Form 3160-3
(December 1990)

UNITED STATES
DEPARTMENT OF THE INTERIOR
BUREAU OF LAND MANAGEMENT

SUBMIT IN TRIPLICATE* (See other instructions on reverse)

Form approved.

N.M. Oil Cons. Division
811 S. 1st Street
Artesia, NM 88210-2834

APPLICATION FOR PERMIT TO DRILL OR REENTER

1a. TYPE OF WORK: DRILL ☒ DEEPEN ☐

b. TYPE OF WELL: OIL WELL ☐ GAS WELL ☒ Other ____ SINGLE ZONE ☐ MULTIPLE ZONE ☐

2. NAME OF OPERATOR
DEVON SFS OPERATING, INC. 20305

3. ADDRESS AND TELEPHONE NO.
20 N. BROADWAY, SUITE 1500, OKC, OK 73102 (405) 235-3611

4. LOCATION OF WELL (*Report location clearly and in accordance with any State requirements*)*
At surface **1980' FSL & 810' FWL, Lot 6**
At top proposed prod. zone (same)

5. LEASE DESIGNATION AND SERIAL NO.
NM-05709

6. IF INDIAN, ALLOTTEE OR TRIBE NAME
N/A

7. UNIT AGREEMENT NAME
26861

8. FARM OR LEASE NAME, WELL NO.
Hackberry 6 Federal Com #2

9. API WELL NO.
30-015- 31419

10. FIELD AND POOL, OR WILDCAT
Wildcat Hackberry Morrow North

11. SEC., T., R., M., OR BLOCK AND SURVEY OR AREA
Section 6-19S-31E

RECEIVED
OCD - ARTESIA

14. DISTANCE IN MILES AND DIRECTION FROM NEAREST TOWN OR POST OFFICE*	12. COUNTY OR PARISH	13. STATE
Approximately 42 miles West of Hobbs, New Mexico	Eddy County	NM

15. DISTANCE FROM PROPOSED LOCATION TO NEAREST PROPERTY OR LEASE LINE, FT. (Also to nearest drlg. unit line if any)	16. NO. OF ACRES IN LEASE	17. NO. OF ACRES ASSIGNED TO THIS WELL
810'	304.73	304.73
18. DISTANCE FROM PROPOSED LOCATION* TO NEAREST WELL, DRILLING, COMPLETED, OR APPLIED FOR, ON THIS LEASE, FT.	**19. PROPOSED DEPTH**	**20. ROTARY OR CABLE TOOLS***
	12,500'	Rotary

21. ELEVATIONS (Show whether DF, RT, GR, etc.)	22. APPROX. DATE WORK WILL START*
GL 3507'	November 15, 2000

CAPITAN CONTROLLED WATER BASIN

23. PROPOSED CASING AND CEMENTING PROGRAM

SIZE OF HOLE	GRADE, SIZE OF CASING	WEIGHT PER FOOT	SETTING DEPTH	QUANTITY OF CEMENT
17-1/2"	H-40 13-3/8"	48#	650'	approx. 571 sx (est TOC @ surface)
12-1/4"	J-55 8-5/8"	32#	3200'	approx. 1350 sx (est TOC @ surface)
7-7/8"	K-55 & N-80 5-1/2"	17#	12,500'	approx. 626 sx (est TOC @ 6000')

Devon SFS Operating, Inc. proposes to drill a Morrow well to TD 12,500'± for commercial quantities of gas. If the well is deemed noncommercial, the well bore will be plugged and abandoned per Federal regulations. Programs to adhere to onshore oil and gas regulations are outlined in the following exhibits and attachments.

APPROVAL SUBJECT TO
GENERAL REQUIREMENTS AND
SPECIAL STIPULATIONS

Drilling Program
Surface Use and Operating Plan
Exhibits #1 = Blowout Prevention Equipment
Exhibit #2 = Location and Elevation Plat
Exhibits #3 = Road Map and Topo Map
Exhibit #4 = Wells Within 1 Mile Radius
Exhibits #5 = Production Facilities Plat
Exhibit #6 = Rotary Rig Layout
Exhibit #7 = Casing Design
H_2S Operating Plan

The undersigned accepts all applicable terms, conditions, stipulations and restrictions concerning operations conducted on the leased land or: portions thereof, as described below
Lease #: NM-05709
Legal Description: Lots 3,4,5,6,7 and SE/4 NW/4, E/2 SW/4, Sec. 6-19S-31E
Effective 8/30/2000 Santa Fe-Snyder Corporation has undergone a name change to Devon SFS Operating, Inc. as evidenced by the attached certificates. Name change certificates will be forwarded in the near future. The current Santa Fe-Snyder blanket bond is Bond UTO855.

IN ABOVE SPACE DESCRIBE PROPOSED PROGRAM: If proposal is to deepen, give data on present productive zone and proposed new productive zone. If proposal is to drill or deepen directionally, give pertinent data on subsurface locations and measured and true vertical depths. Give blowout preventer program, if any.

24.

SIGNED Tonja Rutelonis TITLE Engineering Technician DATE 9/29/00

Tonja Rutelonis

*(This space for Federal or State office use)

PERMIT NO. _____ APPROVAL DATE _____

Application approval does not warrant or certify that the applicant holds legal or equitable title to those rights in the subject lease which would entitle the applicant to conduct operations thereon.

CONDITIONS OF APPROVAL, IF ANY:

APPROVED BY /S/LARRY D. BRAY TITLE Assistant Field Manager, Lands And Minerals DATE NOV 01 2000

See Instructions On Reverse Side

APPROVED FOR 1 YEAR

Title 18 U.S.C. Section 1001, makes it a crime for any person knowingly and willfully to make to any department or agency of the United States any false, fictitious or fraudulent statements or representations as to any matter within its jurisdiction

DRILLING PROGRAM

Attached to Form 3160-3
Devon SFS Operating, Inc.
HACKBERRY 6 FEDERAL COM #2
1980' FSL & 810' FWL, Lot 6, Section 6-19S-31E
Eddy County, New Mexico

1. Geologic Name of Surface Formation

   Permian

2. Estimated Tops of Important Geologic Markers

San Andres	3,952'
Delaware	4,306'
Bone Spring	6,306'
Bone Spring	7,732'
Wolfcamp	9,904'
Strawn	10,892'
Morrow	11,390'
Morrow Clastics	11,752'
TD	±12,500'

3. Estimated Depths of Anticipated Fresh Water, Oil or Gas

   The estimated depths at which water, oil and gas will be encountered are as follows.

   Water: Random fresh water from surface to approximately 300'

   Oil: Delaware

   Gas: Wolfcamp, Cisco-Canyon, Strawn, Atoka, Morrow

   No other formations are expected to yield oil, gas or fresh water in measurable volumes. The surface fresh water sands will be protected by setting 8 5/8" casing at 3,200' and circulating cement back to surface. The oil and gas intervals will be isolated by setting 5 1/2" casing at TD and bringing cement top to approximately 6,000'.

4. Casing Program

Hole Size	Interval	Casing OD	Weight, ppf	Grade	Type
17 1/2"	0–650'	13 3/8"	48#	H-40	ST&C
12 1/4"	0–3200'	8 5/8"	32#	J-55	LT&C
7 7/8"	0–12500'±	5 1/2"	17#	K-55 / N-80	LT&C

Cementing Program

13 3/8" Surface Casing:	Cement to surface -- with 321 sx Poz:Class C with 6% Bentonite, 2% $CaCl_2$, 1/4 lb/sx Cello Flake + 250 sx Class C with 2% $CaCl_2$, 1/4 lb/sx Cello Flake.
8 5/8" Intermediate Casing:	Cement to surface – with 1031 sx Poz:Class C with 6% Bentonite, 5% $NaCl_2$, 1/4 lb/sx Cello Flake + 319 sx Class C with 1% $CaCl_2$, 1/4 lb/sx Cello Flake.
5 1/2" Production Casing:	Cement to 6000' – with 426 sx Poz:Class C CSE with 2% KCl_2, 0.6% FL-25, 0.6% FL-52, 0.3% CD-32, 2 lbs/sx EC-1, 5 lbs/sx LCM-1, 1/4 lb/sx Cello Flake + 200 sx Class H with 3% KCl_2, 1% FL-25, 0.15% R-3.

The cement volumes for the 5 1/2" casing will be revised pending the caliper measurement from the open hole logs.

5. Minimum Specifications for Pressure Control

The blowout preventer equipment (BOP) shown in Exhibit #1 will consist of a (3M system) double ram type (3000 psi WP) preventer and a bag-type (Hydril) preventer (3000 psi WP). Both units will be hydraulically operated and the ram type preventer will be equipped with blind rams on top and 4 1/2" drill pipe rams on bottom. Both BOP's will be installed on the 8 5/8" surface casing and utilized continuously until total depth is reached. As per BLM Drilling Operations Order #2, prior to drilling out the 8 5/8" casing shoe, the BOP's and Hydril will be function tested.

Pipe rams will be operated and checked each 24 hour period and each time the drill pipe is out of the hole. These functional tests will be documented on the daily drillers log. A 2" kill line and 3" choke line will be incorporated in the drilling spool below the ram-type BOP. Other accessory BOP equipment will include a kelly cock, floor safety valve, choke lines and choke manifold having 3000 psi WP rating.

6. Types and Characteristics of the Proposed Mud System

The well will be drilled to total depth brine with starch mud systems. Depths of systems are as follows.

Depth	Type	Weight (ppg)	Viscosity (1/sec)	Water Loss (cc)
0' – 650'	Fresh Water	8.4	34 – 36	No control
650' – 3200'	Brine	9.8 - 10.2	28 – 30	No control
3200' – 11,100'	Cut Brine	8.8 – 9.2	30 – 32	No control
11,100' – TD	Starch / mud	9.2 – 9.8	32 – 36	8 - 12

The necessary mud products for weight addition and fluid loss control will be on location at all times.

7. Auxiliary Well Control and Monitoring Equipment

A. A kelly cock will be in the drill string at all times.

B. A full opening drill pipe stabbing valve having the appropriate connections will be on the rig floor at all times.

C. Hydrogen Sulfide detection equipment (Compliance Package) will be in operation from drilling out 13 3/8" casing shoe until TD.

8. Logging, Testing and Coring Program

A. Drill stem tests may be run on potential pay interval.

B. The open hole electrical logging program will be as follows.

1) DLL/MSFL/GR from total depth to base of intermediate casing.

2) CNL/LDT/GR from total depth to base of intermediate casing with CNL/GR to surface.

C. No coring program is planned.

D. Additional testing will be initiated subsequent to setting the 5 1/2" production casing. Specific intervals will be targeted based on log evaluation, geological sample shows and drill stem tests.

