

RAILROAD COMMISSION OF TEXAS

Oil and Gas Division

Tracking No.: 113960

Status: Submitted

This facsimile W-2 was generated electronically
from data submitted to the RRC.

API No. 42- 105-42020

7. RRC District No.
7C

8. RRC Lease No.
17662

Oil Well Potential Test, Completion or Recompletion Report, and Log

1. FIELD NAME (as per RRC Records or Wildcat) HOLT RANCH (CONSOLIDATED)		2. LEASE NAME UNIVERSITY 45		9. Well No. 2235HC	
3. OPERATOR'S NAME (Exactly as shown on Form P-5, Organization Report) APPROACH OPERATING LLC			RRC Operator No. 028625		10. County of well site CROCKETT
4. ADDRESS ONE RIDGMAR CENTRE 6500 WEST FREEWAY SUITE 800 FORT WORTH, TX 76116-0000					
5. If Operator has changed within last 60 days, name former operator					
6a. Location (Section, Block, and Survey) 22 , 45 , UL , A-U426			6b. Distance and direction to nearest town in this county. OZONA		
12. If workover or reclass, give former field (with reservoir) & Gas ID or oil lease no. FIELD & RESERVOIR				GAS ID or OIL LEASE #	Oil-0 Gas-G
N/A					Well #
13. Type of electric or other log run None				14. Completion or recompletion date 07/18/2014	

SECTION I- POTENTIAL TEST DATA IMPORTANT: Test should be for 24 hours unless otherwise specified infield rules.

15. Date of test 08/01/2014	16. No. of hours tested 24	17. Production method (Flowing, Gas Lift, Jetting, Pumping- Size & Type of pump) Gas Lift			18. Choke size 1.0
19. Production during Test Period	Oil - BBLs 365.0	Gas - MCF 926	Water - BBLs 2262	Gas - Oil Ratio 2536	Flowing Tubing Pressure 225.0 PSI
20. Calculated 24-Hour Rate	Oil - BBLs 365.0	Gas - MCF 926	Water - BBLs 2262	Oil Gravity-API-60° 44.0	Casing Pressure 830.0 PSI
21. Was swab used during this test? Yes <input type="checkbox"/> No <input checked="" type="checkbox"/>		22. Oil produced prior to test (New & Reworked wells) 3011.0		23. Injection Gas-Oil Ratio	
REMARKS: N/A					

INSTRUCTIONS: File an original and one copy of the completed Form W-2 in the appropriate RRC District Office within 30 days after completing a well and within 10 days after a potential test. If an operator does not properly report the results of a potential test within the 10-day period, the effective date of the allowable assigned to the well will not extend back more than 10 days before the W-2 was received in the District Office. (Statewide Rules 16 and 51) To report a completion or recompletion, fill in both sides of this form. To report a retest, fill in only the front side.

<p>WELL TESTERS CERTIFICATION</p> <p>I declare under penalties prescribed in Sec. 91.143, Texas Natural Resources Code, that I conducted or supervised this test by observation of (a) meter readings or (b) the top and bottom gauges of each tank into which production was run during the test. I further certify that the potential test data shown above is true, correct, and complete, to the best of my knowledge.</p>		
<p>Signature: Well Tester</p>	<p>Name of Company</p>	<p>RRC Representative</p>

<p>OPERATOR'S CERTIFICATION</p> <p>I declare under penalties prescribed in Sec. 91.143, Texas Natural Resources Code, that I am authorized to make this report, that this report was prepared by me or under my supervision and direction, and that data and facts stated therein are true, correct and complete, to the best of my knowledge.</p>	
<p>Type or printed name of operator's representative (817) 989-9000 EXT 2143</p> <p>Telephone: Area Code Number Month Day Year</p>	<p style="text-align: center;">SR Regulatory Specialist</p> <p>Title of Person Carol Adler</p> <p>Signature</p>

SECTION III		DATA ON WELL COMPLETION AND LOG (Not Required on Retest)					
24. Type of Completion New Well <input checked="" type="checkbox"/> Deepening <input type="checkbox"/> Plug Back <input type="checkbox"/> Other <input type="checkbox"/>				25. Permit to Drill, Plug Back or Deepen DATE 04/16/2014 PERMIT NO. 781796 Rule 37 Exception CASE NO.		Water Injection Permit PERMIT NO.	
26. Notice of Intention to Drill this well was filed in Name of APPROACH OPERATING LLC				Salt Water Disposal Permit PERMIT NO.		Other PERMIT NO.	
27. Number of producing wells on this lease in this field (reservoir) including this well 91		28. Total number of acres in this lease 14981.5					
29. Date Plug Back, Deepening, Workover or Drilling Operations: Commenced 05/30/2014 Completed 06/15/2014		30. Distance to nearest well, Same Lease & Reservoir 341.0					
31. Location of well, relative to nearest lease boundaries 8900.0 Feet From South Line and 7641.0 Feet from East Line of the UNIVERSITY 45 Lease							
32. Elevation (DF, RKB, RT, GR ETC.) 2618 GL		33. Was directional survey made other than inclination (Form W-12)? <input checked="" type="checkbox"/> Yes <input type="checkbox"/> No					
34. Top of Pay	35. Total Depth 6576 MD:13388	36. P. B. Depth 6575 MD:13298	37. Surface Casing Determined by Field Rules <input type="checkbox"/>	Recommendation of T.D.W.R. Railroad Commission (Special) <input checked="" type="checkbox"/>		Dt. of Letter 03/24/2014	
38. Is well multiple completion? <input type="checkbox"/> Yes <input checked="" type="checkbox"/> No							
39. If multiple completion, list all reservoir names (completions in this well) and Oil Lease or Gas ID No. FIELD & RESERVOIR N/A				GAS ID or OIL LEASE #		Oil-G Gas-G	Well #
40. Intervals Drilled by: Rotary Tools <input checked="" type="checkbox"/> Cable Tools <input type="checkbox"/>		41. Name of Drilling Contractor				42. Is Cementing Affidavit Attached? <input checked="" type="checkbox"/> Yes <input type="checkbox"/> No	
43. CASING RECORD (Report All Strings Set in Well)							
CASING SIZE	WT #/FT.	DEPTH SET	MULTISTAGE TOOL DEPTH	TYPE & AMOUNT CEMENT (sacks)	HOLE SIZE	TOP OF CEMENT	SLURRY VOL. cu. ft.
9 5/8		1252		CLASS C 620	12 1/4	0	1112.0
5 1/2		13388		CLASS H 2550	8 3/4	1158	3670.0

