

STATE OF NEW MEXICO
ENERGY, MINERALS AND NATURAL RESOURCES DEPARTMENT
OIL CONSERVATION DIVISION

ORIGINAL

IN THE MATTER OF THE HEARING CALLED
BY THE OIL CONSERVATION DIVISION FOR
THE PURPOSE OF CONSIDERING:

Case No: 14663
PUBLIC VOLUME

APPLICATION OF WILLIAMS PRODUCTION COMPANY LLC FOR AN
EXCEPTION TO THE SPECIAL RULES AND REGULATIONS FOR THE BASIN
MANCOS GAS POOL FOR INCREASED WELL DENSITY IN THE ROSA UNIT,
SAN JUAN AND RIO ARRIBA COUNTIES, NEW MEXICO.

REPORTER'S TRANSCRIPT OF PROCEEDINGS
PUBLIC VOLUME OF EXAMINER HEARING

BEFORE: WILLIAM V. JONES, Technical Examiner
DAVID K. BROOKS, Legal Examiner

July 7, 2011

Santa Fe, New Mexico

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This matter came on for hearing before the New
Mexico Oil Conservation Division, WILLIAM V. JONES, Technical
Examiner, and DAVID K. BROOKS, Legal Examiner, on July 7,
2011, at the New Mexico Energy, Minerals and Natural
Resources Department, 1220 South St. Francis, Drive, Room
102, Santa Fe, New Mexico.

REPORTED BY: Irene Delgado, NM CCR 253
Paul Baca Professional Court Reporters
500 Fourth Street, NW, Suite 105
Albuquerque, New Mexico 87102

1 (Note: The public volume of the above-captioned proceeding
2 commenced as follows:)

3 EXAMINER BROOKS: Very good. At this time we will
4 call Case Number 14663, application of Williams Production
5 Company LLC for an exception to the special rules and
6 regulations for the Basin Mancos Pool for increased well
7 density in the Rosa Unit, San Juan and Rio Arriba Counties,
8 New Mexico. Call for appearances.

9 MS. MUNDS-DRY: Good morning, Mr. Examiners. Ocean
10 Munds-Dry with the law firm of Holland and Hart, LLP,
11 representing Williams Production Company LLC. I have one
12 witness, and then I have a procedural matter to address.

13 EXAMINER BROOKS: Okay. Mr. Bruce?

14 MR. BRUCE: Mr. Examiner, Jim Bruce of Santa Fe
15 representing San Juan Basin Resources LLC. I have no
16 witnesses.

17 EXAMINER BROOKS: Very good. You may proceed with
18 your procedural issue.

19 MS. MUNDS-DRY: Thank you, Mr. Brooks. As I
20 notified you earlier this week -- and Mr. Bruce wasn't aware.
21 He hadn't entered an appearance when we had that discussion,
22 but I talked to Mr. Bruce -- a great portion of what we plan
23 to present to you in our testimony and evidence today is
24 considered highly proprietary and confidential by Williams so
25 that we would ask -- and, you know, I don't have any

1 particular preference, other than portions of the proceeding
2 today we would ask to be held confidential, both the
3 testimony and exhibits we plan to present.

4 I have talked to Mr. Bruce, and I have provided him
5 a copy of the non-confidential exhibits. Unfortunately they
6 are sort of interspersed with -- our presentation had some
7 not confidential exhibits and some that are. I think it
8 would be cleaner if the entire hearing would -- would be held
9 confidential, and it might be easier that way, but certainly
10 if Mr. Bruce wants to be present for the non-confidential
11 public portions of it, we certainly wouldn't have any
12 objection to that other than he might be having to come in
13 and out of the proceeding.

14 I took the liberty of drafting a confidentiality
15 order, which I can submit to you, but I don't know if Mr.
16 Bruce, if he has some thoughts on how to proceed and how you
17 wanted to do that, Mr. Bruce.

18 EXAMINER BROOKS: Mr. Bruce?

19 MR. BRUCE: And I told Ms. Munds-Dry that I would --
20 you know, if Williams needed to keep certain exhibits
21 confidential, we had no objection to that.

