

RAILROAD COMMISSION OF TEXAS

Tracking No.: 40744
Status: Submitted

Oil and Gas Division
This facsimile W-2 was generated electronically
from data submitted to the RRC.

API No. 42- 461-37576

7. RRC District No.
7C

8. RRC Lease No.

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

1. FIELD NAME (as per RRC Records or Wildcat) SPRABERRY (TREND AREA)		2. LEASE NAME UNIVERSITY "3-22A"		9. Well No. 2	
3. OPERATOR'S NAME (Exactly as shown on Form P-5, Organization Report) PIONEER NATURAL RES. USA, INC.			RRC Operator No. 665748		10. County of well site UPTON
4. ADDRESS ATTN CINDY WHIDDON P O BOX 3178 MIDLAND, TX 79702-0000					11. Purpose of filing Initial Potential <input type="checkbox"/> Retest <input type="checkbox"/> Reclass <input type="checkbox"/> Well record only (Explain In remarks) <input checked="" type="checkbox"/>
5. If Operator has changed within last 60 days, name former operator					
6a. Location (Section, Block, and Survey) 22 , 3 , UL			6b. Distance and direction to nearest town in this county. 6.4 MILES NE FROM RANKIN		
12. If workover or reclass, give former field (with reservoir) & Gas ID or oil lease no. FIELD & RESERVOIR N/A				GAS ID or OIL LEASE #	Oil-O Gas-G
13. Type of electric or other log run Acceptable cased hole logs				14. Completion or recompletion date 10/18/2011	

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

15. Date of test	16. No. of hours tested	17. Production method (Flowing, Gas Lift, Jetting, Pumping- Size & Type of pump)			18. Choke size
19. Production during Test Period	Oil - BBLS	Gas - MCF	Water - BBLS	Gas - Oil Ratio	Flowing Tubing Pressure
				0	PSI
20. Calculated 24-Hour Rate	Oil - BBLS	Gas - MCF	Water - BBLS	Oil Gravity-API-60°	Casing Pressure
					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)			23. Injection Gas-Oil Ratio
REMARKS: N/A					

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.

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

<p>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.</p>	
<p>PIONEER NATURAL RES. USA, INC. Type or printed name of operator's representative (972) 969-3664 Telephone: Area Code Number Month Day Year</p>	<p>Engineering Tech Title of Person SHERONDA GREENWOOD Signature</p>

SECTION III

DATA ON WELL COMPLETION AND LOG (Not Required on Retest)

24. Type of Completion				25. Permit to Drill, Plug Back or Deepen		DATE	PERMIT NO.
New Well <input checked="" type="checkbox"/> Deepening <input type="checkbox"/> Plug Back <input type="checkbox"/> Other <input type="checkbox"/>						08/26/2011	721662
26. Notice of Intention to Drill this well was filed in Name of PIONEER NATURAL RES. USA, INC.				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 164.9		Water Injection Permit PERMIT NO.	
29. Date Plug Back, Deepening, Workover or Drilling Operations: 10/01/2011		Commenced 10/18/2011		Completed 10/18/2011		Salt Water Disposal Permit PERMIT NO.	
				30. Distance to nearest well, Same Lease & Reservoir 3709.0		Other PERMIT NO.	

31. Location of well, relative to nearest lease boundaries		960.0	Feet From	South	Line and	632.0	Feet from
		West	Line of the UNIVERSITY "3-22A"				Lease

32. Elevation (DF, RKB, RT, GR ETC.) 2680 GL		33. Was directional survey made other than inclination (Form W-12)? <input type="checkbox"/> Yes <input checked="" type="checkbox"/> No					
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34. Top of Pay 0	35. Total Depth 10914	36. P. B. Depth 10887	37. Surface Casing Determined by	Field Rules <input type="checkbox"/>	Recommendation of T.D.W.R. Railroad Commission (Special) <input type="checkbox"/>	<input checked="" type="checkbox"/>	Dt. of Letter 08/10/2011
							Dt. of Letter

38. Is well multiple completion? <input type="checkbox"/> Yes <input checked="" type="checkbox"/> No	
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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 #
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40. Intervals Drilled by:	Rotary Tools <input checked="" type="checkbox"/>	Cable Tools	41. Name of Drilling Contractor PATTERSON UTI DRILLING COMPANY LLC	42. Is Cementing Affidavit Attached? <input checked="" type="checkbox"/> Yes <input type="checkbox"/> No
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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	23.0	32.0	523		CLASS C 410	11	SURFACE	688.0
4 1/2	11.6		10910		TXI 1640	7 7/8	2700	2657.0

