

Surface Use Plan
COG Operating, LLC
Loco Hills SWD 33 #6
2210' FNL & 2145' FEL
Section 33, T-17-S, R-30-E,
Eddy County, New Mexico

30-015-39478

Loco Hills SWD 33 #6 BLM On-Site

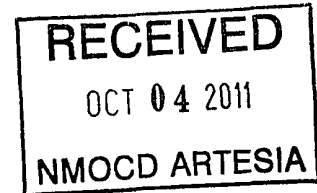
Date of on-site: 11-15-10

Attendees:

John fast- BLM

Noel Olivas – COG

Don Quimby – Madron Surveying Inc.



On-site Determinations:

V-Door Northeast. Topsoil to be stockpiled on South. Pit side along drop off. Road North to existing battery. Tanks on the East side.

SURFACE USE AND OPERATING PLAN

1. Existing & Proposed Access Roads

- A. The well site survey and elevation plat for the proposed well is shown in Exhibit #1. It was staked by Madron Surveying Inc., Carlsbad, NM.
- B. All roads to the location are shown in the topographic map Exhibit #2. The existing lease roads are illustrated and are adequate for travel during drilling and production operations. Upgrading existing roads prior to drilling the well will be done where necessary.
- C. Directions to location: From State Hwy 82 and CR 217 (Hagerman Cutoff), go South on CR 217 0.4 miles. Turn Left on caliche road and go Southeast 1.3 miles. Turn right and go Southwest approx. 0.2 miles to proposed road survey. Location is 870 feet south. See Vicinity Map, Exhibit #3.
- D. Routine grading and maintenance of existing roads will be conducted as necessary to maintain their condition as long as any operations continue on this lease. Roads will be maintained according to specifications in section 2A of this Surface Use and Operating Plan.

2. Proposed Access Road:

Exhibit #4 shows that 870' of new access road will be required for this location. If any road is required it will be constructed as follows:

- A. The maximum width of the running surface will be 14'. The road will be crowned, ditched and constructed of 6" rolled and compacted caliche. Ditches will be at 3:1 slope and 4 feet wide. Water will be diverted where necessary to avoid ponding, prevent erosion, maintain good drainage, and to be consistent with local drainage patterns.
- B. The average grade will be less than 1%.
- C. No turnouts are planned.
- D. No culverts, cattleguard, gates, low water crossings or fence cuts are necessary.
- E. Surfacing material will consist of native caliche. Caliche will be obtained from the actual well site if available. If not available onsite, caliche will be hauled from the nearest BLM caliche pit.

3. Location of Existing Well:

Exhibit #5 shows all existing wells within a one-mile radius of this well.

As shown on this plat there are numerous wells producing from the San Andres and Yeso formations.

4. Location of Existing and/or Proposed Facilities:

- A. COG Operating LLC will operate the SWD on location.**
- B. Once the well is drilled, contemplated facilities will be as follows:**
 - 1) Tank batteries will be set on the Loco Hills SWD 33 #6 location. The facility location is shown in Exhibit #5.**
 - 2) The tank battery and facilities including all flow lines and pipeline will be installed according to API specifications.**
 - 3) Any additional caliche will be obtained from a BLM approved caliche pit. Any additional construction materials will be purchased from contractors.**
 - 4) Proposed pipelines will follow an archaeologically approved route to the main Water Line tie in point that will be requested by a Right of Way Application.**
 - 5) It will be necessary to run electric power after the well is drilled. Power will be provided by CVE, and they will submit a separate plan and ROW for service to the well location.**

5. Location and Type of Water Supply:

The well will be drilled with combination brine and fresh water mud system as outlined in the drilling program. The water will be obtained from commercial water stations in the area and hauled to location by transport truck over the existing and proposed access roads shown in Exhibit #2. If a commercial fresh water source is nearby, fast line may be laid along existing road ROW's and fresh water pumped to the well. No water well will be drilled on the location.

6. Source of Construction Materials and Location "Turn-Over" Procedure:

Obtaining caliche: The primary way of obtaining caliche to build locations and roads will be by "turning over" the location. This means, caliche will be obtained from the actual well sight. A caliche permit will be obtained from BLM prior to pushing up any caliche. 2400 cu. Yards is max amount of caliche needed

for pad and roads. Amount will vary for each pad. The procedure below has been approved by BLM personnel:

- A. The top 6 inches of topsoil is pushed off and stockpiled along the side of the location.**
- B. An approximate 120' X 120' area is used within the proposed well site to remove caliche.**
- C. Subsoil is removed and piled along side the 120' by 120' area within the pad site.**
- D. When caliche is found, material will be stock piled within the pad site to build the location and road.**
- E. Then subsoil is pushed back in the hole and caliche is spread accordingly across entire location and road.**
- F. Once well is drilled, the stock piled top soil will be used for interim reclamation and spread along areas where caliche is picked up and the location size is reduced. Neither caliche or subsoil will be stock piled outside of the well pad. Topsoil will be stockpiled along the edge of the pad as depicted in attached plat.**

In the event that no caliche is found onsite, caliche will be hauled in from a BLM approved caliche pit.

7. Methods of Handling Water Disposal:

- A. The well will be drilled utilizing a closed loop mud system. Drill cuttings will be held in roll-off style mud boxes and taken to an NMOCD approved disposal site.**
- B. Drilling fluids will be contained in steel mud pits.**
- C. Water produced from the well during completion will be held temporarily in steel tanks and then taken to an NMOCD approved commercial disposal facility.**
- D. Garbage and trash produced during drilling or completion operations will be collected in a trash bin and hauled to an approved landfill. No toxic waste or hazardous chemicals will be produced by this operation.**
- E. After the rig is moved out and the well is either completed or abandoned, all waste materials will be cleaned up within 30 days. In the event of a dry hole only a dry hole marker will remain.**

8. Ancillary Facilities:

No airstrip, campsite or other facilities will be built as a result of the operation on this well.

9. Well Site Layout:

- A. The drill pad layout, with elevations staked by Madron Surveying Inc., is shown in Exhibit #4. Dimensions of the pad and pits are shown on Exhibit #6. V door direction is Northeast Topsoil, if available, will be stockpiled per BLM specifications. Because the pad is almost level no major cuts will be required.
- B. Exhibit #6 also shows the proposed orientation of closed loop system and access road. No permanent living facilities are planned, but a temporary foreman/toolpusher's trailer will be on location during the drilling operations.

10. Plans for Restoration of the Surface:

- A. Interim Reclamation will not occur while SWD is in operation.
- B. Final Reclamation: Upon plugging and abandoning the well, All caliche for well pad and lease road will be removed and surface will be recountoured to reflect its surroundings as much as possible. Caliche will be recycled for road repair or reused for another well pad within the lease. If any topsoil remains, it will be spread out and the area will be re-seeded with a BLM approved mixture and revegetated as per BLM orders.

