

Diamondback Energy, Inc.
Form 10-Q
November 07, 2018

UNITED STATES
SECURITIES AND EXCHANGE COMMISSION
Washington, D.C. 20549

FORM 10-Q

✓ QUARTERLY REPORT UNDER SECTION 13 OR 15(d) OF THE SECURITIES EXCHANGE ACT OF 1934
FOR THE QUARTERLY PERIOD ENDED September 30, 2018
OR
○ TRANSITION REPORT UNDER SECTION 13 OR 15(d) OF SECURITIES EXCHANGE ACT OF 1934
Commission File Number 001-35700

Diamondback Energy, Inc.
(Exact Name of Registrant As Specified in Its Charter)

Delaware 45-4502447
(State or Other Jurisdiction of (IRS Employer
Incorporation or Organization) Identification Number)

500 West Texas, Suite 1200 79701
Midland, Texas (Address of Principal Executive Offices) (Zip Code)
(432) 221-7400
(Registrant Telephone Number, Including Area Code)

Indicate by check mark whether the registrant: (1) has filed all reports required to be filed by Section 13 or 15(d) of the Securities Exchange Act of 1934 during the past 12 months (or for such shorter period that the registrant was required to file such reports), and (2) has been subject to such filing requirements for the past 90 days. Yes No

Indicate by check mark whether the registrant has submitted electronically every Interactive Data File required to be submitted pursuant to Rule 405 of Regulation S-T during the preceding 12 months (or for such shorter period that the registrant was required to submit such files). Yes No

Indicate by check mark whether the registrant is a large accelerated filer, an accelerated filer, a non-accelerated filer, smaller reporting company, or an emerging growth company. See the definitions of "large accelerated filer," "accelerated filer," "smaller reporting company," and "emerging growth company" in Rule 12b-2 of the Exchange Act. (Check One):

Large Accelerated Filer Accelerated Filer

Non-Accelerated Filer Smaller Reporting Company

Emerging Growth Company

If an emerging growth company, indicate by check mark if the registrant has elected not to use the extended transition period for complying with any new or revised financial accounting standards provided pursuant to Section 13(a) of the Exchange Act.

Indicate by check mark whether the registrant is a shell company (as defined in Rule 12b-2 of the Exchange Act). Yes No

As of November 2, 2018, 101,257,911 shares of the registrant's common stock were outstanding.

DIAMONDBACK ENERGY, INC.
FORM 10-Q
FOR THE QUARTER ENDED SEPTEMBER 30, 2018
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GLOSSARY OF OIL AND NATURAL GAS TERMS

The following is a glossary of certain oil and gas terms that are used in this Quarterly Report on Form 10-Q (this “report”):

Basin	A large depression on the earth’s surface in which sediments accumulate.
Bbl	Stock tank barrel, or 42 U.S. gallons liquid volume, used in this report in reference to crude oil or other liquid hydrocarbons.
BOE	Barrels of oil equivalent, with six thousand cubic feet of natural gas being equivalent to one barrel of oil.
BOE/d	BOE per day.
British Thermal Unit or Btu	The quantity of heat required to raise the temperature of one pound of water by one degree Fahrenheit.
Completion	The process of treating a drilled well followed by the installation of permanent equipment for the production of natural gas or oil, or in the case of a dry hole, the reporting of abandonment to the appropriate agency.
Crude oil	Liquid hydrocarbons retrieved from geological structures underground to be refined into fuel sources.
Finding and development costs	Capital costs incurred in the acquisition, exploitation and exploration of proved oil and natural gas reserves divided by proved reserve additions and revisions to proved reserves.
Gross acres or gross wells	The total acres or wells, as the case may be, in which a working interest is owned.
Horizontal drilling	A drilling technique used in certain formations where a well is drilled vertically to a certain depth and then drilled at a right angle with a specified interval.
Horizontal wells	Wells drilled directionally horizontal to allow for development of structures not reachable through traditional vertical drilling mechanisms.
Mb/d	Thousand barrels per day.
Mcf	Thousand cubic feet of natural gas.
Mineral interests	The interests in ownership of the resource and mineral rights, giving an owner the right to profit from the extracted resources.
MMBtu	Million British Thermal Units.
Net acres or net wells	The sum of the fractional working interest owned in gross acres.
Oil and natural gas properties	Tracts of land consisting of properties to be developed for oil and natural gas resource extraction.
Plugging and abandonment	Refers to the sealing off of fluids in the strata penetrated by a well so that the fluids from one stratum will not escape into another or to the surface. Regulations of all states require plugging of abandoned wells.
Prospect	A specific geographic area which, based on supporting geological, geophysical or other data and also preliminary economic analysis using reasonably anticipated prices and costs, is deemed to have potential for the discovery of commercial hydrocarbons.
Proved reserves	The estimated quantities of oil, natural gas and natural gas liquids which geological and engineering data demonstrate with reasonable certainty to be commercially recoverable in future years from known reservoirs under existing economic and operating conditions.
Reserves	The estimated remaining quantities of oil and natural gas and related substances anticipated to be economically producible, as of a given date, by application of development projects to known accumulations. In addition, there must exist, or there must be a reasonable expectation that there will exist, the legal right to produce or a revenue interest in the production, installed means of delivering oil and natural gas or related substances to the market and all permits and financing required to implement the project. Reserves are not assigned to adjacent reservoirs isolated by major, potentially

sealing, faults until those reservoirs are penetrated and evaluated as economically producible. Reserves should not be assigned to areas that are clearly separated from a known accumulation by a non-productive reservoir (i.e., absence of reservoir, structurally low reservoir or negative test results). Such areas may contain prospective resources (i.e., potentially recoverable resources from undiscovered accumulations).

Reservoir A porous and permeable underground formation containing a natural accumulation of producible natural gas and/or oil that is confined by impermeable rock or water barriers and is separate from other reservoirs.

Royalty interest An interest that gives an owner the right to receive a portion of the resources or revenues without having to carry any costs of development.

Spacing The distance between wells producing from the same reservoir. Spacing is often expressed in terms of acres (e.g., 40-acre spacing) and is often established by regulatory agencies.

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Working interest An operating interest that gives the owner the right to drill, produce and conduct operating activities on the property and receive a share of production and requires the owner to pay a share of the costs of drilling and production operations.

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GLOSSARY OF CERTAIN OTHER TERMS

The following is a glossary of certain other terms that are used in this report.

Company	Diamondback Energy, Inc., a Delaware corporation.
Equity Plan	The Company's Equity Incentive Plan.
Exchange Act	The Securities Exchange Act of 1934, as amended.
GAAP	Accounting principles generally accepted in the United States.
General Partner	Viper Energy Partners GP LLC, a Delaware limited liability company and the General Partner of the Partnership.
NYMEX	New York Mercantile Exchange.
Partnership	Viper Energy Partners LP, a Delaware limited partnership.
Partnership Agreement	The first amended and restated agreement of limited partnership, dated June 23, 2014, entered into by the General Partner and Diamondback in connection with the closing of the Viper Offering.
Operating Company	Viper Energy Partners LLC, a Delaware limited liability company and a subsidiary of the Partnership.
SEC	United States Securities and Exchange Commission.
Securities Act	The Securities Act of 1933, as amended.
2024 Senior Notes	The Company's 4.750% senior unsecured notes due 2024 in the aggregate principal amount of \$500 million.
2025 Senior Notes	The Company's 5.375% senior unsecured notes due 2025 in the aggregate principal amount of \$500 million.
Senior Notes	The 2024 Senior Notes and the 2025 Senior Notes.
Viper LTIP	Viper Energy Partners LP Long Term Incentive Plan.
Viper Offering	The Partnerships' initial public offering.
Wells Fargo	Wells Fargo Bank, National Association.

