

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

IN THE MATTER OF THE APPLICATION OF BP)
AMERICA PRODUCTION COMPANY AND THE)
SOUTHERN UTE INDIAN TRIBE, D/B/A RED)
WILLOW PRODUCTION COMPANY FOR AN) CAUSE NO. 112
ORDER ALLOWING OPTIONAL THIRD AND)
FOURTH WELLS IN ESTABLISHED 320-ACRE)
DRILLING AND SPACING UNITS COVERING)
THE FRUITLAND COAL SEAM FORMATION,)
IGNACIO-BLANCO FIELD, LA PLATA)
COUNTY, COLORADO)
Docket No. _____

APPLICATION

BP America Production Company and the Southern Ute Indian Tribe, d/b/a Red Willow Production Company (referred to herein as "Applicants"), by and through their undersigned attorneys, makes application to the Oil and Gas Conservation Commission of the State of Colorado, for an order to permit an optional third and fourth well in established 320-acre drilling and spacing units for the Fruitland Coal Seam formation. In support thereof, the Applicants state and allege as follows:

1. That the Applicants are the owners of numerous leasehold interests in La Plata County, Colorado, located within the area requested for infill drilling.
2. That the Applicants are requesting that two (2) optional infill wells be permitted in each existing drilling and spacing unit of 320 acres for the Fruitland Coal Seam formation covering the lands described on Exhibit A attached hereto and incorporated by reference.
3. That insofar as this Application concerns lands within the jurisdiction of the Southern Ute Indian Tribe, it is submitted to this Commission in accordance with the terms of the Memorandum of Understanding dated August 22, 1991 between the Bureau of Land Management ("BLM") and this Commission and separate Memorandum of Understanding dated August 22, 1991 between the Bureau of Indian Affairs, the BLM and the Southern Ute Indian Tribe. In certain of the lands described on Exhibit A, the Southern Ute Indian Tribe owns surface interests, mineral interests and leasehold interests underlying such lands.
4. In support of the requested order, Applicants assert that two wells previously authorized will not efficiently and economically drain each of the 320-acre drilling and spacing units described in Exhibit A, and that additional wells are necessary to prevent waste, protect correlative rights and to recover gas and associated hydrocarbons from the Fruitland coal formation all in accordance with the Colorado statutes, the rules and regulations of this Commission and, with respect to Tribal lands, applicable rules and regulations of the BLM.
5. On June 15, 1988, the Commission issued Order No. 112-60 which established 320-acre drilling and spacing units for production of gas from the Fruitland Coal Seam formations. Said units shall remain as previously established. Moreover, on May 15, 2000 the Commission issued Order No. 112-157 which permitted a second Fruitland Coal Seam Formation well in each 320-acre drilling and spacing unit with such additional wells being located no closer than 990 feet to any outer boundary of the unit, nor closer than 130 feet to any interior quarter section line.
- Applicants propose that optional third and fourth wells in each 320-acre unit be drilled, completed or recompleted in the operator's discretion with bottomhole no closer than 660 feet to any outer boundary of the unit and with no setback required to any interior quarter section line.
6. That the surface location of each of the optional wells shall be located on a common or expanded pad with the existing well such that a total of four Fruitland coal well pads shall be authorized in each governmental section.
7. With respect to lands not within the jurisdiction of the Southern Ute Indian Tribe, the Director may, after notice and hearing, approve exceptions to permitted well locations due to topography or surface hazards or the recompletion of wells previously drilled at permitted locations, provided that appropriate notice of such exception location is afforded to offset owners as required by Commission rules.

8. Applicants further state that the requested additional wells can be developed in a manner consistent with protection of public health, safety and welfare. To this end, Co-Applicant BP shall propose a Health, Safety and Welfare Plan which is likely to be a portion of a Memorandum of Understanding by and between BP and La Plata County, Colorado ("HS&W Plan") which shall apply to operations on lands not within the jurisdiction of the Southern Ute Indian Tribe. The Applicants request a finding by the Commission that such HS&W Plan adequately addresses concerns related to the environment and public health, safety and welfare not otherwise addressed by Commission rule on such non-tribal lands. Moreover, new compressor installations shall use the best available emission control technology and Co-Applicant BP shall also provide a plan to the Southern Ute Indian Tribe to evaluate the modification of older compression installation emission technology in the field over the next five (5) years.

