of Celler) Outside Casing?			NO			

22. Remarks  
 1 10%Gel + 5%Salt + 5#sk/Kol-Seal + 1/4#sk/Celloflake + 6/10%SMS + 1/10%C-20  
 2 2%Gel + 4/10%C-12 + 2/10%C-49 + 2#sk/Kol-Seal + 1/4#sk/Celloflake + 2/10%C-20

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								

**CEMENTERS 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.

**JEFF RAINES- SERVICE SUPERVISOR**  
Name and Title of Cementer's Representative

**O-TEX PUMPING SERVICES**  
Cementing Company

Signature 

2611 East I-20

Midland, Texas 79706

432-686-8559

7/23/2013


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.

  
Typed or Printed Name of Operators Representative

  
Title

  
Signature

420 Throckmorton St. Ste 1200 F.W. TX 76102  
Address City State Zip Code

817-984-8200  
Tel: Area Code Number

10/5/13  
Date: Mo. Day Yr.

### Instruction 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 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 county 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 applications, 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 12 (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 1000 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

Form W-12  
(1-1-71)  
FOD1296

<b>INCLINATION REPORT</b> (One Copy Must Be Filed With Each Completion Report)		6. RRC District <u>28</u>
		7. RRC Lease Number. (Oil completions only)
1. FIELD NAME (as per RRC Records or Wildcat) <u>Spraberry (Trend Area)</u>	2. LEASE NAME <u>University Lands 8-3</u>	8. Well Number <u>4</u>
3. OPERATOR <u>Athlon Energy Operating LLC</u>		9. RRC Identification Number (Gas completions only)
4. ADDRESS <u>420 Throckmorton St Ste 1200 Fort Worth, TX 76102</u>		10. County <u>Andrews</u>
5. LOCATION (Section, Block, and Survey) <u>Sec. 3 Blk 8 UL</u>		

**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 x100)	15. Course Displacement (feet)	16. Accumulative Displacement (feet)
366	366	0.50	0.87	3.19	3.19
789	423	1.60	2.79	11.81	15.00
1213	424	0.90	1.57	6.66	21.66
1657	444	0.20	0.35	1.55	23.21
2134	477	0.40	0.70	3.33	26.54
2371	237	0.50	0.87	2.07	28.61
2842	471	0.70	1.22	5.75	34.37
3348	506	0.90	1.57	7.95	42.31
3795	447	0.90	1.57	7.02	49.34
4269	474	1.10	1.92	9.10	58.44
4684	415	1.10	1.92	7.97	66.40
5125	441	0.60	1.05	4.62	71.02
5565	440	1.00	1.75	7.68	78.70
5744	179	1.30	2.27	4.06	82.76
6009	265	0.90	1.57	4.16	86.92

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 12140 feet = 170.99 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..... 540 feet.
21. Minimum distance to lease line as prescribed by field rules ..... 467 feet.
22. Was the subject well at any time intentionally deviated from the vertical in any manner whatsoever? NO

(If the answer to the above question is "yes," attach written explanation of the circumstances.)

<p><b>INCLINATION DATA CERTIFICATION</b></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 sides 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><u>[Signature]</u> Signature of Authorized Representative <b>Danny Crow, VP of Operations</b> Name of Person and Title (type or print) <b>Felderhoff Drilling</b> Name of Company Telephone: <u>940-668-8344</u> Area Code</p>	<p><b>OPERATOR CERTIFICATION</b></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 presented on both sides of this form 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><u>[Signature]</u> Signature of Authorized Representative <u>Ann Buckette Wiley / Reg. Manager</u> Name of Person and Title (type or print) <u>Athlon Energy Operating LLC</u> Operator Telephone: <u>817-984-8200</u> Area Code</p>
---	---

Railroad Commission Use Only:

