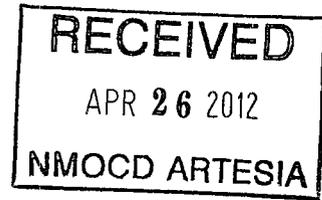




March 25, 2012



Mr. Mike Bratcher
NMOCD District 2
811 S. 1st Street
Artesia, NM 88210

AMARILLO
921 North Bivins
Amarillo, Texas 79107
Phone 806.467.0607
Fax 806.467.0622

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Austin, Texas 78757
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HOBBS
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Hobbs, New Mexico 88240
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MIDLAND
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Midland, Texas 79706
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Schertz, Texas 78154
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Fax 210.568.2191

TULSA
525 South Main Street
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Tulsa, Oklahoma 74103
Phone 918.742.0871
Fax 918.382.0232

ENVIRONMENTAL CONSULTING
ENGINEERING
DRILLING
CONSTRUCTION
SPILL MANAGEMENT
GENERAL CONTRACTING

Subject: **Remediation and Closure Report**
Devon Energy Corporation
Littlefield AB Federal No. 5 release
API # 30-015-20001 – 2RP-988

Dear Mr. Bratcher,

Devon Energy Corporation has contracted Talon/LPE (Talon) to perform soil assessment and remediation services at the referenced Littlefield AB Federal No. 5 release. The results of our soil assessment, completed remediation activities and closure request are submitted herein.

Incident Date

December 9, 2011

Background Information

The Littlefield AB Federal No. 5 is located approximately thirty-nine (39) miles east of Artesia, New Mexico. The legal location for the site is Section 22, Township 18 South and Range 31 East in Eddy County, New Mexico. More Specifically the latitude and longitude for the release are 32.72668 North and - 103.86361 West.

According to the soil survey provided by the United States Department of Agriculture National Resources Conservation Services, the soil in this area is made up of Kermit-Berino complex with 0 to 3 percent slopes, eroded. The local surface and shallow geology is Holocene to Pleistocene in age and is comprised of eolian sands and piedmont deposits which include silty soils under lain with hard caliche. The New Mexico State Engineer web site indicates the nearest ground water data to be in S7-T18S-R32E. The ground water in Section 7 is reported to be a depth of 430' below ground surface (bgs). The referenced groundwater data is presented in Appendix I.

The ranking for this site is 0 based on the as following:

Depth to ground water	>100'
Wellhead Protection Area	>1000'
Distance to surface water body	>1000'

Incident Description

On December 9, 2011 the union on the flow line located north of the Littlefield AB Federal No. 5 froze causing a release of 3 barrels of oil and 7 barrels of produced water. A vacuum truck was brought to the location and recovered 3 barrels of standing oil. The spill is located where the flow line crosses the lease road north of the Littlefield AB Federal No. 5 location. The spill area measures approximately 15-feet long by 20-feet wide.

Remedial Actions

On February 27, 2011 Talon personnel mobilized to the site to begin excavation of the impacted area. The impacted soil within the area of the release was removed to an average depth of 2.5 feet deep and transported to a NMOCD approved solid waste disposal facility, Lea Land, LLC pursuant to the work plan. The excavated area was left open until approval for backfilling was obtained from NMOCD.

On March 1, 2012 Talon personnel mobilized to the site to begin closure soil sampling activities on the sidewalls of the excavation per NMOCD requirements. Grab soil samples were collected and submitted for laboratory analysis.

All soil samples were collected by Talon personnel wearing clean nitrile gloves. The soil samples were placed in laboratory provided sample containers, iced and transported to Cardinal Laboratories in Hobbs, New Mexico for analysis. The samples were tested for Chlorides using method SM4500Cl-B, TPH (Total Petroleum Hydrocarbons) using EPA Method 8015M, and volatile organics (BTEX) using EPA Method 8021B. The complete laboratory report is attached as Appendix II.

