

API No. <u>42-475-37142</u> Drilling Permit # <u>819007</u> SWR Exception Case/Docket No. _____		<b>RAILROAD COMMISSION OF TEXAS</b> <b>OIL &amp; GAS DIVISION</b> <b>APPLICATION FOR PERMIT TO DRILL, RECOMPLETE, OR RE-ENTER</b> <i>This facsimile W-1 was generated electronically from data submitted to the RRC.</i> <i>A certification of the automated data is available in the RRC's Austin office.</i>				<b>FORM W-1</b> 07/2004 Permit Status: <b>Approved</b>	
1. RRC Operator No. <b>265322</b>		2. Operator's Name (as shown on form P-5, Organization Report) <b>FELIX ENERGY HOLDINGS II, LLC</b>		3. Operator Address (include street, city, state, zip): <b>FELIX ENERGY</b> <b>1530 16TH ST SUITE 500</b> <b>DENVER, CO 80202-0000</b>			
4. Lease Name <b>UL ECHO CANYON 2001-17</b>		5. Well No. <b>2H</b>					
<b>GENERAL INFORMATION</b>							
6. Purpose of filing (mark ALL appropriate boxes): <input checked="" type="checkbox"/> New Drill <input type="checkbox"/> Recompletion <input type="checkbox"/> Reclass <input type="checkbox"/> Field Transfer <input type="checkbox"/> Re-Enter <input type="checkbox"/> Amended <input type="checkbox"/> Amended as Drilled (BHL) (Also File Form W-1D)							
7. Wellbore Profile (mark ALL appropriate boxes): <input type="checkbox"/> Vertical <input checked="" type="checkbox"/> Horizontal (Also File Form W-1H) <input type="checkbox"/> Directional (Also File Form W-1D) <input type="checkbox"/> Sidetrack							
8. Total Depth <b>14000</b>		9. Do you have the right to develop the minerals under any right-of-way ? <input checked="" type="checkbox"/> Yes <input type="checkbox"/> No		10. Is this well subject to Statewide Rule 36 (hydrogen sulfide area)? <input checked="" type="checkbox"/> Yes <input type="checkbox"/> No			
<b>SURFACE LOCATION AND ACREAGE INFORMATION</b>							
11. RRC District No. <b>08</b>		12. County <b>WARD</b>		13. Surface Location <input checked="" type="checkbox"/> Land <input type="checkbox"/> Bay/Estuary <input type="checkbox"/> Inland Waterway <input type="checkbox"/> Offshore			
14. This well is to be located <u>2.4</u> miles in a <u>W</u> direction from <u>Pyote</u> which is the nearest town in the county of the well site.							
15. Section <b>21</b>	16. Block <b>17</b>	17. Survey <b>UL</b>		18. Abstract No. <b>A-U60</b>	19. Distance to nearest lease line: <b>200</b> ft.	20. Number of contiguous acres in lease, pooled unit, or unitized tract: <b>1280</b>	
21. Lease Perpendiculars: <u>240</u> ft from the <u>N (OFFLEASE)</u> line and <u>526</u> ft from the <u>E (OFFLEASE)</u> line. 22. Survey Perpendiculars: <u>240</u> ft from the <u>N (OFFLEASE)</u> line and <u>526</u> ft from the <u>E (OFFLEASE)</u> line.							
23. Is this a pooled unit? <input type="checkbox"/> Yes <input checked="" type="checkbox"/> No		24. Unitization Docket No:		25. Are you applying for Substandard Acreage Field? <input type="checkbox"/> Yes (attach Form W-1A) <input checked="" type="checkbox"/> No			
<b>FIELD INFORMATION    List all fields of anticipated completion including Wildcat. List one zone per line.</b>							
26. RRC District No.	27. Field No.	28. Field Name (exactly as shown in RRC records)		29. Well Type	30. Completion Depth	31. Distance to Nearest Well in this Reservoir	
08	71052900	PHANTOM (WOLFCAMP)		Oil or Gas Well	14000	4679.12	
<b>BOTTOMHOLE LOCATION INFORMATION is required for DIRECTIONAL, HORIZONTAL, AND AMENDED AS DRILLED PERMIT APPLICATIONS (see W-1H attachment)</b>							
<b>Remarks</b> See W1 Comments attached				<b>Certificate:</b> I certify that information stated in this application is true and complete, to the best of my knowledge.  <div style="display: flex; justify-content: space-between;"> <div> <u>Bill Spencer, Consultant</u>            Name of filer         </div> <div> <u>Oct 01, 2016</u>            Date submitted         </div> </div> <div style="display: flex; justify-content: space-between; margin-top: 10px;"> <div> <u>(512)9181062</u>            Phone         </div> <div> <u>bill@spencerconsulting.org</u>            E-mail Address (OPTIONAL)         </div> </div>			
<b>RRC Use Only</b> Data Validation Time Stamp:    Oct 18, 2016 2:41 PM( 'As Approved' Version )							

