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May 6, 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

State of New Mexico
Oil Conservation Commission
1220 South St. Francis Drive
Santa Fe, New Mexico 87505-4000

State of New Mexico
Commissioner of Public Lands
310 Old Santa Fe Trail
Santa Fe, New Mexico 87504-1148

Re: Rosa Unit I, Sec.No.587
San Juan & Rio Arriba Counties, New Mexico
Second Supplemental 2009 Plan of Development

Gentlemen:

By letter dated March 22, 2009 and April 2, 2009, Williams Production Company as Unit Operator filed the 2009 Plan of Development for the Rosa Unit and a supplemental plan of development.

Subsequent to filing the 2009 Plan of Development, it has been proposed that the following wells be completed in the Mancos formation along with the Mesaverde and Dakota completions as indicated in the 2009 Plan of Development filed by letters dated March 22, 2009 and April 2, 2009.

<u>Well Name</u>	<u>Formations</u>	<u>Legal Description</u>
Rosa Unit #6C	Mesaverde Mancos Dakota	S/2 Sec. 27, T31N R5W S/2 Sec. 27, T31N R5W S/2 Sec. 27, T31N R5W
Rosa Unit #9C	Mesaverde Mancos Dakota	W/2 Sec. 11, T31N R6W W/2 Sec. 11, T31N R6W W/2 Sec. 11, T31N R6W
Rosa Unit #20D	Mesaverde Mancos Dakota	E/2 Sec. 14, T31N R6W E/2 Sec. 14, T31N R6W E/2 Sec. 14, T31N R6W
Rosa Unit #41C	Mesaverde Mancos Dakota	All Sec. 5, T31N R5W All Sec. 5, T31N R5W All Sec. 5, T31N R5W

Rosa Unit #85C	Mesaverde Mancos Dakota	N/2 Sec. 20, T31N R5W N/2 Sec. 20, T31N R5W N/2 Sec. 20, T31N R5W
Rosa Unit #88C	Mesaverde Mancos Dakota	W/2 Sec. 8, T31N R6W W/2 Sec. 8, T31N R6W W/2 Sec. 8, T31N R6W
Rosa Unit Com #90C	Mesaverde Mancos Dakota	E/2 Sec. 33, T32N R6W E/2 Sec. 33, T32N R6W E/2 Sec. 33, T32N R6W
Rosa Unit Com #129D	Mesaverde Mancos Dakota	W/2 Sec. 34, T32N R6W W/2 Sec. 34, T32N R6W W/2 Sec. 34, T32N R6W
Rosa Unit #153C	Mesaverde Mancos Dakota	E/2 Sec. 17, T31N R5W E/2 Sec. 17, T31N R5W E/2 Sec. 17, T31N R5W
Rosa Unit #189	Mesaverde Mancos Dakota	E/2 Sec. 21, T31N R5W E/2 Sec. 21, T31N R5W E/2 Sec. 21, T31N R5W

It has also been proposed that the following wells be added to the 2009 Plan of Development.

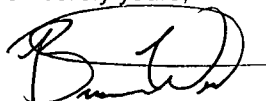
<u>Well Name</u>	<u>Drill Block</u>	<u>Formation</u>
Rosa Unit #125A	E/2 Sec. 13, T31N, R6W E/2 Sec. 13, T31N, R6W E/2 Sec. 13, T31N, R6W	Mesaverde Mancos Dakota
Rosa Unit #404	W/2 Sec. 14, T31N, R5W	Fruitland Coal
Rosa Unit #405	W/2 Sec. 12, T31N, R5W	Fruitland Coal
Rosa Unit #406	E/2 Sec. 36, T31N, R5W	Fruitland Coal
Rosa Unit #408	N/2 Sec. 18, T31N, R4W	Fruitland Coal
Rosa Unit #409	S/2 Sec. 18, T31N, R4W	Fruitland Coal
Rosa Unit #410	E/2 Sec. 20, T31N, R4W	Fruitland Coal

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 2nd Supplemental Plan of Development is acceptable, please signify your approval as required under Section 9 of the Unit Agreement in the space provided on the enclosed sheet and return an approved copy to Williams Production Company.

Copies of this Supplemental Plan of Development are being sent to the Working Interest Owners as shown on the enclosed sheet.

Sincerely yours,

A handwritten signature in black ink, appearing to read "Brennan West", written over a horizontal line.

Brennan West
Landman

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

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 Second Supplemental 2009 Plan of Development for the Rosa Unit I,
Sec.No.587.

WORKING INTEREST OWNERS
ROSA UNIT

BP AMERICA PRODUCTION CO.
ATTN: JOHN LARSON
P.O. Box 3092
HOUSTON, TX 77253

SCHULTZ MANAGEMENT, LTD.
500 N. AKARD, SUITE 2940
DALLAS, TX 75201

MS. ELIZABETH T. CALLOWAY
P.O. BOX 191767
DALLAS, TX 75219-1767

FRED E. TURNER, LLC
4925 GREENVILLE AVE., SUITE 852
DALLAS, TX 75206-4079

J. GLENN TURNER, JR. LLC
4809 COLE AVE.
SUITE 212
DALLAS, TX 75205

XTO ENERGY, INC.
ATTN: EDWIN S. RYAN, JR.
810 HOUSTON STREET, STE 2000
FORT WORTH, TX 76102-6298

MARY FRANCES TURNER, JR TRUST
ATTN: SHERI ANDERSON
TX1-2931
P O BOX 660197
DALLAS, TX 75266-0197

MR. JOHN TURNER
PMB 285
317 SIDNEY BAKER SOUTH #400
KERRVILLE, TX 78028

PATRICIA P. SCHIEFFER TRUST, BANK OF AMERICA, N.A. AGT
ATTN: BILL BLEDSOE
P.O. BOX 2546
FORT WORTH, TX 76113-2546

OMIMEX PETROLUEM, INC.
ATTN: CLARK P. STORMS
2001 BEACH ST., SUITE 810
FORT WORTH, TX 76103

MS. VICTORIA WEBB
806 CORDOVA
DALLAS, TX 75223

HENRIETTA E. SCHULTZ, TRUSTEE
500 NORTH AKARD, SUITE 2940
DALLAS, TX 75201

SACRAMENTO MUNICIPAL UTILITIES DISTRICT
ATTN: BARRY BRUNELLE
P. O. BOX 15830
SACRAMENTO, CA 95852-1830

CONOCOPHILLIPS COMPANY
ATTN: CHIEF LANDMAN, SAN JUAN/ROCKIES
P. O. BOX 4289
FARMINGTON, NM 87499-4289