Analytical Results

Analytical results received from Cardinal Laboratories are summarized below:

March 6, 2012

<u>Sample</u>	<u>Chlorides</u>	<u>BTEX</u>	<u>TPH</u>
S-1, Bottom exc 2.5'	80 mg/kg	<0.150 mg/kg	56.3 mg/kg
S-1, North side wall	<16	<0.150	<10
S-2, East side wall	<16	<0.150	<10
S-3, South side wall	<16	<0.150	<10
S-4, West side wall	<16	<0.150	<10

For this site's ranking, New Mexico Oil Conservation District action level criterion for BTEX is 50 mg/kg, Benzene is 10 mg/kg and TPH is 5,000 mg/kg. The chloride remediation standard is considered to be 1,000 mg/kg.

On March 7, 2012 the NMOCD and on March 8, 2012 the BLM granted approval for backfilling the excavation.

Summary and Conclusions

- Ground water in the project vicinity is 430-feet below land surface per the New Mexico State Engineer Database.
- The impacted soil from this release was excavated to a depth of 2.5-feet deep. The excavated soil will be transported to a NMOCD approved solid waste disposal facility.
- The BLM and NMOCD granted approval for backfilling. The excavated area was subsequently backfilled to grade using new material transported from a local borrow pit and contoured to match existing terrain.
- The location will be seeded using BLM LPC seed mix.
- Based on the depth to groundwater and the remedial actions implemented, it is unlikely that the impacts identified from this release will pose a threat to groundwater.

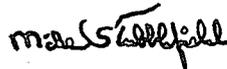
Closure

Therefore, on behalf of Devon Energy Corporation, we respectfully request that no further actions be required and that closure with respect to this release and that site closure be granted.

If we can provide additional information or be of further assistance please contact our office at 575.746.8768.

Respectfully submitted,

TALON/LPE



Mike Stubblefield
Project Manager



David J. Adkins
District Manager

APPENDIX I
GROUNDWATER DATA



New Mexico Office of the State Engineer

Water Column/Average Depth to Water

(A CLW##### in the POD suffix indicates the POD has been replaced & no longer serves a water right file.)

(R=POD has been replaced, O=orphaned, C=the file is closed)

(quarters are 1=NW 2=NE 3=SW 4=SE)
(quarters are smallest to largest)

(NAD83 UTM in meters)

(In feet)

POD Number	POD Code	Subbasin	County	Q'Q'Q				Rng	X	Y	Distance	Depth		
				64	16	4	Sec					Tws	Well	Water
<u>CP 00672</u>			LE	4	4	07	18S	32E	612475	3624947*	6986	524	430	94
<u>CP 00672 CLW475398</u>	O		LE	4	4	07	18S	32E	612475	3624947*	6986	540	460	80
<u>CP 00818</u>			LE	1	4	26	18S	30E	599289	3620364*	7178	240		
<u>CP 00829</u>			LE	2	4	16	19S	31E	606165	3614009*	7545	120		
<u>RA 11590 POD1</u>			ED	2	1	3	32	17S	603315	3628545	7631	158		
<u>L 01978</u>	L		LE	1	3	23	18S	30E	598469	3621964*	7910	65	44	21
<u>RA 11590 POD3</u>			ED	3	1	2	32	17S	603932	3629260	8084	60		
<u>RA 11590 POD4</u>			ED	4	1	1	32	17S	603308	3629253	8287	55		

Average Depth to Water: **311 feet**

Minimum Depth: **44 feet**

Maximum Depth: **460 feet**

Record Count: 8

UTMNAD83 Radius Search (in meters):

Easting (X): 606369

Northing (Y): 3621552

Radius: 10000

*UTM location was derived from PLSS - see Help

The data is furnished by the NMOSE/ISC and is accepted by the recipient with the expressed understanding that the OSE/ISC make no warranties, expressed or implied, concerning the accuracy, completeness, reliability, usability, or suitability for any particular purpose of the data.

APPENDIX II
LABORATORY RESULTS

March 06, 2012

MIKE STUBBLEFIELD

TALON LPE

408 W. TEXAS AVE.

ARTESIA, NM 88210

RE: LITTLEFIELD AB FED. NO. 5 RELEASE

Enclosed are the results of analyses for samples received by the laboratory on 03/01/12 15:14.

Cardinal Laboratories is accredited through Texas NELAP under certificate number T104704398-11-3. Accreditation applies to drinking water, non-potable water and solid and chemical materials. All accredited analytes are denoted by an asterisk (*). For a complete list of accredited analytes and matrices visit the TCEQ website at www.tceq.texas.gov/field/qa/lab_accred_certif.html.

