

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

Form W-15
Cementing Report

RAILROAD COMMISSION OF TEXAS

Oil and Gas Division

1. Operator's Name (As Shown on Form P-5, Organization Report) Athlon Energy Operating LLC		2. RRC Operator No. 036047	3. RRC District No. 08	4. County of Well Site Martin
5. Field Name (Wildcat or Exactly as Shown on RRC Records) Spraberry (Trend Area)		6. API No. 317-37180		7. Drilling Permit No. 724016
8. Lease Name Woody 36		9. Rule 37 Case No.	10. Oil Lease/Gas ID No. 35729	11. Well Number 5

CASING CEMENTING DATA:		SURFACE CASING	INTERMEDIATE CASING	PRODUCTION CASING		MULTI-STAGE CEMENTING PROCESS	
				SINGLE STRING	MULTIPLE PARALLEL STRINGS	TOOL	SHOE
12. Cementing Date		7/4/2012					
13. *Drilled Hole Size		17 1/2					
*Ext. % Wash or Hole Enlargement		-					
14. Size of Casing (in. O.D.)		13 3/8					
15. Top of Liner (ft)		-					
16. Setting Depth (ft)		390					
17. Number of Centralizers Used		5					
18. Hrs. Waiting on Cement Before Drill-Out		17					
1st Slurry	19. API Cement Used: No. of Sacks >	415					
	Class >	Premium Plus					
	Additives >	see remarks					
2nd Slurry	No. of Sacks >						
	Class >						
	Additives >						
3rd Slurry	No. of Sacks >						
	Class >						
	Additives >						
1st	20. Slurry Pumped: Volume (cu.ft.) >	547.8					
	Height (ft) >	788.6					
2nd	Volume (cu.ft.) >						
	Height (ft) >						
3rd	Volume (cu.ft.) >						
	Height (ft) >						
Total	Volume (cu.ft.) >	548					
	Height (ft) >	789					
21. Was Cement Circulated to Ground Surface (or Bottom of Casing) Outside Casing?		yes					
22. Remarks							
Slurry additives 2%CaCl2, 1/4# celloflake							
Circulated 115 sacks to surface							

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.

Corey Barton Service Supervisor
Name and Title of Cementer's Representative

Universal Pressure Pumping, Inc.
Cementing Company

[Signature]
Signature

P. O. BOX 3120 MIDLAND TX. 79702
Address City State Zip Code

(432) 570 - 4899
Tel. Area Code Number

July 4, 2012
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

Reg Consultant
Title

[Signature]
Signature

420 Throckmorton St. Ste 1200 F.W. TX 79002
Address City State Zip Code

817-984-8200
Tel. Area Code Number

9/20/12
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.

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

RAILROAD COMMISSION OF TEXAS
Oil and Gas Division

Form W-15
Cementing Report
Rev. 4/1/83
483-045

1. Operator's Name (As shown on Form P-5, Organization Report) ATHLON ENERGY OPERATING	2. RRC Operator No. 036047	3. RRC District No. 08	4. County of Well Site MARTIN
5. Field Name (Wildcat or exactly as shown on RRC Records) Spraberry (Trend Area)		6. API No. 4231737180	7. Drilling Permit No. 724016
8. Lease Name WOODY 36	9. Rule 37 Case No.	10. Oil Lease/Gas ID No. 35729	11. Well No. 5

