



December 19, 2017

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2017 DEC 27 P 3:08

Bureau of Land Management
Carlsbad Field Office
620 East Greene
Carlsbad, NM 88220
Attn: Christopher Walls

RE: 1) Unit Agreement for the Development and Operation of the Thistle Unit Area
NMNM 88526X (Thistle Unit Agreement) Dated August 1, 1993; and
2) Thistle Exploratory Unit Operating Agreement dated August 1, 1993

Dear Mr. Walls:

The working interest owners subject to the Thistle Unit Agreement and Thistle Unit Operating Agreement recently executed a Stipulation of Interests in Thistle Unit setting forth their working interest in the unit area. The Stipulation of Interest in Thistle Unit has been recorded in Book ~~2121~~ Page 439, Lea County, New Mexico.

The Exhibit "A" to the Thistle Exploratory Unit Operating Agreement has been revised to set forth the working interest ownership as stipulated. Enclosed for your files are four (4) copies of the Revised Exhibit "A" to the Thistle Exploratory Unit Operating Agreement.

Also enclosed are four (4) copies of each of the following Revised Exhibit(s) "B" to the Thistle Unit Agreement:

1. Exhibit "B"—Brushy Canyon Delaware Participating Area—NMNM88526A
2. Exhibit "B"—Wolfcamp Participating Area—NMNM88526B
3. Exhibit "B"—Initial Bone Spring Participating Area—NMNM88526C

By copy of this letter, I am also providing one copy of the Revised Exhibit "A" and each revised Exhibit "B" (NMNM88526A; NMNM88526B; and NMNM88526C) to the State of New Mexico, Commissioner of Public Lands and the New Mexico Oil Conservation Division.

If you should have any questions or comments, please contact me at 405.552.6160 or Carol.Glass@dv.com.

Thank you

Carol Glass
Landman

Page 2: Transmittal of Revised Exhibits

Additional Copies to:

State of New Mexico
Commissioner of Public Lands
310 Old Santa Fe Trail
P. O. Box 1148
Santa Fe, NM 87504-1148
Attn: Ms. Marilyn Gruebel

New Mexico Oil Conservation Division
1220 South St. Francis Drive
Santa Fe, NM 87505
Attn: Mr. Daniel Sanchez

REVISED EXHIBIT "A"

Attached to and made a part of that certain Operating Agreement dated August 1, 1993 (Thistle Exploratory Unit Operating Agreement) between Devon Energy Production Company, L.P. (successor in interest to Santa Fe Energy Operating Partners, L.P.,) Operator, and ConocoPhillips Company, et al, as Non-Operators. This Revised Exhibit "A" sets forth the working interest ownership in the Contract Lands subsequent to that certain "Stipulation of Interests in Thistle Unit" recorded on September 1, 2017 in Book 2121 Page 439, Lea County, New Mexico (the "Stipulation").¹

CONTRACT LANDS AND WORKING INTEREST OWNERS

(ALL TRACTS OF LAND ARE LOCATED IN TOWNSHIP 23 SOUTH, RANGE 33 EAST, N.M.P.M., LEA COUNTY, NEW MEXICO)

CONTRACT AREA I:

Part A:

E/2 of Section 21; All of Sections 22 and 27; E/2, SW/4, N/2 NW/4, SE/4 NW/4 of Section 28; NE/4 NW/4 of Section 33; all from the Surface Down to and Including the Base of Morrow Formation;

Part B:

SW/4 NW/4 Section 28 from Surface Down to the Top of the Bone Spring Formation;

Part C:

SW/4 NW/4 Section 28 from Below the Base of the Wolfcamp Formation Down to and Including the Base of the Morrow Formation;

Part D:

NE/4, W/2 NW/4, SE/4 NW/4 and S/2 of Section 33, and All of Section 34; all Limited to Depths Below the Base of the Delaware Formation Down to and Including the Base of the Morrow Formation:

Owner	Interest
Devon Energy Production Company, L.P.	88.83720%
ConocoPhillips Company	7.11977%
Trainer Partners, Ltd.	4.04303%
EOG Resources, Inc.	0.00000%
Total:	100.00000%

CONTRACT AREA II:

SW/4 NW/4 Section 28 from the Top of the Bone Spring Formation Down to and Including the Base of the Wolfcamp Formation:

Owner	Interest
Devon Energy Production Company, L.P.	0.00000%
ConocoPhillips Company	7.11977%
Trainer Partners, Ltd.	92.88023%
EOG Resources, Inc.	0.00000%
Total:	100.00000%

¹ The working interest ownership of each party in each of the wells drilled in the Thistle Unit as of September 1, 2017 is set forth in Exhibit B-1 attached to and made a part of the Stipulation.

