

ABOVE THIS LINE FOR DIVISION USE ONLY

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



30-039-30479
 Williams 120782
 Rosa Unit #0250

2009 MAY 19 AM 11 36

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 _____

[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 5/18/09

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

May 18, 2009

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

*Re: Request for Administrative Approval of a Non-Standard Basin Mancos and Basin
Dakota Location
Rosa Unit #025C
API # 30-039-30479
SHL: 1130' FSL & 1560' FWL, Sec. 15, T31N, R6W
BHL: 990' FSL & 330' FWL, Sec. 15, T31N, R6W*

Dear Mr. Fesmire:

Williams Production Co., LLC ("Williams"), pursuant to the provisions of Division Rule 104, hereby seeks administrative approval of an unorthodox location for the Basin Mancos (97232) and the Basin Dakota (71599) formations in Rosa Unit Well #025C. This is a directional well with a bottom hole location of 990' FSL & 330' FWL, Sec. 15, T31N, R6W.

Pursuant to Order No. R-12984, spacing requirements allow for up to 4 Basin Mancos wells in a standard spacing unit and for wells inside a federal exploratory unit and in a non-participating spacing unit they shall not be closer than 660 feet to the outer boundary of its spacing unit. Additionally, 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 west by 330 feet.

Williams intends to capture the reserves from the Mesaverde, Basin Mancos and Dakota formations with a single well bore. Not only will the multiple completion help capture additional reserves that otherwise would not be able to be economically developed, but utilizing a single well bore for a triple completion will also negate the need for additional disturbance of another wellpad, road, and pipeline.

Mark E. Fesmire
May 18, 2009
Page 2 of 2

The surface location for this well is being twinned on the Rosa Unit #208 therefore we will be utilizing existing surface disturbance. The bottom hole location was chosen by considering drainage patterns from the existing Mesaverde wells in that spacing unit, i.e. the Rosa Unit #025 (P&A'd), #025A, and #025B. Further, drainage patterns from the other offset Mesaverde wells were also considered. They are the Rosa Unit #012A in the SE of Section 15, the Rosa Unit #32 in the NE of 21, and the Rosa Unit #79A in the NW of 22. 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.

The offset unit's working interest owners to the west in the Mesaverde formations are common therefore no notice is required. The offset unit's working interest owners to the west are uncommon in the Mancos and Dakota formations. Notice was sent out and a list is attached hereto. There are no unleased mineral owners.

Enclosed for your reference are copies of the Participating Area maps for the Mesaverde and Dakota Formations. All of Section 15 and 16 are in the PA in the Mesaverde Formation therefore no setback requirements apply. The south half of Section 16 is in the Dakota PA but none of Section 15 is, therefore setback requirements do apply.

The spacing unit for all three formations is the west half. The other Mesaverde wells in the spacing unit are the Rosa Unit #025 (P&A'd), #025A and the #025B. There are no other Mancos or Dakota wells.

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.: 1st page of APD
Plat
Drainage Map
PA Maps (MV & DK)
Mineral ownership map
List of Affected Persons

District III
1000 Rio Brazos Rd., Aztec, NM 87410
Phone (505) 334-6178 Fax (505) 334-6170

Form C-101
Permit 69092

State of New Mexico
Energy, Minerals and Natural Resources

Oil Conservation Division
1220 S. St Francis Dr.
Santa Fe, NM 87505

APPLICATION FOR PERMIT TO DRILL, RE-ENTER, DEEPEN, PLUGBACK, OR ADD A ZONE

1 Operator Name and Address WILLIAMS PRODUCTION COMPANY, LLC ONE WILLIAMS CENTER TULSA, OK 74101		2 OGRID Number 120782
		3 API Number 30-039-30479
4 Property Code 17033	5 Property Name ROSA UNIT	6 Well No 025C

7. Surface Location

UL - Lot	Section	Township	Range	Lot Idn	Feet From	N/S Line	Feet From	E/W Line	County
N	15	31N	06W	N	1130	S	1560	W	RIO ARRIBA

8. Pool Information

BLANCO-MESAVERDE (PRORATED GAS)	72319
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Additional Well Information

