

# UNIT CORP

## FORM 10-Q (Quarterly Report)

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Address	8200 SOUTH UNIT DRIVE TULSA, OK 74132
Telephone	9184937700
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Industry	Oil Well Services & Equipment
Sector	Energy
Fiscal Year	12/31

# SECURITIES AND EXCHANGE COMMISSION

Washington, D.C. 20549

## Form 10-Q

QUARTERLY REPORT PURSUANT TO SECTION 13 OR 15(d)  
OF THE SECURITIES EXCHANGE ACT OF 1934

For the quarterly period ended June 30, 2016

OR

TRANSITION REPORT PURSUANT TO SECTION 13 OR 15(d)  
OF THE SECURITIES EXCHANGE ACT OF 1934

For the transition period from \_\_\_\_\_ to \_\_\_\_\_

[Commission File Number 1-9260]

### UNIT CORPORATION

(Exact name of registrant as specified in its charter)

Delaware

(State or other jurisdiction of incorporation)

73-1283193

(I.R.S. Employer Identification No.)

8200 South Unit Drive, Tulsa, Oklahoma

(Address of principal executive offices)

74132

(Zip Code)

(918) 493-7700

(Registrant's telephone number, including area code)

None

(Former name, former address and former fiscal year,  
if changed since last report)

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 preceding 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 and posted on its corporate Web site, if any, every Interactive Data File required to be submitted and posted pursuant to Rule 405 of Regulation S-T (§232.405 of this chapter) during the preceding 12 months (or for such shorter period that the registrant was required to submit and post such files).

Yes  No

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

Large accelerated filer  Accelerated filer  Non-accelerated filer  Smaller reporting company

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 July 22, 2016, 51,503,672 shares of the issuer's common stock were outstanding.

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## TABLE OF CONTENTS

	<u>Page Number</u>
<u>PART I. Financial Information</u>	
Item 1.	
<u>Financial Statements (Unaudited)</u>	
<u>Unaudited Condensed Consolidated Balance Sheets</u> <u>June 30, 2016 and December 31, 2015</u>	4
<u>Unaudited Condensed Consolidated Statements of Operations</u> <u>Three and Six Months Ended June 30, 2016 and 2015</u>	6
<u>Unaudited Condensed Consolidated Statements of Cash Flows</u> <u>Six Months Ended June 30, 2016 and 2015</u>	7
<u>Notes to Unaudited Condensed Consolidated Financial Statements</u>	8
Item 2.	
<u>Management’s Discussion and Analysis of Financial</u> <u>Condition and Results of Operations</u>	26
Item 3.	
<u>Quantitative and Qualitative Disclosure About Market Risk</u>	49
Item 4.	
<u>Controls and Procedures</u>	51
<u>PART II. Other Information</u>	
Item 1.	
<u>Legal Proceedings</u>	51
Item 1A.	
<u>Risk Factors</u>	51
Item 2.	
<u>Unregistered Sales of Equity Securities and Use of Proceeds</u>	52
Item 3.	
<u>Defaults Upon Senior Securities</u>	52
Item 4.	
<u>Mine Safety Disclosures</u>	52
Item 5.	
<u>Other Information</u>	52
Item 6.	
<u>Exhibits</u>	53
<u>Signatures</u>	54

## Forward-Looking Statements

This report contains “forward-looking statements” – meaning, statements related to future events within the meaning of Section 27A of the Securities Act of 1933, as amended and Section 21E of the Securities Exchange Act of 1934, as amended. All statements, other than statements of historical facts, included or incorporated by reference in this document that addresses activities, events or developments we expect or anticipate will or may occur in the future, are forward-looking statements. The words “believes,” “intends,” “expects,” “anticipates,” “projects,” “estimates,” “predicts,” and similar expressions are used to identify forward-looking statements. This report modifies and supersedes documents filed by us before this report. In addition, certain information we file with the SEC in the future will automatically update and supersede information in this report.

These forward-looking statements include, among others, things as:

- the amount and nature of our future capital expenditures and how we expect to fund our capital expenditures;
- prices for oil, natural gas liquids (NGLs), and natural gas;
- demand for oil, NGLs, and natural gas;
- our exploration and drilling prospects;
- the estimates of our proved oil, NGLs, and natural gas reserves;
- oil, NGLs, and natural gas reserve potential;
- development and infill drilling potential;
- expansion and other development trends of the oil and natural gas industry;
- our business strategy;
- our plans to maintain or increase production of oil, NGLs, and natural gas;
- the number of gathering systems and processing plants we plan to construct or acquire;
- volumes and prices for natural gas gathered and processed;
- expansion and growth of our business and operations;
- demand for our drilling rigs and drilling rig rates;
- our belief that the final outcome of our legal proceedings will not materially affect our financial results;
- our ability to timely secure third-party services used in completing our wells;
- our ability to transport or convey our oil or natural gas production to established pipeline systems;
- impact of federal and state legislative and regulatory actions affecting our costs and increasing operating restrictions or delays and other adverse impacts on our business;
- our projected production guidelines for the year;
- our anticipated capital budgets;
- our financial condition and liquidity;
- the number of wells our oil and natural gas segment plans to drill or rework during the year; and
- our estimates of the amounts of any ceiling test write-downs or other potential asset impairments we may be required to record in future periods.

These statements are based on assumptions and analyses made by us in light of our experience and our perception of historical trends, current conditions, and expected future developments, and other factors we believe are appropriate in the circumstances. Whether actual results and developments will conform to our expectations and predictions is subject to several risks and uncertainties, any one or combination of which could cause our actual results to differ materially from our expectations and predictions, including:

- the risk factors discussed in this document and in the documents (if any) we incorporate by reference;
- general economic, market, or business conditions;
- the availability of and nature of (or lack of) business opportunities we pursue;
- demand for our land drilling services;
- changes in laws or regulations;
- changes in the current geopolitical situation;
- risks relating to financing, including restrictions in our debt agreements and availability and cost of credit;
- risks associated with future weather conditions;
- decreases or increases in commodity prices;
- our ability to successfully implement our pending technology conversion process relating to our financial and operational information systems; and
- other factors, most of which are beyond our control.

You should not place undue reliance on any of these forward-looking statements. Except as required by law, we disclaim any current intention to update forward-looking information and to release publicly the results of any future revisions we may

make to forward-looking statements to reflect events or circumstances after the date of this document to reflect unanticipated events.

## PART I. FINANCIAL INFORMATION

## Item 1. Financial Statements

UNIT CORPORATION AND SUBSIDIARIES  
CONDENSED CONSOLIDATED BALANCE SHEETS (UNAUDITED)

	June 30, 2016	December 31, 2015
(In thousands except share amounts)		
<b>ASSETS</b>		
Current assets:		
Cash and cash equivalents	\$ 974	\$ 835
Accounts receivable, net of allowance for doubtful accounts of \$5,174 and \$5,199 at June 30, 2016 and December 31, 2015, respectively	67,506	79,941
Materials and supplies	3,324	3,565
Current derivative asset (Note 10)	—	10,186
Current income tax receivable	2,033	21,002
Current deferred tax asset	8,598	14,206
Assets held for sale	—	615
Prepaid expenses and other	6,859	9,908
Total current assets	<u>89,294</u>	<u>140,258</u>
Property and equipment:		
Oil and natural gas properties on the full cost method:		
Proved properties	5,420,972	5,401,618
Unproved properties not being amortized	321,191	337,099
Drilling equipment	1,567,765	1,567,560
Gas gathering and processing equipment	697,573	689,063
Saltwater disposal systems	60,527	60,316
Corporate land and building	56,149	49,890
Transportation equipment	34,055	40,072
Other	45,777	45,489
	<u>8,204,009</u>	<u>8,191,107</u>
Less accumulated depreciation, depletion, amortization, and impairment	5,818,163	5,609,980
Net property and equipment	<u>2,385,846</u>	<u>2,581,127</u>
Goodwill	62,808	62,808
Non-current derivative asset (Note 10)	—	968
Other assets	14,148	14,681
Total assets	<u>\$ 2,552,096</u>	<u>\$ 2,799,842</u>

The accompanying notes are an integral part of these unaudited condensed consolidated financial statements.

**UNIT CORPORATION AND SUBSIDIARIES**  
**CONDENSED CONSOLIDATED BALANCE SHEETS (UNAUDITED) - CONTINUED**

	June 30, 2016	December 31, 2015
<b>LIABILITIES AND SHAREHOLDERS' EQUITY</b>		
(In thousands except share amounts)		
Current liabilities:		
Accounts payable	\$ 72,744	\$ 87,413
Accrued liabilities (Note 5)	46,368	46,918
Current derivative liability (Note 10)	9,646	—
Current portion of other long-term liabilities (Note 6)	17,999	16,560
Total current liabilities	<u>146,757</u>	<u>150,891</u>
Long-term debt less debt issuance costs (Note 6)	875,051	918,995
Non-current derivative liability (Note 10)	3,420	285
Other long-term liabilities (Note 6)	103,926	140,341
Deferred income taxes	211,721	275,750
Shareholders' equity:		
Preferred stock, \$1.00 par value, 5,000,000 shares authorized, none issued	—	—
Common stock, \$.20 par value, 175,000,000 shares authorized, 51,504,959 and 50,413,101 shares issued as of June 30, 2016 and December 31, 2015, respectively	10,016	9,831
Capital in excess of par value	497,312	486,571
Retained earnings	703,893	817,178
Total shareholders' equity	<u>1,211,221</u>	<u>1,313,580</u>
Total liabilities and shareholders' equity	<u>\$ 2,552,096</u>	<u>\$ 2,799,842</u>

The accompanying notes are an integral part of these  
unaudited condensed consolidated financial statements.

**UNIT CORPORATION AND SUBSIDIARIES**  
**CONDENSED CONSOLIDATED STATEMENTS OF OPERATIONS (UNAUDITED)**

	Three Months Ended		Six Months Ended	
	June 30,		June 30,	
	2016	2015	2016	2015
(In thousands except per share amounts)				
<b>Revenues:</b>				
Oil and natural gas	\$ 69,190	\$ 107,256	\$ 127,464	\$ 213,325
Contract drilling	24,257	55,015	62,967	150,092
Gas gathering and processing	44,858	52,176	84,058	106,129
Total revenues	<u>138,305</u>	<u>214,447</u>	<u>274,489</u>	<u>469,546</u>
<b>Expenses:</b>				
<b>Oil and natural gas:</b>				
Operating costs	33,331	45,972	66,677	91,183
Depreciation, depletion, and amortization	30,411	68,101	62,243	145,219
Impairment of oil and natural gas properties (Note 2)	74,291	410,536	112,120	811,129
<b>Contract drilling:</b>				
Operating costs	19,254	36,485	47,352	88,231
Depreciation	10,918	13,265	23,113	28,278
Impairment of contract drilling equipment (Note 3)	—	8,314	—	8,314
<b>Gas gathering and processing:</b>				
Operating costs	32,381	40,592	63,447	84,767
Depreciation and amortization	11,515	10,848	22,974	21,542
General and administrative	8,382	9,624	17,097	18,994
Gain on disposition of assets	(477)	(415)	(669)	(960)
Total operating expenses	<u>220,006</u>	<u>643,322</u>	<u>414,354</u>	<u>1,296,697</u>
Loss from operations	(81,701)	(428,875)	(139,865)	(827,151)
<b>Other income (expense):</b>				
Interest, net	(10,606)	(7,956)	(20,223)	(15,196)
Gain (loss) on derivatives	(22,672)	(1,919)	(11,743)	4,667
Other	1	24	(14)	22
Total other income (expense)	<u>(33,277)</u>	<u>(9,851)</u>	<u>(31,980)</u>	<u>(10,507)</u>
Loss before income taxes	(114,978)	(438,726)	(171,845)	(837,658)
<b>Income tax expense (benefit):</b>				
Current	—	803	—	868
Deferred	(42,842)	(165,140)	(58,560)	(315,783)
Total income taxes	<u>(42,842)</u>	<u>(164,337)</u>	<u>(58,560)</u>	<u>(314,915)</u>
Net loss	<u>\$ (72,136)</u>	<u>\$ (274,389)</u>	<u>\$ (113,285)</u>	<u>\$ (522,743)</u>
<b>Net loss per common share:</b>				
Basic	<u>\$ (1.44)</u>	<u>\$ (5.58)</u>	<u>\$ (2.27)</u>	<u>\$ (10.66)</u>
Diluted	<u>\$ (1.44)</u>	<u>\$ (5.58)</u>	<u>\$ (2.27)</u>	<u>\$ (10.66)</u>

The accompanying notes are an integral part of these unaudited condensed consolidated financial statements.

**UNIT CORPORATION AND SUBSIDIARIES**  
**CONDENSED CONSOLIDATED STATEMENTS OF CASH FLOWS (UNAUDITED)**

	Six Months Ended	
	June 30,	
	2016	2015
	(In thousands)	
<b>OPERATING ACTIVITIES:</b>		
Net loss	\$ (113,285)	\$ (522,743)
Adjustments to reconcile net loss to net cash provided by operating activities:		
Depreciation, depletion, and amortization	109,522	196,576
Impairments (Notes 2 and 3)	112,120	819,443
(Gain) loss on derivatives	11,743	(4,667)
Cash receipts on derivatives settled	12,192	21,082
Deferred tax benefit	(58,560)	(315,783)
Gain on disposition of assets	(946)	(960)
Employee stock compensation plans	7,703	12,329
Other, net	(2,755)	1,944
Changes in operating assets and liabilities increasing (decreasing) cash:		
Accounts receivable	5,443	77,894
Accounts payable	24,077	(16,327)
Material and supplies	241	(2,366)
Accrued liabilities	3,411	(11,811)
Income taxes	18,969	(1,845)
Other, net	2,841	4,840
Net cash provided by operating activities	132,716	257,606
<b>INVESTING ACTIVITIES:</b>		
Capital expenditures	(124,182)	(371,572)
Proceeds from disposition of assets	46,627	5,130
Other	169	—
Net cash used in investing activities	(77,386)	(366,442)
<b>FINANCING ACTIVITIES:</b>		
Borrowings under credit agreement	150,300	396,000
Payments under credit agreement	(195,300)	(281,500)
Payments on capitalized leases	(1,828)	(1,757)
Tax (benefit) expense from stock compensation	(376)	4
Book overdrafts	(7,987)	(4,121)
Net cash (used in) provided by financing activities	(55,191)	108,626
Net increase (decrease) in cash and cash equivalents	139	(210)
Cash and cash equivalents, beginning of period	835	1,049
Cash and cash equivalents, end of period	\$ 974	\$ 839
<b>Supplemental disclosure of cash flow information:</b>		
Cash paid during the year for:		
Interest paid (net of capitalized)	19,830	15,886
Income taxes	—	3,142
Changes in accounts payable and accrued liabilities related to purchases of property, plant, and equipment	30,758	92,743
Non-cash reductions to oil and natural gas properties related to asset retirement obligations	28,884	5,956

The accompanying notes are an integral part of these  
unaudited condensed consolidated financial statements.

**UNIT CORPORATION AND SUBSIDIARIES**  
**NOTES TO UNAUDITED CONDENSED CONSOLIDATED FINANCIAL STATEMENTS**

**NOTE 1 – BASIS OF PREPARATION AND PRESENTATION**

The accompanying unaudited condensed consolidated financial statements in this report include the accounts of Unit Corporation and all its subsidiaries and affiliates and have been prepared under the rules and regulations of the SEC. The terms “company,” “Unit,” “we,” “our,” “us,” or like terms refer to Unit Corporation, a Delaware corporation, and one or more of its subsidiaries and affiliates, except as otherwise indicated or as the context otherwise requires.

The accompanying condensed consolidated financial statements are unaudited and do not include all the notes in our annual financial statements. This report should be read with the audited consolidated financial statements and notes in our Form 10-K, filed February 25, 2016, for the year ended December 31, 2015 .

In the opinion of our management, the accompanying unaudited condensed consolidated financial statements contain all normal recurring adjustments (including the elimination of all intercompany transactions) necessary to fairly state the following:

- Balance Sheets at June 30, 2016 and December 31, 2015 ;
- Statements of Operations for the three and six months ended June 30, 2016 and 2015 ; and
- Statements of Cash Flows for the six months ended June 30, 2016 and 2015 .

Our financial statements are prepared in conformity with generally accepted accounting principles in the United States (GAAP). GAAP requires us to make certain estimates and assumptions that may affect the amounts reported in our unaudited condensed consolidated financial statements and accompanying notes. Actual results may differ from those estimates. Results for the six months ended June 30, 2016 and 2015 are not necessarily indicative of the results to be realized for the full year of 2016 , or that we realized for the full year of 2015 .

Certain amounts in the accompanying unaudited condensed consolidated financial statements for prior periods have been reclassified to conform to current year presentation. There was no impact to consolidated net income (loss) or shareholders' equity.

**NOTE 2 – OIL AND NATURAL GAS PROPERTIES**

Full cost accounting rules require us to review the carrying value of our oil and natural gas properties at the end of each quarter. Under those rules, the maximum amount allowed as the carrying value is referred to as the ceiling. The ceiling is the sum of the present value (using a 10% discount rate) of the estimated future net revenues from our proved reserves (using the unescalated 12-month average price of our oil, NGLs, and natural gas), plus the cost of properties not being amortized, plus the lower of cost or estimated fair value of unproved properties included in the costs being amortized, less related income taxes. If the net book value of the oil, NGLs, and natural gas properties being amortized exceeds the full cost ceiling, the excess amount is charged to expense in the period during which the excess occurs, even if prices are depressed for only a short while. Once incurred, a write-down of oil and natural gas properties is not reversible.

During the first quarter of 2015, the 12-month average commodity prices decreased significantly, resulting in a non-cash ceiling test write-down of \$400.6 million pre-tax ( \$249.4 million , net of tax). During the second quarter of 2015, the 12-month average commodity prices decreased further, resulting in a non-cash ceiling test write-down of \$410.5 million pre-tax ( \$255.6 million , net of tax).

During the first quarter of 2016, the 12-month average commodity prices continued to decrease, resulting in a non-cash ceiling test write-down of \$37.8 million pre-tax ( \$23.5 million , net of tax). For the second quarter of 2016, the 12-month average commodity prices decreased further, resulting in a non-cash ceiling test write-down of \$74.3 million pre-tax ( \$46.3 million , net of tax).

**NOTE 3 – DIVESTITURES**

***Oil and Natural Gas***

We sold non-core oil and natural gas assets, net of related expenses, for \$43.6 million during the first six months of 2016, compared to less than \$0.1 million during the first six months of 2015. Proceeds from those sales reduced the net book value of our full cost pool with no gain or loss recognized.

***Contract Drilling***

During the second quarter of 2015, we recorded a write-down of approximately \$8.3 million pre-tax on drilling equipment that was being held for sale.

**NOTE 4 – LOSS PER SHARE**

Information related to the calculation of loss per share follows:

	<b>Loss (Numerator)</b>	<b>Weighted Shares (Denominator)</b>	<b>Per-Share Amount</b>
(In thousands except per share amounts)			
<b>For the three months ended June 30, 2016</b>			
Basic loss per common share	\$ (72,136)	50,074	\$ (1.44)
Effect of dilutive stock options, restricted stock, and stock appreciation rights (SARs)	—	—	—
Diluted loss per common share	<u>\$ (72,136)</u>	<u>50,074</u>	<u>\$ (1.44)</u>
<b>For the three months ended June 30, 2015</b>			
Basic loss per common share	\$ (274,389)	49,148	\$ (5.58)
Effect of dilutive stock options, restricted stock, and SARs	—	—	—
Diluted loss per common share	<u>\$ (274,389)</u>	<u>49,148</u>	<u>\$ (5.58)</u>

Due to the net loss for the three months ended June 30, 2016, approximately 417,000 weighted average shares related to stock options, restricted stock, and SARs were antidilutive and excluded from the above earnings per share calculation. For the three months ended June 30, 2015, approximately 307,000 weighted average shares were excluded.

The following table shows the number of stock options and SARs (and their average exercise price) excluded because their option exercise prices were greater than the average market price of our common stock:

	<b>Three Months Ended</b>	
	<b>June 30,</b>	
	<b>2016</b>	<b>2015</b>
Stock options and SARs	<u>240,270</u>	<u>259,085</u>
Average exercise price	<u>\$ 49.29</u>	<u>\$ 50.50</u>

	Loss (Numerator)	Weighted Shares (Denominator)	Per-Share Amount
(In thousands except per share amounts)			
For the six months ended June 30, 2016			
Basic loss per common share	\$ (113,285)	49,977	\$ (2.27)
Effect of dilutive stock options, restricted stock, and SARs	—	—	—
Diluted loss per common share	<u>\$ (113,285)</u>	<u>49,977</u>	<u>\$ (2.27)</u>
For the six months ended June 30, 2015			
Basic loss per common share	\$ (522,743)	49,063	\$ (10.66)
Effect of dilutive stock options, restricted stock, and SARs	—	—	—
Diluted loss per common share	<u>\$ (522,743)</u>	<u>49,063</u>	<u>\$ (10.66)</u>

Because of the net loss for the six months ended June 30, 2016, approximately 332,000 weighted average shares related to stock options, restricted stock, and SARs were antidilutive and excluded from the above earnings per share calculation. For the six months ended June 30, 2015, approximately 206,000 weighted average shares were excluded.

The following table shows the number of stock options and SARs (and their average exercise price) excluded because their option exercise prices were greater than the average market price of our common stock:

	Six Months Ended	
	June 30,	
	2016	2015
Stock options and SARs	240,270	261,270
Average exercise price	<u>\$ 49.29</u>	<u>\$ 50.34</u>

#### NOTE 5 – ACCRUED LIABILITIES

Accrued liabilities consisted of the following:

	June 30, 2016	December 31, 2015
(In thousands)		
Lease operating expenses	\$ 19,157	\$ 17,220
Taxes	8,722	3,767
Employee costs	7,007	12,641
Interest payable	6,213	6,321
Third-party credits	2,954	3,326
Derivative settlements	278	—
Other	2,037	3,643
Total accrued liabilities	<u>\$ 46,368</u>	<u>\$ 46,918</u>

**NOTE 6 – LONG-TERM DEBT AND OTHER LONG-TERM LIABILITIES****Long-Term Debt**

Our long-term debt consisted of the following as of the dates indicated:

	June 30, 2016	December 31, 2015
(In thousands)		
Credit agreement with an average interest rate of 3.9% and 2.6% at June 30, 2016 and December 31, 2015, respectively	\$ 236,000	\$ 281,000
6.625% senior subordinated notes due 2021	650,000	650,000
Total principal amount	886,000	931,000
Less: unamortized discount	(3,076)	(3,338)
Less: debt issuance costs, net	(7,873)	(8,667)
Total long-term debt	<u>\$ 875,051</u>	<u>\$ 918,995</u>

*Credit Agreement.* On April 8, 2016, we amended our Senior Credit Agreement (credit agreement) scheduled to mature on April 10, 2020. The amount we can borrow is the lesser of the amount we elect as the commitment amount or the value of the borrowing base as determined by the lenders, but in either event not to exceed the maximum credit agreement amount of \$875.0 million. Our elected commitment amount is \$475.0 million. Our borrowing base is \$475.0 million. We are charged a commitment fee of 0.50% on the amount available but not borrowed. The fee varies based on the amount borrowed as a percentage of the amount of the total borrowing base. We paid \$1.0 million in origination, agency, syndication, and other related fees. We are amortizing these fees over the life of the credit agreement. With the new amendment, we pledged the following collateral: (a) 85% of the proved developed producing (discounted as present worth at 8%) total value of our oil and gas properties and (b) 100% of our ownership interest in our midstream affiliate, Superior Pipeline Company, L.L.C.

