

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

IN THE MATTER OF THE APPLICATION OF) CAUSE NO. 112
WILLIAMS PRODUCTION COMPANY LLC) Docket No.
FOR AN ORDER POOLING ALL NONCONSENTING)
INTERESTS IN THE MESAVERDE FORMATION IN)
AN ESTABLISHED DRILLING AND SPACING UNIT)
LOCATED IN THE IGNACIO BLANCO FIELD, LA)
PLATA COUNTY, COLORADO)

VERIFIED APPLICATION

Williams Production Company LLC (“WPC”) hereby applies for an order to pool all non-consenting interests for the drilling of an additional well for the applicable 320 acre drilling and spacing unit in the Mesaverde formation in the west half of Section 31, Township 33 North, Range 9 West, N.M.P.M., La Plata County, Colorado (the “Application Lands”).

In support of this application, WPC states as follows.

1. WPC is a limited liability company duly authorized to conduct business in the State of Colorado.

2. WPC owns certain leasehold interests in the unit requested for pooling.

3. By Cause No. 112, Order No. 112-6, dated November 9, 1959, the Colorado Oil and Gas Conservation Commission established 320 acre drilling and spacing units for the production of gas from the Mesaverde and Fruitland-Pictured Cliffs formations underlying the Ignacio Blanco Field. The order required any well so drilled to be on a designated drilling unit of not less than 320 acres in which unit all of the interests of owners are consolidated by a pooling agreement or otherwise.

4. By Cause No. 112-46, dated July 16, 1979, the Commission amended Order No. 112-6 to permit a second well to be drilled on each 320 acre drilling and spacing unit for the production of gas from the Fruitland-Pictured Cliffs and Mesaverde formations. Order No. 112-46 provides that the additional well shall be located in the undrilled quarter section of the 320 acre drilling and spacing unit and shall be no closer than 990 feet to the boundaries of the quarter section upon which it is located.

5. WPC proposes to drill an additional well in the Application Lands in accordance with Cause No. 112-46.

6. WPC has attempted to obtain the consent and participation in the requested additional well permitted by Order 112-46 from the owners of interests in leases as listed on Exhibit A. An AFE containing the information required by COGCC

Rule 530.a. was sent respecting the wells more than thirty days prior to the date of any hearing on this application. The parties identified as "Non-consenting" in Exhibit A have declined to participate by bearing their proportionate share of the costs and risks of drilling and operating the well.

7. In order to prevent waste, protect correlative rights and in the best interests of conservation, all interests owned by the nonconsenting parties listed in Exhibit A should be pooled in accordance with §34-60-116, C.R.S.

8. The names and addresses of the interested parties with respect to this application are as set forth in Exhibit A.

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

A. That the leasehold interests listed in Exhibit A as "Non-consenting" be pooled involuntarily with respect to the Mesaverde formation and that such owners be treated as nonconsenting owners under §34-60-116, C.R.S. and made subject to the terms and penalties set forth therein; and

B. For such other and further relief that the Commission may deem proper or advisable.

Dated: October 4, 2006.

WILLIAMS PRODUCTION COMPANY LLC

By: _____

Daniel F. Warden
BOND & MORRIS, P.C.
303 E. 17TH Avenue, Ste.888
Denver, CO 80203
(303) 837-9222
(303) 837-0849 (fax)

Applicant's address:

One Williams Center
P.O.Box 3102
Tulsa, OK 74101

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PLATA COUNTY, COLORADO)

AFFIDAVIT OF MAILING

STATE OF COLORADO)
)
CITY AND COUNTY OF DENVER)

Daniel F. Warden, of lawful age, and first being duly sworn upon his oath, states and declares as follows:

That he is the attorney for Williams Production Company LLC and that on October 4, 2006, he caused a copy of the Verified Application of Williams Production Company LLC for an order pooling all nonconsenting interests in the Mesaverde Formation in the Ignacio Blanco Field in La Plata County, Colorado to be served by placing a true and correct copy of the application in the United States mail, first class postage prepaid to the parties listed in Exhibit A to the application.

Daniel F. Warden

Subscribed and sworn before me on this 4th day of October, 2006.

Witness my hand and official seal.

My commission expires: _____.

Notary public

VERIFICATION

STATE OF OKLAHOMA)
) ss..
COUNTY OF _____)

I, Barbara Burnett, being first duly sworn upon oath, state and depose that (i) I am a Landman for Williams Production Company LLC; (ii) I have read the foregoing application; (iii) I have knowledge of the factual assertions contained in the application; and (iv) the factual assertions in the application are true to the best of my knowledge, information and belief.

Barbara Burnett

Subscribed and sworn to on this ____ day of October, 2006.

Witness my hand and official seal.

My commission expires:

Notary Public

EXHIBIT A

CONSENTING

Williams Production Company LLC
P.O. Box 3102
Tulsa, Oklahoma 74101
Attn: Barbara Burnett

LHS, Smith & Smith, Ltd, LLP
P.O. Box 52890
Houston, TX 77052

Rock Creek Ranch I, Ltd.
c/o Gordy Oil Company
909 Fannin, Suite 2600
Houston, Texas 77010

Mike Abraham Trust
Michael C. Abraham, Trustee
P.O. Box 25123
Albuquerque, NM 87125

Sagle, Schwab & McLean Energy Resources, LLC
P.O. Box 2677
Durango, CO 81302

SEABOARD Oil Company
P.O. Box 50180
Midland, Texas 79710-0180

WPC Oil & Gas L.P.
8333 Douglas, Suite 950
Dallas, TX 75225-5894

NON-CONSENTING

William Waldeck Trust
Bank of Oklahoma
Trust Department
One Williams Center
Tulsa, Oklahoma 74172

James C. Mitchell
108 E. 19th Place
Stanford, Arizona 85546-2115

Persons Entitled to Notice in Accordance with Rule 503.d

Williams Production Company LLC
P.O. Box 3102
Tulsa, Oklahoma 74101
Attn: Barbara Burnett

William Waldeck Trust
Bank of Oklahoma
Trust Department
One Williams Center
Tulsa, Oklahoma 74172

LHS, Smith & Smith, Ltd, LLP
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Houston, TX 77052

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108 E. 19th Place
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Houston, Texas 77010

Mike Abraham Trust
Michael C. Abraham, Trustee
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Albuquerque, NM 87125

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