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May 19, 2010



EXPLORATION & PRODUCTION

One Williams Center
 P.O. Box 3102
 Tulsa, OK 74101-3102
 918/573-2000

Assistant District Manager, Minerals (3 copies)
 Bureau of Land Management
 Farmington Resources Area
 Attn: Mr. Wayne Townsend
 1235 La Plata Highway
 Farmington, NM 87401

State of New Mexico (2 copies)
 Commissioner of Public Lands
 Attn: Mr. Patrick H. Lyons
 P.O. Box 1148
 Santa Fe, NM 87504-1148

State of New Mexico (2 copies)
 Oil Conservation Division
 Attn: Roy Johnson
 1220 S. St. Francis
 Santa Fe, NM 87505

Re: Rosa Unit I - Sec. 587
 San Juan and Rio Arriba Counties, New Mexico
Amended Dakota Participating Area

Amended Twenty-Fourth Expansion: Effective 9/1/04

Ladies & Gentlemen:

Pursuant to the provisions of Section 10 of the Rosa Unit Agreement I – Section Number 587, approved January 24, 1948, Williams Production Company, LLC, as Unit Operator, hereby respectfully requests approval of the amended referenced participating area for the Dakota Formation. Pursuant to the BLM letter, attached is the well that has been deemed commercial.

Amended Twenty-Fourth Expansion – Effective 9/1/04

Total P/A Acres = 280.00

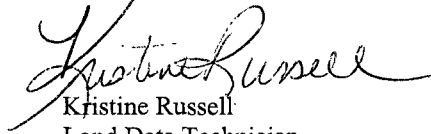
<u>Wells/No./Dedication</u>	<u>Tract #</u>	<u>Tract Description</u>	<u>Tract Acres</u>	<u>Lease No</u>
Rosa Unit #147B	28	T31N R5W, Sec. 33: NE/4, E/2NW/4, SW/4SW/4	280.00	SF078773

Attached hereto is the amended schedule for the Twenty Fourth expansion for the Dakota Participating Area. The schedule describes the Participating Area, show the percentages of ownership in the tracts, and show the percentages of unitized substances allocated to each unitized tract. Also included is a map reflecting the boundaries of the unit and the proposed Dakota Area within the Rosa Unit. A total of 280 acres will be added for a total of 8562.66 acres in the Dakota PA. Williams will leave out 40 acres in Sec. 33 T31N R5W NW/4NW/4 for the Rosa #52 DK which is non-commercial and will remain on a lease basis.

If this amended proposed Participating Area as set forth herein meets with your approval, please indicate such approval in the space provided on the attached sheet and return an approved copy for our files.

Copies of this application are being sent to the Working Interest Owners shown on the attached sheet. If you have any questions or need any additional information, please contact the undersigned at (918) 573-6181.

Sincerely,

A handwritten signature in cursive script, appearing to read "Kristine Russell".

Kristine Russell
Land Data Technician
Williams Production Company, LLC
P.O. Box 3102
Tulsa, OK 74101
918/573-6181

Cc: Working Interest Owners
Federal Management Team
Rosa Dakota PA file

Bureau of Land Management
Commissioner of Public Lands
Oil Conservation Commission

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

APPROVED _____ DATE _____
Commissioner of Public lands
Subject to like approval by the Area Oil & Gas Supervisor
And the Oil Conservation Commission

APPROVED _____ DATE _____
Oil Conservation Commission
Subject to like approval by the Area Oil & Gas Supervisor
And the Commissioners of Public Lands

The foregoing is approval for the amended Twenty Fourth Participating Area in the Dakota formation of the Rosa Unit I - Sec. 587.

SCHEDULE XXV
AMENDED TWENTY-FOURTH PARTICIPATING AREA FOR THE DAKOTA FORMATION
ROSA UNIT AREA

RECAPITULATION

Township 31 North, Range 5W, N.M.P.M.

Sec 8: S/2
Sec 10: N/2
Sec 17: W/2
Sec 18: Lots 3, (35.92), 4 (35.91), SE/4
Sec 19: E/2SE/4, SW/4SE/4, NW/4SE/4, Lots 3 (36.16), 4 (36.27),
Sec 20: S/2
Sec 29: ALL
Sec 32: ALL
Sec 33: NE/4, E/2NW/4, SW/4SW/4

Township 31 North, Range 6W, N.M.P.M.

