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JUL 23 2013

SURFACE USE PLAN OF OPERATIONS

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Northeast Drinkard Unit #278 Lease #: NMNM-2512
 SHL: 2405' FSL & 390' FEL BHL: 2600' FSL & 650' FEL UL: I SEC: 3 T21S R37E
 Lea County, NM

EXISTING ROADS**A. Proposed Well Site Location:**

- a. The well site & elevation plat for the proposed well are reflected on the well site layout (form C-102). Well staked by Basin Surveys.

B. Existing Roads:

- a. From mile marker 11 of Hwy 207, go Easterly 0.3 miles to lease road, go North on lease road for 0.3 miles to proposed lease road.

C. Route Location

- a. Approx 68.3' of new road is expected to be constructed. The existing lease road will be used to the extent possible. If a lease/access road needs to be constructed, all lease roads will be graded in compliance with BLM standards. See E (a).

D. Existing Road Maintenance or Improvement Plan

- a. ~~EXHIBIT 1 is a portion of a topo map showing the well & roads in the vicinity of the proposed location.~~
 The proposed well site & access route to the location are indicated in BLUE on EXHIBIT 1. Right of way using this proposed route will be requested if necessary.
- b. Routing grading & maintenance of existing roads will be conducted as necessary to maintain their condition as long as any operations continue on this lease. Roads will be maintained according to specifications in "EXISTING ROADS Section E (a)" of this Surface Use Plan.

E. Width, Max Grade, Turnout Ditches, Culverts, Cattle Guards, & Surface Equipment

- a. All lease roads will be graded in compliance with BLM standards. All new & reconstructed roads will have a width & "crown design" (i.e. The max width of the driving surface will be 14'. The road will be crowned & ditched with a 2% slope from the tip of the crown to the edge of the driving surface. The ditches will be 1' deep with 3:1 slopes. The driving surface will be made of 6" rolled & compacted caliche.) If required, culverts and cattle guards will be set per BLM Specs.

LOCATION OF EXISTING WELLS

- A. "EXHIBIT 2" indicates existing wells within a one mile radius of the proposed location.

LOCATION OF EXISTING AND/OR PROPOSED FACILITIES

- A. Existing production facilities are located at the Northeast Drinkard Unit Satellite 1A.

B. New Facilities in the Event of Production

In the event well is productive, APACHE will install a new 3" NUPI rated 300# surface flow line, approx. 3000' in length, to the existing Northeast Drinkard Unit Satellite 1A following existing lease roads. "SEE EXHIBIT 1".

C. Rehabilitation of Disturbed Areas Unnecessary for Production

Following the construction, those access areas required for continued production will be graded to provide drainage and minimize erosion. The areas unnecessary for use will be graded to blend in with the surrounding topography "SEE PLANS FOR RESTORATION OF THE SURFACE"

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LOCATION AND TYPE OF WATER SUPPLY

- A. All water (fresh or otherwise) needed for the drilling and completion of this well will be purchased from a commercial source and trucked to the location via existing and/or proposed access roads. No water source wells will be drilled and no surface water will be utilized.

CONSTRUCTION MATERIALS

- A. Materials

On-site caliche will be used for any required access road and/or well site pad. If necessary, caliche will be hauled from a BLM approved pit. No surface materials will be disturbed except those necessary for actual grading and construction of the drill site and access road.

METHODS FOR HANDLING WASTE DISPOSAL

- A. Cuttings

Cuttings will be contained in roll off bins and disposed of hauled to a state approved disposal facility.

- B. Drilling Fluids

Drilling fluids will be contained in steel pits, frac tanks and disposed at licensed disposal sites and/or will be cleaned and reused.

- C. Produced Fluids

Water production will be contained in steel pits. Fluids may be cleaned and reused and/or disposed at a state approved facility. Hydrocarbon fluid or other fluids that may be produced during testing will be retained in test tanks until sold and hauled from site.

- D. Salts

Salts remaining after completion will be picked up by supplier, including broken sacks.

- ~~E. Sewage~~

Current laws and regulations pertaining to the disposal of human waste will be complied with. A Port-a-John will be provided for the crews. This will be properly maintained during the drilling operations and removed upon completion of the well. Port-a-John will be cleaned out periodically.

