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| API No. <u>42-003-46363</u> Drilling Permit # <u>787793</u> SWR Exception Case/Docket No. <u>0290360 (R37)</u> | RAILROAD COMMISSION OF TEXAS OIL & GAS DIVISION APPLICATION FOR PERMIT TO DRILL, RECOMPLETE, OR RE-ENTER <small>This facsimile W-1 was generated electronically from data submitted to the RRC. A certification of the automated data is available in the RRC's Austin office.</small> | FORM W-1 07/2004 Permit Status: Approved |
|--|---|---|

| | | |
|--|--|---|
| 1. RRC Operator No. 217012 | 2. Operator's Name (as shown on form P-5, Organization Report) DIAMONDBACK E&P LLC | 3. Operator Address (include street, city, state, zip): 500 W TEXAS AVE STE 1200 MIDLAND, TX 79701-4203 |
| 4. Lease Name UL TAWNY UNIT 8-12 | | 5. Well No. 3LS |

GENERAL INFORMATION

| | | | | |
|--|---|--|--|-----------------------------------|
| 6. Purpose of filing (mark ALL appropriate boxes): | | | | |
| <input checked="" type="checkbox"/> New Drill | <input type="checkbox"/> Recompletion | <input type="checkbox"/> Reclass | <input type="checkbox"/> Field Transfer | <input type="checkbox"/> Re-Enter |
| <input checked="" type="checkbox"/> Amended | <input type="checkbox"/> Amended as Drilled (BHL) (Also File Form W-1D) | | | |
| 7. Wellbore Profile (mark ALL appropriate boxes): | | | | |
| <input type="checkbox"/> Vertical | <input checked="" type="checkbox"/> Horizontal (Also File Form W-1H) | <input type="checkbox"/> Directional (Also File Form W-1D) | <input type="checkbox"/> Sidetrack | |
| 8. Total Depth 11500 | 9. Do you have the right to develop the minerals under any right-of-way ? <input checked="" type="checkbox"/> Yes <input type="checkbox"/> No | | 10. Is this well subject to Statewide Rule 36 (hydrogen sulfide area)? <input type="checkbox"/> Yes <input checked="" type="checkbox"/> No | |

SURFACE LOCATION AND ACREAGE INFORMATION

| | | | | |
|---|------------------------------|---|-----------------------------------|--|
| 11. RRC District No. 08 | 12. County ANDREWS | 13. Surface Location <input checked="" type="checkbox"/> Land <input type="checkbox"/> Bay/Estuary <input type="checkbox"/> Inland Waterway <input type="checkbox"/> Offshore | | |
| 14. This well is to be located <u>15.5</u> miles in a <u>NE</u> direction from <u>ANDREWS</u> which is the nearest town in the county of the well site. | | | | |
| 15. Section 12 | 16. Block 8 | 17. Survey UL | 18. Abstract No. A-U230 | 19. Distance to nearest lease line: 50 ft. |
| 20. Number of contiguous acres in lease, pooled unit, or unitized tract: 930.95 | | | | |
| 21. Lease Perpendiculars: <u>2411</u> ft from the <u>N(OFF LEASE)</u> line and <u>1375</u> ft from the <u>E(OFF LEASE)</u> line. | | | | |
| 22. Survey Perpendiculars: <u>1375</u> ft from the <u>E</u> line and <u>2411</u> ft from the <u>N</u> line. | | | | |
| 23. Is this a pooled unit? <input checked="" type="checkbox"/> Yes <input type="checkbox"/> No | | 24. Unitization Docket No: | | |
| 25. Are you applying for Substandard Acreage Field? <input type="checkbox"/> Yes (attach Form W-1A) <input checked="" type="checkbox"/> No | | | | |

FIELD INFORMATION List all fields of anticipated completion including Wildcat. List one zone per line.

| 26. RRC District No. | 27. Field No. | 28. Field Name (exactly as shown in RRC records) | 29. Well Type | 30. Completion Depth | 31. Distance to Nearest Well in this Reservoir | 32. Number of Wells on this lease in this Reservoir |
|----------------------|---------------|--|-----------------|----------------------|--|---|
| 08 | 85280300 | SPRABERRY (TREND AREA) | Oil or Gas Well | 11500 | 836.00 | 3 |
| | | | | | | |
| | | | | | | |

