

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 ESTABLISHING WELL LOCATION
AND SETBACK RULES FOR THE DRILLING OF
WILLIAMS FORK FORMATION WELLS ON
CERTAIN DESCRIBED LANDS IN GARFIELD
COUNTY, COLORADO

CAUSE NO.

DOCKET NO.

APPLICATION

COMES NOW Williams Production RMT Company ("Applicant"), a Delaware corporation, by its attorneys, Poulson, Odell and Peterson, LLC, and makes application to the Oil and Gas Conservation Commission of the State of Colorado for an order establishing well location and setback rules applicable to the drilling and producing of wells from the Williams Fork Formation of the Mesaverde Group underlying certain described lands in the Rulison and Parachute Field areas, Garfield County, Colorado and in support of its application 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 19: SW/4SW/4

Section 28: S/2NW/4, SW/4, W/2SE/4

Section 29: S/2NE/4, SE/4, W/2NW/4

Section 30: ALL

Section 32: ALL

Section 33: ALL

Section 34: W/2W/2

Township 7 South, Range 94 West, 6th P.M.

Section 3: ALL

Section 4: ALL

Section 5: ALL

Section 6: ALL

Section 7: ALL

Section 8: ALL

Section 9: ALL

Township 6 South, Range 95 West, 6th P.M.

Section 25: NE/4NE/4, S/2NE/4, SE/4NW/4, SE/4, E/2SW/4, SW/4SW/4

Section 26: SE/4SE/4

Section 36: N/2, N/2S/2, S/2SE/4, SE/4SW/4

Township 7 South, Range 95 West, 6th P.M.

Section 1: ALL

Section 2: S/2NE/4, SE/4, SE/4NW/4

Section 3: W/2NE/4, SE/4NE/4

Section 4: SW/4, S/2SE/4, NE/4SE/4

Section 12: ALL

Section 13: ALL

Section 14: ALL

Section 15: W/2

Section 16: E/2

Section 23: ALL

3. That the following described Application Lands constitute all or portions of 320-acre drilling and spacing units established for the Mesaverde Formation under the Commission's Order No. 139-16 Corrected 11/90:

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

Section 19: SW/4SW/4

Section 28: S/2NW/4, SW/4, W/2SE/4

Section 29: S/2NE/4, SE/4, W/2NW/4

Section 30: ALL

Section 32: ALL

Section 33: ALL

4. That the following described Application Lands constitute all or portions of 640-acre drilling and spacing units established for the Mesaverde Formation under the Commission's Order No. 139-16 Corrected 11/90:

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

Section 34: W/2W/2

Township 7 South, Range 94 West, 6th P.M.

Section 3: ALL

Section 4: ALL

Section 5: ALL

Section 6: ALL

Section 7: ALL

Section 8: ALL

Section 9: ALL

Township 7 South, Range 95 West, 6th P.M.

Section 12: ALL

Section 13: ALL

Section 14: ALL

Section 23: ALL

5. That the following described Application Lands constitute all or portions of 320-acre drilling and spacing units for the Mesaverde Formation under the Commission's Order 440-12 Corrected 11/90:

Township 6 South, Range 95 West, 6th P.M.

Section 25: NE/4NE/4, S/2NE/4, SE/4NW/4, SE/4, E/2SW/4, SW/4SW/4

Section 26: SE/4SE/4

Section 36: N/2, N/2S/2, S/2SE/4, SE/4SW/4

Township 7 South, Range 95 West, 6th P.M.

Section 1: ALL

Section 2: S/2NE/4, SE/4, SE/4NW/4

Section 15: W/2

Section 16: E/2

6. That the following described Application Lands were established as part of a 640-acre drilling and spacing units for the Mesaverde Formation under the Commission's Order 440-12 Corrected 11/90:

Township 7 South, Range 95 West, 6th P.M.

Section 3: W/2NE/4, SE/4NE/4

Section 4: SW/4, S/2SE/4, NE/4SE/4

7. That the above described 640-acre and 320-acre drilling and spacing units constituting the Application Lands have been authorized for the drilling of additional wells within the Williams Fork Formation of the Mesaverde Group under the various orders of the Commission as set forth in Annex A attached to this Application.

8. That multiple wells have been drilled upon the Application Lands or upon lands in close proximity to the Application lands with the result that geological and engineering evidence indicates that Williams Fork wells now should be allowed to be drilled on a ten (10) acre density basis.

