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September 3, 2009

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

Assistant District Manager, Minerals
Bureau of Land Management
Farmington Resource Area
1235 LaPlata 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 & Rio Arriba Counties, New Mexico
Third Supplemental 2009 Plan of Development

Gentlemen:

By letters dated March 22, 2009, April 2, 2009, and May 6, 2009 Williams Production Company, LLC as Unit Operator filed the 2009 Plan of Development for the Rosa Unit and subsequent supplemental plans of development.

Subsequent to filing the aforementioned Plans of Development, it has been proposed that the following wells be completed in the Mancos formation along with the Mesaverde and Dakota completions as indicated in the 2009 Plan of Development filed by letters dated March 22, 2009, April 2, 2009, and May 6, 2009.

<u>Well Name</u>	<u>Formations</u>	<u>Legal Description</u>
Rosa Unit #5D	Mesaverde Mancos Dakota	E/2 Sec. 26, T31N R6W N/2 Sec. 26, T31N R6W N/2 Sec. 26, T31N R6W
Rosa Unit #12D	Mesaverde Mancos Dakota	E/2 Sec. 15, T31N R6W E/2 Sec. 15, T31N R6W E/2 Sec. 15, T31N R6W
Rosa Unit #16D	Mesaverde Mancos Dakota	W/2 Sec. 14, T31N R6W W/2 Sec. 14, T31N R6W W/2 Sec. 14, T31N R6W
Rosa Unit #17C	Mesaverde Mancos Dakota	S/2 Sec. 20, T31N R5W S/2 Sec. 20, T31N R5W S/2 Sec. 20, T31N R5W

Rosa Unit #18C	Mesaverde Mancos Dakota	E/2 Sec. 22, T31N R6W E/2 Sec. 22, T31N R6W E/2 Sec. 22, T31N R6W
Rosa Unit #19D	Mesaverde Mancos Dakota	W/2 Sec. 24, T31N R6W W/2 Sec. 24, T31N R6W W/2 Sec. 24, T31N R6W
Rosa Unit #25C	Mesaverde Mancos Dakota	W/2 Sec. 15, T31N R6W W/2 Sec. 15, T31N R6W W/2 Sec. 15, T31N R6W
Rosa Unit #35D	Mesaverde Mancos Dakota	All of Sec. 5, T31N, R6W All of Sec. 5, T31N, R6W All of Sec. 5, T31N, R6W
Rosa Unit #72B	Mesaverde Mancos Dakota	All of Sec. 6, T31N, R5W All of Sec. 6, T31N, R5W All of Sec. 6, T31N, R5W
Rosa Unit #75D	Mesaverde Mancos Dakota	W/2 Sec. 10, T31N R6W W/2 Sec. 10, T31N R6W W/2 Sec. 10, T31N R6W
Rosa Unit #89D	Mesaverde Mancos Dakota	E/2 Sec. 34, T32N R6W E/2 Sec. 34, T32N R6W E/2 Sec. 34, T32N R6W
Rosa Unit #91D	Mesaverde Mancos Dakota	E/2 Sec. 35, T32N R6W S/2 Sec. 35, T32N R6W S/2 Sec. 35, T32N R6W
Rosa Unit #137C	Mesaverde Mancos Dakota	S/2 Sec. 31, T31N R5W S/2 Sec. 31, T31N R5W S/2 Sec. 31, T31N R5W
Rosa Unit #138D	Mesaverde Mancos Dakota	E/2 Sec. 17, T31N R6W E/2 Sec. 17, T31N R6W E/2 Sec. 17, T31N R6W
Rosa Unit #145D	Mesaverde Mancos Dakota	N/2 Sec. 16, T31N R6W N/2 Sec. 16, T31N R6W N/2 Sec. 16, T31N R6W
Rosa Unit #149C	Mesaverde Mancos Dakota	N/2 Sec. 12, T31N R6W N/2 Sec. 12, T31N R6W N/2 Sec. 12, T31N R6W
Rosa Unit #152D	Mesaverde Mancos Dakota	W/2 Sec. 36, T32N R6W W/2 Sec. 36, T32N R6W W/2 Sec. 36, T32N R6W
Rosa Unit #154B	Mesaverde Mancos Dakota	S/2 Sec. 7, T31N R5W S/2 Sec. 7, T31N R5W S/2 Sec. 7, T31N R5W

Rosa Unit #156D	Mesaverde Mancos Dakota	E/2 Sec. 9, T31N R6W E/2 Sec. 9, T31N R6W E/2 Sec. 9, T31N R6W
Rosa Unit #160D	Mesaverde Mancos Dakota	S/2 Sec. 25, T31N R6W S/2 Sec. 25, T31N R6W S/2 Sec. 25, T31N R6W
Rosa Unit #164C	Mesaverde Mancos Dakota	All of Sec. 1, T31N, R6W All of Sec. 1, T31N, R6W All of Sec. 1, T31N, R6W
Rosa Unit #165D	Mesaverde Mancos Dakota	N/2 Sec. 25, T31N R6W N/2 Sec. 25, T31N R6W N/2 Sec. 25, T31N R6W
Rosa Unit #167D	Mesaverde Mancos Dakota	E/2 Sec. 8, T31N R6W E/2 Sec. 8, T31N R6W E/2 Sec. 8, T31N R6W
Rosa Unit #168C	Mesaverde Mancos Dakota	E/2 Sec. 28, T31N R5W E/2 Sec. 28, T31N R5W E/2 Sec. 28, T31N R5W
Rosa Unit Com #169D	Mesaverde Mancos Dakota	All of Sec. 3, T31N, R6W All of Sec. 3, T31N, R6W All of Sec. 3, T31N, R6W
Rosa Unit #180D	Mesaverde Mancos Dakota	W/2 Sec. 9, T31N R6W W/2 Sec. 9, T31N R6W W/2 Sec. 9, T31N R6W
Rosa Unit #181D	Mesaverde Mancos Dakota	E/2 Sec. 10, T31N R6W E/2 Sec. 10, T31N R6W E/2 Sec. 10, T31N R6W
Rosa Unit #183C	Mesaverde Mancos Dakota	N/2 Sec. 19, T31N R5W N/2 Sec. 19, T31N R5W N/2 Sec. 19, T31N R5W

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 Working Interest Owners.

If this 3rd Supplemental Plan of Development is acceptable, please signify your approval as required under Section 9 of the Unit Agreement in the space provided on the enclosed sheet and return an approved copy to Williams Production Company, LLC.

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

Sincerely yours,

A handwritten signature in black ink, appearing to read 'BWA' with a stylized flourish at the end.

Brennan West
Landman
Williams Production Company, LLC

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

APPROVED: _____

Assistant District Manager, Minerals
Bureau of Land Management
Subject to like approval by the
Commissioner of Public Lands and
The Oil Conservation Commission


DATE: _____

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: 9/14/09

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

WORKING INTEREST OWNERS
ROSA UNIT

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

SCHULTZ MANAGEMENT, LTD.
500 N. AKARD, SUITE 2940
DALLAS, TX 75201

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

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

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

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

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

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

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

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

MS. VICTORIA WEBB
806 CORDOVA
DALLAS, TX 75223

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

SACRAMENTO MUNICIPAL UTILITIES DISTRICT
ATTN: BARRY BRUNELLE
P. O. BOX 15830
SACRAMENTO, CA 95852-1830

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