44. LINER RECORD				
Size	Top	Bottom	Sacks Cement	Screen
N/A				

45. TUBING RECORD			46. Producing Interval (this completion) Indicate depth of perforation or open hole	
Size	Depth Set	Packer Set	From	To
2 7/8	6514	6506	L1 6695	13279
			From	To
			From	To

47. ACID, SHOT, FRACTURE, CEMENT SQUEEZE, ETC.	
Depth Interval	Amount and Kind of Material Used
6695.0 - 13279.0	176537BBLS FLUID; 104700GALS 15% HCL; 3804183#100MESH; 4104053#40/70

48. FORMATION RECORD (LIST DEPTHS OF PRINCIPAL GEOLOGICAL MARKERS AND FORMATION TOPS)			
Formations	Depth	Formations	Depth
CANYON	0.0 MD: 0.0	QUEEN	1174.0 MD: 1174.0
STRAWN	0.0 MD: 0.0	SAN ANDRES	1641.0 MD: 1641.0
DEVONIAN	0.0 MD: 0.0	LEONARD	4166.0 MD: 4170.0
ELLENBURGER	0.0 MD: 0.0	WOLFCAMP	5598.0 MD: 5603.0
REMARKS: N/A			

Cementer: Fill in shaded areas.
Operator: Fill in other items.

RAILROAD COMMISSION OF TEXAS
Oil and Gas Division

Form W-15
Cementing Report
Rev. 4/1/83
483-045

1. Operator's Name (As shown on Form P-5, Organization Report) Approach OPERATING, LLC	2. RRC Operator No. 028625	3. RRC District No. 7C	4. County of Well Site CROCKETT
5. Field Name (Wildcat or exactly as shown on RRC records) HOLT RANCH (CONSOLIDATED)		6. API No. 42-105-42020	7. Drilling Permit No. 78179LP
8. Lease Name University 45	9. Rule 37 Case No.	10. Oil Lease/Gas ID No.	11. Well No. 2235 HC

CASING CEMENTING DATA:		SURFACE CASING	INTER-MEDIATE CASING	PRODUCTION CASING		MULTI-STAGE CEMENTING PROCESS	
				Single String	Multiple Parallel Strings	Tool	Shoe
12. Cementing Date		5/7/2014					
13. • Drilled hole size		12 1/4					
• Est. % wash or hole enlargement							
14. Size of casing		9 5/8					
15. Top of liner (ft.)							
16. Setting depth (ft.)		1252					
17. Number of centralizers used		10					
18. Hrs. waiting on cement before drill-out		24					
1st Slurry	19. API cement used: No. of sacks ▶	300					
	Class ▶	C 65/35					
	Additives ▶	Remarks 1					
2nd Slurry	No. of sacks ▶	175					
	Class ▶	C					
	Additives ▶	Remarks 2					
3rd Slurry	No. of sacks ▶	145					
	Class ▶	C					
	Additives ▶	Remarks 3					
1st	20. Slurry pumped: Volume (cu. ft.) ▶	681					
	Height (ft.) ▶	2174					
2nd	Volume (cu. ft.) ▶	235					
	Height (ft.) ▶	748					
3rd	Volume (cu. ft.) ▶	196					
	Height (ft.) ▶	624					
Total	Volume (cu. ft.) ▶	1112 ✓					
	Height (ft.) ▶	3547 ✓					
21. Was cement circulated to ground surface (or bottom of cellar) outside casing?		NO					
22. Remarks							
1. 6% Gel, 2% Calcium Chloride, 0.4% CPT-503P, 1/4 PPS CelloFlake, 0.2% CPT-20							
2. 1% Calcium Chloride							
3. 2% Calcium Chloride							

CEMENTING TO PLUG AND ABANDON	PLUG # 1	PLUG # 2	PLUG # 3	PLUG # 4	PLUG # 5	PLUG # 6	PLUG # 7	PLUG # 8
23. Cementing date								
24. Size of hole or pipe plugged (in.)								
25. Depth to bottom of tubing or drill pipe (ft.)								
26. Sacks of cement used (each plug)								
27. Slurry volume pumped (cu. ft.)								
28. Calculated top of plug (ft.)								
29. Measured top of plug, if tagged (ft.)								
30. Slurry wt. (lbs/gal)								
31. Type cement								

CEMENTER'S CERTIFICATE: I declare under penalties prescribed in Sec. 91.143, Texas Natural Resources Code, that I am authorized to make this certification, that I have knowledge of the casing and/or the placing of cement plugs in the well as shown in this report was performed by me or under my supervision, and that the cementing data and facts presented on both sides of this form are true, correct, and complete, to the best of my knowledge. This certification covers cementing data only.

Steve Edmonson Cementer Crest Pumping Technologies Steve Edmonson
Name and title of cementer's representative Cementing Company Signature
309 West 7th Street Suite 1500 Fort Worth TX 76102 940-567-3392 05/07/2014
Address City State Zip Code Tel.: Area Code Number Date: mo. day yr.

OPERATOR'S CERTIFICATE: I declare under penalties prescribed in Sec. 91.143, Texas Natural Resources Code, that I am authorized to make this certification, that I have knowledge of the well data and information presented in this report, and that the data and facts presented on both sides of this form are true, correct, and complete, to the best of my knowledge. This certification covers all well data.