9 Work Type New Well	10 Well Type GAS	11 Cable/Rotary	12 Lease Type Private	13 Ground Level Elevation 6154
14 Multiple N	15 Proposed Depth	16 Formation Mesa Verde Group	17 Contractor	18 Spud Date 4/1/2008
Depth to Ground water 220		Distance from nearest fresh water well		Distance to nearest surface water
Pit Liner Synthetic Closed Loop System <input checked="" type="checkbox"/>	mils thick	Clay <input type="checkbox"/>	Pit Volume	bbbs Drilling Method Fresh Water <input type="checkbox"/> Brine <input type="checkbox"/> Diesel/Oil-based <input type="checkbox"/> Gas/Air <input type="checkbox"/>

19. Proposed Casing and Cement Program

Type	Hole Size	Casing Type	Casing Weight/ft	Setting Depth	Sacks of Cement	Estimated TOC
Surf	12.25	9.625	36	310	150	0
Intl	8.75	7	23	3786	530	0
Prod	6.25	4.5	10.5	6252	155	3686

Casing/Cement Program: Additional Comments

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Proposed Blowout Prevention Program

Type	Working Pressure	Test Pressure	Manufacturer
Double Ram	2000	4000	

I hereby certify that the information given above is true and complete to the best of my knowledge and belief. I further certify that the drilling pit will be constructed according to NMOCD guidelines, a general permit, or an (attached) alternative OCD-approved plan.	OIL CONSERVATION DIVISION	
	Approved By	<i>[Signature]</i>
	Printed Name	Electronically filed by Mike Turnbaugh
	Title	E & P District Manager
	Email Address	mike.turnbaugh@williams.com
Date	2/22/2008	Phone: 918-573-6180
Conditions of Approval Attached		Title: DEPUTY OIL & GAS INSPECTOR-DIST Approved Date: MAR 14 2008 Expiration Date: MAR 14 2010

MAR 14 2008

AV

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

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

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

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

State of New Mexico
Energy, Minerals & Natural Resources Department

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

Form C-102
Revised October 12, 2005
Instructions on back
Submit to Appropriate District Office
State Lease - 4 Copies
Fee Lease - 3 Copies

AMENDED REPORT

WELL LOCATION AND ACREAGE DEDICATION PLAT

¹ API Number	² Pool Code	³ Pool Name
97232 / 72319 / 71599	BASIN MANCOS / BLANCO MESAVERDE / BASIN DAKOTA	
⁴ Property Code	⁵ Property Name	⁶ Well Number
17033	ROSA UNIT	25C
⁷ GRID No.	⁸ Operator Name	⁹ Elevation
120782	WILLIAMS PRODUCTION COMPANY	6154'