BOTTOMHOLE LOCATION INFORMATION is required for DIRECTIONAL, HORIZONTAL, AND AMENDED AS DRILLED PERMIT APPLICATIONS (see W-1H attachment)

| | |
|---|---|
| Remarks See W1 Comments attached | <p style="text-align: center;"><u>Certificate:</u></p> I certify that information stated in this application is true and complete, to the best of my knowledge. <p style="text-align: center;">Deborah Magness, Regulatory Manager</p> <hr/> Name of filer Date submitted <u>(432)2217456</u> <u>Dec 12, 2014</u> <u>dmagness@diamondbackenergy.com</u> Phone E-mail Address (OPTIONAL) |
| RRC Use Only Data Validation Time Stamp: Dec 23, 2014 7:36 AM(Current Version) | |

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

Form W-1H 07/2004
Supplemental Horizontal Well Information

Permit Status: **Approved**

The RRC has not approved this application. Duplication or distribution of information is at the user's own risk.

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| | |
|----------------|--------------|
| Permit # | 787793 |
| Approved Date: | Dec 22, 2014 |

| | | | |
|--------------------------------------|--|--|---------------------------|
| 1. RRC Operator No. 217012 | 2. Operator's Name (exactly as shown on form P-5, Organization Report) DIAMONDBACK E&P LLC | 3. Lease Name UL TAWNY UNIT 8-12 | 4. Well No. 3LS |
|--------------------------------------|--|--|---------------------------|

Lateral Drainhole Location Information

5. Field as shown on Form W-1 **SPRABERRY (TREND AREA) (Field # 85280300, RRC District 08)**

| | | | | |
|-------------------------|----------------------|------------------------|-------------|-------------------------------------|
| 6. Section 13 | 7. Block 8 | 8. Survey UL | 9. Abstract | 10. County of BHL ANDREWS |
|-------------------------|----------------------|------------------------|-------------|-------------------------------------|

| | | |
|-----|---|--|
| 11. | Terminus Lease Line Perpendiculars | <u>2170</u> ft. from the <u>E</u> line. and <u>50</u> ft. from the <u>S</u> line |
| 12. | Terminus Survey Line Perpendiculars | <u>2170</u> ft. from the <u>E</u> line. and <u>50</u> ft. from the <u>S</u> line |
| 13. | Penetration Point Lease Line Perpendiculars | <u>2411</u> ft. from the <u>N(off lease)</u> line. and <u>1375</u> ft. from the <u>E(off lease)</u> line |