22 EXAMINER BROOKS: Okay. Ordinarily I would think
23 the attorneys who would be parties -- who would be involved
24 in the presentation of the case would be entitled to see any
25 confidential exhibits that would be admitted into evidence,

1 even though they were admitted under seal. It may be, in the
2 case of direct competitors, that we would direct that they
3 not disclose those matters to their clients without prior
4 consultation with the attorneys who are the attorneys for the
5 moving party, but I don't really see how we can exclude the
6 attorneys participating in the case from any evidence that's
7 presented, unless of course they agreed to it.

8 MR. BRUCE: I would like to stay here, but probably
9 my ability to reproduce anything Mr. McQueen is going to
10 testify about in a confidential aspect is probably close to
11 zero.

12 MS. MUNDS-DRY: I don't think we have any objection
13 to allowing Mr. Bruce to see it with the understanding he
14 wouldn't share with their client. I don't know how much it
15 helps him.

16 EXAMINER BROOKS: I would think that would be the
17 appropriate procedure, that he would be entitled to see it,
18 but he would only be entitled, however, to share it with his
19 clients after appropriate consultation.

20 MR. BRUCE: I have no objection.

21 EXAMINER BROOKS: So you may need to modify the
22 order which you have -- you have prepared. However, I
23 suppose we can do that at the conclusion of the case.

24 MR. BRUCE: I will agree to give these exhibits back
25 at the end of the --

1 EXAMINER BROOKS: Very good. And we need -- we will
2 need to ask you to step out because it's confidential in
3 nature.

4 MS. MUNDS-DRY: There was a similar order I prepared
5 in another hearing where we have similar language with
6 sharing with just the attorneys, but I will have to modify
7 that.

8 EXAMINER BROOKS: So we have everybody identified.
9 And, of course, the court reporter necessarily is included in
10 anything that is presented.

11 MS. MUNDS-DRY: I think with that, Mr. Brooks, we
12 may proceed with the understanding that we are holding this
13 proceeding as confidential.

14 EXAMINER BROOKS: Okay. If you would please
15 designate which exhibits are to be filed under seal, and the
16 court reporter will take appropriate -- you are requesting
17 that all of the testimony be --

18 MS. MUNDS-DRY: The testimony as it relates to the
19 confidential exhibits marked as -- and what we can do is, as
20 we go through exhibits, I believe on each exhibit we have
21 noted they are proprietary and confidential, so when we get
22 to that exhibit, I can make a note of that and ask at that
23 time that that portion of the testimony be considered
24 confidential.

25 EXAMINER BROOKS: And please specify to the court

1 reporter that, "Beginning at this point this will be
2 considered confidential" -- not beginning now, but, when you
3 are ready to state that something is confidential, please so
4 state so the court reporter can prepare a public transcript
5 and a separate sealed transcript with the portions of it
6 confidential.

7 MS. MUNDS-DRY: Thank you, Mr. Brooks.

8 EXAMINER BROOKS: You may proceed.

9 KENLEY HAYWOOD McQUEEN, JUNIOR

10 (Previously sworn, testified as follows:)

11 DIRECT EXAMINATION

12 BY MS. MUNDS-DRY:

13 Q. Would you please state your full name for the
14 record?

15 A. Kenley Haywood McQueen, Junior.

16 Q. Mr. McQueen, where do you reside?

17 A. I reside in Tulsa, Oklahoma.

18 Q. By whom are you employed?

19 A. I'm employed by Williams.

20 Q. What do you do for Williams?

21 A. I'm the director of the San Juan Asset Team.

22 Q. And were your credentials -- you testified before
23 the Division, and were your credentials accepted as a matter
24 of record at that time?

25 A. I have, and they were.

1 Q. Are you familiar with the application that has been
2 filed by Williams in this case?

3 A. I am.

4 Q. And have you made an engineering study of the land
5 subject to this application and are you familiar with the
6 status of the land?

7 A. I have, and I am.

8 MS. MUNDS-DRY: We tender Mr. McQueen as an expert
9 in petroleum engineering.

10 MR. BRUCE: No objection.

11 EXAMINER BROOKS: He is so qualified.

12 Q. Mr. McQueen, if you could first for the Examiners
13 briefly summarize what Williams seeks in this application.

14 A. Williams is seeking an exception to the special
15 rules and regulations for the Basin Mancos Gas Pool to
16 increase the well density from four to eight Mancos wells per
17 320 spacing unit in the Rosa Unit.

