

August 19, 1997

**AUG 20 1997**

Mewbourne Oil Company  
500 West Texas, Suite 100  
Midland, Texas 79701

Attention: Steve Cobb

Re: Carlsbad 15 'K' Federal Com #1  
S/2 Section 15-T21S-R26E  
Eddy County, New Mexico

Gentlemen:

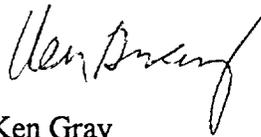
I am in receipt of your Joint Operating Agreement dated July 30, 1997 covering the referenced well which you have submitted for Devon's review and execution as non-operator.

In as much as Devon and Mewbourne have both proposed to drill the subject well at the same location, the issue of which company shall be designated as operator will, as you know, be the subject of our competing compulsory pooling applications presently pending before the NMOCD.

Accordingly, we have not provided Mewbourne with our preferred form of Operating Agreement nor will we review your Operating Agreement until such time as the NMOCD has issued an order relative to our competing pooling applications. Any actions by either company in a presumed capacity as operator is premature at this time.

Yours very truly,

DEVON ENERGY CORPORATION (NEVADA)



Ken Gray  
District Landman