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

February 27, 2012

Burlington Resources Oil & Gas Co LP
 "A subsidiary of ConocoPhillips Company"

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

**RE: 2012 Plan of Development
 SAN JUAN 28-4 UNIT 14-08-001-933
 RIO ARRIBA COUNTY, NEW MEXICO**

Ladies and Gentlemen:

The following Participating Areas currently exist in the SAN JUAN 28-4 UNIT:

FORMATION	EXPANSION	EFFECTIVE DATE
DAKOTA	007	01-DEC-73
MESAVERDE	013	01-OCT-06
PICTURED CLIFFS	001	01-DEC-55

The 2011 Plan of Development (or amendments thereto) provided for the following activity:

WELL NAME	FORMATION	TYPE	DEDICATION	STATUS
SAN JUAN 28-4 UNIT 1B	MESAVERDE	NewDrill - Single	N/2 018-028N-R04W	COMPLETED
SAN JUAN 28-4 UNIT 17A	MESAVERDE	NewDrill - Single	N/2 020-028N-R04W	COMPLETED
SAN JUAN 28-4 UNIT 29M	MESAVERDE/DAKOTA	NewDrill - Commingle	MV N/2 031-028N-004W DK W/2 031-028N-004W	CARRYOVER
SAN JUAN 28-4 UNIT 34N	MESAVERDE/DAKOTA	NewDrill - Commingle	MV S/2 030-028N-004W DK W/2 030-028N-004W	CARRYOVER
SAN JUAN 28-4 UNIT 37	MESAVERDE/DAKOTA	Recomplete- Commingle	MV E/2 029-028N-004W DK E/2 029-28N-004W	COMPLETED

Pursuant to Section 10 of the SAN JUAN 28-4 UNIT Agreement, Burlington Resources Oil & Gas Company LP, as Unit Operator and affiliate of ConocoPhillips Company, hereby submits the **2012 Plan of Development** as follows:

WELL NAME	FORMATION	TYPE	DEDICATION
SAN JUAN 28-4 UNIT 16N	MESAVERDE/DAKOTA	NewDrill - Commingle	E/2 030-028N-004W
SAN JUAN 28-4 UNIT 16P	MESAVERDE/DAKOTA	NewDrill - Commingle	MV N/2 030-028N-004W DK E/2 030-028N-004W
SAN JUAN 28-4 UNIT 17A	MESAVERDE	NewDrill - Single	MV N/2 020-028N-004W
SAN JUAN 28-4 UNIT 29M	MESAVERDE/DAKOTA	NewDrill - Commingle	MV N/2 031-028N-004W DK W/2 031-028N-004W
SAN JUAN 28-4 UNIT 34N	MESAVERDE/DAKOTA	NewDrill - Commingle	MV S/2 030-028N-004W DK W/2 030-028N-004W
SAN JUAN 28-4 UNIT 34P	MEASVERDE	NewDrill - Single	MV N/2 030-028N-004W
SAN JUAN 28-4 UNIT 36P	MESAVERDE/DAKOTA	NewDrill - Commingle	MV N/2 029-028N-004W DK W/2 029-028N-004W



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

SAN JUAN 28-4 UNIT
2012 PLAN OF DEVELOPMENT

The working interest owners are being furnished a copy of this letter, well status listing and enclosed map. Burlington, as Unit Operator and affiliate of ConocoPhillips Company, 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) 326-9749 if there are any questions regarding this letter.

Sincerely,

Ben Malone,
Land Supervisor, SE

Note: Unit Map will be forwarded to Regulatory Agencies and Working Interest Owners by the end of the first quarter of 2012. We are currently updating software to assist in this mapping process.