Carol Adler Sr. Regulatory Specialist Carol Adler
Typed or printed name of operator's representative Title Signature
6500 W. Freeway, Ste. 800 Fort Worth, Texas 76116
Address 817-546-8483 State Zip Code Tel.: Area Code Number Date: mo. day yr. 8/25/2014

Instructions to Form W-15, Cementing Report

IMPORTANT: Operators and cementing companies must comply with the requirements of the Commission's Statewide Rules 8 (Water Protection), 13 (Casing, Cementing, Drilling, and Completion), and 14 (Well Plugging). For offshore operations, see the requirements of Rule 13 (c).

A. What to file. An operator should file an original and one copy of the completed Form W-15 for each cementing company used on a well. The cementing of different casing strings on a well by one cementing company may be reported on one form. Form W-15 should be filed with the following:

- An initial oil or gas completion report, **Form W-2 or G-1**, as required by Statewide or special field rules;
- **Form W-4**, Application for Multiple Completion, if the well is a multiple parallel casing completion; and
- **Form W-3**, Plugging Record, unless the W-3 is signed by the cementing company representative. When reporting dry holes, operators must complete Form W-15, in addition to Form W-3, to show any casing cemented in the hole.

B. Where to file. The appropriate Commission District Office for the country in which the well is located.

C. Surface casing. An operator must set and cement sufficient surface casing to protect all usable-quality water strata, as defined by the Texas Department of Water Resources, Austin. Before drilling a well in any field or area in which no field rules are in effect or in which surface casing requirements are not specified in the applicable rules, an operator must obtain a letter from the Department of Water Resources stating the protection depth. Surface casing should not be set deeper than 200 feet below the specified depth without prior approval from the Commission.

D. Centralizers. Surface casing must be centralized at the shoe, above and below a stage collar or diverting tool, if run, and through usable-quality water zones. In nondeviated holes, a centralizer must be placed every fourth joint from the cement shoe to the ground surface or to the bottom of the cellar. All centralizers must meet API specifications.

E. Exceptions and alternative casing programs. The District Director may grant an exception to the requirements of Statewide Rule 13. In a written application, an operator must state the reason for the requested exception and outline an alternate program for casing and cementing through the protection depth for strata containing usable-quality water. The District Director may approve, modify, or reject a proposed program. **An operator must obtain approval of any exception before beginning casing and cementing operations.**

F. Intermediate and production casing. For specific technical requirements, operators should consult Statewide Rule 13 (b) (3) and (4).

G. Plugging and abandoning. Cement plugs must be placed in the wellbore as required by Statewide Rule 14. The District Director may require additional cement plugs. For onshore or inland wells, a 10-foot cement plug must be placed in the top of the well, and the casing must be cut off three feet below the ground surface. All cement plugs, except the top plug, must have sufficient slurry volume to fill 100 feet of hole, plus ten percent for each 1,000 feet of depth from the ground surface to the bottom of the plug.

To plug and abandon a well, operators must use only cementers approved by the Director of Field Operations. Cementing companies, service companies, or operators can qualify as approved cementers by demonstrating that they are able to mix and pump cement in compliance with Commission rules and regulations.

Cementer: Fill in shaded areas.
Operator: Fill in other items.

RAILROAD COMMISSION OF TEXAS
Oil and Gas Division

Form W-15
Cementing Report
Rev. 4/1/83
483-045

1. Operator's Name (As shown on Form P-5, Organization Report) Approach OPERATING, LLC	2. RRC Operator No. 028625	3. RRC District No. 7C	4. County of Well Site
5. Field Name (Wildcat or exactly as shown on RRC records) HOLY RANCHA (CONSOLIDATED)		6. API No. 42-105-42020	7. Drilling Permit No. 781796
8. Lease Name University 45	9. Rule 37 Case No.	10. Oil Lease/Gas ID No.	11. Well No. 2235 HC

CASING CEMENTING DATA:		SURFACE CASING	INTER-MEDIATE CASING	PRODUCTION CASING		MULTI-STAGE CEMENTING PROCESS	
				Single String	Multiple Parallel Strings	Tool	Shoe
12. Cementing Date				6/14/2014			
13. • Drilled hole size				8 3/4			
• Est. % wash or hole enlargement							
14. Size of casing				5 1/2			
15. Top of liner (ft.)							
16. Setting depth (ft.)				13388			
17. Number of centralizers used				218			
18. Hrs. waiting on cement before drill-out				↙			
1st Slurry	19. API cement used: No. of sacks ▶			830			
	Class 35FD ▶			H 50/50 POZ			
	Additives ▶			Remarks 1			
2nd Slurry	No. of sacks ▶			1720			
	Class ▶			H 50/50 POZ			
	Additives ▶			Remarks 2			
3rd Slurry	No. of sacks ▶						
	Class ▶						
	Additives ▶						
1st	20. Slurry pumped: Volume (cu. ft.) ▶			1486			
	Height (ft.) ▶			5882			
2nd	Volume (cu. ft.) ▶			2184			
	Height (ft.) ▶			8648			
3rd	Volume (cu. ft.) ▶						
	Height (ft.) ▶						
Total	Volume (cu. ft.) ▶			3670 ✓			
	Height (ft.) ▶			14,530 ✓			
21. Was cement circulated to ground surface (or bottom of cellar) outside casing?				Yes			
22. Remarks							
1. 2% Gel 5% Salt 0.80% CPT-19 0.40% CPT-503P 0.15% CPT-20							
2. 5% Salt 0.60% CPT-19 0.30% CPT-35 0.10% CPT-20							

CEMENTING TO PLUG AND ABANDON	PLUG # 1	PLUG # 2	PLUG # 3	PLUG # 4	PLUG # 5	PLUG # 6	PLUG # 7	PLUG # 8
23. Cementing date								
24. Size of hole or pipe plugged (in.)								
25. Depth to bottom of tubing or drill pipe (ft.)								
26. Sacks of cement used (each plug)								
27. Slurry volume pumped (cu. ft.)								
28. Calculated top of plug (ft.)								
29. Measured top of plug, if tagged (ft.)								
30. Slurry wt. (lbs/gal)								
31. Type cement								

CEMENTER'S CERTIFICATE: I declare under penalties prescribed in Sec. 91.143, Texas Natural Resources Code, that I am authorized to make this certification, that the cementing of casing and/or the placing of cement plugs in the well as shown in this report was performed by me or under my supervision, and that the cementing data and facts presented on both sides of this form are true, correct, and complete, to the best of my knowledge. This certification covers cementing data only.

