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|-------------------------|---------------------|-------------------------|---------------------------|-------------|---------|
| 29. June. 07 DATE IN | 7/19/07 SUSPENSE | p. Catanach ENGINEER | 02. July. 07 LOGGED IN | NSL TYPE | APP NO. |
|-------------------------|---------------------|-------------------------|---------------------------|-------------|---------|

ABOVE THIS LINE FOR DIVISION USE ONLY

NEW MEXICO OIL CONSERVATION DIVISION
 - Engineering Bureau -
 1220 South St. Francis Drive, Santa Fe, NM 87505



5660

ADMINISTRATIVE APPLICATION CHECKLIST

THIS CHECKLIST IS MANDATORY FOR ALL ADMINISTRATIVE APPLICATIONS FOR EXCEPTIONS TO DIVISION RULES AND REGULATIONS WHICH REQUIRE PROCESSING AT THE DIVISION LEVEL IN SANTA FE

Application Acronyms:

- [NSL-Non-Standard Location] [NSP-Non-Standard Proration Unit] [SD-Simultaneous Dedication]
- [DHC-Downhole Commingling] [CTB-Lease Commingling] [PLC-Pool/Lease Commingling]
- [PC-Pool Commingling] [OLS - Off-Lease Storage] [OLM-Off-Lease Measurement]
- [WFX-Waterflood Expansion] [PMX-Pressure Maintenance Expansion]
- [SWD-Salt Water Disposal] [IPI-Injection Pressure Increase]
- [EOR-Qualified Enhanced Oil Recovery Certification] [PPR-Positive Production Response]

- [1] **TYPE OF APPLICATION** - Check Those Which Apply for [A]
- [A] Location - Spacing Unit - Simultaneous Dedication
 NSL NSP SD
- Check One Only for [B] or [C]
- [B] Commingling - Storage - Measurement
 DHC CTB PLC PC OLS OLM
- [C] Injection - Disposal - Pressure Increase - Enhanced Oil Recovery
 WFX PMX SWD IPI EOR PPR
- [D] Other: Specify _____

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- [2] **NOTIFICATION REQUIRED TO:** - Check Those Which Apply, or Does Not Apply
- [A] Working, Royalty or Overriding Royalty Interest Owners
- [B] Offset Operators, Leaseholders or Surface Owner
- [C] Application is One Which Requires Published Legal Notice
- [D] Notification and/or Concurrent Approval by BLM or SLO
U.S. Bureau of Land Management - Commissioner of Public Lands, State Land Office
- [E] For all of the above, Proof of Notification or Publication is Attached, and/or,
- [F] Waivers are Attached

[3] **SUBMIT ACCURATE AND COMPLETE INFORMATION REQUIRED TO PROCESS THE TYPE OF APPLICATION INDICATED ABOVE.**

[4] **CERTIFICATION:** I hereby certify that the information submitted with this application for administrative approval is **accurate** and **complete** to the best of my knowledge. I also understand that **no action** will be taken on this application until the required information and notifications are submitted to the Division.

Note: Statement must be completed by an individual with managerial and/or supervisory capacity.

Heather Riley _____
 Print or Type Name

Heather Riley _____
 Signature

Regulatory Specialist 6/27/07 _____
 Title Date

heather.riley@williams.com _____
 e-mail Address



P. O. Box 640
Aztec, NM 87410
(505) 634-4222
(505) 634-4205 (fax)
Heather.riley@williams.com

June 27, 2007

Mark E. Fesmire
NEW MEXICO OIL CONSERVATION DIVISION
1220 South Saint Francis Drive
Santa Fe, NM 87505

*Re: Request for Administrative approval for non-standard Dakota Location
Rosa Unit #9C
API # (Not assigned yet)
SW4 Sec. 11, T31N, R6W
380' FSL & 330' FWL*

Dear Mr. Fesmire:

Williams Production Co., LLC, is requesting administrative approval to construct the Rosa Unit #9C as a dual Mesaverde/Dakota with the Dakota being non-standard. Pursuant to Order No. R-10987-B(2), spacing requirements allow for up to 4 Dakota wells in a standard GPU and they shall be located not closer than 660 feet to the outer boundary of the GPU and not closer than 10 feet to any interior quarter or quarter-quarter section line or subdivision inner boundary. Given these requirements, this location is non-standard to the south by 280 feet and non-standard to the west by 330 feet.

