

VICTOR G. CARRILLO, CHAIRMAN
ELIZABETH A. JONES, COMMISSIONER
MICHAEL L. WILLIAMS, COMMISSIONER

TOMMIE SEITZ
INTERIM DIRECTOR, OIL AND GAS DIVISION
WILLIAM B. MIERTSCHIN
ASSISTANT DIRECTOR, SITE REMEDIATION


OIL AND GAS DIVISION

VOLUNTARY CLEANUP PROGRAM FINAL CERTIFICATE OF COMPLETION RELYING ON INSTITUTIONAL CONTROLS

As provided for Chapter 91, Subchapter 0, Texas Natural Resource Code.

I, WILLIAM B. MIERTSCHIN, ASSISTANT DIRECTOR OF THE SITE REMEDIATION SECTION, OIL AND GAS DIVISION, RAILROAD COMMISSION OF TEXAS, CERTIFY UNDER CHAPTER 91, SUBCHAPTER 0, TEXAS NATURAL RESOURCE CODE, THAT NECESSARY RESPONSE ACTIONS HAVE BEEN COMPLETED FOR VOLUNTARY CLEANUP PROGRAM SITE VCP NO.10-40017 FOR THE TRACT OF LAND DESCRIBED IN EXHIBIT "A", BASED ON THE AFFIDAVIT OF COMPLETION OF RESPONSE ACTION, EXHIBIT "B" AND WHICH ARE FURTHER DESCRIBED IN THE APPROVED FINAL REPORT FOR THE SITE. THE APPLICANT WAS NOT A RESPONSIBLE PARTY UNDER SECTION 91.113. ON THE DATE OF ISSUANCE OF THIS CERTIFICATE THE APPLICANT IS QUALIFIED TO OBTAIN THE PROTECTION FROM LIABILITY PROVIDED BY CHAPTER 91, SUBCHAPTER 0, TEXAS NATURAL RESOURCE CODE.

EXECUTED this 21st Day of September, 2009.

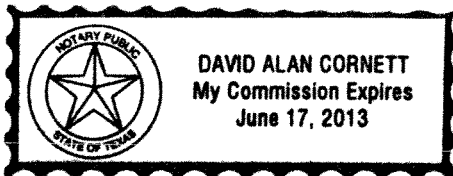

William B. Miertschin, Assistant Director
Site Remediation Section

STATE OF Texas

COUNTY OF Travis

BEFORE ME, personally appeared William B. Miertschin, Assistant Director, Site Remediation Section, of the Railroad Commission of Texas, known to me to be the person and agent of said commission whose name is subscribed to the foregoing instrument, and he acknowledged to me that he executed the same for the purposes and in the capacity therein expressed.

GIVEN UNDER MY HAND AND SEAL OF OFFICE, this 21st Day of September, 2009.





Notary Public in and for the State of Texas

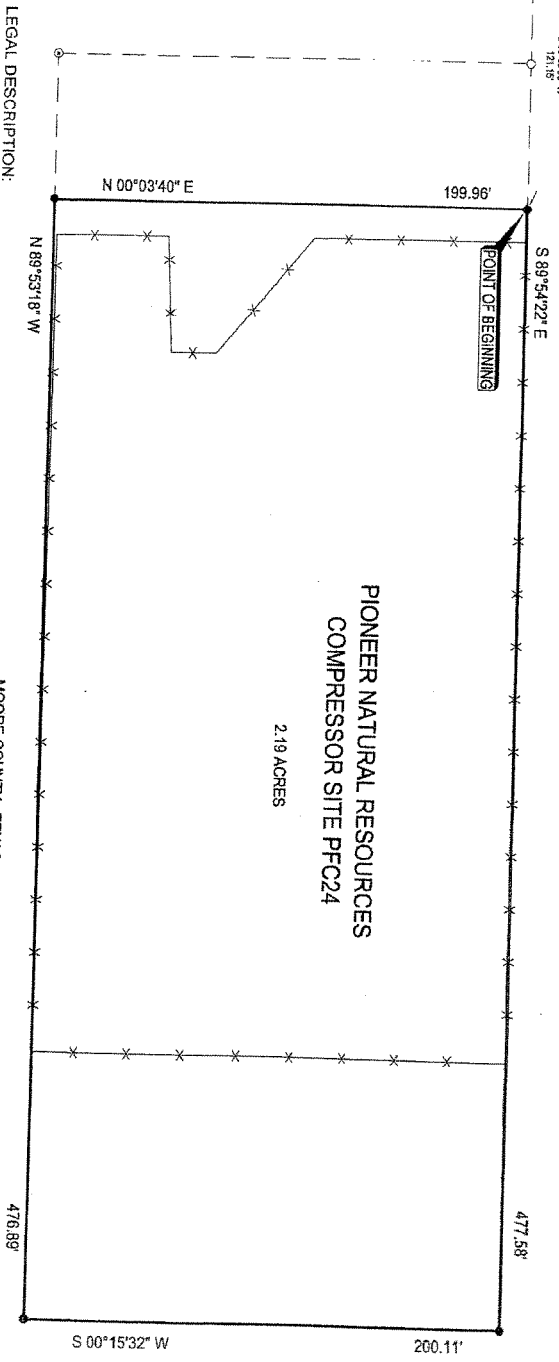
EXHIBIT "A"
RAILROAD COMMISSION OF TEXAS
VOLUNTARY CLEANUP PROGRAM
LEGAL DESCRIPTION OF THE Pioneer Compressor Station #24
Moore County, Texas
VCP No. 10-40017

