

**OKLAHOMA CORPORATION COMMISSION
OIL & GAS CONSERVATION DIVISION
P.O. BOX 52000
OKLAHOMA CITY, OK 73152-2000
(Rule 165:10-3-1)**

API NUMBER: 137 27233

Approval Date: 05/27/2014
Expiration Date: 11/27/2014

Horizontal Hole Oil & Gas

PERMIT TO DRILL

WELL LOCATION: Sec: 04 Twp: 2N Rge: 4W County: STEPHENS
SPOT LOCATION: SW SE SE NW FEET FROM QUARTER: FROM NORTH FROM WEST
SECTION LINES: 2396 2081

Lease Name: MASHBURN Well No: 2H-33X Well will be 2081 feet from nearest unit or lease boundary.
Operator Name: NEWFIELD EXPLORATION MID-CON INC Telephone: 9188781290 OTC/OCC Number: 20944 0

NEWFIELD EXPLORATION MID-CON INC
1 WILLIAMS CTR STE 1900
TULSA, OK 74172-0162

ALAN D. CONNER
RT. 1 BOX 79
FOSTER OK 73434

Formation(s) (Permit Valid for Listed Formations Only):

	Name	Depth	Name	Depth
1	MISSISSIPPIAN	14125	6	
2	SYCAMORE	14307	7	
3	WOODFORD	14444	8	
4	HUNTON	14698	9	
5			10	

Spacing Orders: 596036 Location Exception Orders: 622210 Increased Density Orders: 622035
599339 622211 622036
622480

Pending CD Numbers: Special Orders:
Total Depth: 22750 Ground Elevation: 1094 **Surface Casing: 1500** Depth to base of Treatable Water-Bearing FM: 380

Under Federal Jurisdiction: No Fresh Water Supply Well Drilled: No Surface Water used to Drill: Yes

PIT 1 INFORMATION

Type of Pit System: CLOSED Closed System Means Steel Pits

Type of Mud System: WATER BASED

Chlorides Max: 5000 Average: 3000

Is depth to top of ground water greater than 10ft below base of pit? Y

Within 1 mile of municipal water well? N

Wellhead Protection Area? N

Pit is located in a Hydrologically Sensitive Area.

Category of Pit: C

Liner not required for Category: C

Pit Location is BED AQUIFER

Pit Location Formation: DUNCAN

Approved Method for disposal of Drilling Fluids:

D. One time land application -- (REQUIRES PERMIT) PERMIT NO: 14-27269
H. SEE MEMO

This permit does not address the right of entry or settlement of surface damages.
The duration of this permit is SIX MONTHS, except as otherwise provided by Rule 165: 10-3-1.
Rule 165: 10-3-4 (c) (7) (e) - The Operator shall give 24 Hours notice by telephone to the appropriate District Office of the Conservation Division as to when Surface Casing will be run.

PIT 2 INFORMATION

Type of Pit System: CLOSED Closed System Means Steel Pits

Type of Mud System: OIL BASED

Chlorides Max: 300000 Average: 150000

Is depth to top of ground water greater than 10ft below base of pit? Y

Within 1 mile of municipal water well? N

Wellhead Protection Area? N

Pit is located in a Hydrologically Sensitive Area.

Category of Pit: C

Liner not required for Category: C

Pit Location is BED AQUIFER

Pit Location Formation: DUNCAN

HORIZONTAL HOLE 1

Sec 33 Twp 3N Rge 4W County GARVIN

Spot Location of End Point: NW NW NE NW

Feet From: NORTH 1/4 Section Line: 50

Feet From: WEST 1/4 Section Line: 1508

Depth of Deviation: 14405

Radius of Turn: 740

Direction: 180

Total Length: 7730

Measured Total Depth: 22750

True Vertical Depth: 14698

End Point Location from Lease,
Unit, or Property Line: 50

Notes:

