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January 11, 2011 2011 JAN 18 P 12: 55

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 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 2011 Plan of Development

Gentlemen:

By letters dated March 16, April 13, May 18, and July 23, 2010, Williams Production Company, LLC as Rosa Unit Operator filed the 2010 Plan of Development for the Rosa Unit. Following is a summary of the operations proposed under the 2010 Plan of Development:

Well Name Rosa Unit SWD #2 Rosa Unit #5C Rosa Unit #14C Rosa Unit #15C Rosa Unit #29C Rosa Unit #32D Rosa Unit #36C	<u>Formation</u> Entrada (Disposal well) Mesaverde Mancos Mesaverde Dakota Mesaverde Dakota Mesaverde	<u>Operations Status</u> Drilled and Completed Completed Drilled waiting on Completion Carried over to 2011 P.O.D Carried over to 2011 P.O.D Carried over to 2011 P.O.D Carried over to 2011 P.O.D Carried over to 2011 P.O.D
Rosa Unit #40		Carried over to 2011 P.O.D
Rosa Unit #40	Mancos	Carried over to 2011 P.O.D.
Rosa Unit #40E	Mancos	Carried over to 2011 P.O.D.
Rosa Unit #402	Dakota	Carried over to 2011 P.O.D
Rosa Unit #46B	Mesaverde	Completed
RUSA UNIL #40B	Mesaverde	Carried over to 2011 P.O.D
Deep Ust #400	Dakota	Carried over to 2011 P.O.D
Rosa Unit #46C	Mesaverde	Carried over to 2011 P.O.D
	Dakota	Carried over to 2011 P.O.D
Rosa Unit #48E	Dakota	Carried over to 2011 P.O.D
Rosa Unit Com #60C	Mesaverde	Carried over to 2011 P.O.D
	Dakota	Carried over to 2011 P.O.D
Rosa Unit #77C	Mesaverde	Carried over to 2011 P.O.D
Rosa Unit #79C	Mesaverde	Carried over to 2011 P.O.D
Rosa Unit #80C	Mesaverde	Carried over to 2011 P.O.D
	Dakota	Carried over to 2011 P.O.D
Rosa Unit #125A	Mesaverde	Carried over to 2011 P.O.D
•	Mancos	Carried over to 2011 P O D
	Dakota	Carried over to 2011 P.O.D

Well Name Rosa Unit #146B Rosa Unit #146C Rosa Unit #147D Rosa Unit Com #148C Rosa Unit #162C Rosa Unit #166B Rosa Unit #168B Rosa Unit #168R Rosa Unit #184C Rosa Unit #185C Rosa Unit #186 Rosa Unit #186B Rosa Unit #187C Rosa Unit #188C Rosa Unit #189A Rosa Unit #189C Rosa Unit #193 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

Formation Mancos Mesaverde Dakota Mesaverde Dakota Mesaverde Dakota Mandos Mesaverde Mesaverde Dakota Mesaverde Dakota Mancos Mesaverde Mancos Mesaverde Dakota Mesaverde Mancos Mesaverde Dakota Mesaverde Dakota Mesaverde Dakota Fruitland Coal Fruitland Coal **Fruitland Coal** Fruitland Coal Fruitland Coal

Operations Status Completed Carried over to 2011 P.O.D. Carried over to 2011 P.O.D Carried over to 2011 P.O D Carried over to 2011 P.O.D Carried over to 2011 P.O.D Carried over to 2011 P.O.D. Completed Completed Carried over to 2011 P.O.D. Carried over to 2011 P.O.D Carried over to 2011 P.O.D. Carried over to 2011 P.O.D Completed Carried over to 2011 P.O.D Completed Carried over to 2011 P.O.D Carried over to 2011 P.O.D Completed Completed Carried over to 2011 P.O.D Carried over to 2011 P.O D Carried over to 2011 P.O.D Carried over to 2011 P.O D Carried over to 2011 P.O.D Carried over to 2011 P.O.D Carried over to 2011 P.O.D. Carried over to 2011 P.O.D Carried over to 2011 P.O.D. Carried over to 2011 P.O.D Carried over to 2011 P.O.D