Permit Status:	Approved
<i>The RRC has not approved this application. Duplication or distribution of information is at the user's own risk.</i>	

**RAILROAD COMMISSION OF TEXAS  
OIL & GAS DIVISION**

**Form W-1H** 07/2004  
**Supplemental Horizontal Well Information**

**APPLICATION FOR PERMIT TO DRILL, RECOMPLETE, OR RE-ENTER**

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A certification of the automated data is available in the RRC's Austin office.*

Permit #	819007
Approved Date:	Oct 18, 2016

1. RRC Operator No. 265322	2. Operator's Name (exactly as shown on form P-5, Organization Report) FELIX ENERGY HOLDINGS II, LLC	3. Lease Name UL ECHO CANYON 2001-17	4. Well No. 2H
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**Lateral Drainhole Location Information**

5. Field as shown on Form W-1	PHANTOM (WOLFCAMP) (Field # 71052900, RRC District 08)
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6. Section 1	7. Block 17	8. Survey UL / A-U60	9. Abstract	10. County of BHL WARD
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11. Terminus Lease Line Perpendiculars 50 ft. from the E line. and 330 ft. from the N line
12. Terminus Survey Line Perpendiculars 50 ft. from the E line. and 330 ft. from the N line
13. Penetration Point Lease Line Perpendiculars 526 ft. from the E (offlease) line. and 240 ft. from the N (offlease) line

Permit Status:        **Approved**

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**RAILROAD COMMISSION OF TEXAS  
OIL & GAS DIVISION**

**APPLICATION FOR PERMIT TO DRILL, RECOMPLETE, OR RE-ENTER**

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A certification of the automated data is available in the RRC's Austin office.*

**W-1 Comments**

Permit #                      **819007**

Approved Date:    **Oct 18, 2016**

[RRC STAFF Oct 13, 2016 1:38 PM]: There have been problems identified with this permit (see problem letter attachment). Notification sent.; [RRC STAFF Oct 13, 2016 4:09 PM]: Problems identified with this permit are resolved.; [RRC STAFF Oct 13, 2016 4:09 PM]: Bill Spencer sent revised plat.; [RRC STAFF Oct 17, 2016 11:25 AM]: SHL and PoP East survey line corrected per plat. Previous value was the distance from the SHL to the FTP (732 ft.); [RRC STAFF Oct 17, 2016 11:26 AM]: Abstract information added for SHL and BHL.; [RRC STAFF Oct 17, 2016 11:28 AM]: There have been problems identified with this permit (see problem letter attachment). Notification sent.; [RRC STAFF Oct 18, 2016 9:28 AM]: Problems identified with this permit are resolved.; [RRC STAFF Oct 18, 2016 9:28 AM]: Bill Spencer provided a revised P-16 and plat. The P-16 shows well #1H (475-37105) listed, and the plat shows a revised distance to that well.; [RRC STAFF Oct 18, 2016 9:31 AM]: Delaware Basin caveat added to W1.