Pioneer PFC #24
Moore County, Texas
VCP 10-40017

BLOCK G&M 3
G. & M. SURVEY

61 41
62 83
63 92

BLOCK 018
D. & P. SURVEY



PIONEER NATURAL RESOURCES
COMPRESSOR SITE PFC24

2.19 ACRES

MOORE COUNTY, TEXAS

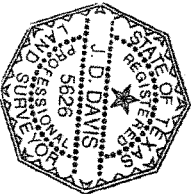
LEGAL DESCRIPTION:

A 2.19 acre tract of land in Section 83, Block O 18, D. & P. Survey, Moore County, Texas, said 2.19 acre tract of land being more particularly described by metes and bounds as follows:
BEGINNING at a 1/2" X 24" rebar with a plastic cap stamped "DAVIS GEOMATICS" set for the Northwest corner of this tract whence a 5/8" rebar with a plastic cap found at the Northwest corner of said Section 83 bears S 90°00'00" W, 121.15 feet and N 00°00'47" E, 730.03 feet;
THENCE S 89°54'22" E - bearings contained herein are relative to true North as determined from G.P.S. observations - for a distance of 477.58 feet to a 1/2" X 24" rebar with a plastic cap stamped "DAVIS GEOMATICS" set at the Northeast corner of this tract of land;
THENCE S 00°15'32" W, for a distance of 200.11 feet to a 1/2" X 24" rebar with a plastic cap stamped "DAVIS GEOMATICS" set for the Southeast corner of this tract of land;
THENCE N 89°53'18" W for a distance of 476.89 feet to a 1/2" X 24" rebar with a plastic cap stamped "DAVIS GEOMATICS" set for the Southwest corner of this tract of land;
THENCE N 00°03'40" E for a distance of 199.96 feet to the **POINT OF BEGINNING**. Said tract contains a computed 2.19 acres of land as described.

The undersigned does hereby certify that this survey is true and correct to the best of my knowledge and belief and was staked on the ground by me or by others under my direct supervision.

Dated this 17th day of July, 2007

[Signature]
 J. D. DAVIS
 Registered Professional Land Surveyor
 Texas Registration No. 56226
 Amarillo, Texas



SCALE 1" = 50'
LEGEND
 ● 1/2" X 24" REBAR WITH CAP STAMPED "DAVIS GEOMATICS" SET
 ○ 5/8" REBAR WITH CAP FOUND
 ⊗ NAIL FOUND
 -E- OVERHEAD UTILITY LINE
 -X- HENCE



DAVIS GEOMATICS, LLC
 PROFESSIONAL GEOMATIC CONSULTANTS
 Copyright © 2007 - DAVIS GEOMATICS, LLC - All Rights Reserved
 PHONE: 805.570.0160 / FAX: 805.558.0068
 P.O. BOX 4061 AMARILLO, TX 79116-4061
 www.geomatics.com email: info@geomatics.com

DRAWN BY:	H.E. BOERSTLER
SCALE:	1" = 50'
DATE:	07-17-2007
FILE NO.:	07-07-154
GF NO.:	N/A

This plat was prepared for the specific purpose indicated hereon and no other use or any of the plat for other purposes or interpretations is strictly prohibited.

