SURFACE USE PLAN - REVISED

Devon Energy Production Company, L.P.

The on-site inspection for these projects was performed on 3/31/2015 by CEHMM.

REBEL 20 FED 4H

1. **Existing Roads:**
   a. The well site and elevation plat for the proposed well are reflected on the "Site Map". The well was staked by Madron Surveying, Inc.
   b. All roads into the location are depicted on the "Vicinity Map". The operator will repair pot holes, clear ditches, repair the crown, etc. All existing structures on the entire access route such as cattle guards, culverts, etc. will be properly repaired or replaced if they are damaged or have deteriorated beyond practical use. BLM written approval will be acquired before application of surfactants, binding agents, or other dust suppression chemicals on roadways.
   c. Directions to Location: From the intersection of State Hwy 128 and Buck Jackson road go Southwest on Buck Jackson road 0.43 miles to caliche lease road, West of calachie pit on left, go South on caliche lease road 1.45 miles to existing 2-Track road on Left. Go East on 2-track road along the South side of the North line of Section 19, 1.0 miles to the Northeast corner of Section 19, Follow proposed flagged road line along the South side of the North line of Section 20, go East 0.83 miles to Northwest corner of pad.

2. **New or Reconstructed Access Roads:**
   a. The "Site Map" and "Access Road Plat" shows new constructed access road, which will be approximately 3882.86 LF from the existing Lease road.
   b. The maximum driving width of the access road will be 14 feet. The maximum width of surface disturbance when constructing the access road will not exceed 25 feet. The road will be crowned and ditched with 2% slope from the tip of the crown to the edge of the driving surface. The ditches will be 3 feet wide with 3:1 slopes. The driving surface will be made of 6" rolled and compacted caliche.
   c. No cattle guards, grates or fence cuts will be required. No turnouts are planned.

3. **Location of Existing Wells:**
   The attached "One Mile Radius Map" shows all existing and proposed wells within a one-mile radius of the proposed location.

4. **Location of Existing and/or Proposed Production Facilities:**
   a. In the event the well is found productive, the Rebel Central tank battery would be utilized and shared, located in Sec 202-T24S-R32E. Padded with Rebel 20 Fed 8H.
   b. 2 buried 6" flowlines & 2 buried 6" gas lift lines will run 1415.5' from the Rebel 20 Fed 4H & 8H to the Rebel CTB. See "Flowline Plat"
   c. If necessary, the well will be operated by means of an electric distribution line. If electric power poles are needed, a plat and a sundry notice will be filed with your office.

d. All flow lines will adhere to API standards.
e. If the well is productive, rehabilitation plans are as follows:
    i. A closed loop system will be utilized.
    ii. The original topsoil from the well site will be returned to the location. The drill site will then be contoured as close as possible to the original state.

5. Location and Types of Water Supply:

This location will be drilled using a combination of water mud systems (outlined in the Drilling Program). The water will be obtained from commercial water stations in the area and hauled to location by transport truck using the existing and proposed roads described and depicted on the "Vicinity Map". On occasion, water will be obtained from a pre-existing water well, running a pump directly to the drill rig. In cases where a poly pipeline is used to transport water for drilling purposes, proper authorizations will be secured. If a poly pipeline is used, the size, distance, and map showing route will be provided to the BLM via sundry notice.

6. Construction Materials:

Obtaining caliche: One 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 site. Actual amounts 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. Subsoil is removed and stockpiled within the surveyed well pad.
c. When caliche is found, material will be stock piled within the pad site to build the location and road.
d. Then subsoil is pushed back in the hole and caliche is spread accordingly across entire location and road.
e. 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.
f. Neither caliche, nor subsoil will be stock piled outside of the well pad. Topsoil will be stockpiled along the edge of the pad as depicted in the Well Site Layout or survey plat.

In the event that no caliche is found onsite, caliche will be hauled in from a BLM approved caliche pit or other established mineral pit. A BLM mineral material permit will be acquired prior to obtaining any mineral material from BLM pits or land.

