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

February 28, 2013

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

Bureau of Land Management
6251 College Blvd, Suite A
Farmington, NM 87402

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

**RE: 2013 Plan of Development
SAN JUAN 28-4 UNIT 14-08-001-933
RIO ARriba COUNTY, NEW MEXICO**

Ladies and Gentlemen:

The following Participating Areas currently exist in the SAN JUAN 28-4 UNIT:

FORMATION	EXPANSION	EFFECTIVE DATE
DAKOTA	007	01-DEC-73
MESAVERDE	013	01-OCT- 06
PICTURED CLIFFS	001	01-DEC-55

The 2012 Plan of Development (or amendments thereto) provided for the following activity:

WELL NAME	FORMATION	TYPE	DEDICATION	STATUS
SAN JUAN 28-4 UNIT 16N	MESAVERDE/DAKOTA	NewDrill - Commingle Directional	DK E/2 030-028N-004W MV S/2 030-028N-004W	CARRYOVER
SAN JUAN 28-4 UNIT 16P	MESAVERDE/DAKOTA	NewDrill - Commingle Directional	MV N/2 030-028N-004W DK E/2 030-028N-004W	CARRYOVER
SAN JUAN 28-4 UNIT 17A	MESAVERDE	NewDrill - Single	N/2 020-028N-004W	COMPLETED
SAN JUAN 28-4 UNIT 29M	MESAVERDE/DAKOTA	NewDrill - Commingle Directional	MV N/2 031-028N-004W DK W/2 031-028N-004W	CARRYOVER
SAN JUAN 28-4 UNIT 34N	MESAVERDE	NewDrill - Single	MV S/2 030-028N-004W	CARRYOVER
SAN JUAN 28-4 UNIT 34P	MEASVERDE	NewDrill - Single	NSP N/2 030-028N-004W	CARRYOVER
SAN JUAN 28-4 UNIT 36P	MESAVERDE/DAKOTA	NewDrill - Commingle	MV N/2 029-028N-004W DK W/2 029-028N-004W	CARRYOVER

SAN JUAN 28-4 UNIT
2013 PLAN OF DEVELOPMENT

Pursuant to Section 10 of the SAN JUAN 28-4 UNIT Agreement, Burlington Resources Oil & Gas Company LP, as Unit Operator and affiliate of ConocoPhillips Company, hereby submits the **2013 Plan of Development** as follows:

WELL NAME	FORMATION	TYPE	DEDICATION
SAN JUAN 28-4 UNIT 16N	MESAVERDE/DAKOTA	NewDrill – Commingle Directional	DK E/2 030-028N-004W MV S/2 030-028N-004W
SAN JUAN 28-4 UNIT 16P	MESAVERDE/DAKOTA	NewDrill – Commingle Directional	MV N/2 030-028N-004W DK E/2 030-028N-004W
SAN JUAN 28-4 UNIT 29M	MESAVERDE/DAKOTA	NewDrill – Commingle Directional	MV N/2 031-028N-004W DK W/2 031-028N-004W
SAN JUAN 28-4 UNIT 34N	MESAVERDE	NewDrill – Single	MV S/2 030-028N-004W
SAN JUAN 28-4 UNIT 34P	MEASVERDE	NewDrill – Single	NSP N/2 030-028N-004W
SAN JUAN 28-4 UNIT 36P	MESAVERDE/DAKOTA	NewDrill – Commingle	MV N/2 029-028N-004W DK W/2 029-028N-004W
SAN JUAN 28-4 UNIT 33	MESAVERDE/DAKOTA	Recomplete – Commingle	MV S/2 0033-028N-004W DK W/2 0033-028N-004W

The working interest owners are being furnished a copy of this letter, well status listing and enclosed map. Burlington, as Unit Operator and affiliate of ConocoPhillips Company, 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) 324-6180 if there are any questions regarding this letter.