Category	Description
DEEP SURFACE CASING	5/20/2014 - G71 - APPROVED CONTINGENT ON NOTIFYING OCC FIELD STAFF IMMEDIATELY OF ANY LOSS OF CIRCULATION OR FAILURE TO CIRCULATE CEMENT TO SURFACE ON ANY CONDUCTOR OR SURFACE CASING
INCREASED DENSITY - 622036	5/27/2014 - G72 - 33-3N-4W X 599339 WDFD; 5 WELLS; NEWFIELD EXPLORATION MID-CONTINENT INC. 2/26/2014
LOCATION EXCEPTION - 622035	5/27/2014 - G72 - 4-03N-04W X 596036 WDFD; 5 WELLS; NEWFIELD EXPLORATION MID-CONTINENT INC. 2/26/2014
LOCATION EXCEPTION - 622210	5/27/2014 - G72 - 4-2N-4W (I.O.) X 596036 MSSP, WDFD, HNTN; SHL NCT 2296 FNL NCT 2000 FWL; COMP INT. NCT 0 FNL NCT 1320 FNL NCT 1320 FWL; NEWFIELD EXPLORATION MID-CONTINENT INC.; 3/4/2014
LOCATION EXCEPTION - 622211	5/27/2014 - G72 - 33-3N-4W (I.O.) X 599339 SCMR, WDFD, HNTN; SHL NCT 2296 FNL NCT 2000 FWL SEC 4; COMP INT. NCT 0 FSL NCT 165 FNL NCT 1320 FWL; NEWFIELD EXPLORATION MID-CONTINENT INC.; 3/4/2014

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Rule 165: 10-3-4 (c) (7) (e) - The Operator shall give 24 Hours notice by telephone to the appropriate District Office of the Conservation Division as to when Surface Casing will be run.

Category	Description
MEMO	5/20/2014 - G71 - PITS 1 & 2 - CLOSED SYSTEM=STEEL PITS PER OPERATOR REQUEST, WBM & OBM CUTTINGS CAPTURED IN CONCRETE-LINED PIT, SOLIDIFIED, AND BURIED ON SITE; PIT 2 - OBM TO VENDOR
MULTIUNIT - 622480	5/27/2014 - G72 - 4-2N-4W & 33-03N-04W (I.O.) SEC 4 20%/SEC 33 80%; WDFD SHALE RES(MSSP, SCMR, HNTN ASSO CSS) X 596036 MSSP, WDFD, HNTN; X 599339 SCMR, WDFD, HNTN; NEWFIELD EXPLORATION MID-CONTINENT INC. 3/11/2014
SPACING - 596036	5/23/2014 - G72 - (640) 4-2N-4W EXT 582660 WDFD, HNTN, OTHERS; VAC OTHERS; EXT OTHERS; EST MSSP;
SPACING - 599339	5/23/2014 - G72 - (640) 33-3N-4W EXT 582660 SCMR, WDFD, HNTN, OTHERS;

This permit does not address the right of entry or settlement of surface damages.
The duration of this permit is SIX MONTHS, except as otherwise provided by Rule 165: 10-3-1.
Rule 165: 10-3-4 (c) (7) (e) - The Operator shall give 24 Hours notice by telephone to the appropriate District Office of the Conservation Division as to when Surface Casing will be run.



Newfield Exploration Mid-Continent, Inc.
One Williams Center; Suite 1900
Tulsa, OK 741729
918-582-2690
Fax: 918-732-1787

May 15, 2014

API 137-27233

Oklahoma Corporation Commission
Oil & Gas Conservation Division
P.O. Box 52000-2000
Oklahoma City, Oklahoma 73152-2000

ATTN: Manager of the Technical Services Department

RE: Liner Variance Request
Mashburn 2H-33X
Sec 04-02N-04W, Stephens County

Dear Sir:

We are requesting a variance to the liner requirements for the burial of oil-based cuttings (OBC) as stated in rules of the Oklahoma Corporation Commission (OCC). We intend to bury the OBC from the above mentioned well using Scott Environmental Services Inc.'s (SESI) stabilization and solidification process, DuroSM. Specifically, the request for a variance is because the chosen process cannot be practically carried out under current Oklahoma rules due to the rules stating that OBC burial requires a geomembrane liner but the rules do not allow stirring within geomembrane lined pits.