EXHIBIT "B"
RAILROAD COMMISSION OF TEXAS (RRC)
VOLUNTARY CLEANUP PROGRAM (VCP)
AFFIDAVIT OF COMPLETION OF RESPONSE ACTION
AND INSTITUTIONAL CONTROL

I, Mr. Kyle Hughes, representing Pioneer Natural Resources U.S.A, Inc. have completed response actions pursuant to Chapter 91, Subchapter O, Texas Natural Resource Code, at the tract of land described in Exhibit "A" to this certificate that pertains to the Pioneer Compressor Station #24, VCP No. 10-40017 located in Moore County, Texas. The Site was owned by the Bank of America, as Guardian of the Estate of Eliza Hagy, at the time the application to participate in the VCP was filed. The Applicant has submitted and received approval from the RRC VCP on all plans and reports required by the Voluntary Cleanup Agreement. The plans and reports were prepared using a prudent degree of inquiry of the Site consistent with accepted industry standards to identify all contaminants, waste and contaminated media of regulatory concern. The response actions for the site have achieved standards that remain protective as long as the following institutional controls are maintained:

1. Use of the Affected Property shall not be allowed for residential purposes as defined in this Covenant.
2. Use of the ground water beneath the Affected Property shall not be allowed except for monitoring purposes.
3. Penetration or excavation for a purpose of the impacted soil and/or groundwater zones should only be conducted in such a manner as to prevent the migration or release of contaminants to any other zone or media and to prevent uncontrolled exposure to human and ecological receptors.
4. These restrictions shall be a covenant running with the land, as filed in the Moore County Clerk's office on 15 June 2009, Volume 671, pages 295-305 (Attachment 1).

The response actions eliminate substantial present or future risk to public health and safety and to the environment from releases and threatened releases of contaminants at or from the Site. The Applicant has not acquired this certificate of completion by fraud, misrepresentation, or knowing failure to disclose material information. Further information concerning the response actions at this Site may be found in the final report at the central office of the RRC under VCP No. 10-40017

The preceding is true and correct to the best of my knowledge and belief.

Applicant

By: _____

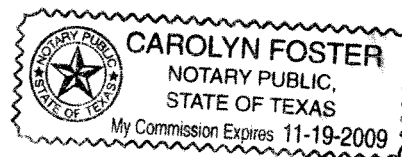
Print Name: Kyle Hughes

STATE OF
COUNTY OF

BEFORE ME, personally appeared KYLE HUGHES
known to me to be the person and agent of said commission whose name is subscribed to the foregoing instrument, and he acknowledged to me that he executed the same for the purposes and in the capacity therein expressed.

GIVEN UNDER MY HAND AND SEAL OF OFFICE, this 9th day of September 2009.

Notary Public in and for the State of Texas



Attachment 1

Institutional Control

Volume 671, pages 295-305
Moore County, Texas

**Railroad Commission of Texas
Environmental Restrictive Covenant**

STATE OF TEXAS

§

§

COUNTY OF MOORE

This Restrictive Covenant is filed pursuant to the authority of the Railroad Commission of Texas (Commission) to control and clean up pollution caused by activities over which the Commission exercises jurisdiction in accordance with Section 91.113 of the Texas Natural Resources Code, and affects the real property (Property) described as follows:

Bank of America as Guardian of the Estate of Eliza Hagy is the current Owner of the Property and premises, and appurtenances thereto, located in **Moore County**, Texas, consisting of a **(2.19 Acre Tract out of the D. & P. Survey, Section 83, Block O 18, in Moore County, Texas, according to deed recorded in Volume 416, Page 836, in the Deed Records of the office of the County Clerk of Moore County, Texas, with a metes and bounds description as follows, and more fully described on Exhibit A:**

The legal description of the facility is: A 2.19 acre tract of land in Section 83, Block O 18, D. & P. Survey, Moore County, Texas, said 2.19 acre tract of land being more particularly described by metes and bounds as follows:

BEGINNING at a 1/2" X 24" rebar with a plastic cap stamped "DAVIS GEOMATICS" set for the Northwest corner of this tract whence a 5/8" rebar with a plastic cap found at the Northwest corner of said Section 83 bears S 90°00'00" W, 121.15 feet and N 00°00'47" E, 730.03 feet;

