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San Juan Business Unit
 PO Box 4289
 Farmington NM 87499-4289
 (505) 326-9700

August 21, 2007

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
 2040 S. Pacheco
 Santa Fe, NM 87505

**RE: SECOND AMENDMENT - 2007 Plan of Development
 SAN JUAN 31-6 UNIT #14-08-001-464
 RIO ARRIBA COUNTY, NEW MEXICO**

Ladies and Gentlemen:

By letters dated February 23, 2007, and April 20, 2007, 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 31-6 UNIT 4N	E/2 04-30N-6W	Mesaverde/Dakota Commingle
SAN JUAN 31-6 UNIT 4P	E/2 04-30N-6W	Mesaverde/Dakota Commingle
SAN JUAN 31-6 UNIT 8N	W/2 06-30N-6W	Mesaverde/Dakota Commingle
SAN JUAN 31-6 UNIT 24F	W/2 27-31N-6W	Mesaverde/Dakota Commingle
SAN JUAN 31-6 UNIT 27F	W/2 28-31N-6W	Mesaverde/Dakota Commingle
SAN JUAN 31-6 UNIT 31P	(E/2) MV (S/2) DK 35-31N-6W	Mesaverde/Dakota Commingle
SAN JUAN 31-6 UNIT 33N	(W/2) MV (N2) DK 34-31N-6W	Mesaverde/Dakota Commingle
SAN JUAN 31-6 UNIT 33P	(E/2) MV (N/2) DK 34-31N-6W	Mesaverde/Dakota Commingle
SAN JUAN 31-6 UNIT 35P	(E/2) MV (N/2) DK 34-31N-6W	Mesaverde/Dakota Commingle
SAN JUAN 31-6 UNIT 36F	E/2 27-31N-6W	Mesaverde/Dakota Commingle
SAN JUAN 31-6 UNIT 42G	(E/2) MV (N/2) DK 36-31N-6W	Mesaverde/Dakota Commingle
SAN JUAN 31-6 UNIT 45N	E/2 31-31N-6W	Mesaverde/Dakota Commingle
SAN JUAN 31-6 UNIT 49P	E/2 05-30N-6W	Mesaverde/Dakota Commingle
SAN JUAN 31-6 UNIT 51N	W/2 05-30N-6W	Mesaverde/Dakota Commingle

The working interest owners on the attached listing are being furnished a copy of this letter. ConocoPhillips, 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 with 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/aew

xc: San Juan 31-6 Unit, 3.0 (2007)
 San Juan 31-6 Unit Working Interest Owners

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**SAN JUAN 31-6 UNIT
SECOND AMENDMENT
2007 PLAN OF DEVELOPMENT APPROVALS**

Bureau of Land Management

Date

New Mexico Oil Conservation Division

Date

New Mexico Commissioner of Public Lands

Date