SURFACE USE AND OPERATING PLAN - Attachment to Form 3160-3

Devon Energy Production Company, L.P.
WINSTON GAS COM. #10
SHL: 905' FNL & 1780' FEL, Unit B, Section 31-T21S-R24E
BHL: 1980' FNL & 1980' FEL, Unit G, Section 31-T21S-R24E
Eddy County, New Mexico

1. Existing Roads

A. The well site and elevation plat for the proposed Winston Gas Com. #10 are reflected on Exhibit #2. This well was staked by John West Surveying in Hobbs, New Mexico.

B. All roads into the location are depicted in Exhibit #3. Minimal construction will be needed to access the proposed Winston Gas Com. #10 at the existing Winston Gas Com. #8 location.

C. Directions to location: From Carlsbad go approximately 12 miles to the junction of US Hwy 285 and State Hwy 137, thence southwest on State Hwy 137 approximately 11.7 miles to Winston/Martha Creek lease road, north 0.4 mile on lease road then northeast into the Winston Gas Com. #10 location.

2. Proposed Access Road

Exhibit #3 shows the existing lease road. If construction is required to access this location from the existing lease road at the Winston Gas Com. #8, 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. No turnouts are planned.

3. Location of Existing Wells
Exhibit #4 shows all existing wells within a one-mile radius of the proposed Winston Gas Com. #10.

4. Location of Existing and/or Proposed Facilities

A. In the event the well is found productive, this well will produce into a common Section 31 battery. The battery will be located at the Winston Gas Com. #2 location and a flow line will be laid to the above tank battery using an existing Right-of-Way. Refer to Exhibit #5.

B. The well will be operated by means of an electric submersible pump.

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

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

b) 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 Winston Gas Com. #10 will be drilled using a combination of air, fresh water, brine and starch mud systems (outlined in the 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.