In a letter dated November 15, 2010, Mr. Tim Baker confirmed that use of a DuroSM process had met the requirements of the Commission. It is requested that a variance be approved for this well site, provided that the following conditions are met:

1. A soil liner may be used instead of a geomembrane liner if the unconfined compressive strength (UCS) of the DuroSM material is at least 70 pounds per square inch (psi), or
2. No liner is required if the DuroSM material meets all of the following conditions:
 - a. A permeability of not more than 1×10^{-6} cm/sec;
 - b. A UCS of at least 35 psi; and
 - c. Concentrations in a leachate of the DuroSM material according to EPA's SPLP procedure do not exceed the following values for the constituents named:
 - i. Total Petroleum Hydrocarbons, 100 mg/l;
 - ii. pH, 12.49 SU, plus a lower limit no less than 6;
 - iii. Arsenic, 5.00 mg/l;
 - iv. Barium, 100 mg/l;
 - v. Cadmium, 1.00 mg/l;
 - vi. Chromium, 5.00 mg/l;
 - vii. Lead, 5.00 mg/l;
 - viii. Mercury, 0.20 mg/l;

- ix. Selenium, 1.00 mg/l;
- x. Silver, 5.00 mg/l;
- xi. Zinc, 5.00 mg/l; and
- xii. Benzene, 0.5 mg/l.

The permeability value specified in item 2(a) is the same as that required for a standard soil liner, so that in effect the DuroSM processed material becomes its own liner but is even more effective, because the low permeability extends throughout the bulk of the DuroSM material.

Conformance with the specified criteria is determined on laboratory samples made with a representative sample of the waste to be subjected to the DuroSM process. The results of the testing will be provided to the Pollution Abatement Department of the OCC.

Your prompt attention to this matter is appreciated.

Sincerely,

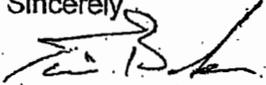


Daniele Burris
Sr. Regulatory Specialist

cc: WF
Geoffrey Nielsen

If you have any questions concerning the foregoing, please contact me at (405) 522-2763.

Sincerely,



Tim Baker
Manager, Pollution Abatement Department
Oklahoma Corporation Commission

Cc: Lori Wrotenbery, Ron Dunkin, Wayne Wright, Grant Ellis, Tony Cupp, Terry Grooms,
Gayland Darity, Sally Shipley, Keith Thomas, Susan Conrad, Jim Hamilton, Connie Moore

