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

December 4, 2008

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FEDERAL EXPRESS

Bureau of Land Management
Carlsbad District Office
620 E. Green St.
Carlsbad, New Mexico 88220
Attn: Mr. Wesley Ingram

New Mexico State Land Office
Commissioner of Public Lands
310 Old Santa Fe Trail
Santa Fe, New Mexico 87501
Attention: Mr. Pete Martinez

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

Re: Second Amendment to 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 an Amended Plan of Development for the Poker Lake Unit for the year 2008. The subject wells will not spud until 2009; however the BLM has requested that they be added to the Plan of Development for the year in which the application for a drilling permit is submitted. This amendment is being filed specifically for the addition of the following proposed wells:

FUTURE DEVELOPMENT

Poker Lake Unit No. 300-H, Eddy County, New Mexico - This well will be drilled at a legal location being 990' FSL & 2,310' FWL, Section 27, T24S-R30E, Eddy County, New Mexico to a proposed depth of 10,650' to test the Delaware Formation.

Poker Lake Unit No. 301H, Eddy County, New Mexico - This well will be drilled at a legal location being 2,310' FNL, 2,310' FWL Section 27, T24S-R31E, Eddy County, New Mexico to a proposed depth of 9,970' to test the Delaware Formation.

Poker Lake Unit No. 306, Eddy County, New Mexico - This well will be drilled at a legal location being 1,900' FSL & 2000' FWL Section 29, T25S-R30E, Eddy County, New Mexico to a proposed depth of 7,600' to test the Delaware Formation.

Poker Lake Unit No. 307, Eddy County, New Mexico - This well will be drilled at a legal location being 2,400' FNL & 2,200' FWL Section 34, T24S-R30E, Eddy County, New Mexico to a proposed depth of 7,600' to test the Devonian Formation.

EFFECTIVE DATE

This Amended Plan of Development shall become effective on December 5, 2008.

If this Amended 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,



Andy Morrison
Landman

AM:ca

ACCEPTED AND AGREED this 19th day of December, 2008.

BUREAU OF LAND MANAGEMENT

By: Wesley W. Ingram

COMMISSIONER OF PUBLIC LANDS

By: _____

NEW MEXICO OIL CONSERVATION DIVISION

By: _____

RESIGNATION OF UNIT OPERATOR

Big Eddy Unit Area

County of Eddy

State of New Mexico

Unit Agreement No. 14-08-001-326

Under and pursuant to the provisions of Section 5 of the Unit Agreement for the Development and Operation of the Big Eddy Unit Area, Eddy County, New Mexico, BEPCO, L.P. the designated Unit Operator under said Unit Agreement, does hereby resign as Unit Operator, effective upon the selection and approval of a Successor Unit Operator.

Executed with effect as aforesaid the 16th day of December, 2008.

BEPCO, L.P., a Delaware limited partnership

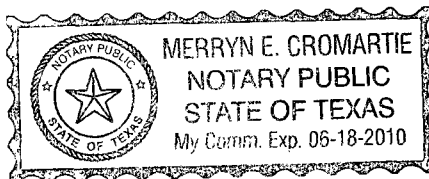
By: BEPCO Genpar, L.L.C., a Delaware limited liability company, its general partner

By: W. Frank McCreight
W. Frank McCreight
Sr. Vice President

STATE OF TEXAS §
 §
COUNTY OF TARRANT §

This instrument was acknowledged before me on December 16, 2008, by W. Frank McCreight, Sr. Vice President of BEPCO Genpar, L.L.C., a Delaware limited liability company, General Partner of BEPCO, L. P., a Delaware limited partnership.