11. Surface Ownership:

- A. The surface is owned by the U.S. Government and is administered by the Bureau of Land Management. The surface is multiple uses with the primary uses of the region for grazing of livestock and the production of oil and gas.
- B. The surface tenant for this site is Williams and Son Cattle Company, PO Box 30 Maljamar, NM 88264
- C. The proposed road routes and surface location will be restored as directed by the BLM

12. Other Information:

- A. The area around the well site is grassland and the topsoil is sandy. The vegetation is moderately sparse with native prairie grasses, some mesquite and shinnery oak. No wildlife was observed but it is likely that mule deer, rabbits, coyotes and rodents traverse the area.

- B. There is no permanent or live water in the immediate area.
- C. There are no dwellings within 2 miles of this location.
- D. If needed, a Cultural Resources Examination is being prepared by Southern New Mexico Archaeological Services, Inc. P.O. Box 1, Bent New Mexico, 88314, phone # 505-671-4797 and the results will be forwarded to your office in the near future. Otherwise, **COG will be participating in the Permian Basin MOA Program.**

13. Bond Coverage:

Bond Coverage is Nationwide Bond # 000215

14. Lessee's and Operator's Representative:

The COG Operating LLC representative responsible for assuring compliance with the surface use plan is as follows:

John Coffman,	Erick Nelson.
Drilling Superintendent	Division Operations Manager
COG Operating LLC	COG Operating LLC
550 W. Texas, Suite 1300	550 W. Texas, Suite 1300
Midland, TX 79701	Midland, TX 79701
Phone (432) 683-7443 (office)	Phone (505) 746-2210 (office)
(432) 631-9762 (cell)	(432) 238-7591 (cell)

I hereby certify that I, or persons under my direct supervision, have inspected the drill site and access road proposed herein; that I am familiar with the conditions that presently exist; that I have full knowledge of State and Federal laws applicable to this operation; that the statements made in this APD package are, to the best of my knowledge, true and correct; and that the work associated with the operations proposed herein will be performed in conformity with this APD package and the terms and conditions under which it is approved. I also certify that I, or COG Operating, LLC, am responsible for the operations conducted under this application. These statements are subject to the provisions of 18 U.S.C. 1001 for the filing of false statements. Executed this 31st day of March, 2010.

Signed:



Printed Name: Mark Fairchild

Position: Sr. Operations Engineer

Address: 550 W. Texas, Suite 1300, Midland, Texas 79701

Telephone: (432) 686-3021

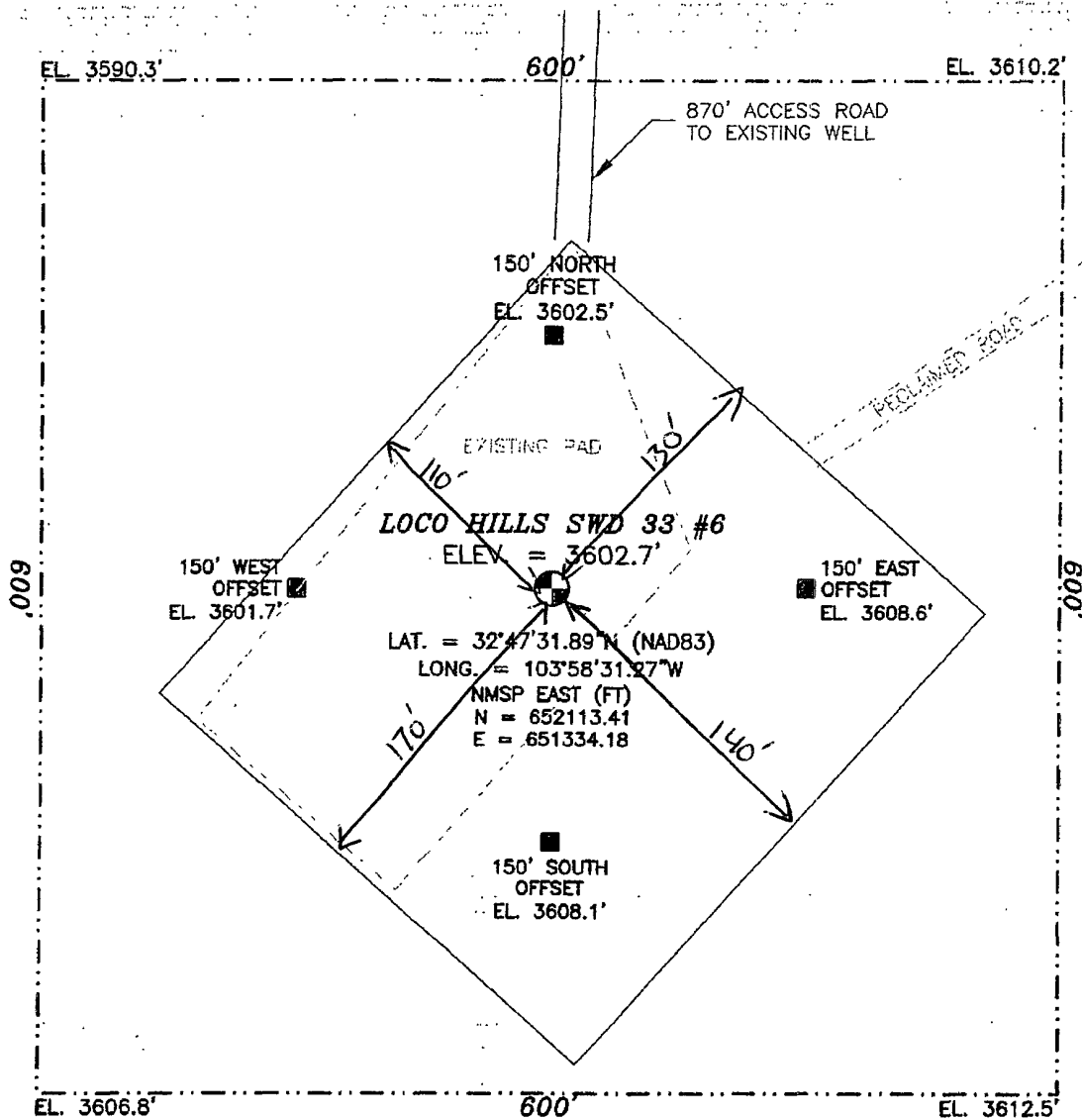
Field Representative (if not above signatory): Same

E-mail: mfairchild@conchoresources.com

Exhibits:

- | | |
|--------------------|--|
| Exhibit #1 | Wellsite and Elevation Plat |
| | Form C-102 Well location and acreage dedication plat |
| Exhibit #2 | Topographic Map (Madron) |
| Exhibit #3 | Vicinity Map and area roads |
| Exhibit #4 | Elevation Plat (Madron) |
| Exhibit #5 | Topographic extract showing wells, roads and flowlines |
| Exhibit #6 | Pad Layout and orientation |
| Exhibit #7 | H2S Signage |
| Exhibit #8 | H2S Equipment location |
| Exhibit #9 | BOP and Choke diagrams |
| Exhibit #10 | Form C-144 NMOCD pit permit application |
| Exhibit #11 | 1 Mile Radius List and Map showing all wells permitted, producing and plugged |

SECTION 33, TOWNSHIP 17 SOUTH, RANGE 30 EAST, N.M.P.M.
EDDY COUNTY, STATE OF NEW MEXICO



10 50 100 200

SCALE 1" = 100

DIRECTIONS TO LOCATION

FROM STATE HIGHWAY 82 AND CR 217 GO SOUTH ON CR 217
0.4 MILES TURN LEFT ON CALICHE ROAD AND GO SOUTHEAST
1.4 MILES TO A PROPOSED ROAD SURVEY ON AN OLD
RECLAIMED ROAD AND FOLLOW OLD ROAD SOUTH THEN
SOUTHWEST A TOTAL OF 2100' TO THIS LOCATION.

