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October 14, 2008

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 14240

RECEIVED
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**Re: Application of Williams Production Co., LLC to Abolish or Contract
All Gallup Pools from the Roda 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 November 13, 2008 Examiner hearings.

Sincerely,

Ocean Munds-Dry
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for Holland & Hart LLP

cc: Mr. Vern Hansen

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**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 TO
ABOLISH OR CONTRACT ALL GALLUP POOLS
FROM THE ROSA UNIT, SAN JUAN AND
RIO ARRIBA COUNTIES, NEW MEXICO.**

CASE NO. 14240

APPLICATION

WILLIAMS PRODUCTION COMPANY, LLC, ("Williams") through its undersigned attorneys, hereby makes application to the Oil Conservation Division for an order abolishing or contracting all Gallup pools from 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. The Division issued Order No. 12984 on September 3, 2008 which created the Basin-Mancos Gas Pool (97232). The boundaries of the pool extend over all of the Rosa Unit.

3. The boundaries of the Laguna Seca Gallup Pool (79870), the Cedro Gallup Pool (96467) and the Willow Gallup Pool (96379) also extend over parts of the Rosa Unit.

a) the Laguna Seca Gallup Pool horizontal limits, as amended by Order R-12984 are described as follows:

Township 31 North Range 5 West

Section 30: S/2
Section 31: All
Section 32: S/2
Section 33: SW/4

Township 31 North Range 6 West

Section 19: SE/4
Section 20: S/2
Section 21: S/2
Section 22: S/2, NE/4
Section 23: S/2
Sections 24-26: All
Section 30: E/2

b) the Cedro Gallup Pool horizontal limits are described as follows:

Township 31 North Range 5 West

Section 4: SW/4
Section 9: W/2

c) the Willow Gallup Pool horizontal limits, as amended by Order R-12984 are described as follows:

Township 31 North Range 4 West

Section 11: SE/4
Section 12: W/2
Section 14: E/2
Section 22: SE/4
Section 23: N/2, SW/4
Section 27: N/2

Section 28: NE/4

4. As stated in Order R-12984, the Mancos formation has often been incorrectly called the Gallup. See Finding 3(b). Williams therefore requests that all Gallup pools be abolished or contracted in the Rosa Unit including but not limited to the Laguna Seca Gallup pool, the Cedro Gallup Pool and the Willow Gallup pool.

5. There is little or no production from any of these Gallup pools and there are no Gallup Participating Areas in the Rosa Unit.

6. Ownership interests in the Rosa Unit would not be adversely affected by contracting or abolishing said Gallup pools.

7. Contracting or abolishing these Gallup pools will allow Williams to develop the acreage in the Rosa Unit under the Basin-Mancos Gas Pool Special Rules and Regulations.

8. 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.

9. Approval of this application 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 November 13, 2008 and, after notice and hearing as required by law, that the application be approved.

Respectfully submitted,

HOLLAND & HART LLP

By: Ocean Winds Dry

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EXHIBIT A
WILLIAMS PRODUCTION CO., LLC's APPLICATION TO ABOLISH OR
CONTRACT ALL EXISTING GALLUP POOLS FROM THE ROSA UNIT

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CASE 19240: **Application of Williams Production Co., LLC to Abolish or Contract all Gallup Pools in the Rosa Unit, San Juan and Rio Arriba Counties, New Mexico.** Applicant, in the above-styled cause seeks approval to abolish or contract all Gallup pools from the Rosa Unit including but not limited to the Laguna Seca Gallup Pool (79870), the Cedro Gallup Pool (96467) and the Willow Lake Gallup Pool (96379). Williams seeks to have development and any production from these pools be allocated to the Basin Mancos Gas Pool. Said area is located approximately 9 miles southeast of Arboles, Colorado.