

MF110046

<i>State Lease</i>	<i>Control</i>	<i>Base File</i>	<i>County</i>
MF110046	56-030239		GLASSCOCK

Survey HIGHWAYS & PUBLIC TRANSPORTATION DE

Block

Block Name

Township

Section/Tract

Land Part

Part Description HIGHWAY RIGHT-OF-WAY

Acres 37.162

Depth Below

0

Depth Above

0

Depth Other

Name LAREDO PETROLEUM INC.

Lease Date 4/7/2009

Primary Term 3 yrs

Bonus (\$) \$14,864.80

Rental (\$) \$0.00

Lease Royalty 0.2500

Leasing: BS

Analyst: _____

Maps: _____

GIS: AS 26



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The State of Texas

HROW Lease
Revised 8/06



Austin, Texas

PAID-UP
OIL AND GAS LEASE NO. (110046)
GENERAL LAND OFFICE
AUSTIN, TEXAS

THIS AGREEMENT made and entered into by and between the Commissioner of the General Land Office of the State of Texas, whose address is Stephen F. Austin Building, 1700 North Congress, Austin, Texas, 78701, hereinafter called "Lessor", hereunto authorized by the School Land Board, pursuant to the provisions of Chapters 32 and 52 of the Natural Resources Code (hereinafter called N.R.C.), and amendments thereto, and all applicable rules promulgated by the School Land Board and **Laredo Petroleum, Inc.**, whose address is **508 West Wall Street, Suite 600, Midland, TX 79701** hereinafter called "Lessee".

1. Lessor, in consideration of **Fourteen Thousand Eight Hundred Sixty Four 80/100 (\$ 14,864.80)** receipt of which is hereby acknowledged, and of the covenants and agreements of Lessee hereinafter contained, does hereby grant, lease, and let unto Lessee the land covered hereby for the purposes and with the exclusive right of exploring, drilling, mining and operating for, producing and owning oil, gas, and all other hydrocarbons, produced from the land covered hereby. The land covered hereby, herein called "said land" is located in the County of **Glasscock** State of Texas, and is described as follows:

37.162 acres of land, more or less, known as, situated in said **Glasscock** County, Texas, more particularly described in Exhibit "A" attached hereto and made a part hereof together with a plat, attached hereto as Exhibit "B", depicting said right-of-way and surrounding area for purposes of illustration only.

For the purpose of determining the amount of any bonus or other payment hereunder, said land shall be deemed to contain **37.162 acres**, whether actually containing more or less, and the above recital of acreage shall be deemed to be the true acreage thereof. Lessor accepts the bonus as lump sum consideration for this lease and all rights and options hereunder.

2. PRIMARY TERM: This lease, which is a "paid up" lease requiring no rentals, shall remain in force for a term of **three years, from April 7th, 2009** hereinafter called "primary term", and as long thereafter as operations, as hereinafter defined, are conducted upon said land with no cessation for more than ninety (90) consecutive days.

3. ROYALTIES: As royalty Lessee covenants and agrees:

(a) To deliver to the credit of Lessor, in the pipe line to which Lessee may connect its well, the equal **1/4** part of all oil produced and saved by Lessee from said land, or from time to time, at the option of Lessee, to pay Lessor the average posted market price of such **1/4** part of such oil at the wells as of the day it is run to the pipe line or storage tanks, Lessor's interest, in either case, to bear none of the cost of treating oil to render it marketable pipe line oil;

(b) To pay Lessor on gas and casing head gas produced from said land (1) when sold by lessee **1/4** of the amount realized by Lessee, computed at the mouth of the well, or (2) when used by Lessee off said land or in the manufacture of gasoline or other products, the market value, at the mouth of the well, of **1/4** of such gas and casing head gas.

(c) If, at the expiration of the primary term or at any time or times thereafter, there is any well on said land or on lands with which said land or any portion thereof has been pooled, capable of producing oil or gas, and all such wells are shut-in, this lease shall, nevertheless, continue in force as though operations were being conducted on said land for so long as said wells are shut-in, and thereafter this lease may be continued in force as if no shut-in had occurred

(d) Lessee covenants and agrees to use reasonable diligence to produce, utilize, or market the minerals capable of being produced from said wells, but in the exercise of such diligence, Lessee shall not be obligated to install or furnish facilities other than well facilities and ordinary lease facilities of flow lines, separator, and lease tank, and shall not be required to settle labor trouble or to market gas upon terms unacceptable to Lessee.

(e) If at any time or times after the expiration of the primary term, all such wells are shut-in for a period of ninety consecutive days, and during such time there are no operations on said land, then at or before the expiration of said ninety day period, lessee shall pay or tender, by check of lessee, as royalty, the sum of **\$ 10.00 per acre**. Lessee shall make like payments or tenders at or before the end of each anniversary of the expiration of said ninety day period if upon such anniversary this lease is being continued in force solely by reason of the provisions of this paragraph. Each such payment or tender shall be made to the parties who at the time of payment would be entitled to receive the royalties which would be paid under this lease if the wells were producing. Nothing herein shall impair lessee's right to release as provided in paragraph 5 hereof. In the event of assignment of this lease in whole or in part, liability for payment hereunder shall rest exclusively on the then owner or owners of this lease, severally as to acreage owned by each.

(f) All royalties not taken in kind shall be paid to the Commissioner of the General Land Office at Austin, Texas, in the following manner:

Royalty on oil is due and must be received in the General Land Office on or before the 5th day of the second month succeeding the month of production, and royalty on gas is due and must be received in the General Land Office on or before the 15th day of the second month succeeding the month of production, accompanied by the affidavit of the owner, manager, or other authorized agent, completed in the form and manner prescribed by the General Land Office and showing the gross amount and disposition of all oil and gas produced and the market value of the oil and gas, together with a copy of all documents, records or reports confirming the gross production, disposition and market value including gas meter readings, pipeline receipts, gas line receipts and other checks or memoranda of amount produced and put into pipelines, tanks, or pools and gas lines or gas storage, and any other reports or records which the General Land Office may require to verify the gross production, disposition and market value. In all cases the authority of a manager or agent to act for the Lessee herein must be filed in the General Land Office. Each royalty payment shall be accompanied by a check stub, schedule, summary or other remittance advice showing by the assigned General Land Office lease number the amount of royalty being paid on each lease. If Lessee pays his royalty on or before thirty (30) days after the royalty payment was due, the Lessee owes a penalty of 5% on the royalty or \$25.00, whichever is greater. A royalty payment which is over thirty (30) days late shall accrue a penalty of 10% of the royalty due or \$25.00, whichever is greater. In addition to a penalty, royalties shall accrue interest at a rate of 12% per year; such interest will begin accruing when the royalty is sixty (60) days overdue. Affidavits and supporting documents which are not filed when due shall incur a penalty in an amount set by the General Land Office administrative rule which is effective on the date when the affidavits or supporting documents were due. The Lessee shall bear all responsibility for paying or causing royalties to be paid as prescribed by the due date provided herein. Payment of the delinquency penalty shall in no way operate to prohibit the State's right of forfeiture as provided by law nor act to postpone the date on which royalties were originally due. The above penalty provisions shall not apply in cases of title dispute as to the State's portion of the royalty or to that portion of the royalty in dispute as to fair market value. The State shall have first lien upon all oil and gas produced from the area covered by this lease to secure the payment of all unpaid royalty and other sums of money that may become due to the State hereunder.

4. POOLING: (a) Lessee is hereby granted the right, at its option, to pool or unitize any land covered by this lease with any other land covered by this lease, and/or with any other land, lease, or leases, as to any or all minerals or horizons. Units pooled for oil hereunder shall not exceed 160 acres each in area, and units pooled for gas hereunder shall not exceed in area 640 acres each plus a tolerance often percent (10%) thereof, unless oil or gas units of a greater size are allowed under or prescribed by rules of the Railroad Commission of Texas. A unit established hereunder shall be valid and effective for all purposes of this lease even though there may be mineral, royalty, or leasehold interests in lands within

the unit, which are not effectively pooled or unitized. Any operations conducted on any part of such unitized land shall be considered, for all purposes, except the payment of royalty, as operations conducted upon said land under this lease. There shall be allocated to the land covered by this lease within each such unit (or to each separate tract within the unit if this lease covers separate tracts within the unit) the proportion of the total production of unitized minerals from the unit, after deducting any used in lease or unit operations, which the number of surface acres in such land (or in each such separate tract) covered by this lease within the unit bears to the total number of surface acres in the unit, and the production so allocated shall be considered for all purposes, including payment or delivery of royalty, overriding royalty and any other payments out of production, to be the entire production of unitized minerals from the land to which allocated in the same manner as though produced there from under the terms of this lease. The owner of the reversionary estate of any term royalty or mineral estate agrees that the accrual of royalties pursuant to this paragraph or of shut-in royalties from a well on the unit shall satisfy any limitation of term requiring production of oil or gas. The formation of any unit hereunder which includes land not covered by this lease shall not have the effect of exchanging or transferring any interest under this lease (including, without limitation, any shut-in royalty which may become payable under this lease) between parties owning interests in land covered by this lease and parties owning interests in land not covered by this lease. Neither shall it impair the right of Lessee to release as provided in paragraph 5 hereof, except that Lessee may not so release as to lands within a unit while there are operations thereon for unitized minerals unless all pooled leases are released as to lands within the unit. At any time while this lease is in force Lessee may dissolve any unit established hereunder by filing for record in the public office where this lease is recorded a declaration to that effect, if at that time no operations are being conducted thereon for unitized minerals. Subject to the provisions of this paragraph 4, a unit once established hereunder shall remain in force for so long as any lease subject thereto shall remain in force. If this lease now or hereafter covers separate tracts, no pooling or unitization of royalty interests as between any such separate tracts is intended or shall be implied or result merely from the inclusion of such separate tracts within this lease but Lessee shall nevertheless have the right to pool or unitize as provided in this paragraph 4 with consequent allocation of production as herein provided. As used in this paragraph 4, the words "separate tract" mean any tract with royalty ownership differing, now or hereafter, either as to parties or amounts, from that as to any other part of the leased premises.

(b) Neither unit production of oil or gas, nor unit operations, nor payment of shut-in royalties from a unit gas well, shall serve to hold the lease in force as to any area outside the unit, regardless of whether the production, maintenance of a shut-in gas well, or operations are actually located on the State tract or not.

(c) Lessee agrees to file with the General Land Office a copy of any unit designation, which this lease is included within ninety (90) days of such designation.

5. RELEASE: Lessee may relinquish the rights granted hereunder to the State at any time by recording the relinquishment in the county where this area is situated and filing the recorded relinquishment or certified copy of same in the General Land Office within ninety (90) days after its execution accompanied by the prescribed filing fee. Such relinquishment will not have the effect of releasing Lessee from any liability theretofore accrued in favor of the State.

6. REWORK: If at any time or times during the primary term operations are conducted on said land and if all operations are discontinued, this lease shall thereafter terminate at the end of the primary term or on the ninetieth day after discontinuance of all operations, whichever is the later date, unless on such later date either (1) Lessee is conducting operations or (2) the shut-in well provisions of paragraph 3 or the provisions of paragraph 9 are applicable. Whenever used in this lease the word "operations" shall mean operations for and any of the following: drilling, testing, completing, reworking, recompleting, deepening, plugging back or repairing of a well in search for or in an endeavor to obtain production of oil or gas, or production of oil or gas in paying quantities.

7. MINERAL USE: Lessee shall have the use, free from royalty, of oil and gas produced from said land in all operations hereunder.

8. NOTICE: In the event Lessor considers that Lessee has not complied with all its obligations hereunder, both express and implied, Lessor shall notify Lessee in writing, setting out specifically in what respects Lessee has breached this contract. Lessee shall then have sixty (60) days after receipt of said notice within which to meet or commence to meet all

or any part of the breaches alleged by Lessor. The service of said notice shall be precedent to the bringing of any action by Lessor on said lease for any cause, and no such action shall be brought until the lapse of sixty (60) days after service of such notice on Lessee. Neither the service of said notice nor the doing of any acts by Lessee aimed to meet all or any of the alleged breaches shall be deemed an admission or presumption that Lessee has failed to perform all its obligations hereunder. If this lease is canceled for any cause, it shall nevertheless remain in force and effect as to (1) sufficient acreage around each well as to which there are operations to constitute a drilling or maximum allowable unit under applicable governmental regulations, (but in no event less than forty acres), such acreage to be designated by Lessee as nearly as practicable in the form of a square centered at the well, or in such shape as then existing spacing rules require; and (2) any part of said land included in a pooled unit on which there are operations.

9. FORCE MAJEURE: If, while this lease is in force, at, or after the expiration of the primary term hereof, it is not being continued in force by reason of the shut-in well provisions of paragraph 3 hereof, and Lessee is not conducting operations on said land by reason of (1) any law, order, rule or regulation, (whether or not subsequently determined to be invalid) or (2) any other cause, whether similar or dissimilar, (except financial) beyond the reasonable control of Lessee, the primary term shall be extended until the first anniversary date hereof occurring ninety (90) or more days following the removal of such delaying cause, and this lease may be extended thereafter by operations as if such delay had not occurred.

10. LESSER ESTATE CLAUSE: If this lease covers a less interest in the oil or gas in all or any part of said land than the entire and undivided fee simple estate (whether lessors interest is herein specified or not), or no interest therein, then the royalties, and other monies accruing from any part as to which this lease covers less than such full interest, shall be paid only in the proportion which the interest therein, if any, covered by this lease bears to the whole and undivided fee simple estate therein.

11. ASSIGNMENTS: This lease may be transferred at any time. All transfers must reference the lease by file number and must be recorded in the county where the land covered hereby is located, and the recorded transfer or a copy certified to by the County Clerk of the county where the transfer is recorded must be filed in the General Land Office within ninety (90) days of the execution date, as provided by N.R.C. Section 52.026, accompanied by the prescribed filing fee. Every transferee shall succeed to all rights and be subject to all obligations, liabilities, and penalties owed to the State by the original Lessee or any prior transferee of the lease, including any liabilities to the State for unpaid royalties.

12. WELL INFORMATION: Lessee agrees to forthwith furnish Lessor, upon written request, with copies of all drilling logs, electrical logs, cores and core records and other information pertaining to all wells drilled by lessee either on the leased premises or acreage pooled therewith, when requested to do so. Said information shall remain confidential as required by statute.

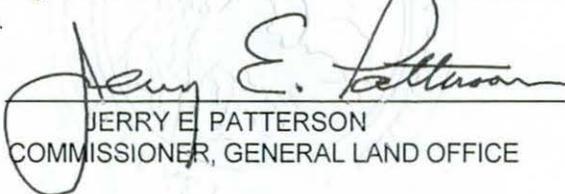
13. SURFACE: Notwithstanding anything herein to the contrary, it is agreed that Lessee will not conduct any exploration or drilling on the surface of the leased premises or use the surface in the exercise of any rights herein granted. Any development of said land shall be by means of a directional well located off the leased premises, or by pooling of said land with other land, lease or leases as hereinabove provided.

14. COMPENSATORY ROYALTY: Lessee shall pay a compensatory royalty if this lease is not being held by production on the leased premises, by production from a pooled unit, or by payment of shut-in royalties in accordance with the terms of this lease, and if oil or gas is sold or delivered in paying quantities from a well located within 2,500 feet of the leased premises and completed in a producible reservoir underlying the area leased hereunder or in any case in which drainage is occurring. Such compensatory royalty shall be paid at the royalty rate provided in this lease based on the value of production from the well as provided in the lease on which such well is located. The compensatory royalty shall be paid in the same proportion that the acreage of this lease has to the acreage of the proration unit surrounding the draining well plus the acreage of this lease. The compensatory royalty shall be paid monthly to the Commissioner of the General Land Office on or before the last day of the month after the month in which the oil or gas is sold and delivered from the well

causing the drainage or from the well located within 2500 feet of the leased premises and completed in a producible reservoir under this lease. Notwithstanding anything herein to the contrary, compensatory royalty payable hereunder shall be no less than an amount equal to **double the shut-in royalty** and shall maintain this lease in effect for so long as such payments are made as provided herein.

15. FORFEITURE: If Lessee shall fail or refuse to make payment of any sum within thirty (30) days after it becomes due, or if Lessee or an authorized agent should knowingly make any false return or false report concerning production or drilling, or if Lessee shall fail or refuse to drill any offset well or wells in good faith as required by law and the rules and regulations adopted by the Commissioner of the General Land Office, or if Lessee should fail to file reports in the manner required by law or fail to comply with rules and regulations promulgated by the General Land Office, or refuse the proper authority access to the records pertaining to operations, or if Lessee or an authorized agent should knowingly fail or refuse to give correct information to the proper authority, or knowingly fail or refuse to furnish the General Land Office a correct log of any well, or if this lease is pooled or assigned and the unit designation or assignment is not filed in the General Land Office as required by law, the rights acquired under this lease shall be subject to forfeiture by the Commissioner, and he shall forfeit same when sufficiently informed of the facts which authorize a forfeiture, and when forfeited the area shall again be subject to lease. However, nothing herein shall be construed as waiving the automatic termination of this lease by operations of law or by reason of any special limitation arising hereunder. Forfeitures may be set aside and this lease and all rights there under reinstated before the rights of another intervene upon satisfactory evidence to the Commissioner of the General Land Office of future compliance with the provisions of the law and of this lease and the rules and regulations that may be adopted relative hereto.

IN TESTIMONY WHEREOF, witness the signature of the Commissioner of the General Land Office of the State of Texas under the seal of the General Land Office.


JERRY E. PATTERSON
COMMISSIONER, GENERAL LAND OFFICE

Approved:

ML: DR

DC: CR

CC: [Signature]

EXHIBIT "A-2"

**METES AND BOUNDS DESCRIPTION OF
23.509 Acres in State Highway #158
Right-of-Way out of
Section 16 and 22, Block 33, T-4-S
T&P Ry. Co. Survey,
Glasscock County, Texas**

Tract No. 1 (See * below):

Being a strip of land along and adjacent to the center line of State Highway 158, 8551 feet long and 120 feet wide, 60 feet of each side of said center line from station 103/18 to station 188/69.

Said center line being described as follows, to wit:

Beginning at a point on the north line of Survey 17, said point of beginning being station 103/18 and being N. 74 Deg. 59 Min. E., 1321 feet from the northwest corner of said Survey 17, thence S. 78 Deg. 37 Min. E., at 4399.6 feet a point on the east line of said Survey 17 and west line of said Survey 16, said point being station 147/17.6 and being S.14 Deg. 45 Min. E., 1957 feet from the northeast corner of said Survey 17 and northwest corner of said Survey 16, thence continuing with same course 8551 feet in all to a point on the northeast line of the southwest one half of said Survey 16, said being station 188/69 and being N. 59 Deg. 16 Min. W., 2159 feet from the southeast corner of said Survey 16.

Said strip of land containing 23.556 acres (See * below).

Tract No. 2:

Being a strip of land along and adjacent to the center line of State Highway No. 158, 4114 feet long and 120 feet wide, 60 feet each side of said center line of station 223/51 to station 264/65.

Said center line being described as follows, to wit:

Beginning at a point on the north line of said Survey 22, said point being station 223/51 and being N. 75 Deg. 04 Min. E., 1609 feet from the northwest corner of said Survey 22.

Thence S. 78 Deg. 37 Min. E., 4114 feet to a point on the east line of said Survey 22, said point being station 264/65 and being S. 14 Deg. 26 Min. E. 1824 feet from the northeast corner of said Survey 22.

Said strip of land containing 11.333 acres

***SAVE & EXCEPT THAT PART OF TRACT 1 THAT INCLUDES THAT CERTAIN TRACT LOCATED IN SURVEY 17, AS MORE FULLY DESCRIBED ON EXHIBIT "B" ATTACHED HERETO AND MADE A PART HEREOF, said tract being also described in that certain Oil & Gas Lease dated December 5, 2006, by and between the General Land Office of the State of Texas, as Lessor and Henry Petroleum LP, as Lessee, and recorded in Volume 98, page 686, of the Official Public Records for Glasscock County, Texas.**

EXHIBIT "A-1"

**METES AND BOUNDS DESCRIPTION OF
13.653 Acres in State Highway #158
Right-of-Way out of
Section 8 and 16, Block 33, T-4-S
T&P Ry. Co. Survey,
Glasscock County, Texas**

Tract No. 1:

Being a strip of land along the adjacent to the center line of State Highway No. 158, 1474.1 feet long and 120 feet wide, 60 feet each side of said center line from station 88/43.9 to station 103/18.

Said center line being described as follows, to wit:

Beginning at a point on the west line of said Survey 8, said point of beginning being station 88/ 43.9 and being N. 14 Deg. 45 Min. W., 655.5 feet from the southwest corner of said Survey 8.

Thence S.78 Deg. 37 Min. , 1474.1 feet to a point in the south line of said Survey 8, said point being station 103/18 and being N. 74 Deg. 59 Min. E., 1321 feet from the south west corner of said Survey 8.

Said strip of land containing 4.061 acres.

Tract No. 2:

Being a strip of land along and adjacent to the center line of said State Highway 158. 3482 feet long and 120 feet wide, 60 feet each side of the said center line from station 188/69 to station 223/51.

Said center line being described as follows, to wit:

Beginning at a point on the southwest line of the northeast one-half of said Survey 16, said point of beginning being station 189/69 and being N.59 Deg. 16 Min. W., 2159 feet from the southeast corner of said Survey 16.

Thence S. 78 Deg. 37 Min. E., at 1687 feet a point on the east line of said Survey 16 and west line of said Survey 15, said point being station 205/56 and being N. 14 Deg. 45 Min. W., 796 feet from said southeast corner of Survey 16 and southwest corner of said Survey 15, thence continuing same course 3482.0 feet in all to a point on the south line of said Survey 15, said point being station 223/51 and being N. 75 Deg. 04 Min. E., 1609 feet from said southwest corner of said Survey 15.

Said strip of land containing 9.592 acres

Tract No.	Acres
1	4.061
2	<u>9.592</u>
Total	13.653

EXHIBIT "B"

**METES AND BOUNDS DESCRIPTION of
11.38 Acres in State Highway #158
Right-of-Way out of
Section 17, Block 33, T-4-S,
T. & P. RR. Co.,
Glasscock County, Texas**

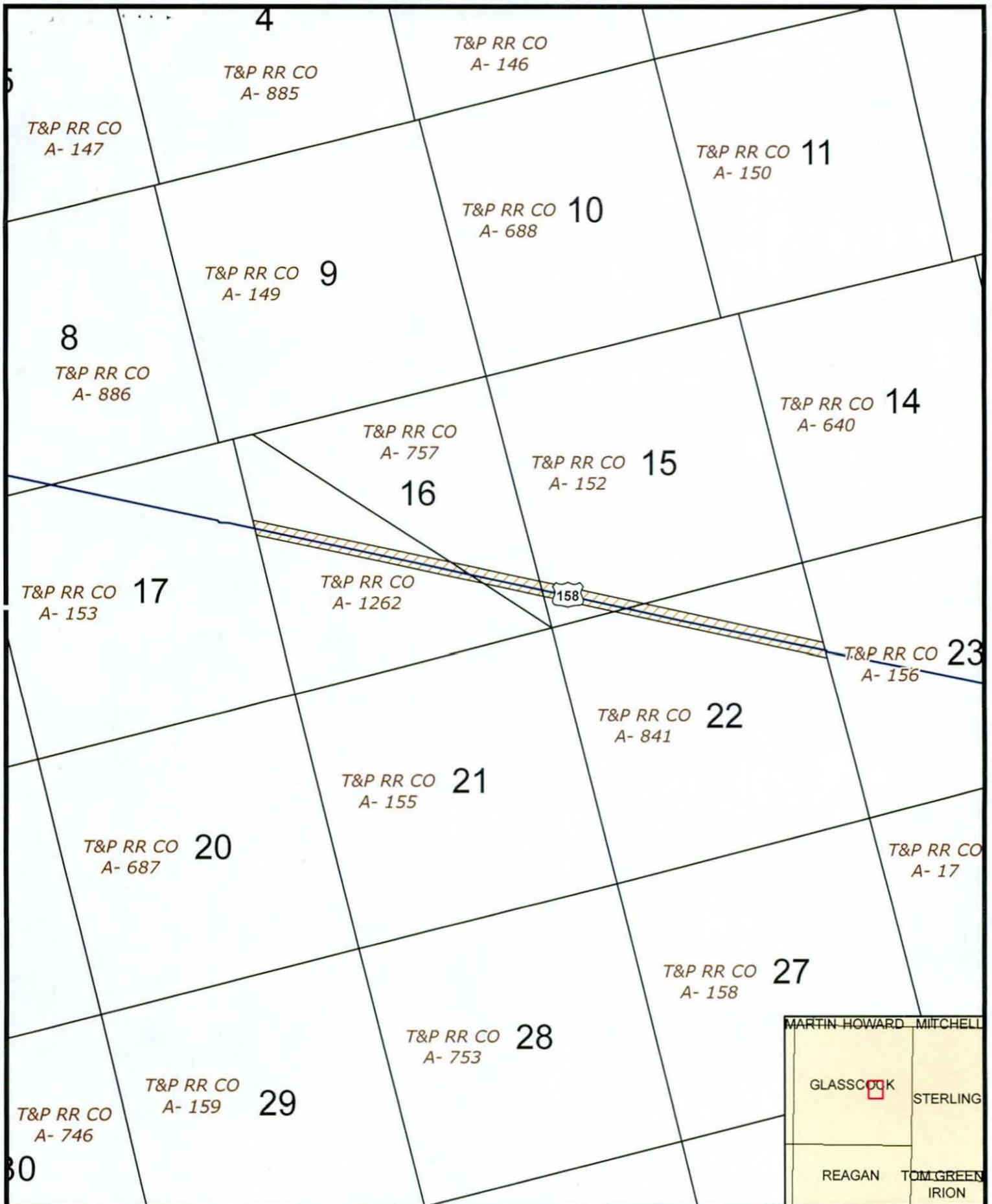
Beginning at a point on the north line of Section 17, Block 33, T-4-S, T. & P. RR. Co. and in the southwest right-of-way of State Highway #158, for the most northwesterly corner of this tract, from which the calculated northwest corner of said Section 17 bears S 76°27'10" W 1432.53 feet;

Thence N 76°27'10" E, with the north line of said Section 17, 281.29 feet to a point on the north line of said Section 17 and in the northeast right-of-way of State Highway #158, for the most northeasterly corner of this tract;

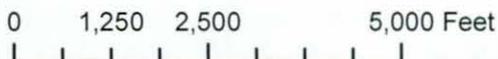
Thence S 78°17'42" E, with the northeast right-of-way of State Highway #158, 3976.00 feet to a point on the east line of said Section 17 and in the northeast right-of-way of State Highway #158, for the most southeasterly corner of this tract;

Thence S 14°23'16" E, with the east line of said Section 17, 133.62 feet to a point on the east line of said Section 17 and in the southwest right-of-way of State Highway #158, for the most southwesterly corner of this tract;

Thence N 78°17'42" W, with the southwest right-of-way of State Highway #158, 4289.18 feet to the point of beginning.



Map showing a
 Buffer of St. Hwy 158
 37.162 ac
 Glasscock County



The Texas General Land Office makes no representations or warranties regarding the accuracy or completeness of the information depicted on the map or the data from which it was produced. This map is NOT suitable for navigational purposes and does not purport to depict or establish boundaries between private and public land.



Map Compiled By: Zeke Guillen
 March 26 2009

File No. MF 110046

Gleason

Date Filed: 3/30/09

Jerry Patterson, Commissioner

By *[Signature]*

LISA MORRISS & ASSOCIATES, INC.

**P. O. Box 8751
Midland, Texas 79708
(432) 978-9340, Fax (432) 520-1577**

March 19, 2008

SENT VIA LONESTAR OVERNIGHT MAIL

Texas General Land Office
Attn: Drew Reid
1700 N. Congress Ave., Suite 600
Austin, TX 78701-1495

No Money

400.00
1/4
3yr Paid up
Shut in 10.00
Per ac

RE: **REQUEST FOR OIL AND GAS LEASE**
Part of Sections 8, 15, 16, and 22, Block 33, Township 4 South,
T&P Ry. Co. Survey, Glasscock County, Texas more particularly
described by Metes and Bounds, containing 37.162 acres of land, more or less

St. Hwy 158

Dear Mr. Reid:

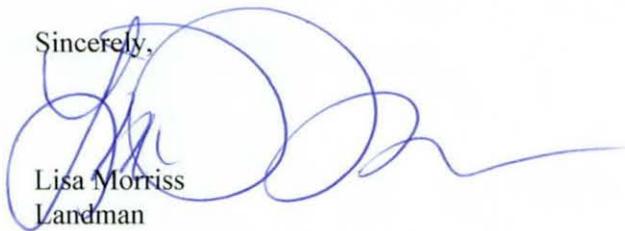
Per our phone conversation in this regard yesterday, enclosed please find two (2) copies of an Oil and Gas Lease, Exhibit "A-1, "A-2, Exhibit B complete with Plats requested for the referenced area for your review and approval. We have also enclosed a check in the amount of \$100.00 for the application processing fee made payable to the Commission of General Land Office. Pursuant to the enclosed Affidavit, the most we have paid in the adjacent tracts is listed below and, therefore, we are offering the following terms for a paid-up lease:

PRIMARY TERM: Three (3) years
ROYALTY: 1/4
BONUS: \$400.00 per net mineral acre

Pursuant to the instructions on your website and the checklist in this regard, we have also enclosed the Affidavit of Non-Production and the Affidavit of Consideration Paid, as well as a copy of the two deeds reflecting the State's 100% ownership of the fee interest in these tracts. My client, Laredo Petroleum, Inc., who is the Lessee in the enclosed lease owns all of the leasehold rights in the adjacent lands to this highway right of way and their name and address is listed on the lease itself. Please let me know if the Waiver of Statutory Notice is still required in this type situation. If so, please let me know what you need at your earliest convenience so that I can get it to you. Please call me with any questions you may have at (432) 978-9340 or email me at lisa@morrissassociates.com. Please please feel free to call or email me if there is anything further you need in this regard. We would appreciate all your efforts in getting this lease approved in the upcoming April 7th meeting you mentioned in our recent phone call in this regard.

Thank you for your consideration of our offer to lease.

Sincerely,



Lisa Morriss
Landman

121

09011409

8946

E2ShieldSM Check Fraud Protection for Business

37-65-1119

Date 3-19-2009

LISA MORRIS & ASSOCIATES, INC. ✓
P.O. BOX 8751
MIDLAND, TX 79708

Pay to the order of Commissioner of General Land Office

\$100.00

One Hundred and no/100-----

Dollars  Security Features Included. Details on Back.

[Handwritten Signature]

WELLS FARGO BANK, N.A.
TEXAS
WELLSFARGO.COM

For Processing Fee for GLO Hwy. ROW Lease

⑈008946⑈



CHECKS UNLIMITED • BLUE SAFETY

2.

File No. MF 10046
Jerry Patterson
Date Filed: 3/20/09
Jerry Patterson, Commissioner
By [Signature]

90411090



LISA MORRISS & ASSOCIATES, INC.

P. O. Box 8751

Midland, Texas 79708

(432) 978-9340, Fax (432) 520-1577

April 9, 2009

Texas General Land Office
Attn: Drew Reid
1700 N. Congress Ave., Suite 600
Austin, TX 78701-1495

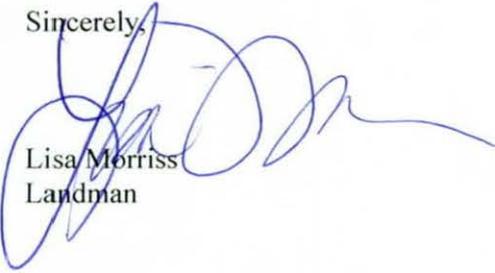
RE: **BONUS CHECK FOR OIL AND GAS LEASE**
Part of Sections 8, 15, 16, and 22, Block 33, Township 4 South,
T&P Ry. Co. Survey, Glasscock County, Texas more particularly
described by Metes and Bounds, containing 37.162 acres of land, more or less

Dear Mr. Reid:

Enclosed please find the bonus check #22738 being \$14,864.80 for bonus consideration and \$222.97 for the sales fee with a total amount of \$15,087.77 for the above referenced Oil and Gas Lease. We appreciate all of your help in this matter.

Thank you for accepting our lease offer. If you should have questions, please feel free to call us at anytime. You may reach me at (432) 978-9340 or my email address is lisa@morrissassociates.com.

Sincerely,


Lisa Morriss
Landman



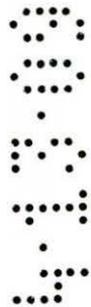
WEST 6TH STREET, SUITE 1800
TULSA, OK 74119-5412

Vendor No.	Vendor Name	Check Date	Check Number	Check Total
8635	THE STATE OF TEXAS	Apr 08, 2009	22738	*****15,087.77

VOUCHER	VENDOR INV #	INV DATE	TOTAL AMOUNT	PRIOR PMTS & DISCOUNTS	NET AMOUNT
03-AP-3103	040109	04/01/09	15,087.77	0.00	15,087.77
OIL & GAS LEASE - KLM AMI PROSPECT					
TOTAL INVOICES PAID					15,087.77

X

09012583



121

3.

