



RAILROAD COMMISSION OF TEXAS

HEARINGS DIVISION

OIL AND GAS DOCKET NO. 08-0281476

THE APPLICATION OF PIONEER NATURAL RESOURCES USA, INC. FOR AN EXCEPTION TO STATEWIDE RULE 32 FOR THE NORTH UNIVERSITY BLOCK 6 & 7 WELLS AND MARTIN COUNTY WELLS, SPRABERRY (TREND AREA) FIELD, ANDREWS AND MARTIN COUNTIES, TEXAS

HEARD BY: Andy Trevino, P.E. – Technical Examiner
Terry Johnson – Legal Examiner

HEARING DATE: May 1, 2013

REPORT PREPARED BY: Paul Dubois – Technical Examiner

APPEARANCES:

REPRESENTING:

APPLICANT:

George C. Neale
Don Burris
Jenna Staggs
Melissa Donahue

Pioneer Natural Resources USA, Inc.

Clark Jobe
Vanessa López
Sharon Rodgers

W&T Offshore, Incorporated

EXAMINERS' REPORT AND RECOMMENDATION

STATEMENT OF THE CASE

Pioneer Natural Resources USA, Inc. (Pioneer) requests an exception to Statewide Rule 32 to flare or vent gas from about 185 wells various leases shown on Exhibits A and B, in the Spraberry (Trend Area) Field, Andrews and Martin Counties, Texas. The application was not protested.

DISCUSSION OF THE EVIDENCE

Statewide Rule 32 governs the utilization for legal purposes of natural gas produced under the jurisdiction of the Railroad Commission. Specifically, Statewide Rule 32(h) provides that an exception to flare natural gas in volumes greater than 50 MCFGPD per well may be granted administratively for a period up to 180 days. Beyond that, Statewide Rule 32(h) provides that exceptions beyond 180 days shall be granted only in a final order signed by the Commission. In the context of the subject application, Pioneer is requesting to flare or vent gas from various leases in Andrews and Martin Counties. The mineral owner is the University of Texas, which will be paid royalties on all flared or vented gas.

In this matter, Pioneer is requesting exceptions to flare or vent gas from about 185 wells. These wells are currently covered under two administrative permits as follows:

- Permit No. 12587 is for North University Block 6 & 7, includes about 135 wells (see the attached Exhibit A, Pioneer Exhibit 3). The permit was effective from September 15, 2012 through March 14, 2013 (180 days) and grants authority to vent a maximum of 4,700 MCFD of casinghead gas.
- Permit No. 12627, is for about 50 wells in Martin County (see the attached Exhibit B, Pioneer Exhibit 6). The permit was effective from September 15, 2012 through March 14, 2013 (180 days), grants authority to flare a maximum of 1,250 MCFD of casinghead gas.

On March 14, 2013, Pioneer requested a hearing to extend the administrative permits. The permits remain in effect pending the outcome of the hearing.

The 185 wells are located on the Andrews-Martin county line and are completed in the Spraberry (Trend Area) Field. Pioneer stated that it has a signed gas sales contract with DCP Midstream, LP ("DCP"). Pioneer (and presumably other operators in the area) were notified by DCP that gas delivery would be curtailed as a result of inadequate capacity issues and corresponding equipment failures. Pioneer stated that the capacity problems stem from old infrastructure and rapid new development in the area. For example, historically a new well from this field produced about 50 MCFD of casinghead gas, but new technology is returning 250 MCFD. Pioneer currently is operating 15 vertical drilling rigs in Martin, Midland and Andrews Counties, in addition to two horizontal rigs in Martin County and four horizontal rigs in Upton County. Pioneer is working to complete an alternate sales arrangement with Access (formerly Chesapeake) for some of the gas from the Block 6 & 7 wells. Pioneer requests to extend the current authority to flare or vent the same gas volumes from the two groups of wells from March 15, 2013 through December 31, 2014.

FINDINGS OF FACT

1. Proper notice of this hearing was given to all offset operators at least ten days prior to the date of hearing. There were no protests to the application.
2. The 185 wells located along the Andrews-Martin County line and are completed in the Spraberry (Trend Area) Field.
 - a. 135 wells are located on the North University Block 6 & 7 tracts in Andrews County.
 - b. About 50 wells are located in Martin County.
 - c. Pioneer Natural Resources USA, Inc. (Pioneer) has a signed gas sales contract with DCP Midstream, LP ("DCP") for delivery of the casinghead gas.
 - d. Due to the rapid development drilling activity in the area, DCP's gathering system has become overloaded.
 - e. As a result, Pioneer and other operators in the area have been curtailed until DCP can install additional pipeline capacity and compression.
 - f. Pioneer is developing an alternative sales point with Access (formerly Chesapeake).
 - g. Pioneer anticipates a need to flare or vent gas until December 31, 2014.
3. An exception to Statewide Rule 32 to flare or vent up to 4,700 MCFGD from the North University Blocks 6 & 7, and 1,250 MCFGPD from the Martin County wells from March 15, 2013, through December 31, 2014, is appropriate.

CONCLUSIONS OF LAW

1. Proper notice was issued as required by all applicable statutes and regulatory codes.
2. All things have occurred and been accomplished to give the Commission jurisdiction in this matter.

3. Approval of the requested exception to Statewide Rule 32 to flare or vent gas from the subject leases will prevent waste, will not harm correlative rights, and will promote development of the field.