- F. Garbage

Receptacles for garbage disposal during the drilling of this well will be provided and equipped to prevent scattering by wind, animals, etc. This waste will be hauled to an approved landfill site.

- G. Cleanup of Well Site

Upon release of the drilling rig, the surface of the drilling pad will be graded to accommodate a completion rig if electric log analysis indicates potential productive zones. Reasonable cleanup will be performed prior to the final restoration of the site.

ANCILLARY FACILITIES

- A. Upon completion, and/or testing of this well, rental tank facilities will be utilized until permanent storage is established. No camps, airstrips or staging are anticipated to be constructed.

WELLSITE LAYOUT

- A. Rig Orientation and Layout

"EXHIBIT 5 " shows the dimensions of the well pad, closed loop system and the location of the major rig components. Only minor leveling of the well site will be required. No significant cuts or fills will be necessary.

- B. Closed Loop System

A Closed Loop System will be used. Cuttings will be stored in steel roll off bins until they are hauled to a state approved disposal facility. A C-144 has been submitted to the appropriate OCD district office for approval.

"SEE EXHIBIT 4"

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- C. Location of Access Road

"SEE EXHIBIT 5 "

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PLANS FOR SURFACE RECLAMATION**A. Reserve Pit Cleanup**

Not applicable. Closed Loop System will be used.

B. Restoration Plans (Production Developed) "SEE EXHIBIT 6"**RECEIVED**

Those areas not required for production will be graded & recontoured to match surrounding topography and surfacing material will be removed. Topsoil from the soil pile will be loaded over the disturbed area to the extent possible and will be seeded. The portion of the site required for production will be graded to minimize erosion and provide access during inclement conditions. This may need to be modified in certain circumstances to prevent inundation of the locations' pad and surface facilities. Due to the topography of the area, no problems are anticipated and no erosion or other detrimental effects are expected as a result of this operation. Following depletion and abandonment of the site, restoration procedures will be those that follow under "ITEM C" of "PLANS FOR SURFACE RECLAMATION".

C. Restoration Plans (No Production Developed)

With no production developed, the entire surface disturbed by construction of the well site will be restored as closely as possible to its pre-operation appearance, including re-vegetation. Surfacing material will be removed & the site will be recontoured to match surrounding topography with provisions made to minimize erosion. The topsoil, as available, shall be placed in a uniform layer and seeded according to the Bureau of Land Management's stipulations. Due to the topography of the area, no problems are anticipated and no erosion or other detrimental effects are expected as a result of this operation.

D. Rehabilitation's Timetable

Upon completion of drilling operations, the initial cleanup of the site will be performed as soon as weather and site conditions allow economic execution of the work.

SURFACE-OWNERSHIP**A. Surface Ownership of drill site & access routes:**

MCNEILL RANCH, PO BOX 1092, HOBBS, NM 88241 PHONE: 575-390-2870

OTHER INFORMATION**A. Terrain, Soil, Vegetation, Wildlife, Surface Use**

The vegetation at the well site is grassland. The topsoil is very sandy in nature. Plants are sparse which may include Plains Lovegrass, Sand Dropseed and Sideoats Grama. No wildlife was observed but it is likely that deer, rabbits, coyotes & rodents traverse the area, which are all typical of the semi-arid desert land. Land primarily used for grazing.

B. Surface Water

There are no ponds, lakes, streams or rivers within several miles of the proposed location.

C. Water Wells

No known water wells within 1-1/2 miles of the proposed location.

D. Residences and Buildings

No dwellings within the immediate vicinity of the proposed location.

E. Historical Sites

None observed.

F. Archeological Resources

An archeological survey will be performed and submitted to the BLM by Boone Archeological Services LLC. Any location or construction conflicts will be resolved before construction begins.

