

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

November 11, 2011

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**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. 4  
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 #318H, Eddy County, New Mexico - This well will be drilled at a legal location being 2,450' FNL, 75' FEL Section 4, T24S-R30E, Eddy County, New Mexico to a proposed depth of 15,370' to test the Delaware Formation.

Poker Lake Unit #319H, Eddy County, New Mexico - This well will be drilled at a legal location being 2,160' FSL & 1,120' FEL, Section 4, T24S-R30E, Eddy County, New Mexico to a proposed depth of 15,916' to test the Delaware Formation.

Poker Lake Unit #320H, Eddy County, New Mexico - This well will be drilled at a legal location being 1,300' FNL & 2,655' FWL Section 4, T24S-R30E, Eddy County, New Mexico to a proposed depth of 15,618' to test the Delaware Formation.

Poker Lake Unit #326H, Eddy County, New Mexico - This well will be drilled at a legal location being 200' FSL & 1,025' FEL Section 22, T24S-R30E, Eddy County, New Mexico to a proposed depth of 12,924' to test the Delaware Formation.

Poker Lake Unit #332H, Eddy County, New Mexico - This well will be drilled at a legal location being 1,815' FNL & 1,275' FWL Section 3, T24S-R30E, Eddy County, New Mexico to a proposed depth of 14,781' to test the Delaware Formation.

Poker Lake Unit #337H, Eddy County, New Mexico - This well will be drilled at a legal location being 100' FNL & 1,080' FEL Section 23, T24S-R30E, Eddy County, New Mexico to a proposed depth of 16,173' to test the Delaware Formation.

Poker Lake Unit #340H, Eddy County, New Mexico - This well will be drilled at a legal location being 895' FSL & 1,410' FWL, Section 14, T24S-R30E, Eddy County, New Mexico to a proposed depth of 15,167' to test the Delaware Formation.

Poker Lake Unit #341H, Eddy County, New Mexico - This well will be drilled at a legal location being 925' FNL & 1,110' FWL, Section 23, T24S-R30E, Eddy County, New Mexico to a proposed depth of 14,554' to test the Delaware Formation.

Poker Lake Unit #344H, Eddy County, New Mexico - This well will be drilled at a legal location being 35' FSL & 1,975' FWL, Section 26, T24S-R30E, Eddy County, New Mexico to a proposed depth of 14,741' to test the Delaware Formation.

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Poker Lake Unit #345H, Eddy County, New Mexico - This well will be drilled at a legal location being 1,350' FNL & 1,550' FWL, Section 35, T24S-R30E, Eddy County, New Mexico to a proposed depth of 14,039' to test the Delaware Formation.

Poker Lake Unit #346H, Eddy County, New Mexico - This well will be drilled at a legal location being 2,425' FSL & 1,130' FWL, Section 35, T24S-R30E, Eddy County, New Mexico to a proposed depth of 12,927' to test the Delaware Formation.

Poker Lake Unit #368H, Eddy County, New Mexico - This well will be drilled at a legal location being 1,550' FNL & 1,450' FEL, Section 33, T24S-R30E, Eddy County, New Mexico to a proposed depth of 12,270' to test the Delaware Formation.

Poker Lake Unit #375H, Eddy County, New Mexico - This well will be drilled at a legal location being 540' FNL & 1,090' FWL, Section 11, T25S-R30E, Eddy County, New Mexico to a proposed depth of 16,173' to test the Delaware Formation.

Poker Lake Unit #376H, Eddy County, New Mexico - This well will be drilled at a legal location being 814' FSL & 1,630' FEL, Section 3, T25S-R30E, Eddy County, New Mexico to a proposed depth of 13,200' to test the Delaware Formation.

Poker Lake Unit #392H, Eddy County, New Mexico - This well will be drilled at a legal location being 100' FNL & 1,500' FWL, Section 20, T24S-R31E, Eddy County, New Mexico to a proposed depth of 13,750' to test the Delaware Formation.

Poker Lake Unit #400H, Eddy County, New Mexico - This well will be drilled at a legal location being 700' FSL & 900' FWL, Section 22, T24S-R31E, Eddy County, New Mexico to a proposed depth of 13,880' to test the Delaware Formation.

Poker Lake Unit #401H, Eddy County, New Mexico - This well will be drilled at a legal location being 600' FSL & 850' FEL, Section 21, T24S-R31E, Eddy County, New Mexico to a proposed depth of 15,560' to test the Delaware Formation.

Poker Lake Unit #409H, Eddy County, New Mexico - This well will be drilled at a legal location being 700' FSL & 550' FWL, Section 22, T24S-R31E, Eddy County, New Mexico to a proposed depth of 14,000' to test the Delaware Formation.

Poker Lake Unit #410H, Eddy County, New Mexico - This well will be drilled at a legal location being 600' FSL & 1,200' FEL, Section 21, T24S-R31E, Eddy County, New Mexico to a proposed depth of 15,520' to test the Delaware Formation.

Poker Lake Unit #411H, Eddy County, New Mexico - This well will be drilled at a legal location being 950' FNL & 1,600' FEL, Section 28, T24S-R31E, Eddy County, New Mexico to a proposed depth of 13,360' to test the Delaware Formation.

Poker Lake Unit #412H, Eddy County, New Mexico - This well will be drilled at a legal location being 2,200' FNL & 2,380' FEL, Section 28, T24S-R31E, Eddy County, New Mexico to a proposed depth of 14,250' to test the Delaware Formation.

Poker Lake Unit #413H, Eddy County, New Mexico - This well will be drilled at a legal location being 1,695' FSL & 2,630' FWL, Section 28, T24S-R31E, Eddy County, New Mexico to a proposed depth of 15,560' to test the Delaware Formation.

Poker Lake Unit #420H, Eddy County, New Mexico - This well will be drilled at a legal location being 700' FSL & 1,300' FEL, Section 20, T25S-R31E, Eddy County, New Mexico to a proposed depth of 13,762' to test the Delaware Formation.

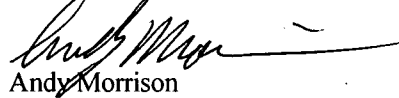
Poker Lake Unit Phantom Banks 4-26-31 USA 1H, Eddy County, New Mexico - This well will be drilled at a legal location being 100' FSL & 1,980' FWL Section 4, T26S-R31E, Eddy County, New Mexico to a proposed depth of 8,710' to test the Lower Avalon.

EFFECTIVE DATE

This Plan of Development Amendment became effective on November 11, 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 \_\_\_\_\_ day of \_\_\_\_\_, 2011.

BUREAU OF LAND MANAGEMENT

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

COMMISSIONER OF PUBLIC LANDS

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

NEW MEXICO OIL CONSERVATION DIVISION

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