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March 05, 2008

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

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

Commissioner of Public Lands
 State of New Mexico
 P. O. Box 1148
 Santa Fe, New Mexico 87504-1148

Oil Conservation Commission
 State of New Mexico
 1220 South St. Francis Drive
 Santa Fe, New Mexico 87505-4000

Re: Cox Canyon Unit I, Sec.No.946
 San Juan County, New Mexico
 2008 Plan of Development

RECEIVED
 2008 MAR 10 PM 2 23

Gentlemen:

By letter dated March 7, 2007 Williams Production Company, as Cox Canyon Unit Operator, filed the 2007 Plan of Development for the referenced Unit. Following is a summary of operations proposed under the 2007 Plan of Development:

<u>Well Name</u>	<u>Formation</u>	<u>Operation Status</u>
Cox Canyon Unit #3C	Mesaverde	Carry over to 2008 POD
(Mesaverde/Dakota Dual)	Dakota	Carry over to 2008 POD
Cox Canyon Unit #4C	Mesaverde	Carry over to 2008 POD
(Mesaverde/Dakota Dual)	Dakota	Carry over to 2008 POD
Cox Canyon Unit #5C	Mesaverde	Drilled waiting on completion
Cox Canyon Unit #7B	Mesaverde	Carry over to 2008 POD
(Mesaverde/Dakota Dual)	Dakota	Carry over to 2008 POD
Cox Canyon Unit #7C	Mesaverde	Carry over to 2008 POD
(Mesaverde/Dakota Dual)	Dakota	Carry over to 2008 POD
Cox Canyon Unit Com #9B	Mesaverde	Drilled and completed
(Mesaverde/Dakota Dual)	Dakota	Drilled and completed
Cox Canyon Unit Com #9C	Mesaverde	Drilled waiting on completion
(Mesaverde/Dakota Dual)	Dakota	Drilled waiting on completion

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The Participating Areas, which have been established in the Cox Canyon Unit, are as follows:

<u>Formation</u>	<u>Revision</u>	<u>Effective</u>
Pictured Cliffs	Fifth	October 2, 1977
Mesaverde	Initial	July 23, 1953

Attached are maps of each of the producing formations within the Cox Canyon Unit showing the boundaries of the Participating Areas as applicable. There were no wells commingled, recompleted or abandoned within the Cox Canyon Unit during 2007.

Pursuant to Section 10 the Cox Canyon Unit Agreement, Williams Production Company, as Unit Operator, proposes a Plan of Development providing for the completion of the following wells during 2008:

<u>Well Name</u>	<u>Drilling Block</u>	<u>Formation</u>
Cox Canyon Unit #3C	All Sec.09, T32N, R11W	Mesaverde
(Mesaverde/Dakota Dual)	All Sec.09, T32N, R11W	Dakota
Cox Canyon Unit #4C	E/2 Sec.21, T32N, R11W	Mesaverde
(Mesaverde/Dakota Dual)	E/2 Sec.21, T32N, R11W	Dakota
Cox Canyon Unit #7B	W/2 E/2 & E/2 W/2 Sec.17, T32N, R11W	Mesaverde
(Mesaverde/Dakota Dual)	W/2 E/2 & E/2 W/2 Sec.17, T32N, R11W	Dakota
Cox Canyon Unit #7C	W/2 E/2 & E/2 W/2 Sec.17, T32N, R11W	Mesaverde
(Mesaverde/Dakota Dual)	W/2 E/2 & E/2 W/2 Sec.17, T32N, R11W	Dakota

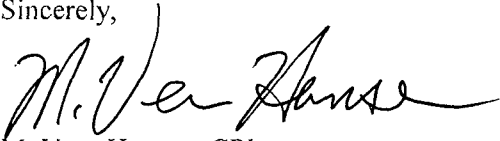
Williams Production Company, as Unit Operator, will drill any offset wells that may be required to prevent drainage of unitized substances and any other wells deemed necessary or which are requested by the Unit Operator or Working Interest Owners.

If this Plan of Development is acceptable, please signify your approval, as required under Section 10 of the Unit Agreement, in the space provided on the enclosed sheet and return an approved copy to Williams Production Company.

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Copies of this Plan of Development are being sent to the Working Interest Owners as shown on the enclosed sheet.

Sincerely,

A handwritten signature in black ink, appearing to read "M. Vern Hansen". The signature is fluid and cursive, with the first name "M. Vern" and last name "Hansen" clearly distinguishable.