THENCE S 89°54'22" E - bearings contained herein are relative to true North as determined from G.P.S. observations - for a distance of 477.58 feet to a 1/2" X 24" rebar with a plastic cap stamped "DAVIS GEOMATICS" set at the Northeast corner of this tract of land;

THENCE S 00°15'32" W for a distance of 200.11 feet to a 1/2" X 24" rebar with a plastic cap stamped "DAVIS GEOMATICS" set for the Southeast corner of this tract of land;

THENCE N 89°53'18" W for a distance of 476.89 feet to a 1/2" X 24" rebar with a plastic cap stamped "DAVIS GEOMATICS" set for the Southwest corner of this tract of land;

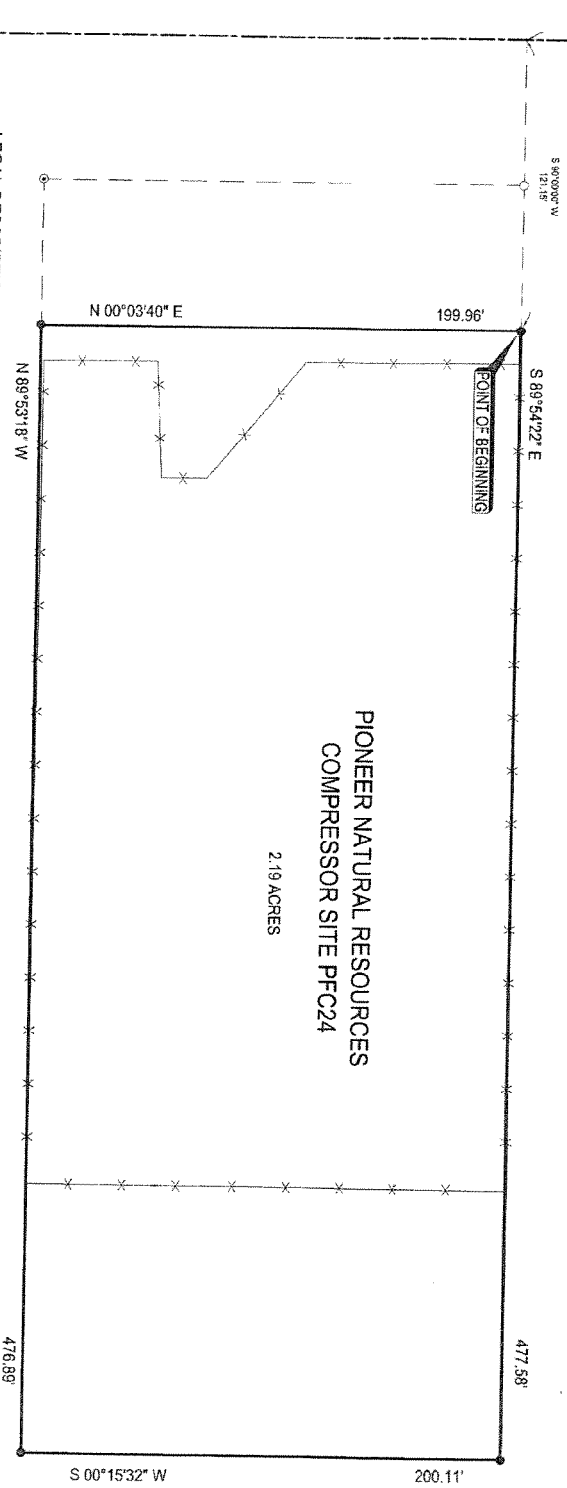
THENCE N 00°03'40" E for a distance of 199.96 feet to the POINT OF BEGINNING. Said tract contains a computed 2.19 acres of land as described.