G. Onsite: Onsite by Trish Badbear, BLM Specialist.**H. Well Signs: Well signs will be in compliance per State requirements & specifications.****I. Drilling Contractor: Pending**

OPERATOR'S FIELD REPRESENTATIVE

(Field personnel responsible for compliance with development plan for surface use)

DRILLING

Danny Laman
Drilling Superintendent
303 Veterans Airpark Ln #3000
Midland, TX 79705
432-818-1022 - office
432-634-0288 – cell

PRODUCTION

James Pyle
Sr. Production Foreman
8 Ellison Ln.
Eunice, NM 88231
575-394-2733 – office
432-661-9341 – c

Devalle Trammell
Production Foreman
8 Ellison Ln.
Eunice, NM 88231
575-394-1503 – office
432-208-3318 – c

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UNITED STATES DEPARTMENT OF THE INTERIOR
BUREAU OF LAND MANAGEMENT
CARLSBAD FIELD OFFICE
620 E. GREENE STREET
CARLSBAD, NM 88220

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OPERATOR CERTIFICATION

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I HEARBY CERTIFY THAT I, OR SOMEONE UNDER MY DIRECT SUPERVISION, HAVE INSPECTED THE DRILL SITE AND ACCESS ROUTE PROPOSED HEREIN; THAT I AM FAMILIAR WITH THE CONDITIONS WHICH CURRENTLY EXIST; THAT I HAVE FULL KNOWLEDGE OF STATE AND FEDERAL laws applicable to this operation; that the statements made in the APD package are, to the best of my knowledge, true and correct; and that the work associated with the operations proposed herein will be performed in conformity with this APD package and the terms and conditions under which it is approved. I also certify that I, or the company I represent, am responsible for the operations conducted under this application. These statements are subject to the provisions of 18 U.S.C. 1001 for the filing of false statements.

Executed this 13TH day of NOVEMBER, 2012

Well: NORTHEAST DRINKARD UNIT #278

Operator Name: APACHE CORPORATION

Signature:  Printed Name: TERRY WEST

Title: Drilling Engineer Date: _____

Email (optional): terry.west@apachecorp.com

Street or Box: 303 Veterans Airpark Ln., Ste. 3000

City, State, Zip Code: Midland, TX 79705

Telephone: 432-818-1114

Field Representative (if not above signatory): _____

Address (if different from above): _____

Telephone (if different from above): _____

Email (optional): _____

Agents not directly employed by the operator must submit a letter from the operator authorizing that the agent to act or file this application on their behalf.

PRIVATE SURFACE OWNER AGREEMENT

OPERATOR: APACHE CORPORATION

WELL NAME: NORTHEAST DRINKARD UNIT #278

UL: 1 SECTION: 3 TOWNSHIP: 21S RANGE: 37E

LOCATION: 2405' FSL & 390' FEL COUNTY: LEA STATE: NM

LEASE NUMBER: NMNM - 2512

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STATEMENT OF SURFACE USE

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The surface to the subject land is owned by MC NEILL RANCH
PO BOX 1092
HOBBS, NM 88241 (575-390-2870)

The surface owner has been contacted regarding the drilling of the subject well, and an agreement for surface use has been negotiated.

CERTIFICATION: I hereby certify that the statements made in this statement are to the best of my knowledge, true and correct.

NAME: TERRY WEST

SIGNATURE: *Terry West*

DATE: 11/13/12

TITLE: DRILLING ENGINEER

To expedite your Application to Drill please fax the completed form to the
Bureau of Land Management (575) 234-5927 or (575) 885-9264
Attn: Legal Instruments Examiner
620 E. Green Street
Carlsbad, NM 88220

The original document with signature should be mailed as soon as possible.

SECTION 3, TOWNSHIP 21 SOUTH, RANGE 37 EAST, N.M.P.M.,
LEA COUNTY, NEW MEXICO.

