



October 11, 2012

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

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

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

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 28-5 UNIT 14-08-001-949
RIO ARriba COUNTY, NEW MEXICO

Ladies and Gentlemen:

The following Participating Areas currently exist in the SAN JUAN 28-5 UNIT:

FORMATION	EXPANSION	EFFECTIVE DATE
DAKOTA	021	01-OCT-99
FRUITLAND COAL	000	14-OCT-89
MESAVERDE	028	01-NOV-98
PICTURED CLIFFS	001	01-MAY-81

By letter dated February 27, 2012, the Plan of Development for the San Juan 28-5 Unit was submitted for your approval. Subsequently it has been determined that the following wells should be included:

WELL NAME	DEDICATION	FORMATION
SAN JUAN 28-5 UNIT 77P	N/2 SEC. 27-T28N-R5W	MESAVERDE & DAKOTA COMMINGLE WELL
SAN JUAN 28-5 UNIT 98C	S/2 SEC. 13-T28N-R5W	MESAVERDE SINGLE FORMATION WELL

The Unit working interest owners 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 the unitized substances and any other wells deemed necessary by the working interest owner or Unit Operator.

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

Please contact me at (505) 324-6180 if there are any questions regarding this information.

Sincerely,

Vanessa Thompson,
Land Supervisor, SE

VT/nac

xc: San Juan 28-5 Unit, 3.0 (2012)
San Juan 28-5 Unit Working Interest Owners



SAN JUAN 28-5 UNIT
2012 PLAN OF DEVELOPMENT FIRST AMENDMENT

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

**SAN JUAN 28-5 UNIT
2012 PLAN OF DEVELOPMENT APPROVALS**

Bureau of Land Management

Date



New Mexico Oil Conservation Division

10/16/2012

Date



SAN JUAN 28-5 UNIT
2012 PLAN OF DEVELOPMENT FIRST AMENDMENT

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

SAN JUAN 28-5 UNIT WORKING INTEREST OWNERS

BARTON RESOURCES LLC
BP AMERICA PRODUCTION COMPANY
BURLINGTON RESOURCES O&G CO LP
CHARLES W GAY
CONOCOPHILLIPS COMPANY
DUGAN PRODUCTION CORP
J&M RAYMOND LTD
JABCO LLP
LANGDON D HARRISON REVOC TRUST B
LORRAYN GAY HACKER
MAR OIL & GAS CORPORATION
MCELVAIN OIL COMPANY
NAVATEX ENERGY LP
PROVIDENCE MINERALS LLC
RIO ARIBAGAS LTD
RIO ARRIBA LIMITED PARTNERSHIP
RUTH ZIMMERMAN TRUST
T H MCELVAIN OIL AND GAS PROP
TAMACAM LLC
THOMAS P TINNIN
TINMIL A NM LLC
VAUGHAN-MCELVAIN ENERGY INC
XTO ENERGY INC