CASING CEMENTING DATA:		SURFACE CASING	INTER-MEDIATE CASING	PRODUCTION CASING		MULTI-STAGE CEMENTING PROCESS	
				Single String	Multiple Parallel Strings	Tool	Shoe
12. Cementing Date			7/8/12				
13. • Drilled Hole Size			11				
• Est. % wash or hole enlargement			-				
14. Size of casing (in. O.D.)			8 5/8				
15. Top of liner (ft.)			-				
16. Setting depth (ft.)			5453				
17. Number of centralizers used			15				
18. Hrs. Waiting on cement before drill-out			12				
1 st Slurry	19. API cement used: No. of sacks ▶		400				
	Class ▶		C				
	Additives ▶		22A				
2 nd Slurry	No. of sacks ▶		200				
	Class ▶		C				
	Additives ▶		22B				
3 rd Slurry	No. of sacks ▶						
	Class ▶						
	Additives ▶						
1 st	20. Slurry pumped: Volume (cu. ft.) ▶		1044				
	Height (ft.) ▶		4108				
2 nd	Volume (cu. ft.) ▶		266				
	Height (ft.) ▶		1038				
3 rd	Volume (cu. ft.) ▶						
	Height (ft.) ▶						
Total	Volume (cu. ft.) ▶		1310				
	Height (ft.) ▶		5146				
21. Was cement circulated to ground surface (or bottom of cellar) outside casing ?			NO				

Remarks 22A: 50/50/POZ/C+.005#STATICFREE+5%SALT+10%GEL
22B: CLASS C+.005#STATICFREE

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. (lb/gal)								
31. Type cement								

CEMENTER'S CERTIFICATE: I declare under penalties 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.

GEORGE RINCONES, Service Supervisor

Name and title of cementer's representative

BAKER HUGHES

Cementing Company

Signature

P.O. Box 130

Address

Snyder

City,

Texas

State,

79550

Zip Code

(915) 573-4913

Tel: Area Code

Number

7/8/12

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

Reg Consultant

Title

Ann Burdette Wiley

Signature

420 Throckmorton St. Ste 1200 F.W. TX 76102 817-984-8200

Address

City,

State,

Zip Code

Tel: Area Code

Number

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 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 rates;
 - 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 Committee.
- 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 Non-deviated 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 (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.

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Operator: Fill in other items.

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CASING CEMENTING DATA:		SURFACE CASING	INTER-MEDIATE CASING	PRODUCTION CASING		MULTI-STAGE CEMENTING PROCESS	
				Single String	Multiple Parallel Strings	Tool	Shoe
12. Cementing Date				7/14/12			
13. • Drilled Hole Size				7 7/8			
• Est. % wash or hole enlargement				-			
14. Size of casing (in. O.D.)				5 1/2			
15. Top of liner (ft.)				-			
16. Setting depth (ft.)				11275			
17. Number of centralizers used				24			
18. Hrs. Waiting on cement before drill-out				-			
1 st Slurry	19. API cement used: No. of sacks ▶			350			
	Class ▶			50:50/POZ/H			
	Additives ▶			REMARK			
2 nd Slurry	No. of sacks ▶			800			
	Class ▶			50:50/POZ/H			
	Additives ▶			REMARK			
3 rd Slurry	No. of sacks ▶						
	Class ▶						
	Additives ▶						
1st	20. Slurry pumped: Volume (cu. ft.) ▶			969			
	Height (ft.) ▶			5468			
2nd	Volume (cu. ft.) ▶			1032			
	Height (ft.) ▶			5952			
3rd	Volume (cu. ft.) ▶						
	Height (ft.) ▶						
Total	Volume (cu. ft.) ▶			2001			
	Height (ft.) ▶			11420			
21. Was cement circulated to ground surface (or bottom of cellar) outside casing ?				NO			
22. Remarks 1) .005% STATIC FREE + 10% GEL 2) .005% STATIC FREE + 2.42#/SK SALT + 2#/SK LCM-1 + 2% GEL							

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David Sevier, Service Supervisor

Name and title of cementer's representative

Baker Hughes Inc.

Cementing Company

Signature

P.O. Box 130

Address

Snyder

City,

Texas

State,

79550

Zip Code

(325) 573 - 4913

Tel: Area Code

Number

7/13/12

Date: mo. day yr.

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

Ray Consultant
Title

[Signature]
Signature

420 Throckmorton St. Ste 1200 Ft. Worth TX 76102 817-984-8200
Address City, State, Zip Code Tel: Area Code Number

9/20/12
Date: mo. day yr.

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- F. Intermediate and production casing. For specific technical requirements, operators should consult Statewide Rule 13 (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 foot 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.

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