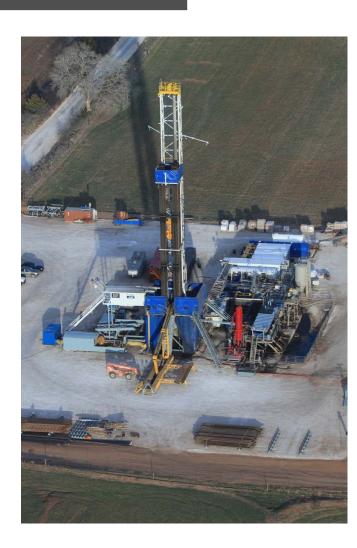


Agenda

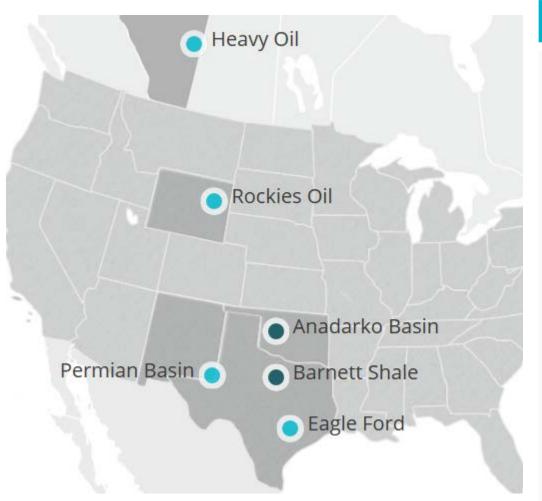


- Introduction Devon Overview
- Past Water Management Case Studies
- 2015 Water Management Case Study
 - Strategic Drivers
 - Regulatory Considerations
 - Water Infrastructure
 - Water Treatment
 - Timeline
- Continued progress
- Preparation for the future



Introduction *2015 Devon Overview*

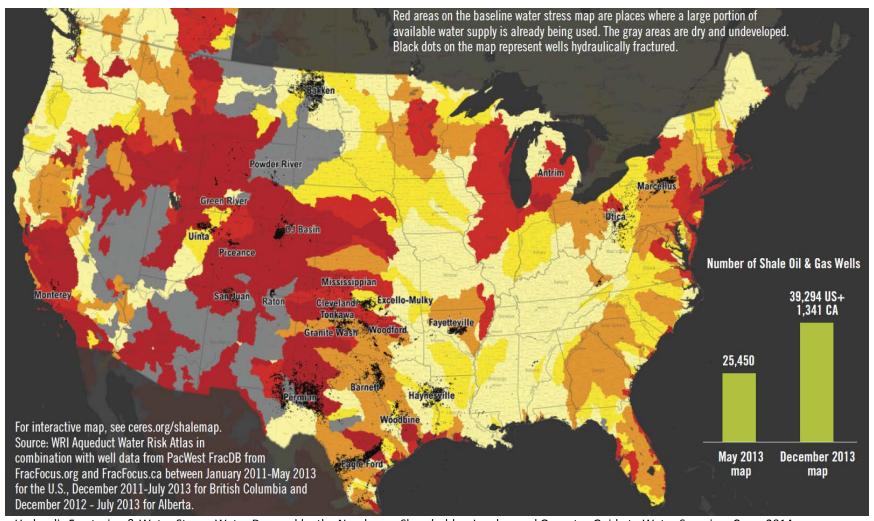




Total Company Key Stats		
	Net acres:	6,200,000
	Gross producing wells:	≈ 29,900
	Production (Q3 net):	680 MBOED 61% liquids
	Reserves (12/31/14):	2.8 BBOE 53% liquids
	2015e E&P CapEx:	≈ \$3.8 - 4.0 billion
	2015e Drilling plans:	≈ 720 gross wells
	Operated rigs (9/30/15):	18

Water Stress Map





<u>Hydraulic Fracturing & Water Stress: Water Demand by the Numbers – Shareholder, Lender, and Operator Guide to Water Sourcing.</u> Ceres 2014.

Case Study 1 – North Texas



- Drivers Disposal capacity, water scarcity
- Chemical pretreatment clean brine
 - Remove solids, iron, oil, polymer
 - 10,000 bpd capacity per unit
- Distillation
 - Vaporizes water and condenses it clean, distilled water
 - Remaining concentrate removed for disposal or utilized for as "kill fluid"
 - 2,500 bpd capacity per unit
- Regulatory engagement RRC
- Multiple sites over nearly a decade of activity through 2013





100000 90000 80000 70000 40000 20000 10000 0 5000 10000 15000 20000 25000 Cumulative flowback (Bbls)

Denton County South ——Denton County North ——Johnson County

Barnett flowback analysis

Case Study 2 - Anadarko



- Drivers drought, truck traffic
- High quality produced water
- Settling, Disinfection
- Centralized facility
 - Saltwater Disposal Well
 - 500,000 bbl storage pond
- Automated monitoring
- Pipeline network
 - 8"-12" fiberglass
 - Approximately 35 miles
- Regulatory engagement
- Maintained operations during dry periods
 - -2012-2014





Case Study 3 – Midland PBTX East



- Drivers Water scarcity, disposal capacity
- Brackish groundwater wells
- ClO₂ treatment of produced water
- Covered brackish frac ponds
- 42,000 bbl ASTs for recycle
- Layflat hose for transfer
- Some permanent collection added
- Automated monitoring
- Data management pilot
- Near zero fresh water demand 2013-2014







2015 Case Study – Drivers

Delaware Basin New Mexico



- High Cost and Risk
- High Water Demand
- Freshwater Scarcity
 - No Surface Water Available
 - High Competition for Groundwater
- High Cost of Trucking and Disposal





Recycling Regulations

Delaware Basin New Mexico



NMOCD Rule 34

- Developed to encourage the recycling and reuse of produced water,
 drilling fluids, and other liquid oil field waste.
- Authorizes the storage of produced water in double lined earthen impoundments.
- Permit by Rule
- Before Rule 34, large ASTs required lengthy permitting process to store produced water.



