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GAS CAPTURE PLAN

JUL 29 2016

Operator & OGRID No.: Yates Petroleum Corporation 025575

Date: 7/26/2016

☐ Amended Reason for Amendment:

x Original

This Gas Capture Plan outlines actions to be taken by the Operator to reduce well/production facility flaring/venting for new completion (new drill, recomplete to new zone, re-frac) activity.

Note: A C-129 must be submitted and approved prior to exceeding 60 days allowed by Rule 19.15.18.12.A

Well(s)/Production Facility - Name of facility

The well(s) that will be located at the production facility are shown in the table below.

Well Name	API	Well Location (ULSTR)	Footages	Expected MCF/D	Flared or Vented	Comments
Gazelle AHG Federal Com #3H	Pending	Sec. 16, T20S- R29E	1610' FSL & 400' FEL	200 mcf/d		
30-015-43	865					

Gathering System and Pipeline Notification

Well(s) will be connected to a production facility after flowback operations are complete, if gas transporter system is in place. The gas produced from production facility is likely to be dedicated to DCP Midstream and will likely be connected to DCP Midstream's low/high pressure gathering system located in Eddy County, New Mexico. It will require minimal amount of pipeline to connect the facility to low/high pressure gathering system. Yates Petroleum Corporation provides (periodically) to DCP Midstream a drilling, completion and estimated first production date for wells that are scheduled to be drilled in the foreseeable future. In addition, Yates Petroleum Corporation and DCP Midstream have periodic conference calls to discuss changes to drilling and completion schedules. Gas from these wells will likely be processed at DCP Midstream's Zia Processing Plant located in Sec. 19, TWN 19S, RNG 32E, Lea. County, New Mexico. The actual flow of the gas will be based on compression operating parameters and gathering system pressures.

Flowback Strategy

After the fracture treatment/completion operations, well(s) will be produced to temporary production tanks and gas will be flared or vented. During flowback, the fluids and sand content will be monitored. When the produced fluids contain minimal sand, the wells will be turned to production facilities. Gas sales should start as soon as the wells start flowing through the production facilities, unless there are operational issues on Gas Transporter system at that time. Based on current information, it is Operator's belief the system can take this gas upon completion of the well(s).

Safety requirements during cleanout operations from the use of underbalanced air cleanout systems may necessitate that sand and non-pipeline quality gas be vented and/or flared rather than sold on a temporary basis.

Alternatives to Reduce Flaring

Below are alternatives considered from a conceptual standpoint to reduce the amount of gas flared.

- Power Generation On lease
 - o Only a portion of gas is consumed operating the generator, remainder of gas will be flared
- Compressed Natural Gas On lease
 - o Gas flared would be minimal, but might be uneconomical to operate when gas volume declines
- NGL Removal On lease
 - Plants are expensive, residue gas is still flared, and uneconomical to operate when gas volume declines