File No. MF 110046

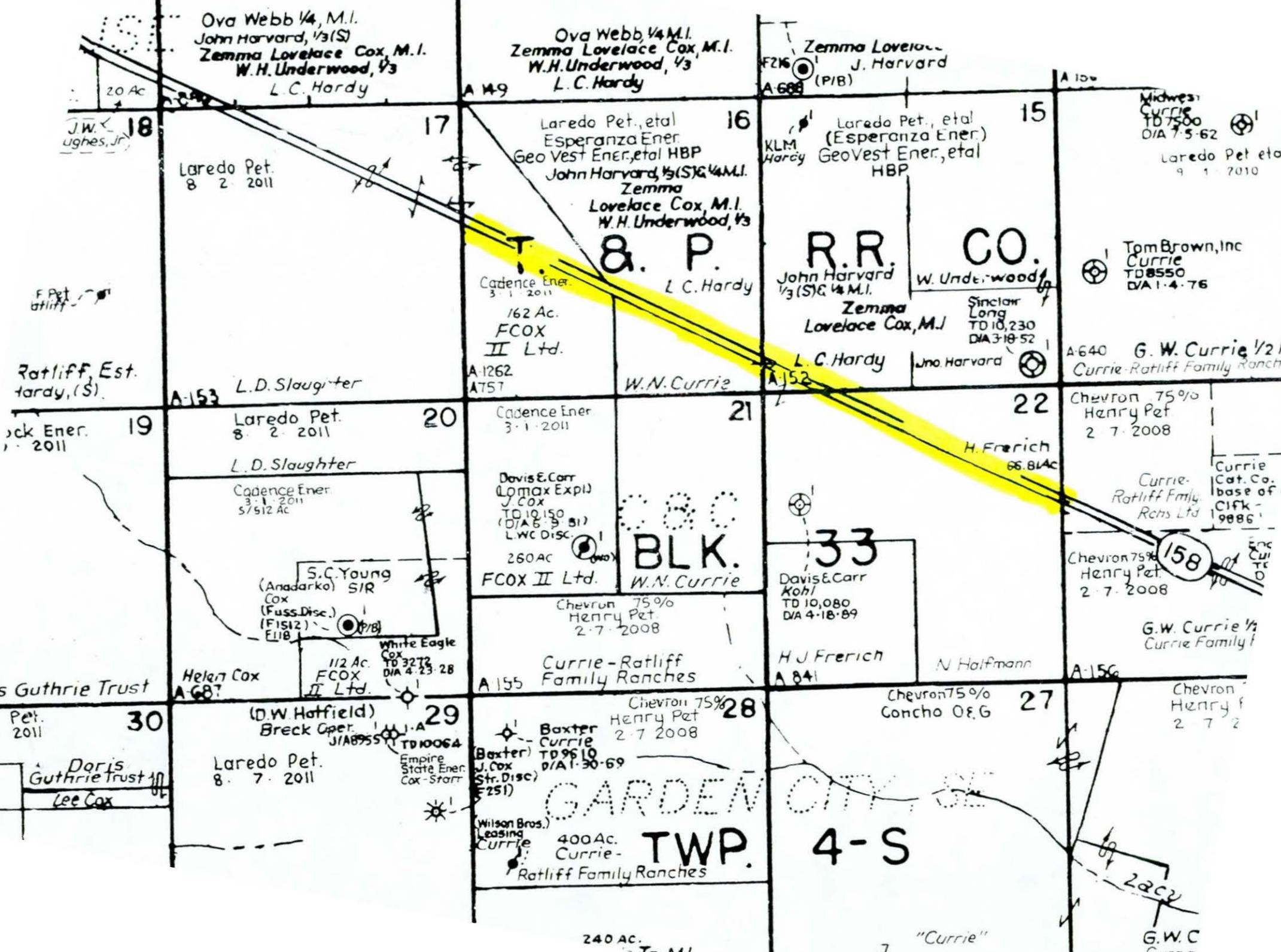
Letter + Bonus

Date Filed: 3/20/09

Jerry Patterson, Commissioner

By [Signature]

4349



Ova Webb 1/4, M.I.
John Harvard, 1/3(S)
Zemma Lovelace Cox, M.I.
W.H. Underwood, 1/3
L.C. Hardy

Ova Webb 1/4 M.I.
Zemma Lovelace Cox, M.I.
W.H. Underwood, 1/3
L.C. Hardy

Zemma Lovelace
J. Harvard
F216
A 688 (P/B)

Midwest
Currie
TD 7500
D/A 7-5-62
Laredo Pet etal
9-1-2010

Laredo Pet.
8-2-2011

Laredo Pet., etal
Esperanza Ener.
Geo Vest Ener., etal HBP
John Harvard, 1/3(S) & 1/4 M.I.
Zemma
Lovelace Cox, M.I.
W.H. Underwood, 1/3

Laredo Pet., etal
(Esperanza Ener.)
KLM
Harcy
GeoVest Ener., etal
HBP

B. P. R.R. CO.

John Harvard
1/3(S) & 1/4 M.I.
Zemma
Lovelace Cox, M.I.
W. Underwood
Sinclair
Long
TD 10,230
D/A 3-18-52

Tom Brown, Inc
Currie
TD 8550
D/A 1-4-76

Cadence Ener.
3-1-2011
162 Ac.
FCOX
II Ltd.
L.C. Hardy

John Harvard

A 640 G.W. Currie 1/2 M
Currie-Ratliff Family Rancho

Ratliff, Est.
Hardy, (S)

A 153 L.D. Slaughter

A 1262
AT 57 W.N. Currie

Jack Ener.
2011

A 153 Laredo Pet.
8-2-2011

Cadence Ener.
3-1-2011

21

22

Chevron 75%
Henry Pet.
2-7-2008

L.D. Slaughter

Cadence Ener.
3-1-2011
57/512 Ac

Davis E. Carr
(Lomax Expi)
J. Cox
TD 10,150
(D/A 6-9-81)
L.W.C. Disc.

BLK. 33

33

H. Frerich
66.81 Ac

Currie-
Ratliff Family
Rchs Ltd

S.C. Young
Cox
(Anadarko) SIR
(Fuss Disc.)
(F1512)
E118

260 AC
FCOX II Ltd.

W.N. Currie

Davis E. Carr
Kohl
TD 10,080
D/A 4-18-89

Chevron 75%
Henry Pet.
2-7-2008

Helen Cox
A 687

White Eagle
Cox
TD 3272
D/A 4-23-28
112 Ac.
FCOX
II Ltd.

Chevron 75%
Henry Pet.
2-7-2008

Currie-Ratliff
Family Ranches

H J Frerich
A 841

N Halfmann

G.W. Currie 1/2
Currie Family f

Doris Guthrie Trust

A 687 (D.W Hatfield)
Breck Oper.
J/A 8755 TD 10064

A 155 Chevron 75%
Henry Pet
2-7-2008

A 841 Chevron 75%
Concho O&G

A 156 Chevron
Henry f
2-7-2

Laredo Pet.
8-7-2011

Baxter
Currie
TD 9610
D/A 1-30-69
(Baxter)
J. Cox
(Str. Disc)
F251

GARDEN CITY, SE

TWP. 4-S

(Wilson Bros.)
Leasing
Currie
400 Ac.
Currie-
Ratliff Family Ranches

240 AC.
Tr MI

"Currie"

G.W.C
Currie

4.

File No. MF110046

Slap
Date Filed: 3/20/09

Jerry Patterson, Commissioner

By [Signature]

PAID-UP
OIL AND GAS LEASE NO. M-
GENERAL LAND OFFICE AUSTIN,
TEXAS

THIS AGREEMENT made and entered into by and between the Commissioner of the General Land Office of the State of Texas, whose address is Stephen F. Austin Building, 1700 North Congress, Austin, Texas, 78701, hereinafter called "Lessor", hereunto authorized by the School Land Board, pursuant to the provisions of Chapters 32 and 52 of the Natural Resources Code (hereinafter called N.R.C.), and amendments thereto, and all applicable rules promulgated by the School Land Board, and **LAREDO PETROLEUM, INC.** whose address is **508 West Wall Street, Suite 600, Midland, TX 79701**, hereinafter called "Lessee".

1. Lessor, in consideration of **Fourteen Thousand-Eight Hundred Sixty-four and 80/100ths Dollars (\$14,864.80)**, receipt of which is hereby acknowledged, and of the covenants and agreements of Lessee hereinafter contained, does hereby grant, lease, and let unto Lessee the land covered hereby for the purposes and with the exclusive right of exploring, drilling, mining and operating for, producing and owning oil, gas, and all other hydrocarbons, produced from the land covered hereby. The land covered hereby, herein called "said land" is located in the County of **Glasscock**, State of Texas, and is described as follows:

TRACT #1: 13.653 acres of land, more or less, situated in said Glasscock County, Texas, more particularly described in Exhibit "A-1" attached hereto and made a part hereof together with a plat, attached hereto as Exhibit "B", depicting said right-of-way and surrounding area for purposes of illustration only.

TRACT #2: 23.509 acres of land, more or less, situated in said Glasscock County, Texas, more particularly described in Exhibit "A-2" and Exhibit "B" attached hereto and made a part hereof together with a plat, attached hereto as Exhibit "B", depicting said right-of-way and surrounding area for purposes of illustration only.

For the purpose of determining the amount of any bonus or other payment hereunder, said land shall be deemed to contain **37.162** acres, whether actually containing more or less, and the above recital of acreage shall be deemed to be the true acreage thereof. Lessor accepts the bonus as lump sum consideration for this lease and all rights and options hereunder.

2. PRIMARY TERM: This lease, which is a "paid up" lease requiring no rentals, shall remain in force for a term of three (3) years from March 18, 2009, hereinafter called "primary term", and as long thereafter as operations, as hereinafter defined, are conducted upon said land with no cessation for more than ninety (90) consecutive days.

3. ROYALTIES: As royalty Lessee covenants and agrees:

(a) To deliver to the credit of Lessor, in the pipe line to which Lessee may connect its well, the equal 1/4 part of all oil produced and saved by Lessee from said land, or from time to time, at the option of Lessee, to pay Lessor the average posted market price of such 1/4 part of such oil at the wells as of the day it is run to the pipe line or storage tanks, Lessor's interest, in either case, to bear none of the cost of treating oil to render it marketable pipe line oil;

(b) To pay Lessor on gas and casinghead gas produced from said land (1) when sold by lessee 1/4 of the amount realized by Lessee, computed at the mouth of the well, or (2) when used by Lessee off said land or in the manufacture of gasoline or other products, the market value, at the mouth of the well, of 1/4 of such gas and casinghead gas.

(c) If, at the expiration of the primary term or at any time or times thereafter, there is any well on said land or on lands with which said land or any portion thereof has been pooled, capable of producing oil or gas, and all such wells are shut-in, this lease shall, nevertheless, continue in force as though operations were being conducted on said land for so long as said wells are shut-in, and thereafter this lease may be continued in force as if no shut-in had occurred.



(d) Lessee covenants and agrees to use reasonable diligence to produce, utilize, or market the minerals capable of being produced from said wells, but in the exercise of such diligence, Lessee shall not be obligated to install or furnish facilities other than well facilities and ordinary lease facilities of flow lines, separator, and lease tank, and shall not be required to settle labor trouble or to market gas upon terms unacceptable to Lessee.

(e) If at any time or times after the expiration of the primary term, all such wells are shut-in for a period of ninety consecutive days, and during such time there are no operations on said land, then at or before the expiration of said ninety day period, lessee shall pay or tender, by check of lessee, as royalty, the sum of \$25.00. Lessee shall make like payments or tenders at or before the end of each anniversary of the expiration of said ninety day period if upon such anniversary this lease is being continued in force solely by reason of the provisions of this paragraph. Each such payment or tender shall be made to the parties who at the time of payment would be entitled to receive the royalties which would be paid under this lease if the wells were producing. Nothing herein shall impair lessee's right to release as provided in paragraph 5 hereof. In the event of assignment of this lease in whole or in part, liability for payment hereunder shall rest exclusively on the then owner or owners of this lease, severally as to acreage owned by each.

(f) All royalties not taken in kind shall be paid to the Commissioner of the General Land Office at Austin, Texas, in the following manner:

Royalty on oil is due and must be *received* in the General Land Office on or before the 5th day of the second month succeeding the month of production, and royalty on gas is due and must be *received* in the General Land Office on or before the 15th day of the second month succeeding the month of production, accompanied by the affidavit of the owner, manager, or other authorized agent, completed in the form and manner prescribed by the General Land Office and showing the gross amount and disposition of all oil and gas produced and the market *value* of the oil and gas, together with a copy of all documents, records or reports confirming the gross production, disposition and market *value* including gas meter readings, pipeline receipts, gas line receipts and other checks or memoranda of amount produced and put into pipelines, tanks, or pools and gas lines or gas storage, and any other reports or records which the General Land Office may require to *verify* the gross production, disposition and market *value*. In all cases the authority of a manager or agent to act for the Lessee herein must be filed in the General Land Office. Each royalty payment shall be accompanied by a check stub, schedule, summary or other remittance *advice* showing by the assigned General Land Office lease number the amount of royalty being paid on each lease. If Lessee pays his royalty on or before thirty (30) days after the royalty payment was due, the Lessee owes a penalty of 5% on the royalty or \$25.00, whichever is greater. A royalty payment which is *over* thirty (30) days late shall accrue a penalty of 10% of the royalty due or \$25.00, whichever is greater. In addition to a penalty, royalties shall accrue interest at a rate of 12% per year; such interest will begin accruing when the royalty is sixty (60) days overdue. Affidavits and supporting documents which are not filed when due shall incur a penalty in an amount set by the General Land Office administrative rule which is effective on the date when the affidavits or supporting documents were due. The Lessee shall bear all responsibility for paying or causing royalties to be paid as prescribed by the due date provided herein. Payment of the delinquency penalty shall in no way operate to prohibit the State's right of forfeiture as provided by law nor act to postpone the date on which royalties were originally due. The above penalty provisions shall not apply in cases of title dispute as to the State's portion of the royalty or to that portion of the royalty in dispute as to fair market *value*. The State shall have first lien upon all oil and gas produced from the area covered by this lease to secure the payment of all unpaid royalty and other sums of money that may become due to the State hereunder.

4. POOLING: (a) Lessee is hereby granted the right, at its option, to pool or unitize any land *covered* by this lease with any other land *covered* by this lease, and/or with any other land, lease, or leases, as to any or all minerals or horizons. Units pooled for oil hereunder shall not exceed 160 acres each in area, and units pooled for gas hereunder shall not exceed in area 640 acres each plus a tolerance of ten percent (10%) thereof, unless oil or gas units of a greater size are allowed under or prescribed by rules of the Railroad Commission of Texas. A unit established hereunder shall be valid and effective for all purposes of this lease *even* though there may be mineral, royalty, or leasehold interests in lands within the unit which are not effectively pooled or unitized. Any operations conducted on any part of such unitized land shall be considered, for all purposes, except the payment of royalty, as operations conducted upon said land under this lease. There shall be allocated to the land covered by this lease within each such unit (or to each separate tract within the unit if this lease covers separate



tracts within the unit) the proportion of the total production of unitized minerals from the unit, after deducting any used in lease or unit operations, which the number of surface acres in such land (or in each such separate tract) covered by this lease within the unit bears to the total number of surface acres in the unit, and the production so allocated shall be considered for all purposes, including payment or delivery of royalty, overriding royalty and any other payments out of production, to be the entire production of unitized minerals from the land to which allocated in the same manner as though produced therefrom under the terms of this lease. The owner of the reversionary estate of any term royalty or mineral estate agrees that the accrual of royalties pursuant to this paragraph or of shut-in royalties from a well on the unit shall satisfy any limitation of term requiring production of oil or gas. The formation of any unit hereunder which includes land not covered by this lease shall not have the effect of exchanging or transferring any interest under this lease (including, without limitation, any shut-in royalty which may become payable under this lease) between parties owning interests in land covered by this lease and parties owning interests in land not covered by this lease. Neither shall it impair the right of Lessee to release as provided in paragraph 5 hereof, except that Lessee may not so release as to lands within a unit while there are operations thereon for unitized minerals unless all pooled leases are released as to lands within the unit. At any time while this lease is in force Lessee may dissolve any unit established hereunder by filing for record in the public office where this lease is recorded a declaration to that effect, if at that time no operations are being conducted thereon for unitized minerals. Subject to the provisions of this paragraph 4, a unit once established hereunder shall remain in force for so long as any lease subject thereto shall remain in force. If this lease now or hereafter covers separate tracts, no pooling or unitization of royalty interests as between any such separate tracts is intended or shall be implied or result merely from the inclusion of such separate tracts within this lease but Lessee shall nevertheless have the right to pool or unitize as provided in this paragraph 4 with consequent allocation of production as herein provided. As used in this paragraph 4, the words "separate tract" mean any tract with royalty ownership differing, now or hereafter, either as to parties or amounts, from that as to any other part of the leased premises.

(b) Neither unit production of oil or gas, nor unit operations, nor payment of shut-in royalties from a unit gas well, shall serve to hold the lease in force as to any area outside the unit, regardless of whether the production, maintenance of a shut-in gas well, or operations are actually located on the State tract or not.

(c) Lessee agrees to file with the General Land Office a copy of any unit designation which this lease is included within ninety (90) days of such designation.

5. RELEASE: Lessee may relinquish the rights granted hereunder to the State at any time by recording the relinquishment in the county where this area is situated and filing the recorded relinquishment or certified copy of same in the General Land Office within ninety (90) days after its execution accompanied by the prescribed filing fee. Such relinquishment will not have the effect of releasing Lessee from any liability theretofore accrued in favor of the State.

6. REWORK: If at any time or times during the primary term operations are conducted on said land and if all operations are discontinued, this lease shall thereafter terminate at the end of the primary term or on the ninetieth day after discontinuance of all operations, whichever is the later date, unless on such later date either 1) Lessee is conducting operations or (2) the shut-in well provisions of paragraph 3 or the provisions of paragraph 9 are applicable. Whenever used in this lease the word "operations" shall mean operations for and any of the following: drilling, testing, completing, reworking, recompleting, deepening, plugging back or repairing of a well in search for or in an endeavor to obtain production of oil or gas, or production of oil or gas in paying quantities.

7. MINERAL USE: Lessee shall have the use, free from royalty, of oil and gas produced from said land in all operations hereunder.

8. NOTICE: In the event Lessor considers that Lessee has not complied with all its obligations hereunder, both express and implied, Lessor shall notify Lessee in writing, setting out specifically in what respects Lessee has breached this contract. Lessee shall then have sixty (60) days after receipt of said notice within which to meet or commence to meet all or any part of the breaches alleged by Lessor. The service of said notice shall be precedent to the bringing of any action by Lessor on said lease for any cause, and no such action shall be brought until the lapse of sixty (60) days after service of such notice on Lessee. Neither the service of said notice nor the doing of any acts by Lessee aimed to meet all or any of the



alleged breaches shall be deemed an admission or presumption that Lessee has failed to perform all its obligations hereunder. If this lease is canceled for any cause, it shall nevertheless remain in force and effect as to (1) sufficient acreage around each well as to which there are operations to constitute a drilling or maximum allowable unit under applicable governmental regulations, (but in no event less than forty acres), such acreage to be designated by Lessee as nearly as practicable in the form of a square centered at the well, or in such shape as then existing spacing rules require; and (2) any part of said land included in a pooled unit on which there are operations.

9. FORCE MAJEURE: If, while this lease is in force, at, or after the expiration of the primary term hereof, it is not being continued in force by reason of the shut-in well provisions of paragraph 3 hereof, and Lessee is not conducting operations on said land by reason of (1) any law, order, rule or regulation, (whether or not subsequently determined to be invalid) or (2) any other cause, whether similar or dissimilar, (except financial) beyond the reasonable control of Lessee, the primary term shall be extended until the first anniversary date hereof occurring ninety (90) or more days following the removal of such delaying cause, and this lease may be extended thereafter by operations as if such delay had not occurred.

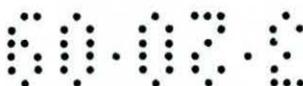
10. LESSER ESTATE CLAUSE: If this lease covers a less interest in the oil or gas in all or any part of said land than the entire and undivided fee simple estate (whether lessors interest is herein specified or not), or no interest therein, then the royalties, and other monies accruing from any part as to which this lease covers less than such full interest, shall be paid only in the proportion which the interest therein, if any, covered by this lease bears to the whole and undivided fee simple estate therein.

11. ASSIGNMENTS: This lease may be transferred at any time. All transfers must reference the lease by file number and must be recorded in the county where the land covered hereby is located, and the recorded transfer or a copy certified to by the County Clerk of the county where the transfer is recorded must be filed in the General Land Office within ninety (90) days of the execution date, as provided by N.R.C. Section 52.026, accompanied by the prescribed filing fee. Every transferee shall succeed to all rights and be subject to all obligations, liabilities, and penalties owed to the State by the original Lessee or any prior transferee of the lease, including any liabilities to the State for unpaid royalties.

12. WELL INFORMATION: Lessee agrees to forthwith furnish Lessor, upon written request, with copies of all drilling logs, electrical logs, cores and core records and other information pertaining to all wells drilled by lessee either on the leased premises or acreage pooled therewith, when requested to do so. Said information shall remain confidential as required by statute.

13. SURFACE: Notwithstanding anything herein to the contrary, it is agreed that lessee will not conduct any exploration or drilling on the surface of the leased premises or use the surface in the exercise of any rights herein granted. Any development of said land shall be by means of a directional well located off the leased premises, or by pooling of said land with other land, lease or leases as hereinabove provided.

14. COMPENSATORY ROYALTY: Lessee shall pay a compensatory royalty if this lease is not being held by production on the leased premises, by production from a pooled unit, or by payment of shut-in royalties in accordance with the terms of this lease, and if oil or gas is sold or delivered in paying quantities from a well located within 2500 feet of the leased premises and completed in a producible reservoir underlying the area leased hereunder or in any case in which drainage is occurring. Such compensatory royalty shall be paid at the royalty rate provided in this lease based on the value of production from the well as provided in the lease on which such well is located. The compensatory royalty shall be paid in the same proportion that the acreage of this lease has to the acreage of the proration unit surrounding the draining well plus the acreage of this lease. The compensatory royalty shall be paid monthly to the Commissioner of the General Land Office on or before the last day of the month after the month in which the oil or gas is sold and delivered from the well causing the drainage or from the well located within 2500 feet of the leased premises and completed in a producible reservoir under this lease. Notwithstanding anything herein to the contrary, compensatory royalty payable hereunder shall be no less than an amount equal to \$XXX, and shall maintain this lease in effect for so long as such payments are made as provided herein.



15. FORFEITURE: If Lessee shall fail or refuse to make payment of any sum within thirty (30) days after it becomes due, or if Lessee or an authorized agent should knowingly make any false return or false report concerning production or drilling, or if Lessee shall fail or refuse to drill any offset well or wells in good faith as required by law and the rules and regulations adopted by the Commissioner of the General Land Office, or if Lessee should fail to file reports in the manner required by law or fail to comply with rules and regulations promulgated by the General Land Office, or refuse the proper authority access to the records pertaining to operations, or if Lessee or an authorized agent should knowingly fail or refuse to give correct information to the proper authority, or knowingly fail or refuse to furnish the General Land Office a correct log of any well, or if this lease is pooled or assigned and the unit designation or assignment is not filed in the General Land Office as required by law, the rights acquired under this lease shall be subject to forfeiture by the Commissioner, and he shall forfeit same when sufficiently informed of the facts Which authorize a forfeiture, and when forfeited the area shall again be subject to lease. However, nothing herein shall be construed as waiving the automatic termination of this lease by operations of law or by reason of any special limitation arising hereunder. Forfeitures may be set aside and this lease and all rights thereunder reinstated before the rights of another intervene upon satisfactory evidence to the Commissioner of the General Land Office of future compliance with the provisions of the law and of this lease and the rules and regulations that may be adopted relative hereto.

IN TESTIMONY WHEREOF, witness the signature of the Commissioner of the General Land Office of the State of Texas under the seal of the General Land Office.

By: JERRY E. PAITERSON
COMMISSIONER OF THE GENERAL LAND
OFFICE OF THE STATE OF TEXAS

Approved:
Energy: _____
Legal: _____
Deputy: _____
Executive: _____

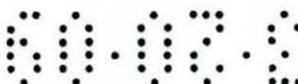


EXHIBIT "A-1"

**METES AND BOUNDS DESCRIPTION OF
13.653 Acres in State Highway #158
Right-of-Way out of
Section 8 and 16, Block 33, T-4-S
T&P Ry. Co. Survey,
Glasscock County, Texas**

Tract No. 1:

Being a strip of land along the adjacent to the center line of State Highway No. 158, 1474.1 feet long and 120 feet wide, 60 feet each side of said center line from station 88/43.9 to station 103/18.

Said center line being described as follows, to wit:

Beginning at a point on the west line of said Survey 8, said point of beginning being station 88/ 43.9 and being N. 14 Deg. 45 Min. W., 655.5 feet from the southwest corner of said Survey 8.

Thence S.78 Deg. 37 Min. , 1474.1 feet to a point in the south line of said Survey 8, said point being station 103/18 and being N. 74 Deg. 59 Min. E., 1321 feet from the south west corner of said Survey 8.

Said strip of land containing 4.061 acres.

Tract No. 2:

Being a strip of land along and adjacent to the center line of said State Highway 158. 3482 feet long and 120 feet wide, 60 feet each side of the said center line from station 188/69 to station 223/51.

Said center line being described as follows, to wit:

Beginning at a point on the southwest line of the northeast one-half of said Survey 16, said point of beginning being station 189/69 and being N.59 Deg. 16 Min. W., 2159 feet from the southeast corner of said Survey 16.

Thence S. 78 Deg. 37 Min. E., at 1687 feet a point on the east line of said Survey 16 and west line of said Survey 15, said point being station 205/56 and being N. 14 Deg. 45 Min. W., 796 feet from said southeast corner of Survey 16 and southwest corner of said Survey 15, thence continuing same course 3482.0 feet in all to a point on the south line of said Survey 15, said point being station 223/51 and being N. 75 Deg. 04 Min. E., 1609 feet from said southwest corner of said Survey 15.

Said strip of land containing 9.592 acres

Tract No.	Acres
1	4.061
2	<u>9.592</u>
Total	13.653



EXHIBIT "A-2"

**METES AND BOUNDS DESCRIPTION OF
23.509 Acres in State Highway #158
Right-of-Way out of
Section 16 and 22, Block 33, T-4-S
T&P Ry. Co. Survey,
Glasscock County, Texas**

Tract No. 1 (See * below):

Being a strip of land along and adjacent to the center line of State Highway 158, 8551 feet long and 120 feet wide, 60 feet of each side of said center line from station 103/18 to station 188/69.

Said center line being described as follows, to wit:

Beginning at a point on the north line of Survey 17, said point of beginning being station 103/18 and being N. 74 Deg. 59 Min. E., 1321 feet from the northwest corner of said Survey 17, thence S. 78 Deg. 37 Min. E., at 4399.6 feet a point on the east line of said Survey 17 and west line of said Survey 16, said point being station 147/17.6 and being S. 14 Deg. 45 Min. E., 1957 feet from the northeast corner of said Survey 17 and northwest corner of said Survey 16, thence continuing with same course 8551 feet in all to a point on the northeast line of the southwest one half of said Survey 16, said being station 188/69 and being N. 59 Deg. 16 Min. W., 2159 feet from the southeast corner of said Survey 16.

Said strip of land containing 23.556 acres (See * below).

Tract No. 2:

Being a strip of land along and adjacent to the center line of State Highway No. 158, 4114 feet long and 120 feet wide, 60 feet each side of said center line of station 223/51 to station 264/65.

Said center line being described as follows, to wit:

Beginning at a point on the north line of said Survey 22, said point being station 223/51 and being N. 75 Deg. 04 Min. E., 1609 feet from the northwest corner of said Survey 22.

Thence S. 78 Deg. 37 Min. E., 4114 feet to a point on the east line of said Survey 22, said point being station 264/65 and being S. 14 Deg. 26 Min. E. 1824 feet from the northeast corner of said Survey 22.

Said strip of land containing 11.333 acres

***SAVE & EXCEPT THAT PART OF TRACT 1 THAT INCLUDES THAT CERTAIN TRACT LOCATED IN SURVEY 17, AS MORE FULLY DESCRIBED ON EXHIBIT "B" ATTACHED HERETO AND MADE A PART HEREOF, said tract being also described in that certain Oil & Gas Lease dated December 5, 2006, by and between the General Land Office of the State of Texas, as Lessor and Henry Petroleum LP, as Lessee, and recorded in Volume 98, page 686, of the Official Public Records for Glasscock County, Texas.**



EXHIBIT "B"

**METES AND BOUNDS DESCRIPTION of
11.38 Acres in State Highway #158
Right-of-Way out of
Section 17, Block 33, T-4-S,
T. & P. RR. Co.,
Glasscock County, Texas**

Beginning at a point on the north line of Section 17, Block 33, T-4-S, T. & P. RR. Co. and in the southwest right-of-way of State Highway #158, for the most northwesterly corner of this tract, from which the calculated northwest corner of said Section 17 bears S 76°27'10" W 1432.53 feet;

Thence N 76°27'10" E, with the north line of said Section 17, 281.29 feet to a point on the north line of said Section 17 and in the northeast right-of-way of State Highway #158, for the most northeasterly corner of this tract;

Thence S 78°17'42" E, with the northeast right-of-way of State Highway #158, 3976.00 feet to a point on the east line of said Section 17 and in the northeast right-of-way of State Highway #158, for the most southeasterly corner of this tract;

Thence S 14°23'16" E, with the east line of said Section 17, 133.62 feet to a point on the east line of said Section 17 and in the southwest right-of-way of State Highway #158, for the most southwesterly corner of this tract;

Thence N 78°17'42" W, with the southwest right-of-way of State Highway #158, 4289.18 feet to the point of beginning.

5.

File No. NF 110046
Glass
Date Filed: 3/20/09
Jerry Patterson, Commissioner
By: 

3.30.09

AFFIDAVIT OF CONSIDERATION PAID

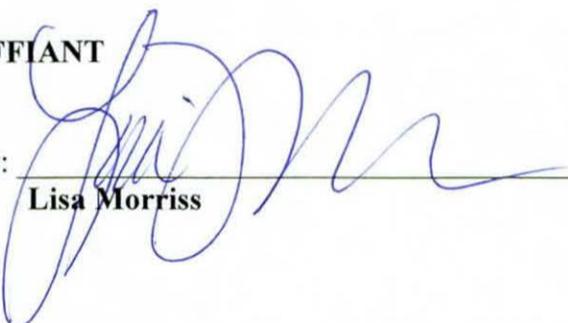
State of Texas §
 § KNOW ALL MEN BY THESE PRESENTS:
County of Glasscock §

That I, Lisa Morriss, being first duly sworn on her oath, state that affiant is familiar with the following described property located in GLASSCOCK COUNTY, TEXAS, to-wit:

Sections 8, 15, 16 and 22, All in Block 33, Township 4 South, T&P Ry. Company Survey, being more fully described on Exhibits "A-1" and "A-2" and Exhibit "B" attached hereto and made a part hereof,

of which bonus consideration paid for oil and gas leases covering said lands leased in this area in over the last year has not exceeded **more than \$400.00 per net mineral acre.**

Further, Affiant sayeth not.

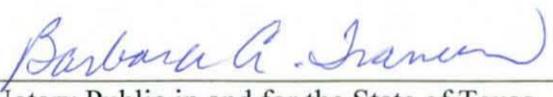
AFFIANT
By: 
Lisa Morriss

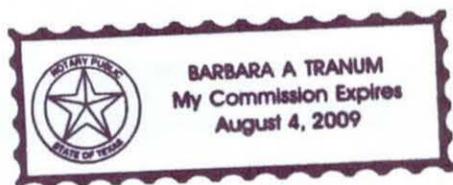
ACKNOWLEDGMENT

STATE OF TEXAS }
COUNTY OF MIDLAND }

Subscribed and sworn to this 19th day of March, 2009.

My commission expires:
August 4, 2009


Notary Public in and for the State of Texas
County of MIDLAND



AFFIDAVIT OF NON- PRODUCTION

STATE OF TEXAS §
 §
COUNTY OF GLASSCOCK §

KNOW ALL MEN BY THESE PRESENTS:

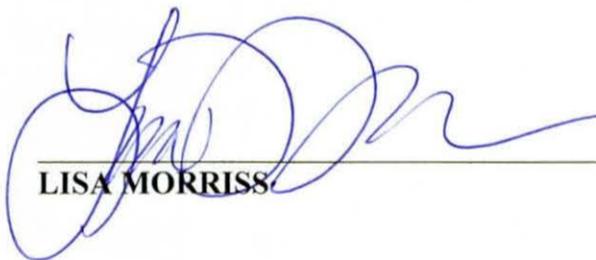
That I, **Lisa Morriss**, state that I am familiar with the following described property located in Glasscock County, Texas:

Sections 8, 15, 16 and 22, All in Block 33, Township 4 South, T&P Ry. Company Survey, being more fully described on Exhibits "A-1" and "A-2" and Exhibit "B" attached hereto and made a part hereof,

That I, **Lisa Morriss**, am a petroleum landman. That I, **Lisa Morriss**, have researched title to the above described property since 1985. I further state that there has not been any production nor wells capable of producing within 2500 feet of the lands described above and more fully set out in on Exhibits "A-1" and "A-2" and Exhibit "B" attached hereto and made a part hereof.

Further, Affiant sayeth not.

AFFIANT



LISA MORRISS

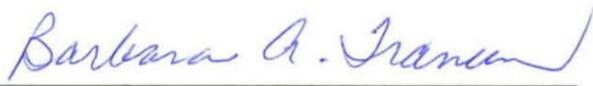
ACKNOWLEDGMENT

STATE OF TEXAS }
COUNTY OF MIDLAND }

Subscribed and sworn to this 19th day of March, 2009.

My commission expires:

August 4, 2009

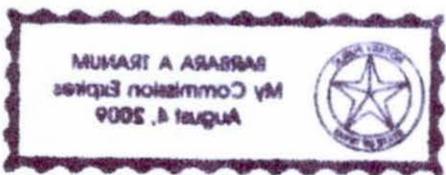


Notary Public in and for the State of Texas
County of MIDLAND



6.

File No. NF 110046
Adelant
 Date Filed: 3/20/09
 Jerry Patterson, Commissioner
 By [Signature]



2009

EXHIBIT "A-1"

**METES AND BOUNDS DESCRIPTION OF
13.653 Acres in State Highway #158
Right-of-Way out of
Section 8 and 16, Block 33, T-4-S
T&P Ry. Co. Survey,
Glasscock County, Texas**

Tract No. 1:

Being a strip of land along the adjacent to the center line of State Highway No. 158, 1474.1 feet long and 120 feet wide, 60 feet each side of said center line from station 88/43.9 to station 103/18.

Said center line being described as follows, to wit:

Beginning at a point on the west line of said Survey 8, said point of beginning being station 88/ 43.9 and being N. 14 Deg. 45 Min. W., 655.5 feet from the southwest corner of said Survey 8.

Thence S.78 Deg. 37 Min. , 1474.1 feet to a point in the south line of said Survey 8, said point being station 103/18 and being N. 74 Deg. 59 Min. E., 1321 feet from the south west corner of said Survey 8.

Said strip of land containing 4.061 acres.

Tract No. 2:

Being a strip of land along and adjacent to the center line of said State Highway 158. 3482 feet long and 120 feet wide, 60 feet each side of the said center line from station 188/69 to station 223/51.

Said center line being described as follows, to wit:

Beginning at a point on the southwest line of the northeast one-half of said Survey 16, said point of beginning being station 189/69 and being N.59 Deg. 16 Min. W., 2159 feet from the southeast corner of said Survey 16.

Thence S. 78 Deg. 37 Min. E., at 1687 feet a point on the east line of said Survey 16 and west line of said Survey 15, said point being station 205/56 and being N. 14 Deg. 45 Min. W., 796 feet from said southeast corner of Survey 16 and southwest corner of said Survey 15, thence continuing same course 3482.0 feet in all to a point on the south line of said Survey 15, said point being station 223/51 and being N. 75 Deg. 04 Min. E., 1609 feet from said southwest corner of said Survey 15.

Said strip of land containing 9.592 acres

Tract No.	Acres
1	4.061
2	<u>9.592</u>
Total	13.653

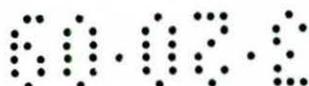


EXHIBIT "A-2"

**METES AND BOUNDS DESCRIPTION OF
23.509 Acres in State Highway #158
Right-of-Way out of
Section 16 and 22, Block 33, T-4-S
T&P Ry. Co. Survey,
Glasscock County, Texas**

Tract No. 1 (See * below):

Being a strip of land along and adjacent to the center line of State Highway 158, 8551 feet long and 120 feet wide, 60 feet of each side of said center line from station 103/18 to station 188/69.

Said center line being described as follows, to wit:

Beginning at a point on the north line of Survey 17, said point of beginning being station 103/18 and being N. 74 Deg. 59 Min. E., 1321 feet from the northwest corner of said Survey 17, thence S. 78 Deg. 37 Min. E., at 4399.6 feet a point on the east line of said Survey 17 and west line of said Survey 16, said point being station 147/17.6 and being S.14 Deg. 45 Min. E., 1957 feet from the northeast corner of said Survey 17 and northwest corner of said Survey 16, thence continuing with same course 8551 feet in all to a point on the northeast line of the southwest one half of said Survey 16, said being station 188/69 and being N. 59 Deg. 16 Min. W., 2159 feet from the southeast corner of said Survey 16.

Said strip of land containing 23.556 acres (See * below).

Tract No. 2:

Being a strip of land along and adjacent to the center line of State Highway No. 158, 4114 feet long and 120 feet wide, 60 feet each side of said center line of station 223/51 to station 264/65.

Said center line being described as follows, to wit:

Beginning at a point on the north line of said Survey 22, said point being station 223/51 and being N. 75 Deg. 04 Min. E., 1609 feet from the northwest corner of said Survey 22.

Thence S. 78 Deg. 37 Min. E., 4114 feet to a point on the east line of said Survey 22, said point being station 264/65 and being S. 14 Deg. 26 Min. E. 1824 feet from the northeast corner of said Survey 22.