9. Abnormal Pressures, Temperatures and Potential Hazards

No abnormal pressures or temperatures are foreseen. The anticipated bottom hole temperature at total depth is 180 degrees and maximum bottom hole pressure is 5500 psig. Hydrogen sulfide gas is associated with the Delaware formation in this area. A hydrogen sulfide operations plan will be implemented prior to drilling out from under the intermediate casing string (see attached "Hydrogen Sulfide Operations Plan"). No major loss circulation intervals have been encountered in adjacent wells.

10. Anticipated Starting Date and Duration of Operations

Road and location preparation will not be undertaken until approval has been received from the BLM. If approved, this well will be drilled as part of a development project. The anticipated spud date for the project is in November, 2000. The drilling operation should require approximately 45 days. If the well is deemed productive, completion operations will require, at minimum, an additional 30 days of testing to ascertain whether permanent production facilities will be constructed.

SURFACE USE AND OPERATING PLAN

Attached to Form 3160-3
Devon SFS Operating, Inc.
HACKBERRY 6 FEDERAL COM #2
1980' FSL & 810' FWL, Lot 6, Section 6-19S-31E
Eddy County, New Mexico

1. Existing Roads

A. The well site and elevation plat for the proposed HACKBERRY 6 FEDERAL COM #2 are reflected on Exhibit #2. This well was staked by Basin Surveys in Hobbs, NM.

B. All roads into the location are depicted in Exhibit #3. New construction from the existing lease road will be used to access the location. New construction will conform to the specifications outlined in Item #2 below.

C. Directions to location: From Jct. Hwy 83 & Co. Road 222 (Shugart Road), go South on 222 8.5 miles to a lease road, right just before a cattleguard across 222, West & Southwest 2.4 miles to the proposed lease road ±500' Southeast of location flag.

2. Proposed Access Road

Exhibit #3 shows the existing lease road. Access to this location will require the construction of about 300' of proposed access road. All new construction will adhere to the following.

A. The maximum width of the road will be 15'. It will be crowned and made of 6" of rolled and compacted caliche. Water will be deflected, as necessary, to avoid accumulation and prevent surface erosion.

B. Surface material will be native caliche. This material will be obtained from a BLM approved pit nearest in proximity to the location. The average grade will be approximately 1%.

C. No cattle guards, grates or fence cuts will be required. No turnouts are planned.

3. Location of Existing Wells

Exhibit #4 shows all existing wells within a one-mile radius of the proposed HACKBERRY 6 FEDERAL COM #2.

4. Location of Existing and/or Proposed Facilities

A. In the event the well is found productive, a tank battery would be constructed at the well site.

1) Exhibit #5 shows the battery facility to be utilized by the HACKBERRY 6 FEDERAL COM #2.

2) The tank battery, all connections and all lines will adhere to API standards.

B. If the well is productive, rehabilitation plans are as follows.

1) The reserve pit will be back-filled after the contents of the pit are dry (within 120 days after completion, weather permitting).

2) Caliche from unused portions of the drilling pad will be removed. The original topsoil from the well site will be returned to the location. The drill site will then be contoured to the original natural state.

5. Location and Type of Water Supply

The HACKBERRY 6 FEDERAL COM #2 will be drilled using a combination of brine and fresh water mud systems (outlined in Drilling Program). The water will be obtained from commercial sources and will be transported over the existing and proposed roads. No water well will be drilled on the location.

6. Source of Construction Materials

All caliche utilized for the drilling pad and proposed access road will be obtained from an existing BLM approved pit. All roads will be constructed of 6" rolled and compacted caliche.

7. Methods of Handling Water Disposal

A. Drill cuttings will be disposed into the reserve pit.

B. Drilling fluids will be contained in steel mud tanks. The reserve pit will contain excess drilling fluid or fluid from the well during drilling, cementing and completion operations. The reserve pit will be an earthen pit roughly 125' x 125' x 6', or smaller, in size.

C. The reserve pit will be fenced on three sides throughout drilling operations and will be totally isolated upon removal of the rotary rig. The pit will be lined using a 5-7 mil plastic to minimize loss of drilling fluids and saturation of the ground with brine water used during drilling.

D. Water produced from the well during completion operations will be disposed into a steel tank or reserve pit, if volumes prove excessive. After placing the well on production through the production facilities, all water will be collected in tanks. Produced oil will be separated into steel stock tanks until sold.

E. A portable chemical toilet will be available on the location for human waste during the drilling operations.

F. Garbage, trash and waste paper produced during drilling operations will be collected in a contained trailer and disposed at an approved landfill. All waste material will be contained to prevent scattering by the wind. All water, fluids, salt or other chemicals will be disposed into the reserve pit. No toxic waste or hazardous chemicals will be generated by this operation.

G. All waste material will be removed within 30 days after the well is either completed or abandoned. The reserve pit will be completely fenced until it has dried. At the point the reserve pit is found sufficiently dry, it will be backfilled and reclaimed as per BLM specifications. Only the portion of the drilling pad used by the production equipment (pumping unit and tank battery) will remain in use. If the well is deemed non-commercial only a dry hole marker will remain.

8. Ancillary Facilities

No permanent campsite or other facilities will be constructed as a result of this well.

9. Well Site Layout

A. The drilling pad is shown on Exhibit #6. The pad, pits and general location of the rig equipment are displayed. Top soil will be stored adjacent to the pad until reclamation efforts are undertaken. Only modest cuts will be necessary to build the pad which will be covered with 6" of compacted caliche.

B. No permanent living facilities are planned, but temporary trailers for the tool pusher, drilling foreman and mud logger may be on location throughout drilling operations.

C. The reserve pit will be lined using plastic sheeting of 5-7 mil thickness.

10. Plans for Restoration of Surface

A. After concluding the drilling and/or completion operations, if the well is found non-commercial, the caliche will be removed from the pad and transported to the original caliche pit or used for other drilling locations. The road will be reclaimed as directed by the BLM. The reserve pit area will be broken out and leveled after drying to a condition where these efforts are feasible. The original top soil will be returned to the pad and contoured, as close as possible, to the original topography.

B. The pit lining will be buried or hauled away in order to return the location and road to their pristine nature. All pits will be filled and location leveled, weather permitting, within 120 days after abandonment.

C. The location and road will be rehabilitated as recommended by the BLM.

D. The reserve pit will be fenced on three sides throughout drilling operations. After the rotary rig is removed, the reserve pit will be fenced on the fourth side to preclude endangering wildlife. The fencing will be in place until the pit is reclaimed.

E. If the well is deemed commercially productive, the reserve pit will be restored as described in 10 (A) within 120 days subsequent to the completion date. Caliche from areas of the pad site not required for operations will be reclaimed. The original top soil will be returned to the area of the drilling pad not necessary to operate the well. These unused areas of the drilling pad will be contoured, as close as possible, to match the original topography.

11. Surface Ownership

The well site is owned by the Bureau of Land Management.

Road routes have been approved by the BLM.

The surface location will be restored as directed by the BLM.

12. Other Information

A. The project area is located on a dunal plain with loose tan sands with few exposures. The vegetation is shinoak, sandsage, mesquite, yucca, and various grasses. Wildlife consists of coyotes, rabbits, rodents, reptiles, quail, dove and occasional water fowl.

B. There is no permanent water in the immediate area.

C. Land use is for oil and gas production, grazing and hunting.

D. A Cultural Resources Examination will be completed by Southern New Mexico Archaeological Services, Inc. and forwarded to the BLM office in Carlsbad, New Mexico.

13. Lessee's and Operator's Representative

The Devon Energy Production Company, L.P. representatives responsible for ensuring compliance of the surface use plan are listed below.

E.L. Buttross, Jr.
Operations Engineering Advisor

Devon Energy Production Company, L.P.
20 North Broadway, Suite 1500
Oklahoma City, OK 73102-8260

(405) 552-4509 (office)
(405) 478-0754 (home)

Don Mayberry
Superintendent

Devon Energy Production Company, L.P.
Post Office Box 250
Artesia, NM 88211-0250

(505) 748-3371 (office)
(505) 746-4945 (home)

Certification

I hereby certify that I, or persons under my direct supervision, have inspected the proposed drill site and access road; that I am familiar with the conditions that presently exist; that the statements made in this plan are, to the best of my knowledge, true and correct; and that the work associated with the operations proposed herein will be performed by Devon Energy Production Company, L.P. and its contractors and subcontractors in conformity with this plan and the terms and conditions under which it is approved.

Signed: E. L. Buttross, Jr. Date: September 29, 2000
E.L. Buttross, Jr.
Operations Engineering Advisor

Attachment to Exhibit #1
NOTES REGARDING BLOWOUT PREVENTERS
Devon SFS Operating, Inc.
HACKBERRY 6 FEDERAL COM #2
1980' FSL & 810' FWL, Lot 6, Section 6-19S-31E
Eddy County, New Mexico

1. Drilling nipple will be constructed so it can be removed mechanically without the aid of a welder. The minimum internal diameter will equal BOP bore.

2. Wear ring will be properly installed in head.

3. Blowout preventer and all associated fittings will be in operable condition to withstand a minimum 3000 psi working pressure.

4. All fittings will be flanged.

5. A full bore safety valve tested to a minimum 3000 psi WP with proper thread connections will be available on the rotary rig floor at all times.

6. All choke lines will be anchored to prevent movement.

7. All BOP equipment will be equal to or larger in bore than the internal diameter of the last casing string.

8. Will maintain a kelly cock attached to the kelly.

9. Hand wheels and wrenches will be properly installed and tested for safe operation.

10. Hydraulic floor control for blowout preventer will be located as near in proximity to driller's controls as possible.

11. All BOP equipment will meet API standards and include a minimum 40 gallon accumulator having two independent means of power to initiate closing operation.