EXAMINERS' RECOMMENDATION

Based on the above findings of fact and conclusions of law, the examiners recommend that the Commission grant an exception to Statewide Rule 32 for the subject leases, as requested by Pioneer.

Respectfully submitted,



Paul Dubois
Technical Examiner



Terry Johnson
Legal Examiner

API#	Lease #	Well Name	Oil Prod	Gas Prod	Water Prod
4200342052	41339	~UNIVERSITY 6-11 #1	0.00	20.99	65.22
4200342053	New	~UNIVERSITY 6-12 #3	0.00	8.82	46.89
4200342055	41777	~UNIVERSITY 6-13 #1	0.00	4.00	74.38
4200342933	41777	~UNIVERSITY 6-13 #2	10.95	21.15	0.00
4200340814	39327	~UNIVERSITY 6-16 #1	4.05	2.17	11.32
4200342934	39327	~UNIVERSITY 6-16 #2	25.68	33.65	70.61
4200340815	39327	~UNIVERSITY 6-16 #3	0.00	0.00	0.00
4200340123	38619	~UNIVERSITY 6-17 #1	1.63	6.09	7.55
4200343661	New	~UNIVERSITY 6-18A #2	71.23	42.62	16.71
4200343662	New	~UNIVERSITY 6-18A #3	0.00	0.00	0.00
4200340122	38587	~UNIVERSITY 6-25 #1	4.73	1.68	7.01
4200342756	38587	~UNIVERSITY 6-25 #5	17.98	39.52	63.06
4200340816	40223	~UNIVERSITY 6-25A #1	12.18	12.90	35.57
4200342757	New	~UNIVERSITY 6-25B #4	16.56	21.91	23.72
4200342848	New	~UNIVERSITY 6-26 #1	0.00	4.00	0.00
4200342099	41772	~UNIVERSITY 6-32 #1	17.07	17.00	89.47
4200341204	39831	~UNIVERSITY 6-39 #1	2.61	7.48	8.62
4200341594	39831	~UNIVERSITY 6-39 #2	8.70	9.97	32.88
4200341835	39831	~UNIVERSITY 6-39 #3	6.96	19.94	11.86
4200342101	39831	~UNIVERSITY 6-39 #4	0.00	0.00	251.17
4200342935	39831	~UNIVERSITY 6-39 #5	0.00	14.95	0.00
4200342744	39831	~UNIVERSITY 6-39 #7	12.19	9.97	46.35
4200343960	39831	~UNIVERSITY 6-39 #8	26.11	27.41	29.64
4200343410	39831	~UNIVERSITY 6-39 #9	19.15	8.72	14.82
4231735688	39857	~UNIVERSITY 6-43 #1	8.56	13.68	16.17
4231735953	39857	~UNIVERSITY 6-43 #2	14.83	30.39	26.95
4231736148	39857	~UNIVERSITY 6-43 #3	22.82	21.28	51.20
4231736361	39857	~UNIVERSITY 6-43 #4	15.97	34.19	21.56
4231736701	39857	~UNIVERSITY 6-43 #5	21.68	41.79	51.20
4231737142	39857	~UNIVERSITY 6-43 #6	8.56	15.20	29.64
4231737189	39857	~UNIVERSITY 6-43 #8	39.93	45.59	86.24
4231737631	39857	~UNIVERSITY 6-43 #9	51.34	45.59	37.73
4200341205	39937	~UNIVERSITY 6-45 #1	10.07	16.26	10.24
4200341595	39937	~UNIVERSITY 6-45 #2	21.15	17.97	28.03
4231736149	39937	~UNIVERSITY 6-45 #3	23.67	22.25	42.04
4200342847	39937	~UNIVERSITY 6-45 #4	63.45	68.45	27.49
4200342966	39937	~UNIVERSITY 6-45 #5	21.15	41.07	12.13
4200342155	39937	~UNIVERSITY 6-45 #6	18.13	16.26	19.40
4200343419	39937	~UNIVERSITY 6-45 #8	32.23	33.37	79.23
4200340965	41237	UNIVERSITY 6-48 #1	0.00	31.00	5.39
4200343663	New	~UNIVERSITY 6-49 #1	12.06	28.78	9.16
4200343664	New	~UNIVERSITY 6-49 #2	11.20	28.78	10.78
4200343665	New	~UNIVERSITY 6-49 #3	11.20	22.14	9.16
4231735689	40157	~UNIVERSITY 7-1 #1	3.92	6.08	8.09
4231735954	40157	~UNIVERSITY 7-1 #2	11.19	29.71	16.17
4231736150	40157	~UNIVERSITY 7-1 #3	25.18	22.96	51.20
4231736426	40157	~UNIVERSITY 7-1 #4	23.50	49.96	51.20
4231736817	40157	~UNIVERSITY 7-1 #5	25.18	27.01	64.68
4231736818	40157	~UNIVERSITY 7-1 #6	22.39	37.14	53.90

Pioneer Natural Resources USA, Inc.
Exhibit No.: 3
Docket/Case No.: 08-0281476
Date: May 1, 2013

