

**STATE OF NEW MEXICO
DEPARTMENT OF ENERGY, MINERALS AND NATURAL RESOURCES
OIL CONSERVATION DIVISION**

**IN THE MATTER OF THE APPLICATION OF
APPROACH OPERATING LLC FOR
DESIGNATION OF A NON-STANDARD
SPACING AND PRORATION UNIT,
RIO ARRIBA COUNTY, NEW MEXICO.**

CASE NO. 14522

AFFIDAVIT OF THEODORE OLDHAM

THEODORE OLDHAM, being duly sworn, state:

1. I am a Senior Geologist for Approach Resources Inc. and Approach Operating, LLC in the Company's Fort Worth, Texas, office. I am familiar with the geologic interpretation of the Company's Rio Arriba County, New Mexico properties. I am familiar with the lands and the subject matter of this application and have direct knowledge of the matters set forth herein.

2. Approach Operating, LLC seeks approval of a 31.7± acre non-standard spacing and proration unit to be dedicated to the Avella Sultemeier Well No. 2, comprised of that acreage located generally in the NW/SW of projected Section 21 as indicated on the attached survey plat (Exhibit A). Approach owns the oil and gas lease on these lands and has the right to drill there.

3. The Avella Sultemeier Well No. 2 will encounter the Mancos and other potential reservoir formations as indicated on the attached Structure Map (Exhibit B), Isopach Map (Exhibit C) and Type Log (Exhibit D) attached as exhibits to this affidavit. The unit is anticipated to be prospective for oil production from the Mancos formation as well as other encountered formations.

4. The Exhibits attached hereto were prepared or compiled by me or at my direction and control.

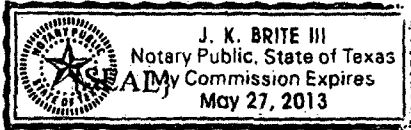


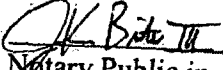
THEODORE OLDHAM

EXHIBIT 2

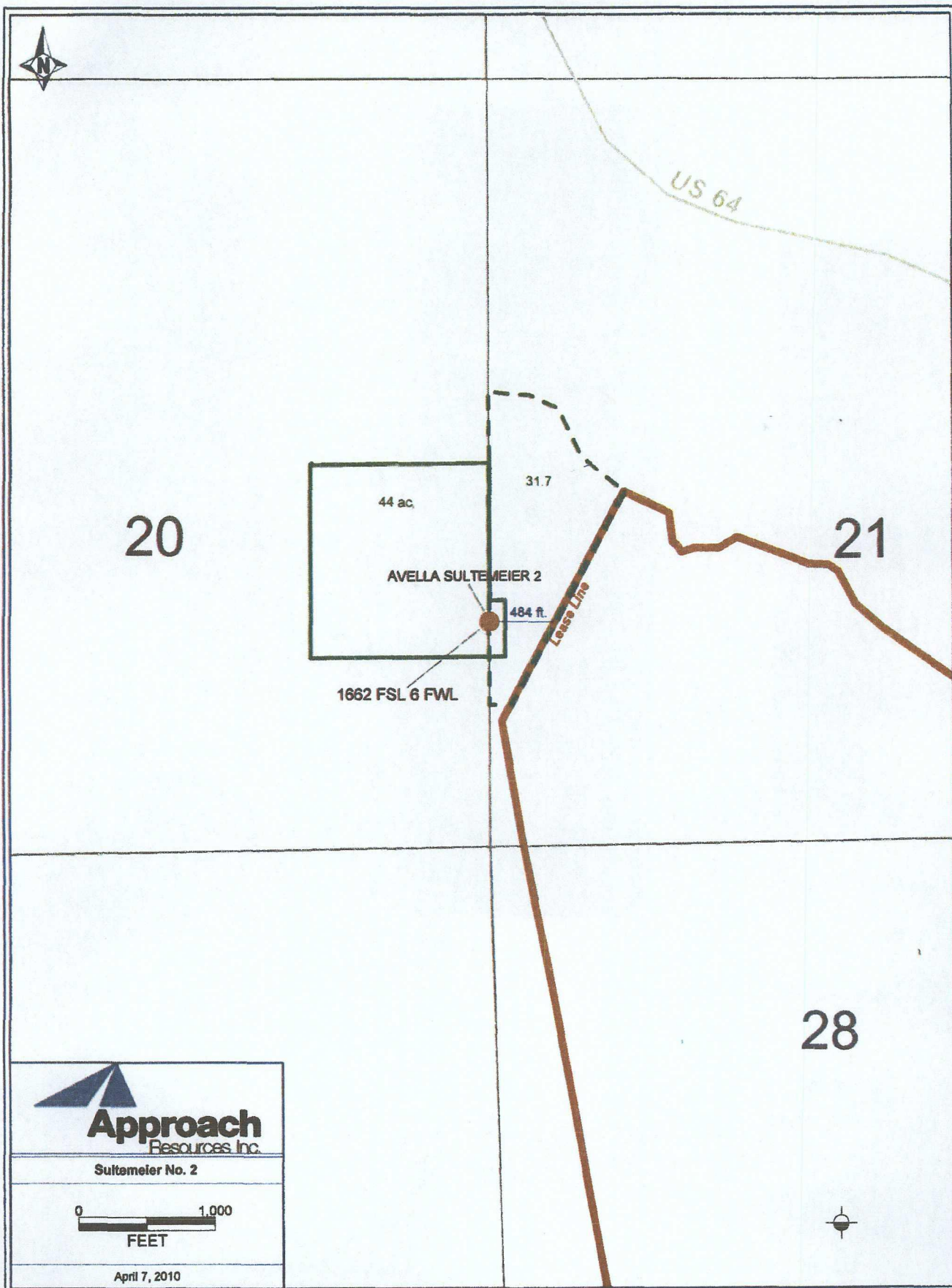
State of Texas)
) ss.
County of Tarrant)


