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October 14, 2008

Via Hand-Delivery

Mark E. Fesmire, P.E., Director
Oil Conservation Division
New Mexico Energy, Minerals and
Natural Resources Department
1220 South Saint Francis Drive
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Case 14241

Re: Application of Williams Production Co., LLC for non-standard gas spacing and proration units in the Basin Mancos Gas Pool, Rosa Unit, San Juan and Rio Arriba Counties, New Mexico.

Dear Mr. Fesmire:

Enclosed is the application of Williams Production Company, LLC in the above-referenced case as well as a copy of a legal advertisement. Williams requests that this matter be placed on the docket for the November 13, 2008 Examiner hearings.

Sincerely,

Ocean Munds-Dry
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for Holland & Hart LLP

cc: Mr. Vern Hansen

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**STATE OF NEW MEXICO
DEPARTMENT OF ENERGY, MINERALS AND NATURAL RESOURCES
OIL CONSERVATION DIVISION**

**IN THE MATTER OF THE APPLICATION
OF WILLIAMS PRODUCTION CO., LLC FOR
NON-STANDARD GAS SPACING AND
PRORATION UNITS IN THE BASIN-MANCOS
GAS POOL, ROSA UNIT, SAN JUAN AND RIO ARRIBA
COUNTIES, NEW MEXICO.**

CASE NO. 14241

APPLICATION

WILLIAMS PRODUCTION COMPANY, LLC, ("Williams") through its undersigned attorneys, hereby makes application to the Oil Conservation Division for an order authorizing non-standard gas spacing and proration units in the Basin-Mancos Gas Pool within the Rosa Unit in Township 31 North, Ranges 5, and 6 West, NMPM, San Juan and Rio Arriba Counties and in support of this application states:

1. Williams is a working interest and the designated operator of the Rosa Unit located in part in Township 31 North, Ranges 5 and 6 West and has the right to drill therein.

2. Williams seeks an exception to the spacing provisions in the Special Rules for the Basin-Mancos Gas Pool (97232) as established by Division Order R-12984, dated September 3, 2008 (Case No. 14133) which provides that a standard gas spacing unit shall consist of 320 acres, more or less, comprising any two contiguous quarter sections of a single section that is a legal subdivision of the U.S. Public Land Surveys. ✓

3. In Order R-2046-B, the Division authorized certain non-standard spacing units in the Basin Dakota Gas Pool to better comport with existing drilling patterns and to permit future drilling.

4. Williams plans to commingle future Mancos production with Dakota and/or Mesaverde production. Therefore, Williams requests the approval of non-standard spacing units in the Basin-Mancos Gas Pool that conform with those non-standard spacing units approved in Order R-2046-B as follows:

Township 31 North, Range 5 West

<u>Tract</u>	<u>Acreage</u>	<u>Section</u>
1	264.56	6 All
2	231.86	7 N/2
3	231.9	7 S/2
4	231.89	18 N/2
5	231.83	18 S/2
6	232.03	19 N/2
7	232.43	19 S/2
8	232.69	30 N/2
9	232.79	30 S/2
10	232.89	31 N/2
11	232.99	31 S/2

Township 31 North, Range 6 West

<u>Tract</u>	<u>Acreage</u>	<u>Section</u>
12	353.00	3 All
		4 That portion of Tract 37 lying in Section 4.
13	343.23	4 All, except that portion of Tract 37 lying in this section.
14	271.17	12 N/2
15	271.35	12 S/2

5. Exhibit A to this application is a list of affected persons as defined by Division Rules. Williams has given notice to the listed parties in accordance with Division Rules.

6. Approval of this application will result in the production of hydrocarbons which otherwise will not be produced and will be in the best interest of conservation and the protection of correlative rights.

WHEREFORE, Williams Production Company, LLC requests that this application be set for hearing before an Examiner of the Oil Conservation Division on November 13, 2008 and, after notice and hearing as required by law, that the application be approved.

Respectfully submitted,

HOLLAND & HART LLP

By: Ocean Munds-Dry

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WILLIAMS PRODUCTION CO., LLC's APPLICATION
TO AMEND ORDER R-2046

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CASE 14241 : **Application of Williams Production Co., LLC for non-standard gas spacing and proration units in the Basin-Mancos Gas Pool, Rosa Unit, San Juan and Rio Arriba Counties, New Mexico.** Applicant, in the above-styled cause seeks approval of non-standard gas spacing and proration units in the Basin-Mancos Gas Pool within the Rosa Unit in Township 31 North, Ranges 5 and 6 West, NMPM. Williams seeks to form these non-standard spacing units in conformity with units approved under Order R-2046-B. Said area is located approximately 9 miles southeast of Arboles, Colorado.