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March 25, 2009



WILLIAMS PRODUCTION COMPANY, LLC
One Williams Center
P.O. Box 3102
Tulsa, OK 74101-3102
918/573-2878

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
2009 Plan of Development

Gentlemen:

By letter dated March 5, 2008 Williams Production Company, as Cox Canyon Unit Operator, filed the 2008 Plan of Development for the referenced Unit. Following is a summary of operations proposed under the 2008 Plan of Development:

<u>Well Name</u>	<u>Formation</u>	<u>Operation Status</u>
Cox Canyon Unit #3C (Mesaverde/Dakota Dual)	Mesaverde	Carry over to 2009 POD
Cox Canyon Unit #4C (Mesaverde/Dakota Dual)	Dakota	Carry over to 2009 POD
Cox Canyon Unit #5C	Mesaverde	Carry over to 2009 POD
Cox Canyon Unit #7B (Mesaverde/Dakota Dual)	Dakota	Carry over to 2009 POD
Cox Canyon Unit #7C (Mesaverde/Dakota Dual)	Mesaverde	Drilled and Completed
	Dakota	Carry over to 2009 POD
	Mesaverde	Carry over to 2009 POD
	Dakota	Drilled and Completed
	Dakota	Drilled and Completed

Cox Canyon
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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 1, 1977
Mesaverde	Initial	July 20, 1953
Fruitland Coal	First	November 1, 1990

Attached are maps of each of the producing formations within the Cox Canyon Unit showing the boundaries of the Participating Areas as applicable. The Cox Canyon Unit #7C Mesaverde/Dakota and the Cox Canyon #5B Mesaverde/ Dakota well were commingled in 2008.

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 2009:

<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

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 "Brennan West", with a horizontal line extending to the right.

Brennan West
Landman

Enclosures

cc: Working Interest Owners
Ken McQueen
Bobby Goodwin
Kris Russell
Bryan Holmes
Gary Sizemore
Ralph Hawks
Kirk Place
Larry Higgins

Cox Canyon
2009 Plan of Development
March 25, 2009

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

DATE: _____

The foregoing approvals are for the 2009 Plan of Development for the Cox Canyon Unit I, Sec. No. 946, San Juan County, New Mexico.

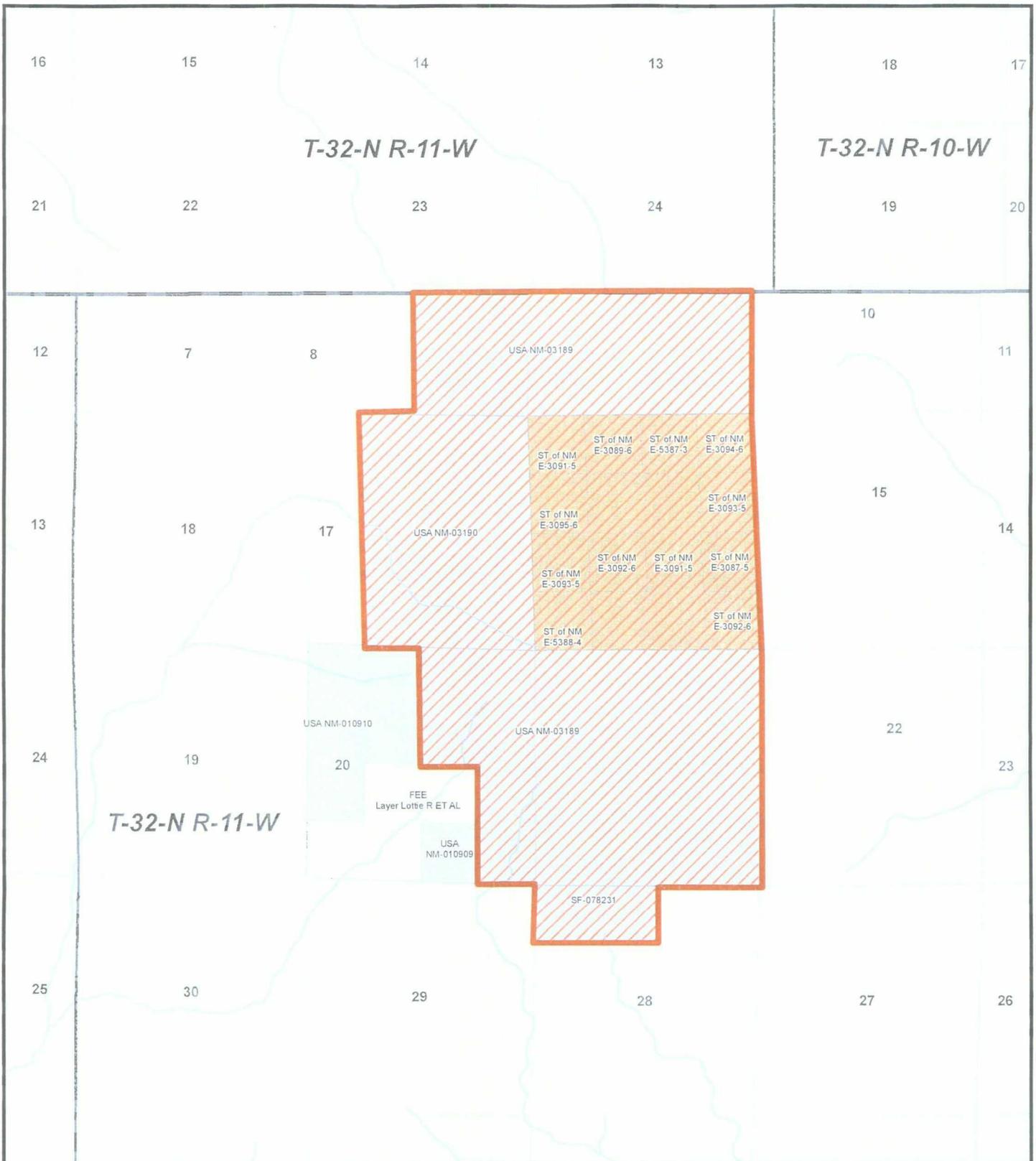
Cox Canyon
2009 Plan of Development
March 25, 2009