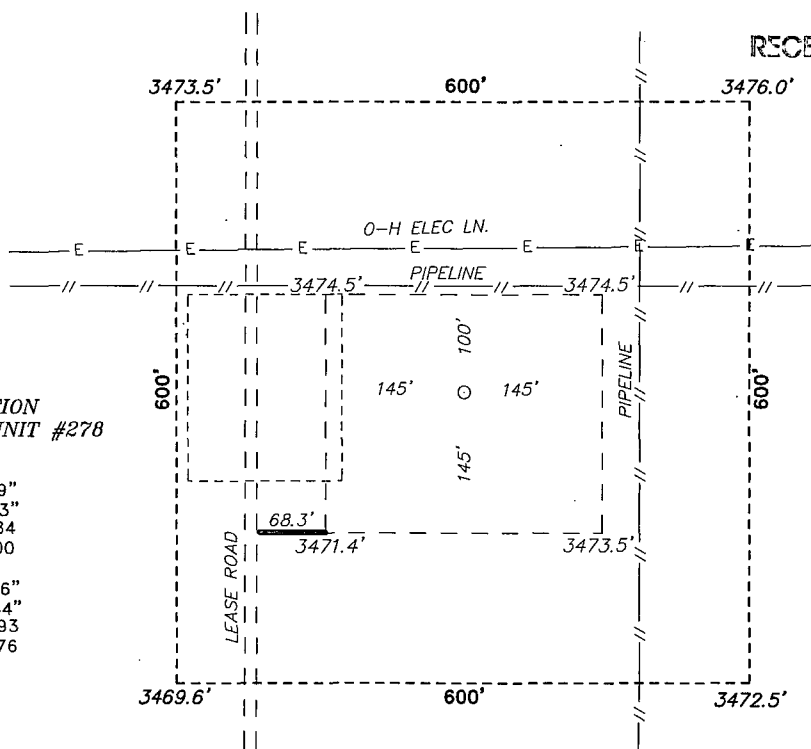
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APACHE CORPORATION
NORTHEAST DRINKARD UNIT #278
ELEV. - 3474'

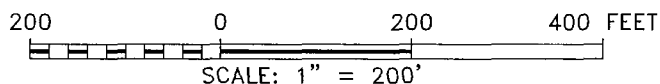
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Long - W 103°08'37.13"
NMSPCE - N 550343.684
E 908091.800
(NAD-83)
Lat - N 32°30'25.96"
Long - W 103°08'35.44"
NMSPCE - N 550283.893
E 866907.976
(NAD-27)



WELL IS LOCATED ABOUT 5 MILES NORTH OF EUNICE, NEW MEXICO.

Directions to Location:

FROM MILE MARKER 11 OF HWY 207, GO EASTERLY
0.3 MILES TO LEASE ROAD, GO NORTH ON LEASE
ROAD FOR 0.3 MILES TO PROPOSED LEASE ROAD.