Williams intends to make the well a dual well thereby capturing the reserves from the Dakota with a single well bore. By itself the Dakota in this area is at best very marginal economically and a dual completion helps capture additional reserves from the Dakota that otherwise would not be able to be economically developed. Utilizing a single well bore for a dual completion would also negate the need for additional disturbance of another wellpad, road, and pipeline.

The surface location was picked by considering drainage patterns from the offset Mesaverde wells. In particular, the drainage patterns we are trying to avoid are from the Rosa Unit #9 in the southwest of 11, the Rosa Unit #181B in the southeast of 10, and the Rosa Unit #9B in the northwest of 11. See drainage map.

As the Unit Operator of the Rosa Unit, Williams Production is the only offset operator, thereby this proposed non-standard location would not affect any other operators.

Mark E. Fesmire
June 27, 2007
Page 2 of 2

The offset unit's working interest and mineral owners to the south and west are common with the subject unit; however, to the west there are uncommon mineral interest owners. Therefore, we have enclosed a list of the affected persons for your review. Williams has given notice to the listed parties in accordance with Division Rules.

Enclosed for your reference are copies of the Participating Area maps for the Mesaverde and Dakota Formations. As you can see, the west half of section 11 is not in a PA, nor is the offset acreage for the Dakota formation. Those areas are, however, in a PA for the Mesaverde Formation.

The spacing unit for the Mesaverde is the west half and the other Mesaverde wells in the spacing unit are the Rosa Unit #9, #9A, and #9B.

The spacing unit for the Dakota is the west half and the only other Dakota well in the spacing unit is the Rosa Unit #9A.

Should you have any questions or concerns, please don't hesitate to contact me at the phone numbers listed above. You can also contact Vern Hansen at our Tulsa office at (918) 573-6169.

Sincerely,



Heather Riley
Regulatory Specialist

Enc.: Plat
Topographic map
Drainage Map
PA Maps (MV & DK)



WILLIAMS PRODUCTION COMPANY, LLC
One Williams Center
PO. Box 3102
Tulsa, OK 74101-3102
918/573-6169

June 27, 2007

CERTIFIED MAIL
RETURN RECEIPT REQUESTED

AFFECTED INTEREST OWNERS

Re: Application of Williams Production Company, LLC for administrative approval of an unorthodox well location for its proposed Rosa Unit #9C Dakota formation well to be drilled at a location 380 feet from the South line and 330 feet from the West line of Section 11, Township 31 South, Range 6 West, N.M.P.M., Rio Arriba County, New Mexico.

Ladies and Gentlemen:

Enclosed is a copy of the above-referenced application which was filed with the New Mexico Oil Conservation Division on this date by Williams Production Company, LLC for administrative approval of an unorthodox well location for its Rosa Unit #9C, to be drilled to the Dakota formation at a location 380 feet from the South line and 330 feet from the West line of Section 11, Township 31 South, Range 6 West, N.M.P.M., Rio Arriba County, New Mexico. The W/2 of Sec.11, T31N, R6W, a standard 320-acre spacing unit is dedicated to the well.

As an owner of an interest that may be affected by the proposed well, you may object to this application. Objections must be filed in writing within twenty days from this date at the Division's Santa Fe office that is located at 1220 South Saint Francis Drive, Santa Fe, New Mexico 87505. If no objection is received within this twenty-day period, this application for an unorthodox well location may be approved.

Enclosures

Sincerely,

A handwritten signature in black ink that reads "M. Vern Hansen". The signature is written in a cursive, flowing style.

M. Vern Hansen, CPL
Staff Landman

Rosa Unit #9C Dakota Formation Well
Affected Interest Owners
(E/2 Sec. 10, T31N, R6W)

Pure Resources, LP
P.O. Box 910552
Dallas, TX 75391-0552

Claudia Lundell Gilmer
101 Oak Meadow
Georgetown, TX 78628

Betty T. Johnston Marital Trust
245 Commerce Green Blvd., Suite 280
Sugar Land, TX 77478

Gifford & Margaret Nigh
202 FM 2578, Rm 45
Terrell, TX 75160

Nigh Revocable Trust
Robert D. Nigh, Trustee
7080 Dean Rd.
Indianapolis, IN 46220