Approved By: \_\_\_\_\_ Title: \_\_\_\_\_ Date: \_\_\_\_\_

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



Tracking No.: 89238

*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: <b>ATHLON ENERGY OPERATING LLC</b>	District No. <b>08</b>	Completion Date: <b>08/19/2013</b>
Field Name <b>SPRABERRY (TREND AREA)</b>	Drilling Permit No. <b>764106</b>	
Lease Name <b>UNIVERSITY 8-3</b>	Lease/ID No.	Well No. <b>4</b>
County <b>ANDREWS</b>	API No. <b>42- 003-45455</b>	

**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). \_\_\_\_\_

Ann Wiley  
 Signature  
 \_\_\_\_\_  
 Name (print)

Regulatory Manager  
 Title  
(817) 984-8227 10/25/2013  
 Phone Date

-FOR RAILROAD COMMISSION USE ONLY-



**Weatherford**

**COMPENSATED PHOTO DENSITY  
COMPENSATED NEUTRON  
GAMMA RAY**

COMPANY ATHLON ENERGY OPERATING, LLC  
UNIT UNIVERSITY 8-3 #4  
LOCALITY SPRABERRY (TREND AREA)  
COUNTY ANDREWS  
STATE U.S.A. / TEXAS

WELL ID 540' FSL & 1088' FEL  
WELL NAME 764103 SEC-3 BLK-8 UL SURVEY

WELL TYPE TWP RGE Other Services  
ARRAY INDUCTION SHALLOW FE

Well Number 42-003-45455  
Well Name 764103 SEC-3  
Permanent Datum GL, Elevation 3013 feet  
Measured From KB  
Logging Measured From KB @ 18 FT

Well Number	22-JUL-2013	Elevations:	KB	3031.00
Well Name	ONE	DF	3030.00	
Well Order	3538162	GL	3013.00	
1st Driller	12184.00	feet		
2nd Driller	12190.00	feet		
3rd Driller	12169.00	feet		
4th Driller	100.00	feet		
5th Driller	5757.00	feet		
6th Driller	5750.00	inches		
7th Driller	7.875	lb/USg		
8th Driller	FRESH	lb/USg		
9th Driller	8.70	lb/USg	30.00	sec/qt
10th Driller	9.00	sec/qt		
11th Driller	9.00	sec/qt		
12th Driller	FLOWLINE	sec/qt		
13th Driller	0.69 @ 80.0	ohm-m		
14th Driller	0.518 @ 80.0	ohm-m		
15th Driller	1.035 @ 80.0	ohm-m		
16th Driller	CALC	ohm-m		
17th Driller	0.313 @ 182.0	ohm-m		
18th Driller	6 HOURS	ohm-m		
19th Driller	182.00	deg F		
20th Driller	13270	deg F		
21st Driller	T. BENICH	deg F		
22nd Driller	D. RYSAVY	deg F		
23rd Driller	J. GUINN	deg F		

**BOREHOLE RECORD**

Last Edited: 22-JUL-2013 02:3

Bit Size inches	Depth From feet	Depth To feet
11.000	0.00	5757.00
7.875	5757.00	12184.00

**CASING RECORD**

Type	Size inches	Depth From feet	Shoe Depth feet	Weight pounds/ft
INTER	8.625	0.00	5757.00	32.00

**REMARKS**

UN ONE  
TOOLS RAN: MAI, MFE, SKJ, MPD, MDN, MCG, SHA  
ARDWARE RAN: MDN - DUAL ECCENTRALISER  
MFE - ONE 0.5" STANDOFF  
MAI - ONE 0.5" STANDOFF

71 g/cm<sup>3</sup> MATRIX USED TO CALCULATE POROSITY.  
ALL INTERVALS LOGGED AND SCALED PER CUSTOMER'S REQUEST.  
BOREHOLE SIZE AND RUGOSITY CAN AFFECT LOG QUALITY.

