New Mexico Energy, Minerals and Natural Resources Department

Bill Richardson

Joanna Prukop Cabinet Secretary

Mark Fesmire
Division Director
Oil Conservation Division



June 10, 2009

Williams Production Co., LLC Attn: Ms. Heather Riley P.O. Box 640 Aztec, NM 87410

Administrative Order NSL-6039

Re:

Rosa Unit Well No. 17C API No. 30-039-30381 1940 feet FSL and 535 feet FEL Unit L, Section 20-31N-5W Rio Arriba County, New Mexico

Dear Ms. Riley:

Reference is made to the following:

- (a) your application (administrative application reference No. pKAA09-13542991) submitted to the New Mexico Oil Conservation Division (the Division) in Santa Fe, New Mexico on May 15, 2009, and
 - (b) the Division's records pertinent to this request.

Williams Production Co.. LLC (Williams) has requested to drill the above-referenced well as a directional well from the surface location described in the caption of this letter, to an unorthodox bottom hole location in the Mancos and Dakota formations, 2250 feet from the South and West lines (Unit K) of Section 20, Township 31 North, Range 5 West, in Rio Arriba County, New Mexico. The S/2 of Section 20 will be dedicated to this well in order to form a standard 320-acre gas spacing unit in the Basin Mancos Gas Pool (97232) and the Basin Dakota Gas Pool (71599). Spacing in the Basin Mancos Gas Pool is governed by the Special Rules for the Basin-Mancos Gas Pool, as promulgated in Order R-12984, issued on September 3, 2008, which provide for 320-acre units, with wells located at least 660 feet from a unit outer boundary. Spacing in the Basin-Dakota Gas Pool is governed by Rules II.A and II.C of the Special Rules and Regulations for the Basin-Dakota Gas Pool, as most recently amended by Order No. R-10987-B(2), which generally provide for 320-acre units, with wells located at least 660 feet from a unit outer boundary.

This location is less than 660 feet from the northern unit boundary.



Your application has been duly filed under the provisions of Division Rules 15.13.C and 4.12.A(2).

It is our understanding that you are seeking this location for engineering reasons, to facilitate optimal production from this reservoir.

It is also understood that you have given due notice of this application to all operators or owners who are "affected persons," as defined in Rule 4.12.A(2), in all adjoining units towards which the proposed bottom-hole location encroaches.

Pursuant to the authority conferred by Division Rule 15.13.B, the above-described unorthodox location is hereby approved.

This approval is subject to your being in compliance with all other applicable Division rules, including, but not limited to Division Rule 5.9.

Jurisdiction of this case is retained for the entry of such further orders as the Division may deem necessary.

Sincerely,

Mark E. Fesmire, P.E.

Director

MEF/db

cc: New Mexico Oil Conservation Division – Aztec