BLOCK G&M 3
G. & M. SURVEY
61 41
62 83
1/8" REBAR WITH CAP FOUND

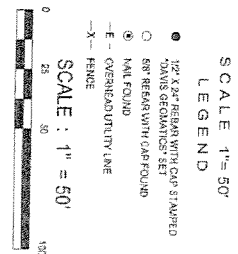
BLOCK O18
D. & P. SURVEY

PIONEER NATURAL RESOURCES
COMPRESSOR SITE PFC24
2.19 ACRES

MOORE COUNTY, TEXAS

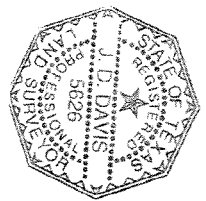


LEGAL DESCRIPTION:
A 2.19 acre tract of land in Section 83, Block O 18, D. & P. Survey, Moore County, Texas, said 2.19 acre tract of land being more particularly described by metes and bounds as follows:
BEGINNING at a 1/2" X 24" rebar with a plastic cap stamped "DAVIS GEOMATICS" set for the Northwest corner of this tract whence a 5/8" rebar with a plastic cap found at the Northwest corner of said Section 83 bears S 90°00'00" W, 121.15 feet and N 00°00'47" E, 730.03 feet;
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THENCE N 89°53'18" W for a distance of 476.99 feet to a 1/2" X 24" rebar with a plastic cap stamped "DAVIS GEOMATICS" set for the Southwest corner of this tract of land;
THENCE N 00°03'40" E for a distance of 199.96 feet to the **POINT OF BEGINNING**. Said tract contains a computed 2.19 acres of land as described.



The undersigned does hereby certify that this survey is true and correct to the best of my knowledge and belief and was staked on the ground by me or by others under my direct supervision.

Dated this 17th day of July, 2007



J.D. Davis
J.D. Davis
Registered Professional Land Surveyor
Texas Registration No. 5626
Amarillo, Texas

	DAVIS GEOMATICS, LLC PROFESSIONAL GEOMATIC CONSULTANTS Copyright © 2007 - DAVIS GEOMATICS, LLC - All Rights Reserved		DRAWN BY: H.E. BOERSTLER SCALE: 1" = 50' DATE: 07-17-2007 FILE NO.: 07-07-154 GF NO.: N/A
	PHONE: 806.570.0169 / FAX: 806.359.0686 P.O. BOX 4061 AMARILLO, TX 79116-4061 www.geopro.us email: info@geopro.us		<small>The plat was prepared for the specific purpose indicated herein and reliance upon or use of this plat for other purposes or transactions is strictly prohibited.</small>

AK 0 7 1 0 0 0 0 0

Soil on a portion of the Property is affected by certain identified chemicals of concern. This portion, considered to be Affected Property, is presented on **Exhibit B**, and can be described as follows:

A 2.19 acre tract of land in Section 83, Block O 18, D. & P. Survey, Moore County, Texas, said 2.19 acre tract of land being more particularly described by metes and bounds as follows;

BEGINNING at a 1/2" X 24" rebar with a plastic cap stamped "DAVIS GEOMATICS" set for the Northwest corner of this tract whence a 5/8" rebar with a plastic cap found at the Northwest corner of said Section 83 bears S 90°00'00" W, 121.15 feet and N 00°00'47" E, 730.03 feet;

THENCE S 89°54'22" E - bearings contained herein are relative to true North as determined from G.P.S. observations - for a distance of 477.58 feet to a 1/2" X 24" rebar with a plastic cap stamped "DAVIS GEOMATICS" set at the Northeast corner of this tract of land;

THENCE S 00°15'32" W for a distance of 200.11 feet to a 1/2" X 24" rebar with a plastic cap stamped "DAVIS GEOMATICS" set for the Southeast corner of this tract of land;

THENCE N 89°53'18" W for a distance of 476.89 feet to a 1/2" X 24" rebar with a plastic cap stamped "DAVIS GEOMATICS" set for the Southwest corner of this tract of land;

THENCE N 00°03'40" E for a distance of 199.96 feet to the POINT OF BEGINNING. Said tract contains a computed 2.19 acres of land as described.

This restrictive covenant is required for the following reasons:

The Affected Property is a **former natural gas compressor facility**, otherwise known as **Panhandle Field Compressor No. 24** and was operated by **Pioneer Natural Resources USA, Inc. (PNR)** from **July 1, 2002 to the present**; wherein chemicals of concern attributable to the operations at **Panhandle Field Compressor No. 24** impacted soil and an environmental investigation and response action was required in accordance with Commission regulations. **PNR** performed the response action to characterize and remediate the chemicals of concern. The remediation was performed in such a manner that the following chemicals of concern at the following maximum levels at the time of IC filing were left in **soil deeper than 50 feet bgs**:

<u>Maximum Contaminant Levels</u>					
<u>Soil Sample</u>					
<u>(mg/Kg)</u>					
<u>Sample ID</u>	<u>Date Collected</u>	<u>Benzene</u>	<u>Toluene</u>	<u>Ethylbenzene</u>	<u>TPH</u>
<u>PFC24-31-50'</u>	<u>April 15, 2004</u>	<u>35.6</u>	<u>63.1</u>	<u>10.3</u>	<u>5,310</u>