**RAILROAD COMMISSION OF TEXAS  
OIL & GAS DIVISION**

PERMIT TO DRILL, DEEPEN, PLUG BACK, OR RE-ENTER ON A REGULAR OR ADMINISTRATIVE EXCEPTION LOCATION

PERMIT NUMBER <b>819007</b>	DATE PERMIT ISSUED OR AMENDED <b>Oct 18, 2016</b>	DISTRICT <b>* 08</b>	
API NUMBER <b>42-475-37142</b>	FORM W-1 RECEIVED <b>Oct 01, 2016</b>	COUNTY <b>WARD</b>	
TYPE OF OPERATION <b>NEW DRILL</b>	WELLBORE PROFILE(S) <b>Horizontal</b>	ACRES <b>1280</b>	
OPERATOR  <b>FELIX ENERGY HOLDINGS II, LLC</b>  FELIX ENERGY 1530 16TH ST SUITE 500 DENVER, CO 80202-0000		NOTICE This permit and any allowable assigned may be revoked if payment for fee(s) submitted to the Commission is not honored. <b>District Office Telephone No:</b> <b>(432) 684-5581</b>	
LEASE NAME  <b>UL ECHO CANYON 2001-17</b>		WELL NUMBER  <b>2H</b>	
LOCATION  <b>2.4 miles W direction from PYOTE</b>		TOTAL DEPTH  <b>14000</b>	
Section, Block and/or Survey SECTION <b>◀ 21</b> BLOCK <b>◀ 17</b> ABSTRACT <b>◀ U60</b> SURVEY <b>◀ UL</b>			
DISTANCE TO SURVEY LINES <b>240 ft. N (OFFLEASE)    526 ft. E (OFFLEASE)</b>		DISTANCE TO NEAREST LEASE LINE <b>200 ft.</b>	
DISTANCE TO LEASE LINES <b>240 ft. N (OFFLEASE)    526 ft. E (OFFLEASE)</b>		DISTANCE TO NEAREST WELL ON LEASE <b>See FIELD(s) Below</b>	
FIELD(s) and LIMITATIONS: <p align="center"><b>* SEE FIELD DISTRICT FOR REPORTING PURPOSES *</b></p>			
FIELD NAME LEASE NAME	ACRES NEAREST LEASE	DEPTH NEAREST LEASE	WELL # NEAREST WE
DIST 08			
----- <b>PHANTOM (WOLFCAMP)</b> <b>UL ECHO CANYON 2001-17</b> -----			
----- <b>WELLBORE PROFILE(s) FOR FIELD: Horizontal</b> -----			
RESTRICTIONS:    The designated interval for one or more of the fields approved in this permit appears to overlap with the designated interval of another field or fields in this district. In the case of conflicting designated intervals you will be required to be consistent in field designation on this lease. Further, if the designated interval overlap of wells on this lease results in an actual or potential double assignment of reservoir and the applicant cannot conclusively demonstrate that there is no double assignment, the permitted well may not be assigned an allowable until the conflict is resolved. Because of the overlapping designated intervals in this area, issuance of this permit does not guarantee that the completion of the well will be approved or that the well will receive an allowable in any given field, even if that field is listed on the approved permit application. This is a hydrogen sulfide field. Hydrogen Sulfide Fields with perforations must be isolated and tested per State Wide Rule 36 and a Form H-9 filed with the district office. Fields with SWR 10 authority to downhole commingle must be isolated and tested individually prior to commingling production.  Lateral: TH1 Penetration Point Location Lease Lines:                      526.0 F E (OFFLEASE) L 240.0 F N (OFFLEASE) L  Terminus Location BH County: WARD Section: 1                      Block: 17                      Abstract:			