Sec 2: Lots 6 (9.25), 7 (9.13), 8 (8.53), S/2
Sec 8: E/2
Sec 11: E/2
Sec 12: S/2 (271.35)
Sec 13: W/2, W/2SE/4, Lots 3 (15.84), 4 (15.90)
Sec 16: S/2SE/4, W/2SW/4,
 NW/4SE/4, NE/4/SW/4 (63) acres
 NE/4SE/4, SE/4SW/4 (71.5) acres
 Portions of State Lease E-289 lying in SE/4SW/4 and SW/SE/4 (17 acres)
 Portions of State Lease E-289 lying in SE/4SE/4 (8.5 acres)
Sec 17: W/2
Sec 21: S/2, E/2NW/4, W/2NE/4, E/2NE/4, W/2NW/4, LOTS 1, 2, & 3
Sec 22: Lot 1 (8.41), E/2NW/4, SW/4,
 Portions of Tract 40 lying in W/2 NW/4 (71.59)
Sec 23: S/2
Sec 24: Lots 1 (15.93), 2 (15.97), 3 (15.99), 4 (16.03), W/2E/2
Sec 25: NW/4, W/2NE/4, LOTS 1 & 2, LOTS 3 & 4, W/2SE/4, N/2SW/4, SW/4SW/4
Sec 26: NE/4, W/2NW/4, NE/4NW/4

Township 32N, Range 6W, N.M.P.M.

Sec 32: E/2

Total number of Acres in Participating Area:	8,572.01
Total number of Acres Committed to Participating Area:	8,562.66
Total number of Acres not-Committed to Participating Area:	9.35

WORKING INTEREST OWNERS
ROSA UNIT DAKOTA FORMATION

BP America Production Company
ATTN: Donna Jones 19-194C
501 Westlake Park Blvd
Houston, TX 77079

Mr. Fred E. Turner, LLC
One Energy Square, #852
4925 Greenville Avenue
Dallas, TX 75206-4079

Mary Frances Turner, Jr Trust
ATTN: Sherry Anderson TX1-2931
P.O. Box 660197
Fort Worth, TX 76113-2546

Omimex Petroleum, Inc.
ATTN: Clark P. Storms
2001 Beach St., Suite 810
Fort Worth, TX 76103

Ms. Elizabeth T. Calloway
P.O. Box 191767
Dallas, TX 75219-1767

Mr. J. Glenn Turner, Jr. LLC
4809 Cole Ave. #212
Dallas, TX 75205

Mr. John Turner
P.O. Box 329
Port Aransas, TX 78373

May 19, 2010

SCHEDULE XXV

AMENDED TWENTY-FOURTH PARTICIPATING AREA FOR THE DAKOTA FORMATION ROSA UNIT

SERIAL NUMBER	DESCRIPTION	NON-COMMITTED ACRES	NUMBER OF ACRES	TRACT OWNERSHIP	GWI PERCENTAGE	NRI PERCENTAGE	PARTICIPATION FACTOR
SF-078763	T31N R5W Sec 8: S/2 Rosa #80		320.00	<u>Tract 13</u> WORKING INTEREST BP/America ROYALTY ORRI	100.00000000% 100.00000000%	87.50000000% 12.50000000% 0.00000000% 100.00000000%	0.03737156
SF-078763	T31N R5W Sec 10: N/2 Rosa #70		320.00	<u>Tract 13A</u> Williams Production Co ROYALTY ORRI	100.00000000% 100.00000000%	81.25000000% 12.50000000% 6.25000000% 100.00000000%	0.03737156
SF-078767	T31N R6W Sec 12: S/2 (271.35) Sec 13: W/2, W/2SE/4, Lots 3 & 4 Sec 24: Lots 1,2,3,4, W/2E/2 (E2) Rosa #66, Rosa #66M (INF), Rosa #116, Rosa #125E, Rosa #30, Rosa #30B (INF)		927.01	<u>Tract 14</u> WORKING INTEREST BP/America ROYALTY ORRI	100.00000000% 100.00000000%	87.50000000% 12.50000000% 0.00000000% 100.00000000%	0.10826192
SF-078769	T31N R5W Sec 17: W/2 Rosa #68, Rosa #31B (INF)		320.00	<u>Tract 17</u> WORKING INTEREST BP/America ROYALTY ORRI	100.00000000% 100.00000000%	87.50000000% 12.50000000% 0.00000000% 100.00000000%	0.03737156