CAUTIONARY STATEMENT REGARDING FORWARD-LOOKING STATEMENTS

Various statements contained in this report that express a belief, expectation, or intention, or that are not statements of historical fact, are forward-looking statements within the meaning of Section 27A of the Securities Act, and Section 21E of the Exchange Act. These forward-looking statements are subject to a number of risks and uncertainties, many of which are beyond our control. All statements, other than statements of historical fact, regarding our strategy, future operations, financial position, estimated revenues and losses, projected costs, prospects, plans and objectives of management are forward-looking statements. When used in this report, the words “could,” “believe,” “anticipate,” “intend,” “estimate,” “expect,” “may,” “continue,” “predict,” “potential,” “project” and similar expressions are intended to identify forward-looking statements, although not all forward-looking statements contain such identifying words. In particular, the factors discussed in this report and detailed under Part II, Item 1A. Risk Factors in this report and our Annual Report on Form 10–K for the year ended December 31, 2017 could affect our actual results and cause our actual results to differ materially from expectations, estimates or assumptions expressed, forecasted or implied in such forward-looking statements.

Forward-looking statements may include statements about our:

• business strategy;

• exploration and development drilling prospects, inventories, projects and programs;

• oil and natural gas reserves;

• acquisitions, including our recent acquisition of certain leasehold acres and other assets from Ajax Resources, LLC and our pending acquisition of Energen Corporation discussed elsewhere in this report;

• identified drilling locations;

• ability to obtain permits and governmental approvals;

• technology;

• financial strategy;

• realized oil and natural gas prices;

• production;

• lease operating expenses, general and administrative costs and finding and development costs;

• future operating results; and

• plans, objectives, expectations and intentions.

All forward-looking statements speak only as of the date of this report or, if earlier, as of the date they were made. We do not intend to, and disclaim any obligation to, update or revise any forward-looking statements unless required by securities laws. You should not place undue reliance on these forward-looking statements. These forward-looking statements are subject to a number of risks, uncertainties and assumptions. Moreover, we operate in a very

competitive and rapidly changing environment. New risks emerge from time to time. It is not possible for our management to predict all risks, nor can we assess the impact of all factors on our business or the extent to which any factor, or combination of factors, may cause actual results to differ materially from those contained in any forward-looking statements we may make. Although we believe that our plans, intentions and expectations reflected in or suggested by the forward-looking statements we make in this report are reasonable, we can give no assurance that these plans, intentions or expectations will be achieved or occur, and actual results could differ materially and adversely from those anticipated or implied in the forward-looking statements.

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Table of ContentsDiamondback Energy, Inc. and Subsidiaries
Consolidated Balance Sheets
(Unaudited)

	September 30, 2018	December 31, 2017
	(In thousands, except par values and share data)	
Assets		
Current assets:		
Cash and cash equivalents	\$508,446	\$112,446
Accounts receivable:		
Joint interest and other	81,955	73,038
Oil and natural gas sales	182,362	158,575
Inventories	14,815	9,108
Derivative instruments	—	531
Prepaid expenses and other	8,111	4,903
Total current assets	795,689	358,601
Property and equipment:		
Oil and natural gas properties, full cost method of accounting (\$4,283,629 and \$4,105,865 excluded from amortization at September 30, 2018 and December 31, 2017, respectively)	10,818,378	9,232,694
Midstream assets	355,758	191,519
Other property, equipment and land	85,882	80,776
Accumulated depletion, depreciation, amortization and impairment	(2,545,412)	(2,161,372)
Net property and equipment	8,714,606	7,343,617
Funds held in escrow	62,034	6,304
Deferred tax asset	95,551	—
Investment in real estate, net	106,834	—
Other assets	31,859	62,463
Total assets	\$9,806,573	\$7,770,985
Liabilities and Stockholders' Equity		
Current liabilities:		
Accounts payable-trade	\$85,869	\$94,590
Accrued capital expenditures	292,700	221,256
Other accrued liabilities	143,792	92,512
Revenues and royalties payable	75,600	68,703
Derivative instruments	123,826	100,367
Total current liabilities	721,787	577,428
Long-term debt	2,332,359	1,477,347
Derivative instruments	5,931	6,303
Asset retirement obligations	23,897	20,122
Deferred income taxes	292,795	108,048
Other long-term liabilities	7	—
Total liabilities	3,376,776	2,189,248
Commitments and contingencies (Note 16)		
Stockholders' equity:	987	982

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Common stock, \$0.01 par value, 200,000,000 shares authorized, 98,673,563 issued and outstanding at September 30, 2018; 98,167,289 issued and outstanding at December 31, 2017

Additional paid-in capital	5,464,542	5,291,011
Retained earnings (accumulated deficit)	467,830	(37,133)
Total Diamondback Energy, Inc. stockholders' equity	5,933,359	5,254,860
Non-controlling interest	496,438	326,877
Total equity	6,429,797	5,581,737
Total liabilities and equity	\$9,806,573	\$7,770,985

See accompanying notes to consolidated financial statements.

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Table of ContentsDiamondback Energy, Inc. and Subsidiaries
Consolidated Statements of Operations
(Unaudited)

	Three Months Ended		Nine Months Ended	
	September 30,		September 30,	
	2018	2017	2018	2017
	(In thousands, except per share amounts)			
Revenues:				
Oil sales	\$454,644	\$259,049	\$1,334,349	\$704,007
Natural gas sales	14,814	14,922	40,557	37,537
Natural gas liquid sales	57,610	25,266	133,858	57,625
Lease bonus	1,322	322	2,250	2,507
Midstream services	7,280	1,694	26,658	4,241
Other operating income	2,359	—	6,825	—
Total revenues	538,029	301,253	1,544,497	805,917
Costs and expenses:				
Lease operating expenses	49,111	32,498	129,103	88,113
Production and ad valorem taxes	33,536	18,371	93,042	49,975
Gathering and transportation	6,976	3,476	18,074	9,110
Midstream services	19,725	4,445	48,515	7,127
Depreciation, depletion and amortization	146,318	87,579	391,401	221,681
General and administrative expenses (including non-cash equity-based compensation, net of capitalized amounts, of \$5,350 and \$6,187 for the three months ended September 30, 2018 and 2017, respectively, and \$18,451 and \$19,418 for the nine months ended September 30, 2018 and 2017, respectively)	14,185	11,888	45,039	37,524
Asset retirement obligation accretion	387	357	1,107	1,030
Other operating expense	940	—	2,416	—
Total costs and expenses	271,178	158,614	728,697	414,560
Income from operations	266,851	142,639	815,800	391,357
Other income (expense):				
Interest expense, net	(18,548)	(9,192)	(49,345)	(29,662)
Other income, net	1,962	3	89,170	9,472
Gain (loss) on derivative instruments, net	(48,373)	(50,645)	(139,305)	20,376
Gain (loss) on revaluation of investment	(199)	—	5,165	—
Total other income (expense), net	(65,158)	(59,834)	(94,315)	186
Income before income taxes	201,693	82,805	721,485	391,543
Provision for income taxes	42,276	857	82,750	4,393
Net income	159,417	81,948	638,735	387,150
Net income attributable to non-controlling interest	2,363	8,924	99,723	19,448
Net income attributable to Diamondback Energy, Inc.	\$157,054	\$73,024	\$539,012	\$367,702
Earnings per common share:				
Basic	\$1.59	\$0.74	\$5.47	\$3.81
Diluted	\$1.59	\$0.74	\$5.45	\$3.80
Weighted average common shares outstanding:				
Basic	98,638	98,144	98,603	96,491
Diluted	98,818	98,369	98,820	96,752

Dividends declared per share	\$0.125	\$—	\$0.375	\$—
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See accompanying notes to consolidated financial statements.