**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



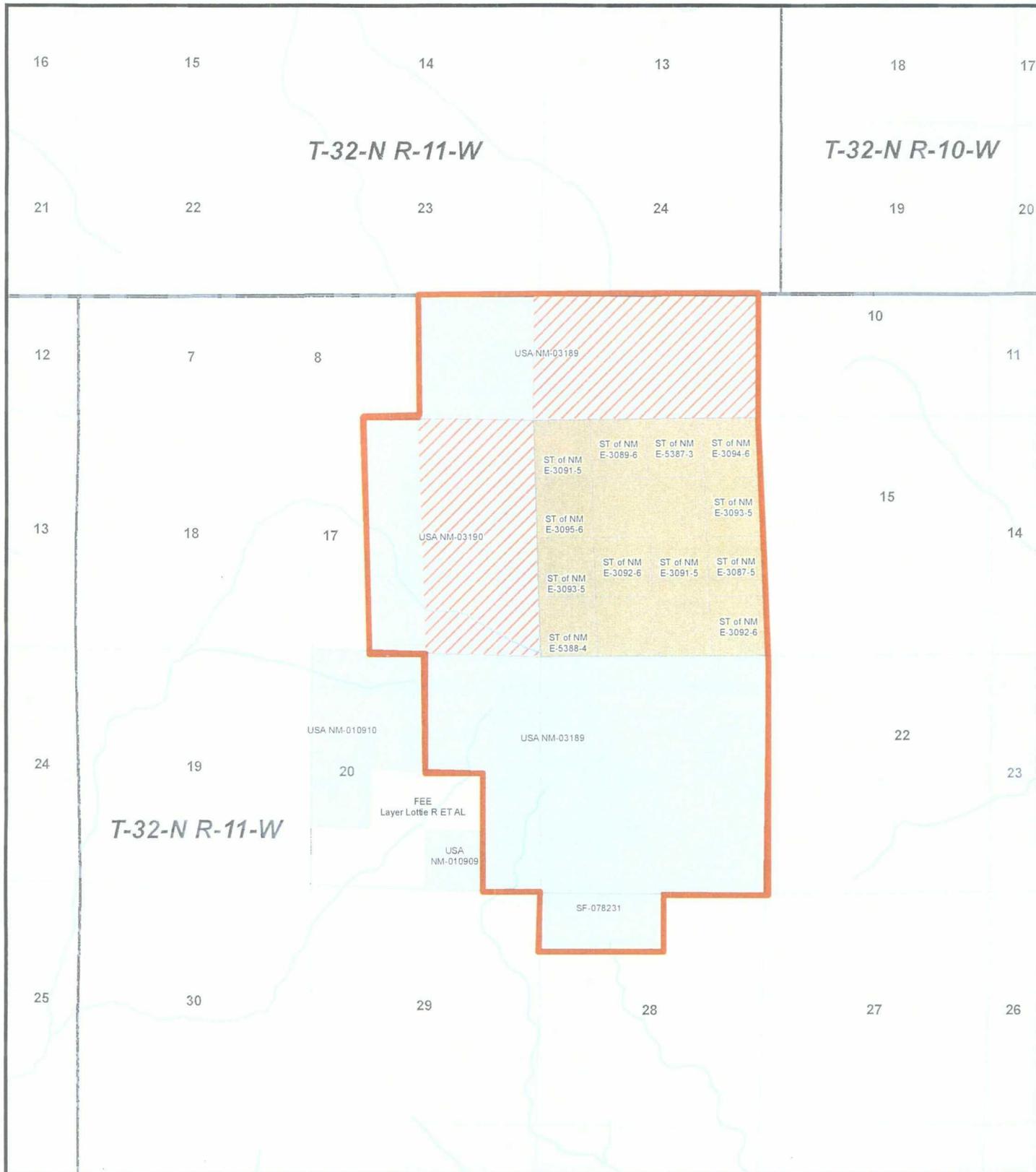
Pictured Cliffs Participating Area
 Cox Canyon Unit
Mineral Ownership
 Federal
 Fee
 State

2,000 0 2,000 4,000
 Feet

Williams Exploration & Production **Williams**

Cox Canyon
Pictured Cliffs Formation
San Juan County, New Mexico

Scale: 1:36,000	Projection: NAD 1983 State Plane NM West
Date: 03/06/2009	Author: DH



- Fruitland Participating Area- Initial and 1st Expansion
- Cox Canyon Unit
- Mineral Ownership**
- Federal
- Fee
- State



Williams Exploration & Production **Williams**

**Cox Canyon
Fruitland Formation
San Juan County, New Mexico**

Scale: 1:36,000	Projection: NAD 1983 State Plane NM West
Date: 03/06/2009	Author: DH