Well Name Rosa Unit #384A Rosa Unit #385 Rosa Unit #385A Rosa Unit #386 Rosa Unit #386A 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 #401 Rosa Unit #402 Rosa Unit #402A Rosa Unit #403 Rosa Unit #403A Rosa Unit #404 Rosa Unit #405 Rosa Unit #406 Rosa Unit #408 Rosa Unit #409 Rosa Unit #410 Rosa Unit #600 Rosa Unit #601 Rosa Unit #602 Rosa Unit #630 Rosa Unit #634A Rosa Unit #634B

Rosa Unit #635C

Formation Fruitland Coal Fruitland Coal Fruitland Coal **Fruitland Coal** Fruitland Coal Mesaverde Mancos Dakota Mesaverde Mancos Dakota Mesaverde Mancos Dakota Mesaverde Mancos Dakota Mancos Horizontal Mancos Horizontal Mancos Horizontal **Operations Status** Carried over to 2011 P.O.D Carried over to 2011 P.O D Carried over to 2011 P.O.D Carried over to 2011 P.O.D Carried over to 2011 P.O D Carried over to 2011 P.O.D Carried over to 2011 P.O.D. Carried over to 2011 P.O.D Carried over to 2011 P.O.D. Carried over to 2011 P.O.D Carried over to 2011 P.O.D Carried over to 2011 P.O.D. Carried over to 2011 P.O.D Carried over to 2011 P.O.D. Carried over to 2011 P.O.D Drilled waiting on Completion Drilled and Completed Drilled waiting on Completion Drilled waiting on Completion Drilled and Completed Drilled and Completed Drilled and Completed Carried over to 2011 P.O.D

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

Formation	Revision	Effective
Fruitland Coal	Twenty First	October 1, 2006
Pictured Cliffs	Eighth	June 1, 2000
Mesaverde	Twenty Sixth	September 1, 2001
Dakota	Twenty Third	October 1, 2003

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

The following existing Mesaverde/Dakota wells were commingled in 2010:

Rosa Unit #18 Rosa Unit #32C Rosa Unit #8A Rosa Unit #30B

The following existing Mesaverde/Dakota dual wells were recompleted in the Mancos and commingled all three (3) zones.

Rosa Unit #146B Rosa Unit #184C Rosa Unit #186 Rosa Unit #188C

There were not any Rosa Unit wells that were plugged and abandoned in 2010.

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 2011:

Well Name	Drill Block	Formation
Rosa Unit #9D	W/2 Sec. 11, T31N, R6W	Mesaverde
	W/2 Sec. 11, T31N, R6W	Mancos
	W/2 Sec. 11, T31N, R6W	Dakota
Rosa Unit #14C	N/2 Sec. 23, T31N, R6W	Mancos
Rosa Unit #14D	E/2 Sec. 23, T31N, R6W	Mesaverde
	N/2 Sec. 23, T31N, R6W	Mancos
	N/2 Sec. 23, T31N, R6W	Dakota
Rosa Unit #15C	E/2 Sec. 29, T31N, R5W	Mesaverde
Rosa Unit #22B	N/2 Sec. 18, T31N, R5W	Mancos
Rosa Unit #29C	E/2 Sec. 32, T32N, R6W	Mesaverde
	E/2 Sec. 32, T32N, R6W	Dakota
Rosa Unit #32D	N/2 Sec. 21, T31N, R5W	Mesaverde
	N/2 Sec. 21, T31N, R5W	Dakota
Rosa Unit #36C	E/2 Sec. 11, T31N, R6W	Mesaverde
Rosa Unit #40	N/2 Sec. 11, T31N, R5W	Mancos
Rosa Unit #40E	W/2 Sec. 11, T31N, R5W	Dakota
Rosa Unit #41D	All of Sec. 5, T31N, R5W	Mesaverde
	All of Sec. 5, T31N, R5W	Mancos
	All of Sec. 5, T31N, R5W	Dakota
Rosa Unit #41E	All of Sec. 5, T31N, R5W	Mesaverde
	All of Sec. 5, T31N, R5W	Mancos
	All of Sec. 5, T31N, R5W	Dakota
Rosa Unit #43	S/2 Sec. 19, T31N, R4W	Mancos
Rosa Unit #46B	E/2 Sec. 8, T31N, R5W	Mesaverde
Rusa Ullit #40D	N/2 Sec. 8, T31N, R5W	Dakota
Rosa Unit #46C	E/2 Sec. 8, T31N, R5W	Mesaverde
Rosa Unit #40C	S/2 Sec. 8, T31N, R5W	
Rosa Unit #48		Dakota Mancos
Rosa Unit #48E	S/2 Sec. 11, T31N, R5W	
	E/2 Sec. 11, T31N, R5W	Dakota
Rosa Unit Com #60C	ALL Sec. 4, T31N, R6W	Mesaverde
	ALL Sec. 4, T31N, R6W	Dakota
Rosa Unit #70	N/2 Sec. 10, T31N, R5W	Mancos
Rosa Unit #72C	All of Sec. 6, T31N, R5W	Mesaverde
	All of Sec. 6, T31N, R5W	Mancos
	All of Sec. 6, T31N, R5W	Dakota
Rosa Unit #77C	S/2 Sec. 33, T31N, R5W	Mesaverde
Rosa Unit #79C	W/2 Sec. 22, T31N, R6W	Mesaverde
Rosa Unit #80B	N/2 Sec. 8, T31N, R5W	Mancos
Rosa Unit #80C	W/2 Sec. 8, T31N, R5W	Mesaverde
	S/2 Sec. 8, T31N, R5W	Dakota
Rosa Unit #88D	W/2 of Sec. 8, T31N, R6W	Mesaverde
	W/2 of Sec. 8, T31N, R6W	Mancos
	W/2 of Sec. 8, T31N, R6W	Dakota
Rosa Unit #88E	W/2 of Sec. 8, T31N, R6W	Mesaverde
	W/2 of Sec. 8, T31N, R6W	Mancos
	W/2 of Sec. 8, T31N, R6W	Dakota
Rosa Unit #88F	W/2 of Sec. 8, T31N, R6W	Mesaverde
	W/2 of Sec. 8, T31N, R6W	Mancos
	W/2 of Sec. 8, T31N, R6W	Dakota
Rosa Unit #125A	E/2 Sec. 13, T31N, R6W	Mesaverde
	E/2 Sec. 13, T31N, R6W	Mancos
	E/2 Sec. 13, T31N, R6W	Dakota