MINIMUM BLOWOUT PREVENTER REQUIREMENTS

3,000 psi Working Pressure

3 MWP

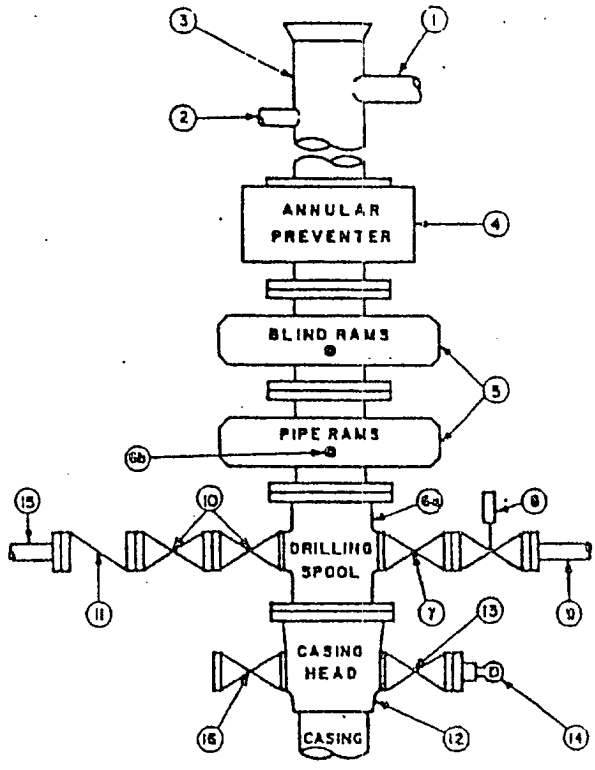
EXHIBIT # 1

STACK REQUIREMENTS

No.	Item	Min. I.D.	Min. Nominal
1	Flowline		
2	Fill up line		2"
3	Drilling nipple		
4	Annular preventer		
5	Two single or one dual hydraulically operated rams		
6a	Drilling spool with 2" min. kill line and 3" min choke line outlets		
	—— or ——		
6b	2" min. kill line and 3" min. choke line outlets in ram. (Alternate to 6a above.)		
7	Valve Gate ☐ Plug ☐	3-1/8"	
8	Gate valve—power operated	3-1/8"	
9	Line to choke manifold		3"
10	Valves Gate ☐ Plug ☐	2-1/16"	
11	Check valve	2-1/16"	
12	Casing head		
13	Valve Gate ☐ Plug ☐	1-13/16"	
14	Pressure gauge with needle valve		
15	Kill line to rig mud pump manifold		2"

OPTIONAL			
16	Flanged valve	1-13/16"	

CONFIGURATION A



CONTRACTOR'S OPTION TO FURNISH:

1. All equipment and connections above bradenhead or casinghead. Working pressure of preventers to be 3,000 psi, minimum.
2. Automatic accumulator (80 gallon, minimum) capable of closing BOP in 30 seconds or less and, holding them closed against full rated working pressure.
3. BOP controls, to be located near drillers position.
4. Kelly equipped with Kelly cock.
5. Inside blowout prevventer or its equivalent on derrick floor at all times with proper threads to fit pipe being used.
6. Kelly saver-sub equipped with rubber casing protector at all times.
7. Plug type blowout preventer tester.
8. Extra set pipe rams to fit drill pipe in use on location at all times.
9. Type RX ring gaskets in place of Type R.

MEC TO FURNISH:

1. Bradenhead or casinghead and side valves.
2. Wear bushing, if required.

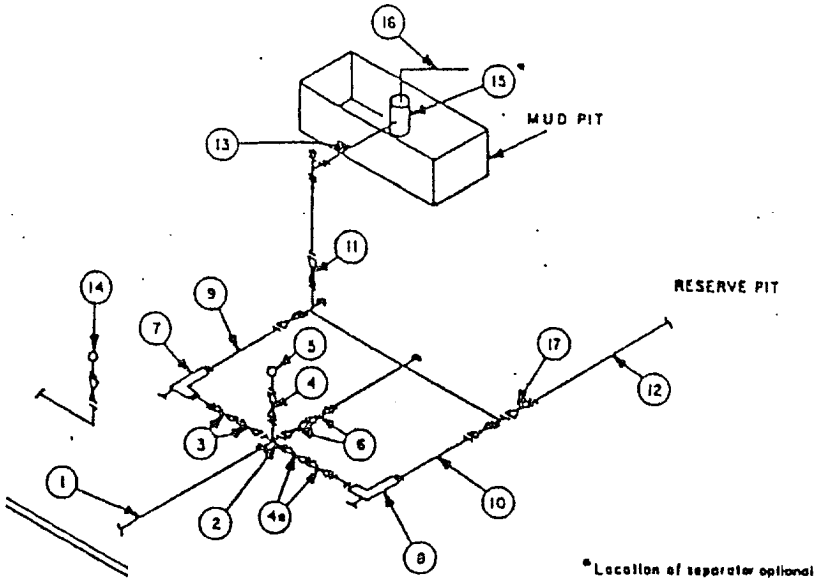
GENERAL NOTES:

1. Deviations from this drawing may be made only with the express permission of MEC's Drilling Manager.
2. All connections, valves, fittings, piping, etc., subject to well or pump pressure must be flanged (suitable clamp connections acceptable) and have minimum working pressure equal to rated working pressure of preventers up through choke. Valves must be full opening and suitable for high pressure mud service.
3. Controls to be of standard design and each marked, showing opening and closing position.
4. Chokes will be positioned so as not to hamper or delay changing of choke beans. Replaceable parts for adjustable choke, other bean sizes, retainers, and choke wrenches to be conveniently located for immediate use.
5. All valves to be equipped with handwheels or handles ready for immediate use.
6. Choke lines must be suitably anchored.
7. Handwheels and extensions to be connected and ready for use.
8. Valves adjacent to drilling spool to be kept open. Use outside valves except for emergency.
9. All seamless steel control piping (3000 psi working pressure) to have flexible joints to avoid stress. Hoses will be permitted.
10. Casinghead connections shall not be used except in case of emergency.
11. Do not use kill line for routine fill-up operations.

MINIMUM CHOKE MANIFOLD
3,000, 5,000 and 10,000 PSI Working Pre

3 MWP - 5 MWP - 10 MWP

EXHIBIT # 1



BEYOND SUBSTRUCTURE

MINIMUM REQUIREMENTS										
		3,000 MWP			5,000 MWP			10,000 MWP		
No.		I.D.	NOMINAL	RATING	I.D.	NOMINAL	RATING	I.D.	NOMINAL	RATING
1	Line from drilling spool		3"	3,000		3"	5,000		3"	10,000
2	Cross 3"x3"x3"x2"			3,000			5,000			
	Cross 3"x3"x3"x3"									10,000
3	Valves(1) Gate ☐ Plug ☐(2)	3-1/8"		3,000	3-1/8"		5,000	3-1/8"		10,000
4	Valve Gate ☐ Plug ☐(2)	1-13/16"		3,000	1-13/16"		5,000	1-13/16"		10,000
4a	Valves(1)	2-1/16"		3,000	2-1/16"		5,000	3-1/8"		10,000
5	Pressure Gauge			3,000			5,000			10,000
6	Valves Gate ☐ Plug ☐(2)	3-1/8"		3,000	3-1/8"		5,000	3-1/8"		10,000
7	Adjustable Choke(3)	2"		3,000	2"		5,000	2"		10,000
8	Adjustable Choke	1"		3,000	1"		5,000	2"		10,000
9	Line		3"	3,000		3"	5,000		3"	10,000
10	Line		2"	3,000		2"	5,000		3"	10,000
11	Valves Gate ☐ Plug ☐(2)	3-1/8"		3,000	3-1/8"		5,000	3-1/8"		10,000
12	Lines		3"	1,000		3"	1,000		3"	2,000
13	Lines		3"	1,000		3"	1,000		3"	2,000
14	Remote reading compound standpipe pressure gauge			3,000			5,000			10,000
15	Gas Separator		2'x5'			2'x5'			2'x5'	
16	Line		4"	1,000		4"	1,000		4"	2,000
17	Valves Gate ☐ Plug ☐(2)	3-1/8"		3,000	3-1/8"		5,000	3-1/8"		10,000

(1) Only one required in Class 3M.

(2) Gate valves only shall be used for Class 10M.

(3) Remote operated hydraulic choke required on 5,000 psi and 10,000 psi for drilling.

EQUIPMENT SPECIFICATIONS AND INSTALLATION INSTRUCTIONS

1. All connections in choke manifold shall be welded, studded, flanged or Cameron clamp of comparable rating.
2. All flanges shall be API 6B or 6BX and ring gaskets shall be API RX or BX. Use only BX for 10 MWP.
3. All lines shall be securely anchored.
4. Chokes shall be equipped with tungsten carbide seats and needles, and replacements shall be available.
5. Choke manifold pressure and standpipe pressure gauges shall be available at the choke manifold to assist in regulating chokes. As an alternate with automatic chokes, a choke manifold pressure gauge shall be located on the rig floor in conjunction with the standpipe pressure gauge.
6. Line from drilling spool to choke manifold should be as straight as possible. Lines downstream from chokes shall make turns by large bends or 90° bends using bull plugged tees.
7. Discharge lines from chokes, choke bypass and from top of gas separator should vent as far as practical from the well.

DISTRICT I
1625 N. French Dr., Hobbs, NM 88240

DISTRICT II
811 South First, Artesia, NM 88210

DISTRICT III
1000 Rio Brazos Rd., Aztec, NM 87410

DISTRICT IV
2040 South Pacheco, Santa Fe, NM 87505

State of New Mexico
Energy, Minerals and Natural Resources Dep t

OIL CONSERVATION DIVISION

2040 South Pacheco
Santa Fe, New Mexico 87504-2088

Form C-102
Revised March 17, 1999

Submit to Appropriate District Office
State Lease - 4 Copies
Fee Lease - 3 Copies

☐ AMENDED REPORT

WELL LOCATION AND ACREAGE DEDICATION PLAT

API Number	Pool Code	Pool Name
	96785	Wildcat Hackberry Morrow North

Property Code	Property Name	Well Number
	HACKBERRY "6" FEDERAL COM	2

OGRID No.	Operator Name	Elevation
20305	Devon SFS Operating, Inc.	3507'

Surface Location

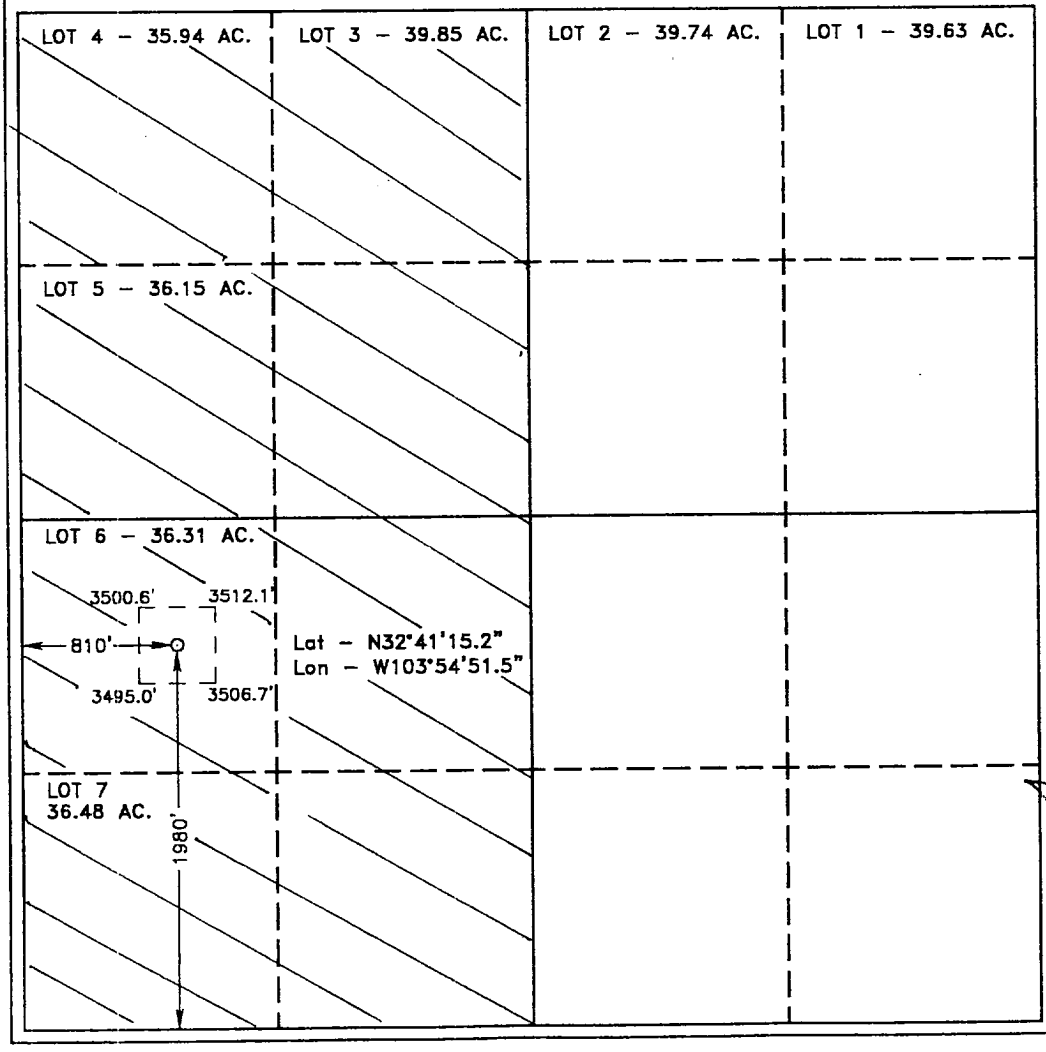
UL or lot No.	Section	Township	Range	Lot Idn	Feet from the	North/South line	Feet from the	East/West line	County
LOT 6	6	19 S	31 E		1980	SOUTH	810	WEST	EDDY