18 Q. Thank you. And if you could turn to what's been
19 marked as Williams Exhibit Number 1 and identify it for the
20 Examiners.

21 A. The Rosa Unit sits in portions of the San Juan and
22 Rio Arriba County. The Rosa Unit itself is approximately
23 54,200 acres in size and is shown on this exhibit with the
24 red boundary. The Mancos participating area is shown in the
25 brown color on the left or west side of the exhibit.

1 Q. And if you could review for the Examiners what rules
2 govern the development of this pool.

3 A. This pool is spaced on 320 acres with up to four
4 wells per spacing unit, and with the requirement that wells
5 are drilled no closer than 660 feet to the outer boundary of
6 the unit for uncommitted lands, and no closer than ten feet
7 to any interior quarter quarter line or subdivision inner
8 boundary.

9 Q. And is Williams pre-approved to have non-standard
10 locations in the Rosa Unit in all the producing formations in
11 the unit?

12 A. Yes. We are pre-approved through case Number 14335.
13 That was Order Number R-13200-A. Williams, in that case, was
14 granted pre-approval.

15 Q. And is Williams Exhibit Number 2 the notice packet
16 which includes all the information showing that proper notice
17 was given of this application?

18 A. That's correct.

19 MS. MUNDS-DRY: And, Mr. Examiner, when we were
20 reviewing this notice last, it came to our attention
21 yesterday that there were three parties that should have been
22 notified and that were not. So at the conclusion of this
23 hearing we will ask that this matter be continued for four
24 weeks while we give that additional notice.

25 EXAMINER BROOKS: Very good.

1 MS. MUNDS-DRY: Just wanted to apprise you of that.

2 Q. If you could then, Mr. McQueen, before we go there,
3 who did Williams notify of this application, understanding
4 that there were a few parties that were missed?

5 A. We notified all interest owners and all offset
6 operators. Actually the offset operators we did notify would
7 have been Devon, Energen, Conoco-Phillips, and additionally
8 we notified the State Land Office and Bureau of Land
9 Management.

10 Q. Did you meet with BLM and the Forest Service
11 regarding this application?

12 A. We did. We met with the BLM in Farmington on June
13 23. We apprised the Forest Service of our application on a
14 phone conference call on June 28.

15 Q. Did you meet with the OCD Aztec office about this
16 application?

17 A. Yes. We also met with the OCD Aztec office on June
18 23, and I had a follow-up phone call with Ms. Primo on
19 July 1.

20 Q. And has Williams received any objection to this
21 application?

22 A. We have received no objections.

23 Q. Thank you. Let's turn to what's been marked as
24 Williams Number 3, which should be your next slide. If you
25 could identify this for the Examiners.

1 A. Basically this is the stratigraphic column that's
2 present in the San Juan Basin, in particular in the Rosa
3 Unit. And there are a number of productive gas zones within
4 this stratigraphics column. Some of those are productive
5 from coal bed methane gas, some of those are productive from
6 tight gas sands, and some of those are productive from
7 shales.

8 Our interest today is in discussing in particular
9 the Mancos Shale which basically sits below the base of the
10 Mesa Verde and extends to the top of the Dakota and also
11 includes the Greenhorn Formation. In Rosa it's approximately
12 1800 feet thick.

13 MS. MUNDS-DRY: And, for the record, Williams
14 Exhibit Number A and the following testimony should be
15 considered confidential.

16
17 (Williams Exhibit A, direct examination and
18 associated testimony are considered confidential
19 and under separate cover and seal.)

20
21 MS. MUNDS-DRY: For the record, the testimony
22 related to the next exhibit, Exhibit B, shall be
23 confidential.

24
25 (Williams Exhibit B, direct examination and

1 associated testimony are considered confidential
2 and under separate cover and seal.)

3

4 Q. (By Ms. Munds-Dry) Thank you, Mr. McQueen. Let's
5 turn to Williams Exhibit Number 4. If you could explain to
6 the Examiners what this shows.

7 A. I did want to show the Examiners where we had done
8 our science work. Basically in 2008 we drilled these four
9 vertical wells in West Rosa. In 2010, the green circles in
10 East Rosa in 31-4 were drilled. We are currently completing
11 those wells today, and, as I mentioned earlier, plan to have
12 all of the completions in the Mancos here concluded before
13 the forest closure on November 1.