¹⁰ Surface Location

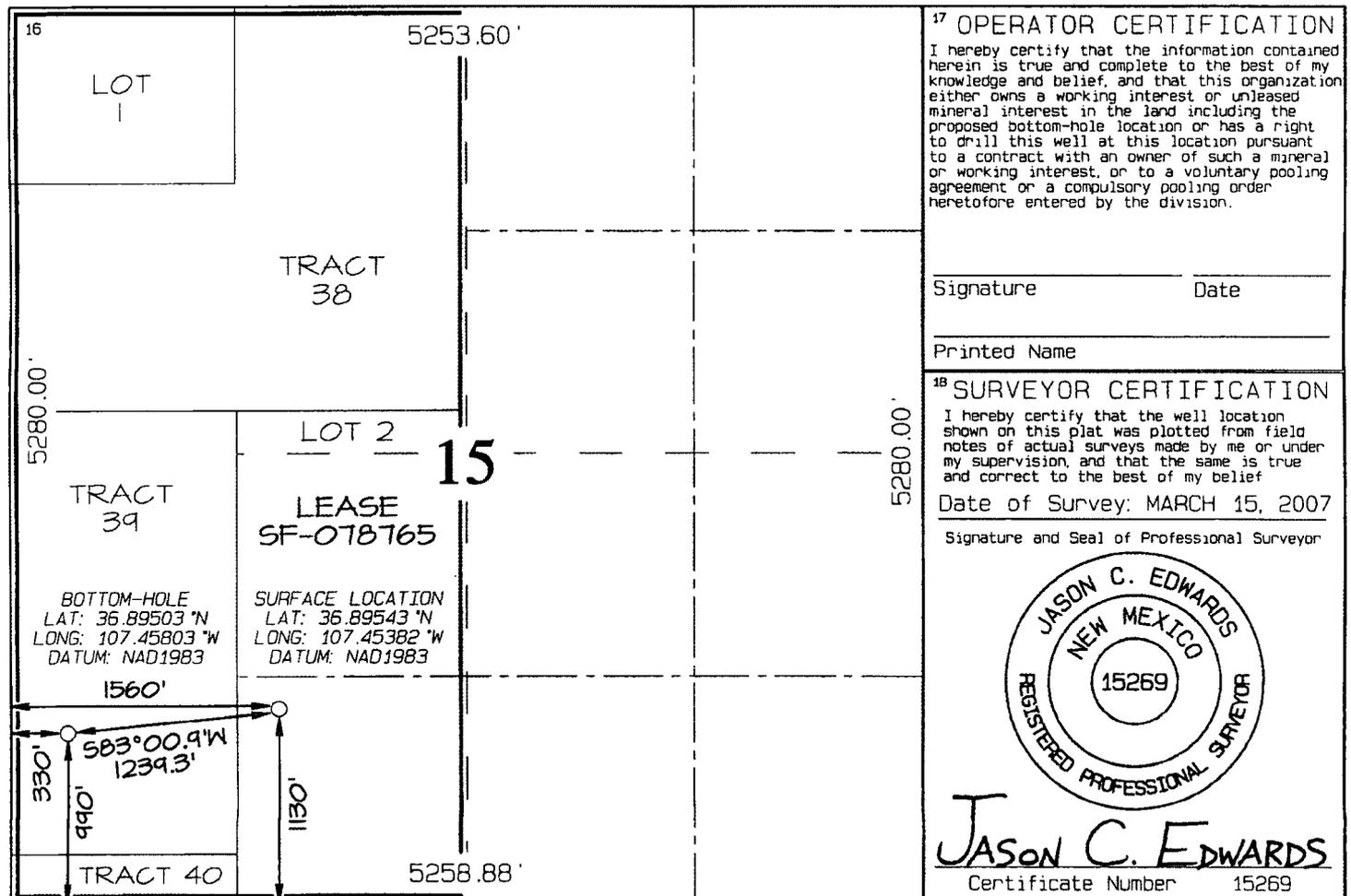
UL or lot no.	Section	Township	Range	Lot Idn	Feet from the	North/South line	Feet from the	East/West line	County
N	15	31N	6W		1130	SOUTH	1560	WEST	RIO ARRIBA