7. Methods of Handling Waste Material:

a. Drill cuttings will be safely contained in a closed loop system and disposed of properly at a NMOCD approved disposal site.
b. All trash, junk and other waste material will be contained in trash cages or trash bins to prevent scattering. When the job is completed all contents will be removed and disposed of in an approved sanitary landfill.
c. The supplier will pick up salts remaining after completion of well, including broken sacks.
d. A Porto-john will be provided for the rig crews. This equipment will be properly maintained during the drilling and completion operations and will be removed when all operations are complete.

e. Remaining drilling fluids will be sent to a closed loop system. Water produced during completion will be put into a closed loop system. Oil and condensate produced will be put into a storage tank and sold.
f. Disposal of fluids to be transported by the following companies:
    i. American Production Service Inc, Odessa TX
    ii. Gandy Corporation, Lovington NM
    iii. I & W Inc, Loco Hill NM
    iv. Jims Water Service of Co Inc, Denver CO

8. Ancillary Facilities: No campsite or other facilities will be constructed as a result of this well.

9. Well Site Layout

a. The Rig Location Layout attachment shows the proposed well site layout and pad dimensions.
b. The Rig Location Layout attachment proposes location of sump pits and living facilities.
c. Mud pits in the active circulating system will be steel pits.
d. A closed loop system will be utilized.
e. If a pit or closed loop system is utilized, Devon will provide a copy of the Design Plan to the BLM.

10. Plans for Surface Reclamation:

a. After concluding the drilling and/or completion operations, if the well is found non-commercial, the caliche will be removed from the pad and transported to the original caliche pit or used for other drilling locations. The road will be reclaimed as directed by the BLM. The original top soil will again be returned to the pad and contoured, as close as possible, to the original topography.
b. The location and road will be rehabilitated as recommended by the BLM.
c. If the well is deemed commercially productive, caliche from areas of the pad site not required for operations will be reclaimed. The original top soil will be returned to the area of the drill pad not necessary to operate the well. These unused areas of the drill pad will be contoured, as close as possible, to match the original topography.
d. All disturbed areas not needed for active support of production operations will undergo interim reclamation. The portions of the cleared well site not needed for operational and safety purposes will be recontoured to a final or intermediate contour that blends with the surrounding topography as much as possible. Topsoil will be respread over areas not needed for all-weather operations.

11. Surface Ownership

a. The surface is owned by the US Government and is administered by the Bureau of Land Management. The surface is multiple use with the primary uses of the region for the grazing of livestock and the production of oil and gas.
b. The proposed road routes and the surface location will be restored as directed by the BLM.

12. Other Information:

a. The area surrounding the well site is grassland. The topsoil is very sandy in nature. The vegetation is moderately sparse with native prairie grass, sage bush, yucca and miscellaneous

weeds. No wildlife was observed but it is likely that deer, rabbits, coyotes, and rodents traverse the area.

b. There is no permanent or live water in the general proximity of the location.
c. There are no dwellings within 2 miles of location.
d. A Cultural Resources Examination will be completed by the Permian Basin Cultural Resource Fund in lieu of being required to conduct a Class III Survey for cultural resources associated with their project within the BLM office in Carlsbad, New Mexico.

13. Bond Coverage:

Bond Coverage is Nationwide; Bond # is CO-1104.

Operators Representative:

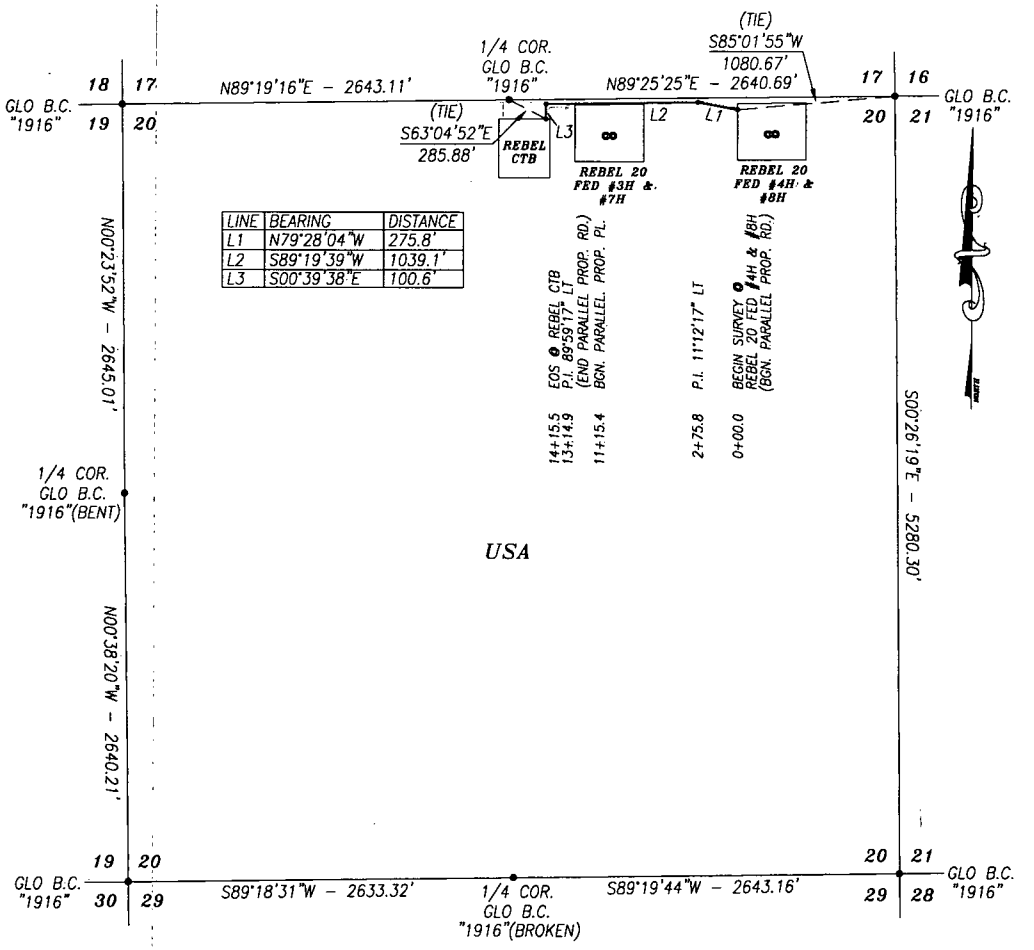
The Devon Energy Production Company, L.P. representatives responsible for ensuring compliance of the surface use plan are listed below.

Shelley Klingler
Devon Energy Production Company, L.P.
333 W. Sheridan
Oklahoma City, OK 73102-5010
(405) 228-8882 (office)
(405) 206-7917 (Cellular)

Don Mayberry - Superintendent
Devon Energy Production Company, L.P.
Post Office Box 250
Artesia, NM 88211-0250
(575) 748-3371 (office)
(575) 746-4945 (home)

FLOWLINE PLAT
DEVON ENERGY PRODUCTION CO., L.P.

2-BURIED 6" FLOWLINES & 2-BURIED 6" GAS LIFT LINES FROM
THE REBEL 20 FED #4H & #8H TO THE REBEL CTB IN
SECTION 20, TOWNSHIP 24 SOUTH, RANGE 32 EAST, N.M.P.M.,
LEA COUNTY, NEW MEXICO.



DESCRIPTION

A STRIP OF LAND 30.0 FEET WIDE AND 1415.5 FEET OR 85.79 RODS OR 0.268 MILES IN LENGTH CROSSING USA LAND IN SECTION 20, TOWNSHIP 24 SOUTH, RANGE 32 EAST, LEA COUNTY, NEW MEXICO AND BEING 15.0 FEET LEFT AND 15.0 FEET RIGHT OF THE ABOVE PLATTED CENTERLINE SURVEY.

BASIS OF BEARING:
BEARINGS SHOWN HEREON ARE MERCATOR GRID AND CONFORM TO THE NEW MEXICO COORDINATE SYSTEM "NEW MEXICO EAST ZONE" NORTH AMERICAN DATUM 1983. DISTANCES ARE GRID VALUES.