Zach Leatherwood **Cementer** **Crest Pumping Technologies** *Zach Leatherwood*
 Name and title of cementer's representative Cementing Company Signature
309 West 7th Street Suite 1500 **Fort Worth** **TX** **76102** **940-567-3392** **6/14/2014**
 Address City State Zip Code Tel.: Area Code Number Date: mo. day yr.

OPERATOR'S CERTIFICATE: I declare under penalties prescribed in Sec. 91.143, Texas Natural Resources Code, that I am authorized to make this certification, that I have knowledge of the well data and information presented in this report, and that the data and facts presented on both sides of this form are true, correct, and complete, to the best of my knowledge. This certification covers all well data.

Carol Adler
Carol Adler **Sr. Regulatory Specialist** *Carol Adler*
 Typed or printed name of operator's representative Title Signature
8500 W. Freeway, Ste. 800 **Fort Worth, Texas 76116**
 Address **817-646-8483** State Zip Code Tel.: Area Code Number Date: mo. day yr. *8/25/2014*

Instructions to Form W-15, Cementing Report

IMPORTANT: Operators and cementing companies must comply with the requirements of the Commission's Statewide Rules 8 (Water Protection), 13 (Casing, Cementing, Drilling, and Completion), and 14 (Well Plugging). For offshore operations, see the requirements of Rule 13 (c).

A. What to file. An operator should file an original and one copy of the completed Form W-15 for each cementing company used on a well. The cementing of different casing strings on a well by one cementing company may be reported on one form. Form W-15 should be filed with the following:

- An initial oil or gas completion report, Form W-2 or G-1, as required by Statewide or special field rules;
- Form W-4, Application for Multiple Completion, if the well is a multiple parallel casing completion; and
- Form W-3, Plugging Record, unless the W-3 is signed by the cementing company representative. When reporting dry holes, operators must complete Form W-15, in addition to Form W-3, to show any casing cemented in the hole.

B. Where to file. The appropriate Commission District Office for the country in which the well is located.

C. Surface casing. An operator must set and cement sufficient surface casing to protect all usable-quality water strata, as defined by the Texas Department of Water Resources, Austin. Before drilling a well in any field or area in which no field rules are in effect or in which surface casing requirements are not specified in the applicable rules, an operator must obtain a letter from the Department of Water Resources stating the protection depth. Surface casing should not be set deeper than 200 feet below the specified depth without prior approval from the Commission.

D. Centralizers. Surface casing must be centralized at the shoe, above and below a stage collar or diverting tool, if run, and through usable-quality water zones. In nondeviated holes, a centralizer must be placed every fourth joint from the cement shoe to the ground surface or to the bottom of the cellar. All centralizers must meet API specifications.

E. Exceptions and alternative casing programs. The District Director may grant an exception to the requirements of Statewide Rule 13. In a written application, an operator must state the reason for the requested exception and outline an alternate program for casing and cementing through the protection depth for strata containing usable-quality water. The District Director may approve, modify, or reject a proposed program. An operator must obtain approval of any exception before beginning casing and cementing operations.

F. Intermediate and production casing. For specific technical requirements, operators should consult Statewide Rule 13 (b) (3) and (4).

G. Plugging and abandoning. Cement plugs must be placed in the wellbore as required by Statewide Rule 14. The District Director may require additional cement plugs. For onshore or inland wells, a 10-foot cement plug must be placed in the top of the well, and the casing must be cut off three feet below the ground surface. All cement plugs, except the top plug, must have sufficient slurry volume to fill 100 feet of hole, plus ten percent for each 1,000 feet of depth from the ground surface to the bottom of the plug.

To plug and abandon a well, operators must use only cements approved by the Director of Field Operations. Cementing companies, service companies, or operators can qualify as approved cements by demonstrating that they are able to mix and pump cement in compliance with Commission rules and regulations.

Groundwater
Advisory Unit

GROUNDWATER PROTECTION DETERMINATION

Form GW-2

Date **March 24, 2014**

GAU File No.: **15547**

***** EXPEDITED APPLICATION *****

API Number **10500000**

Attention: **CAROL ADLER**

RRC Lease No. **000000**

SC_028625_10500000_000000_15547.pdf

APPROACH OPERATING LLC
ONE RIDGMAR CENTRE
6500 W FWY STE 800
FORT WORTH TX 76116

--Measured--

2260 ft FEL

1803 ft FNL

MRL:SECTION

P-5# 028625

Digital Map Location:

X-coord/Long **101.23700**

Y-coord/Lat **30.93460**

Datum **27**

Zone

County **CROCKETT**

Lease & Well No. **UNIVERSITY 45 #2231HB&PD**

Purpose **ND**

Location **SUR-UL, BLK-45, SEC-22, -- [TD=7800], [RRC 7C],**

To protect usable-quality groundwater at this location, the Groundwater Advisory Unit of the Railroad Commission of Texas recommends:

The interval from the land surface to 20 feet below the base of Cretaceous-age beds must be protected. The base of the Cretaceous is estimated to occur at a depth of 775 feet.

This recommendation is applicable to all wells drilled on this pad.

Note: Unless stated otherwise, this recommendation is intended to apply only to the subject well and not for area-wide use. This recommendation is intended for normal drilling, production, and plugging operations only. It does not apply to saltwater disposal operation into a nonproductive zone (RRC Form W-14).

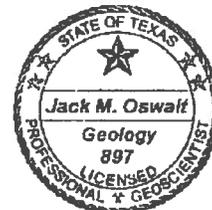
If you have any questions, please contact us at 512-463-2741, gau@rrc.state.tx.us, or by mail.

Sincerely,


Digitally signed by Jack Oswalt
DN: c=US, st=TEXAS, ln=Austin, o=Railroad
Commission of Texas, ou=Groundwater
Advisory Unit, cn=Jack Oswalt,
email=jack.oswalt@rrc.state.tx.us
Date: 2014.03.24 14:03:06 -05'00'

Jack M. Oswalt, P.G.