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Table of ContentsDiamondback Energy, Inc. and Subsidiaries
Consolidated Statements of Stockholders' Equity
(Unaudited)

	Common Stock Shares	Amount	Additional Paid-in Capital	Retained Earnings (Accumulated Deficit)	Non-Controlling Interest	Total
	(In thousands)					
Balance December 31, 2016	90,144	\$ 901	\$4,215,955	\$ (519,394	) \$ 320,830	\$4,018,292
Net proceeds from issuance of common units - Viper Energy Partners LP	—	—	—	—	369,896	369,896
Unit-based compensation	—	—	—	—	2,039	2,039
Common units issued for acquisition	—	—	—	—	3,050	3,050
Stock-based compensation	—	—	23,790	—	—	23,790
Distribution to non-controlling interest	—	—	—	—	(27,640	) (27,640)
Common shares issued in public offering, net of offering costs	—	—	14	—	—	14
Common shares issued for acquisition	7,686	77	809,096	—	—	809,173
Exercise of stock options and vesting of restricted stock units	337	4	355	—	—	359
Net income	—	—	—	367,702	19,448	387,150
Balance September 30, 2017	98,167	\$ 982	\$5,049,210	\$ (151,692	) \$ 687,623	\$5,586,123
Balance December 31, 2017	98,167	\$ 982	\$5,291,011	\$ (37,133	) \$ 326,877	\$5,581,737
Impact of adoption of ASU 2016-01, net of tax	—	—	—	(9,393	) (6,671	) (16,064)
Net proceeds from issuance of common units - Viper Energy Partners LP	—	—	—	—	303,137	303,137
Unit-based compensation	—	—	—	—	2,166	2,166
Stock-based compensation	—	—	23,613	—	—	23,613
Distribution to non-controlling interest	—	—	—	—	(68,801	) (68,801)
Dividend paid	—	—	—	(24,656	) —	(24,656)
Exercise of stock options and vesting of restricted stock units	506	5	(5	) —	140	140
Change in ownership of consolidated subsidiaries, net	—	—	149,923	—	(160,133	) (10,210)
Net income	—	—	—	539,012	99,723	638,735
Balance September 30, 2018	98,674	\$ 987	\$5,464,542	\$ 467,830	\$ 496,438	\$6,429,797

See accompanying notes to consolidated financial statements.

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Table of ContentsDiamondback Energy, Inc. and Subsidiaries
Consolidated Statements of Cash Flows
(Unaudited)

	Nine Months Ended September 30,	
	2018	2017
	(In thousands)	
Cash flows from operating activities:		
Net income	\$ 638,735	\$ 387,150
Adjustments to reconcile net income to net cash provided by operating activities:		
Provision for deferred income taxes	81,573	3,313
Asset retirement obligation accretion	1,107	1,030
Depreciation, depletion and amortization	391,401	221,681
Amortization of debt issuance costs	2,291	2,828
Change in fair value of derivative instruments	23,618	(9,365)
Income from equity investment	—	(309)
Gain on revaluation of investment	(5,165)	—
Equity-based compensation expense	18,451	19,418
Loss (gain) on sale of assets, net	3,071	(386)
Changes in operating assets and liabilities:		
Accounts receivable	(21,611)	(23,422)
Accounts receivable-related party	—	283
Restricted cash	—	500
Inventories	(14,196)	(2,700)
Prepaid expenses and other	(5,813)	(9,242)
Accounts payable and accrued liabilities	18,383	18,305
Accounts payable and accrued liabilities-related party	—	(2)
Accrued interest	12,663	(1,738)
Income tax payable	311	1,017
Revenues and royalties payable	6,897	29,657

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Net cash provided by operating activities	1,151,716		638,018	
Cash flows from investing activities:				
Additions to oil and natural gas properties	(1,010,325	)	(531,489)
Additions to midstream assets	(129,820	)	(22,491)
Purchase of other property, equipment and land	(2,049	)	(21,534)
Acquisition of leasehold interests	(185,658	)	(1,892,864)
Acquisition of mineral interests	(335,574	)	(370,855)
Acquisition of midstream assets	—		(50,279)
Proceeds from sale of assets	6,771		3,584	
Investment in real estate	(110,654)	—	
Funds held in escrow	(51,045	)	121,391	
Equity investments	(604	)	(188)
Net cash used in investing activities	(1,818,958	)	(2,764,725)
Cash flows from financing activities:				
Proceeds from borrowings under credit facility	1,027,500		533,000	
Repayment under credit facility	(1,221,500	)	(383,500)
Proceeds from senior notes	1,062,000		—	
Debt issuance costs	(14,578	)	(1,714)
Public offering costs	(2,636	)	(510)
Proceeds from public offerings	305,773		370,344	
Proceeds from exercise of unit options	140		—	
Proceeds from exercise of stock options	—		358	
Dividends to stockholders	(24,656)	—	

Table of ContentsDiamondback Energy, Inc. and Subsidiaries
Consolidated Statements of Cash Flows - Continued
(Unaudited)

	Nine Months Ended September 30,	
	2018	2017
Distributions to non-controlling interest	(68,801)	(27,640)
Net cash provided by financing activities	1,063,242	490,338
Net increase (decrease) in cash and cash equivalents	396,000	(1,636,369)
Cash and cash equivalents at beginning of period	112,446	1,666,574
Cash and cash equivalents at end of period	\$508,446	\$30,205
Supplemental disclosure of cash flow information:		
Interest paid, net of capitalized interest	\$51,658	\$28,702
Supplemental disclosure of non-cash transactions:		
Change in accrued capital expenditures	\$71,444	\$129,105
Capitalized stock-based compensation	\$7,328	\$6,411
Common stock issued for oil and natural gas properties	\$—	\$809,173
Asset retirement obligations acquired	\$270	\$2,411

See accompanying notes to consolidated financial statements.

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Diamondback Energy, Inc. and Subsidiaries
Condensed Notes to Consolidated Financial Statements
(Unaudited)

1. DESCRIPTION OF THE BUSINESS AND BASIS OF PRESENTATION

Organization and Description of the Business

Diamondback Energy, Inc. (“Diamondback” or the “Company”), together with its subsidiaries, is an independent oil and gas company currently focused on the acquisition, development, exploration and exploitation of unconventional, onshore oil and natural gas reserves in the Permian Basin in West Texas. Diamondback was incorporated in Delaware on December 30, 2011.