Bottom Hole Location If Different From Surface

UL or lot No.	Section	Township	Range	Lot Idn	Feet from the	North/South line	Feet from the	East/West line	County

Dedicated Acres	Joint or Infill	Consolidation Code	Order No.
304.73			

NO ALLOWABLE WILL BE ASSIGNED TO THIS COMPLETION UNTIL ALL INTERESTS HAVE BEEN CONSOLIDATED OR A NON-STANDARD UNIT HAS BEEN APPROVED BY THE DIVISION



OPERATOR CERTIFICATION

I hereby certify the the information contained herein is true and complete to the best of my knowledge and belief.

Signature

Tonja Rutelonis
Printed Name

Engineering Technician
Title

9/29/00
Date

SURVEYOR CERTIFICATION

I hereby certify that the well location shown on this plat was plotted from field notes of actual surveys made by me or under my supervison, and that the same is true and correct to the best of my belief.

September 27, 2000
Date Surveyed

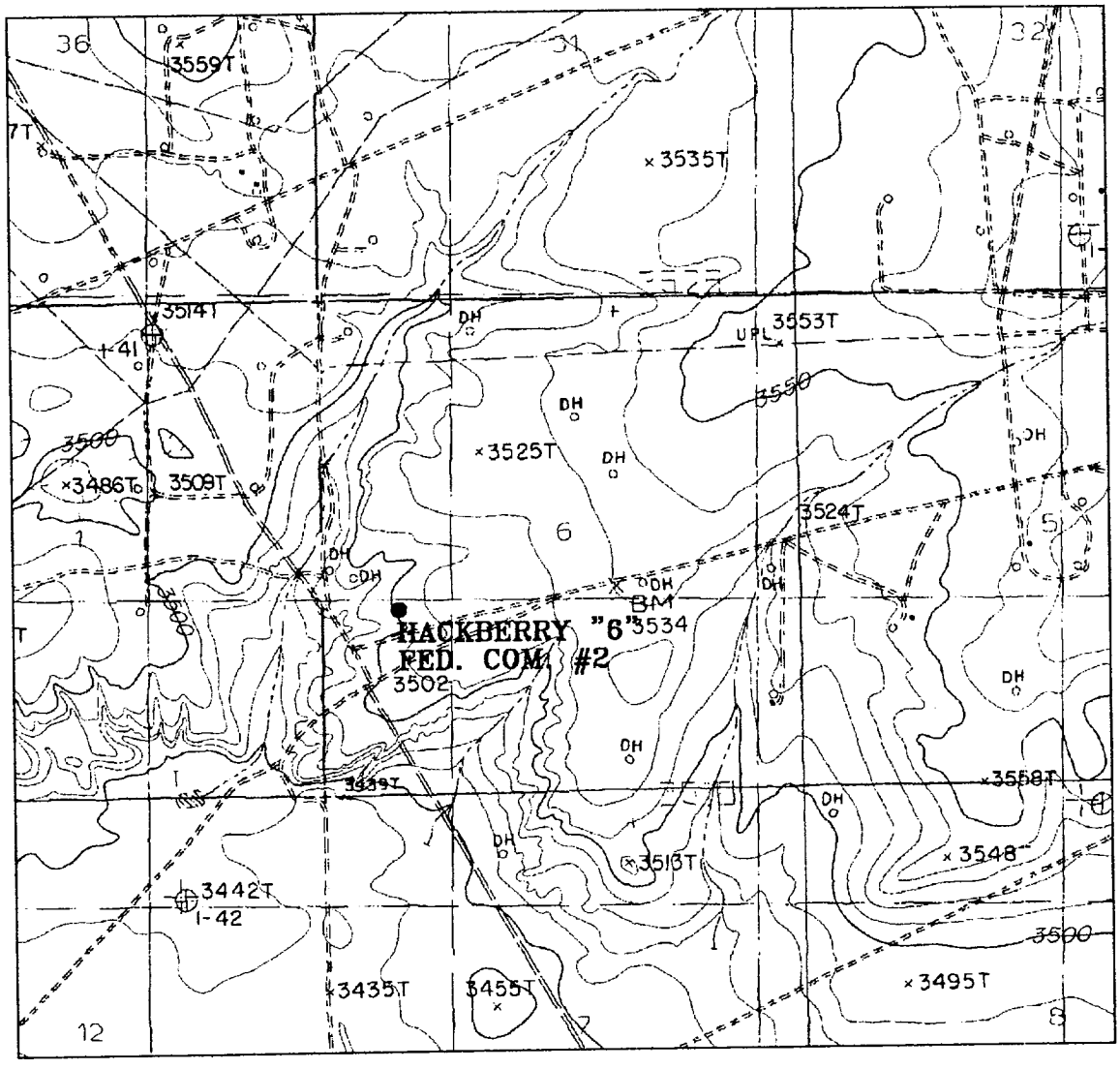
Signature & Seal of Professional Surveyor

GARY L. JONES
NEW MEXICO
7977
REGISTERED PROFESSIONAL LAND SURVEYOR

W.O. No. 05144A

Certificate No. Gary L. Jones 7977

BASIN SURVEYS



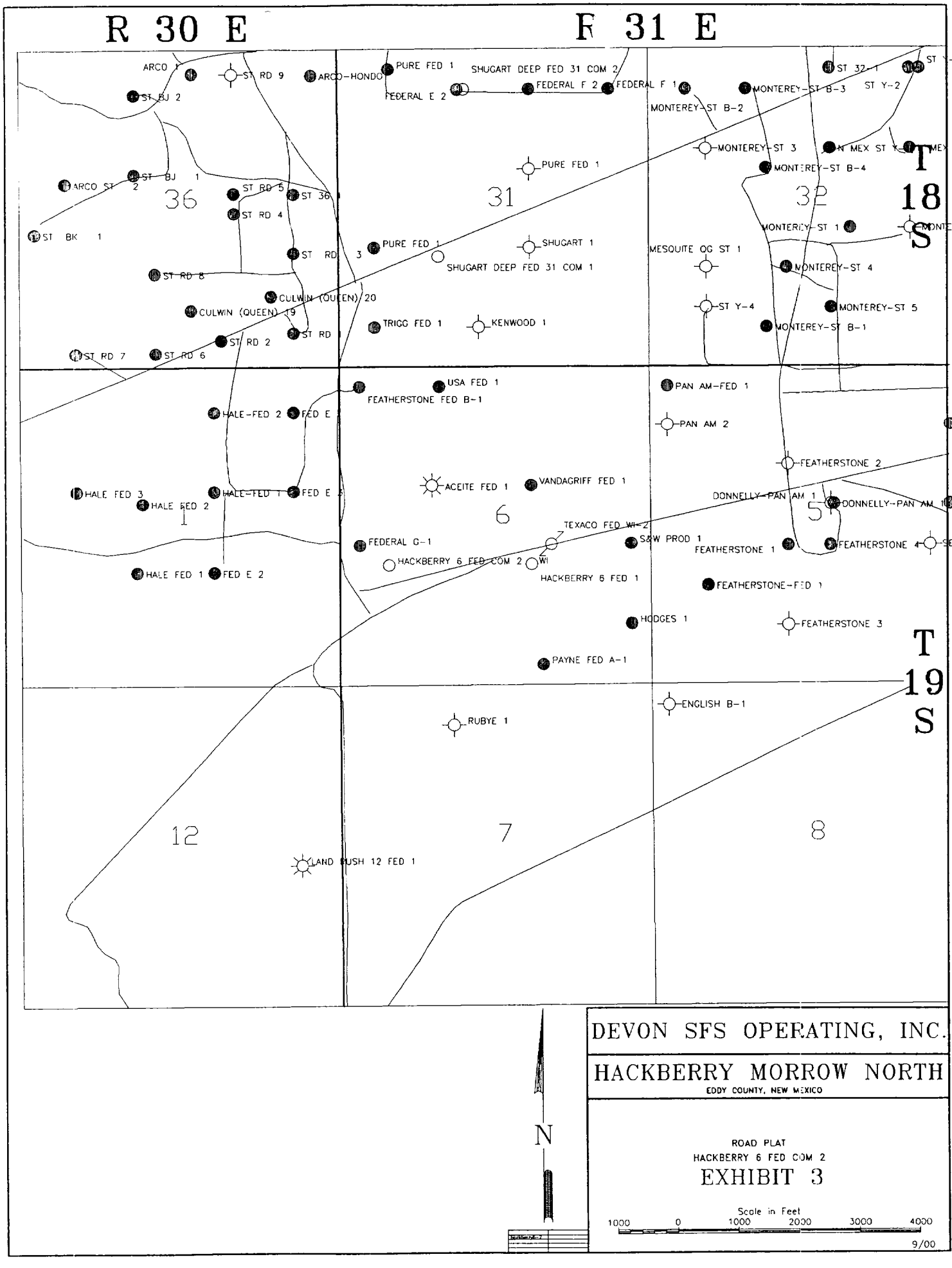
HACKBERRY "6" FED. COM. #2
Located at 1980' FSL and 810' FWL
Section 6, Township 19 South, Range 31 East,
N.M.P.M., Eddy County, New Mexico.