Well Name Rosa Unit #137D Rosa Unit #146C Rosa Unit #147D Rosa Unit Com #148C Rosa Unit #154C Rosa Unit #154D Rosa Unit #168B Rosa Unit #168R Rosa Unit #185C Rosa Unit #186B Rosa Unit #189A Rosa Unit #189C Rosa Unit #193 Rosa Unit #200B Rosa Unit #217B Rosa Unit #217C Rosa Unit #228C Rosa Unit #261B 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

Drill Block S/2 of Sec. 31, T31N, R5W S/2 of Sec. 31, T31N, R5W S/2 of Sec. 31, T31N, R5W W/2 Sec. 28, T31N, R5W W/2 Sec. 28, T31N, R5W N/2 Sec. 33, T31N, R5W N/2 Sec. 33, T31N, R5W ALL Sec. 2, T31N, R6W ALL Sec. 2, T31N, R6W S/2 of Sec. 18, T31N, R5W E/2 Sec. 28, T31N, R5W S/2 Sec. 16, T31N, R6W N/2 Sec. 27, T31N, R5W N/2 Sec. 27, T31N, R5W E/2 Sec. 21, T31N, R5W W/2 Sec. 35, T31N, R5W W/2 Sec. 35, T31N, R5W W/2 Sec. 29, T31N, R5W E/2 Sec. 11, T31N, R6W E/2 Sec. 11, T31N, R6W N/2 Sec. 7, T31N, R5W W/2 Sec. 10, T31N, R6W E/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 S/2 Sec. 4, T31N, R4W N/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

Formation Mesaverde Mancos Dakota Mesaverde Dakota Mesaverde Dakota Mesaverde Dakota Mesaverde Mancos Dakota Mesaverde Mancos Dakota Mesaverde Dakota Mesaverde Dakota Mesaverde Mesaverde Dakota Mesaverde Dakota Mesaverde Dakota Mesaverde Dakota Fruitland Coal Fruitland Coal. Fruitland Coal Fruitland Coal

Well Name 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 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 #404 Rosa Unit #405 Rosa Unit #406 Rosa Unit #408 Rosa Unit #409 Rosa Unit #410 Rosa Unit #600 Rosa Unit #601 Rosa Unit #602 Rosa Unit #602 Rosa Unit #630 Rosa Unit #630 Rosa Unit #635C

