



ConocoPhillips
San Juan Business Unit
Land Department
P.O. Box 4289
Farmington, NM 87499-4289

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May 11, 2012

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Bureau of Land Management
Farmington Resource Area
6251 College Blvd.
Farmington, NM 87402

Commissioner of Public Lands
State of New Mexico
P. O. Box 1148
Santa Fe, NM 87501-1148

Oil Conservation Division
State of New Mexico
1220 S. Saint Francis Drive
Santa Fe, NM 87505

**RE: FIRST AMENDMENT- 2012 Plan of Development
San Juan 28-7 Unit #14-08-001-459
Rio Arriba County, New Mexico**

Ladies and Gentlemen:

By letter dated February 27, 2012, the Plan of Development for the referenced unit was submitted for your approval. Subsequently it has been determined that the following wells should show as revised:

WELL NAME	DEDICATION	FORMATION
SAN JUAN 28-7 UNIT 131N	MESAVERDE/DAKOTA/MANCOS	NewDrill Tri-mingle

The working interest owners on the attached listing are being furnished a copy of this letter. ConocoPhillips, as Unit Operator, will drill any offset wells required to prevent drainage of unitized substances and any other wells deemed necessary by the working interest owners or Unit Operator.

In accordance to Section 10 of the Unit Agreement, please provide your approval by executing and returning a copy of the attached approval page to the undersigned.

Please contact me at (505) 326-9749 if there are any questions regarding this letter.

Sincerely,

Ben Malone
Land Supervisor, SE
ConocoPhillips SJBU

WBM/ys

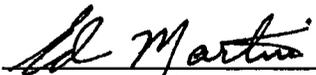
xc: San Juan 28-7 Unit, 3.0 (2012)
San Juan 28-7 Unit Working Interest Owners

San Juan 28-7 Unit
FIRST AMENDMENT – 2012 PLAN OF DEVELOPMENT
May 11, 2012

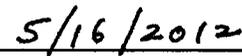
**SAN JUAN 28-7 UNIT
2012 PLAN OF DEVELOPMENT APPROVALS
FIRST AMENDMENT**

Bureau of Land Management

Date



New Mexico Oil Conservation Division



Date

New Mexico Commissioner of Public Lands

Date

SAN JUAN 28-7 UNIT WORKING INTEREST OWNERS

BOFB LTD	LINDA JEANNE LUNDELL LINDSEY
BURLINGTON RESOURCES O&G CO LP	MARY FRANCES TURNER JR
CAROLEE SMITH	MESA ROYALTY TR
CAROLYN BEAMON TILLEY	MICHAEL S MCLANE TR
CATHRYN BEAMON	NOBLE ONSHORE INC
CB LIFELINE PARTNERSHIP	PIONEER NATURAL RESOURCES USA INC
CINDY M HARTNER	ROBERT E BEAMON
CLAUDIA MARCIA LUNDELL GILMER	ROBERT WALTER LUNDELL
CONOCOPHILLIPS COMPANY	SHARON BEAMON BURNS
D J SIMMONS CO LTD PRTNSHP	SILVERADO OIL & GAS LLP
DENISE TURNBULL J WILLIAMS	SUSAN BEAMON PORTER
DERRICK J TURNBULL	W G PEAVY OIL CO
DUGAN PRODUCTION CORP	
ELIZABETH T CALLOWAY	
FOUR STAR OIL & GAS COMPANY	
HOLLY BISHOP	
J GLENN TURNER JR	
JAMES R BEAMON	
JOHN L TURNER	
JUNE S LIVELY	
KATHLEEN M MCLANE TR	