WBM/ys

xc: San Juan 28-4 Unit, 3.0 (2012)
San Juan 28-4 Unit Working Interest Owners



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SAN JUAN 28-4 UNIT
2012 PLAN OF DEVELOPMENT

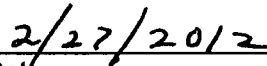
2012 PLAN OF DEVELOPMENT APPROVALS

Bureau of Land Management

Date



New Mexico Oil Conservation Division



Date

New Mexico Commissioner of Public Lands

Date



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

SAN JUAN 28-4 UNIT
2012 PLAN OF DEVELOPMENT

SAN JUAN 28-4 UNIT WORKING INTEREST OWNERS

BURLINGTON RESOURCES O&G CO LP

CRITCHFIELD SANTA FE LP

XTO ENERGY INC

SAN JUAN 28-4 UNIT - Well Status as on 02/08/12

RC Name	Rsvr Name	Sec	Twn	Dir	Rng	Rng Dir	St	Prod Status	API Well Code	MIMS Interval	MIMS Log #	Lea ID	Oper ID	Compl Dt	Int Prod Dt	1st Sale Dt	Int Class
SAN JUAN 28-4 UT 36 DK TA	BASIN::DAKOTA	29	28	N	4	W	NM 41		300392067400001	CO1	8910009338	A728814	216600	26988		27015	WI
SAN JUAN 28-4 UT 11 MV	BLANCO::MESAUVERDE	31	28	N	4	W	NM 11		300390725600501	SO1	8910009330	A728814	216600	20955	21061	21093	WI
SAN JUAN 28-4 UT 12 MV	BLANCO::MESAUVERDE	33	28	N	4	W	NM 11		300390735700501	SO1	8910009330	A728814	216600	21008	21093	21093	WI
SAN JUAN 28-4 UT 13 MV	BLANCO::MESAUVERDE	20	28	N	4	W	NM 11		300392762700501	SO1	8910009330	A728814	216600	38986	21324	21324	WI
SAN JUAN 28-4 UT 14A MV	BLANCO::MESAUVERDE	29	28	N	4	W	NM 11		300390731900501	SO1	8910009330	A728814	216600	39029	21324	21324	WI
SAN JUAN 28-4 UT 14 MV	BLANCO::MESAUVERDE	29	28	N	4	W	NM 71		300392782000001	CO1	NMNM03862	A730410	216600	39029	39029	39029	WI
SAN JUAN 28-4 UT 16R DK	BASIN::DAKOTA	30	28	N	4	W	NM 11		300392782000002	CO2	8910009330	A728814	216600	39009	39023	39023	WI
SAN JUAN 28-4 UT 17A MV	BLANCO::MESAUVERDE	30	28	N	4	W	NM 11		W/O/API								WI
SAN JUAN 28-4 UT 17M DK	BASIN::DAKOTA	20	28	N	4	W	NM 11		300393038200001	CO1	NM5F079729	A714260	216600	39975	39993	39993	WI
SAN JUAN 28-4 UT 17M MV	BLANCO::MESAUVERDE	20	28	N	4	W	NM 11		300393038200002	CO2	8910009330	A728814	216600	39975	39993	39993	WI
SAN JUAN 28-4 UT 17R FC	BASIN::FRUITLAND COAL	20	28	N	4	W	NM 71		300392538100002	CO1	8910009330	A728814	216600	34604	34724	34724	WI
SAN JUAN 28-4 UT 17R PC	CHOZA MESA::PICTURED CLIF	20	28	N	4	W	NM 71		300392538100001	CO1	8910009330	A728814	216600	34604	34724	34724	WI
SAN JUAN 28-4 UT 18 MV	BLANCO::MESAUVERDE	31	28	N	4	W	NM 11		300390722500501	SO1	8910009330	A728814	216600	36815	21480	21480	WI
SAN JUAN 28-4 UT 14 MV	BLANCO::MESAUVERDE	18	28	N	4	W	NM 11		300392764500501	SO1	8910009330	A728814	216600	36815	36832	36832	WI
SAN JUAN 28-4 UT 1 MV	BLANCO::MESAUVERDE	18	28	N	4	W	NM 11		300390744301501	SO1	8910009330	A728814	216600	20026	20026	20026	WI
SAN JUAN 28-4 UT 201 FC	SAN CB::FRUITLAND COAL	18	28	N	4	W	NM 11		300392543100002	CO2	NMNM03862	A723367	216600	34579	34660	34660	WI