Eula May Johnston Trust
Bank of America, Trustee
Acct. 01/0066100
P.O. Box 840738
Dallas, TX 75284-0738

Jerry J. Andrew
408 Longwoods Ln.
Houston, TX 77024

Linda Lundell Lindsey
P.O. Box 631565
Nacagdoches, TX 75963

Minerals Management Service
P.O. Box 5810
Denver, CO 80217-5810

Osprey Resources, Inc.
P.O. Box 56449
Houston, TX 77256-6449

Robert E. Beamon, III
2603 Augusta, Suite 1050
Houston, TX 77057

Robert Walter Lundell
2450 Fondren #304
Houston, TX 77063

Rogers-Gibbard Trust
Susan Rogers Eveland, Trustee
3630 River Oaks Court
Tyler, TX 75707-1658

V.A. Johnston Family Trust
D.A. Prewitt & M.A. Chessser, Co-Trustees
P.O. Box 825
Ralls, TX 79357-0825

Nancy P. Tonkin Revocable Trust
Nancy Tonkin Cutter & Allen M. Tonkin, Jr.
1524 Park Ave. SW
Albuquerque, NM 87104

Tab Riley Smith
P.O. Box 2267
Bellaire, TX 77402

Assistant District Manager, Minerals
Bureau of Land Management
Farmington Resource Area
1235 LaPlata Highway
Farmington, NM 87401

BP America
Attn: John Larson
P.O. Box 3092
Houston, TX 77253-3092

District I
1625 N. French Dr., Hobbs, NM 88240

State of New Mexico
Energy, Minerals & Natural Resources Department

Form C-102
Revised October 12, 2005

District II
1301 W. Grand Avenue, Artesia, NM 88210

Submit to Appropriate District Office
State Lease - 4 Copies
Fee Lease - 3 Copies

OIL CONSERVATION DIVISION
1220 South St. Francis Dr.
Santa Fe, NM 87505

District III
1000 Rio Brazos Rd., Aztec, NM 87410

District IV
1220 S. St. Francis Dr., Santa Fe, NM 87505

AMENDED REPORT

WELL LOCATION AND ACREAGE DEDICATION PLAT

| | | | | | |
|-------------------------|--|---|--|--|---------------------|
| *API Number | | *Pool Code 72319 / 71599 | | *Pool Name BLANCO MESAVERDE / BASIN DAKOTA. | |
| *Property Code 17033 | | *Property Name ROSA UNIT | | | *Well Number 9C |
| *OGRID No. 120782 | | *Operator Name WILLIAMS PRODUCTION COMPANY | | | *Elevation 6386' |