SCHEDULE XXV
AMENDED TWENTY-FOURTH PARTICIPATING AREA FOR THE DAKOTA FORMATION ROSA UNIT

SERIAL NUMBER	DESCRIPTION	NON-COMMITTED ACRES	NUMBER OF ACRES	TRACT OWNERSHIP	GWI PERCENTAGE	NRI PERCENTAGE	PARTICIPATION FACTOR
				<u>Tract 18</u>			0.10138205
	T31N R5W		868.10	WORKING INTEREST			
SF-078764	Sec 18: LOTS 3,4, SE/4 (S/2)			BP/America	100.000000%	87.500000%	
	Sec 19: E/2SE/4,SW/4SE/4, Lot 4			ROYALTY		12.500000%	
	Sec 29: W/2SE/4,SW/4,N/2NE/4			ORRI		0.000000%	
	Sec 20: SE/4						
	Rosa #119, Rosa #15A, Rosa #159						
	Rosa #64M, Rosa #64				100.000000%	100.000000%	
	Rosa #17B						
				<u>Tract 19</u>			0.00889443
Miguel A.	T31N R5W		76.16	WORKING INTEREST			
Gonzales et ux	Sec 19: NW/4SE/4, Lot 3			BP/America	100.000000%	87.500000%	
	Rosa #159			ROYALTY		12.500000%	
				ORRI		0.000000%	
					100.000000%	100.000000%	
				<u>Tract 20</u>			0.03737156
Manuel C.	T31N R5W		320.00	WORKING INTEREST			
Candelaria et ux	Sec 29: NW/4			BP/America	100.000000%	87.500000%	
	Rosa #64M, Rosa #64			ROYALTY		12.500000%	
	Sec 20: SW/4			ORRI		0.000000%	
	Rosa #17B						
					100.000000%	100.000000%	
				<u>Tract 21</u>			0.01868578
	T31N R5W		160.00	WORKING INTEREST			
SF-079165	Sec 29: S/2NE/4,E/2SE/4			BP/America	100.000000%	87.500000%	
	Rosa #64M, Rosa #64, Rosa #15A			ROYALTY		12.500000%	
				ORRI		0.000000%	
					100.000000%	100.000000%	

SCHEDULE XXV

SERIAL NUMBER	DESCRIPTION	NON-COMMITTED ACRES	NUMBER OF ACRES	TRACT OWNERSHIP	GWI PERCENTAGE	NRI PERCENTAGE	PARTICIPATION FACTOR
							0.01868578
	T31N R5W			Tract 25			
E-347-56	Sec 32: NW/4		160.00	WORKING INTEREST			
	Rosa #24A, Rosa #24B (INF)			BP/America	13.055401%	11.423477%	
	Rosa #24C (INF)			Williams Production Co	56.944599%	49.826523%	
				Fred E. Turner	6.000000%	5.250000%	
				Elizabeth T. Calloway	6.000000%	5.250000%	
				J. Glenn Turner	6.000000%	5.250000%	
				John Lee Turner	6.000000%	5.250000%	
				Mary F. Turner, Jr Trus	6.000000%	5.250000%	
				ROYALTY		12.500000%	
				ORRI			
					100.000000%	100.000000%	
							0.01868578
				Tract 26			
	T31N R5W		160.00	WORKING INTEREST			
E-347-48	Sec 32: NE/4			BP/America	100.000000%	87.500000%	
	Rosa #26A			ROYALTY		12.500000%	
				ORRI		0.000000%	
					100.000000%	100.000000%	
				Tract 27			0.03737156
E-347-55	T31N R5W			WORKING INTEREST			
	Sec 32: SE/4, SW/4		320.00	Williams Production Co	50.000000%	32.812500%	
	Rosa #26A, Rosa #26B (INF)			Fred E. Turner	10.000000%	6.562500%	
	Rosa #24A, Rosa #24B (INF)			Elizabeth T. Calloway	10.000000%	6.562500%	
	Rosa #24C (INF)			J. Glenn Turner	10.000000%	6.562500%	
				John Lee Turner	10.000000%	6.562500%	
				Mary F. Turner, Jr Trus	10.000000%	6.562500%	
				ROYALTY		12.500000%	
				ORRI		21.875000%	
					100.000000%	100.000000%	