CERTIFICATION
I, CHAD HARCROW, A NEW MEXICO REGISTERED PROFESSIONAL SURVEYOR CERTIFY THAT I DIRECTED AND AM RESPONSIBLE FOR THIS SURVEY, THAT THIS SURVEY IS TRUE AND CORRECT TO THE BEST OF MY KNOWLEDGE AND BELIEF, AND THIS SURVEY AND PLAT MEET THE MINIMUM STANDARDS FOR SURVEYING IN NEW MEXICO.

CHAD L. HARCROW NEW MEXICO 17777 LICENSED PROFESSIONAL SURVEYOR

Chad Harcrow 7/23/15
CHAD HARCROW N.M.P.S. NO. 17777 DATE

HARCROW SURVEYING, LLC
2314 W. MAIN ST. ARTESIA, N.M. 88210
PH: (575) 746-2158 FAX: (575) 746-2158
c.harcrow@harcrowsurveying.com

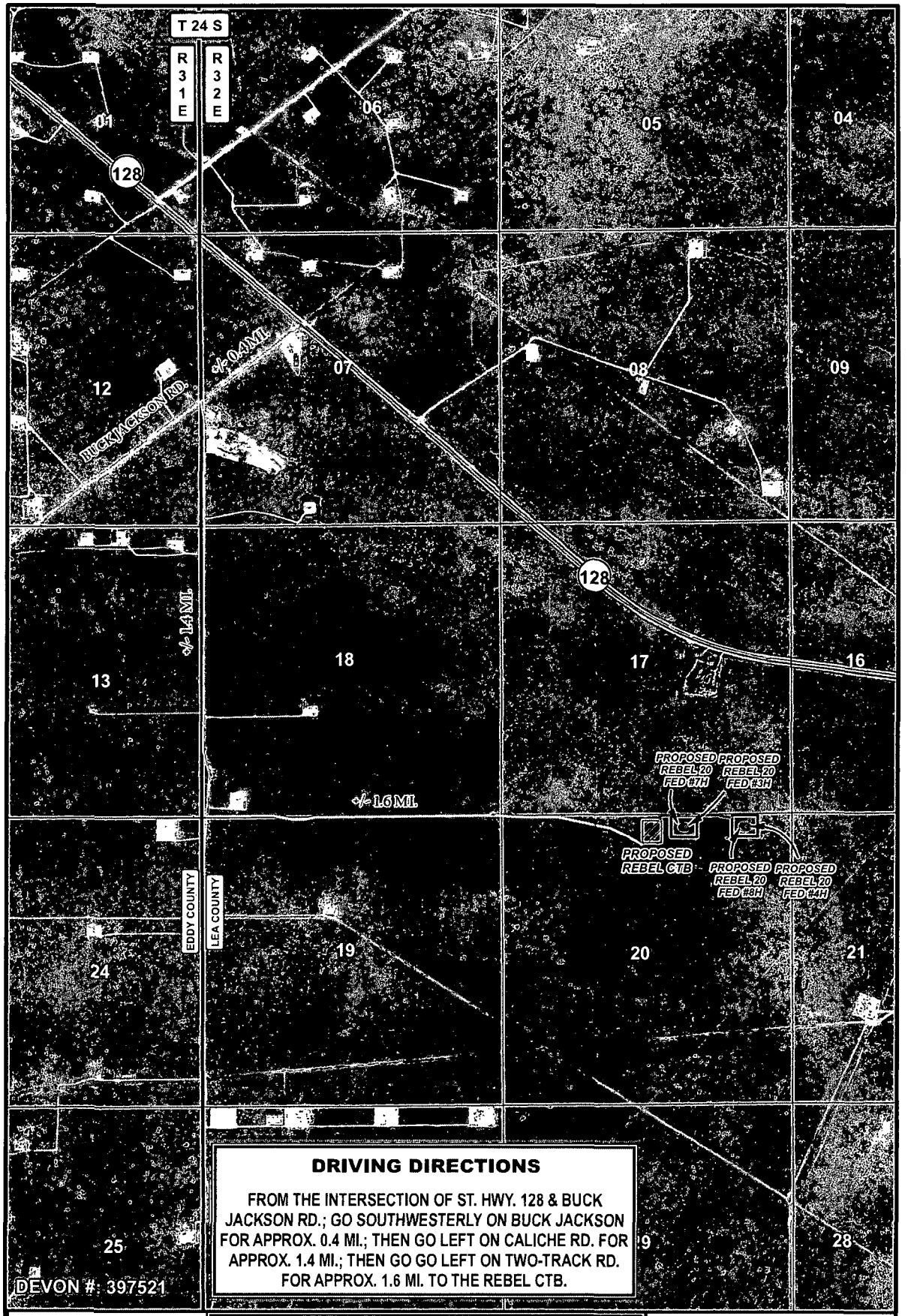
1000 0 1000 2000 FEET
SCALE: 1"=1000'

