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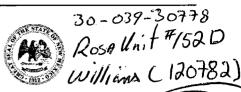
PTGW APP NO. 17919060 415

ABOVE THIS LINE FOR DIVISION USE ONLY

NEW MEXICO OIL CONSERVATION DIVISION

- Engineering Bureau -

1220 South St. Francis Drive, Santa Fe, NM 87505



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] R-13123 -[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] Location - Spacing Unit - Simultaneous Dedication NSL NSP SD Check One Only for [B] or [C] Commingling - Storage - Measurement ☐ DHC ☐ CTB ☐ PLC ☐ PC ☐ OLS ☐ OLM [C] Injection - Disposal - Pressure Increase - Enhanced Oil Recovery T WFX T PMX SWD IPI EOR PPR [D]Other: Specify [2] **NOTIFICATION REQUIRED TO: -** Check Those Which Apply, or Does Not Apply Working, Royalty or Overriding Royalty Interest Owners [A][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, Waivers are Attached [F] SUBMIT ACCURATE AND COMPLETE INFORMATION REQUIRED TO PROCESS THE TYPE [3] 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. Print or Type Name Signature Title Date

e-mail Address



RECEIVED OCD

7009 JUL - 9 A II: 03

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

July7, 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 #152D API # 30-039-30778

BHL: 550' FSL & 450' FWL, Sec. 36, T32N, 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 #152D. This is a vertical well with a bottom hole location of 550' FSL & 450' FWL, Sec. 36, T32N, R6W. This well will be a triple completion in the Mesaverde, Basin Mancos and Basin Dakota formations and is part of the Pilot Project pursuant to Order No. R-13123 which allows for one additional Mesaverde infill well on each standard 320-acre gas proration unit.

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 encroaching to the west (Section 35) by 210 feet and to the south (Section 1 of T32N, R6W) by 110 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.

The bottom hole location was chosen by considering drainage patterns from the existing Mesaverde wells in that spacing unit, i.e. the Rosa Unit #152, #152A, #152B, and #152C. Further, drainage patterns from the other offset Mesaverde wells were also considered. They are the Rosa Unit #034A and #034B in the SE of 36, the Rosa Unit #091A and #091B in the SE of 35 in T32N, R6W, and the Rosa Unit #164, #164A, #164B and #164C in Section 1 of T31N, R6W. See attached 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.

Enclosed for your reference are copies of the Participating Area maps for the Mesaverde and Dakota Formations. All of Sections 35 and 35 of T32N, R6W and Section 1 in T31N, R6W are in the PA in the Mesaverde Formation therefore no setback requirements apply. None of these sections are in a PA in the Dakota formation therefore setback requirements do apply. There is no PA in the Mancos so setback requirements apply in that formation as well.

The offset unit's working interest to the south and to the west are common in both the Mancos and Dakota formations. The mineral interest owners are uncommon but there are no unleased mineral owners therefore notification is not required.

The spacing unit for all three formations is the west half. The other Mesaverde wells in the spacing unit are the Rosa Unit #152, #152A, #152B, and #152C. 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

Title: Drilling COM

Email Address: larry.higgins@williams.com

Page 1 of 2

District III 1000 Rio Brazos Rd., Phone: (505) 334-6178 Fax: (505) 334-6170 C:mlaneITL C: Vorgla State of New Mexico

Form C-101 Permit 97492

Energy, Minerals and Natural Resources

Oil Conservation Division 1220 S. St Francis Dr. Santa Ea NM 97505

JUN 1 7 2009

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Approved Date: 6/17/2009

Expiration Date: 6/17/2011

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 Instructions on back

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

District III

OIL CONSERVATION DIVISION 1220 South St. Francis Dr. Santa Fe. NM 87505 Submit to Appropriate District Office State Lease - 4 Copies Fee Lease - 3 Copies