¹⁰ Surface Location

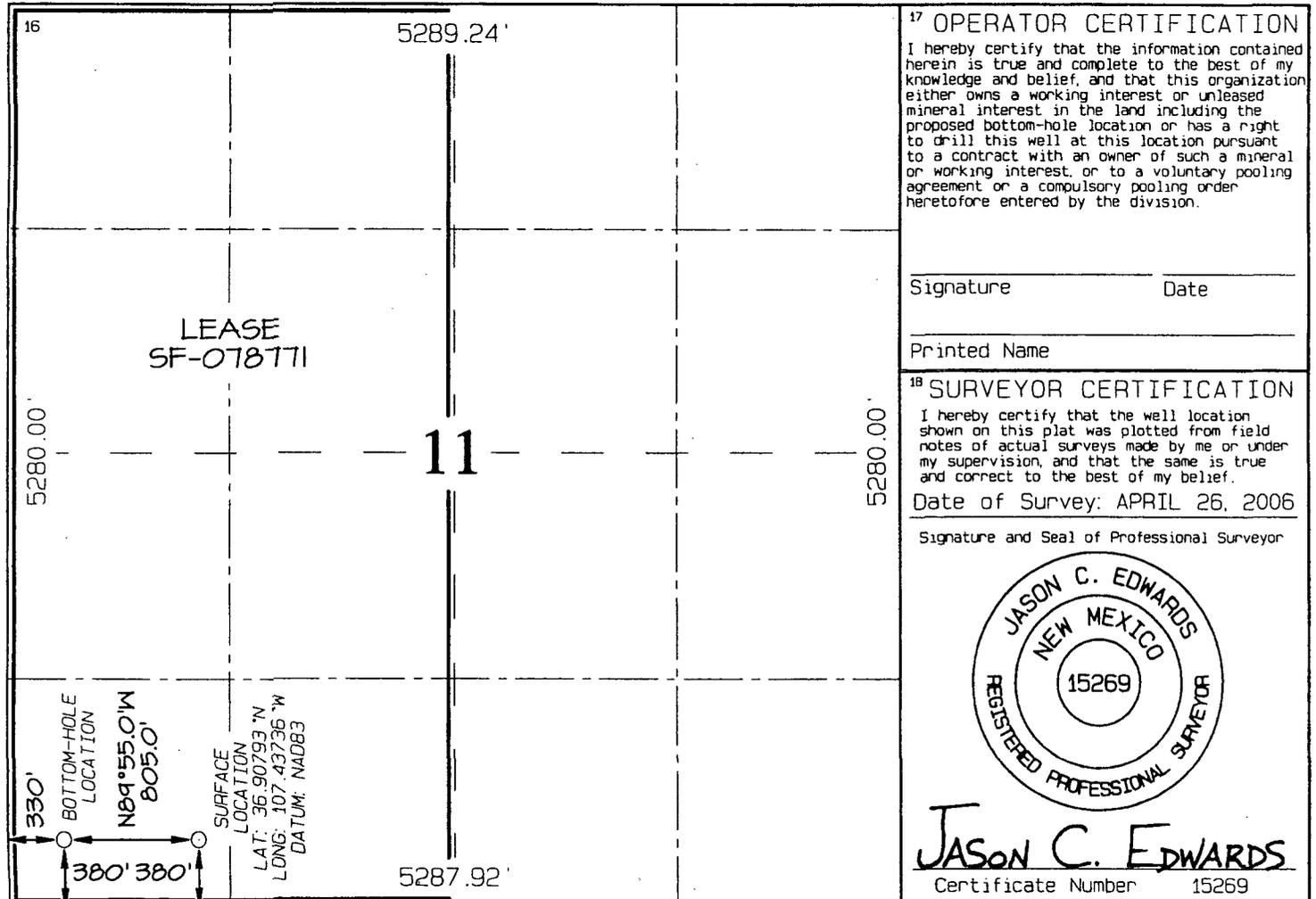
| UL or lot no. | Section | Township | Range | Lot Idn | Feet from the | North/South line | Feet from the | East/West line | County |
|---------------|---------|----------|-------|---------|---------------|------------------|---------------|----------------|------------|
| M | 11 | 31N | 6W | | 380 | SOUTH | 1135 | WEST | RIO ARRIBA |

