

BASS ENTERPRISES PRODUCTION CO.

201 MAIN ST.

FORT WORTH, TEXAS 76102-3131

817/390-8400

November 16, 2006

2006 NOV 17 PM 12 48

**EXPRESS MAIL/
Return Receipt Requested**

Bureau of Land Management
Roswell District Office
2909 W. 2nd Street
Roswell, New Mexico 88201
Attn: Mr. Larry Bray

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. Ed Martin

Re: Amended 2006 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 2006. This amendment is being filed specifically for the addition of the following proposed wells:

FUTURE DEVELOPMENT

Poker Lake Unit No. 197 - This well will be drilled at a legal location being 1,650' FSL & 1,980' FWL Section 33, T24S-R31E, Eddy County, New Mexico to a proposed depth of 13,250' to test the Wolfcamp Formation.

Poker Lake Unit No. 263 - This well will be drilled at a legal location being 1,905' FNL & 660' FWL Section 6, T24S-R30E, Eddy County, New Mexico to a proposed depth of 7,500' to test the Delaware - Lower Brushy Canyon Formation.

Poker Lake Unit No. 267 - This well will be drilled at a legal location being 1,980' FSL & 660' FEL Section 18, T25S-R30E, Eddy County, New Mexico to a proposed depth of 7,650' to test the Delaware - Lower Brushy Canyon Formation.

Poker Lake Unit No. 268 - This well will be drilled at a legal location being 660' FSL & 330' FEL Section 18, T25S-R30E, Eddy County, New Mexico to a proposed depth of 7,600' to test the Delaware - Lower Brushy Canyon Formation.

Poker Lake Unit No. 281 - This well will be drilled at a legal location being 1,830' FNL & 660' FEL Section 12, T24S-R29E, Eddy County, New Mexico to a proposed depth of 7,650 to test the Delaware - Lower Brushy Canyon Formation

Poker Lake Unit No. 288 - This well will be drilled at a legal location being 660' FSL & 560' FWL, Section 17, T25S-R30E, Eddy County, New Mexico to a proposed depth of 7,600' to test the Delaware-Lower Brushy Canyon Formation.

PARTICIPATING AREAS:

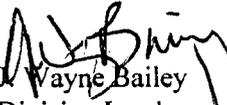
The Fourth Revision to the Delaware C Participating Area has been submitted to the BLM and other agencies for approval.

EFFECTIVE DATE

This Amended Plan of Development shall become effective on October 30, 2006.

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,


Wayne Bailey
Division Landman

JWB:ca

ACCEPTED AND AGREED this _____ day of _____, 2006.

BUREAU OF LAND MANAGEMENT

By: _____

COMMISSIONER OF PUBLIC LANDS

By: _____

NEW MEXICO OIL CONSERVATION DIVISION

By: _____