Sincerely,



Vanessa Thompson,
Land Supervisor, SE, RPL

VMT/ys

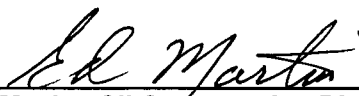
xc: San Juan 28-4 Unit, 3.0 (2013)
San Juan 28-4 Unit Working Interest Owners

SAN JUAN 28-4 UNIT
2013 PLAN OF DEVELOPMENT

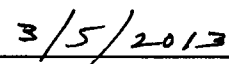
SAN JUAN 28-4 UNIT
2013 PLAN OF DEVELOPMENT APPROVALS

Bureau of Land Management

Date



New Mexico Oil Conservation Division



Date

New Mexico Commissioner of Public Lands

Date

SAN JUAN 28-4 UNIT
2013 PLAN OF DEVELOPMENT

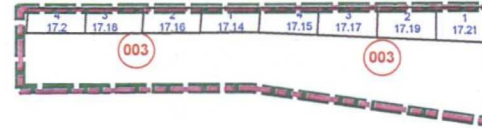
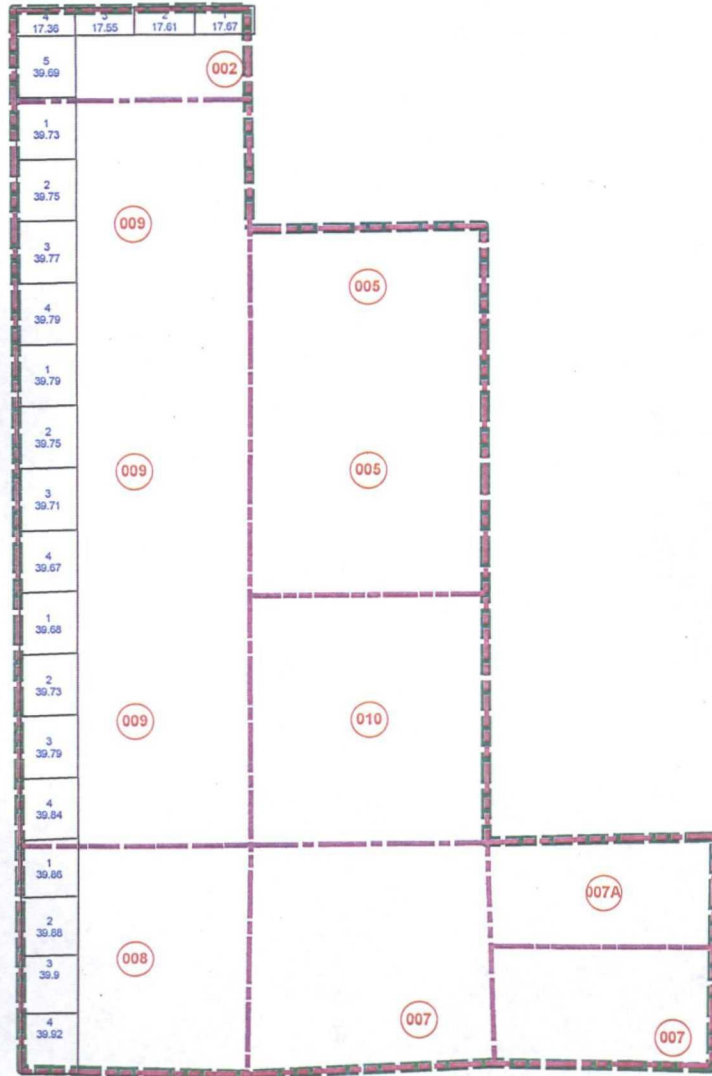
SAN JUAN 28-4 UNIT WORKING INTEREST OWNERS

BURLINGTON RESOURCES O&G CO LP

CRITCHFIELD SANTA FE LP

XTO ENERGY INC

San Juan 28-4 Unit



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SAN JUAN 28-4 UNIT
STATUS OF WELLS REPORT 02/08/2013

