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

2012 MAY -3 A 10: 28

Burlington Resources Oil & Gas Co LP
"A subsidiary of ConocoPhillips Company"

May 2, 2012

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: **THIRD AMENDMENT- 2012 Plan of Development**
HUERFANO UNIT I SEC. NO 731
SAN JUAN COUNTY, NEW MEXICO

Ladies and Gentlemen:

By Plan of Development Amendment letter dated March 1, 2012, the following well was submitted for your approval. Subsequently the dedication has been revised, as follows:

WELL NAME	DEDICATION	FORMATION
Huerfano Unit HZMC 2H	Surface Hole - Sec. 17-T26N-R10W, NENE Bottom Hole - Sec. 15-T26N-R10W, NWNW Project Area: 960.00 Acres	Gallup- Single Formation Well

The working interest owners on the attached listing are being furnished a copy of this letter. Burlington Resources Oil & Gas Company LP, 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 approval by executing and returning a copy of the attached approval page to the undersigned.

Please contact me at (505) 326-9749 if there are any questions regarding this letter.

Sincerely,

Ben Malone
Land Supervisor, SE
ConocoPhillips SJBU

WBM/vw

xc: Huerfano Unit, 4.3 (2012)
Huerfano Unit Working Interest Owners

HUERFANO UNIT
THIRD AMENDMENT – 2012 PLAN OF DEVELOPMENT
May 2, 2012

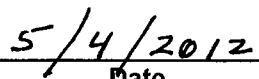
HUERFANO UNIT
2012 PLAN OF DEVELOPMENT APPROVALS
SECOND AMENDMENT

Bureau of Land Management

Date



New Mexico Oil Conservation Division



Date

New Mexico Commissioner of Public Lands

Date

HUERFANO WORKING INTEREST OWNERS

AJM LLC
BENSON MONTIN GREER DRILLING CORP
BETTY T JOHNSTON MARITAL TRUST
BURLINGTON RESOURCES O&G CO LP
CAROLYN BEAMON TILLEY
CB LIFELINE PARTNERSHIP
CLAUDIA MARCIA LUNDELL GILMER
CONOCOPHILLIPS COMPANY
EULA MAY JOHNSTON TRUST 661
FRANKLIN P LILLY
GRAYFORE PARTNERS LP
GROSS RESOURCES LTD PTSHF
HANSON MCBRIDE PETROLEUM CO LLC
JAMES R BEAMON
KELLY MINERALS INTERESTS JV
LA PLATA GATHERING SYSTEM INC
LANGDON D HARRISON REVOC TRUST B
LINDA JEANNE LUNDELL LINDSEY
MACDONALD HALBERSTADT REVOCABLE
MARYAN KLINGER TRUST
MCCONNELL LTD CO
MICHAEL R DIMOND
PRODUCTION GATHERING LLC
ROBERT E BEAMON
ROBERT WALTER LUNDELL
ROGERS GIBBARD TRUST
SHARON BEAMON BURNS
SUNLAND REFINING CORP
SUSAN BEAMON PORTER
THOMAS H YATES JR
V A JOHNSTON LTD
WILLIAM J GREEN ESTATE
WILLIAMS PRODUCTION COMPANY
XTO ENERGY INC
ZZZ KELLY & TRUST LLC