ANNULAR VOLUME CALCULATED USING 5.5 INCH CASING  
ANNULAR VOLUME FROM TD TO CASING: 1210 CU FT  
TOTAL HOLE VOLUME TO CASING: 2270 CU FT

SERVICE ORDER #: 3538162



STATEMENT OF PRODUCTIVITY OF ACREAGE  
ASSIGNED TO PRORATION UNITS

Form P-15

Tracking No.: 89238

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 ATHLON ENERGY OPERATING LLC ,  
OPERATOR  
UNIVERSITY 8-3 , No. 4 ; that such well is  
LEASE WELL  
completed in the SPRABERRY (TREND AREA) 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 \_\_\_\_\_  
80.0 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 10/25/2013 Signature Ann Wiley

Telephone (817) 984-8227 Title Regulatory Manager  
AREA CODE

**APPLICATION FOR ALTERNATE SURFACE CASING PROGRAM**  
**Statewide Rule 13(b)(2)(g)**  
**RRC District 8/8A**

101

Operator's Name and Address: <i>Athlon Energy Operating LLC</i> <i>420 Throckmorton St. Ste 1200</i> <i>Fort Worth, TX 76102</i>	Lease: <i>University 8-3</i>	Well No.: <i>4</i>
	Field: <i>SPRABERRY (TREND AREA)</i>	
	Drilling Permit No.: <i>764106</i>	
	County: <i>Andrews</i>	RRC District: <i>08</i>
	Location: <i>Sec 3 Block 8 Sur. T &amp; P RR CO Twp. 1S</i>	
Proposed TD: <i>12,000'</i>		

Distance and Direction from nearest town: *14.3 miles NE of Pecos*

Proposed injection or disposal well?  Yes  No NOTE: Special conditions may apply. See PROVISIONS below.

Usable-quality water strata (as determined by TCEQ "Waterboard" letter) occur to a depth of *> 75* ft, and from *1300* ft to *1725* ft, and from \_\_\_\_\_ ft to \_\_\_\_\_ ft.

**Note: Please submit copy of TCEQ "Waterboard" letter with this request. Request cannot be processed without this information.**

Distance and direction of nearest water well (within 1/4 mile): NONE

Type of water well (domestic, public, irrigation, stock, etc.): \_\_\_\_\_ Depth: \_\_\_\_\_

**Proposed Casing and Cementing Program**

Note: You may attach a wellbore diagram or cementing proposal to this application.

This application is for (check applicable boxes):  Short surface casing  excess surface casing  no surface casing

The proposed surface casing depth: *320* Multi-Stage tool depth (if applicable): \_\_\_\_\_

Intermediate or production casing depth: *5750'* Multi-Stage tool depth (if applicable): *1800'*

Centralizer number and placement: MINIMUM OF 1 CENTRALIZER PER EVERY 4 JTS OF CASING FOR ENTIRE CASING STRING

Does the cement across the critical zone have 72-hr compressive strength of at least 1,200 psi?  Yes  No

Does the filler cement have 24-hr compressive strength of at least 250 psi?  Yes  No

Do you plan on circulating cement to the surface on all casing strings protecting usable-quality water?  Yes  No

Reason for this request: UNCONSOLIDATED SHALLOW FORMATIONS CAUSE CAVING DURING DRILLING

**PROVISIONS APPLICABLE TO RULE 13 EXCEPTIONS:**

- Caution: If this well is being drilled for injection or disposal purposes, an injection or disposal well permit may be denied unless surface casing is set and cemented through all zones of usable-quality groundwater.
- Centralizers must be used through all usable-quality waters. Refer to Rule 13(b)(2)(F).
- Notify District Office 8 hours prior to setting casing.

