SURFACE USE PLAN - REVISED

Devon Energy Production Company, L.P.

The on-site inspection for these projects was performed on – 12/16/2015 by Jesse Bassett w/BLM

COTTON DRAW UNIT 313H

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: Please see "Site Map". From the intersection of State Hwy 128 & CR 1 (Orla Hwy) go South on CR 1 approximately 6.2 miles to Monsanto road on Right (West). Turn West on Monsanto road to approximately 2.1 miles, road turns Right (North). Go North approximately 0.9 miles, road turns Left (West). Go West approximately 25'. Turn Right (North) go North approximately 0.31 miles to a proposed road lath on Leth (West). Follow proposed road laths West approximately 1049' to the Northeast Pad corner for this location.

2. **New or Reconstructed Access Roads:**
   a. The "Site Map" and "Access Road Plat" shows a new constructed access road that will run 1049 LF from an existing caliche lease road to the well location. See "Access Road Plat". **The SF299 for the access road Right Of Way is attached.**
   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. When cutting fences separating ownership lines of the rancher(s), Devon will install cattle guards to prevent the loss of cattle. Devon will assume responsibility for any damages that occur to fences when moving a rig in or out of the area. 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 proposed Cotton Draw SIM OPS CTB would be utilized and shared, located on site, Sec 7-T25S-R32E. This will be SIMOPS Pad #1, padded with the Cotton Draw Unit 312H, 319H, 320H, 321H, 327H, 328H, 332H, 333H, 451H, 452H & 453H.

b. All flow lines and gas lift lines will be buried on the well pad and there will be no additional disturbance between the well pad and CTB.
c. If necessary, the well will be operated by means of an electric distribution line. We will connect to the electric distribution line that is on the East side of the pad. The run is 1087.14 ft., coming on the Southeast side of the pad. See "Electrical Line Plat".
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. Fluids will be transported to an NMOCD approved facility and properly disposed.

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. 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. See "Interim Reclamation Diagram".
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. See "Interim Reclamation Diagram".

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 Lone Mountain Archaeological Services, Inc. and forwarded to 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.

Tim Baker – Supervisor Field Land
Devon Energy Production Company, L.P.
333 W. Sheridan
Oklahoma City, OK 73102-5010
(575) 746-5542 (office)
(432) 257-6865 (Cellular)

Matt Husman – Sr. Superintendent Production
Devon Energy Production Company, L.P.
6488 Seven Rivers Hwy,
Artesia, NM 88210
(575) 748-1821 (office)
(405) 312-4567 (Cellular)

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 29 day of April, 2016.
Printed Name: Linda Good
Signed Name: Linda Good
Position Title: Regulatory Compliance Specialist
Address: 333 W. Sheridan, OKC OK 73102
Telephone: (405)-552-6558

SECTION 7, T25S-R32E, N.M.P.M.,
LEA COUNTY, NEW MEXICO

ELECTRIC LINE PLAT

LEGAL DESCRIPTION

FOR

DEVON ENERGY PRODUCTION COMPANY, L.P.

BUREAU OF LAND MANAGEMENT

30' EASEMENT DESCRIPTION:

BEING an easement thirty (30) feet in width lying fifteen (15) feet on the right side and fifteen (15) feet on the left side of the survey centerline described below, being out of the southeast quarter (SE ¼) of Section 7, Township 25 South, Range 32 East, N.M.P.M., Lea County, New Mexico, and being out of a parcel of land owned by the Bureau of Land Management. Said centerline of easement being more particularly described as follows:

Commencing from a 2" iron pipe w/ BC1939 found for the southeast corner of Section 7, T25S-R32E, N.M.P.M., Lea County, New Mexico;

Thence N 84°53'03" W a distance of 955.96' to the **Point of Beginning** of this easement having coordinates of Northing=414437.07, Easting=734614.41 feet and continuing the following courses;

Thence N 00°00'42" E a distance of 221.32' to the first point of intersection;

Thence N 89°59'57" W a distance of 64.95' to a point of termination of a portion of this easement in the southeast quarter of Section 7, T25S-R32E, N.M.P.M., where a 3" iron pipe w/BC 1916 for the southwest corner of said Section 7 bears for reference S 85°30'08" W a distance of 4312.29';

Thence resuming from said first point of intersection N 00°00'42" E a distance of 598.67' to an angle point;

Thence N 45°00'58" W a distance of 127.43' to an angle point;

Thence N 89°59'57" W a distance of 74.77 to the **Point of Ending** having coordinates of Northing= 415347.14, Easting= 734449.68 feet in the southeast quarter of Section 7, T25S-R32E, N.M.P.M., Lea County, New Mexico, from said point a 1" iron pipe w/BC