135 wells

API#	Lease #	Well Name	Oil Prod	Gas Prod	Water Prod
4231737288	40157	~UNIVERSITY 7-1 #8	49.81	64.14	107.80
4231737637	40157	~UNIVERSITY 7-1 #9	50.37	54.02	64.68
4200342438	38589	~UNIVERSITY 7-11 #4	31.13	278.51	29.70
4231734861	38502	~UNIVERSITY 7-15 #1	6.06	12.93	12.55
4231736227	38502	~UNIVERSITY 7-15 #3	27.26	33.61	41.83
4231736228	38502	~UNIVERSITY 7-15 #4	21.20	30.16	41.83
4231736360	38502	~UNIVERSITY 7-15 #6	18.17	38.78	41.83
4200340050	40180	~UNIVERSITY 7-18 #1	10.26	24.87	7.95
4200342425	40180	~UNIVERSITY 7-18 #2	20.52	20.22	12.55
4200342426	40180	~UNIVERSITY 7-18 #5	16.42	44.48	17.15
4200342427	40180	~UNIVERSITY 7-18 #6	16.42	25.61	12.97
4200340817	40180	~UNIVERSITY 7-18 #7	15.39	20.22	15.06
4231737371	41572	~UNIVERSITY 7-1A #1	27.30	24.63	53.90
4231736519	41572	~UNIVERSITY 7-1A #6	29.57	19.15	64.68
4200341430	40394	~UNIVERSITY 7-22 #1	6.53	16.62	5.02
4200341561	40394	~UNIVERSITY 7-22 #2	10.69	16.62	5.86
4200341431	40394	~UNIVERSITY 7-22 #3	17.82	18.00	6.69
4200340740	39047	~UNIVERSITY 7-23 #1	7.04	10.19	3.77
4200341429	39047	~UNIVERSITY 7-23 #2	25.81	24.47	11.29
4200342430	39047	~UNIVERSITY 7-23 #3	19.95	26.50	13.39
4200341428	39047	~UNIVERSITY 7-23 #4	10.56	13.25	6.69
4200342431	39047	~UNIVERSITY 7-23 #5	12.91	22.43	11.71
4200342432	39047	~UNIVERSITY 7-23 #6	14.08	24.47	5.86
4200343420	39047	~UNIVERSITY 7-23 #7	9.39	24.47	8.37
4200343426	39047	~UNIVERSITY 7-23 #8	42.24	31.60	20.50
4231735454	40307	~UNIVERSITY 7-29 #1	11.83	22.58	16.73
4231737361	40307	~UNIVERSITY 7-29 #10	25.63	60.22	46.01
4231735917	40307	~UNIVERSITY 7-29 #2	11.83	28.60	20.92
4231736226	40307	~UNIVERSITY 7-29 #3	11.43	22.58	41.83
4231737632	40307	~UNIVERSITY 7-29 #4	43.37	33.87	79.48
4231736690	40307	~UNIVERSITY 7-29 #5	17.74	41.40	50.20
4231736789	40307	~UNIVERSITY 7-29 #6	3.15	7.53	54.38
4231736793	40307	~UNIVERSITY 7-29 #7	22.08	16.56	39.74
4231736794	40307	~UNIVERSITY 7-29 #8	11.83	40.65	46.01
4200340820	40356	~UNIVERSITY 7-33 #2	22.07	27.21	21.33
4200341584	40356	~UNIVERSITY 7-33 #3	10.36	23.18	13.39
4200341585	40356	~UNIVERSITY 7-33 #4	12.61	34.27	17.57
4200342763	40356	~UNIVERSITY 7-33 #5	33.78	42.33	40.99
4200343450	40356	~UNIVERSITY 7-33 #7	10.81	21.17	17.15
4200340818	40833	~UNIVERSITY 7-34 #1	33.96	29.85	66.09
4200342466	40833	~UNIVERSITY 7-34 #2	5.82	28.86	12.55
4200342467	40833	~UNIVERSITY 7-34 #3	12.13	28.86	22.59
4200342891	40833	~UNIVERSITY 7-34 #4	7.28	31.84	10.04
4200342916	40833	~UNIVERSITY 7-34 #5	25.23	49.75	18.82
4200342917	40833	~UNIVERSITY 7-34 #6	12.13	29.85	11.29
4200342918	40833	~UNIVERSITY 7-34 #7	9.22	34.83	17.15
4200342919	40833	~UNIVERSITY 7-34 #8	19.89	30.85	21.33
4200342920	42016	~UNIVERSITY 7-35 #2	17.05	53.54	8.37
4200343411	42016	~UNIVERSITY 7-35 #3	19.60	53.54	10.04