The borrowing base amount—which is subject to redetermination by the lenders on April 1st and October 1st of each year—is based primarily on a percentage of the discounted future value of our oil and natural gas reserves. We or the lenders may request a onetime special redetermination of the borrowing base between each scheduled redetermination. In addition, we may request a redetermination following the completion of an acquisition that meets the requirements in the credit agreement.

At our election, any part of the outstanding debt under the credit agreement may be fixed at a London Interbank Offered Rate (LIBOR). LIBOR interest is computed as the sum of the LIBOR base for the applicable term plus 2.00% to 3.00% depending on the level of debt as a percentage of the borrowing base and is payable at the end of each term, or every 90 days, whichever is less. Borrowings not under LIBOR bear interest at the prime rate specified in the credit agreement that cannot be less than LIBOR plus 1.00%. Interest is payable at the end of each month and the principal may be repaid in whole or in part at any time, without a premium or penalty. At June 30, 2016, we had \$236.0 million outstanding borrowings under our credit agreement.

We can use borrowings for financing general working capital requirements for (a) exploration, development, production, and acquisition of oil and gas properties, (b) acquisitions and operation of mid-stream assets, (c) issuance of standby letters of credit, (d) contract drilling services and acquisition of contract drilling equipment, and (e) general corporate purposes.

The credit agreement prohibits, among other things:

- the payment of dividends (other than stock dividends) during any fiscal year over 30% of our consolidated net income for the preceding fiscal year;
- the incurrence of additional debt with certain limited exceptions; and
- the creation or existence of mortgages or liens, other than those in the ordinary course of business and with certain limited exceptions, on any of our properties, except in favor of our lenders.

The credit agreement also requires that we have at the end of each quarter:

- a current ratio (as defined in the credit agreement) of not less than 1 to 1 .

Through the quarter ending March 31, 2019, the credit agreement also requires that we have at the end of each quarter:

- a senior indebtedness ratio of senior indebtedness to consolidated EBITDA (as defined in the credit agreement) for the most recently ended rolling four quarters of no greater than 2.75 to 1 .

Beginning with the quarter ending June 30, 2019, and for each quarter ending thereafter, the credit agreement requires:

- a leverage ratio of funded debt to consolidated EBITDA (as defined in the credit agreement) for the most recently ended rolling four fiscal quarters of no greater than 4 to 1 .

As of June 30, 2016 , we were in compliance with the covenants in the credit agreement.

*6.625% Senior Subordinated Notes.* We have an aggregate principal amount of \$650.0 million , 6.625% senior subordinated notes (the Notes) outstanding. Interest on the Notes is payable semi-annually (in arrears) on May 15 and November 15 of each year. The Notes will mature on May 15, 2021 . In issuing the Notes, we incurred fees of \$14.7 million that are being amortized as debt issuance cost over the life of the Notes.

The Notes are subject to an Indenture dated as of May 18, 2011, between us and Wilmington Trust, National Association (successor to Wilmington Trust FSB), as Trustee (the Trustee), as supplemented by the First Supplemental Indenture dated as of May 18, 2011, between us, the Guarantors, and the Trustee, and as further supplemented by the Second Supplemental Indenture dated as of January 7, 2013, between us, the Guarantors, and the Trustee (as supplemented, the 2011 Indenture), establishing the terms of and providing for the issuance of the Notes. The Guarantors are most of our direct and indirect subsidiaries. The discussion of the Notes in this report is qualified by and subject to the actual terms of the 2011 Indenture.

Unit, as the parent company, has no independent assets or operations. The guarantees by the Guarantors of the Notes (registered under registration statements) are full and unconditional, joint and several, subject to certain automatic customary releases, are subject to certain restrictions on the sale, disposition, or transfer of the capital stock or substantially all of the assets of a subsidiary guarantor, and other conditions and terms set out in the 2011 Indenture. Any of our subsidiaries that are not Guarantors are minor. There are no significant restrictions on our ability to receive funds from any of our subsidiaries through dividends, loans, advances, or otherwise.

On and after May 15, 2016, we may redeem all or, from time to time, a part of the Notes at certain redemption prices, plus accrued and unpaid interest. If a “change of control” occurs, subject to certain conditions, we must offer to repurchase from each holder all or any part of that holder’s Notes at a purchase price in cash equal to 101% of the principal amount of the Notes plus accrued and unpaid interest, if any, to the date of purchase. The 2011 Indenture contains customary events of default. The 2011 Indenture also contains covenants that, among other things, limit our ability and the ability of certain of our subsidiaries to incur or guarantee additional indebtedness; pay dividends on our capital stock or redeem capital stock or subordinated indebtedness; transfer or sell assets; make investments; incur liens; enter into transactions with our affiliates; and merge or consolidate with other companies. We were in compliance with all covenants of the Notes as of June 30, 2016 .

**Other Long-Term Liabilities**

Other long-term liabilities consisted of the following:

	June 30, 2016	December 31, 2015
(In thousands)		
Asset retirement obligation (ARO) liability	\$ 70,926	\$ 98,297
Capital lease obligations	20,710	22,466
Workers' compensation	15,258	16,551
Separation benefit plans	6,386	9,886
Deferred compensation plan	4,430	4,244
Gas balancing liability	3,805	5,047
Other	410	410
	<u>121,925</u>	<u>156,901</u>
Less current portion	17,999	16,560
Total other long-term liabilities	<u>\$ 103,926</u>	<u>\$ 140,341</u>

Estimated annual principal payments under the terms of debt and other long-term liabilities during each of the five successive twelve month periods beginning July 1, 2016 (and through 2021) are \$18.0 million , \$44.3 million , \$10.2 million , \$244.1 million , and \$658.7 million , respectively.

*Capital Leases*

During 2014, our mid-stream segment entered into capital lease agreements for twenty compressors with initial terms of seven years. The underlying assets are included in gas gathering and processing equipment. The current portion of our capital lease obligations of \$3.6 million is included in current portion of other long-term liabilities and the non-current portion of \$17.1 million is included in other long-term liabilities in the accompanying Unaudited Condensed Consolidated Balance Sheets as of June 30, 2016 . These capital leases are discounted using annual rates of 4.00% . Total maintenance and interest remaining related to these leases are \$8.6 million and \$2.3 million , respectively at June 30, 2016 . Annual payments, net of maintenance and interest, average \$4.0 million annually through 2021 . At the end of the term, our mid-stream segment has the option to purchase the assets at 10% of their fair market value at that time.

Future payments required under the capital leases at June 30, 2016:

	Amount
(In thousands)	
Ending June 30,	
2017	\$ 6,168
2018	6,168
2019	6,168
2020	6,168
2021 and thereafter	6,853
Total future payments	<u>31,525</u>
Less payments related to:	
Maintenance	8,552
Interest	2,263
Present value of future minimum payments	<u>\$ 20,710</u>

**NOTE 7 – ASSET RETIREMENT OBLIGATIONS**

We are required to record the estimated fair value of the liabilities relating to the future retirement of our long-lived assets. Our oil and natural gas wells are plugged and abandoned when the oil and natural gas reserves in those wells are depleted or the wells are no longer able to produce. The plugging and abandonment liability for a well is recorded in the period in which the obligation is incurred (at the time the well is drilled or acquired). None of our assets are restricted for purposes of settling these AROs. All of our AROs relate to the plugging costs associated with our oil and gas wells.

The following table shows certain information about our AROs for the periods indicated:

	Six Months Ended	
	June 30,	
	2016	2015
	(In thousands)	
ARO liability, January 1:	\$ 98,297	\$ 100,567
Accretion of discount	1,513	1,757
Liability incurred	212	5,986
Liability settled	(605)	(1,566)
Liability sold <sup>(1)</sup>	(10,308)	(246)
Revision of estimates <sup>(2)</sup>	(18,183)	(10,130)
ARO liability, June 30:	70,926	96,368
Less current portion	3,523	3,277
Total long-term ARO	\$ 67,403	\$ 93,091

(1) We sold approximately 1,150 wells to unaffiliated third-parties during the first six months of 2016.

(2) Plugging liability estimates were revised in both 2016 and 2015 for updates in the cost of services used to plug wells over the preceding year. We had various upward and downward adjustments.

**NOTE 8 – NEW ACCOUNTING PRONOUNCEMENTS**

*Compensation—Stock Compensation: Improvements to Employee Share-Based Payment Accounting.* The FASB has issued ASU 2016-09. The amendments are intended to improve the accounting for employee share-based payments and affect all organizations that issue share-based payment awards to their employees. Several aspects of the accounting for share-based payment award transactions are simplified, including: (a) income tax consequences; (b) classification of awards as either equity or liabilities; and (c) classification on the statement of cash flows. For public companies, the amendments are effective for annual periods beginning after December 15, 2016, and interim periods within those annual periods. Early adoption of the amendments is permitted. The amendments primarily impact classification within the statement of cash flows between financial and operating activities. We do not believe the amendments will have a material impact on our financial statements.

*Leases.* The FASB has issued ASU 2016-02. Under the new guidance, lessees will be required to recognize at the commencement date a lease liability, which is a lessee's obligation to make lease payments arising from a lease, measured on a discounted basis; and a right-of-use asset, which is an asset that represents the lessee's right to use a specified asset for the lease term. Lessor accounting is largely unchanged. For public companies, the amendments are effective for annual periods beginning after December 15, 2018, and interim periods within those annual periods. Early adoption of the amendments is permitted. We are in the process of evaluating the impact it will have on our financial statements.

*Income Taxes: Balance Sheet Classification of Deferred Taxes.* The FASB has issued ASU 2015-17. This changes how deferred taxes are classified on organizations' balance sheets. Organizations will be required to classify all deferred tax assets and liabilities as noncurrent. The amendments apply to all organizations that present a classified balance sheet. For public companies, the amendments are effective for financial statements issued for annual periods beginning after December 15, 2016, and interim periods within those annual periods. Early adoption of the amendments is permitted. The amendments will require current deferred tax assets to be combined with noncurrent deferred tax assets. We do not believe the amendments will have a material impact on our financial statements.

*Interest—Imputation of Interest: Simplifying the Presentation of Debt Issuance Costs.* The FASB has issued ASU 2015-03. The amendments in this ASU require that debt issuance costs related to a recognized debt liability be presented in the

balance sheet as a direct deduction from the carrying amount of that debt liability, consistent with debt discounts. The FASB has also issued ASU 2015-15. The amendments in this ASU allow an entity to defer and present debt issuance cost as an asset and subsequently amortize the deferred debt issuance costs ratably over the term of the line-of-credit arrangement, regardless of whether there are any outstanding borrowings on the line-of-credit arrangement. We have maintained debt issuance costs associated with our credit agreement as an asset and amortize these fees over the life of the credit agreement. For public business entities, the amendments are effective for financial statements issued for fiscal years beginning after December 15, 2015, and interim periods within those fiscal years. The amendments should be applied on a retrospective basis, wherein the balance sheet of each individual period presented should be adjusted to reflect the period-specific effects of applying the new guidance. We have adopted these amendments during the first quarter of 2016. Previously, debt issuance costs associated with the Notes was classified as a long-term asset on the balance sheet, but with ASU 2015-03, it is presented as a direct deduction from the carrying amount of the recognized debt liability.

*Revenue from Contracts with Customers.* The FASB has issued ASU 2014-09. This affects any entity using U.S. GAAP that either enters into contracts with customers to transfer goods or services or enters into contracts for the transfer of nonfinancial assets unless those contracts are within the scope of other standards (e.g., insurance contracts or lease contracts). The core principle of the guidance is that an entity should recognize revenue to depict the transfer of promised goods or services to customers in an amount that reflects the consideration to which the entity expects to be entitled in exchange for those goods or services. In May 2016, the FASB issued ASU 2016-12, "Narrow-Scope Improvements and Practical Expedients," which provides clarifying guidance in certain areas and adds some practical expedients. Also in May 2016, the FASB issued ASU 2016-11, "Rescission of SEC Guidance Because of Accounting Standards Updates 2014-09 and 2014-16 Pursuant to Staff Announcements at the March 3, 2016 EITF Meeting." This ASU rescinds SEC Staff Observer comments that are codified in Topic 605, Revenue Recognition, and Topic 932, Extractive Activities— Oil and Gas, effective upon the adoption of Topic 606, Revenue from Contracts with Customers. In April 2016, the FASB issued ASU 2016-10, "Identifying Performance Obligations and Licensing," which amends the revenue guidance on identifying performance obligations and accounting for licenses of intellectual property. The FASB has issued 2015-14, which defers the effective date to annual reporting periods beginning after December 15, 2017, including interim reporting periods within that reporting period. We are in the process of evaluating the impact it will have on our financial statements.

## NOTE 9 – STOCK-BASED COMPENSATION

For restricted stock awards and stock options, we had:

	Three Months Ended		Six Months Ended	
	June 30,		June 30,	
	2016	2015	2016	2015
	(In millions)			
Recognized stock compensation expense	\$ 2.0	\$ 4.8	\$ 5.3	\$ 9.1
Capitalized stock compensation cost for our oil and natural gas properties	0.4	1.0	1.2	1.9
Tax benefit on stock based compensation	0.7	1.7	2.0	3.4

The remaining unrecognized compensation cost related to unvested awards at June 30, 2016 is approximately \$10.9 million, of which \$1.7 million is anticipated to be capitalized. The weighted average period of time over which this cost will be recognized is 0.7 of a year.

The Second Amended and Restated Unit Corporation Stock and Incentive Compensation Plan effective May 6, 2015 (the amended plan) allows us to grant stock-based and cash-based compensation to our employees (including employees of subsidiaries) as well as to non-employee directors. A total of 4,500,000 shares of the company's common stock is authorized for issuance to eligible participants under the amended plan with 2,000,000 shares being the maximum number of shares that can be issued as "incentive stock options."

We did not grant any SARs or stock options during either of the three or six month periods ending June 30, 2016 and 2015. The following tables show the fair value of restricted stock awards granted to employees and non-employee directors during the periods indicated.

	Three Months Ended June 30, 2016		Three Months Ended June 30, 2015	
	Time Vested	Performance Vested	Time Vested	Performance Vested
<b>Shares granted:</b>				
Employees	—	—	—	—
Non-employee directors	90,000	—	25,848	—
	<u>90,000</u>	<u>—</u>	<u>25,848</u>	<u>—</u>
<b>Estimated fair value (in millions): <sup>(1)</sup></b>				
Employees	\$ —	\$ —	\$ —	\$ —
Non-employee directors	0.9	—	0.9	—
	<u>\$ 0.9</u>	<u>\$ —</u>	<u>\$ 0.9</u>	<u>\$ —</u>
<b>Percentage of shares granted expected to be distributed:</b>				
Employees	N/A	N/A	N/A	N/A
Non-employee directors	100%	N/A	100%	N/A

(1) Represents 100% of the grant date fair value. (We recognize the grant date fair value minus estimated forfeitures.)

	Six Months Ended June 30, 2016		Six Months Ended June 30, 2015	
	Time Vested	Performance Vested	Time Vested	Performance Vested
<b>Shares granted:</b>				
Employees	486,578	152,373	576,361	148,081
Non-employee directors	90,000	—	25,848	—
	<u>576,578</u>	<u>152,373</u>	<u>602,209</u>	<u>148,081</u>
<b>Estimated fair value (in millions): <sup>(1)</sup></b>				
Employees	\$ 2.6	\$ 0.8	\$ 18.5	\$ 5.1
Non-employee directors	0.9	—	0.9	—
	<u>\$ 3.5</u>	<u>\$ 0.8</u>	<u>\$ 19.4</u>	<u>\$ 5.1</u>
<b>Percentage of shares granted expected to be distributed:</b>				
Employees	94%	70%	94%	3%
Non-employee directors	100%	N/A	100%	N/A

(1) Represents 100% of the grant date fair value. (We recognize the grant date fair value minus estimated forfeitures.)

The time vested restricted stock awards granted during the first six months of 2016 and 2015 are being recognized over a three year vesting period. During the first quarter of 2016, there were two different performance vested restricted stock awards granted to certain executive officers. The first will cliff vest three years from the grant date based on the company's achievement of certain stock performance measures at the end of the term and will range from 0% to 200% of the restricted shares granted as performance shares. The second will vest, one-third each year, over a three year vesting period based on the company's achievement of cash flow to total assets performance measurement each year and will range from 0% to 200%. The total aggregate stock compensation expense and capitalized cost related to oil and natural gas properties for 2016 awards for the first six months of 2016 was \$0.7 million.

**NOTE 10 – DERIVATIVES**
**Commodity Derivatives**

We have entered into various types of derivative transactions covering some of our projected natural gas and oil production. These transactions are intended to reduce our exposure to market price volatility by setting the price(s) we will receive for that production. Our decisions on the price(s), type, and quantity of our production subject to a derivative contract are based, in part, on our view of current and future market conditions. As of June 30, 2016, our derivative transactions comprised the following hedges:

- *Swaps.* We receive or pay a fixed price for the commodity and pay or receive a floating market price to the counterparty. The fixed-price payment and the floating-price payment are netted, resulting in a net amount due to or from the counterparty.
- *Basis Swaps.* We receive or pay the NYMEX settlement value plus or minus a fixed delivery point price for the commodity and pay or receive the published index price at the specified delivery point. We use basis swaps to hedge the price risk between NYMEX and its physical delivery points.
- *Collars.* A collar contains a fixed floor price (put) and a ceiling price (call). If the market price exceeds the call strike price or falls below the put strike price, we receive the fixed price and pay the market price. If the market price is between the call and the put strike price, no payments are due from either party.
- *Three-way collars.* A three-way collar contains a fixed floor price (long put), fixed subfloor price (short put), and a fixed ceiling price (short call). If the market price exceeds the ceiling strike price, we receive the ceiling strike price and pay the market price. If the market price is between the ceiling and the floor strike price, no payments are due from either party. If the market price is below the floor price but above the subfloor price, we receive the floor strike price and pay the market price. If the market price is below the subfloor price, we receive the market price plus the difference between the floor and subfloor strike prices and pay the market price.

We have documented policies and procedures to monitor and control the use of derivative transactions. We do not engage in derivative transactions for speculative purposes. For our economic hedges any changes in fair value occurring before maturity (i.e., temporary fluctuations in value) are reported in gain (loss) on derivatives in our Unaudited Condensed Consolidated Statements of Operations.

At June 30, 2016, we had the following derivatives outstanding:

Term	Commodity	Contracted Volume	Weighted Average Fixed Price	Contracted Market
Jul'16 – Dec'16	Natural gas – swap	45,000 MMBtu/day	\$2.596	IF – NYMEX (HH)
Jan'17 – Dec'17	Natural gas – swap	60,000 MMBtu/day	\$2.960	IF – NYMEX (HH)
Jan'18 – Dec'18	Natural gas – swap	10,000 MMBtu/day	\$3.025	IF – NYMEX (HH)
Jan'17 – Dec'17	Natural gas – basis swap	20,000 MMBtu/day	\$(0.215)	IF – NYMEX (HH)
Jan'18 – Dec'18	Natural gas – basis swap	10,000 MMBtu/day	\$(0.208)	IF – NYMEX (HH)
Jul'16 – Dec'16	Natural gas – collar	42,000 MMBtu/day	\$2.40 - \$2.88	IF – NYMEX (HH)
Jan'17 – Oct'17	Natural gas – collar	10,000 MMBtu/day	\$2.75 - \$2.95	IF – NYMEX (HH)
Jul'16 – Dec'16	Natural gas – three-way collar	13,500 MMBtu/day	\$2.70 - \$2.20 - \$3.26	IF – NYMEX (HH)
Jan'17 – Dec'17	Natural gas – three-way collar	15,000 MMBtu/day	\$2.50 - \$2.00 - \$3.32	IF – NYMEX (HH)
Jul'16 – Sep'16	Crude oil – swap	1,000 Bbl/day	\$48.45	WTI – NYMEX
Jul'16 – Sep'16	Crude oil – collar	2,450 Bbl/day	\$44.44 - \$52.46	WTI – NYMEX
Oct'16 – Dec'16	Crude oil – collar	1,450 Bbl/day	\$47.50 - \$56.40	WTI – NYMEX
Jul'16 – Dec'16	Crude oil – three-way collar	700 Bbl/day	\$46.50 - \$35.00 - \$57.00	WTI – NYMEX
Jul'16 – Dec'16	Crude oil – three-way collar <sup>(1)</sup>	700 Bbl/day	\$47.50 - \$35.00 - \$63.50	WTI – NYMEX
Jan'17 – Dec'17	Crude oil – three-way collar	750 Bbl/day	\$50.00 - \$37.50 - \$63.90	WTI – NYMEX

(1) We pay our counterparty a premium, which can be and is being deferred until settlement.

After June 30, 2016, we entered into the following derivatives:

Term	Commodity	Contracted Volume	Weighted Average Fixed Price	Contracted Market
Jan'17 – Oct'17	Natural gas – collar	10,000 MMBtu/day	\$3.00 - \$3.24	IF – NYMEX (HH)

The following tables present the fair values and locations of the derivative transactions recorded in our Unaudited Condensed Consolidated Balance Sheets:

	Balance Sheet Location	Derivative Assets	
		Fair Value	
		June 30, 2016	December 31, 2015
(In thousands)			
Commodity derivatives:			
Current	Current derivative asset	\$ —	\$ 10,186
Long-term	Non-current derivative asset	—	968
Total derivative assets		\$ —	\$ 11,154

	Balance Sheet Location	Derivative Liabilities	
		Fair Value	
		June 30, 2016	December 31, 2015
(In thousands)			
Commodity derivatives:			
Current	Current derivative liability	\$ 9,646	\$ —
Long-term	Non-current derivative liability	3,420	285
Total derivative liabilities		\$ 13,066	\$ 285

If a legal right of set-off exists, we net the value of the derivative transactions we have with the same counterparty in our Unaudited Condensed Consolidated Balance Sheets.