Signature: *Ann Burdette Wiley* Print Name: *Ann Burdette Wiley* Date: *7/9/13* Phone: *817-984-8227*

**IF CEMENT IS NOT CIRCULATED TO THE GROUND SURFACE AS REQUIRED BY THIS EXCEPTION, YOU MUST IMMEDIATELY CONTACT THE DISTRICT 8/8A OFFICE AT 432-684-5581, AND FOLLOW THE PROCEDURES AS SET OUT IN RULE 13(B)(2)(g)(III) OR AS RECOMMENDED BY THE DISTRICT OFFICE.**

RRC Use Only ▶

RRC District Office Action:		By: <i>[Signature]</i>	Date: <i>7-10-13</i>
<input type="checkbox"/> Approved	<input checked="" type="checkbox"/> Approved as Modified	<input type="checkbox"/> Denied	
Remarks/Modifications: <i>Critical Zone Slurry required across the water board</i>			
<i>Casing must be set before penetrating the San Andres Formation</i>			

Groundwater  
Advisory Unit

GROUNDWATER PROTECTION DETERMINATION

Date June 11, 2013

GAU File No.: SC- 15886

\*\*\*\*\* EXPEDITED APPLICATION \*\*\*\*\*

API Number 00300000

Attention: ANN BURDETTE WILEY

RRC Lease No. 000000

SC\_036047\_00300000\_000000\_15886.pdf

ATHLON ENERGY OPERATING LLC  
420 THROCKMORTON ST  
STE 1200  
FORT WORTH TX 76102  
P-5# 036047

--Measured--

1088 ft FEL

540 ft FSL

MRL:SECTION

Digital Map Location:

X-coord/Long 102.32000

Y-coord/Lat 32.39970

Datum 27 Zone

County ANDREWS

Lease & Well No. UNIVERSITY 8-3 #4

Purpose ND

Location SUR-UL, A-U221, BLK-8, SEC-3, -- [TD=12000], [RRC 8],

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

The interval from the land surface to a depth of 275 feet and the ZONE from 1300 feet to 1725 feet must be protected.

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

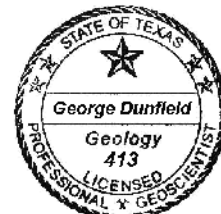
If you have any questions, please contact us at 512-463-2741, [gau@rrc.state.tx.us](mailto:gau@rrc.state.tx.us), or by mail.

Sincerely,

[Signature Box]

George Dunfield, P.G.

GEOLOGIST SEAL



Geologist, Groundwater Advisory Unit  
Oil & Gas Division

The seal appearing on this document was authorized by George Dunfield on 6/11/2013  
Note: Alteration of this electronic document will invalidate the digital signature.

39  
A-U143  
Block 5  
University Lands

40  
A-U144

38  
A-U142

Calculated  
Corner

Athlon Energy Operating, LLC

Found original  
ULS concrete mon.

4  
A-U222

3  
A-U221

2  
A-U220

Block 8  
University Lands

No. 3\*

80ac

80ac

No. 4  
Elev. 3013'

Calculated  
Corner

University 8-3 Lease  
556.7 Acres Called

Calculated  
Corner

9  
A-U227

10  
A-U228

11  
A-U229



*Michael L. Stanford*

Note: \* coordinates from W-1 permit plot on file with the RRC

This plot is for Texas Railroad Commission Permit Purposes Only and is NOT a boundary survey and is NOT to be used to convey or establish interests in real property.

BASIS OF BEARINGS is the Texas State Plane Coordinate System North Central Zone NAD 27.

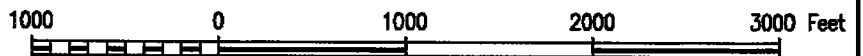
Application for Well No. 4  
14.3 Miles E.Northeast of Pecos, TX

Date Well Location Staked May 22, 2013

NAD 27 X = 512773  
NAD 27 Y = 300810

EMERGENCY RESPONSE LOCATOR

NAD 27 Lat. = 32° 23' 58.96" / 32.399711  
NAD 27 Long. = 102° 19' 12.60" / 102.320168



Athlon Energy Operating, LLC  
University 8-3 No. 4 - 540' FSL & 1088' FEL  
Section 3, Block 8, University Lands Survey  
Andrews County, Texas

STANFORD SURVEYING COMPANY  
P.O. BOX 8490  
MIDLAND, TEXAS 79708-8490  
432-699-5708

DRAWN BY Joshua Naumann

DATE 6-5-2013

SCALE 1" = 1000'

FILE NAME A-7916