COG OPERATING, LLC
LOCO HILLS SWD "33" #6
LOCATED 2,210 FT. FROM THE NORTH LINE
AND 2,145 FT. FROM THE EAST LINE OF
SECTION 33 TOWNSHIP 17 SOUTH,
RANGE 30 EAST, N.M.P.M.
EDDY COUNTY, STATE OF NEW MEXICO

DECEMBER 9, 2010

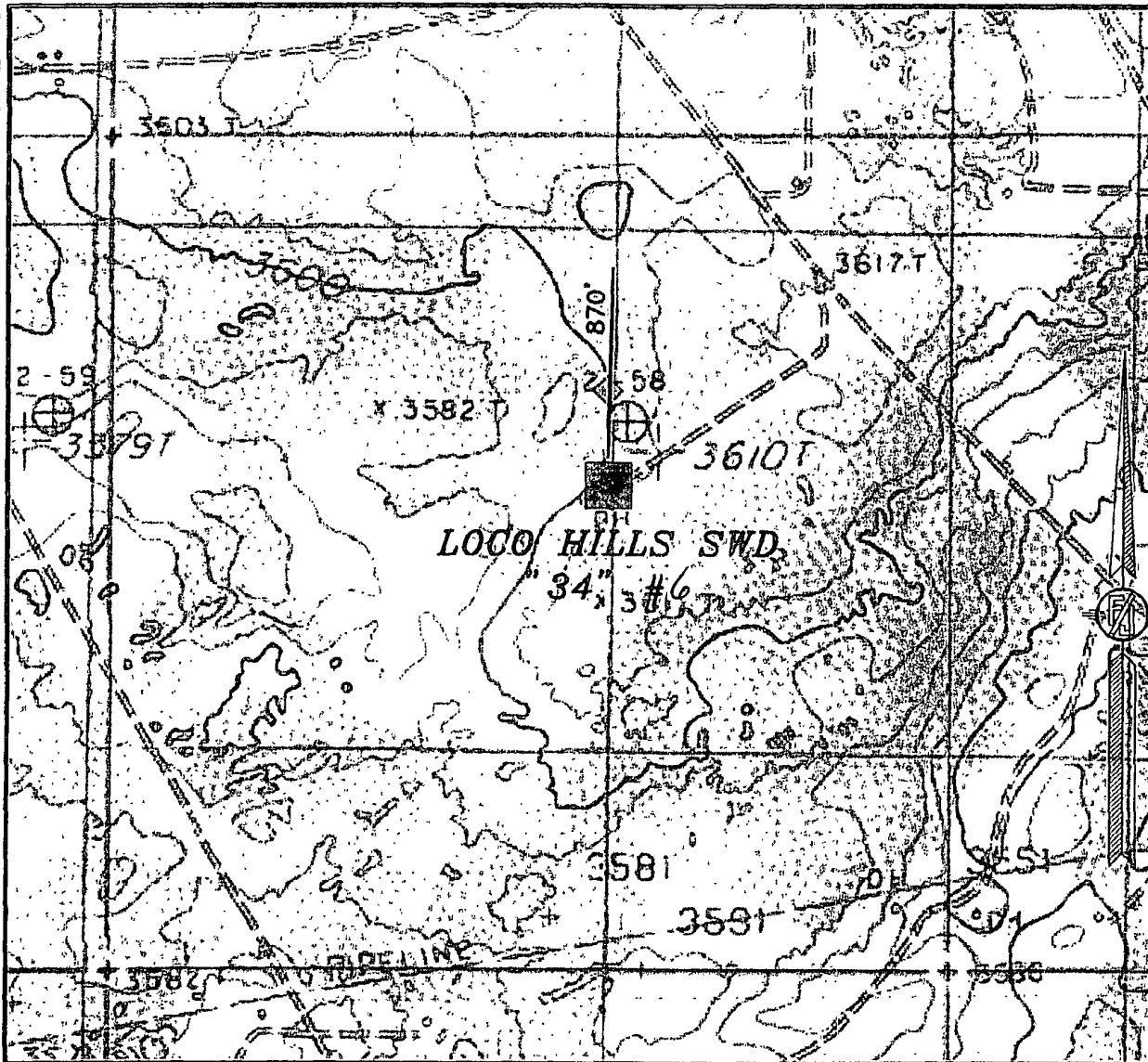
SURVEY NO. 299

MADRON SURVEYING, INC. 301 SOUTH CANAL (575) 887-5830 CARLSBAD, NEW MEXICO

TEN
4/27/11

SECTION 33, TOWNSHIP 17 SOUTH, RANGE 30 EAST, N.M.P.M.
EDDY COUNTY, STATE OF NEW MEXICO

LOCATION VERIFICATION MAP



