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

Burlington Resources Oil & Gas Co LP
"An affiliate of ConocoPhillips Company"

August 21, 2008

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 - 2008 Plan of Development**
HUERFANITO UNIT I SEC. NO. 943
SAN JUAN COUNTY, NEW MEXICO

Ladies and Gentlemen:

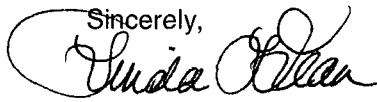
By letter dated February 22, 2008, the Huerfanito Unit Plan of Development was submitted for your approval. Subsequently it has been determined that the following wells should be included:

WELL NAME	DEDICATION	FORMATION
HUERFANITO UNIT 72	W/2 28-027N-009W	Fruitland Coal - Recomplete
HUERFANITO UNIT 76M	MV - W/2 02-026N-009W DK - N/2 02-026N-009W	Mesaverde/Dakota- Commingle
HUERFANITO UNIT 79N	E/2 26-027N-009W	Mesaverde/Dakota- Commingle
HUERFANITO UNIT 82N	W/2 25-027N-009W	Mesaverde/Dakota- Commingle
HUERFANITO UNIT 87N	MV - W/2 01-026N-009W DK - S/2 01-026N-009W	Mesaverde/Dakota- Commingle
HUERFANITO UNIT 106M	MV - E/2 02-026N-009W DK - S/2 02-026N-009W	Mesaverde/Dakota- Commingle
HUERFANITO UNIT 106N	MV - W/2 02-026N-009W DK - S/2 02-026N-009W	Mesaverde/Dakota- Commingle

The working interest owners on the attached listing are being furnished a copy of this letter. Burlington Resources Oil and 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 approvals by executing and returning a copy of this letter to the undersigned.

Please contact me at (505) 326-9760 if there are any questions regarding this letter.

Sincerely,

Linda Dean

LKD/pml
xc: Huerfanito Unit, 3.0 (2008)
Huerfanito Unit Working Interest Owners

HUERFANITO UNIT
2008 PLAN OF DEVELOPMENT
FIRST AMENDMENT
August 21, 2008

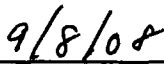
HUERFANITO UNIT
2008 PLAN OF DEVELOPMENT APPROVALS
FIRST AMENDMENT

Bureau of Land Management

Date



New Mexico Oil Conservation Division



Date

New Mexico Commissioner of Public Lands

Date

WORKING INTEREST OWNERS HUERFANITO UNIT

AJM LLC

ALBERT H GREER

BENSON MONTIN GREER

BURLINGTON RESOURCES O&G SJBT

CHARLES W GAY

CONOCOPHILLIPS COMPANY

ELIZABETH TURNER CALLOWAY

FOUR STAR OIL & GAS COMPANY

FRANKLIN P LILLY

J GLENN TURNER JR

J&M RAYMOND LTD

LA PLATA GATHERING SYSTEM INC

LORRAYN GAY HACKER

MARY E GLENN

MARY FRANCES TURNER TRUST

MCCONNELL LTD CO

MICHAEL J LILLY

SAN JUAN BASIN TRUST

TAMACAM LLC

T H MCELVAIN OIL AND GAS PROP

THOMAS S SENTER