CONTRACT AREA III:

NE/4, W/2 NW/4, SE/4 NW/4 and S/2 of Section 33, and All of Section 34; all Limited to Depths from the Surface Down to and Including the Base of the Delaware Formation:

Owner	Interest
Devon Energy Production Company, L.P.	73.83720%
ConocoPhillips Company	7.11977%
Trainer Partners, Ltd.	4.04303%
EOG Resources, Inc.	15.00000%
Total:	100.00000%

CONTRACT AREA IV:

E/2 Section 21, and All of Sections 22, 27, 28, 33, and 34; all Limited to Depths Below the Base of the Morrow Formation:

Owner	Interest
Devon Energy Production Company, L.P.	80.32787%
ConocoPhillips Company	19.67213%
Trainer Partners, Ltd.	0.00000%
EOG Resources, Inc.	0.00000%
Total:	100.00000%

ADDRESSES:

Devon Energy Production Company, L.P.
333 W. Sheridan Avenue
Oklahoma City, Oklahoma 73102

ConocoPhillips Company
600 N. Dairy Ashford
Houston, Texas 77079

Trainer Partners, Ltd.
P. O. Box 3788
Midland, TX 79702
(Mailing Address)

Trainer Partners, Ltd.
2802 N. Garfield
Midland, TX 79705
(Physical Address)

EOG Resources, Inc.
5509 Champions Drive
Midland, TX 79701

LEASE SCHEDULE:

1. Federal Lease #NM-94186 out of Federal Lease #LC-068848 dated 4/1/51
Lessor: United States of America
Lessee of Record: ConocoPhillips Company
Lands: Insofar as lease describes the E/2 Section 21 and All of Section 28-T23S-R33E

2. State Lease #V-2818 dated 1/1/89
Lessor: State of New Mexico
Lessee of Record: Devon Energy Production Company, L.P.
Lands: Section 22-T23S-R33E
3. State Lease #V-2794 dated 1/1/89
Lessor: State of New Mexico
Lessee of Record: Devon Energy Production Company, L.P.
Lands: NE/4 Section 27-T23S-R33E
4. State Lease #V-2798 dated 1/1/89
Lessor: State of New Mexico
Lessee of Record: Devon Energy Production Company, L.P.
Lands: Section 34-T23S-R33E
5. State lease #V-2797 dated 1/1/89
Lessor: State of New Mexico
Lessee of Record: Devon Energy Production Company, L.P.
Lands: Section 33-T23S-R33E
6. State lease #V-4057 dated 8/1/92
Lessor: State of New Mexico
Lessee of Record: Devon Energy Production Company, L.P.
Lands: NW/4 and S/2 Section 27-T23S-R33E

EXHIBIT "B" --- BRUSHY CANYON DELAWARE PARTICIPATING AREA-NMNM8526A
THISTLE UNIT
LEA COUNTY, NEW MEXICO

TRACT NO.	DESCRIPTION OF LANDS	NO. OF ACRES	SERIAL NUMBER	LESSEE OF RECORD	WORKING INTEREST OWNER	WORKING INTEREST PERCENTAGE	BASIC ROYALTY PERCENTAGE	OVERRIDING ROYALTY OWNER	OVERRIDING ROYALTY INTEREST
FEDERAL LANDS									
T23S-R33E									
1	SEC. 28: E/2 W/2	160.00	NM-94186, Out of LC- 068848; HBP	ConocoPhillips Company	Devon Energy Production Company, L.P. ConocoPhillips Company Trainer Partners, Ltd.	88.83720% 7.11977% 4.04303% 100.00000%	12.50000%		
STATE LANDS									
T23S-R33E									
10	SEC. 33: W/2 E/2	160.00	V-2797; HBP	Devon Energy Production Company, L.P.	Devon Energy Production Company, L.P. ConocoPhillips Company Trainer Partners, Ltd. EOG Resources, Inc.	73.83720% 7.11977% 4.04303% 15.00000% 100.00000%	16.66667%	Magnum Hunter Production, Inc.	3.33333%
	SEC. 33: NE/4 NW/4	40.00	V-2797; HBP		Devon Energy Production Company, L.P. ConocoPhillips Company Trainer Partners, Ltd.	88.83720% 7.11977% 4.04303% 100.00000%		Performance Oil & Gas Company	3.33333%
RECAPITULATION									
	FEDERAL LANDS	160.00	44.44%						
	STATE LANDS	200.00	55.56%						
	TOTAL UNIT ACRES	360.00	100.00%						

