

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

IN THE MATTER OF THE APPLICATION OF)	
DOLPHIN ENERGY CORPORATION FOR AN)	
ORDER ESTABLISHING SPACING AND WELL)	CAUSE NO. 191
LOCATION RULES FOR THE WILLIAMS FORK)	
FORMATION OF THE MESA VERDE GROUP)	DOCKET NO. _____
FOR CERTAIN LANDS IN THE MAMM CREEK)	
AREA, GARFIELD COUNTY, COLORADO)	

APPLICATION

Dolphin Energy Corporation ("Applicant") by its attorneys, Welborn Sullivan Meck & Tooley, P.C., respectfully request the Colorado Oil & Gas Conservation Commission ("Commission") applies to the Commission for an order establishing 320-acre drilling and spacing units for the production of gas and associated substances from the Williams Fork formation, and establishing spacing rules and well location rules applicable to the drilling and producing of wells from the Williams Fork formation of the Mesaverde Group covering the following described lands in Garfield County, Colorado (the "Lands"):

Township 5 South, Range 92 West, 6th P.M.
Section 3: N2

In support of this Application, Applicant states as follows:

1. Applicant is a corporation authorized to conduct business in the State of Colorado.
2. Applicant owns leasehold interests in all or a portion of the Lands.
3. The Lands are unspaced and subject to Commission Rule 318.
4. To promote efficient drainage within the Williams Fork formation of the Mesaverde Group, Applicant requests the Commission establish 320-acre drilling and spacing units for the production of gas and associated substances from the Williams Fork formation in the Lands, allowing the number of wells which can be optionally produced from the Williams Fork formation to the equivalent of one well per 10 acres, with the permitted wells to be located downhole anywhere in the drilling and spacing unit by no closer than 100 feet from the boundaries of the drilling and spacing unit.
5. Where the Lands abut or corner lands for which the Commission has not at the time of drilling permit application granted the right to drill 10-acre density Williams Fork wells, wells shall be located downhole no closer than 200 feet from the boundary of the drilling unit abutting lands for which 10 acre density downhole drilling for Williams Fork wells has not been ordered by the Commission.

6. Applicant requests the Commission allow wells drilled on the Lands to be drilled either vertically or directionally from no more than one pad located on a given quarter quarter section unless exception is granted by the Commission pursuant to an application made requesting such exception.

7. Applicant requests the Commission authorize the Director of the Commission, without additional notice and hearing, grant exceptions to well locations for good cause shown (including but not limited to surface owner requests) provided a waiver is obtained from the lease owner toward whom the well location is proposed to be moved. If a waiver cannot be obtained, then the well operator may apply to the Commission for a variance.

8. Applicant believes the spacing and well location rules (1) will allow more efficient drainage of the Williams Fork formation, (2) will not promote waste, (3) will not violate correlative rights and (4) will assure the greatest ultimate recovery of gas and associated substances from the reservoir.

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

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

Respectfully submitted on April 17, 2006

WELBORN SULLIVAN MECK & TOOLEY, P.C.

By: _____
Stephen J. Sullivan
821 17th Street, Suite 500
Denver, CO 80202
Telephone: 303-830-2500
Facsimile: 303-832-2366
ssullivan@wsmtlaw.com

Applicants' Contact Information:

Dolphin Energy Corporation
1331 17th Street, Suite 730
Denver, Colorado 80202
Telephone: 303-293-2300
Facsimile: 303-293-2417

VERIFICATION

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

Cecil D. Gritz, of lawful age, being first duly sworn upon oath, deposes and says that he is chief operating officer of Dolphin Energy Corporation, that he has read the foregoing Application and that the matters therein contained are true to the best of his knowledge, information and belief.

Dolphin Energy Corporation

By: _____
 Cecil D. Gritz

Subscribed and sworn to before me this _____ day of April 2006.

Witness my hand and official seal.

 Notary Public

My commission expires: _____

EXHIBIT A
WORKING INTEREST OWNERS, UNLEASED MINERAL
INTEREST OWNERS AND OTHER INTERESTED PARTIES

Mark Bean, Garfield County Planner
Garfield County Building & Planning
108 8th Street, Suite 401
Glenwood Springs, Colorado 81601-3355

Bureau of Land Management
Attn: Wayne Bankert
2815 "H" Road
Grand Junction, Colorado 81506

Dolphin Energy Corporation
1331 17th Street, Suite 730
Denver, CO 80202

Exxel Energy Corporation
1331 17th Street, Suite 730
Denver, CO 80202

Antero Resources Corporation
1625 17th Street, Suite 300
Denver, CO 80202

William A. Hendricks, Personal Representative
of the Estate of Myra Chivers, deceased
c/o Stuver and George, P.C.
P.O. Box 907
Rifle, CO 81650

Donnell R. Reid, Sr. & Lisa R. Reid
1458 County Road 233
Rifle, CO 81650

Scott W. Brynildson & Linda S. Brynildson
1831 Railroad Avenue
Rifle, CO 81650

Rifle Creekside Estates, LLC
3000 County Road 342
Silt, CO 81652

City of Rifle
P.O. Box 1908
Rifle, CO 81650

Deerfield Park, LLC
c/o Slemn-Phelps Properties
Streamside Professional Building
P.O. Box 1670
Basalt, CO 81621

