



January 7, 2010

**VIA FEDERAL EXPRESS
AND FACSIMILE (405) 552-8113**

Devon Energy Production Co., LP
20 N. Broadway, Suite 1500
Oklahoma City, OK 73102
Attn: Mr. Ken Gray

RE: Big Game Prospect
Blackhawk "11" Federal Com #1
S2S2 of Section 11-T16S-R28E
Eddy County, New Mexico

Dear Mr. Gray:

COG Operating LLC (hereinafter referred to as Concho) hereby propose the drilling of a horizontal well to a depth sufficient to adequately test the Crow Flats Abo formation at an anticipated total vertical depth of 6680' and total measured depth being approximately 11,130'. The surface location for this well has been permitted at 430' FSL & 430' FWL with a bottomhole location at 330' FSL & 330' FEL with the dedicated project area being the S2S2 of Section 11, Township 16 South, Range 28 East, Eddy County, New Mexico. Included herein is our AFE as well as a copy of the Permit to Drill.

We ask that you join Concho to the full extent of your interest in the drilling, testing and completing of this proposed well by indicating your acceptance in the space provided below and return one original each of this letter, a signed original of the enclosed AFE and executed signature pages to our proposed Operating Agreement.

However, in the event you do not wish to participate, Concho respectfully requests that you consider as an alternative either of the below proposals:

Proposal 1:

Concho would be interested in purchasing, subject to reaching mutually agreeable price and terms, all of Devon Energy Production Co., LP's or its entity's of record contractual and leasehold interests situated in the S2S2 of Section 11-T16S-R28E, Eddy County, New Mexico.

Proposal 2:

Devon Energy Production Co., LP or its entity of record will farmout all of its contractual and leasehold interests in the S2S2 of Section 11-T16S-R28E, Eddy County, New Mexico, subject to reaching mutually agreeable terms.

This letter replaces our previous proposal dated August 11, 2009.

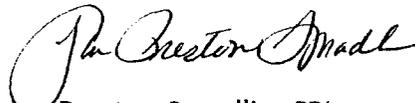
Please indicate below the option of your choice below, sign and return this letter at your earliest convenience to my attention by any of the following methods:

- US Mail – 550 West Texas Avenue, Suite 1300, Midland, Texas 79701
- Fax – 432.685.4398
- Email – Jspradlin@conchoresources.com

Should you have any questions, please do not hesitate to contact me at 432.685.4352.

Very truly yours,

COG Operating LLC



Jan Preston Spradlin, CPL
Senior Landman

- _____ I/We hereby elect to participate in the Blackhawk "11" Federal Com #1
- _____ I/We hereby elect **not** to participate in the Blackhawk "11" Federal Com #1
- _____ I/We hereby elect to pursue Proposal 1
- _____ I/We hereby elect to pursue Proposal 2

DEVON ENERGY PRODUCTION CO., LP

By: _____

Name: _____

Title: _____

Date: _____

Confirmation Report - Memory Send

Page : 001
Date & Time: 01-07-10 11:43am
Line 1 : +4326854398
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Job number : 679
Date : 01-07 11:41am
To : 14055528113
Number of pages : 012
Start time : 01-07 11:41am
End time : 01-07 11:43am
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FAX

Fasken Center, Tower II
550 West Texas Avenue, Suite 1300
Midland, TX 79701
Phone: (432) 683-7443
Land Dept. Fax: (432) 685-4398

Total Pages (including cover): 12
Privileged and Confidential

Date: 7 Jan 2010
To: Ken Gray Devon Energy Prod.
Fax: 405-552-8113
From: Jan Spradlin
Subject: Blackhawk 11 FC #1
Blackhawk 11 FC #2

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Thank you.

If you have any difficulty in receiving this fax, please call
432-686-3006
Traci Conner