The foregoing instrument was acknowledged before me the 26th day of April, 2011 by Theodore Oldham.





Notary Public in and for the State of Texas




Approach
Resources Inc.
Sultemeier No. 2

0 1,000
FEET

April 7, 2010

PETRA 4/7/2010 3:23:00 PM

EXHIBIT A

Exhibit B

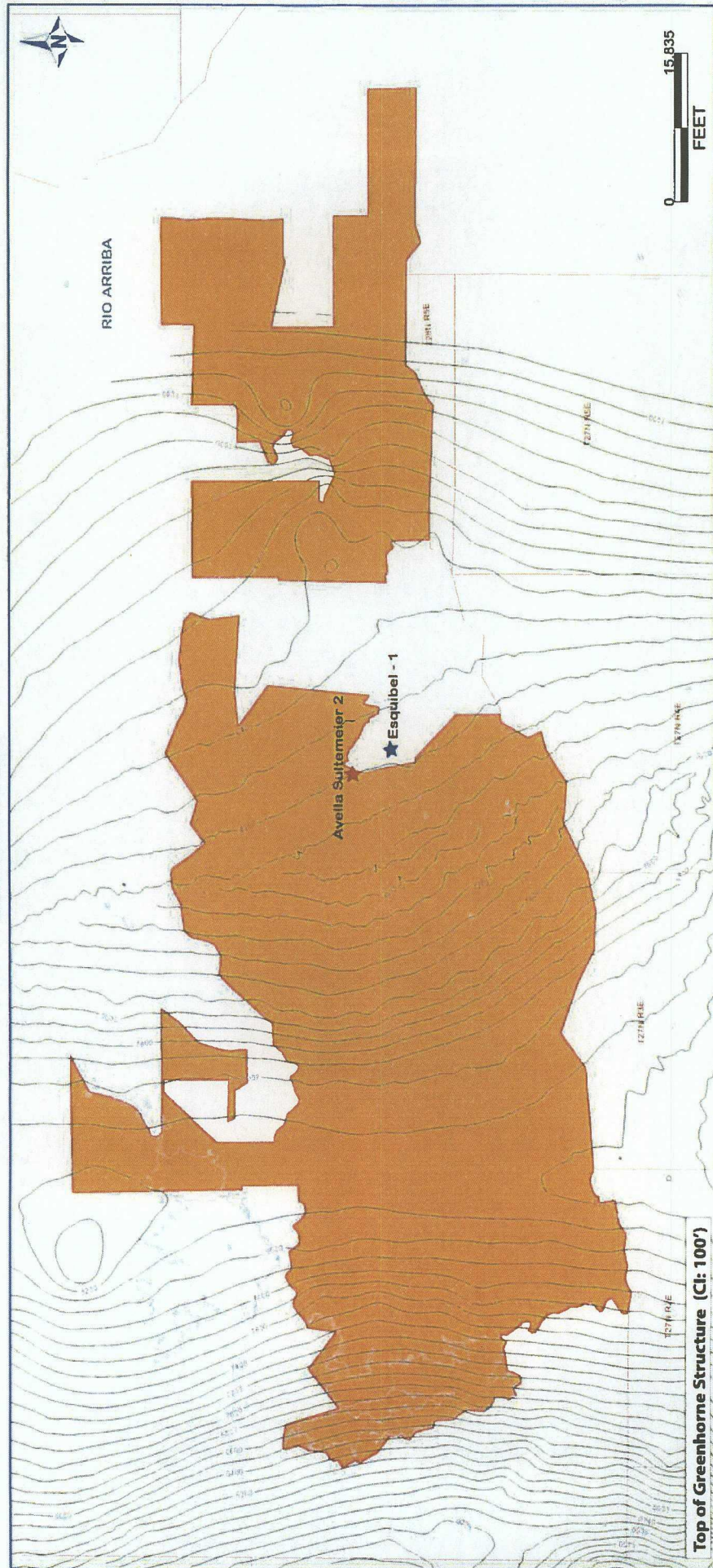


EXHIBIT B

Exhibit C