Revised 9/2017

EXHIBIT "B" — WOLF CAMP PARTICIPATING AREA-NMM85268
THISTLE UNIT
LEA COUNTY, NEW MEXICO

TRACT NO.	DESCRIPTION OF LANDS	NO. OF ACRES	SERIAL NUMBER	LESSEE OF RECORD	WORKING INTEREST OWNER	WORKING INTEREST PERCENTAGE	BASIC ROYALTY PERCENTAGE	OVERRIDING ROYALTY OWNER	OVERRIDING ROYALTY INTEREST
FEDERAL LANDS									
1	<u>T23S-R33E</u> SEC. 21: E/2	960.00	NM-94186, Out of LC-068848; HBP	ConocoPhillips Company	Devon Energy Production Company, L.P. ConocoPhillips Company Trainer Partners, LTD.	88.83720% 7.11977% 4.04303% 100.000000%	12.50000%	Devon Energy Production Company, LP	1.83480%
SEC. 28: ALL Less and Except SW/4 NW/4									
					Devon Energy Production Company, L.P. ConocoPhillips Company Trainer Partners, LTD.	88.83720% 7.11977% 4.04303% 100.000000%			
					Trainer Partners, LTD. ConocoPhillips Company	92.88023% 7.11977% 100.000000%			
SEC. 28: SW/4 NW/4									
6	<u>STATE LANDS</u> <u>T23S-R33E</u> SEC. 22: ALL	640.00	V-2818; HBP	Devon Energy Production Company, L.P.	Devon Energy Production Company, L.P. ConocoPhillips Company Trainer Partners, LTD.	88.83720% 7.11977% 4.04303% 100.000000%	16.66667%		

EXHIBIT "B" - WOLF CAMP PARTICIPATING AREA - NMNM885268

THISTLE UNIT

LEA COUNTY, NEW MEXICO

2

TRACT NO.	DESCRIPTION OF LANDS	NO. OF ACRES	SERIAL NUMBER	LESSEE OF RECORD	WORKING INTEREST OWNER	WORKING INTEREST PERCENTAGE	BASIC ROYALTY PERCENTAGE	OVERRIDING ROYALTY OWNER	OVERRIDING ROYALTY INTEREST
7	SEC. 27: NE/4	160.00	V-2794; HBP	Devon Energy Production Company, L.P.	Devon Energy Production Company, L.P. ConocoPhillips Company Trainer Partners, LTD.	88.83720% 7.11977% 4.04303% 100.00000%	16.66667%		
8	SEC. 34: N/2	640.00	V-2798; HBP	Devon Energy Production Company, L.P.	Devon Energy Production Company, L.P. ConocoPhillips Company Trainer Partners, LTD.	88.83720% 7.11977% 4.04303% 100.00000%	16.66667%	Performance Oil & Gas Company	3.33333%
	SEC. 34: S/2			Devon Energy Production Company, L.P.	Devon Energy Production Company, L.P. ConocoPhillips Company Trainer Partners, LTD.	88.83720% 7.11977% 4.04303% 100.00000%	16.66667%	Joseph William Foran	3.33333%
10	SEC. 33: ALL Less and Except NE/4 NW/4	640.00	V-2797; HBP	Devon Energy Production Company, L.P.	Devon Energy Production Company, L.P. ConocoPhillips Company Trainer Partners, LTD.	88.83720% 7.11977% 4.04303% 100.00000%	16.66667%	Magnum Hunter Production, Inc.	3.33333%
	SEC. 33: NE/4 NW/4				Devon Energy Production Company, L.P. ConocoPhillips Company Trainer Partners, LTD.	88.83720% 7.11977% 4.04303% 100.00000%		Performance Oil & Gas Company	3.33333%
11	SEC. 27: NW/4 & S/2	480.00	V-4057; HBP	Devon Energy Production Company, L.P.	Devon Energy Production Company, L.P. ConocoPhillips Company Trainer Partners, LTD.	88.83720% 7.11977% 4.04303% 100.00000%	16.66667%		
RECAPITULATION									
	FEDERAL LANDS	960.00	27.27%						
	STATE LANDS	2560.00	72.73%						
	TOTAL UNIT ACRES	3520.00	100.00%						