9. That as to the Application Lands, the Commission should allow all future Williams Fork wells drilled thereon to be located downhole anywhere upon such lands but no closer than 100 feet from the outside boundary of the drilling and spacing unit unless such unit boundary abuts or corners lands in respect of which the Commission has not at the time of the drilling permit application granted the right to drill 10 acre density wells in which event the well may be drilled downhole no closer than 200 feet from that portion of the unit boundary which so abuts or corners the lands in respect of which 10 acre density downhole drilling for Williams Fork wells has not been ordered by the Commission.

10. That, except as previously authorized by order of the Commission, wells to be drilled under this Application will be drilled from the surface either vertically or directionally from no more than one pad located on a given quarter quarter section unless exception is granted by the Director of the Colorado Oil and Gas Conservation Commission.

11. The granting of this application will not promote waste; will not violate correlative rights and will assure the greatest ultimate recovery of gas and associated hydrocarbon substances from the reservoir.

12. 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, 2006, that notice be given as required by law and that upon such hearing this Commission enter its order consistent with Applicant's proposals as set forth above.

Dated: May ____, 2006.

POULSON, ODELL AND PETERSON, LLC

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

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

Annette Apperson, of lawful age, being first duly sworn upon oath, deposes and says that she is a 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, 2006.

Witness my hand and official seal.

My commission expires:_____

Notary Public

EXHIBIT A

United States Dept. of the Interior
Bureau of Land Management
Attn: Steve Bennett
50629 Highway 6 and 24
Glenwood Springs, CO 81601

MAP0304
100 Park Avenue #1008
Oklahoma City, OK 73102

United States Dept. of the Interior
Bureau of Land Management
Attn: Bob Hartman
2815 "H" Road
Grand Junction, CO 81506

Gasconade Oil Co.
410 17th Street, Suite 1180
Denver, CO 80202

Savage Resources, LLC
Attn: Daniel Savage
14610 West Cornell Place
Lakewood, CO 80228

Helm Energy, LLC
5251 DTC Parkway, #425
Greenwood Village, CO 80111

Joan Savage
5953 County Road 320
Rifle, CO 81650

Riggs Oil & Gas Corporation
P. O. Box 711
Farmington, NM 84799

Board of County Commissioners
Garfield County, Colorado
Attn: John Martin, Chair
108 8th Street, Suite 213
Glenwood Springs, CO 81601

Morse Energy Partners, LLC
410 17th Street, Suite 1150
Denver, CO 80202

Apollo Energy, LLC
1557 Ogden St., Ste. 300
Denver, CO 80218

Louis A. Oswald, Jr. and
Mary Grace Oswald
13939 Bretagne Drive
Houston, TX 77015

Antero Resources Corporation
ATTN: Mr. Bill Pierini
1625 - 17th Street, Suite 300
Denver, CO 80202

WYOTEX Oil Company
P. O. Box 36157
Denver, CO 80236-0157

Puckett Land Company
Attn: Robert E. Puckett
5460 South Quebec St., #250
Greenwood Village, CO 80111

Bruce A. Rush and Ann H. Rush
536 East Otero Court
Littleton, CO 80122

John J. Watson
21 Delaware Road
Easton, CT 06612

Old West Tours
P. O. Box 2437
Gillette, WY 82717

EnCana Oil & Gas (USA) Inc.
Attn: Francois Goyer
370 17th Street, Suite 1700
Denver, CO 80202

Focus Energy LLC
730 17th Street, Suite 925
Denver, CO 80202

Union Pacific Railroad Company
Attn: Gregg A. Larsen, Sr. Mgr. - RE
1400 Douglas Street, Stop 1690
Omaha, NE 68179-1690

KAB Acquisition, LLLP-VI
410 17th Street, Suite 1151
Denver, CO 80202

ExxonMobil Global Services Company
Attn: Ronald M. Smith, Operations Mgr.
16825 Northchase Dr., Suite 200
Houston, TX 77060

Gunsmoke Production Company
1720 Wazee Street, Suite 2E
Denver, CO 80202

ExxonMobil Corporation
Attn: Paul L. Keffer, Land Rep.
515 West Greens Road
CORP-OCG-644
Houston, TX 77067

Barrett D. Baker
717 Seventeenth Street, Suite 1545
Denver, CO 80202

Peter Sahula
0099 Knight Road
Basalt, CO 81621-9764

Kristine M. Peterson
2525 S. Wadsworth Blvd., Suite 303
Lakewood, CO 80227-4346

Colorado Department of Transportation:
Attn: Mike Verketis
222 South 6th Street, Room 100
Grand Junction, CO 81501