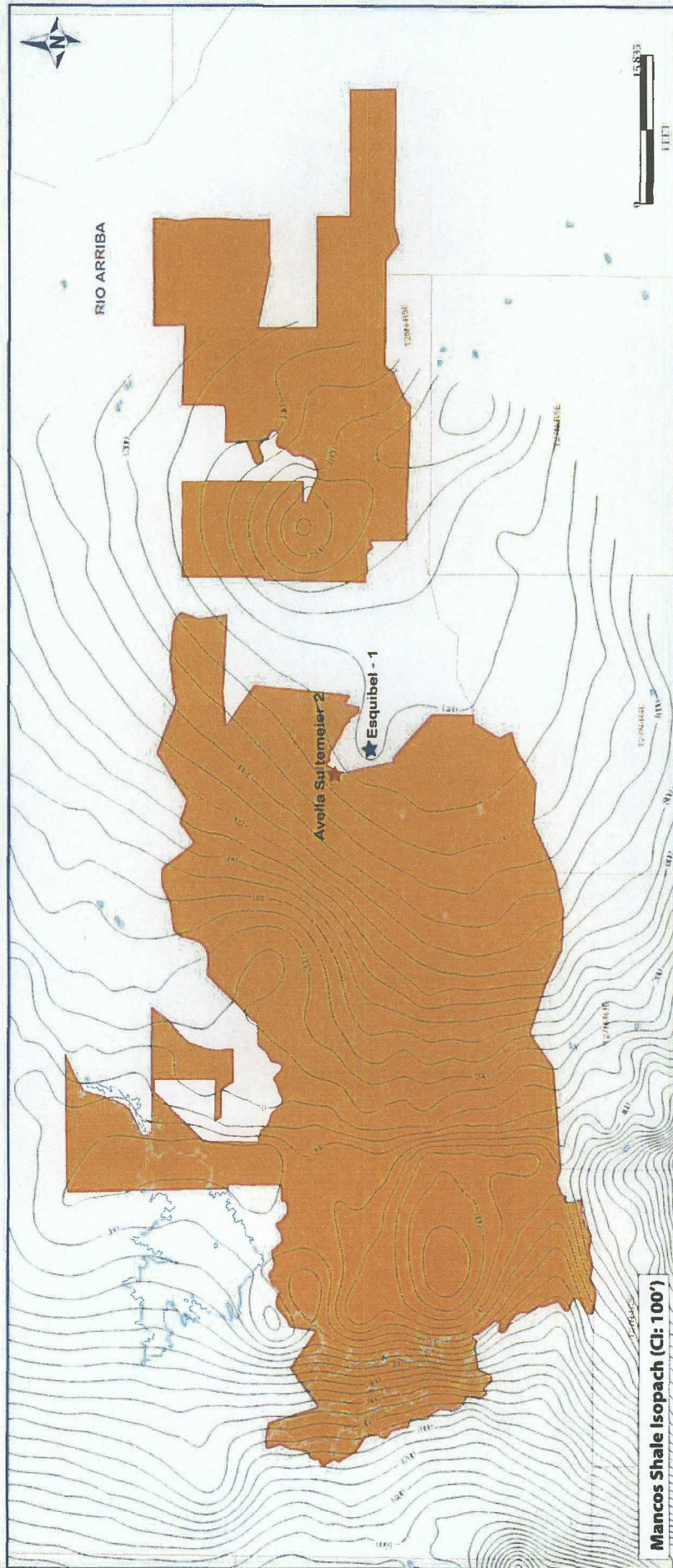


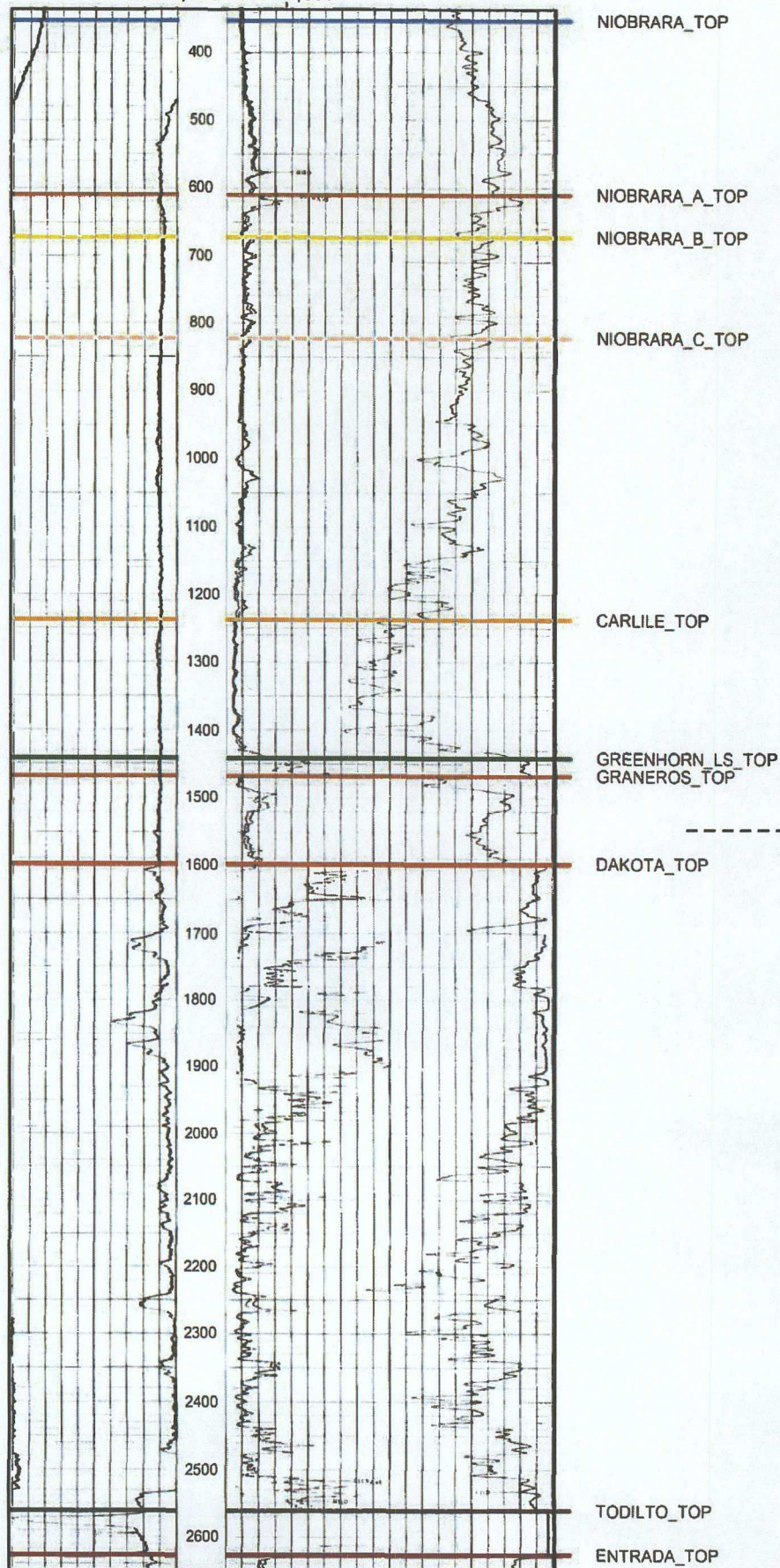
EXHIBIT C

Exhibit D

TYPE LOG: COQUINA OIL CORP

Esquibel - 1

TD: 2,676' KB: 7,659'



MANCOS

EXHIBIT D