GEOLOGIST SEAL



Geologist, Groundwater Advisory Unit
Oil & Gas Division

The seal appearing on this document was authorized by Jack M. Oswalt on 3/24/2014
Note: Alteration of this electronic document will invalidate the digital signature.

Form GW-2
Rev 02/2014

P.O. Box 12967 Austin, Texas 78711-2967 512-463-2741 Internet address: www.rrc.state.tx.us



RAILROAD COMMISSION OF TEXAS OIL AND GAS DIVISION

June 6, 2013

Approach Operating, LLC
One Ridgemar Centre
6500 West Freeway Suite 800
Fort Worth, Texas 76116

Jim Melear

Re: Blanket Statewide Rule 13(b)2
Surface Casing Exception
Crockett County, Texas

Dear Operator:

Your company has been granted a one-year blanket exception to Statewide Rule 13(b)2 for all wells drilled in Crockett County, Texas. This exception authorizes you to set more than 200 feet of surface casing than required by the usable quality protection depth minimum requirement letter up to a maximum depth of 2100' feet from ground level. This exception is contingent upon compliance with all requirements found in Statewide Rule 13 and the following additional items:

1. This exception will be in effect until June 6, 2014.
2. An approved Railroad Commission drilling permit and usable quality fresh water protection depth letter are in hand prior to spudding well.
3. This exception is only granted for setting more surface casing than required. Alternate programs for setting less than specified amounts of surface casing will be reviewed on an individual well basis only.
4. An alternate casing program shall require the first string of casing set through the protection depth to be cemented in a manner that will effectively prevent the migration of any fluid to or from any stratum exposed to the wellbore outside this string of casing. The casing shall be cemented from the shoe to ground surface in a single stage, if feasible, or by a multi-stage process with the stage tool set at least 50 feet below the protection depth. **Due to the severe loss of circulation problems which occur in this area, the primary cement operation must consist of 100% excess of cement over calculated volumes, unless prior approval has been granted. If a basket is used, it shall be set no higher than 300' below ground level.**
5. Any alternate casing program shall include pumping sufficient cement to fill the annular space from the shoe or multi-stage tool to the ground surface. **If cement is not circulated to the ground surface or the bottom of the cellar, the operator shall run a temperature surface or cement bond log. After the top of cement outside the casing is determined, the operator or his representative shall contact the San Angelo District Office and obtain approval for the procedures to be used to perform any required additional cementing operations.** Upon completion of the well, a cementing report shall be filed with the Commission on the prescribed Form W-15 along with a copy of the temperature survey or bond log.

6. All Form W-15's reporting the cementing of surface casing are required to detail in remarks if cement doesn't circulate to the surface to fully explain what remedial cementing measures were performed. This shall include the top of cement found by bond log or temperature survey and the depth of any baskets placed in the well.
7. As required by all drilling permits issued by the Railroad Commission, it is the operator's responsibility to notify the appropriate Commission District Office, at least eight hours prior to running surface casing. This may be done by phone or fax.
8. Surface casing shall be centralized at the shoe, above and below a stage collar or diverting tool, if run, and through usable-quality water zones. In non-deviated holes, pipe centralization as follows is required: a centralizer shall be placed every fourth joint from the cement shoe to the ground surface or to the bottom of the cellar. All centralizers shall meet API spec 10D specifications. In deviated holes, the operator shall provide additional centralization.

Sincerely,

A handwritten signature in black ink, appearing to read "Barry W. Wood". The signature is fluid and cursive, with a prominent initial "B" and a long, sweeping tail.

Barry W. Wood, P.E.
District Director

Tracking No.: 113960

This facsimile L-1 was generated electronically from data submitted to the RRC.

Instructions

When to File Form L-1:

- with Forms G-1, W-2, and GT-1 for new and deepened gas, oil, and geothermal wells
- with Form W-3 for plugged dry holes
- when sending in a log which was held under a request for confidentiality and the period for confidentiality has not yet expired.

When is Form L-1 NOT required:

- with Forms W-2, G-1, and GT-1 filed for injection wells, disposal wells, water supply wells, service wells, re-test wells, re-classifications, and plugbacks of oil, gas or geothermal wells
- with Form W-3 for plugging of other than a dry hole

Where to File Form L-1:

- with the appropriate Commission district office

Filling out Form L-1:

- Section I and the signature section must be filled out for all wells
- complete only the appropriate part of Section II

Type of log required:

- any wireline survey run for the purpose of obtaining lithology, porosity, or resistivity information
- no more than one such log is required but it must be of the subject well
- if such log is NOT run on the subject well, do NOT substitute any other type of log; just select Section II, Part A below

SECTION I. IDENTIFICATION

Operator Name: APPROACH OPERATING LLC	District No. 7C	Completion Date: 07/18/2014
Field Name: HOLT RANCH (CONSOLIDATED)	Drilling Permit No. 781796	
Lease Name: UNIVERSITY 45	Lease/ID No. 17662	Well No. 2235HC
County: CROCKETT	API No. 42- 105-42020	

SECTION II. LOG STATUS (Complete either A or B)

A. BASIC ELECTRIC LOG NOT RUN

B. BASIC ELECTRIC LOG RUN. (Select one)

- 1. Confidentiality is requested and a copy of the header for each log that has been run on the well is attached.
- 2. Confidentiality already granted on basic electric log covering this interval (applicable to deepened wells only).
- 3. Basic electric log covering this interval already on file with Commission (applicable to deepened wells only).
- 4. Log attached to (select one):
 - (a) Form L-1 (this form). If the company/lease name on log is different from that shown in Section I, please enter name on log here: _____
Check here if attached log is being submitted after being held confidential.
 - (b) Form P-7, Application for Discovery Allowable and New Field Designation.
 - (c) Form W-4, Application for Multiple Completion:
Lease or ID No(s). _____
Well No(s). _____

<p><u>Carol Adler</u> Signature</p> <p>_____ Name (print)</p>	<p><u>SR Regulatory Specialist</u> Title</p> <p><u>(817) 989-9000 EXT 2143</u> <u>08/28/2014</u> Phone Date</p>
---	---

-FOR RAILROAD COMMISSION USE ONLY-

STATEMENT OF PRODUCTIVITY OF ACREAGE
ASSIGNED TO PRORATION UNITS

Form P-15

Tracking No.: 113960

This facsimile P-15 was generated electronically
from data submitted to the RRC.