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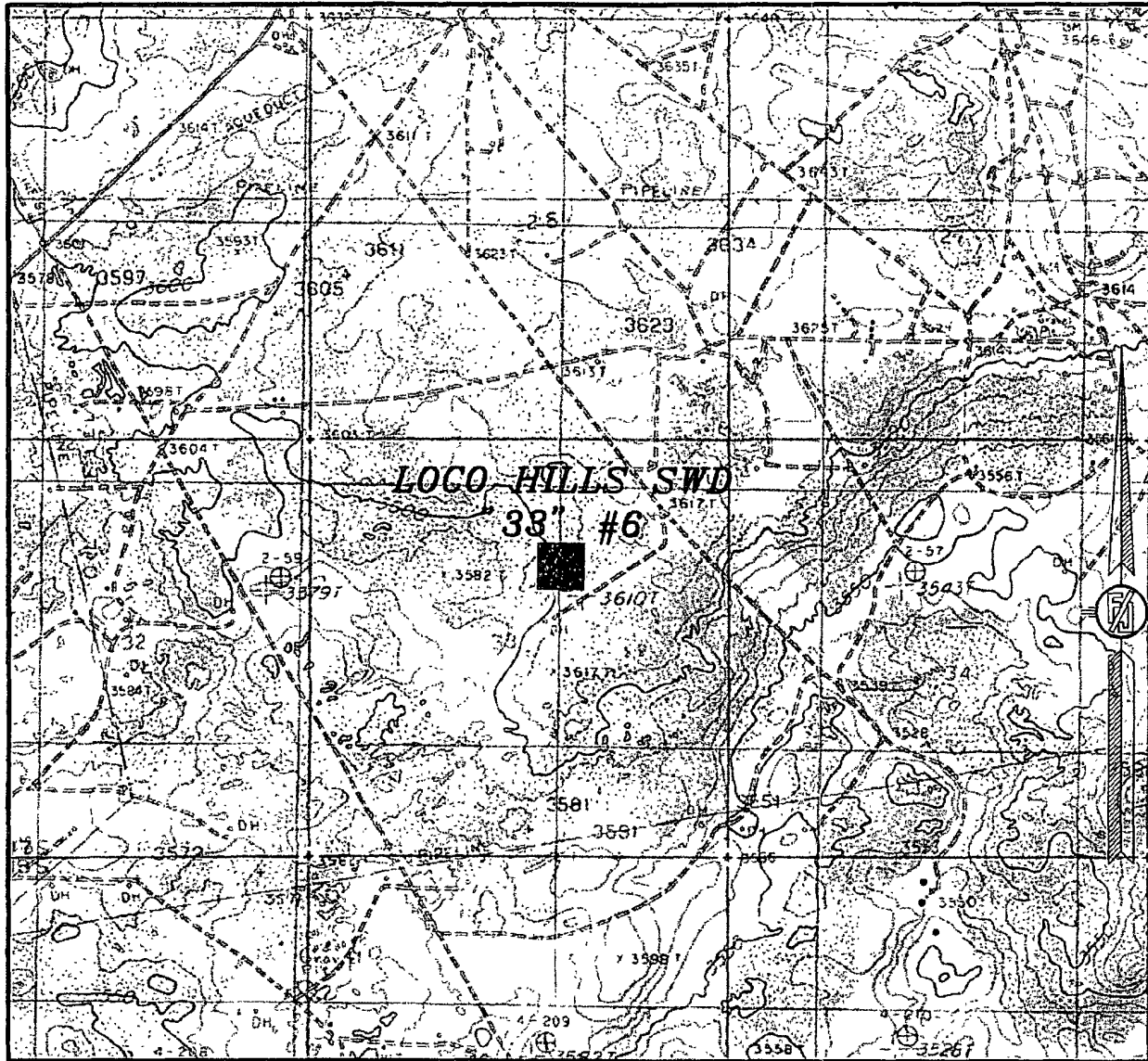
DECEMBER 8, 2010

SURVEY NO. 299

MADRON SURVEYING, INC. 301 SOUTH CANAL CARLSBAD, NEW MEXICO
(575) 887-5830

TEN
4/27/11

SECTION 33, TOWNSHIP 17 SOUTH, RANGE 30 EAST, N.M.P.M.
EDDY COUNTY, STATE OF NEW MEXICO
VICINITY MAP



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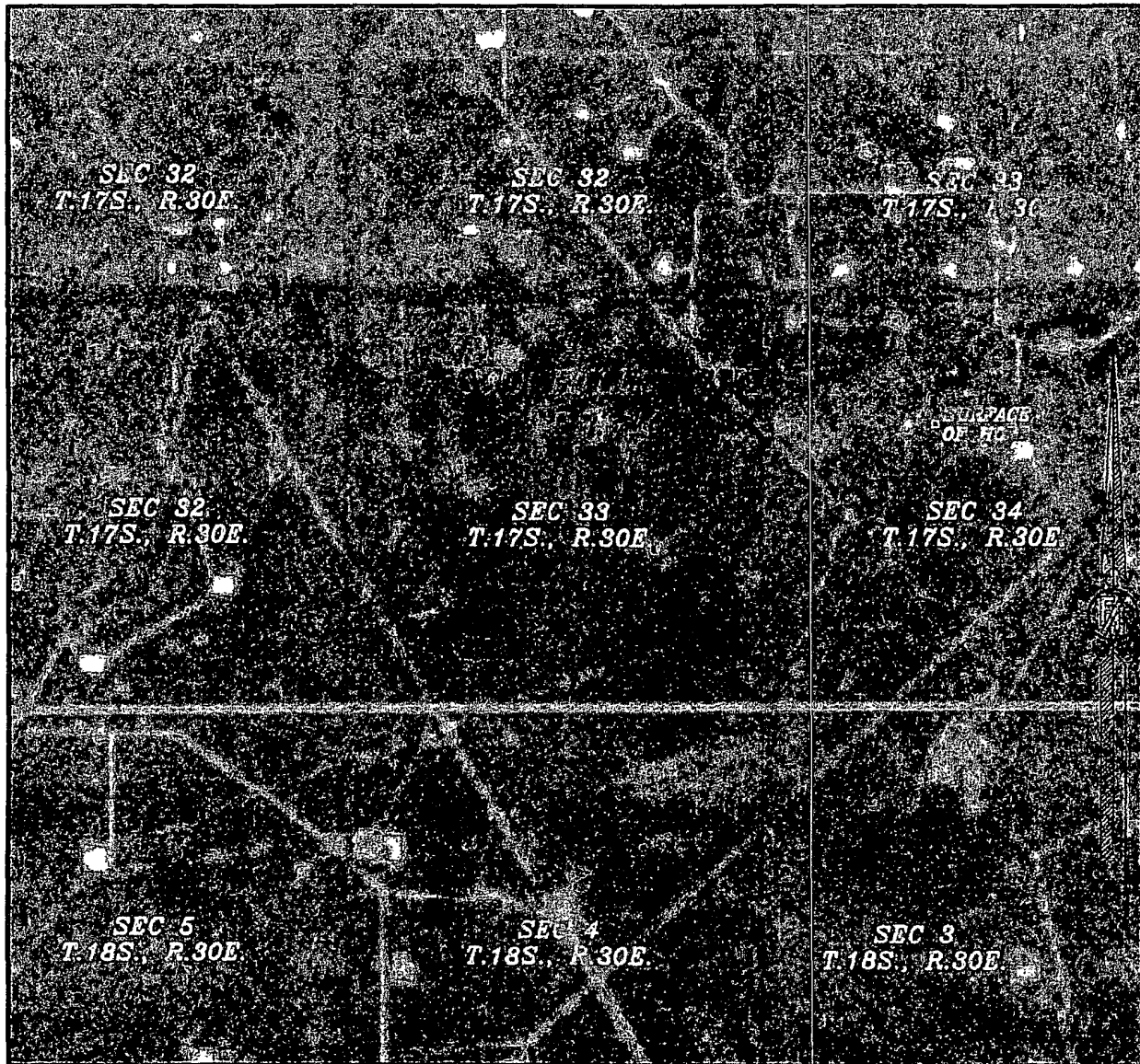
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(575) 887-5830