Merryn E. Cromartie
Notary Public in and for the
State of Texas



DESIGNATION OF
SUCCESSOR UNIT OPERATOR
Big Eddy Unit Area
County of Eddy
State of New Mexico
Unit Agreement No. 14-08-001-326

THIS INDENTURE, dated as of the 1st day of January, 2009, by and between BOPCO, L.P., hereinafter designated as "First Party," and the owners of unitized working interests, hereinafter designated as "Second Parties,"

W I T N E S S E T H :

WHEREAS, under the provisions of the Act of February 25, 1920, 41 Stat. 437, 30 U.S.C. Secs. 181, et seq., as amended by the Act of August 8, 1946, 60 Stat. 950, the Secretary of the Interior, acting by and through the Authorized Officer, on the 10th day of April 1952, approved a Unit Agreement for the Big Eddy Unit Area, wherein Richardson & Bass, subsequently BEPCO, L.P., was designated as Unit Operator, and

WHEREAS, BEPCO, L.P. desires to resign as such Operator and the designation of a successor Unit Operator is now required pursuant to the terms thereof; and

WHEREAS, the First Party has been and hereby is designated by Second Parties as Unit Operator, and said First Party desires to assume all the rights, duties and obligations of Unit Operator under the said Unit Agreement:

NOW, THEREFORE, in consideration of the premises hereinbefore set forth and the promises hereinafter stated, the First Party hereby covenants and agrees to fulfill the duties and assume the obligations of Unit Operator under and pursuant to all the terms of the

Big Eddy Unit Agreement, and the Second Parties covenant and agree that, effective upon approval of this indenture by the Authorized Officer, First Party shall be granted the exclusive right and privilege of exercising any and all rights and privileges as Unit Operator, pursuant to the terms and conditions of said Unit Agreement; said Unit Agreement being hereby incorporated herein by reference and made a part hereof as fully and effectively as though said Unit Agreement were expressly set forth in this instrument.

IN WITNESS WHEREOF, the parties hereto have executed this instrument as of the date hereinabove set forth.

FIRST PARTY

BOPCO, L.P., a Delaware limited partnership

By: BOPCO GP, L.L.C., a Delaware limited liability company, general partner

By:

W. Frank McCreight
W. Frank McCreight
Sr. Vice President



SECOND PARTY

BEPCO, L.P., a Delaware limited partnership

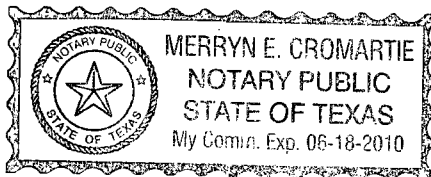
By: BEPCO Genpar, L.L.C., a Delaware limited liability company, its general partner

By: W. Frank McCreight
W. Frank McCreight
Sr. Vice President

CORPORATE ACKNOWLEDGEMENT

STATE OF TEXAS §
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COUNTY OF TARRANT §

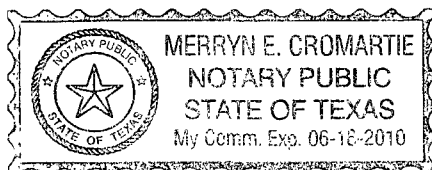
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Meryn E. Cromartie
Notary Public in and for the
State of Texas

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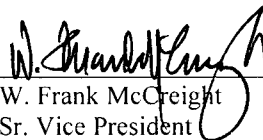

Meryn E. Cromartie
Notary Public in and for the
State of Texas

Attachment 1
To The Designation of Successor Unit Operator
By and between BEPCO, L.P. & BOPCO, L.P.
Dated December 16, 2008, effective January 1, 2009.

BOPCO, L.P. as the designated successor operator, hereby certifies that to the best of its knowledge all notices to the current working interest owners in the agreement have been processed pursuant to the successor operator provisions provided under the terms of the agreement. Operations on Federal wells in this agreement will be covered by BLM Bond No. 104708296.

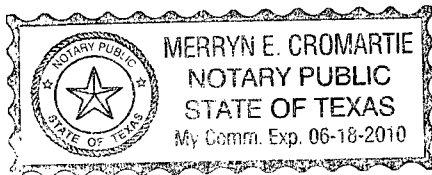
BOPCO, L.P., a Delaware limited partnership

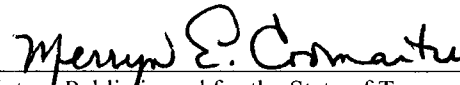
By: BOPCO GP, L.L.C., a Delaware limited liability company, general partner

By: 
W. Frank McCreight
Sr. Vice President 

STATE OF TEXAS §
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Notary Public in and for the State of Texas