The investigation, assessment, remediation and analytical data are contained in:

“Site Investigation Report and Remedial Action Plan,” April 15, 2004, PNR

Copies of the report may be obtained **from the following addresses:**

<u>Pioneer Natural Resources USA, Inc.</u>	<u>El Paso Corporation</u>
<u>Attn: Michael Jacobs</u>	<u>Attn: Sam Telleen</u>
<u>303 West Wall Street</u>	<u>1001 Louisiana Street</u>
<u>Suite 101</u>	<u>Houston, Texas 77002</u>
<u>Midland, Texas 79701</u>	

The response action has been approved by the Commission based on the presumption that the Affected Property will be used exclusively for **commercial/industrial purposes, and will not be put to residential use, and the ground water beneath the Affected Property will not be used for any purpose, except monitoring. The Commission has determined that the Affected Property currently meets standards for commercial/industrial use. Based on information contained in the reports identified above, the chemicals of concern pose no significant present or future risk to humans or the environment based on commercial/industrial use.** The Commission does not require any further remediation of the Affected Property as long as the Affected Property is not put to residential use and/or the ground water is not used. For purposes of this Covenant, the term “residential use” means use for dwellings such as single family houses and multi-family apartments, children's homes, nursing homes, residential portions of government-owned lands (local, state or federal), day care facilities, educational facilities, hospitals, ranch and farm land, and parks (local, state or federal). This restrictive covenant is necessary to assure that all present and future owners of the Affected Property are aware of its condition and do not use the property in any manner inconsistent with this restriction. If any person desires to use the Affected Property in the future for residential purposes, and/or the ground water beneath the Affected Property, the Commission must be notified at least 60 days in advance of such use. Additional response action contemplating a change in land use or in the size of the assumed exposure area may be necessary.

Bank of America as Guardian of the Estate of Eliza Hagy is the Owner of the Property. In consideration of the Response Action leading to final approved remediation of the Affected Property, the Owner of the Property has agreed to place the following restrictions on the Property in favor of the Commission and the State of Texas. Now therefore, in consideration of these premises and other good and valuable consideration, the receipt and sufficiency of which is hereby acknowledged, the following restrictive covenants in favor of the Commission and the State of Texas are placed on the Property described in Exhibit “A,” to-wit:

1. Use of the Affected Property shall not be allowed for residential purposes as defined in this Covenant.
2. Use of the ground water beneath the Affected Property shall not be allowed except for monitoring purposes.
3. Penetration or excavation for a purpose of the impacted soil and/or groundwater zones should only be conducted in such a manner as to prevent the migration or release of contaminants to any other zone or media and to prevent uncontrolled exposure to human and ecological receptors.
4. These restrictions shall be a covenant running with the land.

For additional information, contact:

Railroad Commission of Texas
Site Remediation
P. O. Box 12967
1701 N. Congress
Austin, Texas 78711-2967

Railroad Commission of Texas Voluntary Cleanup Program No.: 10-40017

As of the date of this Covenant, the record owner of fee title to the Property is Bank of America as Guardian of the Estate of Eliza Hagy with an address:

701 South Taylor
Amarillo, Texas 79101
Attn: Kevin Rider

This Restrictive Covenant may be rendered of no further force or effect only by a release executed by the Commission and filed in the same Real Property Records as those in which this Restrictive Covenant is filed.

Executed this 27 day of January 2009

Bank of America as Guardian of the Estate of Eliza Hagy

Signature: Kevin M. Rider

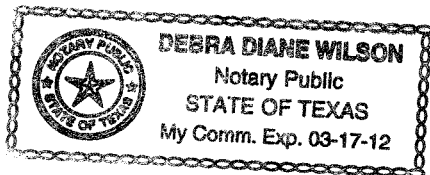
Printed Name: Kevin M Rider

Title: Vice President

STATE OF TEXAS
Randall COUNTY

BEFORE ME, on this the 27th day of January 2009, personally appeared Kevin Rider known to me to be the person whose name is subscribed to the foregoing instrument, and they acknowledged to me that they executed the same for the purposes and in the capacity herein expressed.

GIVEN UNDER MY HAND AND SEAL OF OFFICE, this the 27th day of January 2009.