Kevin C. Whelan and Kimberly S. Whelan
484 County Road 338
Parachute, CO 81635

Yates Petroleum Corporation
Yates Drilling Company
ABO Petroleum Corporation
MYCO Industries, Inc.
Attn: Kathy Porter
105 S. Fourth St.
Artesia, NM 88210

Mesa Acres, LLC
Attn: Craig L. Hayward
2581 Park Lane
Lafayette, CO 80026

Presco, Inc.
Attn: John Goodwin
1717 Woodstead Ct., Suite 207
The Woodlands, TX 77380

Donna L. Austin
767 County Road 338
Parachute, CO 81635-9103

Pioneer Natural Resources
Attn: Land Dept.
1401 17th St., Suite 1200
Denver, CO 80202

Calpine Natural Gas, LP (Gordon)
1200 17th Street, Suite 770
Denver, CO 80202

Noble Energy Productions, Inc.
Attn: Art Bollen
1625 Broadway, Suite 2000
Denver, CO 80202

Graham Resources Inc.
3510 North Causeway Blvd.
Metairie, LA 70011

Petrogulf Corporation
518 17th Street, Suite 1455
Denver, CO 80202

David M. Eddy
2758 Unaweeep Ave.
Grand Junction, CO 81503-2083

Richard & Donna Kuipers
P.O. Box 688
Rifle, Colorado 81650

Gerald K. Hollenbaugh, Jr.
5792 County Road 309
Parachute, CO 81635

Milton G. Janssen and Kathleen E. Janssen
325 Laurel Drive
Parachute, CO 81635

Gary E. Martin and Gloria J. Martin.
6006 County Road 309
Parachute, CO 81635-9112

Estate of Walter B. Lemon, Jr.
c/o Ronald M. Wilson
210 Tenth Street
Glenwood Springs, CO 81601

C.W. Byerrum
5749 County Road 309
Parachute, CO 81635-9111

Spencer D. Marcus
619 Haystack Landing Road
Newport News, VA 23602

Gary R. Haptonstall and Sharon I.
Haptonstall
P.O. Box 542
Parachute, CO 81635-0542

Gary E. Miles and Jeanne I. Miles
6425 County Road 309
Parachute, CO 81635-9113

Mervil J. Mullenax and Jean S. Mullenax
P.O. Box 106
Rifle, CO 81650

The Seventh-Day Adventists Association
of Colorado
2520 So. Downing St.
Denver, CO 80210

Daniel R. Cook and Reba D. Cook
5909 County Road 309
Parachute, CO 81635-9111

Bobby L. Arnett
5584 County Road 309
Parachute, CO 81635-9110

David E. Bernat and Holly E. Bernat
1020 County Road 323
Rifle, CO 81650-8607

Ward N. Adkins Jr.
5519 Tupper Lake Drive
Houston, TX 77056

Bernard B. Herwick and Kimberly A.
Herwick
P.O. Box 266
Parachute, CO 81635-0266

Efrain P. and Rosalba Pizano
P. O. Box 541
Snowmass, CO 81654

Philip B. Vaughan and Denise A. Vaughan
1038 County Road 323
Rifle, CO 81650-8607

Luella Coleman Preston
c/o Kerry Heinrich, Esq.
11165 Mountainview, Suite 121
Loma Linda, CA 92354

Michael S. Cain and Debra Cain
948 County Road 323
Rifle, CO 81650-8605

Robert E. Duggan
1550 County Road 320
Rifle, CO 81650

Ron K. Thurston and Susan J. Thurston
864 County Road 323
Rifle, CO 81650-8605

Robert E. Smith and Naomi K. Spink
112 Home Ave.
Silt, CO 80152

John A. VanTeylingen and Patti R.
VanTeylingen
941 Edelweiss
Rifle, CO 81650

Ted and Hilda Vaughan
259 County Road 320
Rifle, CO 81650-9609

Samuel B. Potter
P.O. Box 148
Rifle, CO 81650-0148

Stuart D. & Keri B. Jensen
6434 County Road 309
Parachute, CO 81635

Hallwood Energy Partners, LP
Attn: Tony Strehlow
3710 Rawlins St., Suite 1500
Dallas, TX 75219-4282

