

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

IN THE MATTER OF THE PROMULGATION AND
ESTABLISHMENT OF FIELD RULES TO
GOVERN OPERATIONS IN THE OAKDALE
FIELD, HUERFANO COUNTY, COLORADO

CAUSE NO. 520

DOCKET NO.

APPLICATION

COMES NOW Spoon Valley Energy, LLC, a New Mexico limited liability company authorized to do business in the State of Colorado ("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 all non-consenting interests for the drilling and completion of the Harry Willis No. 1 well located in NE/4 of Section 4, Township 29 South, Range 69 West, 6th P.M. in Huerfano County, Colorado (said described lands hereinafter referred to as "Application Lands"). In support of its application, Applicant states and alleges as follows:

1. The Application Lands constitute an approximate 160-acre drilling and spacing unit for the Dakota and Entrada Formations pursuant to the Commission's Order No. 520-1.

2. That the Harry Willis No. 1 well was drilled in February 1997 as a potential producer of principally gas (including CO₂) from the Dakota and Entrada formations. Such well has been shut-in since it was drilled because it was uneconomic to make the gas suitable for marketing.

3. That gas from this well has now become marketable due to the construction of a facility which, when completed, will be able to separate the CO₂ out of the gas stream.

4. That the Harry Willis No. 1 well will now be completed for production.

5. That various unleased mineral owners (or their predecessors-in-interest) in the 160 acre drilling unit constituting the Application Lands did not participate in the drilling of the Harry Willis No. 1 well.

6. That these unleased mineral owners (who are more specifically identified on Exhibit "A" attached hereto) have been sent timely written offers allowing them to participate in the drilling and completion of the Harry Willis No. 1 well. As of the date hereof, these owners either elected not to participate in such drilling and completion (or to lease their interests) or have not responded to the correspondence from Applicant making such offers.

7. That Applicant now desires to force pool the interests of these unleased mineral owners pursuant to the provisions of Colo. Rev. Stat. ¶ 34-60-116.

8. That in order to prevent waste, protect correlative rights, and in the best interest of conservation, all unleased mineral owners listed in Exhibit "A" should be pooled in the Dakota and Entrada formations in accordance with Colo. Rev. Stat. §34-60-116 [including subsections (7)(b)(i) and (ii)].

9. That the names and addresses of the unleased mineral owners whose interests are to be pooled under this Application are set forth on Exhibit "A," attached hereto and made a part hereof.

WHEREFORE, Applicant respectfully requests that this matter be set for hearing in January, 2006, that notice be given as required by law and that upon such hearing this Commission enter its order consistent with the Applicant's requests as set forth above.

Dated this _____ day of November, 2005.

POULSON, ODELL & PETERSON, LLC

By: _____
William A. Keefe
1775 Sherman Street, Suite 1400
Denver, Colorado 80203
Telephone: 303-861-4400
Facsimile: 303-861-1225

VERIFICATION

STATE OF NEW MEXICO)
) ss
COUNTY OF CHAVES)

Kenneth Barbe, Jr., of lawful age, being first duly sworn upon oath, deposes and says that he is the Manager of Manzano, LLC, a New Mexico Limited Liability Company, Manager of Spoon Valley Energy, LLC, a New Mexico Limited Liability Company, and that he has read the foregoing Application and that the matters therein contained are true to the best of his knowledge, information and belief.

Kenneth Barbe, Jr.

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

Witness my hand and official seal.

My commission expires: _____

Notary Public

EXHIBIT A

Owner	Harry Willis #1-NRI	Type of Interest
Cynthia Anne Eldridge and her husband, Caz Eldridge 8119 Maple Drive Littleton, Colorado 80125	0.00553565	Unleased
Anthony C. Fowler and Anne T. Suarez, as joint tenants. 2110 Columbine Round Lake, Illinois 60073	0.00767159	Unleased
Brian J. Cartelli and his wife, Catherine R. Cartelli, as joint tenants. 405 East Goddard Avenue Trinidad, Colorado 81082	0.00765972	Unleased
Carmen K. Brown and Thomas Coseno, as joint tenants. 2718 Fillmore Street or 3309 Blake Street #212 Denver, Colorado 80205	0.00764785	Unleased
Becky J. Traynor 1880 Doherty Road Colorado Springs, Colorado 80916	0.00500166	Unleased
Jon W. Brandt and his wife, Ruth Ann Brandt, as Joint Tenants 1310 Carson Avenue La Junta, Colorado 81050	0.00188082	Unleased
Hugh A. Smith and his wife, Anna Maria Smith, as Joint Tenants P.O. Box 190949 Dallas, Texas 75219-0949 6809 Highway 160 La Veta, Colorado 81055	0.00086921	Unleased
The Three Valleys West, LLC, a Colorado Limited Liability Company 419 West Main Street Trinidad, Colorado 81082	0.03389916	Unleased

