

- (a) **Briscoe Mega Pit** - An impoundment located approximately 5.10 miles in a northeasterly direction from one of the Applicant's authorized diversion points and approximately 12.37 miles southeast of the convergence of Maverick, Dimmit, and Webb County lines in Webb County, Texas. Absolute location of the impoundment is 28° 0' 4.60" N, 99° 57' 2.30" W. The impoundment is located on a watercourse called Tordillo Creek, a tributary of the Rio Grande (7.5 minute Tordillo Creek Quadrangle 2899-222), in the Rio Grande Basin having an indicated approximate impoundment capacity of 257,786 acre feet (Briscoe Ranch location).
- (b) **Galvan G3** - An impoundment located approximately 24.92 miles southeast of the convergence of Maverick, Dimmit, and Webb County lines in Webb County, Texas, and approximately 11.10 miles in a northeasterly direction from one of the Applicant's authorized diversion points on the Rio Grande. Absolute location of the impoundment is 28° 0' 19.00" N, 99° 45' 52.50" W. The impoundment is located on a watercourse called Santa Isabel Creek, a tributary of the Rio Grande (7.5 minute Dos Hermanos Peaks Quadrangle 2899-221), in the Rio Grande Basin, having an indicated approximate impoundment capacity of 45,113 acre feet (Galvan Ranch location).
- (c) **Middle Tordillo** - An impoundment located approximately 14.447 miles southeast of the convergence of Maverick, Dimmit and Webb County lines in Webb County, Texas, and approximately 6.529 miles in a northeasterly direction from one of the Applicant's authorized diversion points on the Rio Grande. Absolute location of the impoundment is 28° 05' 04.00" N, 99° 54' 53.00" W. The impoundment is located on a watercourse called Tordillo Creek, a tributary of the Rio Grande (7.5 minute Tordillo Creek Quadrangle 2899-222), in the Rio Grande Basin, having an indicated impoundment capacity of 19,334 acre-feet (Middle Tordillo FW Pit - Briscoe Ranch).
- (d) **Ojitos Trap** - An impoundment located approximately 13.495 miles southeast of the convergence of Maverick, Dimmit and Webb County lines in Webb County, Texas, and approximately 10.092 miles in a northeasterly direction from one of the Applicant's authorized diversion points on the Rio Grande. Absolute location of the impoundment is 28° 09' 51.00" N, 99° 53' 46.00" W. The impoundment is located on an unnamed tributary of a watercourse called San Lorenzo Creek, a tributary of the Rio Grande in the Rio Grande Basin, having an indicated impoundment capacity of 64,447 acre-feet (Ojitos Trap FW Pit - Briscoe Ranch).
- (e) **Upper Tordillo** - An impoundment located approximately 12.867 miles southeast of the convergence of Maverick, Dimmit and Webb County lines in Webb County, Texas, and approximately 6.348 miles in a northeasterly direction from one of the Applicant's authorized diversion points on the Rio Grande. Absolute location of the impoundment is 28° 06' 36.00" N, 99° 55' 39.00" W. The impoundment is located on a watercourse called Panuelo Creek, a tributary of the Rio Grande (7.5 minute Tordillo Creek Quadrangle 2899-222), in the Rio Grande Basin, having an indicated impoundment capacity of 64,447 acre-feet (Upper Tordillo FW Pit - Briscoe Ranch).
- (f) **Pilla** - An impoundment located approximately 16.137 miles southeast of the convergence of Maverick, Dimmit and Webb County lines in Webb County, Texas, and approximately 3.024 miles in a northeasterly direction from one of the Applicant's authorized diversion points on the Rio Grande. Absolute location of the impoundment is 28° 01' 16.00" N, 99° 56' 15.00" W. The impoundment is located on an unnamed tributary of the Rio Grande (7.5 minute Tordillo Creek Quadrangle 2899-222), in the Rio Grande Basin, having an indicated impoundment capacity of 64,447 acre-feet (Pilla FW Pit - Briscoe Ranch).
- (g) **Lower Guajalote** - An impoundment located approximately 12.825 miles southeast of the convergence of Maverick, Dimmit and Webb County lines in Webb County, Texas, and approximately 3.348 miles in a southeasterly

direction from one of the Applicant's authorized diversion points on the Rio Grande. Absolute location of the impoundment is 28° 03' 46.00" N, 99° 58' 06.00" W. The impoundment is located on an unnamed tributary of a watercourse called Tordillo Creek, a tributary of the Rio Grande (7.5 minute Tordillo Creek Quadrangle 2899-222), in the Rio Grande Basin, having an indicated impoundment capacity of 64.447 acre-feet (Lower Guajalote FW Pit - Briscoe Ranch).