¹¹ Bottom Hole Location If Different From Surface

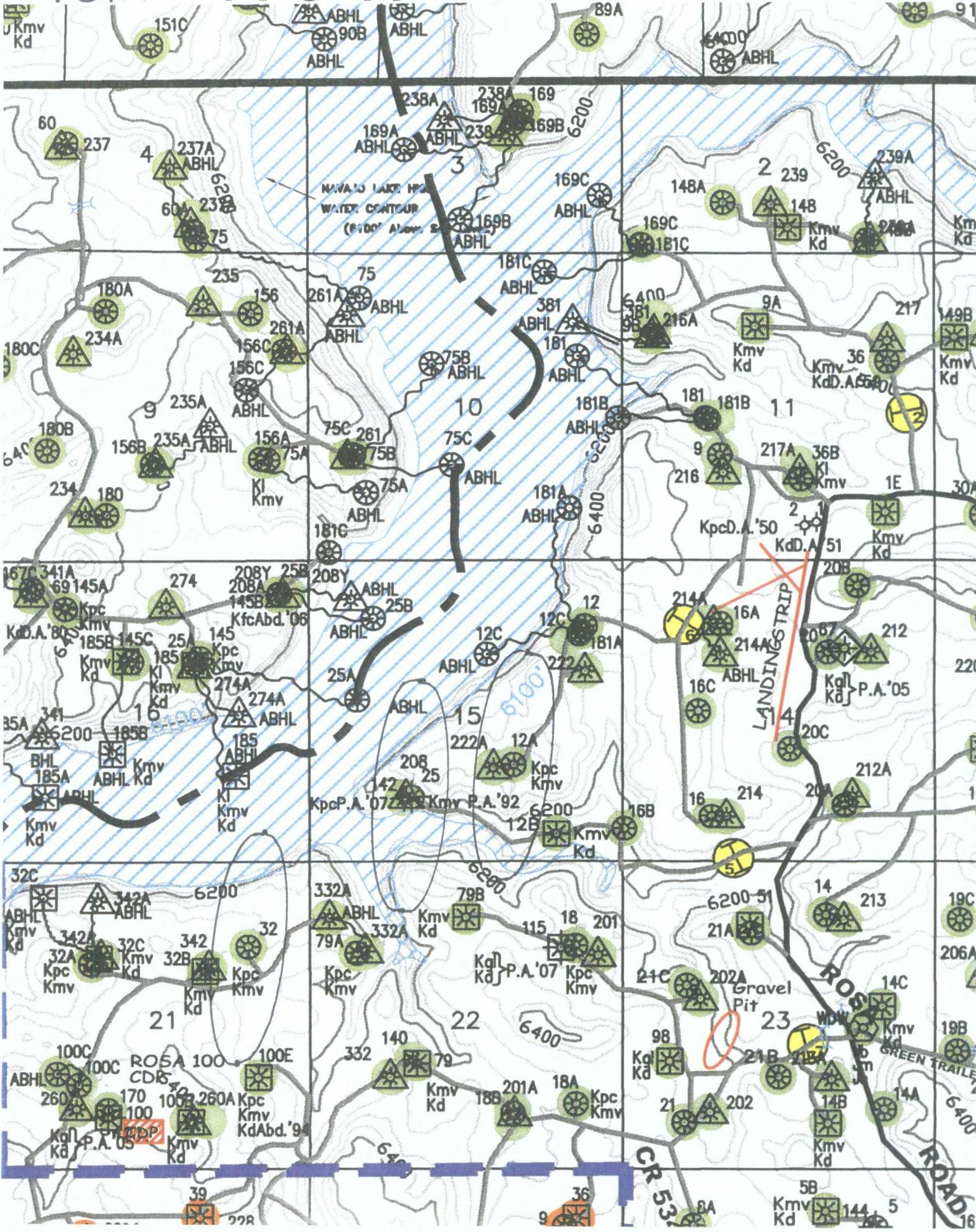
UL or lot no.	Section	Township	Range	Lot Idn	Feet from the	North/South line	Feet from the	East/West line	County
M	15	31N	6W		990	SOUTH	330	WEST	RIO ARRIBA