14 And in addition to these four science wells we
15 drilled in 2010, we also drilled our first two horizontal
16 wells from these locations here in West Rosa. And the bulk
17 of subsequent testimony here today will be related to what we
18 have learned from those two horizontal wells and how we
19 believe we should discuss increased density on a go-forth
20 basis.

21 Q. And what is Williams Exhibit Number 5?

22 A. I just wanted to demonstrate that, in addition to
23 the science wells, there has been numerous Mancos
24 penetrations over the years here in Rosa. In fact, all of
25 those wells that have been penetrated in the Mancos are shown

1 here in the magenta circles. Basically any well that is
2 drilled to the Dakota will see the Mancos interval. The
3 reason that we've done a lot of science work is most of these
4 wells that were drilled to Dakota were air drilled, and so we
5 didn't have the mud in the hole to run the proper logs that
6 we needed to gather the data necessary to properly analyze
7 the interval.

8 MS. MUNDS-DRY: I am going to request that the
9 testimony related to the next exhibit, Exhibit C, be
10 considered confidential.

11

12 (Williams Exhibit C, direct examination and
13 associated testimony are considered confidential
14 and under separate cover and seal.)

15

16 MS. MUNDS-DRY: And Williams requests that Exhibit D
17 and related testimony also be considered confidential.

18

19 (Williams Exhibit D, direct examination and
20 associated testimony are considered confidential
21 and under separate cover and seal.)

22

23 MS. MUNDS-DRY: And Exhibit E should also be
24 considered confidential, as well as the testimony.

25

1 (Williams Exhibit E, direct examination and
2 associated testimony are considered confidential
3 and under separate cover and seal.)
4

5 Q. (By Ms. Munds-Dry) And what is Williams Exhibit
6 Number 6?

7 A. There is a SPE paper that's available, it's 119890,
8 and it was published a few years ago, but it's an excellent
9 paper on understanding microseismic interpretation in shale
10 reservoirs, which is different than interpretation in
11 conventional reservoirs.

12 And what this paper does is develop a concept of SRV
13 or stimulated reservoir volume, and of course a component of
14 volume is area, and the paper presents how -- or presents an
15 approach which we have utilized in determining SRA, or
16 stimulated reservoir area, and this is what we are using to
17 base our conclusion for increased density on.

18 But I would -- I pulled some excerpts from the paper
19 very briefly just so that everyone would understand what
20 microseismic is. And microseismic events are mainly created
21 as a result of sheer slippages around the hydraulic
22 fractures. And the mechanism included sheer slippages
23 induced by altered stresses near the tip of the fractures, as
24 well as sheer slippages related to leak off induced pore
25 pressure changes. So there is two types of sheer slippages

1 that we can see the results of when we measure microseismic.

2 So basically what this microseismic does for us is
3 it records amplitude events that are observed in the
4 subsurface during the stimulation of the well. And
5 microseisms or microseismic events can be thought of as mini
6 earthquakes that are taking place as the stimulation is
7 conducted.

8 Q. Before we turn to our next exhibit, Mr. McQueen, I
9 know Mr. Jones and Mr. Brooks are smarter than me, but if you
10 could explain why microseismic -- and I know you began to go
11 there -- is the best tool to determine density in this
12 formation.

13 EXAMINER BROOKS: You should have pointed that to
14 Mr. Jones. We share the same perspective on things, but
15 these technical matters would be more understandable to our
16 Technical Examiner.

17 A. Well, there is a number of analyses that are
18 available to reservoir engineers to determine reservoir
19 drainage. Those approaches are actually more complicated in
20 shales than what they are in conventional reservoirs, and
21 most of those require determination after some time of
22 production.

23 The advantage of the microseismic is we can see what
24 is being stimulated downhole at the time we do the
25 stimulation, and from that we can actually calculate

1 stimulated reservoir volume at the time the well is
2 stimulated rather than having to wait some months, or,
3 probably in the case of shales where we are dealing with
4 nanodarcy permeability, years to see pressure transients move
5 across the reservoir.

6 It's really a mechanism to give us a very early look
7 into what's going on at the reservoirs so that we can plan
8 appropriately at that point rather than having to wait to
9 sometime in the future for conducting other types of
10 analyses.

11 MS. MUNDS-DRY: Thank you. And for the record, the
12 following exhibit and related testimony should be considered
13 confidential.

