

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

July 23, 2012

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: 2012 Plan of Development
1st Revision
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 a 1st Revision to the Plan of Development for the Plan of Development for the year 2012.

Please find attached revised Future Development schedules, adding wells to both the Bone Spring and Delaware Programs for the Poker Lake Unit. 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.

Sincerely,



Andy Morrison

AM:ca

ACCEPTED AND AGREED this 1ST day of August, 2012.

BUREAU OF LAND MANAGEMENT

By: _____

COMMISSIONER OF PUBLIC LANDS

By: _____

NEW MEXICO OIL CONSERVATION DIVISION

By: Ed Martin

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Poker Lake Unit - Future Delaware Development

	Surface Location		Bottom Hole Location		Depth
	S-T-R	Footage Call	S-T-R	Footage Call	
303H	5-25-31	1264' FSL & 2310' FWL	5-25-31	100' FNL & 1450' FEL	13,675
312H	33-24-31	1100' FNL & 1750' FEL	35-24-31	70' FSL & 2275' FWL	14,175
314H	7-25-31	1000' FSL & 2300' FWL	12-25-30	330' FNL & 1750' FEL	13,675
318H	4-24-30	2450' FNL & 75' FEL	10-24-30	2450' FNL & 85' FEL	13,175
319H	4-24-30	2160' FSL & 1120' FEL	10-24-30	1415' FSL & 600' FEL	13,375
320H	4-24-30	1300' FSL & 2640' FEL	10-24-30	900' FSL & 2050' FEL	13,175
321H	4-24-30	1870' FSL & 540' FWL	10-24-30	650' FSL & 1250' FWL	16,116'
322H	4-24-30	1130' FSL & 280' FEL	15-24-30	450' FNL & 550' FWL	16,600'
324H	23-24-30	2120' FNL & 480' FWL	16-24-30	1350' FNL & 300' FEL	16,050'
326H	22-24-30	200' FSL & 1025' FEL	22-24-30	1760' FNL & 1070' FWL	14,175
327H	12-24-30	1400' FNL & 635' FWL	2-24-30	2295' FSL & 2580' FWL	13,675
328H	12-24-30	2400' FSL & 305' FWL	2-24-30	2295' FSL & 715' FWL	12,175
331H	3-24-30	650' FNL & 1980' FWL	11-24-30	100' FNL & 1200' FWL	13,675
332H	3-24-30	1815' FNL & 1275' FWL	11-24-30	1600' FNL & 900' FWL	13,675
337H	14-24-30	350' FSL & 1225' FEL	10-24-30	650' FSL & 1780' FEL	13,675
339H	14-24-30	265' FSL & 2010' FEL	24-24-30	1400' FSL & 2300' FEL	14,148'
340H	14-24-30	895' FSL & 1410' FWL	24-24-30	835' FSL & 1900' FWL	15,775
341H	23-24-30	925' FNL & 1110' FWL	25-24-30	470' FNL & 865' FWL	15,675
344H	26-24-30	35' FSL & 1975' FWL	27-24-30	115' FSL & 1500' FWL	14,875
345H	35-24-30	1350' FNL & 1550' FWL	27-24-30	1995' FNL & 2325' FWL	14,375
346H	35-24-30	2425' FSL & 1130' FWL	27-24-30	930' FSL & 2645' FWL	13,675
347H	11-25-30	540' FNL & 1440' FWL	3-25-30	1315' FNL & 2610' FEL	13,675
348H	3-25-30	814' FSL & 1280' FEL	14-24-30	295' FNL & 105' FEL	13,675
349H	10-25-30	450' FNL & 1850' FEL	4-25-30	1600' FNL & 650' FEL	13,875
351H	7-25-31	105' FSL & 1260' FWL	12-25-30	1235' FNL & 2520' FWL	13,875
352H	7-25-31	105' FSL & 350' FEL	7-25-31	1165' FNL & 860' FWL	14,175
354H	4-25-31	1265' FSL & 1960' FWL	10-25-31	1300' FSL & 2290' FWL	13,675
355H	33-24-31	1840' FSL & 1920' FWL	3-25-31	1100' FSL & 2300' FWL	14,675
356H	33-24-31	2210' FSL & 1850' FEL	3-25-31	1760' FNL & 2300' FWL	14,175
357H	28-24-31	1695' FSL & 2280' FEL	20-24-31	910' FSL & 1425' FEL	14,375
363H	28-24-30	1065' FSL & 1780' FWL	34-24-30	2100' FSL & 815' FWL	14,375
364H	33-24-30	2550' FNL & 1600' FE	29-24-30	1500' FSL & 300' FEL	14,375
367H	34-24-30	620' FNL & 200' FWL	28-24-30	1950' FNL & 1950' FEL	13,200'
368H	33-24-30	1550' FNL & 450' FEL	3-25-30	300' FNL & 1800' FEL	14,375
369H	33-24-30	2200' FNL & 1600' FEL	3-25-30	1100' FNL & 2500' FWL	14,375
370H	1-25-30	1380' FSL & 320' FWL	35-24-30	1000' FSL & 700' FWL	14,563'
371H	2-25-30	75' FSL & 220' FEL	2-25-30	1250' FNL & 1100' FWL	14,000'
373H	10-25-30	2600' FSL & 2000' FWL	4-25-30	1500' FSL & 2150' FEL	14,375
374H	2-25-30	600' FSL & 2300' FWL	12-25-30	1800' FSL & 1100' FWL	14,375
375H	11-25-30	540' FNL & 1090' FWL	12-25-30	1000' FSL & 100' FWL	14,375