APACHE CORPORATION

REF: NORTHEAST DRINKARD UNIT #278 / WELL PAD TOPO

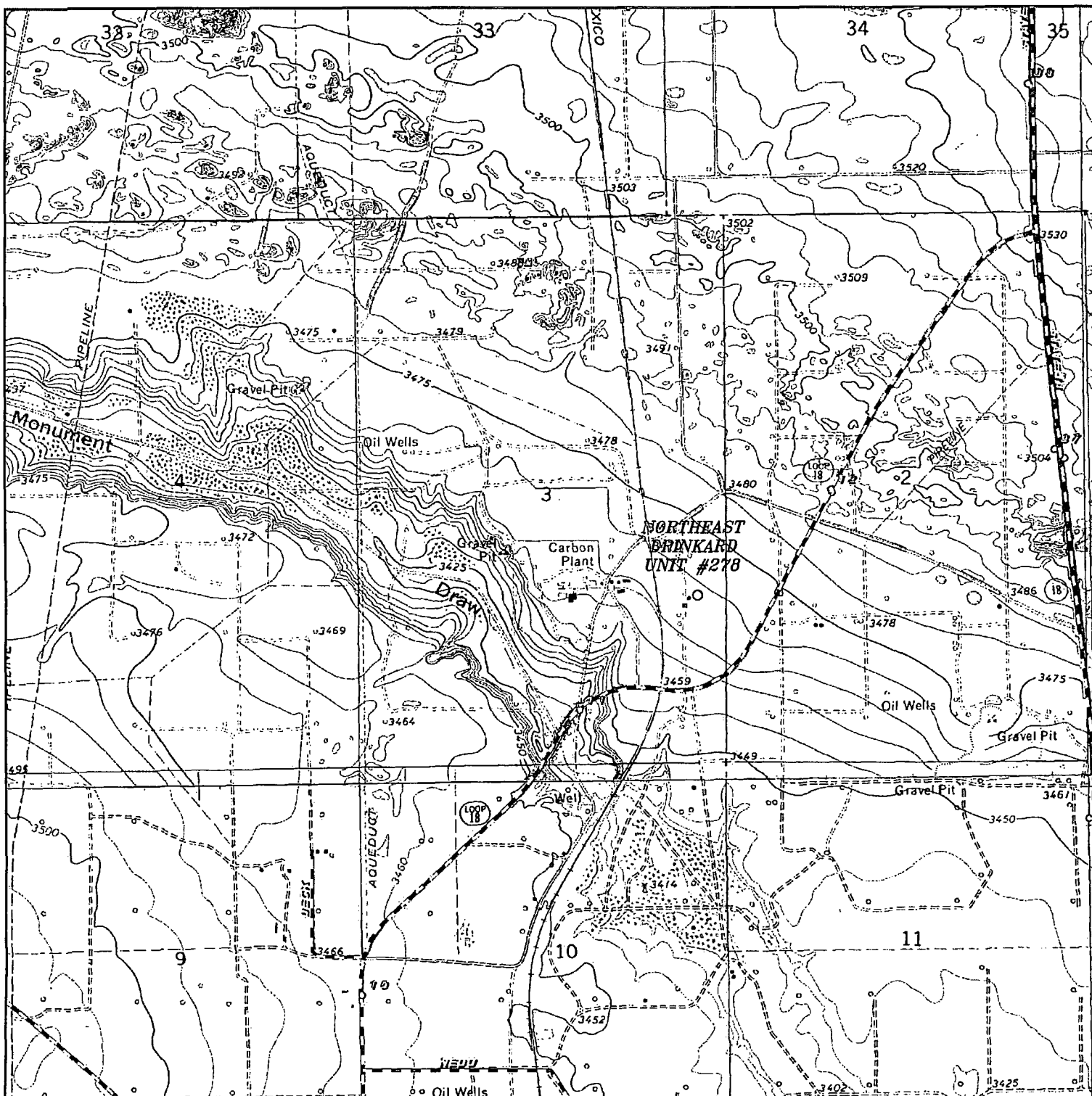
THE NORTHEAST DRINKARD UNIT #278 LOCATED 2405'
FROM THE SOUTH LINE AND 390' FROM THE EAST LINE OF
SECTION 3, TOWNSHIP 21 SOUTH, RANGE 37 EAST,
N.M.P.M., LEA COUNTY, NEW MEXICO.

BASIN SURVEYS P.O. BOX 1786-HOBBS, NEW MEXICO

W.O. Number: 27319 Drawn By: J. SMALL

Date: 09-27-2012 Disk: JMS 27319

Survey Date: 09-14-2012 Sheet 1 of 1 Sheets



NORTHEAST DRINKARD UNIT #278

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Located 2405' FSL and 390' FEL

Section 3, Township 21 South, Range 37 East, JUL 23 2013

N.M.P.M., Lea County, New Mexico.

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in the oilfield

P.O. Box 1786
1120 N. West County Rd.
Hobbs, New Mexico 88241
(575) 393-7316 - Office
(575) 392-2206 - Fax
basinsurveys.com