The undersigned states that he is authorized to make this statement; that he has knowledge of the facts concerning the APPROACH OPERATING LLC ,

UNIVERSITY 45 , No. 2235HC ; that such well is
LEASE OPERATOR WELL

completed in the HOLT RANCH (CONSOLIDATED) Field, CROCKETT County,

Texas and that the acreage claimed, and assigned to such well for proration purposes as authorized by special rule and as shown on the attached certified plat embraces _____

140.0 acres which can reasonably be considered to be productive of hydrocarbons.

- CERTIFICATE

I declare under penalties prescribed in Sec. 91.143, Texas Natural Resources Code, that I am authorized to make this report, that this report was prepared by me or under my supervision and direction,

Date 08/28/2014 Signature Carol Adler

Telephone (817) 989-9000 EXT 2143 Title SR Regulatory Specialist
AREA CODE



RAILROAD COMMISSION OF TEXAS

1701 N. Congress
P.O. Box 12967
Austin, Texas 78701-2967

P-16 Data Sheet

Page 1
Rev. ___/2014

Acreage Designation

SECTION I. OPERATOR INFORMATION

Table with 2 columns: Operator Name: APPROACH OPERATING, LLC; Operator P-5 No.: 028625; Operator Address: 6500 WEST FREEWAY, STE. 800

SECTION II. WELL INFORMATION

Table with 2 columns: District No.: 7C; County: CROCKETT; Well No.: 2235HC; API No.: 105-42020; Total Lease Acres: 14981.5; Drilling Permit No.: 781796; Lease Name: UNIVERSITY 45; Lease No.: 17662; Field Name: HOLT RANCH (CONSOLIDATED); Field No.: 42341300

Filer is the owner or lessee, or has been authorized by the owner or lessee, of all or an undivided portion of the mineral estate under each tract for which filer is listed as operator below.

SECTION III. LISTING OF ALL WELLS IN THE APPLIED-FOR FIELD ON THE SAME ACREAGE AS THE LEASE, POOLED UNIT, OR UNITIZED TRACT DESIGNATED IN SECTION II ABOVE BY FILER

Table with 7 columns: RRC ID No. or Lease No., Well No., H-Horizontal D-Directional V-Vertical, Lease Name, API No., Acres Assigned, Operator Name and Operator No. (if different from filing operator)

Summary table with 4 columns: Total Well Count > 91, Total Assigned Horiz. Acreage < 14981.5, Total Assigned Vert./Dir. Acreage < 1921.499, Total Remaining Horiz. Acreage < 0.0, Total Remaining Vert./Dir. Acreage < 0.0

SECTION IV. REMARKS / PURPOSE OF FILING (see instructions)

ACREAGE LIST

Attach Additional Pages As Needed. [] No additional pages [x] Additional Pages: 6 (No. of additional pages)

CERTIFICATION: I declare under penalties prescribed in Sec. 91.143, Texas Natural Resources Code, that this report was prepared by me or under my supervision or direction, that I am authorized to make this report, and that the information contained in this report is true, correct, and complete to the best of my knowledge.

Signature: Carol Adler; Name and title: Carol Adler; Email: cadler@approachresources.com; Address: 6500 West Freeway, Ste. 800 Fort Worth, Texas 76116; Tel: 817-989-9000; Date: 07/17/2014



RAILROAD COMMISSION OF TEXAS

1701 N. Congress
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P-16 Data Sheet

Page 1

Rev. ___/2014

Acreage Designation

SECTION I. OPERATOR INFORMATION

Operator Name: APPROACH OPERATING, LLC
Operator P-5 No.: 028625
Operator Address: 6500 WEST FREEWAY, STE. 800

SECTION II. WELL INFORMATION

District No.: 7C
County: CROCKETT
Well No.: 2235HC
API No.: 105-42020
Total Lease Acres: 14981.5
Drilling Permit No.: 781796
Lease Name: UNIVERSITY 45
Lease No.: 17662
Field Name: HOLT RANCH (CONSOLIDATED)
Field No.: 42341300

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Table with 7 columns: RRC ID No. or Lease No., Well No., H-Horizontal D-Directional V-Vertical, Lease Name, API No., Acres Assigned, Operator Name and Operator No. (if different from filing operator)

Summary table for Section III with rows for Total Well Count, Total Assigned Horiz. Acreage, Total Assigned Vert./Dir. Acreage, Total Remaining Horiz. Acreage, and Total Remaining Vert./Dir. Acreage.

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ACREAGE LIST

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Carol Adler

cadler@approachresources.com

Signature

Name and title (type or print)

Email (include email address only if you affirmatively consent to its public release)

6500 West Freeway, Ste. 800 Fort Worth, Texas 76116

817-989-9000

07/17/2014

Address

City, State, Zip Code

Tel: Area Code Number

Date: mo. day yr.