Debra Diane Wilson
Notary Public in and for the State of Texas,
County of Randall
My Commission Expires: 3-17-12

Irving, Texas 75039

This Restrictive Covenant may be rendered of no further force or effect only by a release executed by the Commission and filed in the same Real Property Records as those in which this Restrictive Covenant is filed.

Executed this 24th day of APRIL, 2008

Pioneer Natural Resources USA, Inc.

Signature: *R. Dale Bankhead*

Printed Name: R. DALE BANKHEAD

Title: VP MID-CONTINENT ASSET

STATE OF TEXAS
(Dallas) COUNTY

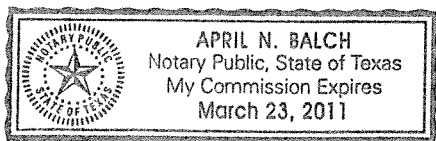
BEFORE ME, on this the 24th day of April, personally appeared Dale Bankhead known to me to be the person whose name is subscribed to the foregoing instrument, and they acknowledged to me that they executed the same for the purposes and in the capacity herein expressed.

GIVEN UNDER MY HAND AND SEAL OF OFFICE, this the 24th day of April, 2008

April N. Balch

Notary Public in and for the State of Texas,
County of Dallas

My Commission Expires: March 23, 2011



Accepted as Third Party Beneficiary this 3^d day of June, 2009.

Railroad Commission of Texas

By: David W. Cooney, Jr.

Name: David W. Cooney, Jr.

Title: Attorney, Special Counsel Section

STATE OF TEXAS
TAVIS COUNTY

BEFORE ME, on this the 3rd day of June 2009, personally appeared David W. Cooney, Jr. known to me to be the person whose name is subscribed to the foregoing instrument, and they acknowledged to me that they executed the same for the purposes and in the capacity herein expressed.

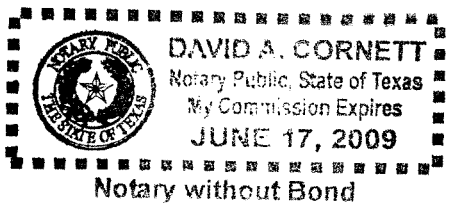
GIVEN UNDER MY HAND AND SEAL OF OFFICE, this the 3rd day of June, 2009.