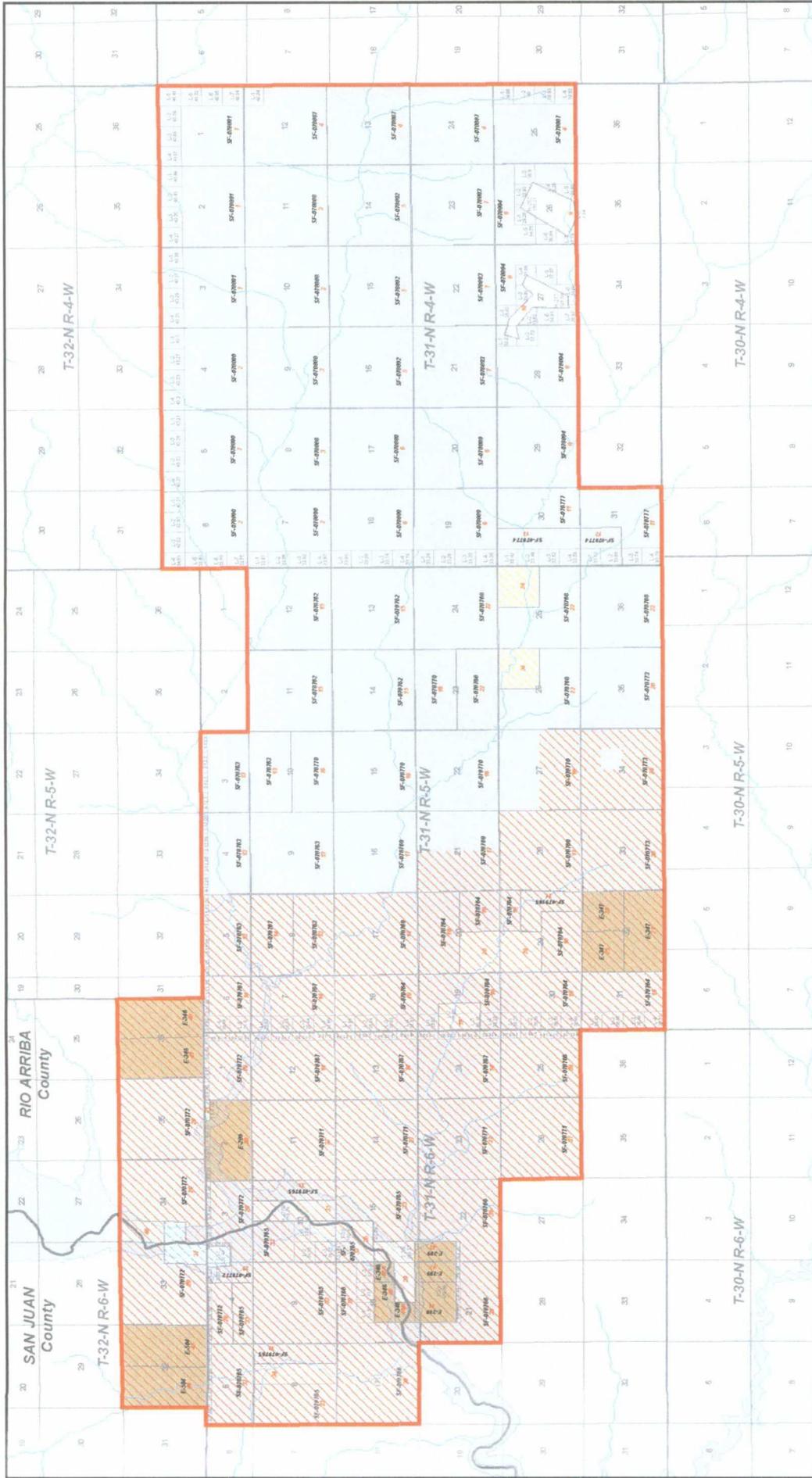
¹² Dedicated Acres	¹³ Joint or Infill	¹⁴ Consolidation Code	¹⁵ Order No.
320.0 Acres - (W/2)			