Environmental Protection

Delaware Basin New Mexico



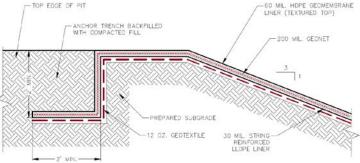
- Pre-Construction Environmental Site Assessments
- Double-lined Impoundments
- Real-Time Leak Detection Between Liners
- Hydro Test all Primary Liners Before Initial Use
- Bird Deterrents



Freshwater Hydro Testing New Impoundment



* Bird Diverter Device



* Liner System Detail

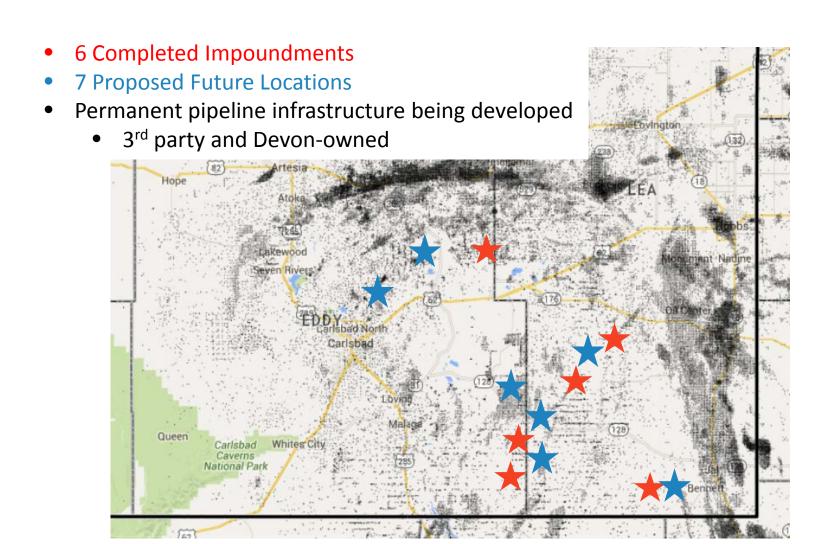


Leak Detection System with Real Time Notification

2015 - Infrastructure

Delaware Basin New Mexico



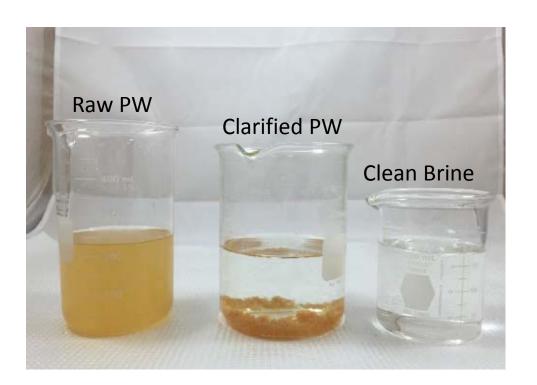


Water Treatment Clean Brine Standard



- Removal of oil residual
- Removal of TSS
- Removal of Iron
- Bacteria Reduction
- Turbidity <10 NTU





- Treatment Targets Vary Depending on Use and Storage Method
- Waste is Either Pressed into Solids for Landfill or Disposed into SWD

2015 Case Study - Timeline

Delaware Basin New Mexico



• Devon applied for first permit • Devon begins permitting for May 2015 for produced water storage 2012 initial reuse pilot in Delaware impoundment under rule 34 basin and runs initial reuse pilot 1st reuse project started using • Devon runs 2nd reuse August 2015 December 2013 impoundments pilot • Devon had 5 water treatment • Devon's 1st full scale November 2015 facilities (capacity > 50,000 February 2014 reuse project, using bwpd) large AST's • Devon reused 145 million gallons • Devon reused 67 million gallons 2015 2014 (3.5 mm bbl) (1.6 mm bbl) • Devon will continue to reuse • New Mexico allows water and pilot new technologies produced water storage 2016 where feasible March 2015 in impoundments • YTD >80% of completions water (NMOCD rule 34) is recycled produced water

Industry Trends



INDUSTRY TRENDS	BENEFITS
Improving Fracturing Chemistry	Increasing use of non-fresh water
Innovation in Treatment Technology	Increasing feasibility of produced water reuse
Increasing Water Conveyance Systems	Reducing truck traffic
New Water Storage Designs	Provides flexibility and reliability when using non-fresh water
Increasing Transparency	Improves relationships with stakeholders
Dedicated Water Staff	Improves water management, planning technical support and performance

Devon Water Management Team

Preparing for the future



- Dedicated Staff Operations Excellence Water Team
- Tactical and strategic goals
- Focus areas to reduce cost and risk
 - Stakeholder Engagement
 - Standards
 - Technology
 - Planning



Thank you



