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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"

April 6, 2009

Bureau of Land Management
Farmington Resource Area
1235 La Plata Highway
Farmington, NM 87401

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

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RE: **FIRST AMENDMENT- 2009 Plan of Development**
SAN JUAN 28-5 UNIT 14-08-001-949
RIO ARriba COUNTY, NEW MEXICO

Ladies and Gentlemen:

By letter dated February 27, 2009, the Plan of Development for the referenced unit was submitted for your approval. Subsequently it has been determined that the following wells should be included:

WELL NAME	DEDICATION	FORMATION
SAN JUAN 28-5 Unit 44P	S/2 27-028N-005W	Mesaverde New Drill-Single
SAN JUAN 28-5 UNIT 54	W/2 20-028N-005W	Mesaverde Recomplete with Existing Dakota- Commingle
SAN JUAN 28-5 UNIT 88	W/2 15-028N-005W	Mesaverde Recomplete with Existing Dakota- Commingle

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 approval by executing and returning a copy of the attached approval page to the undersigned.

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

Sincerely,

Linda Dean

LKD/aer

xc: San Juan 28-5 Unit, 3.0 (2009)
San Juan 28-5 Unit Working Interest Owners

SAN JUAN 28-5 UNIT
2009 PLAN OF DEVELOPMENT
FIRST AMENDMENT
April 6, 2009

SAN JUAN 28-5 UNIT
2009 PLAN OF DEVELOPMENT APPROVALS
FIRST AMENDMENT

Bureau of Land Management

Date

Ed Martin
New Mexico Oil Conservation Division

4/13/09
Date

SAN JUAN 28-5 UNIT
2009 PLAN OF DEVELOPMENT
FIRST AMENDMENT
April 6, 2009

WORKING INTEREST OWNERS SAN JUAN 28-5 UNIT

LORRAYN GAY HACKER

DUGAN PRODUCTION CORPORATION

MAR OIL AND GAS CORP INC

VAUGHAN MCELVAIN ENERGY INC

TAMACAM LLC

KATHLEEN QUINN

WILLIAMS PRODUCTION COMPANY

T H MCELVAIN OIL & GAS LTD

XTO ENERGY INC

CONOCOPHILLIPS COMPANY

CHARLES W GAY

LANGDON D HARRISON REVOC TRUST B

PROVIDENCE MINERALS LLC

THE TINMIL

THOMAS P TINNIN

BP AMERICA PRODUCTION COMPANY

J&M RAYMOND LTD

JABCO LLP

RIO ARIBAGAS LTD

NAVATEX ENERGY LP

MCELVAIN OIL COMPANY

RUTH ZIMMERMAN TRUST