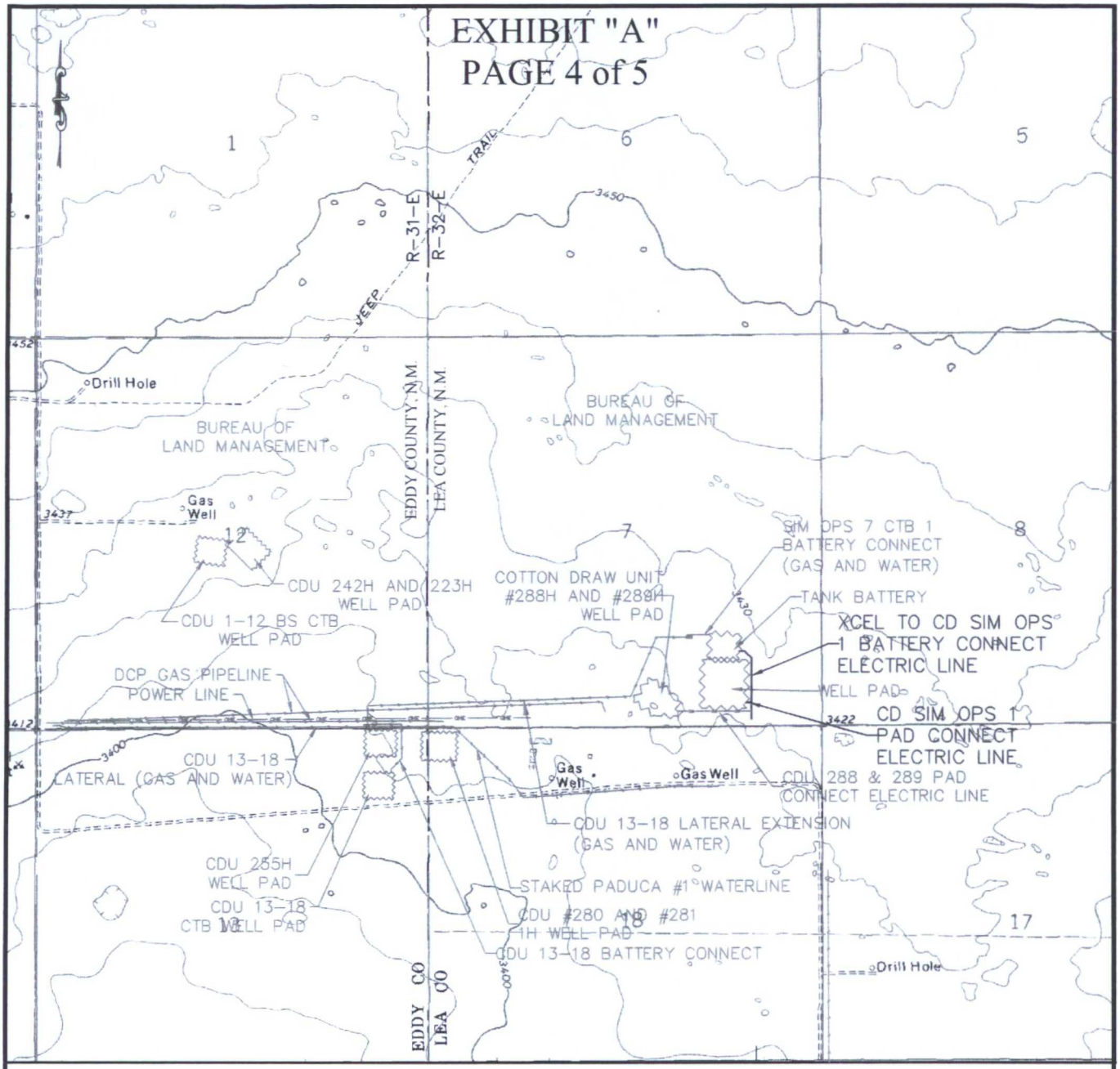
1939 for the east quarter corner of Section 7, T25S-R32E, bears N 34°11'04" E a distance of 1973.43', covering **1087.14' or 65.88 rods** and having an area of **0.738 acres**.

NOTES:

Bearings, distances and coordinates shown herein are based on New Mexico State Plane Coordinate System, NAD 83, East Zone 3001, US Survey Feet, all distances are grid.

I, B.L. Laman, New Mexico PLS No. 22404, hereby certify this survey to reflect an actual survey made on the ground under my supervision. This survey meets the minimum standards for surveying in New Mexico.