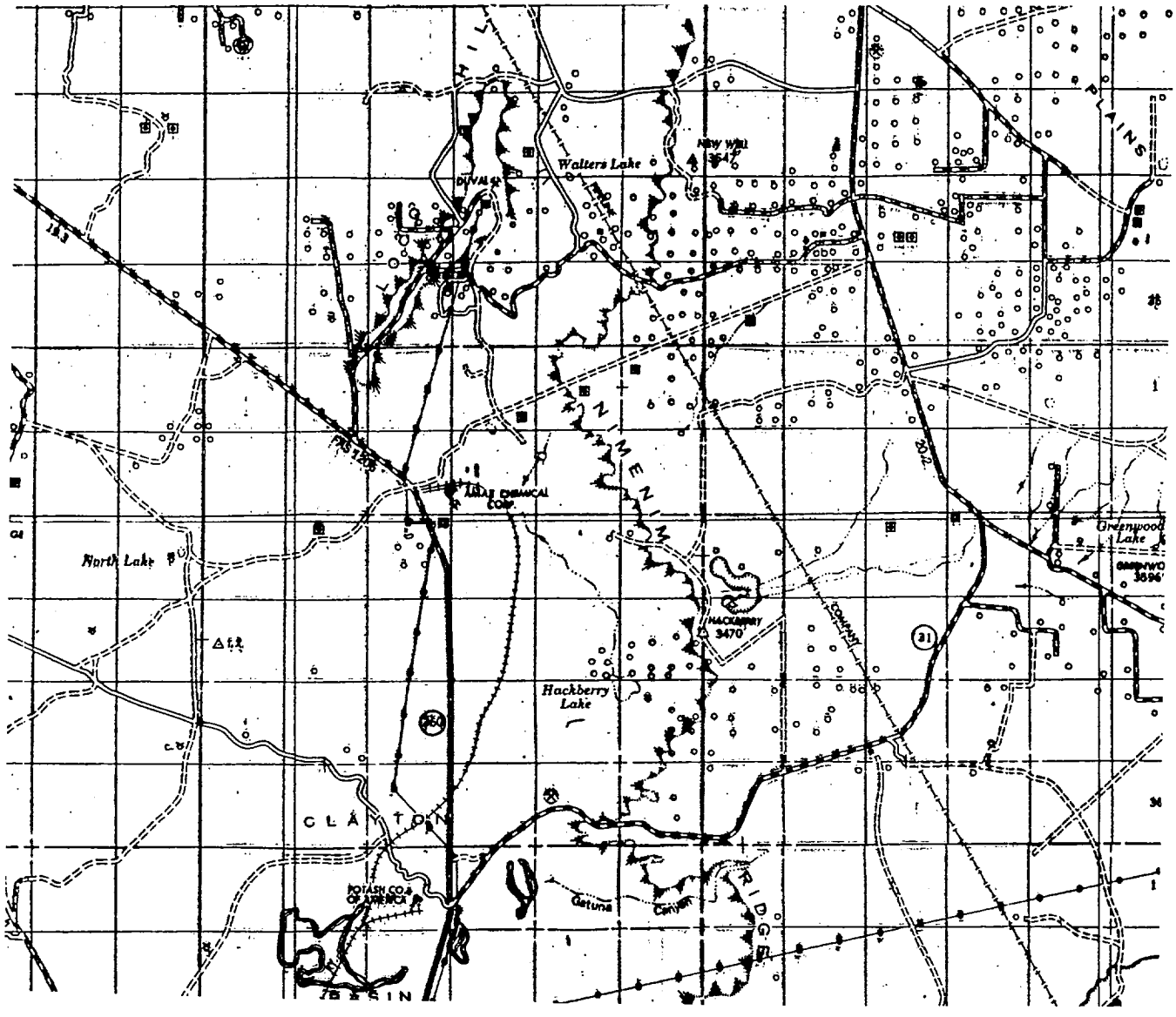
basin surveys
focused on excellence in the oilfield

P.O. Box 1786
1120 N. West County Rd.
Hobbs, New Mexico 88241
(505) 393-7316 – Office
(505) 392-3074 – Fax
basinsurveys.com

W.O. Number:	0544AA – KJG #122
Survey Date:	09-27-2000
Scale:	1" = 2000'
Date:	09-28-2000

Devon SFS Operating, Inc.


R 30 E
R 31 E
T 18 S
T 19 S
36
31
32
1
6
5
12
7
8
ARCO 1
ST RD 9
ARCO-HONDO
ST BJ 2
ARCO ST 2
ST BJ 1
ST RD 5
ST 36
ST RD 4
ST BK 1
ST RD 3
ST RD 8
CULWIN (QUEEN) 20
CULWIN (QUEEN) 19
ST RD 2
ST RD 7
ST RD 6
PURE FED 1
SHUGART DEEP FED 31 COM 2
FEDERAL E 2
FEDERAL F 2
FEDERAL F 1
PURE FED 1
PURE FED 1
SHUGART 1
SHUGART DEEP FED 31 COM 1
TRIGG FED 1
KENWOOD 1
ST 32-1
ST Y-5
MONTEREY-ST B-3
ST Y-2
MONTEREY-ST B-2
MONTEREY-ST 3
N MEX ST Y
MONTEREY-ST B-4
MONTEREY-ST 1
MESQUITE QG ST 1
MONTEREY-ST 4
ST Y-4
MONTEREY-ST 5
MONTEREY-ST B-1
USA FED 1
FEATHERSTONE FED B-1
HALE-FED 2
FED E
HALE FED 3
HALE FED 2
HALE-FED 1
FED E
HALE FED 1
FED E 2
ACEITE FED 1
VANDAGRIFF FED 1
FEDERAL G-1
TEXACO FED WI 2
HACKBERRY 6 FED COM 2
WI
HACKBERRY 6 FED 1
PAN AM-FED 1
PAN AM 2
FEATHERSTONE 2
DONNELLY-PAN AM 1
DONNELLY-PAN AM 1
S&W PROD 1
FEATHERSTONE 1
FEATHERSTONE 4
FEATHERSTONE-FED 1
HODGES 1
FEATHERSTONE 3
PAYNE FED A-1
ENGLISH B-1
RUBYE 1
LAND RUSH 12 FED 1
N
DEVON SFS OPERATING, INC.
HACKBERRY MORROW NORTH
EDDY COUNTY, NEW MEXICO
ROAD PLAT
HACKBERRY 6 FED COM 2
EXHIBIT 3
Scale in Feet
1000 0 1000 2000 3000 4000
9/00



HACKBERRY "6" FED. COM. #2
Located at 1980' FSL and 810' FWL
Section 6, Township 19 South, Range 31 East,
N.M.P.M., Eddy County, New Mexico.

basin surveys
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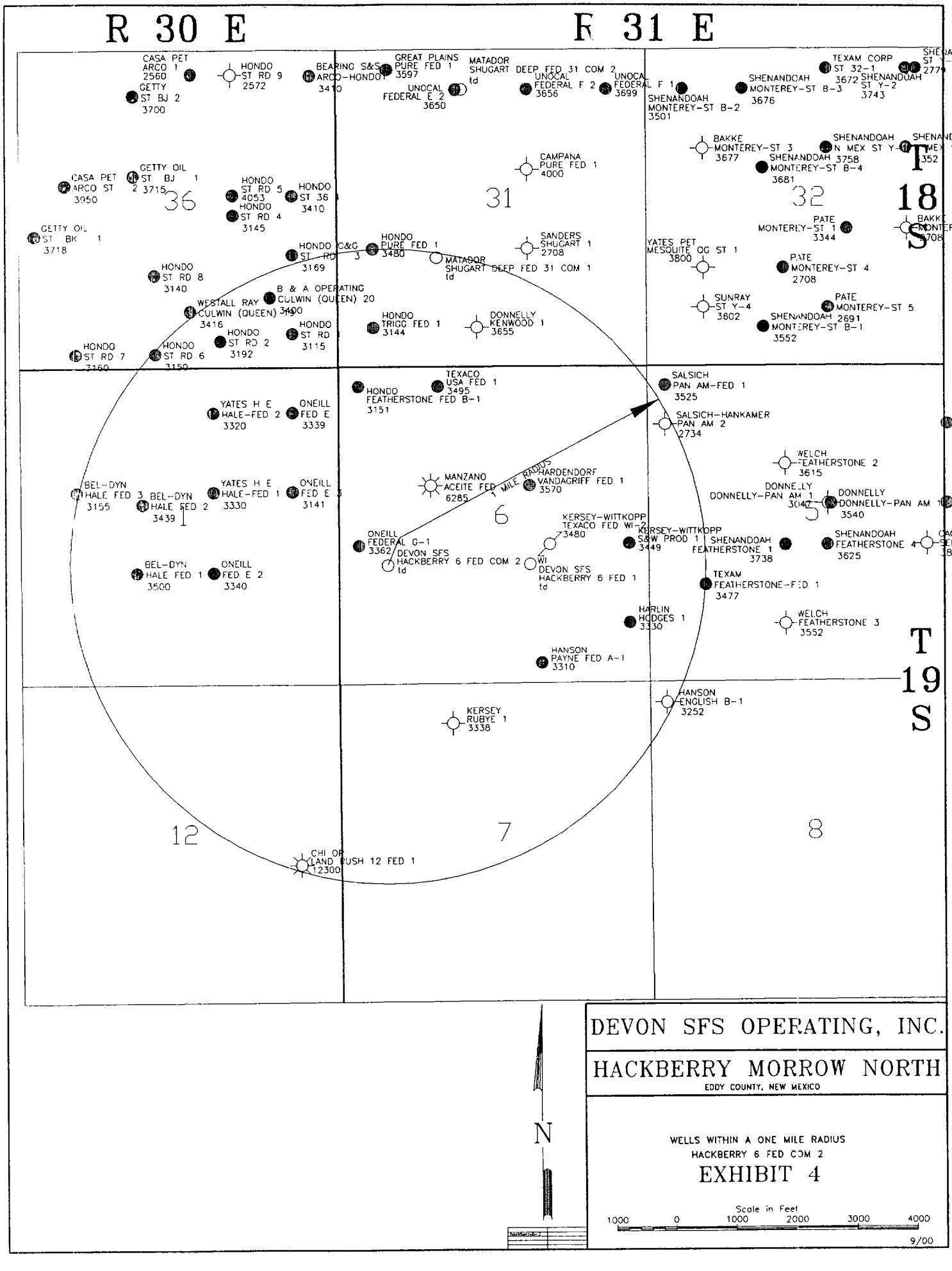
P.O. Box 1786
1120 N. West County Rd.
Hobbs, New Mexico 88241
(505) 393-7316 - Office
(505) 392-3074 - Fax
basinsurveys.com

W.O. Number:	0544AA - KJG #122
Survey Date:	09-27-2000
Scale:	1" = 2 MILES
Date:	09-28-2000

Devon SFS Operating, Inc.