David Cornett

Notary Public in and for the State of Texas,

County of Travis

My Commission Expires: 17 JUN 09



BLOCK G&M 3
G. & M. SURVEY

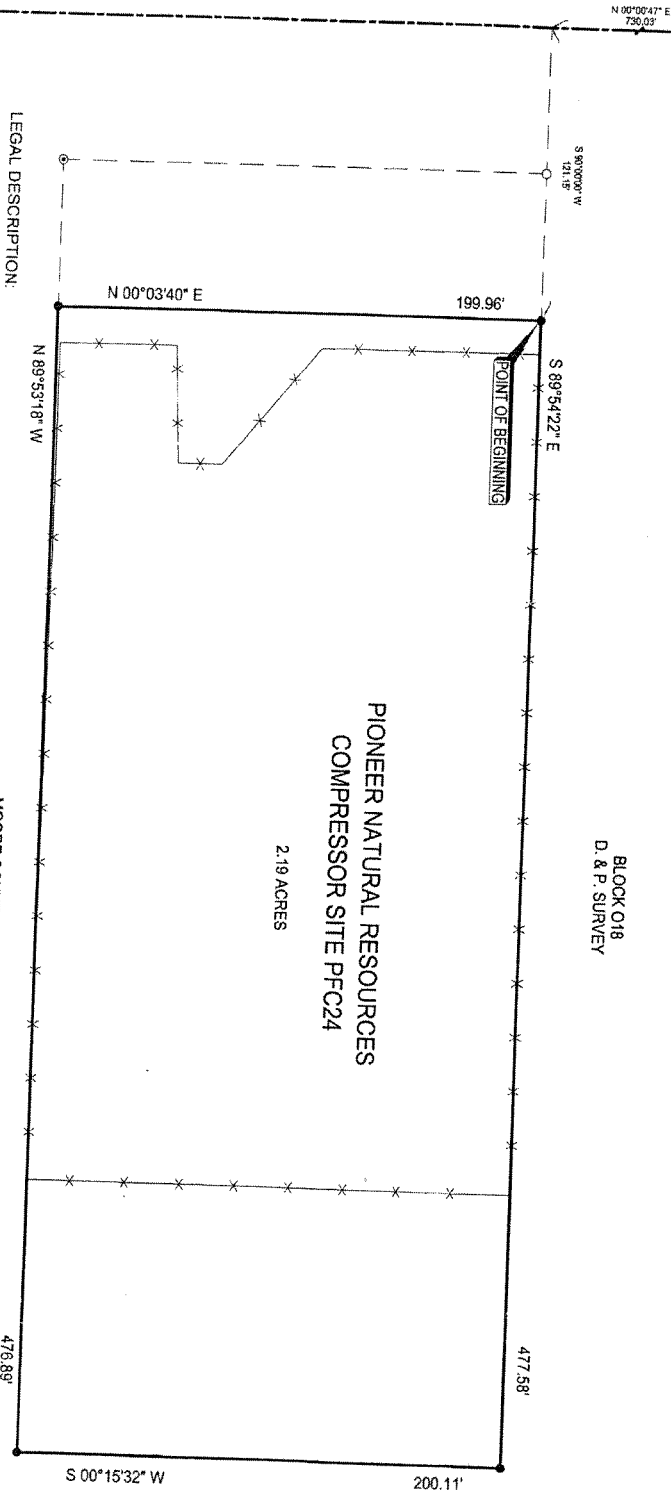
61 41
62 83
1/2" REBAR WITH CAP FOUND

BLOCK O18
D. & P. SURVEY

PIONEER NATURAL RESOURCES
COMPRESSOR SITE PFC24

2.19 ACRES

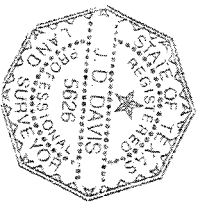
MOORE COUNTY, TEXAS



LEGAL DESCRIPTION:

- A 2.19 acre tract of land in Section 83, Block O 18, D. & P. Survey, Moore County, Texas, said
- 2.19 acre tract of land being more particularly described by metes and bounds as follows:
- BEGINNING** at a 1/2" X 24" rebar with a plastic cap stamped "DAVIS GEOMATICS" set for the Northwest corner of this tract whence a 5/8" rebar with a plastic cap found at the Northwest corner of said Section 83 bears S 90°00'00" W, 121.15 feet and N 00°00'47" E, 730.03 feet;
- THENCE** S 89°54'22" E - bearings contained herein are relative to true North as determined from G.P.S. observations - for a distance of 477.58 feet to a 1/2" X 24" rebar with a plastic cap stamped "DAVIS GEOMATICS" set at the Northeast corner of this tract of land;
- THENCE** S 00°15'32" W for a distance of 200.11 feet to a 1/2" X 24" rebar with a plastic cap stamped "DAVIS GEOMATICS" set for the Southeast corner of this tract of land;
- THENCE** N 89°53'18" W for a distance of 476.89 feet to a 1/2" X 24" rebar with a plastic cap stamped "DAVIS GEOMATICS" set for the Southwest corner of this tract of land;
- THENCE** N 00°03'40" E for a distance of 199.96 feet to the **POINT OF BEGINNING**. Said tract contains a computed 2.19 acres of land as described.

Exhibit A
Page 2 of 9



[Signature]
D. Davis
Registered Professional Land Surveyor
Texas Registration No. 5626
Amarillo, Texas

Dated this 17th day of July, 2007

The undersigned does hereby certify that this survey is true and correct to the best of my knowledge and belief and was staked on the ground by me or by others under my direct supervision.

SCALE 1" = 50'

LEGEND

- 1/2" X 24" REBAR WITH CAP STAMPED "DAVIS GEOMATICS" SET
- 5/8" REBAR WITH CAP FOUND
- ⊙ NAIL FOUND
- E- OVERHEAD UTILITY LINE
- X- FENCE

SCALE : 1" = 50'

DAVIS GEOMATICS, LLC
PROFESSIONAL GEOMATIC CONSULTANTS
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PHONE: 806.570.0189 / FAX: 806.359.2806
P.O. BOX 4061 AMARILLO, TX 79116-4061
www.geomatics.com email: info@geomatics.com

DRAWN BY: H.E. BOERSTLER
SCALE: 1" = 50'
DATE: 07-17-2007
FILE NO.: 07-07-154
GF NO.: N/A

This seal was prepared for the specific purpose indicated. Person and reliance upon or use of this seal for other purposes or transactions is strictly prohibited.