Joseph H. Clem and Marian G. Clem
7416 West Clifton Avenue
Littleton, CO 80128

Mr. Tom Lawson
Mineral Land Services
1127 School St.
Glenwood Springs, CO 81601

John C. Clem, Jr. Living Trust and
Barbara J. Clem Living Trust
3907 Canyon Lake Dr.
Pearland, TX 77581-4788

Energy Resources Group One, Inc.
Energy Resources LLC
P.O.Box 711
Yankton, SD 57078

Kenneth G. Hagen and Christine M. Hagen
3400 E. 64th Ave.
Commerce City, CO 80022-2205

JC Petroleum Inc.
P. O. Box 1433
Chickasha, OK 73023

Katherine E. Ziegler, Trustee,
Ziegler Family Trust, dated 4-14-2006
P. O. Box 308
Clifton, CO 81520

Mark L. Shidler Inc.
1010 Lamar, Suite 500
Houston, TX 77022

Mark Bean
Garfield County
144 East 3rd
Rifle, CO 81650

Marks Oil Inc.
1775 Sherman St., Suite 2990
Denver, CO 80203-4324

William A. Keefe
POULSON, ODELL & PETERSON, LLC
1775 Sherman Street, Suite 1400
Denver, CO 80203

Rock Eagle Ranch Corp.
P. O. Box 458
Bellaire, TX 77401

Williams Production RMT Company
ATTN: Annette Apperson
1515 Arapahoe Street
Tower 3, Suite 1000
Denver, CO 80202

ROEC Inc.
528 S. Corona St.
Denver, CO 80209

Sonorin LLC
P. O. Box 80123
Phoenix, AZ 85060

Annex A COGCC Orders

T6S, R94W Section 19: SW/4SW/4

Order 139-16 states for the Mesaverde Formation one (1) well may be drilled per 320 acre drilling and spacing unit. Mesaverde wells shall be located in the NE/4 or the SW/4 no less than 600 feet from the unit boundaries and at least 1200 feet from the nearest well producing from the same source of supply.

Order 139-28 states for 320 acre drilling and spacing units 8 wells shall be allowed to be optionally drilled into and produced from the Williams Fork Formation with the permitted well to be located no closer than 400 feet from the boundaries of the unit and no closer than 800 feet from any existing Williams Fork Formation well or wells.

T6S, R94W Section 28: S/2NW/4, SW/4, W/2SE/4

Order 139-16 states for the Mesaverde Formation one (1) well may be drilled per 320 acre drilling and spacing unit. Mesaverde wells shall be located in the NE/4 or the SW/4 no less than 600 feet from the unit boundaries and at least 1200 feet from the nearest well producing from the same source of supply.

Order 139-28 states for 320 acre drilling and spacing units 8 wells shall be allowed to be optionally drilled into and produced from the Williams Fork Formation with the permitted well to be located no closer than 400 feet from the boundaries of the unit and no closer than 800 feet from any existing Williams Fork Formation well or wells.

Order 139-34 states that additional wells are hereby allowed to be drilled for the production of gas and associated hydrocarbons from the Williams Fork Formation of the Mesaverde Group, the equivalent of one (1) well per 20 acres. The permitted well shall be located no closer than 200 feet from the boundaries of a drilling unit and no closer than 400 feet from any existing Williams Fork Formation well or wells. In cases where the application lands constitute only a portion of an existing drilling and spacing unit, etc.- see Order.

T6S, R94W Section 29: S/2NE/4, SE/4, W/2NW/4

Order 139-16 states for the Mesaverde Formation one (1) well may be drilled per 320 acre drilling and spacing unit. Mesaverde wells shall be located in the NE/4 or the SW/4 no less than 600 feet from the unit boundaries and at least 1200 feet from the nearest well producing from the same source of supply.

Order 139-28 states for 320 acre drilling and spacing units 8 wells shall be allowed to be optionally drilled into and produced from the Williams Fork Formation with the permitted well to be located no closer than 400 feet from the boundaries of the unit and no closer than 800 feet from any existing Williams Fork Formation well or wells.

Order 139-34 pertains to the following lands:

T6S, R94W Sec. 29: S/2NE/4, SE/4

Order 139-34 states that additional wells are hereby allowed to be drilled for the production of gas and associated hydrocarbons from the Williams Fork Formation of the Mesaverde Group, the equivalent of one (1) well per 20 acres. The permitted well shall be located no closer than 200 feet from the boundaries of a drilling unit and no closer than 400 feet from any existing Williams Fork Formation well or wells. In cases where the application lands constitute only a portion of an existing drilling and spacing unit, etc.- see Order.