Said strip of land containing 11.333 acres

***SAVE & EXCEPT THAT PART OF TRACT 1 THAT INCLUDES THAT CERTAIN TRACT LOCATED IN SURVEY 17, AS MORE FULLY DESCRIBED ON EXHIBIT "B" ATTACHED HERETO AND MADE A PART HEREOF, said tract being also described in that certain Oil & Gas Lease dated December 5, 2006, by and between the General Land Office of the State of Texas, as Lessor and Henry Petroleum LP, as Lessee, and recorded in Volume 98, page 686, of the Official Public Records for Glasscock County, Texas.**

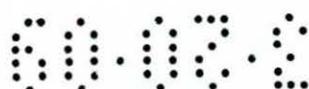


EXHIBIT "B"

**METES AND BOUNDS DESCRIPTION of
11.38 Acres in State Highway #158
Right-of-Way out of
Section 17, Block 33, T-4-S,
T. & P. RR. Co.,
Glasscock County, Texas**

Beginning at a point on the north line of Section 17, Block 33, T-4-S, T. & P. RR. Co. and in the southwest right-of-way of State Highway #158, for the most northwesterly corner of this tract, from which the calculated northwest corner of said Section 17 bears S 76°27'10" W 1432.53 feet;

Thence N 76°27'10" E, with the north line of said Section 17, 281.29 feet to a point on the north line of said Section 17 and in the northeast right-of-way of State Highway #158, for the most northeasterly corner of this tract;

Thence S 78°17'42" E, with the northeast right-of-way of State Highway #158, 3976.00 feet to a point on the east line of said Section 17 and in the northeast right-of-way of State Highway #158, for the most southeasterly corner of this tract;

Thence S 14°23'16" E, with the east line of said Section 17, 133.62 feet to a point on the east line of said Section 17 and in the southwest right-of-way of State Highway #158, for the most southwesterly corner of this tract;

Thence N 78°17'42" W, with the southwest right-of-way of State Highway #158, 4289.18 feet to the point of beginning.

7.

File No. MF10046

Land Description

Date Filed: 3/20/09

Jerry Patterson, Commissioner

By [Signature]

2009

our heirs, executors and administrators, to warrant and forever defend all and singular the said premises, unto the said State of Texas, and its assigns against every person whomsoever lawfully claiming or to claim the same or any part thereof.

And it is further agreed that the said Grantors herein in consideration of the benefits above set out, will remove from the property above described such fences, buildings and other obstructions as may be found upon said premises.

Witness our hands, this the 8th day of December, A.D. 1941.

Steve Calverley

Ethel Calverley

THE STATE OF TEXAS,
COUNTY OF GLASSCOCK

Before me, the undersigned authority in and for said County and State, on this day personally appeared Steve Calverley, known to me to be the person whose name is subscribed to the foregoing instrument and acknowledged to me that he executed the same for the purposes and consideration therein expressed.

Given under my hand and seal of office, this the 8th day of December 1941.

(SEAL)

Vena Lawson

County Clerk in and for Glasscock County, Texas.

THE STATE OF TEXAS,
COUNTY OF GLASSCOCK

Before me, the undersigned authority, in and for said County and State, on this day personally appeared Ethel Calverley, wife of Steve Calverley, known to me to be the person whose name is subscribed to the foregoing instrument, and having been examined by me privily and apart from her husband, and having the same fully explained to her, she the said Ethel Calverley, acknowledged such instrument to be her act and deed, and declared that she had willingly signed the same for the purposes and consideration therein expressed, and that she did not wish to retract it.

Given under my hand and seal of office, this the 8th day of December 1941.

(SEAL)

Vena Lawson

County Clerk in and for Glasscock County, Texas.

Filed for record May 30, 1942 at 2 o'clock P.M.

Recorded June 6, 1942 at 10:30 o'clock A.M.

Vena Lawson
County Clerk, Glasscock County, Texas.

(FILE # 5438)

STATE OF TEXAS
COUNTY OF GLASSCOCK

KNOW ALL MEN BY THESE PRESENTS

THAT I Mollie Long of the County of Glasscock, State of Texas, for and in consideration of the sum of Twelve Hundred (1200.00) DOLLARS, to me in hand paid by the State of Texas, acting by and through the State Highway Commission, receipt of which is hereby acknowledged, have this day sold, and do by these presents grant, bargain, sell and convey unto the State of Texas, all that certain tract or parcel of land, situated in the County of Glasscock, State of Texas, and being a part of Survey 8, Abstract 886; Survey 15, Abstract 152; Survey 16, Abstract 757, All of said Surveys being out of Block 33, Township 4-South, T. & P. Ry. Co. Survey, said land having been conveyed by McCajah Dozier and wife, M. I. Dozier to T. R. Long by deed dated the 7th day of November 1922, and recorded in Volume 15 Page 611 of Deed Records of Glasscock County, Texas; said tract or parcel of land herein conveyed, being subject to:



(Important Note: If no liens, leases or easements exist, insert the word "None.")
lien(s) held by none, easement(s) held by none, lease(s) held by none,
and being more particularly described as follows, to-wit:

Tract No. 1.

Being a strip of land along and adjacent to the center line of State Highway No. 158,
1474.1 feet long and 120 feet wide, 60 feet each side of said center line from station 88/43.9
to station 103/18.

Said center line being described as follows, to wit:

Beginning at a point on the west line of said Survey 8, said point of beginning
being station 88 / 43.9 and being N. 14 Deg. 45 Min. W., 655.5 feet from the southwest
corner of said Survey 8.

Thence S. 78 Deg. 37 Min., 1474.1 feet to a point in the south line of said Survey 8,
said point being station 103 / 18 and being N. 74 Deg. 59 Min. E., 1321 feet from the south-
west corner of said Survey 8.

Said strip of land containing 4.061 acres.

Tract No. 2.

Being a strip of land along and adjacent to the center line of said State Highway
158, 3482 feet long and 120 feet wide, 60 feet each side of the said center line from station
188 / 69 to station 223 / 51.

Said center line being described as follows, to wit:

Beginning at a point on the southwest line of the northeast one-half of said Survey
16, said point of beginning being station 188 / 69 and being N. 59 Deg. 16 Min. W., 2159 feet
from the southeast corner of said Survey 16.

Thence S. 78 Deg. 37 Min. E., at 1687 feet a point on the east line of said Survey
16 and west line of said Survey 15, said point being station 205 / 56 and being N. 14 Deg.
45 Min. W., 796 feet from said southeast corner of Survey 16 and Southwest corner of said
Survey 15, thence continuing same course 3482.0 feet in all to a point on the south line of
said Survey 15, said point being station 223 / 51 and being N. 75 Deg. 04 Min. E., 1609 feet
from said southwest corner of said Survey 15.

Said strip of land containing 9.592 acres.

Tract No.	Acres
1	4.061
2	9.592
Total	13.653

TO HAVE AND TO HOLD the above described premises, together with all and singular the
rights and appurtenances thereto in any wise belonging, unto the said State of Texas and its
assigns.

And I the said Mollie Long do hereby bind myself, my heirs, executors, and adminis-
trators, to warrant and forever defend all and singular the said premises, unto the said
State of Texas, and its assigns against every person whomsoever lawfully claiming or to claim
the same or any part thereof.

And it is further agreed that the said Grantor in consideration of the benefits above
set out, will remove from the property above described such fences, buildings and other
obstructions as may be found upon said premises.

Witness my hand, this the 14 day of April, A. D. 1942.

Mrs. Mollie Long

THE STATE OF TEXAS,
COUNTY OF GLASSCOCK

Before me, C. M. Sparkman, County Judge in and for said County and State, on this



day personally appeared Mollie Long, known to me to be the person whose name is subscribed to the foregoing instrument and acknowledged to me that she executed the same for the purposes and consideration therein expressed.

Given under my hand and seal of office, this the 14 day of April 1942
(SEAL) C. M. Sparkman
County Judge in and for Glasscock County, Texas.

Filed for record May 30, 1942 at 2 o'clock P.M.
Recorded June 8, 1942 at 11:30 o'clock A.M.

Tina Dawson
County Clerk, Glasscock County, Texas.

(FILE # 5439)

RIGHT-OF-WAY DEED

STATE OF TEXAS }
County of Glasscock } KNOW ALL MEN BY THESE PRESENTS:

THAT we S. R. Cox and wife, Mary Cox of the County of Glasscock, State of Texas, for and in consideration of the sum of Twenty Eight Hundred Thirty & 22/100 DOLLARS, to us in hand paid by the State of Texas, acting by and through the State Highway Commission, receipt of which is hereby acknowledged, have this day sold, and do by these presents grant, bargain, sell and convey unto the State of Texas, all that certain tract or parcel of land, situated in the County of Glasscock, State of Texas, and being a part of Survey 17, Abstract 153, Block 33, Township 4-South, T. & P. Ry. Co. Survey conveyed by Susan M. Blair et al to S. R. Cox by deed dated the 21st day of December, 1925, and recorded in Volume 27, page 98, of the Deed Records of Glasscock County, Texas, and also being part of the southwest one-half of Survey 16, Abstract 757, Block 33, Township 4-South, T. & P. Ry. Co. Survey, conveyed by McCajah Dozier and wife, M. I. Dozier; to S. R. Cox by deed dated the 19th day of April, 1917, and recorded in Volume 12, page 502, of the Deed Records of Glasscock County, Texas, and further being part of Survey 22, Abstract 841, Block 33, Township 4-South, T. & P. Ry. Co. Survey, conveyed by Crelie Yarbrough and husband, R.Y. Yarbrough to S. R. Cox by deed dated the 2nd day of October, 1917, and recorded in Volume 13, page 51, of the Deed Records of Glasscock County, Texas.

(Important Note: If no liens, leases or easements exist, insert the word "None.")

Lien(s) held by None
(Name) (Address),
easement(s) held by None
(Name) (Address),
lease(s) held by None
(Name) (Address)

and being more particularly described as follows, to-wit:

Tract No. 1

Being a strip of land along and adjacent to the center line of State Highway 158, 8551 feet long and 120 feet wide, 60 feet each side of said center line from station 103 + 18 to station 188 + 69.

Said center line being described as follows, to wit:

Beginning at a point on the north line of Survey 17, said point of beginning being station 103 + 18 and being N. 74 Deg. 59 Min. E., 1321 feet from the northwest corner of said Survey 17.

Thence S. 78 Deg. 37 Min. E., at 4399.6 feet a point on the east line of said Survey 17 and west line of said Survey 16, said point being station 147 + 17.6 and being S. 14 Deg. 45 Min. E., 1957 feet from the northeast corner of said Survey 17 and northwest corner of said Survey 16, thence continuing with same course 8551 feet in all to a point on the



northeast line of the southwest one-half of said Survey 16, said point being station 188/69 and being N.59 Deg. 16 Min. W., 2159 feet from the southeast corner of said Survey 16.

Said strip of land containing 23.556 acres.
Tract No. 2.

Being a strip of land along and adjacent to the centerline of State Highway No. 158, 4114 feet long and 120 feet wide, 60 feet each side of said center line from station 223 / 51 to station 264 / 65.

Said center line being described as follows, to wit:

Beginning at a point on the north line of said Survey 22, said point being station 223 / 51 and being N. 75 Deg. 04 Min. E., 1809 feet from the northwest corner of said Survey 22.

Thence S. 78 Deg. 37 Min E., 4114 feet to a point on the east line of said Survey 22, said point being station 264 / 65 and being S. 14 Deg. 28 Min. E., 1824 feet from the northeast corner of said Survey 22.

Said strip of land containing 11.333 acres

Tract No.	Acres
1	23.556
2	11.333
Total	34.889

TO HAVE AND TO HOLD the above described premises, together with all and singular the rights and appurtenances thereto in any wise belonging, unto the said State of Texas and its assigns.

And we the said S. R. Cox and wife, Mary Cox do hereby bind ourselves, our heirs, executors, and administrators, to warrant and forever defend all and singular the said premises, unto the said State of Texas, and its assigns against every person whomsoever lawfully claiming or to claim the same or any part thereof.

And it is further agreed that the said Grantors herein in consideration of the benefits above set out; will remove from the property above described such fences, buildings and other obstructions as may be found upon said premises.

Witness our hands, this the 11 day of April, A. D. 1942:

S. R. Cox
Mary Cox

THE STATE OF TEXAS,
COUNTY OF GLASSCOCK

Before me, the undersigned authority in and for said County and State, on this day personally appeared S. R. Cox, known to me to be the person whose name is subscribed to the foregoing instrument and acknowledged to me that he executed the same for the purposes and consideration therein expressed.

Given under my hand and seal of office, this the 11 day of April 1942
(SEAL)

C. M. Sparkman
County Judge Glasscock County, Texas.

THE STATE OF TEXAS,
COUNTY OF GLASSCOCK

Before me, the undersigned authority in and for said County and State, on this day personally appeared Mary Cox, wife of S. R. Cox, known to me to be the person whose name is subscribed to the foregoing instrument, and having been examined by me privily and apart from her husband, and having the same fully explained to her, she the said Mary Cox, acknowledged such instrument to be her act and deed, and declared that she had willingly signed the same for the purposes and consideration therein expressed, and that she did not wish to retract it.

TEXAS



GENERAL LAND OFFICE

JERRY PATTERSON, COMMISSIONER

March 30, 2009

Ms. Lisa Morriss
Lisa Morriss & Associates, Inc.
Agent for Laredo Petroleum, Inc.
PO Box 8751
Midland, TX 79708

Dear Ms. Morriss,

Re: State of Texas HROW Lease # MF 110046

Enclosed you will find an original executed Highway Right-of-Way Leases in Glasscock County.

Please refer to this lease number with all future correspondence concerning this lease. Proof read your lease before filing of record.

Please have your client review Section 4c regarding pooling, and ensure the GLO receives a copy unit designation on this lease.

If you have any questions please feel free to contact my direct phone number, or email listed below, or You may contact Drew Reid at his direct number (512) 475-1534

Best regards,

Beverly Boyd
Energy Resources
Mineral Leasing
512-463-6521
beverly.boyd@glo.state.tx.us

COPY

Stephen F. Austin Building • 1700 North Congress Avenue • Austin, Texas 78701-1495

Post Office Box 12873 • Austin, Texas 78711-2873

512-463-5001 • 800-998-4GLO

www.glo.state.tx.us

COPY

File No. MF 118046
Date Filed: 3/30/09
By: Jerry Patterson, Commissioner

9.

DO NOT DESTROY



Texas General Land Office
UNIT AGREEMENT MEMO

PA09-201

Unit Number 4628
Operator Name LAREDO PETROLEUM INC *Effective Date* 9/23/2009
Customer ID C000048246 *Unitized For* Oil & Gas
Unit Name Bearkat 15 #1H *Unit Term* 0 Months
County1 Glasscock
County 2 Old Unit Number Inactive Status Date
County 3 0
RRC District: 08 0
Unit Type: Permanent 0
State Royalty Interest: 0.0040284804 0
State Part in Unit: 0.0161139217
Unit Depth All *Well:* Unit
Below Depth 0 *Formation:* Strawn
Above Depth 0 *Participation Basis:* Surface Acreage
[If Exclusions Apply: See Remarks]

MF Number MF110046 *Tract Number* 3
Lease Acres 2.58 / *Total Unit Acres* 160.11 =
Tract Participation: 0.0161139 X
Lease Royalty 0.25 = *Manual Tract Participation:* [] 0 See Remark
Tract Royalty Participation 0.0040285 *Manual Tract Royalty:* [] 0

Tract Royalty Reduction No
Tract Royalty Rate 0
Tract On-Line Date:

56-030239

API Number

421733345100

RRC Number

39650

Remarks:

HROW Unit, Wilcat and Underwood (Strawn) Field. Strawn Formation. Unit name and field names changed. Effective date added.

Prepared By:

REW

Prepared Date:

5-24-2011

GLO Base Updated By:

REW

GLOBase Date:

5-24-2011

RAM Approval By:

J King

RAM Approval Date:

6-9-2011

GIS By:

ZG

GIS Date:

7-7-2011

DO NOT DESTROY



Texas General Land Office
UNIT AGREEMENT MEMO

PA09-201

Unit Number 4628
Operator Name LAREDO PETROLEUM INC Effective Date 9-23-09
Customer ID C000048246 Unitized For Oil & Gas
Unit Name Hardy "15" #1H Unit Term 0 Months
County1 Glasscock
County2 Old Unit Number Inactive Status Date
County3 0
RRC District: 08 0
Unit Type: Permanent 0
State Royalty Interest: 0.0040284804197 0
State Part in Unit: 0.0161139216788
Unit Depth All Well: Unit
Below Depth 0 Formation:
Above Depth 0 Participation Basis: Surface Acreage
[If Exclusions Apply: See Remarks]

MF Number MF110046 Tract Number 3
Lease Acres 2.58 / Total Unit Acres 160.11 =
Tract Participation: 0.0161139 X
Lease Royalty 0.25 = Manual Tract Participation: [] 0 See Remark
Tract Royalty Participation 0.0040285 Manual Tract Royalty: [] 0

Tract Royalty Reduction No
Tract Royalty Rate 0
Tract On-Line Date:

API Number

421733352700

RRC Number

0

33541

Remarks:

HROW Unit, Wilcat and Garden City, SE (Wolf) not specific formations given

Prepared By:

B Boyd

Prepared Date:

10/8/09

GLO Base Updated By:

B Boyd

GLOBase Date:

10/9/09

RAM Approval By:

SK

RAM Approval Date:

10/13/09

GIS By:

AS

GIS Date:

11/6/09

1952

UNIT DESIGNATION

STATE OF TEXAS }
 }
COUNTY OF GLASSCOCK }

LAREDO PETROLEUM, INC., a Delaware corporation, ("LAREDO") is an owner and the Operator of the following described oil and gas leases (and any amendments and supplements thereof), covering the lands in GLASSCOCK COUNTY, TEXAS:

1. Date: July 7, 1977
 Lessor: Mamie Pearl Currie, et al
 Lessee: Texon Petroleum Corporation
 Land Covered: All of Section 15, Block 33, Township 4 South, T&P Ry. Co. Survey, Glasscock County, Texas, among other lands;
 Recorded: Volume 163, page 187, Deed Records, Glasscock County, Texas

2. Date: July 14, 1977
 Lessor: John B. Harvard, et al
 Lessee: Texon Petroleum Corporation
 Land Covered: All of Section 15, Block 33, Township 4 South, T&P Ry. Co. Survey, Glasscock County, Texas, among other lands;
 Recorded: Volume 163, page 648, Deed Records, Glasscock County, Texas

3. Date: April 7, 2009
 Lessor: Commissioner of the General Land, Office of the State of Texas
 Lessee: Laredo Petroleum, Inc.
 Land Covered: Portions of Section 15, Block 33, Township 4 South, T&P Ry. Co. Survey, Glasscock County, Texas, among other lands;
 Recorded: Volume 130, page 521, Official Public Records, Glasscock County, Texas

Deeming such to be necessary and advisable in the interest of conservation and to promote the development of the premises, LAREDO does hereby pool and combine the oil and gas interests in the Strawn Formation under the following described lands:

**The East Half (E/2) of the West Half (W/2) of Section 15, Block 33, Township 4 South, T&P Railway Company Survey, being 160.11 acres, more or less,
(consisting of three tracts as further described on the plat or plats attached hereto as Exhibit "A" and included herein for all purposes)**

into one unit for the purpose of development and operation for the production of oil, gas and gas condensate in the Strawn Formation underlying said unit, said unit to be known as the **HARDY "15" #1H UNIT**. Such unit is to be effective as of the date hereof and shall continue in effect for one year thereafter and so long as there is production of oil, gas or gas condensate or both of them in paying quantities from the Strawn Formation underlying the land included within such unit, or any operation is conducted, any payment is made, or any condition exists, which under the terms of such leases (and any amendments and supplements thereto), could operate to continue the leases and/or this unit in force.

With respect to any mineral, royalty, leasehold or other interest in the unit that is validly pooled by this instrument or by any ratification hereof, any operations conducted on any part of the pooled unit or any producing or shut-in well located on any part of the pooled unit shall be considered, for all purposes except the payment of royalty, as being conducted or located upon each tract within the unit. There shall be allocated to each separately owned tract of land within the pooled unit the proportion of the total production of oil, gas and any other minerals pooled hereby from the unit, after deducting any used in lease or unit operations, which the number of surface acres in each such separate tract within the unit bears to the total number of surface acres in the unit, and the production so allocated shall be considered for all purposes, including payment or delivery of royalty, overriding royalty and any other payments out of production, to be the entire production of unitized minerals from the land to which allocated in the same manner as though produced therefrom under the terms of each lease. The formation of the unit effected

hereby shall not have the effect of exchanging or transferring any interest under a particular lease or in a particular tract (including, without limitation, any shut-in royalty which may become payable under a lease) between or among parties owning interests in such tract and parties owning interests in any other separately owned tract. At any time Laredo, or its successor as operator of the leases and well or wells committed hereto, may dissolve the unit established hereunder by filing for record in the public office where this unit designation is recorded a declaration to that effect, if at that time no operations are being conducted thereon for unitized minerals.

This Designation of Unit may be executed in any number of counterparts, no one of which needs to be executed by all parties, and it shall be binding upon all parties who have executed such a counterpart with the same force and effect as if all parties has signed the same document. Further, this unit designation may be ratified by any owner of an interest in the oil and gas mineral estate or leasehold estate in the lands committed to the unit, with the consequent effect as herein stated, as though this unit designation had been executed by such ratifying party. Laredo does not hereby purport to pool or unitize the interest of any owner except those whose interests Laredo has the legal right to pool in the manner herein stated, but this unit designation shall be binding on any party executing such a ratification.

EXECUTED this 23rd day of SEPTEMBER, 2009, but effective as of June 13, 2009.

OPERATOR:
LAREDO PETROLEUM, INC

William F. Chatham

By: William F. Chatham
Title: Attorney-in-Fact

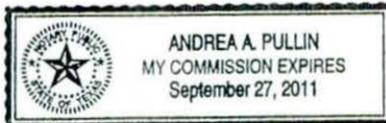
STATE OF TEXAS }
 }
COUNTY OF MIDLAND }

Before me, the undersigned authority, on this 23rd day of September, 2009, personally appear before me William F. Chatham, Attorney-in-Fact for LAREDO PETROLEUM, INC., a Delaware corporation, known to me to be the person whose name is subscribed to the foregoing instrument and acknowledged to me that he executed the same, in the capacities, and for the purposes and consideration therein expressed.

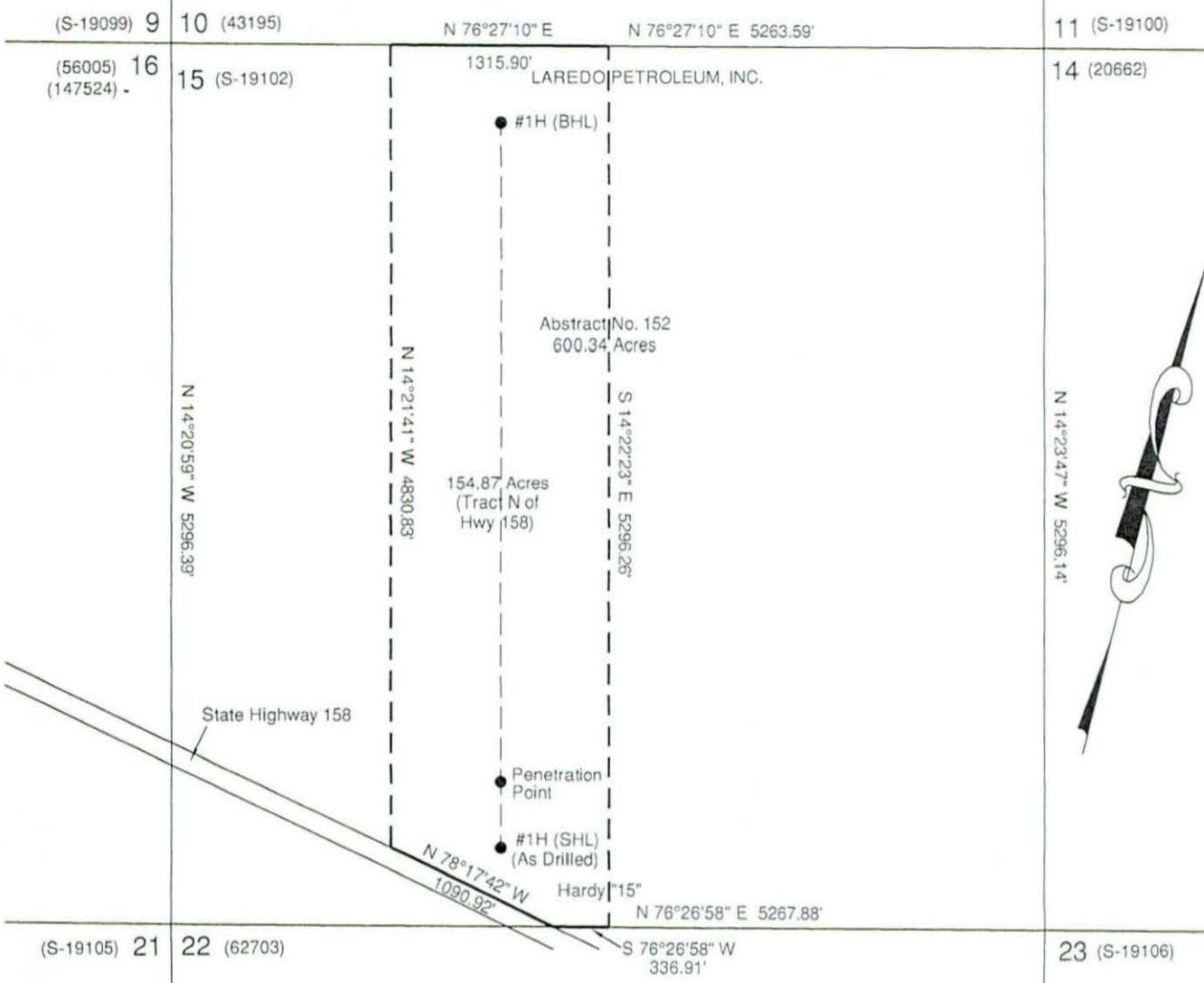
My Commission Expires:

9/27/2011

Andrea A. Pullin
Notary Public in and for the State of TEXAS



Block 33, T-4-S, T. & P. RR. Co.
 Glasscock County, Texas



METES & BOUNDS
 Of a 154.87 Acre Tract out of
 Section 15, Block 33, T-4-S
 T. & P. RR. Co. Survey
 Glasscock County, Texas

Beginning at a point for the Northwest corner of this tract from which a point for the Northwest corner of Section 15, Block 33 bears S 76°27'10" W, 1315.90 feet;

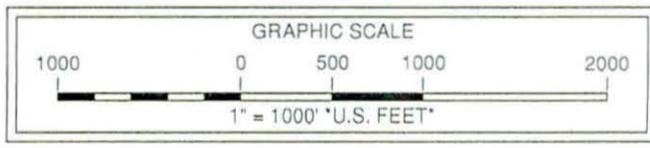
Thence N 76°27'10" E along the North line of Section 15, Block 33 a distance of 1315.90 feet to a point for the Northeast corner of this tract;

Thence S 14°22'23" E a distance of 5296.26 feet to a point in the South line of Section 15, Block 33 for the Southeast corner of this tract;

Thence S 76°26'58" W along the South line of Section 15, Block 33 a distance of 336.91 feet to an ell corner of this tract;

Thence N 78°17'42" W along the North right-of-way of State Highway 158 a distance of 1090.92 feet to an ell corner of this tract;

Thence N 14°21'41" W a distance of 4830.83 feet to the place of beginning.



Note: Survey Reconstruction filed in the Office of Pennell & Marlowe Land Surveyors, Inc.
 Note: Bearings and distances are based on The Texas Coordinate System of 1983, Central Zone.
 A combined grid factor of 0.9998 must be divided into all distances to obtain surface distances.
 Acreages shown have been converted to surface acreages.
 Note: Example: (S-99999) indicates General Land Office file number.



USGS Quadrangle Sheet: Garden City, Tex.
 Survey Plat

LAREDO PETROLEUM, INC.
 Survey of a 154.87 Acre Tract out of
 Section 15, Block 33, T-4-S
 T. & P. RR. Co. Survey
 Glasscock County, Texas

Stephen P. Marlowe
 REGISTERED PROFESSIONAL LAND SURVEYOR NO. 5715

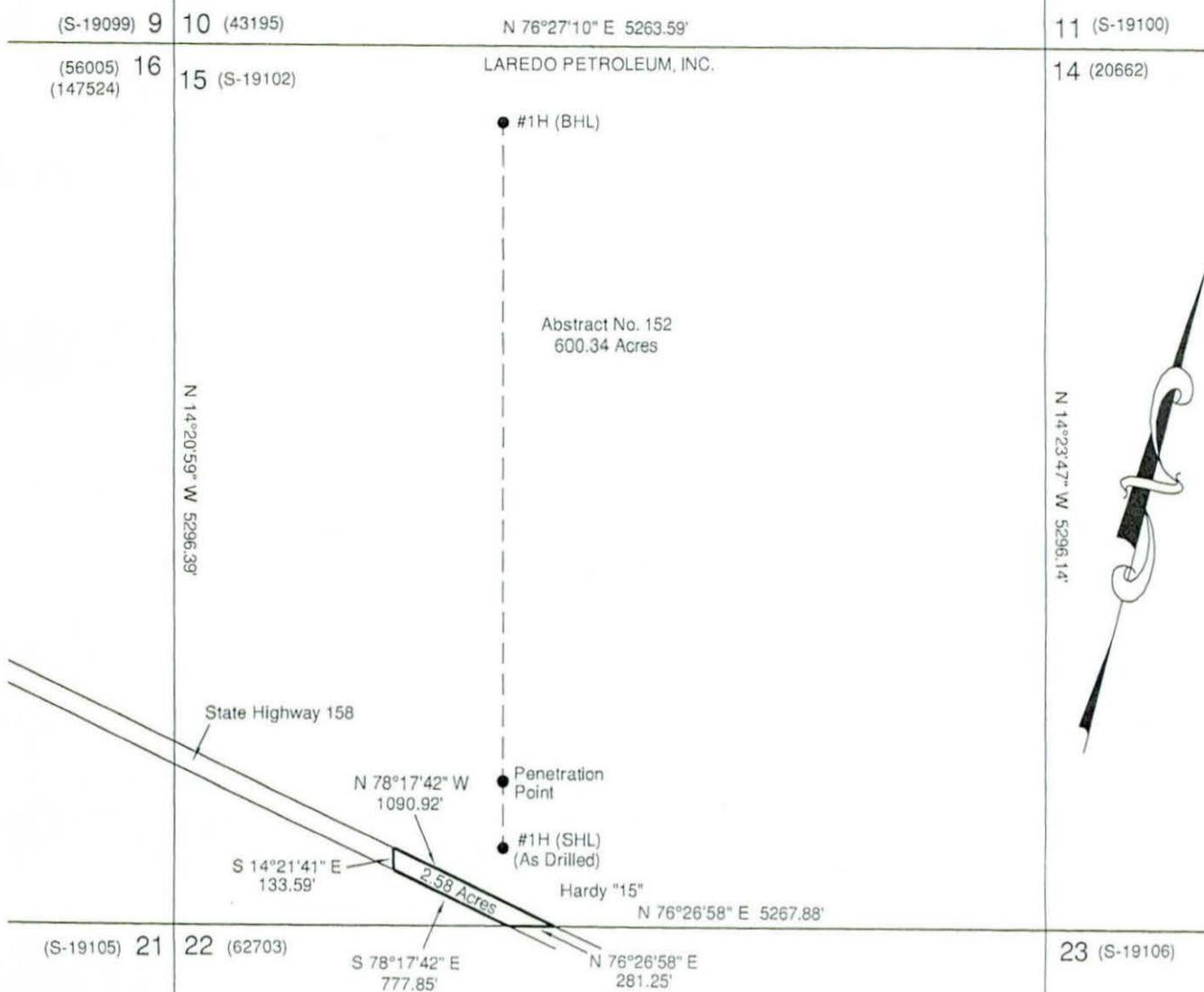
July 17, 2009
 090717J1

P.O. Box 51622, Midland, Texas, 79710 (432) 570-6256 Fax (432) 682-3262

Scale: 1" = 1000'

Attached to that certain Hardy 15 #1H Unit Designation dated effective June 13, 2009

Block 33, T-4-S, T. & P. RR. Co. Glasscock County, Texas



METES & BOUNDS
 Of a 2.58 Acre Tract out of
 Section 15, Block 33, T-4-S
 T. & P. RR. Co. Survey
 Glasscock County, Texas

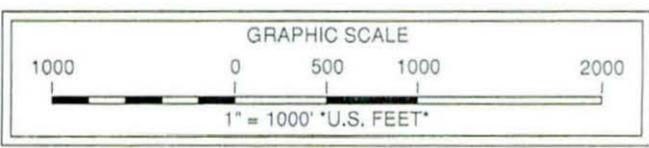
Beginning at a point for the Northeast corner of this tract from which a point for the Southeast corner of Section 15, Block 33 bears N 76°26'58" E, 2970.86 feet;

Thence N 78°17'42" W along the North right-of-way of State Highway 158 a distance of 1090.92 feet to a point for the Northwest corner of this tract;

Thence S 14°21'41" E a distance of 133.59 feet to a point for the Southwest corner of this tract;

Thence S 78°17'42" E along the South right-of-way of State Highway 158 a distance of 777.85 feet to a point for the Southeast corner of this tract;

Thence N 76°26'58" E along the South line of Section 15, Block 33 a distance of 281.25 feet to the place of beginning.



Note: Survey Reconstruction filed in the Office of Pennell & Marlowe Land Surveyors, Inc.
 Note: Bearings and distances are based on The Texas Coordinate System of 1983, Central Zone.
 A combined grid factor of 0.9998 must be divided into all distances to obtain surface distances.
 Acreages shown have been converted to surface acreages.
 Note: Example: (S-99999) indicates General Land Office file number.