**Exhibit to that certain Designation
of Successor Unit Operator
effective January 1, 2009**

BIG EDDY UNIT	
Property Number	Property Name
330401	INDIAN FLATS BASS FEDERAL
331601	BIG EDDY UNIT #44 (NON-MORROW)
333001	BIG EDDY UNIT MORROW C PA(#53)
830201	G H COBB-FEDERAL
830501	JOSEPHINE RODKE FEDERAL
832601	BIG EDDY UNIT #7
833801	BIG EDDY UNIT MORROW PA(#39)
833802	BIG EDDY UNIT #54
833803	BIG EDDY UNIT #60
837201	BIG EDDY UNIT #33
1189003	BIG EDDY UNIT #66
1189005	BIG EDDY UNIT #72 ATOKA-MORR F
1189008	BIG EDDY UNIT #73 (NON-MORROW)
1189010	BIG EDDY UNIT #41 & #74
1189011	BIG EDDY UT MORR E PA(77&159)
1189012	BIG EDDY UNIT MORROW M PA(#64)
1189013	BIG EDDY UNIT #71
1189016	BIG EDDY UNIT #83
1189018	BIG EDDY UNIT #85
1189020	BIG EDDY UNIT #87 (NON-MORROW)
1189021	BIG EDDY UNIT #80
1189022	BIG EDDY UNIT #70 (ATOKA)
1189030	BIG EDDY UNIT #94
1189031	BIG EDDY UNIT #95
1189033	BIG EDDY UNIT #97
1189037	BIG EDDY UNIT MORROW I PA(#82)
1189043	BASS 10 FEDERAL
1189046	INDIAN FLATS FEDERAL #1
1189048	BIG EDDY UNIT MORROW D PA(#76)
1189051	GOLDEN 8 FEDERAL
1189052	GOLDEN "B" FEDERAL #1
1189054	GOLDEN "D" FEDERAL
1189055	NORTH INDIAN FLATS 26 FEDERAL
1189056	BASS 3 FEDERAL #2 & #4
1189058	BIG EDDY UNIT #133
1189060	BIG EDDY UNIT #8
1189061	BIG EDDY UNIT #122 (MORROW)
1189062	BIG EDDY UNIT #143
1189063	BIG EDDY UNIT #144
1189064	BIG EDDY UNIT #150
1189067	BIG EDDY UNIT #149
1189068	BIG EDDY UNIT #154
1189071	BIG EDDY UNIT #169
1192801	HAT MESA #1
1192807	HAT MESA "31" STATE
1192808	HAT MESA "32" STATE
1192809	TORY 3 FEDERAL #1
1233901	BASS 32 STATE #1
1302001	FENTON 7 FEDERAL #1
1329401	INDIAN DRAW DEEP COM 7 #1

RESIGNATION OF UNIT OPERATOR

James Ranch Unit Area

County of Eddy

State of New Mexico

Unit Agreement No. 14-08-001-558

Under and pursuant to the provisions of Section 5 of the Unit Agreement for the Development and Operation of the James Ranch Unit Area, Eddy County, New Mexico, BEPCO, L.P. the designated Unit Operator under said Unit Agreement, does hereby resign as Unit Operator, effective upon the selection and approval of a Successor Unit Operator.

Executed with effect as aforesaid the 16th day of December, 2008.

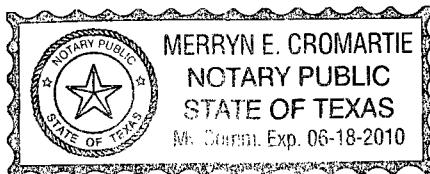
BEPCO, L.P., a Delaware limited partnership

By: BEPCO Genpar, L.L.C., a Delaware limited liability company, its general partner

By: W. Frank McCreight
W. Frank McCreight
Sr. Vice President

STATE OF TEXAS §
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Merry E. Cromartie
Notary Public in and for the
State of Texas

DESIGNATION OF
SUCCESSOR UNIT OPERATOR
James Ranch Unit Area
County of Eddy
State of New Mexico
Unit Agreement No. 14-08-001-558

THIS INDENTURE, dated as of the 1st day of January, 2009, by and between BOPCO, L.P., hereinafter designated as "First Party," and the owners of unitized working interests, hereinafter designated as "Second Parties,"

