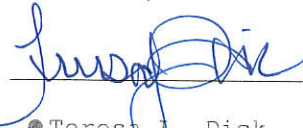


Part II Organizational Action (continued)

17 List the applicable Internal Revenue Code section(s) and subsection(s) upon which the tax treatment is based IRC Section 368 (a)

18 Can any resulting loss be recognized? For U.S. federal income tax purposes, Energen shareholders will generally not recognize any gain or loss as a result of the Merger, except that, to the extent cash was received in lieu of fractional shares of Diamondback Common Stock, any such shareholders should generally be treated as having received such fractional share of Diamondback Common Stock and then having sold such fractional share for cash. These holders should generally recognize gain or loss equal to the difference between the amount of cash received and the holder's basis in the fractional share of Diamondback Common Stock. The gain or loss generally should be long-term capital gain or loss if, as of the date of the Merger, the Energen shareholder's holding period with respect to the fractional share of Diamondback Common Stock exceeds one year.

19 Provide any other information necessary to implement the adjustment, such as the reportable tax year Not Applicable.

Sign Here	Under penalties of perjury, I declare that I have examined this return, including accompanying schedules and statements, and to the best of my knowledge and belief, it is true, correct, and complete. Declaration of preparer (other than officer) is based on all information of which preparer has any knowledge.			
	Signature <input checked="" type="radio"/>		Date <input checked="" type="radio"/>	1/11/19
Paid Preparer Use Only	Print your name <input checked="" type="radio"/>	Teresa L. Dick	Title <input checked="" type="radio"/>	Exec VP and CFO
	Print/Type preparer's name	Preparer's signature	Date	Check <input type="checkbox"/> if self-employed <input type="checkbox"/> PTIN
	Firm's name <input checked="" type="radio"/>		Firm's EIN <input checked="" type="radio"/>	
	Firm's address <input checked="" type="radio"/>		Phone no.	

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ATTACHMENT TO FORM 8937 - REPORT OF ORGANIZATIONAL ACTION

14. On November 29, 2018, Sidewinder Merger Sub Inc., an Alabama corporation ("Merger Sub"), which is a wholly owned subsidiary of Diamondback Energy, Inc. ("Diamondback") merged with and into Energen Corporation, an Alabama corporation ("Energen"), with Energen continuing as the surviving corporation and as a wholly owned subsidiary of Diamondback (the "Merger").

At the effective time of the Merger, each eligible share of common stock, par value \$0.01 per share, of Energen ("Energen Common Stock"), issued and outstanding immediately prior to the effective time of the Merger, was converted into the right to receive 0.6442 of a share of common stock, par value \$0.01 per share, of Diamondback ("Diamondback Common Stock"), plus cash in lieu of any fractional shares that otherwise would have been issued.

15. Shareholders of Energen received 0.6442 shares of Diamondback Common Stock for every share of Energen Common Stock converted in the Merger. The Merger is intended to qualify as a tax-free reorganization under Section 368(a) of the Internal Revenue Code of 1986 ("IRC"). With respect to U.S. taxpayers, for federal income tax purposes, the aggregate tax basis of the Diamondback Common Stock received in the Merger is expected to equal the aggregate adjusted tax basis of Energen Common Stock surrendered by each Energen shareholder. Energen shareholders must allocate the adjusted tax basis attributable to their shares of Energen Common Stock across the total number of shares received of Diamondback Common Stock. Thus, each shareholder's per-share cost basis of their Diamondback Common Stock is expected to be equal to their per-share adjusted tax basis of Energen Common Stock prior to the Merger, divided by 0.6442. Each shareholder's holding period of their Diamondback Common Stock should generally include the holding period of their Energen Common Stock surrendered for shares of Diamondback Common Stock.

To the extent that an Energen shareholder received cash in lieu of a fractional share of Diamondback Common Stock, a portion of their tax basis must be allocated to such fractional share of Diamondback Common Stock, and such fractional share of Diamondback Common Stock will be deemed to be received and then sold for cash.