API	WELL NAME	CTY	ST	TWN		RGE		SEC	Unit Letter	COMP TYPE	Lse ID	Oper ID	Rsvr Name	PROD STAT	COMP DATE	Abandon Date	Initial Production Date	First Sale Date
300392067400C01	SAN JUAN 28-4 36 DK TA	RIO ARRIBA	NM	28	N	4	W	29	N	G	A728813	216600	BASIN::DAKOTA	11	11/20/73		12/17/73	12/17/73
300390744301S01	SAN JUAN 28-4 UT 1 MV	RIO ARRIBA	NM	28	N	4	W	18	A	G	A728814	216600	BLANCO::MESAVERDE	11	10/29/54		10/29/54	10/29/54
300390725600S01	SAN JUAN 28-4 UT 11 MV	RIO ARRIBA	NM	28	N	4	W	31	G	G	A728814	216600	BLANCO::MESAVERDE	11	5/15/57		8/29/57	8/29/57
300390724500S01	SAN JUAN 28-4 UT 12 MV	RIO ARRIBA	NM	28	N	4	W	33	K	G	A728814	216600	BLANCO::MESAVERDE	11	7/7/57		8/1/57	8/1/57
300390735700S01	SAN JUAN 28-4 UT 13 MV	RIO ARRIBA	NM	28	N	4	W	20	N	G	A728814	216600	BLANCO::MESAVERDE	11	11/7/57		5/19/58	5/19/58
300392762700S01	SAN JUAN 28-4 UT 14A MV	RIO ARRIBA	NM	28	N	4	W	29	C	G	A728814	216600	BLANCO::MESAVERDE	11	9/26/06		5/20/08	5/20/08
300392782000C01	SAN JUAN 28-4 UT 16R DK	RIO ARRIBA	NM	28	N	4	W	30	H	G	A730410	216600	BASIN::DAKOTA	11	10/19/06		11/2/06	11/2/06
300392782000C01	SAN JUAN 28-4 UT 16R DK	RIO ARRIBA	NM	28	N	4	W	30	H	G	A730410	216600	BASIN::DAKOTA	11	10/19/06		11/2/06	11/2/06
300392782000C02	SAN JUAN 28-4 UT 16R MV	RIO ARRIBA	NM	28	N	4	W	30	H	G	A728814	216600	BLANCO::MESAVERDE	11	10/19/06		11/2/06	11/2/06
300393061900S01	SAN JUAN 28-4 UT 17A MV	RIO ARRIBA	NM	28	N	4	W	20	C	G	A728814	216600	BLANCO::MESAVERDE	11	8/29/11		9/16/11	9/16/11
300393038200C01	SAN JUAN 28-4 UT 17M DK	RIO ARRIBA	NM	28	N	4	W	20	F	G	A714260	216600	BASIN::DAKOTA	11	6/11/09		6/29/09	6/29/09
300393038200C01	SAN JUAN 28-4 UT 17M DK	RIO ARRIBA	NM	28	N	4	W	20	F	G	A714260	216600	BASIN::DAKOTA	11	6/11/09		6/29/09	6/29/09
300393038200C02	SAN JUAN 28-4 UT 17M MV	RIO ARRIBA	NM	28	N	4	W	20	F	G	A728814	216600	BLANCO::MESAVERDE	11	6/11/09		6/29/09	6/29/09
300390722500S01	SAN JUAN 28-4 UT 18 MV	RIO ARRIBA	NM	28	N	4	W	31	M	G	A728814	216600	BLANCO::MESAVERDE	11	8/29/58		10/22/58	10/22/58
300392646500S01	SAN JUAN 28-4 UT 1A MV	RIO ARRIBA	NM	28	N	4	W	18	F	G	A728814	216600	BLANCO::MESAVERDE	11	10/16/00		11/2/00	11/2/00
300393073000S01	SAN JUAN 28-4 UT 1B MV	RIO ARRIBA	NM	28	N	4	W	18	D	G	A728814	216600	BLANCO::MESAVERDE	11	9/23/11		9/23/11	9/23/11