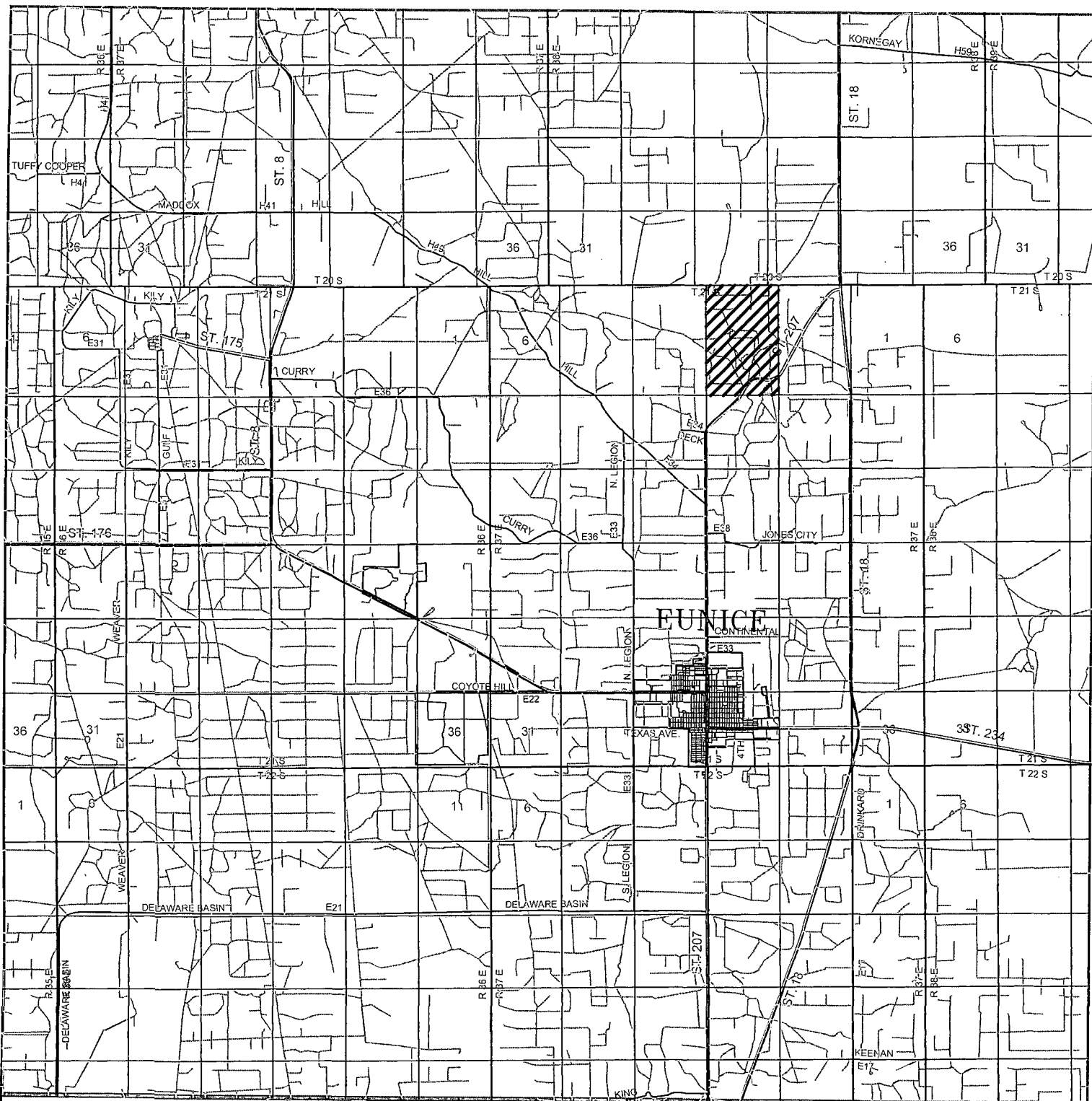
W.O. Number: JMS 27319

Survey Date: 09-14-2012

Scale: 1" = 2000'

