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

April 26, 2011

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: 2011 Plan of Development Amendment
Poker Lake Unit
Eddy County, New Mexico

Gentlemen:

In accordance with Section 10 of the Poker Lake Unit Agreement dated March 18, 1952, BOPCO, L.P., Operator of the referenced unit, hereby submits an Amendment to our 2011 Plan of Development for the Poker Lake Unit.

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FUTURE DEVELOPMENT

Poker Lake Unit #325H Eddy County, New Mexico - This well will be drilled at a legal location being 2250' FNL & 940' FWL, Section 22, T24S-R30E, Eddy County, New Mexico to a proposed depth of 7,555' to test the Delaware Formation.

Poker Lake Unit #326H Eddy County, New Mexico - This well will be drilled at a legal location being 200' FSL & 1025' FEL, Section 22, T24S-R30E, Eddy County, New Mexico to a proposed depth of 7,677' to test the Delaware Formation.

Poker Lake Unit #327H Eddy County, New Mexico - This well will be drilled at a legal location being 1400' FNL & 635' FWL, Section, T24S-R30E, Eddy County, New Mexico to a proposed depth of 7,840' to test the Delaware Formation.

Poker Lake Unit #328H Eddy County, New Mexico - This well will be drilled at a legal location being 2400' FSL & 305' FWL, Section 12, T24S-R30E, Eddy County, New Mexico to a proposed depth of 7,784' to test the Delaware Formation.

Poker Lake Unit #330H Eddy County, New Mexico - This well will be drilled at a legal location being 130' FNL & 710' FWL, Section 13, T24S-R30E, Eddy County, New Mexico to a proposed depth of 7,798' to test the Delaware Formation.

Poker Lake Unit #333H Eddy County, New Mexico - This well will be drilled at a legal location being 2295' FSL & 325' FWL, Section 13, T24S-R30E, Eddy County, New Mexico to a proposed depth of 7,758' to test the Delaware Formation.

Poker Lake Unit #335H Eddy County, New Mexico - This well will be drilled at a legal location being 320' FSL & 395' FWL, Section 13, T24S-R30E, Eddy County, New Mexico to a proposed depth of 7,800' to test the Delaware Formation.

Poker Lake Unit #340H Eddy County, New Mexico - This well will be drilled at a legal location being 895' FSL & 1410' FWL, Section 14, T24S-R30E, Eddy County, New Mexico to a proposed depth of 7,980' to test the Delaware Formation.

Poker Lake Unit #341H Eddy County, New Mexico - This well will be drilled at a legal location being 925' FNL & 1110' FWL, Section 23, T24S-R30E, Eddy County, New Mexico to a proposed depth of 7,916 to test the Delaware Formation.

Poker Lake Unit #344H Eddy County, New Mexico - This well will be drilled at a legal location being 35' FSL & 1975' FWL, Section 26, T24S-R30E, Eddy County, New Mexico to a proposed depth of 7,766 to test the Delaware Formation.

Poker Lake Unit #345H Eddy County, New Mexico - This well will be drilled at a legal location being 1350' FNL & 1550' FWL, Section 35, T24S-R30E, Eddy County, New Mexico to a proposed depth of 7,689' to test the Delaware Formation.

Poker Lake Unit #346H Eddy County, New Mexico - This well will be drilled at a legal location being 2425' FSL & 1130' FWL, Section 35, T24S-R30E, Eddy County, New Mexico to a proposed depth of 7,698' to test the Delaware Formation.

EFFECTIVE DATE

This Plan of Development Amendment became effective on April 26, 2011.

If this 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

AM:ca

ACCEPTED AND AGREED this 27 day of APRIL, 2011.

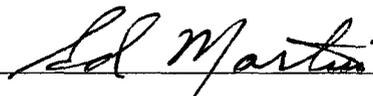
BUREAU OF LAND MANAGEMENT

By: _____

COMMISSIONER OF PUBLIC LANDS

By: _____

NEW MEXICO OIL CONSERVATION DIVISION

By:  _____