The wholly-owned subsidiaries of Diamondback, as of September 30, 2018, include Diamondback E&P LLC, a Delaware limited liability company, Diamondback O&G LLC, a Delaware limited liability company, Viper Energy Partners GP LLC, a Delaware limited liability company, Rattler Midstream LLC (formerly known as White Fang Energy LLC), a Delaware limited liability company, and Tall City Towers LLC, a Delaware limited liability company. The consolidated subsidiaries include these wholly-owned subsidiaries as well as Viper Energy Partners LP, a Delaware limited partnership (the “Partnership”), and the Partnership’s wholly-owned subsidiary Viper Energy Partners LLC, a Delaware limited liability company (the “Operating Company”).

Basis of Presentation

The consolidated financial statements include the accounts of the Company and its subsidiaries after all significant intercompany balances and transactions have been eliminated upon consolidation.

The Partnership is consolidated in the financial statements of the Company. As of September 30, 2018, the Company owned approximately 59% of the Partnership’s total units outstanding. The Company’s wholly-owned subsidiary, Viper Energy Partners GP LLC, is the General Partner of the Partnership.

These financial statements have been prepared by the Company without audit, pursuant to the rules and regulations of the SEC. They reflect all adjustments that are, in the opinion of management, necessary for a fair statement of the results for interim periods, on a basis consistent with the annual audited financial statements. All such adjustments are of a normal recurring nature. Certain information, accounting policies and footnote disclosures normally included in financial statements prepared in accordance with GAAP have been omitted pursuant to such rules and regulations, although the Company believes the disclosures are adequate to make the information presented not misleading. This Quarterly Report on Form 10-Q should be read in conjunction with the Company’s most recent Annual Report on Form 10-K for the fiscal year ended December 31, 2017, which contains a summary of the Company’s significant accounting policies and other disclosures.

2. SUMMARY OF SIGNIFICANT ACCOUNTING POLICIES

Use of Estimates

Certain amounts included in or affecting the Company’s consolidated financial statements and related disclosures must be estimated by management, requiring certain assumptions to be made with respect to values or conditions that cannot be known with certainty at the time the consolidated financial statements are prepared. These estimates and assumptions affect the amounts the Company reports for assets and liabilities and the Company’s disclosure of

contingent assets and liabilities at the date of the consolidated financial statements. Actual results could differ from those estimates.

The Company evaluates these estimates on an ongoing basis, using historical experience, consultation with experts and other methods the Company considers reasonable in the particular circumstances. Nevertheless, actual results may differ significantly from the Company's estimates. Any effects on the Company's business, financial position or results of operations resulting from revisions to these estimates are recorded in the period in which the facts that give rise to the revision become known. Significant items subject to such estimates and assumptions include estimates of proved oil and natural gas reserves and related present value estimates of future net cash flows therefrom, the carrying value of oil and natural gas properties, asset retirement obligations, the fair value determination of acquired assets and liabilities assumed, equity-based compensation, fair value estimates of commodity derivatives and estimates of income taxes.

Diamondback Energy, Inc. and Subsidiaries
Condensed Notes to Consolidated Financial Statements-(Continued)
(Unaudited)

Investments

The Partnership has an equity interest in a limited partnership that is so minor that the Partnership has no influence over the limited partnership's operating and financial policies. This interest was acquired during the year ended December 31, 2014 and is accounted for under the cost method. Effective January 1, 2018, the Partnership adopted Accounting Standards Update 2016-01 which requires the Partnership to measure this investment at fair value which resulted in a downward adjustment of \$18.7 million to record the impact of this adoption. For the three months and nine months ended September 30, 2018, the Partnership recorded a gain (loss) of \$(0.2) million and \$5.2 million, respectively. The Partnership's investment balance as of September 30, 2018 was \$20.2 million, which is included in other assets in the accompanying consolidated balance sheets.

Funds Held in Escrow

The funds held in escrow represent amounts in deposit to fund acquisitions. During the nine months ended September 30, 2018, there was \$62.0 million in deposit to be applied to the purchase price for the acquisition of leasehold interests and related assets from Ajax Resources, LLC that closed on October 31, 2018. See Note 4— Acquisitions for information relating to this acquisition. During the nine months ended September 30, 2017, there was \$6.3 million in deposit to fund other acquisitions which closed in the first quarter of 2018.

New Accounting Pronouncements

Recently Adopted Pronouncements

In May 2014, the Financial Accounting Standards Board issued Accounting Standards Update 2014-09, "Revenue from Contracts with Customers". This standard included a five-step revenue recognition model to depict the transfer of goods or services to customers in an amount that reflects the consideration to which the Company expects to be entitled in exchange for those goods or services. Among other things, the standard also eliminated industry-specific revenue guidance, required enhanced disclosures about revenue, provided guidance for transactions that were not previously addressed comprehensively and improved guidance for multiple-element arrangements. The Company adopted this Accounting Standards Update effective January 1, 2018 using the modified retrospective approach. The Company utilized a bottom-up approach to analyze the impact of the new standard by reviewing its current accounting policies and practices to identify potential differences that would result from applying the requirements of the new standard to its revenue contracts and the impact of adopting this standards update on its total revenues, operating income and its consolidated balance sheet. The adoption of this standard did not result in a cumulative-effect adjustment.

In January 2016, the Financial Accounting Standards Board issued Accounting Standards Update 2016-01, "Financial Instruments—Overall". This update applies to any entity that holds financial assets or owes financial liabilities. This update requires equity investments (except for those accounted for under the equity method or those that result in consolidation of the investee) to be measured at fair value with changes in fair value recognized in net income. The Partnership adopted this standard effective January 1, 2018 by means of a negative cumulative-effect adjustment totaling \$18.7 million.

In August 2016, the Financial Accounting Standards Board issued Accounting Standards Update 2016-15, “Statement of Cash Flows - Classification of Certain Cash Receipts and Cash Payments”. This update applies to all entities that are required to present a statement of cash flows. This update provides guidance on eight specific cash flow issues: debt prepayment or debt extinguishment costs; settlement of zero-coupon debt instruments or other debt instruments with coupon interest rates that are insignificant in relation to the effective interest rate of the borrowing; contingent consideration payments made after a business combination; proceeds from the settlement of insurance claims; proceeds from the settlement of corporate-owned life insurance policies, including bank-owned life insurance policies; distributions received from equity method investees; beneficial interests in securitization transactions; and separately identifiable cash flows and application of the predominance principle. The Company adopted this update effective January 1, 2018 using the retrospective transition method. Adoption of this standard did not have an effect on the presentation on the Statement of Cash Flows.

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(Unaudited)

In November 2016, the Financial Accounting Standards Board issued Accounting Standards Update 2016-18, “Statement of Cash Flows - Restricted Cash”. This update affects entities that have restricted cash or restricted cash equivalents. The Company adopted this update effective January 1, 2018. The adoption of this update did not have an effect on the presentation on the Statement of Cash Flows.

