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WILLIAMS PRODUCTION COMPANY, LLC One Williams Center P.O. Box 3102 Tulsa, OK 74101-3102 918/573-2878

March 22, 2009

Assistant District Manager, Minerals Bureau of Land Management Farmington Resource Area 1235 La Plata Highway Farmington, New Mexico 87401 State of New Mexico Oil Conservation Commission 1220 South St. Francis Drive Santa Fe, New Mexico 87505-4000

State of New Mexico Commissioner of Public Lands 310 Old Santa Fe Trail Santa Fe, New Mexico 87504-1148

## Re: Rosa Unit I, Sec.No.587 San Juan and Rio Arriba Counties, New Mexico 2009 Plan of Development

Gentlemen:

By letter dated March 13, 2008, Williams Production Company, LLC as Rosa Unit Operator filed the 2008 Plan of Development for the Rosa Unit. Following is a summary of the operations proposed under the 2008 Plan of Development:

Well Name	Formation	Operations Status
Rosa Unit #5C (Mesaverde/	Mesaverde	Drilled waiting on Completion
Mancos/	Mancos	Drilled and Completed
Dakota)	Dakota	Drilled and Completed
Rosa Unit #6C (Mesaverde/	Mesaverde	Drilled waiting on Completion
Dakota Dual)	Dakota	Drilled and Completed
Rosa Unit #9C (Mesaverde/	Mesaverde	Drilled waiting on Completion
Dakota Dual)	Dakota	Carried over to 2009 P.O.D.
Rosa Unit #15C	Mesaverde	Carried over to 2009 P.O.D.
Rosa Unit #17C (Mesaverde/	Mesaverde	Carried over to 2009 P.O.D.
Dakota Dual)	Dakota	Carried over to 2009 P.O.D.
Rosa Unit #18C (Mesaverde/	Mesaverde	Carried over to 2009 P.O.D.
Dakota Dual)	Dakota	Carried over to 2009 P.O.D.
Rosa Unit #25C (Mesaverde/	Mesaverde	Carried over to 2009 P.O.D.
Dakota Dual)	Dakota	Carried over to 2009 P.O.D.
Rosa Unit #29C (Mesaverde/	Mesaverde	Carried over to 2009 P.O.D.
Dakota Dual)	Dakota	Carried over to 2009 P.O.D.
Rosa Unit #36C	Mesaverde	Carried over to 2009 P.O.D.
Rosa Unit #40E	Dakota	Carried over to 2009 P.O.D.

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Well Name Rosa Unit #41C (Mesaverde/ Dakota Dual) Rosa Unit #46B (Mesaverde/ Dakota Dual) Rosa Unit #46C Rosa Unit #48E Rosa Unit Com #60B (Mesaverde/ Mancos/ Dakota) Rosa Unit Com #60C (Mesaverde/ Dakota Dual) Rosa Unit #72B (Mesaverde/ Dakota Dual) Rosa Unit #77C Rosa Unit #79C Rosa Unit #80C (Mesaverde/ Dakota Dual) Rosa Unit #85C (Mesaverde Dakota Dual) Rosa Unit #88C (Mesaverde Dakota Dual) Rosa Unit Com #90C (Mesaverde/ Dakota Dual) Rosa Unit #146C (Mesaverde/ Dakota Dual) Rosa Unit Com #148C (Mesaverde/ Dakota Dual) Rosa Unit #151B Rosa Unit #153C (Mesaverde/ Dakota Dual) Rosa Unit #164C (Mesaverde/ Dakota Dual) Rosa Unit #166B (Mesaverde/ Mancos/ Dakota) Rosa Unit #168B (Mesaverde/ Dakota Dual) Rosa Unit #168C (Mesaverde/ Dakota Dual) Rosa Unit #168R (Mesaverde/ Dakota Dual) Rosa Unit #185C Rosa Unit #186B (Mesaverde/ Dakota Dual) Rosa Unit #187C (Mesaverde/ Mancos Dakota) Rosa Unit #189 (Mesaverde/ Dakota Dual) Rosa Unit #189A (Mesaverde/ Dakota Dual) Rosa Unit #189C (Mesaverde/ Dakota Dual) Rosa Unit #193 (Mesaverde/ Dakota Dual)

Formation Mesaverde Dakota Mesaverde Dakota Mesaverde Dakota Mesaverde Mancos Dakota Mesaverde Dakota Mesaverde Dakota Mesaverde Mesaverde Mesaverde Dakota Mesaverde Dakota Mesaverde Dakota Mesaverde Dakota Mesaverde Dakota Mesaverde Dakota Mesaverde Mesaverde Dakota Mesaverde Dakota Mesaverde Mancos Dakota Mesaverde Dakota Mesaverde Dakota Mesaverde Dakota Mesaverde Mesaverde Dakota Mesaverde Mancos Dakota Mesaverde Dakota Mesaverde Dakota Mesaverde Dakota Mesaverde Dakota

**Operations Status** Carried over to 2009 P.O.D. Drilled waiting on Completion **Drilled and Completed Drilled and Completed** Carried over to 2009 P.O.D. Drilled waiting on Completion **Drilled and Completed** Drilled waiting on Completion **Drilled and Completed** Carried over to 2009 P.O.D. **Drilled and Completed** Drilled waiting on Completion Drilled and Completed Carried over to 2009 P.O.D. Carried over to 2009 P.O.D. Drilled waiting on Completion **Drilled and Completed Drilled and Completed** Carried over to 2009 P.O.D. Drilled waiting on Completion Drilled and Completed **Drilled and Completed** Carried over to 2009 P.O.D. Carried over to 2009 P.O.D.