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

AMENDED REPORT

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

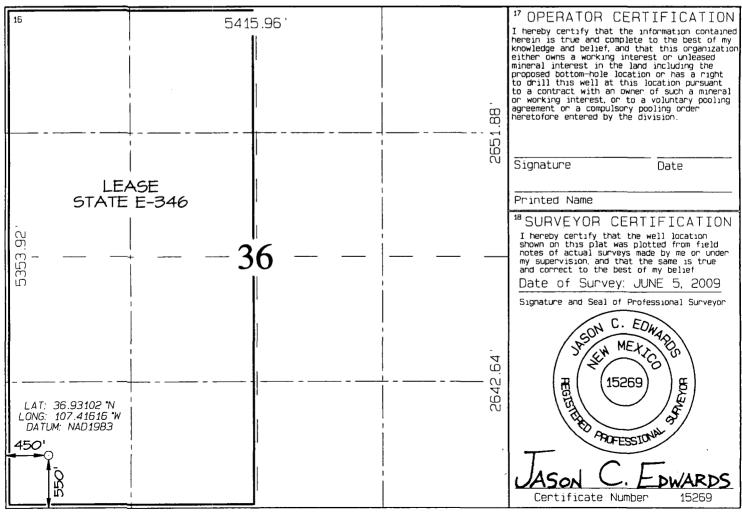
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WELL LOCATION AND ACREAGE DEDICATION PLAT

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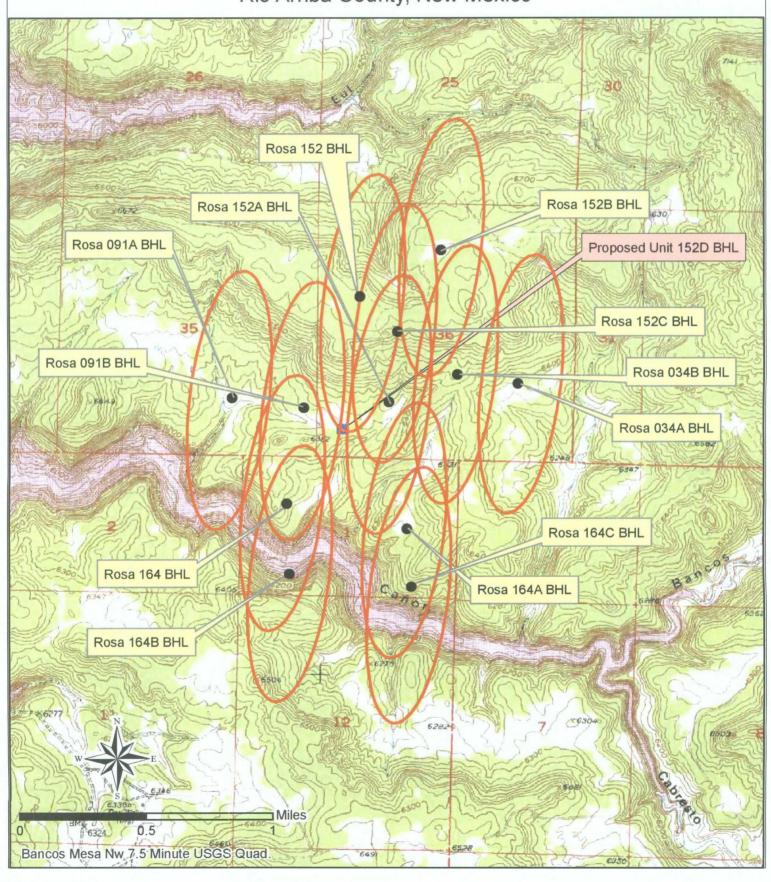
11 Bottom Hole Location Different From Surface UL or lot no. Township Lot Idn Feet from the North/South line Feet from the East/West line County 12 Dedicated Acres ¹³ Joint or Infill ¹⁴ Consolidation Code ⁵ Order No. 320.0 Acres - (W/2)

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



2634.06

NSL Application Drainage Map Williams Production Company, LLC Proposed Rosa Unit No. 152D T32N, R06W, Section 36 NMPM Rio Arriba County, New Mexico



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