



Pan Head Fee #4H
COG-Devon Letter Agreement



April 25, 2013

RE: Letter Agreement, Lea County, NM T17S-R32E Section 14 Lands

COG Operating LLC S/2NW Section 14 T17S-R32E
Devon Energy Production Company, L.P. N/2NE Section 14 T-17S-R32E

Gentlemen:

This letter is to serve the purpose of a formal proposal of an acreage trade between COG Operating LLC ("COG") and Devon Energy Production Company, L.P. ("Devon") subject to the following terms:

- COG will trade its 43.1713 net leasehold acres in the S/2NW of Section 14, T17S-R32E Lea County, NM (the "S/2 NW/4 Lands") at its existing net revenue interest for 53.9641405% of Devon's leasehold interest (43.1713 net leasehold acres) in the N/2NE of Section 14, T17S-R32E, Lea County, NM (the "N/2 NE/4 Lands") with Devon reserving an overriding royalty interest equal to the positive difference between existing burdens and twenty-five percent (25%). The assignment of the N/2 NE/4 Lands from Devon to COG will be in the form of an 18-month term assignment without pugh language. Both COG and Devon shall assign their right, title, and interest as to all depths below 5,000' subsurface to the base of the Blinney Formation.
- Should Devon elect to participate in COG's initial well that is proposed for drilling within a spacing or proration unit or project area that encompasses the N/2 NE/4 Lands, Devon will enter into a mutually acceptable JOA with COG covering all of the N/2 NE/4 Lands and other lands within the applicable spacing and proration unit or project area, and will not oppose the drilling and development of those lands.
- Should Devon elect not to participate in the initial well that is proposed for drilling within a spacing or proration unit or project area that encompasses the N/2 NE/4 Lands, Devon agrees to grant COG an 18-month term assignment of its remaining interest in the spacing and proration unit or project area reserving an overriding royalty interest equal to the positive difference between existing burdens and twenty-five percent (25%). Devon will also have the option to participate or grant a term assignment on subsequent well proposals in the remaining undeveloped spacing or proration unit or project area that encompasses the N/2NE lands in the manner of the initial well assignment.
- COG will agree to drill two wells on the acreage subject to that certain term assignment dated October 6, 2008 by and between Marathon Oil Company and Hawkins Exploration, Inc., the second well, being in section 11. The timing of the wells will allow for a first spud date on or after April 1, 2014 for the acreage in the S/2 NW Lands.
- COG will agree to shorten its laterals in the Section 11 and the N/2 Section 14, T17S-R32E to include only Section 11 and the N/2 N/2 of Section 14 in its project areas. COG will also agree to dismiss its Application for Designation of a Non-Standard Oil Spacing

Corporate Address: One Concho Center 600 West Elgin Avenue | Midland, Texas 79701 | phone 432.683.7443 | fax 432.683.7441

NIMCCD CASE NO. 15030
July 25, 2013
Exhibit No. 3



Pan Head Fee #4H COG-Devon Letter Agreement



and Proration Unit and for Compulsory Pooling under Case No. 14975 scheduled to be heard on April 30, 2013.

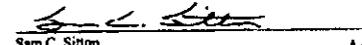
- Devon will agree to forego drilling its proposed wells (BAE 14 Fed Com 1H and BAE 14 Fed Com 2H) in the N/2 N/2 Section 14, T17S-R32E and will agree to dismiss its Applications for a Non-Standard Oil Spacing and Proration Unit and Compulsory Pooling under Case Nos. 14951 and 14952 covering the N/2 N/2 of Section 14, and will agree to dismiss COG from its Applications for a Non-Standard Oil Spacing and Proration Unit and Compulsory Pooling under Case Nos. 14953 and 14954 covering lands in the S/2 N/2 Section 14, T17S-R32E.
- COG and Devon will trade well information for the respective operated wells, being COG's Pan Head Fee #1H thru #11 and Devon's BAE FED COM #3H or #4H.

If the above correctly reflects your understanding of our agreement, then please so indicate by signing in the space below, returning one (1) executed copy of this letter to the attention of the undersigned.

COG OPERATING L.L.C.


David R. Evans
Land Lead- New Mexico Shelf

DEVON ENERGY PRODUCTION COMPANY, L.P.


Sam C. Sitton
Manager - Land



Pan Head Fee #4H Well Proposal (1-2)

Sent Certified Mail
Receipt #

April 3, 2013

Betty M. Dressen (aka Betty Kyte Dressen),
Trustee of the Betty M. Dressen Revocable Living Trust dated 10/17/1977
P.O. Box 817
Los Altos, California 94023-0817

Re: Well Proposal – Pan Head Fee #4H
T17S, R32E, Section 11 & 14
SHL: 330' FNL & 2310' FWL, or a legal location in Unit C
BHL: 990' FNL & 2310' FWL, or a legal location in Unit C
Lea County, New Mexico

Dear Betty M. Dressen:

COG Operating LLC (COG), as Operator, proposes to drill the Pan Head Fee #4H well as a horizontal well at the above-captioned location to a TVD of approximately 6,850' and a MD of 12,735' to test the Yeso Formation ("Operation"). The total cost of the Operation is estimated to be \$5,296,000 and a detailed description of the cost is set out in the enclosed Authority for Expenditure ("AFE"). COG anticipates that it will spud the well soon after an approved order is received from the NMOCD for the Pan Head Fee #4H non-standard spacing unit and force pooling request.