Well Name Rosa Unit #240A Rosa Unit #257A Rosa Unit #258A Rosa Unit #264A Rosa Unit #280A Rosa Unit #282A Rosa Unit #283A Rosa Unit #284A Rosa Unit #285A Rosa Unit #287A Rosa Unit #288A Rosa Unit #293A Rosa Unit #294A Rosa Unit #309A Rosa Unit #311A Rosa Unit #321A Rosa Unit #347 Rosa Unit #350A Rosa Unit #359A Rosa Unit #360A Rosa Unit #361A Rosa Unit #364 Rosa Unit #364A Rosa Unit #365 Rosa Unit #365A Rosa Unit #367 Rosa Unit #367A Rosa Unit #368 Rosa Unit #368A Rosa Unit #369 Rosa Unit #369A Rosa Unit #370A Rosa Unit #371A Rosa Unit #373 Rosa Unit #373A Rosa Unit #374 Rosa Unit #374A Rosa Unit Com #377 Rosa Unit Com #377A Rosa Unit #378 Rosa Unit #378A Rosa Unit #380 Rosa Unit #381A Rosa Unit #382A Rosa Unit #383A Rosa Unit #384 Rosa Unit #384A Rosa Unit #385 Rosa Unit #385A Rosa Unit #386 Rosa Unit #386A Rosa Unit #387 Rosa Unit #388 Rosa Unit #388A

Formation Fruitland Coal Fruitland Coal

**Operations Status Drilled and Completed** Drilled and Completed Drilled and Completed **Drilled and Completed** Carried over to 2009 P.O.D. **Drilled and Completed** Drilled and Completed Carried over to 2009 P.O.D. **Drilled and Completed Drilled and Completed Drilled and Completed Drilled and Completed** Carried over to 2009 P.O.D. Drilled and Completed Carried over to 2009 P.O.D. Carried over to 2009 P.O.D. Drilled and Completed Carried over to 2009 P.O.D. Carried over to 2009 P.O.D.

Well Name Formation **Operations Status** Rosa Unit #390 Fruitland Coal Carried over to 2009 P.O.D. Rosa Unit #390A Fruitland Coal Carried over to 2009 P.O.D. Rosa Unit #391 Fruitland Coal Carried over to 2009 P.O.D. Rosa Unit #391A Fruitland Coal Carried over to 2009 P.O.D. Rosa Unit #392 Fruitland Coal Carried over to 2009 P.O.D. Rosa Unit #392A Fruitland Coal Carried over to 2009 P.O.D. Rosa Unit #393 Fruitland Coal Carried over to 2009 P.O.D. Rosa Unit #394 Fruitland Coal Carried over to 2009 P.O.D. Rosa Unit #394A Fruitland Coal Carried over to 2009 P.O.D. Rosa Unit #395 Fruitland Coal Carried over to 2009 P.O.D. Rosa Unit #395A Fruitland Coal Carried over to 2009 P.O.D. Rosa Unit #396 Fruitland Coal Carried over to 2009 P.O.D. Rosa Unit #396A Fruitland Coal Carried over to 2009 P.O.D. Rosa Unit #397 Fruitland Coal Carried over to 2009 P.O.D. Rosa Unit #397A Fruitland Coal **Drilled and Completed** Rosa Unit #398 Carried over to 2009 P.O.D. Fruitland Coal Rosa Unit #398A Fruitland Coal Carried over to 2009 P.O.D. Rosa Unit #399 Fruitland Coal Carried over to 2009 P.O.D. Rosa Unit #399A Fruitland Coal Carried over to 2009 P.O.D. Rosa Unit #400 Fruitland Coal **Drilled and Completed** Rosa Unit #400A Fruitland Coal Carried over to 2009 P.O.D. Rosa Unit #401A Fruitland Coal Carried over to 2009 P.O.D. Rosa Unit #402 Fruitland Coal Carried over to 2009 P.O.D. Rosa Unit #402A Fruitland Coal Carried over to 2009 P.O.D. Rosa Unit #403 Fruitland Coal Carried over to 2009 P.O.D.

The Participating Areas that have been established in the Rosa Unit are as follows:

Formation Fruitland Coal Pictured Cliffs Mesaverde Dakota Revision Ninth Eighth Twenty Sixth Twenty Second

Fruitland Coal

Effective August 1, 2002 June 1, 2000 September 1, 2001 August 1, 2002

Carried over to 2009 P.O.D.

Attached are maps of the Rosa Unit showing the boundaries of the Participating Areas as applicable.

The following Mesaverde / Dakota wells were commingled in 2008:

Rosa Unit #12B Rosa Unit #31B Rosa Unit #18A Rosa Unit #100E

Rosa Unit #403A

The Rosa Unit #77 Mesaverde/Mancos/Dakota well was trimingled in 2008.

There were not any wells that were plugged and abandoned or recompleted during 2008.

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Pursuant to Section 9 of the Rosa Unit Agreement, Williams Production Company, LLC is submitting a Plan of Development providing for the drill and completion of the following wells during 2009:

Well NameDill BlockFormationRosa Unit #5CE/2 Sec. 26, T31N, R6WMesaverdeRosa Unit #6CS/2 Sec. 27, T31N, R6WMesaverdeDakota Dual)W/2 Sec. 11, T31N, R6WMesaverdeDakota Dual)W/2 Sec. 11, T31N, R6WMesaverdeDakota Dual)S/2 Sec. 20, T31N, R6WMesaverdeDakota Dual)E/2 Sec. 22, T31N, R6WMesaverdeDakota Dual)E/2 Sec. 22, T31N, R6WMesaverdeDakota Dual)U/2 Sec. 15, T31N, R6WMesaverdeDakota Dual)E/2 Sec. 32, T32N, R6WDakotaRosa Unit #29C (Mesaverde/E/2 Sec. 32, T32N, R6WDakotaRosa Unit #36CE/2 Sec. 32, T31N, R6WMesaverdeRosa Unit #46E (Mesaverde/ALL Sec. 5, T31N, R5WMesaverdeDakota Dual)L/2 Sec. 8, T31N, R5WMesaverdeDakota Dual)N/2 Sec. 8, T31N, R5WMesaverdeDakota Dual)N/2 Sec. 8, T31N, R5WDakotaRosa Unit #46E (Mesaverde/E/2 Sec. 8, T31N, R5WDakotaRosa Unit #46E (Mesaverde/E/2 Sec. 4, T31N, R5WDakotaRosa Unit #46C (Mesaverde/ALL Sec. 6, T31N, R5WDakotaRosa Unit #46C (Mesaverde/ALL Sec. 6, T31N, R5WDakotaRosa Unit #46C (Mesaverde/V/2 Sec. 3, T31N, R5WDakotaRosa Unit #726 (Mesaverde/V/2 Sec. 2, T31N, R6WMesaverde<			
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Dakota Dual)W/2 Sec. 15, T31N, R6WDakotaRosa Unit #29C (Mesaverde/ Dakota Dual)E/2 Sec. 32, T32N, R6WMesaverdeRosa Unit #36CE/2 Sec. 32, T32N, R6WMesaverdeRosa Unit #40EN/2 Sec. 11, T31N, R6WMesaverdeDakota Dual)ALL Sec. 5, T31N, R5WDakotaRosa Unit #41C (Mesaverde/ Dakota Dual)ALL Sec. 5, T31N, R5WDakotaRosa Unit #46B (Mesaverde/ Dakota Dual)E/2 Sec. 8, T31N, R5WDakotaRosa Unit #46C (Mesaverde/ Dakota Dual)K/2 Sec. 8, T31N, R5WDakotaRosa Unit #46C (Mesaverde/ Dakota Dual)S/2 Sec. 8, T31N, R5WDakotaRosa Unit #48ES/2 Sec. 11, T31N, R6WMesaverdeRosa Unit Com #60BALL Sec. 4, T31N, R6WMesaverdeRosa Unit Com #60C (Mesaverde/ Dakota Dual)ALL Sec. 4, T31N, R6WMesaverdeRosa Unit #72B (Mesaverde/ Dakota Dual)ALL Sec. 6, T31N, R5WDakotaRosa Unit #77CS/2 Sec. 3, T31N, R5WMesaverdeRosa Unit #77CS/2 Sec. 3, T31N, R5WMesaverdeRosa Unit #79CW/2 Sec. 20, T31N, R5WMesaverdeRosa Unit #79CW/2 Sec. 3, T31N, R5WMesaverdeRosa Unit #85CN/2 Sec. 3, T31N, R5WMesaverdeRosa Unit #86CW/2 Sec. 3, T31N, R5WMesaverdeRosa Unit #137C (Mesaverde/ Dakota Dual)S/2 Sec. 3, T31N, R5WMesaverdeRosa Unit #146C (Mesaverde/ Dakota Dual)S/2 Sec. 3, T31N, R5WMesaverdeRosa Unit #146C (Mesaverde/ Dakota Dual)S/2 Sec. 3, T31N, R5WMesaverde<	Dakota Dual)	E/2 Sec. 22, T31N, R6W	Dakota
Dakota Dual)W/2 Sec. 15, T31N, R6WDakotaRosa Unit #29C (Mesaverde/ Dakota Dual)E/2 Sec. 32, T32N, R6WMesaverdeRosa Unit #36CE/2 Sec. 32, T32N, R6WMesaverdeRosa Unit #40EN/2 Sec. 11, T31N, R6WMesaverdeDakota Dual)ALL Sec. 5, T31N, R5WDakotaRosa Unit #41C (Mesaverde/ Dakota Dual)ALL Sec. 5, T31N, R5WDakotaRosa Unit #46B (Mesaverde/ Dakota Dual)E/2 Sec. 8, T31N, R5WDakotaRosa Unit #46C (Mesaverde/ Dakota Dual)K/2 Sec. 8, T31N, R5WDakotaRosa Unit #46C (Mesaverde/ Dakota Dual)S/2 Sec. 8, T31N, R5WDakotaRosa Unit #48ES/2 Sec. 11, T31N, R6WMesaverdeRosa Unit Com #60BALL Sec. 4, T31N, R6WMesaverdeRosa Unit Com #60C (Mesaverde/ Dakota Dual)ALL Sec. 4, T31N, R6WMesaverdeRosa Unit #72B (Mesaverde/ Dakota Dual)ALL Sec. 6, T31N, R5WDakotaRosa Unit #77CS/2 Sec. 3, T31N, R5WMesaverdeRosa Unit #77CS/2 Sec. 3, T31N, R5WMesaverdeRosa Unit #79CW/2 Sec. 20, T31N, R5WMesaverdeRosa Unit #79CW/2 Sec. 3, T31N, R5WMesaverdeRosa Unit #85CN/2 Sec. 3, T31N, R5WMesaverdeRosa Unit #86CW/2 Sec. 3, T31N, R5WMesaverdeRosa Unit #137C (Mesaverde/ Dakota Dual)S/2 Sec. 3, T31N, R5WMesaverdeRosa Unit #146C (Mesaverde/ Dakota Dual)S/2 Sec. 3, T31N, R5WMesaverdeRosa Unit #146C (Mesaverde/ Dakota Dual)S/2 Sec. 3, T31N, R5WMesaverde<	Rosa Unit #25C (Mesaverde/	W/2 Sec. 15, T31N, R6W	Mesaverde
Dakota Dual)E/2 Sec. 32, T32N, R6WDakotaRosa Unit #36CE/2 Sec. 11, T31N, R6WMesaverdeRosa Unit #40EN/2 Sec. 11, T31N, R5WDakotaRosa Unit #41C (Mesaverde/ Dakota Dual)ALL Sec. 5, T31N, R5WDakotaRosa Unit #46B (Mesaverde/ Dakota Dual)E/2 Sec. 8, T31N, R5WDakotaRosa Unit #46C (Mesaverde/ Dakota Dual)E/2 Sec. 8, T31N, R5WDakotaRosa Unit #46C (Mesaverde/ Dakota Dual)S/2 Sec. 8, T31N, R5WDakotaRosa Unit Com #60BALL Sec. 4, T31N, R6WMesaverdeRosa Unit Com #60C (Mesaverde/ Dakota Dual)ALL Sec. 4, T31N, R6WMesaverdeRosa Unit #72B (Mesaverde/ Dakota Dual)ALL Sec. 4, T31N, R6WMesaverdeRosa Unit #72B (Mesaverde/ Dakota Dual)ALL Sec. 6, T31N, R5WDakotaRosa Unit #77CS/2 Sec. 33, T31N, R5WMesaverdeRosa Unit #77CS/2 Sec. 33, T31N, R5WMesaverdeRosa Unit #80C (Mesaverde/ Dakota Dual)V/2 Sec. 22, T31N, R6WMesaverdeRosa Unit #85CN/2 Sec. 3, T31N, R5WMesaverdeRosa Unit #88CW/2 Sec. 3, T31N, R5WMesaverdeRosa Unit #88CW/2 Sec. 28, T31N, R6WMesaverdeRosa Unit #137C (Mesaverde/ Dakota Dual)S/2 Sec. 31, T31N, R5WMesaverdeRosa Unit #144C (Mesaverde/ Dakota Dual)S/2 Sec. 11, T31N, R5WMesaverdeRosa Unit #144C (Mesaverde/ Dakota Dual)N/2 Sec. 28, T31N, R6WMesaverdeRosa Unit #144C (Mesaverde/ Dakota Dual)S/2 Sec. 31, T31N, R5WMesaverdeRo		W/2 Sec. 15, T31N, R6W	Dakota
Dakota Dual)E/2 Sec. 32, T32N, R6WDakotaRosa Unit #36CE/2 Sec. 11, T31N, R6WMesaverdeRosa Unit #40EN/2 Sec. 11, T31N, R5WDakotaRosa Unit #41C (Mesaverde/ Dakota Dual)ALL Sec. 5, T31N, R5WDakotaRosa Unit #46B (Mesaverde/ Dakota Dual)E/2 Sec. 8, T31N, R5WDakotaRosa Unit #46C (Mesaverde/ Dakota Dual)E/2 Sec. 8, T31N, R5WDakotaRosa Unit #46C (Mesaverde/ Dakota Dual)S/2 Sec. 8, T31N, R5WDakotaRosa Unit Com #60BALL Sec. 4, T31N, R6WMesaverdeRosa Unit Com #60C (Mesaverde/ Dakota Dual)ALL Sec. 4, T31N, R6WMesaverdeRosa Unit #72B (Mesaverde/ Dakota Dual)ALL Sec. 4, T31N, R6WMesaverdeRosa Unit #72B (Mesaverde/ Dakota Dual)ALL Sec. 6, T31N, R5WDakotaRosa Unit #77CS/2 Sec. 33, T31N, R5WMesaverdeRosa Unit #77CS/2 Sec. 33, T31N, R5WMesaverdeRosa Unit #80C (Mesaverde/ Dakota Dual)V/2 Sec. 22, T31N, R6WMesaverdeRosa Unit #85CN/2 Sec. 3, T31N, R5WMesaverdeRosa Unit #88CW/2 Sec. 3, T31N, R5WMesaverdeRosa Unit #88CW/2 Sec. 28, T31N, R6WMesaverdeRosa Unit #137C (Mesaverde/ Dakota Dual)S/2 Sec. 31, T31N, R5WMesaverdeRosa Unit #144C (Mesaverde/ Dakota Dual)S/2 Sec. 11, T31N, R5WMesaverdeRosa Unit #144C (Mesaverde/ Dakota Dual)N/2 Sec. 28, T31N, R6WMesaverdeRosa Unit #144C (Mesaverde/ Dakota Dual)S/2 Sec. 31, T31N, R5WMesaverdeRo	Rosa Unit #29C (Mesaverde/	E/2 Sec. 32, T32N, R6W	Mesaverde
Rosa Unit #40EN/2 Sec. 11, T31N, R5WDakotaRosa Unit #41C (Mesaverde/ Dakota Dual)ALL Sec. 5, T31N, R5WMesaverdeRosa Unit #46B (Mesaverde/ Dakota Dual)E/2 Sec. 8, T31N, R5WDakotaRosa Unit #46B (Mesaverde/ Dakota Dual)E/2 Sec. 8, T31N, R5WMesaverdeRosa Unit #46B (Mesaverde/ Dakota Dual)E/2 Sec. 8, T31N, R5WMesaverdeRosa Unit #48ES/2 Sec. 11, T31N, R5WDakotaRosa Unit #48ES/2 Sec. 11, T31N, R5WDakotaRosa Unit Com #60BALL Sec. 4, T31N, R6WMesaverdeRosa Unit Com #60C (Mesaverde/ Dakota Dual)ALL Sec. 4, T31N, R6WMesaverdeRosa Unit #72B (Mesaverde/ Dakota Dual)ALL Sec. 6, T31N, R5WDakotaRosa Unit #77CS/2 Sec. 3, T31N, R5WMesaverdeRosa Unit #79CW/2 Sec. 2, T31N, R5WMesaverdeRosa Unit #80C (Mesaverde/ Dakota Dual)S/2 Sec. 8, T31N, R5WMesaverdeRosa Unit #80C (Mesaverde/ Dakota Dual)S/2 Sec. 3, T31N, R5WMesaverdeRosa Unit #88CW/2 Sec. 20, T31N, R5WMesaverdeRosa Unit #88CW/2 Sec. 31, T31N, R5WMesaverdeRosa Unit #137C (Mesaverde/ Dakota Dual)S/2 Sec. 31, T31N, R5WMesaverdeRosa Unit #149C (Mesaverde/ Dakota Dual)W/2 Sec. 28, T31N, R6WMesaverdeRosa Unit #149C (Mesaverde/ Dakota Dual)W/2 Sec. 28, T31N, R6WMesaverdeRosa Unit #149C (Mesaverde/ Dakota Dual)W/2 Sec. 12, T31N, R6WMesaverdeRosa Unit #149C (Mesaverde/ Dakota Dual)K2 Sec. 7, T31N, R6W <td></td> <td>E/2 Sec. 32, T32N, R6W</td> <td>Dakota</td>		E/2 Sec. 32, T32N, R6W	Dakota