SCHEDULE XXV

AMENDED TWENTY-FOURTH PARTICIPATING AREA FOR THE DAKOTA FORMATION ROSA UNIT

SERIAL NUMBER	DESCRIPTION	NON-COMMITTED ACRES	NUMBER OF ACRES	TRACT OWNERSHIP	GWI PERCENTAGE	NRI PERCENTAGE	PARTICIPATION FACTOR
SF-078773	T31N R5W Sec 33: NE/4, E/2NW/4, SW/4SW/4 Rosa #77, Rosa #77A (INF) Rosa #147B		600.00	<u>Tract 28</u> WORKING INTEREST BP/America ROYALTY ORRI	100.00000000% 0.00000000% 100.00000000%	87.50000000% 12.50000000% 0.00000000% 100.00000000%	0.07007168
E-289-53	T31N R6W Sec 2: Lots 6,7,8, & S/ Rosa #148		346.91	<u>Tract 30</u> WORKING INTEREST BP/America ROYALTY ORRI	100.00000000% 100.00000000% 100.00000000%	85.00000000% 12.50000000% 2.50000000% 100.00000000%	0.04051428
VB0435	T31N R6W Sec 2: Lots 5, Rosa #148 This tract is not committed to the unit	9.35		<u>Tract 31</u>			
SF-078765	T31N R6W Sec 8:E/2NE/4, E/2SE/4 Rosa #167B		160.00	<u>Tract 33</u> WORKING INTEREST BP/America ROYALTY ORRI	100.00000000% 100.00000000% 100.00000000%	87.50000000% 12.50000000% 0.00000000% 100.00000000%	0.01868578

SCHEDULE XXV

AMENDED TWENTY-FOURTH PARTICIPATING AREA FOR THE DAKOTA FORMATION ROSA UNIT

SERIAL NUMBER	DESCRIPTION	NON-COMMITTED ACRES	NUMBER OF ACRES	TRACT OWNERSHIP	GWI PERCENTAGE	NRI PERCENTAGE	PARTICIPATION FACTOR
Thomas B Miller et ux							
	T31N R6W		160.00	<u>Tract 34</u>			0.01868578
	SEC 8: W/2NE/4, W/2SE/4			WORKING INTEREST			
	Rosa #167B			BP/America	100.00000000%	87.50000000%	
				ROYALTY		12.50000000%	
				ORRI		0.00000000%	
					100.00000000%	100.00000000%	
SF-078771							
				<u>TRACT 37</u>			0.10744325
	T31N R6W		920.00	WORKING INTEREST			
	Sec 23: S/2			BP/America	100.00000000%	87.50000000%	
	Sec 11: E/2			ROYALTY		12.50000000%	
	Sec 26: NE/4, W/2NW/4, NE/4NW/4			ORRI		0.00000000%	
	Rosa #98, Rosa #1E				100.00000000%	100.00000000%	
	Rosa #5B						
Jose M. Lopez et al							
				<u>TRACT 38</u>			0.00934289
	T31N R6W		80.00	WORKING INTEREST			
	Sec 16: Tract 39			BP/America	100.00000000%	87.50000000%	
	Rosa #185A *, Rosa #185 * (INF)			ROYALTY		12.50000000%	
				ORRI		0.00000000%	
					100.00000000%	100.00000000%	
SF-078766							
				<u>Tract 39</u>			0.18431305
	T31N R6W		1578.21	WORKING INTEREST			
	Sec 21: S/2, W/2NW/4, LOT 1, 2, & 3			BP/America	100.00000000%	87.50000000%	
	Sec 22: Lot 1, E/2NW/4, SW/4			ROYALTY		12.50000000%	
	Sec 17: W/2			ORRI		0.00000000%	
	Sec 16: W/2SW/4						
	Sec 25: N/2, lots 3 & 4, W/2SE/4, N/2SW/4						
	Rosa #96, Rosa #79, Rosa #100						
	Rosa #185A, Rosa #185 (INF)				100.00000000%	100.00000000%	
	Rosa #79B (INF)						
	Rosa #32B						
	Rosa #165B, Rosa #160B						