RAILROAD COMMISSION OF TEXAS

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Page 1

Rev. ___/2014

Acreage Designation

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Operator Address: 6500 WEST FREEWAY, STE. 800	

SECTION II. WELL INFORMATION

District No.: 7C	County: CROCKETT
Well No.: 2235HC	API No.: 105-42020
Total Lease Acres: 14981.5	Drilling Permit No.: 781796
Lease Name: UNIVERSITY 45	Lease No.: 17662
Field Name: HOLT RANCH (CONSOLIDATED)	Field No.: 42341300

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RRC ID No. or Lease No.	Well No.	H-Horizontal D-Directional V-Vertical	Lease Name	API No.	Acres Assigned	Operator Name and Operator No. (if different from filing operator)
17662	2304HB	H	UNIVERSITY 45	105-41385	254.650	
17662	2322HB	H	UNIVERSITY 45	105-41824	254.650	
17662	2309HB	H	UNIVERSITY 45	105-41841	254.650	
17662	2315HB	H	UNIVERSITY 45	10/-41842	254.650	
17662	2321HB	H	UNIVERSITY 45	105-41823	254.6500	
17662	2401HB	H	UNIVERSITY 45	105-41306	169.535	
17662	2402HB	H	UNIVERSITY 45	105-41354	339.070	
17662	2403HB	H	UNIVERSITY 45	105-41355	339.070	
17662	701HB	H	UNIVERSITY 45	105-41273	171.900	
17662	703HB	H	UNIVERSITY 45	105-41395	171.900	
17662	706HA	H	UNIVERSITY 45	105-41619	343.800	
17662	708HB	H	UNIVERSITY 45	105-41621	0.000	
17662	710HB	H	UNIVERSITY 45	105-41647	343.800	
17662	712HA	H	UNIVERSITY 45	105-41656	0.000	
17662	803HB	H	UNIVERSITY 45	105-41249	206.280	
17662	804HB	H	UNIVERSITY 45	105-41352	206.280	
17662	805HB	H	UNIVERSITY 45	105-41351	206.280	

Total Well Count >	91	13060.001	< A. Total Assigned Horiz. Acreage	14981.5	< C. Total Assigned Acreage
		0.0	< Total Remaining Horiz. Acreage	0.0	< Total Remaining Acreage
		1921.499	< B. Total Assigned Vert./Dir. Acreage		
		0.0	< Total Remaining Vert./Dir. Acreage		

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ACREAGE LIST

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Carol Adler

cadler@approachresources.com

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Email (include email address only if you affirmatively consent to its public release)

6500 West Freeway, Ste. 800 Fort Worth, Texas 76116

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17662	806HB	H	UNIVERSITY 45	105-41555	206.280	
17662	839HB	H	UNIVERSITY 45	105-41815	206.280	
17662	901H	H	UNIVERSITY 45	105-41283	158.680	
17662	902HB	H	UNIVERSITY 45	105-41293	158.680	
17662	903HB	H	UNIVERSITY 45	105-41444	158.680	
17662	904HB	H	UNIVERSITY 45	105-41443	158.680	
17662	905HA	H	UNIVERSITY 45	105-41556	158.680	
17662	907HB	H	UNIVERSITY 45	105-41810	158.680	
17662	913HB	H	UNIVERSITY 45	105-41807	158.680	
17662	917HB	H	UNIVERSITY 45	105-41809	158.680	
17662	919HB	H	UNIVERSITY 45	105-41787	158.680	
17662	923HB	H	UNIVERSITY 45	105-41799	158.680	
17662	927HB	H	UNIVERSITY 45	105-41775	158.680	
17662	931HB	H	UNIVERSITY 45	105-41755	158.680	
17662	933HC	H	UNIVERSITY 45	105-41756	158.680	
17662	2432HB	H	UNIVERSITY 45	105-41888	169.535	
17662	2444HB	H	UNIVERSITY 45	105-41886	169.535	

Total Well Count >	91	13060.001	< A. Total Assigned Horiz. Acreage	14981.5	< C. Total Assigned Acreage
		0.0	< Total Remaining Horiz. Acreage	0.0	< Total Remaining Acreage
		1921.499	< B. Total Assigned Vert./Dir. Acreage		
		0.0	< Total Remaining Vert./Dir. Acreage		

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cadler@approachresources.com

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Name and title (type or print)

Email (include email address only if you affirmatively consent to its public release)

6500 West Freeway, Ste. 800 Fort Worth, Texas 76116

817-989-9000

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Rev. ___/2014

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17662	2438HB	H	UNIVERSITY 45	105-41887	339.050	
17662	2340HB	H	UNIVERSITY 45	105-41894	230.000	
17662	2409HB	H	UNIVERSITY 45	105-41901	169.535	
17662	2415HB	H	UNIVERSITY 45	105-41902	280.000	
17662	2421HB	H	UNIVERSITY 45	105-41903	200.000	
17662	705HC	H	UNIVERSITY 45	105-41928	206.280	
17662	709HB	H	UNIVERSITY 45	105-41929	206.280	
17662	713HC	H	UNIVERSITY 45	105-41934	206.280	
17662	715HB	H	UNIVERSITY 45	105-41935	206.280	
17662	2126HB	H	UNIVERSITY 45	105-41984	171.900	
17662	2130HC	H	UNIVERSITY 45	105-41983	171.900	
17662	2120HB	H	UNIVERSITY 45	105-41975	171.900	
17662	2124HC	H	UNIVERSITY 45	105-41982	171.900	
17662	2114HB	H	UNIVERSITY 45	105-41881	171.900	
17662	2118HC	H	UNIVERSITY 45	105-41981	171.900	
17662	840HB	H	UNIVERSITY 45	105-41999	206.280	
17662	838HC	H	UNIVERSITY 45	105-42001	190.000	

Total Well Count >	91	13060.001	< A. Total Assigned Horiz. Acreage	14981.5	< C. Total Assigned Acreage
		0.0	< Total Remaining Horiz. Acreage	0.0	< Total Remaining Acreage
		1921.499	< B. Total Assigned Vert./Dir. Acreage		
		0.0	< Total Remaining Vert./Dir. Acreage		

SECTION IV. REMARKS / PURPOSE OF FILING (see instructions)

