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February 28, 2014

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

Bureau of Land Management
Farmington Resource Area
6251 College Blvd., Suite A
Farmington, NM 87402

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: 2014 Plan of Development
HUERFANO UNIT I SEC. NO 731
SAN JUAN COUNTY, NEW MEXICO**

Ladies and Gentlemen:

The following Participating Areas currently exist in the HUERFANO UNIT:

FORMATION	EXPANSION	EFFECTIVE DATE
DAKOTA	055	01-MAR-09
FRUITLAND COAL	018	01-APR-06
GALLUP	023	01-JUL-98
PICTURED CLIFFS	025	01-APR-06

The 2013 Plan of Development (or amendments thereto) provided for the following activity:

WELL NAME	FORMATION	TYPE	DEDICATION	Status
Huerfano Unit 318*	Dakota	New Drill-Single	E2 Sec. 15-T25N-R9W	Cancelled
Huerfano Unit 319*	Dakota	New Drill-Single	W2 Sec. 14-T25N-R9W	Cancelled
Huerfano Unit 321*	Dakota	New Drill-Single	W2 Sec. 3-T25N-R9W	Cancelled
Huerfano Unit 322*	Dakota	New Drill-Single	E2 Sec. 10-T25N-R9W	Cancelled
Huerfano Unit 323* (WAS 325)	Dakota	New Drill-Single	W2 Sec. 10-T25N-R9W	Cancelled
Huerfano Unit HZDK 1H	Dakota	New Drill-Single	Surface: NWSW Sec. 8, T25N, R9W Bottom Hole: N2S2 Sec. 07-T25N-R9W	Cancelled
Huerfano Unit HZDK 2H	Dakota	New-Drill-Single	Surface: SESE Sec. 36, T26N, R10W Bottom Hole: E2W2 Sec.31, T26N, R9W	Carry over

* These wells to be drilled and completed under Designation of Agent to XTO Energy, with Burlington Resources Oil & Gas Company LP taking over as operator when well is completed.

Pursuant to Section 10 of the HUERFANO UNIT Agreement, Burlington Resources Oil & Gas Company LP, as Unit Operator, hereby submits the **2014 Plan of Development** as follows:

WELL NAME	FORMATION	TYPE	DEDICATION
Huerfano Unit HZDK 2H	Dakota	New-Drill-Single	Surface: SESE Sec. 36, T26N, R10W Bottom Hole: E2W2 Sec.31, T26N, R9W

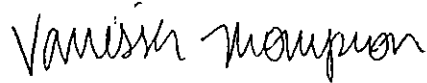
HUERFANO UNIT
2014 PLAN OF DEVELOPMENT

Burlington, 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. The working interest owners are being furnished a copy of this letter, well status listing and enclosed map.

In accordance to Section 10 of the Unit Agreement, please provide your approvals by executing and returning a copy of the attached approval page to the undersigned.

Please contact me at (505) 326-6180 if there are any questions regarding this letter.

Sincerely,

A handwritten signature in black ink, appearing to read "Vanessa Thompson".

Vanessa Thompson, RPL
Land Supervisor, SE

VT/am

xc: Huerfano Unit, 3.0 (2014)
Huerfano Unit Working Interest Owner

**HUERFANO UNIT
2014 PLAN OF DEVELOPMENT**

**HUERFANO UNIT
2014 PLAN OF DEVELOPMENT APPROVALS**

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
CROSS TIMBERS ENERGY LLC
EULA MAY JOHNSTON TRUST 661
FRANKLIN P LILLY
GRAYFORE PARTNERS LP
GROSS RESOURCES LTD PTSHP
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
ZZZ KELLY & TRUST LLC