In January 2017, the Financial Accounting Standards Board issued Accounting Standards Update 2017-01, “Business Combinations - Clarifying the Definition of a Business”. This update applies to all entities that must determine whether they acquired or sold a business. This update provides a screen to determine when a set is not a business. The screen requires that when substantially all of the fair value of the gross assets acquired (or disposed of) is concentrated in a single identifiable asset or a group of similar identifiable assets, the set is not a business. The Company adopted this update prospectively effective January 1, 2018. The adoption of this update did not have an impact on its financial position, results of operations or liquidity.

Accounting Pronouncements Not Yet Adopted

In February 2016, the Financial Accounting Standards Board issued Accounting Standards Update 2016-02, “Leases”. This update applies to any entity that enters into a lease, with some specified scope exemptions. Under this update, a lessee should recognize in the statement of financial position a liability to make lease payments (the lease liability) and a right-of-use asset representing its right to use the underlying asset for the lease term. While there were no major changes to the lessor accounting, changes were made to align key aspects with the revenue recognition guidance. This update will be effective for public entities for fiscal years beginning after December 15, 2018, including interim periods within those fiscal years, with early adoption permitted. Entities will be required to recognize and measure leases at the beginning of the earliest period presented using a modified retrospective approach. The Company believes the primary impact of adopting this standard will be the recognition of assets and liabilities on the balance sheet for current operating leases. The Company is still evaluating the impact of this standard.

In January 2018, the Financial Accounting Standards Board issued Accounting Standards Update 2018-01, “Leases - Land Easement Practical Expedient for Transition to Topic 842”. This update applies to any entity that holds land easements. The update allows entities to adopt a practical expedient to not evaluate existing or expired land easements under Topic 842 that were not previously accounted for as leases under the current leases guidance. An entity that elects this practical expedient should evaluate new or modified land easements under Topic 842 beginning at the date that the entity adopts Topic 842. The Company believes the adoption of this update will not have an impact on its financial position, results of operations or liquidity.

In July 2018, the Financial Accounting Standards Board issued Accounting Standards Update 2018-10, “Codification Improvements to Topic 842, Leases”. This update provides clarification and corrects unintended application of certain sections in the new lease guidance. This update will be effective for financial statements issued for fiscal years beginning after December 15, 2018, including interim periods within that fiscal year. The Company believes the primary impact of adopting this standard will be the recognition of assets and liabilities on the balance sheet for current operating leases. The Company is still evaluating the impact of this standard.

In July 2018, the Financial Accounting Standards Board issued Accounting Standards Update 2018-11, “Lease (Topic 842): Targeted Improvements”. This update provides another transition method of allowing entities to initially apply the new lease standard at the adoption date and recognize a cumulative-effect adjustment to the opening balance of retained earnings in the period of adoption. This update will be effective for financial statements issued for fiscal years

beginning after December 15, 2018, including interim periods within that fiscal year. The Company believes the primary impact of adopting this standard will be the recognition of assets and liabilities on the balance sheet for current operating leases. The Company is still evaluating the impact of this standard.

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In June 2016, the Financial Accounting Standards Board issued Accounting Standards Update 2016-13, “Financial Instruments - Credit Losses”. This update affects entities holding financial assets and net investment in leases that are not accounted for at fair value through net income. The amendments affect loans, debt securities, trade receivables, net investments in leases, off-balance sheet credit exposures, reinsurance receivables, and any other financial assets not excluded from the scope that have the contractual right to receive cash. This update will be effective for financial statements issued for fiscal years beginning after December 15, 2019, including interim periods within those fiscal years. This update will be applied through a cumulative-effect adjustment to retained earnings as of the beginning of the first reporting period in which the guidance is effective. The Company does not believe the adoption of this standard will have a material impact on the Company’s consolidated financial statements since the Company does not have a history of credit losses.

In June 2018, the Financial Accounting Standards Board issued Accounting Standards Update 2018-07, “Stock Compensation - Improvements to Nonemployee Share-Based Payment Accounting”. This update applies the existing employee guidance to nonemployee share-based transactions, with the exception of specific guidance related to the attribution of compensation cost. This update will be effective for financial statements issued for fiscal years beginning after December 15, 2018, including interim periods within that fiscal year. The Company is currently evaluating the impact of the adoption of this update, but does not believe it will have a material impact on its financial position, results of operations or liquidity.

In July 2018, the Financial Accounting Standards Board issued Accounting Standards Update 2018-09, “Codification Improvements”. This update provides clarification and corrects unintended application of the guidance in various sections. This update will be effective for financial statements issued for fiscal years beginning after December 15, 2018, including interim periods within that fiscal year. The Company is currently evaluating the impact of the adoption of this update, but does not believe it will have a material impact on its financial position, results of operations or liquidity.

In August 2018, the Financial Accounting Standards Board issued Accounting Standards Update 2018-13, “Fair Value Measurement (Topic 820) - Disclosure Framework - Changes to the Disclosure Requirements for Fair Value Measurement”. This update modifies the fair value measurement disclosure requirements specifically related to Level 3 fair value measurements and transfers between levels. This update will be effective for financial statements issued for fiscal years beginning after December 15, 2019, including interim periods within those fiscal years. This update will be applied prospectively. The Company is currently evaluating the impact of the adoption of this update, but does not believe it will have a material impact on its financial position, results of operations or liquidity.

In August 2018, the Financial Accounting Standards Board issued Accounting Standards Update 2018-15, “Intangibles - Goodwill and Other - Internal - Use Software (Subtopic 350-40): Customer’s Accounting for Implementation Costs Incurred in a Cloud Computing Arrangement That Is a Service Contract”. This update requires the capitalization of implementation costs incurred in a hosting arrangement that is a service contract for internal-use software. Training and certain data conversion costs cannot be capitalized. The entity is required to expense the capitalized implementation costs over the term of the hosting agreement. This update will be effective for financial statements issued for fiscal years beginning after December 15, 2019, including interim periods within those fiscal years. This update should be applied either retrospectively or prospectively to all implementation costs incurred after the date of adoption. The Company believes the adoption of this update will not have an impact on its financial position, results of operations or liquidity.

3. REVENUE FROM CONTRACTS WITH CUSTOMERS

Revenue from Contracts with Customers

Sales of oil, natural gas and natural gas liquids are recognized at the point control of the product is transferred to the customer. Virtually all of the pricing provisions in the Company's contracts are tied to a market index, with certain adjustments based on, among other factors, whether a well delivers to a gathering or transmission line, the quality of the oil or natural gas and the prevailing supply and demand conditions. As a result, the price of the oil, natural gas and natural gas liquids fluctuates to remain competitive with other available oil, natural gas and natural gas liquids supplies.

Oil sales

The Company's oil sales contracts are generally structured where it delivers oil to the purchaser at a contractually agreed-upon delivery point at which the purchaser takes custody, title and risk of loss of the product. Under this arrangement, the Company or a third party transports the product to the delivery point and receives a specified index price from the purchaser with no deduction. In this scenario, the Company recognizes revenue when control transfers to the purchaser at the delivery point based on the price received from the purchaser. Oil revenues are recorded net of any third-party transportation fees and other applicable differentials in the Company's consolidated statements of operations.

