

New Mexico Energy, Minerals and Natural Resources Department

Bill Richardson

Governor

Joanna Prukop
Cabinet Secretary

Mark Fesmire
Division Director
Oil Conservation Division



July 13, 2009

Williams Production Company, LLC
Attn: Ms. Heather Riley
P.O. Box 640
Aztec, NM 87410

Administrative Order NSL-6059

**Re: Rosa Unit Well No. 152D
API No. 30-39-30778
550 feet FSL and 450 feet FWL
Unit M, Section 36-32N-6W
Rio Arriba County, New Mexico**

Dear Ms Riley:

Reference is made to the following:

(a) your application (**administrative application reference No. pTGW09-19060415**) submitted to the New Mexico Oil Conservation Division (the Division) in Santa Fe, New Mexico on July 9, 2009, and

(b) the Division's records pertinent to this request.

Williams Production Company, LLC [OGRID 120782] (Williams) has requested to drill the above-referenced well at an unorthodox well location, as described above in the caption of this letter. The W/2 of Section 36 will be dedicated to this well in order to form a standard 320-acre spacing unit in the Basin Mancos Gas Pool (97232) and in the Basin Dakota Gas Pool (71599). Spacing in the Basin Mancos Gas Pool is governed by the Special Rules for the Basin-Mancos Gas Pool, as promulgated in Order R-12984, issued on September 3, 2008, which provide for 320-acre units, with wells located at least 660 feet from a unit outer boundary. Spacing in the Basin Dakota Gas Pool is governed by Rules II.A and II.C of the Special Rules and Regulations for the Basin-Dakota Gas Pool, as most recently amended by Order No. R-10987-B(2), which also generally provide for 320-acre units, with wells located at least 660 feet from a unit outer boundary. This location is less than 660 feet from the southern and western unit boundaries.

Your application has been duly filed under the provisions of Division Rules 15.13 and 4.12.A(2).

Oil Conservation Division * 1220 South St. Francis Drive

* Santa Fe, New Mexico 87505

* Phone: (505) 476-3440 * Fax (505) 476-3462* <http://www.emnrd.state.nm.us>



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It is our understanding that you are seeking this location for engineering reasons, in order to optimize drainage of these reservoirs.

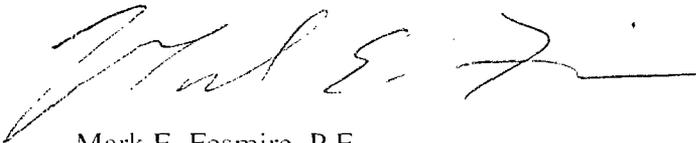
It is also understood that notice of this application to offsetting operators or owners is unnecessary due to common ownership.

Pursuant to the authority conferred by Division Rule 15.13.B, the above-described unorthodox location is hereby approved.

This approval is subject to your being in compliance with all other applicable Division rules, including, but not limited to Division Rule 5.9.

Jurisdiction of this case is retained for the entry of such further orders as the Division may deem necessary.

Sincerely,

A handwritten signature in black ink, appearing to read "Mark E. Fesmire". The signature is fluid and cursive, with a long horizontal stroke at the end.

Mark E. Fesmire, P.E.
Director

MEF/db

cc: New Mexico Oil Conservation Division - Aztec
New Mexico State Land Office - Santa Fe