Effect of derivative instruments on the Unaudited Condensed Consolidated Statements of Operations for the three months ended June 30 :

Derivatives Instruments	Location of Loss Recognized in Income on Derivative	Amount of Loss Recognized in Income on Derivative	
		2016	2015
(In thousands)			
Commodity derivatives	Gain (loss) on derivatives <sup>(1)</sup>	\$ (22,672)	\$ (1,919)
Total		\$ (22,672)	\$ (1,919)

(1) Amounts settled during the 2016 and 2015 periods include gains of \$5.1 million and \$10.1 million, respectively.

Effect of derivative instruments on the Unaudited Condensed Consolidated Statements of Operations for the six months ended June 30 :

Derivatives Instruments	Location of Gain (Loss) Recognized in Income on Derivative	Amount of Gain (Loss) Recognized in Income on Derivative	
		2016	2015
(In thousands)			
Commodity derivatives	Gain (loss) on derivatives <sup>(1)</sup>	\$ (11,743)	\$ 4,667
Total		\$ (11,743)	\$ 4,667

(1) Amounts settled during the 2016 and 2015 periods include gains of \$12.2 million and \$21.1 million , respectively.

#### NOTE 11 – FAIR VALUE MEASUREMENTS

Fair value is defined as the amount that would be received from the sale of an asset or paid for the transfer of a liability in an orderly transaction between market participants (in either case, an exit price). To estimate an exit price, a three-level hierarchy is used prioritizing the valuation techniques used to measure fair value into three levels with the highest priority given to Level 1 and the lowest priority given to Level 3. The levels are summarized as follows:

- Level 1—unadjusted quoted prices in active markets for identical assets and liabilities.
- Level 2—significant observable pricing inputs other than quoted prices included within level 1 either directly or indirectly observable as of the reporting date. Essentially, inputs (variables used in the pricing models) that are derived principally from or corroborated by observable market data.
- Level 3—generally unobservable inputs which are developed based on the best information available and may include our own internal data.

The inputs available to us determine the valuation technique we use to measure the fair values of our financial instruments.

The following tables set forth our recurring fair value measurements:

June 30, 2016				
	Level 2	Level 3	Effect of Netting	Net Amounts Presented
(In thousands)				
Financial assets (liabilities):				
Commodity derivatives:				
Assets	\$ 435	\$ 515	\$ (950)	\$ —
Liabilities	(8,740)	(5,276)	950	(13,066)
	<u>\$ (8,305)</u>	<u>\$ (4,761)</u>	<u>\$ —</u>	<u>\$ (13,066)</u>

December 31, 2015				
	Level 2	Level 3	Effect of Netting	Net Amounts Presented
(In thousands)				
Financial assets (liabilities):				
Commodity derivatives:				
Assets	\$ 2,794	\$ 10,145	\$ (1,785)	\$ 11,154
Liabilities	(1,019)	(1,051)	1,785	(285)
	<u>\$ 1,775</u>	<u>\$ 9,094</u>	<u>\$ —</u>	<u>\$ 10,869</u>

All of our counterparties are subject to master netting arrangements. If a legal right of set-off exists, we net the value of the derivative transactions we have with the same counterparty. We are not required to post any cash collateral with our counterparties and no collateral has been posted as of June 30, 2016 .

The following methods and assumptions were used to estimate the fair values of the assets and liabilities in the table above.

*Level 2 Fair Value Measurements*

*Commodity Derivatives* . We measure the fair values of our crude oil and natural gas swaps using estimated internal discounted cash flow calculations based on the NYMEX futures index.

*Level 3 Fair Value Measurements*

*Commodity Derivatives* . The fair values of our natural gas and crude oil collars and three-way collars are estimated using internal discounted cash flow calculations based on forward price curves, quotes obtained from brokers for contracts with similar terms, or quotes obtained from counterparties to the agreements.

The following tables are reconciliations of our level 3 fair value measurements:

	Net Derivatives			
	Three Months Ended		Six Months Ended	
	June 30,		June 30,	
	2016	2015	2016	2015
	(In thousands)			
Beginning of period	\$ 9,983	\$ 857	\$ 9,094	\$ 3,355
Total gains or losses (realized and unrealized):				
Included in earnings <sup>(1)</sup>	(12,322)	111	(6,334)	888
Settlements	(2,422)	(761)	(7,521)	(4,036)
End of period	<u>\$ (4,761)</u>	<u>\$ 207</u>	<u>\$ (4,761)</u>	<u>\$ 207</u>
Total losses for the period included in earnings attributable to the change in unrealized gain (loss) relating to assets still held at end of period	\$ (14,744)	\$ (650)	\$ (13,855)	\$ (3,148)

(1) Commodity derivatives are reported in the Unaudited Condensed Consolidated Statements of Operations in gain (loss) on derivatives.

The following table provides quantitative information about our Level 3 unobservable inputs at June 30, 2016 :

Commodity <sup>(1)</sup>	Fair Value	Valuation Technique	Unobservable Input	Range
	(In thousands)			
Oil collars	\$ (151)	Discounted cash flow	Forward commodity price curve	\$0.07 - \$5.31
Oil three-way collars	\$ 301	Discounted cash flow	Forward commodity price curve	\$0.00 - \$6.35
Natural gas collar	\$ (3,253)	Discounted cash flow	Forward commodity price curve	\$0.00 - \$0.90
Natural gas three-way collars	\$ (1,658)	Discounted cash flow	Forward commodity price curve	\$0.00 - \$0.51

(1) The commodity contracts detailed in this category include non-exchange-traded crude oil and natural gas collars and three-way collars that are valued based on NYMEX. The forward pricing range represents the low and high price expected to be paid or received within the settlement period.

Based on our valuation at June 30, 2016 , we determined that risk of non-performance by our counterparties was immaterial.

### ***Fair Value of Other Financial Instruments***

The following disclosure of the estimated fair value of financial instruments is made in accordance with accounting guidance for financial instruments. We have determined the estimated fair values by using available market information and valuation methodologies. Considerable judgment is required in interpreting market data to develop the estimates of fair value. The use of different market assumptions or valuation methodologies may have a material effect on the estimated fair value amounts.

At June 30, 2016, the carrying values on the Unaudited Condensed Consolidated Balance Sheets for cash and cash equivalents (classified as Level 1), accounts receivable, accounts payable, other current assets, and current liabilities approximate their fair value because of their short term nature.

Based on the borrowing rates currently available to us for credit agreement debt with similar terms and maturities and also considering the risk of our non-performance, long-term debt under our credit agreement approximates its fair value and at June 30, 2016 and December 31, 2015 was \$236.0 million and \$281.0 million, respectively. This debt would be classified as Level 2.

The carrying amounts of long-term debt, net of unamortized discount and debt issuance costs, associated with the Notes reported in the Unaudited Condensed Consolidated Balance Sheets as of June 30, 2016 and December 31, 2015 were \$639.1 million and \$638.0 million, respectively. We estimate the fair value of these Notes using quoted marked prices at June 30, 2016 and December 31, 2015 were \$505.4 million and \$455.5 million, respectively. These Notes would be classified as Level 2.

### ***Fair Value of Non-Financial Instruments***

The initial measurement of AROs at fair value is calculated using discounted cash flow techniques and based on internal estimates of future retirement costs associated with property, plant, and equipment. Significant Level 3 inputs used in the calculation of AROs include plugging costs and remaining reserve lives. A reconciliation of the Company's AROs is presented in Note 7 – Asset Retirement Obligations.

## **NOTE 12 – INDUSTRY SEGMENT INFORMATION**

We have three main business segments offering different products and services within the energy industry:

- Oil and natural gas,
- Contract drilling, and
- Mid-stream

Our oil and natural gas segment is engaged in the development, acquisition, and production of oil, NGLs, and natural gas properties. The contract drilling segment is engaged in the land contract drilling of oil and natural gas wells and the mid-stream segment is engaged in the buying, selling, gathering, processing, and treating of natural gas and NGLs.

We evaluate each segment's performance based on its operating income, which is defined as operating revenues less operating expenses and depreciation, depletion, amortization, and impairment. We have no oil and natural gas production outside the United States.

The following table provides certain information about the operations of each of our segments:

	Three Months Ended June 30, 2016						Total Consolidated
	Oil and Natural Gas	Contract Drilling	Mid-stream	Other	Eliminations		
	(In thousands)						
<b>Revenues:</b>							
Oil and natural gas	\$ 69,190	\$ —	\$ —	\$ —	\$ —	\$ —	\$ 69,190
Contract drilling	—	24,257	—	—	—	—	24,257
Gas gathering and processing	—	—	56,533	—	(11,675)	—	44,858
Total revenues	69,190	24,257	56,533	—	(11,675)	—	138,305
<b>Expenses:</b>							
Oil and natural gas:							
Operating costs	35,555	—	—	—	(2,224)	—	33,331
Depreciation, depletion, and amortization	30,411	—	—	—	—	—	30,411
Impairment of oil and natural gas properties	74,291	—	—	—	—	—	74,291
Contract drilling:							
Operating costs	—	19,254	—	—	—	—	19,254
Depreciation	—	10,918	—	—	—	—	10,918
Gas gathering and processing:							
Operating costs	—	—	41,832	—	(9,451)	—	32,381
Depreciation and amortization	—	—	11,515	—	—	—	11,515
Total expenses	140,257	30,172	53,347	—	(11,675)	—	212,101
Total operating income (loss) <sup>(1)</sup>	(71,067)	(5,915)	3,186	—	—	—	(73,796)
General and administrative expense	—	—	—	(8,382)	—	—	(8,382)
Gain (loss) on disposition of assets	(324)	815	—	(14)	—	—	477
Loss on derivatives	—	—	—	(22,672)	—	—	(22,672)
Interest expense, net	—	—	—	(10,606)	—	—	(10,606)
Other	—	—	—	1	—	—	1
Income (loss) before income taxes	\$ (71,391)	\$ (5,100)	\$ 3,186	\$ (41,673)	\$ —	\$ —	\$ (114,978)

(1) Operating income (loss) is total operating revenues less operating expenses, depreciation, depletion, amortization, and impairment and does not include general corporate expenses, (gain) loss on disposition of assets, loss on derivatives, interest expense, other income (loss), or income taxes.

Three Months Ended June 30, 2015						
	Oil and Natural Gas	Contract Drilling	Mid-stream	Other	Eliminations	Total Consolidated
(In thousands)						
<b>Revenues:</b>						
Oil and natural gas	\$ 107,256	\$ —	\$ —	\$ —	\$ —	\$ 107,256
Contract drilling	—	60,813	—	—	(5,798)	55,015
Gas gathering and processing	—	—	69,163	—	(16,987)	52,176
Total revenues	107,256	60,813	69,163	—	(22,785)	214,447
<b>Expenses:</b>						
Oil and natural gas:						
Operating costs	47,179	—	—	—	(1,207)	45,972
Depreciation, depletion, and amortization	68,101	—	—	—	—	68,101
Impairment of oil and natural gas properties	410,536	—	—	—	—	410,536
Contract drilling:						
Operating costs	—	41,746	—	—	(5,261)	36,485
Depreciation	—	13,265	—	—	—	13,265
Impairment of contract drilling properties	—	8,314	—	—	—	8,314
Gas gathering and processing:						
Operating costs	—	—	56,372	—	(15,780)	40,592
Depreciation and amortization	—	—	10,848	—	—	10,848
Total expenses	525,816	63,325	67,220	—	(22,248)	634,113
Total operating income (loss) <sup>(1)</sup>	(418,560)	(2,512)	1,943	—	(537)	(419,666)
General and administrative expense	—	—	—	(9,624)	—	(9,624)
Gain (loss) on disposition of assets	—	(50)	465	—	—	415
Loss on derivatives	—	—	—	(1,919)	—	(1,919)
Interest expense, net	—	—	—	(7,956)	—	(7,956)
Other	—	—	—	24	—	24
Income (loss) before income taxes	\$ (418,560)	\$ (2,562)	\$ 2,408	\$ (19,475)	\$ (537)	\$ (438,726)

(1) Operating income (loss) is total operating revenues less operating expenses, depreciation, depletion, amortization, and impairment and does not include general corporate expenses, gain (loss) on disposition of assets, loss on derivatives, interest expense, other income (loss), or income taxes.

	Six Months Ended June 30, 2016					
	Oil and Natural Gas	Contract Drilling	Mid-stream	Other	Eliminations	Total Consolidated
	(In thousands)					
<b>Revenues:</b>						
Oil and natural gas	\$ 127,464	\$ —	\$ —	\$ —	\$ —	\$ 127,464
Contract drilling	—	62,967	—	—	—	62,967
Gas gathering and processing	—	—	105,578	—	(21,520)	84,058
Total revenues	127,464	62,967	105,578	—	(21,520)	274,489
<b>Expenses:</b>						
Oil and natural gas:						
Operating costs	70,361	—	—	—	(3,684)	66,677
Depreciation, depletion, and amortization	62,243	—	—	—	—	62,243
Impairment of oil and natural gas properties	112,120	—	—	—	—	112,120
Contract drilling:						
Operating costs	—	47,352	—	—	—	47,352
Depreciation	—	23,113	—	—	—	23,113
Gas gathering and processing:						
Operating costs	—	—	81,283	—	(17,836)	63,447
Depreciation and amortization	—	—	22,974	—	—	22,974
Total expenses	244,724	70,465	104,257	—	(21,520)	397,926
Total operating income (loss) <sup>(1)</sup>	(117,260)	(7,498)	1,321	—	—	(123,437)
General and administrative expense	—	—	—	(17,097)	—	(17,097)
Gain (loss) on disposition of assets	(324)	1,316	(302)	(21)	—	669
Loss on derivatives	—	—	—	(11,743)	—	(11,743)
Interest expense, net	—	—	—	(20,223)	—	(20,223)
Other	—	—	—	(14)	—	(14)
Income (loss) before income taxes	\$ (117,584)	\$ (6,182)	\$ 1,019	\$ (49,098)	\$ —	\$ (171,845)

(1) Operating income (loss) is total operating revenues less operating expenses, depreciation, depletion, amortization, and impairment and does not include general corporate expenses, gain (loss) on disposition of assets, loss on derivatives, interest expense, other income (loss), or income taxes.

	Six Months Ended June 30, 2015					
	Oil and Natural Gas	Contract Drilling	Mid-stream	Other	Eliminations	Total Consolidated
	(In thousands)					
<b>Revenues:</b>						
Oil and natural gas	\$ 213,325	\$ —	\$ —	\$ —	\$ —	\$ 213,325
Contract drilling	—	165,751	—	—	(15,659)	150,092
Gas gathering and processing	—	—	142,967	—	(36,838)	106,129
Total revenues	213,325	165,751	142,967	—	(52,497)	469,546
<b>Expenses:</b>						
Oil and natural gas:						
Operating costs	93,560	—	—	—	(2,377)	91,183
Depreciation, depletion, and amortization	145,219	—	—	—	—	145,219
Impairment of oil and natural gas properties	811,129	—	—	—	—	811,129
Contract drilling:						
Operating costs	—	100,443	—	—	(12,212)	88,231
Depreciation	—	28,278	—	—	—	28,278
Impairment of contract drilling properties	—	8,314	—	—	—	8,314
Gas gathering and processing:						
Operating costs	—	—	119,228	—	(34,461)	84,767
Depreciation and amortization	—	—	21,542	—	—	21,542
Total expenses	1,049,908	137,035	140,770	—	(49,050)	1,278,663
Total operating income (loss) <sup>(1)</sup>	(836,583)	28,716	2,197	—	(3,447)	(809,117)
General and administrative expense	—	—	—	(18,994)	—	(18,994)
Gain on disposition of assets	—	495	465	—	—	960
Gain on derivatives	—	—	—	4,667	—	4,667
Interest expense, net	—	—	—	(15,196)	—	(15,196)
Other	—	—	—	22	—	22
Income (loss) before income taxes	\$ (836,583)	\$ 29,211	\$ 2,662	\$ (29,501)	\$ (3,447)	\$ (837,658)

(1) Operating income (loss) is total operating revenues less operating expenses, depreciation, depletion, amortization, and impairment and does not include general corporate expenses, gain on disposition of assets, gain on derivatives, interest expense, other income (loss), or income taxes.

## Item 2. Management's Discussion and Analysis of Financial Condition and Results of Operations

Management's Discussion and Analysis (MD&A) provides you with an understanding of our operating results and financial condition by focusing on changes in certain key measures from year to year or period to period. We have organized MD&A into the following sections:

- General;
- Business Outlook;
- Executive Summary;
- Financial Condition and Liquidity;
- New Accounting Pronouncements; and
- Results of Operations.

Please read the information in our most recent Annual Report on Form 10-K in connection with your review of the information below as well as our unaudited condensed consolidated financial statements and related notes.

Unless otherwise indicated or required by the content, when used in this report the terms "company," "Unit," "us," "our," "we," and "its" refer to Unit Corporation or, as appropriate, one or more of its subsidiaries.

### General

We operate, manage, and analyze the results of our operations through that of our three principal business segments:

- *Oil and Natural Gas* – carried out by our subsidiary Unit Petroleum Company. This segment explores, develops, acquires, and produces oil and natural gas properties for our own account.
- *Contract Drilling* – carried out by our subsidiary Unit Drilling Company. This segment contracts to drill onshore oil and natural gas wells for others and for our own account.
- *Mid-Stream* – carried out by our subsidiary Superior Pipeline Company, L.L.C. and its subsidiaries. This segment buys, sells, gathers, processes, and treats natural gas for third parties and for our own account.

### Business Outlook

As discussed in other parts of this report, our success depends, to a large degree, on the prices we receive for our oil and natural gas production, the demand for oil and natural gas, as well as, the demand for our drilling rigs which, in turn, influences the amounts we can charge for those drilling rigs. While our operations are located within the United States, events outside the United States affect us and our industry.

Deteriorating commodity prices worldwide during the past 20 or so months brought about significant adverse changes affecting our industry and us. These lower commodity prices caused us (and other oil and gas companies) to reduce (or even stop) our level of drilling activity and spending. When drilling activity and spending decline for extended periods of time the rates for and the number of our drilling rigs working also tend to decline. In addition, sustained lower commodity prices can impact the liquidity condition of some of our industry partners and customers, which, in turn, could limit their ability to meet their financial obligations to us.

It is uncertain how long the current depressed commodity prices will continue. As noted elsewhere in this report, those prices are subject to a number of factors most of which we cannot control.

The impact on our business and financial results from the reduction in oil, NGLs, and natural gas prices has had a number of consequences for us, including:

- We incurred non-cash ceiling test write-downs in the first six months of 2016 of \$112.1 million ( \$69.8 million net of tax). It is hard to predict with any reasonable certainty the need for or amount of any future impairments given the many factors that go into the ceiling test calculation including, but not limited to, future pricing, operating costs, drilling and completion costs, upward or downward oil and gas reserve revisions, oil and gas reserve additions, and tax

attributes. Subject to these factors and inherent limitations, if we hold these factors constant as they existed on July 1, 2016 and only adjusted the 12-month average price to an estimated second quarter ending average (holding July 2016 prices constant for the remaining two months of the third quarter of 2016), we would not expect to recognize an impairment in the third quarter of 2016. Commodity prices remain volatile and have recently trended downward and should that trend continue it could negatively impact the 12-month average price and the potential for an impairment in the third quarter.

- We have reduced the number of gross wells we plan to drill in 2016 by approximately 57-66% from the number drilled in 2015 due to reduced cash flow resulting from lower commodity prices.
- Several of our drilling rig customers significantly reduced their drilling budgets, which have reduced the average utilization of our drilling rig fleet. At December 31, 2015, we had 26 drilling rigs operating and at July 22, 2016, that number was 16. We are starting to see a small increase in rig activity in the third quarter.
- Due to the low NGLs prices, we are operating our mid-stream processing facilities in full ethane rejection mode which reduces the amount of liquids sold. As long as NGLs prices continue to be depressed, we expect to continue operating in full ethane rejection mode. As low commodity prices continue, we expect the reductions in drilling activity around our systems will reduce the number of new wells available to connect to our systems thus resulting in lower processed volumes as production from connected wells naturally decline.
- Under the third amendment to our credit agreement entered into on April 8, 2016, the lenders decreased our borrowing base from \$550.0 million to \$475.0 million. Our commitment under the credit agreement also decreased from \$500.0 million to \$475.0 million. At July 22, 2016, borrowings were \$238.6 million. We believe our liquidity is adequate to carry out our 2016 capital plans.

We have reduced our total 2016 capital budget by a range of approximately 59-65% as compared to 2015, excluding acquisitions and ARO liability. The budget is designed to keep our capital expenditures below our anticipated cash flow and proceeds from any non-core asset sales and is based on realized prices for the year of \$34.57 per barrel of oil, \$8.01 per barrel of NGLs, and \$2.24 per Mcf of natural gas. We may periodically adjust our budget for various reasons including changes in commodity prices and industry conditions. Funding for the budget will come primarily from our cash flow, possible non-core asset sales, and, if necessary, borrowings under our credit agreement.

In response to lower commodity prices we did the following during the first six months of 2016:

- Consolidated from five to two the number of divisions within our drilling segment further reducing the costs associated with operating the divisions.
- Designed the higher end of our 2016 exploration and production segment budget so the majority of those proposed expenditures would be in the latter part of the year allowing us to take into account future commodity price movement before we actually incur those expenditures.
- Implemented certain reductions in our office and field workforces to account for the reduction in our operating activities as well as reducing the compensation paid to drilling personnel.
- Through June 30, 2016, we have sold non-core oil and gas properties for approximately \$43.6 million with most of the proceeds being used to pay down borrowings under our bank credit agreement.

## **Executive Summary**

### *Oil and Natural Gas*

Second quarter 2016 production from our oil and natural gas segment was 4,359,000 barrels of oil equivalent (Boe), a decrease of 3% and 14% from the first quarter of 2016 and the second quarter of 2015, respectively. This decrease was primarily due to natural declines in production with minimal replacement in production from new wells due to our reduced drilling activity resulting from lower commodity prices.

Second quarter 2016 oil and natural gas revenues increased 19% over the first quarter of 2016 and decreased 36% from the second quarter of 2015. The increase over first quarter of 2016 was due primarily to higher oil and NGLs prices offset partially from lower production volumes and lower natural gas prices. The decrease from the second quarter of 2015 was due primarily to lower commodity prices and to a lesser extent from lower production volumes.

Our oil prices for the second quarter of 2016 increased 28% over the first quarter of 2016 and decreased 25% from the second quarter of 2015. Our NGLs prices increased 73% over the first quarter of 2016 and decreased 6% from the second quarter of 2015. Our natural gas prices decreased 4% from the first quarter of 2016 and decreased 33% from the second quarter of 2015.

Operating cost per Boe produced for the second quarter of 2016 increased 4% over the first quarter of 2016 and decreased 16% from the second quarter of 2015. The increase over the first quarter of 2016 was primarily due to higher gross production taxes due to fewer gross production tax credits. The decrease from the second quarter of 2015 was primarily due to lower lease operating expenses, saltwater disposal expense, and general and administrative expenses.