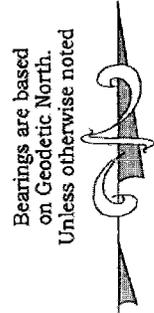
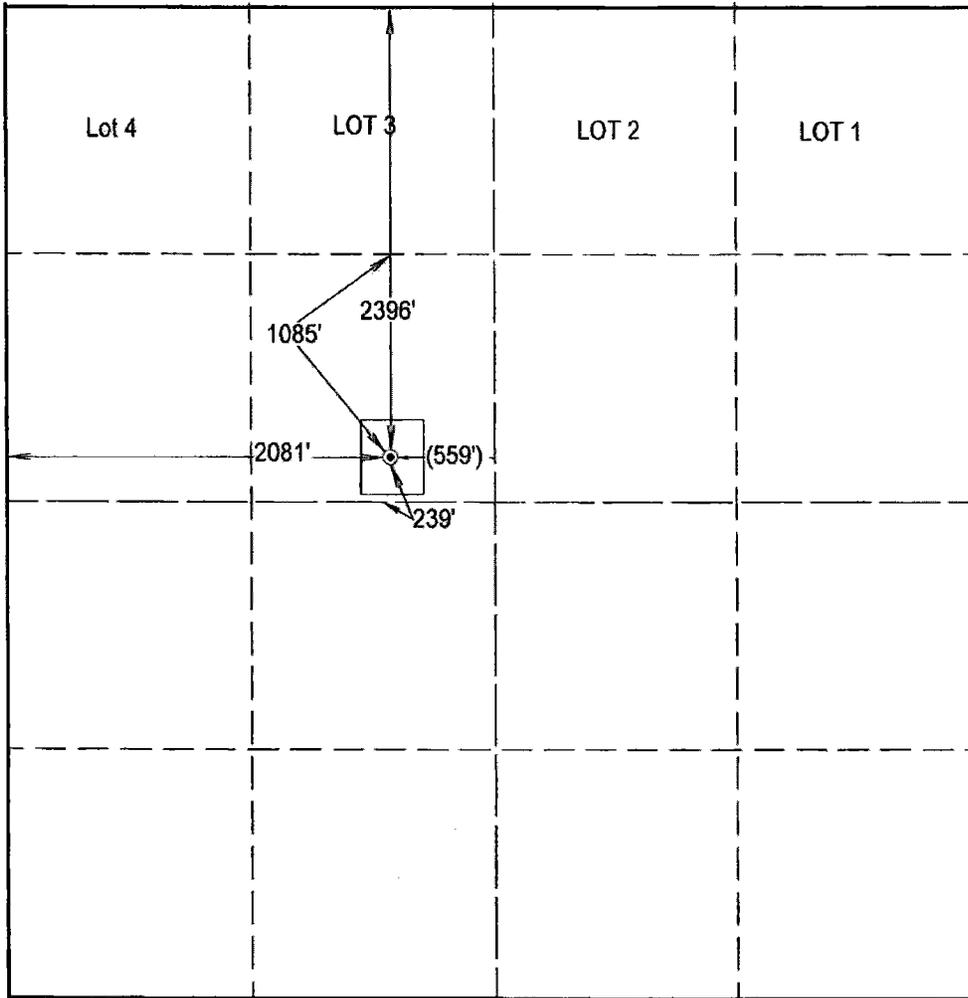
API 137-27233

Well Location Plat

M & M Land Surveying, Inc.

520 "E" Street NW. Ardmore, OK. 73401
Office 580-226-0446 Mobile 580-221-4999 Fax 580-226-7158

Company Name: Newfield Exploration Mid-Continent, Inc. Lease Name: Mashburn 2H-33x
Section 4 Township 2 North Range 4 West County Stephens Oklahoma
Surface Location 2396' FNL - 2081' FWL Elevation 1094' Good Location? Yes
Topography Location fell in a pasture.



Scale: 1" = 1000'
Invoice #13410
Date 12/23/2013
Elevations of Proposed Pad Corners
NW/C - 1090'
NE/C - 1116'
SE/C - 1100'
SW/C - 1086'

Coordinates were derived from GPS RTK methods and are only accurate within ±10 feet

Location GPS NAD 27 Oklahoma South
Surface Location
Latitude: 34.67470°
Longitude: 97.62595°
Y= 488,345'
X= 2,112,464'

Location NAD 83
Surface Location
Latitude: 34.67477°
Longitude: 97.62626°

Best Accessibility to Location
From the West

Distance & Direction From From the Garvin & Stephens County Line on SH. #76, go 2.0 miles West on County Road to the Northwest Corner of Section 4.
Highway or Town _____

CERTIFICATE:

I, D. Harry McClintick, a Registered Land Surveyor in the state of Oklahoma, do hereby certify that the above described Well Location was surveyed and staked on the ground as shown.

D. Harry McClintick 3/31/14
D. Harry McClintick, R.P.L.S. # 1367, CA # 3093

This location has been staked according to the best official survey records available to us, but its accuracy is not guaranteed. Please review this plat and notify us immediately of any discrepancy.

The distances shown in parenthesis () are calculated distances based on the quarter section being 2640' and have not been measured.