- (h) **Bella Vista** - An impoundment located approximately 31.854 miles southeast of the convergence of Maverick, Dimmit and Webb County lines in Webb County, Texas, and approximately 23.404 miles in a northeasterly direction from one of the Applicant's authorized diversion points on the Rio Grande. Absolute location of the impoundment is 28° 06' 58.00" N, 99° 36' 04.00" W. The impoundment is located on a watercourse called Las Raices Creek, a tributary of the Nueces River in the Nueces River Basin (Bella Vista #1 FW Pit - Galvan Ranch).
- (i) **Bella Vista 2** - An impoundment located approximately 32.482 miles southeast of the convergence of Maverick, Dimmit and Webb County lines in Webb County, Texas, and approximately 23.592 miles in a northeasterly direction from one of the Applicant's authorized diversion points on the Rio Grande. Absolute location of the impoundment is 28° 06' 35.00" N, 99° 35' 30.00" W. The impoundment is located on a watercourse called Las Raices Creek, a tributary of the Nueces River in the Nueces River Basin (Bella Vista #2 FW Pit - Galvan Ranch).
- (j) **Watson Pond (Chemical Tank)** - An impoundment located approximately 4.053 miles in a northeasterly direction from one of the Applicant's authorized diversion points and approximately 19.965 miles southeast of the convergence of Maverick, Dimmit, and Webb County lines in Webb County, Texas. Absolute location of the impoundment is 27° 59' 10" N, 99° 53' 28" W. The impoundment is located on a watercourse called Espada Creek, a tributary of the Rio Grande (Big Apache Hill Quadrangle), in the Rio Grande Basin.
- (k) **Catarina Pond (Medio Tank)** - An impoundment located approximately 16.873 miles in a northeasterly direction from one of the Applicant's authorized diversion points and approximately 18.363 miles east / northeast of the convergence of Maverick, Dimmit, and Webb County lines in Dimmit County, Texas. Absolute location of the impoundment is 28° 14' 07" N, 99° 48' 53" W. The impoundment is located on an unnamed tributary of a watercourse called Bonito Creek (Landrum Quadrangle) a tributary of San Roque Creek, a tributary of the Nueces River, in the Nueces Basin.

The impoundments of Rio Grande water in the above-described reservoirs, are utilized to facilitate the conveyance of Rio Grande water diverted from the River for the Applicant's use in accordance with its water rights. Rio Grande water in Applicant's water distribution and delivery system which is discharged into and out of the reservoirs is or will be measured by metering devices as it enters and exits the reservoirs. The reservoirs are in good condition and reliable for use for the purposes described.

6. Applicant does not owe any delinquent fees and/or penalties to the Commission, and understands that the Commission may require additional information in regard to the requested amendment of the water rights before considering this Application. Applicant is submitting the required fees herewith.

7. Applicant states that the change in place of use and authorization of the above described reservoirs does not contemplate an additional appropriation of water or a rate of diversion which would harm any other existing water right holders on the Rio Grande below Amistad and Falcon Reservoirs; and will not prejudice any other water right holder on the Rio Grande below Amistad Reservoir.

8. The address of Applicant is:

SM ENERGY COMPANY
777 N. Eldridge Parkway, Suite 1100
Houston, TX 77079

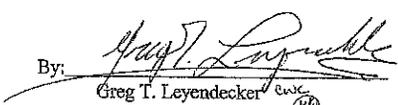
Tax I.D.: 41-0518430

WHEREFORE, Applicant respectfully requests that the Commission approve this Application and issue an Amendment to Certificate of Adjudication No. 23-812 and such other appropriate orders as are necessary changing the place of use of the above described Water Rights and authorization of the on-channel reservoir as above requested, and for such other relief to which Applicant is entitled.

DATED this 29th day of June, 2012.

SM ENERGY COMPANY

By:


Greg T. Leyendecker

Its: Senior Vice-President and
Regional Manager

STATE OF TEXAS §

COUNTY OF HARRIS §

SUBSCRIBED AND SWORN TO BEFORE ME by the said Greg T. Leyendecker in the capacity as stated on this the 29th day of June, 2012.

Tina M. Benedict
Notary Public in and for The State of Texas