At June 30, 2016, we had the following derivatives outstanding:

Term	Commodity	Contracted Volume	Weighted Average Fixed Price	Contracted Market
Jul'16 – Dec'16	Natural gas – swap	45,000 MMBtu/day	\$2.596	IF – NYMEX (HH)
Jan'17 – Dec'17	Natural gas – swap	60,000 MMBtu/day	\$2.960	IF – NYMEX (HH)
Jan'18 – Dec'18	Natural gas – swap	10,000 MMBtu/day	\$3.025	IF – NYMEX (HH)
Jan'17 – Dec'17	Natural gas – basis swap	20,000 MMBtu/day	\$(0.215)	IF – NYMEX (HH)
Jan'18 – Dec'18	Natural gas – basis swap	10,000 MMBtu/day	\$(0.208)	IF – NYMEX (HH)
Jul'16 – Dec'16	Natural gas – collar	42,000 MMBtu/day	\$2.40 - \$2.88	IF – NYMEX (HH)
Jan'17 – Oct'17	Natural gas – collar	10,000 MMBtu/day	\$2.75 - \$2.95	IF – NYMEX (HH)
Jul'16 – Dec'16	Natural gas – three-way collar	13,500 MMBtu/day	\$2.70 - \$2.20 - \$3.26	IF – NYMEX (HH)
Jan'17 – Dec'17	Natural gas – three-way collar	15,000 MMBtu/day	\$2.50 - \$2.00 - \$3.32	IF – NYMEX (HH)
Jul'16 – Sep'16	Crude oil – swap	1,000 Bbl/day	\$48.45	WTI – NYMEX
Jul'16 – Sep'16	Crude oil – collar	2,450 Bbl/day	\$44.44 - \$52.46	WTI – NYMEX
Oct'16 – Dec'16	Crude oil – collar	1,450 Bbl/day	\$47.50 - \$56.40	WTI – NYMEX
Jul'16 – Dec'16	Crude oil – three-way collar	700 Bbl/day	\$46.50 - \$35.00 - \$57.00	WTI – NYMEX
Jul'16 – Dec'16	Crude oil – three-way collar <sup>(1)</sup>	700 Bbl/day	\$47.50 - \$35.00 - \$63.50	WTI – NYMEX
Jan'17 – Dec'17	Crude oil – three-way collar	750 Bbl/day	\$50.00 - \$37.50 - \$63.90	WTI – NYMEX

(1) We pay our counterparty a premium, which can be and is being deferred until settlement.

After June 30, 2016, we entered into the following derivatives:

Term	Commodity	Contracted Volume	Weighted Average Fixed Price	Contracted Market
Jan'17 – Oct'17	Natural gas – collar	10,000 MMBtu/day	\$3.00 - \$3.24	IF – NYMEX (HH)

For the six months ended June 30, 2016, we completed drilling 13 gross wells (7.65 net wells). For all of 2016, we plan to participate in the drilling of approximately 20-25 gross wells. Excluding acquisitions and ARO liability, our estimated 2016 capital expenditures for this segment range from \$109.0 to \$131.0 million. Our current 2016 production guidance is approximately 16.9 to 17.4 MMBoe, a decrease of 13% to 16% from 2015, although actual results continue to be subject to many factors.

### *Contract Drilling*

The average number of drilling rigs we operated in the second quarter of 2016 was 13.5 compared to 20.6 and 30.7 in the first quarter of 2016 and the second quarter of 2015, respectively. Late in the fourth quarter of 2014, the number of our drilling rigs operating started to decline and has continued to decline through the first six months of 2016 because of lower commodity prices and operators reducing their drilling budgets. As of June 30, 2016, 16 of our drilling rigs were operating.

Revenue for the second quarter of 2016 decreased 37% and 56% from the first quarter of 2016 and the second quarter of 2015, respectively. The decreases were due primarily to fewer drilling rigs operating.

Dayrates for the second quarter of 2016 averaged \$18,585, a 1% increase over the first quarter of 2016 and a 7% decrease from the second quarter of 2015. The decrease from the second quarter of 2015 was primarily due to downward pressure on dayrates from lower demand.

Operating costs for the second quarter of 2016 decreased 31% and 47% from the first quarter of 2016 and the second quarter of 2015, respectively. The decreases were due primarily to fewer drilling rigs operating.

Almost all of our working drilling rigs were drilling horizontal or directional wells for oil and NGLs. The continued low commodity prices for oil and natural gas has changed demand for drilling rigs. These factors affect the demand and mix of the type of drilling rigs used by our customers and that demand will impact our future dayrates.

As of June 30, 2016, we had five term drilling contracts with original terms ranging from six months to three years. One of these contracts is up for renewal in the fourth quarter of 2016 and four are up for renewal in 2017. Term contracts may contain a fixed rate for the duration of the contract or provide for rate adjustments within a specific range from the existing rate. Some operators who had signed term contracts have opted to release the drilling rig and pay an early termination penalty for the remaining term of the contract. During the second quarter of 2016, we recorded \$0.4 million in early termination fees compared to \$2.6 million in the first quarter of 2016 and \$1.6 million in the second quarter of 2015.

As of June 30, 2016, seven of our eight BOSS drilling rigs were under contract. Currently, we do not have any contracts to build additional BOSS drilling rigs. Our anticipated 2016 capital expenditures for this segment range from \$9.0 million to \$11.0 million, an 87-89% decrease from 2015.

### *Mid-Stream*

Second quarter 2016 liquids sold per day increased 2% over the first quarter of 2016 and decreased 11% from the second quarter of 2015. The increase over the first quarter of 2016 was due to recovering more liquids at certain processing facilities. The decrease from the second quarter of 2015 was due to less volume to process at our plants. For the second quarter of 2016, gas processed per day decreased 3% from the first quarter of 2016 and decreased 13% from the second quarter of 2015. The decreases were primarily due to declines in existing volumes and fewer new wells connected. For the second quarter of 2016, gas gathered per day increased 15% over the first quarter of 2016 and increased 21% over the second quarter of 2015. The increases were primarily from additional wells added to our Pittsburgh Mills gathering system.

NGLs prices in the second quarter of 2016 increased 38% over the prices received in the first quarter of 2016 and were essentially unchanged from the prices received in the second quarter of 2015. Because certain of the contracts used by our mid-stream segment for NGLs transactions are commodity-based contracts—under which we receive a share of the proceeds from the sale of the NGLs—our revenues from those commodity-based contracts fluctuate based on the price of NGLs.

Total operating cost for our mid-stream segment for the second quarter of 2016 increased 4% over the first quarter of 2016 and decreased 20% from the second quarter of 2015. Second quarter of 2016 costs were higher than the first quarter of 2016 due to higher gas purchase prices while second quarter of 2016 versus second quarter of 2015 was lower due to lower gas purchase prices and lower purchase volumes along with lower general and administrative and field direct expenses.

At our Hemphill Texas system, for the second quarter of 2016, our total throughput volume averaged 69.3 MMcf per day and our total production of natural gas liquids was approximately 172,200 gallons per day. At this processing facility we have the capacity to process 135 MMcf per day through three processing skids. During the second quarter, we connected one new- long lateral well to this system.

At our Bellmon processing facility located in the Mississippian play in north central Oklahoma, our total throughput volume averaged approximately 34 MMcf per day for the second quarter of 2016. Additionally, during the second quarter, we

increased our natural gas liquids volume to approximately 130,800 gallons per day. After minor modifications to our gathering system, we have been receiving additional volumes from third party producers since the first of this year. During the first six months of 2016, we connected 15 additional wells to this gathering system. At this processing facility we have two processing skids available that provide total processing capacity of 90 MMcf per day.

At our Segno gathering facility located Southeast Texas, our average transported volume increased to over 90 MMcf per day for the second quarter of 2016. Since the first of this year, we connected three new wells to this gathering system. With the completion of the GAP pipeline extension project, our total gathering capacity has increased to 120 MMcf per day for this system.

In the Appalachian region, at our Pittsburgh Mills gathering system, our average throughput volume continues to increase. During the second quarter of 2016 the total throughput volume increased to approximately 142.5 MMcf per day. Since the beginning of this year we have connected three new well pads with a total of 12 new wells to this gathering system. In June, we connected the Thompson well pad which included two new wells. The Thompson well pad is located on the northern end of our system and delivers gas into NiSource's Big Pine system. We have completed construction of a pipeline to connect our next well pad which is the Belo pad. There are six wells located on this pad and it was connected and began flowing gas in July.

Also in the Appalachian area at our Snow Shoe gathering system, since the first of this year, we have connected three well pads that have a total of six wells. Our average throughput volume for the second quarter of 2016 has increased to approximately 14 MMcf per day. During the second quarter, we connected one new well pad that had three wells which began flowing in April. We have completed preliminary construction of the Snow Shoe compressor station but we will not complete the compressor station until compression services are required.

Our estimated 2016 capital expenditures for this segment range from \$22.0 million to \$24.0 million.

## **Financial Condition and Liquidity**

### *Summary*

Our financial condition and liquidity depends on the cash flow from our operations and borrowings under our credit agreement. The amount of our cash flow is based primarily on:

- the amount of natural gas, oil, and NGLs we produce;
- the prices we receive for our natural gas, oil, and NGLs production;
- the demand for and the dayrates we receive for our drilling rigs; and
- the fees and margins we obtain from our natural gas gathering and processing contracts.

We currently believe we will have sufficient cash flow and liquidity to meet our obligations and remain in compliance with our debt covenants for the next twelve months. Our ability to meet our debt covenants (under our credit agreement as well as our 2011 Indenture) and our capacity to incur additional indebtedness will depend on our future performance, which in turn will be affected by financial, business, economic, regulatory, and other factors. For example, lower oil, natural gas, and NGLs prices since the last borrowing base determination under our credit agreement could result in a reduction of the borrowing base and therefore reduce or limit our ability to incur indebtedness. As a result, we monitor our liquidity and capital resources, endeavor to anticipate potential covenant compliance issues, and work with our lenders to address those issues, if any, ahead of time.

As part of our efforts to manage liquidity risks, we have lowered our capital expenditures budget, focused our drilling program on our highest return plays, and continue to explore opportunities to divest non-core assets and properties. During the first six months, we sold non-core oil and gas properties for approximately \$43.6 million using most of the proceeds to pay down borrowings under our bank credit agreement. If necessary, we could sell other non-core assets and use the proceeds to further reduce our outstanding borrowings.

	<b>Six Months Ended June 30,</b>		<b>% Change <sup>(1)</sup></b>
	<b>2016</b>	<b>2015</b>	
<b>(In thousands except percentages)</b>			
Net cash provided by operating activities	\$ 132,716	\$ 257,606	(48)%
Net cash used in investing activities	(77,386)	(366,442)	(79)%
Net cash (used in) provided by financing activities	(55,191)	108,626	(151)%
Net increase (decrease) in cash and cash equivalents	<u>\$ 139</u>	<u>\$ (210)</u>	

#### *Cash Flows from Operating Activities*

Our operating cash flow is primarily influenced by the prices we receive for our oil, NGLs, and natural gas production, the quantity of oil, NGLs, and natural gas we produce, settlements of derivative contracts, and third-party demand for our drilling rigs and mid-stream services and the rates we obtain for those services. Our cash flows from operating activities are also impacted by changes in working capital.

Net cash provided by operating activities in the first six months of 2016 decreased by \$124.9 million from the first six months of 2015. The decrease was the result of lower revenues resulting from lower commodity prices, lower drilling rig utilization, and by changes in operating assets and liabilities related to the timing of cash receipts and disbursements.

#### *Cash Flows from Investing Activities*

We dedicate and expect to continue to dedicate a substantial portion of our capital budget to the exploration for and production of oil, NGLs, and natural gas. These expenditures are necessary to off-set the inherent production declines typically experienced in oil and gas wells.

Cash flows used in investing activities decreased by \$289.1 million for the first six months of 2016 compared to the first six months of 2015. The change was due primarily to a decrease in capital expenditures and an increase in the proceeds received from the disposition of assets. See additional information on capital expenditures below under Capital Requirements.

#### *Cash Flows from Financing Activities*

Cash flows (used in) provided by financing activities decreased by \$163.8 million for the first six months of 2016 compared to the first six months of 2015. This decrease was primarily due to the payback of borrowings under our credit agreement.

At June 30, 2016, we had unrestricted cash totaling \$1.0 million and had borrowed \$236.0 million of the \$475.0 million we had elected to then have available under our credit agreement. Our credit agreement is used primarily for working capital and capital expenditures.

The following is a summary of certain financial information as of June 30, 2016 and 2015 and for the six months ended June 30, 2016 and 2015:

	<b>June 30,</b>		<b>% Change <sup>(1)</sup></b>
	<b>2016</b>	<b>2015</b>	
<b>(In thousands except percentages)</b>			
Working capital	\$ (57,463)	\$ (11,366)	NM
Long-term debt less debt issuance costs	\$ 875,051	\$ 917,447	(5)%
Shareholders' equity	\$ 1,211,221	\$ 1,823,600	(34)%
Net loss	\$ (113,285)	\$ (522,743)	(78)%

(1) NM - A percentage calculation is not meaningful due to a zero-value denominator or a percentage greater than 200.

The following table summarizes certain operating information:

	Six Months Ended		%
	June 30,		
	2016	2015	Change
<b>Oil and Natural Gas:</b>			
Oil production (MBbls)	1,559	2,046	(24)%
NGLs production (MBbls)	2,485	2,615	(5)%
Natural gas production (MMcf)	28,977	33,064	(12)%
Average oil price per barrel received	\$ 36.88	\$ 51.73	(29)%
Average oil price per barrel received excluding derivatives	\$ 34.77	\$ 48.13	(28)%
Average NGLs price per barrel received	\$ 8.90	\$ 10.37	(14)%
Average NGLs price per barrel received excluding derivatives	\$ 8.90	\$ 10.37	(14)%
Average natural gas price per Mcf received	\$ 1.83	\$ 2.80	(35)%
Average natural gas price per Mcf received excluding derivatives	\$ 1.52	\$ 2.39	(36)%
<b>Contract Drilling:</b>			
Average number of our drilling rigs in use during the period	17.1	40.4	(58)%
Total number of drilling rigs owned at the end of the period	94	94	— %
Average dayrate	\$ 18,468	\$ 20,032	(8)%
<b>Mid-Stream:</b>			
Gas gathered—Mcf/day	411,671	348,666	18 %
Gas processed—Mcf/day	164,333	187,592	(12)%
Gas liquids sold—gallons/day	525,824	584,389	(10)%
Number of natural gas gathering systems	26	27	(4)%
Number of processing plants	14	13	8 %

#### *Working Capital*

Typically, our working capital balance fluctuates, in part, because of the timing of our trade accounts receivable and accounts payable and the fluctuation in current assets and liabilities associated with the mark to market value of our derivative activity. We had negative working capital of \$57.5 million and \$11.4 million as of June 30, 2016 and 2015, respectively. This is primarily from the change in value of remaining derivatives outstanding and lower accounts receivable due to lower revenues partially offset by the timing of accounts payable associated with our capital expenditures. Our credit agreement is used primarily for working capital and capital expenditures. At June 30, 2016, we had borrowed \$236.0 million of the \$475.0 million available under our credit agreement. The effect of our derivative contracts decreased working capital by \$9.6 million as of June 30, 2016 and increased working capital by \$14.6 million as of June 30, 2015.

#### *Oil and Natural Gas Operations*

Any significant change in oil, NGLs, or natural gas prices has a material effect on our revenues, cash flow, and the value of our oil, NGLs, and natural gas reserves. Generally, prices and demand for domestic natural gas are influenced by weather conditions, supply imbalances, and by worldwide oil price levels. Domestic oil prices are primarily influenced by global oil market developments. All of these factors are beyond our control and we cannot predict nor measure their future influence on the prices we will receive.

Based on our first six months of 2016 production, a \$0.10 per Mcf change in what we are paid for our natural gas production, without the effect of derivatives, would cause a corresponding \$464,000 per month ( \$5.6 million annualized) change in our pre-tax operating cash flow. The average price we received for our natural gas production, including the effect of derivatives, during the first six months of 2016 was \$1.83 compared to \$2.80 for the first six months of 2015. Based on our first six months of 2016 production, a \$1.00 per barrel change in our oil price, without the effect of derivatives, would have a \$252,000 per month ( \$3.0 million annualized) change in our pre-tax operating cash flow and a \$1.00 per barrel change in our NGLs prices, without the effect of derivatives, would have a \$399,000 per month ( \$4.8 million annualized) change in our pre-tax operating cash flow. In the first six months of 2016, our average oil price per barrel received, including the effect of derivatives, was \$36.88 compared with an average oil price, including the effect of derivatives, of \$51.73 in the first six months

of 2015 and our first six months of 2016 average NGLs price per barrel received was \$8.90 compared with an average NGLs price per barrel of \$10.37 in the first six months of 2015 .

Because commodity prices affect the value of our oil, NGLs, and natural gas reserves, declines in those prices can cause a decline in the carrying value of our oil and natural gas properties. Price declines can also adversely affect the semi-annual determination of the amount available for us to borrow under our credit agreement since that determination is based mainly on the value of our oil, NGLs, and natural gas reserves. A reduction could limit our ability to carry out our planned capital projects. In the first quarter of 2016, the unamortized cost of our oil and gas properties exceeded the ceiling of our proved oil, NGLs, and natural gas reserves. As a result, we recorded a non-cash ceiling test write down of \$37.8 million pre-tax ( \$23.5 million , net of tax). During the second quarter of 2016, the 12-month average commodity prices decreased further, resulting in a non-cash ceiling test write-down of \$74.3 million pre-tax ( \$46.3 million , net of tax). At June 30, 2016 , the 12-month average unescalated prices were \$43.12 per barrel of oil, \$17.79 per barrel of NGLs, and \$2.24 per Mcf of natural gas, then adjusted for price differentials.

It is hard to predict with any reasonable certainty the need for or amount of any future impairments given the many factors that go into the ceiling test calculation including, but not limited to, future pricing, operating costs, drilling and completion costs, upward or downward oil and gas reserve revisions, oil and gas reserve additions, and tax attributes. Subject to these factors and inherent limitations, if we hold these factors constant as they existed on July 1, 2016 and only adjusted the 12-month average price to an estimated second quarter ending average (holding July 2016 prices constant for the remaining two months of the third quarter of 2016), we would not expect to recognize an impairment in the third quarter of 2016. Commodity prices remain volatile and have recently trended downward and should that trend continue it could negatively impact the 12-month average price and the potential for an impairment in the third quarter.

Given the uncertainty associated with the factors used in calculating our estimate of both our future period ceiling test write-down and the decrease in our undeveloped reserves, these estimates should not necessarily be construed as indicative of our future development plans or financial results.

Price declines can also adversely affect future semi-annual determinations of the amount we can borrow under our credit agreement since that determination is based mainly on the value of our oil, NGLs, and natural gas reserves. Such a reduction could limit our ability to carry out our planned capital projects. Under the third amendment to our credit agreement entered into on April 8, 2016, the lenders decreased our borrowing base from \$550.0 million to \$475.0 million. Our commitment under the credit agreement decreased from \$500.0 million to \$475.0 million.

Our natural gas production is sold to intrastate and interstate pipelines and to independent marketing firms and gatherers under contracts with terms ranging from one month to five years. Our oil production is sold to independent marketing firms generally in six month increments.

#### *Contract Drilling Operations*

Many factors influence the number of drilling rigs we are working at any given time as well as the costs and revenues associated with that work. These factors include the demand for drilling rigs in our areas of operation, competition from other drilling contractors, the prevailing prices for oil, NGLs, and natural gas, availability and cost of labor to run our drilling rigs, and our ability to supply the equipment needed.

Our drilling rig personnel are a key component to the overall success of our drilling services; however, due to the present conditions existing in the drilling industry, we reduced the compensation paid to all drilling personnel in April 2016.

Almost all of our working drilling rigs are drilling horizontal or directional wells for oil and NGLs. The continued low commodity price environment for oil and natural gas has changed demand for drilling rigs. These factors affect the demand and mix of the type of drilling rigs used by our customers and that demand will have an impact on our future dayrates. For the first six months of 2016 , our average dayrate was \$18,468 per day compared to \$20,032 per day for the first six months of 2015 . The average number of our drilling rigs used in the first six months of 2016 was 17.1 drilling rigs compared with 40.4 drilling rigs in the first six months of 2015 . Based on the average utilization of our drilling rigs during the first six months of 2016 , a \$100 per day change in dayrates has a \$1,710 per day ( \$0.6 million annualized) change in our pre-tax operating cash flow.

Our contract drilling segment also provides drilling services for our oil and natural gas segment. Some of the drilling services we perform on our properties are, depending on the timing of those services, deemed to be associated with acquiring an ownership interest in the property. In those cases, revenues and expenses for those drilling services are eliminated in our

statement of operations, with any profit recognized as a reduction in our investment in our oil and natural gas properties. The contracts for these services are issued under the same conditions and rates as the contracts entered into with unrelated third parties. We did not eliminate any revenue in our contract drilling segment for the first six months of 2016 and the oil and gas segment did not use any of our rigs in the second quarter. Our oil and natural gas segment to incur the majority of its drilling capital expenditures in the latter part of the year thus allowing us to take into account future commodity price movement before those expenditures are incurred. For the first six months of 2015, we eliminated revenue of \$15.7 million from our contract drilling segment and eliminated the associated operating expense of \$12.2 million, yielding \$3.5 million as a reduction to the carrying value of our oil and natural gas properties.

#### *Mid-Stream Operations*

Our mid-stream segment is engaged primarily in the buying, selling, gathering, processing, and treating of natural gas. It operates three natural gas treatment plants, 14 processing plants, 26 gathering systems, and approximately 1,450 miles of pipeline. It operates in Oklahoma, Texas, Kansas, Pennsylvania, and West Virginia. Besides serving third parties, this segment also enhances our ability to gather and market our own natural gas and NGLs and serving as a mechanism through which we can construct or acquire existing natural gas gathering and processing facilities. During the first six months of 2016 and 2015, our mid-stream operations purchased \$16.4 million and \$33.0 million, respectively, of our natural gas production and NGLs, and provided gathering and transportation services of \$5.1 million and \$3.8 million, respectively. Intercompany revenue from services and purchases of production between this business segment and our oil and natural gas segment has been eliminated in our unaudited condensed consolidated financial statements.

This segment gathered an average of 411,671 Mcf per day in the first six months of 2016 compared to 348,666 Mcf per day in the first six months of 2015. It processed an average of 164,333 Mcf per day in the first six months of 2016 compared to 187,592 Mcf per day in the first six months of 2015. The amount of NGLs sold was 525,824 gallons per day in the first six months of 2016 compared to 584,389 gallons per day in the first six months of 2015. Gas gathering volumes per day in the first six months of 2016 increased 18% compared to the first six months of 2015 primarily from additional wells added to our Pittsburgh Mills gathering system. Processed volumes for the first six months of 2016 decreased 12% from the first six months of 2015 due to declines in existing wells in our systems where we process gas combined with few replacement wells due to decreased drilling activity by operators in those areas. NGLs sold decreased 10% from the comparative period due to less volume to process at our plants.