**HUERFANO UNIT
STATUS OF WELLS -02/28/2014**

UPI	Well Name	County	State	Township	Range	Section Number	Unit Letter	Oper Name	Revr Name	Production Status	Completion Date	Abandon Date	Initial Production Date	First Sale Date
004505975	HUERFANO UNIT 70	SAN JUAN	NM	26N	10W	8	C	BURLINGTON RESOURCES O&G	BASIN::FRUITLAND COAL	11	8/11/1990		8/6/1991	8/6/1991
004505955	HUERFANO UNIT 71	SAN JUAN	NM	26N	10W	9	F	BURLINGTON RESOURCES O&G	KUTZ W::PICTURED CLIFFS	71	12/1/1956	4/10/2002	2/18/1957	2/18/1957
004521293	HUERFANO UNIT 72	SAN JUAN	NM	26N	11W	1	P	BURLINGTON RESOURCES O&G	BASIN::DAKOTA	11	8/23/1973		9/25/1973	9/25/1973
004521405	HUERFANO UNIT 73	SAN JUAN	NM	26N	11W	1	D	BURLINGTON RESOURCES O&G	BASIN::DAKOTA	11	6/21/1974		7/10/1974	7/10/1974
004506321	HUERFANO UNIT 74	SAN JUAN	NM	27N	10W	19	M	BURLINGTON RESOURCES O&G	FULCHER-KUTZ::PICTURED	11	11/25/1956		5/7/1957	5/7/1957
004529826	HUERFANO UNIT 77R	SAN JUAN	NM	27N	10W	30	O	BURLINGTON RESOURCES O&G	FULCHER-KUTZ::PICTURED	71	6/16/1999	2/26/2004	7/26/1999	7/26/1999
004506160	HUERFANO UNIT 78	SAN JUAN	NM	27N	10W	31	E	BURLINGTON RESOURCES O&G	KUTZ W::PICTURED CLIFFS	11	8/11/1956		3/18/1957	3/18/1957
004506120	HUERFANO UNIT 79	SAN JUAN	NM	27N	10W	31	P	BURLINGTON RESOURCES O&G	KUTZ W::PICTURED CLIFFS	11	8/21/1956		3/18/1957	3/18/1957
004506096	HUERFANO UNIT 80	SAN JUAN	NM	27N	10W	32	P	BURLINGTON RESOURCES O&G	KUTZ W::PICTURED CLIFFS	11	11/20/1956		5/8/1957	5/8/1957
004506185	HUERFANO UNIT 81	SAN JUAN	NM	27N	10W	32	D	BURLINGTON RESOURCES O&G	KUTZ W::PICTURED CLIFFS	71	11/11/1956	8/29/2002	5/8/1957	5/8/1957
004506180	HUERFANO UNIT 82	SAN JUAN	NM	27N	10W	33	D	BURLINGTON RESOURCES O&G	KUTZ W::PICTURED CLIFFS	11	12/11/1956		2/1/1957	2/1/1957
004529819	HUERFANO UNIT 84R	SAN JUAN	NM	27N	11W	36	P	BURLINGTON RESOURCES O&G	KUTZ W::PICTURED CLIFFS	11	6/18/1999		7/6/1999	7/6/1999
004506167	HUERFANO UNIT 90	SAN JUAN	NM	27N	10W	35	E	BURLINGTON RESOURCES O&G	FULCHER-KUTZ::PICTURED	72	11/29/1956	11/17/2011	3/15/1957	3/15/1957
004505957	HUERFANO UNIT 92	SAN JUAN	NM	26N	9W	7	F	BURLINGTON RESOURCES O&G	BASIN::DAKOTA	11	6/27/1958		7/1/1958	7/1/1958
004526258	HUERFANO UNIT 92E	SAN JUAN	NM	26N	9W	7	G	BURLINGTON RESOURCES O&G	BASIN::DAKOTA	41	8/12/1985		9/30/1985	9/30/1985
004505781	HUERFANO UNIT 93	SAN JUAN	NM	26N	9W	22	D	BURLINGTON RESOURCES O&G	BALLARD::PICTURED CLIFFS	11	12/9/1957		12/31/1957	12/31/1957
004505728	HUERFANO UNIT 94	SAN JUAN	NM	26N	9W	22	P	BURLINGTON RESOURCES O&G	BALLARD::PICTURED CLIFFS	11	12/22/1957		2/19/1958	2/19/1958
004506083	HUERFANO UNIT 99	SAN JUAN	NM	26N	10W	2	C	BURLINGTON RESOURCES O&G	BASIN::DAKOTA	11	7/17/1958		9/1/1958	9/1/1958
004526536	HUERFANO UNIT 99E	SAN JUAN	NM	26N	10W	2	K	BURLINGTON RESOURCES O&G	BASIN::DAKOTA	11	3/7/1998		6/23/1986	6/23/1986
004521322	HUERFANO UNIT COM 118	SAN JUAN	NM					BURLINGTON RESOURCES O&G	BASIN::FRUITLAND COAL	11				
004505847	HUERFANO UNIT COM 133	SAN JUAN	NM	26N	9W	16	J	BURLINGTON RESOURCES O&G	BASIN::DAKOTA	11	10/7/1962		2/25/1963	2/25/1963
004534433	HUERFANO UNIT COM 133E	SAN JUAN	NM	26N	9W	16	P	BURLINGTON RESOURCES O&G	BASIN::DAKOTA	11	4/28/2008		5/15/2008	5/15/2008