**RAILROAD COMMISSION OF TEXAS**  
**OIL & GAS DIVISION**

PERMIT TO DRILL, DEEPEN, PLUG BACK, OR RE-ENTER ON A REGULAR OR ADMINISTRATIVE EXCEPTION LOCATION

PERMIT NUMBER <div style="text-align: right;">819007</div>	DATE PERMIT ISSUED OR AMENDED <div style="text-align: center;">Oct 18, 2016</div>	DISTRICT <div style="text-align: center;">* 08</div>															
API NUMBER <div style="text-align: right;">42-475-37142</div>	FORM W-1 RECEIVED <div style="text-align: center;">Oct 01, 2016</div>	COUNTY <div style="text-align: center;">WARD</div>															
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OPERATOR <div style="text-align: right;">265322</div> <div style="text-align: center;">FELIX ENERGY HOLDINGS II, LLC</div> <div style="text-align: center;">FELIX ENERGY 1530 16TH ST SUITE 500 DENVER, CO 80202-0000</div>		NOTICE This permit and any allowable assigned may be revoked if payment for fee(s) submitted to the Commission is not honored. <b>District Office Telephone No:</b> <div style="text-align: center;">(432) 684-5581</div>															
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<table style="width: 100%; border-collapse: collapse;"> <thead> <tr> <th style="text-align: left;">FIELD NAME</th> <th style="text-align: left;">ACRES</th> <th style="text-align: left;">DEPTH</th> <th style="text-align: left;">WELL #</th> <th style="text-align: left;">DIST</th> </tr> <tr> <th style="text-align: left;">LEASE NAME</th> <th style="text-align: left;">NEAREST LEASE</th> <th style="text-align: left;">NEAREST WE</th> <th></th> <th></th> </tr> </thead> <tbody> <tr> <td colspan="5" style="padding-top: 10px;"> <div style="display: flex; justify-content: space-between;"> <div>Survey: UL / A-U60</div> <div></div> </div> <div style="display: flex; justify-content: space-between;"> <div>Lease Lines:</div> <div>50.0 F E L</div> </div> <div style="display: flex; justify-content: space-between;"> <div></div> <div>330.0 F N L</div> </div> <div style="display: flex; justify-content: space-between;"> <div>Survey Lines:</div> <div>50.0 F E L</div> </div> <div style="display: flex; justify-content: space-between;"> <div></div> <div>330.0 F N L</div> </div> </td> </tr> </tbody> </table>			FIELD NAME	ACRES	DEPTH	WELL #	DIST	LEASE NAME	NEAREST LEASE	NEAREST WE			<div style="display: flex; justify-content: space-between;"> <div>Survey: UL / A-U60</div> <div></div> </div> <div style="display: flex; justify-content: space-between;"> <div>Lease Lines:</div> <div>50.0 F E L</div> </div> <div style="display: flex; justify-content: space-between;"> <div></div> <div>330.0 F N L</div> </div> <div style="display: flex; justify-content: space-between;"> <div>Survey Lines:</div> <div>50.0 F E L</div> </div> <div style="display: flex; justify-content: space-between;"> <div></div> <div>330.0 F N L</div> </div>				
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<b>THE FOLLOWING RESTRICTIONS APPLY TO ALL FIELDS</b>																	
<p>This well shall be completed and produced in compliance with applicable special field or statewide spacing and density rules. If this well is to be used for brine mining, underground storage of liquid hydrocarbons in salt formations, or underground storage of gas in salt formations, a permit for that specific purpose must be obtained from Environmental Services prior to construction, including drilling, of the well in accordance with Statewide Rules 81, 95, and 97.</p> <p>This well must comply to the new SWR 3.13 requirements concerning the isolation of any potential flow zones and zones with corrosive formation fluids. See approved permit for those formations that have been identified for the county in which you are drilling the well in.</p> <p>The designated interval for one or more of the fields approved in this permit appears to overlap with the designated interval of another field or fields in this district. In the case of conflicting designated intervals you will be required to be consistent in field designation on this lease. Further, if the designated interval overlap of wells on this lease results in an actual or potential double assignment of reservoir and the applicant cannot conclusively demonstrate that there is no double assignment, the permitted well may not be assigned an allowable until the conflict is resolved. Because of the overlapping designated intervals in this area, issuance of this permit does not guarantee that the completion of the well will be approved or that the well will receive an allowable in any given field, even if that field is listed on the approved permit application.</p>																	

**RAILROAD COMMISSION OF TEXAS  
OIL & GAS DIVISION  
SWR #13 Formation Data**

**WARD (475) County**

Formation	Shallow Top	Deep Top	Remarks	Geological Order	Effective Date
RUSTLER	1,700	1,700		1	12/17/2013
YATES	2,000	2,800		2	12/17/2013
SEVEN RIVERS	2,375	2,375		3	12/17/2013
QUEEN	2,200	3,200		4	12/17/2013
GLORIETA	3,900	4,000		5	12/17/2013
SAN ANDRES	2,000	4,500	high flows, H2S, corrosive	6	12/17/2013
HOLT	4,600	4,800		7	12/17/2013
CLEARFORK	4,500	5,000		8	12/17/2013
DELAWARE	2,300	5,000		9	12/17/2013
TUBB	4,600	5,300		10	12/17/2013
WICHITA ALBANY	6,000	6,200		11	12/17/2013
CHERRY CANYON	4,800	7,800		12	12/17/2013
WADDELL	7,600	9,700		13	12/17/2013
BONE SPRINGS	4,700	9,800		14	12/17/2013
WOLFCAMP	6,000	12,750		15	12/17/2013
MONTOYA	14,500	14,500		16	12/17/2013
PENNSYLVANIAN	7,500	14,900		17	12/17/2013
ATOKA	12,000	15,000		18	12/17/2013
FUSSELMAN	6,400	17,500		19	12/17/2013
DEVONIAN	6,200	17,800		20	12/17/2013
ELLENBURGER	7,900	20,800		21	12/17/2013