ACREAGE LIST

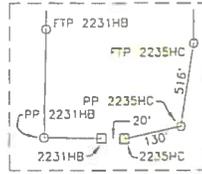
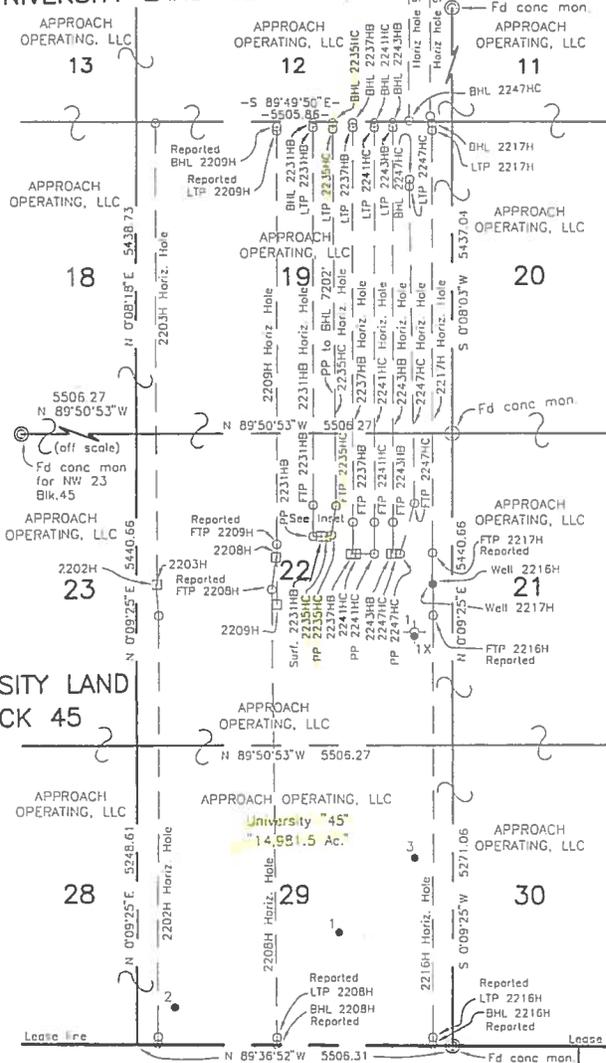
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Signature	Carol Adler	cadler@approachresources.com
	Name and title (type or print)	Email (include email address <i>only</i> if you affirmatively consent to its public release)
6500 West Freeway Ste. 800	817-989-9000	07/17/2014
Address	City, State, Zip Code	Tel: Area Code Number Date: mo. day yr.

UNIVERSITY LAND BLOCK 45

8-18-2014 Crockett County 906/67 (30)



INSET
no scale

Perpendicular distances off 2235HC Univ. 45' horizontal hole
 FTP 2231HB (proposed) = 395'
 LTP 2231HB (proposed) = 341'
 FTP 2237HB (proposed) = 345'
 LTP 2237HB (proposed) = 360'

REPORTED 1st TAKE POINT
 MD = 6695'
 516 ft. from Pen. Pt. 2235HC
 9439 ft. FSL & 7436 ft. FEL of lease
 1265 ft. FNL and 2035 ft. FEL
 University Land Survey 22, Block 45
 Y = 462,828 ft.
 X = 1,716,900 ft.
 Latitude = 30.9361° N
 Longitude = 101.2363° W

REPORTED LAST TAKE POINT
 MD = 13,279'
 109 ft. from BHL 2235HC
 16,014 ft. FSL & 7491 ft. FEL of lease
 127 ft. FNL and 2089 ft. FEL
 University Land Survey 19, Block 45
 Y = 469,404 ft.
 X = 1,716,862 ft.
 Latitude = 30.9542° N
 Longitude = 101.2366° W
 5942 ft. to nearest lease corner

RUNNELS COUNTY SCHOOL LAND NO. 1
 APPROACH OPERATING, LLC
 Baker "B" - lease

LEGEND

- = Surface Location (Surf.)
- = Penetration Point
- = Surface well (as drilled)
- FTP = 1st Take Point
- LTP = Last Take Point
- BHL = Bottom Hole Location

Located N 5'W 15 miles from Ozona, Texas.

"Ac" = Acreage claimed by operator to be in lease.



SCALE: 1" = 2000'

FIELD COUNTY OPERATOR LEASE WELL NO. ELEVATION LOCATION
 Crockett Approach Operating, LLC University "45" 2235HC 2618 ft. grd. 1803 ft. FNL and 2240 ft. FEL of University Land Survey 22, Block 45, Crockett County, Texas.

SURFACE LOCATION
 Y = 462,290 ft.
 X = 1,716,694 ft.
 Latitude = 30.9346° N
 Longitude = 101.2370° W
 1803 ft. FNL and 2240 ft. FEL
 University Land Survey 22, Block 45
 8900 ft. FSL of lease
 7641 ft. FEL of lease

REPORTED PENETRATION POINT
 MD = 5603'
 130 ft. from Surface 2235HC
 Y = 462,318 ft.
 X = 1,716,821 ft.
 Latitude = 30.9347° N
 Longitude = 101.2366° W
 1775 ft. FNL and 2113 ft. FEL
 University Land Survey 22, Block 45
 8928 ft. FSL of lease
 7514 ft. FEL of lease

REPORTED BOTTOMHOLE LOC.

MD = 13,388'
 Y = 469,513 ft.
 X = 1,716,857 ft.
 Latitude = 30.9545° N
 Longitude = 101.2366° W
 18 ft. FNL and 2094 ft. FEL
 University Land Survey 19, Block 45
 16,123 ft. FSL & 7496 ft. FEL of lease
 5842 ft. to nearest lease corner

NOTES

Courses, distances and coordinates shown hereon are of the Texas Coordinate System of 1927 - Central Zone.

The survey construction shown hereon is sufficient for staking this location and no other purpose.

The lease information shown hereon is based on information provided by operator or its representatives and was relied upon by surveyor for the purpose of staking this location. Said surveyor was not requested to verify lease and accepts no responsibility for the accuracy or status of this information.

Position of surveys shown hereon is based on Frank Friends survey of University Lands Blocks 38 to 57 dated July 24, 1937 on file in the General Land Office.

Reported positions and take point information as shown is based on a Survey Report provided by operator.
 The above sketch represents the location as staked on the ground and is for permit purposes only.
 Staked the 7th day of March, 2014



Thomas J. Houston
 Thomas J. Houston
 Registered Professional Land Surveyor No. 4261
 FIRM NUMBER 10045600
 OFFICE OF
WILSON LAND SURVEYING, INC.
 1514 W. BEAUREGARD AVE.
 P. O. BOX 3326 PH 325-653-3916
 SAN ANGELO, TEXAS 76902