



December 3, 2010

Via Hand Delivery

Mark E. Fesmire, P.E., Director
Oil Conservation Division
New Mexico Energy, Minerals and
Natural Resources Department
1220 South Saint Francis Drive
Santa Fe, New Mexico 87505

Case 14586

RECEIVED OOD
2010 DEC -3 P 1:57

Re: Application of Williams Production Co., LLC for An Exception to the Special Rules and Regulations for the Blanco-Mesaverde Gas Pool to Allow Increased Well Density in the Rosa Unit, San Juan and Rio Arriba Counties, New Mexico.

Dear Mr. Fesmire:

Enclosed is the application of Williams Production Company, LLC in the above-referenced case as well as a copy of a legal advertisement. Williams requests that this matter be placed on the docket for the January 6, 2011 Examiner hearings.

Sincerely,

Ocean Munds-Dry
Ocean Munds-Dry
for Holland & Hart^{LLP}

cc: Mr. Ken McQueen

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

**IN THE MATTER OF THE APPLICATION OF WILLIAMS PRODUCTION CO.,
LLC FOR AN EXCEPTION TO THE SPECIAL RULES AND REGULATIONS
FOR THE BLANCO-MESAVERDE GAS POOL TO INCREASE THE WELL
DENSITY REQUIREMENTS IN THE ROSA UNIT, SAN JUAN AND RIO
ARRIBA COUNTIES, NEW MEXICO.**

CASE NO. 14586

APPLICATION

WILLIAMS PRODUCTION COMPANY, LLC, ("Williams") through its undersigned attorneys, hereby makes application to the Oil Conservation Division for exceptions to the Special Rules and Regulations for the Blanco-Mesaverde Gas Pool to allow for increased well density in the Rosa Unit, San Juan and Rio Arriba Counties and in support of this application states:

1. Williams is a working interest owner and the designated operator of the Rosa Unit. The horizontal limits of said Unit Area are described as follows:

Township 32 North, Range 6 West

Section 32-36: All

Township 31 North, Range 6 West

Sections 1 -3: All

Sections 4, 5, 8-17, 21-26: All

Township 31 North Range 5 West

Sections 3-36: All

Township 31 North Range 4 West

Sections 1-31: All

2. Williams operates wells located in the Rosa Unit that produce natural gas from the Blanco-Mesaverde Gas Pool. This pool is governed by the Special Rules and Regulations for the Blanco-Mesaverde Gas Pool which provide for 320-acre gas proration units (GPU) with up to four wells drilled on each standard GPU. Wells may be drilled no closer than 660 feet to the outer boundary of the GPU and no closer than 10 feet to any interior quarter-quarter line or subdivision inner boundary.

3. Division Order No. R-13123, dated May 11, 2009, granted Williams' application for a two-year Pilot Project in the Rosa Unit Area to determine proper well density in the Pool and authorized the drilling of one additional well on each standard 320-acre gas proration unit in the Pilot Project area.

4. As authorized by Division Order R-13123, Williams conducted a pilot project in Sections 1-5, Sections 8-17 and Sections 21-26, Township 31 North, Range 6 West and Sections 32-36 in Township 32 North, Range 6 West, NMPM. During the pilot project, Williams drilled 20 wells and studied zonal specific pressure data as well as obtained additional geologic and reservoir engineering data to determine wellbore interference, drainage area and orientation, incremental recovery and rate acceleration factors.

5. Based on the additional data obtained by Williams since initiating its pilot project, Williams requests an exception to the Special Rules and Regulations for the Blanco-Mesaverde Gas Pool to increase well density to 8 Mesaverde wells per 320-acre spacing unit in the Rosa Unit.

6. Exhibit A to this application is a list of affected persons as defined by Division Rules. Williams has given notice to the listed parties in accordance with Division Rules.

7. Approval of this application will result in the production of hydrocarbons which otherwise will not be produced and will be in the best interest of conservation and the protection of correlative rights.

WHEREFORE, Williams Production Company, LLC requests that this application be set for hearing before an Examiner of the Oil Conservation Division on January 6, 2011 and, after notice and hearing as required by law, that the application be approved.

Respectfully submitted,

HOLLAND & HART LLP

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EXHIBIT A
WILLIAMS PRODUCTION CO., LLC's APPLICATION

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CASE 14586 : **Application of Williams Production Co., LLC for An Exception to the Special Rules and Regulations for the Blanco-Mesaverde Gas Pool for Increased Well Density in the Rosa Unit, San Juan and Rio Arriba Counties, New Mexico.** Applicant, in the above-styled cause seeks exceptions to the Special Rules and Regulations for the Blanco-Mesaverde Gas Pool to allow up to 8 Mesaverde wells per 320-acre spacing unit in the Rosa Unit, San Juan and Rio Arriba Counties. Said area is located approximately 9 miles southeast of Arboles, Colorado.



December 3, 2010

CERTIFIED MAIL
RETURN RECEIPT REQUESTED

AFFECTED INTEREST OWNERS

Re: Application of Williams Production Co., LLC for An Exception to the Special Rules and Regulations for the Blanco-Mesaverde Gas Pool to Allow Increased Well Density in the Rosa Unit, San Juan and Rio Arriba Counties, New Mexico.

Ladies and Gentlemen:

This letter is to advise you that Williams Production Company has filed the enclosed application with the New Mexico Oil Conservation Division seeking an exception to the Special Rules and Regulations for the Blanco-Mesaverde Gas Pool to allow up to 8 Mesaverde wells per 320-acre spacing unit within the Rosa Unit, San Juan and Rio Arriba Counties.

This application has been set for hearing before a Division Examiner at 8:15 a.m. on January 6, 2011. The hearing will be held in Porter Hall in the Oil Conservation Division's Santa Fe Offices located at 1220 South Saint Francis Drive, Santa Fe, New Mexico 87505. You are not required to attend this hearing, but as an owner of an interest that may be affected by this application, you may appear and present testimony. Failure to appear at that time and become a party of record will preclude you from challenging the matter at a later date.

Parties appearing in cases are required by Division Rule 1208.B to file a Pre-hearing Statement four days in advance of a scheduled hearing. This statement must be filed at the Division's Santa Fe office at the above specified address and should include: the names of the parties and their attorneys; a concise statement of the case; the names of all witnesses the party will call to testify at the hearing; the approximate time the party will need to present its case; and identification of any procedural matters that are to be resolved prior to the hearing.

Sincerely,

Ocean Munds-Dry
for Holland & Hart LLP