#### *Our Credit Agreement and Senior Subordinated Notes*

*Credit Agreement.* On April 8, 2016, we amended our Senior Credit Agreement (credit agreement) scheduled to mature on April 10, 2020. The amount we can borrow is the lesser of the amount we elect as the commitment amount or the value of the borrowing base as determined by the lenders, but in either event not to exceed the maximum credit agreement amount of \$875.0 million. Our elected commitment amount is \$475.0 million. Our borrowing base is \$475.0 million. We are charged a commitment fee of 0.50% on the amount available but not borrowed. The fee varies based on the amount borrowed as a percentage of the amount of the total borrowing base. We paid \$1.0 million in origination, agency, syndication, and other related fees. We are amortizing these fees over the life of the credit agreement. With the new amendment, we pledged the following collateral: (a) 85% of the proved developed producing (discounted as present worth at 8%) total value of our oil and gas properties and (b) 100% of our ownership interest in our midstream affiliate, Superior Pipeline Company, L.L.C.

The current lenders under our credit agreement and their respective participation interests are:

Lender	Participation Interest
BOK (BOKF, NA, dba Bank of Oklahoma)	17%
Compass Bank	17%
BMO Harris Financing, Inc.	15%
Bank of America, N.A.	15%
Comerica Bank	8%
Wells Fargo Bank, N.A.	8%
Canadian Imperial Bank of Commerce	8%
Toronto Dominion (New York), LLC	8%
The Bank of Nova Scotia	4%
	<b>100%</b>

The borrowing base amount—which is subject to redetermination by the lenders on April 1st and October 1st of each year—is based primarily on a percentage of the discounted future value of our oil and natural gas reserves. We or the lenders may request a onetime special redetermination of the borrowing base between each scheduled redetermination. In addition, we may request a redetermination following the completion of an acquisition that meets the requirements in the credit agreement.

At our election, any part of the outstanding debt under the credit agreement may be fixed at a London Interbank Offered Rate (LIBOR). LIBOR interest is computed as the sum of the LIBOR base for the applicable term plus 2.00% to 3.00% depending on the level of debt as a percentage of the borrowing base and is payable at the end of each term, or every 90 days, whichever is less. Borrowings not under LIBOR bear interest at the prime rate specified in the credit agreement that cannot be less than LIBOR plus 1.00%. Interest is payable at the end of each month and the principal may be repaid in whole or in part at any time, without a premium or penalty. At June 30, 2016 and July 22, 2016, borrowings were \$236.0 million and \$238.6 million, respectively.

We can use borrowings for financing general working capital requirements for (a) exploration, development, production, and acquisition of oil and gas properties, (b) acquisitions and operation of mid-stream assets, (c) issuance of standby letters of credit, (d) contract drilling services and acquisition of contract drilling equipment, and (e) general corporate purposes.

The credit agreement prohibits, among other things:

- the payment of dividends (other than stock dividends) during any fiscal year over 30% of our consolidated net income for the preceding fiscal year;
- the incurrence of additional debt with certain limited exceptions; and
- the creation or existence of mortgages or liens, other than those in the ordinary course of business and with certain limited exceptions, on any of our properties, except in favor of our lenders.

The credit agreement also requires that we have at the end of each quarter:

- a current ratio (as defined in the credit agreement) of not less than 1 to 1.

Through the quarter ending March 31, 2019, the credit agreement also requires that we have at the end of each quarter:

- a senior indebtedness ratio of senior indebtedness to consolidated EBITDA (as defined in the credit agreement) for the most recently ended rolling four quarters of no greater than 2.75 to 1.

Beginning with the quarter ending June 30, 2019, and for each quarter ending thereafter, the credit agreement requires:

- a leverage ratio of funded debt to consolidated EBITDA (as defined in the credit agreement) for the most recently ended rolling four fiscal quarters of no greater than 4 to 1.

As of June 30, 2016, we were in compliance with the covenants in the credit agreement.

*6.625% Senior Subordinated Notes.* We have an aggregate principal amount of \$650.0 million, 6.625% senior subordinated notes (the Notes) outstanding. Interest on the Notes is payable semi-annually (in arrears) on May 15 and November 15 of each year. The Notes will mature on May 15, 2021. In issuing the Notes, we incurred fees of \$14.7 million that are being amortized as debt issuance cost over the life of the Notes.

The Notes are subject to an Indenture dated as of May 18, 2011, between us and Wilmington Trust, National Association (successor to Wilmington Trust FSB), as Trustee (the Trustee), as supplemented by the First Supplemental Indenture dated as of May 18, 2011, between us, the Guarantors, and the Trustee, and as further supplemented by the Second Supplemental Indenture dated as of January 7, 2013, between us, the Guarantors, and the Trustee (as supplemented, the 2011 Indenture), establishing the terms of and providing for the issuance of the Notes. The Guarantors are most of our direct and indirect subsidiaries. The discussion of the Notes in this report is qualified by and subject to the actual terms of the 2011 Indenture.

Unit, as the parent company, has no independent assets or operations. The guarantees by the Guarantors of the Notes (registered under registration statements) are full and unconditional, joint and several, subject to certain automatic customary releases, are subject to certain restrictions on the sale, disposition, or transfer of the capital stock or substantially all of the assets of a subsidiary guarantor, and other conditions and terms set out in the 2011 Indenture. Any of our subsidiaries that are not Guarantors are minor. There are no significant restrictions on our ability to receive funds from any of our subsidiaries through dividends, loans, advances, or otherwise.

On and after May 15, 2016, we may redeem all or, from time to time, a part of the Notes at certain redemption prices, plus accrued and unpaid interest. If a “change of control” occurs, subject to certain conditions, we must offer to repurchase from each holder all or any part of that holder’s Notes at a purchase price in cash equal to 101% of the principal amount of the Notes plus accrued and unpaid interest, if any, to the date of purchase. The 2011 Indenture contains customary events of default. The 2011 Indenture also contains covenants that, among other things, limit our ability and the ability of certain of our subsidiaries to incur or guarantee additional indebtedness; pay dividends on our capital stock or redeem capital stock or subordinated indebtedness; transfer or sell assets; make investments; incur liens; enter into transactions with our affiliates; and merge or consolidate with other companies. We were in compliance with all covenants of the Notes as of June 30, 2016.

### *Capital Requirements*

*Oil and Natural Gas Segment Dispositions, Acquisitions, and Capital Expenditures.* Most of our capital expenditures for this segment are discretionary and directed toward future growth. Our decisions to increase our oil, NGLs, and natural gas reserves through acquisitions or through drilling depends on the prevailing or expected market conditions, potential return on investment, future drilling potential, and opportunities to obtain financing under the circumstances involved, all of which provide us with flexibility in deciding when and if to incur these costs. We completed drilling 13 gross wells (7.65 net wells) in the first six months of 2016 compared to 33 gross wells (21.85 net wells) in the first six months of 2015. Capital expenditures for oil and gas properties on the full cost method for the first six months of 2016 by this segment, excluding a \$28.9 million reduction in the ARO liability, totaled \$76.2 million. Capital expenditures for the first six months of 2015, excluding a \$6.0 million reduction in the ARO liability, totaled \$167.6 million.

Currently we plan to participate in drilling approximately 20 to 25 gross wells in 2016 and our total estimated capital expenditures (excluding any possible acquisitions) for this segment range from approximately \$109.0 million to \$131.0 million. Whether we can drill the full number of wells planned depends on several factors, many of which are beyond our control, including the availability of drilling rigs, availability of pressure pumping services, prices for oil, NGLs, and natural gas, demand for oil, NGLs, and natural gas, the cost to drill wells, the weather, and the efforts of outside industry partners.

*Contract Drilling Segment Dispositions, Acquisitions, and Capital Expenditures.* During the second quarter of 2015, we recorded a write-down of approximately \$8.3 million pre-tax on drilling equipment that was being held for sale.

During the first quarter of 2015, we had two BOSS drilling rigs placed into service for third-party operators. The long lead time components for three additional BOSS drilling rigs were ordered in 2014 in anticipation for future demand of the BOSS drilling rigs. However, with the decline in the drilling market, many of these long lead time components were either postponed for later delivery or canceled altogether. Currently, we do not have any contracts to build new BOSS drilling rigs.

Our estimated 2016 capital expenditures for this segment range from \$9.0 million to \$11.0 million. At June 30, 2016, we had commitments to purchase approximately \$4.8 million for drilling equipment over the next two years. We have spent \$5.2 million for capital expenditures during the first six months of 2016, compared to \$70.1 million for capital expenditures, including \$53.8 million for the BOSS drilling rigs, during the first six months of 2015.

*Mid-Stream Acquisitions and Capital Expenditures* . At our Hemphill Texas system, for the second quarter of 2016, our total throughput volume averaged 69.3 MMcf per day and our total production of natural gas liquids was approximately 172,200 gallons per day. At this processing facility we have the capacity to process 135 MMcf per day through three processing skids. During the second quarter, we connected one new long lateral well to this system.

At our Bellmon processing facility located in the Mississippian play in north central Oklahoma, our total throughput volume averaged approximately 34 MMcf per day for the second quarter of 2016. Additionally, during the second quarter, we increased our natural gas liquids volume to approximately 130,800 gallons per day. After minor modifications to our gathering system, we have been receiving additional volumes from third party producers since the first of this year. During the first six months of 2016, we connected 15 additional wells to this gathering system. At this processing facility we have two processing skids available that provide total processing capacity of 90 MMcf per day.

At our Segno gathering facility located Southeast Texas, our average transported volume increased to over 90 MMcf per day for the second quarter of 2016. Since the first of this year, we connected three new wells to this gathering system. With the completion of the GAP pipeline extension project, our total gathering capacity has increased to 120 MMcf per day for this system.

In the Appalachian region, at our Pittsburgh Mills gathering system, our average throughput volume continues to increase. During the second quarter of 2016 the total throughput volume increased to approximately 142.5 MMcf per day. Since the beginning of this year we have connected three new well pads with a total of 12 new wells to this gathering system. In June, we connected the Thompson well pad which included two new wells. The Thompson well pad is located on the northern end of our system and delivers gas into NiSource's Big Pine system. We have completed construction of a pipeline to connect our next well pad which is the Belo pad. There are six wells located on this pad and it was connected and began flowing gas in July.

Also in the Appalachian area at our Snow Shoe gathering system, since the first of this year, we have connected three well pads that have a total of six wells. Our average throughput volume for the second quarter of 2016 has increased to approximately 14 MMcf per day. During the second quarter, we connected one new well pad that had three wells which began flowing in April. We have completed preliminary construction of the Snow Shoe compressor station but we will not complete the compressor station until compression services are required.

During the first six months of 2016, our mid-stream segment incurred \$8.5 million in capital expenditures as compared to \$24.3 million in the first six months of 2015. For 2016, our estimated capital expenditures range from \$22.0 million to \$24.0 million.

*Contractual Commitments*

At June 30, 2016 , we had certain contractual obligations including:

	<b>Payments Due by Period</b>				
	<b>Total</b>	<b>Less Than 1 Year</b>	<b>2-3 Years</b>	<b>4-5 Years</b>	<b>After 5 Years</b>
	(In thousands)				
Long-term debt <sup>(1)</sup>	\$ 1,130,532	\$ 52,231	\$ 104,463	\$ 973,838	\$ —
Operating leases <sup>(2)</sup>	4,411	3,095	1,172	144	—
Capital lease interest and maintenance <sup>(3)</sup>	10,815	2,548	4,647	3,603	17
Drill pipe, drilling components, and equipment purchases <sup>(4)</sup>	4,762	2,819	1,943	—	—
Enterprise Resource Planning software obligations <sup>(5)</sup>	1,436	950	486	—	—
<b>Total contractual obligations</b>	<b>\$ 1,151,956</b>	<b>\$ 61,643</b>	<b>\$ 112,711</b>	<b>\$ 977,585</b>	<b>\$ 17</b>

- (1) See previous discussion in MD&A regarding our long-term debt. This obligation is presented in accordance with the terms of the Notes and credit agreement and includes interest calculated using our June 30, 2016 interest rates of 6.625% for the Notes and 3.9% for the credit agreement. Our credit agreement has a maturity date of April 10, 2020 .
- (2) We lease office space or yards in Edmond and Oklahoma City, Oklahoma; Houston, Texas; Englewood, Colorado; Pinedale, Wyoming; and Pittsburgh, Pennsylvania under the terms of operating leases expiring through December 2021. Additionally, we have several equipment leases and lease space on short-term commitments to stack excess drilling rig equipment and production inventory.
- (3) Maintenance and interest payments are included in our capital lease agreements. The capital leases are discounted using annual rates of 4.00%. Total maintenance and interest remaining are \$8.5 million and \$2.3 million, respectively.
- (4) We have committed to pay \$4.8 million for drilling rig components, drill pipe, and related equipment over the next two years.
- (5) We have committed to pay \$0.9 million for Enterprise Resource Planning software and \$0.5 million for maintenance for one year following implementation.

At June 30, 2016, we also had the following commitments and contingencies that could create, increase, or accelerate our liabilities:

Other Commitments	Estimated Amount of Commitment Expiration Per Period				
	Total Accrued	Less Than 1 Year	2-3 Years	4-5 Years	After 5 Years
	(In thousands)				
Deferred compensation plan <sup>(1)</sup>	\$ 4,430	Unknown	Unknown	Unknown	Unknown
Separation benefit plans <sup>(2)</sup>	\$ 6,386	\$ 3,897	Unknown	Unknown	Unknown
Asset retirement liability <sup>(3)</sup>	\$ 70,926	\$ 3,523	\$ 43,062	\$ 6,301	\$ 18,040
Gas balancing liability <sup>(4)</sup>	\$ 3,805	Unknown	Unknown	Unknown	Unknown
Repurchase obligations <sup>(5)</sup>	\$ —	Unknown	Unknown	Unknown	Unknown
Workers' compensation liability <sup>(6)</sup>	\$ 15,258	\$ 6,959	\$ 3,319	\$ 1,264	\$ 3,716
Capital leases obligations <sup>(7)</sup>	\$ 20,710	\$ 3,620	\$ 7,690	\$ 9,238	\$ 162
Other	\$ 410	Unknown	\$ 410	Unknown	Unknown

(1) We provide a salary deferral plan which allows participants to defer the recognition of salary for income tax purposes until actual distribution of benefits, which occurs at either termination of employment, death, or certain defined unforeseeable emergency hardships. We recognize payroll expense and record a liability, included in other long-term liabilities in our Unaudited Condensed Consolidated Balance Sheets, at the time of deferral.

(2) Effective January 1, 1997, we adopted a separation benefit plan ("Separation Plan"). The Separation Plan allows eligible employees whose employment is involuntarily terminated or, in the case of an employee who has completed 20 years of service, voluntarily or involuntarily terminated, to receive benefits equivalent to four weeks salary for every whole year of service completed with the company up to a maximum of 104 weeks. To receive payments the recipient must waive certain claims against us in exchange for receiving the separation benefits. On October 28, 1997, we adopted a Separation Benefit Plan for Senior Management ("Senior Plan"). The Senior Plan provides certain officers and key executives of the company with benefits generally equivalent to the Separation Plan. The Compensation Committee of the Board of Directors has absolute discretion in the selection of the individuals covered in this plan. Currently there are no participants in the Senior Plan. On May 5, 2004 we also adopted the Special Separation Benefit Plan ("Special Plan"). This plan is identical to the Separation Benefit Plan with the exception that the benefits under the plan vest on the earliest of a participant's reaching the age of 65 or serving 20 years with the company. On December 31, 2008, all these plans were amended to bring the plans into compliance with Section 409A of the Internal Revenue Code of 1986, as amended.

(3) When a well is drilled or acquired, under "Accounting for Asset Retirement Obligations," we record the discounted fair value of liabilities associated with the retirement of long-lived assets (mainly plugging and abandonment costs for our depleted wells).

(4) We have recorded a liability for those properties we believe do not have sufficient oil, NGLs, and natural gas reserves to allow the under-produced owners to recover their under-production from future production volumes.

(5) We formed The Unit 1984 Oil and Gas Limited Partnership and the 1986 Energy Income Limited Partnership along with private limited partnerships (the "Partnerships") with certain qualified employees, officers and directors from 1984 through 2011. One of our subsidiaries serves as the general partner of each of these programs. Effective December 31, 2014, The Unit 1984 Oil and Gas Limited Partnership dissolved. The Partnerships were formed for the purpose of conducting oil and natural gas acquisition, drilling and development operations and serving as co-general partner with us in any additional limited partnerships formed during that year. The Partnerships participated on a proportionate basis with us in most drilling operations and most producing property acquisitions commenced by us for our own account during the period from the formation of the Partnership through December 31 of that year. These partnership agreements require, on the election of a limited partner, that we repurchase the limited partner's interest at amounts to be determined by appraisal in the future. Repurchases in any one year are limited to 20% of the units outstanding. We made repurchases of \$8,000 during the first six months of 2015 but did not have any for the first six months of 2016.

(6) We have recorded a liability for future estimated payments related to workers' compensation claims primarily associated with our contract drilling segment.

(7) The amount includes commitments under capital lease arrangements for compressors in our mid-stream segment.

#### Derivative Activities

Periodically we enter into derivative transactions locking in the prices to be received for a portion of our oil, NGLs, and natural gas production.

*Commodity Derivatives* . Our commodity derivatives are intended to reduce our exposure to price volatility and manage price risks. Our decision on the type and quantity of our production and the price(s) of our derivative(s) is based, in part, on our view of current and future market conditions. At June 30, 2016 , based on our second quarter 2016 average daily production, the approximated percentages of our production under derivative contracts are as follows:

	Q3	Q4	2017	2018
	2016	2016		
Daily oil production	58%	34%	9%	—%
Daily natural gas production	63%	63%	52%	6%

With respect to the commodities subject to derivative contracts, those contracts serve to limit the risk of adverse downward price movements. However, they also limit increases in future revenues that would otherwise result from price movements above the contracted prices.

The use of derivative transactions carries with it the risk that the counterparties may not be able to meet their financial obligations under the transactions. Based on our June 30, 2016 evaluation, we believe the risk of non-performance by our counterparties is not material. At June 30, 2016 , the fair values of the net liabilities we had with each of the counterparties to our commodity derivative transactions are as follows:

	June 30, 2016
	(In millions)
Bank of Montreal	\$ (6.2)
Canadian Imperial Bank of Commerce	(3.4)
Bank of America Merrill Lynch	(1.8)
Scotiabank	(1.7)
Total liabilities	<u>\$ (13.1)</u>

If a legal right of set-off exists, we net the value of the derivative transactions we have with the same counterparty in our Unaudited Condensed Consolidated Balance Sheets. At June 30, 2016 , we recorded the fair value of our commodity derivatives on our balance sheet as current and non-current derivative liabilities of \$9.7 million and \$3.4 million , respectively. At June 30, 2015, we recorded the fair value of our commodity derivatives on our balance sheet as current and non-current derivative assets of \$14.6 million and \$0.1 million , respectively.

For our economic hedges any changes in their fair value occurring before their maturity (i.e., temporary fluctuations in value) are reported in gain (loss) on derivatives in our Unaudited Condensed Consolidated Statements of Operations. These gains (losses) at June 30 are as follows:

	Three Months Ended		Six Months Ended	
	June 30,		June 30,	
	2016	2015	2016	2015
	(In thousands)			
Gain (loss) on derivatives:				
Gain (loss) on derivatives, included are amounts settled during the period of \$5,052, \$10,070, \$12,192, and \$21,082, respectively	\$ (22,672)	\$ (1,919)	\$ (11,743)	\$ 4,667
	<u>\$ (22,672)</u>	<u>\$ (1,919)</u>	<u>\$ (11,743)</u>	<u>\$ 4,667</u>

### *Stock and Incentive Compensation*

During the first six months of 2016, we granted awards covering 728,951 shares of restricted stock. These awards had an estimated fair value as of their grant date of \$4.2 million. Compensation expense will be recognized over the three year vesting periods, and during the six months of 2016, we recognized \$0.6 million in compensation expense and capitalized \$0.1 million for these awards. During the first six months of 2016, we recognized compensation expense of \$5.3 million for all of our restricted stock, stock options, and SAR grants and capitalized \$1.2 million of compensation cost for oil and natural gas properties.

During the first six months of 2015 we granted awards covering 750,290 shares of restricted stock. These awards had an estimated fair value as of their grant date of \$24.5 million. Compensation expense will be recognized over the three year vesting periods, and during the six months of 2015, we recognized \$3.6 million in compensation expense and capitalized \$0.8 million for these awards. During the first six months of 2015, we recognized compensation expense of \$9.1 million for all of our restricted stock, stock options, and SAR grants and capitalized \$1.9 million of compensation cost for oil and natural gas properties.

### *Insurance*

We are self-insured for certain losses relating to workers' compensation, general liability, control of well, and employee medical benefits. Insured policies for other coverage contain deductibles or retentions per occurrence that range from zero to \$1.0 million. We have purchased stop-loss coverage in order to limit, to the extent feasible, per occurrence and aggregate exposure to certain types of claims. There is no assurance that the insurance coverage we have will protect us against liability from all potential consequences. If insurance coverage becomes more expensive, we may choose to self-insure, decrease our limits, raise our deductibles, or any combination of these rather than pay higher premiums.

### *Oil and Natural Gas Limited Partnerships and Other Entity Relationships*

We are the general partner of 15 oil and natural gas partnerships which were formed privately or publicly. Each partnership's revenues and costs are shared under formulas set out in that partnership's agreement. The partnerships repay us for contract drilling, well supervision, and general and administrative expense. Related party transactions for contract drilling and well supervision fees are the related party's share of such costs. These costs are billed on the same basis as billings to unrelated third parties for similar services. General and administrative reimbursements consist of direct general and administrative expense incurred on the related party's behalf as well as indirect expenses assigned to the related parties. Allocations are based on the related party's level of activity and are considered by us to be reasonable. For each of the first six months of 2016 and 2015, the total we received for all of these fees was \$0.2 million. Our proportionate share of assets, liabilities, and net income (loss) relating to the oil and natural gas partnerships is included in our unaudited condensed consolidated financial statements.

### **New Accounting Pronouncements**

*Compensation—Stock Compensation: Improvements to Employee Share-Based Payment Accounting.* The FASB has issued ASU 2016-09. The amendments are intended to improve the accounting for employee share-based payments and affect all organizations that issue share-based payment awards to their employees. Several aspects of the accounting for share-based payment award transactions are simplified, including: (a) income tax consequences; (b) classification of awards as either equity or liabilities; and (c) classification on the statement of cash flows. For public companies, the amendments are effective for annual periods beginning after December 15, 2016, and interim periods within those annual periods. Early adoption of the amendments is permitted. The amendments primarily impact classification within the statement of cash flows between financial and operating activities. We do not believe the amendments will have a material impact on our financial statements.