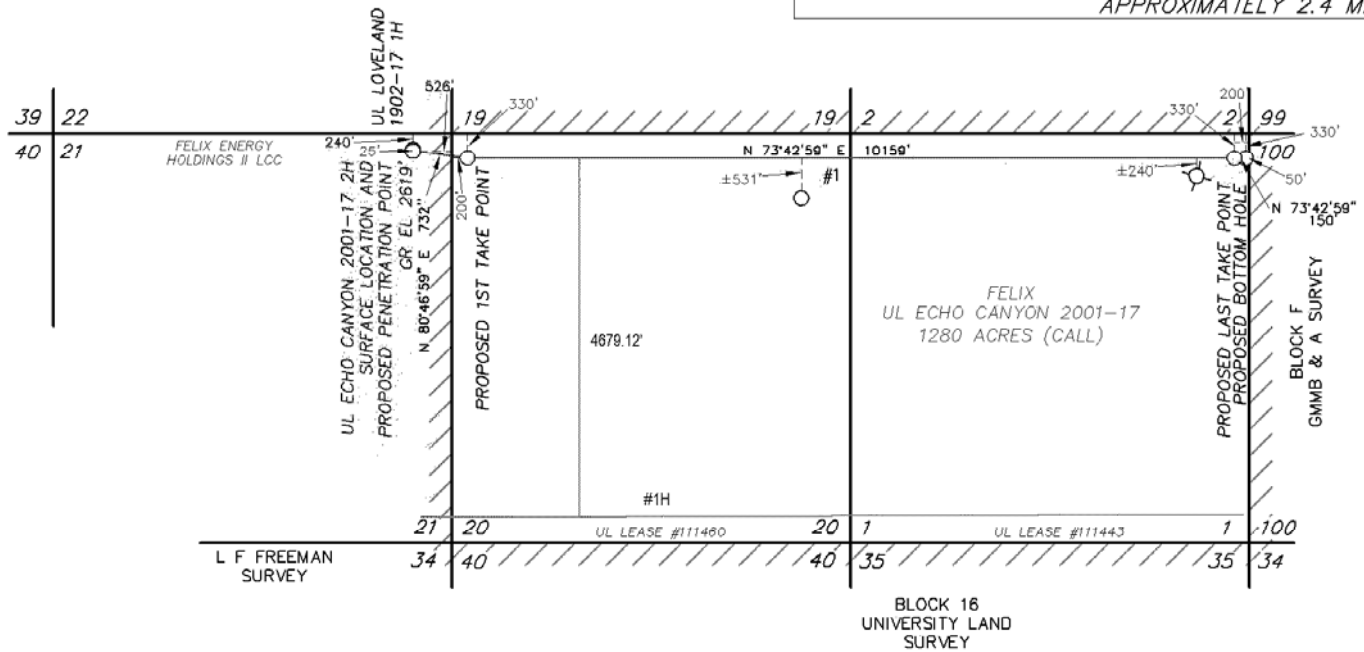
The above list may not be all inclusive, and may also include formations that do not intersect all wellbores. Formation "TOP" information listed reflects an estimated range based on geologic variances across the county. To clarify, the "Deep Top" is not the bottom of the formation; it is the deepest depth at which the "TOP" of the formation has been or might be encountered. This is a dynamic list subject to updates and revisions. It is the operator's responsibility to make sure that at the time of spudding the well the most current list is being referenced. Refer to the RRC website at the following address for the most recent information.  
<http://www.rrc.texas.gov/oil-gas/compliance-enforcement/rule-13-geologic-formation-info>

PERMIT PLAT

**SECTION 21, BLOCK 17, UNIVERSITY LAND SURVEY**  
**SECTION 20, BLOCK 17, UNIVERSITY LAND SURVEY**  
**SECTION 1, BLOCK 17, UNIVERSITY LAND SURVEY**

NAD 83, TEXAS CENTRAL ZONE		NAD 27, TEXAS CENTRAL ZONE	
S/L: N=10533262.5', E=1413647.6'	LAT=31.5349828 N, LONG=103.1676744 W	S/L: N=690687.1', E=1117181.7'	LAT=31.5348498 N, LONG=103.1672336 W
1ST/P: N=10533379.6', E=1414369.7'	LAT=31.5353554 N, LONG=103.1653667 W	1ST/P: N=690804.2', E=1117903.7'	LAT=31.5352222 N, LONG=103.1649264 W
L/P: N=10536228.0', E=1424120.9'	LAT=31.5438622 N, LONG=103.1343076 W	L/P: N=693652.5', E=1127654.8'	LAT=31.5437291 N, LONG=103.1338682 W
B/H: N=10536270.1', E=1424264.9'	LAT=31.5439878 N, LONG=103.1338489 W	B/H: N=693694.6', E=1127798.8'	LAT=31.5438548 N, LONG=103.1334095 W