Cardinal Laboratories is accredited through the State of Colorado Department of Public Health and Environment for:

Method EPA 552.2	Haloacetic Acids (HAA-5)
Method EPA 524.2	Total Trihalomethanes (TTHM)
Method EPA 524.4	Regulated VOCs (V1, V2, V3)

Accreditation applies to public drinking water matrices.

This report meets NELAP requirements and is made up of a cover page, analytical results, and a copy of the original chain-of-custody. If you have any questions concerning this report, please feel free to contact me.

Sincerely,



Celey D. Keene

Lab Director/Quality Manager

Analytical Results For:

 TALON LPE
 MIKE STUBBLEFIELD
 408 W. TEXAS AVE.
 ARTESIA NM, 88210
 Fax To: (575) 745-8905

Received:	03/01/2012	Sampling Date:	03/01/2012
Reported:	03/06/2012	Sampling Type:	Soil
Project Name:	LITTLEFIELD AB FED. NO. 5 RELEASE	Sampling Condition:	Cool & Intact
Project Number:	700794.020.01	Sample Received By:	Jodi Henson
Project Location:	DEVON ENERGY SEC22-T18S-R31E		

Sample ID: S-1 BOTTOM 2.5' (H200553-01)

BTEX 8021B	mg/kg		Analyzed By: AP						
Analyte	Result	Reporting Limit	Analyzed	Method Blank	BS	% Recovery	True Value QC	RPD	Qualifier
Benzene*	<0.050	0.050	03/05/2012	ND	1.88	93.8	2.00	4.76	
Toluene*	<0.050	0.050	03/05/2012	ND	2.04	102	2.00	4.10	
Ethylbenzene*	<0.050	0.050	03/05/2012	ND	2.09	104	2.00	3.65	
Total Xylenes*	<0.150	0.150	03/05/2012	ND	6.54	109	6.00	3.57	

Surrogate: 4-Bromofluorobenzene (PIL) 107 % 64.4-134

Chloride, SM4500Cl-B	mg/kg		Analyzed By: HM						
Analyte	Result	Reporting Limit	Analyzed	Method Blank	BS	% Recovery	True Value QC	RPD	Qualifier
Chloride	80.0	16.0	03/02/2012	ND	432	108	400	0.00	

TPH 8015M	mg/kg		Analyzed By: MS						
Analyte	Result	Reporting Limit	Analyzed	Method Blank	BS	% Recovery	True Value QC	RPD	Qualifier
GRO C6-C10	<10.0	10.0	03/05/2012	ND	206	103	200	15.5	
DRO >C10-C28	56.3	10.0	03/05/2012	ND	195	97.3	200	8.29	

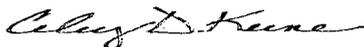
Surrogate: 1-Chlorooctane 103 % 55.5-154

Surrogate: 1-Chlorooctadecane 106 % 57.6-158

Cardinal Laboratories

*—Accredited Analyte

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Celey D. Keene, Lab Director/Quality Manager

Analytical Results For:

 TALON LPE
 MIKE STUBBLEFIELD
 408 W. TEXAS AVE.
 ARTESIA NM, 88210
 Fax To: (575) 745-8905

Received:	03/01/2012	Sampling Date:	03/01/2012
Reported:	03/06/2012	Sampling Type:	Soil
Project Name:	LITTLEFIELD AB FED. NO. 5 RELEASE	Sampling Condition:	Cool & Intact
Project Number:	700794.020.01	Sample Received By:	Jodi Henson
Project Location:	DEVON ENERGY SEC22-T18S-R31E		

Sample ID: S-2 NORTHSIDE WALL (H200553-02)

BTEX 8021B		mg/kg		Analyzed By: AP						
Analyte	Result	Reporting Limit	Analyzed	Method Blank	BS	% Recovery	True Value QC	RPD	Qualifier	
Benzene*	<0.050	0.050	03/05/2012	ND	1.88	93.8	2.00	4.76		
Toluene*	<0.050	0.050	03/05/2012	ND	2.04	102	2.00	4.10		
Ethylbenzene*	<0.050	0.050	03/05/2012	ND	2.09	104	2.00	3.65		
Total Xylenes*	<0.150	0.150	03/05/2012	ND	6.54	109	6.00	3.57		