¹¹ Bottom Hole Location If Different From Surface

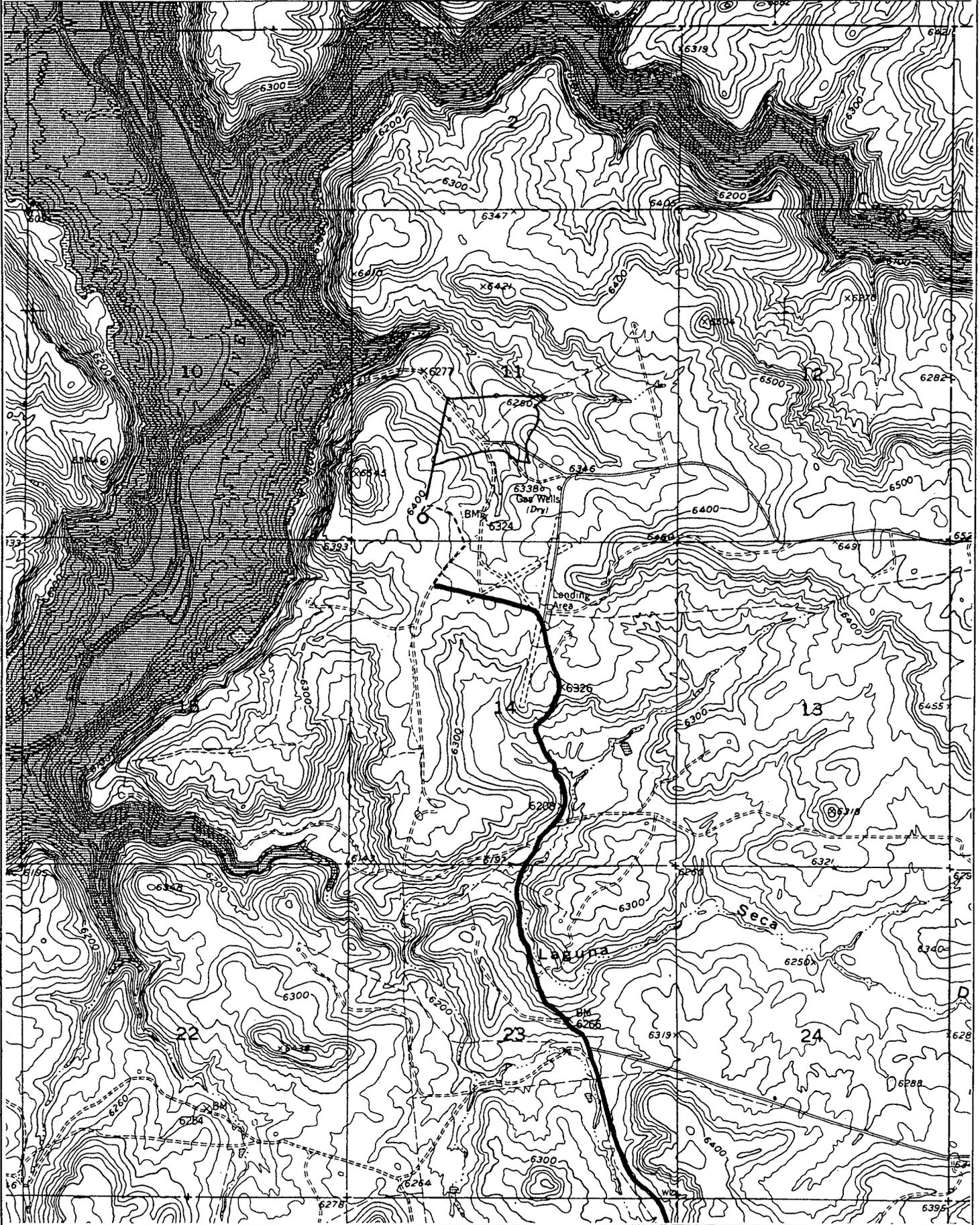
| UL or lot no. | Section | Township | Range | Lot Idn | Feet from the | North/South line | Feet from the | East/West line | County |
|---------------|---------|----------|-------|---------|---------------|------------------|---------------|----------------|------------|
| M | 11 | 31N | 6W | | 380 | SOUTH | 330 | WEST | RIO ARRIBA |

