

BEPCO, L.P.
201 MAIN ST
FORT WORTH, TEXAS 76102-3131
817/390-8400

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FEDERAL EXPRESS

Bureau of Land Management
Carlsbad District Office
620 E. Green St.
Carlsbad, New Mexico 88220
Attn: Mr. Wesley Ingram

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. William Jones

Re: Second Amendment to 2008 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 2008. The subject wells will not spud until 2009; however the BLM has requested that they be added to the Plan of Development for the year in which the application for a drilling permit is submitted. This amendment is being filed specifically for the addition of the following proposed wells:

FUTURE DEVELOPMENT

Poker Lake Unit No. 300-H, Eddy County, New Mexico - This well will be drilled at a legal location being 990' FSL & 2,310' FWL, Section 27, T24S-R30E, Eddy County, New Mexico to a proposed depth of 10,650' to test the Delaware Formation.

Poker Lake Unit No. 301H, Eddy County, New Mexico - This well will be drilled at a legal location being 2,310' FNL, 2,310' FWL Section 27, T24S-R31E, Eddy County, New Mexico to a proposed depth of 9,970' to test the Delaware Formation.

Poker Lake Unit No. 306, Eddy County, New Mexico - This well will be drilled at a legal location being 1,900' FSL & 2000' FWL Section 29, T25S-R30E, Eddy County, New Mexico to a proposed depth of 7,600' to test the Delaware Formation.

Poker Lake Unit No. 307, Eddy County, New Mexico - This well will be drilled at a legal location being 2,400' FNL & 2,200' FWL Section 34, T24S-R30E, Eddy County, New Mexico to a proposed depth of 7,600' to test the Devonian Formation.

EFFECTIVE DATE

This Amended Plan of Development shall become effective on December 5, 2008.

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,


Andy Morrison
Landman

AM:ca

ACCEPTED AND AGREED this 12TH day of JANUARY, 2008⁹

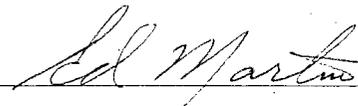
BUREAU OF LAND MANAGEMENT

By: _____

COMMISSIONER OF PUBLIC LANDS

By: _____

NEW MEXICO OIL CONSERVATION DIVISION

By:  _____