R 30 E
R 31 E
T 18 S
T 19 S
CASA PET ARCO 1 2560
GETTY ST BJ 2 3700
HONDO ST RD 9 2572
BEARING S&S ARCO-HONDO 3410
GREAT PLAINS PURE FED 1 3597
UNOCAL FEDERAL E 2 3650
MATADOR SHUGART DEEP FED 31 COM 2 td
UNOCAL FEDERAL F 2 3656
UNOCAL FEDERAL F 1 3699
SHENANDOAH MONTEREY-ST B-2 3501
SHENANDOAH MONTEREY-ST B-3 3676
TEXAM CORP ST 32-1 3672
SHENANDOAH ST Y-2 3743
BAKKE MONTEREY-ST 3 3677
SHENANDOAH MONTEREY-ST B-4 3681
SHENANDOAH N MEX ST Y- 3352
CAMPANA PURE FED 1 4000
GETTY OIL ST BJ 1 2 3715
CASA PET ARCO ST 3950
HONDO ST RD 5 4053
HONDO ST RD 4 3145
HONDO ST 36 3410
36
31
32
PATE MONTEREY-ST 1 3344
GETTY OIL ST BK 1 3718
HONDO C&G ST RD 3 3169
HONDO PURE FED 1 3480
SANDERS SHUGART 1 2708
MATADOR SHUGART DEEP FED 31 COM 1 td
YATES PET MESQUITE OG ST 1 3800
PATE MONTEREY-ST 4 2708
HONDO ST RD 8 3140
B & A OPERATING CULWIN (QUEEN) 20
WESTALL RAY CULWIN (QUEEN) 3416
SUNRAY ST Y-4 3602
PATE MONTEREY-ST 5
SHENANDOAH MONTEREY-ST B-1 2691 3552
HONDO TRIGG FED 1 3144
DONNELLY KENWOOD 1 3655
HONDO ST RD 7 3160
HONDO ST RD 6 3150
HONDO ST RD 2 3192
HONDO ST RD 3115
TEXACO USA FED 1 3495
HONDO FEATHERSTONE FED B-1 3151
SALSICH PAN AM-FED 1 3525
YATES H E HALE-FED 2 3320
ONEILL FED E 3339
SALSICH-HANKAMER PAN AM 2 2734
WELCH FEATHERSTONE 2 3615
MANZANO ACEITE FED 6285
1 MILE RADIUS
HARDENDORF VANDAGRIFF FED 1 3570
BEL-DYN HALE FED 3 3155
BEL-DYN HALE FED 2 3439
YATES H E HALE-FED 1 3330
ONEILL FED E 3141
DONNELLY DONNELLY-PAN AM 1 3042
DONNELLY DONNELLY-PAN AM 3540
6
5
KERSEY-WITTKOPP TEXACO FED WI-2 3480
KERSEY-WITTKOPP S&W PROD 1 3449
SHENANDOAH FEATHERSTONE 1 3738
SHENANDOAH FEATHERSTONE 4 3625
ONEILL FEDERAL G-1 3362
DEVON SFS HACKBERRY 6 FED COM 2 td
WI DEVON SFS HACKBERRY 6 FED 1 td
BEL-DYN HALE FED 1 3500
ONEILL FED E 2 3340
TEXAM FEATHERSTONE-FED 1 3477
HARLIN HODGES 1 3330
WELCH FEATHERSTONE 3 3552
HANSON PAYNE FED A-1 3310
HANSON ENGLISH B-1 3252
KERSEY RUBYE 1 3338
12
7
8
CHI OP LAND RUSH 12 FED 1 12300
N
DEVON SFS OPERATING, INC.
HACKBERRY MORROW NORTH
EDDY COUNTY, NEW MEXICO
WELLS WITHIN A ONE MILE RADIUS
HACKBERRY 6 FED COM 2
EXHIBIT 4
Scale in Feet
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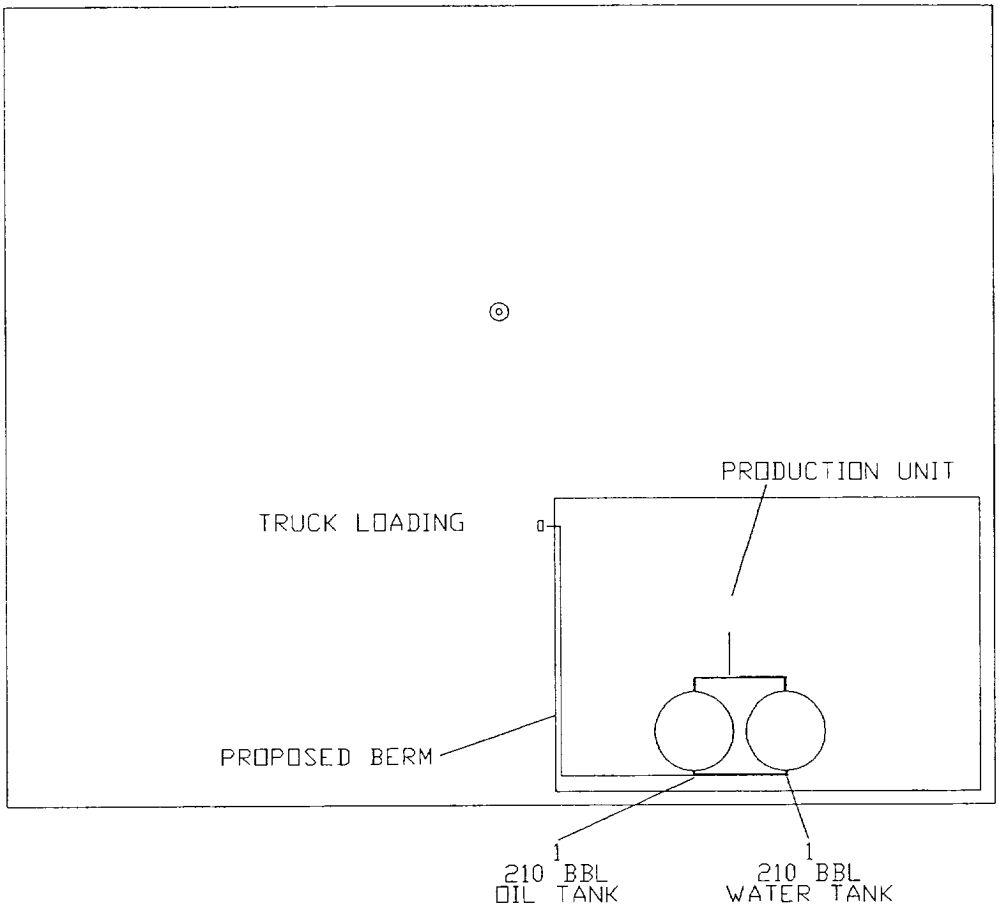
9/00



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DEVON SFS OPERATING, INC.

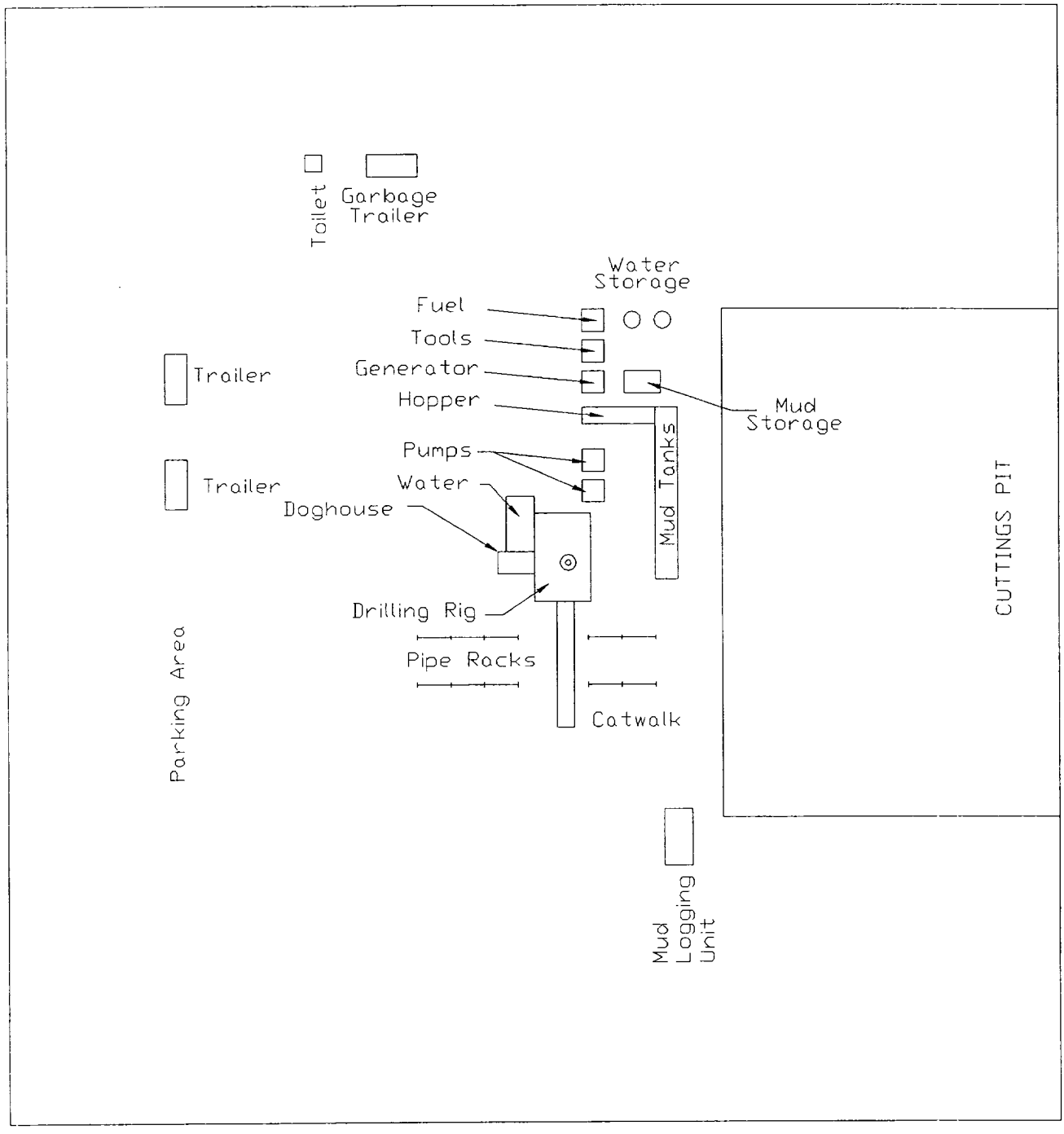
HACKBERRY MORROW NORTH

EDDY COUNTY, NEW MEXICO

EXHIBIT #5
TANK BATTERY
Sec 6 - T19S -- R31E

FILE: hackberry6-2

9/00



N

FILE: hackberry6-2

DEVON SFS OPERATING, INC.