T6S, R94W

Section 30: All

Order 139-16 states for the Mesaverde Formation one (1) well may be drilled per 320 acre drilling and spacing unit. Mesaverde wells shall be located in the NE/4 or the SW/4 no less than 600 feet from the unit boundaries and at least 1200 feet from the nearest well producing from the same source of supply.

Order 139-28 states for 320 acre drilling and spacing units 8 wells shall be allowed to be optionally drilled into and produced from the Williams Fork Formation with the permitted well to be located no closer than 400 feet from the boundaries of the unit and no closer than 800 feet from any existing Williams Fork Formation well or wells.

T6S, R94W

Section 32: All

Order 139-16 states for the Mesaverde Formation one (1) well may be drilled per 320 acre drilling and spacing unit. Mesaverde wells shall be located in the NE/4 or the SW/4 no less than 600 feet from the unit boundaries and at least 1200 feet from the nearest well producing from the same source of supply.

Order 139-28 states for 320 acre drilling and spacing units 8 wells shall be allowed to be optionally drilled into and produced from the Williams Fork Formation with the permitted well to be located no closer than 400 feet from the boundaries of the unit and no closer than 800 feet from any existing Williams Fork Formation well or wells.

The Order 139-34 pertains to the following lands:

T6S, R94W Section 32: N/2NW/4, SE/4NW/4

Order 139-34 states that additional wells are hereby allowed to be drilled for the production of gas and associated hydrocarbons from the Williams Fork Formation of the

Mesaverde Group, the equivalent of one (1) well per 20 acres. The permitted well shall be located no closer than 200 feet from the boundaries of a drilling unit and no closer than 400 feet from any existing Williams Fork Formation well or wells. In cases where the application lands constitute only a portion of an existing drilling and spacing unit, etc.- see Order.

T6S, R94W
Section 33: All

Order 139-16 states for the Mesaverde Formation one (1) well may be drilled per 320 acre drilling and spacing unit. Mesaverde wells shall be located in the NE/4 or the SW/4 no less than 600 feet from the unit boundaries and at least 1200 feet from the nearest well producing from the same source of supply.

Order 139-28 states for 320 acre drilling and spacing units 8 wells shall be allowed to be optionally drilled into and produced from the Williams Fork Formation with the permitted well to be located no closer than 400 feet from the boundaries of the unit and no closer than 800 feet from any existing Williams Fork Formation well or wells.

The Order 139-34 pertains to the following lands:

T6S, R94W Section 33: S/2, W/2NE/4, N/2NW/4, SE/4NW/4, SE/4NE/4, Lot 2

Order 139-34 states that additional wells are hereby allowed to be drilled for the production of gas and associated hydrocarbons from the Williams Fork Formation of the Mesaverde Group, the equivalent of one (1) well per 20 acres. The permitted well shall be located no closer than 200 feet from the boundaries of a drilling unit and no closer than 400 feet from any existing Williams Fork Formation well or wells. In cases where the application lands constitute only a portion of an existing drilling and spacing unit, etc.- see Order.

T6S, R94W
Section 34: W/2W/2

Order 139-16 states for the Mesaverde Formation two (2) wells may be drilled per 640 acre drilling and spacing unit. Mesaverde wells shall be located no less than 600 feet from the unit boundaries and at least 1200 feet from the nearest well producing from the same source of supply.

Order 139-28 states for 640 acre drilling and spacing units 16 wells shall be allowed to be optionally drilled into and produced from the Williams Fork Formation with the permitted well to be located no closer than 400 feet from the boundaries of the unit and no closer than 800 feet from any existing Williams Fork Formation well or wells.

The Order 139-34 pertains to the following lands:

T6S, R94W Section 34: W/2SW/4, SW/4NW/4

Order 139-34 states that additional wells are hereby allowed to be drilled for the production of gas and associated hydrocarbons from the Williams Fork Formation of the

Mesaverde Group, the equivalent of one (1) well per 20 acres. The permitted well shall be located no closer than 200 feet from the boundaries of a drilling unit and no closer than 400 feet from any existing Williams Fork Formation well or wells. In cases where the application lands constitute only a portion of an existing drilling and spacing unit, etc.- see Order.