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OIL & GAS DIVISION**

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

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W-1 Comments

Permit # **787793**

Approved Date: **Dec 22, 2014**

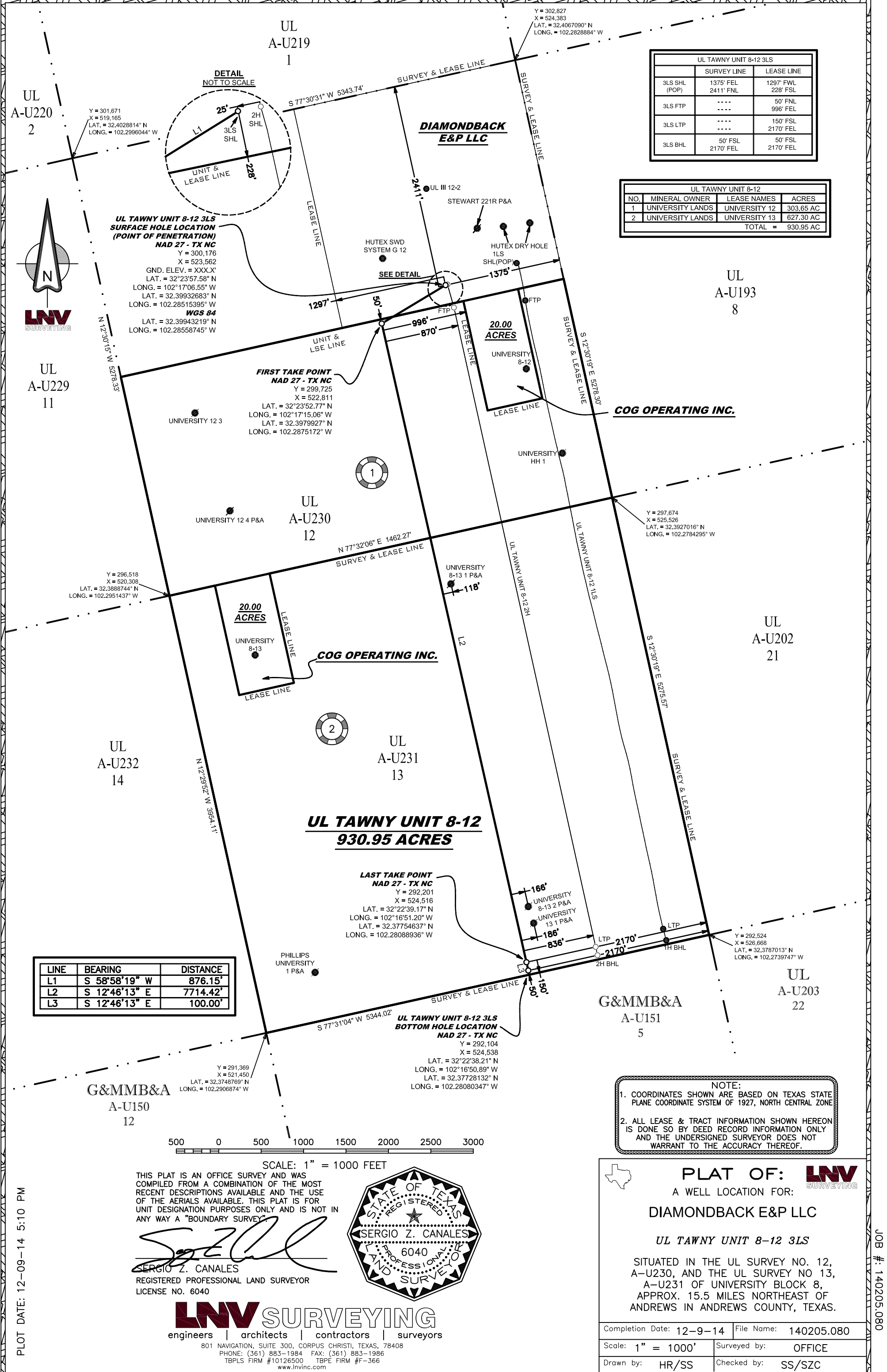
[FILER Dec 12, 2014 10:46 AM]: Penetration point is off lease, but is on another Diamondback lease (own offset). Administrative Rule 37 requested since FTP is 50' from another Diamondback lease (own offset).; [RRC STAFF Dec 16, 2014 12:41 PM]: There have been problems identified with this permit (see problem letter attachment). Notification sent.; [RRC STAFF Dec 17, 2014 9:00 AM]: Problems identified with this permit are resolved.; [RRC STAFF Dec 17, 2014 9:00 AM]: Attached P-16.; [RRC STAFF Dec 22, 2014 9:53 AM]: There have been problems identified with this permit (see problem letter attachment). Notification sent.; [RRC STAFF Dec 22, 2014 12:09 PM]: Problems identified with this permit are resolved.; [RRC STAFF Dec 22, 2014 12:09 PM]: As per Deborah Magness: COG has agreed to send in P-15s adjusting the acreage after the well is drilled and completed.