API#	Lease #	Well Name	Oil Prod	Gas Prod	Water Prod
4200342921	New	~UNIVERSITY 7-38 #2	0.00	0.00	0.00
4200342922	New	~UNIVERSITY 7-38 #4	26.70	45.88	0.00
4200342923	New	~UNIVERSITY 7-38 #5	14.68	26.22	13.39
4200342924	New	~UNIVERSITY 7-38 #6	30.04	52.43	31.79
4231736558	40530	~UNIVERSITY 7-39 #1	21.79	21.07	16.00
4231736742	40530	~UNIVERSITY 7-39 #2	34.10	43.65	25.94
4200342482	40530	~UNIVERSITY 7-39 #3	15.15	31.61	7.53
4231735824	40530	~UNIVERSITY 7-39 #4	23.49	48.17	32.21
4231735913	41344	~UNIVERSITY 7-39A #3	10.89	34.18	5.44
4231735915	41344	~UNIVERSITY 7-39A #5	44.65	50.45	22.59
4231736740	41344	~UNIVERSITY 7-39A #7	19.80	55.33	12.55
4231735825	40421	~UNIVERSITY 7-41 #1	25.49	44.84	20.92
4200341558	40421	~UNIVERSITY 7-41 #2	14.65	28.02	18.82
4200343697	40421	~UNIVERSITY 7-41 #5	27.12	100.88	72.37
4200343699	40421	~UNIVERSITY 7-41 #6	37.97	67.26	25.10
4200343297	New	~UNIVERSITY 7-42 #2	28.72	31.82	36.39
4200343301	New	~UNIVERSITY 7-42 #3	18.19	42.42	20.92
4200343302	New	~UNIVERSITY 7-42 #4	28.72	84.85	20.92
4200343303	New	~UNIVERSITY 7-42 #5	0.00	0.00	0.00
4200341559	40532	~UNIVERSITY 7-43 #1	10.30	59.26	19.66
4200343427	40532	~UNIVERSITY 7-43 #2	12.18	74.08	18.82
4200343433	40532	~UNIVERSITY 7-43 #3	18.74	111.11	23.01
4200343434	40532	~UNIVERSITY 7-43 #4	0.00	28.50	41.83
4200343738	40532	~UNIVERSITY 7-43 #5	16.39	96.30	19.66
4200340124	38632	~UNIVERSITY 7-6 #1	7.30	11.38	7.95
4200340582	38632	~UNIVERSITY 7-6 #3	12.61	22.76	10.88
4200342667	38632	~UNIVERSITY 7-6 #4	20.57	52.36	30.54
4200342668	38632	~UNIVERSITY 7-6 #5	24.55	35.28	24.68
4200343655	38632	~UNIVERSITY 7-6 #6	33.84	37.56	30.54
4200343660	38632	~UNIVERSITY 7-6 #7	29.20	47.80	36.81
4200340125	38630	~UNIVERSITY 7-8 #1	10.86	11.48	5.44
4200342680	38630	~UNIVERSITY 7-8 #2	0.00	10.33	0.00
4200343676	38630	~UNIVERSITY 7-8 #4	60.53	39.03	30.54
4200342685	39061	~UNIVERSITY 7-9 #1	36.91	57.35	37.23
4200343668	39061	~UNIVERSITY 7-9 #2R	21.75	37.11	29.70
4200340583	39061	~UNIVERSITY 7-9 #3	5.93	9.00	7.11
4200340583	39061	~UNIVERSITY 7-9 #4	36.25	57.35	33.05
		Total	2484.64	4402.83	3843.72
			BO	MCF	BW

Daily Production

DOCKET NO. 08-0281476
RRC EXHIBIT B

API #	Lease Name	Lease Number	Oil Prod	Gas Prod	Water Prod
4222736112	Allar 37 #1	38866	4.82	2.80	8.00
4231700003	BOEHMKE	19561	2.84	2.80	4.00
4231710304	MADISON C	20897	0.00	0.00	0.00
4231710324	BRISTOW B	21034	0.00	0.00	0.00
4231730009	MCKENNEY A	21177	3.49	7.40	2.36
4231731441	KLUTHE-PHILLIPS	23872	4.88	2.80	16.49
4231731566	KLUTHE-MADISON #1	24458	7.05	10.57	5.50
4231732506	MEEK A #1-X	21165	1.71	2.80	0.00
4231732813	STEWART M.C. #2	21885	0.00	0.00	0.00
4231733040	FISHERMAN	20746	0.00	2.80	0.00
4231733167	MEEK D #2	21658	1.89	0.00	23.56
4231733545	FISHERMAN A #1	31979	2.27	0.00	3.14
4231733550	KEWANEE A #1	32169	3.34	4.80	4.71
4231733770	BRISTOW 'A' #1	32988	4.60	2.80	0.00
4231733775	BOEHMKE A #1	33073	4.07	2.80	0.00
4231733810	MEEK 'E' #1	33119	7.00	2.80	5.50
4231733815	KEWANEE 'C' #1	33160	1.67	3.80	4.71
4231733829	BRISTOW 'C' #1	33171	0.84	8.33	0.00
4231733838	MADISON 'F' #1	33145	3.77	2.80	2.36
4231734181	POWELL 'D' #2	21153	2.89	0.00	2.36
4231734476	MEEK D #3	21658	3.14	0.00	4.71
4231734517	KLUTHE-MADISON #2	24458	6.27	0.53	21.99
4231735065	STEWART M.C. #3	21885	0.00	0.00	0.00
4231735070	Anderson 11-1	39005	4.50	2.80	6.28
4231735111	JW Meek #2	38766	6.35	9.80	9.43
4231735159	Allar 11 #2	38885	9.05	0.45	8.25
4231735169	Allar 3-1 Battery	38868	10.62	0.75	11.78
4231735180	SHORTES #3	38850	0.00	18.28	0.00
4231735207	Gibbs 25-1	38975	6.20	2.80	8.00
4231735208	Hall Trust #1	38855	4.35	5.40	0.00
4231735228	Millhollen Trust 9	39375	5.57	6.80	8.64
4231735359	Sawyer 3-3	39330	12.86	18.05	2.22
4231735448	Graves A #2	39364	7.50	2.80	26.71
4231735475	Harrison #3	40395	18.16	2.40	27.49
4231735642	Clinton 10-1	39835	6.50	11.00	3.93
4231735711	Stroup 48-1	40351	20.11	4.00	35.35
4231735722	Scott 28-1	40033	8.32	4.00	15.71
4231735723	Davis 31-1	40097	18.03	25.25	0.00
4231735727	Chieftain #1	39840	13.55	4.00	15.71
4231735844	Richards 25-3	40259	7.17	0.00	16.24
4231735878	Roman 22B-1	40801	0.02	0.47	0.00
4231735879	W. L. Ramsey	40312	10.04	7.25	23.56
4231735882	Ellis 8-1	40569	14.94	4.00	25.00
4231735994	Chapman 19 #1	41563	13.10	3.90	0.00
4231736027	Doggett 1	41232	39.56	172.00	145.31
4231736239	Pevehouse 3B-4	41004	3.21	46.75	2.09
4231736411	Ellis 36-1	41089	27.48	53.00	0.00
4231736555	Wells 37-1	41388	14.57	9.54	20.00
4231737056	Hardin A	42077	15.00	14.00	184.58
4231737229	Chapman 19 #2	41563	117.94	15.60	0.00
4231737577	Ellis 36A #3	739261	27.55	48.07	0.00
4231737605	Hardin 10A	735028	23.68	66.00	149.24
4231737760	Ellis 36A #5	739261	24.11	40.86	0.00
4231738340	Ellis 36A #6	739261	33.06	56.08	0.00
n/a	GLEN/KENNETH COX	n/a	2.09	22.30	0.00
n/a	Elrod 45-3	n/a	0.00	0.00	0.00