USGS Quadrangle Sheet: Garden City, Tex.
 Survey Plat



LAREDO PETROLEUM, INC.
 Survey of a 2.58 Acre Tract out of
 Section 15, Block 33, T-4-S
 T. & P. RR. Co. Survey
 Glasscock County, Texas

Stephen P. Marlowe
 REGISTERED PROFESSIONAL LAND SURVEYOR NO. 5715

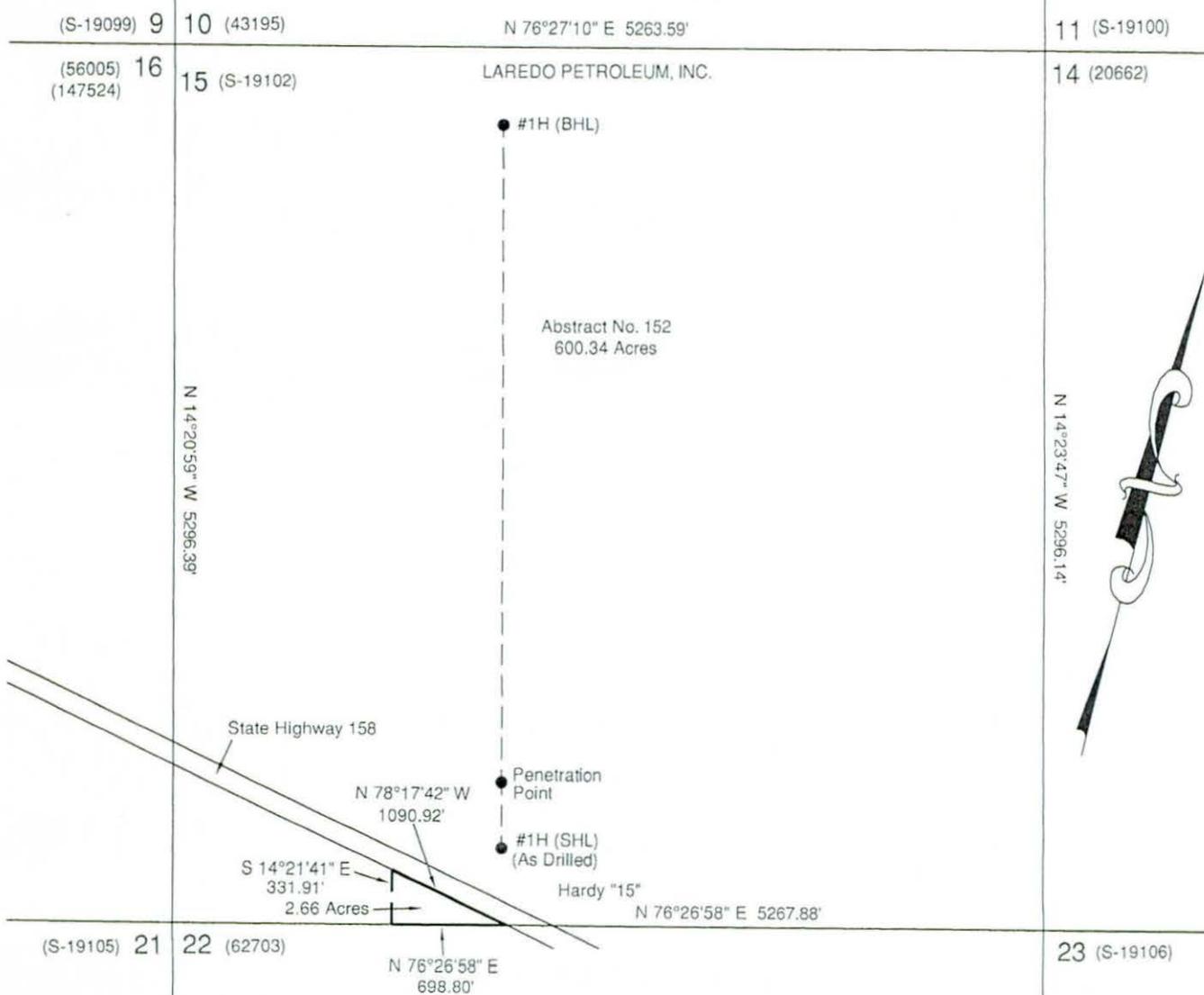
July 17, 2009
 090717J2

P.O. Box 51622, Midland, Texas, 79710 (432) 570-6256 Fax (432) 682-3262

Scale: 1" = 1000'

Attached to that certain Hardy 15 #1H Unit Designation dated effective June 13, 2009

Block 33, T-4-S, T. & P. RR. Co. Glasscock County, Texas



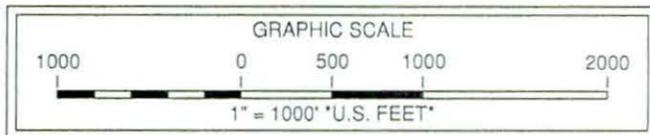
METES & BOUNDS
Of a 2.66 Acre Tract out of
Section 15, Block 33, T-4-S
T. & P. RR. Co. Survey
Glasscock County, Texas

Beginning at a point for the Southwest corner of this tract from which a point for the Southwest corner of Section 15, Block 33 bears S 76°26'58" W, 1316.97 feet;

Thence N 76°26'58" E along the South line of Section 15, Block 33 a distance of 698.80 feet to a point for the East corner of this tract;

Thence N 78°17'42" W along the South right-of-way of State Highway 158 a distance of 1090.92 feet to a point for the Northwest corner of this tract;

Thence S 14°21'41" E a distance of 331.91 feet to the place of beginning.



Note: Survey Reconstruction filed in the Office of Pennell & Marlowe Land Surveyors, Inc.
Note: Bearings and distances are based on The Texas Coordinate System of 1983, Central Zone.
A combined grid factor of 0.9998 must be divided into all distances to obtain surface distances.
Acreages shown have been converted to surface acreages.
Note: Example: (S-99999) indicates General Land Office file number.

Revised 09/15/2009
USGS Quadrangle Sheet: Garden City, Tex.
Survey Plat



LAREDO PETROLEUM, INC.
Survey of a 2.66 Acre Tract out of
Section 15, Block 33, T-4-S
T. & P. RR. Co. Survey
Glasscock County, Texas

Stephen P. Marlowe
REGISTERED PROFESSIONAL LAND SURVEYOR NO. 5715

July 17, 2009
090717J3

FILED

AT 10:00 O'CLOCK A. M.
ON THE 25 DAY OF September
A.D., 2009
INS. NO. 1952

Rebecca Badla

COUNTY CLERK, GLASSCOCK COUNTY, TEXAS

BY *Antonia Jones* DEPUTY

STATE OF TEXAS
COUNTY OF GLASSCOCK

I hereby certify that this instrument was FILED on the date and at the time stamped hereon by me and was duly RECORDED in the Volume and Page of the named RECORDS of Glasscock County, Texas, as stamped hereon by me.



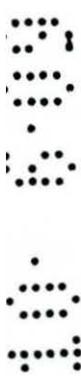
Rebecca Badla

County Clerk, Glasscock County, Texas

OFFICIAL PUBLIC RECORDS

VOL. 136 PAGE 068

RECORDED September 25, 2009



LISA MORRISS & ASSOCIATES, INC.

P. O. Box 8751
Midland, Texas 79708
(432) 978-9340, FAX (432) 520-1577
lisa@morrissassociates.com

September 29, 2009

TO: All Royalty and Working Interest Owners

RE: **REQUEST FOR RATIFICATION OF UNIT DESIGNATION**
Laredo Petroleum, Inc., Operator
Hardy "15" #1H Well located in E/2 of W/2 of Section 15,
Block 33, T-4-S, T&P Ry. Company Survey
Glasscock County, Texas

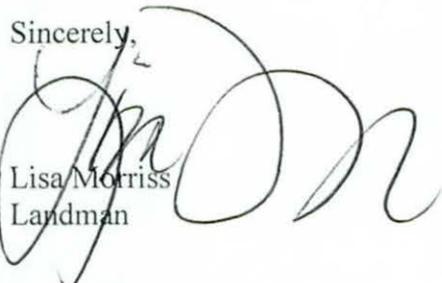
Dear Sirs:

Our client, Laredo Petroleum, Inc., has drilled the referenced well as a horizontal Strawn producer. The proration unit for this well includes the oil and gas lease that Laredo acquired from the State of Texas covering the State highway that passes through this tract, and two other leases in which you may own a royalty and/or working interest. The State of Texas requires that Laredo unitize the State lease with the two other existing oil and gas leases in order to produce this horizontal well. Attached for your review is a copy of the Unit Designation listing all leases involved and survey plats describing each tract contained in the unit.

Please execute the enclosed Ratification of Unit Designation showing your consent to this Unit Designation filed by the Operator, Laredo Petroleum, Inc. Once you have signed the ratification before a notary public, please return an original signed copy of the enclosed Ratification to us at your earliest convenience in the enclosed self-addressed envelope. Should you have questions in this regard, please feel free to contact me at lisa@morrissassociates.com or you may call me at (432) 978-9340.

Your prompt response to this request would be greatly appreciated since Laredo would like to distribute royalties from this well as soon as possible. Thank you for your time and consideration in this regard.

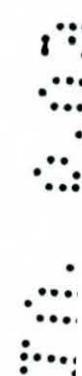
Sincerely,


Lisa Morriss
Landman

Re: State of Texas
H Row Lease
MF 110046

10.

File No. FF 710046
4638, Bearkat 1st
Unit Resignation
Date 9/23/09
By [Signature]
Jerry Patterson, Commissioner



TEXAS



GENERAL LAND OFFICE

JERRY PATTERSON, COMMISSIONER

November 3, 2009

Laredo Petroleum Inc.
15 West 6th Street, Suite 1800
Tulsa, OK 74119

Re: State Lease MF110046 - **Please refer to this lease number with all correspondence**
Hardy 15 #1H
13088

The General Land Office has received and filed the division order submitted for the above-referenced state lease. Please be advised that the payment of royalties attributable to state-owned mineral interests is set by statute. As the execution of division orders may, in some cases, affect the manner in which such payments are paid or calculated, it is the policy of this office not to execute them.

Subject to applicable state law and the state's right to take its production in-kind, the General Land Office acquiesces to the sale of oil and gas under the terms and conditions set out in the oil and gas lease. If you should have questions concerning this matter, please feel free to call me at (512) 463-6521.

Sincerely,

A handwritten signature in cursive script that reads "Beverly Boyd".

Beverly Boyd, Lease Analyst
Mineral Leasing Division

Stephen F. Austin Building • 1700 North Congress Avenue • Austin, Texas 78701-1495

Post Office Box 12873 • Austin, Texas 78711-2873

512-463-5001 • 800-998-4GLO

www.glo.state.tx.us

DIVISION ORDER

Laredo Petroleum, Inc.
15 West 6th Street, Suite 1800
Tulsa, OK 74119
Phone: (918) 513-4570 Fax: (918) 513-4571

Date: September 28, 2009
Effective Date: First Sales
(June 2009)

COPY TO RETURN

Property Number: 13088
Property Name: HARDY 15 #1H WELL
Operator: Laredo Petroleum, Inc.
County and State: Glasscock County, Texas
Property Description: 160.11 acres in W/2, Section 15, Block 33, T-4-S, T&P Survey

*MF110046
Unit 4628*

Production: Oil Casinghead Gas Both

STATE OF TEXAS (875010) RI 0.00402848
C/O DREW REID, GENERAL LAND OFFICE (1/4 X 2.58/160.11)
1700 N CONGRESS, SUITE 600
AUSTIN TX 78701

The undersigned certifies the ownership of their decimal interest in production or proceeds as described above payable by Laredo Petroleum, Inc.

Laredo Petroleum, Inc. shall be notified in writing, of any change in ownership, decimal interest, or payment address. All such changes shall be effective the first day of the month following receipt of such notice.

Laredo Petroleum, Inc. is authorized to withhold payment pending resolution of a title dispute or adverse claim asserted regarding the interest in production claimed herein by the undersigned. The undersigned agrees to indemnify and reimburse Laredo Petroleum, Inc. any amount attributable to an interest to which the undersigned is not entitled.

Laredo Petroleum, Inc. may accrue proceeds until the total amount equals \$100.00 or pay annually, whichever occurs first, or as required by applicable state statute.

This Division Order does not amend any lease or operating agreement between the undersigned and the lessee or operator or any other contracts for the purchase of oil and gas.

In addition to the terms and conditions of this Division Order, the undersigned and Laredo Petroleum, Inc. may have certain statutory rights under the laws of the state in which the property is located.

Special Clause: Owner agrees to indemnify and hold Payor harmless from all liability resulting from payments made to Owner in accordance with such division of interest, including but not limited to, attorneys' fees or judgments in connection with any suit that affects Owner's interest to which Payor is made a party.

Owner(s) Signature(s): _____

Printed Name: _____

Owner(s) SS/Tax I.D. Number(s): _____

Owner Daytime Telephone #: _____ Owner Fax #: _____

Address: _____ E-mail: _____

Type of Payee:

____ Individual Partnership Estate or Trust Proprietorship
____ Corporation Tax Exempt Other (Specify) _____
____ Federal, State or Local Governmental Agency

Federal Law requires you to furnish your Social Security or Tax Identification Number. Failure to comply will result in 28% tax withholding and will not be refundable by Laredo Petroleum, Inc.

875010
STATE OF TEXAS



September 29, 2009

State of Texas
c/o Drew Reid, General Land Office
1700 N Congress, Suite 600
Austin TX 78701

Re: Hardy 15 #1H Well (13088)
W/2 Section 15, Block 33, T4S, T&P Survey
Glasscock Co., TX
API #42-173-33451

29 13088
2009 09 29

Dear Mr. Reid:



Laredo Petroleum, Inc. completed the Hardy 15 #1H Well as an oil and casinghead gas producer with date of first sales in June 2009.



The Hardy 15 #1H Well is comprised of 3 tracts of land in Section 15 totaling 160.11 acres which include a 2.58 acre tract owned by the State of Texas. The State of Texas royalty interest is calculated as follows: $2.58 \text{ acres} / 160.11 \text{ unit acres} \times 25\% \text{ royalty} = .00402848$ decimal interest.



Enclosed are two copies of our division order for the Hardy 15 #1H Well. Please execute your division order according to the enclosed instruction letter, return one copy to me and retain the extra copy for your file. Or if you prefer, please send me a confirmation letter advising your concurrence of our royalty calculation.

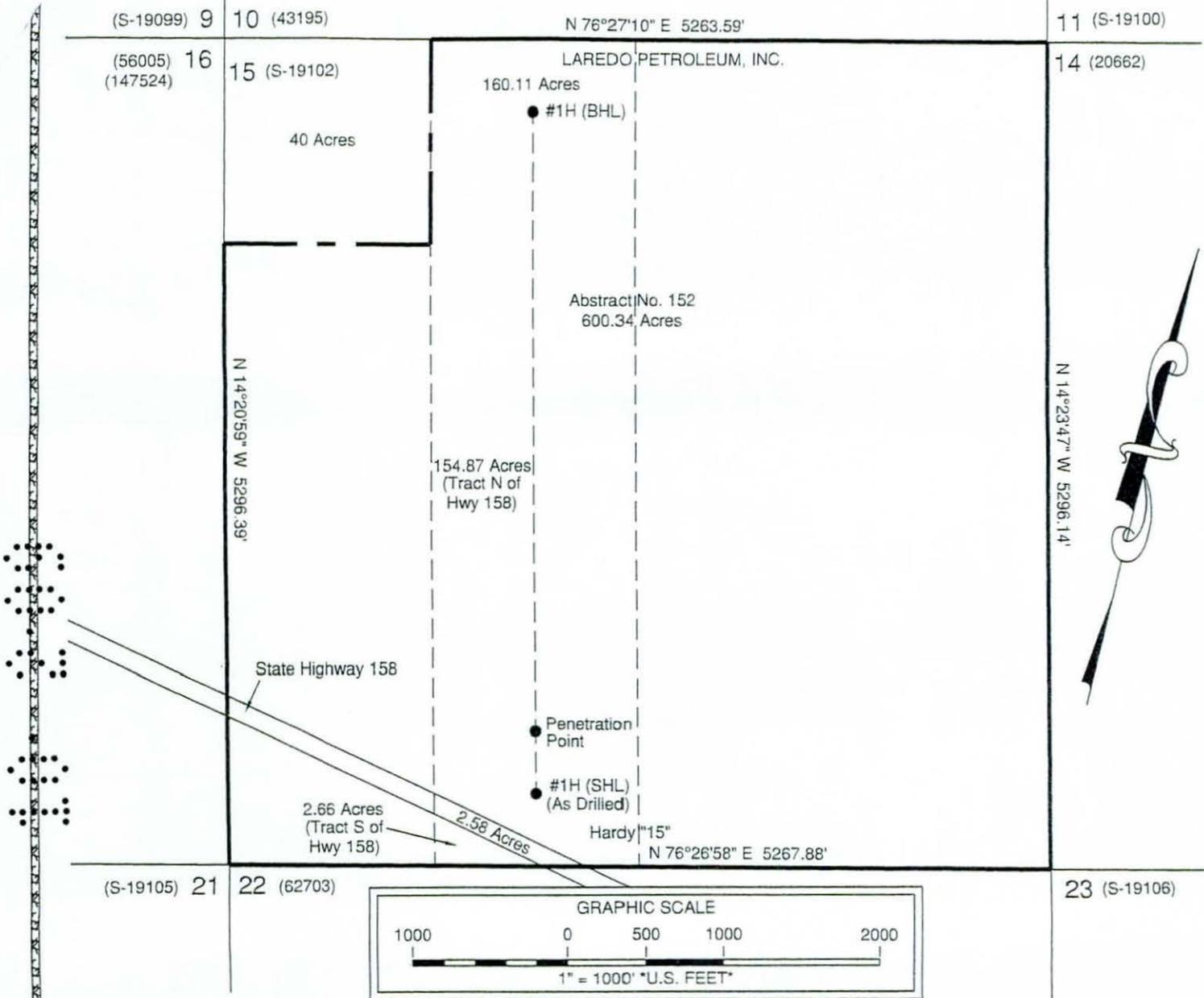
Please feel free to contact me or Bill Chatham, our Midland landman (432/684-9955), if you have any questions or concerns. Thank you!

A handwritten signature in black ink that reads "Diane Wehrenberg".

Diane Wehrenberg
Sr. Division Order Analyst, CDOA
dwehrenberg@laredopetro.com

Enclosures

Block 33, T-4-S, T. & P. RR. Co. Glasscock County, Texas



Note: Survey Reconstruction filed in the Office of Pennell & Marlowe Land Surveyors, Inc.
 Note: Bearings and distances are based on The Texas Coordinate System of 1983, Central Zone.
 A combined grid factor of 0.9998 must be divided into all distances to obtain surface distances.
 Acreages shown have been converted to surface acreages.
 Note: Example: (S-99999) indicates General Land Office file number.

USGS Quadrangle Sheet: Garden City, Tex.



Railroad Commission Permit Plat
LAREDO PETROLEUM, INC.
 Hardy "15" #1H
 467' FROM SOUTH LINE
 1980' FROM WEST LINE
 Hardy "15" Lease
 600.34 Acres being all of Section 15
 Save and Except the NW/4 of the NW/4 of
 Section 15, Block 33, T-4-S
 T. & P. RR. Co. Survey
 Glasscock County, Texas

Stephen P. Marlowe
 REGISTERED PROFESSIONAL LAND SURVEYOR NO. 5715

July 17, 2009
 090717J

P.O. Box 51622, Midland, Texas, 79710 (432) 570-6256 Fax (432) 682-3262

Scale: 1" = 1000'

1952

UNIT DESIGNATION

STATE OF TEXAS }
 COUNTY OF GLASSCOCK }

[Handwritten signature]

LAREDO PETROLEUM, INC., a Delaware corporation, ("LAREDO") is an owner and the Operator of the following described oil and gas leases (and any amendments and supplements thereof), covering the lands in GLASSCOCK COUNTY, TEXAS:

1. Date: July 7, 1977
 Lessor: Mamie Pearl Currie, et al
 Lessee: Texon Petroleum Corporation
 Land Covered: All of Section 15, Block 33, Township 4 South, T&P Ry. Co. Survey, Glasscock County, Texas, among other lands;
 Recorded: Volume 163, page 187, Deed Records, Glasscock County, Texas

2. Date: July 14, 1977
 Lessor: John B. Harvard, et al
 Lessee: Texon Petroleum Corporation
 Land Covered: All of Section 15, Block 33, Township 4 South, T&P Ry. Co. Survey, Glasscock County, Texas, among other lands;
 Recorded: Volume 163, page 648, Deed Records, Glasscock County, Texas

3. Date: April 7, 2009
 Lessor: Commissioner of the General Land, Office of the State of Texas
 Lessee: Laredo Petroleum, Inc.
 Land Covered: Portions of Section 15, Block 33, Township 4 South, T&P Ry. Co. Survey, Glasscock County, Texas, among other lands;
 Recorded: Volume 130, page 521, Official Public Records, Glasscock County, Texas

Deeming such to be necessary and advisable in the interest of conservation and to promote the development of the premises, LAREDO does hereby pool and combine the oil and gas interests in the Strawn Formation under the following described lands:

The East Half (E/2) of the West Half (W/2) of Section 15, Block 33, Township 4 South, T&P Railway Company Survey, being 160.11 acres, more or less, (consisting of three tracts as further described on the plat or plats attached hereto as Exhibit "A" and included herein for all purposes)

into one unit for the purpose of development and operation for the production of oil, gas and gas condensate in the Strawn Formation underlying said unit, said unit to be known as the **HARDY "15" #1H UNIT**. Such unit is to be effective as of the date hereof and shall continue in effect for one year thereafter and so long as there is production of oil, gas or gas condensate or both of them in paying quantities from the Strawn Formation underlying the land included within such unit, or any operation is conducted, any payment is made, or any condition exists, which under the terms of such leases (and any amendments and supplements thereto), could operate to continue the leases and/or this unit in force.

With respect to any mineral, royalty, leasehold or other interest in the unit that is validly pooled by this instrument or by any ratification hereof, any operations conducted on any part of the pooled unit or any producing or shut-in well located on any part of the pooled unit shall be considered, for all purposes except the payment of royalty, as being conducted or located upon each tract within the unit. There shall be allocated to each separately owned tract of land within the pooled unit the proportion of the total production of oil, gas and any other minerals pooled hereby from the unit, after deducting any used in lease or unit operations, which the number of surface acres in each such separate tract within the unit bears to the total number of surface acres in the unit, and the production so allocated shall be considered for all purposes, including payment or delivery of royalty, overriding royalty and any other payments out of production, to be the entire production of unitized minerals from the land to which allocated in the same manner as though produced therefrom under the terms of each lease. The formation of the unit effected

RECEIVED
 11/3/09 BMB

hereby shall not have the effect of exchanging or transferring any interest under a particular lease or in a particular tract (including, without limitation, any shut-in royalty which may become payable under a lease) between or among parties owning interests in such tract and parties owning interests in any other separately owned tract. At any time Laredo, or its successor as operator of the leases and well or wells committed hereto, may dissolve the unit established hereunder by filing for record in the public office where this unit designation is recorded a declaration to that effect, if at that time no operations are being conducted thereon for unitized minerals.

This Designation of Unit may be executed in any number of counterparts, no one of which needs to be executed by all parties, and it shall be binding upon all parties who have executed such a counterpart with the same force and effect as if all parties has signed the same document. Further, this unit designation may be ratified by any owner of an interest in the oil and gas mineral estate or leasehold estate in the lands committed to the unit, with the consequent effect as herein stated, as though this unit designation had been executed by such ratifying party. Laredo does not hereby purport to pool or unitize the interest of any owner except those whose interests Laredo has the legal right to pool in the manner herein stated, but this unit designation shall be binding on any party executing such a ratification.

EXECUTED this 23rd day of SEPTEMBER, 2009, but effective as of June 13, 2009.

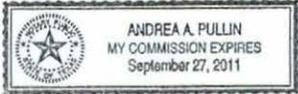
OPERATOR:
LAREDO PETROLEUM, INC.
William F. Chatham
By: William F. Chatham
Title: Attorney-in-Fact

STATE OF TEXAS)
)
COUNTY OF MIDLAND)

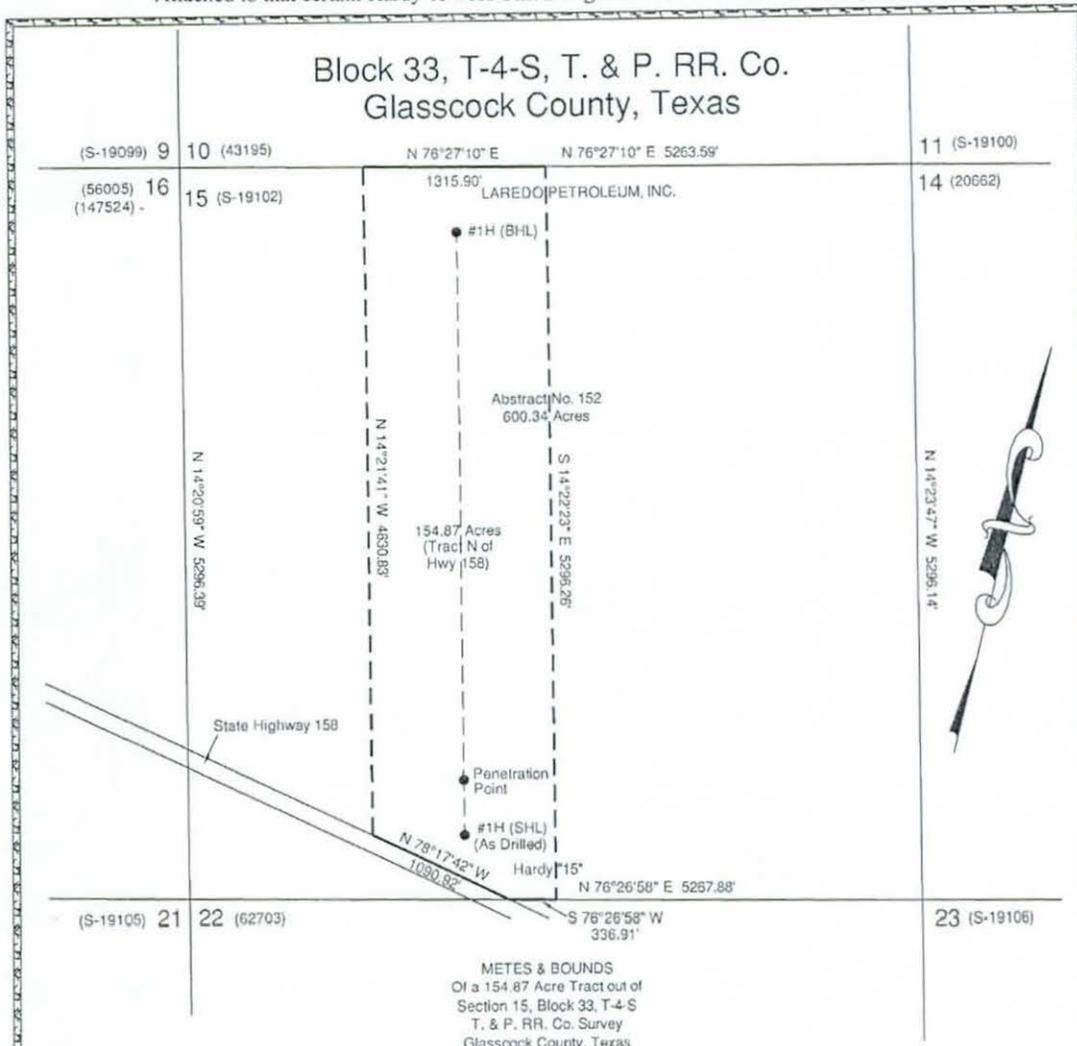
Before me, the undersigned authority, on this 23rd day of September, 2009, personally appear before me William F. Chatham, Attorney-in-Fact for LAREDO PETROLEUM, INC., a Delaware corporation, known to me to be the person whose name is subscribed to the foregoing instrument and acknowledged to me that he executed the same, in the capacities, and for the purposes and consideration therein expressed.

My Commission Expires:
9/27/2011

Andrea A. Pullin
Notary Public in and for the State of TEXAS



Block 33, T-4-S, T. & P. RR. Co.
 Glasscock County, Texas



METES & BOUNDS
 Of a 154.87 Acre Tract out of
 Section 15, Block 33, T-4-S
 T. & P. RR. Co. Survey
 Glasscock County, Texas

Beginning at a point for the Northwest corner of this tract from which a point for the Northwest corner of Section 15, Block 33 bears S 76°27'10" W, 1315.90 feet;

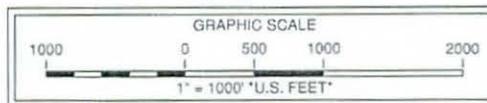
Thence N 76°27'10" E along the North line of Section 15, Block 33 a distance of 1315.90 feet to a point for the Northeast corner of this tract;

Thence S 14°22'23" E a distance of 5296.26 feet to a point in the South line of Section 15, Block 33 for the Southeast corner of this tract;

Thence S 76°26'58" W along the South line of Section 15, Block 33 a distance of 336.91 feet to an ell corner of this tract;

Thence N 78°17'42" W along the North right-of-way of State Highway 158 a distance of 1090.92 feet to an ell corner of this tract;

Thence N 14°21'41" W a distance of 4830.83 feet to the place of beginning.



Note: Survey Reconstruction filed in the Office of Pennell & Marlowe Land Surveyors, Inc.
 Note: Bearings and distances are based on The Texas Coordinate System of 1983, Central Zone.
 A combined grid factor of 0.9998 must be divided into all distances to obtain surface distances.
 Acreages shown have been converted to surface acreages.
 Note: Example: (S-99999) indicates General Land Office file number.

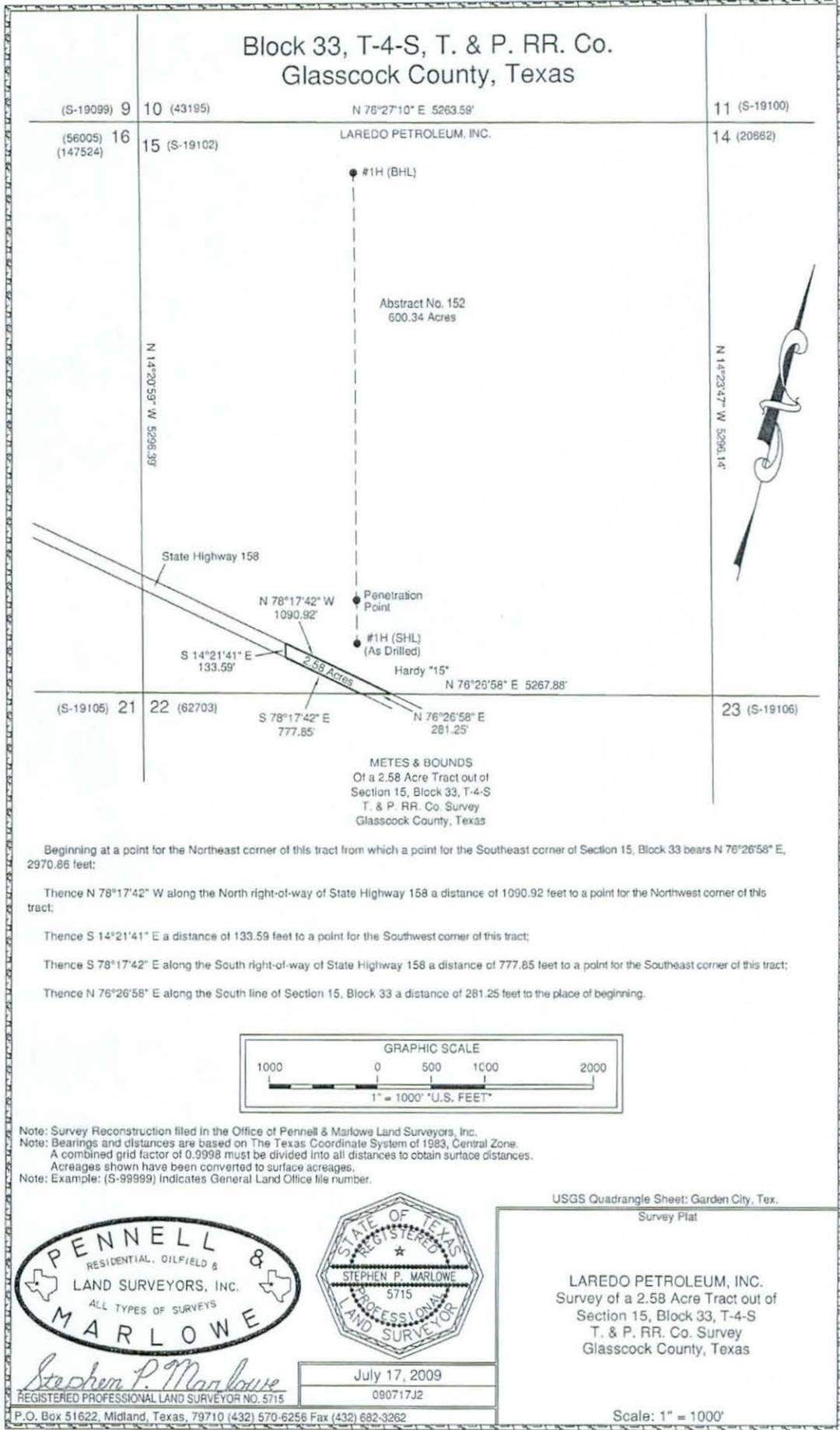


Stephen P. Marlowe
 REGISTERED PROFESSIONAL LAND SURVEYOR NO. 5715

July 17, 2009
 090717J1

USGS Quadrangle Sheet: Garden City, Tex.
 Survey Plat

LAREDO PETROLEUM, INC.
 Survey of a 154.87 Acre Tract out of
 Section 15, Block 33, T-4-S
 T. & P. RR. Co. Survey
 Glasscock County, Texas



METES & BOUNDS
 Of a 2.58 Acre Tract out of
 Section 15, Block 33, T-4-S
 T. & P. RR. Co. Survey
 Glasscock County, Texas

Beginning at a point for the Northeast corner of this tract from which a point for the Southeast corner of Section 15, Block 33 bears N 76°26'58" E, 2970.85 feet;

Thence N 78°17'42" W along the North right-of-way of State Highway 158 a distance of 1090.92 feet to a point for the Northwest corner of this tract;

Thence S 14°21'41" E a distance of 133.59 feet to a point for the Southwest corner of this tract;

Thence S 78°17'42" E along the South right-of-way of State Highway 158 a distance of 777.85 feet to a point for the Southeast corner of this tract;

Thence N 76°26'58" E along the South line of Section 15, Block 33 a distance of 281.25 feet to the place of beginning.



Note: Survey Reconstruction filed in the Office of Pennell & Marlowe Land Surveyors, Inc.
 Note: Bearings and distances are based on The Texas Coordinate System of 1983, Central Zone.
 A combined grid factor of 0.9998 must be divided into all distances to obtain surface distances.
 Acreages shown have been converted to surface acreages.
 Note: Example: (S-98989) Indicates General Land Office file number.

PENNELL & MARLOWE
 RESIDENTIAL, OILFIELD &
 LAND SURVEYORS, INC.
 ALL TYPES OF SURVEYS

Stephen P. Marlowe
 REGISTERED PROFESSIONAL LAND SURVEYOR NO. 5715

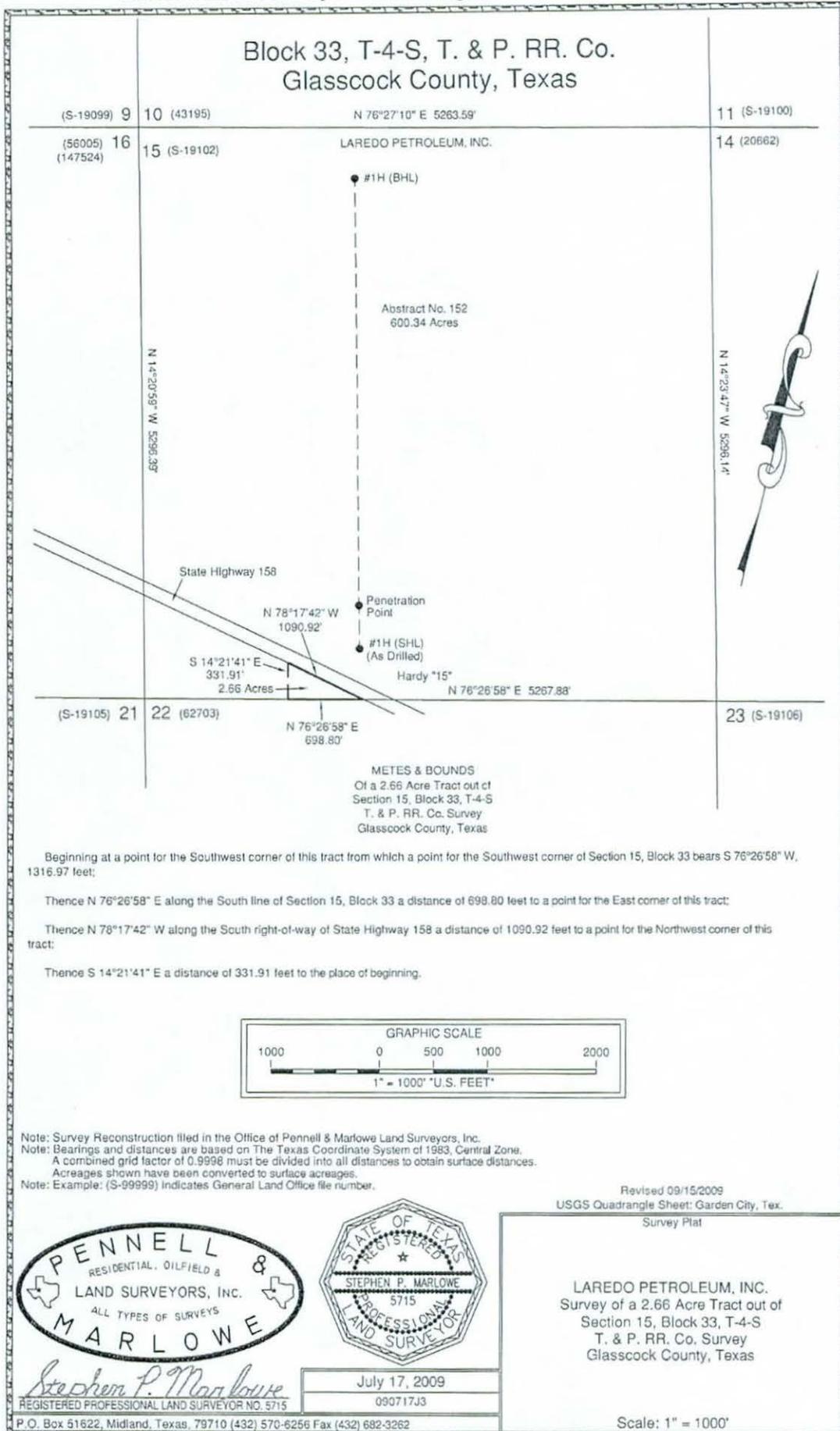
STATE OF TEXAS
 REGISTERED
 STEPHEN P. MARLOWE
 5715
 PROFESSIONAL
 LAND SURVEYOR

July 17, 2009
 090717J2

USGS Quadrangle Sheet: Garden City, Tex.
 Survey Plat

LAREDO PETROLEUM, INC.
 Survey of a 2.58 Acre Tract out of
 Section 15, Block 33, T-4-S
 T. & P. RR. Co. Survey
 Glasscock County, Texas

Scale: 1" = 1000'



From: "Andrea Pullin" <apullin@laredopetro.com>
To: "Diane Wehrenberg" <dwehrenberg@laredopetro.com>
CC: "Beverly Boyd" <Beverly.Boyd@GLO.STATE.TX.US>
Date: 11/3/2009 9:42 AM
Subject: RE: Hardy 15 #1H - Glasscock County
Attachments: Hardy 15 #1H.Unit Designation.recorded.pdf

Sorry I didn't get this to you yesterday. I read your email, thought to myself "I will do that in a few minutes", and then the thought was gone....until I was on my way home yesterday! Anyway - here it is and sorry for the delay!