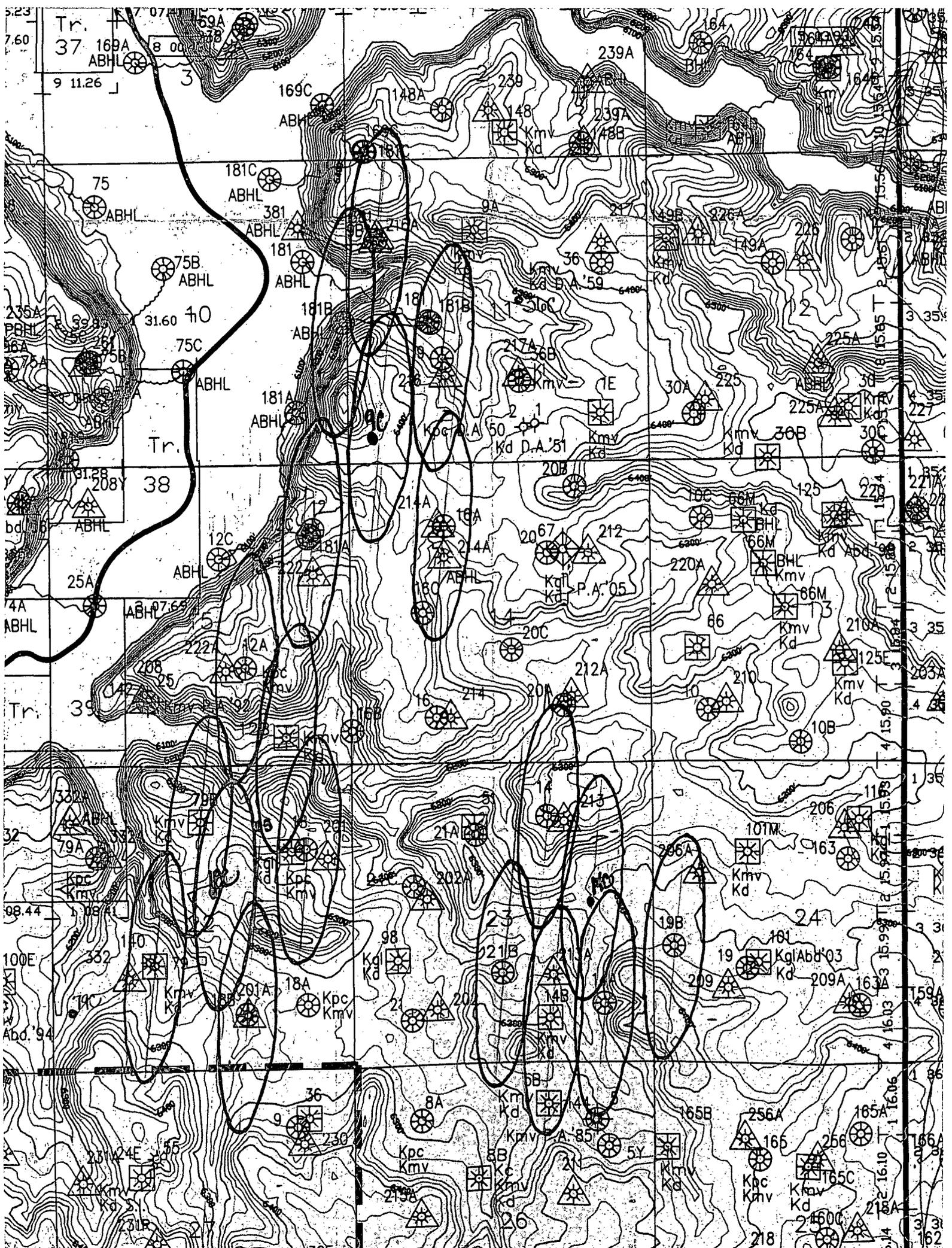
| | | | |
|--|-------------------------------|----------------------------------|-------------------------|
| ¹² Dedicated Acres 320.0 Acres - (W/2) | ¹³ Joint or Infill | ¹⁴ Consolidation Code | ¹⁵ Order No. |
|--|-------------------------------|----------------------------------|-------------------------|

NO ALLOWABLE WILL BE ASSIGNED TO THIS COMPLETION UNTIL ALL INTERESTS HAVE BEEN CONSOLIDATED OR A NON-STANDARD UNIT HAS BEEN APPROVED BY THE DIVISION



WILLIAMS PRODUCTION COMPANY ROE JNIT #9C
380' FSL & 135' FWL, SECTION II, T31N, R6W, N.M.P.M.
RIO ARriba COUNTY, NEW MEXICO