SECTION 33, TOWNSHIP 17 SOUTH, RANGE 30 EAST, N.M.P.M.
EDDY COUNTY, STATE OF NEW MEXICO

AERIAL PHOTO



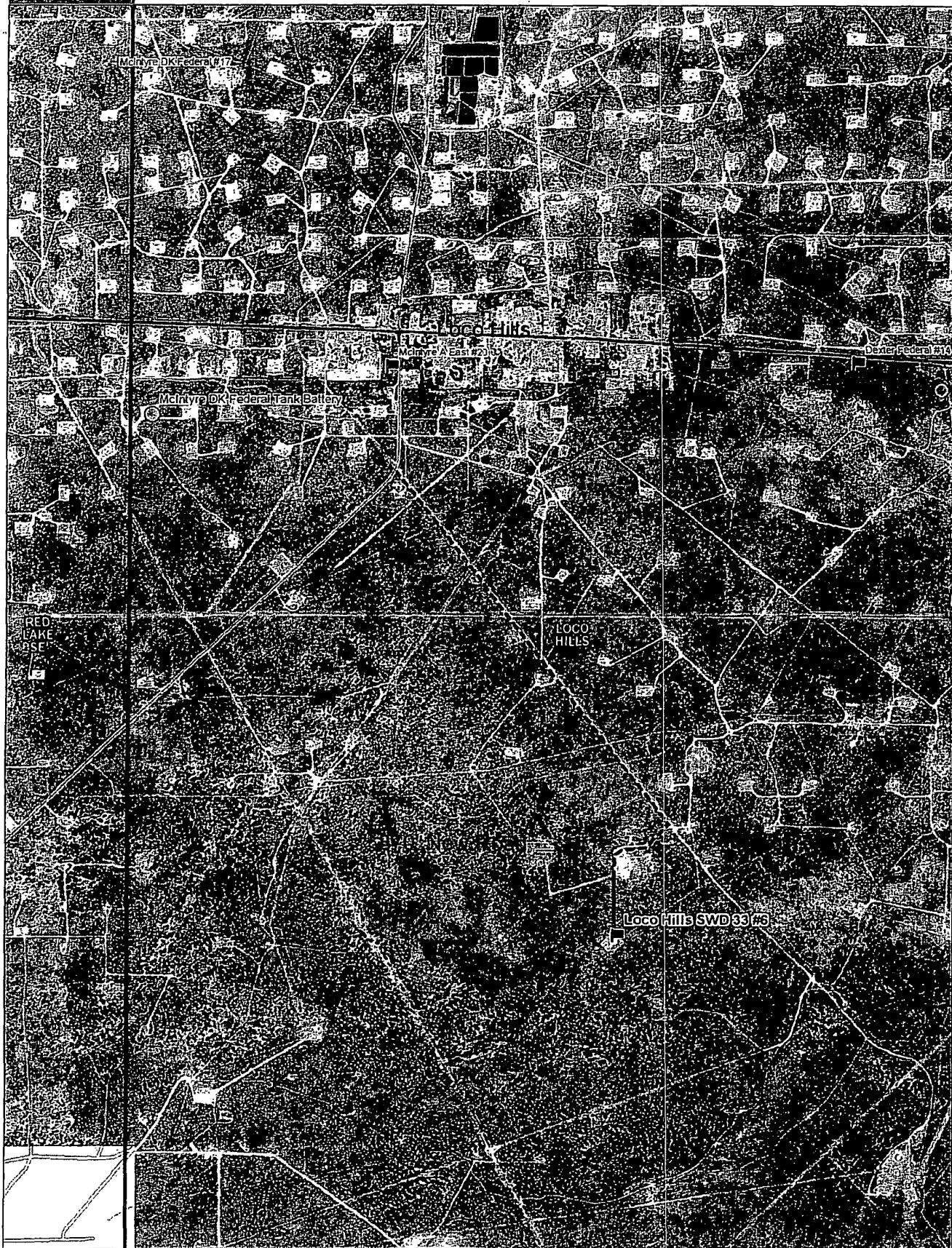
NOT TO SCALE
AERIAL PHOTO:
GOOGLE EARTH
USDA - AUG, 2009

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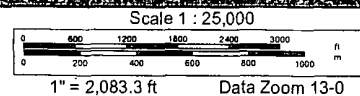
MADRON SURVEYING, INC. 301 SOUTH CANAL (575) 867-5830 CARLSBAD, NEW MEXICO



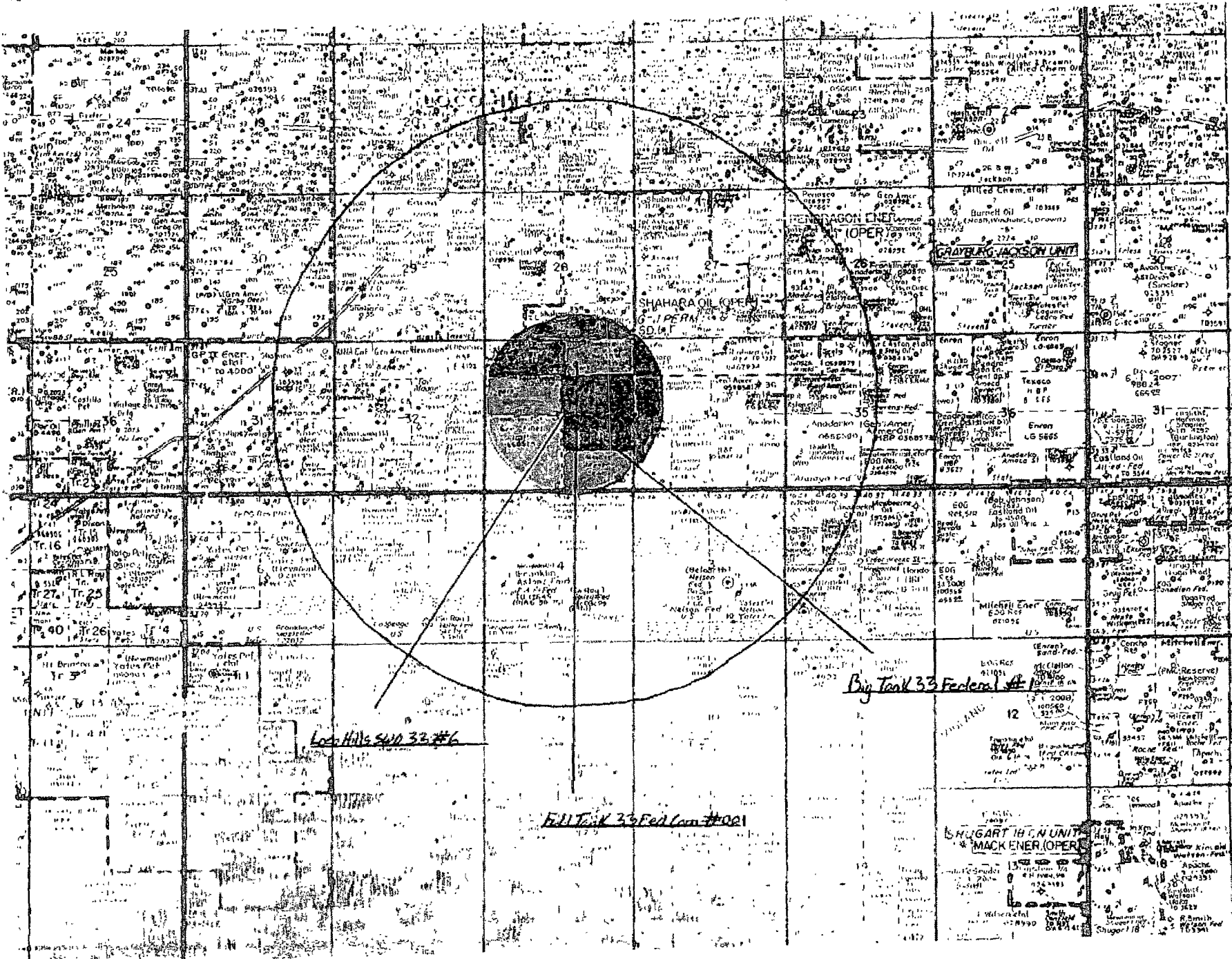
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 - Naumann Oil & Gas Inc.
  - EOG Resources
  - Cimrex Energy Co of Col.
  - Anadarko Petro. Corp.
  - Southern Bay Operating LLC
  - AROC (Texas) Inc.