Andrea

-----Original Message-----

From: Diane Wehrenberg
Sent: Monday, November 02, 2009 12:56 PM
To: Andrea Pullin
Cc: Beverly Boyd
Subject: RE: Hardy 15 #1H - Glasscock County

Welcome back Andrea! Could you please send Beverly (and me) a copy of the Unit Designation for the Hardy 15 #1H? Thanks so much!

Diane

-----Original Message-----

From: Beverly Boyd [mailto:Beverly.Boyd@GLO.STATE.TX.US]
Sent: Monday, November 02, 2009 12:52 PM
To: Diane Wehrenberg
Subject: Hardy 15 #1H - Glasscock County

Please email me a copy of the Unit Designation. I'll process the unit and give it a number and forward to royalty.

Thanks
Beverly Boyd
512-463-6521

11.

File No. MT 710046

DIVISION ORDER

Date Filed: 11/3/09

By: [Signature]
Jerry E. Patterson, Commissioner

TEXAS



GENERAL LAND OFFICE

JERRY PATTERSON, COMMISSIONER

January 21, 2010

Laredo Petroleum, Inc.
15 West 16th Street, Suite 1800
Tulsa, OK 74119

Re: State Lease MF110046 - **Please refer to this lease number with all correspondence**
Hardy 15 #2 Well
13134

The General Land Office has received and filed the division order submitted for the above-referenced state lease. Please be advised that the payment of royalties attributable to state-owned mineral interests is set by statute. As the execution of division orders may, in some cases, affect the manner in which such payments are paid or calculated, it is the policy of this office not to execute them.

Subject to applicable state law and the state's right to take its production in-kind, the General Land Office acquiesces to the sale of oil and gas under the terms and conditions set out in the oil and gas lease. If you should have questions concerning this matter, please feel free to call me at (512) 463-6521.

Sincerely,

Beverly Boyd, Lease Analyst
Mineral Leasing Division

Stephen F. Austin Building • 1700 North Congress Avenue • Austin, Texas 78701-1495

Post Office Box 12873 • Austin, Texas 78711-2873

512-463-5001 • 800-998-4GLO

www.glo.state.tx.us

DIVISION ORDER

Laredo Petroleum, Inc.
 15 West 6th Street, Suite 1800
 Tulsa, OK 74119
 Phone: (918) 513-4570 Fax: (918) 513-4571

Date: January 15, 2010
 Effective Date: First Sales
 (September 18, 2009)

COPY TO KEEP

Property Number: 13134
 Property Name: HARDY 15 #2 WELL
 Operator: Laredo Petroleum, Inc.
 County and State: Glasscock County, Texas
 Property Description: 40 acres in SW/4, Section 15, Block 33, T-4-S, T&P Survey

Production: Oil Casinghead Gas Both
 STATE OF TEXAS (875010) RI 0.01612500 A
 C/O DREW REID, GENERAL LAND OFFICE (1/4 X 2.58/40)
 1700 N CONGRESS, SUITE 600
 AUSTIN TX 78701

The undersigned certifies the ownership of their decimal interest in production or proceeds as described above payable by Laredo Petroleum, Inc.
 Laredo Petroleum, Inc. shall be notified in writing, of any change in ownership, decimal interest, or payment address. All such changes shall be effective the first day of the month following receipt of such notice.

Laredo Petroleum, Inc. is authorized to withhold payment pending resolution of a title dispute or adverse claim asserted regarding the interest in production claimed herein by the undersigned. The undersigned agrees to indemnify and reimburse Laredo Petroleum, Inc. any amount attributable to an interest to which the undersigned is not entitled.

Laredo Petroleum, Inc. may accrue proceeds until the total amount equals \$100.00 or pay annually, whichever occurs first, or as required by applicable state statute.

This Division Order does not amend any lease or operating agreement between the undersigned and the lessee or operator or any other contracts for the purchase of oil and gas.

In addition to the terms and conditions of this Division Order, the undersigned and Laredo Petroleum, Inc. may have certain statutory rights under the laws of the state in which the property is located.

Special Clause: Owner agrees to indemnify and hold Payor harmless from all liability resulting from payments made to Owner in accordance with such division of interest, including but not limited to, attorneys' fees or judgments in connection with any suit that affects Owner's interest to which Payor is made a party.

Owner(s) Signature(s): _____

Printed Name: _____

Owner(s) SS/Tax I.D. Number(s): _____

Owner Daytime Telephone #: _____ Owner Fax #: _____

Address: _____ E-mail: _____

Type of Payee:
 Individual Partnership Estate or Trust Proprietorship
 Corporation Tax Exempt Other (Specify) _____
 Federal, State or Local Governmental Agency

Federal Law requires you to furnish your Social Security or Tax Identification Number. Failure to comply will result in 28% tax withholding and will not be refundable by Laredo Petroleum, Inc.



January 15, 2010

MF 110046

State of Texas
c/o Drew Reid, General Land Office
1700 N Congress, Suite 600
Austin TX 78701

Re: Hardy 15 #2 Well (13134)
40 acres in SW/4 Section 15, Block 33, T4S, T&P Survey
Glasscock Co., TX
API #42-173-33527
State Lease MF 110046 (Unit 4628)

40 ac

Laredo Petroleum, Inc. completed the Hardy 15 #2 Well as a marginal oil and casinghead gas producer with date of first sales in September 2009. This well was in the completion phase with extended testing of separate zones for a few months which delayed title opinion preparation.

The Hardy 15 #2 Well is comprised of 3 tracts of land in Section 15 totaling 40 acres which include a 2.58 acre tract owned by the State of Texas. The State of Texas royalty interest is calculated as follows: $2.58 \text{ acres} / 40 \text{ unit acres} \times 25\% \text{ royalty} = .0161250$ decimal interest.



Enclosed are two copies of our division order for the Hardy 15 #2 Well. Please execute your division order according to the enclosed instruction letter, return one copy to me and retain the extra copy for your file. In the alternative, please send me a confirmation letter advising your concurrence of our royalty calculation.

Please feel free to contact me or Bill Chatham, our Midland landman (432/684-9955), if you have any questions or concerns. Thank you!

Diane Wehrenberg

Diane Wehrenberg
Sr. Division Order Analyst, CDOA
dwehrenberg@laredopetro.com

Enclosures

New Unit -

Block 33, T-4-S, T. & P. RR. Co. Glasscock County, Texas

(S-19099) 9 10 (43195)

N 76°27'10" E 5263.59'

11 (S-19100)

(56005) 16
(147524)

KLM Petroleum, Inc.
15 (S-19102)

LAREDO PETROLEUM, INC.

14 (20662)

#1
40 Acres
Hardy

#1H (BHL)

N 14°20'59" W 5296.39'

N 14°23'47" W 5296.14'

Abstract No. 152
600.34 Acres

GRID N: 10639813.394
GRID E: 1962448.559
Lat: +31°51'15.741"
Long: -101°24'34.051"

Penetration Point for #1H

#2 298'

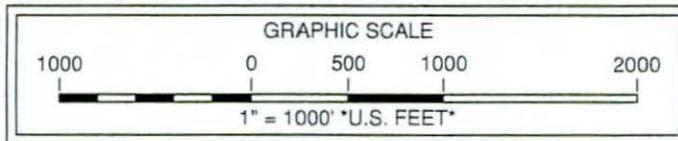
1959'

EL. 2619
#1H (SHL)

Hardy "15"
N 76°26'58" E 5267.88'

(S-19105) 21 22 (62703)

23 (S-19106)



- Note: City of Garden City, Texas from well location bears N 80°20' W, 4.3 miles.
- Note: Survey Reconstruction filed in the Office of Pennell & Marlowe Land Surveyors, Inc.
- Note: Bearings and distances are based on The Texas Coordinate System of 1983, Central Zone. A combined grid factor of 0.9998 must be divided into all distances to obtain surface distances. Acreages shown have been converted to surface acreages.
- Note: Example: (S-99999) indicates General Land Office file number.
- Note: Coordinates shown herein are on The Texas Coordinate System of 1983, Central Zone. Latitudes and Longitudes shown are on NAD'83 Datum.

USGS Quadrangle Sheet: Garden City, Tex.



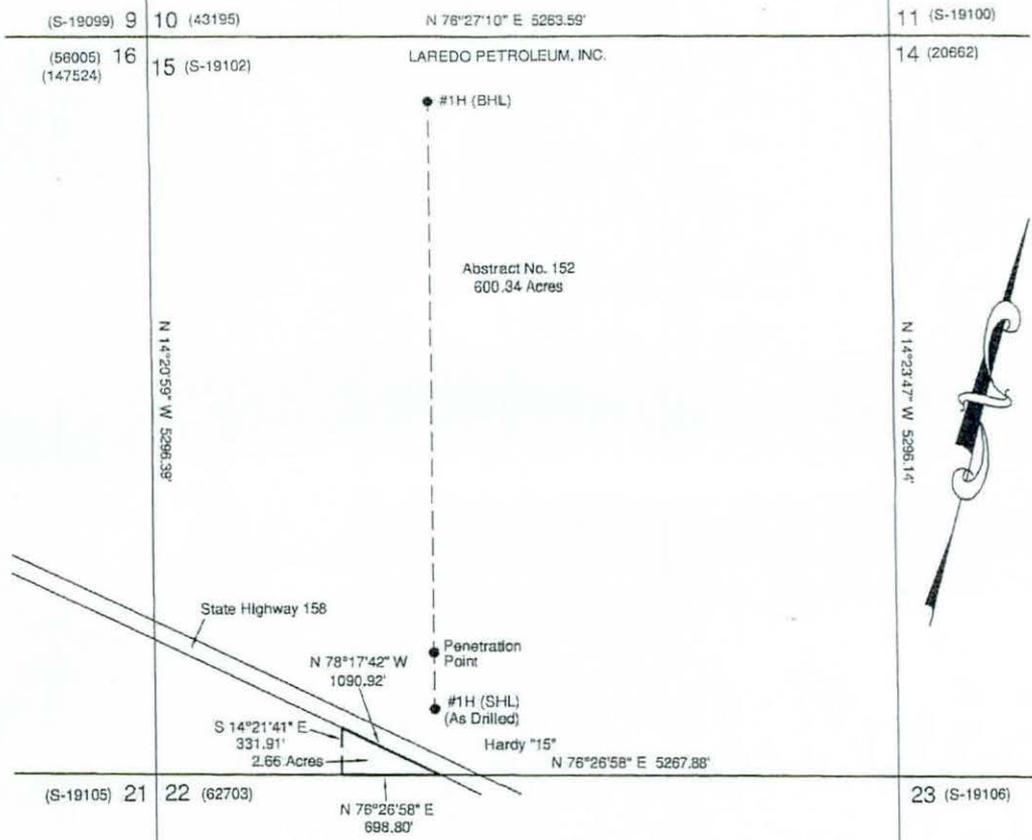
Railroad Commission Permit Plat
LAREDO PETROLEUM, INC.
Hardy "15" #2
528' FROM SOUTH LINE
1959' FROM WEST LINE
Hardy "15" Lease
600.34 Acres being all of Section 15
Save and Except the NW/4 of the NW/4 of
Section 15, Block 33, T-4-S
T. & P. RR. Co. Survey
Glasscock County, Texas

Stephen P. Marlowe
REGISTERED PROFESSIONAL LAND SURVEYOR NO. 5715

June 8, 2009
090608S

Scale: 1" = 1000'

Block 33, T-4-S, T. & P. RR. Co. Glasscock County, Texas



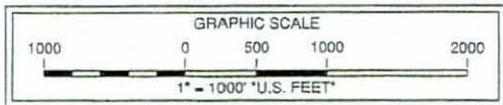
METES & BOUNDS
Of a 2.66 Acre Tract out of
Section 15, Block 33, T-4-S
T. & P. RR. Co. Survey
Glasscock County, Texas

Beginning at a point for the Southwest corner of this tract from which a point for the Southwest corner of Section 15, Block 33 bears S 76°26'58" W, 1316.97 feet;

Thence N 76°26'58" E along the South line of Section 15, Block 33 a distance of 698.80 feet to a point for the East corner of this tract;

Thence N 78°17'42" W along the South right-of-way of State Highway 158 a distance of 1090.92 feet to a point for the Northwest corner of this tract;

Thence S 14°21'41" E a distance of 331.91 feet to the place of beginning.



Note: Survey Reconstruction filed in the Office of Pennell & Marlowe Land Surveyors, Inc.
Note: Bearings and distances are based on The Texas Coordinate System of 1983, Central Zone.
A combined grid factor of 0.9998 must be divided into all distances to obtain surface distances.
Acreages shown have been converted to surface acreages.
Note: Example: (S-99999) indicates General Land Office file number.

Revised 09/15/2009
USGS Quadrangle Sheet: Garden City, Tex.
Survey Plat



LAREDO PETROLEUM, INC.
Survey of a 2.66 Acre Tract out of
Section 15, Block 33, T-4-S
T. & P. RR. Co. Survey
Glasscock County, Texas

Stephen P. Marlowe
REGISTERED PROFESSIONAL LAND SURVEYOR NO. 5715
July 17, 2009
090717J3
P.O. Box 51622, Midland, Texas, 79710 (432) 570-6256 Fax (432) 682-3262

Scale: 1" = 1000'

12

File No. MF 110046

DIVISION ORDER

Date Filed: 1/21/10

Jerry E. Patterson, Commissioner

By [Signature]

1.50.70

DO NOT DESTROY



Texas General Land Office
UNIT AGREEMENT MEMO

PA10-39

Unit Number 4701
Operator Name LAREDO PETROLEUM INC *Effective Date* 9/18/2009
Customer ID C000048246 *Unitized For* Oil & Gas
Unit Name Bearkat # 1502 *Unit Term* 0 Months
County1 Glasscock *Old Unit Number* *Inactive Status Date*
County 2 0
County 3 0
RRC District: 08 0
Unit Type: Permanent 0
State Royalty Interest: 0.0161250000 0
State Part in Unit: 0.0645000000
Unit Depth *Well:*
Below Depth 0 *Formation:*
Above Depth 0 *Participation Basis:* Surface Acreage
 [If Exclusions Apply: See Remarks]

MF Number MF110046 *Tract Number* 2
Lease Acres 2.58 / *Total Unit Acres* 40 =
Tract Participation: 0.0645000 X
Lease Royalty 0.25 = *Manual Tract Participation:* [] 0 See Remark
Tract Royalty Participation 0.0161250 *Manual Tract Royalty:* [] 0

Tract Royalty Reduction No
Tract Royalty Rate 0
Tract On-Line Date:

56-030239

API Number

421733352700

RRC Number

39862

Remarks:

HROW Unit - producing from depths above the Strawn Formation Unit name changed from Hardy 15 #2 unit to Bearkat #1502 unit.

Prepared By:

REW

Prepared Date:

5-24-2011

GLO Base Updated By:

REW

GLOBase Date:

5-24-2011

RAM Approval By:

JK

RAM Approval Date:

6-9-2011

GIS By:

ZB

GIS Date:

7-7-2011

DO NOT DESTROY



Texas General Land Office
UNIT AGREEMENT MEMO

PA10-39

<i>Unit Number</i>	4701		
<i>Operator Name</i>	LAREDO PETROLEUM INC	<i>Effective Date</i>	9/18/2009
<i>Customer ID</i>	C000048246	<i>Unitized For</i>	Oil & Gas
<i>Unit Name</i>	Hardy 15 #2 Unit	<i>Unit Term</i>	0 Months
<i>County1</i>	Glasscock	<u>Old Unit Number</u>	<u>Inactive Status Date</u>
<i>County 2</i>		0	
<i>County 3</i>		0	
<i>RRC District:</i>	08	0	
<i>Unit Type:</i>	Permanent	0	
<i>State Royalty Interest:</i>	0.016125	0	
<i>State Part in Unit:</i>	0.0645		
<i>Unit Depth</i>		<i>Well:</i>	
<i>Below Depth</i>	0	<i>Formation:</i>	
<i>Above Depth</i>	0	<i>Participation Basis:</i>	Surface Acreage

[If Exclusions Apply: See Remarks]

<i>MF Number</i>	MF110046	<i>Tract Number</i>	2
<i>Lease Acres</i>	2.58	<i>Total Unit Acres</i>	40 =
<i>Tract Participation:</i>	0.0645000	X	
<i>Lease Royalty</i>	0.25 =	<i>Manual Tract Participation:</i>	<input type="text"/> 0 See Remark
<i>Tract Royalty Participation</i>	0.0161250	<i>Manual Tract Royalty:</i>	<input type="text"/> 0

Tract Royalty Reduction No

Tract Royalty Rate 0

Tract On-Line Date:

API Number

421733352700

RRC Number

0

Remarks:

HROW Unit - producing from depths above the Strawn Formation

Prepared By:

B Boyd

GLO Base Updated By:

B Boyd

RAM Approval By:

SK

GIS By:

AS

Prepared Date:

3/3/10

GLOBase Date:

3/3/10

RAM Approval Date:

3/8/2010

GIS Date:

4-13-10

#2954

UNIT DESIGNATION

STATE OF TEXAS }
 }
 COUNTY OF GLASSCOCK }

LAREDO PETROLEUM, INC., a Delaware corporation, ("LAREDO") is an owner and the Operator of the following described oil and gas leases (and any amendments and supplements thereof), covering the lands in GLASSCOCK COUNTY, TEXAS:

1. Date: July 7, 1977
 Lessor: Mamie Pearl Currie, et al
 Lessee: Texon Petroleum Corporation
 Land Covered: All of Section 15, Block 33, Township 4 South, T&P Ry. Co. Survey, Glasscock County, Texas, among other lands;
 Recorded: Volume 163, page 187, Deed Records, Glasscock County, Texas

2. Date: July 14, 1977
 Lessor: John B. Harvard, et al
 Lessee: Texon Petroleum Corporation
 Land Covered: All of Section 15, Block 33, Township 4 South, T&P Ry. Co. Survey, Glasscock County, Texas, among other lands;
 Recorded: Volume 163, page 648, Deed Records, Glasscock County, Texas

3. Date: April 7, 2009
 Lessor: Commissioner of the General Land, Office of the State of Texas
 Lessee: Laredo Petroleum, Inc.
 Land Covered: Portions of Section 15, Block 33, Township 4 South, T&P Ry. Co. Survey, Glasscock County, Texas, among other lands;
 Recorded: Volume 130, page 521, Official Public Records, Glasscock County, Texas

Deeming such to be necessary and advisable in the interest of conservation and to promote the development of the premises, LAREDO does hereby pool and combine the oil and gas interest from depths above the Strawn Formation under the following described lands:

Beginning at a point for the Northwest corner of this tract from which the Southwest corner of said Section 15 bears South 30° 54' 55" West 1853.36 feet;
 Thence North 76° 27' 10" East 1316.70 feet;
 Thence South 14° 22' 23" East 1322.74 feet to a point in the South line of said Section 15;
 Thence South 76° 26' 58" West along the South line of Section 15 1316.96 feet;
 Thence North 14° 21' 41" West 1322.81 feet to the place of beginning;

- ✓ containing 40 acres, more or less, consisting of three tracts under different ownership, as described in Exhibit "A" attached hereto, to be pooled into a unit as to oil and gas produced from depths above the Strawn formation into one unit for the purpose of development and operation for the production of oil, gas and gas condensate from depths above the Strawn Formation underlying said unit, said unit to be known as the **HARDY "15" #2 UNIT**. Such unit is to be effective as of the date hereof and shall continue in effect for one year thereafter and so long as there is production of oil, gas or gas condensate or both of them in paying quantities from depths above the Strawn Formation underlying the land included within such unit, or any operation is conducted, any payment is made, or any condition exists, which under the terms of such leases (and any amendments and supplements thereto), could operate to continue the leases and/or this unit in force.

With respect to any mineral, royalty, leasehold or other interest in the unit that is validly pooled by this instrument or by any ratification hereof, any operations conducted on any part of the pooled unit or any producing or shut-in well located on any part of the pooled unit shall be considered, for all purposes except the payment of royalty, as being conducted or located upon each tract within the unit. There shall be allocated to each separately owned tract of land within the pooled unit the proportion of the total production of oil, gas and any other minerals pooled

hereby from the unit, after deducting any used in lease or unit operations, which the number of surface acres in each such separate tract within the unit bears to the total number of surface acres in the unit, and the production so allocated shall be considered for all purposes, including payment or delivery of royalty, overriding royalty and any other payments out of production, to be the entire production of unitized minerals from the land to which allocated in the same manner as though produced therefrom under the terms of each lease. The formation of the unit effected hereby shall not have the effect of exchanging or transferring any interest under a particular lease or in a particular tract (including, without limitation, any shut-in royalty which may become payable under a lease) between or among parties owning interests in such tract and parties owning interests in any other separately owned tract. At any time Laredo, or its successor as operator of the leases and well or wells committed hereto, may dissolve the unit established hereunder by filing for record in the public office where this unit designation is recorded a declaration to that effect, if at that time no operations are being conducted thereon for unitized minerals.

This Designation of Unit may be executed in any number of counterparts, no one of which needs to be executed by all parties, and it shall be binding upon all parties who have executed such a counterpart with the same force and effect as if all parties has signed the same document. Further, this unit designation may be ratified by any owner of an interest in the oil and gas mineral estate or leasehold estate in the lands committed to the unit, with the consequent effect as herein stated, as though this unit designation had been executed by such ratifying party. Laredo does not hereby purport to pool or unitize the interest of any owner except those whose interests Laredo has the legal right to pool in the manner herein stated, but this unit designation shall be binding on any party executing such a ratification.

EXECUTED this 18th day of FEBRUARY, 2010, but effective as of SEPTEMBER 18, 2009.

OPERATOR:

LAREDO PETROLEUM, INC

William F. Chatham

By: William F. Chatham
Title: Attorney-in-Fact

STATE OF TEXAS

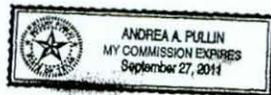
COUNTY OF MIDLAND

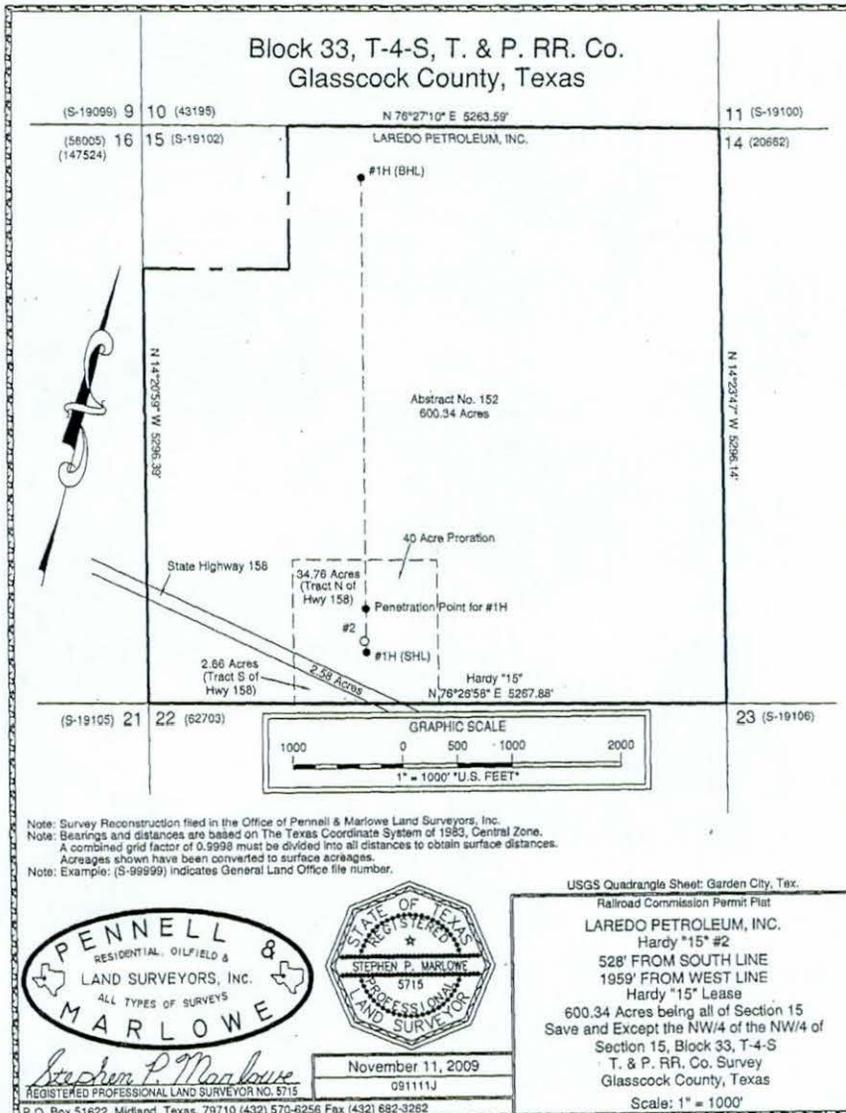
Before me, the undersigned authority, on this 18th day of February 2010, personally appear before me William F. Chatham, Attorney-in-Fact for LAREDO PETROLEUM, INC., a Delaware corporation, known to me to be the person whose name is subscribed to the foregoing instrument and acknowledged to me that he executed the same, in the capacities, and for the purposes and consideration therein expressed.

My Commission Expires:

9/27/2011

Andrea A. Pullin
Notary Public in and for the State of TEXAS





FILED
AT 10:00 O'CLOCK A. M.
ON THE 24 DAY OF February
A.D., 2010
INS. NO. 2954

Rebecca Bada
COUNTY CLERK, GLASSCOCK COUNTY, TEXAS
By *Stephan J. Jan* DEPUTY

STATE OF TEXAS
COUNTY OF GLASSCOCK

I hereby certify that this instrument was FILED on the date and at the time stamped hereon by me and was duly RECORDED in the Volume and Page of the named RECORDS of Glasscock County, Texas, as stamped hereon by me.



Rebecca Bada
County Clerk, Glasscock County, Texas

OFFICIAL PUBLIC RECORDS
VOL. 142 PAGE 218
RECORDED February 24, 2010

From: "Diane Wehrenberg" <dwehrenberg@laredopetro.com>
To: <lannie.stimson@glo.state.tx.us>
CC: "Beverly Boyd" <Beverly.Boyd@GLO.STATE.TX.US>, "Lanette Jenike" <ljenike...>
Date: 2/26/2010 9:33 AM
Subject: FW: Unit Designation
Attachments: Hardy 15 #2.Unit Designation.TIF

Good morning Lannie - attached is the Unit Designation for the Hardy 15 #2 Well. Sorry for the delay in getting this to you. Have a good Friday and a great weekend!

Diane Wehrenberg

Laredo Petroleum, Inc.

dwehrenberg@laredopetro.com

918/513-4570 phone

918/513-4571 fax

From: Andrea Pullin
Sent: Friday, February 26, 2010 9:00 AM
To: Diane Wehrenberg
Subject: Unit Designation

Attached is the Unit Designation for the Hardy 15 #2 for your handling, sending to GLO, etc.

THANKS! Happy Friday!

Andrea Pullin

Land Associate

Laredo Petroleum, Inc.

432-684-9955

13.

File No. MF 110046
420, Beavert, 1503,
Unit Designation
Effective: 9/18/09

Jerry Paterson, Commissioner

By: [Signature]

MF 110048

RAILROAD COMMISSION OF TEXAS
Oil and Gas Division

Form W-2
Rev. 4/1/83
483-046

H (039650)

Type or print only

Oil Well Potential Test, Completion or Recompletion Report, and Log				API No. 42-173-33451	7. RRC District No. 08
				8. RRC Lease No. 39650	9. Well No. 1501H
1. FIELD NAME (as per RRC Records or Wildcat) Underwood (Strawn)		2. LEASE NAME Bearkat		10. County of well site Glasscock	
3. OPERATOR'S NAME (Exactly as shown on Form P-5, Organization Report) Laredo Petroleum, Inc.			RRC Operator No. 486610	11. Purpose of filing	
4. ADDRESS 15 W 6 St Ste 1800, Tulsa, OK 74119				Initial Potential <input type="checkbox"/>	
5. If Operator has changed within last 60 days, name former operator				Retest <input type="checkbox"/>	
6a. Location (Section, Block, and Survey) Sec 15, Blk 33, T&P RR Co.		6b. Distance and direction to nearest town in this county. 4.31 miles NW		Reclass <input type="checkbox"/>	
12. If workover or reclass, give former field (with reservoir) & gas ID or oil lease no. FIELD & RESERVOIR		GAS ID or OIL LEASE #	Oil - O Gas - G	Well record only <input checked="" type="checkbox"/> (explain in Remarks)	
13. Type of electric or other log run			14. Completion or recompletion date 05/09/2009		

SECTION I: POTENTIAL TEST DATA IMPORTANT: Test should be for 24 hours unless otherwise specified in field 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 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 type="checkbox"/>		22. Oil produced prior to test (New & Re-worked wells)			23. Injection Gas—Oil Ratio

RECEIVED
RRC OF TEXAS
FEB 22 2010
O&G

REMARKS:

INSTRUCTIONS: File an original and one copy of the completed Form W-2 with 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.

WELL TESTER'S 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 data reported above is true, correct, and complete, to the best of my knowledge.

RECEIVED
GENERAL RECORDS

MAY 04 2010

Signature: Well Tester

Name of Company

RRC Representative

AUSTIN, TEXAS

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.

Vicki Johnston
Typed or printed name of operator's representative
(281) 468-2448
Telephone: Area Code Number
2 / 22 / 10
Date: mo. day year

Agent for Laredo Petroleum
Title of Person
Vicki Johnston
Signature

MAPPING

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

24. Type of Completion: New Well Deepening Plug Back Other

25. Permit to Drill, Plug Back or Deepen DATE Oct. 20, 2008 PERMIT NO. 673177

26. Notice of Intention to Drill this well was filed in Name of Hardy 15 #1H

27. Number of producing wells on this lease in this field (reservoir) including this well 1

28. Total number of acres in this lease 2800

29. Date Plug Back, Deepening, WorkOver or Drilling Operations: Commenced Completed

30. Distance to nearest well, Same Lease & Reservoir

Rule 37 CASE NO.
Exception
Water Injection PERMIT NO.
Permit
Salt Water Disposal PERMIT NO.
Permit
Other PERMIT NO.

31. Location of well, relative to nearest lease boundaries of lease on which this well is located 425 Feet From SOUTH Line and 1979 Feet from WEST Line of the Bearkat Lease

32. Elevation (DF, RKB, RT, GR, ETC.) 33. Was directional survey made other than inclination (Form W-12)? Yes No

34. Top of Pay 35. Total Depth 36. P. B. Depth 37. Surface Casing Determined by: Field Rules Recommendation of T.D.W.R. Railroad Commission (Special) Dt. of Letter

38. Is well multiple completion? 39. If multiple completion, list all reservoir names (completions in this well) and Oil Lease or Gas ID No. FIELD & RESERVOIR GAS ID or OIL LEASE # Oil-O Gas-G WELL #

40. Intervals Drilled by: Rotary Tools Cable Tools

41. Name of Drilling Contractor 42. Is Cementing Affidavit Attached? Yes No

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.

44. LINER RECORD

Size	TOP	Bottom	Sacks Cement	Screen

45. TUBING RECORD 46. Producing Interval (this completion) Indicate depth of perforation or open hole

Size	Depth Set	Packer Set	From	To

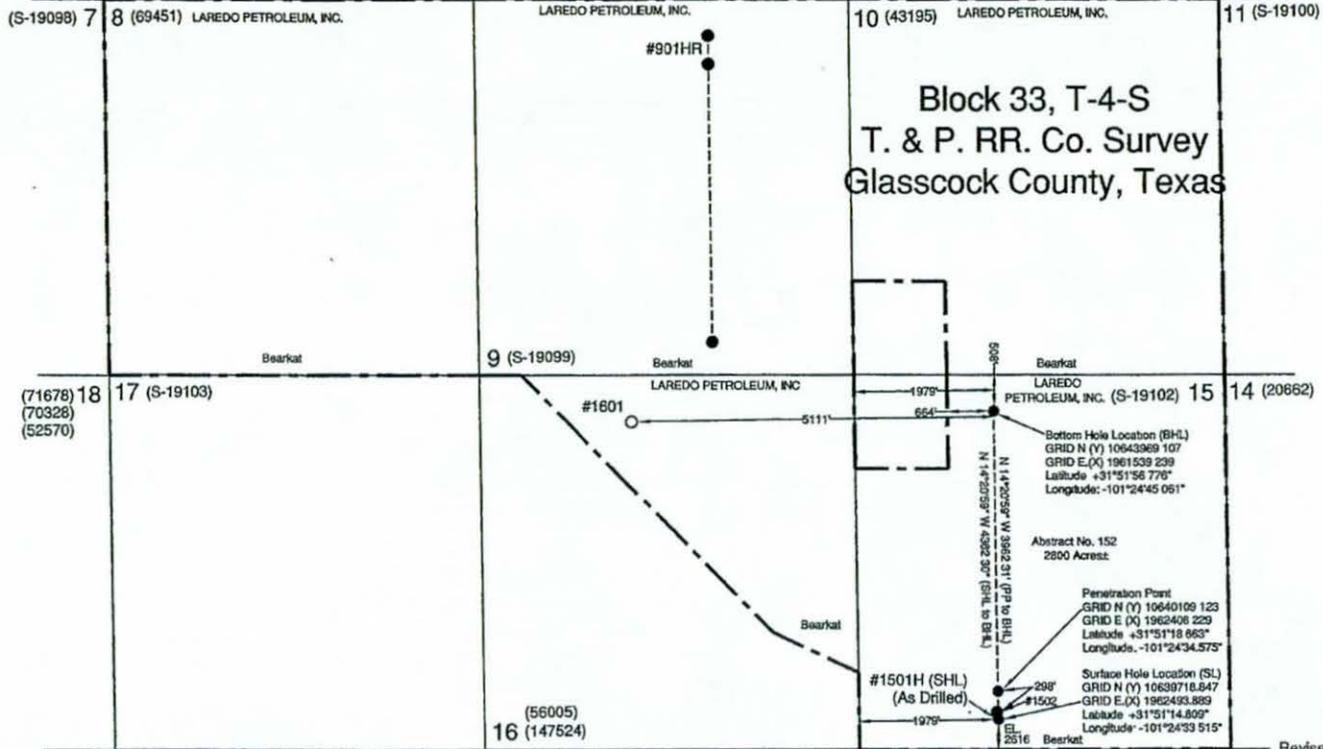
47. ACID, SHOT, FRACTURE, CEMENT SQUEEZE, ETC.