Date: 09-27-2012

APACHE
CORPORATION



NORTHEAST DRINKARD UNIT #278

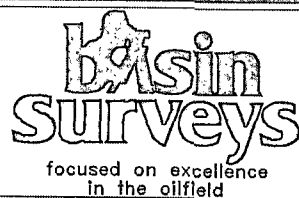
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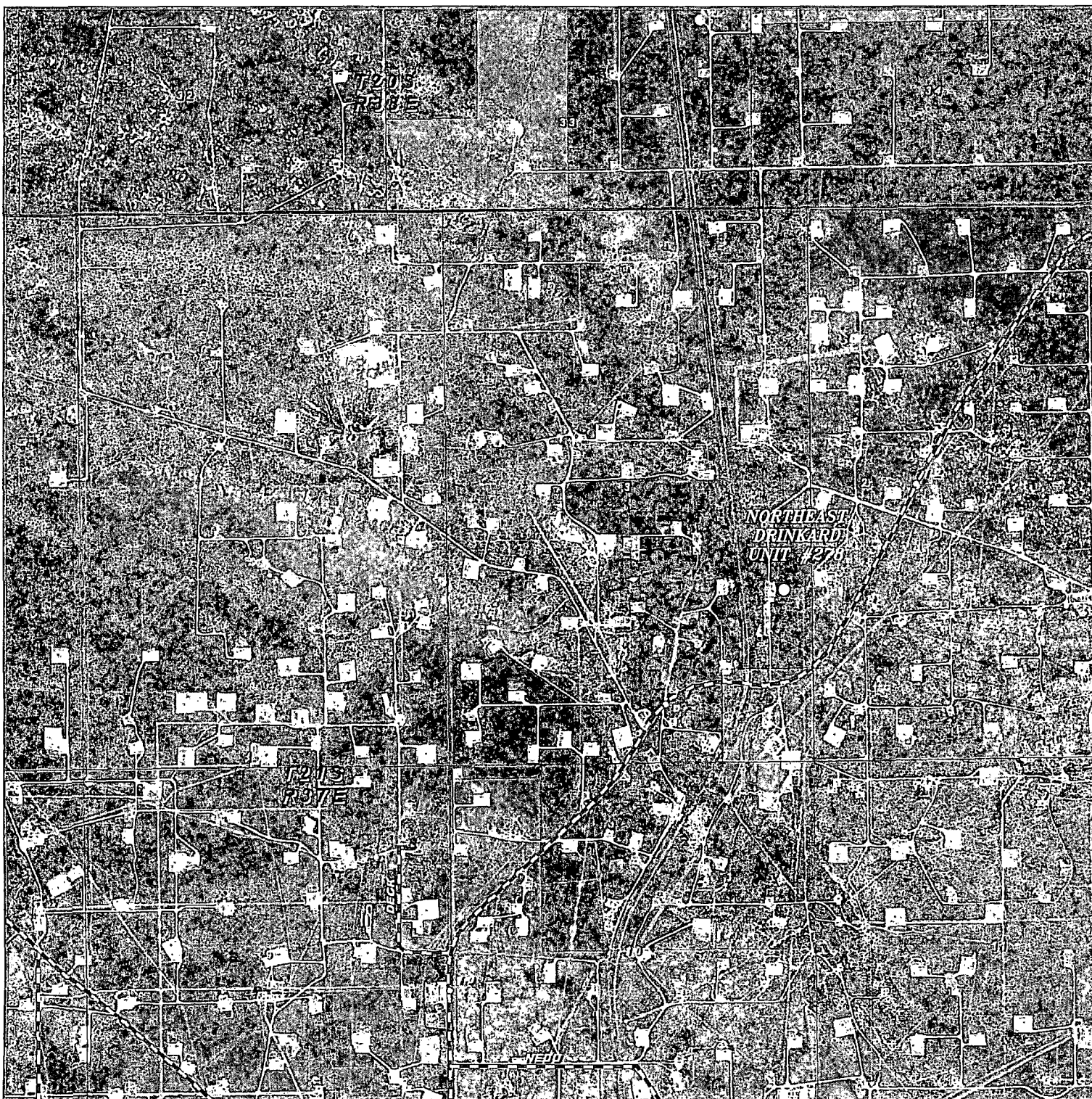
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Survey Date: 09-14-2012

Scale: 1" = 2 Miles

Date: 09-27-2012

**APACHE
CORPORATION**



NORTHEAST DRINKARD UNIT #278

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Located 2405' FSL and 390' FEL

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Section 3, Township 21 South, Range 37 East,
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Scale: 1" = 2000'

YELLOW TINT - USA LAND
BLUE TINT - STATE LAND
NATURAL COLOR - FEE LAND

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CORPORATION

APACHE CORPORATION

NORTHEAST DRINKARD UNIT #278

SHL: 2405' FSL & 390' FEL

BHL: 2600' FSL & 650' FEL

SEC: 3 T21S R37E - 1 MILE RADIUS

POSTED WELL DATA

Well Number

- WELL SYMBOLS**
- BTD LOCATION
 - Dry Hole
 - Gas Well
 - GRBG LOCATION
 - Injection Well
 - Location Only
 - Large Square
 - Oil Well
 - Service Well
 - Plugged and Abandoned
 - Active Producer
 - Temporarily Abandoned Oil Well
 - Plugged Injection
 - Active Injection