Tr. 37 169A
ABHL
9 11.26

75
ABHL
75B
ABHL
31.60
75C
ABHL

Tr. 38
208
ABHL

25A
ABHL
7.68

Tr. 39
32
79A
Kpc
Kmv

332
79B
Kmv
Kd

100E
332
79C
Kmv
Kd

Abd.'94
79D
Kmv
Kd

231
24E
Kmv
Kd

181C
ABHL
381
ABHL
181
ABHL

181A
ABHL
181B
ABHL
181B

12C
ABHL
12A
ABHL
12B
ABHL

120
ABHL
121
ABHL
122
ABHL

120
ABHL
121
ABHL
122
ABHL

18A
Kpc
Kmv
18B
Kpc
Kmv

18A
Kpc
Kmv
18B
Kpc
Kmv

36
9
Kmv
Kd
8A
Kmv
Kd

169C
ABHL
148A
ABHL
148
ABHL

181A
ABHL
181B
ABHL
181B

214A
ABHL
214B
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214C
ABHL

214A
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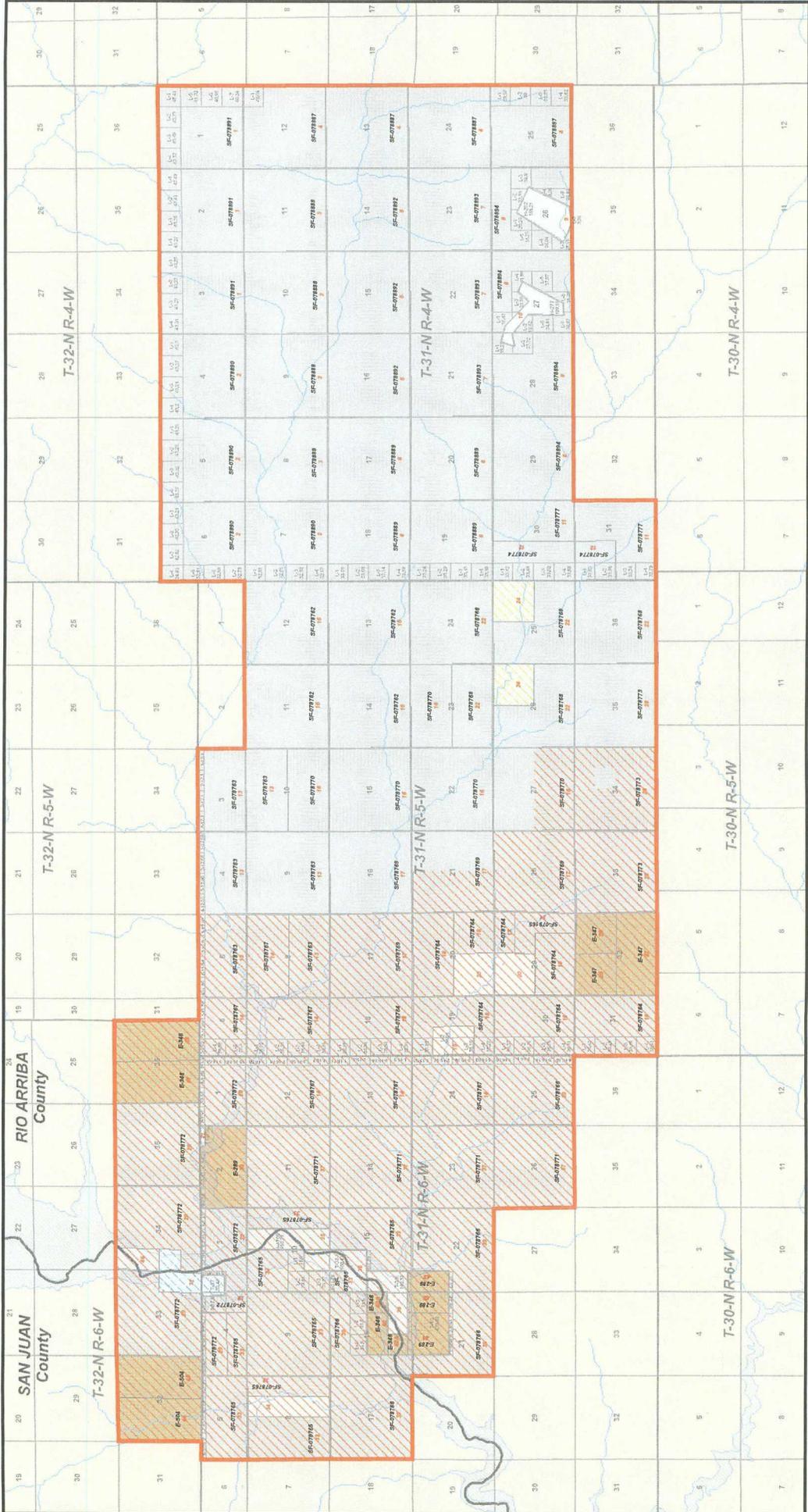
214A
ABHL
214B
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214C
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21A
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21A
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21C
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239A
ABHL
239B
ABHL
239C
ABHL



Williams Exploration & Production

Rosa Unit
 Mesaverde Formation
 San Juan and Rio Arriba Counties, New Mexico

Scale: 1:72,000 Projection: NAD 1983 State Plane NM West
 Date: 3/7/2007 Author: SA