Rosa Unit #41C (Mesaverde/ Dakota Dual)ALL Sec. 5, T31N, R5W ALL Sec. 5, T31N, R5WMesaverde Dakota Dakota Dual)Rosa Unit #46B (Mesaverde/ Dakota Dual)E/2 Sec. 8, T31N, R5W Plakota Dual)Mesaverde E/2 Sec. 8, T31N, R5WDakota Dakota Dakota Dual)Rosa Unit #46C (Mesaverde/ Dakota Dual)E/2 Sec. 8, T31N, R5W S/2 Sec. 8, T31N, R5WMesaverde DakotaRosa Unit #48ES/2 Sec. 11, T31N, R6W Dakota Dakota Dual)Mesaverde ALL Sec. 4, T31N, R6WMesaverde MesaverdeRosa Unit Com #60B Dakota Dual)ALL Sec. 4, T31N, R6W Dakota Dakota Dual)Mesaverde ALL Sec. 4, T31N, R6WMesaverde MesaverdeRosa Unit #772B (Mesaverde/ Dakota Dual)ALL Sec. 6, T31N, R5W Dakota Dakota Dual)Mesaverde MesaverdeMesaverde Mesaverde MesaverdeRosa Unit #77CS/2 Sec. 33, T31N, R5W Dakota Dakota Dual)Mesaverde Mesaverde M/2 Sec. 20, T31N, R5WMesaverde Mesaverde Mesaverde Dakota Dual)Rosa Unit #80C Rosa Unit #88CW/2 Sec. 8, T31N, R5W Mesaverde Dakota Dual)Mesaverde S/2 Sec. 31, T31N, R5WMesaverde Mesaverde Mesaverde MesaverdeRosa Unit #137C (Mesaverde/ Dakota Dual)S/2 Sec. 31, T31N, R5W Mesaverde Dakota Dual)Mesaverde Mesaverde MesaverdeRosa Unit #146C (Mesaverde/ Dakota Dual)S/2 Sec. 31, T31N, R5W Mesaverde Dakota Dual)Mesaverde MesaverdeRosa Unit #146C (Mesaverde/ Dakota Dual)S/2 Sec. 31, T31N, R5W MesaverdeMesaverde MesaverdeRosa Unit #146C (Mesaverde/ Dakota Dual)S/2 Sec. 12, T31N, R6W <br< td=""><td>Rosa Unit #36C</td><td>E/2 Sec. 11, T31N, R6W</td><td>Mesaverde</td></br<>	Rosa Unit #36C	E/2 Sec. 11, T31N, R6W	Mesaverde
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Rosa Unit #46B (Mesaverde/ Dakota Dual)E/2 Sec. 8, T31N, R5W N/2 Sec. 8, T31N, R5WMesaverde DakotaRosa Unit #46C (Mesaverde/ Dakota Dual)E/2 Sec. 8, T31N, R5W S/2 Sec. 11, T31N, R5WDakota DakotaRosa Unit #48ES/2 Sec. 11, T31N, R5W Dakota Dual)Dakota S/2 Sec. 11, T31N, R6WDakota MesaverdeRosa Unit Com #60B Rosa Unit Com #60C (Mesaverde/ Dakota Dual)ALL Sec. 4, T31N, R6W ALL Sec. 4, T31N, R6WMesaverdeRosa Unit #77B (Mesaverde/ Dakota Dual)ALL Sec. 6, T31N, R5W ALL Sec. 6, T31N, R5WMesaverdeRosa Unit #77C Rosa Unit #79CS/2 Sec. 33, T31N, R5W Dakota Dakota Dual)Mesaverde MesaverdeRosa Unit #80C (Mesaverde/ Dakota Dual)W/2 Sec. 22, T31N, R6W V/2 Sec. 8, T31N, R5WMesaverde MesaverdeRosa Unit #85C Rosa Unit #88CN/2 Sec. 20, T31N, R5W MesaverdeMesaverde MesaverdeRosa Unit Com #90C (Mesaverde/ Dakota Dual)S/2 Sec. 31, T31N, R5W MesaverdeMesaverde MesaverdeRosa Unit #137C (Mesaverde/ Dakota Dual)S/2 Sec. 31, T31N, R5W MesaverdeMesaverde Dakota Dakota Dual)Rosa Unit #146C (Mesaverde/ Dakota Dual)S/2 Sec. 31, T31N, R5W MesaverdeMesaverde Dakota Dakota Dakota Dual)Rosa Unit #149C (Mesaverde/ Dakota Dual)S/2 Sec. 12, T31N, R5W MesaverdeMesaverde Dakota Dakota Dakota Dual)Rosa Unit #149C (Mesaverde/ Dakota Dual)S/2 Sec. 12, T31N, R5W MesaverdeMesaverde MesaverdeRosa Unit #149C (Mesaverde/ Dakota Dual)S/2 Sec. 12, T31N, R6W MesaverdeMesaverde <br< td=""><td></td><td></td><td>Dakota</td></br<>			Dakota
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Dakota Dual)ALL Sec. 6, T31N, R5WDakotaRosa Unit #77CS/2 Sec. 33, T31N, R5WMesaverdeRosa Unit #79CW/2 Sec. 22, T31N, R6WMesaverdeRosa Unit #80C (Mesaverde/W/2 Sec. 8, T31N, R5WDakotaDakota Dual)S/2 Sec. 8, T31N, R5WDakotaRosa Unit #85CN/2 Sec. 20, T31N, R5WMesaverdeRosa Unit #88CW/2 Sec. 8, T31N, R6WMesaverdeRosa Unit #88CW/2 Sec. 33, T32N, R6WMesaverdeRosa Unit #70C (Mesaverde/E/2 Sec. 33, T32N, R6WMesaverdeDakota Dual)E/2 Sec. 31, T31N, R5WMesaverdeRosa Unit #137C (Mesaverde/S/2 Sec. 31, T31N, R5WMesaverdeDakota)S/2 Sec. 31, T31N, R5WMesaverdeDakota)S/2 Sec. 31, T31N, R5WMesaverdeDakota)S/2 Sec. 28, T31N, R5WDakotaRosa Unit #146C (Mesaverde/W/2 Sec. 28, T31N, R5WMesaverdeDakota Dual)W/2 Sec. 28, T31N, R5WDakotaRosa Unit #149C (Mesaverde/N/2 Sec. 12, T31N, R6WDakotaRosa Unit #149C (Mesaverde/N/2 Sec. 12, T31N, R6WDakotaRosa Unit #149C (Mesaverde/S/2 Sec. 7, T31N, R6WDakotaRosa Unit #154B (Mesaverde/S/2 Sec. 7, T31N, R5WMesaverdeDakota Dual)N/2 Sec. 12, T31N, R5WMesaverdeRosa Unit #164C (Mesaverde/S/2 Sec. 30, T31N, R5WMesaverdeDakota Dual)S/2 Sec. 30, T31N, R5WDakotaRosa Unit #164C (Mesaverde/S/2 Sec. 30, T31N, R5WDakotaRosa Unit #164C (Mesaverde/	Dakota Dual)	ALL Sec. 4, T31N, R6W	Dakota
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Rosa Unit #80C (Mesaverde/ Dakota Dual)W/2 Sec. 8, T31N, R5WMesaverdeRosa Unit #85CN/2 Sec. 20, T31N, R5WDakotaRosa Unit #88CW/2 Sec. 8, T31N, R6WMesaverdeRosa Unit Com #90C (Mesaverde/ Dakota Dual)E/2 Sec. 33, T32N, R6WMesaverdeRosa Unit Com #90C (Mesaverde/ Dakota Dual)E/2 Sec. 33, T32N, R6WMesaverdeRosa Unit #137C (Mesaverde/ Dakota)S/2 Sec. 31, T31N, R5WMesaverdeRosa Unit #146C (Mesaverde/ Dakota Dual)S/2 Sec. 31, T31N, R5WMesaverdeRosa Unit #146C (Mesaverde/ Dakota Dual)W/2 Sec. 28, T31N, R5WDakotaRosa Unit Com #148C (Mesaverde/ Dakota Dual)W/2 Sec. 28, T31N, R6WMesaverdeRosa Unit #149C (Mesaverde/ Dakota Dual)N/2 Sec. 12, T31N, R6WMesaverdeRosa Unit #153CE/2 Sec. 17, T31N, R6WDakotaRosa Unit #154B (Mesaverde/ Dakota Dual)S/2 Sec. 7, T31N, R5WMesaverdeRosa Unit #154B (Mesaverde/ Dakota Dual)S/2 Sec. 7, T31N, R5WMesaverdeRosa Unit #164C (Mesaverde/ Dakota Dual)S/2 Sec. 7, T31N, R5WMesaverdeRosa Unit #154B (Mesaverde/ Dakota Dual)S/2 Sec. 7, T31N, R5WMesaverdeRosa Unit #164C (Mesaverde/ Dakota Dual)S/2 Sec. 30, T31N, R5WMesaverdeDakota Dual)	Rosa Unit #77C	S/2 Sec. 33, T31N, R5W	Mesaverde
Dakota Dual)S/2 Sec. 8, T31N, R5WDakotaRosa Unit #85CN/2 Sec. 20, T31N, R5WMesaverdeRosa Unit #88CW/2 Sec. 8, T31N, R6WMesaverdeRosa Unit Com #90C (Mesaverde/ Dakota Dual)E/2 Sec. 33, T32N, R6WMesaverdeRosa Unit #137C (Mesaverde/ Dakota)S/2 Sec. 31, T31N, R5WMesaverdeRosa Unit #146C (Mesaverde/ Dakota Dual)S/2 Sec. 31, T31N, R5WMesaverdeRosa Unit #146C (Mesaverde/ Dakota Dual)W/2 Sec. 28, T31N, R5WMesaverdeRosa Unit #146C (Mesaverde/ Dakota Dual)W/2 Sec. 28, T31N, R5WMesaverdeRosa Unit Com #148C (Mesaverde/ Dakota Dual)ALL Sec. 2, T31N, R6WMesaverdeRosa Unit #149C (Mesaverde/ Dakota Dual)N/2 Sec. 12, T31N, R6WMesaverdeRosa Unit #149C (Mesaverde/ Dakota Dual)N/2 Sec. 12, T31N, R6WMesaverdeRosa Unit #149C (Mesaverde/ Dakota Dual)S/2 Sec. 7, T31N, R6WMesaverdeRosa Unit #153CE/2 Sec. 17, T31N, R6WDakotaRosa Unit #154B (Mesaverde/ Dakota Dual)S/2 Sec. 7, T31N, R6WMesaverdeRosa Unit #154B (Mesaverde/ Dakota Dual)S/2 Sec. 30, T31N, R5WMesaverdeDakota Dual)S/2 Sec. 30, T31N, R5WDakotaRosa Unit #164C (Mesaverde/ Dakota Dual)S/2 Sec. 30, T31N, R5WMesaverdeRosa Unit #164C (Mesaverde/ Dakota Dual)S/2 Sec. 30, T31N, R5WMesaverdeDakota Dual)S/2 Sec. 30, T31N, R5WDakotaRosa Unit #164C (Mesaverde/ Dakota Dual)ALL Sec. 1, T31N, R6WMesaverdeDakota Dual	Rosa Unit #79C	W/2 Sec. 22, T31N, R6W	Mesaverde
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Dakota Dual) ALL Sec. 1, T31N, R6W Dakota	,		
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Kosa Unit #166B N/2 Sec. 30, 131N, R5W Mesaverde	,		
	RUSA UNIT # 100B	IN/2 SEC. 30, 131N, R5W	wesaverde