DEVON #397521

DEVON ENERGY PRODUCTION CO., L.P.

SURVEY OF A PROPOSED FLOWLINE LOCATED IN SECTION 20, TOWNSHIP 24 SOUTH, RANGE 32 EAST, LEA COUNTY, NMPM, NEW MEXICO

SURVEY DATE: JULY 17, 2015	REV: 2/5/2016
DRAFTING DATE: JULY 22, 2015	PAGE 1 OF 4
APPROVED BY: CH / DRAWN BY: SP	FILE: 15-907



DRIVING DIRECTIONS

FROM THE INTERSECTION OF ST. HWY. 128 & BUCK JACKSON RD.; GO SOUTHWESTERLY ON BUCK JACKSON FOR APPROX. 0.4 MI.; THEN GO LEFT ON CALICHE RD. FOR APPROX. 1.4 MI.; THEN GO GO LEFT ON TWO-TRACK RD. FOR APPROX. 1.6 MI. TO THE REBEL CTB.

LEGEND

- PIPELINE
- WELL
- WELLPAD
- TANK BATTERY

REBEL 20 FED #4H & #8H TO REBEL CTB
FLOWLINES & GAS LIFT LINES

SECTION: 20	TOWNSHIP: 24 S.	RANGE: 32 E.
STATE: NEW MEXICO	COUNTY: LEA	SURVEY: N.M.P.M
W.O. # 15-907		LEASE: REBEL 20 FED

0 2,500 5,000 FEET

0 0.125 0.25 0.5 Miles 1 IN = 2,000 FT

DRIVING DIRECTIONS IMAGERY S.P.

