

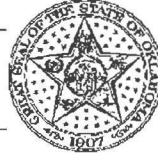
OKLAHOMA

Corporation Commission

P.O. BOX 52000
OKLAHOMA CITY OKLAHOMA 73152-2000

255 Jim Thorpe Building
Telephone: (405)521-2302
FAX: (405)521-3099

OIL & GAS CONSERVATION DIVISION



Lori Wrotenbery, Director

Tuesday, May 28, 2013

Multiple Well Transfer Request: 1073/1073I Forms

From: Phoenix Petrocorp, Inc. #19499-0

To: Scout Energy Management, L.L.C. #23138-0

All wells on the submitted list were approved with the following exceptions:

Lined through wells on the list were not transferred:

#35 wells were transferred

Instructions

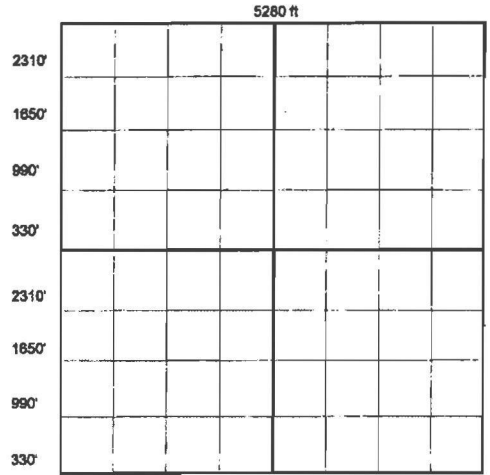
- A. Please type or print using black ink.
- B. Form must be signed by former operator and new operator.
- C. Outline boundaries of lease and spot well being transferred.
- D. Attach 1002A for well.
- E. Direct questions to Well Records (405) 521-2275.

OKLAHOMA CORPORATION COMMISSION
 Oil & Gas Conservation Division
 Post Office Box 52000
 Oklahoma City, OK 73152-2000
 Transfer of Operator
 OAC 165:10-1-15

12-26-12

Form 1073
 Rev. 2009

API No	See Attached Sheet	OTC Prod. Unit No.	
Location	1/4 1/4 1/4 1/4	Sec.	Twp 6 Rge. 11ECM
Ft FSL of Qtr Sec	Ft FWL of Qtr Sec	County Texas	
Current Well Name/Number	Northwest Flats Unit -- See Attached Sheet		
Original Well Name/Number	Northwest Flats Unit -- See Attached Sheet		
Unit Name (if applicable)	Northwest Flats Unit		



Well Class: OIL GAS DRY

Producing formation(s) Morrow

The effective date of transfer of this well, for the purposes of Commission records, is the date that the transfer is approved by the Commission.

CURRENT OPERATOR 19499-D OCC No. 19949

Name Phoenix PetroCorp, Inc.
 Address 6401 S Custer Rd. Ste. 130
 City McKinney State TX Zip 75070
 Phone No. 469.452.6031 FAX No./E-mail 469.452.6046

I verify that I am the legal operator of record with authority to transfer operatorship of this well.
[Signature]
 Signature TERRY FULLER - PRESIDENT
 Name & Title (Typed or Printed)

Signed and sworn to before me this 14th day of DECEMBER, 2012.

[Signature]
 AMBER WILLIAMS
 Notary Public, State of Texas
 My Commission Expires December 15, 2015
 My commission expires: 12/15/15

NEW OPERATOR OCC No. 23138

Name Scout Energy Management LLC
 Address 14400 Midway Rd
 City Dallas State TX Zip 75244
 Phone No. 972-277-1373 FAX No./E-mail 214-540-8473

I verify that I am the legal operator of record with authority to transfer operatorship of this well.
[Signature]
 Signature Jon Piot - Managing Director
 Name & Title (Typed or Printed)

Signed and sworn to before me this 14th day of DECEMBER, 2012.

[Signature]
 AMBER WILLIAMS
 Notary Public, State of Texas
 My Commission Expires December 15, 2015
 My commission expires: _____

I verify under oath that I have exercised due diligence in attempting to locate the current operator of record according to OCC records, who has abandoned the above well/lease and cannot be located to obtain signature. I have attached a copy of the certified recorded assignment of lease.