Surrogate: 4-Bromofluorobenzene (PIL) 105 % 64.4-134

Chloride, SM4500Cl-B		mg/kg		Analyzed By: HM						
Analyte	Result	Reporting Limit	Analyzed	Method Blank	BS	% Recovery	True Value QC	RPD	Qualifier	
Chloride	<16.0	16.0	03/02/2012	ND	432	108	400	0.00		

TPH 8015M		mg/kg		Analyzed By: MS						
Analyte	Result	Reporting Limit	Analyzed	Method Blank	BS	% Recovery	True Value QC	RPD	Qualifier	
GRO C6-C10	<10.0	10.0	03/05/2012	ND	206	103	200	15.5		
DRO >C10-C28	<10.0	10.0	03/05/2012	ND	195	97.3	200	8.29		

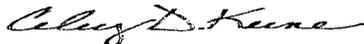
Surrogate: 1-Chlorooctane 105 % 55.5-154

Surrogate: 1-Chlorooctadecane 120 % 57.6-158

Cardinal Laboratories

*=Accredited Analyte

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Celey D. Keene, Lab Director/Quality Manager

Analytical Results For:

 TALON LPE
 MIKE STUBBLEFIELD
 408 W. TEXAS AVE.
 ARTESIA NM, 88210
 Fax To: (575) 745-8905

Received:	03/01/2012	Sampling Date:	03/01/2012
Reported:	03/06/2012	Sampling Type:	Soil
Project Name:	LITTLEFIELD AB FED. NO. 5 RELEASE	Sampling Condition:	Cool & Intact
Project Number:	700794.020.01	Sample Received By:	Jodi Henson
Project Location:	DEVON ENERGY SEC22-T18S-R31E		

Sample ID: S-3 EAST SIDE WALL (H200553-03)

BTEX 8021B		mg/kg		Analyzed By: AP						
Analyte	Result	Reporting Limit	Analyzed	Method Blank	BS	% Recovery	True Value QC	RPD	Qualifier	
Benzene*	<0.050	0.050	03/05/2012	ND	1.88	93.8	2.00	4.76		
Toluene*	<0.050	0.050	03/05/2012	ND	2.04	102	2.00	4.10		
Ethylbenzene*	<0.050	0.050	03/05/2012	ND	2.09	104	2.00	3.65		
Total Xylenes*	<0.150	0.150	03/05/2012	ND	6.54	109	6.00	3.57		

Surrogate: 4-Bromofluorobenzene (PIL) 104 % 64.4-134

Chloride, SM4500Cl-B		mg/kg		Analyzed By: HM						
Analyte	Result	Reporting Limit	Analyzed	Method Blank	BS	% Recovery	True Value QC	RPD	Qualifier	
Chloride	<16.0	16.0	03/02/2012	ND	432	108	400	0.00		

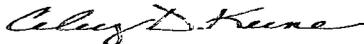
TPH 8015M		mg/kg		Analyzed By: MS						
Analyte	Result	Reporting Limit	Analyzed	Method Blank	BS	% Recovery	True Value QC	RPD	Qualifier	
GRO C6-C10	<10.0	10.0	03/05/2012	ND	206	103	200	15.5		
DRO >C10-C28	<10.0	10.0	03/05/2012	ND	195	97.3	200	8.29		

Surrogate: 1-Chlorooctane 98.0 % 55.5-154
Surrogate: 1-Chlorooctadecane 112 % 57.6-158

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* = Accredited Analyte

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Celey D. Keene, Lab Director/Quality Manager

Analytical Results For:

 TALON LPE
 MIKE STUBBLEFIELD
 408 W. TEXAS AVE.
 ARTESIA NM, 88210
 Fax To: (575) 745-8905

Received:	03/01/2012	Sampling Date:	03/01/2012
Reported:	03/06/2012	Sampling Type:	Soil
Project Name:	LITTLEFIELD AB FED. NO. 5 RELEASE	Sampling Condition:	Cool & Intact
Project Number:	700794.020.01	Sample Received By:	Jodi Henson
Project Location:	DEVON ENERGY SEC22-T18S-R31E		

Sample ID: S-4 SOUTH SIDE WALL (H200553-04)