T7S, R94W
Section 3: All

Order 139-16 states for the Mesaverde Formation two (2) wells may be drilled per 640 acre drilling and spacing unit. Mesaverde wells shall be located no less than 600 feet from the unit boundaries and at least 1200 feet from the nearest well producing from the same source of supply.

Order 139-28 states for 640 acre drilling and spacing units 16 wells shall be allowed to be optionally drilled into and produced from the Williams Fork Formation with the permitted well to be located no closer than 400 feet from the boundaries of the unit and no closer than 800 feet from any existing Williams Fork Formation well or wells.

The Order 139-34 pertains to the following lands:

T7S, R94W Section 3: NW/4NW/4

Order 139-34 states that additional wells are hereby allowed to be drilled for the production of gas and associated hydrocarbons from the Williams Fork Formation of the Mesaverde Group, the equivalent of one (1) well per 20 acres. The permitted well shall be located no closer than 200 feet from the boundaries of a drilling unit and no closer than 400 feet from any existing Williams Fork Formation well or wells. In cases where the application lands constitute only a portion of an existing drilling and spacing unit, etc.- see Order.

T7S, R94W
Section 4: All

Order 139-16 states for the Mesaverde Formation two (2) wells may be drilled per 640 acre drilling and spacing unit. Mesaverde wells shall be located no less than 600 feet from the unit boundaries and at least 1200 feet from the nearest well producing from the same source of supply.

Order 139-28 states for 640 acre drilling and spacing units 16 wells shall be allowed to be optionally drilled into and produced from the Williams Fork Formation with the permitted well to be located no closer than 400 feet from the boundaries of the unit and no closer than 800 feet from any existing Williams Fork Formation well or wells.

The Order 139-34 pertains to the following lands:

T7S, R94W Section 4: W/2, NE/4

Order 139-34 states that additional wells are hereby allowed to be drilled for the production of gas and associated hydrocarbons from the Williams Fork Formation of the

Mesaverde Group, the equivalent of one (1) well per 20 acres. The permitted well shall be located no closer than 200 feet from the boundaries of a drilling unit and no closer than 400 feet from any existing Williams Fork Formation well or wells. In cases where the application lands constitute only a portion of an existing drilling and spacing unit, etc.- see Order.

T7S, R94W
Section 5: All

Order 139-16 states for the Mesaverde Formation two (2) wells may be drilled per 640 acre drilling and spacing unit. Mesaverde wells shall be located no less than 600 feet from the unit boundaries and at least 1200 feet from the nearest well producing from the same source of supply.

Order 139-28 states for 640 acre drilling and spacing units 16 wells shall be allowed to be optionally drilled into and produced from the Williams Fork Formation with the permitted well to be located no closer than 400 feet from the boundaries of the unit and no closer than 800 feet from any existing Williams Fork Formation well or wells.

T7S, R94W
Section 6: All

Order 139-16 states for the Mesaverde Formation two (2) wells may be drilled per 640 acre drilling and spacing unit. Mesaverde wells shall be located no less than 600 feet from the unit boundaries and at least 1200 feet from the nearest well producing from the same source of supply.

Order 139-28 states for 640 acre drilling and spacing units 16 wells shall be allowed to be optionally drilled into and produced from the Williams Fork Formation with the permitted well to be located no closer than 400 feet from the boundaries of the unit and no closer than 800 feet from any existing Williams Fork Formation well or wells.

T7S, R94W
Section 7: All

Order 139-16 states for the Mesaverde Formation two (2) wells may be drilled per 640 acre drilling and spacing unit. Mesaverde wells shall be located no less than 600 feet from the unit boundaries and at least 1200 feet from the nearest well producing from the same source of supply.

Order 139-28 states for 640 acre drilling and spacing units 16 wells shall be allowed to be optionally drilled into and produced from the Williams Fork Formation with the permitted well to be located no closer than 400 feet from the boundaries of the unit and no closer than 800 feet from any existing Williams Fork Formation well or wells.

T7S, R94W
Section 8: All
Section 9: All

Order 139-16 states for the Mesaverde Formation two (2) wells may be drilled per 640 acre drilling and spacing unit. Mesaverde wells shall be located no less than 600 feet from the unit boundaries and at least 1200 feet from the nearest well producing from the same source of supply.

Order 139-28 states for 640 acre drilling and spacing units 16 wells shall be allowed to be optionally drilled into and produced from the Williams Fork Formation with the permitted well to be located no closer than 400 feet from the boundaries of the unit and no closer than 800 feet from any existing Williams Fork Formation well or wells.