300390741901S01	SAN JUAN 28-4 UT 2 MV	RIO ARRIBA	NM	28	N	4	W	17	K	G	A728814	216600	BLANCO::MESAVERDE	11	8/31/53		10/29/54	10/29/54
300390728100S01	SAN JUAN 28-4 UT 20 MV	RIO ARRIBA	NM	28	N	4	W	30	M	G	A728814	216600	BLANCO::MESAVERDE	11	10/21/59		4/21/60	4/21/60
300392543100C02	SAN JUAN 28-4 UT 201 FC	RIO ARRIBA	NM	28	N	4	W	18	A	G	A723367	216600	BASIN CB::FRUITLAND COAL	11	9/2/94		11/22/94	11/22/94
300392543100C02	SAN JUAN 28-4 UT 201 FC	RIO ARRIBA	NM	28	N	4	W	18	A	G	A723367	216600	BASIN CB::FRUITLAND COAL	11	9/2/94		11/22/94	11/22/94
300392543100C02	SAN JUAN 28-4 UT 201 FC	RIO ARRIBA	NM	28	N	4	W	18	A	G	A723367	216600	BASIN CB::FRUITLAND COAL	11	9/2/94		11/22/94	11/22/94
300392543100C01	SAN JUAN 28-4 UT 201 PC	RIO ARRIBA	NM	28	N	4	W	18	A	G	A720961	216600	GOBERNADOR::PICTURED CLIF	11	9/2/94		11/22/94	11/22/94
300392543100C01	SAN JUAN 28-4 UT 201 PC	RIO ARRIBA	NM	28	N	4	W	18	A	G	A720961	216600	GOBERNADOR::PICTURED CLIF	11	9/2/94		11/22/94	11/22/94
300392543100C01	SAN JUAN 28-4 UT 201 PC	RIO ARRIBA	NM	28	N	4	W	18	A	G	A720961	216600	GOBERNADOR::PICTURED CLIF	11	9/2/94		11/22/94	11/22/94
300390746200S01	SAN JUAN 28-4 UT 21 MV	RIO ARRIBA	NM	28	N	4	W	7	N	G	A728814	216600	BLANCO::MESAVERDE	11	11/24/59		5/3/60	5/3/60
300390742000S01	SAN JUAN 28-4 UT 26 MV	RIO ARRIBA	NM	28	N	4	W	18	L	G	A728814	216600	BLANCO::MESAVERDE	11	8/20/60		11/8/60	11/8/60
300392763600S01	SAN JUAN 28-4 UT 26A MV	RIO ARRIBA	NM	28	N	4	W	18	I	G	A728814	216600	BLANCO::MESAVERDE	11	7/22/05		8/2/05	8/2/05
300390735900S01	SAN JUAN 28-4 UT 27 MV	RIO ARRIBA	NM	28	N	4	W	19	N	G	A728814	216600	BLANCO::MESAVERDE	11	9/23/61		5/4/62	5/4/62
300392678500C01	SAN JUAN 28-4 UT 27A DK	RIO ARRIBA	NM	28	N	4	W	19	O	G	A721053	216600	BASIN::DAKOTA	11	10/30/02		11/8/02	11/8/02
300392678500C01	SAN JUAN 28-4 UT 27A DK	RIO ARRIBA	NM	28	N	4	W	19	O	G	A721053	216600	BASIN::DAKOTA	11	10/30/02		11/8/02	11/8/02
300392678500C01	SAN JUAN 28-4 UT 27A DK	RIO ARRIBA	NM	28	N	4	W	19	O	G	A721053	216600	BASIN::DAKOTA	11	10/30/02		11/8/02	11/8/02
300392678500C02	SAN JUAN 28-4 UT 27A MV	RIO ARRIBA	NM	28	N	4	W	19	O	G	A728814	216600	BLANCO::MESAVERDE	11	10/30/02		11/8/02	11/8/02
300393037800C01	SAN JUAN 28-4 UT 27M DK	RIO ARRIBA	NM	28	N	4	W	19	K	G	A721053	216600	BASIN::DAKOTA	11	10/31/08		10/13/08	11/11/08