M. Vern Hansen, CPL
Senior Staff Landman

Enclosures

cc: Working Interest Owners
Mike Turnbaugh
Kris Russell
Bryan Holmes
Gary Sizemore
Ralph Hawks
Kirk Place
Larry Higgins

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APPROVED: _____
Assistant District Manager, Minerals
Bureau of Land Management
Subject to like approval by the
Commissioner of Public Lands and
The Oil Conservation Commission

DATE: _____

APPROVED: _____
Commissioner of Public Lands
Subject to like approval by the
Area Oil and Gas Supervisor and
The Oil Conservation Commission

DATE: _____

APPROVED: Ed Martin
Oil Conservation Commission
Subject to like approval by the
Area Oil and Gas Supervisor and
The Commissioner of Public Lands

DATE: 4/9/08

The foregoing approvals are for the 2008 Plan of Development for the Cox Canyon Unit I,
Sec.No.946, San Juan County, New Mexico.

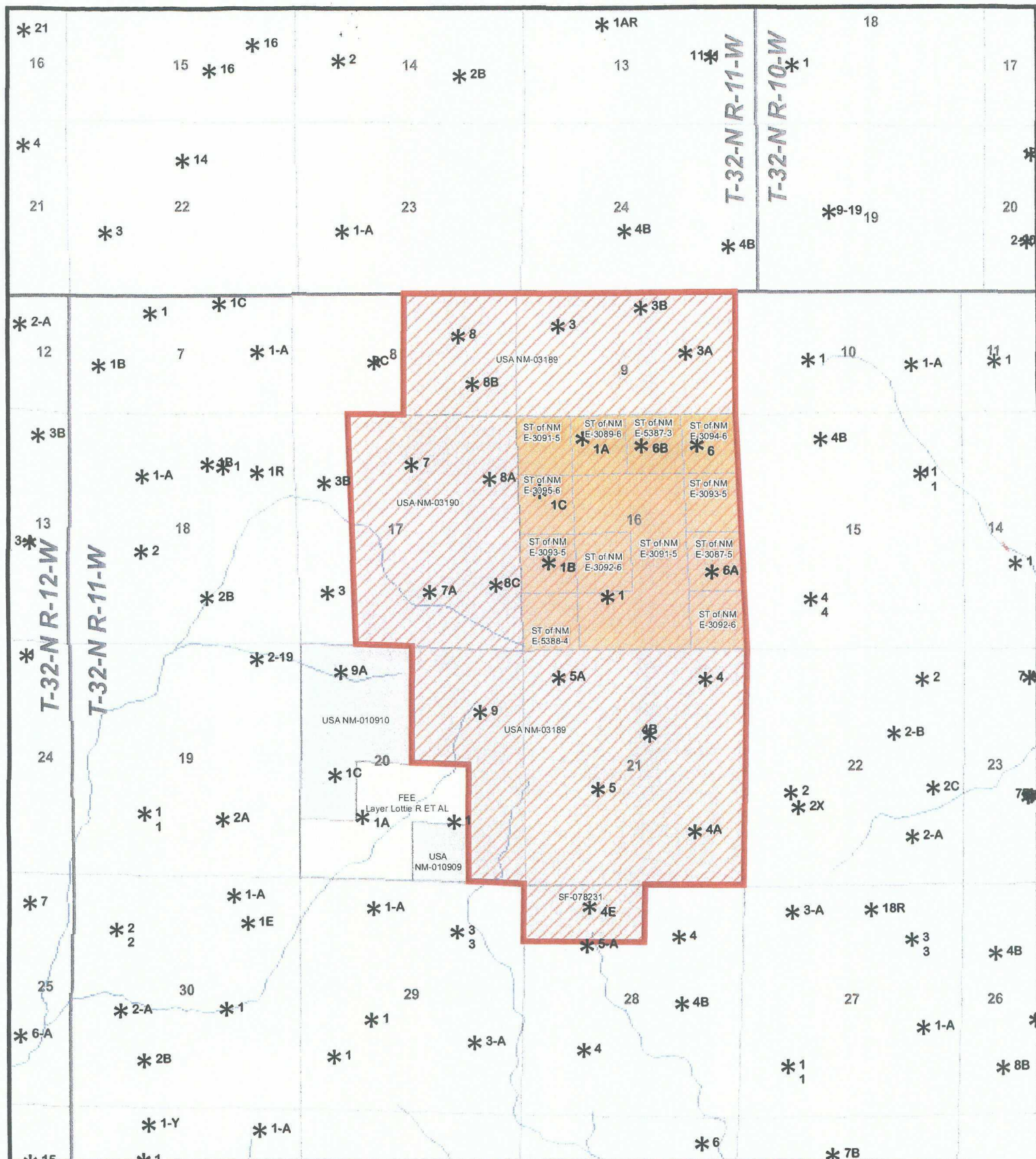
Cox Canyon
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**WORKING INTEREST OWNERS
COX CANYON UNIT**

BP America Production Company
Attn: John Larson
501 Westlake Park Boulevard (77079)
P.O. Box 3092
Houston, TX 77253-3092

Burlington Resources
Attn: Land Department
P. O. Box 4289
Farmington, NM 87499-4289