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



T31N R-6-W





Rosa Unit Tract No: XX

Messavere Participating Area-20th Expansion

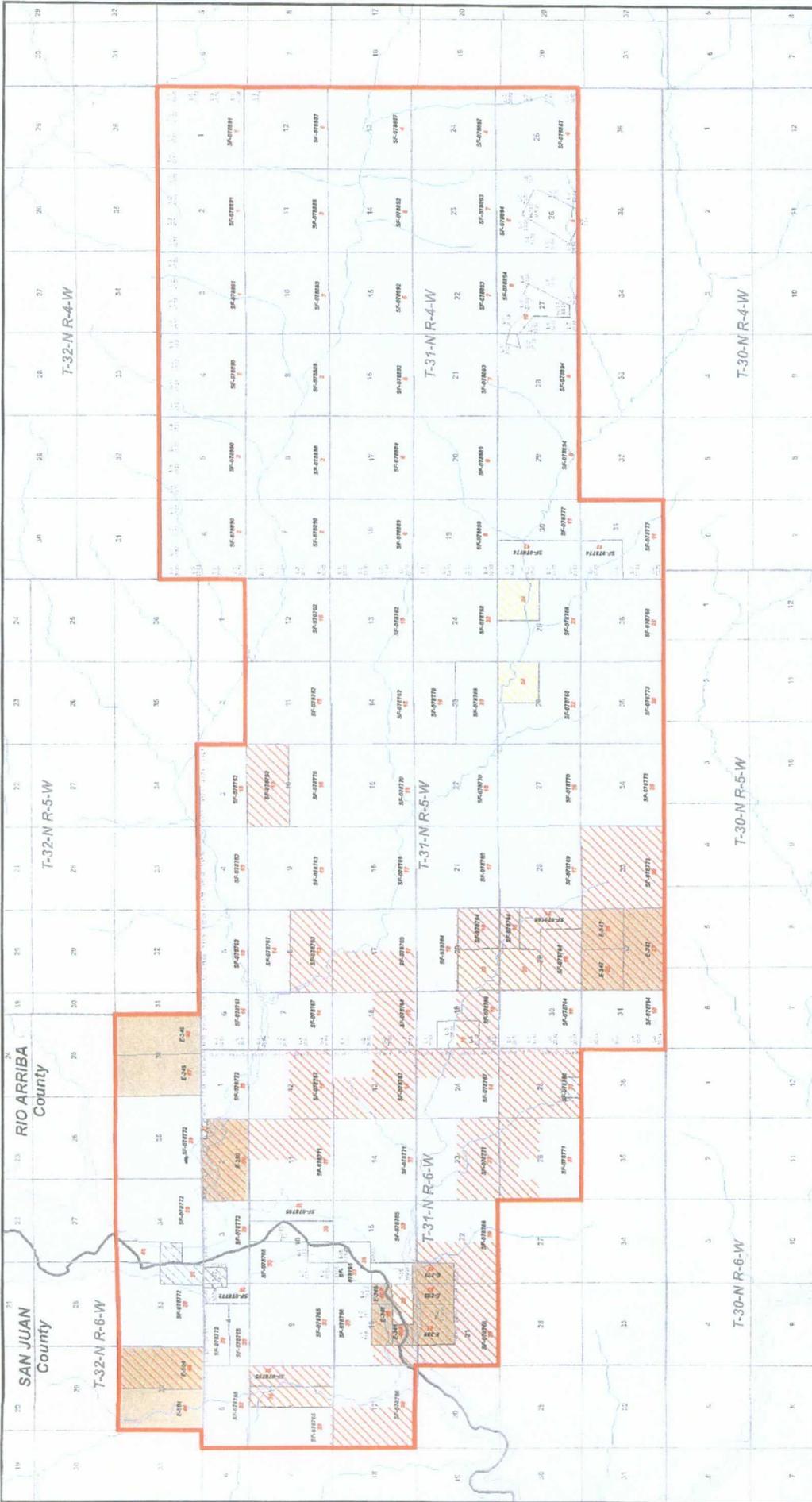
Federal
 Parish
 Parish, Committed
 State
 Not Committed

Williams Exploration & Production
 Williams

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

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

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



Legend

- Calculate Participatory Fee: Infill -2700 Acres
- Mineral Ownership
- Fee
- Priority Committed
- Sale
- Not Committed

Rosa Unit Tract No: XX

Map Document: \\wms\apps\01\gta\Project\San_Juan\Rose_Unit\Participating_Areas\rosa-unit_0k_1k_1x21.mxd
5/22/2008 - 6:24:20 AM