0 1,547
FEET

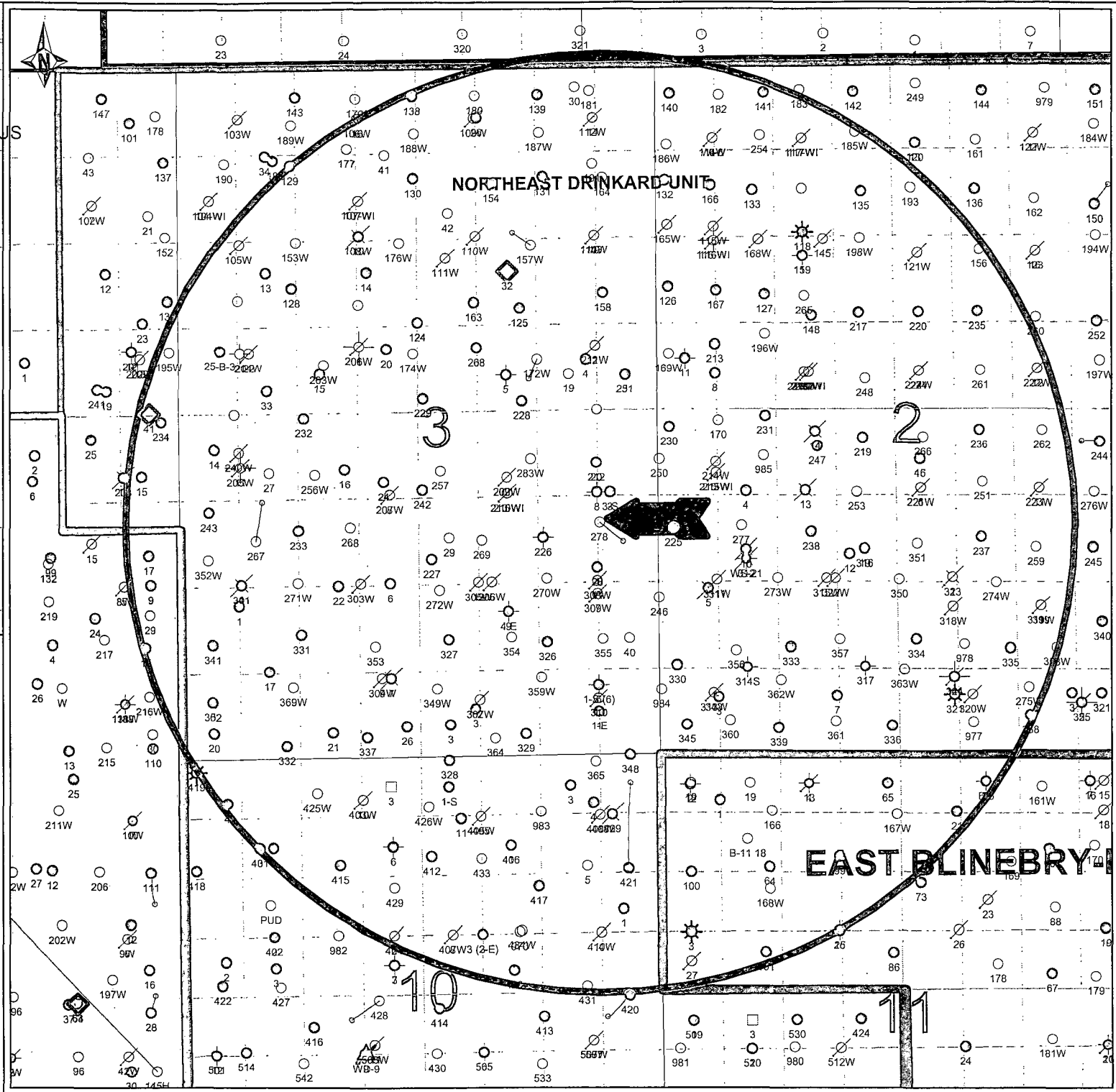
October 17, 2012

Exhibit #2

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**NORTHEAST DRINKARD UNIT #278
FLOW LINE, ACCESS ROAD PLAT
EXHIBIT #1**