B.L. Laman PLS# 22404
Date Signed: 01-31-2016
Horizon Row, LLC
571 State Street Jasper, Tx
(409) 202-5111 75951
Employee of Horizon Row, LLC



QUAD MAP

SECTION 7, T25S-R32E, N.M.P.M.
LEA COUNTY, NEW MEXICO

HORIZON ROW LLC	WBS NUMBER:	LINE NUMBER:
XCEL TO CD SIM OPS CTB 1 BATTERY CONNECT ELECTRIC LINE	CC-112971.AL	
CD SIM OPS 1 PAD CONNECT ELECTRIC LINE	CC-112971.AL	
Drawn for: devon	DEVON ENERGY PRODUCTION COMPANY, L.P.	
	PROPOSED 30' EASEMENT ON THE PROPERTY OF BUREAU OF LAND MANAGEMENT SECTION 7, T25S-R32E, N.M.P.M.	SCALE: 1" = 1000'
		REVISIONS: 1/29/16 CMAAS
Drawn by: CHRIS MAAS	Date: 01/21/2016	SHEET: 4 OF 5

EXHIBIT "A"
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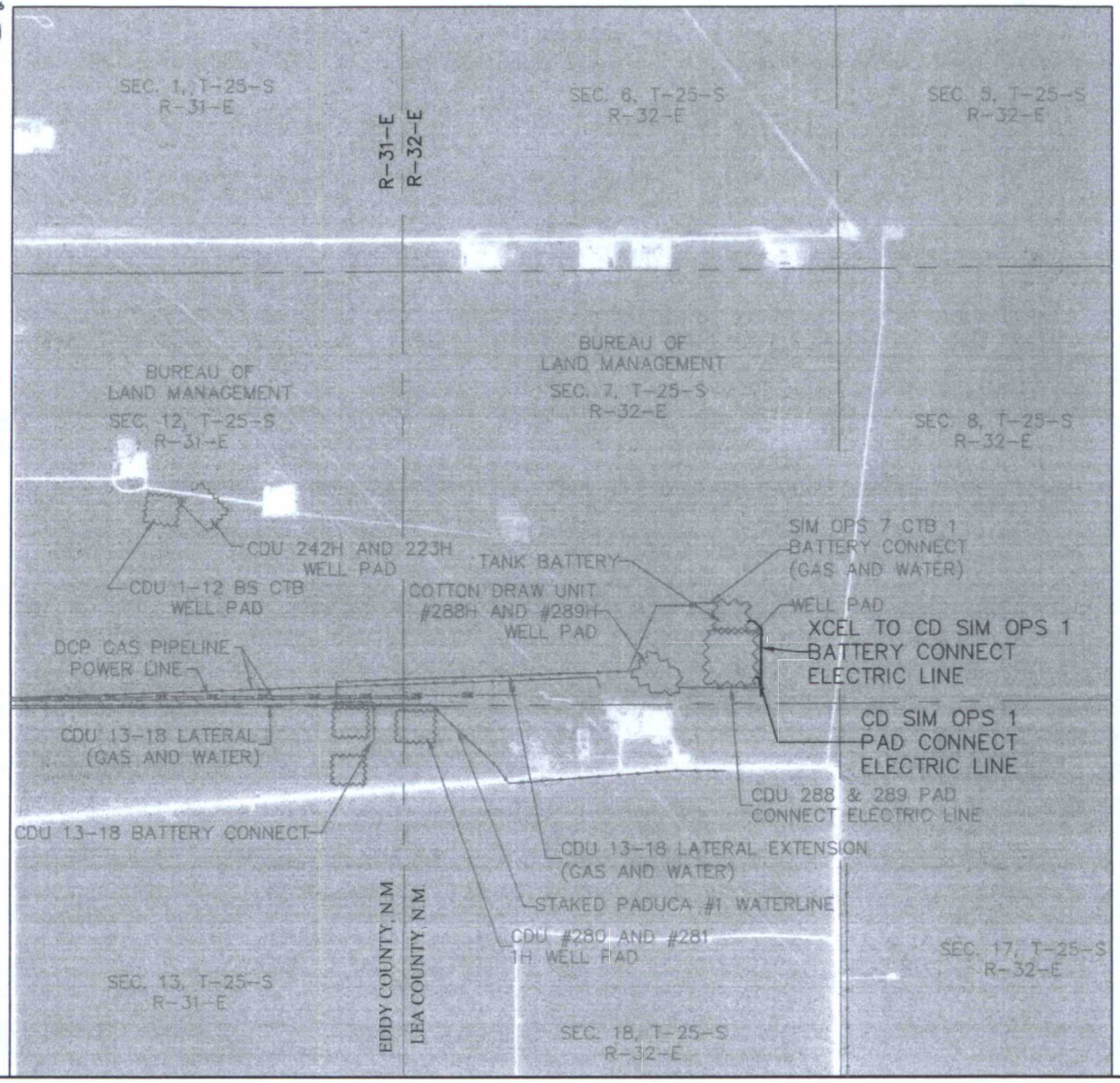

AERIAL MAP

SECTION 7, T25S-R32E, N.M.P.M.
LEA COUNTY, NEW MEXICO

HORIZON ROW LLC	WBS NUMBER:	LINE NUMBER:
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