

**BEFORE THE OIL AND GAS CONSERVATION COMMISSION
OF THE STATE OF COLORADO**

IN THE MATTER OF THE APPLICATION OF
WILLIAMS PRODUCTION RMT COMPANY
FOR AN ORDER POOLING THE INTEREST
OF PICEANCE ROYALTY PARTNERSHIP
LLC IN THE RWF 14-13 WELL DRILLED IN
S/2 OF SECTION 13 IN TOWNSHIP 6 **SOUTH**,
RANGE 94 WEST, 6TH P.M., GARFIELD
COUNTY, COLORADO

CAUSE NO. _____

DOCKET NO. _____

APPLICATION

COMES NOW Williams Production RMT Company (“Applicant”), by its attorneys, Poulson, Odell & Peterson, LLC, and makes application to the Oil and Gas Conservation Commission of the State of Colorado for an order pooling certain interests for the drilling of the RWF 14-13 Well and production therefrom from the Williams Fork Formation. In support of its application, and in support of its application Applicant states and alleges as follows:

1. That Applicant is a corporation duly authorized to conduct business in the State of Colorado.
2. That Applicant owns a leasehold interest in all or a portion of the following described lands (hereinafter “Application Lands”):

Township 6 South, Range 94 West, 6th P.M.

Section 13: S/2

3. That the Application Lands are subject to the Commission’s Order No. 139-14 which established the Application Lands as a 320 acre drilling and spacing unit for the production of gas from the Williams Fork Formation.
4. Applicant drilled the RWF 14-13 well on the subject lands as a producer from the Williams Fork Formation.
5. Piceance Royalty Partnership LLC (“PRP”) is a mineral owner of a portion of the subject lands.
6. Applicant has made reasonable attempts to lease PRP or to seek PRP’s consent to participate in the drilling of this well but was unsuccessful in such attempts.
7. Applicant therefore requests that PRP’s working interest be involuntarily pooled pursuant to C.R.S. 34-60-116 (6) and (7).

8. That the names and addresses of the interested parties according to the information and belief of the Applicant are set forth in Exhibit A attached hereto and made a part hereof.

WHEREFORE, Applicant respectfully requests that this matter be set for hearing in July, 2005, that notice be given as required by law and that upon such hearing this Commission enter its order consistent with Applicant's request as set forth above.

Dated this _____ day of May, 2005.

POULSON, ODELL & PETERSON, LLC

By: _____
William A. Keefe
1775 Sherman Street, Suite 1400
Denver, Colorado 80203
Telephone: (303) 861-4400

VERIFICATION

STATE OF COLORADO)
) ss.
CITY AND COUNTY OF DENVER)

Annette Apperson, of lawful age, being first duly sworn upon oath, deposes and states that she is the Senior Landman for Williams Production RMT Company and that she has read the foregoing Application and that the matters therein contained are true to the best of her knowledge, information and belief.

Annette Apperson

Subscribed and sworn to before me this _____ day of May, 2005.

Witness my hand and official seal.

My commission expires: _____.

Notary Public

(SEAL)

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GARFIELD COUNTY, COLORADO

CAUSE NO. _____

DOCKET NO. _____

AFFIDAVIT OF MAILING

STATE OF COLORADO)
) ss.
CITY AND COUNTY OF DENVER)

William A. Keefe, of lawful age, and being first duly sworn upon his oath, states and declares:

That he is the attorney for Williams Production RMT Company, that on June _____, 2005, he caused a copy of the attached Application, as corrected, to be deposited in the United States Mail, postage prepaid, addressed to the parties listed on Exhibit A to the Application.

William A. Keefe

Subscribed and sworn to before me this day of June, 2005.

Witness my hand and official seal.

My commission expires: _____.

Notary Public

(SEAL)