



August 21, 2008

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

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

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: SECOND AMENDMENT- 2008 Plan of Development
SAN JUAN 28-6 UNIT 14-08-001-1051
RIO ARriba COUNTY, NEW MEXICO**

Ladies and Gentlemen:

By letter dated February 28, 2008, and first amendment letter dated May 30, 2008 the San Juan 28-6 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
SAN JUAN 28-6 UNIT 110N	W/2 25-027N-006W	Mesaverde/Dakota Commingle
SAN JUAN 28-6 UNIT 120M	S/2 09-028N-006W	Mesaverde/Dakota Commingle
SAN JUAN 28-6 UNIT 121G	W/2 15-028N-006W	Dakota Single
SAN JUAN 28-6 UNIT 121N	E/2 15-028N-006W	Mesaverde/Dakota Commingle
SAN JUAN 28-6 UNIT 123E	E/2 16-028N-006W	Dakota Single
SAN JUAN 28-6 UNIT 123N	E/2 16-028N-006W	Mesaverde/Dakota Commingle
SAN JUAN 28-6 UNIT 125E	E/2 21-028N-006W	Dakota Single
SAN JUAN 28-6 UNIT 126E	W/2 16-028N-006W	Dakota Single
SAN JUAN 28-6 UNIT 126M	W/2 16-028N-006W	Mesaverde/Dakota Commingle
SAN JUAN 28-6 UNIT 126N	W/2 16-028N-006W	Mesaverde/Dakota Commingle
SAN JUAN 28-6 UNIT 127E	E/2 20-028N-006W	Dakota Single
SAN JUAN 28-6 UNIT 128N	E/2 17-028N-006W	Mesaverde/Dakota Commingle
SAN JUAN 28-6 UNIT 128P	E/2 17-028N-006W	Mesaverde/Dakota Commingle
SAN JUAN 28-6 UNIT 143P	E/2 20-028N-006W	Mesaverde/Dakota Commingle
SAN JUAN 28-6 UNIT 144E	W/2 17-028N-006W	Dakota Single
SAN JUAN 28-6 UNIT 147P	E/2 29-028N-006W	Mesaverde/Dakota Commingle
SAN JUAN 28-6 UNIT 149G	E/2 27-028N-006W	Mesaverde/Dakota Commingle
SAN JUAN 28-6 UNIT 154E	W/2 27-028N-006W	Dakota Single
SAN JUAN 28-6 UNIT 154N	W/2 27-028N-006W	Mesaverde/Dakota Commingle
SAN JUAN 28-6 UNIT 155F	W/2 28-028N-006W	Dakota Single
SAN JUAN 28-6 UNIT 157N	E/2 25-027N-006W	Mesaverde/Dakota Commingle
SAN JUAN 28-6 UNIT 184N	W/2 07-028N-006W	Mesaverde/Dakota Commingle
SAN JUAN 28-6 UNIT 20M	S/2 12-028N-006W	Mesaverde/Dakota Commingle
SAN JUAN 28-6 UNIT 239	W/2 16-028N-006W	Pictured Cliffs Single
SAN JUAN 28-6 UNIT 240	E/2 21-028N-006W	Pictured Cliffs Single

SAN JUAN 28-6 UNIT
2008 PLAN OF DEVELOPMENT
SECOND AMENDMENT
AUGUST 21, 2008

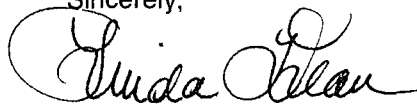
SAN JUAN 28-6 UNIT 241	W/2 22-028N-006W	Pictured Cliffs Single
SAN JUAN 28-6 UNIT 242	W/2 24-028N-006W	Pictured Cliffs Single
SAN JUAN 28-6 UNIT 419S	E/2 16-028N-006W	Fruitland Coal Single
SAN JUAN 28-6 UNIT 436S	W/2 16-028N-006W	Fruitland Coal Single
SAN JUAN 28-6 UNIT 440S	W/2 16-028N-006W	Fruitland Coal/Pictured Cliffs Commingle
SAN JUAN 28-6 UNIT 441S	E/2 17-028N-006W	Fruitland Coal/Pictured Cliffs Commingle
SAN JUAN 28-6 UNIT 460S	W/2 20-028N-006W	Fruitland Coal/Pictured Cliffs Commingle
SAN JUAN 28-6 UNIT 461S	E/2 13-027N-006W	Mesaverde/Dakota Commingle
SAN JUAN 28-6 UNIT 462S	W/2 31-028N-006W	Chacra/Mesaverde/Dakota Tri-mingle

The working interest owners on the attached listing 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 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

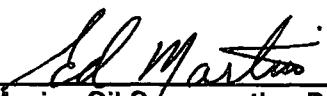
LKD/pml

xc: San Juan 28-6, 3.0 (2008)
San Juan 28-6 Working Interest Owners

SAN JUAN 28-6 UNIT
2008 PLAN OF DEVELOPMENT
SECOND AMENDMENT
AUGUST 21, 2008

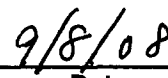
**SAN JUAN 28-6 UNIT
2008 PLAN OF DEVELOPMENT
SECOND AMENDMENT**

Bureau of Land Management



New Mexico Oil Conservation Division

Date



Date

New Mexico Commissioner of Public Lands

Date

SAN JUAN 28-6 UNIT
2008 PLAN OF DEVELOPMENT
SECOND AMENDMENT
AUGUST 21, 2008

WORKING INTEREST OWNERS SAN JUAN 28-6 UNIT

ATWELL & CO

BP AMERICA PRODUCTION COMPANY

BURLINGTON RESOURCES O&G CO LP

CAROLYN BEAMON TILLEY

CATHRYN BEAMON

CHARLES W GAY

CLAUDIA MARCIA LUNDELL GILMER

CONOCOPHILLIPS COMPANY

FOREST OIL CORPORATION

FOUR STAR OIL & GAS COMPANY

HARRINGTON ENERGY RESOURCES LP

HARRINGTON SOUTHWEST ENERGY LP

JAMES R BEAMON

KATHLEEN B LIPKINS

LINDA JEANNE LUNDELL LINDSEY

LORRAYN GAY HACKER

MESA ROYALTY TR

ROBERT E BEAMON

ROBERT WALTER LUNDELL

SHARON BEAMON BURNS

SHIRLEY K BERNSTEIN TR

SUSAN BEAMON PORTER

TAMACAM LLC

T H MCELVAIN OIL AND GAS PROP

WILLIAMS PRODUCTION COMPANY

XTO ENERGY INC