14
15 (Williams Exhibit F, direct examination and
16 associated testimony are considered confidential
17 and under separate cover and seal.)

18
19 MS. MUNDS-DRY: For the record, the remaining
20 exhibits and testimony should be considered confidential, so
21 I don't have to interrupt each time.

22 EXAMINER BROOKS: Okay. Before we proceed further,
23 I think the time has come that we need to take our lunch
24 recess so we will stand in recess here until 1:30.

25

1 (Recess taken at 11:37 and the proceeding resumed at
2 1:35 p.m. as follows:)

3

4 EXAMINER BROOKS: Well, then I guess we should go
5 back on the record in Case Number 14663.

6 MS. MUNDS-DRY: Thank you, Mr. Brooks. And for the
7 record, the rest of the portion of this testimony and these
8 exhibits will be confidential.

9

10 (Williams Exhibits G through O, direct examination
11 and associated testimony are considered
12 confidential and under separate cover and seal.)

13

14 MS. MUNDS-DRY: At this time, Mr. Examiner, we ask
15 the admission of Exhibits 1 through 6 and A through O in
16 evidence.

17 EXAMINER BROOKS: Exhibits 1 through 6 will be
18 admitted into evidence. Exhibits A through O will be
19 admitted -- I'm sorry, did you have any objection?

20 MR. BRUCE: No objection.

21 EXAMINER BROOKS: Okay. Starting over again,
22 Exhibits 1 through 6 will be admitted. Exhibits A through O
23 will be admitted under seal.

24 (Exhibits 1 through 6 admitted.)

25 (Exhibits A through O admitted under seal.)

1 MS. MUNDS-DRY: Thank you, and I have nothing
2 further for Mr. McQueen. I pass the witness.

3 EXAMINER BROOKS: Mr. Bruce?

4 CROSS-EXAMINATION

5 BY MR. BRUCE:

6 Q. Mr. McQueen, I haven't been involved in this
7 reservoir before. It is a gas reservoir?

8 A. Yes. Dry gas.

9 Q. Dry gas. That was my next question.

10 A. In Rosa. The Mancos is productive with liquids. As
11 you get towards the edge of the basin and as the Mancos
12 interval becomes shallower, there are liquids that are
13 seemingly produced from the Mancos.

14 Q. But in this area --

15 A. It's dry, yes.

16 Q. And obviously from -- from the prior case, at least
17 at this point, Williams believes that east-west laterals are
18 the best way to develop at this point?

19 A. Yes.

20 Q. In looking at your Exhibit 3 -- and I will try to
21 restrain my curiosity too much on the double-secret exhibits,
22 but -- which is just your stratigraphic section.

23 A. Uh-huh.

24 Q. At this point what you are looking at is the lower
25 Mancos has the better productive capabilities at this

1 point?

2 A. That's what we have seen to date. But based on our
3 cluster analysis, the two other zones calculate to have a lot
4 of gas in place and are viable targets. One of those would
5 be the red-green, which is above where we're at. The other
6 would be the cyan, which is below where we are at.

7 Q. But probably your initial wells will -- will
8 initially develop what you had called the black-brown and
9 olive?

10 A. The black-brown and the olive. That's correct.

11 Q. And what I'm getting up to there is, I think I
12 understand what you are saying, but what you are asking for
13 is eight wells. What you are looking for is -- I don't even
14 know if I can describe it adequately -- what you are looking
15 at is several laterals proceeding from each well?

16 A. Yes.

17 Q. Three to four -- two to three to four, depending on
18 the results you get?

19 A. Yes. And it will actually be double that amount
20 because we plan to go both directions from the common pad.

21 Q. Okay.

22 A. We are actually in the final throes of contract
23 negotiations to build a purpose-built rig for this project.
24 And the rig has -- has a walking capability which means it
25 moves itself on a drilling pad. And so our plan, our reason

1 for incorporating that capability is this rig will be able to
2 walk itself from one wellhead to the next wellhead to the
3 next wellhead without rigging down or without moving pipe
4 from the derrick.

5 So our surface locations, we plan to put these
6 wellheads somewhere between 7 and a half feet and 15 feet
7 apart in a row, and then drill the wells directionally and
8 then into the horizontal lateral from that point. Again, all
9 directed at minimizing surface disturbances and surface
10 impacts.