SCHEDULE XXV

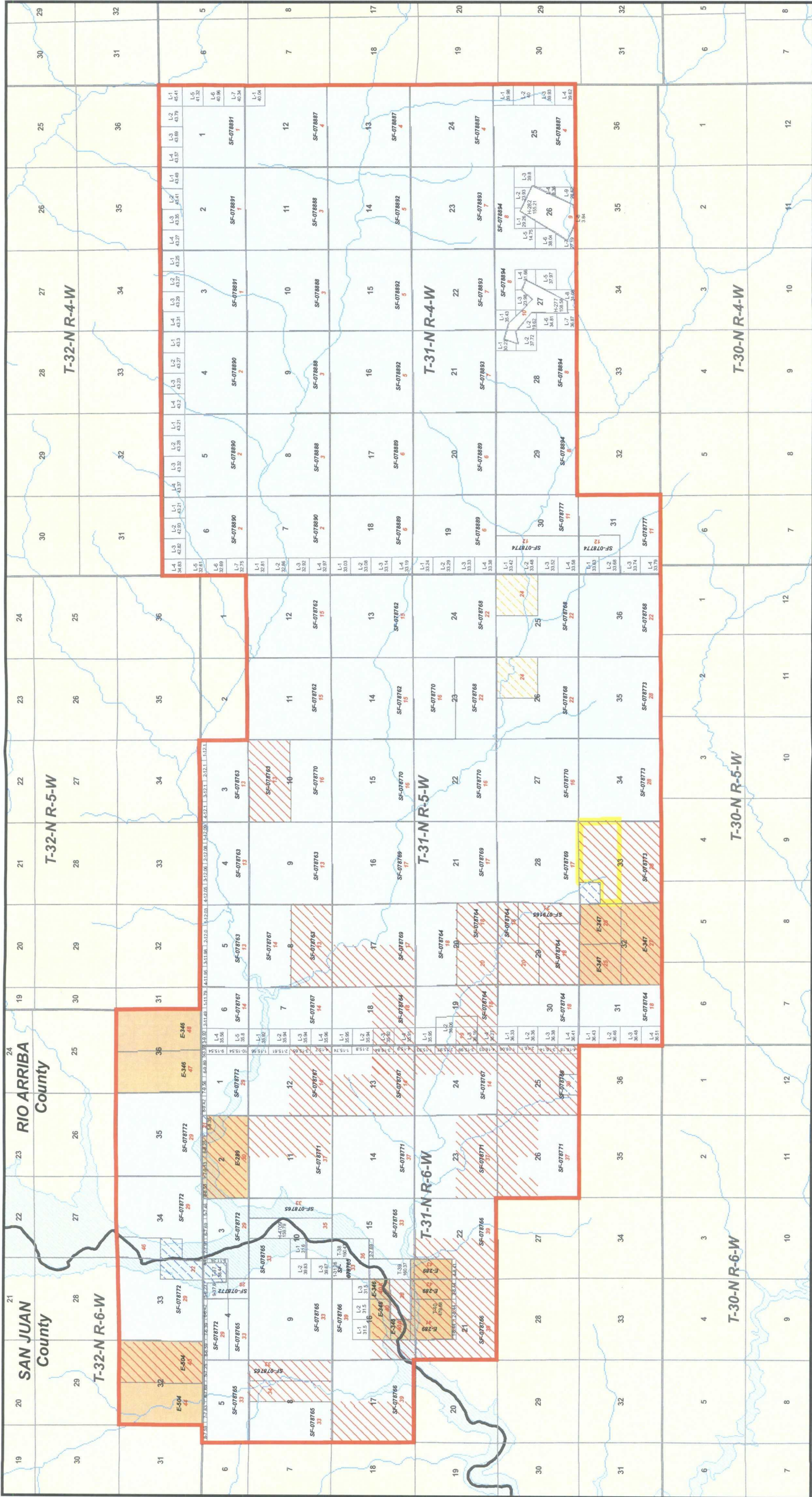
AMENDED TWENTY-FOURTH PARTICIPATING AREA FOR THE DAKOTA FORMATION ROSA UNIT



SERIAL NUMBER	DESCRIPTION	NON-COMMITTED ACRES	NUMBER OF ACRES	TRACT OWNERSHIP	GWI PERCENTAGE	NRI PERCENTAGE	PARTICIPATION FACTOR
E-346-20				<u>Tract 40</u>			0.00737154
			63.12	WORKING INTEREST			
	T31N R6W			Williams Production Co	50.0000000%	32.812500%	
	Sec 16: NE/4SW/4,NW/4SE/4			Fred E. Turner	10.0000000%	6.562500%	
	Rosa #185A, Rosa #185 (INF)			Elizabeth T. Calloway	10.0000000%	6.562500%	
				J. Glenn Turner	10.0000000%	6.562500%	
				John Lee Turner	10.0000000%	6.562500%	
				Mary F. Turner, Jr Trust	10.0000000%	6.562500%	
				ROYALTY		12.5000000%	
				ORRI		21.875000%	
E-346-22				<u>Tract 40A</u>		100.0000000%	0.00835723
			71.56	WORKING INTEREST			
	T31N R6W			Williams Production Co	50.0000000%	32.812500%	
	Sec 16: SE/4SW/4,NE/4SE/4			Fred E. Turner	10.0000000%	6.562500%	
	Rosa #185A, Rosa #185 (INF)			Elizabeth T. Calloway	10.0000000%	6.562500%	
				J. Glenn Turner	10.0000000%	6.562500%	
				John Lee Turner	10.0000000%	6.562500%	
				Mary F. Turner, Jr Trust	10.0000000%	6.562500%	
				ROYALTY		12.5000000%	
				ORRI		21.875000%	
E-289					100.0000000%	100.0000000%	0.01868579
				<u>Tract 41</u>			
			160.00	WORKING INTEREST			
	T31N R6W			Ominex Petroleum, Inc	100.0000000%	87.500000%	
	Sec 16: approximately 16.88			ROYALTY		12.500000%	
	S/2S/2SE/4SW/4, S/2S/2SW/4SE/4			ORRI		0.0000000%	
	Rosa #185A, Rosa #185 (INF)						
	T31N R6W				100.0000000%	100.0000000%	
	SEC 21: 71.56 acres of the E/2NW/4, 71.56 acres out of W/2NE/4						