APPROXIMATELY 2.4 MILES W OF PYOTE, TEXAS



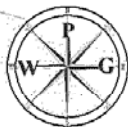
- GAS WELL
- WATER INJECTION WELL
- OIL WELL
- LOCATED WELL
- DRY HOLE
- WATER WELL
- SHUT IN WELL



2000 0 2000 4000 FEET

NOTES:  
 1. COORDINATES AND BEARINGS ARE BASED ON LAMBERT CONICAL PROJECTION OF THE STATE PLANE COORDINATE SYSTEM NAD 83, CORRS 90, TEXAS CENTRAL ZONE WITH A CONVERGENCE ANGLE OF  $-01.46967462''$  AND DISTANCES ARE OF GRID VALUE WITH A CENTRAL COMBINED SCALE FACTOR OF 0.99980248.  
 2. THIS SURVEY WAS PERFORMED WITHOUT THE BENEFIT OF A TITLE REPORT AND REVIEW OF THE ABSTRACT OF TITLE. THERE MAY BE EASEMENTS AND/OR COVENANTS AFFECTING THIS PROPERTY NOT SHOWN HEREON.  
 3. LOCATION OF IMPROVEMENTS AND/OR EASEMENTS WERE BEYOND COMMISSIONED SCOPE OF THIS PROJECT AND HAVE BEEN SPECIFICALLY OMITTED. VESTING DOCUMENTS NOT FURNISHED FOR THIS SURVEY.  
 4. SEE DOCUMENTS AND ELECTRONIC DATA FILED IN THE OFFICE OF WPG INC FOR COMPLETE RECONSTRUCTION OF THESE SECTIONS OR BLOCKS.  
 5. WARD\BLOCK 17.DWG

**Watson Professional Group Inc**



P.O. DRAWER 11186  
 MIDLAND, TEXAS 79702  
 (432) 520-9200  
 FAX (432) 520-9212  
 tahlstrand@wpg-us.com

I, THE UNDERSIGNED, DO HEREBY CERTIFY THAT THE SURVEY INFORMATION FOUND ON THIS PLAT WAS DERIVED FROM ACTUAL FIELD NOTES OF ON-THE-GROUND SURVEYS MADE BY ME OR UNDER MY SUPERVISION AND IS TRUE AND CORRECT TO THE BEST OF MY KNOWLEDGE AND BELIEF. NO WARRANTY IS MADE OR INTENDED FOR THE LOCATION OF ANY OR ALL EASEMENTS THAT MAY EXIST WITHIN THE BOUNDS OF THIS SURVEY. THE INFORMATION PRESENTED HEREON IS FOR THE PRIVATE USE OF THE PARTY NAMED IN THE "REFERENCE PORTION" OF THE TITLE BLOCK AND DOES NOT CONSTITUTE A COMPLETE BOUNDARY SURVEY AS DEFINED BY THE "PROFESSIONAL LAND SURVEYING PRACTICES ACT."

Thais Watson Ahlstrand TEXAS R.P.L.S. No. 6359

9/30/16  
 DATE

PERMIT PLAT  
**FELIX ENERGY HOLDINGS II LLC**  
**UL ECHO CANYON 2001-17 2H**  
**S/L & PROPOSED P/P: 240' FNL & 526' FEL**  
**SECTION 21, BLOCK 17, UNIVERSITY LAND SURVEY**  
**PROPOSED 1ST T/P: 330' FNL & 200' FNL**  
**SECTION 20, BLOCK 17, UNIVERSITY LAND SURVEY**  
**PROPOSED LAST T/P: 330' FNL & 200' FEL**  
**PROPOSED B/H: 330' FNL & 50' FEL**  
**SECTION 1, BLOCK 17, UNIVERSITY LAND SURVEY**  
**WARD COUNTY, TEXAS**

DATE: 9/27/16 DATE SURVEYED: 9/16/16  
 JOB NO.: 16-1202-00 FIELD BOOK 817/33 DRAFT NGH REV. 0