* APPROVED COPY AVAILABLE ON OCC WEBSITE. *

Signed and sworn to before me this _____ day of _____, _____
 Signature _____
 Notary Public _____
 My commission expires: _____
FOR OCC USE ONLY MAY 28 2013
 Surety Dept. Approved Rejected Date _____ Well Records Dept. Approved Rejected Date MAY 28 2013
WELL RECORDS APPROVED

NOTE: By processing this Form 1073, the Oklahoma Corporation Commission has approved the contents thereof as to form only. Oklahoma Corporation Commission does not warrant that the facts provided by the operator are true. Form is not approved until approved by Well Records.

API#	Oper#	Well Name	Well #	Type	Status	Legal Loc	Qtr	Qtr	Qtr	Qtr
137-22564	19499	NDPSU	#15-7	OIL	TM	12-01N-05W	SW	SW	NE	NW
137-22903	19499	NDPSU	16-4	OIL	TM	12-01N-05W	N2	SW	NW	NW
137-22904	19499	N.D.P.S.U.	6-6	INJ	AC	02-01N-05W	SW4	SW4	SE4	SW4
137-22905	19499	NDPSU	WSW-4	WSW	AC	02-01N-05W		SW4	SE4	SW4
137-22913	19499	N.D.P.S.U.	16-5	OIL	AC	12-01N-05W	NW4	SE4	NW4	NW4
137-23255	19499	NDPSU-WSW	6	WSW	AC	12-01N-05W		SW4	NW4	NW4
137-23326	19499	NDPSU-WSW	5	WSW	AC	12-01N-05W		SW4	NE4	NW4
137-24752	19499	PRAIRIEDALE UNIT	40	WSW	AC	27-01N-05W	NE	SE	SE	SW
137-24754	19499	PRAIRIEDALE UNIT	5	2R	AC	27-01N-05W	SW4	NE4	NW4	SE4
137-24755	19499	PRAIRIEDALE UNIT	7	2R	AC	27-01N-05W	S2	SW4	NE4	SE4
137-24756	19499	PRAIRIEDALE UNIT	18	DRY	TM	34-01N-05W	SW4	NE4	NW4	NE4
137-24757	19499	PRAIRIEDALE UNIT	8	OIL	AC	27-01N-05W	SW4	SE4	NW4	SE4
137-24758	19499	PRAIRIEDALE UNIT	14	OIL	AC	27-01N-05W	SW4	SE4	SW4	SE4
137-25043	19499	PRAIRIEDALE UNIT	43	OIL	AC	27-01N-05W		E2	SE	SW
137-25368	19499	PRAIRIE DALE UNIT	44	INJ	AC	27-01N-05W	S2	SW4	SW4	NE4
137-30758	19499	N.D.P.S.U.(HARRELL)	11-1	OIL	AC	03-01N-05W		CNE4	NE4	SW4
137-40491	19499	N.D.P.S.U.(PAYNE"")	7-4	GAS	AC	02-01N-05W		NE4	NW4	SW4
139-20877	19499	NORTHWEST FLATS TR(ELWELL #2) ✓	13-2	OIL	TM OK	24-06N-11ECM			CSW4	NE4
139-20885	19499	N.W. FLATS (HOOPINGARNER #1)	14-1		AC	24-06N-11ECM		NW4	NW4	SE4
139-21880	19499	NORTHWEST FLATS TR.	9-6	OIL	AC	13-06N-11ECM				CS2
139-21927	19499	NORTHWEST FLATS UNIT	9-8	OIL	AC	13-06N-11ECM		CW2	W2	E2
139-22010	19499	NORTHWEST FLATS TR.	9-7	OIL	AC	13-06N-11ECM		NE4	NE4	NE4
139-22099	19499	NW FLATS	9-9	2R	AC	13-06N-11ECM	W2	W2	W2	SE
139-22100	19499	NORTHWEST FLATS UNIT	13-3	OIL	AC	24-06N-11ECM			CNE4	NE4
139-22220	19499	NORTHWEST FLATS UNIT	9-10	INJ	AC	13-06N-11E	NE	NW	SW	SW
139-22248	19499	NORTH WEST FLATS	8-7	OIL	AC	13-06N-11ECM			NW4	SW4
139-22316	19499	NORTHWEST FLATS TR.	9-11	OIL	AC	13-06N-11E		CSW4	SE4	SE4
139-22332	19499	NORTHWEST FLATS UNIT	9-12	INJ	AC	13-06N-11ECM				CE2
139-22413	19499	NORTHWEST FLATS UNIT	8-9	OIL	TM	13-06N-11ECM				CW2
139-22429	19499	NW FLATS UNIT	13-4	OIL	AC	24-06N-11ECM				CNE4
139-22455	19499	N.W. FLATS UNIT	9-13	OIL	AC	13-06N-11ECM	S2	N2	SW4	NE4
139-22462	19499	NORTHWEST FLATS UNIT	8-10-A	OIL	AC	13-06N-11ECM	NE4	SW4	SW4	NW4
139-24443	19499	NW FLATS UNIT	7-5		AC	14-06N-11ECM	E2	E2	E2	E2
139-24444	19499	NW FLATS UNIT	8-11	OIL	AC	13-06N-11E	NW	NE	SW	SW
139-24502	19499	NORTHWEST FLATS	9-14	2D	AC	13-06N-11E	C	E2	E2	NE
139-24503	19499	NORTHWEST FLATS	9-15	2D	AC	13-06N-11E	C	E2	E2	E2