- JFG ENTERPRISES / NADEL & BUSSMAN PERMIAN, LLC

- Southwestern Bay Operating, LLC

Offset wells to Loco Hills SWD "33" #6

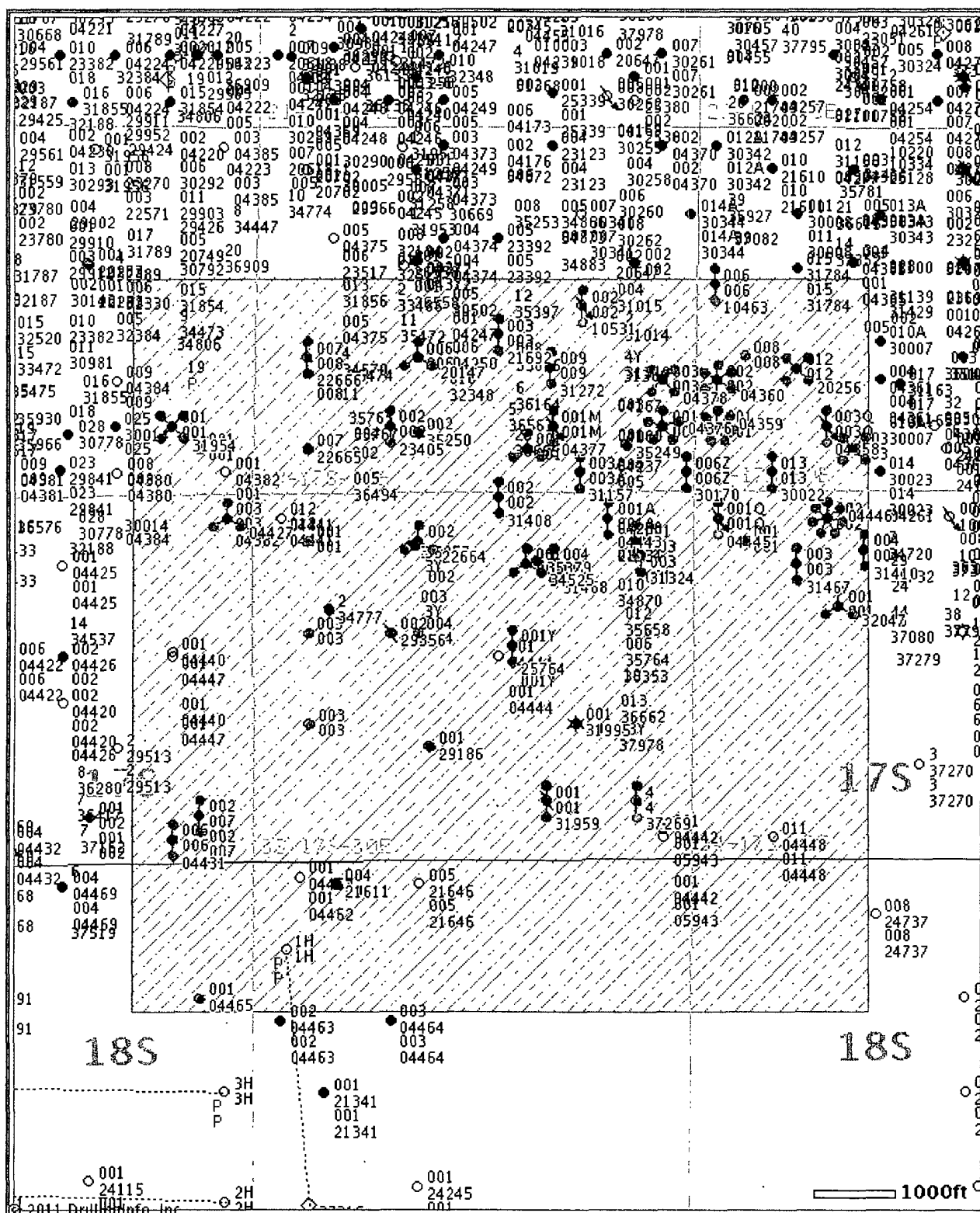
API#	Operator	County	Legal	Lease	Well#	Date Issued	Permitted Depth	Permit TVD	Images	Doc	Total Depth	Well Type	Well Status	Permit#
30-015-37269	COG OPERATING LLC	EDDY	S 33, T 17S, R 30E	LOCO HILLS SWD 33	4	9/10/2009	9,750		Yes	link	9,700	U	Active Permit	TEMP1701075121
30-015-35379	CIMAREX ENERGY CO. OF COLORADO or COG OPERATING LLC	EDDY	S.33, T.17S, R.30E	FULL TANK "33" FEDERAL	4	1/12/2007	8,800		Yes	link	8,800	PO	Active	TMP0000000080080
30-015-35257	CIMAREX ENERGY CO. OF COLORADO or COG OPERATING LLC	EDDY	S.33, T 17S, R 30E	FULL TANK 33 FEDERAL	3Y	11/24/2006	8,500		Yes	link	9,300	PO	Active	TEMP2045382251
30-015-35250	CIMAREX ENERGY CO. OF COLORADO or COG OPERATING LLC	EDDY	S 28, T.17S, R.30E	CAGNEY "28" FEDERAL COM	002	11/17/2006	12,050		Yes	link	12,050	PG	Active	TEMP1758393160
30-015-35249	CIMAREX ENERGY CO. OF COLORADO or COG OPERATING LLC	EDDY	S.28, T:17S, R:30E	CAGNEY 28 FEDERAL COM	001	11/14/2006	12,050		Yes	link	12,050	PG	Active	TEMP1768172575
30-015-35156	CIMAREX ENERGY CO OF COLORADO or COG OPERATING LLC	EDDY	S 33, T:17S, R:30E	FULL TANK 33 FEDERAL	003	9/21/2006	8,500		Yes	link	8,500	PO	Active Permit	TEMP1713014826
30-015-34777	GRUY PETROLEUM MANAGEMENT CO. or CIMAREX ENERGY CO OF COLORADO	EDDY	S:33, T 17S, R:30E	FULL TANK 33 FED COM	2	4/7/2006	12,050		No	link	12,050	PG	Active Permit	TMP0000000079618
30-015-34525	GRUY PETROLEUM MANAGEMENT CO. or CIMAREX ENERGY CO OF COLORADO	EDDY	S 33, T:17S, R 30E	FULL TANK 33 FED COM	001	12/29/2005	12,050		No	link	11,750	G	Active Permit	TEMP51027237
30-015-20147	HANSON ENERGY	EDDY	S:28, T:17S, R:30E	FEDERAL S	006	5/1/2003	0		No	link	0	O	Active	TEMP834076322
30-015-31954	PECOS PRODUCTION COMPANY	EDDY	S:29, T:17S, R:30E	VICTORIA 29 FEDERAL	001	1/15/2003			No	link	5,290	PO	Pumping	TEMP1845013589
30-015-32047	PECOS PRODUCTION COMPANY	EDDY	S.34, T:17S, R:30E	MAGGIE 34 FEDERAL	001	1/15/2003			No	link	5,207	PO	Pumping	TEMP1693807271
30-015-31467	AROC (TEXAS) INC	EDDY	S:34, T.17S, R.30E	GRAYBURG JACKSON PSU FG	003	7/24/2002	3,650		No	link	3,650	O	Active	TEMP218914648
	AROC (TEXAS)			GRAYBURG JACKSON										