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EXHIBIT "B" --INITIAL BONE SPRING PARTICIPATING AREA-NMNM8526C
THISTLE UNIT
LEA COUNTY, NEW MEXICO

TRACT NO.	DESCRIPTION OF LANDS	NO. OF ACRES	SERIAL NUMBER	LESSEE OF RECORD	WORKING INTEREST OWNER	WORKING INTEREST PERCENTAGE	BASIC ROYALTY PERCENTAGE	OVERRIDING ROYALTY OWNER	OVERRIDING ROYALTY INTEREST
FEDERAL LANDS									
1	SEC. 21: E/2 TZ35-R33E	960.00	NM-94186, Out of LC-068848; HBP	ConocoPhillips Company	Devon Energy Production Company, L.P.	88.83720%	12.50000%	Devon Energy Production Company, LP	1.83480%
					ConocoPhillips Company Trainer Partners, LTD.	7.11977% 4.04303% 100.00000%			
	SEC. 28: ALL Less and Except SW/4 NW/4				Devon Energy Production Company, L.P.	88.83720%			
					ConocoPhillips Company Trainer Partners, LTD.	7.11977% 4.04303% 100.00000%			
	SEC. 28: SW/4 NW/4				Trainer Partners, LTD. ConocoPhillips Company	92.88023% 7.11977% 100.00000%			
STATE LANDS									
6	SEC. 22: ALL TZ35-R33E	640.00	V-2818; HBP	Devon Energy Production Company, L.P.	Devon Energy Production Company, L.P. ConocoPhillips Company Trainer Partners, LTD.	88.83720% 7.11977% 4.04303% 100.00000%	16.66667%		

EXHIBIT "B" -INITIAL BONE SPRING PARTICIPATING AREA--NNMM88526C

THISTLE UNIT

LEA COUNTY, NEW MEXICO

2

TRACT NO.	DESCRIPTION OF LANDS	NO. OF ACRES	SERIAL NUMBER	LESSEE OF RECORD	WORKING INTEREST OWNER	WORKING INTEREST PERCENTAGE	BASIC ROYALTY PERCENTAGE	OVERRIDING ROYALTY OWNER	OVERRIDING ROYALTY INTEREST
7	SEC. 27: NE/4	160.00	V-2794; HBP	Devon Energy Production Company, L.P.	Devon Energy Production Company, L.P. ConocoPhillips Company Trainer Partners, LTD.	88.83720% 7.11977% 4.04303% 100.00000%	16.66667%		
8	SEC. 34: N/2	640.00	V-2798; HBP	Devon Energy Production Company, L.P.	Devon Energy Production Company, L.P. ConocoPhillips Company Trainer Partners, LTD.	88.83720% 7.11977% 4.04303% 100.00000%	16.66667%	Performance Oil & Gas Company	3.33333%
	SEC. 34: S/2			Devon Energy Production Company, L.P.	Devon Energy Production Company, L.P. ConocoPhillips Company Trainer Partners, LTD.	88.83720% 7.11977% 4.04303% 100.00000%	16.66667%	Joseph William Foran	3.33333%
10	SEC. 33: ALL Less and Except NE/4 NW/4	640.00	V-2797; HBP	Devon Energy Production Company, L.P.	Devon Energy Production Company, L.P. ConocoPhillips Company Trainer Partners, LTD.	88.83720% 7.11977% 4.04303% 100.00000%	16.66667%	Magnum Hunter Production, Inc.	3.33333%
	SEC. 33: NE/4 NW/4			Devon Energy Production Company, L.P.	Devon Energy Production Company, L.P. ConocoPhillips Company Trainer Partners, LTD.	88.83720% 7.11977% 4.04303% 100.00000%		Performance Oil & Gas Company	3.33333%
11	SEC. 27: NW/4 & S/2	480.00	V-4057; HBP	Devon Energy Production Company, L.P.	Devon Energy Production Company, L.P. ConocoPhillips Company Trainer Partners, LTD.	88.83720% 7.11977% 4.04303% 100.00000%	16.66667%		
RECAPITULATION									
	FEDERAL LANDS	960.00	27.27%						
	STATE LANDS	2560.00	72.73%						
	TOTAL UNIT ACRES	3520.00	100.00%						

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