



Burlington Resources Oil & Gas Co LP
"A subsidiary of ConocoPhillips Company"

June 8, 2012

Bureau of Land Management
Farmington Resource Area
1235 La Plata Highway
Farmington, NM 87401

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
CANYON LARGO UNIT 14-08-001-1059
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 be included:

| WELL NAME | DEDICATION | FORMATION |
|-----------------------|-----------------------|-----------|
| Canyon Largo Unit 507 | W/2 Sec 9 T24N -7W | Dakota |
| Canyon Largo Unit 508 | E/2 SEC 9 T24N – R7W | Dakota |
| Canyon Largo Unit 510 | E/2 SEC 31 T25N – R7W | Dakota |
| Canyon Largo Unit 511 | W/2 SEC 31 T25N – R7W | Dakota |
| Canyon Largo Unit 512 | W/2 SEC 33 T25N – R7W | Dakota |
| Canyon Largo Unit 513 | E/2 SEC 33 T25N – R7W | Dakota |
| Canyon Largo Unit 514 | E/2 SEC 5 T24N – R7W | Dakota |
| Canyon Largo Unit 515 | W/2 SEC 5 T24N – R7W | Dakota |

* These wells will be drilled and completed under a Designation of Agent to Huntington Energy, LLC, with Burlington Resources Oil & Gas Company LP taking over as Operator, if the well is determined commercial, for Unit purposes.

The working interest owners on the attached listing are being furnished a copy of this letter. Burlington Resources Oil & Gas Company LP, 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.

CANYON LARGO UNIT
FIRST AMENDMENT – 2012 PLAN OF DEVELOPMENT
JUNE 8, 2012

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

Sincerely,



Ben Malone
Land Supervisor, SE
ConocoPhillips SJB

WBM/nac

xc: Canyon Largo Unit, 4.3 (2012)
Canyon Largo Unit Working Interest Owners

CANYON LARGO UNIT
2012 PLAN OF DEVELOPMENT APPROVALS
FIRST AMENDMENT

Bureau of Land Management

Date



New Mexico Oil Conservation Division

6/18/2012
Date

New Mexico Commissioner of Public Lands

Date

CANYON LARGO UNIT
FIRST AMENDMENT – 2012 PLAN OF DEVELOPMENT
JUNE 8, 2012

**WORKING INTEREST OWNERS
CANYON LARGO UNIT**

ALLAYNALEE K COYLE

AMANDA BARCLAY

BP AMERICA PRODUCTION COMPANY

BURLINGTON RESOURCES OIL & GAS COMPANY LP

CAROLYN BEAMON TILLEY

CB LIFELINE PARTNERSHIP

CLAUDIA MARCIA LUNDELL GLIMER

CONOCOPHILLIPS COMPANY

FOUR STAR OIL & GAS COMPANY

GMGF OIL ACCOUNT

HUNTINGTON CANYON LARGO LLC

JAMES R BEAMON

JOE F ELLEDGE

KIMBELL OIL COMPANY

LINDA JEANNE LUNDELL LINDSEY

LORNA R HARVEY

MERRION OIL & GAS CORPORATION

OMIMEX PETROLEUM INC

PATRICK LANCE

PAUL LANCE

PHILLIP LANCE

RICHARD TULLEY

ROBERT E BEAMON

ROBERT WALTER LUNDELL

SHARON BEAMON BURNS

SPEEREX LIMITED PARTNERSHIP

SUSAN BEAMON PORTER

SYLVIA F LITTLE TRUSTEE UTAD 05/25/90