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March 16, 2011

WILLIAMS PRODUCTION COMPANY, LLC  
One Williams Center  
P.O. Box 3102  
Tulsa, OK 74101-3102  
918/573-2878  
918/573-1963 fax

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  
First Supplemental 2011 Plan of Development

Gentlemen:

By letter dated January 11, 2011, Williams Production Company, LLC as Unit Operator filed the 2011 Plan of Development for the Rosa Unit.

Subsequent to filing the 2011 Plan of Development, it has been proposed that the following wells be changed and re-spaced as shown below.

<u>Well Name</u>	<u>Initial Drill Block</u>	<u>New Drill Block</u>	<u>Formation</u>
Rosa Unit #32D	N/2 Sec. 21, T31N, R5W	N/2 Sec. 21, T31N, R6W	Mesaverde
Rosa Unit #154C	N/2 Sec. 21, T31N, R5W	N/2 Sec. 21, T31N, R6W	Dakota
	S/2 Sec. 18, T31N, R5W	S/2 Sec. 7, T31N, R5W	Mesaverde
	S/2 Sec. 18, T31N, R5W	S/2 Sec. 7, T31N, R5W	Mancos
	S/2 Sec. 18, T31N, R5W	S/2 Sec. 7, T31N, R5W	Dakota
Rosa Unit #154D	S/2 Sec. 18, T31N, R5W	S/2 Sec. 7, T31N, R5W	Mesaverde
	S/2 Sec. 18, T31N, R5W	S/2 Sec. 7, T31N, R5W	Mancos
	S/2 Sec. 18, T31N, R5W	S/2 Sec. 7, T31N, R5W	Dakota

It has also been proposed that the following wells be added to the 2011 Plan of Development.

<u>Well Name</u>	<u>Drill Block</u>	<u>Formation</u>
Rosa Unit #6A	S/2 Sec. 27, T31N, R5W	Mesaverde
	S/2 Sec. 27, T31N, R5W	Dakota
Rosa Unit #22C	N/2 Sec. 18, T31N, R5W	Mesaverde
	N/2 Sec. 18, T31N, R5W	Dakota
Rosa Unit #166C	N/2 Sec. 30, T31N, R5W	Mesaverde
	N/2 Sec. 30, T31N, R5W	Dakota

Subsequent to filing the 2011 Plan of Development, it is now proposed that the following wells will be MV/DK commingles, rather than Mesaverde stand-alone as originally proposed.

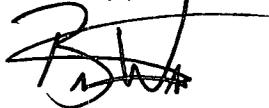
Rosa Unit #36C	E/2 Sec. 11, T31N, R6W	Mesaverde
	E/2 Sec. 11, T31N, R6W	Dakota
Rosa Unit #77C	S/2 Sec. 33, T31N, R5W	Mesaverde
	S/2 Sec. 33, T31N, R5W	Dakota
Rosa Unit #79C	W/2 Sec. 22, T31N, R6W	Mesaverde
	W/2 Sec. 22, T31N, R6W	Dakota
Rosa Unit #185C	S/2 Sec. 16, T31N, R6W	Mesaverde
	S/2 Sec. 16, T31N, R6W	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 Working Interest Owners.

If this 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.

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

Sincerely yours,



Brennan West  
Landman  
Williams Production Company, LLC

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

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: *Ed Martin*  
Oil Conservation Commission  
Subject to like approval by the Area  
Oil and Gas Supervisor and the  
Commissioner of Public Lands

DATE: 3/21/2011

The foregoing approvals are for the First Supplemental 2011 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  
PO BOX 329  
PORT ARANSAS, TX 78373

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

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

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