W I T N E S S E T H :

WHEREAS, under the provisions of the Act of February 25, 1920, 41 Stat. 437, 30 U.S.C. Secs. 181, et seq., as amended by the Act of August 8, 1946, 60 Stat. 950, the Secretary of the Interior, acting by and through the Authorized Officer, on the 22nd day of April, 1952, approved a Unit Agreement for the James Ranch Unit Area, wherein Richardson & Bass, subsequently BEPCO, L.P., was designated as Unit Operator, and

WHEREAS, BEPCO, L.P. desires to resign as such Operator and the designation of a successor Unit Operator is now required pursuant to the terms thereof; and

WHEREAS, the First Party has been and hereby is designated by Second Parties as Unit Operator, and said First Party desires to assume all the rights, duties and obligations of Unit Operator under the said Unit Agreement:

NOW, THEREFORE, in consideration of the premises hereinbefore set forth and the promises hereinafter stated, the First Party hereby covenants and agrees to fulfill the duties and assume the obligations of Unit Operator under and pursuant to all the terms of the James Ranch Unit Agreement, and the Second Parties covenant and agree that, effective upon approval of this indenture by the Authorized Officer, First Party shall be granted the exclusive right and privilege of exercising any and all rights and privileges as Unit Operator, pursuant to the terms and conditions of said Unit Agreement; said Unit Agreement being hereby incorporated herein by reference and made a part hereof as fully and effectively as though said Unit Agreement were expressly set forth in this instrument.

IN WITNESS WHEREOF, the parties hereto have executed this instrument as of the date hereinabove set forth.

FIRST PARTY

BOPCO, L.P., a Delaware limited partnership

By: BOPCO GP, L.L.C., a Delaware limited liability company, general partner

By: _____

W. Frank McCreight
Sr. Vice President

[Handwritten signature]

SECOND PARTY

BEPCO, L.P., a Delaware limited partnership

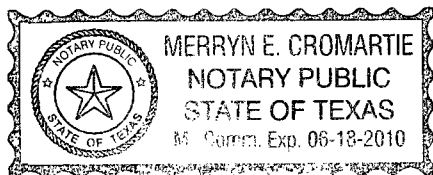
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Sr. Vice President

CORPORATE ACKNOWLEDGEMENT

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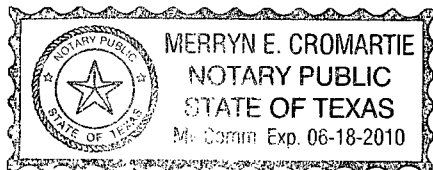
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Attachment 1
To The Designation of Successor Unit Operator
By and between BEPCO, L.P. & BOPCO, L.P.
Dated December 16, 2008, effective January 1, 2009.

BOPCO, L.P. as the designated successor operator, hereby certifies that to the best of its knowledge all notices to the current working interest owners in the agreement have been processed pursuant to the successor operator provisions provided under the terms of the agreement. Operations on Federal wells in this agreement will be covered by BLM Bond No. 104708296.

BOPCO, L.P., a Delaware limited partnership

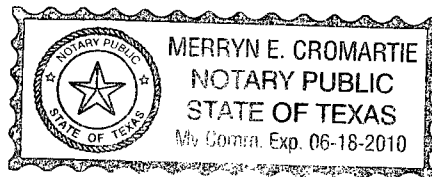
By: BOPCO GP, L.L.C., a Delaware limited liability company, general partner

By: W. Frank McCreight
W. Frank McCreight
Sr. Vice President

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Merryn E. Cromartie
Notary Public in and for the State of Texas