44. LINER RECORD				
Size	Top	Bottom	Sacks Cement	Screen
N/A				

45. TUBING RECORD			46. Producing Interval (this completion) Indicate depth of perforation or open hole		
Size	Depth Set	Packer Set	From	To	To
N/A			10251	10277	

47. ACID, SHOT, FRACTURE, CEMENT SQUEEZE, ETC.		
Depth Interval	Amount and Kind of Material Used	
10251.0	10277.0	81,302G 12# XL ASSIST; 9316# MSD; 3,000G 15% HCL

48. FORMATION RECORD (LIST DEPTHS OF PRINCIPAL GEOLOGICAL MARKERS AND FORMATION TOPS)			
Formations	Depth	Formations	Depth
TOP UPPER SPRABERRY	6678.0	TOP OF WOLFCAMP	8202.0
TOP LOWER SPRABERRY	7179.0	STRAWN	10161.0
TOP DEAN	8025.0		

REMARKS: THIS W2 IS FOR WELL RECORD ONLY. THIS WELL IS ON THE SCHEDULED TO BE PA'D.

Cementor: 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) Pioneer Natural Resources USA, Inc.		2. RRC Operator No. 665748	3. RRC District No. 7C	4. County of Well Site UPTON
5. Field Name (Wildcat or Exactly as Shown on RRC Records) SPRABERRY (TRENCH AREA)		6. API No. 42-461-37576	7. Drilling Permit No. 721662	
8. Lease Name UNIVERSITY 3-22A		9. Rule 37 Case No.	10. Oil Leaser/Gas ID No.	11. Well Number 2

CASING CEMENTING DATA	SURFACE CASING	INTERMEDIATE CASING	PRODUCTION CASING		MULTI-STAGE CEMENTING PROCESS	
			SINGLE STRING	MULTIPLE PARALLEL STRINGS	TOOL	SHOE
12. Cementing Date	10-2-11					
13. *Drilled Hole Size	11					
*Ext. % Wash or Hole Enlargement						
14. Size of Casing (in O.D.)	8 5/8					
15. Top of Liner (ft)						
16. Setting Depth (ft)	523					
17. Number of Centralizers Used	3					
18. Hrs. Waiting on Cement Before Ditch-Out	12					
1st Slurry	19. API Cement Used: No. of Sacks >	410				
	Class >	CLASS C				
	Additives >	REMARKS				
2nd Slurry	No. of Sacks >					
	Class >					
	Additives >					
3rd Slurry	No. of Sacks >					
	Class >					
	Additives >					
1st	20. Slurry Pumped: Volume (cu ft) >	688.00				
	Height (ft) >	2706.00				
2nd	Volume (cu ft) >					
	Height (ft) >					
3rd	Volume (cu ft.) >					
	Height (ft) >					
Total	Volume (cu ft) >	688				
	Height (ft) >	2706				
21. Was Cement Circulated to Ground Surface (or Bottom of Casing) Outside Casing?		NO				

22. Remarks
410 CLASS C, 4%GEL, 2%CACL2, 25DF-10
DID NOT CIRCULATED CMT TO THE SURFACE
TOP OUT WITH 200 SKS OF CLASS C WITH 2%CACL2

OVER →

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.

MARIO RAMIREZ Service Supervisor
Name and Title of Cementer's Representative

Chief Services
Cementing Company

Signature

600 N. Big Spring Midland TX **79701**
Address City State Zip Code

432-943-7571
Tel. Area Code Number

October 2, 2011
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.

SHERONDA GREENWOOD
Typed or Printed Name of Operators Representative

ENG. TECH
Title

Sheronda Greenwood
Signature

5205 N. O'Connor Blvd, Suite 200W
Address City State Zip Code

972-969-3664
Tel. Area Code Number

3-20-12
Date: Mo. Day Yr.

IRVING, TX 75039

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.