Poker Lake Unit - Future Delaware Development

376H	3-25-30	814' FSL & 1630' FEL	11-25-30	2000' FSL & 2450' FWL	14,375
392H	20-24-31	100' FNL & 1500' FWL	21-24-31	750' FSL & 550' FWL	14,375
400H	22-24-31	700' FSL & 900' FWL	21-24-31	2050' FWL & 330' FNL	14,875
401H	21-24-31	315' FSL & 570' FEL	21-24-31	330' FNL & 550' FWL	14,875
402H	33-24-30	1530' FNL & 930' FEL	29-24-31	2200' FNL & 250' FEL	14,563'
410H	21-24-31	755' FSL & 1360' FEL	27-24-31	350' FSL & 1000' FEL	14,875
411H	28-24-31	950' FNL & 1600' FEL	27-24-31	400' FSL & 2300' FWL	14,875
412H	28-24-31	1840' FNL & 2530' FWL	34-24-31	1500' FNL & 2300' FWL	14,875
413H	28-24-31	2140' FSL & 2200' FWL	34-24-31	1900' FSL & 2300' FWL	14,875
414H	4-25-31	1500' FNL & 1750' FEL	10-25-31	350' FNL & 2300' FWL	14,875
415H	4-25-31	2050' FSL & 2300' FWL	10-25-31	2300' FNL & 2300' FWL	14,875
420H	28-25-31	700' FSL & 1300' FEL	29-25-31	350' FNL & 150' FEL	14,875
423H	19-25-30	1750' FSL & 880' FEL	29-25-30	1600' FSL & 800' FEL	14,701'
424H	35-24-30	2165' FNL & 785' FWL	35-24-30	1300' FNL & 100' FEL	13,525'

Poker Lake Unit - Future Bone Spring Development

	Formation	S-T-R	Surface Location	S-T-R	Bottom Hole Location	Depth
			Footage Call		Footage Call	
PLU Pierce Canyon 20-24-30 USA 1H	Upper Avalon Shale	20-24-30	75' FNL & 1,725' FEL	20-24-30	350' FSL & 1,980' FEL	12,480'
PLU Big Sinks 24-24-30 USA 1H	First Bone Spring Shale	24-24-30	10' FNL & 1,980' FEL	24-24-30	350' FSL & 1,980' FEL	13,935'
PLU Big Sinks 15-25-30 USA 1H	Lower Avalon Shale	15-25-30	10' FNL & 1,980' FWL	15-25-30	350' FNL & 1,980' FWL	13,120'
PLU Pierce Canyon 21-24-30 USA 1H	Upper Avalon Shale	21-24-30	100' FNL & 1,980' FEL	21-24-30	350' FSL & 1,980' FEL	12,740'
PLU Big Sinks 34-24-30 USA 1H	First Bone Spring Shale	34-24-30	150' FNL & 1,980' FEL	34-24-30	350' FSL & 1,980' FEL	13,650'
PLU Big Sinks 35-24-30 USA 1H	First Bone Spring Shale	35-24-30	150' FNL & 1,980' FWL	35-24-30	350' FSL & 1,980' FWL	13,600'
PLU Big Sinks 19-24-31 USA 1H	First Bone Spring Shale	19-24-30	150' FNL & 1,980' FWL	19-24-30	350' FSL & 1,980' FWL	13,700'
PLU Phantom Banks 3-26-30 USA 1H	Lower Avalon Shale	3-26-30	100' FSL & 1,980' FEL	3-26-30	350' FNL & 1,980' FEL	13,030'
PLU Phantom Banks 4-26-30 USA 1H	Lower Avalon Shale	4-26-30	100' FSL & 1,980' FWL	4-26-30	350' FNL & 1,980' FWL	13,530'
PLU Pierce Canyon 16-24-30 USA 1H	First Bone Spring Shale	16-24-30	150' FNL & 1,980' FEL	16-24-30	350' FSL & 1,980' FEL	12,730'
PLU Big Sinks 14-24-30 USA 1H	First Bone Spring Shale	14-24-30	150' FSL & 1,980' FEL	14-24-30	350' FNL & 1,980' FEL	14,043'
PLU Pierce Canyon 4-25-30 USA 1H	First Bone Spring Shale	4-25-30	150' FSL & 660' FEL	4-25-30	100' FNL & 660' FNL	13,867'
PLU Phantom Banks 25-25-30 USA 1H	First Bone Spring Shale	25-25-30	150' FSL & 660' FEL	25-25-30	100' FNL & 660' FNL	14,000'