Well Name Rosa Unit #168B (Mesaverde/ Dakota Dual) Rosa Unit #168C (Mesaverde/ Dakota Dual) Rosa Unit #168R (Mesaverde/ Dakota Dual) Rosa Unit #183C (Mesaverde/ Dakota Dual) Rosa Unit #185C Rosa Unit #186B (Mesaverde/ Dakota Dual) Rosa Unit #187C Rosa Unit #189 (Mesaverde/ Dakota Dual) Rosa Unit #189A (Mesaverde/ Dakota Dual) Rosa Unit #189C (Mesaverde/ Dakota Dual) Rosa Unit #193 (Mesaverde/ Dakota Dual) Rosa Unit #280A Rosa Unit #282A Rosa Unit #283A Rosa Unit #284A Rosa Unit #285A Rosa Unit #287A Rosa Unit #288A Rosa Unit #293A Rosa Unit #294A Rosa Unit #309A Rosa Unit #347 Rosa Unit #364 Rosa Unit #364A Rosa Unit #365 Rosa Unit #365A Rosa Unit #367 Rosa Unit #367A Rosa Unit #368 Rosa Unit #368A Rosa Unit #369 Rosa Unit #369A Rosa Unit #370A Rosa Unit #371A Rosa Unit #373 Rosa Unit #373A Rosa Unit #374A Rosa Unit Com #377 Rosa Unit #382A Rosa Unit #383A Rosa Unit #384 Rosa Unit #384A Rosa Unit #385 Rosa Unit #385A Rosa Unit #386 Rosa Unit #386A