*Leases.* The FASB has issued ASU 2016-02. Under the new guidance, lessees will be required to recognize at the commencement date a lease liability, which is a lessee's obligation to make lease payments arising from a lease, measured on a discounted basis; and a right-of-use asset, which is an asset that represents the lessee's right to use a specified asset for the lease term. Lessor accounting is largely unchanged. For public companies, the amendments are effective for annual periods beginning after December 15, 2018, and interim periods within those annual periods. Early adoption of the amendments is permitted. We are in the process of evaluating the impact it will have on our financial statements.

*Income Taxes: Balance Sheet Classification of Deferred Taxes.* The FASB has issued ASU 2015-17. This changes how deferred taxes are classified on organizations' balance sheets. Organizations will be required to classify all deferred tax assets

and liabilities as noncurrent. The amendments apply to all organizations that present a classified balance sheet. For public companies, the amendments are effective for financial statements issued for annual periods beginning after December 15, 2016, and interim periods within those annual periods. Early adoption of the amendments is permitted. The amendments will require current deferred tax assets to be combined with noncurrent deferred tax assets. We do not believe the amendments will have a material impact on our financial statements.

*Interest—Imputation of Interest: Simplifying the Presentation of Debt Issuance Costs.* The FASB has issued ASU 2015-03. The amendments in this ASU require that debt issuance costs related to a recognized debt liability be presented in the balance sheet as a direct deduction from the carrying amount of that debt liability, consistent with debt discounts. The FASB has also issued ASU 2015-15. The amendments in this ASU allow an entity to defer and present debt issuance cost as an asset and subsequently amortize the deferred debt issuance costs ratably over the term of the line-of-credit arrangement, regardless of whether there are any outstanding borrowings on the line-of-credit arrangement. We have maintained debt issuance costs associated with our credit agreement as an asset and amortize these fees over the life of the credit agreement. For public business entities, the amendments are effective for financial statements issued for fiscal years beginning after December 15, 2015, and interim periods within those fiscal years. The amendments should be applied on a retrospective basis, wherein the balance sheet of each individual period presented should be adjusted to reflect the period-specific effects of applying the new guidance. We have adopted these amendments during the first quarter of 2016. Previously, debt issuance costs associated with the Notes was classified as a long-term asset on the balance sheet, but with ASU 2015-03, it is presented as a direct deduction from the carrying amount of the recognized debt liability.

*Revenue from Contracts with Customers.* The FASB has issued ASU 2014-09. This affects any entity using U.S. GAAP that either enters into contracts with customers to transfer goods or services or enters into contracts for the transfer of nonfinancial assets unless those contracts are within the scope of other standards (e.g., insurance contracts or lease contracts). The core principle of the guidance is that an entity should recognize revenue to depict the transfer of promised goods or services to customers in an amount that reflects the consideration to which the entity expects to be entitled in exchange for those goods or services. In May 2016, the FASB issued ASU 2016-12, "Narrow-Scope Improvements and Practical Expedients," which provides clarifying guidance in certain areas and adds some practical expedients. Also in May 2016, the FASB issued ASU 2016-11, "Rescission of SEC Guidance Because of Accounting Standards Updates 2014-09 and 2014-16 Pursuant to Staff Announcements at the March 3, 2016 EITF Meeting." This ASU rescinds SEC Staff Observer comments that are codified in Topic 605, Revenue Recognition, and Topic 932, Extractive Activities— Oil and Gas, effective upon the adoption of Topic 606, Revenue from Contracts with Customers. In April 2016, the FASB issued ASU 2016-10, "Identifying Performance Obligations and Licensing," which amends the revenue guidance on identifying performance obligations and accounting for licenses of intellectual property. The FASB has issued 2015-14, which defers the effective date to annual reporting periods beginning after December 15, 2017, including interim reporting periods within that reporting period. We are in the process of evaluating the impact it will have on our financial statements.

## Results of Operations

### Quarter Ended June 30, 2016 versus Quarter Ended June 30, 2015

Provided below is a comparison of selected operating and financial data:

	Quarter Ended June 30,		Percent Change <sup>(1)</sup>
	2016	2015	
	(In thousands unless otherwise specified)		
Total revenue	\$ 138,305	\$ 214,447	(36)%
Net loss	\$ (72,136)	\$ (274,389)	(74)%
<b>Oil and Natural Gas:</b>			
Revenue	\$ 69,190	\$ 107,256	(35)%
Operating costs excluding depreciation, depletion, amortization, and impairment	\$ 33,331	\$ 45,972	(27)%
Depreciation, depletion, and amortization	\$ 30,411	\$ 68,101	(55)%
Impairment of oil and natural gas properties	\$ 74,291	\$ 410,536	(82)%
Average oil price received (Bbl)	\$ 41.52	\$ 55.52	(25)%
Average NGLs price received (Bbl)	\$ 11.38	\$ 12.05	(6)%
Average natural gas price received (Mcf)	\$ 1.80	\$ 2.67	(33)%
Oil production (Bbl)	756,000	948,000	(20)%
NGLs production (Bbl)	1,194,000	1,328,000	(10)%
Natural gas production (Mcf)	14,455,000	16,665,000	(13)%
Depreciation, depletion, and amortization rate (Boe)	\$ 6.60	\$ 13.14	(50)%
<b>Contract Drilling:</b>			
Revenue	\$ 24,257	\$ 55,015	(56)%
Operating costs excluding depreciation	\$ 19,254	\$ 36,485	(47)%
Depreciation	\$ 10,918	\$ 13,265	(18)%
Impairment of contract drilling equipment	\$ —	\$ 8,314	(100)%
Percentage of revenue from daywork contracts	100%	100%	— %
Average number of drilling rigs in use	13.5	30.7	(56)%
Average dayrate on daywork contracts	\$ 18,585	\$ 19,881	(7)%
<b>Mid-Stream:</b>			
Revenue	\$ 44,858	\$ 52,176	(14)%
Operating costs excluding depreciation and amortization	\$ 32,381	\$ 40,592	(20)%
Depreciation and amortization	\$ 11,515	\$ 10,848	6 %
Gas gathered—Mcf/day	439,937	362,896	21 %
Gas processed—Mcf/day	161,619	186,041	(13)%
Gas liquids sold—gallons/day	532,215	599,732	(11)%
<b>Corporate and other:</b>			
General and administrative expense	\$ 8,382	\$ 9,624	(13)%
Gain on disposition of assets	\$ 477	\$ 415	15 %
Other income (expense):			
Interest expense, net	\$ (10,606)	\$ (7,956)	33 %
Loss on derivatives	\$ (22,672)	\$ (1,919)	NM
Other	\$ 1	\$ 24	(96)%
Income tax benefit	\$ (42,842)	\$ (164,337)	(74)%
Average long-term debt outstanding	\$ 908,493	\$ 906,609	— %
Average interest rate	5.6%	5.4%	4 %

(1) NM - A percentage calculation is not meaningful due to a zero-value denominator or a percentage greater than 200.

### *Oil and Natural Gas*

Oil and natural gas revenues decreased \$38.1 million or 35% in the second quarter of 2016 as compared to the second quarter of 2015 primarily due to lower oil, NGLs, and natural gas prices and to a lesser extent from reduced production volumes. In the second quarter of 2016, as compared to the second quarter of 2015, oil production decreased 20%, natural gas production decreased 13%, and NGLs production decreased 10%. Average oil prices decreased 25% to \$41.52 per barrel, average natural gas prices decreased 33% to \$1.80 per Mcf, and NGLs prices decreased 6% to \$11.38 per barrel.

Oil and natural gas operating costs decreased \$12.6 million or 27% between the comparative second quarters of 2016 and 2015 due to lower LOE, saltwater disposal expense, and general and administrative expenses.

Depreciation, depletion, and amortization (“DD&A”) decreased \$37.7 million or 55% due primarily to a 50% decrease in our DD&A rate and a 14% decrease in equivalent production. The decrease in our DD&A rate in the second quarter of 2016 compared to the second quarter of 2015 resulted primarily from the effect of the ceiling test write-downs throughout 2015. Our DD&A expense on our oil and natural gas properties is calculated each quarter utilizing period end reserve quantities adjusted for current period production.

During the second quarter of 2015, we recorded a non-cash ceiling test write-down of \$410.5 million pre-tax (\$255.6 million, net of tax). During the second quarter of 2016, we recorded a non-cash ceiling test write-down of \$74.3 million pre-tax (\$46.3 million, net of tax).

### *Contract Drilling*

Drilling revenues decreased \$30.8 million or 56% in the second quarter of 2016 versus the second quarter of 2015. The decrease was due primarily to a 56% decrease in the average number of drilling rigs in use as well as a 7% decrease in the average dayrate. Average drilling rig utilization decreased from 30.7 drilling rigs in the second quarter of 2015 to 13.5 drilling rigs in the second quarter of 2016. Revenue on contracts that terminated early were \$0.4 million in the second quarter of 2016 compared to \$1.6 million in the second quarter of 2015.

Drilling operating costs decreased \$17.2 million or 47% between the comparative second quarters of 2016 and 2015. The decrease was due primarily to fewer drilling rigs operating. Contract drilling depreciation decreased \$2.3 million or 18% also due primarily to fewer drilling rigs operating. During the second quarter of 2015, we recorded a write-down of approximately \$8.3 million pre-tax on drilling equipment that was being held for sale.

### *Mid-Stream*

Our mid-stream revenues decreased \$7.3 million or 14% in the second quarter of 2016 as compared to the second quarter of 2015 due primarily from the average price for natural gas and condensate sold decreasing 28% and 24%, respectively and from gas sales and liquids volumes decreasing 15% and 11%, respectively, offset partially by an increase in transportation volumes and prices of 60% and 13%, respectively. Gas processing volumes per day decreased 13% between the comparative quarters primarily due to declines in existing volumes. Gas gathering volumes per day increased 21% between the comparative quarters primarily due to additional wells added to our Pittsburgh Mills gathering system.

Operating costs decreased \$8.2 million or 20% in the second quarter of 2016 compared to the second quarter of 2015 primarily due to a 18% decrease in prices paid for natural gas purchased and an 14% decrease in purchase volumes along with a 6% decrease in field direct expenses and a 22% decrease in general and administrative expenses. Depreciation and amortization increased \$0.7 million, or 6%, primarily due to capital expenditures for upgrades and well connects.

### *General and Administrative*

Corporate general and administrative expenses decreased \$1.2 million or 13% in the second quarter of 2016 compared to the second quarter of 2015 primarily due to lower employee costs and a reduction to our workforce during the first quarter of 2016.

### *Gain on Disposition of Assets*

There was a \$0.5 million gain on disposition of assets in the second quarter of 2016 primarily due to the sale of two top drives and power units, several large trucks, trailers, forklifts, and smaller vehicles, compared to a gain of \$0.4 million for the disposition of assets in the second quarter of 2015 primarily due to the sale of one gathering system in our mid-stream segment.

*Other Income (Expense)*

Interest expense, net of capitalized interest, increased \$2.7 million between the comparative second quarters of 2016 and 2015 due primarily to decreased capitalized interest in the second quarter of 2016 and to a lesser extent to the higher average bank debt outstanding and a higher average interest rate. We capitalized interest based on the net book value associated with undeveloped leasehold not being amortized, the construction of additional drilling rigs, and the construction of gas gathering systems. Capitalized interest for the second quarter of 2016 was \$3.6 million compared to \$5.5 million in the second quarter of 2015, and was netted against our gross interest of \$14.2 million and \$13.4 million for the second quarters of 2016 and 2015, respectively. Our average interest rate increased from 5.4% in the second quarter of 2015 to 5.6% in the second quarter of 2016 and our average debt outstanding was \$1.9 million higher in the second quarter of 2016 as compared to the second quarter of 2015 primarily due to the increase in outstanding borrowings under our credit agreement over the comparative periods.

Loss on derivatives increased \$20.8 million primarily due to fluctuations in forward prices used to estimate the fair value in mark-to-market accounting.

*Income Tax Benefit*

Income tax benefit decreased \$121.5 million between the comparative second quarters of 2016 and 2015 primarily due to decreased pre-tax loss primarily from a lower non-cash ceiling test write-down in the second quarter of 2016 versus the second quarter of 2015. Our effective tax rate was 37.3% for the second quarter of 2016 compared to 37.5% for the first quarter of 2015. There was no current income tax expense in the second quarter of 2016 compared to \$0.8 million for the second quarter of 2015. We did not pay any income taxes in the second quarter of 2016.

**Six Months Ended June 30, 2016 versus Six Months Ended June 30, 2015**

Provided below is a comparison of selected operating and financial data:

	Six Months Ended June 30,		Percent Change <sup>(1)</sup>
	2016	2015	
	(In thousands unless otherwise specified)		
Total revenue	\$ 274,489	\$ 469,546	(42)%
Net loss	\$ (113,285)	\$ (522,743)	(78)%
<b>Oil and Natural Gas:</b>			
Revenue	\$ 127,464	\$ 213,325	(40)%
Operating costs excluding depreciation, depletion, amortization, and impairment	\$ 66,677	\$ 91,183	(27)%
Depreciation, depletion, and amortization	\$ 62,243	\$ 145,219	(57)%
Impairment of oil and natural gas properties	\$ 112,120	\$ 811,129	(86)%
Average oil price received (Bbl)	\$ 36.88	\$ 51.73	(29)%
Average NGLs price received (Bbl)	\$ 8.90	\$ 10.37	(14)%
Average natural gas price received (Mcf)	\$ 1.83	\$ 2.80	(35)%
Oil production (Bbl)	1,559,000	2,046,000	(24)%
NGLs production (Bbl)	2,485,000	2,615,000	(5)%
Natural gas production (Mcf)	28,977,000	33,064,000	(12)%
Depreciation, depletion, and amortization rate (Boe)	\$ 6.66	\$ 13.98	(52)%
<b>Contract Drilling:</b>			
Revenue	\$ 62,967	\$ 150,092	(58)%
Operating costs excluding depreciation	\$ 47,352	\$ 88,231	(46)%
Depreciation	\$ 23,113	\$ 28,278	(18)%
Impairment of contract drilling equipment	\$ —	\$ 8,314	(100)%
Percentage of revenue from daywork contracts	100%	100%	— %
Average number of drilling rigs in use	17.1	40.4	(58)%
Average dayrate on daywork contracts	\$ 18,468	\$ 20,032	(8)%
<b>Mid-Stream:</b>			
Revenue	\$ 84,058	\$ 106,129	(21)%
Operating costs excluding depreciation and amortization	\$ 63,447	\$ 84,767	(25)%
Depreciation and amortization	\$ 22,974	\$ 21,542	7 %
Gas gathered—Mcf/day	411,671	348,666	18 %
Gas processed—Mcf/day	164,333	187,592	(12)%
Gas liquids sold—gallons/day	525,824	584,389	(10)%
<b>Corporate and other:</b>			
General and administrative expense	\$ 17,097	\$ 18,994	(10)%
Gain on disposition of assets	\$ 669	\$ 960	(30)%
Other income (expense):			
Interest expense, net	\$ (20,223)	\$ (15,196)	33 %
Gain (loss) on derivatives	\$ (11,743)	\$ 4,667	NM
Other	\$ (14)	\$ 22	(164)%
Income tax benefit	\$ (58,560)	\$ (314,915)	(81)%
Average long-term debt outstanding	\$ 890,459	\$ 876,510	2 %
Average interest rate	5.6%	5.5%	2 %

(1) NM - A percentage calculation is not meaningful due to a zero-value denominator or a percentage greater than 200.

### *Oil and Natural Gas*

Oil and natural gas revenues decreased \$85.9 million or 40% in the first six months of 2016 as compared to the first six months of 2015 primarily due to lower oil, NGLs, and natural gas prices and to a lesser extent from reduced production volumes. In the first six months of 2016, as compared to the first six months of 2015, oil production decreased 24%, natural gas production decreased 12%, and NGLs production decreased 5%. Average oil prices decreased 29% to \$36.88 per barrel, average natural gas prices decreased 35% to \$1.83 per Mcf, and NGLs prices decreased 14% to \$8.90 per barrel.

Oil and natural gas operating costs decreased \$24.5 million or 27% between the comparative first six months of 2016 and 2015 due to lower LOE, saltwater disposal expense, and general and administrative expenses offset partially by higher gross production taxes due to fewer credits.

DD&A decreased \$83.0 million or 57% due primarily to a 52% decrease in our DD&A rate and a 13% decrease in equivalent production. The decrease in our DD&A rate in the first six months of 2016 compared to the first six months of 2015 resulted primarily from the effect of the ceiling test write-downs throughout 2015. Our DD&A expense on our oil and natural gas properties is calculated each quarter utilizing period end reserve quantities adjusted for current period production.

During the first six months of 2015, we recorded a non-cash ceiling test write-down of \$811.1 million pre-tax (\$505.0 million, net of tax). During the first six months of 2016, we recorded a non-cash ceiling test write-down of \$112.1 million pre-tax (\$69.8 million, net of tax).

### *Contract Drilling*

Drilling revenues decreased \$87.1 million or 58% in the first six months of 2016 versus the first six months of 2015. The decrease was due primarily to a 58% decrease in the average number of drilling rigs in use as well as an 8% decrease in the average dayrate. Average drilling rig utilization decreased from 40.4 drilling rigs in the first six months of 2015 to 17.1 drilling rigs in the first six months of 2016. Revenue on contracts that terminated early were \$3.1 million in the first six months of 2016 compared to \$14.3 million in the first six months of 2015.

Drilling operating costs decreased \$40.9 million or 46% between the comparative first six months of 2016 and 2015. The decrease was due primarily to fewer drilling rigs operating. Contract drilling depreciation decreased \$5.2 million or 18% also due primarily to fewer drilling rigs operating. During the first six months of 2015, we recorded a write-down of approximately \$8.3 million pre-tax on drilling equipment that was being held for sale.

### *Mid-Stream*

Our mid-stream revenues decreased \$22.1 million or 21% in the first six months of 2016 as compared to the first six months of 2015 due primarily from the average price for natural gas, liquids, and condensate sold decreasing 30%, 15%, and 31%, respectively and from gas sales, liquids, and condensate volumes decreasing 13%, 10%, and 2%, respectively, offset partially by an increase in transportation volumes and prices of 58% and 5%, respectively. Gas processing volumes per day decreased 12% between the comparative periods primarily due to declines in existing volumes. Gas gathering volumes per day increased 18% between the comparative periods primarily due to additional wells added to our Pittsburgh Mills gathering system.

Operating costs decreased \$21.3 million or 25% in the first six months of 2016 compared to the first six months of 2015 primarily due to a 28% decrease in prices paid for natural gas purchased and an 13% decrease in purchase volumes along with a 7% decrease in field direct expenses and an 11% decrease in general and administrative expense. Depreciation and amortization increased \$1.4 million, or 7%, primarily due to capital expenditures for upgrades and well connects.

### *General and Administrative*

Corporate general and administrative expenses decreased \$1.9 million or 10% in the first six months of 2016 compared to the first six months of 2015 primarily due to lower employee costs and a reduction to our workforce during the first quarter of 2016.

### *Gain on Disposition of Assets*

There was a \$0.7 million gain on disposition of assets in the first six months of 2016 primarily due to the sale of various rig components (including three top drives and power units), vehicles, and a drilling yard, compared to a gain of \$1.0 million

for the disposition of assets in the first six months of 2015 primarily due to the sale of one gathering system, various rig components, vehicles, and to a lesser extent the sale of one drilling rig.

*Other Income (Expense)*

Interest expense, net of capitalized interest, increased \$5.0 million between the comparative first six months of 2016 and 2015 due primarily to decreased capitalized interest in the first six months of 2016 and to a lesser extent to the higher average bank debt outstanding and a higher average interest rate. We capitalized interest based on the net book value associated with undeveloped leasehold not being amortized, the construction of additional drilling rigs, and the construction of gas gathering systems. Capitalized interest for the first six months of 2016 was \$7.6 million compared to \$11.4 million in the first six months of 2015, and was netted against our gross interest of \$27.8 million and \$26.6 million for the first six months of 2016 and 2015, respectively. Our average interest rate increased from 5.5% to 5.6% and our average debt outstanding was \$13.9 million higher in the first six months of 2016 as compared to the first six months of 2015 primarily due to the increase in outstanding borrowings under our credit agreement over the comparative periods.

Gain (loss) on derivatives decreased \$16.4 million primarily due to fluctuations in forward prices used to estimate the fair value in mark-to-market accounting.

*Income Tax Expense*

Income tax benefit decreased \$256.4 million between the comparative first six months of 2016 and 2015 primarily due to decreased pre-tax loss primarily from lower non-cash ceiling test write-downs in the first six months of 2016 versus the first six months of 2015. Our effective tax rate was 34.1% for the first six months of 2016 compared to 37.6% for the first six months of 2015. This decrease is primarily due to increased deferred tax expense in the first six months of 2016 related to our restricted stock vestings in the first six months of 2016 after the exhaustion of our remaining accumulated excess tax benefits. There was no current income tax expense in the first six months of 2016 compared to \$0.9 million for the first six months of 2015. We did not pay any income taxes in the first six months of 2016.

**Safe Harbor Statement**

This report, including information included in, or incorporated by reference from, future filings by us with the SEC, as well as information contained in written material, press releases, and oral statements issued by or on our behalf, contain, or may contain, certain statements that are “forward-looking statements” within the meaning of federal securities laws. All statements, other than statements of historical facts, included or incorporated by reference in this report, which address activities, events, or developments which we expect or anticipate will or may occur in the future are forward-looking statements. The words “believes,” “intends,” “expects,” “anticipates,” “projects,” “estimates,” “predicts,” and similar expressions are used to identify forward-looking statements.

These forward-looking statements include, among others, things as:

- the amount and nature of our future capital expenditures and how we expect to fund our capital expenditures;
- prices for oil, NGLs, and natural gas;
- demand for oil, NGLs, and natural gas;
- our exploration and drilling prospects;
- the estimates of our proved oil, NGLs, and natural gas reserves;
- oil, NGLs, and natural gas reserve potential;
- development and infill drilling potential;
- expansion and other development trends of the oil and natural gas industry;
- our business strategy;
- our plans to maintain or increase production of oil, NGLs, and natural gas;
- the number of gathering systems and processing plants we plan to construct or acquire;
- volumes and prices for natural gas gathered and processed;

- expansion and growth of our business and operations;
- demand for our drilling rigs and drilling rig rates;
- our belief that the final outcome of our legal proceedings will not materially affect our financial results;
- our ability to timely secure third-party services used in completing our wells;
- our ability to transport or convey our oil or natural gas production to established pipeline systems;
- impact of federal and state legislative and regulatory initiatives relating to hydrocarbon fracturing impacting our costs and increasing operating restrictions or delays as well as other adverse impacts on our business;
- our projected production guidelines for the year;
- our anticipated capital budgets;
- our financial condition and liquidity;
- the number of wells our oil and natural gas segment plans to drill or rework during the year; and
- our estimates of the amounts of any ceiling test write-downs or other potential asset impairments we may be required to record in future periods.