**Exhibit to that certain Designation
of Successor Unit Operator
effective January 1, 2009**

JAMES RANCH UNIT	
Property Number	Property Name
330901	JAMES RANCH #7 (EXCEPT BS&MOR)
833002	JAMES RANCH UNIT-ATOKA P.A.
833003	JAMES RANCH UNIT (MORROW) #4&7
833004	JAMES RANCH UNIT #4 (DELAWARE)
833102	JAMES RANCH UNIT #11
833104	JAMES RANCH UNIT #14
833105	JAMES RANCH UNIT #30
834701	HUDSON FEDERAL 7
837502	JAMES RANCH UNIT #18
837503	JAMES RANCH UNIT #19
837504	JAMES RANCH UNIT #17
837505	JAMES RANCH UNIT #37
837506	JAMES RANCH 29,32,34,41,66,67
837507	JAMES RANCH #,36,38,82,83,84
837508	JAMES RANCH UNIT #48
837509	JAMES RANCH UNIT #55,#56,#57
837513	JAMES RANCH UNIT #71
837514	JAMES RANCH UNIT #16
837515	JAMES RANCH UNIT #73
837516	JAMES RANCH UNIT #76
837517	JAMES RANCH UNIT #31
837518	JAMES RANCH UNIT #63
837519	JAMES RANCH UNIT #33 & #35
1000401	JAMES RANCH UNIT #12
1000405	JAMES RANCH UNIT #15
1000406	JAMES RANCH UNIT #70
1000407	JAMES RANCH UNIT-BONE SPRINGS
1000408	JAMES RANCH #65 (LEASE WELL)
1000409	JAMES RANCH UNIT #79
1000410	JAMES RANCH #27 (SEC 31 SHAL)
1000411	JAMES RANCH UNIT DELAWARE P.A.
1000412	JAMES RANCH UNIT #27 (DELAWARE)
1000414	JAMES RANCH UNIT - DEL A PA
1000415	JAMES RANCH UNIT #80
1000416	JAMES RANCH UNIT #75 BONE SPGS
1000418	JAMES RANCH UNIT #87 BONE SPGS

RESIGNATION OF UNIT OPERATOR

Poker Lake Unit Area
County of Eddy
State of New Mexico
Unit Agreement No. 14-08-001-303

Under and pursuant to the provisions of Section 5 of the Unit Agreement for the Development and Operation of the Poker Lake Unit Area, Eddy County, New Mexico, BEPCO, L.P. the designated Unit Operator under said Unit Agreement, does hereby resign as Unit Operator, effective upon the selection and approval of a Successor Unit Operator.

Executed with effect as aforesaid the 16th day of December, 2008.

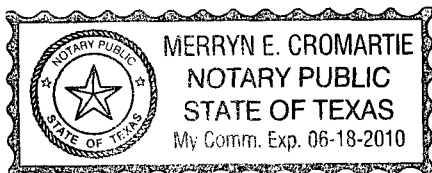
BEPCO, L.P., a Delaware limited partnership

By: BEPCO Genpar, L.L.C., a Delaware limited liability company, its general partner

By: W. Frank McCreight
W. Frank McCreight
Sr. Vice President

STATE OF TEXAS §
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Meryn E. Cromartie
Notary Public in and for the
State of Texas

DESIGNATION OF
SUCCESSOR UNIT OPERATOR
Poker Lake Unit Area
County of Eddy
State of New Mexico
Unit Agreement No. 14-08-001-303

THIS INDENTURE, dated as of the 1st day of January, 2009, by and between BOPCO, L.P., hereinafter designated as "First Party," and the owners of unitized working interests, hereinafter designated as "Second Parties,"

W I T N E S S E T H :

WHEREAS, under the provisions of the Act of February 25, 1920, 41 Stat. 437, 30 U.S.C. Secs. 181, et seq., as amended by the Act of August 8, 1946, 60 Stat. 950, the Secretary of the Interior, acting by and through the Authorized Officer, on the 18th day of March 1952, approved a Unit Agreement for the Poker Lake Unit Area, wherein Richardson & Bass, subsequently BEPCO, L.P., was designated as Unit Operator, and

WHEREAS, BEPCO, L.P. desires to resign as such Operator and the designation of a successor Unit Operator is now required pursuant to the terms thereof; and

WHEREAS, the First Party has been and hereby is designated by Second Parties as Unit Operator, and said First Party desires to assume all the rights, duties and obligations of Unit Operator under the said Unit Agreement:

NOW, THEREFORE, in consideration of the premises hereinbefore set forth and the promises hereinafter stated, the First Party hereby covenants and agrees to fulfill the duties and assume the obligations of Unit Operator under and pursuant to all the terms of the Poker Lake Unit Agreement, and the Second Parties covenant and agree that, effective upon approval of this indenture by the Authorized Officer, First Party shall be granted the exclusive right and privilege of exercising any and all rights and privileges as Unit Operator, pursuant to the terms and conditions of said Unit Agreement; said Unit Agreement being hereby incorporated herein by reference and made a part hereof as fully and effectively as though said Unit Agreement were expressly set forth in this instrument.