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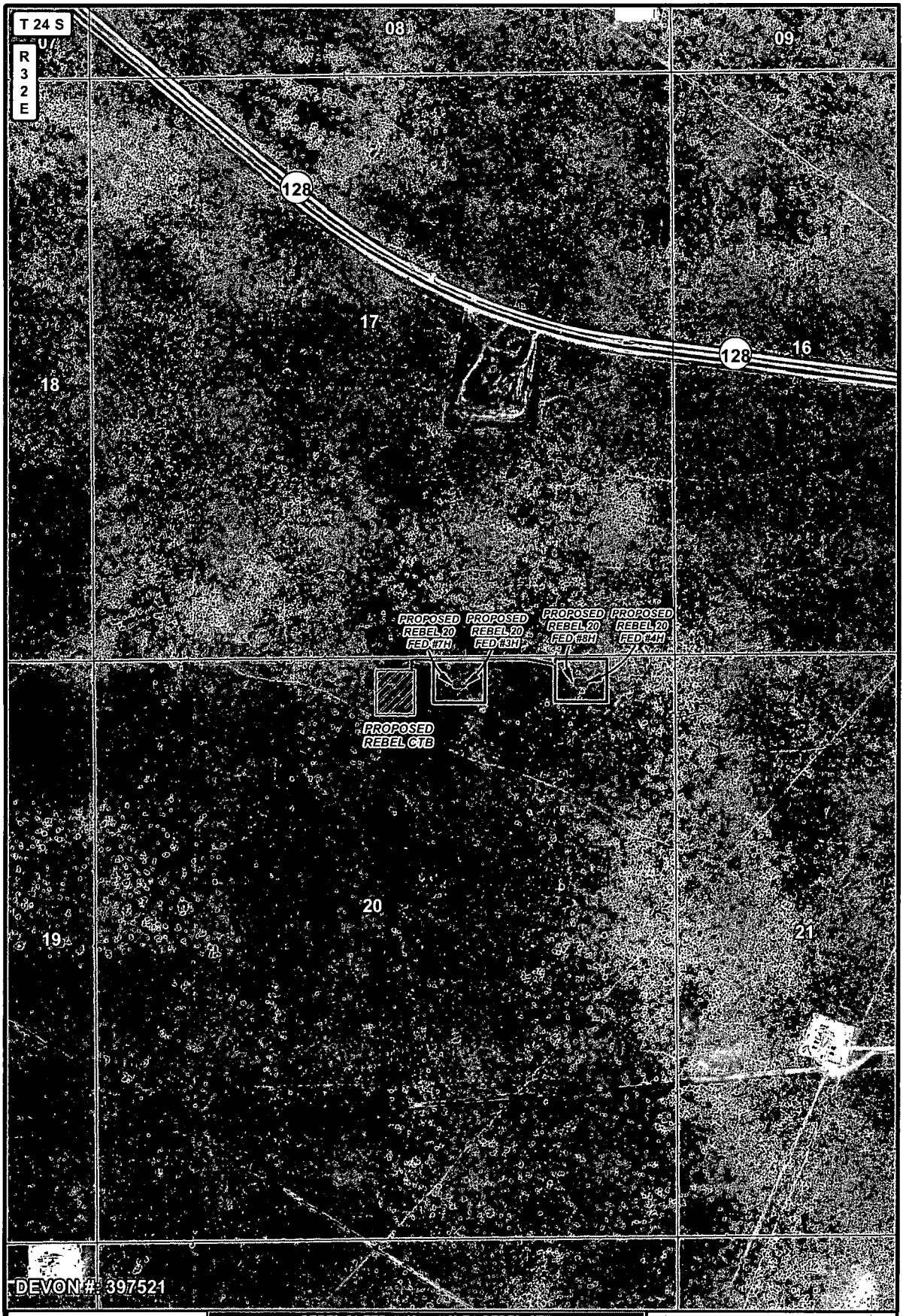
devon
ENERGY PRODUCTION CO. L.P.

HARCROW SURVEYING, LLC.
2314 W. MAIN ST, ARTESIA, NM 88210
PH: (575) 746-2158 FAX: (575) 746-2158
c.harcrow@harcrowsurveying.com

REV: 02/04/2016
ORIG: 07/22/2015



LEGEND

- PIPELINE
- WELL
- WELLPAD
- TANK BATTERY

REBEL 20 FED #4H & #8H TO REBEL CTB
FLOWLINES & GAS LIFT LINES

SECTION: 20	TOWNSHIP: 24 S.	RANGE: 32 E.
STATE: NEW MEXICO	COUNTY: LEA	SURVEY: N.M.P.M
W.O. # 15-907		LEASE: REBEL 20 FED

0 2,500 FEET

0 0.05 0.1 0.2 Miles

1 IN = 1,000 FT

PIPELINE OVERVIEW IMAGERY S.P.

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ENERGY PRODUCTION CO. L.P.