Depth Interval	Amount and Kind of Material Used

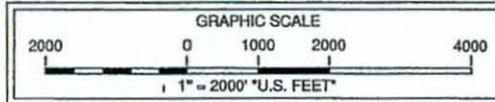
48. FORMATION RECORD (LIST DEPTHS OF PRINCIPAL GEOLOGICAL MARKERS AND FORMATION TOPS)

Formations	Depth	Formations	Depth

REMARKS WELL RECORDS ONLY: Changing Lease Name, Lease Size and Well Number:
 Old Name: Hardy 15 #1H
 New Name: Bearkat #1501H



Revised 02/15/2010
USGS Quadrangle Sheet, Garden City, Tex.



Note: City of Garden City, Texas from well location bears N 80°19'55" W, 4.3 miles.
 Note: Survey Reconstruction filed in the Office of Pennell & Marlowe Land Surveyors, Inc
 Note: Acreages shown have been converted to surface acreages.
 Note: Coordinates shown herein are on The Texas Coordinate System of 1983, Central Zone.
 Latitudes and Longitudes shown are on NAD'83 Datum.
 Note: Example: (S-99999) indicates General Land Office file number.

Stephen P. Marlowe
REGISTERED PROFESSIONAL LAND SURVEYOR NO. 5715

P.O. Box 51622, Midland, Texas, 79710 (432) 570-6256 Fax (432) 682-3262

September 17, 2008
080917B4A

Railroad Commission Permit Plat
LAREDO PETROLEUM, INC.
 Bearkat #1501H
 425' FROM SOUTH LINE
 1979' FROM WEST LINE
 Bearkat Lease
 2,800 Acres± out of
 Sections 8, 9, 10, 15 & 16
 Block 33, T-4-S
 T. & P. RR. Co. Survey
 Glasscock County, Texas
 Scale: 1"= 2000'

API #

173-33451

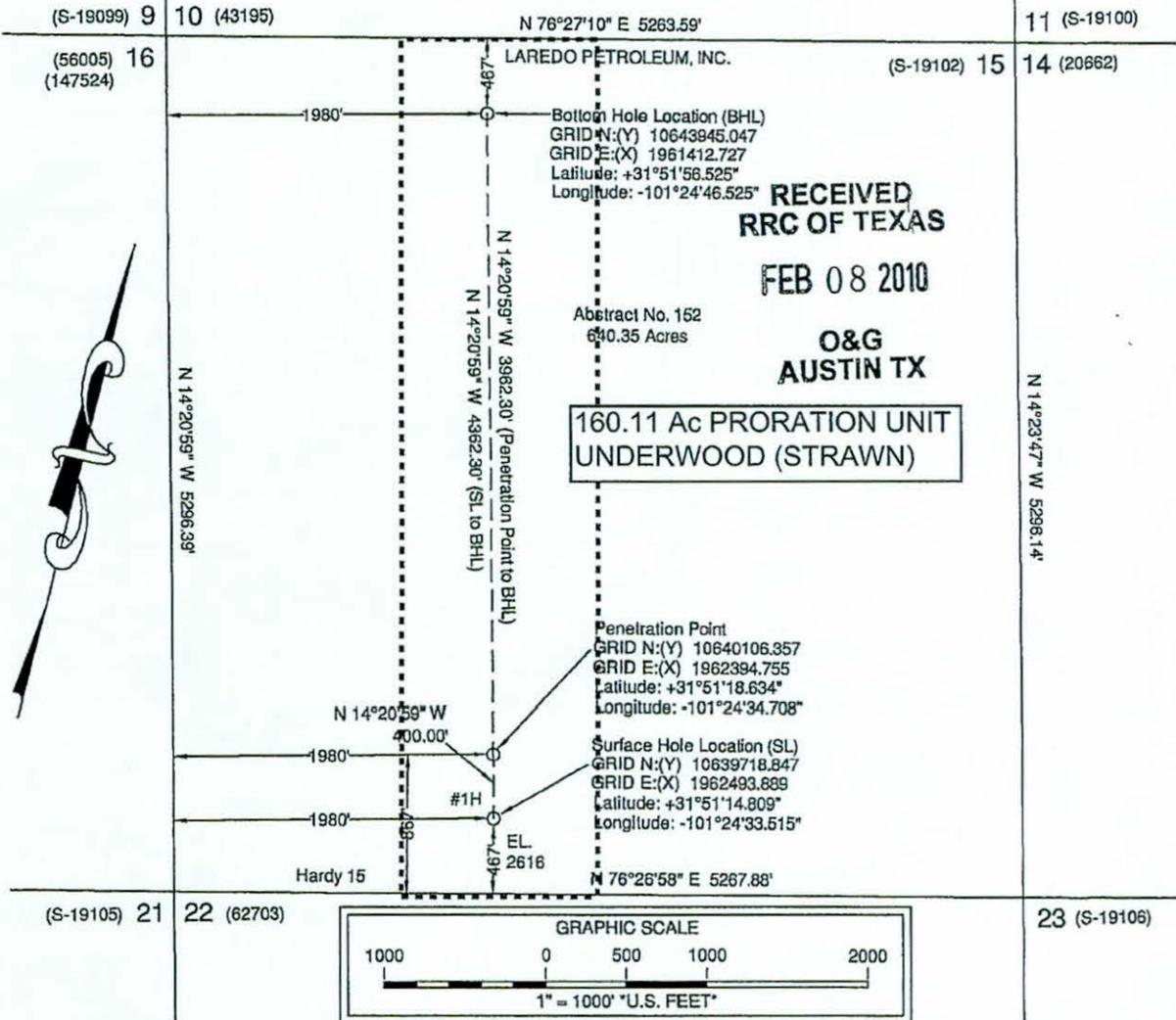
District # 08

Underwood (Strawn)

HARDY 15 # 1H

39650

Block 33, T-4-S, T. & P. RR. Co. Glasscock County, Texas



Note: City of Garden City, Texas from well location bears N 80°19'55" W, 4.31 miles.
 Note: Survey Reconstruction filed in the Office of Pennell & Marlowe Land Surveyors, Inc.
 Note: Bearings and distances are based on The Texas Coordinate System of 1983, Central Zone.
 A combined grid factor of 0.9998638 must be divided into all distances (except those in dimensions) to obtain surface distances.
 Acreages shown have been converted to surface acreages.
 Note: Example: (S-99999) indicates General Land Office file number.
 Note: Coordinates shown herein are on The Texas Coordinate System of 1983, Central Zone.
 Latitudes and Longitudes shown are on NAD'83 Datum.

Revised 10-07-2008
 USGS Quadrangle Sheet: Garden City, Tex.



Stephen P. Marlowe
 REGISTERED PROFESSIONAL LAND SURVEYOR NO. 5715

September 17, 2008
 080917B4

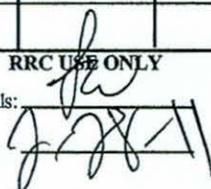
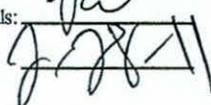
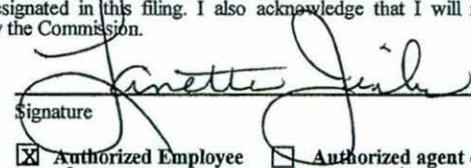
Railroad Commission Permit Plat
 LAREDO PETROLEUM, INC.
 Hardy 15 #1H
 467' FROM SOUTH LINE
 1980' FROM WEST LINE
 Hardy "15" Lease
 640.35 Acres being all of
 Section 15, Block 33, T-4-S
 T. & P. RR. Co. Survey
 Glasscock County, Texas

P.O. Box 51622, Midland, Texas, 79710 (432) 570-6256 Fax (432) 682-3262

Scale: 1" = 1000'

**CERTIFICATE OF COMPLIANCE
 AND TRANSPORTATION AUTHORITY**

READ INSTRUCTIONS ON BACK

1. Field name exactly as shown on proration schedule UNDERWOOD (STRAWN)		2. Lease name as shown on proration schedule BEARKAT					
3. Current operator name exactly as shown on P-5 Organization Report Laredo Petroleum, Inc.		4. Operator P-5 no. 486610	5. Oil Lse/Gas ID no. 39650	6. County Glasscock	7. RRC district 08		
8. Operator address including city, state, and zip code 15 West 6th Street Suite 1800 Tulsa, OK 74119		9. Well no(s) (see instruction E) 901HR					
		10. Classification <input checked="" type="checkbox"/> Oil <input type="checkbox"/> Gas <input type="checkbox"/> Other (see instruction A)			11. Effective date 03/01/2011		
12. Purpose of Filing. (Complete section a or b below.) (See instructions B and G)							
a. Change of: <input type="checkbox"/> operator <input checked="" 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 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	DCP Midstream, LLC			0001	100	
	X	Laredo Petroleum, Inc.				100	
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	RRC USE ONLY Reviewer's initials:  Approval date: 	
Eastex Crude Company					100		
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				Signature			
Name (print)				<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.							
Name (print) Lanette Jenike				Signature 			
Title Production Analyst				<input checked="" type="checkbox"/> Authorized Employee of current operator <input type="checkbox"/> Authorized agent of current operator (see instruction G)			
E-mail Address (optional) ljjenike@laredopetro.com				Date 02/08/2011			
				Phone with area code 918-513-4570			

**CERTIFICATE OF COMPLIANCE
 AND TRANSPORTATION AUTHORITY**

P-4

5/02
 EAG0502

READ INSTRUCTIONS ON BACK

1. Field name exactly as shown on proration schedule UNDERWOOD (STRAWN)		2. Lease name as shown on proration schedule HARDY 15		
3. Current operator name exactly as shown on P-5 Organization Report Laredo Petroleum, Inc.		4. Operator P-5 no. 486610	5. Oil Lease/Gas ID no. 29650 <i>Pending</i>	6. County Glasscock
8. Operator address including city, state, and zip code 15 West 6th Street Suite 1800 Tulsa, OK 74119		9. Well no(s) (see instruction E) 1H		
10. Classification <input checked="" type="checkbox"/> Oil <input type="checkbox"/> Gas <input type="checkbox"/> Other (see instruction A)			11. Effective date 6/12/2009	
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 checked="" 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 <i>(Attach an additional sheet in same format if more space is needed)</i>	Purchaser's RRC Assigned System Code	Percent of Take	Full-well stream
	X	DCP Midstream, LLC		100	
	X	Laredo Petroleum, Inc.		100	

14. Authorized OIL or CONDENSATE Gatherer(s). (See instruction G)		RRC USE ONLY	
Name of OIL or CONDENSATE Gatherer(s) - List Highest Volume Gatherer First <i>(Attach an additional sheet in same format if more space is needed)</i>	Percent of Take	Reviewer's initials:	Approval date:
Plains Marketing LP	100	<i>[Signature]</i>	12/15/09

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RRC OF TEXAS
SEP 24 2009

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MIDLAND

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 _____	Signature _____
Name (print) _____	<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.

Name (print) Brenda Gardner	Signature <i>[Signature]</i>
Title Operations Technician	<input checked="" type="checkbox"/> Authorized Employee of current operator <input type="checkbox"/> Authorized agent of current operator (see instruction G)
E-mail Address (optional) bgardner@laredopetro.com	Date 06/22/2009 Phone with area code (918) 513-4570

**CERTIFICATE OF COMPLIANCE
 AND TRANSPORTATION AUTHORITY**

P-4
 5/02—WWW-1

READ INSTRUCTIONS ON BACK

1. Field name exactly as shown on proration schedule Underwood (Strawn)		2. Lease name as shown on proration schedule Bearkat					
3. Current operator name exactly as shown on P-5 Organization Report Laredo Petroleum, Inc.		4. Operator P-5 no. 486610	5. Oil Lse/Gas ID no. 39650	6. County Glasscock	7. RRC district 08		
8. Operator address including city, state, and zip code 15 West 6th Street Suite 1800 Tulsa, OK 74119		9. Well no(s) (see instruction E) 1504H 1H					
		10. Classification <input checked="" type="checkbox"/> Oil <input type="checkbox"/> Gas <input type="checkbox"/> Other (see instruction A)			11. Effective Date 2/01/10 ^{v2} 2/22/10		
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 checked="" type="checkbox"/> lease name from: Hardy 15							
OR							
b. New RRC Number for: <input 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 <i>(Attach an additional sheet in same format if more space is needed)</i>			Purchaser's RRC Assigned System Code	Percent of Take	Full-well stream
X		Laredo Petroleum, Inc. (Casinghead Gas)				100	
	X	DCP Midstream, LP (Casinghead Gas)			0001	100	
14. Authorized OIL or CONDENSATE Gatherer(s). (See instruction G).							
Name of OIL or CONDENSATE Gatherer(s) - List Highest Volume Gatherer First <i>(Attach an additional sheet in same format if more space is needed)</i>				Percent of Take	RRC USE ONLY Reviewer's initials: JE Approval date: 2/22/10		
Plains Marketing, L.P.				100			
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			Signature				
Name (print)			<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.							
Name (print) Vicki Johnston			Signature <i>Vicki Johnston</i>				
Title Agent for Laredo Petroleum			<input type="checkbox"/> Authorized Employee of current operator <input checked="" type="checkbox"/> Authorized agent of current operator (see instruction G)				
E-mail Address (optional) vjohnston1@gmail.com			Date 2/22/10		Phone with area code (281) 468-2448		

RAILROAD COMMISSION OF TEXAS
Oil and Gas Division

Form W-2

Rev. 4/1/83

PETON 0567

Type or print only

API No. 42- 173-33451

7. RRC District No.
8

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

1. FIELD NAME (as per RRC Records or Wildcat) Underwood (Strawn)		2. LEASE NAME Hardy 15		9. Well No. 1H	
3. OPERATOR'S NAME (Exactly as shown on form P-5, Organization Report) Laredo Petroleum Inc.			RRC Operator No. 486610		10. County of well site Glasscock
4. ADDRESS 15 W. 6th Street, Suite 1800, Tulsa, OK. 74119			11. Purpose of filing Initial Potential <input checked="" type="checkbox"/> Retest <input type="checkbox"/> Reclass <input type="checkbox"/> Well record only (explain in Remarks) <input type="checkbox"/>		
5. If Operator has changed within last 60 days, name former operator			12. If workover or reclass, give former field (with reservoir) & gas ID or oil lease no. FIELD & RESERVOIR		
6a. Location (Section, Block, and Survey) Sec. 15, Blk. 33T-4-S, T&PRR Co. Survey		6b. Distance and direction to nearest town in this county. 4.5 miles west Garden City, TEXAS		13. Type of electric or other log run compensated neutron/lithodensity log & high resolution laterolog	
14. Completion or recompletion date 06/12/2009			15. Date of test 06/12/2009		

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

15. Date of test 06/12/2009	16. No. of hours tested 24	17. Production method (Flowing, Gas Lift, Jetting, Pumping- Size & Type of pump) flowing			18. Choke size 28
19. Production during Test Period	Oil - BBLS 104	Gas - MCF 760	Water - BBLS 78	Gas - Oil Ratio 7307	Flowing Tubing Pressure 200 PSI
20. Calculated 24- Hour Rate	Oil - BBLS 104	Gas - MCF 760	Water - BBLS 78	Oil Gravity-API-60° 45.0	Casing Pressure 780 PSI
21. Was swab used during this test? Yes <input checked="" type="checkbox"/> No <input type="checkbox"/>		22. Oil produced prior to test (New & Reworked wells) 1164			23. Injection Gas-Oil Ratio

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.

WELL TESTER'S 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.

Signature: Mike Wark Name of Company: Well Testing Inc. RRC Representative: _____

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.

Typed or printed name of operator's representative: Brenda Gardner Title of Person: Operations Technician
Telephone: Area Code 918 Number 513-4570 Date: _____ Signature: Brenda Gardner

MAPPING

191

467/1200/40

BFL OK 11/24/09
40 T/60 = 200 AC

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RRC OF TEXAS

SEP 24 2009

O&G
MIDLAND

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

24. Type of Completion: New Well Deepening Plug Back Other

25. Permit to Drill, Plug Back or Deepen DATE 12/27/07 673177 PERMIT NO. Rule 37 CASE NO. Exception Water Injection PERMIT NO. Permit 10/27/08 Salt Water Disposal PERMIT NO. Permit 370' Other Dated SC-4372

26. Notice of Intention to Drill this well was filed in Name of Laredo Petroleum Inc WBL Dated 10/27/08

27. Number of producing wells on this lease in this field (reservoir) including this well 1 28. Total number of acres in this lease 640.35 13(A) Exception Dated Surface Casing 396'

29. Date Plug Back, Deepening, WorkOver or Drilling Operations: Commenced 3/7/09 Completed 5/9/09 30. Distance to nearest well Same Lease & Reservoir 467 Feet From FSL Line and 1980 Feet from FWL Line of the Hardy 15 Lease

31. Location of well, relative to nearest lease boundaries of lease on which this well is located KB 2635, 6L 2616, DP 243450 33. Was directional survey made other than inclination (Form W-12)? Yes No

34. Top of Pay 9369' 36. P.B. Depth 13528' 37. Surface Casing Determined By: Field Rules Recommendation of T.D.W.R. Dt. of Letter 10/27/08 Railroad Commission (Special) Dt. of Letter

38. Is well multiple completion? 39. If multiple completion, list all reservoir names (completions in this well) and Oil Lease or Gas ID No. FIELD & RESERVOIR GAS ID or OIL LEASE # Oil-O Gas-G WELL # 40. Intervals Drilled by: Rotary Tools Cable Tools 42. Is Cementing Affidavit Attached? Yes No

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.
13 3/8	48#	396'		350#x Starlite	17 1/2	surface	127
9 5/8	40#	3754'		1070#x C-200	12 1/4	surface	2274
7"	29#	9330'		800#x C.H.	8 3/4	4024'	1608

44. LINER RECORD

Size	TOP	Bottom	Sacks Cement	Screen

45. TUBING RECORD

Size	Depth Set	Packer Set	From	To
2 7/8	3661'		9369' MD	13250' MD

47. ACID, SHOT, FRACTURE, CEMENT SQUEEZE, ETC.

Depth Interval	Amount and Kind of Material Used
9369' - 13250'	Fract w/ 134.694 gal 15% HCl acid 143.732 gal 257000 # 30/50 sand, 144, 353# 20/40 PRC sand

48. FORMATION RECORD (LIST DEPTHS OF PRINCIPAL GEOLOGICAL MARKERS AND FORMATION TOPS)

Formations	Depth	Formations	Depth
L. Strawberry	5703'	Canyon	8204'
DRAN	6340'	Strawn Lime	9266'
U. Intal Camp	6460'	Afoka	9352'

REMARKS

VALID PERMIT 673177 DEC 08 2009

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

Form W-16
Cementing Report

RAILROAD COMMISSION OF TEXAS

Oil and Gas Division

1 Operator's Name (As Shown on Form P-5, Organization Report) LAREDO PETROLEUM, INC	2. RRC Operator No. 486610	3. RRC District No. 8	4. County of Well Site GLASSCOCK
5 Field Name (Wildcat or Exactly as Shown on RRC Records) Underwood (Strawn)	6. API No. 42-173-33451	7. Drilling Permit No. 673177	
8 Lease Name HARDY 15	9. Rule 37 Case No.	10. Oil Lease/Gas ID No.	11. Well Number 1-H

	SURFACE CASING	INTERMEDIATE CASING	PRODUCTION CASING		MULTI-STAGE CEMENTING PROCESS	
			SINGLE STRING	MULTIPLE PARALLEL STRINGS	TOOL	SHOE
12. Cementing Date	3/7/09					
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)	396					
17. Number of Centralizers Used	5					
18. Hrs. Waiting on Cement Before Drill-Out	8					
1st Slurry	19. API Cement Used: No. of Sacks >	350				
	Class >	STARLITE				
	Additives >	REMARKS				
2nd Slurry	No. of Sacks >					
	Class >					
	Additives >					
3rd Slurry	No. of Sacks >					
	Class >					
	Additives >					
1st	20. Slurry Pumped Volume (cu ft.) >	627.00				
	Height (ft) >	905.00				
2nd	Volume (cu.ft.) >					
	Height (ft) >					
3rd	Volume (cu.ft.) >					
	Height (ft) >					
Total	Volume (cu ft.) >	627				
	Height (ft) >	905				
21. Was Cement Circulated to Ground Surface (or Bottom of Casing) Outside Casing?		YES				
22. Remarks						
STARLITE C 2% CACL2 2% C-45 1/4% R-38						
CIRCULATED 125 SKS TO THE PIT						

OVER →

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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.

Jaquay Wilburn Service Supervisor

RISING STAR SERVICES LP

Name and Title of Cementer's Representative

Cementing Company

Signature

P.O. BOX 61193 MIDLAND TX. 79711

(432) 617-0114

March 8, 2009

Address City State Zip Code

Tel: Area Code Number

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.

Brenda Gardner - Operations Technician
 Typed or Printed Name of Operators Representative Title

Brenda Gardner
 Signature

15 West 6th Street Suite 1800 Tulsa OK 74109 (918) 513-4570
 Address City State Zip Code Tel: Area Code Number

6/22/09
 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

Form W-15
Cementing Report

RAILROAD COMMISSION OF TEXAS

Oil and Gas Division

1. Operator's Name (As Shown on Form 9-5, Organization Report)	2. RRC Operator No.	3. RRC District No.	4. County of Well Site
LAREDO PRTROLEUM INC.	486610	8	GLASSCOCK
5. Field Name (Wildcat or Exactly as Shown on RRC Records)	6. API No.	7. Drilling Permit No.	
Underwood (Strawn)	42-173-33451	673177	
8. Lease Name	9. Rule 37 Case No.	10. Oil Lease/Gas ID No.	11. Well Number
HARDY 15			1H

CASING CEMENTING DATA:		SURFACE CASING	INTERMEDIATE CASING	PRODUCTION CASING		MULTI-STAGE CEMENTING PROCESS	
				SINGLE STRING	MULTIPLE PARALLEL STRINGS	TOOL	SHOE
12. Cementing Date			3/13/09				
13. *Drilled Hole Size			12 1/4				
*Ext. % Wash or Hole Enlargement							
14. Size of Casing (in O.D.)			9 5/8 40LB				
15. Top of Liner (ft)							
16. Setting Depth (ft)			3754.4				
17. Number of Centralizers Used			13				
18. Hrs Waiting on Cement Before Drill-Out			-				
1st Slurry	19. API Cement Used No of Sacks >		870				
	Class >		"C" 50/50POZ				
	Additives >		REMARKS				
2nd Slurry	No. of Sacks >		200				
	Class >		C				
	Additives >		25%R38				
3rd Slurry	No. of Sacks >						
	Class >						
	Additives >						
1st	20. Slurry Pumped: Volume (cu.ft.) >		2009.70				
	Height (ft) >		6416.97				
2nd	Volume (cu.ft.) >		264.00				
	Height (ft) >		842.95				
3rd	Volume (cu ft) >						
	Height (ft) >						
Total	Volume (cu.ft.) >		2274				
	Height (ft) >		7260				
21. Was Cement Circulated to Ground Surface (or Bottom of Casing) Outside Casing?			YES				

22. Remarks

LEAD CEMENT ADDITIVES 10%GEL-3#GILSONITE-5%SALT-.25%R38

TOPED OUT WITH 200 SKS "C" 2%CACL2-.255R38

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MIDLAND

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 WL (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.

Paul Hammon Service Supervisor
Name and Title of Cementer's Representative

RISING STAR SERVICES LP.
Cementing Company

Signature

P.O. BOX 61193 MIDLAND TX. 79711
Address City State Zip Code

(432) 617-0114
Tel: Area Code Number

March 13, 2009
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.

Brend Gardner
Typed or Printed Name of Operators Representative

Operations Technician Brend Gardner
Title Signature

15 West 6th Street, Suite 1800 Tulsa, OK 74119
Address City State Zip Code

(918) 513-4570
Tel: Area Code Number

6/22/09
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

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) Laredo Petroleum, Inc		2. RRC Operator No. 426610	3. RRC District No. 8	4. County of Well Site Glasscock
5. Field Name (Wildcat or Exactly as Shown on RRC Records) Linderwood (Sprawn)		6. API No. 42-173-33451	7. Drilling Permit No. 673177	
8. Lease Name Hardy 15		9. Rule 37 Case No.	10. Oil Lease/Gas ID No.	11. Well Number 15-1F 1H

CASING CEMENTING DATA:		SURFACE CASING	INTERMEDIATE CASING	PRODUCTION CASING		MULTI-STAGE CEMENTING PROCESS	
				SINGLE STRING	MULTIPLE PARALLEL STRINGS	TOOL	SHOE
12. Cementing Date				4/2/2009			
13. *Drilled Hole-Size				8-3/4"			
*Ext. % Wash or Hole Enlargement							
14. Size of Casing (In. O D)				7"			
15. Top of Liner (ft)							
16. Setting Depth (ft)				9330'			
17. Number of Centralizers Used				4/1			
18. Hrs. Waiting on Cement Before Drill-Out				-			
1st Slurry	19. API Cement Used: No. of Sacks >			600			
	Class >			H			
	Additives >			See Remarks			
2nd Slurry	No. of Sacks >			200			
	Class >			H			
	Additives >			See Remarks			
3rd Slurry	No. of Sacks >						
	Class >						
	Additives >						
1st	20. Slurry Pumped: Volume (cu ft.) >			1350.00			
	Height (ft) >			8980.00			
2nd	Volume (cu.ft.) >			258.00			
	Height (ft) >			1716.00			
3rd	Volume (cu.ft.) >						
	Height (ft) >						
Total	Volume (cu ft.) >			1608			
	Height (ft) >			10696			
21. Was Cement Circulated to Ground Surface (or Bottom of Cella) Outside Casing?				NO			

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22. Remarks

First Slurry Additives: Class "H" 50/50 + 10% Gel + 3% Salt + 5/10% C-12 + 1/4% R-38

Second Slurry Additives: Class "H" 50/50 + 2% Gel + 3% Salt + 5/10% C-12 + 4/10% C-15 + 1/10% C-45 + 1/4% R-38

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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								

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Robert J. Vega/Service Supervisor
Name and Title of Cementer's Representative

RISING STAR SERVICES LP.
Cementing Company

Robert J. Vega
Signature

P.O. BOX 61193 MIDLAND TX. 79711
Address City State Zip Code

(432) 617-0114
Tel: Area Code Number

April 2, 2009
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.

Brenda Gardner
Typed or Printed Name of Operators Representative

Operations Technician
Title

Brenda Gardner
Signature

15 Walnut & 4th Street Santa Fe, NM 87505, OK 74119 (918) 513-4570
Address City State Zip Code Tel: Area Code Number

6/22/09
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).

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Instructions

When to file the 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 of confidentiality has not yet expired.

When the L-1 is 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, and 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 a log is NOT run on the subject well, do NOT substitute any other type of log; just select Section II, Part A below

SEE REVERSE SIDE

SECTION I. IDENTIFICATION

Operator Name Laredo Petroleum, Inc	District No. 8	Completion Date 06/12/2009
Field Name Underwood (Strawn)	Drilling Permit No. 673177	
Lease Name Hardy 15	Lease/ID No.	Well No. 1H
County Glasscock	API No. 42-173-33451	

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SECTION II. LOG STATUS (complete either A. or B.)

A. BASIC ELECTRIC LOG NOT RUN

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B. BASIC ELECTRIC LOG RUN (Select one)

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- 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.

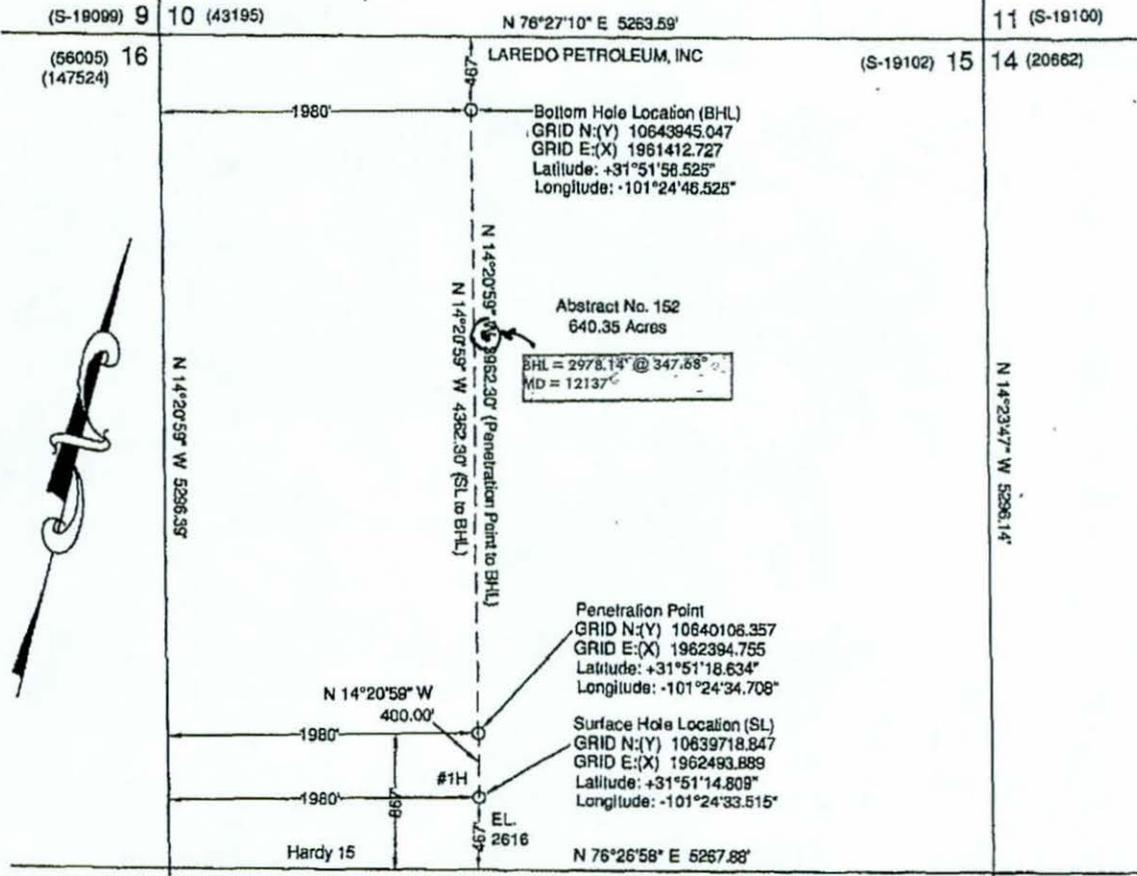
(c) Form W-4, Application for Multiple Completion: Lease or ID no.(s) _____, Well no.(s) _____

Brenda Gardner
Signature
Brenda Gardner
Name (print)

Operations Technician
Title
918 513-4570 **06/22/2009**
Phone Date

-FOR RAILROAD COMMISSION USE ONLY-

Block 33, T-4-S, T. & P. RR. Co. Glasscock County, Texas

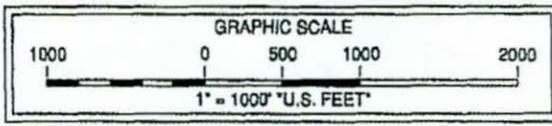


LAREDO PETROLEUM, INC
 Bottom Hole Location (BHL)
 GRID N:(Y) 1064394.047
 GRID E:(X) 1961412.727
 Latitude: +31°51'58.525"
 Longitude: -101°24'46.525"

Abstract No. 152
 640.35 Acres
 BHL = 2978.14' @ 347.68°
 MD = 12137'

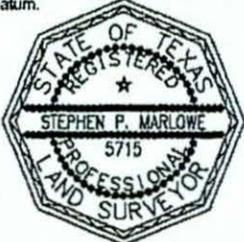
Penetration Point
 GRID N:(Y) 10640106.357
 GRID E:(X) 1962394.755
 Latitude: +31°51'18.634"
 Longitude: -101°24'34.708"

Surface Hole Location (SL)
 GRID N:(Y) 10639718.847
 GRID E:(X) 1962493.889
 Latitude: +31°51'14.809"
 Longitude: -101°24'33.515"



Note: City of Garden City, Texas from well location bears N 80°19'55" W, 4.31 miles.
 Note: Survey Reconstruction filed in the Office of Pennell & Marlowe Land Surveyors, Inc.
 Note: Bearings and distances are based on The Texas Coordinate System of 1983, Central Zone.
 A combined grid factor of 0.9998638 must be divided into all distances (except those in dimensions) to obtain surface distances.
 Acreages shown have been converted to surface acreages.
 Note: Example: (S-99999) indicates General Land Office file number.
 Note: Coordinates shown herein are on The Texas Coordinate System of 1983, Central Zone.
 Latitudes and Longitudes shown are on NAD'83 Datum.

Revised 10-07-2008
 USGS Quadrangle Sheet: Garden City, Tex.



Railroad Commission Permit Plat
LAREDO PETROLEUM, INC.
 Hardy 15 #1H
 467' FROM SOUTH LINE
 1980' FROM WEST LINE
 Hardy "15" Lease
 640.35 Acres being all of
 Section 15, Block 33, T-4-S
 T. & P. RR. Co. Survey
 Glasscock County, Texas

September 17, 2008
 08091784

P.O. Box 51622, Midland, Texas, 79710 (432) 570-6256 Fax (432) 682-3262

Scale: 1" = 1000'

Block 33, T-4-S, T. & P. RR. Co.
Glasscock County, Texas

(S-19099) 9 10 (43195)

11 (S-19100)

(56005) 16
(147524)

LAREDO PETROLEUM, INC.

(S-19102) 15 14 (20662)



S.D.I
Bottom Hole Closure:
36.63' @ N22.10E
9574.'MD; 9572.94'TVD
From Surface:
33.94'N, 13.78'E

Abstract No.
640.35

#1

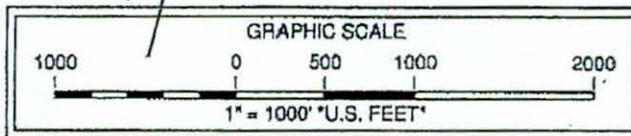
GRID N:(Y) 10639718.847
GRID E:(X) 1962493.889
Latitude: +31°51'14.809"
Longitude: -101°24'33.515"

EL.
2616

Hardy 15

(S-19105) 21 22 (82703)

23 (S-19106)

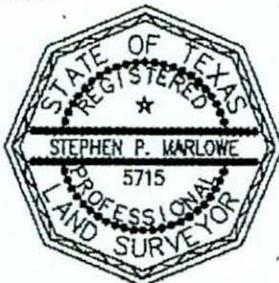


Note: City of Garden City, Texas from well location bears N 80°19'55" W, 4.31 miles.
Note: Survey Reconstruction filed in the Office of Pennell & Marlowe Land Surveyors, Inc.
Note: Acreages shown have been converted to surface acreages.
Note: Example: (S-89999) indicates General Land Office file number.
Note: Coordinates shown herein are on The Texas Coordinate System of 1983, Central Zone.
Latitudes and Longitudes shown are on NAD'83 Datum.