These statements are based on certain assumptions and analyses made by us in light of our experience and our perception of historical trends, current conditions, and expected future developments as well as other factors we believe are appropriate in the circumstances. However, whether actual results and developments will conform to our expectations and predictions is subject to a number of risks and uncertainties which could cause actual results to differ materially from our expectations, including:

- the risk factors discussed in this report and in the documents we incorporate by reference;
- general economic, market, or business conditions;
- the availability of and nature of (or lack of) business opportunities that we pursue;
- demand for our land drilling services;
- changes in laws or regulations;
- changes in the current geopolitical situation;
- risks relating to financing, including restrictions in our debt agreements and availability and cost of credit;
- risks associated with future weather conditions;
- decreases or increases in commodity prices;
- our ability to successfully implement our pending technology conversion process relating to our financial and operational information systems; and
- other factors, most of which are beyond our control.

You should not place undue reliance on any of these forward-looking statements. Except as required by law, we disclaim any current intention to update forward-looking information and to release publicly the results of any future revisions we may make to forward-looking statements to reflect events or circumstances after the date of this report to reflect the occurrence of unanticipated events.

A more thorough discussion of forward-looking statements with the possible impact of some of these risks and uncertainties is provided in our Annual Report on Form 10-K filed with the SEC. We encourage you to get and read that document.

### **Item 3. Quantitative and Qualitative Disclosure About Market Risk**

Our operations are exposed to market risks primarily because of changes in commodity prices and interest rates.

*Commodity Price Risk.* Our major market risk exposure is in the prices we receive for our oil, NGLs, and natural gas production. These prices are primarily driven by the prevailing worldwide price for crude oil and market prices applicable to

our NGLs and natural gas production. Historically, these prices have fluctuated and we expect this to continue. The prices for oil, NGLs, and natural gas also affect the demand for our drilling rigs and the amount we can charge for the use of our drilling rigs. Based on our first six months 2016 production, a \$0.10 per Mcf change in what we are paid for our natural gas production, without the effect of hedging, would result in a corresponding \$464,000 per month ( \$5.6 million annualized) change in our pre-tax operating cash flow. A \$1.00 per barrel change in our oil price, without the effect of hedging, would have a \$252,000 per month ( \$3.0 million annualized) change in our pre-tax operating cash flow and a \$1.00 per barrel change in our NGLs prices, without the effect of hedging, would have a \$399,000 per month ( \$4.8 million annualized) change in our pre-tax operating cash flow.

We use derivative transactions to manage the risk associated with price volatility. Our decisions regarding the amount and prices at which we choose to enter into a contract for certain of our products is based, in part, on our view of current and future market conditions. The transactions we use include financial price swaps under which we will receive a fixed price for our production and pay a variable market price to the contract counterparty. We do not hold or issue derivative instruments for speculative trading purposes.

At June 30, 2016 , we had the following derivatives outstanding:

Term	Commodity	Contracted Volume	Weighted Average Fixed Price	Contracted Market
Jul'16 – Dec'16	Natural gas – swap	45,000 MMBtu/day	\$2.596	IF – NYMEX (HH)
Jan'17 – Dec'17	Natural gas – swap	60,000 MMBtu/day	\$2.960	IF – NYMEX (HH)
Jan'18 – Dec'18	Natural gas – swap	10,000 MMBtu/day	\$3.025	IF – NYMEX (HH)
Jan'17 – Dec'17	Natural gas – basis swap	20,000 MMBtu/day	\$(0.215)	IF – NYMEX (HH)
Jan'18 – Dec'18	Natural gas – basis swap	10,000 MMBtu/day	\$(0.208)	IF – NYMEX (HH)
Jul'16 – Dec'16	Natural gas – collar	42,000 MMBtu/day	\$2.40 - \$2.88	IF – NYMEX (HH)
Jan'17 – Oct'17	Natural gas – collar	10,000 MMBtu/day	\$2.75 - \$2.95	IF – NYMEX (HH)
Jul'16 – Dec'16	Natural gas – three-way collar	13,500 MMBtu/day	\$2.70 - \$2.20 - \$3.26	IF – NYMEX (HH)
Jan'17 – Dec'17	Natural gas – three-way collar	15,000 MMBtu/day	\$2.50 - \$2.00 - \$3.32	IF – NYMEX (HH)
Jul'16 – Sep'16	Crude oil – swap	1,000 Bbl/day	\$48.45	WTI – NYMEX
Jul'16 – Sep'16	Crude oil – collar	2,450 Bbl/day	\$44.44 - \$52.46	WTI – NYMEX
Oct'16 – Dec'16	Crude oil – collar	1,450 Bbl/day	\$47.50 - \$56.40	WTI – NYMEX
Jul'16 – Dec'16	Crude oil – three-way collar	700 Bbl/day	\$46.50 - \$35.00 - \$57.00	WTI – NYMEX
Jul'16 – Dec'16	Crude oil – three-way collar <sup>(1)</sup>	700 Bbl/day	\$47.50 - \$35.00 - \$63.50	WTI – NYMEX
Jan'17 – Dec'17	Crude oil – three-way collar	750 Bbl/day	\$50.00 - \$37.50 - \$63.90	WTI – NYMEX

(1) We pay our counterparty a premium, which can be and is being deferred until settlement.

After June 30, 2016 , we entered into the following derivatives:

Term	Commodity	Contracted Volume	Weighted Average Fixed Price	Contracted Market
Jan'17 – Oct'17	Natural gas – collar	10,000 MMBtu/day	\$3.00 - \$3.24	IF – NYMEX (HH)

**Interest Rate Risk.** Our interest rate exposure relates to our long-term debt under our credit agreement and the Notes. The credit agreement, at our election bears interest at variable rates based on the Prime Rate or the LIBOR Rate. At our election, borrowings under our credit agreement may be fixed at the LIBOR Rate for periods of up to 180 days. Based on our average outstanding long-term debt subject to a variable rate in the first six months of 2016, a 1% increase in the floating rate would reduce our annual pre-tax cash flow by approximately \$2.4 million. Under our Notes, we pay a fixed rate of interest of 6.625% per year (payable semi-annually in arrears on May 15 and November 15 of each year).

#### **Item 4. Controls and Procedures**

*Evaluation of Disclosure Controls and Procedures.* As of the end of the period covered by this report, we carried out an evaluation, under the supervision and with the participation of our management, including our Chief Executive Officer and Chief Financial Officer, of the effectiveness of the design and operation of our disclosure controls and procedures under Exchange Act Rule 13a-15. Based on that evaluation, our Chief Executive Officer and Chief Financial Officer concluded that our disclosure controls and procedures are effective as of June 30, 2016 in ensuring the appropriate information is recorded, processed, summarized and reported in our periodic SEC filings relating to the company (including its consolidated subsidiaries) and is accumulated and communicated to the Chief Executive Officer, Chief Financial Officer, and management to allow timely decisions.

*Changes in Internal Controls.* There were no changes in our internal controls over financial reporting during the quarter ended June 30, 2016 that have materially affected or are reasonably likely to materially affect our internal control over financial reporting, as defined in Rule 13a – 15(f) under the Exchange Act.

## **PART II. OTHER INFORMATION**

#### **Item 1. Legal Proceedings**

*Panola Independent School District No. 4, et al . v. Unit Petroleum Company* , No. CJ-07-215, District Court of Latimer County, Oklahoma.

Panola Independent School District No. 4, Michael Kilpatrick, Gwen Grego, Carla Lessel, Thelma Christine Pate, Juanita Golightly, Melody Culberson, and Charlotte Abernathy are the Plaintiffs in this case and are royalty owners in oil and gas drilling and spacing units for which the company's exploration segment distributes royalty. The Plaintiffs' central allegation is that the company's exploration segment has underpaid royalty obligations by deducting post-production costs or marketing related fees. Plaintiffs sought to pursue the case as a class action on behalf of persons who receive royalty from us for our Oklahoma production. We have asserted several defenses including that the deductions are permitted under Oklahoma law. We have also asserted that the case should not be tried as a class action due to the materially different circumstances that determine what, if any, deductions are taken for each lease. On December 16, 2009, the trial court entered its order certifying the class. On May 11, 2012 the court of civil appeals reversed the trial court's order certifying the class. The Plaintiffs petitioned the supreme court for certiorari and on October 8, 2012, the Plaintiff's petition was denied. On January 22, 2013, the Plaintiffs filed a second request to certify a class of royalty owners that was slightly smaller than their first attempt. Since then, the Plaintiffs have further amended their proposed class to just include royalty owners entitled to royalties under certain leases located in Latimer, Le Flore, and Pittsburg Counties, Oklahoma. In July 2014, a second class certification hearing was held where, in addition to the defenses described above, we argued that the amended class definition is still deficient under the court of civil appeals opinion reversing the initial class certification. Closing arguments were held on December 2, 2014. There is no timetable for when the court will issue its ruling. The merits of Plaintiffs' claims will remain stayed while class certification issues are pending.

#### **Item 1A. Risk Factors**

In addition to the other information set forth in this quarterly report, you should carefully consider the factors discussed below, if any, and in Part I, "Item 1A. Risk Factors" in our Annual Report on Form 10-K for the year ended December 31, 2015, which could materially affect our business, financial condition, or future results. The risks described in our Annual Report on Form 10-K are not the only risks facing our company. Additional risks and uncertainties not currently known to us or that we currently deem to be immaterial also may materially adversely affect our business, financial condition, and/or operating results.

There have been no material changes to the risk factors disclosed in Item 1A in our Form 10-K for the year ended December 31, 2015.

**Item 2. Unregistered Sales of Equity Securities and Use of Proceeds**

The following table provides information relating to our repurchase of common stock for the three months ended June 30, 2016 :

<b>Period</b>	<b>(a) Total Number of Shares Purchased</b>	<b>(b) Average Price Paid Per Share</b>	<b>(c) Total Number of Shares Purchased As Part of Publicly Announced Plans or Programs</b>	<b>(d) Maximum Number (or Approximate Dollar Value) of Shares That May Yet Be Purchased Under the Plans or Programs</b>
April 1, 2016 to April 30, 2016	—	\$ —	—	—
May 1, 2016 to May 31, 2016	—	—	—	—
June 1, 2016 to June 30, 2016	—	—	—	—
Total	—	\$ —	—	—

**Item 3. Defaults Upon Senior Securities**

Not applicable.

**Item 4. Mine Safety Disclosures**

Not applicable.

**Item 5. Other Information**

Not applicable.

**Item 6. Exhibits**

Exhibits:

10.1	Form of Restricted Stock Agreement
31.1	Certification of Chief Executive Officer under Rule 13a – 14(a) of the Exchange Act.
31.2	Certification of Chief Financial Officer under Rule 13a – 14(a) of the Exchange Act.
32	Certification of Chief Executive Officer and Chief Financial Officer under Rule 13a – 14(a) of the Exchange Act and 18 U.S.C. Section 1350, as adopted under Section 906 of the Sarbanes-Oxley Act of 2002.
101.INS	XBRL Instance Document.
101.SCH	XBRL Taxonomy Extension Schema Document.
101.CAL	XBRL Taxonomy Extension Calculation Linkbase Document.
101.DEF	XBRL Taxonomy Extension Definition Linkbase Document.
101.LAB	XBRL Taxonomy Extension Labels Linkbase Document.
101.PRE	XBRL Taxonomy Extension Presentation Linkbase Document.

**SIGNATURES**

Pursuant to the requirements of the Securities Exchange Act of 1934, the Registrant has duly caused this report to be signed on its behalf by the undersigned thereunto duly authorized.

Unit Corporation

Date: August 9, 2016

By: /s/ Larry D. Pinkston  
LARRY D. PINKSTON  
Chief Executive Officer and Director

Date: August 9, 2016

By: /s/ David T. Merrill  
DAVID T. MERRILL  
Senior Vice President, Chief Financial Officer,  
and Treasurer

**UNIT CORPORATION RESTRICTED STOCK AWARD AGREEMENT**

Participant name

Date of grant

<Date of grant>

Number of shares of restricted stock subject to this award

As an employee of Unit Corporation (“Unit”) or one of its Affiliates, you have been granted an award of shares of restricted stock under the Second Amended and Restated Unit Corporation Stock and Incentive Compensation Plan dated May 6, 2015 (the “Plan”). This agreement sets out the terms of that award. This award is subject to the terms and conditions that follow in this agreement.

The date of the award evidenced by this agreement (the “date of grant”) is set forth above.

Capitalized terms used but not defined in this agreement have the meaning given to them in the Plan.

1. **Acceptance of award.** This award is accepted by signing your name in the space provided on the enclosed copy of this agreement and returning a copy to the Secretary of Unit, 8200 South Unit Drive, Tulsa, Oklahoma 74132-5300.
2. **Award.** Unit hereby grants to you a restricted stock award consisting of \_\_\_\_\_ shares of restricted stock (the “Total Restricted Stock Award”), subject to the terms and conditions of this agreement.
3. **Vesting and delivery of shares.** Unless previously forfeited, Unit will deliver to you, or your designated beneficiary, or if none, to your devisees if death occurs, shares of Unit common stock (in lieu of the shares of restricted stock) under the following:

A. **Time Vested Shares.** Forty percent of the Total Restricted Stock Award will constitute “Time Vested Shares” and will vest in these amounts and dates:

(i)	33 1/3% of the Time Vested Shares will vest on March 9 <of the first year after year of date of grant>;
(ii)	an additional 33 1/3% of the Time Vested Shares will vest on March 9 <of the second year after year of date of grant>; and
(iii)	the remaining 33 1/3% of the Time Vested Shares will vest on March 9 <of the third year after year of date of grant>.

Each share of Time Vested Shares represents the right to receive one share of Unit common stock.

- B. **Performance Vested Shares.** The remaining 60% of the Total Restricted Stock Award is designated as Performance Shares (the “Performance Shares”). Each Performance Share represents the right to receive one share of Unit common stock. The actual number of shares of common stock that may become issuable as Performance Shares will be determined under these performance measures:
1. TSR Performance Shares. Fifty percent of the Performance Shares will be determined based on Unit’s Total Stockholder Return compared to the Total Stockholder Return of the Peer Group as calculated under Schedule 1 to this agreement; and
  2. Consolidated Cash Flow to Total Assets Shares. The remaining 50% of the Performance Shares will be determined based on Unit’s ratio of Consolidated Cash Flow to Total Assets compared to that of the Peer Group as calculated under Schedule 2 of this agreement.

Any distribution of shares to you under this award (either Time Vested or Performance Vested) is subject to and conditioned on the requirement you be actively employed with Unit or one of its Affiliates on the date the shares otherwise vest under this agreement.

**4. Issuance of restricted stock.**

- A. Unless you are advised otherwise by Unit, your unvested shares of restricted stock will be held in book entry form. You agree that Unit may give stop transfer instructions to the depository to ensure compliance with this agreement. You (i) acknowledge that your unvested shares of restricted stock will be held in book entry form on the books of Unit's depository (or another institution specified by Unit), and irrevocably authorize Unit to take whatever action may be necessary or appropriate to effectuate a transfer of the record ownership of any such shares that are unvested and forfeited, (ii) agree to deliver to Unit, as a precondition to the issuance of any certificate or certificates regarding unvested shares of restricted stock, one or more stock powers, endorsed in blank, regarding those shares, and (iii) agree to take any other action as Unit may reasonably request to accomplish the transfer or forfeiture of any unvested shares of restricted stock forfeited under this agreement.
- B. If the Secretary of Unit advises you that your unvested shares of restricted stock will be represented by a certificate subject to this agreement, Unit will issue and register on its books and records in your name a certificate (or certificates) in the shares of restricted stock subject to this award . Each certificate will bear a legend, substantially in the following form:

“The sale or other transfer of the Shares of stock represented by this certificate, whether voluntary, involuntary, or by operation of law, is subject to certain restrictions on transfer as set forth in the Second Amended and Restated Unit Corporation Stock and Incentive Compensation Plan dated May 6, 2015, and in the associated Award Agreement. A copy of this Plan and such Award Agreement may be obtained from Unit Corporation.”

The certificate(s) will be retained by Unit (or its designee) until all restrictions or conditions applicable to the shares have been satisfied or lapsed.

**5. Restrictions.** Besides the other terms in this agreement or the Plan, the shares of restricted stock subject to this agreement will be subject to these restrictions:

- A. Neither (i) the shares of restricted stock, (ii) the right to vote the shares of restricted stock, (iii) the right to receive dividends on the shares of restricted stock, or (iv) any other rights under this agreement may be sold, transferred, donated, exchanged, pledged, assigned, or otherwise alienated or encumbered until (and then only to the extent of) the shares of restricted stock are delivered to you.
- B. You will have, regarding the shares of restricted stock, all of the rights of a holder of shares, including the right to vote the shares and to receive any cash dividends thereon. The Committee, however, may determine that cash dividends will be automatically reinvested in additional shares which will become shares of restricted stock and will be subject to the same restrictions and other terms of this award. Unless otherwise determined by the Committee, dividends payable in shares will be treated as additional shares of restricted stock subject to the same restrictions and other terms of this award and you will deliver a stock power, duly endorsed in blank, relating to the additional shares of restricted stock on payment of any the dividend.
- C. During your lifetime the shares delivered under this agreement will only be delivered to you. Any shares of restricted stock transferred under this agreement will continue to be subject to the terms and conditions of this agreement, including, without limitation, this Section 5. Any transfer permitted under this agreement will be promptly reported in writing to Unit's Secretary.

**6. Affect of death or disability.** Despite what is provided for in Section 5, if your employment with Unit or one of its Affiliates terminates because of your death or disability (the later as determined by the Committee in its sole discretion) before you have vested in all or any shares of restricted stock , the vesting requirements will

be accelerated and all shares of restricted stock that have not vested will vest 100% as of the date of such death or disability at the 100% multiplier award level.

**7. Affect of other causes of termination of employment.**

- A. On termination of your employment with Unit or any of its Affiliates for any reason (except (i) due to death or disability under Section 6, (ii) because of a Change of Control subject to Section 10, or (iii) for Time Vested Shares only, your retirement (unless the Committee determines otherwise), you will forfeit all shares of restricted stock (or all shares of common stock) that have not been previously delivered to you. Under no circumstances will the Performance Shares vest before attainment of the performance goals if an involuntary termination occurs without cause, termination for good reason, or retirement.
- B. For this agreement, your employment by an Affiliate of Unit will be considered terminated on the date that the company by which you are employed is no longer an Affiliate of Unit.

**8. Transfer of employment; leave of absence.** A transfer of your employment from Unit to an Affiliate or vice versa, or from one Affiliate to another, without an intervening period, will not be deemed a termination of employment. If you are granted an authorized leave of absence, you will be deemed to have remained in the employ of the company by which you are employed during such leave of absence.

**9. Adjustments in shares of restricted stock.**

- A. The existence of this agreement and the shares of restricted stock will not affect or restrict in any way the right or power of the board of directors or the stockholders of Unit (or any of its Affiliates) to make or authorize any reorganization or other change in its capital or business structure, any merger or consolidation, any issue of bonds, debentures, preferred or prior preference stock ahead of or affecting the shares or the shares of restricted stock, the dissolution or liquidation of the company or any sale or transfer of all or any part of its (or their) assets or business.
- B. If any corporate event occurs or transaction subject to Section 4.2 of the Plan, the Committee may make adjustments or amendments to the terms of this award as it deems appropriate under the circumstances, in its sole discretion. Any adjustments or amendments may include, but are not limited to, (i) changes in the number and kind of shares of restricted stock set forth above, (ii) changes in the grant price per share, and (iii) accelerating the delivery of the shares of restricted stock. The determination by the Committee on the terms of any amendments or adjustments will be conclusive and binding.

**10. Change of Control.** Article 14 of the Plan will apply to the terms of this award if a Change of Control occurs, except that for this agreement, Section 14.2 will be deemed amended by deleting this language from the first sentence: “if the Committee reasonably determines in good faith before the occurrence of a Change of Control” and replacing it with this language: “if a majority of the Committee members in place prior to the Change of Control reasonably determines in good faith, either before or after the Change of Control”. If you are an employee of an Affiliate of the Company the following will constitute a Change of Control: the stockholders or members of the Affiliate approve a reorganization, merger or consolidation or sale or other disposition of all or substantially all of the assets of that Affiliate (an “Affiliate Transaction”); excluding, however, an Affiliate Transaction under which (i) all or substantially all individuals or entities who are the owners of the Affiliate immediately before the Affiliate Transaction will beneficially own, directly or indirectly, over 70% of the outstanding securities of the entity resulting from the Affiliate Transaction, (ii) no Person (other than: the Company; the entity resulting from the Affiliate Transaction; and any Person which beneficially owned, immediately before the Affiliate Transaction, directly or indirectly, 25% or more of the outstanding securities of the Affiliate) will beneficially own, directly or indirectly, 25% or more of the outstanding equity of the entity resulting from the Affiliate Transaction and (iii) individuals who were members of the incumbent board of directors (or managers ) of the Affiliate will constitute a majority of the members of the board of directors (or managers ) of the entity resulting from the Affiliate Transaction.

**11. Tax matters.**

- A.** Federal income and employment tax withholding (and state and local income tax withholding, if applicable) may be required regarding taxes on income realized when restrictions are removed from the shares of restricted stock. You must deliver to Unit the amounts it determines should be withheld, *provided, however*, that you may pay a portion or all of the withholding taxes by electing to have (i) Unit withhold a portion of the shares otherwise delivered to you or (ii) you can deliver to Unit shares you have owned for at least six months, in either case, having a Fair Market Value (as of the date that the taxes are to be withheld) in the amount to be withheld, and provided further that your election will be irrevocable. Unless otherwise required under applicable law, for this Section 11, Fair Market Value means the closing price of the shares on the NYSE on the date the restrictions are removed.
- B.** You acknowledge that you have reviewed with your own tax advisor(s) the federal, state, and local tax consequences of accepting the shares of restricted stock and the other transactions contemplated by this agreement. You are relying solely on such advisor(s) and not on any statements or representations of the Company or any of its agents. You understand and agree that you, and not the Company, will be responsible for your own tax liability that may arise because of the transactions contemplated by this agreement. You understand that Section 83 of the Code taxes as ordinary income the difference between the purchase price, if any, for the shares of restricted stock and the Fair Market Value of the shares of restricted stock by the date any restrictions on the shares of restricted stock terminate or lapse. In this context, "restrictions" includes the restrictions under Section 3. You understand that you may elect to be taxed when the shares of restricted stock are granted, rather than when and as the restrictions terminate or lapse (if ever), by filing an election under Section 83(b) of the Code with the Internal Revenue Service within thirty (30) days from the grant date. **YOU ACKNOWLEDGE THAT IT IS YOUR SOLE RESPONSIBILITY (AND NOT THE COMPANY'S) TO FILE TIMELY THE ELECTION UNDER SECTION 83(B), EVEN IF YOU REQUEST THE COMPANY OR ITS REPRESENTATIVES TO MAKE THAT FILING ON YOUR BEHALF.**

**12. Employment.** Nothing in this agreement or the Plan will confer on you any right to continue in the employ or other service of Unit or any of its Affiliates or limit in any way the right of your employer to change your compensation or other benefits or to terminate your employment or other service with or without Cause.