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Natural gas and natural gas liquids sales

Under the Company's natural gas processing contracts, it delivers natural gas to a midstream processing entity at the wellhead, battery facilities or the inlet of the midstream processing entity's system. The midstream processing entity gathers and processes the natural gas and remits proceeds to the Company for the resulting sales of natural gas liquids and residue gas. In these scenarios, the Company evaluates whether it is the principal or the agent in the transaction. For those contracts where the Company has concluded it is the principal and the ultimate third party is its customer, the Company recognizes revenue on a gross basis, with transportation, gathering, processing, treating and compression fees presented as an expense in its consolidated statements of operations.

In certain natural gas processing agreements, the Company may elect to take its residue gas and/or natural gas liquids in-kind at the tailgate of the midstream entity's processing plant and subsequently market the product. Through the marketing process, the Company delivers product to the ultimate third-party purchaser at a contractually agreed-upon delivery point and receives a specified index price from the purchaser. In this scenario, the Company recognizes revenue when control transfers to the purchaser at the delivery point based on the index price received from the purchaser. The gathering, processing, treating and compression fees attributable to the gas processing contract, as well as any transportation fees incurred to deliver the product to the purchaser, are presented as transportation, gathering, processing, treating and compression expense in its consolidated statements of operations.

Midstream Revenue

Substantially all revenues from gathering, compression, water handling, disposal and treatment operations are derived from intersegment transactions for services Rattler Midstream LLC ("Rattler") provides to exploration and production operations. The portion of such fees shown in the Company's consolidated financial statements represent amounts charged to interest owners in the Company's operated wells, as well as fees charged to other third parties for water handling and treatment services provided by Rattler or usage of Rattler's gathering and compression systems. For gathering and compression revenue, Rattler satisfies its performance obligations and recognizes revenue when low pressure volumes are delivered to a specified delivery point. Revenue is recognized based on the per MMBtu gathering fee or a per barrel gathering fee charged by Rattler in accordance with the gathering and compression agreement. For water handling and treatment revenue, Rattler satisfies its performance obligations and recognizes revenue when the fresh water volumes have been delivered to the fracwater meter for a specified well pad and the wastewater volumes have been metered downstream of the Company's facilities. For services contracted through third party providers, Rattler's performance obligation is satisfied when the service performed by the third party provider has been completed. Revenue is recognized based on the per barrel fresh water delivery or a wastewater gathering and disposal fee charged by Rattler in accordance with the water services agreement.

Transaction price allocated to remaining performance obligations

The Company's upstream product sales contracts do not originate until production occurs and, therefore, are not considered to exist beyond each days' production. Therefore, there are no remaining performance obligation under any of our product sales contracts.

The majority of the Company's midstream revenue agreements have a term greater than one year, and as such Rattler LLC has utilized the practical expedient in ASC 606, which states that the Company is not required to disclose the transaction price allocated to remaining performance obligations if the variable consideration is allocated entirely to a wholly unsatisfied performance obligation. Under its revenue agreements, each delivery generally represents a

separate performance obligation; therefore, future volumes delivered are wholly unsatisfied and disclosure of the transaction price allocated to remaining performance obligations is not required.

The remainder of the Company's midstream revenue agreements, which relate to agreements with third parties, are short-term in nature with a term of one year or less. Rattler LLC has utilized an additional practical expedient in ASC 606 which exempts it from disclosure of the transaction price allocated to remaining performance obligations if the performance obligation is part of an agreement that has an original expected duration of one year or less.

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Contract balances

Under the Company's product sales contracts, it has the right to invoice its customers once the performance obligations have been satisfied, at which point payment is unconditional. Accordingly, the Company's product sales contracts do not give rise to contract assets or liabilities under Accounting Standards Codification 606.

Prior-period performance obligations

The Company records revenue in the month production is delivered to the purchaser. However, settlement statements for certain natural gas and natural gas liquids sales may not be received for 30 to 90 days after the date production is delivered, and as a result, the Company is required to estimate the amount of production delivered to the purchaser and the price that will be received for the sale of the product. The Company records the differences between its estimates and the actual amounts received for product sales in the month that payment is received from the purchaser. The Company has existing internal controls for its revenue estimation process and related accruals, and any identified differences between its revenue estimates and actual revenue received historically have not been significant. For the three months ended September 30, 2018, revenue recognized in the reporting period related to performance obligations satisfied in prior reporting periods was not material. The Company believes that the pricing provisions of its oil, natural gas and natural gas liquids contracts are customary in the industry. To the extent actual volumes and prices of oil and natural gas sales are unavailable for a given reporting period because of timing or information not received from third parties, the revenue related to expected sales volumes and prices for those properties are estimated and recorded.

4. ACQUISITIONS

Tall City Towers LLC

On January 31, 2018, Tall City Towers LLC, a subsidiary of the Company, completed its acquisition of the Fasken Center office buildings in Midland, TX where the Company's corporate offices are located for a net purchase price of \$109.7 million.

Pending Merger with Energen Corporation

On August 14, 2018, the Company entered into a definitive merger agreement providing for the Company's acquisition of Energen Corporation ("Energen") in an all-stock transaction valued at approximately \$9.2 billion including Energen's net debt of \$831.0 million as of June 30, 2018 (the "Pending Merger"). The addition of Energen's assets will increase the Company's assets to: (i) over 273,000 net Tier One acres in the Permian Basin, an increase of 57% from its current Tier One acreage of approximately 174,000 net acres, (ii) approximately 7,200 estimated total net horizontal Permian locations, an increase of over 120% from its current estimated net locations and (iii) approximately 394,000 net acres across the Midland and Delaware Basins, an increase of 82% from our approximately 216,000 net acres as September 30, 2018, in each case after giving effect to the Company's recently completed Ajax Resources, LLC, ExL Management, LLC and EnergyQuest II LLC acquisitions described below.

The completion of the Pending Merger is subject to the satisfaction or waiver of certain customary mutual closing conditions. The Company's registration statement on Form S-4 relating to the Pending Merger was declared effective by the SEC on October 24, 2018, and the Pending Merger is expected to be completed at the end of November of

2018.

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Condensed Notes to Consolidated Financial Statements-(Continued)
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Under the terms of the merger agreement relating to the Pending Merger, the Company has agreed to assume Energen's outstanding debt, which as of June 30, 2018 was approximately \$831.0 million. This amount consists of \$301.0 million of borrowings under Energen's existing credit facility, \$400.0 million aggregate principal amount of 4.625% Notes, due September 1, 2021, \$20.0 million aggregate principal amount of 7.32% Medium-term Notes, Series A, due July 28, 2022, \$10.0 million aggregate principal amount of 7.35% Medium-term Notes, Series A, due July 28, 2027, and \$100.0 million aggregate principal amount of 7.125% Medium-term Notes, Series B, due February 15, 2028 (collectively, the "Energen Notes"). The Company may choose to refinance the Energen credit facility and the Company's credit facility into a combined credit facility in connection with the consummation of the Pending Merger or the Company may choose to repay the outstanding borrowings under the Energen credit facility using cash on hand or borrowings under the Company's revolving credit facility. With respect to the outstanding Energen Notes, the Company may take no action, or the Company may seek to amend the terms of the indenture governing the Energen Notes or engage in liability management transactions with respect to, repay or refinance any or all of the Energen Notes, with any repayment coming from cash on hand or borrowings under the Company's revolving credit facility.

