

BOPCO, L.P.  
201 MAIN ST.  
FORT WORTH, TEXAS 76102-3131  
817/390-8400

August 16, 2011

**FEDERAL EXPRESS**

Bureau of Land Management  
Carlsbad District Office  
620 E. Green St.  
Carlsbad, New Mexico 88220  
Attn: Mr. Wesley Ingram

New Mexico State Land Office  
Commissioner of Public Lands  
310 Old Santa Fe Trail  
Santa Fe, New Mexico 87501  
Attention: Mr. Pete Martinez

New Mexico Oil Conservation Division  
1220 St. Francis  
Santa Fe, New Mexico 87505  
Attention: Mr. William Jones

Re: 2011 Plan of Development Amendment No. 3  
Poker Lake Unit  
Eddy County, New Mexico

Gentlemen:

In accordance with Section 10 of the Poker Lake Unit Agreement dated March 18, 1952, BOPCO, L.P., Operator of the referenced unit, hereby submits an Amendment to our 2011 Plan of Development for the Poker Lake Unit.

**FUTURE DEVELOPMENT**

Poker Lake Unit Big Sinks 14-25-30 USA, Eddy County, New Mexico - This well will be drilled at a legal location being 300' FSL, 1,980' FWL Section 14, T25S-R30E, Eddy County, New Mexico to a proposed depth of 13,945' to test the Bone Spring Formation.

Poker Lake Unit Big Sinks 2-25-30 State 1H, Eddy County, New Mexico - This well will be drilled at a legal location being 350' FSL, 1,980' FEL Section 2, T25S-R30E, Eddy County, New Mexico to a proposed depth of 13,850' to test the Bone Spring Formation.

Poker Lake Unit Big Sinks 23-24-30 USA 1H, Eddy County, New Mexico - This well will be drilled at a legal location being 100' FNL, 1,980' FEL Section 23, T24S-R30E, Eddy County, New Mexico to a proposed depth of 12,920' to test the Bone Spring Formation.

Poker Lake Unit Pierce Canyon 21-24-30 USA 1H - Eddy County, New Mexico - This well will be drilled at a legal location being 100' FNL, 1,980' FEL Section 21, T24S-R30E, Eddy County, New Mexico to a proposed depth of 12,740' to test the Bone Spring Formation.

Poker Lake Unit Phantom Banks 3-26-30 USA 1H - Eddy County, New Mexico - This well will be drilled at a legal location being 100' FSL, 1,980' FEL Section 3, T26S-R30E, Eddy County, New Mexico to a proposed depth of 13,030' to test the Bone Spring Formation.

Poker Lake Unit Big Sinks 15-25-30 USA 1H, Eddy County, New Mexico - This well will be drilled at a legal location being 180' FSL, 1,980' FWL Section 15, T25S-R30E, Eddy County, New Mexico to a proposed depth of 13,120' to test the Bone Spring Formation.

Poker Lake Unit Pierce Canyon 20-24-30 USA 1H - Eddy County, New Mexico - This well will be drilled at a legal location being 100' FNL, 1,980' FEL Section 21, T24S-R30E, Eddy County, New Mexico to a proposed depth of 12,480' to test the Bone Spring Formation.

Poker Lake Unit Big Sinks 24-24-30 USA 1H, Eddy County, New Mexico - This well will be drilled at a legal location being 100' FNL, 1,980' FEL Section 24, T24S-R30E, Eddy County, New Mexico to a proposed depth of 13,395' to test the Bone Spring Formation.

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EFFECTIVE DATE

This Plan of Development Amendment became effective on August 16, 2011.

If this Plan of Development meets with your approval, please so indicate by signing in the appropriate space provided below and return one (1) signed original to the undersigned for our records.

Very truly yours,

  
Andy Morrison

AM:ca

ACCEPTED AND AGREED this 25<sup>TH</sup> day of AUGUST, 2011.

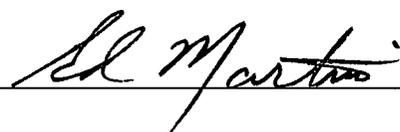
BUREAU OF LAND MANAGEMENT

By: \_\_\_\_\_

COMMISSIONER OF PUBLIC LANDS

By: \_\_\_\_\_

NEW MEXICO OIL CONSERVATION DIVISION

By:  \_\_\_\_\_