Revised 10/14/2008
USGS Quadrangle Sheet: Garden City, Tex.

Railroad Commission Permit Plat

LAREDO PETROLEUM, INC.
Hardy 15 #1
467' FROM SOUTH LINE
1980' FROM WEST LINE
Hardy 15 Lease
640.35 Acres being all of
Section 15, Block 33, T-4-S
T. & P. RR. Co. Survey
Glasscock County, Texas

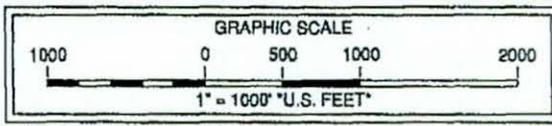
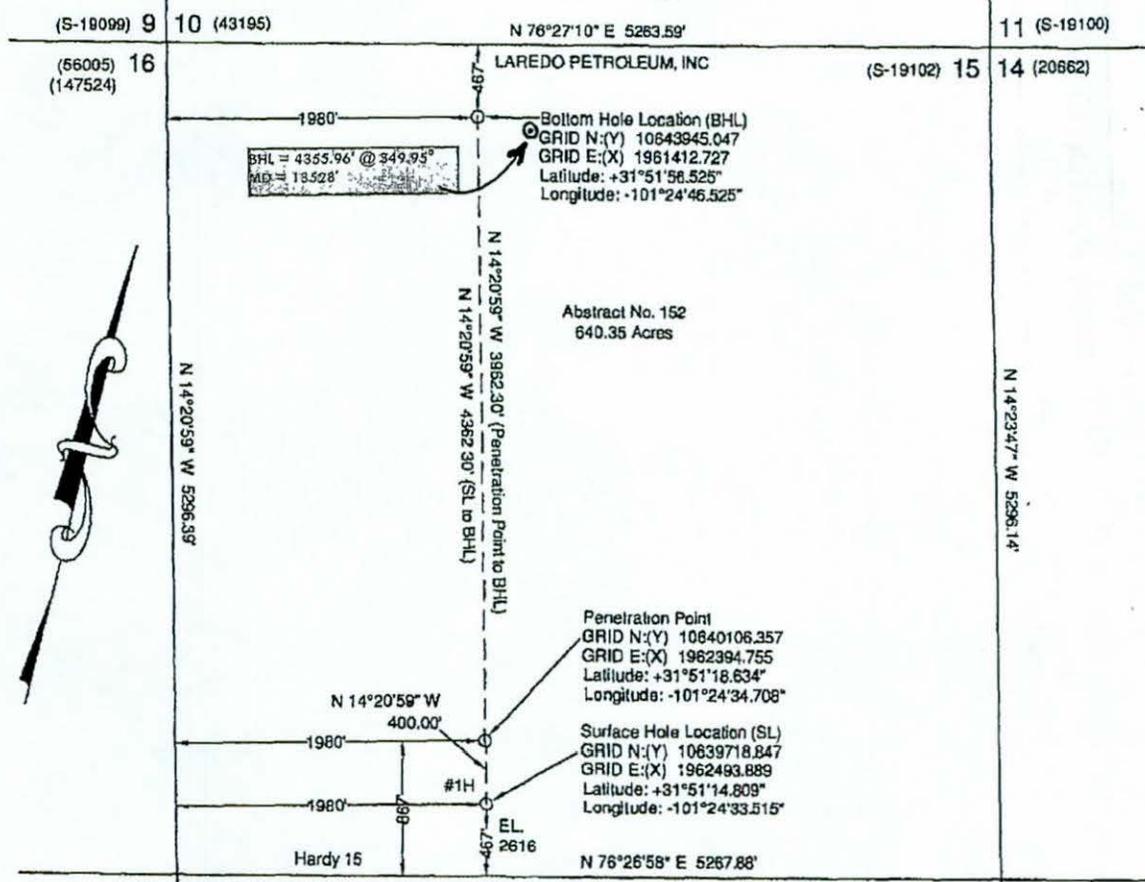


Stephen P. Marlowe
REGISTERED PROFESSIONAL LAND SURVEYOR NO. 5715

September 17, 2008

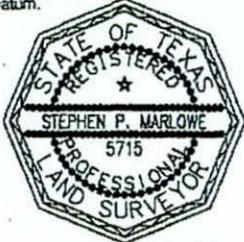
080817B6

Block 33, T-4-S, T. & P. RR. Co. Glasscock County, Texas



Note: City of Garden City, Texas from well location bears N 80°19'55" W, 4.31 miles.
 Note: Survey Reconstruction filed in the Office of Pennell & Marlowe Land Surveyors, Inc.
 Note: Bearings and distances are based on The Texas Coordinate System of 1983, Central Zone.
 A combined grid factor of 0.9998638 must be divided into all distances (except those in dimensions) to obtain surface distances.
 Acreages shown have been converted to surface acreages.
 Note: Example: (S-99999) indicates General Land Office file number.
 Note: Coordinates shown herein are on The Texas Coordinate System of 1983, Central Zone.
 Latitudes and Longitudes shown are on NAD'83 Datum.

Revised 10-07-2008
 USGS Quadrangle Sheet: Garden City, Tex.



Railroad Commission Permit Plat

LAREDO PETROLEUM, INC.
 Hardy 15 #1H
 487' FROM SOUTH LINE
 1980' FROM WEST LINE
 Hardy "15" Lease
 640.35 Acres being all of
 Section 15, Block 33, T-4-S
 T. & P. RR. Co. Survey
 Glasscock County, Texas

Scale: 1" = 1000'

Stephen P. Marlowe
 REGISTERED PROFESSIONAL LAND SURVEYOR NO. 5715

September 17, 2008
 080917B4

P.O. Box 51622, Midland, Texas, 79710 (432) 570-8256 Fax (432) 682-3262

File No. MF-110046

Well Information

42-173-33451

Date Filed: 2-22-2010

Jerry E. Patterson, Commissioner

By JEP.

MF 110046

RAILROAD COMMISSION OF TEXAS
Oil and Gas Division

Form W-2
Rev. 4/1/83
483-046

Type or print only

ORIGINAL

(039862)

API No. 42-173-33527	7. RRC District No. 08
	8. RRC Lease No.
	9. Well No. 2 1502
	10. County of well site Glasscock
	11. Purpose of filling Initial Potential <input checked="" type="checkbox"/> Retest <input type="checkbox"/> Reclass <input type="checkbox"/> Well record only (explain in Remarks) <input type="checkbox"/>
	14. Completion or recompletion date 8/29/2009

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

1. FIELD NAME (as per RRC Records or Wildcat) (WOLF) Garden City, S.E. (Wolfcamp)	2. LEASE NAME Hardy 15 BEARKAT
3. OPERATOR'S NAME (Exactly as shown on Form P-5, Organization Report) Laredo Petroleum, Inc.	RRC Operator No. 4866
4. ADDRESS 15 W 6th Street, Suite 1800, Tulsa, OK 74119	
5. If Operator has changed within last 60 days, name former operator	
6a. Location (Section, Block, and Survey) Sec 15, Blk 33, T4S T&P RRCo	6b. Distance and direction to nearest town in this county. 4.3 miles NW from Garden City
12. If workover or reclass, give former field (with reservoir) & gas ID or oil lease no. FIELD & RESERVOIR	GAS ID or OIL LEASE # Oil - O Gas - G WELL NO.
13. Type of electric or other log run Array Induction Log, Density/Neutron Log, Spectral Gamma Ray Log	

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SAN ANTONIO, TX

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

15. Date of test 11/14/09	16. No. of hours tested 24	17. Production method (Flowing, Gas Lift, Jetting, Pumping— Size & Type of pump) Pumping w/ 1 1/2" Rod Pump	18. Choke size N/A
19. Production during Test Period Oil - BBLS 19	Gas - MCF 137	Water - BBLS 60	Gas - Oil Ratio 7211:1 Flowing Tubing Pressure N/A PSI
20. Calculated 24-Hour Rate Oil - BBLS 19	Gas - MCF 137	Water - BBLS 60	Oil Gravity—API—60° 46.7 Casing Pressure N/A 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) 209	23. Injection Gas—Oil Ratio N/A	

REMARKS:

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.

WELL TESTER'S 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.

Walter M. Balda
Signature: Well Tester

LAREDO PETROLEUM, INC.
Name of Company

RRC Representative

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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.

L. Scott Truby

Typed or printed name of operator's representative

918-513-4570

Telephone: Area Code Number Date: mo. day year

Operations Manager

Title of Person

Signature

O&G
MIDLAND

LS

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

24. Type of Completion: New Well Deepening Plug Back Other

25. Permit to Drill, Plug Back or Deepen DATE 8/7/09 PERMIT NO. 682176
 Rule 37 Exception CASE NO.
 Water Injection PERMIT NO.
 Salt Water Disposal PERMIT NO.
 Other PERMIT NO.

26. Notice of Intention to Drill this well was filed in Name of Laredo Petroleum, Inc.

27. Number of producing wells on this lease in this field (reservoir) including this well 1
 28. Total number of acres in this lease 600.34 2800

29. Date Plug Back, Deepening, WorkOver or Drilling Operations: Commenced 6/29/09 Completed 8/29/09
 30. Distance to nearest well, Same Lease & Reservoir N/A

31. Location of well, relative to nearest lease boundaries of lease on which this well is located 528' Feet From South Line and 1959' Feet from West Line of the Lease

32. Elevation (DF, RKB, RT, GR, ETC.) 2639 KB
 33. Was directional survey made other than inclination (Form W-12)? Yes No

34. Top of Pay 6820' 35. Total Depth 9240' 36. P. B. Depth 9230' 37. Surface Casing Determined by: Field Rules Recommendation of T.D.W.R. Railroad Commission (Special)
 Dt. of Letter 6/22/09

38. Is well multiple completion? No
 39. If multiple completion, list all reservoir names (completions in this well) and Oil Lease or Gas ID No. FIELD & RESERVOIR GAS ID or OIL LEASE # OIL-O Gas-G WELL #
 40. Intervals Drilled by: Rotary Tools X Cable Tools
 41. Name of Drilling Contractor Victory Drilling
 42. Is Cementing Affidavit Attached? Yes No

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.
16"	65	506'	N/A	495 sx Class C	20"	Surface	815
10 3/4"	45.5	2946'	N/A	1350 sx C 50:50:10 +250 sx C	14 3/4"	Surface	3440
7 5/8"	33.07	7030'	5930'	285 sx 50:50:10 H + 530 sx 50:50:2 H	9 7/8"	3000'	1387

44. LINER RECORD

Size	TOP	Bottom	Sacks Cement	Screen
5 1/2"	5730'	9420'	291 sx 50:50:2H (367'³)	

45. TUBING RECORD

Size	Depth Set	Packer Set	From	To
2 7/8"	9212'	No	N/A	

46. Producing Interval (this completion) Indicate depth of perforation or open hole

From	To
N/A	

47. ACID, SHOT, FRACTURE, CEMENT SQUEEZE, ETC.

Depth Interval	Amount and Kind of Material Used
6630' - 6746'	Squeeze cement w/400 sx class H cement
9232' - 9012'	29,411# 100 mesh + 648,950# 20/40 sand in 800,495 gal gelled wtr.

48. FORMATION RECORD (LIST DEPTHS OF PRINCIPAL GEOLOGICAL MARKERS AND FORMATION TOPS)

Formations	Depth	Formations	Depth
Yates	1870	Dean	6361
Upper Spraberry	4196	Wolfcamp Carbonate	6466
Lower Spraberry	5472	Canyon	8220

REMARKS This well was originally permitted as HARDY 15 #2. Changes to the lease name and well number occurred before the permit was closed.
 New Name: Bearkat #1502

Comenter: 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) <i>Laredo Petroleum, Inc.</i>	2. RRC Operator No. <i>486610</i>	3. RRC District No. <i>8</i>	4. County of Well Site <i>Glasscock</i>
5. Field Name (Wildcat or exactly as shown on RRC Records) <i>Garden City, S.E. (Wolfcamp) (WOLF)</i>		6. API No. <i>42-173-33527</i>	7. Drilling Permit No. <i>682176</i>
8. Lease Name <i>Hardy 15 Bear Kat</i>	9. Rule 37 Case No.	10. Oil Lease/Gas ID No.	11. Well No. <i>1502-2</i>

CASING CEMENTING DATA:		SURFACE CASING	INTER-MEDIATE CASING	PRODUCTION CASING		MULTI-STAGE CEMENTING PROCESS	
				Single String	Multiple Parallel Strings	Tool	Shoe
12. Cementing Date		<i>6-30-09</i>					
13. • Drilled Hole Size		<i>20"</i>					
• Est. % wash or hole enlargement		<i>100%</i>					
14. Size of casing (in. O.D.)		<i>16"</i>					
15. Top of liner (ft.)		<i>Surface</i>					
16. Setting depth (ft.)		<i>506'</i>					
17. Number of centralizers used		<i>5</i>					
18. Hrs. Waiting on cement before drill-out		<i>18</i>					
1 st Slurry	19. API cement used: No. of sacks ▶	<i>370</i>					
	Class ▶	<i>C</i>					
	Additives ▶	<i>Remarks #1</i>					
2 nd Slurry	No. of sacks ▶	<i>125</i>					
	Class ▶	<i>C</i>					
	Additives ▶	<i>2%CACL2</i>					
3 rd Slurry	No. of sacks ▶						
	Class ▶						
	Additives ▶						
1 st	20. Slurry pumped: Volume (cu. ft.) ▶	<i>647.5</i>					
	Height (ft.) ▶	<i>824</i>					
2 nd	Volume (cu. ft.) ▶	<i>167.5</i>					
	Height (ft.) ▶	<i>213</i>					
3 rd	Volume (cu. ft.) ▶						
	Height (ft.) ▶						
Total	Volume (cu. ft.) ▶	<i>815</i>					
	Height (ft.) ▶	<i>1037</i>					
21. Was cement circulated to ground surface (or bottom of cellar) outside casing?		<i>Yes</i>					

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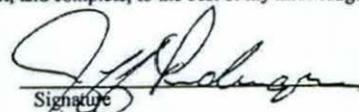
(22). Remarks #1C+4%GEL+2%CACL2+.25#/SK CELLOFLAKE

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.

Jeff Pendergrass --- Service Supervisor
Name and title of cementer's representative

BJ Services Company
Cementing Company


Signature

P.O. Box 4717
Address

Odessa, Texas 79760
City, State, Zip Code

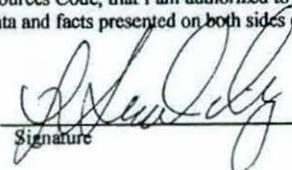
(432) 381-2301
Tel: Area Code Number

6-30-09
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.

L. Scott Truby
Typed or printed name of operator's representative

Operations Manager
Title


Signature

15 W. 6th Street, Suite 1800 Tulsa, OK 74119
Address City, State, Zip Code

(918) 513-4570
Tel.: Area Code Number

1-07-10
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 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.

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.

Cementor: Fill in shaded areas.
Operator: Fill in o/s.

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) Laredo Petroleum, Inc.	2. RRC Operator No. 486610	3. RRC District No. 8	4. County of Well Site GlassCock
5. Field Name (Wildcat or exactly as shown on RRC Records) Garden City, S.E. (Wolf) (Wolfcano)	6. API No. 42-173-33527	7. Drilling Permit No. 682176	
8. Lease Name Hardy 15 Bearkat	9. Rule 37 Case No.	10. Oil Lease/Gas ID No.	11. Well No. #2 1502

CASING CEMENTING DATA:		SURFACE CASING	INTER-MEDIATE CASING	PRODUCTION CASING		MULTI-STAGE CEMENTING PROCESS	
				Single String	Multiple Parallel Strings	Tool	Shoe
12. Cementing Date			7-7-09				
13. • Drilled Hole Size			14-3/4"				
• Est. % wash or hole enlargement							
14. Size of casing (in. O.D.)			10-3/4"				
15. Top of liner (ft.)			Surf				
16. Setting depth (ft.)			2946'				
17. Number of centralizers used			24				
18. Hrs. Waiting on cement before drill-out			18				
1 st Slurry	19. API cement used: No. of sacks ▶		1350				
	Class ▶		C				
	Additives ▶		Remarks a				
2 nd Slurry	No. of sacks ▶		250				
	Class ▶		c				
	Additives ▶		Remarks b				
3 rd Slurry	No. of sacks ▶						
	Class ▶						
	Additives ▶						
1st	20. Slurry pumped: Volume (cu. ft.) ▶		3105				
	Height (ft.) ▶		5751				
2nd	Volume (cu. ft.) ▶		335				
	Height (ft.) ▶		620				
3rd	Volume (cu. ft.) ▶						
	Height (ft.) ▶						
Total	Volume (cu. ft.) ▶		3440				
	Height (ft.) ▶		6371				
21. Was cement circulated to ground surface (or bottom of cellar) outside casing?			YES				
22. Remarks A 50:50:10)+.1%r-3+3#sk lcm-1							
23. Remarks B 1% cacl2							

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MIDLAND

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.

Service Supervisor Jason Lee

Name and title of cementer's representative

BJ Services Company

Cementing Company


Signature

P.O. Box 4717

Address

Odessa, Texas 79760

City, State, Zip Code

(432) 381-2301

Tel: Area Code Number

07-7-09

Date: mo. day yr.

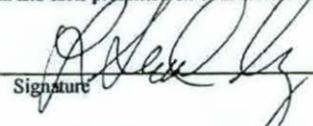
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L. Scott Truby

Typed or printed name of operator's representative

Operations Manager

Title


Signature

15 W 6th Street, Suite 1800 Tulsa, OK 74119 918-513-4570

Address

City, State, Zip Code

Tel.: Area Code Number

1-07-10

Date: mo. day yr.

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) LAREDO PETROLEUM, Inc.	2. RRC Operator No. 486610	3. RRC District No. 8	4. County of Well Site GLASSCOCK
5. Field Name (Wildcat or exactly as shown on RRC Records) Garden City, S.E. (Wolfeamp) (WOLF)		6. API No. 42-173-33527	7. Drilling Permit No. 682176
8. Lease Name HARDY-15 Bearkat	9. Rule 37 Case No.	10. Oil Lease/Gas ID No.	11. Well No. 2-1502

CASING CEMENTING DATA:		SURFACE CASING	INTER-MEDIATE CASING	PRODUCTION CASING		MULTI-STAGE CEMENTING PROCESS	
				Single String	Multiple Parallel Strings	Tool	Shoe
12. Cementing Date						7/19/09	7/19/09
13. • Drilled Hole Size						9-7/8"	9-7/8"
• Est. % wash or hole enlargement							
14. Size of casing (in. O.D.)						7-5/8"	7-5/8"
15. Top of liner (ft.)						Surf	Surf
16. Setting depth (ft.)						5930'	7030'
17. Number of centralizers used						27	12
18. Hrs. Waiting on cement before drill-out						18+	18+
1 st Slurry	19. API cement used: No. of sacks ▶					285	300
	Class ▶					CLASS H	CLASS H
	Additives ▶					REMARK 2	REMARK 1
2 nd Slurry	No. of sacks ▶					230	
	Class ▶					CLASS H	
	Additives ▶					REMARK 3	
3 rd Slurry	No. of sacks ▶						
	Class ▶						
	Additives ▶						
1st	20. Slurry pumped: Volume (cu. ft.) ▶					698.25	390
	Height (ft.) ▶					3242	1804
2nd	Volume (cu. ft.) ▶					299	RECEIVED RRC OF TEXAS
	Height (ft.) ▶					1386	JAN 21 2010
3rd	Volume (cu. ft.) ▶						
	Height (ft.) ▶						
Total	Volume (cu. ft.) ▶					997.25	C&G MIDLAND
	Height (ft.) ▶					4560	1804
21. Was cement circulated to ground surface (or bottom of cellar) outside casing?						NO	NO
Remark 1 - H (50:50:2) + 5% SALT + .5% FL-25 + .5% FL-52A + 3#/SK LCM-1 + .2% SMS / Remark 2 - H (50:50:10) + 5% SALT + 3#/SK LCM-1 + .5% FL-52A / Remark 3 - H (50:50:2) + 5% SALT + .2% SMS + .5% FL-52A + 3#/SK LCM-1 + .5% FL-25							

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.

Matt Shelton Service Supervisor
Name and title of cementer's representative

BJ Services Company
Cementing Company


Signature

P.O. Box 4717
Address

Odessa, Texas 79760
City, State, Zip Code

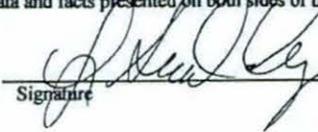
(432) 381-2301
Tel: Area Code Number

7/19/09
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.

L. Scott Truby
Typed or printed name of operator's representative

Operations Manager
Title


Signature

15 W 6th St., Suite 1800 Tulsa, OK 74119
Address City, State, Zip Code

(918) 513-4570
Tel.: Area Code Number

1-07-10
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 cements approved by the Director of Field Operations, Cementing companies, service companies or operators can qualify as approved cements 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)	2. RRC Operator No.	3. RRC District No.	4. County of Well Site
LAREDO PETROLEUM, INC.	486610	8	GLASSCOCK
5. Field Name (Wildcat or Exactly as Shown on RRC Records)	6. API No.	7. Drilling Permit No.	
Garden City, S.E. (Wolfeam) (WOLF)	42-173-33527	682176	
8. Lease Name	9. Rule 37 Case No.	10. Oil Lease/Gas ID No.	11. Well Number
HARDY 15 Bearkat			#2 1502

CASING CEMENTING DATA:		SURFACE CASING	INTERMEDIATE CASING	PRODUCTION CASING		MULTI-STAGE CEMENTING PROCESS	
				SINGLE STRING	MULTIPLE PARALLEL STRINGS	TOOL	SHOE
12. Cementing Date				8/5/2009			
13. *Drilled Hole Size				9-7/8"			
*Ext. % Wash or Hole Enlargement							
14. Size of Casing (in. O.D.)				7-5/8"			
15. Top of Liner (ft)				Surf			
16. Setting Depth (ft)				7030'			
17. Number of Centralizers Used				N/A			
18. Hrs. Waiting on Cement Before Drill-Out				24			
1st Slurry	19. API Cement Used: No. of Sacks >			200			
	Class >			H			
	Additives >			Remark 1			
2nd Slurry	No. of Sacks >						
	Class >						
	Additives >						
3rd Slurry	No. of Sacks >						
	Class >						
	Additives >						
1st	20. Slurry Pumped: Volume (cu.ft.) >			236			
	Height (ft) >			Remark 2			
2nd	Volume (cu.ft.) >						
	Height (ft) >						
3rd	Volume (cu.ft.) >						
	Height (ft) >						
	Volume (cu.ft.) >	0		236			
	Height (ft) >	0		Remark 2			
21. Was Cement Circulated to Ground Surface (or Bottom of Cellar) Outside Casing?				No			
22. Remarks 1 2/10% C-12 2 Squeezed Perfs@6606-6630' Set packer@6300'							

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MIDLAND

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.

Eico Armendariz
Name and Title of Cementer's Representative

O-TEX PUMPING SERVICES
Cementing Company

[Signature]
Signature

2611 East I-20

Midland, Texas 79706

432-686-5889

8/5/2009

Address City State Zip Code

Tel: Area Code Number

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.

L. Scott Truby
Typed or Printed Name of Operator's Representative

Operations Manager
Title

[Signature]
Signature

15 W. 6th St., Suite 1800 Tulsa, OK 74119 (918) 513-4570

1-07-10
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).

1. 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.
2. Where to file. The appropriate Commission District Office for the county in which the well is located.
3. 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.
4. 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.
5. 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.
6. Intermediate and production casing. For specific technical requirements, operators should consult Statewide Rule 12 (b) (3) and (4).
7. 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) Laredo Petroleum, Inc.	2. RRC Operator No. 486610	3. RRC District No. 08	4. County of Well Site Glasscock
5. Field Name (Wildcat or exactly as shown on RRC Records) Garden City, S.E. (Wolfeamp) (WOLF)		6. API No. 42-173-35270	7. Drilling Permit No. 682176
8. Lease Name Hardy ¹⁵ Bearkat	9. Rule 37 Case No.	10. Oil Lease/Gas ID No.	11. Well No. 2-1502

CASING CEMENTING DATA:	SURFACE CASING	INTER-MEDIATE CASING	PRODUCTION CASING		MULTI-STAGE CEMENTING PROCESS	
			Single String	Multiple Parallel Strings	Tool	Shoe
12. Cementing Date			8/7/2009			
13. • Drilled Hole Size			9-7/8"			
• Est. % wash or hole enlargement						
14. Size of casing (in. O.D.)			7-5/8"			
15. Top of liner (ft.)			Surf			
16. Setting depth (ft.)			7030'			
17. Number of centralizers used						
18. Hrs. Waiting on cement before drill-out			24			
1 st Slurry	19. API cement used: No. of sacks		200			
	Class		H			
	Additives		Remarks 1			
2 nd Slurry	No. of sacks					
	Class					
	Additives					
3 rd Slurry	No. of sacks					
	Class					
	Additives					
1 st	20. Slurry pumped: Volume (cu. ft.)		236			
	Height (ft.)		Remarks 2			
2 nd	Volume (cu. ft.)					
	Height (ft.)					
3 rd	Volume (cu. ft.)					
	Height (ft.)					
Total	Volume (cu. ft.)		236			
	Height (ft.)		Remarks 2			

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21. Was cement circulated to ground surface (or bottom of cellar) outside casing?
No

22. Remarks
Remark 1: 2/10% C-12
Remark 2: Squeezed Perfs @ 6727-6830' Set Packer @ 6430'

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.

Jesse Ulate, Service Supervisor
Name and title of cementer's representative

O-Tex Pumping LLC
Cementing Company

J. Ulate
Signature

2611 East I-20
Address

Midland Texas 79706
City, State, Zip Code

(432)686-8559
Tel: Area Code Number

8/7/2009
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.

L. Scott Truby
Typed or printed name of operator's representative

Operations Manager
Title

L. Scott Truby
Signature

15 W. 6th St., Suite 1800 Tulsa, OK 74119
Address

City, State, Zip Code

(918) 513-4570
Tel.: Area Code Number

1-08-10
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:

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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.

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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 (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.

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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) Laredo Petroleum, Inc.	2. RRC Operator No. 486610	3. RRC District No. 8	4. County of Well Site Glasscock
5. Field Name (Wildcat or exactly as shown on RRC Records) Garden City, S.E. (Wolfcamp) (WOLF)		6. API No. 42-173- 33527	7. Drilling Permit No. 682176
8. Lease Name Hardy 15 Bearkat	9. Rule 37 Case No.	10. Oil Lease/Gas ID No.	11. Well No. 2 1502

CASING CEMENTING DATA:		SURFACE CASING	INTER-MEDIATE CASING	PRODUCTION CASING		MULTI-STAGE CEMENTING PROCESS	
				Single String	Multiple Parallel Strings	Tool	Shoe
12. Cementing Date				8-27-09			
13. • Drilled Hole Size				6-1/2"			
• Est. % wash or hole enlargement							
14. Size of casing (in. O.D.)				5-1/2"			
15. Top of liner (ft.)				5730'			
16. Setting depth (ft.)				9240'			
17. Number of centralizers used				18			
18. Hrs. Waiting on cement before drill-out				18+			
1 st Slurry	19. API cement used: No. of sacks ▶			291			
	Class ▶			50H 50Poz			
	Additives ▶			Remarks A			
2 nd Slurry	No. of sacks ▶						
	Class ▶						
	Additives ▶						
3 rd Slurry	No. of sacks ▶						
	Class ▶						
	Additives ▶						
1st	20. Slurry pumped: Volume (cu. ft.) ▶			367			
	Height (ft.) ▶			4070			
2nd	Volume (cu. ft.) ▶						
	Height (ft.) ▶						
3rd	Volume (cu. ft.) ▶						
	Height (ft.) ▶						
Total	Volume (cu. ft.) ▶			367			
	Height (ft.) ▶			4070			
21. Was cement circulated to ground surface (or bottom of cellar) outside casing ?							

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Remarks A- 2% Gel + .2% Cd-32 + .5% Fl-52A + .15% R-3
Remarks B-

Reversed out 45sx to Surface 10bbls

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								

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Michael Fuentes Service Supervisor
Name and title of cementer's representative

BJ Services Company
Cementing Company

Michael Fuentes
Signature

P.O. Box 4717
Address

Odessa, Texas 79760
City, State, Zip Code

(432) 381-2301
Tel: Area Code Number

8-27-09
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.

L. Scott Truby
Typed or printed name of operator's representative

Operations Manager
Title

L. Scott Truby
Signature

15 W. 6th St., Suite 1800 Tulsa, OK 74119
Address City, State, Zip Code

(918) 513-4570
Tel.: Area Code Number

1-07-10
Date: mo. day yr.

Instructions to Form W-15, Cementing Report

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B. Where to file. The appropriate Commission District Office for the county in which the well is located.

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

Form W-12
(1-1-71)

INCLINATION REPORT

(One Copy Must Be Filed With Each Completion Report)

1. FIELD NAME (as per RRC Records or Wildcat) <u>(WOLF)</u> Garden City, S.E. (Wolfcamp)	2. Lease Name <u>Bearkat</u> Hardy 15
3. OPERATOR Laredo Petroleum, Inc.	
4. ADDRESS 15 W. 6th St., Suite 1800 Tulsa, OK 74119	
5. LOCATION (Section, Block, and Survey) Sec. 13, Blk 33, T4S T&P RR Co. Survey	
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6. RRC District 8	
7. RRC Lease Number. (Oil completions only)	
8. Well Number 1502 #2	
9. RRC Identification Number (Gas completions only)	
10. County Glasscock	

* 11. Measured Depth (feet)	12. Course Length (Hundreds of feet)	13. Angle of Inclination (Degrees)	14. Displacement per Hundred Feet (Sine of Angle X100)	15. Course Displacement (feet)	16. Acumulative Displacement (feet)
277	522	1.25	0.021875	11.42	11.42
457	180	1.50	0.02625	4.73	16.14
954	497	1.00	0.0175	8.70	24.84
1461	507	1.00	0.0175	8.87	33.71
1965	504	0.75	0.013125	6.62	40.33
2468	503	1.00	0.0175	8.80	49.13
2987	519	0.75	0.013125	6.81	55.94
3462	475	1.00	0.0175	8.3125	64.26
3963	501	0.75	0.013125	6.575625	70.83
4468	505	1.00	0.0175	8.8375	79.67
4942	474	1.00	0.0175	8.295	87.96
5447	505	1.25	0.021875	11.046875	99.01
5826	379	1.00	0.0175	6.6325	105.64
6298	472	1.25	0.021875	10.325	115.97
6996	698	1.25	0.021875	15.26875	131.24
	-6996				

If additional space is needed, use the revers side of this form

17. Is any informaiton shown on the reverse side of this form? yes no

18. Accumulative total displacement of well bore at total depth of _____ feet = _____ 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 _____ feet.