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

RAILROAD COMMISSION OF TEXAS
 Oil and Gas Division

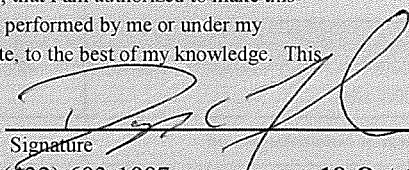
1. Operator's Name (As shown on Form P-5, Organization Report) Pioneer Natural Resources USA, INC.		2. RRC Operator No. 665748	3. RRC District No. 7C	4. County of Well Site Upton
5. Field Name (Wildcat or exactly as shown on RRC records) SPRABERRY (TREND AREA)			6. API No. 42-461-37576	7. Drilling Permit No. 721662
8. Lease Name University 3-22A		9. Rule 37 Case No.	10. Oil Lease/Gas ID No.	11. Well No. 2

CASING CEMENTING DATA:		SURFACE CASING	INTER-MEDIATE CASING	PRODUCTION CASING		MULTI-STAGE CEMENTING PROCESS	
				Single String	Multiple Parallel Strings	Tool	Shoe
12. Cementing Date				10/18/2011			
13. ●Drilling hole size				7 7/8			
●Est. % wash or hole enlargement							
14. Size of casing (in. O.D.)				4 1/2			
15. Top of liner (ft.)							
16. Setting depth (ft.)				10,910			
17. Number of centralizers used				33			
18. Hrs. waiting on cement before drill-out				12			
1st Slurry	19. API cement used: No. of sacks ▶			1640			
	Class ▶			TXI			
	Additives ▶			Remarks			
2nd Slurry	No. of sacks ▶						
	Class ▶						
	Additives ▶						
3rd Slurry	No. of sacks ▶						
	Class ▶						
	Additives ▶						
1st	20. Slurry pumped: Volume (cu. ft.) ▶			2657			
	Height (ft.) ▶			11663			
2nd	Volume (cu. ft.) ▶						
	Height (ft.) ▶						
3rd	Volume (cu. ft.) ▶						
	Height (ft.) ▶						
Total	Volume (cu. ft.) ▶			2657			
	Height (ft.) ▶			11663			
21. Was cement circulated to ground surface (or bottom of cellar) outside casing?				No			

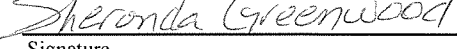
1st **75lb/skD49+.250%D207+.1%D065+.200%D046+.700%D800+4%D020**
 2nd **0**

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.

Denys E Teodoro, FS	Dowell Schlumberger	
Name and title of cementer's representative	Cementing Company	Signature
32 E. Industrial Loop	Midland, Texas 79701	(432) 683-1887
Address	City, State, Zip Code	Tel.: Area Code Number
		Date: 18-Oct-11
		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.

SHERONDA GREENWOOD	ENG. TECH	
Typed or printed name of operator's representative	Title	Signature
5205 N. O'Conner Blvd, Suite 200W		972-969-3664
Address	City, State, Zip Code	Tel.: Area Code Number
IRVING, TX 75039		Date: 3-14-2012
		Date: mo. day yr.

Instructions to Form W-15, Cementing Report

IMPORTANT: Operators and cementing companies must comply with the requirements of the Commission's State 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.
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- 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.

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

Form W-12
(1-1-71)

RIG #:

INCLINATION REPORT (One Copy Must Be Filed With Each Completion Report)		6. RRC District <u>7C</u>
1. FIELD NAME (as per RRC Records or Wildcat) <u>SPRABERRY (TRENCH AREA)</u>		7. RRC Lease Number (Oil completions only)
2. LEASE NAME <u>University 3-22A</u>		8. Well Number <u>2</u>
3. OPERATOR <u>PIONEER NATURAL RESOURCES USA, Inc.</u>		9. RRC Identification Number (Gas completions only)
4. ADDRESS <u>5205 N. O'CONNOR #1400, IRVING, TEXAS 75039</u>		10. County <u>UPTON</u>
5. LOCATION (Section, Block and Survey) <u>SEC 22; BLK 3; University Land</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 X 100)	15. Course Displacement (feet)	16. Accumulative Displacement (feet)
527	5.27	0.50	0.87	4.60	4.60
1022	4.95	0.22	0.38	1.90	6.50
1501	4.79	0.70	1.22	5.85	12.35
2001	5.00	0.65	1.13	5.67	18.02
2470	4.69	0.15	0.26	1.23	19.25
2968	4.98	0.45	0.79	3.91	23.16
3443	4.75	0.60	1.05	4.97	28.14
3864	4.21	0.20	0.35	1.47	29.61
4242	3.78	0.70	1.22	4.62	34.22
4736	4.94	0.70	1.22	6.04	40.26
4937	2.01	0.60	1.05	2.10	42.36
5346	4.09	0.50	0.87	3.57	45.93
5836	4.90	1.00	1.75	8.55	54.49
6224	3.88	1.30	2.27	8.80	63.29
6476	2.52	1.50	2.62	6.60	69.88
6631	1.55	1.75	3.05	4.73	74.62

