

**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
AND ILES FORMATION WELLS ON CERTAIN
DESCRIBED LANDS IN GARFIELD COUNTY,
COLORADO

CAUSE NO:

ORDER NO:

DOCKET NO:

APPLICATION

COMES NOW Williams Production RMT Company ("Applicant"), a Delaware corporation, by its attorneys, Poulson, Odell and Peterson, LLC, and makes an 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 and the Iles Formation (including the Sego member of the Iles Formation) of the Mesaverde Group underlying certain described lands in 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 oil and gas leasehold interests covering all or a portion of the following described lands (hereinafter "Application Lands"):

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

Section 11: Those portions of the S/2 as the same is embraced and bounded by the Sheridan Placer Nos. 16-20 placer mining claims.

Section 12: Those portions of the W/2SW/4 as the same is embraced and bounded by the Sheridan Placer No. 20 placer mining claim.

Section 13: Those portions of the W/2W/2 as the same is embraced and bounded by the Sheridan Placer No. 20 and La Paz No. 2 placer mining claims.

Section 14: All as the same is embraced and bounded by the Sheridan Placer Nos. 16-20 and La Paz Nos. 2, 3, and 6 placer mining claims.

Section 15: Those portions of the E/2 and E/2W/2 as the same is embraced and bounded by the Sheridan Placer Nos. 14, 15, 16 and La Paz Nos. 5 and 6 placer mining claims.

Section 22: Those portions of the E/2 as the same is embraced and bounded by the La Paz Nos. 4 and 6 placer mining claims.

Section 23: Those portions of the N/2 and W/2SW/4 as the same is embraced and bounded by the La Paz Nos. 2-4 and 6 placer mining claims.

Section 24: Those portions of the NW/4NW/4 as the same is embraced and bounded by the La Paz No. 2 placer mining claim.

Township 6 South, Range 96 West, 6th P.M.

Section 11: All

Section 12: All

Section 13: N/2N/2

Section 14: N/2

Section 15: E/2E/2

Section 24: W/2

3. That the Application Lands are unspaced as to the Mesaverde Group and subject to the Commission's Rule 318 (formerly Rule 316).

4. That multiple wells have been drilled, tested and completed in the Williams Fork Formation of the Mesaverde Group upon lands in proximity to the Application Lands. That some wells in the general area of the Application Lands have been drilled to the Iles Formation (including the Sego member) of the Mesaverde Group.

5. That as to the Application Lands, the Commission should allow Williams Fork wells to be optionally drilled upon a ten (10) acre density basis with each such well to be located downhole anywhere upon such lands provided no such well shall be located downhole any closer than 100 feet from the outside boundary of the Application Lands unless such 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 Williams Fork wells in which event the Williams Fork wells to be drilled upon the Application Lands shall be drilled downhole no closer than 200 feet from that portion of the 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. Further, the Commission should allow Iles Formation (including the Sego Member of the Iles Formation) wells to be optionally drilled on a ten (10) acre density basis with each such well to be located downhole anywhere upon the Application Lands provided that no such well shall be located downhole any closer than 100 feet to the outside boundary of the Application Lands unless such 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 Iles Formation in which event the Iles Formation wells to be drilled upon the Application Lands shall be drilled downhole no closer than 400 feet from that portion of such boundary which so abuts or corners the lands in respect of which 10 acre density drilling for Iles Formation wells has not been ordered by the Commission. It is further understood that Iles Formation wells may be drilled only in conjunction with the drilling of Williams Fork Formation wells.

6. 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 the equivalent of no more than one pad located on a given quarter quarter section unless exception is granted by the Colorado Oil and Gas Conservation Commission pursuant to application made for such exception.

7. 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.

8. 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 January, 2007, 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: November ____, 2006.

POULSON, ODELL AND PETERSON, LLC

By: _____
William A. Keefe
1775 Sherman Street, Suite 1400
Denver, Colorado 80203
(ph) (303) 861-4400
(fax) (303) 861-1225

VERIFICATION

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

Jim Schaff of lawful age, and being first duly sworn upon his oath, states and declares:

That he is the Senior Landman for Williams Production RMT Company, Applicant, herein; that he has read the above and foregoing Amended Application by him subscribed, knows the contents thereof, and that the allegations and matters therein stated are true and correct as he verily believes.

By: _____
Jim Schaff

Subscribed and sworn to before me this _____ day of _____, 20____.

Witness my hand and official seal.

My commission expires: _____

Notary Public

EXHIBIT A

Williams Production RMT Company
Jim Schaff Senior Staff Landman
1515 Arapahoe Street Tower 3 Suite 1000
Denver CO 80202

ExxonMobil Production Company
Glen R. Murdock Land Associate
CORP-WGR-642
396 West Greens Road Room 642
Houston TX 77067-4530

Yates Drilling Company
105 S. 4th Street
Artesia NM 88210

Myco Industries Inc
P O Box 840
Artesia NM 88211

Yates Petroleum Corporation
105 S. 4th Street
Artesia NM 88210

Jesse Smith
Garfield County
144 E. 3rd Street
Rifle, CO 81650

ABO Petroleum Corporation
105 S. 4th Street
Artesia NM 88210

Bureau of Land Management
Attn Marty O'Mara Regulatory Specialist
50629 Highways 6 & 24
Glenwood Springs CO 81601

EnCana Oil & Gas (USA) Inc
Kirsten E. Orahoo Land Negotiator
370-17th Street Suite 1700
Denver CO 80202

Berry Petroleum Company
Mary Ann Adams Senior Landman
950-17th Street, Suite 2400
Denver CO 80202

William A. Keefe
POULSON, ODELL & PETERSON, LLC
1775 Sherman Street, Suite 1400
Denver, CO 80202

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

IN THE MATTER OF THE APPLICATION OF
ANTERO RESOURCES PICEANCE
CORPORATION FOR AN ORDER
ESTABLISHING SPACING AND WELL
LOCATION RULES FOR THE WILLIAMS
FORK FORMATION AND THE ILES
FORMATION OF THE MESAVERDE GROUP
FOR CERTAIN DESCRIBED LANDS IN THE
MAMM CREEK FIELD AREA, GARFIELD
COUNTY, COLORADO

CAUSE NO:

ORDER NO:

DOCKET NO:

AFFIDAVIT OF MAIL

STATE OF COLORADO

)

CITY AND COUNTY OF DENVER

)

ss.

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William A. Keefe, of lawful age, being first duly sworn upon oath, states and declares:

That he is the attorney for Antero Resources Piceance Corporation, Applicant herein; that on November _____, 2006, he caused a copy of the attached Application to be deposited in the United States Mail, postage prepaid, addressed to each of the parties listed on Exhibit "A" to the Application.

By:

William A. Keefe

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

Witness my hand and official seal.

My commission expires: July 22, 2007.

Notary Public