21. Minimum distance to lease line as prescribed by field rules _____ feet.

22. Was the subject well at any time intentionally deviated from the vertical in any manner whatsoever? _____ No

(If the answer to the 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 sides 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 asterisk (*) by the item numbers on this form.</p> <p><i>P. Chaney</i> Signature of Authorized Representative</p> <p>Phillip Chaney Name of Person an Title (type or print)</p> <p>Victory Drilling Inc. Name of Company</p> <p>Telephone: (918) 619-6368 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 the inclination data and facts placed on both sides 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 asterisk (*) by the item numbers on this form.</p> <p><i>L. Scott Truby</i> Signature of Authorized Representative</p> <p>L. Scott Truby, Operations Manager Name of Person an Title (type or print)</p> <p>Laredo Petroleum, Inc Name of Company</p> <p>Telephone: 918 513-4570 Area Code</p>
---	--

Railroad Commision Use Only:

Approved By: _____ Title: _____ Date: _____



Scientific Drilling

Gyroscopic Survey Report
for
LAREDO

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SAN ANTONIO, TX

Well Location	GLASSCOCK COUNTY, TEXAS
Well Name	HARDY 15 #2 BearKat #1502
Rig Name	VICTORY #5
Survey Date	8/19/2009
Latitude	31.85 deg
North Reference	True North
Grid Correction	0.00 deg
Depth Reference	RKB
Calculation Method	Minimum Curvature
Section (VS) Ref	0.00N (ft), 0.00E (ft), 3.68Azim (deg)
Definitive Survey	FINAL SURVEY
Operator	A.MADRID

Comments

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Survey Report

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OIL & GAS DIVISION
SAN ANTONIO, TX

Well Name: HARBY-15#2 Bearkat #1502
Survey: FINAL SURVEY
Survey Date: 8/19/2009

MD	Inc	Azim	TVD	VS	Northing	Easting	DLS	Closure Distance	Closure Angle
ft	deg	deg	ft	ft	ft	ft	deg/100ft	ft	deg
0.00	0.00	0.00	0.00	0.00	0.00	0.00	Invalid	0.00	0.00
100.00	0.23	132.55	100.00	-0.13	-0.14	0.15	0.23	0.20	132.55
200.00	0.36	116.04	200.00	-0.38	-0.41	0.58	0.16	0.72	125.30
300.00	0.51	126.70	300.00	-0.74	-0.82	1.22	0.16	1.47	123.73
400.00	0.78	100.66	399.99	-1.06	-1.21	2.25	0.39	2.55	118.24
500.00	0.62	94.35	499.98	-1.15	-1.37	3.46	0.18	3.72	111.68
600.00	0.82	106.62	599.97	-1.32	-1.62	4.68	0.25	4.95	109.09
700.00	0.67	97.99	699.97	-1.52	-1.90	5.94	0.18	6.24	107.77
800.00	0.81	103.06	799.96	-1.68	-2.15	7.22	0.16	7.53	106.57
900.00	0.82	95.76	899.95	-1.82	-2.38	8.62	0.10	8.94	105.43
1000.00	0.95	98.52	999.93	-1.92	-2.57	10.15	0.14	10.48	104.23
1100.00	0.86	97.23	1099.92	-2.03	-2.79	11.72	0.10	12.05	103.40
1200.00	0.86	96.97	1199.91	-2.12	-2.98	13.21	0.00	13.54	102.70
1300.00	0.64	108.44	1299.90	-2.31	-3.24	14.48	0.26	14.84	102.63
1400.00	0.53	104.10	1399.90	-2.54	-3.53	15.46	0.11	15.86	102.88
1500.00	0.34	121.04	1499.89	-2.76	-3.80	16.17	0.23	16.61	103.23
1600.00	0.29	108.75	1599.89	-2.96	-4.03	16.66	0.08	17.14	103.61
1700.00	0.31	119.92	1699.89	-3.14	-4.25	17.14	0.06	17.66	103.94
1800.00	0.14	97.57	1799.89	-3.27	-4.40	17.49	0.19	18.04	104.13
1900.00	0.14	110.70	1899.89	-3.32	-4.46	17.72	0.03	18.28	104.13
2000.00	0.29	234.29	1999.89	-3.51	-4.65	17.63	0.39	18.24	104.79
2100.00	0.41	244.39	2099.89	-3.85	-4.96	17.11	0.13	17.81	106.16
2200.00	0.32	233.70	2199.89	-4.20	-5.27	16.56	0.11	17.38	107.67
2300.00	0.34	223.18	2299.88	-4.61	-5.65	16.14	0.06	17.10	109.31
2400.00	0.36	239.84	2399.88	-5.01	-6.03	15.66	0.10	16.78	111.05
2500.00	0.29	267.24	2499.88	-5.21	-6.20	15.14	0.17	16.36	112.26
2600.00	0.14	253.04	2599.88	-5.29	-6.25	14.77	0.15	16.04	112.92
2700.00	0.27	246.72	2699.88	-5.44	-6.37	14.44	0.12	15.78	113.83
2800.00	0.29	272.88	2799.88	-5.54	-6.45	13.97	0.13	15.39	114.79
2900.00	0.28	231.43	2899.88	-5.71	-6.59	13.53	0.20	15.05	115.99
3000.00	0.08	259.48	2999.88	-5.90	-6.76	13.26	0.21	14.89	117.01
3100.00	0.03	243.38	3099.88	-5.93	-6.78	13.17	0.06	14.82	117.25
3200.00	0.25	81.34	3199.88	-5.89	-6.76	13.36	0.27	14.98	116.84
3300.00	0.25	109.10	3299.88	-5.90	-6.80	13.78	0.12	15.37	116.27
3400.00	0.28	70.15	3399.87	-5.87	-6.79	14.22	0.18	15.76	115.53
3500.00	0.33	67.19	3499.87	-5.64	-6.60	14.71	0.05	16.13	114.15
3600.00	0.27	76.39	3599.87	-5.44	-6.43	15.20	0.08	16.51	112.93
3700.00	0.21	48.15	3699.87	-5.24	-6.25	15.57	0.13	16.78	111.88
3800.00	0.29	56.85	3799.87	-4.96	-5.99	15.92	0.08	17.01	110.82

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Survey Report

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Well Name: ~~HARDY 15#2~~ BearKat #1502
Survey: FINAL SURVEY
Survey Date: 8/19/2009

MD ft	Inc deg	Azim deg	TVD ft	VS ft	Northing ft	Easting ft	DLS deg/100ft	Closure Distance ft	Closure Angle deg
3900.00	0.47	59.41	3899.87	-4.58	-5.65	16.48	0.18	17.42	108.91
4000.00	0.46	39.01	3999.86	-4.02	-5.13	17.08	0.16	17.84	106.70
4100.00	0.74	24.67	4099.86	-3.09	-4.23	17.61	0.31	18.11	103.50
4200.00	0.56	41.24	4199.85	-2.11	-3.28	18.20	0.26	18.49	100.22
4300.00	0.54	16.27	4299.85	-1.26	-2.46	18.65	0.24	18.81	97.53
4400.00	0.82	12.14	4399.84	-0.10	-1.32	18.93	0.29	18.97	93.98
4500.00	0.99	358.86	4499.83	1.47	0.25	19.06	0.27	19.06	89.26
4600.00	1.76	351.42	4599.80	3.83	2.63	18.82	0.78	19.00	82.05
4700.00	2.21	0.34	4699.74	7.25	6.07	18.60	0.55	19.56	71.92
4800.00	1.90	1.63	4799.68	10.84	9.66	18.66	0.31	21.01	62.62
4900.00	1.68	7.50	4899.63	13.97	12.78	18.90	0.29	22.81	55.93
5000.00	1.50	27.88	4999.59	16.63	15.40	19.70	0.59	25.00	51.99
5100.00	1.56	15.38	5099.55	19.15	17.86	20.67	0.34	27.32	49.17
5200.00	2.12	5.16	5199.50	22.34	21.02	21.20	0.65	29.85	45.24
5300.00	1.95	15.15	5299.44	25.85	24.50	21.81	0.39	32.81	41.67
5400.00	1.50	15.51	5399.39	28.79	27.40	22.60	0.45	35.52	39.52
5500.00	1.11	12.49	5499.37	31.03	29.60	23.16	0.39	37.59	38.04
5600.00	1.02	15.99	5599.35	32.85	31.40	23.62	0.11	39.29	36.95
5700.00	0.67	6.55	5699.34	34.31	32.84	23.93	0.37	40.63	36.08
5800.00	0.46	353.28	5799.33	35.29	33.83	23.95	0.25	41.44	35.30
5900.00	0.89	329.72	5899.33	36.34	34.90	23.51	0.50	42.08	33.96
6000.00	1.40	330.69	5999.31	38.01	36.64	22.52	0.51	43.01	31.57
6100.00	1.94	322.72	6099.26	40.31	39.05	20.89	0.58	44.29	28.15
6200.00	2.00	315.44	6199.20	42.75	41.64	18.65	0.26	45.62	24.12
6300.00	2.23	319.00	6299.14	45.29	44.34	16.15	0.26	47.19	20.01
6400.00	2.60	329.23	6399.05	48.54	47.76	13.72	0.57	49.69	16.02
6500.00	2.38	336.38	6498.95	52.26	51.61	11.72	0.38	52.93	12.80
6600.00	2.57	335.10	6598.86	56.07	55.55	9.95	0.19	56.43	10.15
6700.00	2.69	330.46	6698.76	60.00	59.62	7.85	0.25	60.13	7.50
6800.00	2.65	333.36	6798.65	63.96	63.73	5.65	0.14	63.98	5.07
6900.00	1.78	351.74	6898.57	67.49	67.34	4.39	1.11	67.49	3.73
6924.00	1.52	6.07	6922.56	68.17	68.03	4.37	2.03	68.17	3.68

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ELECTRIC LOG
STATUS REPORT

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

SEE REVERSE SIDE

SECTION I. IDENTIFICATION

Operator Name: Laredo Petroleum, Inc.	District No. 08	Completion Date: 8/29/09
Field Name: Garden City, SE (Wolfcamp) (WOLF)	Drilling Permit No. 682176	
Lease Name: Hardy 15 Bearkat	Lease/ID No.	Well No. 1502
County: Glasscock	API No. 42-173-33527	

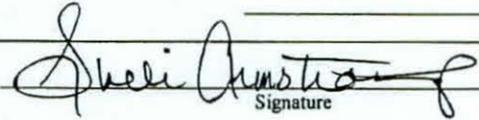
SECTION II. LOG STATUS (Complete either A or B)

A. BASIC ELECTRIC LOG NOT RUN

X B. BASIC ELECTRIC LOG RUN. (Select one)

- X 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). _____

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Signature
Sheli Armstrong
Name (print)

HSE Compliance & Operations Coordinator
Title
(918) 513-4570
Phone
1/7/10
Date

-FOR RAILROAD COMMISSION USE ONLY-

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Baker Atlas

FILE NO:	COMPANY	LAREDO PETROLEUM	
API NO: 42-173-33527	WELL	HARDY-15 #2 BearKat #1502	
	FIELD	GARDEN CITY SE. (WOLF)	
	COUNTY	GLASSCOCK	STATE TEXAS
Ver. 3.87 PERMIT# 682176	LOCATION:	528' FSL & 1959' FWL SEC 15, BLK 33, T4S, A152 T&P RR CO. SURVEY	
	OTHER SERVICES	ZDL/CN/DSL	
PERMANENT DATUM	G.L.	ELEVATION	2619 FT
LOG MEASURED FROM	K.B.	20 FT	ABOVE P.D.
DRILL MEAS. FROM	K.B.		
	ELEVATIONS:	KB 2639 FT DF 2639 FT GL 2619 FT	

DATE	27-AUG-2009		
RUN	TRIP	1	1
SERVICE ORDER	572597		
DEPTH DRILLER	9240 FT		
DEPTH LOGGER	9265 FT		
BOTTOM LOGGED INTERVAL	9264 FT		
TOP LOGGED INTERVAL	7026 FT		
CASING DRILLER	7.625 IN	Ø7020 FT	
CASING LOGGER	7026 FT		
BIT SIZE	6.5 IN		
TYPE OF FLUID IN HOLE	POLYMER WATER BASED MUD		
DENSITY	VISCOSITY	8.9 LB/G	36 S
PH	FLUID LOSS	9.5	8.4 C3
SOURCE OF SAMPLE	MUD PIT		
RM AT MEAS. TEMP.	.4 OHMM	Ø86 DEGF	Ø
RMF AT MEAS. TEMP.	.3 OHMM	Ø86 DEGF	Ø
RMC AT MEAS. TEMP.	.6 OHMM	Ø86 DEGF	Ø
SOURCE OF RMF	RMC	CALCULATED	CALCULATED
RM AT BHT	.226 OHMM	Ø157 DEGF	Ø
TIME SINCE CIRCULATION	8 HRS		
MAX. RECORDED TEMP.	157 DEGF		
EQUIP. NO.	LOCATION	HL-6692	ALVORD, TX
RECORDED BY	S. AGUIRRE/C.TISDALE		
WITNESSED BY	R. TRUELOCK/ B. BELDEN		

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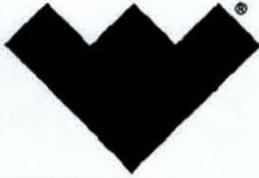
**COMPENSATED Z-DENSILOGSM
 COMPENSATED NEUTRON LOG
 SPECTRALOG[®]
 CALIPER LOG**

FILE NO:	COMPANY	LAREDO PETROLEUM
API NO: 42-173-33527	WELL	HARDY 15 #2 <i>Bearkat #1502</i>
	FIELD	GARDEN CITY SE. (WOLF)
	COUNTY	GLASSCOCK STATE TEXAS
Ver. 3.87 PERMIT# 682176	LOCATION:	OTHER SERVICES HOIL/ML/GR
	528' FSL & 1959' FWL SEC 15, BLK 33, T4S, A152 T&P RR CO. SURVEY	
PERMANENT DATUM	G.L.	ELEVATION 2619 FT
LOG MEASURED FROM	K.B.	20 FT ABOVE P.D.
DRILL MEAS. FROM	K.B.	
		ELEVATIONS: KB 2639 FT DF 2639 FT GL 2619 FT

DATE	27-AUG-2009		
RUN	TRIP	2	1
SERVICE ORDER	572597		
DEPTH DRILLER	9240 FT		
DEPTH LOGGER	9265 FT		
BOTTOM LOGGED INTERVAL	9263 FT		
TOP LOGGED INTERVAL	7026 FT		
CASING DRILLER	7.625 IN	● 7020 FT	
CASING LOGGER	7026 FT		
BIT SIZE	6.5 IN		
TYPE OF FLUID IN HOLE	POLYMER WATER BASED MUD		
DENSITY	VISCOSITY	8.9 LB/G	36 S
PH	FLUID LOSS	9.5	8.4 C3
SOURCE OF SAMPLE	MUD PIT		
RM AT MEAS. TEMP.	.4 OHMM	● 86 DEGF	●
RMF AT MEAS. TEMP.	.3 OHMM	● 86 DEGF	●
RMC AT MEAS. TEMP.	.6 OHMM	● 86 DEGF	●
SOURCE OF RMF	RMC	CALCULATED	CALCULATED
RM AT BHT	.226 OHMM	● 157 DEGF	●
TIME SINCE CIRCULATION	12 HRS		
MAX. RECORDED TEMP.	157 DEGF		
EQUIP. NO.	LOCATION	HL-6692	ALVORD, TX
RECORDED BY	S. AGUIRRE/C. TISDALE		
WITNESSED BY	R. TRUELOCK/ B. BELDEN		

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**ARRAY INDUCTION
FOCUSED ELECTRIC
SPECTRAL GAMMA RAY**

COMPANY **LAREDO PETROLEUM**
 WELL **HARDY 15 No. 2** *Bearkat #1502*
 FIELD **GARDEN CITY, SE. (WOLF)**
 PROVINCE/COUNTY **GLASSCOCK**
 COUNTRY/STATE **U.S.A. / TEXAS**
 LOCATION **528' FSL & 1959' FWL
 SEC 15, BLK 33, T4S, A152, T&P RR CO SRVY**

SEC 15	TWP 4S	RGE	Other Services MPD / MDN MML
API Number 42-173-33527		Permit Number 682176	

Permanent Datum G.L., Elevation 2619 feet	Elevations: feet
Log Measured From K.B. 20 FEET above Permanent Datum	KB 2639.00
Drilling Measured From K.B.	DF 2638.00
	GL 2619.00

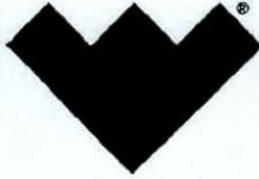
Date	17-JUL-2009	
Run Number	ONE	
Depth Driller	7020.00	feet
Depth Logger	7043.00	feet
First Reading	7043.00	feet
Last Reading	3016.00	feet
Casing Driller	3015.00	feet
Casing Logger	3016.00	feet
Bit Size	7.88	inches
Hole Fluid Type	FRESH	
Density / Viscosity	8.70 g/c3	40.00 CP
PH / Fluid Loss	9.00	12.50 ml/30Min
Sample Source	STILL PIT	
Rm @ Measured Temp	0.80 @ 79.0	ohm-m
Rmf @ Measured Temp	0.60 @ 79.0	ohm-m
Rmc @ Measured Temp	1.0 @ 79.0	ohm-m
Source Rmf / Rmc	CALC	CALC
Rm @ BHT	0.53 @ 121.0	ohm-m
Time Since Circulation	4 HOURS	
Max Recorded Temp	121.00	deg F
Equipment Name	COMPACT	
Equipment / Base	13072	4352
Recorded By	CHRISTOPHER GIESE	JASON GRIFFIN
Witnessed By	RICK TRUELOCK	
Last Title	Last Line	Last Line

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**COMPENSATED NEUTRON
PHOTO DENSITY
SPECTRAL GAMMA RAY**

COMPANY **LAREDO PETROLEUM**
 WELL **HARDY 15 No. 2** *Bearkat #1502*
 FIELD **GARDEN CITY, SE. (WOLF)**
 PROVINCE/COUNTY **GLASSCOCK**
 COUNTRY/STATE **U.S.A. / TEXAS**
 LOCATION **528' FSL & 1959' FWL
 SEC 15, BLK 33, T4S, A152, T&P RR CO SRVY**

SEC 15	TWP 4S	RGE	Other Services MAI
API Number 42-173-33527		Permit Number 682176	

Permanent Datum G.L., Elevation 2619 feet
 Log Measured From K.B. 20 FEET above Permanent Datum
 Drilling Measured From K.B.

Elevations:	feet
KB	2639.00
DF	2638.00
GL	2619.00

Date	17-JUL-2009		RECEIVED RRC OF TEXAS JAN 19 2010 OIL & GAS DIVISION SAN ANTONIO, TX
Run Number	ONE		
Depth Driller	7020.00	feet	
Depth Logger	7043.00	feet	
First Reading	7040.00	feet	
Last Reading	100.00	feet	
Casing Driller	3015.00	feet	
Casing Logger	3016.00	feet	
Bit Size	7.88	inches	
Hole Fluid Type	FRESH		
Density / Viscosity	8.70 g/c3	40.00 CP	
PH / Fluid Loss	9.00	12.50 ml/30Min	
Sample Source	STILL PIT		
Rm @ Measured Temp	0.80 @ 79.0	ohm-m	
Rmf @ Measured Temp	0.60 @ 79.0	ohm-m	
Rmc @ Measured Temp	1.0 @ 79.0	ohm-m	
Source Rmf / Rmc	CALC	CALC	
Rm @ BHT	0.53 @ 151.0	ohm-m	
Time Since Circulation	4 HOURS		
Max Recorded Temp	151.00	deg F	
Equipment Name	COMPACT		
Equipment / Base	13072	4352	
Recorded By	CHRISTOPHER GIESE	JASON GRIFFIN	
Witnessed By	RICK TRUELOCK		
Last Title	Last Line	Last Line	

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File No. MF-110046

well information

42-173-33527

Date Filed: 1-19-2010

Jerry E. Patterson, Commissioner

By 



October 24, 2014

Commissioner General – State Of Texas
Stephen F Austin Bldg
1700 N Congress Avenue
Austin, TX 78701

Re: Oil and Gas Lease dated July 14, 1977 by and between John B. Harvard, Et.Al. and Texon Petroleum Corporation, recorded in Volume 163, Page 648, Deed Records of Glasscock County, Texas.

Oil and Gas Lease dated July 7, 1977 by and between Mamie Pearl Currie and Texon Petroleum Corporation, recorded in Volume 163, Page 187, Deed Records of Glasscock County, Texas.

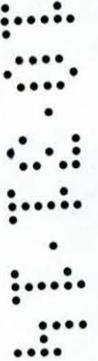
Dear Royalty Owner:

Enclosed please find a proposed Production Allocation Agreement (the "Agreement") regarding the lands subject to the above-referenced Oil and Gas Lease(s) located in Glasscock County, Texas (collectively, the "Lands").

As you may know, the Lands are currently held by production in accordance with the terms of the Oil and Gas Lease; however, as operator under the Oil and Gas Lease, Laredo desires to further develop the Property through the drilling of horizontal wells and to establish a clear and concise method for allocating production from such horizontal wells in order to:

- (a) prevent physical and economic waste and increase the ultimate recovery of hydrocarbons from the Lands;
- (b) protect the correlative rights of all owners of interests in lands traversed by such horizontal wells so that each may receive a fair share of the associated hydrocarbon production; and
- (c) encourage the drilling of such horizontal wells by establishing a method to allocate production and the proceeds therefrom.

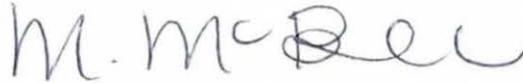
Please be advised that Laredo currently intends to drill one or more horizontal wells (the "Well") in connection with the Oil and Gas Lease. Laredo anticipates that the Well will traverse certain portions of the Lands, as well as additional lands which may not be subject to the Oil and Gas Lease. The Agreement contains provisions which will allocate royalties on production based upon the percentage of completed drainhole lateral that is located on each tract traversed by the Well.



Laredo believes the Well is the most appropriate method to develop the minerals under the Lands pursuant to the Oil and Gas Lease as it will prevent unnecessary waste. Laredo also believes that drilling the Well and allocating royalties according to the provisions of the enclosed Agreement is more appropriate and efficient than seeking pooling of the associated acreage.

Please execute and notarize the Agreement and return it to Laredo at your earliest convenience. Should you have any questions or concerns regarding the terms of the Agreement or the contents of this letter, please contact the undersigned.

Sincerely,



Meredith McBee

Landman

Laredo Petroleum Inc.

508 W. Wall Street, Suite 600

mmcbee@laredopetro.com

432.685.8057



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File No. M-110046
Ltr. From Laredo

Date Filed: 10/31/14
Jerry E. Patterson, Commissioner

By 



MEMORANDUM

Texas General Land Office • Jerry Patterson • Commissioner

TIME SENSITIVE: Action Required by: (November 7, 2014)

DATE: October 31, 2014

TO: Commissioner Patterson

FROM: J. Daryl Morgan 

SUBJECT: Production Allocation Agreement and Memorandum for signature

.....
SUMMARY: Attached for your approval and signature are originals of a Production Allocation Agreement (“PAA”) and Memorandum of PAA for two units that have part of a HROW lease included within their boundary.

DETAILS: This PAA will allow the operator to drill additional horizontal development wells that are partially within the boundaries of the two units. Each unit will participate in any sharing well that is drilled on a length of horizontal lateral basis. §52.154 of the Texas Natural Resources Code gives the School Land Board authority to approve, and gives the Commissioner authority to execute agreements that commit the royalty interest of the State for the benefits of production of oil and/or gas. This agreement has been reviewed and approved by Energy Resources staff and the Legal Services Division.

Document Name

Recipient

Production Allocation Agreement
Berkat Units #s 4628 and 4701
Glasscock County, Texas

Laredo Petroleum, Inc.

Recommendation: Please sign and return to J. Daryl Morgan in Energy Resources (5-9106).

Attachment: Production Sharing Agreement and Memorandum

Thru: LaNell Aston

File No. M-110046
Memo to Commissioner

Date Filed: 10/31/14
Jerry E. Patterson, Commissioner

By [Signature]

PRODUCTION ALLOCATION AGREEMENT

This Production Allocation Agreement (this "Agreement") is entered into by and between each of the undersigned parties (each individually an "Interest Owner" and, collectively, the "Interest Owners") and Laredo Petroleum, Inc., a Delaware corporation ("Operator"), effective as of October 23, 2014 (the "Effective Date").

WHEREAS, the Interest Owners and Operator own interests in the leases, minerals, royalties and/or executive rights in that certain real property described on Exhibit "A" attached hereto and incorporated herein by reference (the "Property");

WHEREAS, Operator is the current owner and holder of those certain oil and gas leases described on Exhibit "B" attached hereto and incorporated herein by reference (the "Leases");

WHEREAS, Operator intends to drill one or more Horizontal Wells, as defined herein below, on the Property;

WHEREAS, the Interest Owners and Operator desire to encourage further development of the Property through the drilling of Horizontal Wells and to establish a clear and concise method for allocating production from such Horizontal Wells in order to:

- (a) Prevent physical and economic waste and the drilling of unnecessary wells, and to increase the ultimate recovery of hydrocarbons from the Property;
- (b) Protect the correlative rights of all Interest Owners so that each may receive a fair share of the hydrocarbon production in and under the Property; and
- (c) Encourage the drilling of Horizontal Wells by establishing a method to allocate production and the proceeds therefrom.

NOW, THEREFORE, for good and valuable consideration, the receipt and sufficiency of which are acknowledged, the Interest Owners and Operator hereby agree as follows:

1. Definitions. The following terms, as used in this Agreement, shall have the following meanings:

(a) "Allocation Well" shall mean a Horizontal Well in which any portion of the Completed Lateral crosses any property line, lease line, or subdivision line, as determined according to the rules of the Texas Railroad Commission, which (i) is within the Property, or (ii) forms part of the boundary of the Property.

(b) "Completed Lateral" shall mean the entire horizontal length of the wellbore path of a Horizontal Well. The Completed Lateral shall be measured in feet from the First Take Point of a Horizontal Well to the Last Take Point of such wellbore, excluding any Non-Perf Zone. In the event a Horizontal Well is developed with more than one Completed Lateral, then the term "Completed Lateral" for that particular well shall mean and include the cumulative horizontal length of all wellbore paths of such Horizontal Well.

(c) "Horizontal Well" shall mean a well with one or more wellbores having a horizontal displacement within the producing field interval of at least one hundred (100) feet.

(d) "Non-Perf Zone" shall mean the non-perforated portion, measured in feet, of a wellbore between the First Take Point and the Last Take Point that is not open to production.

(e) "Pooled Unit" shall mean a unit formed by the joining or combining of separately owned mineral interests pursuant to the pooling clauses of the Leases or any other agreement authorizing such pooling.

(f) "Separate Tract" shall mean any tract or parcel of land within the Property (i) having a unique or separate identifiable royalty or mineral ownership different from any other tract or parcel of land within the Property, and (ii) beneath which any part of the Completed Lateral of a Horizontal Well is located. A Pooled Unit shall be deemed a Separate Tract for purposes of this Agreement.

(g) "Tract Lateral" shall mean the horizontal length of the portion of the Completed Lateral of a Horizontal Well which lies beneath a particular Separate Tract.

(h) "Take Point" shall mean any point along the Completed Lateral of a Horizontal Well where oil and/or gas can be produced into such wellbore.

(i) "First Take Point" shall mean the Take Point located closest to the wellhead with respect to a particular wellbore.

(j) "Last Take Point" shall mean the Take Point located closest to the bottom hole location with respect to a particular wellbore.

2. Allocation of Production.

(a) For purposes of calculating royalties on production from an Allocation Well, there shall be allocated to each Interest Owner, proportionate to that Interest Owner's interest in each Separate Tract, a fraction, express as a decimal, of the Allocation Well's production (or proceeds therefrom) equal to the quotient of the Tract Lateral divided by the Completed Lateral ("Interest Owner's Allocation").

(b) Each Interest Owner's Allocation shall be paid as if such production were from each individual Separate Tract in accordance with the respective Lease(s) covering such Separate Tract.

(c) Prior to the payment of an Interest Owner's Allocation, Operator will provide the respective Interest Owner with an as-drilled plat containing (i) the location of each Allocation Well which has a Completed Lateral that crosses a Separate Tract in which the Interest Owner owns an interest, (ii) the First Take Point and Last Take Point of such Completed Lateral, (iii) the location and measurements of such Completed Lateral, and (iii) any other reasonably pertinent data or information requested by an Interest Owner related to calculation the Interest Owner's Allocation.

(d) In the event an Interest Owner is entitled to receive multiple Interest Owner's Allocations attributable to a single Allocation Well, Operator shall combine and disburse such Interest Owner's Allocations in a single payment. Operator shall pay such Interest Owner's Allocations cumulatively to such Interest Owner.

3. Operations and Production.

(a) Operator's conduct of "operations" on or "production" from any Allocation Well, as those terms are defined in the Leases, shall constitute and qualify as operations on or production from the entire Property and under each Lease.

(b) Subject to all surface use agreements and other written agreements covering the Property, Operator shall have the right to use as much of the surface of the Property as is reasonably necessary for the purpose of exploring, drilling, producing, transporting and marketing oil and gas and their constituent elements from an Allocation Well.

(c) Surface comingling of production from any Allocation Well with production from any other well drilled or operated by Operator shall be permitted provided that Operator

measures on a monthly basis, by metering and/or strapping of tanks, the production from each Allocation Well prior to such comingling.

4. Agreement Limited to Allocation Wells. This Agreement shall apply only to those Allocation Wells drilled pursuant to this Agreement. This Agreement shall in no way affect ownership of or any party's rights in any Horizontal Well or other well existing or hereafter drilled on the Property by Operator which is located solely within a single Separate Tract within the Property. Production from any Allocation Well drilled pursuant to this Agreement shall not create any offset obligation, whether express or implied. Interest Owners acknowledge and agree that this Agreement is intended to and does in fact protect each Interest Owner's respective correlative rights in each Separate Tract, in the relative Allocation Well and as a result of such Allocation Well.

5. Plugging of Allocation Well. In the event any Allocation Well is plugged back or recompleted in a manner that such Allocation Well no longer constitutes a Horizontal Well, such well shall no longer be considered an Allocation Well and therefore shall not be subject to the terms of this Agreement.

6. Term. This Agreement is effective as of the Effective Date and shall remain in force and effect until production from the Property permanently ceases, unless sooner terminated by Operator as provided herein. Operator may terminate this Agreement at any time when no Allocation Well is producing or capable of producing in paying quantities. Termination of this Agreement shall be effective upon Operator's filing of a notice of termination in the real property records of the county in which the Property is located.

7. Change in Completed Lateral. In the event a Completed Lateral of any Allocation Well is reduced or increased, Operator shall revise each Interest Owner's Allocation accordingly and shall revise the as-drilled plat described in Section 2(c). Such revision of an Interest Owner's Allocation shall be effective at 7:00 AM on the day following the date that Operator completes the reduction or increase; however, payment associated with such Interest Owner's Allocation shall be reconciled upon the first day of the month following the month in which Operator completes the reduction or increase.

8. Pooled Unit. In the event any portion of a Completed Lateral traverses a Pooled Unit, the production or proceeds therefrom attributable to such portion of the Completed Lateral shall be allocated among the parties to the Pooled Unit in accordance with the agreement that created such Pooled Unit.

9. No Presumed Pool or Communitization. No pooling or communitization of any royalty, mineral or any other interest is intended by or shall result from the execution of this Agreement or from the drilling of any Allocation Well or production therefrom.

10. No Cross-Conveyance. No cross-conveyance of any royalty, mineral or any other interest in the Property or any Separate Tract is intended by or shall result from the execution of this Agreement or from the drilling of any Allocation Well or production therefrom.

11. Memorandum of Agreement. Upon request by Operator, each Interest Owner shall execute a memorandum of this Agreement which Operator may file in the real property records of the county in which the Property is located.

12. Captions and Interpretations. Paragraph titles or captions contained herein are inserted as a matter of convenience and for reference, and in no way define, limit, extend or

describe the scope of this Agreement or any provision hereof. No provision in this Agreement is to be interpreted for or against either party because that party or its legal representative drafted such provision.

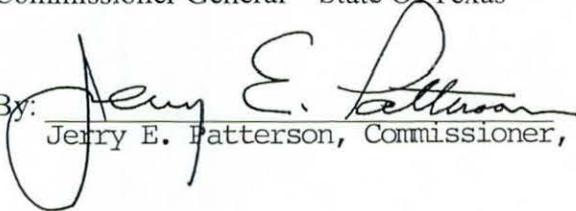
13. Severability. In the event that any condition or covenant herein contained is held to be invalid or void by any court of competent jurisdiction, the same shall be deemed severable from the remainder of this Agreement and shall in no way affect any other covenant or conditions herein contained. If such condition, covenant or other provision shall be deemed invalid due to its scope or breadth, such provision shall be deemed valid to the extent of the scope or breadth permitted by law.

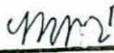
14. Counterparts and Inurement. This Agreement may be executed in multiple counterparts, each of which shall be an original, but all of which shall constitute one and the same instrument. Each counterpart shall be given the same effect as the execution of an original. Failure of any party hereto to execute a counterpart shall not render this Agreement ineffective as to any other party hereto who does execute a counterpart thereof, but shall be binding upon and inure to the benefit of each executing party and its, his or her heirs, legal representatives, successors and assigns. The executed counterparts may be combined into one or more instruments for recordation, by combining the signature pages and acknowledgements, and the executive parties agree that such instruments shall be treated and given effect for all purposes as a single instrument.

EXECUTED by each party on the date shown for each such party's signature, but effective for all purposes as of the Effective Date.

INTEREST OWNER:

Commissioner General – State Of Texas

By: 
Jerry E. Patterson, Commissioner, General Land Office

Approved Legal 
Contents 
Min. Leasing 
Executive 

OPERATOR:

LAREDO PETROLEUM, INC., a Delaware corporation

By: _____
Randall E. Blurton, Attorney-In-Fact

Exhibit "A"

GLASSCOCK COUNTY, TX

All of Sections 8, 9, 10 and 15, and the NE/2 of Section 16, all in Block 33, Township 4 South, T&P Ry. Co. Survey, Glasscock County, Texas

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EXHIBIT "A-1"

**METES AND BOUNDS DESCRIPTION OF
13.653 Acres in State Highway #158
Right-of-Way out of
Section 8 and 16, Block 33, T-4-S
T&P Ry. Co. Survey,
Glasscock County, Texas**

Tract No. 1:

Being a strip of land along the adjacent to the center line of State Highway No. 158, 1474.1 feet long and 120 feet wide, 60 feet each side of said center line from station 88/43.9 to station 103/18.

Said center line being described as follows, to wit:

Beginning at a point on the west line of said Survey 8, said point of beginning being station 88/ 43.9 and being N. 14 Deg. 45 Min. W., 655.5 feet from the southwest corner of said Survey 8.

Thence S.78 Deg. 37 Min. , 1474.1 feet to a point in the south line of said Survey 8, said point being station 103/18 and being N. 74 Deg. 59 Min. E., 1321 feet from the south west corner of said Survey 8.

Said strip of land containing 4.061 acres.

Tract No. 2:

Being a strip of land along and adjacent to the center line of said State Highway 158. 3482 feet long and 120 feet wide, 60 feet each side of the said center line from station 188/69 to station 223/51.

Said center line being described as follows, to wit:

Beginning at a point on the southwest line of the northeast one-half of said Survey 16, said point of beginning being station 189/69 and being N.59 Deg. 16 Min. W., 2159 feet from the southeast corner of said Survey 16.

Thence S. 78 Deg. 37 Min. E., at 1687 feet a point on the east line of said Survey 16 and west line of said Survey 15, said point being station 205/56 and being N. 14 Deg. 45 Min. W., 796 feet from said southeast corner of Survey 16 and southwest corner of said Survey 15, thence continuing same course 3482.0 feet in all to a point on the south line of said Survey 15, said point being station 223/51 and being N. 75 Deg. 04 Min. E., 1609 feet from said southwest corner of said Survey 15.

Said strip of land containing 9.592 acres

Tract No.	Acres
1	4.061
2	<u>9.592</u>
Total	13.653

EXHIBIT "A-2"

**METES AND BOUNDS DESCRIPTION OF
23.509 Acres in State Highway #158
Right-of-Way out of
Section 16 and 22, Block 33, T-4-S
T&P Ry. Co. Survey,
Glasscock County, Texas**

Tract No. 1 (See * below):

Being a strip of land along and adjacent to the center line of State Highway 158, 8551 feet long and 120 feet wide, 60 feet of each side of said center line from station 103/18 to station 188/69.

Said center line being described as follows, to wit:

Beginning at a point on the north line of Survey 17, said point of beginning being station 103/18 and being N. 74 Deg. 59 Min. E., 1321 feet from the northwest corner of said Survey 17, thence S. 78 Deg. 37 Min. E., at 4399.6 feet a point on the east line of said Survey 17 and west line of said Survey 16, said point being station 147/17.6 and being S.14 Deg. 45 Min. E., 1957 feet from the northeast corner of said Survey 17 and northwest corner of said Survey 16, thence continuing with same course 8551 feet in all to a point on the northeast line of the southwest one half of said Survey 16, said being station 188/69 and being N. 59 Deg. 16 Min. W., 2159 feet from the southeast corner of said Survey 16.

Said strip of land containing 23.556 acres (See * below).

Tract No. 2:

Being a strip of land along and adjacent to the center line of State Highway No. 158, 4114 feet long and 120 feet wide, 60 feet each side of said center line of station 223/51 to station 264/65.

Said center line being described as follows, to wit:

Beginning at a point on the north line of said Survey 22, said point being station 223/51 and being N. 75 Deg. 04 Min. E., 1609 feet from the northwest corner of said Survey 22.

Thence S. 78 Deg. 37 Min. E., 4114 feet to a point on the east line of said Survey 22, said point being station 264/65 and being S. 14 Deg. 26 Min. E. 1824 feet from the northeast corner of said Survey 22.

Said strip of land containing 11.333 acres

***SAVE & EXCEPT THAT PART OF TRACT 1 THAT INCLUDES THAT CERTAIN TRACT LOCATED IN SURVEY 17, AS MORE FULLY DESCRIBED ON EXHIBIT "B" ATTACHED HERETO AND MADE A PART HEREOF, said tract being also described in that certain Oil & Gas Lease dated December 5, 2006, by and between the General Land Office of the State of Texas, as Lessor and Henry Petroleum LP, as Lessee, and recorded in Volume 98, page 686, of the Official Public Records for Glasscock County, Texas.**

Exhibit "B"

Leases

- 1. Oil and Gas Lease dated April 7, 2009 by and between The Commissioner of the General Land Office of the State of Texas and Laredo Petroleum, Inc., recorded in Volume 130, Page 521, Official Public Records of Glasscock County, Texas.**

Exhibit "B"

Leases

1. Oil and Gas Lease dated July 14, 1977 by and between John B. Harvard, Et.Al. and Texon Petroleum Corporation, recorded in Volume 163, Page 648, Deed Records of Glasscock County, Texas.
2. Oil and Gas Lease dated July 7, 1977 by and between Mamie Pearl Currie and Texon Petroleum Corporation, recorded in Volume 163, Page 187, Deed Records of Glasscock County, Texas.

(18)

File No. M-110046
Production Allocation Agmt.
Date Filed: 11/12/14
By Jerry E. Patterson, Commissioner

TEXAS



GENERAL LAND OFFICE

JERRY PATTERSON, COMMISSIONER

November 12, 2014

Ms. Meredith McBee
Laredo Petroleum, Inc.
508 W. Wall Street, Suite 600
Midland, Texas 79701

Re: Production Sharing Agreement
Bearkat Units
Glasscock County, Texas

Dear Ms. McBee

Enclosed is an original of the referenced Production Sharing Agreement ("PSA") and Memorandum that has been executed by Jerry E. Patterson, Commissioner of the Texas General Land Office. We have retained a copy of the PSA for our files.

Please provide our office with a recorded copy of the memorandum and a fully executed copy of the PSA as soon as it is available. Additionally after a Sharing Well is drilled, please provide our office with the "interest owners Allocation" information and let us know what our participation in the well is going to be so we can get our lease records set up for the payment of royalties on the Sharing Well.

Thank you for your assistance with this matter, if you have any questions or need anything further, please feel free to call.

Sincerely,

J. Daryl Morgan, CPL
Energy Resources Division
(512) 305-9106

Enclosure

Stephen F. Austin Building • 1700 North Congress Avenue • Austin, Texas 78701-1495

Post Office Box 12873 • Austin, Texas 78711-2873

512-463-5001 • 800-998-4GLO

www.glo.state.tx.us

(19)

File No. M-110046
Ltr. to Lwdo

Date Filed: 11/12/14
Jerry E. Patterson, Commissioner

By [Signature]