

**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 VACATING THAT CERTAIN
320 ACRE DRILLING AND SPACING UNIT
DESCRIBED AS W/2 OF SECTION 18,
TOWNSHIP 6 SOUTH, RANGE 93 WEST,
GARFIELD COUNTY, COLORADO
PREVIOUSLY ESTABLISHED FOR THE
MESAVERDA FORMATION AND FOR
ESTABLISHING AN APPROXIMATE 160
ACRE DRILLING AND SPACING UNIT FOR
THE WILLIAMS FORK FORMATION OF THE
MESAVERDE GROUP DESCRIBED AS BEING
THE NW/4 OF SECTION 18, TOWNSHIP 6
SOUTH, RANGE 93 WEST, GARFIELD
COUNTY, COLORADO

CAUSE NO: 139

ORDER NO:

DOCKET NO:

APPLICATION

COMES NOW Williams Production RMT Company ("Applicant"), a Delaware corporation, by its attorneys, Poulson, Odell & Peterson, LLC, and makes application to the Oil and Gas Conservation Commission of the State of Colorado for an order vacating that certain 320 acre drilling and spacing unit established for the Mesaverde Formation covering the W/2, of Section 18, Township 6 South, Range 93 West in Garfield County, Colorado established upon the Commission's Order Nos 139-8 and 139-14 and for an order establishing an approximate 160 acre drilling and spacing unit for the NW/4 of said Section 18 for the Williams Fork Formation of the Mesaverde Group. In support of its application, Applicant 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 (or has a right to acquire same) in a substantial portion of the following described lands:

Township 6 South, Range 93 West, 6th P.M.
Section 18: NW/4

hereinafter "Application Lands"

3. That pursuant to the Commission's Order Nos. 139-8 and 139-14, 320 acre drilling and spacing units were established for the production of gas and associated hydrocarbons from the Mesaverde Formation for certain described lands including the W/2 of Section 18 of Township 6 South, Range 93 West.

4. That no Mesaverde wells have been drilled on W/2 of said Section 18.

5. That as to the described 320 acre drilling and spacing unit, Applicant desires that it be vacated as for the reason that Williams owns a very little leasehold interest in the SW/4 of Section 18 and said SW/4 also includes some federal oil and gas minerals which are not leased and not expected to be leased in the near future, if ever.

6. That the Application Lands be established as an approximate 160 acre drilling and spacing unit for the Williams Fork Formation for the reason that these lands are fee oil and gas minerals under lease to Applicant and Applicant desires to drill and produce a Williams Fork Formation Well from these lands in the near future.

7. That the above-proposed vacation of the described drilling and spacing unit and establishment of the Application Lands as an approximate 160 acre drilling and spacing unit for the Williams Fork Formation of the Mesaverde Group will allow gas and associated hydrocarbon substances from the Williams Fork Formation to be developed.

8. That any Williams Fork well drilled upon the Application Lands shall be located downhole no closer than 600 feet from the unit boundary.

9. 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 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.

By: _____
William A. Keefe
POULSON, ODELL & PETERSON, LLC
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)	

Christopher M. Walsh, of lawful age, being first duly sworn upon oath, deposes and says that he is Landman for Williams Production RMT Company, and that he has read the foregoing Application and that the matters therein contained are true to the best of his knowledge, information and belief.

By: _____

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

Witness my hand and official seal.

My commission expires: _____

Notary Public

EXHIBIT A

Union Pacific Railroad Company
c/o Farmers National Co, Agent
403 S Cheyenne, Suite 800
Tulsa, OK 74103-3842

Williams Production RMT Co.
1515 Arapahoe St
Tower 3 Suite 1000
Denver, CO 80202

Yates Petroleum Corp
Yates Drilling Company
ABO Petroleum Corp
Myco Industries Inc
207 S Fourth St
Artesia NM 88210

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

Bureau of Land Management
Glenwood Springs Energy Office
2425 S. Grand Ave., Suite 101
Glenwood Springs, CO 81601

Estate of Ricky Lee Robinson
c/o Suzanne Robinson
501 Harvest Moon Road
Fountain, CO 80817

Exxon Mobil Corporation
Attn: Derek Riffe
396 West Greens Road
Houston, TX 77067

Exxcel Energy Corp
1600 – 777 Dunsmuir Street
P.O. Box 10425
Pacific Center
Vancouver, BC V7Y 1K4
CANADA

Dolphin Energy Corp
1331 17th Street, Suite 1050
Denver, CO 80202

Antero Resources II Corp
Attn: Bill Pierini
1625 17th Street, Suite 300
Denver, CO 80202

Bureau of Land Management
Colorado State Office
2850 Youngfield St.
Lakewood, CO 80215

Christopher M. Walsh
Williams Production RMT Company
1515 Arapahoe Street
Tower 3, Suite 1000
Denver, CO 80202

Jesse Smith
Garfield County
Henry Building
144 E. 3rd St
Rifle, CO 81650

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AFFIDAVIT OF MAIL

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

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

That he is the attorney for Williams Production RMT Company, 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