T6S, R95W
Section 25: NE/4NE/4, S/2NE/4, SE/4NW/4, SE/4, E/2SW/4, SW/4SW/4

Order 440-12 Three hundred twenty (320) acre drilling and spacing units were established for the production of gas and associated hydrocarbons from the Mesaverde formation, with the permitted well to be located no closer than 600 feet from the boundaries of said unit and no closer than 1200 feet from any well producing or producible from the same formation and that an additional well may be drilled for production from the Mesaverde formation for each governmental section at the option of the operator of the unit or units contained within the individual section, etc.

Order 440-16 states for 320 acre drilling and spacing units 8 wells shall be allowed to be optionally drilled into and produced from the Williams Fork Formation with the permitted well to be located no closer than 400 feet from the boundaries of the unit and no closer than 800 feet from any existing Williams Fork Formation well or wells.

T6S, R95W
Section 26: SE/4SE/4

Order 440-12 Three hundred twenty (320) acre drilling and spacing units were established for the production of gas and associated hydrocarbons from the Mesaverde formation, with the permitted well to be located no closer than 600 feet from the boundaries of said unit and no closer than 1200 feet from any well producing or producible from the same formation and that an additional well may be drilled for production from the Mesaverde formation for each governmental section at the option of the operator of the unit or units contained within the individual section, etc.

Order 440-16 states for 320 acre drilling and spacing units 8 wells shall be allowed to be optionally drilled into and produced from the Williams Fork Formation with the permitted well to be located no closer than 400 feet from the boundaries of the unit and no closer than 800 feet from any existing Williams Fork Formation well or wells.

T6S, R95W**Section 36: N/2, N/2S/2, S/2SE/4, SE/4SW/4**

Order 440-12 Three hundred twenty (320) acre drilling and spacing units were established for the production of gas and associated hydrocarbons from the Mesaverde formation, with the permitted well to be located no closer than 600 feet from the boundaries of said unit and no closer than 1200 feet from any well producing or producible from the same formation and that an additional well may be drilled for production from the Mesaverde formation for each governmental section at the option of the operator of the unit or units contained within the individual section, etc.

Order 440-16 states for 320 acre drilling and spacing units 8 wells shall be allowed to be optionally drilled into and produced from the Williams Fork Formation with the permitted well to be located no closer than 400 feet from the boundaries of the unit and no closer than 800 feet from any existing Williams Fork Formation well or wells.

T7S, R95W**Section 1: All**

Order 440-12 Three hundred twenty (320) acre drilling and spacing units were established for the production of gas and associated hydrocarbons from the Mesaverde formation, with the permitted well to be located no closer than 600 feet from the boundaries of said unit and no closer than 1200 feet from any well producing or producible from the same formation and that an additional well may be drilled for production from the Mesaverde formation for each governmental section at the option of the operator of the unit or units contained within the individual section, etc.

Order 440-16 states for 320 acre drilling and spacing units 8 wells shall be allowed to be optionally drilled into and produced from the Williams Fork Formation with the permitted well to be located no closer than 400 feet from the boundaries of the unit and no closer than 800 feet from any existing Williams Fork Formation well or wells.

T7S, R95W**Section 2: S/2NE/4, SE/4, SE/4NW/4**

Order 440-12 Three hundred twenty (320) acre drilling and spacing units were established for the production of gas and associated hydrocarbons from the Mesaverde formation, with the permitted well to be located no closer than 600 feet from the boundaries of said unit and no closer than 1200 feet from any well producing or producible from the same formation and that an additional well may be drilled for production from the Mesaverde formation for each governmental section at the option of the operator of the unit or units contained within the individual section, etc.

Order 440-16 states for 320 acre drilling and spacing units 8 wells shall be allowed to be optionally drilled into and produced from the Williams Fork Formation with the permitted

well to be located no closer than 400 feet from the boundaries of the unit and no closer than 800 feet from any existing Williams Fork Formation well or wells.

T7S, R95W

Section 3: W/2NE/4, SE/4NE/4

Order 440-12 (on page 4) states six hundred forty (640) acre drilling and spacing units were established with the option to drill a total of three wells in each unit for the production of gas and associated hydrocarbons from the Mesaverde formation, with the permitted well to be located no closer than 600 feet from the boundaries of said unit and no closer than 1200 feet from any well producing or producible from the same formation.