Ajax Resources, LLC

On July 22, 2018, the Company entered into a definitive purchase agreement to acquire all leasehold interests and related assets of Ajax Resources, LLC, which include approximately 25,493 net leasehold acres in the Northern Midland Basin, for \$900.0 million in cash, subject to certain adjustments, and approximately 2.6 million shares of the Company's common stock (the "Ajax acquisition"). This transaction closed on October 31, 2018 and was effective as of July 1, 2018. The cash portion of this transaction was funded through a combination of cash on hand, proceeds from the sale of mineral interests to the Partnership (described below), borrowing under the Company's revolving credit facility and a portion of the proceeds from the Company's September 2018 senior note offering. See Note 9—Debt for information relating to this offering.

In connection with the closing of the Ajax acquisition on October 31, 2018, the Company entered into a registration rights agreement with Ajax Resources, LLC and certain other holders of the Company's common stock. Pursuant to this agreement, the Company agreed to (i) file with the SEC a shelf registration statement to facilitate the resale of common stock issued in the Ajax acquisition and any shares of common stock that may be issued or distributed in respect of such shares upon certain events and (ii) use its reasonable best efforts to cause such registration statement to become effective by November 30, 2018. Pursuant to this registration rights agreement, the Company also agreed to provide certain demand and piggyback registration rights to such holders.

ExL Petroleum Management, LLC and EnergyQuest II LLC

On September 21, 2018, the Company entered into two definitive purchase agreements to acquire leasehold interests and related assets, one with ExL Petroleum Management, LLC and ExL Petroleum Operating, Inc. and one with EnergyQuest II LLC, for an aggregate of approximately 3,646 net leasehold acres in the Northern Midland Basin for a total of \$312.5 million in cash, subject to certain adjustments. These transactions closed on October 31, 2018 and were effective as of August 1, 2018. These transactions were funded through a combination of cash on hand, proceeds from the sale of assets to the Partnership (described below) and borrowing under the Company's revolving credit facility.

Drop-down Transaction

On August 15, 2018, the Company completed a transaction to sell to the Partnership mineral interests underlying 32,424 gross (1,696 net royalty) acres primarily in Pecos County, Texas, in the Permian Basin, approximately 80% of which are operated by the Company, for \$175.0 million (the “Drop-down Transaction”).

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Oil and Natural Gas Properties

On February 28, 2017, the Company completed its acquisition of certain oil and natural gas properties, midstream assets and other related assets in the Delaware Basin for an aggregate purchase price consisting of \$1.74 billion in cash and 7.69 million shares of the Company's common stock, of which approximately 1.15 million shares were placed in an indemnity escrow. This transaction included the acquisition of (i) approximately 100,306 gross (80,339 net) acres primarily in Pecos and Reeves counties for approximately \$2.5 billion and (ii) midstream assets for approximately \$47.6 million. The Company used the net proceeds from its December 2016 equity offering, net proceeds from its December 2016 debt offering, cash on hand and other financing sources to fund the cash portion of the purchase price for this acquisition.

The following represents the fair value of the assets and liabilities assumed on the acquisition date. The aggregate consideration transferred was \$2.5 billion, resulting in no goodwill or bargain purchase gain.

	(in thousands)
Proved oil and natural gas properties	\$386,308
Unevaluated oil and natural gas properties	2,122,597
Midstream assets	47,432
Prepaid capital costs	3,460
Oil inventory	839
Equipment	163
Revenues and royalties payable	(9,650)
Asset retirement obligations	(1,550)
Total fair value of net assets	\$2,549,599

The Company included in its consolidated statements of operations revenues of \$84.3 million and direct operating expenses of \$16.0 million for the period from February 28, 2017 to September 30, 2017 due to the acquisition.

Pro Forma Financial Information

The following unaudited summary pro forma consolidated statement of operations data of Diamondback for the three months and nine months ended September 30, 2017 have been prepared to give effect to the February 28, 2017 acquisition as if it had occurred on January 1, 2016. The pro forma data are not necessarily indicative of financial results that would have been attained had the acquisitions occurred on January 1, 2016. The pro forma data also necessarily exclude various operation expenses related to the properties and the financial statements should not be viewed as indicative of operations in future periods.

	Three Months Ended September 30, 2017	Nine Months Ended September 30, 2017
	(in thousands, except per share amounts)	
Revenues	\$301,253	\$828,846
Income from operations	142,639	405,699

Net income	81,948	382,044
Basic earnings per common share	0.74	3.96
Diluted earnings per common share	0.74	3.95

5. VIPER ENERGY PARTNERS LP

The Partnership is a publicly traded Delaware limited partnership, the common units of which are listed on the Nasdaq Global Market under the symbol “VNOM”. The Partnership was formed by Diamondback on February 27, 2014, to, among other things, own, acquire and exploit oil and natural gas properties in North America. The Partnership is currently focused on oil and natural gas properties in the Permian Basin and the Eagle Ford Shale. Viper Energy Partners GP LLC, a fully-consolidated subsidiary of Diamondback, serves as the general partner of the Partnership. As of September 30, 2018, the Company owned approximately 59% of the Partnership’s total units outstanding.

Recapitalization, Tax Status Election and Related Transactions by Viper

In March 2018, the Partnership announced that the Board of Directors of the General Partner had unanimously approved a change of the Partnership’s federal income tax status from that of a pass-through partnership to that of a taxable entity via a “check the box” election. In connection with making this election, on May 9, 2018 the Partnership (i) amended and restated its First Amended and Restated Partnership Agreement, (ii) amended and restated the First Amended and Restated Limited Liability Company Agreement of the Operating Company, (iii) amended and restated its existing registration rights agreement with the Company and (iv) entered into an exchange agreement with the Company, the General Partner and the Operating Company. Simultaneously with the effectiveness of these agreements, the Company delivered and assigned to the Partnership the 73,150,000 common units the Company owned in exchange

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for (i) 73,150,000 of the Partnership's newly-issued Class B units and (ii) 73,150,000 newly-issued units of the Operating Company pursuant to the terms of a Recapitalization Agreement dated March 28, 2018, as amended as of May 9, 2018 (the "Recapitalization Agreement"). Immediately following that exchange, the Partnership continued to be the managing member of the Operating Company, with sole control of its operations, and owned approximately 36% of the outstanding units issued by the Operating Company, and the Company owned the remaining approximately 64% of the outstanding units issued by the Operating Company. Upon completion of the Partnership's July 2018 offering of units, it owned approximately 41% of the outstanding units issued by the Operating Company and the Company owned the remaining approximately 59%. The Operating Company units and the Partnership's Class B units owned by the Company are exchangeable from time to time for the Partnership's common units (that is, one Operating Company unit and one Partnership Class B unit, together, will be exchangeable for one Partnership common unit).