Drill Block E/2 Sec. 28, T31N, R5W N/2 Sec. 19, T31N, R5W N/2 Sec. 19, T31N, R5W S/2 Sec. 16, T31N, R6W N/2 Sec. 27, T31N, R5W N/2 Sec. 27, T31N, R5W W/2 Sec. 21, T31N, R5W E/2 Sec. 21, T31N, R5W W/2 Sec. 35, T31N, R5W W/2 Sec. 35, T31N, R5W W/2 Sec. 1, T31N, R4W W/2 Sec. 2, T31N, R4W E/2 Sec. 2, T31N, R4W W/2 Sec. 3, T31N, R4W E/2 Sec. 3, T31N, R4W E/2 Sec. 4, T31N, R4W W/2 Sec. 4, T31N, R4W N/2 Sec. 10, T31N, R4W S/2 Sec. 10, T31N, R4W E/2 Sec. 26, T31N, R4W W/2 Sec. 11, T31N, R4W S/2 Sec. 5. T31N. R4W S/2 Sec. 5, T31N, R4W E/2 Sec. 7, T31N, R4W E/2 Sec. 7. T31N. R4W W/2 Sec. 9, T31N, R4W W/2 Sec. 9, T31N, R4W E/2 Sec. 9, T31N, R4W E/2 Sec. 9, T31N, R4W E/2 Sec. 11, T31N, R4W E/2 Sec. 11, T31N, R4W W/2 Sec. 19, T31N, R4W W/2 Sec. 13, T31N, R5W W/2 Sec. 15, T31N, R5W W/2 Sec. 15, T31N, R5W E/2 Sec. 16, T31N, R5W N/2 Sec. 26, T31N, R5W E/2 Sec. 12, T31N, R5W E/2 Sec. 29, T31N, R4W W/2 Sec. 21, T31N, R4W E/2 Sec. 21, T31N, R4W E/2 Sec. 21, T31N, R4W W/2 Sec. 21, T31N, R4W N/2 Sec. 5, T31N, R4W N/2 Sec. 5, T31N, R4W