30-015-31468	INC	EDDY	S:33, T:17S, R:30E	PSU BB	004	7/24/2002	3,650		No	link	3,650	O	Active	TEMP202755194
30-015-31467	AROC (TEXAS) INC	EDDY	S:34, T:17S, R:30E	GRAYBURG JACKSON PSU FG	003	6/30/2002			No	link	3,650	O	Active	TEMP1869697736
30-015-31468	AROC (TEXAS) INC	EDDY	S:33, T:17S, R:30E	GRAYBURG JACKSON PSU BB	004	6/30/2002			No	link	3,650	O	Active	TEMP1573456407
30-015-31408	AROC (TEXAS) INC	EDDY	S:33, T:17S, R:30E	GRAYBURG JACKSON PSU BB	002	12/28/2001			No	link	8,300	O	Active	TEMP4443930
30-015-31324	AROC (TEXAS) INC	EDDY	S:33, T:17S, R:30E	GRAYBURG JACKSON PSU BB	003	12/28/2001			No	link	3,650	O	Active	TEMP1179645080
30-015-31410	AROC (TEXAS) INC	EDDY	S:34, T:17S, R:30E	GRAYBURG JACKSON PSU FG	004	12/28/2001			No	link	3,650	O	Active	TEMP401698128
30-015-31324	AROC (TEXAS) INC	EDDY	S:33, T:17S, R:30E	GRAYBURG JACKSON PSU BB	003	11/30/2001			No	link	3,650	O	Active	TEMP991199851
30-015-31408	AROC (TEXAS) INC	EDDY	S:33, T:17S, R:30E	GRAYBURG JACKSON PSU BB	002	11/30/2001			No	link	8,300	O	Active	TEMP92734548
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30-015-32047	ANADARKO PETROLEUM CORP	EDDY	S:34, T:17S, R:30E	MAGGIE '34' FEDERAL	1	10/12/2001	5,000		Yes	link	5,207	PO	Pumping	TEMP1669582963
30-015-31959	EOG RESOURCES INC	EDDY	S:33, T:17S, R:30E	SAND TANK 33 FEDERAL COM	001	9/13/2001	12,100		No	link	12,100	X	Cancelled	TEMP1750211915
30-015-31995	SOUTHWESTERN ENERGY PRODUCTION COMPANY or CHEVRON USA, INC.	EDDY	S:33, T:17S, R:30E	BIG TANK 33 FEDERAL	001	9/12/2001			No	link		G	Active	TEMP1981076579
30-015-31959	EOG RESOURCES INC	EDDY	S:33, T:17S, R:30E	SAND TANK 33 FEDERAL COM	001	8/31/2001			No	link	12,100	X	Cancelled	TEMP1999846190
30-015-31954	ANADARKO PETROLEUM CORP	EDDY	S:29, T:17S, R:30E	VICTORIA "29" FEDERAL	1	8/9/2001	5,000		Yes	link	5,290	PO	Pumping	TEMP793596988
30-015-10531	AROC (TEXAS) INC	EDDY	S:28, T:17S, R:30E	GRAYBURG JACKSON PSU MA	002	11/21/2000			No	link	3,134	I	Active	TEMP1628297181
30-015-21692	AROC (TEXAS) INC	EDDY	S:28, T:17S, R:30E	GRAYBURG JACKSON PSU MA	003	11/21/2000			No	link	3,156	O	Pumping	TEMP1008921210
30-015-31272	AROC (TEXAS) INC	EDDY	S:28, T:17S, R:30E	GRAYBURG JACKSON PSU MA	009	7/25/2000			No	link	3,650	O	Pumping	TEMP1421942838
	AROC (TEXAS)			GRAYBURG JACKSON										