591.69 739.03 854.89
BO MCF BW

Pioneer Natural Resources USA, Inc.
Exhibit No.: 6
Docket/Case No.: 08-0281476
Date: May 1, 2013

**RAILROAD COMMISSION OF TEXAS
HEARINGS DIVISION**

**OIL AND GAS DOCKET
NO. 08-0281476**

**IN THE SPRABERRY (TREND AREA)
FIELD, ANDREWS AND MARTIN
COUNTIES, TEXAS**

**FINAL ORDER
APPROVING AN EXCEPTION TO STATEWIDE RULE 32
FOR THE NORTH UNIVERSITY BLOCK 6 & 7 WELLS
AND MARTIN COUNTY WELLS,
SPRABERRY (TREND AREA) FIELD,
ANDREWS AND MARTIN COUNTIES, TEXAS**

The Commission finds that after statutory notice in the above-numbered docket heard on April 24, 2013, the presiding examiners have made and filed a report and recommendation containing findings of fact and conclusions of law, for which service was not required; that the proposed application is in compliance with all statutory requirements; and that this proceeding was duly submitted to the Railroad Commission of Texas at conference held in its offices in Austin, Texas.

The Commission, after review and due consideration of the examiners' report and proposal for decision, the findings of fact and conclusions of law contained therein, and any exceptions and replies thereto, hereby adopts as its own the findings of fact and conclusions of law contained therein, and incorporates said findings of fact and conclusions of law as if fully set out and separately stated herein.

Therefore, it is **ORDERED** by the Railroad Commission of Texas that Pioneer Natural Resources USA, Inc. is hereby granted an exception to Statewide Rule 32 for the wells identified on Exhibits A and B attached hereto, in the Spraberry (Trend Area) Field, Andrews and Martin County, Texas:

- Pioneer Natural Resources USA, Inc. is authorized (permit no. 12587) to flare or vent a cumulative total of up to 4,700 MCFPD of casinghead gas from various leases from March 15, 2013, through December 31, 2014, from the North University Block 6 & 7 wells listed on Exhibit A.
- Pioneer Natural Resources USA, Inc. is authorized (permit no. 12627) to flare or vent a cumulative total of up to 1,250 MCFPD of casinghead gas from various leases from March 15, 2013, through December 31, 2014, from the Martin County wells listed on Exhibit B.

The authority is granted, provided all production is reported on the appropriate Commission forms.

The operator shall file the Statewide Rule 32 Exception Data Sheet for each flare point identified on Exhibit A and, shall file at the same time, the appropriate Commission

required administrative Statewide Rule 32 Exception gas flaring fee; provided, however, that each Statewide Rule 32 Exception Data Sheet need not reflect volumes of gas to be flared or vented at the flare point identified, but instead the operator shall attach a copy of this final order, including Exhibits A and B.

Done this 26th day of November, 2013.