Scale: 1:72,000

Date: 4/9/2008

Author: TJ

San Juan and Rio Arriba Counties, New Mexico

Rosa Unit
Dakota Formation

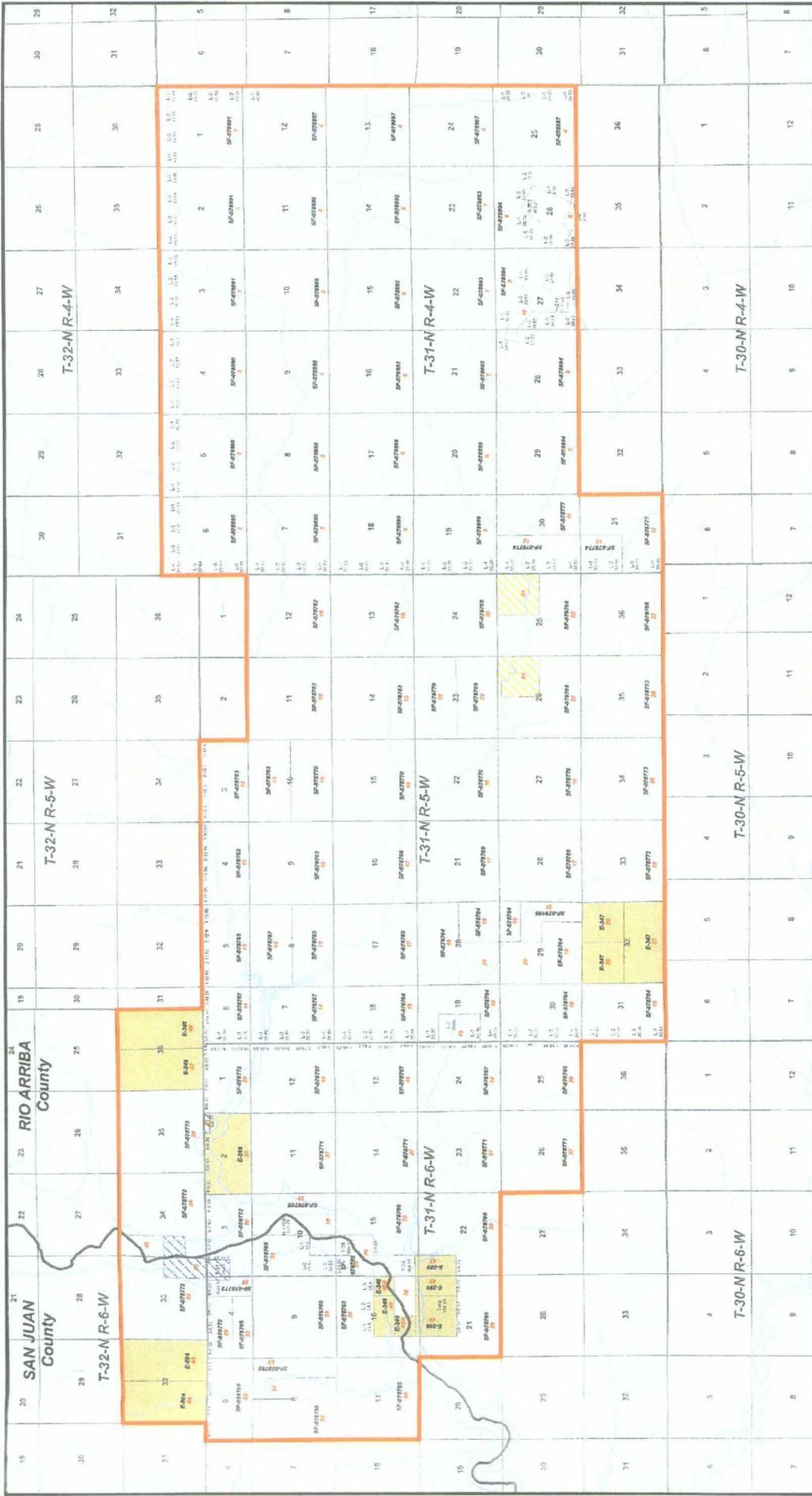
Scale: 1:72,000

Date: 4/9/2008

Author: TJ

San Juan and Rio Arriba Counties, New Mexico

Rosa Unit
Dakota Formation




 Exploration & Production


 Rosa Unit

San Juan and Rio Arriba Counties, New Mexico

Scale: 1:72,000
 Projection: NAD 83 State Plane NM West
 Date: 3/5/2008
 Author: TJ



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

Rosa Unit Tract No. XX

Mineral Ownership
 Federal
 J Fee
 Privately Controlled
 State
 Not Committed

Map Document: G:\Project\San_Juan\Rosa_Unit\ros-unit.mxd
 3/5/2008 - 1:10:48 PM



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

May 18, 2009

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 #25C Mancos/Dakota formation well to be drilled to a bottom hole location at 990 feet from the South line and 330 feet from the West line of Section 15, Township 31 North, 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 proposed Rosa Unit #25C Mancos/Dakota formation well to be drilled to a bottom hole location at 990 feet from the South line and 330 feet from the West line of Section 15, Township 31 North, Range 6 West, N.M.P.M., Rio Arriba County, New Mexico. The W/2 of Sec. 25, T31N, R6W, a standard 320.00 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".

M. Vern Hansen, CPL
Senior Staff Landman

**Rosa Unit #25C Mancos and Dakota Formation Well
Affected Interest Owners
N/2 of Sec. 16, T31N, R6W (Mancos and Dakota Drill Block Owners)
S/2 of Sec. 16, T31N, R6W (Mancos Drill Block Owners, Dakota Participating Area
Owners)**

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

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

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

MR. FRED E. TURNER, LLC
4925 GREENVILLE AVENUE, #852
DALLAS, TX 75206-4079

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

MR. JOHN L. TURNER
P.O. BOX 329
PORT ARANSAS, TX 78373

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