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

RECEIVED

2008 APR 9 PM 1 08

April 8, 2008

**EXPRESS MAIL/
Return Receipt Requested**

Bureau of Land Management
Roswell District Office
2909 W. 2nd Street
Roswell, New Mexico 88201
Attention: Angel Mayes

New Mexico State Land Office
Commissioner of Public Lands
310 Old Santa Fe Trail
Santa Fe, New Mexico 87501
Attention: Ms. Jami Bailey

New Mexico Oil Conservation Division
1220 St. Francis
Santa Fe, New Mexico 87505
Attention: Mr. William Jones

Re: 2008 Plan of Development
Poker Lake Unit
Eddy County, New Mexico

Gentlemen:

In accordance with Section 10 of the Poker Lake Unit Agreement dated March 18, 1952, BEPCO, L.P., Operator of the referenced unit, hereby submits a Plan of Development for the Poker Lake Unit for the year 2008.

HISTORY OF PAST DEVELOPMENT

We refer to our previous Plans of Development for a detailed description of the operations conducted in this Unit in prior years.

2007 ACTIVITY

Poker Lake Unit Well No. 168, Eddy County, New Mexico – This well was drilled at a location being 1,730' FSL & 660' FWL, Section 5, T24S-R30E, Eddy County, New Mexico. This well was completed in the Delaware Formation as an oil well.

Poker Lake Unit Well No. 201, Eddy County, New Mexico – This well was drilled at a location being 2,139' FSL & 2,100' FWL, Section 7, T24S-R30E, Eddy County, New Mexico. This well was completed in the Delaware Formation as an oil well.

Poker Lake Unit Well No. 279, Eddy County, New Mexico – This well was drilled at a location being 1,650' FSL & 2,310' FWL, Section 19, Eddy County, New Mexico. This well was completed in the Delaware Formation as an oil well.

Poker Lake Unit Well No. 289, Eddy County, New Mexico – This well was drilled at a location being 800' FSL & 2,280' FWL, Section 18, T24S-R30E, Eddy County, New Mexico. This well was completed in the Delaware Formation as an oil well.

Poker Lake Unit Well No. 291, Eddy County, New Mexico – This well was drilled at a location being 1,650' FSL & 1,980' FWL, Eddy County, New Mexico. This well was completed in the Delaware Formation as an oil well.

2007 PLUGGED AND ABANDONED

Poker Lake Unit Well No. 91, Eddy County, New Mexico - This well was plugged and abandoned at a location being 360' FNL, 330' FWL, Section 12, T25S-R30E, Eddy County, New Mexico. This well was plugged and abandoned June 13, 2007.

PARTICIPATING AREAS

The above Delaware wells are included in the proposed Fourth Revision to the Delaware C Participating Area which has been approved by the BLM and other agencies.

Bass has submitted Commercial Determinations for all productive wells for which same have not been prepared in the past and will submit wells drilled to date where adequate information is available for commercial determination and participating areas. In the event you have not received commercial determination for the wells that have been drilled and completed and are currently producing, please advise at your convenience and we will submit same to you.

FUTURE DEVELOPMENT

Poker Lake Unit Well No. 162, Eddy County, New Mexico – This well will be drilled at a legal location being 660' FSL & 1,980' FWL, Section 6, T24S-R30E, Eddy County, New Mexico to a proposed depth of 7,550' to test the Delaware Formation.

Poker Lake Unit Well No. 183, Eddy County, New Mexico – This well will be drilled at a legal location being 330' FNL & 1,980' FWL, Section 7, T24S-R30E, Eddy County, New Mexico to a proposed depth of 7,400' to test the Delaware Formation.

Poker Lake Unit Well No. 220, Eddy County, New Mexico – This well will be drilled at a legal location being 1,780' FSL & 990' FWL, Section 19, T24S-R30E, Eddy County, New Mexico to a proposed depth of 7,500' to test the Lower Delaware Formation.

Poker Lake Unit Well No. 233-H, Eddy County, New Mexico – This well will be drilled at a legal location being 1,980' FNL & 330' FNL, Section 31, T24S-R30E, Eddy County, New Mexico to a proposed depth of 8,320' to test the Delaware Formation.

Poker Lake Unit Well No. 239-H, Eddy County, New Mexico – This well will be drilled at a legal location being 710' FNL & 1,980' FEL, Section 30, T25S-R30E, Eddy County, New Mexico to a proposed depth of 7,650' to test the Delaware Formation.

Poker Lake Unit Well No. 240, Eddy County, New Mexico – This well will be drilled at a legal location being 660' FNL & 1,980' FWL, Section 30, T24S-R30E, Eddy County, New Mexico to a proposed depth of 7,550' to test the Delaware Formation.

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Poker Lake Unit Well No. 248, Eddy County, New Mexico – This well will be drilled at a legal location being 1,550 FSL, 510' FWL, Section 20, T24S-R30E, Eddy County, New Mexico to a proposed depth of 7,800' to test the Delaware Formation.

OFFSET OBLIGATIONS

Appropriate and adequate measures will be taken to prevent drainage of unitized substances from lands covered by the Poker Lake Unit Agreement or pursuant to applicable regulations.

MODIFICATIONS

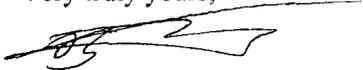
In accordance with the terms and provisions of the Poker Lake Unit Agreement, this Plan of Development may be modified from time to time as a result of changing conditions.

EFFECTIVE DATE

This Plan of Development became effective on January 1, 2008.

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.

Very truly yours,



Brad Glasscock
Landman

BG:ca

ACCEPTED AND AGREED this _____ day of _____, 2008.

BUREAU OF LAND MANAGEMENT

By: _____

COMMISSIONER OF PUBLIC LANDS

By: _____

NEW MEXICO OIL CONSERVATION DIVISION

By:  _____