



445

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

April 6, 2009

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- 2009 Plan of Development
San Juan 28-7 Unit #14-08-001-459
Rio Arriba County, New Mexico**

Ladies and Gentlemen:

By letter dated February 27, 2009, 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 52A | E/2 27-028N-007W | Fruitland Coal/Pictured Cliffs Recomplete with Existing Mesaverde- Tri-mingle |
| SAN JUAN 28-7 UNIT 59A | E/2 29-028N-007W | Fruitland Coal/Pictured Cliffs Recomplete with Existing Mesaverde- Tri-mingle |
| SAN JUAN 28-7 UNIT 233G | MV E/2 14-028N-007W DK N/2 14-028N-007W | Mesaverde Recomplete in existing Dakota – Commingle |
| SAN JUAN 28-7 UNIT 253M | E/2 07-027N-007W | Mesaverde- Recomplete in existing 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/aer

xc: San Juan 28-7, 3.0 (2009)
San Juan 28-7 Working Interest Owners

SAN JUAN 28-7 UNIT
2009 PLAN OF DEVELOPMENT
FIRST AMENDMENT
April 6, 2009

**SAN JUAN 28-7 UNIT
2009 PLAN OF DEVELOPMENT
FIRST AMENDMENT**

Bureau of Land Management

Date

Ed Martin

New Mexico Oil Conservation Division

4/13/09

Date

New Mexico Commissioner of Public Lands

Date

SAN JUAN 28-7 UNIT
2009 PLAN OF DEVELOPMENT
FIRST AMENDMENT
April 6, 2009

WORKING INTEREST OWNERS SAN JUAN 28-7 UNIT

ATWELL & CO

BOFB LTD

BURLINGTON RESOURCES O&G CO LP

CAROLEE SMITH

CAROLYN BEAMON TILLEY

CATHRYN BEAMON

CHEVRON USA INC

CINDY M HARTNER

CLAUDIA MARCIA LUNDELL GILMER

CONOCOPHILLIPS COMPANY

D J SIMMONS CO LTD PRTNSHP

DENISE TURNBULL J WILLIAMS

DERRICK J TURNBULL

DUGAN PRODUCTION CORP

ELIZABETH T CALLOWAY

HOLLY BISHOP

J GLENN TURNER JR

JAMES R BEAMON

JOHN LTURNER

JUNE S LIVELY

KATHLEEN B LIPKINS

KATHLEEN M MCLANE TR

LINDA JEANNE LUNDELL LINDSEY

MARY FRANCES TURNER JR

MESA ROYALTY TR

MICHAEL S MCLANE TR

NOBLE ONSHORE INC

ROBERT E BEAMON

ROBERT WALTER LUNDELL

SHARON BEAMON BURNS

SHIRLEY K BERNSTEIN TR

SUSAN BEAMON PORTER

W G PEAVY OIL CO