SURFACE USE AND OPERATING PLAN

Attachment to Form 3160-3
Devon Energy Production Company, L.P.
WEREWOLF HILL "4D" FEDERAL #1
860' FNL & 660' FWL, Unit D, Section 4-T22S-R26E
Eddy County, New Mexico

1. Existing Roads

A. The well site and elevation plat for the proposed WEREWOLF HILL "4D" FEDERAL #1 are reflected on Exhibit #2. This well was staked by Topographic Land Surveyors in Midland, TX.

B. All roads into the location are depicted in Exhibit #3. Access to this location will require the construction of approximately 660' of new road. All new construction will conform to the specifications outlined in Item #2 below.

C. Directions to location: From Jct. of State Hwy 524 and County Road 427, go west 1.9 mile, then north 0.5 mile. Turn right onto Jones Street and go east approximately 1.8 miles to County Road 457. Turn right and go south 0.5 mile to proposed WEREWOLF HILL "4D" FEDERAL #1 location. NOTE: After 0.2 mile County Road 457 veers in southeastly direction away from the location.

2. Proposed Access Road

Exhibit #3 shows the proposed lease road. Access to this location will be an existing lease road. All new construction will adhere to the following.

A. The maximum width of the road will be 15'.

B. 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.

C. Surface material will be native caliche. This material will be obtained from a BLM approved pit nearest in proximity to the location.

D. The average grade will be approximately 1%.

E. No cattle guards, grates or fence cuts will be required.

F. No turnouts are planned.

3. Location of Existing Wells

Exhibit #4 shows all existing wells within a one-mile radius of the proposed WEREWOLF HILL "4D" FEDERAL #1.

4. Location of Existing and/or Proposed Facilities

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

1. Exhibit #5 shows the battery facility to be utilized by the WEREWOLF HILL "4D" FEDERAL #1.

2. Exhibit #5 shows the battery facility to be utilized by the WEREWOLF HILL "4D" FEDERAL #1.

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

4. The well may be operated by means of an electric prime mover. Electric power poles will be set along side of the access road.

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 drill 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 WEREWOLF HILL "4D" FEDERAL #1 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 drill pad is shown on Exhibit #6. Approximate dimensions of 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 drill pad not necessary to operate the well. These unused areas of the drill 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 and the surface location will be restored as directed by the BLM.

12. Other Information

A. The project is located on the flat flood plain of Hackberry Draw with the first 200' of the upgraded road on a limestone/caliche noll.
Regionally the land area is loamy, deep soils and soils that are shallow to caliche.
Vegetation consists of mesquite, creosote, tar bush, hackberry, acacia, prickly pear cactus, walking stick cholla, yucca cactus, pencil cholla, various grasses and other forbs.

B. There is permanent water in the immediate area.

C. A Cultural Resources Examination has been completed Geo-Marine Inc., as report number 353-EP, 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:

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Certification

I hereby certify that I, or persons under my direct supervision, have inspected the proposed drillsite 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: Candace R. Graham Date: June 11, 2001
Candace R. Graham
Engineering Tech.