Dorothy G. Pretti
213 County Road
Silt, CO 81652

Edna Doak, deceased, address unknown

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Section 30: All
Section 31: All

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Respectfully submitted on April ____, 2006

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 Stephen J. Sullivan
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 Denver, CO 80202
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Dolphin Energy Corporation

By: _____
 Cecil D. Gritz

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 Notary Public

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 Attn: Wayne Bankert
 2815 "H" Road
 Grand Junction, Colorado 81506

William Alfred Hendricks, Personal Rep. of
 the Estate of Myra Chivers, deceased
 c/o Stuver and George, P.C.
 P.O. Box 907
 Rifle, CO 81650

Chester K. Hampson
 1230 Sherman Street
 Denver, CO 80203

Frances Jean Black
 3050 Highway 13
 Rifle, CO 81650

Ignacio Mendoza & Juvencio Gutierrez
 2730 Highway 13
 Rifle, CO 81650

Lenard George Kuper & Julie Mae Kuper
 133 North 8th, #5
 Aspen, Co 81611

John M. Pennington & Susan A. Pennington
 318 County Road 261
 Rifle, CO 81650

Lex Burke & Janice K. Burke
 3267 U.S. Hwy. 13
 Rifle, CO 81650

Joe Harris
 1326 Venado Road
 Silt, CO 81652

Sharon K. Ebeler & David R. Ebeler
 540 Panoramic Drive
 Silt, CO 81652

Michael R. Banks
 25 State Hwy. 325
 Rifle, CO 81650

Charles J. Griffiths & Barbara E. Griffiths
 325 Hwy. 325
 Rifle, CO 81650

Harold Coombs & Zita Coombs
 708 Highway 325
 Rifle, CO 81650-9016

Jack Patrick Elliott & Gloria K. Elliott
 845 County Road 296
 Rifle, CO 81650-9309

Dorothy L. Cummins
 2621 Prescott Road, Space 79
 Modesto, CA 95350

Robert Wayne Buck & Margaret Buck
 Latiolais
 2943 County Road 321
 Ignacio, CO 81137-9621

Hampson Family Trust dated 4/21/96
 c/o Lee G. Hampson, Trustee and/or Margaret
 E. Hampson, Trustee
 1412 Morado Drive
 Modesto, CO 95350

Newby Sills & Maria Sills
 2732 Hwy. 13
 Rifle, CO 81650

Nichols Energy, LLC
 c/o Imogene Nichols
 170 Hwy. 325
 Rifle, CO 81650

Dolphin Energy Corporation
1331 17th Street, Suite 730
Denver, CO 80202

Antero Resources Corporation
1625 17th Street, Suite 300
Denver, CO 80202

ORO Financial of California, Inc.
2501 East Shaw
Fresno, CA 93710

Leslie O. Wittwer & Terry Wittwer
1028 State Hwy. 325
Rifle, CO 81650

Kerr-McGee Oil & Gas Onshore, LP
1999 Broadway, Suite 3700
Denver, CO 80202

David R. Powers & Cynthia L. Merrill
496 County Road 251
Rifle, CO 81650

Michael W. Waldron & Teri L. Waldron
P.O. Box 561
Rifle, CO 81650

Terry D. Veldboom & Robin E. Veldboom
294 Mesa Drive
Rifle, CO 81650

Barry L. Hamilton & Janice K. Hamilton
394 Mesa Drive
Rifle, CO 81650

The Sekeres Living Trust
81 Mesa Drive
Rifle, CO 81650

Jack M. Barnes & Angela S. Barnes
703 Mesa Drive
Rifle, CO 81650

Federick J. Kuester
485 Mesa Drive
Rifle, CO 81650

Exxel Land Services, LLC
1331 17th Street, Suite 300
Denver, CO 80218

Transcontinent Oil Company
621 17th Street, Suite 1201
Denver, CO 80293

Antero Resources II Corporation
1625 17th Street, Suite 300
Denver, CO 80202

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Rifle, CO 81650

Cecil Phillips
418 County Road 251
Rifle, CO 81650

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1515 Arapahoe Street, Tower 3, Suite 1000
Denver, CO 80202

Edwin L. Pace & Joyce M. Pace
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Rifle, CO 81650

Nondis L. Lowther
332 Mesa Drive
Rifle, CO 81650

Pamela J. Salazar
420 Mesa Drive
Rifle, CO 81650

Patricia A. Mobley & Donald E. Mobley Jr.
705 Mesa Drive
Rifle, CO 81650

Bryan A. Berg & Francesca T. Bonfiglio
P.O. Box 469
Rifle, CO 81650

Robert D. Coloroso & Sharon A. Coloroso
543 Mesa Drive
Rifle, CO 81650

Michael W. Brown & Deborah B. Brown
599 Mesa Drive
Rifle, CO 81650

Marjorie J. Oberholtzer
655 Mesa Drive
Rifle, CO 81650

Winzig/Morrow Living Trust, dated 7/16/2002
37 Amos Street
Sleepy Hollow, NY 10591

John P. Powers
200 Alder Lane
Boulder, CO 80304

Qwest Corporation
1801 California Street
Denver, CO 80202

Carl O. Wittwer & Margaret L. Wittwer,
Trustees of The Carl and Margaret Wittwer
Family Trust
195 County Road 297
Rifle, CO 81650