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 10328 feet = 140.49 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 632 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 above question is "yes," attach written explanation of the circumstances.)

<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> <hr/> <p>Signature of Authorized Representative <u>MICHELLE BROWN, ADMIN ASSISTANT</u> Name of Person and Title (type or print) <u>PATTERSON-UTI DRILLING COMPANY LLC.</u> Name of Company Telephone: <u>432</u> - <u>561-9382</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> <hr/> <p><u>Sheronda Greenwood</u> Signature of Authorized Representative <u>SHERONDA GREENWOOD ENG. TECH</u> Name of Person and Title (type or print) <u>PIONEER NATURAL RESOURCES USA, INC.</u> Operator Telephone: <u>972</u> - <u>969-3664</u> Area Code</p>
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Railroad Commission Use Only:

Approved By: _____ Title: _____ Date: _____

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

Tracking No.: 40744

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: PIONEER NATURAL RES. USA, INC.	District No. 7C	Completion Date: 10/18/2011
Field Name SPRABERRY (TREND AREA)	Drilling Permit No. 721662	
Lease Name UNIVERSITY "3-22A"	Lease/ID No.	Well No. 2
County UPTON	API No. 42- 461-37576	

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). _____

<p><u>SHERONDA GREENWOOD</u> Signature</p> <p><u>PIONEER NATURAL RES. USA, INC.</u> Name (print)</p>	<p><u>Engineering Tech</u> Title</p> <p><u>(972) 969-3664</u> <u>03/20/2012</u> Phone Date</p>
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-FOR RAILROAD COMMISSION USE ONLY-

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.: 40744

1. Field name exactly as shown on proration schedule SPRABERRY (TREND AREA)		2. Lease name as shown on proration schedule UNIVERSITY "3-22A"					
3. Current operator name exactly as shown on P-5 Organization Report PIONEER NATURAL RES. USA, INC.		4. Operator P-5 no. 665748	5. Oil Lse/Gas ID no.	6. County UPTON	7. RRC district 7C		
8. Operator address including city, state, and zip code ATTN CINDY WHIDDON P O BOX 3178 MIDLAND, TX 79702		9. Well no(s) (see instruction E) 2					
		10. Classification <input checked="" type="checkbox"/> Oil <input type="checkbox"/> Gas <input type="checkbox"/> Other (see instruction A)			11. Effective Date 10/18/2011		
12. Purpose of Filing. (Complete section a or b below.) (See instructions B and G)							
a. Change of: <input type="checkbox"/> operator <input type="checkbox"/> oil or condensate gatherer <input type="checkbox"/> gas gatherer <input type="checkbox"/> gas purchaser <input type="checkbox"/> gas purchaser system code							
<input type="checkbox"/> field name from _____ <input type="checkbox"/> lease name from _____ ----- OR -----							
b. New RRC Number for: <input checked="" type="checkbox"/> oil lease <input type="checkbox"/> gas well <input type="checkbox"/> other well (specify) _____							
Due to: <input type="checkbox"/> new completion or recompletion <input type="checkbox"/> reclass oil to gas <input type="checkbox"/> reclass gas to oil <input type="checkbox"/> 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 (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	ATLAS PL MID-CONT. WESTTEX, LLC(036586)			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 (Attach an additional sheet in same format if more space is needed)						Percent of Take	
PLAINS MARKETING, L.P.(667883)						100.0	
RRC USE ONLY: 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 _____ Name (print) _____			Signature <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.							
PIONEER NATURAL RES. USA, INC. Name (print) Engineering Tech Title sheronda.greenwood@pxd.com E-mail Address (optional)			SHERONDA GREENWOOD Signature <input type="checkbox"/> Authorized Employee of current operator <input type="checkbox"/> Authorized agent of current operator (see instruction G) 03/20/2012 Date (972) 969-3664 Phone with area code				