BTEX 8021B		mg/kg		Analyzed By: AP						
Analyte	Result	Reporting Limit	Analyzed	Method Blank	BS	% Recovery	True Value QC	RPD	Qualifier	
Benzene*	<0.050	0.050	03/05/2012	ND	1.88	93.8	2.00	4.76		
Toluene*	<0.050	0.050	03/05/2012	ND	2.04	102	2.00	4.10		
Ethylbenzene*	<0.050	0.050	03/05/2012	ND	2.09	104	2.00	3.65		
Total Xylenes*	<0.150	0.150	03/05/2012	ND	6.54	109	6.00	3.57		

Surrogate: 4-Bromofluorobenzene (PIL) 107 % 64.4-134

Chloride, SM4500Cl-B		mg/kg		Analyzed By: HM						
Analyte	Result	Reporting Limit	Analyzed	Method Blank	BS	% Recovery	True Value QC	RPD	Qualifier	
Chloride	<16.0	16.0	03/02/2012	ND	432	108	400	0.00		

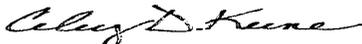
TPH 8015M		mg/kg		Analyzed By: MS						
Analyte	Result	Reporting Limit	Analyzed	Method Blank	BS	% Recovery	True Value QC	RPD	Qualifier	
GRO C6-C10	<10.0	10.0	03/05/2012	ND	206	103	200	15.5		
DRO >C10-C28	<10.0	10.0	03/05/2012	ND	195	97.3	200	8.29		

Surrogate: 1-Chlorooctane 101 % 55.5-154
Surrogate: 1-Chlorooctadecane 108 % 57.6-158

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* = Accredited Analyte

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Celey D. Keene, Lab Director/Quality Manager

Analytical Results For:

 TALON LPE
 MIKE STUBBLEFIELD
 408 W. TEXAS AVE.
 ARTESIA NM, 88210
 Fax To: (575) 745-8905

Received:	03/01/2012	Sampling Date:	03/01/2012
Reported:	03/06/2012	Sampling Type:	Soil
Project Name:	LITTLEFIELD AB FED. NO. 5 RELEASE	Sampling Condition:	Cool & Intact
Project Number:	700794.020.01	Sample Received By:	Jodi Henson
Project Location:	DEVON ENERGY SEC22-T18S-R31E		

Sample ID: S-5 WEST SIDE WALL (H200553-05)

BTEX 8021B		mg/kg		Analyzed By: AP						
Analyte	Result	Reporting Limit	Analyzed	Method Blank	BS	% Recovery	True Value QC	RPD	Qualifier	
Benzene*	<0.050	0.050	03/05/2012	ND	1.88	93.8	2.00	4.76		
Toluene*	<0.050	0.050	03/05/2012	ND	2.04	102	2.00	4.10		
Ethylbenzene*	<0.050	0.050	03/05/2012	ND	2.09	104	2.00	3.65		
Total Xylenes*	<0.150	0.150	03/05/2012	ND	6.54	109	6.00	3.57		

Surrogate: 4-Bromofluorobenzene (PIL) 107 % 64.4-134

Chloride, SM4500Cl-B		mg/kg		Analyzed By: HM						
Analyte	Result	Reporting Limit	Analyzed	Method Blank	BS	% Recovery	True Value QC	RPD	Qualifier	
Chloride	<16.0	16.0	03/02/2012	ND	432	108	400	0.00		

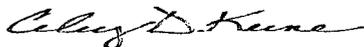
TPH 8015M		mg/kg		Analyzed By: MS						
Analyte	Result	Reporting Limit	Analyzed	Method Blank	BS	% Recovery	True Value QC	RPD	Qualifier	
GRO C6-C10	<10.0	10.0	03/05/2012	ND	206	103	200	15.5		
DRO >C10-C28	<10.0	10.0	03/05/2012	ND	195	97.3	200	8.29		

Surrogate: 1-Chlorooctane 94.9 % 55.5-154
Surrogate: 1-Chlorooctadecane 99.1 % 57.6-158

Cardinal Laboratories

*=Accredited Analyte

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Celey D. Keene, Lab Director/Quality Manager