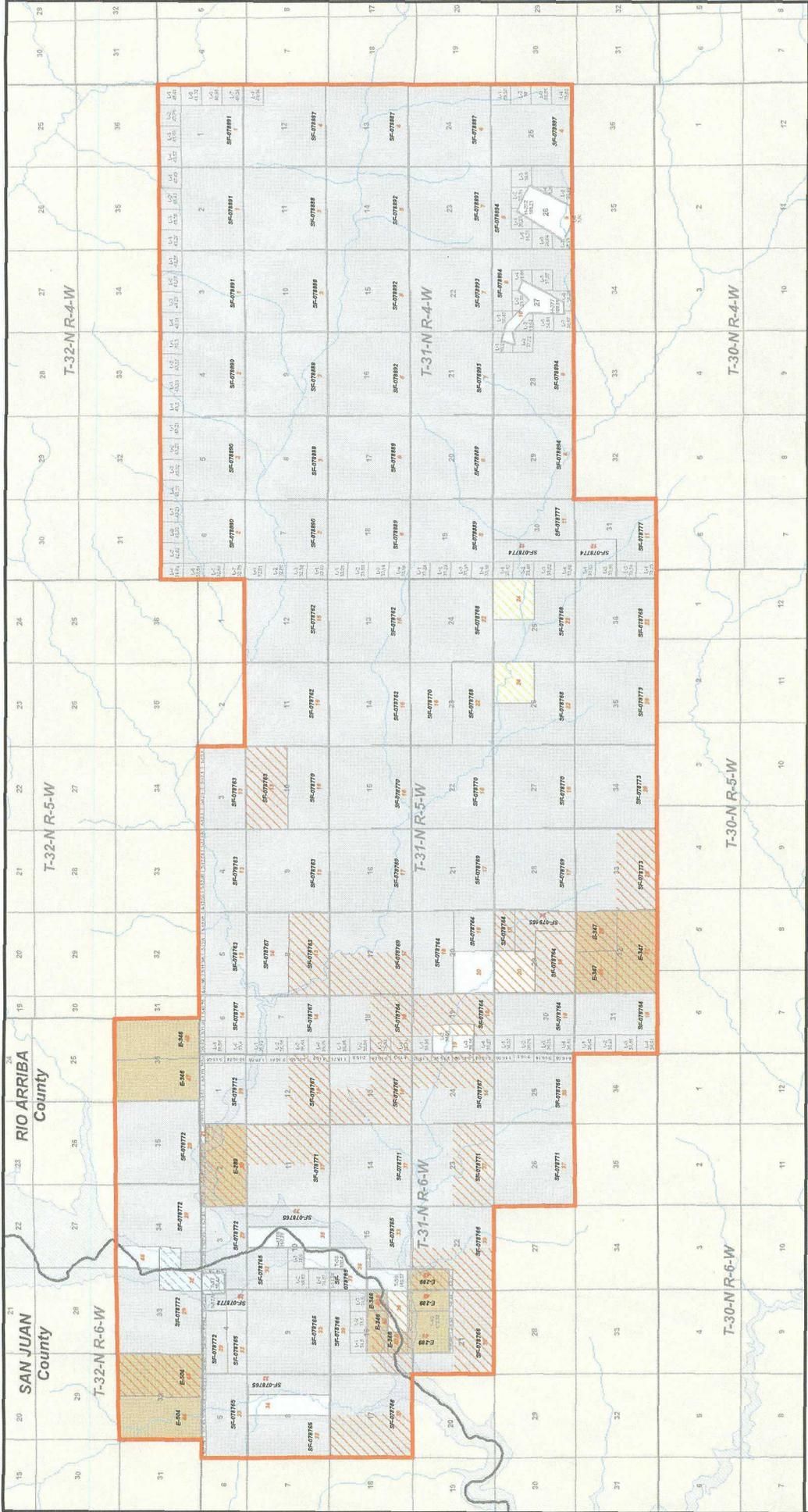
Rosa Unit Tract No: XX

Mesaverde Participating Area-28th Expansion

- Minimal Ownership
- Federal
- Fee
- Partially Committed
- State
- Not Committed

6,000 3,000 0 6,000 12,000 Feet

Map Document: G:\Project\San_Juan\Rosa_Unit\Participating_Areas\rosa-unit_mv_ja.mxd
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 Exploration & Production


Rosa Unit
Dakota Formation
 San Juan and Rio Arriba Counties, New Mexico

Scale: 1:72,000
 Projection: NAD 1983 State Plane NM West
 Date: 3/7/2007
 Author: SA

Rosa Unit Tract No: XX

Map Document: (G:\Projects\San_Juan\Rosa_Unit\Participating_Areas\rosa-unit_06_0a.mxd)
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