SAN JUAN 28-4 UT 201 PC	GOBERNADOR::PICTURED CLIF	18	28	N	4	W	NM 11		300392543100001	CO1	NMNM03862	A723367	216600	34579	34660	34660	WI
SAN JUAN 28-4 UT 20 MV	BLANCO::MESAUVERDE	30	28	N	4	W	NM 11		300390728100501	SO1	8910009330	A728814	216600	21844	22027	22027	WI
SAN JUAN 28-4 UT 21 MV	BLANCO::MESAUVERDE	7	28	N	4	W	NM 11		300390746200501	SO1	8910009330	A728814	216600	21878	22039	22039	WI
SAN JUAN 28-4 UT 25A MV	BLANCO::MESAUVERDE	18	28	N	4	W	NM 11		300392765600501	SO1	8910009330	A728814	216600	38555	38566	38566	WI
SAN JUAN 28-4 UT 26 MV	BLANCO::MESAUVERDE	18	28	N	4	W	NM 11		300390742000501	SO1	8910009330	A728814	216600	22148	22228	22228	WI
SAN JUAN 28-4 UT 27A DK	BASIN::DAKOTA	19	28	N	4	W	NM 11		300392678500001	CO1	NMNM03862	A721053	216600	37559	37568	37568	WI
SAN JUAN 28-4 UT 27A MV	BLANCO::MESAUVERDE	19	28	N	4	W	NM 11		300392678500002	CO2	8910009330	A728814	216600	37559	37568	37568	WI
SAN JUAN 28-4 UT 27M DK	BASIN::DAKOTA	19	28	N	4	W	NM 11		300393037800001	CO1	NMNM03862	A721053	216600	39752	39763	39763	WI
SAN JUAN 28-4 UT 27M MV	BLANCO::MESAUVERDE	19	28	N	4	W	NM 11		300393037800002	CO2	8910009330	A728814	216600	39751	39734	39734	WI
SAN JUAN 28-4 UT 27 MV	BLANCO::MESAUVERDE	19	28	N	4	W	NM 11		300390735900501	SO1	8910009330	A728814	216600	22547	22770	22770	WI
SAN JUAN 28-4 UT 28A DK	BASIN::DAKOTA	19	28	N	4	W	NM 11		300392762600001	CO1	8910009330	A747727	216600	39009	39009	39009	WI
SAN JUAN 28-4 UT 28A MV	BLANCO::MESAUVERDE	19	28	N	4	W	NM 11		300392762600002	CO2	8910009330	A728814	216600	39009	39009	39009	WI
SAN JUAN 28-4 UT 28 MV	BLANCO::MESAUVERDE	19	28	N	4	W	NM 11		300390738800501	SO1	8910009330	A728814	216600	22927	23193	23193	WI
SAN JUAN 28-4 UT 29 DK	BASIN::DAKOTA	31	28	N	4	W	NM 11		300392007000501	SO1	8910009338	A728813	216600	24755	24869	24869	WI
SAN JUAN 28-4 UT 29M DK	BASIN::DAKOTA	31	28	N	4	W	NM 88		W/O/API								WI
SAN JUAN 28-4 UT 29A MV	BLANCO::MESAUVERDE	31	28	N	4	W	NM 88		W/O/API								WI
SAN JUAN 28-4 UT 2 MV	BLANCO::MESAUVERDE	17	28	N	4	W	NM 11		300390741901501	SO1	8910009330	A728814	216600	19602	20026	20026	WI
SAN JUAN 28-4 UT 30 DK	BASIN::DAKOTA	31	28	N	4	W	NM 11		300392007800501	SO1	8910009338	A728813	216600	24805	24969	24969	WI
SAN JUAN 28-4 UT 30E DK	BASIN::DAKOTA	31	28	N	4	W	NM 11		300392943400501	SO1	8910009338	A728813	216600	38978	39010	39010	WI
SAN JUAN 28-4 UT 30M DK	BASIN::DAKOTA	31	28	N	4	W	NM 11		300392594500001	CO1	8910009338	A728813	216600	36097	36250	36250	WI
SAN JUAN 28-4 UT 30M MV	BLANCO::MESAUVERDE	31	28	N	4	W	NM 11		300392594500002	CO2	8910009330	A728814	216600	36097	36250	36250	WI
SAN JUAN 28-4 UT 31 DK	BASIN::DAKOTA	32	28	N	4	W	NM 41		300392008400001	CO1	8910009338	A728813	216600	24882	24977	24977	WI
SAN JUAN 28-4 UT 31M DK	BASIN::DAKOTA	32	28	N	4	W	NM 41		300392592100001	CO1	8910009338	A728813	216600	36063	36089	36089	WI