HACKBERRY MORROW NORTH

EDDY COUNTY, NEW MEXICO

DRILLING PAD FOR

HACKBERRY 6 FED COM 2

EXHIBIT 6

EB

9/00

Well name: **Hackberry 6 Federal Com #2**
Operator: **Devon SFS Operating, Inc.**
String type: Surface
Location: Eddy County, NM

Design parameters:

Collapse
Mud weight: 8.400 ppg
Design is based on evacuated pipe.

Burst
Max anticipated surface pressure: 371 psi
Internal gradient: 0.000 psi/ft
Calculated BHP 371 psi
Annular backup: 8.40 ppg

Minimum design factors:

Collapse:
Design factor 1.125

Burst:
Design factor 1.00

Tension:
8 Round STC: 1.80 (J)
8 Round LTC: 1.80 (J)
Buttress: 1.60 (J)
Premium: 1.50 (J)
Body yield: 1.60 (B)

Tension is based on air weight.
Neutral point: 570 ft

Environment:
H2S considered? No
Surface temperature: 75 °F
Bottom hole temperature: 80 °F
Temperature gradient: 0.80 °F/100ft
Minimum section length: 650 ft

Non-directional string.

Re subsequent strings:
Next setting depth: 3,200 ft
Next mud weight: 9.800 ppg
Next setting BHP: 1,629 psi
Fracture mud wt: 11.000 ppg
Fracture depth: 650 ft
Injection pressure 371 psi

Run Seq	Segment Length (ft)	Size (in)	Nominal Weight (lbs/ft)	Grade	End Finish	True Vert Depth (ft)	Measured Depth (ft)	Drift Diameter (in)	Est. Cost ($)
1	650	13.375	48.00	H-40	ST&C	650	650	12.59	8061

Run Seq	Collapse Load (psi)	Collapse Strength (psi)	Collapse Design Factor	Burst Load (psi)	Burst Strength (psi)	Burst Design Factor	Tension Load (kips)	Tension Strength (kips)	Tension Design Factor
1	284	740	2.61	371	1730	4.66	31.2	322	10.32 J

Prepared by: TRR
Devon Energy

Date: September 29,2000
Oklahoma City, Oklahoma

Remarks:
Collapse is based on a vertical depth of 650 ft, a mud weight of 8.4 ppg The casing is considered to be evacuated for collapse purposes. Collapse strength is based on the Westcott, Dunlop & Kemler method of biaxial correction for tension.

Burst strength is not adjusted for tension.

Engineering responsibility for use of this design will be that of the purchaser.

Well name: **Hackberry 6 Federal Com #2**
Operator: **Devon SFS Operating, Inc.**
String type: Intermediate
Location: Eddy County, NM

Design parameters:

Collapse
Mud weight: 9.000 ppg
Design is based on evacuated pipe.

Burst
Max anticipated surface pressure: 1,496 psi
Internal gradient: 0.000 psi/ft
Calculated BHP 1,496 psi
Annular backup: 10.20 ppg

Minimum design factors:

Collapse:
Design factor 1.125

Burst:
Design factor 1.00

Tension:
8 Round STC: 1.80 (J)
8 Round LTC: 1.80 (J)
Buttress: 1.60 (J)
Premium: 1.50 (J)
Body yield: 1.60 (B)

Tension is based on air weight.
Neutral point: 2,772 ft

Environment:
H2S considered? No
Surface temperature: 75 °F
Bottom hole temperature: 101 °F
Temperature gradient: 0.80 °F/100ft
Minimum section length: 650 ft

Non-directional string.

Re subsequent strings:
Next setting depth: 12,500 ft
Next mud weight: 8.000 ppg
Next setting BHP: 5,195 psi
Fracture mud wt: 9.000 ppg
Fracture depth: 3,200 ft
Injection pressure 1,496 psi

Run Seq	Segment Length (ft)	Size (in)	Nominal Weight (lbs/ft)	Grade	End Finish	True Vert Depth (ft)	Measured Depth (ft)	Drift Diameter (in)	Est. Cost ($)
1	3200	8.625	32.00	J-55	ST&C	3200	3200	7.875	25533

Run Seq	Collapse Load (psi)	Collapse Strength (psi)	Collapse Design Factor	Burst Load (psi)	Burst Strength (psi)	Burst Design Factor	Tension Load (kips)	Tension Strength (kips)	Tension Design Factor
1	1496	2530	1.69	1496	3930	2.63	102.4	372	3.63 J

Prepared by: TRR
Devon Energy

Date: September 29,2000
Oklahoma City, Oklahoma

Remarks:
Collapse is based on a vertical depth of 3200 ft, a mud weight of 9 ppg The casing is considered to be evacuated for collapse purposes.
Collapse strength is based on the Westcott, Dunlop & Kemler method of biaxial correction for tension.

Burst strength is not adjusted for tension.

Engineering responsibility for use of this design will be that of the purchaser.

EXHIBIT 7

Well name:	Hackberry 6 Federal Com #2
Operator:	**Devon SFS Operating, Inc.**
String type:	Production
Location:	Eddy County, NM

Design parameters:

Collapse
- Mud weight: 7.400 ppg
- Design is based on evacuated pipe.

Burst
- Max anticipated surface pressure: 4,805 psi
- Internal gradient: 0.000 psi/ft
- Calculated BHP 4,805 psi
- Annular backup: 9.80 ppg

Minimum design factors:

Collapse:
- Design factor 1.125

Burst:
- Design factor 1.00

Tension:
- 8 Round STC: 1.80 (J)
- 8 Round LTC: 1.80 (J)
- Buttress: 1.60 (J)
- Premium: 1.50 (J)
- Body yield: 1.60 (B)

Tension is based on air weight.
- Neutral point: 11,133 ft

Estimated cost: 66,454 ($)

Environment:
- H2S considered? No
- Surface temperature: 75 °F
- Bottom hole temperature: 175 °F
- Temperature gradient: 0.80 °F/100ft
- Minimum section length: 650 ft

Non-directional string.

Run Seq	Segment Length (ft)	Size (in)	Nominal Weight (lbs/ft)	Grade	End Finish	True Vert Depth (ft)	Measured Depth (ft)	Drift Diameter (in)	Est. Cost ($)
4	1000	5.5	17.00	N-80	Buttress	1000	1000	4.767	6026
3	3500	5.5	17.00	N-80	LT&C	4500	4500	4.767	19727
2	3500	5.5	15.50	K-55	LT&C	8000	8000	4.825	15338
1	4500	5.5	17.00	N-80	LT&C	12500	12500	4.767	25363

Run Seq	Collapse Load (psi)	Collapse Strength (psi)	Collapse Design Factor	Burst Load (psi)	Burst Strength (psi)	Burst Design Factor	Tension Load (kips)	Tension Strength (kips)	Tension Design Factor
4	384	4792	12.47	4805	7740	1.61	207.2	397	1.92 B
3	1730	5425	3.14	4296	7740	1.80	190.2	348	1.83 J
2	3075	3535	1.15	2514	4810	1.91	130.7	239	1.83 J
1	4805	6290	1.31	732	7740	10.57	76.5	348	4.55 J

Prepared by: TRR
Devon Energy

Date: September 21,2000
Oklahoma City, Oklahoma

Remarks:
Collapse is based on a vertical depth of 12500 ft, a mud weight of 7.4 ppg The casing is considered to be evacuated for collapse purposes. Collapse strength is based on the Westcott, Dunlop & Kemler method of biaxial correction for tension.

Burst strength is not adjusted for tension.

Engineering responsibility for use of this design will be that of the purchaser.

DEVON ENERGY CORPORATION

HYDROGEN SULFIDE DRILLING OPERATIONS PLAN

A. Hydrogen Sulfide Training

All rig crews and company personnel will receive training from a qualified instructor in the following areas prior to penetrating any hydrogen sulfide bearing formations during drilling operations:

1. The hazards and characteristics of hydrogen sulfide (H2S).

2. The proper use and maintenance of the H2S safety equipment and of personal protective equipment to be utilized at the location such as H2S detection monitors, alarms and warning systems, and breathing equipment. Briefing areas and evacuation procedures will also be discussed and established.

3. Proper rescue techniques and procedures will be discussed and established.

In addition to the above, supervisory personnel will be trained in the prevention of oil and gas well blowouts in accordance with Minerals Management Service Standards Subpart - 0 - 250 - 212.

Prior to penetrating any known H2S bearing formation, H2S training will be required at the rig sight for all rig crews and company personnel that have not previously received such training. This instruction will be provided by a qualified instructor with each individual being required to pass a 20 question test regarding H2S safety procedures. All contract personnel employed on an unscheduled basis will be required to have received appropriate H2S training.

This Hydrogen Sulfide Drilling And Operations Plan shall be available at the wellsite during drilling operations.

B. H2S Safety Equipment And Systems

All H2S safety equipment and systems will be installed, tested, and operational when drilling operations reach a depth approximately 500' above any known or probable H2S bearing formation. The safety systems to be utilized during drilling operations are as follows:

1. Well Control Equipment

(a) Double ram BOP with a properly sized closing unit and pipe rams to accommodate all pipe sizes in use.

(b) A choke manifold with a minimum of one remote choke.

2. H2S Detection And Monitoring Equipment

(a) Three (3) H2S detection monitors will be placed in service at the location. One monitor will be placed near the bell nipple on the rig floor; one will be placed at the rig substructure; and, one will be at the working mud pits or shale shaker. This monitoring system will have warning lights and audible alarms that will alert personnel when H2S levels reach 10 ppm.

(b) One (1) Sensidyne Pump with the appropriate detection tubes will also be available to perform spot checks for H2S concentrations in any remote or isolated areas.

3. Protective Equipment For Essential Personnel

Protective equipment will consist of the following:

(a) Four (4) - five minute escape packs located at strategic points around the rig.

(b) Two (2) - thirty minute rescue packs to be located at the designated briefing areas.

4. Visual Warning System

Visual warning system will consist of the following:

(a) Two wind direction indicators.

(b) One condition / warning sign which will be posted on the road providing direct access to the location. The sign will contain lettering of sufficient size to be readable at a reasonable distance from the immediate location. The sign will inform the public that a hydrogen sulfide gas environment could be encountered at the location.

5. Mud Program

   The mud program has been designed to minimize the volume of H2S circulated to surface. Proper mud weight and safe drilling practices (for example, keeping the hole filled during trips) will minimize hazards when drilling in H2S bearing formations.