RAILROAD COMMISSION OF TEXAS

**(Order approved and signatures affixed by
Hearings Divisions' Unprotested Master Order
dated July 9, 2013)**

API#	Lease #	Well Name	Oil Prod	Gas Prod	Water Prod
4200342052	41339	~UNIVERSITY 6-11 #1	0.00	20.99	65.22
4200342053	New	~UNIVERSITY 6-12 #3	0.00	8.82	46.89
4200342055	41777	~UNIVERSITY 6-13 #1	0.00	4.00	74.38
4200342933	41777	~UNIVERSITY 6-13 #2	10.95	21.15	0.00
4200340814	39327	~UNIVERSITY 6-16 #1	4.05	2.17	11.32
4200342934	39327	~UNIVERSITY 6-16 #2	25.68	33.65	70.61
4200340815	39327	~UNIVERSITY 6-16 #3	0.00	0.00	0.00
4200340123	38619	~UNIVERSITY 6-17 #1	1.63	6.09	7.55
4200343661	New	~UNIVERSITY 6-18A #2	71.23	42.62	16.71
4200343662	New	~UNIVERSITY 6-18A #3	0.00	0.00	0.00
4200340122	38587	~UNIVERSITY 6-25 #1	4.73	1.68	7.01
4200342756	38587	~UNIVERSITY 6-25 #5	17.98	39.52	63.06
4200340816	40223	~UNIVERSITY 6-25A #1	12.18	12.90	35.57
4200342757	New	~UNIVERSITY 6-25B #4	16.56	21.91	23.72
4200342848	New	~UNIVERSITY 6-26 #1	0.00	4.00	0.00
4200342099	41772	~UNIVERSITY 6-32 #1	17.07	17.00	89.47
4200341204	39831	~UNIVERSITY 6-39 #1	2.61	7.48	8.62
4200341594	39831	~UNIVERSITY 6-39 #2	8.70	9.97	32.88
4200341835	39831	~UNIVERSITY 6-39 #3	6.96	19.94	11.86
4200342101	39831	~UNIVERSITY 6-39 #4	0.00	0.00	251.17
4200342935	39831	~UNIVERSITY 6-39 #5	0.00	14.95	0.00
4200342744	39831	~UNIVERSITY 6-39 #7	12.19	9.97	46.35
4200343960	39831	~UNIVERSITY 6-39 #8	26.11	27.41	29.64
4200343410	39831	~UNIVERSITY 6-39 #9	19.15	8.72	14.82
4231735688	39857	~UNIVERSITY 6-43 #1	8.56	13.68	16.17
4231735953	39857	~UNIVERSITY 6-43 #2	14.83	30.39	26.95
4231736148	39857	~UNIVERSITY 6-43 #3	22.82	21.28	51.20
4231736361	39857	~UNIVERSITY 6-43 #4	15.97	34.19	21.56
4231736701	39857	~UNIVERSITY 6-43 #5	21.68	41.79	51.20
4231737142	39857	~UNIVERSITY 6-43 #6	8.56	15.20	29.64
4231737189	39857	~UNIVERSITY 6-43 #8	39.93	45.59	86.24
4231737631	39857	~UNIVERSITY 6-43 #9	51.34	45.59	37.73
4200341205	39937	~UNIVERSITY 6-45 #1	10.07	16.26	10.24
4200341595	39937	~UNIVERSITY 6-45 #2	21.15	17.97	28.03
4231736149	39937	~UNIVERSITY 6-45 #3	23.67	22.25	42.04
4200342847	39937	~UNIVERSITY 6-45 #4	63.45	68.45	27.49
4200342966	39937	~UNIVERSITY 6-45 #5	21.15	41.07	12.13
4200342155	39937	~UNIVERSITY 6-45 #6	18.13	16.26	19.40
4200343419	39937	~UNIVERSITY 6-45 #8	32.23	33.37	79.23
4200340965	41237	UNIVERSITY 6-48 #1	0.00	31.00	5.39
4200343663	New	~UNIVERSITY 6-49 #1	12.06	28.78	9.16
4200343664	New	~UNIVERSITY 6-49 #2	11.20	28.78	10.78
4200343665	New	~UNIVERSITY 6-49 #3	11.20	22.14	9.16
4231735689	40157	~UNIVERSITY 7-1 #1	3.92	6.08	8.09
4231735954	40157	~UNIVERSITY 7-1 #2	11.19	29.71	16.17
4231736150	40157	~UNIVERSITY 7-1 #3	25.18	22.96	51.20
4231736426	40157	~UNIVERSITY 7-1 #4	23.50	49.96	51.20
4231736817	40157	~UNIVERSITY 7-1 #5	25.18	27.01	64.68
4231736818	40157	~UNIVERSITY 7-1 #6	22.39	37.14	53.90

Pioneer Natural Resources USA, Inc.
Exhibit No.: 3
Docket/Case No.: 08-0281476
Date: May 1, 2013