9. Exhibit B attached hereto and made part hereof is the list of the names of "Owners" required to be notified in accord with Commission Rule 508(a), including within the areas covered by this Application. To the best of Applicants' knowledge and belief, Exhibit B contains the names of all such Owners.

WHEREFORE, Applicants respectfully request that this matter be set for hearing, that notice thereof be given as required by law and that upon such hearing this Commission enter its order:

A. Establishing that up to four (4) Fruitland Coal wells may be completed in each 320-acre drilling and spacing unit for gas and associated hydrocarbons from the Fruitland Coal Seam formation underlying the lands set forth on Exhibit A with the third and fourth wells being optional wells in the discretion of the operator located as provided in paragraph 5 and 6 subject to the Director approving exceptions for the permitted well locations as provided in paragraph 7 above.

B. That Co-Applicant BP's HS&W Plan shall be incorporated as part of the Commission Order concerning non-tribal operations on lands outside of the jurisdiction of the Southern Ute Indian Tribe.

C. For such other findings and orders as the Commission may deem proper or advisable in the premises.

DATED this _____ day of May, 2006.

Respectfully submitted,

BP AMERICA PRODUCTION COMPANY
AND THE SOUTHERN UTE INDIAN TRIBE,
D/B/A RED WILLOW PRODUCTION COMPANY

By: _____

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VERIFICATION

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

James W. Hawkins, of lawful age, being first duly sworn upon oath, deposes and says that he is the San Juan Regulatory Consultant for BP America Production Company and that he has read the foregoing Application and that the matters therein contained are true to the best of my knowledge, information and belief.

James W. Hawkins

Subscribed and sworn to before this ____ day of May, 2006.

Witness my hand and official seal.

My commission expires:

Notary Public

STATE OF COLORADO)
) ss.
LA PLATA COUNTY)

Barbara G. Wickman, of lawful age, being first duly sworn upon oath, deposes and says that she is the President of Red Willow Production Company and that she has read the foregoing Application and that the matters therein contained are true to the best of my knowledge, information and belief.

Barbara G. Wickman

Subscribed and sworn to before this ____ day of May, 2006.

Witness my hand and official seal.

My commission expires:

Notary Public

Exhibit A
Legal Description
80-acre Infill Application Area
BP America Production Company

Township 32 North, Range 6 West

Section 3: All
Section 8: E/2
Section 9 and 10: All
Section 15: W/2
Section 16: All

Township 32 North, Range 7 West

Section 3: N/2
Section 5: S/2
Section 7 and 8: All
Section 17 thru 19: All

Township 32 North, Range 8 West

Section 1 and 2: All
Section 11 thru 24: All

Township 32 North, Range 9 West

Section 1: All
Section 12 and 13: All
Section 24: All

Township 33 North, Range 7 West

Section 1: S/2
Section 7 and 8: All
Section 9: W/2
Section 14: W/2
Section 16: S/2
Section 17: All
Section 18: E/2
Section 19 thru 21: All
Section 26: W/2
Section 27 and 28: All
Section 29: E/2
Section 30 N/2
Section 34: All
Section 35: W/2

Township 33 North, Range 8 West

Section 2: S/2
Section 3: N/2
Section 4: All
Section 5: N/2
Section 6: N/2
Section 10: N/2
Section 11: E/2
Section 12 and 13: All
Section 14: E/2
Section 22: N/2
Section 23: N/2
Section 30: E/2
Section 31 and 32: All

Township 33 North, Range 9 West

Section 1: All
Section 4: All
Section 6 thru 11: All
Section 12: W/2
Section 13: W/2
Section 14: All
Section 15: E/2
Section 16: All
Section 19: E/2
Section 21: All
Section 23 and 24 All
Section 29: All

Township 34 North, Range 7 West

Section 2 and 3: All
Section 10 and 11: All
Section 15: All
Section 22 and 23: All
Section 24: S/2
Section 25: W/2
Section 26 and 27: All
Section 33: S/2
Section 34: All