SAN JUAN 28-4 UT 31M MV	BLANCO::MESAUVERDE	32	28	N	4	W	NM 11		300392592100002	CO2	8910009338	A728814	216600	36063	36089	36089	WI
SAN JUAN 28-4 UT 31 MV	BLANCO::MESAUVERDE	32	28	N	4	W	NM 11		300392008400002	CO2	8910009330	A728814	216600	40484	40484	40484	WI
SAN JUAN 28-4 UT 32 DK	BASIN::DAKOTA	32	28	N	4	W	NM 11		300392017400501	SO1	8910009338	A728813	216600	25342	25379	25379	WI
SAN JUAN 28-4 UT 32M DK	BASIN::DAKOTA	32	28	N	4	W	NM 11		300392609000001	CO1	8910009338	A728813	216600	36354	36370	36370	WI
SAN JUAN 28-4 UT 32M MV	BLANCO::MESAUVERDE	32	28	N	4	W	NM 11		300392609000002	CO2	8910009330	A728814	216600	36354	36370	36370	WI
SAN JUAN 28-4 UT 32N MV	BLANCO::MESAUVERDE	32	28	N	4	W	NM 11		300392659600001	CO1	8910009338	A728813	216600	38245	38257	38257	WI
SAN JUAN 28-4 UT 33 DK	BASIN::DAKOTA	33	28	N	4	W	NM 11		300392659600002	CO2	8910009330	A728814	216600	38245	38257	38257	WI
SAN JUAN 28-4 UT 33E DK	BASIN::DAKOTA	33	28	N	4	W	NM 11		300392017000501	SO1	8910009338	A728813	216600	25202	25202	25202	WI
SAN JUAN 28-4 UT 33E MV	BLANCO::MESAUVERDE	33	28	N	4	W	NM 11		300392937000001	CO1	8910009338	A728813	216600	38974	39010	39010	WI
SAN JUAN 28-4 UT 33 MV	BLANCO::MESAUVERDE	33	28	N	4	W	NM 11		300392937000002	CO2	NM5F079731A	A728814	216600	38974	39010	39010	WI
SAN JUAN 28-4 UT 34 DK	BASIN::DAKOTA	30	28	N	4	W	NM 11		300392048900501	SO1	8910009338	A728813	216600	26422	26472	26472	WI
SAN JUAN 28-4 UT 34M DK	BASIN::DAKOTA	30	28	N	4	W	NM 11		300392761000001	CO1	8910009338	A728813	216600	38982	39583	39583	WI
SAN JUAN 28-4 UT 34M MV	BLANCO::MESAUVERDE	30	28	N	4	W	NM 11		300392761000002	CO2	8910009330	A728814	216600	38982	39583	39583	WI
SAN JUAN 28-4 UT 34N DK	BASIN::DAKOTA	30	28	N	4	W	NM 88		W/O/API								WI
SAN JUAN 28-4 UT 34N MV	BLANCO::MESAUVERDE	30	28	N	4	W	NM 88		W/O/API								WI
SAN JUAN 28-4 UT 35B MV	BLANCO::MESAUVERDE	33	28	N	4	W	NM 11		300392647300501	SO1	8910009330	A728814	216600	37082	37092	37092	WI
SAN JUAN 28-4 UT 35M DK	BASIN::DAKOTA	33	28	N	4	W	NM 11		300392594900001	CO1	8910009338	A728813	216600	36324	36340	36340	WI
SAN JUAN 28-4 UT 35M MV	BLANCO::MESAUVERDE	33	28	N	4	W	NM 11		300392594900002	CO2	8910009330	A728814	216600	36324	36340	36340	WI
SAN JUAN 28-4 UT 36 MV	BLANCO::MESAUVERDE	29	28	N	4	W	NM 11		300392067400002	CO2	8910009330	A728814	216600	36077	36109	36109	WI
SAN JUAN 28-4 UT 37 DK	BASIN::DAKOTA	29	28	N	4	W	NM 11		300392067300001	CO1	8910009338	A728813	216600	27003	27088	27088	WI
SAN JUAN 28-4 UT 37M DK	BASIN::DAKOTA	29	28	N	4	W	NM 11		300393037000001	CO1	8910009338	A728813	216600	39959	39993	39993	WI
SAN JUAN 28-4 UT 37M MV	BLANCO::MESAUVERDE	29	28	N	4	W	NM 11		300393037000002	CO2	8910009330	A728814	216600	39959	39993	39993	WI
SAN JUAN 28-4 UT 37 MV	BLANCO::MESAUVERDE	29	28	N	4	W	NM 11		300392067300002	CO2	8910009330	A728814	216600	40488	40488	40488	WI
SAN JUAN 28-4 UT 37N DK	BASIN::DAKOTA	29															