30-015-31157	INC	EDDY	S:28, T:17S, R:30E	PSU ME	003A	6/28/2000			No	link	3,650	O	Pumping	TEMP1297253546
30-015-04359	AROC (TEXAS) INC	EDDY	S:27, T:17S, R:30E	GRAYBURG JACKSON PSU MB	001	5/3/2000	0		No	link	3,265	O	Active	TEMP311094580
30-015-04358	AROC (TEXAS) INC	EDDY	S:27, T:17S, R:30E	GRAYBURG JACKSON PSU MB	003Q	5/1/2000	0		No	link	0	I	Injection Well	TEMP660236655
30-015-04360	AROC (TEXAS) INC	EDDY	S:27, T:17S, R:30E	GRAYBURG JACKSON PSU MB	002	5/1/2000	0		No	link	0	O	Active	TEMP1028056604
30-015-04377	AROC (TEXAS) INC	EDDY	S:28, T:17S, R:30E	GRAYBURG JACKSON PSU ME	001M	5/1/2000	0		No	link	0	I	Injection Well	TEMP968405200
30-015-04443	AROC (TEXAS) INC	EDDY	S:33, T:17S, R:30E	GRAYBURG JACKSON PSU BB	001A	5/1/2000	0		No	link	0	O	Pumping	TEMP1449894640
30-015-04445	AROC (TEXAS) INC	EDDY	S:34, T:17S, R:30E	GRAYBURG JACKSON PSU FG	001Q	5/1/2000			No	link		PI	Shut-in	TEMP241398345
30-015-04446	AROC (TEXAS) INC	EDDY	S:34, T:17S, R:30E	GRAYBURG JACKSON PSU FG	002	5/1/2000			No	link		O	Active	TEMP110583719
30-015-10463	AROC (TEXAS) INC	EDDY	S:27, T:17S, R:30E	GRAYBURG JACKSON PSU AD	006	5/1/2000			No	link		O	Pumping	TEMP1030797463
30-015-20256	AROC (TEXAS) INC	EDDY	S:27, T:17S, R:30E	GRAYBURG JACKSON PSU MB	012	5/1/2000	0		No	link	0	O	Pumping	TEMP1024733426
30-015-23405	AROC (TEXAS) INC	EDDY	S:28, T:17S, R:30E	MADDREN E FEDERAL	002	5/1/2000			No	link	3,350	O	Pumping	TEMP1692790216
30-015-30022	AROC (TEXAS) INC	EDDY	S:27, T:17S, R:30E	GRAYBURG JACKSON PSU MB	013	5/1/2000			No	link	3,700	O	Pumping	TEMP1970565765
30-015-30170	AROC (TEXAS) INC	EDDY	S:28, T:17S, R:30E	GRAYBURG JACKSON PSU MA	006Z	5/1/2000			No	link	3,700	O	Pumping	TEMP27004551
30-015-29186	NAUMANN OIL & GAS INC	EDDY	S:33, T:17S, R:30E	SAND TANK 33 FEDERAL COM	001	5/14/1998			No	link		PG	Unknown	TEMP206831717
30-015-29356	EOG RESOURCES INC	EDDY	S:33, T:17S, R:30E	SAND TANK 33 FEDERAL COM	002	4/7/1998			No	link		X	Cancelled	TEMP1688965676
30-015-25764	NADEL AND GUSSMAN PERMIAN, LLC	EDDY	S:33, T:17S, R:30E	BEESON FEDERAL	001Y	12/1/1997	0		No	link	3,615	PO	Shut-in	TEMP347534561
30-015-22664	ANADARKO PETROLEUM CORP	EDDY	S:33, T:17S, R:30E	FEDERAL N	002	2/1/1979	0		No	link	0	O	Pumping	TEMP1243034075
30-015-21611	BELNORTH PETROLEUM CORP	EDDY	S:4, T:18S, R:30E	NELSON	004	9/1/1975	0		No	link	2,893	O	Active	TEMP1502138651
	STEVENS OPERATING CORPORATION or													

30-015-20703	HANAGAN PETROLEUM CORP	EDDY	S:28, T:17S, R 30E	PRE- ONGARD WELL	007	1/1/1970			No	link		PO	Active Permit	TEMP125880406
30-015-22665	STEVENS OPERATING CORPORATION or HANAGAN PETROLEUM CORP	EDDY	S:28, T 17S, R:30E	PRE- ONGARD WELL	007	1/1/1970			No	link		PO	Active Permit	TEMP921154738
30-015-22666	STEVENS OPERATING CORPORATION or HANAGAN PETROLEUM CORP	EDDY	S.28, T 17S, R:30E	PRE- ONGARD WELL	008	1/1/1970			No	link		PO	Active Permit	TEMP1046198130

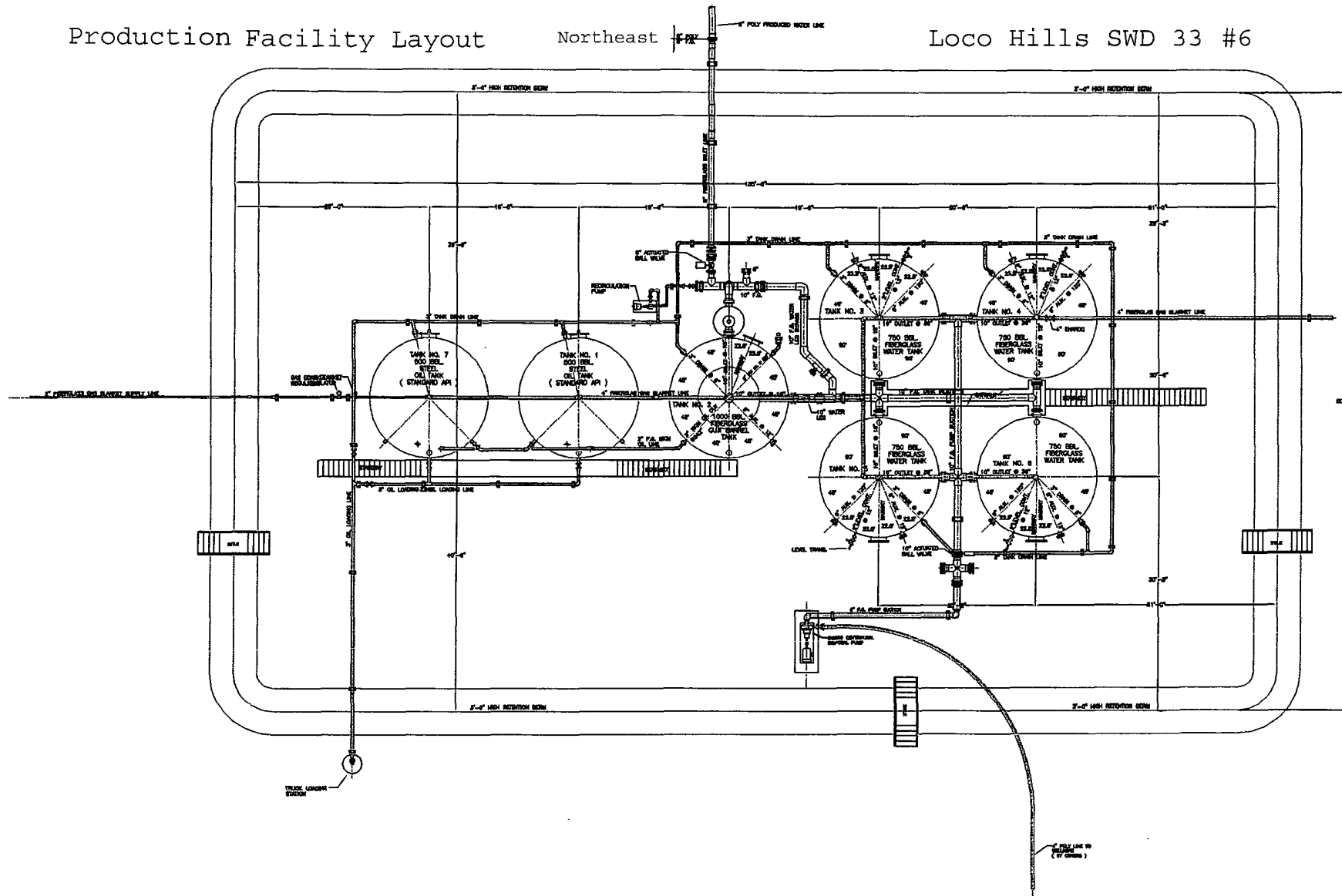
Offset wells to Loco Hills SWD "33" #6



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Northeast

~~SECRET~~



Loco Hills SWD 33 #6

Existing Road