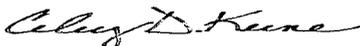
Notes and Definitions

ND	Analyte NOT DETECTED at or above the reporting limit
RPD	Relative Percent Difference
**	Samples not received at proper temperature of 6°C or below.
***	Insufficient time to reach temperature.
-	Chloride by SM4500Cl-B does not require samples be received at or below 6°C Samples reported on an as received basis (wet) unless otherwise noted on report

Cardinal Laboratories

*=Accredited Analyte

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Celey D. Keene, Lab Director/Quality Manager

FINAL C-141

District I
1625 N. French Dr., Hobbs, NM 88240
District II
1301 W. Grand Avenue, Artesia, NM 88210
District III
1000 Rio Brazos Road, Aztec, NM 87410
District IV
1220 S. St. Francis Dr., Santa Fe, NM 87505

State of New Mexico
Energy Minerals and Natural Resources
Oil Conservation Division
1220 South St. Francis Dr.
Santa Fe, NM 87505

Form C-141
Revised October 10, 2003

Submit 2 Copies to appropriate
District Office in accordance
with Rule 116 on back
side of form

Release Notification and Corrective Action

OPERATOR

Initial Report Final Report

Name of Company : Devon Energy	Contact : Roger Hernandez
Address : PO Box 250, Artesia, NM 88211	Telephone No. : 575-748-5238
Facility Name : Littlefield AB #5	Facility Type: Oil well

Surface Owner	Mineral Owner:	Lease No. : API #30-015-20001 2RP-988
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LOCATION OF RELEASE

Unit Letter	Section	Township	Range	Feet from the	North/South Line	Feet from the	East/West Line	County
M	22	18S	31E	660'	FSL	660'	FWL	Eddy

Latitude 32.72668 Longitude -103.86361

NATURE OF RELEASE

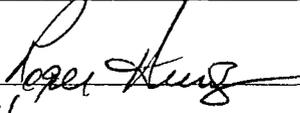
Type of Release : OIL & Produced Water	Volume of Release : 3 bbls oil & 7 bbls PW	Volume Recovered: 3 bbls oil
Source of Release : Flow line union	Date and Hour of Occurrence: 12/9/11 10:18 am	Date and Hour of Discovery: 12/9/11 10:18 am
Was Immediate Notice Given? <input checked="" type="checkbox"/> Yes <input type="checkbox"/> No <input type="checkbox"/> Not Required	If YES, To Whom? NMOCD/ Jeff Lekin BLM / Trish Badbear	
By Whom?	Date and Hour : NMOCD 12/9/11 12:35 pm; BLM 12/9/11 12:40 pm	
Was a Watercourse Reached? <input type="checkbox"/> Yes <input checked="" type="checkbox"/> No	If YES, Volume Impacting the Watercourse.	

If a Watercourse was Impacted, Describe Fully.*

Describe Cause of Problem and Remedial Action Taken.* A union loosened due to the recent freeze, while thawing it caused a leak. A vacuum truck was immediately called and the union was tightened.

Describe Area Affected and Cleanup Action Taken.* Talon/LPE was also contacted for the correction of the release. The impacted area was excavated to a depth of 2.5 foot deep, analytical testing was completed and the impacted soil was transported to Lea Land, LLC an approved disposal facility. The excavated area was backfilled to grade with new material transported from a local borrow pit.

I hereby certify that the information given above is true and complete to the best of my knowledge and understand that pursuant to NMOCD rules and regulations all operators are required to report and/or file certain release notifications and perform corrective actions for releases which may endanger public health or the environment. The acceptance of a C-141 report by the NMOCD marked as "Final Report" does not relieve the operator of liability should their operations have failed to adequately investigate and remediate contamination that pose a threat to ground water, surface water, human health or the environment. In addition, NMOCD acceptance of a C-141 report does not relieve the operator of responsibility for compliance with any other federal, state, or local laws and/or regulations.

Signature: Roger Hernandez 	OIL CONSERVATION DIVISION	
Printed Name: Roger Hernandez	Approved by District Supervisor:	
Title: Assistant Production Supervisor	Approval Date:	Expiration Date:
E-mail Address: roger.hernandez@dv.com	Conditions of Approval:	Attached <input type="checkbox"/>
Date: 4/25/2012	Phone: 575-748-5238	

* Attach Additional Sheets If Necessary