Order 440-16 states for 640 acre drilling and spacing units 16 wells shall be allowed to be optionally drilled into and produced from the Williams Fork Formation with the permitted well to be located no closer than 400 feet from the boundaries of the unit and no closer than 800 feet from any existing Williams Fork Formation well or wells.

Order 440-19 states additional wells are hereby allowed to be drilled for the production of gas and associated hydrocarbons from the Williams Fork Formation of the Mesaverde Group, the equivalent of one (1) well per 20 acres. The permitted well shall be located no closer than 200 feet from the boundaries of a drilling unit and no closer than 400 feet from any existing Williams Fork Formation well or wells. In cases where the application lands constitute only a portion of an existing drilling and spacing unit, each Williams Fork Formation well upon such application lands shall be located no closer than 200 feet from the boundaries of the drilling unit, no closer than 200 feet from the boundary of the application lands and no closer than 400 feet from any existing Williams Fork Formation well.

T7S, R95W

Section 4: SW/4, S/2SE/4, NE/4SE/4

Order 440-12 (on page 4) states six hundred forty (640) acre drilling and spacing units were established with the option to drill a total of three wells in each unit for the production of gas and associated hydrocarbons from the Mesaverde formation, with the permitted well to be located no closer than 600 feet from the boundaries of said unit and no closer than 1200 feet from any well producing or producible from the same formation.

Order 440-16 states for 640 acre drilling and spacing units 16 wells shall be allowed to be optionally drilled into and produced from the Williams Fork Formation with the permitted well to be located no closer than 400 feet from the boundaries of the unit and no closer than 800 feet from any existing Williams Fork Formation well or wells.

T7S, R95W
Section 12: All

Order 139-16 states for the Mesaverde Formation one (1) well may be drilled per 640 acre drilling and spacing unit. The Mesaverde wells shall be located in the NW/4 or the SE/4 and no less than 990 feet from the unit boundaries.

Order 139-28 states for 640 acre drilling and spacing units 16 wells shall be allowed to be optionally drilled into and produced from the Williams Fork Formation with the permitted well to be located no closer than 400 feet from the boundaries of the unit and no closer than 800 feet from any existing Williams Fork Formation well or wells.

T7S, R95W
Section 13: All
Section 14: All

Order 139-16 states for the Mesaverde Formation one (1) well may be drilled per 640 acre drilling and spacing unit. The Mesaverde wells shall be located in the NW/4 or the SE/4 and no less than 990 feet from the unit boundaries.

T7S, R95W
Section 15: W/2
Section 16: E/2

Order 440-12 Three hundred twenty (320) acre drilling and spacing units were established for the production of gas and associated hydrocarbons from the Mesaverde formation, with the permitted well to be located no closer than 600 feet from the boundaries of said unit and no closer than 1200 feet from any well producing or producible from the same formation and that an additional well may be drilled for production from the Mesaverde formation for each governmental section at the option of the operator of the unit or units contained within the individual section, etc.

Order 440-18 Allows for the optional drilling of additional wells, up to eight (8) wells per 320-acre drilling and spacing unit, for the above described lands in the Rulison and Parachute Fields for the production of gas and associated hydrocarbons from the Williams Fork Formation of the Mesaverde Group, with the permitted well to be located no closer than 400 feet from the outer boundaries of the drilling unit and no closer than 800 feet to any well or wells producing from the same formation.

T7S, R95W
Section 23: All

Order 139-16 states for the Mesaverde Formation one (1) well may be drilled per 640 acre drilling and spacing unit. The Mesaverde wells shall be located in the NW/4 or the SE/4 no less than 990 feet from the unit boundaries.

OIL AND GAS CONSERVATION COMMISSION
OF THE STATE OF COLORADO

IN THE MATTER OF THE APPLICATION OF
WILLIAMS PRODUCTION RMT COMPANY FOR
AN ORDER ESTABLISHING WELL LOCATION
AND SETBACK RULES FOR THE DRILLING OF
WILLIAMS FORK FORMATION WELLS ON
CERTAIN DESCRIBED LANDS IN GARFIELD
COUNTY, COLORADO

CAUSE NO.

DOCKET NO.

AFFIDAVIT OF MAILING

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

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 May _____, 2006, he caused a copy of the attached Application in the subject docket 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 on May _____, 2006.

Witness my hand and official seal.

My commission expires: July 22, 2007.

Notary Public