6. Metallurgy

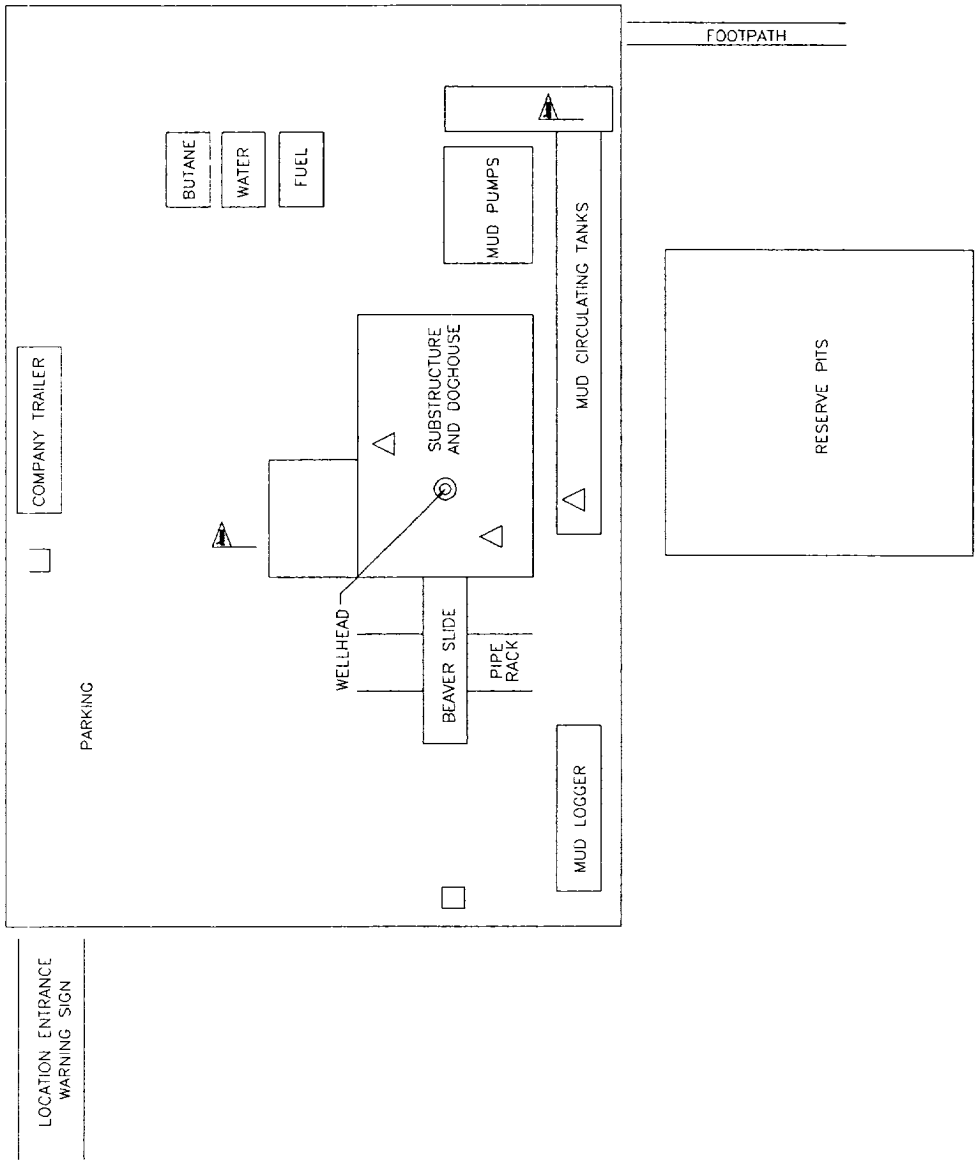
   All drill strings, casings, tubing, wellhead, blowout preventers, drilling spools, kill lines, choke manifold and lines and valves shall be suitable for H2S service.

7. Communication

   Cellular telephone communication will be available in company vehicles.

C. Diagram of Drilling Location

Attached is a diagram representing a typical location layout as well as the location of H2S monitors, briefing areas and wind direction indicators.



△ H2S MONITORS WITH ALARMS AT THE BELL NIPPLE, SUBSTRUCTURE, AND SHALE SHAKER

WIND DIRECTION INDICATORS

□ SAFE BRIEFING AREAS WITH CAUTION SIGNS AND PROTECTIVE BREATHING EQUIPMENT

N

FILE: hackberry8-2

DEVON SFS OPERATING, INC.

HACKBERRY MORROW NORTH

EDDY COUNTY, NEW MEXICO

HACKBERRY 6 FED COM 2

H2S PLAN

EB

9/00

State of Delaware
Office of the Secretary of State

I, EDWARD J. FREEL, SECRETARY OF STATE OF THE STATE OF DELAWARE, DO HEREBY CERTIFY THE ATTACHED IS A TRUE AND CORRECT COPY OF THE CERTIFICATE OF MERGER, WHICH MERGES:

"DEVON MERGER CO.", A DELAWARE CORPORATION,

WITH AND INTO "SANTA FE SNYDER CORPORATION" UNDER THE NAME OF "DEVON SFS OPERATING, INC.", A CORPORATION ORGANIZED AND EXISTING UNDER THE LAWS OF THE STATE OF DELAWARE, AS RECEIVED AND FILED IN THIS OFFICE THE TWENTY-NINTH DAY OF AUGUST, A.D. 2000, AT 1:30 O'CLOCK P.M.

AND I DO HEREBY FURTHER CERTIFY THAT THE EFFECTIVE DATE OF THE AFORESAID CERTIFICATE OF MERGER IS THE TWENTY-NINTH DAY OF AUGUST, A.D. 2000, AT 11:59 O'CLOCK P.M.

A FILED COPY OF THIS CERTIFICATE HAS BEEN FORWARDED TO THE NEW CASTLE COUNTY RECORDER OF DEEDS.

Edward J. Freel, Secretary of State

0774411 8100M

AUTHENTICATION: 0646045

001437100

DATE: 08-29-00

CERTIFICATE OF MERGER

MERGING

DEVON MERGER CO.

INTO

SANTA FE SNYDER CORPORATION

Pursuant to Section 251 of the Delaware General Corporation Law, Santa Fe Snyder Corporation, a Delaware corporation, DOES HEREBY CERTIFY:

FIRST: That the names of the constituent corporations of the merger are Devon Merger Co. and Santa Fe Snyder Corporation, both of which are Delaware corporations.

SECOND: That an Agreement and Plan of Merger, pursuant to which Devon Merger Co. will merge with and into Santa Fe Snyder Corporation, has been approved, adopted, certified, executed and acknowledged, as amended, by each of the constituent corporations in accordance with Section 251 of the Delaware General Corporation Law.

THIRD: That the name of the surviving corporation is Santa Fe Snyder Corporation, changing to Devon SFS Operating, Inc.

FOURTH: That the Restated Certificate of Incorporation of Santa Fe Snyder Corporation shall be amended and restated as set forth in the Restated Certificate of Incorporation attached hereto as Exhibit A, and such Restated Certificate of Incorporation shall be the Certificate of Incorporation of the surviving corporation.

FIFTH: That the executed Agreement and Plan of Merger, as amended, is on file at an office of the surviving corporation, which is located at 20 North Broadway, Suite 1500, Oklahoma City, Oklahoma 73102-8260.

SIXTH: That a copy of the Agreement and Plan of Merger, as amended, will be furnished by the surviving corporation, on request and without cost, to any stockholder of either constituent corporation.

SEVENTH: That the merger will be effective at 11:59 p.m. on August 29th or upon filing of this Certificate of Merger, whichever is later.

IN WITNESS WHEREOF, Santa Fe Snyder Corporation has caused this Certificate of Merger to be executed on its behalf on August 29, 2000.

SANTA FE SNYDER CORPORATION

By: David L Hicks

David L. Hicks
Vice President, Law and General Counsel

FIFTH shall apply to, or have any effect on, the liability or alleged liability of any director of the Corporation for or with respect to any facts or omissions of such director occurring prior to such amendment or repeal. If the DGCL is amended to authorize corporate action further eliminating or limiting the personal liability of directors, then the liability of a director of the Corporation shall be eliminated or limited to the fullest extent permitted by the DGCL, as so amended.

(5) In addition to the powers and authority hereinbefore or by statute expressly conferred upon them, the directors are hereby empowered to exercise all such powers and do all such acts and things as may be exercised or done by the Corporation, subject, nevertheless, to the provisions of the DGCL, this Restated Certificate of Incorporation, and any By-Laws adopted by the stockholders; provided, however, that no By-Laws hereafter adopted by the stockholders shall invalidate any prior act of the directors which would have been valid if such By-Laws had not been adopted.

SIXTH. Meetings of stockholders may be held within or without the State of Delaware, as the By-Laws may provide. The books of the Corporation may be kept (subject to any provision contained in the DGCL) outside the State of Delaware at such place or places as may be designated from time to time by the Board of Directors or in the By-Laws of the Corporation.

SEVENTH. The Corporation reserves the right to amend, alter, change, or repeal any provisions herein contained, in the manner now or later prescribed by statute. All rights, powers, privileges, and discretionary authority granted or conferred upon stockholders or directors are granted subject to this reservation.

EIGHTH. This Restated Certificate of Incorporation of Devon SFS Operating, Inc. has been duly adopted in accordance with the provisions of Sections 242 and 245 of the DGCL.

Exhibit A

Restated Certificate of Incorporation of Santa Fe Snyder Corporation

FIRST. The name of the Corporation is Devon SFS Operating, Inc.

SECOND. The address, including the street, number, city and county, of the Corporation's registered office in this state is 1209 Orange Street, in the City of Wilmington, County of New Castle, 19801 and the name of the Corporation's registered agent at such address is The Corporation Trust Company.

THIRD. The nature of the business and the purpose of the Corporation shall be to engage in any lawful act or activity for which corporations may be organized under the Delaware General Corporation Law ("DGCL").

FOURTH. The total number of shares of capital stock which the Corporation shall have authority to issue is 1,000 shares, designated as Common Stock, par value $.10 per share.

FIFTH. The following provisions are inserted for the management of the business and the conduct of the affairs of the Corporation, and for further definition, limitation and regulation of the powers of the Corporation and of its directors and stockholders:

(1) The business and affairs of the Corporation shall be managed by or under the direction of the Board of Directors.

(2) The directors shall have concurrent power with the stockholders to make, alter, amend, change, add to or repeal the By-Laws of the Corporation.

(3) The number of directors of the Corporation shall be as from time to time fixed by, or in the manner provided in, the By-Laws of the Corporation. Election of directors need not be by written ballot unless the By-Laws so provide.

(4) No director of the Corporation shall be personally liable to the Corporation or any of its stockholders for monetary damages for breach of fiduciary duty by such director as a director; provided, however, that this Article FIFTH shall not eliminate or limit the liability of a director to the extent provided by applicable law (i) for any breach of the director's duty of loyalty to the Corporation or its stockholders, (ii) for acts or omissions not in good faith or which involve intentional misconduct or a knowing violation of law, (iii) under Section 174 of the DGCL or (iv) for any transaction from which the director derived an improper personal benefit. No amendment to or repeal of this Article