Peggy A. Nickola Trust, dated August 31, 1999 500 North Central Avenue Addison, Illinois 60101	0.00173842	Unleased
Monroe George Menke, III and his wife, Trudy Menke 22501 Cherry Frankston, Texas 75763	0.00086921	Unleased
TBA Gas LLC 8022 Royal Crest Court Spring, Texas 77379	0.00173842	Unleased
Timothy J. Sommer, ums 1460 Little Raven Street Apartment #3-307 Denver, Colorado 80210	0.00173842	Unleased
Bart D. Deitrick and his wife, Judy M. Deitrick, as Joint Tenants 2976 South Fenton Denver, Colorado 80227	0.00086921	Unleased
John R. Yannizzi, ums 1981 Downing Street Denver, Colorado 80210	0.00086921	Unleased
Diane B. Sullivan, ums 1981 Downing Street Denver, Colorado 80210	0.00086921	Unleased
Gerard K. Trosian and his wife, Helen M. Trosian, as Joint Tenants 514 Knots Lane Carlsbad, California 92009-5422	0.00173842	Unleased
Max A. Tibiletti and his wife, Wendi R. Tibiletti, as Joint Tenants 3922 Royal Plantation Lane Missouri City, Texas 77459	0.00347684	Unleased
Elise S. Murchison, ums 1621 Barkwood Drive Florissant, Michigan 63031	0.00173842	Unleased

Mark A. Kreklow, ums 407 Little Creek Drive Streamwood, Illinois 60107	0.00057947	Unleased
Yolanta Kreklow, ums 407 Little Creek Drive Streamwood, Illinois 60107	0.00057947	Unleased
Natalia A. Boleslawski 407 Little Creek Drive Streamwood, Illinois 60107	0.00057947	Unleased
Stephen G. Keppers and his wife, Robin L. Keppers, as Joint Tenants 921ParkCliff Lane Castle Rock, Colorado 80104	0.00173842	Unleased
J. Larry Whitfield and his wife, Syble M. Whitfield, as Joint Tenants 1680 ACR 312 Frankston, Texas 75763	0.00173842	Unleased
Gary T. Kimmel, ums 12460 County Road 168 Kint, Texas 75762	0.00086921	Unleased
Jerry C. Hall 11615 Tanglewood Road Amarillo, Texas 79118	0.00028974	Unleased
Freddie M. Hall 11615 Tanglewood Road Amarillo, Texas 79118	0.00028974	Unleased
Raymond Rawls 11615 Tanglewood Road Amarillo, Texas 79118	0.00028974	Unleased
Travis R. Crawford 6800 Montana El Paso, Texas 79925	0.00173842	Unleased
Stephen G. Marcantonio and Linda A. Ardizzone 1070 W. Choke Cherry Drive Louisville, Colorado 80027	0.00173842	Unleased

Walter S. Lynn and his wife, Heloise Bloxom Lynn, as Joint Tenants 14534 West Way Lane Houston, Texas 77077	0.00347684	Unleased
Mulliken Family, LLC, a Colorado Limited Liability Company 240 Ivybrook Lane Colorado Springs, Colorado 80906	0.00173842	Unleased
Gene B. Lehman and his wife M. Alice Lehman, as Joint Tenants 6970 Salsbury Street Arvada, Colorado 80003	0.00173842	Unleased
John B. Frederick 1211 South Williams Street Denver, Colorado 80210-1823	0.00173842	Unleased
Linda L. Frederick 1211 South Williams Street Denver, Colorado 80210-1823	0.00173842	Unleased
Mary Elizabeth Mclean, ums 1009 Pemburg Place Troy, Ohio 45373	0.00173842	Unleased
Gary R. Hale and his wife, Kathryn H. Hale, as Joint Tenants 8235 South Ireland Way Aurora, Colorado 80016	0.00173842	Unleased
Gregory A. Woods and his wife, Mary N. Woods, as Joint Tenants 9653 Mead Court Westminister, Colorado 80031	0.00173842	Unleased
Vince R. Carrell and his wife, Kathy W.Carrell, as Joint Tenants 216 County Road 4865 Dayton, Texas 77535	0.00173842	Unleased
Gary D. Babbitt and his wife, Ida J. Babbitt, as Joint Tenants Route 6, Box 4089 Bullard, Texas 75757	0.00173842	Unleased

Mile High Trust I, for the benefit of Linda L. Worack 5245 South Danube Street Aurora, Colorado 80015	0.00173842	Unleased
Linda Sue Rising, ums 7670 East Phillips Circle Englewood, Colorado 80112	0.00347684	Unleased
Larry J. Lloyd and his wife, Nancy J. Thompson-Lloyd, as Joint Tenants 2105 South Kittredge Way Aurora, Colorado 80013	0.00173842	Unleased
Gilbert D. Fernandez, ums 835 Von Gordon Street Golden, Colorado 80401	0.00548818	Unleased
Robert E. Branson and his wife, H. Roberta Branson, as Joint Tenants 16595 County Road 362 Buena Vista, Colorado 81211	0.00173842	Unleased
Perry E. Basset and his wife, Katheryn L. Basset, as Joint Tenants P.O. Box 1048 Stratford, Texas 79084-1048	0.00183335	Unleased

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