Formation Mesaverde Dakota Mesaverde Dakota Mesaverde Dakota Mesaverde Dakota Mesaverde Mesaverde Dakota Mesaverde Mesaverde Dakota Mesaverde Dakota Mesaverde Dakota Mesaverde Dakota Fruitland Coal Fruitland Coal

Fruitland Coal

Well Name Rosa Unit #387 Rosa Unit #388 Rosa Unit #388A Rosa Unit #390 Rosa Unit #390A Rosa Unit #391 Rosa Unit #391A Rosa Unit #392 Rosa Unit #392A Rosa Unit #393 Rosa Unit #394 Rosa Unit #394A Rosa Unit #395 Rosa Unit #395A Rosa Unit #396 Rosa Unit #396A Rosa Unit #397 Rosa Unit #398 Rosa Unit #398A Rosa Unit #399

Rosa Unit #399A Rosa Unit #400A Rosa Unit #401A Rosa Unit #402 Rosa Unit #402A Rosa Unit #403 Rosa Unit #403A Rosa Unit Com #600(Mesaverde/ Dakota Dual) Rosa Unit #601 (Mesaverde/ Dakota Dual) Rosa Unit #602 (Mesaverde/ Dakota Dual) Rosa Unit #603 (Mesaverde/ Dakota Dual) Rosa Unit #604 (Mesaverde/ Dakota Dual) Rosa Unit Com #605 (Mesaverde/ Dakota Dual) Rosa Unit #606 (Mesaverde/ Dakota Dual) Rosa Unit #607 (Mesaverde/ Dakota Dual) Rosa Unit #608 (Mesaverde/ Dakota Dual) Rosa Unit #609 (Mesaverde/ Dakota Dual) Rosa Unit #610 (Mesaverde/ Dakota Dual) Rosa Unit #611 (Mesaverde/ Dakota Dual) Rosa Unit #612 (Mesaverde/ Dakota Dual) Rosa Unit #613 (Mesaverde/ Dakota Dual)

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Formation Fruitland Coal Mesaverde Dakota Mesaverde Dakota