On May 10, 2018, the change in the Partnership's income tax status became effective. On that date, pursuant to the terms of the Recapitalization Agreement, (i) the General Partner made a cash capital contribution of \$1.0 million to the Partnership in respect of its general partner interest and (ii) the Company made a cash capital contribution of \$1.0 million to the Partnership in respect of the Class B units. The Company, as the holder of the Class B units, and the General Partner, as the holder of the general partner interest, are entitled to receive an 8% annual distribution on the outstanding amount of these capital contributions, payable quarterly, as a return on this invested capital. On May 10, 2018, the Company also exchanged 731,500 Class B units and 731,500 units in the Operating Company for 731,500 common units of the Partnership and a cash amount of \$10,000 representing a proportionate return of the \$1.0 million invested capital in respect of the Class B units. The General Partner continues to serve as the Partnership's general partner and the Company continues to control the Partnership. After the effectiveness of the tax status election and the completion of related transactions, the Partnership's minerals business continues to be conducted through the Operating Company, which continues to be taxed as a partnership for federal and state income tax purposes. This structure is anticipated to provide significant benefits to the Partnership's business, including operational effectiveness, acquisition and disposition transactional planning flexibility and income tax efficiency. For additional information regarding the tax status election and related transactions, please refer to the Partnership's Definitive Information Statement on Schedule 14C filed with the SEC on April 17, 2018 and the Partnership's Current Report on Form 8-K filed with the SEC on May 15, 2018.

Partnership Agreement

The second amended and restated agreement of limited partnership, dated as of May 9, 2018, as amended as of May 10, 2018 (the "Partnership Agreement"), requires the Partnership to reimburse the General Partner for all direct and indirect expenses incurred or paid on the Partnership's behalf and all other expenses allocable to the Partnership or otherwise incurred by the General Partner in connection with operating the Partnership's business. The Partnership Agreement does not set a limit on the amount of expenses for which the General Partner and its affiliates may be reimbursed. These expenses include salary, bonus, incentive compensation and other amounts paid to persons who perform services for the Partnership or on its behalf and expenses allocated to the General Partner by its affiliates. The General Partner is entitled to determine the expenses that are allocable to the Partnership. For the three months ended September 30, 2018 and 2017, the General Partner allocated \$0.6 million to the Partnership. For the nine months ended September 30, 2018 and 2017, the General Partner allocated \$1.8 million to the Partnership.

Tax Sharing

In connection with the closing of the Viper Offering, the Partnership entered into a tax sharing agreement with Diamondback, dated June 23, 2014, pursuant to which the Partnership agreed to reimburse Diamondback for its share of state and local income and other taxes for which the Partnership's results are included in a combined or consolidated tax return filed by Diamondback with respect to taxable periods including or beginning on June 23, 2014. The amount of any such reimbursement is limited to the tax the Partnership would have paid had it not been included in a combined group with Diamondback. Diamondback may use its tax attributes to cause its combined or consolidated group, of which the Partnership may be a member for this purpose, to owe less or no tax. In such a situation, the Partnership agreed to reimburse Diamondback for the tax the Partnership would have owed had the tax attributes not been available or used for the Partnership's benefit, even though Diamondback had no cash tax expense for that period. For the three months and nine months ended September 30, 2018, the Partnership accrued state income tax expense (benefit) of \$(0.1) million and \$0.1 million, respectively, for its share of Texas margin tax for which the Partnership's results are included in a combined tax return filed by Diamondback.

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Other Agreements

See Note 12—Related Party Transactions for information regarding the advisory services agreement the Partnership and the General Partner entered into with Wexford Capital LP (“Wexford”).

The Partnership has entered into a secured revolving credit facility with Wells Fargo, as administrative agent sole book runner and lead arranger. See Note 9—Debt for a description of this credit facility.

6. PROPERTY AND EQUIPMENT

Property and equipment includes the following:

	September 30, 2018	December 31, 2017
	(in thousands)	
Oil and natural gas properties:		
Subject to depletion	\$6,534,749	\$5,126,829
Not subject to depletion	4,283,629	4,105,865
Gross oil and natural gas properties	10,818,378	9,232,694
Accumulated depletion	(1,375,163)	(1,009,893)
Accumulated impairment	(1,143,498)	(1,143,498)
Oil and natural gas properties, net	8,299,717	7,079,303
Midstream assets	355,758	191,519
Other property, equipment and land	85,882	80,776
Accumulated depreciation	(26,751)	(7,981)
Property and equipment, net of accumulated depreciation, depletion, amortization and impairment	\$8,714,606	\$7,343,617
Balance of costs not subject to depletion:		
Incurred in 2018	\$589,352	
Incurred in 2017	2,563,902	
Incurred in 2016	714,467	
Incurred in 2015	234,948	
Incurred in 2014	180,960	
Total not subject to depletion	\$4,283,629	

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 (Unaudited)

The Company uses the full cost method of accounting for its oil and natural gas properties. Under this method, all acquisition, exploration and development costs, including certain internal costs, are capitalized and amortized on a composite unit of production method based on proved oil, natural gas liquids and natural gas reserves. Internal costs capitalized to the full cost pool represent management's estimate of costs incurred directly related to exploration and development activities such as geological and other administrative costs associated with overseeing the exploration and development activities. Costs, including related employee costs, associated with production and operation of the properties are charged to expense as incurred. All other internal costs not directly associated with exploration and development activities are charged to expense as they are incurred. Capitalized internal costs were approximately \$6.7 million and \$5.7 million for the three months ended September 30, 2018 and 2017, respectively, and \$20.4 million and \$15.9 million for the nine months ended September 30, 2018 and 2017, respectively. Costs associated with unevaluated properties are excluded from the full cost pool until the Company has made a determination as to the existence of proved reserves. The inclusion of the Company's unevaluated costs into the amortization base is expected to be completed within three to five years. Acquisition costs not currently being amortized are primarily related to unproved acreage that the Company plans to prove up through drilling. The Company has no plans to let any acreage expire. Sales of oil and natural gas properties, whether or not being amortized currently, are accounted for as adjustments of capitalized costs, with no gain or loss recognized, unless such adjustments would significantly alter the relationship between capitalized costs and proved reserves of oil, natural gas liquids and natural gas.

Under this method of accounting, the Company is required to perform a ceiling test each quarter. The test determines a limit, or ceiling, on the book value of the proved oil and natural gas properties. Net capitalized costs are limited to the lower of unamortized cost net of deferred income taxes, or the cost center ceiling. The cost center ceiling is defined as the sum of (a) estimated future net revenues, discounted at 10% per annum, from proved reserves, based on the trailing 12-month unweighted average of the first-day-of-the-month price, adjusted for any contract provisions or financial derivatives, if any, that hedge the Company's oil and natural gas revenue, and excluding the estimated abandonment costs for properties with asset retirement obligations recorded on the balance sheet, (b) the cost of properties not being amortized, if any, and (c) the lower of cost or market value of unproved properties included in the cost being amortized, including related deferred taxes for differences between the book and tax basis of the oil and natural gas properties. If the net book value, including related deferred taxes, exceeds the ceiling, an impairment or non-cash writedown is required.

At September 30, 2018, there was \$50.1 million in exploration costs and development costs and \$42.0 million in capitalized interest that was not subject to depletion. At December 31, 2017, there were \$26.0 million in exploration costs and development costs and \$22.1 million in capitalized interest that was not subject to depletion.

7. ASSET RETIREMENT OBLIGATIONS

The following table describes the changes to the Company's asset retirement obligation liability for the following periods:

Nine Months Ended September 30,	
2018	2017

(in thousands)

Asset retirement obligations, beginning of period	\$21,285	\$17,422
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Additional liabilities incurred	2,229	1,196
Liabilities acquired	270	2,411
Liabilities settled	(1,474	)(689
Accretion expense	1,107)