	Rosa #32B						

SCHEDULE XXV



AMENDED TWENTY-FOURTH PARTICIPATING AREA FOR THE DAKOTA FORMATION ROSA UNIT

SERIAL NUMBER	DESCRIPTION	NON-COMMITTED ACRES	NUMBER OF ACRES	TRACT OWNERSHIP	GW% PERCENTAGE	NRI PERCENTAGE	PARTICIPATION FACTOR
E-289-50				<u>Tract 42</u>			0.00934289
			80.00	WORKING INTEREST			
	T31N R6W			BP/America	100.0000000%	85.0000000%	
	Sec 16: approximately 8.44 acres in the S/2S/2SE/4SE/4			ROYALTY		12.5000000%	
	Rosa #185A, Rosa #185 (INF)			ORRI		2.5000000%	
	Sec 21: 71.56 acres out of the E/2NE/4				100.0000000%	100.0000000%	
	ROSA #32B						
				<u>Tract 43</u>			0.00836073
E-289-50			71.59	WORKING INTEREST			
	T31N R6W			Williams Production Co	100.0000000%	82.5000000%	
	Sec 22: Portion of Tract 40			ROYALTY		12.5000000%	
	Lying in W/2NW/4			ORRI		5.0000000%	
	Rosa #79, Rosa #79B				100.0000000%	100.0000000%	
				<u>Tract 45</u>			0.03737157
E-504-19			320.00	WORKING INTEREST			
	T32N R6W			Williams Production Co	50.0000000%	32.8125000%	
	Sec 32: E/2			Fred E. Turner	10.0000000%	6.5625000%	
	Rosa #29M, Rosa #29B (INF)			Elizabeth T. Calloway	10.0000000%	6.5625000%	
				J. Glenn Turner	10.0000000%	6.5625000%	
				John Lee Turner	10.0000000%	6.5625000%	
				Mary F. Turner, Jr Trust	10.0000000%	6.5625000%	
				ROYALTY		12.5000000%	
				ORRI		21.8750000%	
					100.0000000%	100.0000000%	
		9.35	8562.66				1.00000000





Exporation & Production



Rosa Unit
Dakota Formation
San Juan and Rio Arriba Counties, New Mexico

Scale: 1:72,000
Date: 5/19/10

Projection: NAD 1983 State Plane NM West
Author: TJ