IN WITNESS WHEREOF, the parties hereto have executed this instrument as of the date hereinabove set forth.


FIRST PARTY

BOPCO, L.P., a Delaware limited partnership

By: BOPCO GP, L.L.C., a Delaware limited liability company, general partner

By:

W. Frank McCreight
W. Frank McCreight
Sr. Vice President



SECOND PARTY

BEPCO, L.P., a Delaware limited partnership

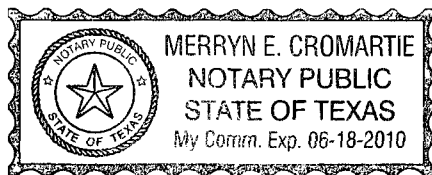
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W. Frank McCreight
Sr. Vice President

CORPORATE ACKNOWLEDGEMENT

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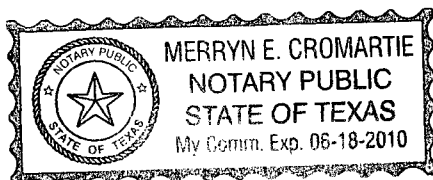
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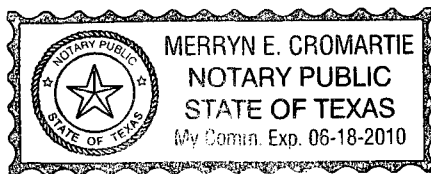
By: BOPCO GP, L.L.C., a Delaware limited liability company, general partner

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Merryn E. Cromartie
Notary Public in and for the State of Texas



**Exhibit to that certain Designation
of Successor Unit Operator
effective January 1, 2009**

POKER LAKE UNIT	
Property Number	Property Name
330201	POKER LAKE UNIT #42
837521	REMUDA BASIN 31 STATE COMM #1
1000301	POKER LAKE UNIT #41
1000304	POKER LAKE UNIT WOLCAMP PA
1000306	POKER LAKE UNIT #52
1000311	POKER LAKE UNIT #57
1000312	POKER LAKE UNIT #58
1000317	POKER LAKE UNIT MORROW 1ST REV
1000321	POKER LAKE UNIT MORROW "A" PA
1000322	POKER LAKE UNIT #68
1000335	POKER LAKE UNIT-DELAWARE "B"
1000336	POKER LAKE UNIT #103
1000337	POKER LAKE UNIT #89
1000338	POKER LAKE UNIT #98
1000341	POKER LAKE UNIT #85
1000342	POKER LAKE UNIT #87
1000346	POKER LAKE UNIT #105
1000347	POKER LAKE UNIT #79
1000348	POKER LAKE UNIT #108 & #111
1000349	POKER LAKE UNIT #114
1000350	POKER LAKE UNIT #123
1000353	POKER LAKE UNIT #91
1000355	POKER LAKE UNIT NASH DRAW DEL
1000356	POKER LAKE UNIT #128
1000357	POKER LAKE UNIT #139
1000358	POKER LAKE UNIT 144, 145, 146, 149
1000362	POKER LAKE UNIT #147
1000363	POKER LAKE #153(ATOKA NON-PA)
1000365	POKER LAKE UNIT #154, 155 & 157
1000366	POKER LAKE UNIT #148
1000367	POKER LAKE UNIT #71A
1000369	POKER LAKE UNIT NON-DEL C SEC7
1000370	POKER LAKE UNIT #180
1000371	POKER LAKE #49 (DEL RECOMP)
1000373	POKER LAKE UNIT NONDEL C SEC18
1000374	POKER LAKE MORROW "B" PA(153)
1000375	POKER LAKE UNIT #188Y
1000376	POKER LAKE UNIT NONDEL C SEC19
1000378	POKER LAKE UNIT NONDEL C SEC31
1000379	POKER LAKE UNIT NONDEL C SEC30