**13. Short-swing trading.** An executive officer of Unit who receives an award of restricted stock must report the transaction on a Form 4 Statement of Changes in Beneficial Ownership filed within two trading days with the EDGAR database of the Securities and Exchange Commission. While the General Counsel of Unit will draft the Form 4 on your request, *the filing is your personal responsibility*. Further, executive officers should review Unit Corporation's Statement of Company Trading Policy before arranging for the sale of shares.

**14. Forfeiture of award.** If during your employment by Unit or one of its Affiliates the Committee determines that you have engaged in any activity in competition with any activity of Unit or its Affiliates, or activity or conduct that is inimical, contrary or harmful to the interests of Unit or its Affiliates, including but not limited to:

- A.** conduct relating to your employment for which either criminal or civil penalties against you may be sought;
- B.** conduct or activity that results in the termination of your employment because of your: (i) failure to abide by your employer's rules and regulations governing the transaction of its business, including without limitation, its Code of Business Ethics and Conduct; (ii) inattention to duties, or the commission of acts while employed with your employer amounting to negligence or misconduct; (iii) misappropriation of funds or property of Unit or any of its Affiliates or committing any fraud against Unit or any of its Affiliates or against any other person or entity in the course of employment with Unit or any of its Affiliates; (iv) misappropriation of any corporate opportunity, or otherwise obtaining personal profit from any transaction which is adverse to the interests of Unit or any of its Affiliates or to the benefits of which Unit or any of its Affiliates is entitled; or (v) the commission of a felony or other crime involving moral turpitude;

- C. accepting employment with, acquiring a 5% or more equity or participation interest in, serving as a consultant, advisor, director or agent of, directly or indirectly soliciting or recruiting any employee of Unit or any of its Affiliates employed during your tenure with Unit of an of its Affiliates, or otherwise assisting in any other capacity or manner any company or enterprise directly or indirectly in competition with or acting against the interests of Unit or any of its Affiliates (a “competitor”), except for (i) any isolated, sporadic accommodation or assistance provided to a competitor, at its request, by you during your tenure with Unit or any of its Affiliates, but only if provided in the good faith and reasonable belief that such action would benefit Unit or any of its Affiliates by promoting good business relations with the competitor and would not harm Unit or any of its Affiliates interests in any substantial manner or (ii) any other service or assistance provided at the request or with the written permission of Unit or any of its Affiliates;
- D. disclosing or misusing any confidential information or material concerning Unit or any of its Affiliates; or
- E. making any statement or disclosing any information to any customers, suppliers, lessors, lessees, licensors, licensees, regulators, employees or others with whom Unit or any of its Affiliates engages in business that is defamatory or derogatory regarding the business, operations, technology, management, or other employees of Unit or any of its Affiliates, or taking any other action that could reasonably be expected to injure Unit or any of its Affiliates in its business relationships with any of the foregoing parties or result in any other detrimental effect on Unit or any of its Affiliates;

then this award of shares of restricted stock will automatically terminate and be forfeited effective on the date on which you breached this Section 14 as determined by the Committee and (i) all shares acquired by you under this agreement (or other securities into which those shares have been converted or exchanged) will be returned to Unit or, if no longer held by you, you will pay to Unit, without interest, all cash, securities or other assets received by you on the sale or transfer of such stock or securities, and (ii) all unvested shares of restricted stock will be forfeited.

- F. If you owe any amount under the above subsections of this Section 14, you acknowledge that your employer may, to the fullest extent permitted by applicable law, deduct such amount from any amounts your employer owes you from time to time for any reason (including without limitation amounts owed to you as salary, wages, reimbursements or other compensation, fringe benefits, retirement benefits or vacation pay). Whether or not your employer elects to make any such set-off in whole or in part, if your employer does not recover by means of set-off the full amount you owe it, you hereby agree to pay immediately the unpaid balance to your employer.

**15. Listing; securities considerations.** Despite anything else in this agreement, if Unit determines, in its sole discretion, that the listing, registration or qualification (or any updating of any such document) of the shares issuable under this agreement is necessary on any securities exchange or under any federal or state securities or blue sky law, or that the consent or approval of any governmental regulatory body is necessary or desirable as a condition of, or in connection with the issuance of the shares of restricted stock, or the removal of any restrictions imposed on such shares, such shares will not be issued, in whole or in part, or the restrictions on the shares removed, unless such listing, registration, qualification, consent or approval will have been effected or obtained free of any conditions not acceptable to Unit.

**16. Binding effect.** This agreement will inure to the benefit of and be binding on the parties and their respective heirs, executors, administrators, legal representatives and successors. Without limiting the generality of the foregoing, whenever the term “you” is used in any provision of this agreement under circumstances where the provision appropriately applies to the heirs, executors, administrators or legal representatives to whom this award may be transferred as provided for in this agreement, the term “you” will be deemed to include that person or persons.

**17. Plan provisions govern.**

- A. This award is subject to the terms, conditions, restrictions, and other provisions of the Plan as fully as if all those provisions were set forth in their entirety in this agreement. **If any provision of this agreement conflicts with a provision of the Plan, the Plan provision will control .**
- B. You acknowledge that a copy of the Plan and a prospectus summarizing the Plan was distributed or made available to you and that you were advised to review that material before entering into this agreement. You waive the right to claim that the provisions of the Plan are not binding on you and your heirs, executors, administrators, legal representatives and successors.
- C. By your signature below, you represent that you are familiar with the terms and provisions of the Plan, and accept this agreement subject to all terms and provisions of the Plan. You have reviewed the Plan and this agreement in their entirety and fully understand all provisions of this agreement. You agree to accept as binding, conclusive, and final all decisions or interpretations of the Committee on questions arising under the Plan or this agreement.

**18. Governing law.** This agreement will be governed by and construed under the laws of the State of Oklahoma despite any laws of the State of Oklahoma that would apply the laws of a different State.

**19. Severability.** If any term or provision of this agreement, or the application of this agreement to any person or circumstance, will at any time or to any extent be invalid, illegal, or unenforceable both parties intend for any court construing this agreement to modify or limit that provision to render it valid and enforceable to the fullest extent allowed by law. Any provision that is not able to be reformed will be ignored so as to not affect any other term or provision of this agreement, and the remainder of this agreement, or the application of that term or provision to persons or circumstances other than those as to which it is held invalid, illegal, or unenforceable, will not be affected and each term and provision of this agreement will be valid and enforced to the fullest extent permitted by law.

**20. Consent to electronic delivery; electronic signature.** In lieu of receiving documents in paper format, you agree, to the fullest extent permitted by law, to accept electronic delivery of any documents that may have to be deliver to you (including, but not limited to, prospectuses, prospectus supplements, grant or award notifications and agreements, account statements, annual and quarterly reports, and all other forms of communications) for this and any other award made or offered by Unit. Electronic delivery may be via electronic mail system or by reference to a location on a company intranet to which you have access. You consent to all procedures Unit has established or may establish for an electronic signature system for delivery and acceptance of any such documents that may have to be delivered to you, and agrees that your electronic signature is the same as, and will have the same force and effect as, your manual signature.

**21. Entire agreement; modification.** The Plan and this agreement contain the entire agreement between the parties regarding the subject contained in this agreement and may not be modified except as provided in the Plan, as it may be amended from time to time in the manner provided in the Plan (or in this agreement), or as it may be amended from time to time by a written document signed by each of the parties to this agreement. Any oral or written agreements, representations, warranties, written inducements, or other communications regarding the subject contained in this agreement made before signing this agreement will be void and ineffective for all purposes.

22. **Counterparts.** This agreement may be signed in duplicate counterparts, each of which will be deemed to be an original.

**Unit Corporation:**

**Participant:**

By: \_\_\_\_\_  
 Title: **Mark E. Schell**  
**Senior Vice President**

X \_\_\_\_\_

\*\*\*\*\*

**DESIGNATION OF BENEFICIARY  
 FOR AWARD MADE UNDER THE  
 SECOND AMENDED AND RESTATED  
 UNIT CORPORATION STOCK AND INCENTIVE COMPENSATION PLAN  
 dated May 6, 2015**

<b>A. Identification</b>	
Participant Name:	
Participant's Social Security Number:	X

I hereby designate the following as my beneficiary(ies) entitled to receive my undelivered Shares of Restricted Stock that are subject to this Award having a Date of Grant of **<Date of Grant>** .

<b>B. Information Concerning The Primary Beneficiary(ies):</b>				
First name, middle initial, and last name of each beneficiary	Address (including Zip Code) of each beneficiary	Date of Birth	Relationship	* Percentage of Undelivered Shares
X				
				TOTAL = 100%

[Designation of Beneficiary Continued on Next Page]

**Contingent Beneficiary(ies)** (applicable only if you are not survived by one or more primary beneficiaries)

<b>C. Information Concerning The Contingent Beneficiary(ies):</b>				
First name, middle initial, and last name of each beneficiary	Address (including Zip Code) of each beneficiary	Date of Birth	Relationship	* Percentage of Undelivered Shares
X				
				TOTAL = 100%

\* If no percentages are indicated, benefits will be divided equally between applicable beneficiaries.

It is understood that this Designation of Beneficiary is made under the Second Amended and Restated Unit Corporation Stock and Incentive Compensation Plan, dated May 6, 2015, and is subject to the terms and conditions stated in that plan, including the beneficiary's survival of my death. If any of those conditions are not satisfied, those rights will transfer according to my will or the laws of descent and distribution.

It is further understood that all prior designations of beneficiary made by me under the plan, if any, with regard to this Restricted Stock Award Agreement are hereby revoked. I reserve the right to change (revoke) this Designation of Beneficiary. Any change of this designation of beneficiary must be in writing, signed by me and filed with the Company before my death.

X \_\_\_\_\_

X \_\_\_\_\_

**Date**

**Schedule 1**  
**(TSR Performance)**

- (a) The calculation of the number of shares to be issued to you based on this performance measure will be tied to the percentile level at which the total stockholder return (including stock price appreciation and reinvestment of any cash dividends or other stockholder distribution) to Unit's stockholders over the Performance Period stands in relation to the total stockholder return realized for that period by the companies comprising the Peer Group.

For such purpose, the total stockholder return will be determined under this formula:

$$\text{Total Stockholder Return ("TSR")} = \frac{\text{Change in Stock Price} + \text{Dividends Paid}}{\text{Beginning Stock Price}}$$

- Beginning Stock Price = means the average closing sale price as reported on the New York Stock Exchange (or any other applicable trading market index) of one (1) share of common stock for the 15 trading day period ending on <date of grant>. The Beginning Stock Price will be appropriately adjusted to reflect any stock splits, reverse stock splits or stock dividends during the TSR Performance Period.
- Change in Stock Price = means the difference between the Ending Stock Price and the Beginning Stock Price.
- Dividends Paid = means the total of all cash and in-kind dividends paid on one (1) share of common stock during the TSR Performance Period, if any.
- Ending Stock Price = means the average closing sale price of one (1) share of common stock for the 15 trading days immediately ending on <3rd year anniversary of date of grant> as reported on the New York Stock Exchange (or any other applicable trading market index).
- Peer Group = means <designated Peer Group for year of date of grant>

If any member of the Peer Group ceases to have publicly traded common stock, the Committee may select a replacement company if they so choose which will then be included in the above definition of Peer Group.

- TSR Performance Period = means the period starting <date of grant> and ending <3rd year anniversary of date of grant>.

- (b) By ninety (90) days after the TSR Performance Period, the Committee will determine and certify the extent to which this performance measure has been achieved. The Performance Shares will vest on the date of the Committee's certification or such later date as the Committee may determine, and the value of the shares will be based on the closing price of Unit's stock on the NYSE on that date.

After the TSR is calculated for Unit and each company in the Peer Group, Unit's rank within the Peer Group will be determined by the Committee and a "TSR Performance Percentile Rank" will be assigned to Unit to reflect its performance relative to the Peer Group.

The number of shares of common stock to be distributed to you will then be calculated by multiplying the targeted number of shares designated as TSR performance shares by the percentage multiplier corresponding to Unit's relative TSR Performance Percentile Rank, as follows:

<u>TSR Performance Percentile Rank</u>	<u>Percentage Multiplier</u> <u>(% shares that will be received)</u>
90 +	200
75	150
60	100
50	75
40	50
0 - 39	0

Interpolation will be used in the calculation for percentile ranks that fall between those stated above.

- (c) The Committee may adjust in its sole discretion application of the TSR formula as required to recognize special or non-recurring situations or circumstances regarding Unit or any company in the Peer Group for any year during the TSR Performance Period arising from the acquisition or disposition of assets, costs associated with exit or disposal activities, or material impairments reported on a Form 8-K filed with the Securities and Exchange Commission. The Committee may not exercise discretion to increase the compensation payable to you under a straight application of the formula, but it may exercise negative discretion to reduce the amount payable.

**Schedule 2**  
**(Consolidated Cash Flow to Total Assets)**

(a) The calculation of the number of shares to be issued to you under this performance measure will be based on the Consolidated Cash Flow (before changes in assets and liabilities) as a ratio to the Average Total Assets of Unit in relation to that of the Peer Group. The Peer Group Consolidated Cash Flow to Average Total Assets ratio will be based on actual performance levels for each company in the Peer Group for each Annual Performance Period. The shares to be issued are based on how Unit's performance compares to the Peer Group actual performance levels for each of the Annual Performance Periods.

- Annual Performance Period 1 = means the period starting January 1 and ending December 31 <of year of date of grant>.
- Annual Performance Period 2 = means the period starting January 1 and ending December 31 <of one year following the year of date of grant>.
- Annual Performance Period 3 = means the period starting January 1 and ending December 31 <of two years following the year of date of grant>.

For purposes of this Schedule 2,

- Average Total Assets = is calculated using total assets at the beginning of the year adding to it the total assets at the end of the year and dividing the resulting amount by 2 excluding impairments.
- Consolidated Cash Flow = means cash flow before changes in operating assets and liabilities.
- Peer Group = has the same meaning used in Schedule 1.

One-third of the Performance Share subject to this performance measure will be subject to distribution under each Annual Performance Period. Any shares not distributed for an Annual Performance Period will be available for distribution under future Annual Performance Periods.

(b) By ninety (90) days after the applicable Annual Performance Period, the Committee will determine and certify the extent to which this performance measure has been achieved for that Annual Performance Period. The Performance Shares associated with this measure will vest on the date of the Committee's certification or such later date as the Committee may determine, and the value of the shares will be based on the closing price of Unit's stock and the NYSE on that date.

After the conclusion of the applicable Annual Performance Period and the Consolidated Cash Flow to Total Assets ratio is determined for Unit, its rank within the Peer Group will be determined and a "Consolidated Cash Flow to Average Total Assets Performance Percentile Rank" will be assigned to Unit to reflect its performance relative to the Peer Group for the applicable Annual Performance Period.

The number of shares of common stock available for distribution to you as Performance Shares in relation to the Consolidated Cash Flow to Average Total Assets for the applicable Annual Performance Period will then be calculated by multiplying the targeted number of shares designated as Performance Shares under this performance measure (50% of the Total Performance Shares) by the percentage multiplier corresponding to Unit's relative Consolidated Cash Flow Performance Percentile Rank, as set forth in the following chart:

<b>Consolidated Cash Flow Performance Percentile Rank</b>	<b>Percentage of Target Award that will Vest</b>
75 <sup>th</sup>	200%
50 <sup>th</sup>	100%
25 <sup>th</sup>	50%

Interpolation will be used in the vesting calculation for percentile ranks that fall between those stated above.

- (c) The Committee may adjust the calculation of this performance criteria as required to recognize special or non-recurring situations or circumstances regarding Unit or any company in the Peer Group for any Annual Performance Period arising from the acquisition or disposition of assets, costs associated with exit or disposal activities, or material impairments reported on a Form 8-K filed with the Securities and Exchange Commission. The Committee may not exercise discretion to increase the compensation payable to you under a straight application of the formula, but it may exercise negative discretion to reduce the amount payable.

**Exhibit 31.1**  
**302 CERTIFICATIONS**

I, Larry D. Pinkston, certify that:

1. I have reviewed this quarterly report on form 10-Q of Unit Corporation;
2. Based on my knowledge, this report does not contain any untrue statement of a material fact or omit to state a material fact necessary to make the statements made, in light of the circumstances under which such statements were made, not misleading with respect to the period covered by this report;
3. Based on my knowledge, the financial statements, and other financial information included in this report, fairly present in all material respects the financial condition, results of operations and cash flows of the registrant as of, and for, the periods presented in this report;
4. The registrant's other certifying officer(s) and I are responsible for establishing and maintaining disclosure controls and procedures (as defined in Exchange Act Rules 13a-15(e) and 15d-15(e)) and internal control over financial reporting (as defined in Exchange Act Rules 13a-15(f) and 15d-15(f)) for the registrant and have:

(a) Designed such disclosure controls and procedures, or caused such disclosure controls and procedures to be designed under our supervision, to ensure that material information relating to the registrant, including its consolidated subsidiaries, is made known to us by others within those entities, particularly during the period in which this report is being prepared;

(b) Designed such internal control over financial reporting, or caused such internal control over financial reporting to be designed under our supervision, to provide reasonable assurance regarding the reliability of financial reporting and the preparation of financial statements for external purposes in accordance with generally accepted accounting principles;

(c) Evaluated the effectiveness of the registrant's disclosure controls and procedures and presented in this report our conclusions about the effectiveness of the disclosure controls and procedures, as of the end of the period covered by this report based on such evaluation; and

(d) Disclosed in this report any change in the registrant's internal control over financial reporting that occurred during the registrant's most recent fiscal quarter (the registrant's fourth fiscal quarter in the case of an annual report) that has materially affected, or is reasonably likely to materially affect, the registrant's internal control over financial reporting; and

5. The registrant's other certifying officer(s) and I have disclosed, based on our most recent evaluation of internal control over financial reporting, to the registrant's auditors and the audit committee of the registrant's board of directors (or persons performing the equivalent functions):

(a) All significant deficiencies and material weaknesses in the design or operation of internal control over financial reporting which are reasonably likely to adversely affect the registrant's ability to record, process, summarize and report financial information; and

(b) Any fraud, whether or not material, that involves management or other employees who have a significant role in the registrant's internal control over financial reporting.

Date: August 9, 2016

/s/ Larry D. Pinkston  
LARRY D. PINKSTON  
Chief Executive Officer  
and Director

**Exhibit 31.2**  
**302 CERTIFICATIONS**

I, David T. Merrill, certify that:

1. I have reviewed this quarterly report on form 10-Q of Unit Corporation;
2. Based on my knowledge, this report does not contain any untrue statement of a material fact or omit to state a material fact necessary to make the statements made, in light of the circumstances under which such statements were made, not misleading with respect to the period covered by this report;
3. Based on my knowledge, the financial statements, and other financial information included in this report, fairly present in all material respects the financial condition, results of operations and cash flows of the registrant as of, and for, the periods presented in this report;
4. The registrant's other certifying officer(s) and I are responsible for establishing and maintaining disclosure controls and procedures (as defined in Exchange Act Rules 13a-15(e) and 15d-15(e)) and internal control over financial reporting (as defined in Exchange Act Rules 13a-15(f) and 15d-15(f)) for the registrant and have:

(a) Designed such disclosure controls and procedures, or caused such disclosure controls and procedures to be designed under our supervision, to ensure that material information relating to the registrant, including its consolidated subsidiaries, is made known to us by others within those entities, particularly during the period in which this report is being prepared;

(b) Designed such internal control over financial reporting, or caused such internal control over financial reporting to be designed under our supervision, to provide reasonable assurance regarding the reliability of financial reporting and the preparation of financial statements for external purposes in accordance with generally accepted accounting principles;

(c) Evaluated the effectiveness of the registrant's disclosure controls and procedures and presented in this report our conclusions about the effectiveness of the disclosure controls and procedures, as of the end of the period covered by this report based on such evaluation; and

(d) Disclosed in this report any change in the registrant's internal control over financial reporting that occurred during the registrant's most recent fiscal quarter (the registrant's fourth fiscal quarter in the case of an annual report) that has materially affected, or is reasonably likely to materially affect, the registrant's internal control over financial reporting; and

5. The registrant's other certifying officer(s) and I have disclosed, based on our most recent evaluation of internal control over financial reporting, to the registrant's auditors and the audit committee of the registrant's board of directors (or persons performing the equivalent functions):

(a) All significant deficiencies and material weaknesses in the design or operation of internal control over financial reporting which are reasonably likely to adversely affect the registrant's ability to record, process, summarize and report financial information; and

(b) Any fraud, whether or not material, that involves management or other employees who have a significant role in the registrant's internal control over financial reporting.

Date: August 9, 2016

/s/ David T. Merrill

DAVID T. MERRILL

Senior Vice President, Chief Financial Officer,  
and Treasurer

**Exhibit 32**

CERTIFICATION

PURSUANT TO SECTION 906 OF THE SARBANES-OXLEY ACT OF 2002  
(SUBSECTIONS (A) AND (B) OF SECTION 1350, CHAPTER 63 OF TITLE 18, UNITED STATES CODE)

Pursuant to section 906 of the Sarbanes-Oxley Act of 2002 (subsections (a) and (b) of section 1350, chapter 63 of title 18, United States Code), each of the undersigned officers of Unit Corporation a Delaware corporation (the "Company"), does hereby certify, to such officer's knowledge, that:

The Quarterly Report on Form 10-Q for the quarter ended June 30, 2016 (the "Form 10-Q") of the Company fully complies with the requirements of section 13(a) or 15(d) of the Securities Exchange Act of 1934 and information contained in the Form 10-Q fairly presents, in all material respects, the financial condition and results of operations of the Company as of June 30, 2016 and December 31, 2015 and for the three and six month periods ended June 30, 2016 and 2015 .

Dated: August 9, 2016

By: /s/ Larry D. Pinkston  
Larry D. Pinkston  
Chief Executive Officer and  
Director

Dated: August 9, 2016

By: /s/ David T. Merrill  
David T. Merrill  
Senior Vice President, Chief Financial Officer, and  
Treasurer

The foregoing certification is being furnished solely pursuant to section 906 of the Sarbanes-Oxley Act of 2002 (subsections (a) and (b) of section 1350, chapter 63 of title 18, United States Code) and is not being filed as part of the Form 10-Q or as a separate disclosure document.

A signed original of this written statement required by Section 906 of the Sarbanes-Oxley Act of 2002 has been provided to Unit Corporation and will be retained by Unit Corporation and furnished to the Securities and Exchange Commission or its staff on request.