COG is proposing to drill this well under the terms of the modified 1982 AAPL form of Operating Agreement modified for horizontal development enclosed herein. A completed copy will be sent at a later date for proper execution. The Operating Agreement covers, T17S-R32E Section 11 E/2W/2 & Section 14 NENW, Lea County, NM. It has the following general provisions:

- 100/300 Non-consenting penalty
- \$8,000/\$800 Drilling and Producing rate
- COG named as Operator

If you do not wish to participate in the Operation and have an un-leased interest, COG would like to offer the following lease terms:

- 3 year primary term
- 20% royalty interest
- \$750 per net acre bonus consideration

The Lease offer is subject to the approval of COG's management and verification of title.

If we do not reach an agreement within 30 days of the date of this letter COG will apply to the New Mexico Oil Conservation Division for compulsory pooling of your interest into a spacing unit for the proposed well.

If you have any questions, please do not hesitate to contact the undersigned at 432-818-2230.

Respectfully,

Sean Johnson

Landman

Enclosure(s)
cp



Pan Head Fee #4H Well Proposal (2-2)

Sent Certified Mail
Receipt

April 3, 2013

Devon Energy Corporation
333 W. Sheridan
Oklahoma City, Oklahoma 73102-5010
Attn: Carl Allen

Re: Well Proposal – Pan Head Fee #4H
T17S, R32E, Section 11 & 14
SHL: 330' FNL & 2310' FWL, or a legal location in Unit C
BHL: 990' FNL & 2310' FWL, or a legal location in Unit C
Lea County, New Mexico

Dear Devon Energy Corporation,

COG Operating LLC (COG), as Operator, proposes to drill the Pan Head Fee #4H well as a horizontal well at the above-captioned location to a TVD of approximately 8,850' and a MD of 12,735' to test the Yeso Formation ("Operation"). The total cost of the Operation is estimated to be \$5,296,000 and a detailed description of the cost is set out in the enclosed Authority for Expenditure ("AFE"). COG anticipates that it will spud the well soon after an approved order is received from the NMOCD for the Pan Head Fee #4H non-standard spacing unit and force pooling request.

COG is proposing to drill this well under the terms of the modified 1982 AAPL form of Operating Agreement modified for horizontal development enclosed herein. A completed copy will be sent at a later date for proper execution. The Operating Agreement covers, T17S-R32E Section 11 E/2W/2 & Section 14 NENW, Lea County, NM. It has the following general provisions:

- 100/300 Non-consenting penalty
- \$6,000/\$600 Drilling and Producing rate
- COG named as Operator

If you do not wish to participate in the Operation, COG would like to acquire a Term Assignment of your leasehold for the following general terms:

- 3 year primary term
- Delivering a 80% NRI, proportionately reduced
- \$750 per net acre bonus consideration

The Term Assignment offer is subject to the approval of COG's management and verification of title.

If we do not reach an agreement within 30 days of the date of this letter COG will apply to the New Mexico Oil Conservation Division for compulsory pooling of your interest into a spacing unit for the proposed well.

If you have any questions, please do not hesitate to contact the undersigned at 432-818-2230.

Respectfully,

Sean Johnson

Landman

Enclosure(s)
cp



Pan Head Fee #4H AFE

COG OPERATING LLC AUTHORITY FOR EXPENDITURE DRILLING

WELL NAME: Pan Head Fee #4H PROSPECT NAME: NM Shelf 6001 - 200' TVD
 LFL: 330' FWL, 2310' FWL sec.11 (unit C) STATE & COUNTY: New Mexico, Eddy
 BHL: 900' FWL, 2310' FWL sec.14 (unit C) OBJECTIVE: 1.25 mile Vase Horizontal
 FORMATION: LWR Barabury DEPTH: 12,734'
 LEGAL: T.7S-R.02E sec.11 & 14 TVD: 6,850'

INTANGIBLE COSTS	BCE	ACE	TOTAL
13000000	13,000		13,000
200	22,000	0	22,000
203	18,000	0	18,000
204	3,000	0	3,000
208	80,000	79,000	159,000
209	5,000	2,000	7,000
207			0
208			0
209	394,000	47,000	441,000
210	210,000		210,000
211	84,000	12,000	96,000
212	85,000	100,000	185,000
213	50,000	8,000	58,000
214	83,000		83,000
215			0
218			0
217	34,000		34,000
218	20,000		20,000
219	0	111,000	111,000
220			0
221	3,000	30,000	33,000
222	1,000	12,000	13,000
223			0
224	12,000		12,000
225	25,000	11,000	36,000
226	7,000	2,000	9,000
227	43,000	36,000	79,000
228	1,000	12,000	13,000
229	20,000		20,000
230	25,000		25,000
231	1,000	12,000	13,000
232		1,750,000	1,750,000
233		30,000	30,000
234			0
235	40,000	1,750,000	1,790,000
236	75,000	50,000	125,000
237	87,000	50,000	137,000
238	6,000	3,500	9,500
239		40,000	40,000
240			0
241			0
242	183,000		183,000
243			0
244	183,000		183,000
245	183,000	282,500	465,500
TOTAL INTANGIBLES	1,868,000	2,178,500	4,046,500

TANGIBLE COSTS	BCE	ACE	TOTAL
401	20,000		20,000
402	83,000	0	83,000
403		342,000	342,000
404		35,000	35,000
405	5,000	57,000	62,000
406		30,000	30,000
407		20,000	20,000
408		20,000	20,000
409		21,000	21,000
410		11,000	11,000
411		20,000	20,000
412		20,000	20,000
413		2,500	2,500
414	800	80,000	80,800
415		5,000	5,000
416			0
417			0
418	800	800	1,600
419	4,000	11,000	15,000
420	108,000	643,000	751,000
TOTAL TANGIBLES	1,774,000	1,822,000	3,596,000

COG Operating LLC

By: Car Ben

Date Prepared: 9/13/2013

We approve _____ % Working Interest

COG Operating LLC

By: _____