HARCROW SURVEYING, LLC.
2314 W. MAIN ST, ARTESIA, NM 88210
PH: (575) 746-2158 FAX: (575) 746-2158
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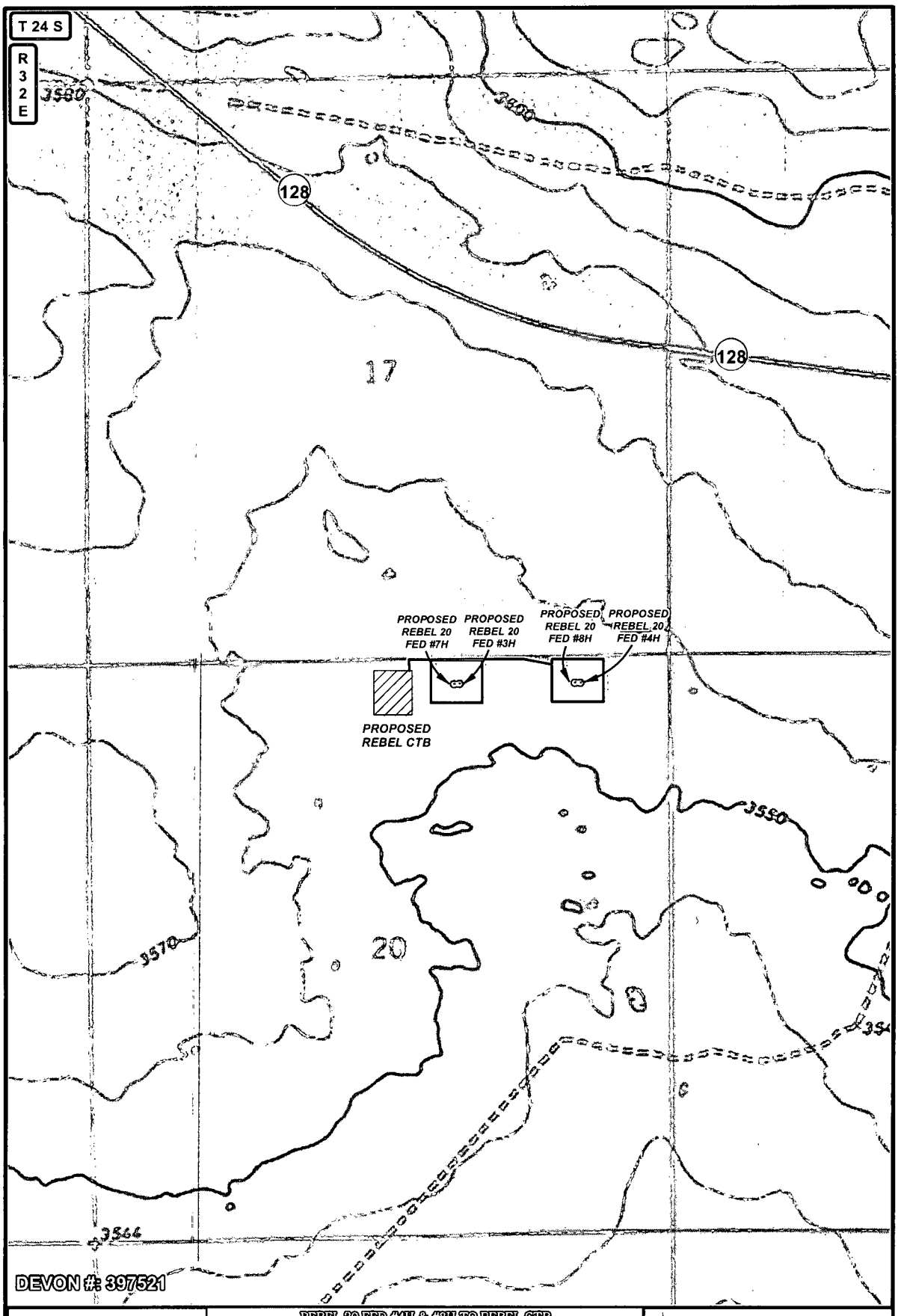

LEGEND

- PIPELINE
- WELL
- WELLPAD
- TANK BATTERY
- PRIVATE
- STATE OF NM
- US BLM

REBEL 20 FED #4H & #3H TO REBEL CTB
FLOWLINES & GAS LIFT LINES

SECTION: 20	TOWNSHIP: 24 S.	RANGE: 32 E.
STATE: NEW MEXICO	COUNTY: LEA	SURVEY: N.M.P.M
W.O. # 15-907		LEASE: REBEL 20 FED

0 2,500 FEET

0 0.05 0.1 0.2 Miles

1 IN = 1,000 FT

PIPELINE OVERVIEW LAND STATUS S.P.

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REV: 02/04/2016
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Certification

I hereby certify that I, or persons under my direct supervision, have inspected the proposed 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 Devon Energy Production Company, L.P. 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.

I hereby also certify that I, or Devon Energy Production Company, L.P. have made a good faith effort to provide the surface owner with a copy of the Surface Use Plan of Operations and any Conditions of Approval that are attached to the APD.

Executed this 9th day of June, 2015
Printed Name: Linda Good
Signed Name: Linda Good
Position Title: Regulatory Compliance Specialist
Address: 333 W. Sheridan, OKC OK 73102
Telephone: (405)-552-6558