SAN JUAN 28-4 UNIT - Well Status as on 02/08/12

RC Name	Rsvr Name	Sec	Twn	Twn Dir	Rng	Rng Dir	St	Prod Status	Api Well Code	MMS Interval	MMS Lse #	Lse ID	Oper ID	Compl Dt	Int Prod Dt	1st Sale Dt	Int Class
SAN JUAN 28-4 UT 37N MV	BLANCO::MESAVARDE	29	28 N		4 W		NM 11		300393036100C02	CO2	8910009330	A728814	216600	39975	39993	39993	WI
SAN JUAN 28-4 UT 5B MV	BLANCO::MESAVARDE	32	28 N		4 W		NM 11		30039262890501	501	8910009330	A728814	216600	36829	36830	36830	WI
SAN JUAN 28-4 UT 5C MV	BLANCO::MESAVARDE	32	28 N		4 W		NM 11		30039262880501	501	8910009330	A728814	216600	36782	36809	36809	WI
SAN JUAN 28-4 UT 5 MV	BLANCO::MESAVARDE	32	28 N		4 W		NM 11		300390725501501	501	8910009330	A728814	216600	19983	21074	21074	WI
SAN JUAN 28-4 UT 8 MV	BLANCO::MESAVARDE	36	28 N		4 W		NM 11		30039072180501	501	8910009330	A728814	216600	20433	21185	21185	WI
SAN JUAN 28-4 UT 9 MV	BLANCO::MESAVARDE	32	28 N		4 W		NM 11		30039072300501	501	8910009330	A728814	216600	20709	21162	21162	WI
SAN JUAN 28-4 UT NP 202 F	Basin CB::FRUITLAND COAL	18	28 N		4 W		NM 11		300392531100C02	CO2	NMNM03862	A723368	216600	32784	32874	32874	WI
SAN JUAN 28-4 UT NP 225 F	Basin CB::FRUITLAND COAL	7	28 N		4 W		NM 11		300392531100C01	CO1	NMSF079727	A723369	216600	34270	34365	34365	WI
SAN JUAN 28-4 UT NP 225 P	GOBERNADOR::PICTURED CLIF	7	28 N		4 W		NM 11		300392531100C02	CO2	NMSF079729	A723370	216600	34270	34365	34365	WI
SAN JUAN 28-4 UT NP 226 F	Basin CB::FRUITLAND COAL	17	28 N		4 W		NM 11		300392528600C02	CO2	NMSF079729	A723370	216600	34269	34365	34365	WI
SAN JUAN 28-4 UT NP 226 P	CHOZA MESA::PICTURED CLIF	17	28 N		4 W		NM 11		300392528600C01	CO1	NMSF079729	A720959	216600	34269	34365	34365	WI

Production Status:
 11 - Flowing Well
 21 - Pumping Well
 41 - Shut-in Well