11 EXAMINER BROOKS: I would like to be out there and
12 watch that rig walking from one wellhead to another.

13 Q. This isn't going to look like the Terminator movie,
14 is it, Mr. McQueen?

15 A. They build these rigs in Edmonton, Alberta, and we
16 were up there week before last and watched one walk, and it
17 was really the most incredible sight I had ever seen because
18 this rig, this 20 foot substructure and 136 foot mass took
19 its two rails, picked them up, moved them forward, set down
20 the rails, and then the hydraulics picked up the rig and
21 moved the rig down the rails, set down the rig, the rig
22 picked up its rails, moved them down again, set them down,
23 and then the rig moved. And it looked like to me we could be
24 off one hole and started on another hole within an hour.
25 It's quite impressive.

1 Q. I imagine -- two questions on that -- I imagine it
2 doesn't come cheap?

3 A. No.

4 Q. My other question, how is it being transported down
5 here?

6 A. It requires about almost 30 truckloads of
7 movement.

8 Q. And I think I only have one other question, and it
9 relates to what -- the exhibit you have up there, what
10 does -- what's --

11 MS. MUNDS-DRY: I'm sorry, but we ask that this
12 portion of the testimony be considered confidential, and of
13 course you can --

14 MR. BRUCE: Absolutely.

15 MS. MUNDS-DRY: -- ask questions about it.

16

17 (Williams Exhibit O, cross-examination and
18 associated testimony are considered confidential
19 and under separate cover and seal.)

20 (Examiner inquiry was conducted under separate cover
21 and seal following which the record concluded as
22 follows:)

23

24 EXAMINER BROOKS: Attorneys have any more questions
25 for this witness?

1 MS. MUNDS-DRY: I do not.

2 MR. BRUCE: Let the record reflect that I'm
3 returning Williams Exhibits A through O to Ms. Munds-Dry.

4 EXAMINER BROOKS: Let us return the extra copies
5 that the Examiners have, also.

6 MS. MUNDS-DRY: I can come by and collect those.

7 EXAMINER BROOKS: These are the public exhibits,
8 and, yeah, I think these are the complete sets from the
9 Examiners. So we will retain only the ones that the court
10 reporter has which will be kept separate under seal. Did you
11 have anything else, Ms. Munds-Dry?

12 MS. MUNDS-DRY: No. I would just add, as I
13 mentioned at the beginning, we would ask that this matter be
14 continued for four weeks for notice purposes. We have a few
15 other parties.

16 EXAMINER BROOKS: I appreciate you reminding me
17 because I probably would have forgotten. Mr. Bruce?

18 MR. BRUCE: Nothing.

19 EXAMINER BROOKS: Does your client oppose the
20 granting of this application?

21 MR. BRUCE: Absolutely not.

22 EXAMINER BROOKS: Okay, very good. Case Number
23 14663 will be continued to August 18 -- I'm sorry --
24 August 4.

25 MS. MUNDS-DRY: August 4.

1 EXAMINER BROOKS: August 4. And before Ms.
 2 Munds-Dry leaves, since you can be an observer on behalf of
 3 Mr. Feldewert, I have something I need to say to Mr. Bruce.
 4 We will go off the record.

* * * * *

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I do hereby certify that the foregoing is
 a complete record of the proceedings in
 the Examiner hearing of Case No. 14663
 heard by me on July 7, 2011
David K. Brooks Examiner
 Oil Conservation Division

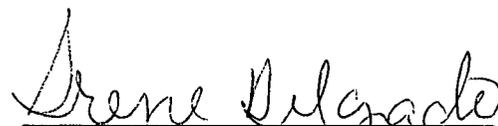
REPORTER'S CERTIFICATE

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I, IRENE DELGADO, New Mexico CCR 253, DO HEREBY CERTIFY THAT ON July 7, 2011, proceedings in the above-captioned case were taken before me and that I did report in stenographic shorthand the proceedings set forth herein, and the foregoing pages are a true and correct transcription to the best of my ability.

I FURTHER CERTIFY that I am neither employed by nor related to nor contracted with any of the parties or attorneys in this case and that I have no interest whatsoever in the final disposition of this case in any court.

WITNESS MY HAND this _____ day of JULY 2011.


Irene Delgado, CCR 253
Expires: 12-31-2011