ConocoPhillips Company
Attn: Land Department
P. O. Box 4289
Farmington, NM 87499-4289



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Mesaverde Wells

Mesaverde Participating Area

Cox Canyon Unit

Mineral Ownership

Federal

Fee

State

2,000 0 2,000 4,000 Feet

Williams

Exploration & Production

Williams

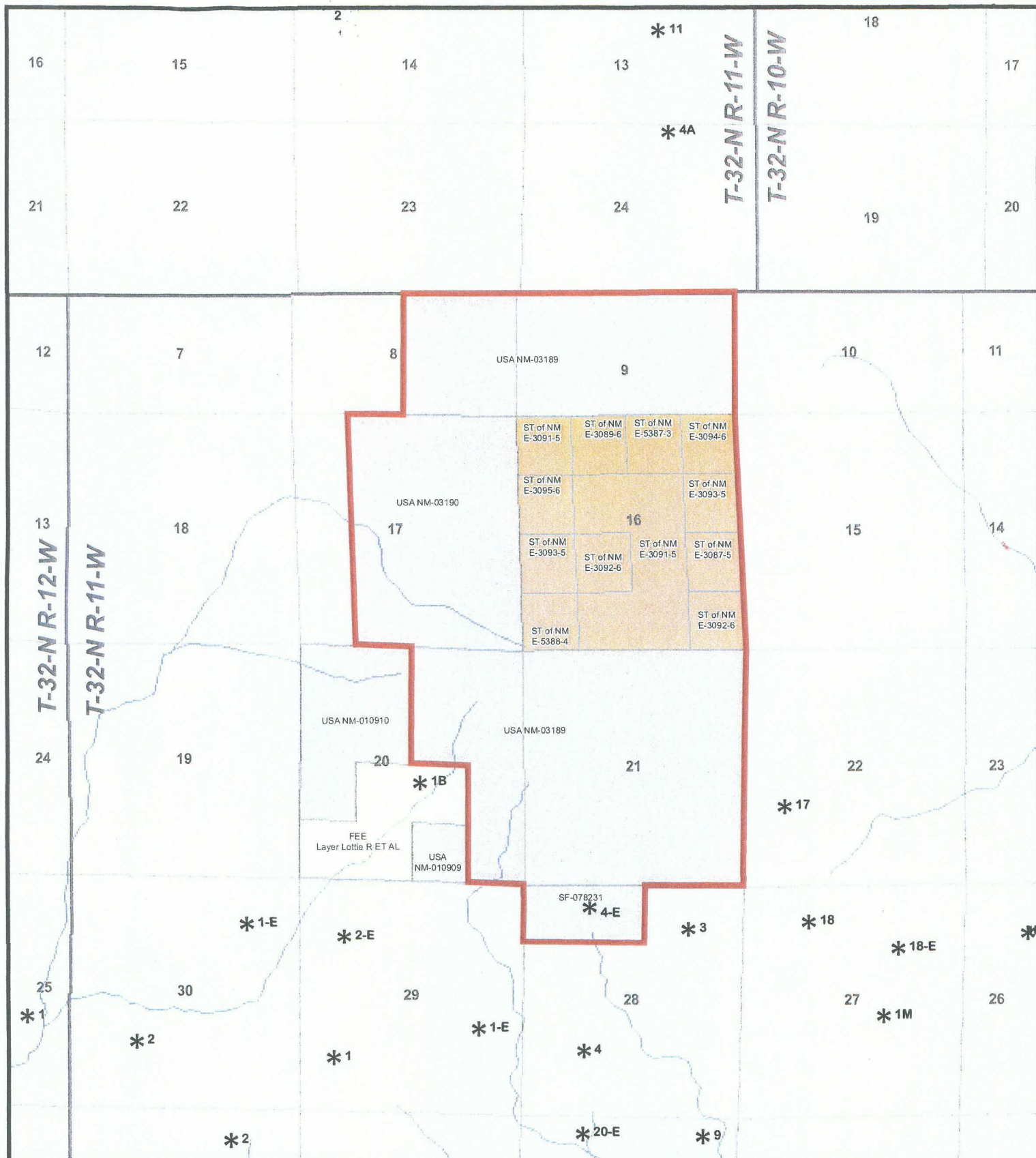
Cox Canyon
Mesaverde Formation
San Juan County, New Mexico

Scale: 1:36,000

Projection: NAD 1983 State Plane NM West

Date: 3/20/2006

Author: SA



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Dakota Wells

 Cox Canyon Unit
Mineral Ownership

Federal

Fee

State

2,000 0 2,000 4,000
Feet



Exploration & Production



Cox Canyon
Dakota Formation
San Juan County, New Mexico

Scale: 1:36,000

Projection: NAD 1983 State Plane NM West

Date: 3/20/2006

Author: SA