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135 wells

API#	Lease #	Well Name	Oil Prod	Gas Prod	Water Prod
4231737288	40157	~UNIVERSITY 7-1 #8	49.81	64.14	107.80
4231737637	40157	~UNIVERSITY 7-1 #9	50.37	54.02	64.68
4200342438	38589	~UNIVERSITY 7-11 #4	31.13	278.51	29.70
4231734861	38502	~UNIVERSITY 7-15 #1	6.06	12.93	12.55
4231736227	38502	~UNIVERSITY 7-15 #3	27.26	33.61	41.83
4231736228	38502	~UNIVERSITY 7-15 #4	21.20	30.16	41.83
4231736360	38502	~UNIVERSITY 7-15 #6	18.17	38.78	41.83
4200340050	40180	~UNIVERSITY 7-18 #1	10.26	24.87	7.95
4200342425	40180	~UNIVERSITY 7-18 #2	20.52	20.22	12.55
4200342426	40180	~UNIVERSITY 7-18 #5	16.42	44.48	17.15
4200342427	40180	~UNIVERSITY 7-18 #6	16.42	25.61	12.97
4200340817	40180	~UNIVERSITY 7-18 #7	15.39	20.22	15.06
4231737371	41572	~UNIVERSITY 7-1A #1	27.30	24.63	53.90
4231736519	41572	~UNIVERSITY 7-1A #6	29.57	19.15	64.68
4200341430	40394	~UNIVERSITY 7-22 #1	6.53	16.62	5.02
4200341561	40394	~UNIVERSITY 7-22 #2	10.69	16.62	5.86
4200341431	40394	~UNIVERSITY 7-22 #3	17.82	18.00	6.69
4200340740	39047	~UNIVERSITY 7-23 #1	7.04	10.19	3.77
4200341429	39047	~UNIVERSITY 7-23 #2	25.81	24.47	11.29
4200342430	39047	~UNIVERSITY 7-23 #3	19.95	26.50	13.39
4200341428	39047	~UNIVERSITY 7-23 #4	10.56	13.25	6.69
4200342431	39047	~UNIVERSITY 7-23 #5	12.91	22.43	11.71
4200342432	39047	~UNIVERSITY 7-23 #6	14.08	24.47	5.86
4200343420	39047	~UNIVERSITY 7-23 #7	9.39	24.47	8.37
4200343426	39047	~UNIVERSITY 7-23 #8	42.24	31.60	20.50
4231735454	40307	~UNIVERSITY 7-29 #1	11.83	22.58	16.73
4231737361	40307	~UNIVERSITY 7-29 #10	25.63	60.22	46.01
4231735917	40307	~UNIVERSITY 7-29 #2	11.83	28.60	20.92
4231736226	40307	~UNIVERSITY 7-29 #3	11.43	22.58	41.83
4231737632	40307	~UNIVERSITY 7-29 #4	43.37	33.87	79.48
4231736690	40307	~UNIVERSITY 7-29 #5	17.74	41.40	50.20
4231736789	40307	~UNIVERSITY 7-29 #6	3.15	7.53	54.38
4231736793	40307	~UNIVERSITY 7-29 #7	22.08	16.56	39.74
4231736794	40307	~UNIVERSITY 7-29 #8	11.83	40.65	46.01
4200340820	40356	~UNIVERSITY 7-33 #2	22.07	27.21	21.33
4200341584	40356	~UNIVERSITY 7-33 #3	10.36	23.18	13.39
4200341585	40356	~UNIVERSITY 7-33 #4	12.61	34.27	17.57
4200342763	40356	~UNIVERSITY 7-33 #5	33.78	42.33	40.99
4200343450	40356	~UNIVERSITY 7-33 #7	10.81	21.17	17.15
4200340818	40833	~UNIVERSITY 7-34 #1	33.96	29.85	66.09
4200342466	40833	~UNIVERSITY 7-34 #2	5.82	28.86	12.55
4200342467	40833	~UNIVERSITY 7-34 #3	12.13	28.86	22.59
4200342891	40833	~UNIVERSITY 7-34 #4	7.28	31.84	10.04
4200342916	40833	~UNIVERSITY 7-34 #5	25.23	49.75	18.82
4200342917	40833	~UNIVERSITY 7-34 #6	12.13	29.85	11.29
4200342918	40833	~UNIVERSITY 7-34 #7	9.22	34.83	17.15
4200342919	40833	~UNIVERSITY 7-34 #8	19.89	30.85	21.33
4200342920	42016	~UNIVERSITY 7-35 #2	17.05	53.54	8.37
4200343411	42016	~UNIVERSITY 7-35 #3	19.60	53.54	10.04

API#	Lease #	Well Name	Oil Prod	Gas Prod	Water Prod
4200342921	New	~UNIVERSITY 7-38 #2	0.00	0.00	0.00
4200342922	New	~UNIVERSITY 7-38 #4	26.70	45.88	0.00
4200342923	New	~UNIVERSITY 7-38 #5	14.68	26.22	13.39
4200342924	New	~UNIVERSITY 7-38 #6	30.04	52.43	31.79
4231736558	40530	~UNIVERSITY 7-39 #1	21.79	21.07	16.00
4231736742	40530	~UNIVERSITY 7-39 #2	34.10	43.65	25.94
4200342482	40530	~UNIVERSITY 7-39 #3	15.15	31.61	7.53
4231735824	40530	~UNIVERSITY 7-39 #4	23.49	48.17	32.21
4231735913	41344	~UNIVERSITY 7-39A #3	10.89	34.18	5.44
4231735915	41344	~UNIVERSITY 7-39A #5	44.65	50.45	22.59
4231736740	41344	~UNIVERSITY 7-39A #7	19.60	55.33	12.55
4231735825	40421	~UNIVERSITY 7-41 #1	25.49	44.84	20.92
4200341558	40421	~UNIVERSITY 7-41 #2	14.65	28.02	18.82
4200343697	40421	~UNIVERSITY 7-41 #5	27.12	100.88	72.37
4200343699	40421	~UNIVERSITY 7-41 #6	37.97	67.26	25.10
4200343297	New	~UNIVERSITY 7-42 #2	28.72	31.82	36.39
4200343301	New	~UNIVERSITY 7-42 #3	18.19	42.42	20.92
4200343302	New	~UNIVERSITY 7-42 #4	28.72	84.85	20.92
4200343303	New	~UNIVERSITY 7-42 #5	0.00	0.00	0.00
4200341559	40532	~UNIVERSITY 7-43 #1	10.30	59.26	19.66
4200343427	40532	~UNIVERSITY 7-43 #2	12.18	74.08	18.82
4200343433	40532	~UNIVERSITY 7-43 #3	18.74	111.11	23.01
4200343434	40532	~UNIVERSITY 7-43 #4	0.00	28.50	41.83
4200343738	40532	~UNIVERSITY 7-43 #5	16.39	96.30	19.66
4200340124	38632	~UNIVERSITY 7-6 #1	7.30	11.38	7.95
4200340582	38632	~UNIVERSITY 7-6 #3	12.61	22.76	10.88
4200342667	38632	~UNIVERSITY 7-6 #4	20.57	52.36	30.54
4200342668	38632	~UNIVERSITY 7-6 #5	24.55	35.28	24.68
4200343655	38632	~UNIVERSITY 7-6 #6	33.84	37.56	30.54
4200343660	38632	~UNIVERSITY 7-6 #7	29.20	47.80	36.81
4200340125	38630	~UNIVERSITY 7-8 #1	10.86	11.48	5.44
4200342680	38630	~UNIVERSITY 7-8 #2	0.00	10.33	0.00
4200343676	38630	~UNIVERSITY 7-8 #4	60.53	39.03	30.54
4200342685	39061	~UNIVERSITY 7-9 #1	36.91	57.35	37.23
4200343668	39061	~UNIVERSITY 7-9 #2R	21.75	37.11	29.70
4200340583	39061	~UNIVERSITY 7-9 #3	5.93	9.00	7.11
4200340583	39061	~UNIVERSITY 7-9 #4	36.25	57.35	33.05
		Total	2484.64	4402.83	3843.72
			BO	MCF	BW