Township 34 North, Range 9 West

Section 4: All
Section 9: All
Section 16 and 17: All
Section 18: S/2
Section 19 thru 21: All
Section 28: All
Section 33: E/2

Legal Description
80-acre Infill Application Area
The Southern Ute Indian Tribe, d/b/a
Red Willow Production Company

Township 32 North, Range 8 West

Section 3 thru 10: All

Township 33 North, Range 6 West

Section 6: All

Section 7: All

Township 33 North, Range 7 West

Section 1: N/2

Section 4: All

Township 33 North, Range 8 West

Section 19: S/2

Section 25: N/2

Section 33: W/2

Township 33 North, Range 9 West

Section 22: W/2

Section 25: All

Township 34 North, Range 7 West

Section 25: E/2

Section 35: N2

Section 36: N2

Township 34 North, Range 9 West

Section 30: N/2

Section 31: All

Exhibit B
Interested Parties

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OTTUMWA, IA 52501

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ARVADA, CO 80003-3518

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PHOENIX, AZ 85022-3768

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CENTENNIAL, CO 80112

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KIRK M OGLESBY SUCCESSOR TRUSTEE
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LITTLETON, CO 80123

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AZTEC, NM 87410

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WROS
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GUTHRIE, OK 73044

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CHARLES W HARRIS, ALVA JO EATON AND
RUTH SOWARDS TRUSTEES
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BANK OF AMERICA NA
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DENVER CLUB BLDG
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3705 FAIRMONT BLVD
YORBA LINDA, CA 92886

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DES MOINES, IA 50320

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RICHARD C WRIGHT TRUSTEE
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ATTN REVENUE ACCOUNTING
PO BOX 841055
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ROXIE J COMYFORD
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RUEBEN AND DOROTHY M EDDLEMAN
REV TST UTA DTD 4/16/85
DOROTHY EDDLEMAN TRUSTEE
1408 AVENIDA MANANA NE
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EL PASO, TX 79922-1721

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M T TUFFLI AND E T CLAYTON, TRSTEES
ACCT #153-027-841
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PALO VERDES ESTATES, CA 90274

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DEUTSCHE BANK FLORIDA NA TRUSTEE
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WILLIAMS PRODUCTION COMPANY
ONE WILLIAMS CENTER
MD 37-7
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TULSA, OK 74101-9827

WILLIFORD ENERGY COMPANY
6100 SOUTH YALE AVE SUITE 2000
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UNION PACIFIC RAILROAD COMPANY
C/O MCLENDON MANAGEMENT CO
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MESA, AZ 85206

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W P C OIL AND GAS LP
C/O MERIDIAN OIL INC
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C/O PETROLEUM ASSET MGMT LLC
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C/O RALPH WALTER
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EUREKA RESOURCES, LLC
P O BOX 25045
ALBUQUERQUE, NM 87125

MARALEX RESOURCES, INC.
775 GODDARD AVE.
P.O. BOX 338
IGNACIO, CO 81137

O'HARE INVESTMENTS, LLC
P.O. BOX 338
IGNACIO, CO 81137-0338

FRAZIER LAND, LLC
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MYRNA L FORD TRUSTEE
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DURANGO, CO 81301-8617

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RICHARD E & JAMES E BLOMSTROM AND
CHRISTINE MONTGOMERY COTRUSTEES
11207 UVALDE COVE
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SANTA BARBARA, CA 93105-3058

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THOMAS & JANE DUQUE TRUSTEES
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BESSIE CRUZ LA VOLA
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24 CR 3008
AZTEC, NM 87410

RUBY J OLGUIN
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ALBUQUERQUE, NM 87120-1372

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SUCC TRUSTEE
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DENVER, CO 80217

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DURANGO, CO 81301-4349

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U/A 09/29/1989
DALE A AND MARY ANN YOUNG
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GREELEY, CO 80634-2760

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U W HELEN M GOODLOE TRUSTEE
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A TEXAS LIMITED PARTNERSHIP
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TERRE HAUTE IN 47802-2641

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ANADARKO E AND P COMPANY LP
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