300393037800C01	SAN JUAN 28-4 UT 27M DK	RIO ARRIBA	NM	28	N	4	W	19	K	G	A721053	216600	BASIN::DAKOTA	11	10/31/08		10/13/08	11/11/08
300393037800C02	SAN JUAN 28-4 UT 27M MV	RIO ARRIBA	NM	28	N	4	W	19	K	G	A728814	216600	BLANCO::MESAVERDE	11	10/30/08		10/13/08	11/11/08
300390738800S01	SAN JUAN 28-4 UT 28 MV	RIO ARRIBA	NM	28	N	4	W	19	H	G	A728814	216600	BLANCO::MESAVERDE	11	10/8/62		7/1/63	7/1/63
300392762600C01	SAN JUAN 28-4 UT 28A DK	RIO ARRIBA	NM	28	N	4	W	19	D	G	A747727	216600	BASIN::DAKOTA	11	10/19/06		10/19/06	10/19/06
300392762600C01	SAN JUAN 28-4 UT 28A DK	RIO ARRIBA	NM	28	N	4	W	19	D	G	A747727	216600	BASIN::DAKOTA	11	10/19/06		10/19/06	10/19/06
300392762600C02	SAN JUAN 28-4 UT 28A MV	RIO ARRIBA	NM	28	N	4	W	19	D	G	A728814	216600	BLANCO::MESAVERDE	11	10/19/06		10/19/06	10/19/06
300392007000S01	SAN JUAN 28-4 UT 29 DK	RIO ARRIBA	NM	28	N	4	W	31	M	G	A728813	216600	BASIN::DAKOTA	11	10/10/67		2/1/68	2/1/68
300392007800S01	SAN JUAN 28-4 UT 30 DK	RIO ARRIBA	NM	28	N	4	W	31	G	G	A728813	216600	BASIN::DAKOTA	11	11/29/67		5/11/68	5/11/68
300392943300S01	SAN JUAN 28-4 UT 30E DK	RIO ARRIBA	NM	28	N	4	W	31	I	G	A728813	216600	BASIN::DAKOTA	11	9/18/06		10/20/06	10/20/06
300392594500C01	SAN JUAN 28-4 UT 30M DK	RIO ARRIBA	NM	28	N	4	W	31	O	G	A728813	216600	BASIN::DAKOTA	11	10/29/98		3/31/99	3/31/99
300392594500C02	SAN JUAN 28-4 UT 30M MV	RIO ARRIBA	NM	28	N	4	W	31	O	G	A728814	216600	BLANCO::MESAVERDE	11	10/29/98		3/31/99	3/31/99
300392008400C01	SAN JUAN 28-4 UT 31 DK	RIO ARRIBA	NM	28	N	4	W	32	M	G	A728813	216600	BASIN::DAKOTA	11	2/14/68		5/19/68	5/19/68
300392008400C02	SAN JUAN 28-4 UT 31 MV	RIO ARRIBA	NM	28	N	4	W	32	M	G	A728814	216600	BLANCO::MESAVERDE	11	11/2/10		12/21/10	12/21/10
300392592100C01	SAN JUAN 28-4 UT 31M DK	RIO ARRIBA	NM	28	N	4	W	32	F	G	A728813	216600	BASIN::DAKOTA	11	9/25/98		10/21/98	10/21/98
300392592100C02	SAN JUAN 28-4 UT 31M MV	RIO ARRIBA	NM	28	N	4	W	32	F	G	A728814	216600	BLANCO::MESAVERDE	11	9/25/98		10/21/98	10/21/98
300392017400S01	SAN JUAN 28-4 UT 32 DK	RIO ARRIBA	NM	28	N	4	W	32	H	G	A728813	216600	BASIN::DAKOTA	72	5/19/69	10/4/11	6/25/69	6/25/69

PRODUCTION STATUS

11 - FLOWING WELL 71 - PERM ABANDON ZONE
41 - SHUT IN 72 - PERM ABANDON WELL
59 - SOLD PA - PLUG ABANDON
61 - TEMP ABANDON PS - PERM SHUT-IN