004505613	HUERFANO UNIT COM 134	SAN JUAN	NM					BURLINGTON RESOURCES O&G	BASIN::DAKOTA	11				
004526233	HUERFANO UNIT COM 134E	SAN JUAN	NM	26N	10W	36	A	BURLINGTON RESOURCES O&G	BASIN::DAKOTA	99	10/4/1985		12/2/1985	12/2/1985
004505864	HUERFANO UNIT COM 141	SAN JUAN	NM	26N	9W	16	E	BURLINGTON RESOURCES O&G	BASIN::DAKOTA	11	10/6/1964		11/25/1964	11/25/1964
004520660	HUERFANO UNIT COM 208	SAN JUAN	NM	26N	9W	32	D	BURLINGTON RESOURCES O&G	BASIN::DAKOTA	99	7/24/1970		8/11/1970	8/11/1970
004534772	HUERFANO UNIT COM 309	SAN JUAN	NM	25N	9W	2	L	BURLINGTON RESOURCES O&G	BASIN::DAKOTA	11	11/12/2008		11/12/2008	11/12/2008
004535291	HUERFANO UNIT COM 311	SAN JUAN	NM	25N	9W	2	I	BURLINGTON RESOURCES O&G	BASIN::DAKOTA	11	7/20/2012		7/20/2012	7/20/2012
004529066	HUERFANO UNIT COM 509	SAN JUAN	NM					BURLINGTON RESOURCES O&G	BASIN::PICTURED CLIFFS	11				
004529175	HUERFANO UNIT COM 518	SAN JUAN	NM	26N	9W	16	N	BURLINGTON RESOURCES O&G	BASIN::FRUITLAND COAL	11	3/4/1995		6/6/1995	6/6/1995
004530453	HUERFANO UNIT COM 551	SAN JUAN	NM	26N	9W	16	A	BURLINGTON RESOURCES O&G	BASIN::FRUITLAND COAL	99	4/26/2001		4/30/2001	4/30/2001
004521424	HUERFANO UNIT COM 91	SAN JUAN	NM	27N	10W	30	E	BURLINGTON RESOURCES O&G	BASIN::DAKOTA	99	1/28/1980		3/12/1980	3/12/1980
004505861	HUERFANO UNIT COM 97	SAN JUAN	NM	26N	9W	16	F	BURLINGTON RESOURCES O&G	BALLARD::PICTURED CLIFFS	11	12/15/1957		1/8/1958	1/8/1958
004505828	HUERFANO UNIT COM 98	SAN JUAN	NM	26N	9W	16	P	BURLINGTON RESOURCES O&G	BALLARD::PICTURED CLIFFS	11	12/12/1957		1/27/1958	1/27/1958
004535370	HUERFANO UNIT HZMC 1H	SAN JUAN	NM	26N	10W	9	M	BURLINGTON RESOURCES O&G	GALLEGOS::GALLUP	11	3/27/2013		4/17/2013	
004505973	HUERFANO UNIT NP 115	SAN JUAN	NM	26N	10W	11	C	BURLINGTON RESOURCES O&G	BASIN::DAKOTA	11	12/1/1960		2/1/1961	2/1/1961
004511843	HUERFANO UNIT NP 172	SAN JUAN	NM	25N	9W	9	E	BURLINGTON RESOURCES O&G	BASIN::DAKOTA	11	12/17/1966		12/17/1966	12/17/1966
004520911	HUERFANO UNIT NP 229	SAN JUAN	NM	26N	10W	5	P	BURLINGTON RESOURCES O&G	BASIN::DAKOTA	11	6/18/1972		7/14/1972	7/14/1972
004505743	HUERFANO UNIT NP 23	SAN JUAN	NM	26N	9W	19	I	BURLINGTON RESOURCES O&G	HUERFANO::PICTURED CLIF	71	9/4/1953	11/2/1990	1/4/1956	1/4/1956
004521407	HUERFANO UNIT NP 248	SAN JUAN	NM	26N	9W	5	E	BURLINGTON RESOURCES O&G	ANGELS PEAK::GALLUP	11	3/21/1975		4/21/1975	4/21/1975
004521401	HUERFANO UNIT NP 254	SAN JUAN	NM	26N	10W	13	I	BURLINGTON RESOURCES O&G	ANGELS PEAK::GALLUP	72		1/28/2000	1/1/1994	12/3/1974
004521408	HUERFANO UNIT NP 257	SAN JUAN	NM	27N	10W	36	F	BURLINGTON RESOURCES O&G	BASIN::FRUITLAND COAL	11	10/31/1990		9/30/1992	9/30/1992
004521653	HUERFANO UNIT NP 274	SAN JUAN	NM	27N	10W	31	D	BURLINGTON RESOURCES O&G	BASIN::DAKOTA	41	1/21/1980		3/5/1980	3/5/1980
004528581	HUERFANO UNIT NP 303	SAN JUAN	NM	26N	10W	4	P	BURLINGTON RESOURCES O&G	ANGELS PEAK::GALLUP	11	3/20/1992		3/1/1992	3/1/1992
004505845	HUERFANO WATER WELL 1	SAN JUAN	NM	26N	10W	13	I	BURLINGTON RESOURCES O&G	UNK::SHALLOW	41	1/24/1967		1/24/1967	
004505677	HUERFANO WATER WELL 2	SAN JUAN	NM	28N	10W	25	J	BURLINGTON RESOURCES O&G	UNK::SHALLOW	41	2/8/1967		2/8/1967	