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

ANDREWS (003) County

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

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



| UL TAWNY UNIT 8-12 3LS | | |
|------------------------|------------------------|-----------------------|
| | SURVEY LINE | LEASE LINE |
| 3LS SHL (POP) | 1375' FEL 2411' FNL | 1297' FWL 228' FSL |
| 3LS FTP | ---- | 50' FNL 996' FEL |
| 3LS LTP | ---- | 150' FSL 2170' FEL |
| 3LS BHL | 50' FSL 2170' FEL | 50' FSL 2170' FEL |

| UL TAWNY UNIT 8-12 | | | |
|--------------------|------------------|---------------|-----------|
| NO. | MINERAL OWNER | LEASE NAMES | ACRES |
| 1 | UNIVERSITY LANDS | UNIVERSITY 12 | 303.65 AC |
| 2 | UNIVERSITY LANDS | UNIVERSITY 13 | 627.30 AC |
| TOTAL = | | | 930.95 AC |

**UL TAWNY UNIT 8-12 3LS
SURFACE HOLE LOCATION
(POINT OF PENETRATION)
NAD 27 - TX NC**
 Y = 300.176
 X = 523.562
 GND. ELEV. = XXX.X'
 LAT. = 32°23'57.58" N
 LONG. = 102°17'06.55" W
 LAT. = 32.39932683° N
 LONG. = 102.28515395° W
WGS 84
 LAT. = 32.39943219° N
 LONG. = 102.28558745° W

**FIRST TAKE POINT
NAD 27 - TX NC**
 Y = 299.725
 X = 522.811
 LAT. = 32°23'52.77" N
 LONG. = 102°17'15.06" W
 LAT. = 32.3979927° N
 LONG. = 102.2875172° W

**LAST TAKE POINT
NAD 27 - TX NC**
 Y = 292.201
 X = 524.516
 LAT. = 32°22'39.17" N
 LONG. = 102°16'51.20" W
 LAT. = 32.37754637° N
 LONG. = 102.28088936° W

**UL TAWNY UNIT 8-12 3LS
BOTTOM HOLE LOCATION
NAD 27 - TX NC**
 Y = 292.104
 X = 524.538
 LAT. = 32°22'38.21" N
 LONG. = 102°16'50.89" W
 LAT. = 32.37728132° N
 LONG. = 102.28080347° W

| LINE | BEARING | DISTANCE |
|------|---------------|----------|
| L1 | S 58°58'19" W | 876.15' |
| L2 | S 12°46'13" E | 7714.42' |
| L3 | S 12°46'13" E | 100.00' |

NOTE:
 1. COORDINATES SHOWN ARE BASED ON TEXAS STATE PLANE COORDINATE SYSTEM OF 1927, NORTH CENTRAL ZONE
 2. ALL LEASE & TRACT INFORMATION SHOWN HEREON IS DONE SO BY DEED RECORD INFORMATION ONLY AND THE UNDERSIGNED SURVEYOR DOES NOT WARRANT TO THE ACCURACY THEREOF.

THIS PLAT IS AN OFFICE SURVEY AND WAS COMPILED FROM A COMBINATION OF THE MOST RECENT DESCRIPTIONS AVAILABLE AND THE USE OF THE AERIALS AVAILABLE. THIS PLAT IS FOR UNIT DESIGNATION PURPOSES ONLY AND IS NOT IN ANY WAY A "BOUNDARY SURVEY".

Sergio Z. Canales
 SERGIO Z. CANALES
 REGISTERED PROFESSIONAL LAND SURVEYOR
 LICENSE NO. 6040



LNV SURVEYING
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 PHONE: (361) 883-1984 FAX: (361) 883-1986
 TBPLS FIRM #10126500 TBPE FIRM #F-366
 www.lnvinc.com

PLAT OF: **LNV SURVEYING**
 A WELL LOCATION FOR:
DIAMONDBACK E&P LLC
UL TAWNY UNIT 8-12 3LS
 SITUATED IN THE UL SURVEY NO. 12, A-U230, AND THE UL SURVEY NO. 13, A-U231 OF UNIVERSITY BLOCK 8, APPROX. 15.5 MILES NORTHEAST OF ANDREWS IN ANDREWS COUNTY, TEXAS.

| | |
|--------------------------|-----------------------|
| Completion Date: 12-9-14 | File Name: 140205.080 |
| Scale: 1" = 1000' | Surveyed by: OFFICE |
| Drawn by: HR/SS | Checked by: SS/SZC |

PLOT DATE: 12-09-14 5:10 PM

JOB #: 140205.080