Drill Block 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 E/2 Sec. 21, T31N, R4W E/2 Sec. 21, T31N, R4W W/2 Sec. 21, T31N, R4W W/2 Sec. 21, T31N, R4W N/2 Sec. 5, T31N, R4W N/2 Sec. 5, T31N, R4W S/2 Sec. 10, T31N, R5W E/2 Sec. 1, T31N, R4W E/2 Sec. 1, T31N, R4W E/2 Sec. 8, T31N, R4W E/2 Sec. 8, T31N, R4W W/2 Sec. 8, T31N, R4W W/2 Sec. 8, T31N, R4W E/2 Sec. 15, T31N, R4W E/2 Sec. 15, T31N, R4W W/2 Sec. 15, T31N, R4W E/2 Sec. 24, T31N, R5W E/2 Sec. 24, T31N, R5W N/2 Sec. 6, T31N, R4W N/2 Sec. 6, T31N, R4W S/2 Sec. 6, T31N, R4W S/2 Sec. 6, T31N, R4W E/2 Sec. 27, T31N, R4W W/2 Sec. 27, T31N, R4W W/2 Sec. 27, T31N, R4W E/2 Sec. 31, T31N, R4W E/2 Sec. 31, T31N, R4W E/2 Sec. 9, T31N, R5W E/2 Sec. 15, T31N, R5W E/2 Sec. 13, T31N, R5W E/2 Sec. 13, T31N, R5W E/2 Sec. 14, T31N, R5W E/2 Sec. 14, T31N, R5W W/2 Sec.14, T31N, R5W W/2 Sec. 12, T31N, R5W E/2 Sec. 36, T31N, R5W N/2 Sec. 18, T31N, R4W S/2 Sec. 18, T31N, R4W E/2 Sec. 20, T31N, R4W N/2 Sec. 11, T31N, R4W N/2 Sec. 11, T31N, R4W N/2 Sec. 11, T31N, R4W N/2 Sec. 31, T31N, R4W N/2 Sec. 31, T31N, R4W N/2 Sec. 31, T31N, R4W N/2 Sec. 27, T31N, R4W N/2 Sec. 27, T31N, R4W N/2 Sec. 7, T31N, R4W N/2 Sec. 7, T31N, R4W N/2 Sec. 20, T31N, R6W

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

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.

Sincerely,

Brennan West Landman Williams Production Company, LLC

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:

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The foregoing approvals are for the 2011 Plan of Development for the Rosa Unit I, Section No.587.

WORKING INTEREST OWNERS ROSA UNIT

BP AMERICA PRODUCTION CO. ATTN: DONNA JONES P.O. BOX 3092 HOUSTON, TX 77253

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: SHERI 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 PO BOX 329 PORT ARANSAS, TX 78373

OMIMEX PETROLUEM, INC. ATTN: CLARK P. STORMS 7950 JOHN T. WHITE ROAD FORT WORTH, TX 76120

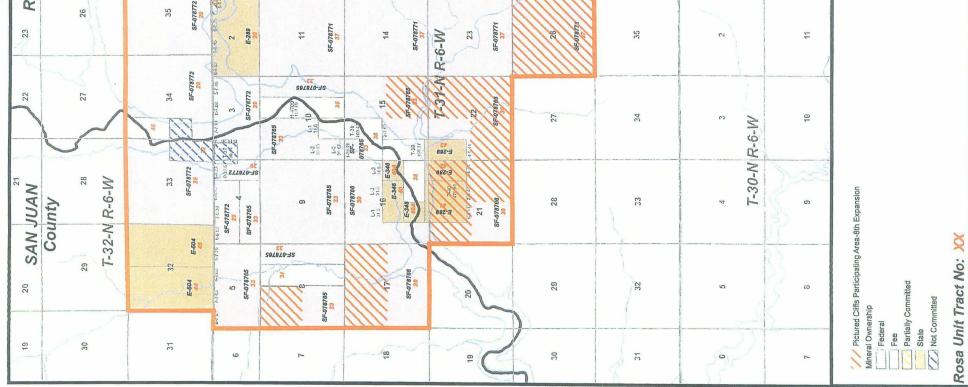
HENRIETTA E. SCHULTZ, TRUSTEE 500 NORTH AKARD, SUITE 2940 DALLAS, TX 75201

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



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