

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

IN THE MATTER OF THE APPLICATION OF)	
ORION ENERGY PARTNERS, L.P. FOR AN)	
ORDER ESTABLISHING SPACING RULES)	
FOR THE ILES FORMATIONS OF THE)	
MESAVERDE GROUP FOR CERTAIN)	Cause No. 513
DESCRIBED LANDS IN GARFIELD COUNTY,)	Docket No. _____
COLORADO)	
)	

APPLICATION

Orion Energy Partners, L.P. (“Applicant”), by and through its attorneys, Beatty & Wozniak, P.C., respectfully submits this Application to the Oil and Gas Conservation Commission of the State of Colorado (the “Commission”) for an order amending Order 513-1 to include the Iles Formation or to otherwise establish a 320-acre drilling and spacing unit for production from the Iles Formation covering certain described lands in Garfield County, Colorado and in support of its Application states and alleges as follows:

1. Applicant is a corporation duly authorized to conduct business in the State of Colorado.

2. Applicant owns leasehold interests in the following described lands:

Township 6 South, Range 91 West, 6th P.M.

Section 8: All
Section 17: All

Garfield County, Colorado.

(hereafter the “Application Lands”).

3. That the Application Lands are subject to Order No. 513-1 which established 320 acre drilling and spacing units for production from the Williams Fork Formation of the Mesaverde Group. Additionally, Order 513-4 established 10-acre density for production from the Williams Fork and Iles Formations.

4. Applicant requests that Order 513-1 be amended to include 320-acre drilling and spacing units for the Application Lands with respect to the Iles Formation.

5. That Applicant has drilled, tested and completed multiple wells in the Williams Fork Formation and the Iles Formation of the Mesaverde Group upon the Application lands or nearby the Application Lands.

6. That some of the minerals in the Application Lands are federally-owned, Applicant intends to seek BLM approval to communitize the Application Lands with respect to the Iles Formation.

7. That the proposed drilling and spacing units are not smaller than the maximum area that can be efficiently drained. Additionally the proposed relief will allow more efficient drainage of the Iles Formations of the Mesaverde Group; will prevent waste; will not adversely affect 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 in this Application according to the information and belief of the Applicant are set forth in Exhibit A hereto, and that Applicant will submit a Certificate of Service of this Application on each interested party within the next seven days as required by Rule 503.d.

WHEREFORE, Applicant respectfully requests that this matter be set for hearing, 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 this 24th day of November, 2008.

Respectfully submitted,

ORION ENERGY PARTNERS, L.P.

By: _____
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Michael J. Wozniak
Beatty & Wozniak, P.C.
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Denver, Colorado 80202
(303) 407-4499

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1675 Broadway, Suite 2000
Denver, CO 80202

VERIFICATION

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

Todd Kalstrom, Manager of Land – Business Development of Orion Energy Partners, L.P., upon oath deposes and says that he has read the foregoing Application and that the statements contained therein are true to the best of his knowledge, information and belief.

ORION ENERGY PARTNERS, L.P.

By: _____
Todd Kalstrom

Subscribed and sworn to before me this _____ day of November, 2008, by Todd Kalstrom of Orion Energy Partners, L.P.

Witness my hand and official seal. My commission expires: _____

Notary Public

[SEAL]

EXHIBIT A
INTERESTED PARTIES

Torch Energy Associates
1221 Lamar, Suite 1600
Houston, TX 77010

Ronald K. and Catherine R. Chase
438 30 Road
Grand Junction , CO 81504

Ronald L. and Karen L. Nadon
2675 County Road 335
New Castle, CO 81647-9640

Craig L. and Elisa K. Schultz
2859 County Road 335
New Castle, CO 81647-9640

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

Judith H. Jordan
Garfield County
144 E. 3rd Street, Suite 203
Rifle, CO 81650