API#	Oper#	Well Name	Well #	Type	Status	Legal Loc	Qtr	Qtr	Qtr	Qtr
139-24504	19499	NORTHWEST FLATS	9-16	2D	AC	13-06N-11E	C	E2	E2	SE
X 139-24510	19499	NORTHWEST FLATS UNIT	7-5		AC	14-06N-11E	E2	E2	E2	NE
X 139-24511	19499	NORTHWEST FLATS UNIT	11-4		AC	14-06N-11E	S2	S2	S2	NE
X 139-24523	19499	NORTHWEST FLATS UNIT	7-7		AC	14-06N-11E	SW	SW	NE	NE
X 139-24524	19499	NORTHWEST FLATS UNIT	7-8		AC	14-06N-11E	NE	NE	NE	NE
X 139-24525	19499	NORTHWEST FLATS UNIT	11-5		AC	14-06N-11E	SE	NW	NW	SE
X 139-24526	19499	NORTHWEST FLATS UNIT	7-6		AC	14-06N-11E	SE	NW	SW	NE
X 139-24530	19499	NORTHWEST FLATS UNIT	7-10		AC	14-06N-11E	NE	NE	NW	NE
X 139-24531	19499	NORTHWEST FLATS UNIT	7-9		AC	14-06N-11E	SW	SW	NW	NE
X 139-30062	19499	NORTHWEST FLATS (HEATLEY A1)	12-11		AC	24-06N-11ECM			CNE4	NW4
X 139-30170	19499	NORTHWEST FLATS TR(ELWELL #1)	13-1	OIL	TM OK	24-06N-11ECM			CNW4	NE4
X 139-30258	19499	NORTHWEST FLATS (WILLIAMS#6)	8-6		AC	13-06N-11ECM			CSE4	SW4
X 139-35697	19499	NORTHWEST FLATS TR(SWANSON #1)	7-1	OIL	TM OK	14-06N-11ECM			CNE4	NE4
X 139-35698	19499	NORTHWEST FLATS TR(SWANSON #2)	7-2	OIL	TM OK	14-06N-11ECM			CNW4	NE4
X 139-35700	19499	NORTHWEST FLATS (SWANSON # 4)	7-4	OIL	TM OK	14-06N-11ECM			CSE4	NE4
X 139-35749	19499	NORTHWEST FLATS (BUCK A #1)	9-1		AC	13-06N-11ECM			NW4	SE4
X 139-35751	19499	NORTHWEST FLATS (BUCK A #2)	9-2		AC	13-06N-11ECM			CSW4	NE4
139-35753	19499	NORTHWEST FLATS	9-3	2R	AC	13-06N-11E	SE	SW	C	
X 139-35755	19499	NORTHWEST FLATS (BUCK A#4)	9-4	OIL	AC	13-06N-11ECM			CNW4	NE4
X 139-35774	19499	NORTHWEST FLATS (WILLIAMS#2)	8-2	OIL	AC	13-06N-11ECM			SE4	NW4
X 139-35775	19499	NORTHWEST FLATS (WILLIAMS#3)	8-3	OIL	AC	13-06N-11ECM			CNE4	NW4
X 139-35776	19499	WILLIAMS	4	OIL	TM OK	13-06N-11ECM			CNW4	NW4
X 139-35777	19499	NORTHWEST FLATS (WILLIAMS #5)	8-5		AC	13-06N-11ECM			CSW4	NW4

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3/25/14
W/S