PRODUCTION STATUS

- FLOWING WELL

SHUT IN

- SOLD

- TEMP ABANDON

71 - PERM ABANDON ZONE

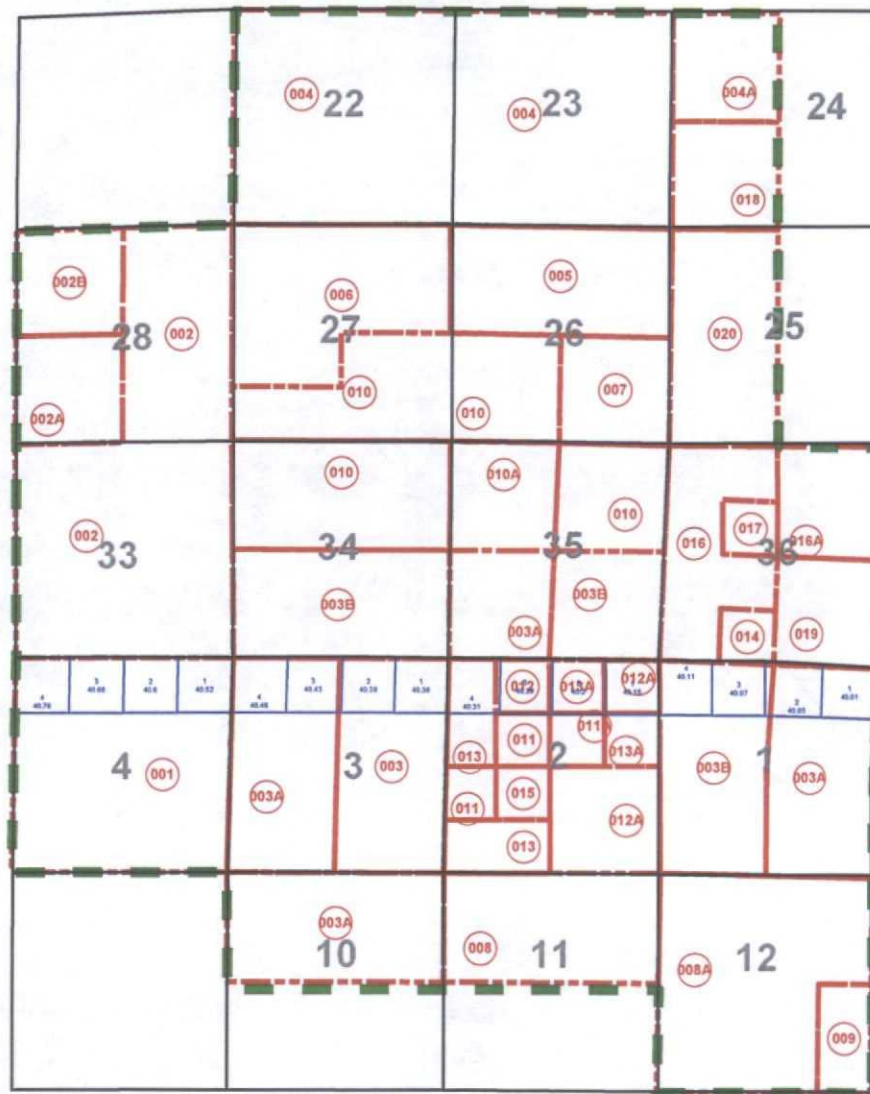
72 - PERM ABANDON WELL

PA - PLUG ABANDON

PS - PERM SHUT-IN

HUERFANITO UNIT

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