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<u>Well Name</u>	<u>Drill Block</u>	<u>Formation</u>
Rosa Unit #614 (Mesaverde/	N/2 Sec. 33, T31N, R5W	Mesaverde
Dakota Dual)	N/2 Sec. 33, T31N, R5W	Dakota
Rosa Unit #615 (Mesaverde/	W/2 Sec. 14, T31N, R6W	Mesaverde
Dakota Dual)	W/2 Sec. 14, T31N, R6W	Dakota
Rosa Unit #616 (Mesaverde/	E/2 Sec. 14, T31N, R6W	Mesaverde
Dakota Dual)	E/2 Sec. 14, T31N, R6W	Dakota
Rosa Unit #617 (Mesaverde/	N/2 Sec. 21, T31N, R6W	Mesaverde
Dakota Dual)	N/2 Sec. 21, T31N, R6W	Dakota
Rosa Unit #618 (Mesaverde/	W/2 Sec. 24, T31N, R6W	Mesaverde
Dakota Dual)	W/2 Sec. 24, T31N, R6W	Dakota
Rosa Unit #619 (Mesaverde/	E/2 Sec. 26, T31N, R6W	Mesaverde
Dakota Dual)	N/2 Sec. 26, T31N, R6W	Dakota
Rosa Unit #620 (Mesaverde/	N/2 Sec. 25, T31N, R6W	Mesaverde
Dakota Dual)	N/2 Sec. 25, T31N, R6W	Dakota
Rosa Unit #621 (Mesaverde/	S/2 Sec. 25, T31N, R6W	Mesaverde
Dakota Dual)	S/2 Sec. 25, T31N, R6W	Dakota
Rosa Unit #630 (Mancos/	S/2 Sec. 7, T31N, R4W	Mesaverde
Dakota Dual)	S/2 Sec. 7, T31N, R4W	Dakota

Williams Production Company, LLC, as Unit Operator, will drill any offset wells that may be required to prevent drainage of unitized substances and any other wells deemed necessary or which are requested by the Unit Operator or the Working Interest Owners.

If this Plan of Development is acceptable, please signify your approval as required under Section 9 of the Unit Agreement in the space provided in the enclosed sheet and return an approved copy to Williams Production Company, LLC.

Copies of this Plan of Development are being sent to the Working Interest Owners as shown on the enclosed sheet.

Sincere

Brennan West Landman

Enclosures

cc: Working Interest Owners Kris Russell Bryan Holmes Gary Sizemore Ralph Hawks Kirk Place Bobby Goodwin Larry Higgins Ken McQueen

APPROVED:		DATE:
	Assistant District Manager, Minerals Bureau of Land Management Subject to like approval by the Commissioner of Public Lands and The Oil Conservation Commission	
APPROVED:	Commissioner of Public Lands Subject to like approval by the Area Oil and Gas Supervisor and the Oil Conservation Commission	DATE:
APPROVED:	Oil Conservation Commission Subject to like approval by the Area Oil and Gas Supervisor and the Commissioner of Public Lands	DATE:

The foregoing approvals are for the 2009 Plan of Development for the Rosa Unit I, Section No.587.

WORKING INTEREST OWNERS ROSA UNIT

BP AMERICA PRODUCTION CO. ATTN: JOHN LARSON P.O. Box 3092 HOUSTON, TX 77253

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MS. ELIZABETH T. CALLOWAY P.O. BOX 191767 DALLAS, TX 75219-1767

J. GLENN TURNER, JR. LLC 4809 COLE AVE. SUITE 212 DALLAS, TX 75205

MARY FRANCES TURNER, JR TRUST ATTN: SHERRY ANDERSON TX1-2931 P O BOX 660197 DALLAS, TX 75266-0197

PATRICIA P. SCHIEFFER TRUST, BANK OF AMERICA, N.A. AGT ATTN: BILL BLEDSOE P.O. BOX 2546 FORT WORTH, TX 76113-2546

MS. VICTORIA WEBB 806 CORDOVA DALLAS, TX 75223

SACRAMENTO MUNICIPAL UTILITIES DISTRICT ATTN: BARRY BRUNELLE P. O. BOX 15830 SACRAMENTO, CA 95852-1830 SCHULTZ MANAGEMENT, LTD. 500 N. AKARD, SUITE 2940 DALLAS, TX 75201

FRED E. TURNER, LLC 4925 GREENVILLE AVE., SUITE 852 DALLAS, TX 75206-4079

XTO ENERGY, INC. ATTN: EDWIN S. RYAN, JR. 810 HOUSTON STREET, STE 2000 FORT WORTH, TX 76102-6298

MR. JOHN TURNER PMB 285 317 SIDNEY BAKER SOUTH #400 KERRVILLE, TX 78028

OMIMEX PETROLUEM, INC. ATTN: CLARK P. STORMS 2001 BEACH ST., SUITE 810 FORT WORTH, TX 76103

HENRIETTA E. SCHULTZ, TRUSTEE 500 NORTH AKARD, SUITE 2940 DALLAS, TX 75201

CONOCOPHILLIPS COMPANY ATTN: CHIEF LANDMAN, SAN JUAN/ROCKIES P. O. BOX 4289 FARMINGTON, NM 87499-4289

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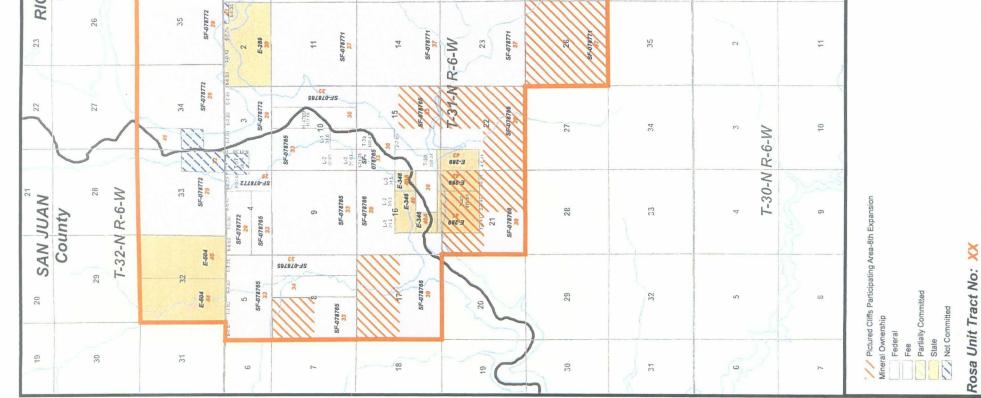


Fee Partially Committed State Not Committed Rosa Unit Tract No: XX

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