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

August 25, 2008

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
1220 S. Saint Francis Drive
Santa Fe, NM 87505

**RE: FIRST AMENDMENT- 2008 Plan of Development
San Juan 28-7 Unit #14-08-001-459
Rio Arriba County, New Mexico**

2008 SEP 5 PM 2 15
RECEIVED

Ladies and Gentlemen:

By letter dated February 15, 2008, the San Juan 28-7 Unit Plan of Development was submitted for your approval. Subsequently it has been determined that the following wells should be included:

WELL NAME	DEDICATION	FORMATION
SAN JUAN 28-7 UNIT 99N	MV W/2 29-027N-007W DK S/2 29-027N-007W	Mesaverde/Dakota Commingle
SAN JUAN 28-7 UNIT 100N	E/2 30-027N-007W	Mesaverde/Dakota Commingle
SAN JUAN 28-7 UNIT 111N	W/2 20-027N-007W	Chacra/Mesaverde/Dakota Tri-mingle
SAN JUAN 28-7 UNIT 113N	E/2 18-027N-007W	Mesaverde/Dakota Commingle
SAN JUAN 28-7 UNIT 153M	E/2 20-027N-007W	Mesaverde/Dakota Commingle
SAN JUAN 28-7 UNIT 165N	E/2 16-027N-007W	Mesaverde/Dakota Commingle
SAN JUAN 28-7 UNIT 166N	W/2 16-027N-007W	Mesaverde/Dakota Commingle
SAN JUAN 28-7 UNIT 166P	W/2 16-027N-007W	Mesaverde/Dakota Commingle
SAN JUAN 28-7 UNIT 182N	E/2 03-027N-007W	Mesaverde/Dakota Commingle
SAN JUAN 28-7 UNIT 184P	W/2 09-027N-007W	Mesaverde/Dakota Commingle
SAN JUAN 28-7 UNIT 215N	W/2 04-027N-007W	Mesaverde/Dakota Commingle
SAN JUAN 28-7 UNIT 217M	N/2 28-027N-007W	Mesaverde/Dakota Commingle
SAN JUAN 28-7 UNIT 236P	E/2 06-027N-007W	Mesaverde/Dakota Commingle
SAN JUAN 28-7 UNIT 244N	W/2 07-027N-007W	Mesaverde/Dakota Commingle
SAN JUAN 28-7 UNIT 254N	W/2 06-027N-007W	Mesaverde/Dakota Commingle
SAN JUAN 28-7 UNIT 260N	E/2 05-027N-007W	Mesaverde/Dakota Commingle
RINCON UNIT COM 203N (Communitized with Rincon & SJ 28-7 Unit)	W/2 27-027N-007W	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 to 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/pml

xc: San Juan 28-7, 3.0 (2008)
San Juan 28-7 Working Interest Owners

SAN JUAN 28-7 UNIT
2008 PLAN OF DEVELOPMENT
FIRST AMENDMENT
AUGUST 25, 2008

**SAN JUAN 28-7 UNIT
2008 PLAN OF DEVELOPMENT
FIRST AMENDMENT**

Bureau of Land Management

Ed Martin

New Mexico Oil Conservation Division

Date

9/8/08

Date

New Mexico Commissioner of Public Lands

Date

SAN JUAN 28-7 UNIT
2008 PLAN OF DEVELOPMENT
FIRST AMENDMENT
AUGUST 25, 2008

**SAN JUAN 28-7 UNIT
WORKING INTEREST OWNERS**

HOLLY BISHOP
BOFB LTD
BP AMERICA PRODUCTION COMPANY
DAWN J TURNBULL BROWN
D J SIMMONS CO LTD PTSHP
BURLINGTON RESOURCES OIL & GAS
ELIZABETH JEANNE T CALLOWAY
CONOCOPHILLIPS COMPANY
CHEVRON MIDCONTINENT LP
DUGAN PRODUCTION CORPORATION
FOUR STAR OIL & GAS COMPANY
CINDY M HARTNER
JUNE LIVELY
KATHLEEN M MCLANE TRUST
MICHAEL S MCLANE TRUST
CAROLEE SMITH
DERRICK J TURNBULL
JOHN LEE TURNER
J GLENN TURNER JR
MARY FRANCES TURNER JR TRUST
DENISE TURNBULL WILLIAMS
WALTER TYLER DBA TPI PROPERTIES
W G PEAVY OIL COMPANY