Groundwater
Advisory Unit

GROUNDWATER PROTECTION DETERMINATION

Date October 7, 2011

GAU File No.: SC- 8843

API Number 46137576

Attention: DEBBIE BAKER

RRC Lease No. 000000

SC_665748_46137576_000000_8843.pdf

PIONEER NATURAL RESOURCES
5205 N OCONNOR BLVD
IRVING TX 75039

--Measured--

1980 ft FWL

960 ft FSL

MRL: SECTION

Digital Map Location:	
X-coord/Long	<u>1530581</u>
Y-coord/Lat	<u>578436</u>
Datum	<u>27</u>
Zone	<u>C</u>

P-5# 665748

County UPTON

Lease & Well No. UNIVERSITY 3-22A #2

Purpose ND

Location SUR-UL, BLK-3, SEC-22, -- [TD=11000], [RRC 7C], [PSC#8825]

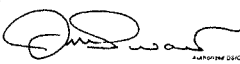
To protect usable-quality groundwater at this location, the Groundwater Advisory Unit of the Texas Railroad Commission recommends:

The interval from the land surface to 20 feet below the base of Cretaceous-age beds must be protected. The base of the Cretaceous is estimated to occur at a depth of 450 feet.

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).

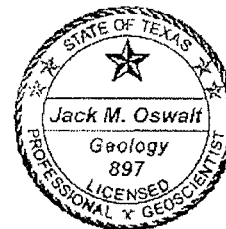
If you have any questions, please contact us at 512-463-2741, gau@rrc.state.tx.us, or by mail.

Sincerely,


Digitally signed by Jack Oswalt
 DN: c=US, st=TEXAS, l=Austin,
 o=Railroad Commission of Texas,
 cn=Jack Oswalt,
 email=jack.oswalt@rrc.state.tx.us
 Date: 2011.10.07 08:34:39 -05'00'

Jack M. Oswalt, P.G.

GEOLOGIST SEAL



Geologist, Groundwater Advisory Unit
Oil & Gas Division

The seal appearing on this document was authorized by Jack M. Oswalt on 10/7/2011
Note: Alteration of this electronic document will invalidate the digital signature.

Block 3, University Land

(86)

14

$N 88^{\circ}49'56'' W \ 5391.78'$

(87) (88)

15 16

23

(95)

PIONEER NATURAL
RESOURCES

22 21

(94) (93)

$N 1^{\circ}13'23'' E \ 5328.83'$

$S 1^{\circ}13'28'' W \ 5328.93'$



#1

3709'

80
Acres

#2

EL. 2680

1980'

632'

716'

1096'

164.9 Ac.

University
"3-22A"

26

(98)

Fnd. Univ Mon.

$N 88^{\circ}49'52'' W \ 5391.67'$

27 28

(99) (100)

- Note: Survey Reconstruction filed in the Office of Luchini and Mertz Land Surveying Company.
- Note: All bearings and coordinates shown are based on the Texas Coordinate System of 1927, Central Zone.
- Note: A combined grid factor of 0.999763444 must be divided into Section Line distances to obtain a true horizontal distance.
- Note: Example: (S-99999) indicates General Land Office file number.
- Note: NAD '27 Coordinates & Latitude/Longitude on well location in Section 22.
- Note: Well location is approximately 6.4 miles northeast of Rankin.

#2

X: 1530581.34

Latitude - 31.24843519°N

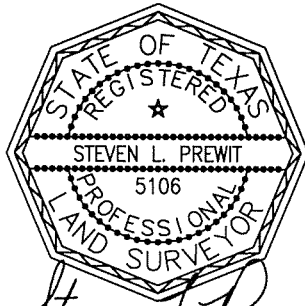
Y: 578436.36

Longitude - 101.83556311°W

Latitude - 31°14'54.37"N Longitude - 101°50'08.03"W

Railroad Commission Permit Plat

PIONEER NATURAL RESOURCES USA, Inc.
University "3-22A" Lease
E/2 of W/2 of
Section 22, Block 3,
University Land,
Upton County, Texas



Steven L. Prewit

Revised: July 27, 2011

July 12, 2011

110712M3