Daily Production

**DOCKET NO. 08-0281476
RRC EXHIBIT B**

API #	Lease Name	Lease Number	Oil Prod	Gas Prod	Water Prod
4222736112	Allar 37 #1	38866	4.82	2.80	8.00
4231700003	BOEHMKE	19561	2.84	2.80	4.00
4231710304	MADISON C	20897	0.00	0.00	0.00
4231710324	BRISTOW B	21034	0.00	0.00	0.00
4231730009	MCKENNEY A	21177	3.49	7.40	2.36
4231731441	KLUTHE-PHILLIPS	23872	4.88	2.80	16.49
4231731566	KLUTHE-MADISON #1	24458	7.05	10.57	5.50
4231732506	MEEK A #1-X	21165	1.71	2.80	0.00
4231732813	STEWART M.C. #2	21885	0.00	0.00	0.00
4231733040	FISHERMAN	20746	0.00	2.80	0.00
4231733167	MEEK D #2	21658	1.89	0.00	23.56
4231733545	FISHERMAN A #1	31979	2.27	0.00	3.14
4231733550	KEWANEE A #1	32169	3.34	4.80	4.71
4231733770	BRISTOW 'A' #1	32988	4.60	2.80	0.00
4231733775	BOEHMKE A #1	33073	4.07	2.80	0.00
4231733810	MEEK 'E' #1	33119	7.00	2.80	5.50
4231733815	KEWANEE 'C' #1	33160	1.67	3.80	4.71
4231733829	BRISTOW 'C' #1	33171	0.84	8.33	0.00
4231733838	MADISON 'F' #1	33145	3.77	2.80	2.36
4231734181	POWELL 'D' #2	21153	2.89	0.00	2.36
4231734476	MEEK D #3	21658	3.14	0.00	4.71
4231734517	KLUTHE-MADISON #2	24458	6.27	0.53	21.99
4231735065	STEWART M.C. #3	21885	0.00	0.00	0.00
4231735070	Anderson 11-1	39005	4.50	2.80	6.28
4231735111	JW Meek #2	38766	6.35	9.80	9.43
4231735159	Allar 11 #2	38885	9.05	0.45	8.25
4231735169	Allar 3-1 Battery	38868	10.62	0.75	11.78
4231735180	SHORTES #3	38850	0.00	18.28	0.00
4231735207	Gibbs 25-1	38975	6.20	2.80	8.00
4231735208	Hall Trust #1	38855	4.35	5.40	0.00
4231735228	Millhollen Trust 9	39375	5.57	6.80	8.64
4231735359	Sawyer 3-3	39330	12.86	18.05	2.22
4231735448	Graves A #2	39364	7.50	2.80	26.71
4231735475	Harrison #3	40395	18.16	2.40	27.49
4231735642	Clinton 10-1	39835	6.50	11.00	3.93
4231735711	Stroup 48-1	40351	20.11	4.00	35.35
4231735722	Scott 28-1	40033	8.32	4.00	15.71
4231735723	Davis 31-1	40097	18.03	25.25	0.00
4231735727	Chieftain #1	39840	13.55	4.00	15.71
4231735844	Richards 25-3	40259	7.17	0.00	16.24
4231735878	Roman 22B-1	40801	0.02	0.47	0.00
4231735879	W. L. Ramsey	40312	10.04	7.25	23.56
4231735882	Ellis 8-1	40569	14.94	4.00	25.00
4231735994	Chapman 19 #1	41563	13.10	3.90	0.00
4231736027	Doggett 1	41232	39.56	172.00	145.31
4231736239	Pevehouse 3B-4	41004	3.21	46.75	2.09
4231736411	Ellis 36-1	41089	27.48	53.00	0.00
4231736555	Wells 37-1	41388	14.57	9.54	20.00
4231737056	Hardin A	42077	15.00	14.00	184.58
4231737229	Chapman 19 #2	41563	117.94	15.60	0.00
4231737577	Ellis 36A #3	739261	27.55	48.07	0.00
4231737605	Hardin 10A	735028	23.68	66.00	149.24
4231737760	Ellis 36A #5	739261	24.11	40.86	0.00
4231738340	Ellis 36A #6	739261	33.06	56.08	0.00
n/a	GLEN/KENNETH COX	n/a	2.09	22.30	0.00
n/a	Elrod 45-3	n/a	0.00	0.00	0.00
			591.69	739.03	854.89
			BO	MCF	BW

Pioneer Natural Resources USA, Inc.	
Exhibit No.:	6
Docket/Case No.:	08-0281476
Date:	May 1, 2013