

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 REQUIRING GYROSCOPIC
SURVEYS OF CERTAIN DESCRIBED WELLS IN
GARFIELD COUNTY, COLORADO

CAUSE NO.

DOCKET NO.

APPLICATION

COMES NOW Williams Production RMT Company ("Applicant"), a Delaware corporation, by its attorneys, Beatty & Wozniak, P.C., and makes application to the Oil and Gas Conservation Commission of the State of Colorado for an order requiring downhole gyroscopic surveys of certain described wells in Garfield County 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 a leasehold interest in all or a substantial portion of the lands described on Exhibit A (hereinafter "Application Lands") attached hereto.
3. That, pursuant to the various orders of the Colorado Oil and Gas Conservation Commission which are referenced on Exhibit A, Applicant has the right to drill and produce Williams Fork Formation wells on a ten acre density basis on the Applications Lands.
4. That, in connection with the planning for the future drilling of ten acre density Williams Fork wells upon the Application Lands, Applicant has a need to know the downhole well bore locations of certain wells previously drilled and completed in the Wasatch Formation and Williams Fork Formation on the Application Lands (hereinafter "Quantum Wells"), such wells being described in Exhibit B attached hereto.
5. That the Quantum wells were drilled as straight holes to their respective objective formations and the downhole well bore locations for these wells is uncertain. Applicant is unable to effectively plan for the drilling of its ten acre density Williams Fork directional wells on the Application Lands inasmuch as the downhole well bore locations of the Quantum Wells are unknown.
6. That, upon information and belief, Applicant understands that Quantum Resources, LP or its affiliated company ("Quantum") is the current operator of the Quantum Wells.
7. That Applicant has communicated with Quantum its request that Quantum undertake to perform gyroscopic surveys of the Quantum Wells so that Applicant can be apprised of the correct downhole well bore locations of the Quantum Wells. Such request was denied by Quantum.
8. That, for reasons of safety and the protection of correlative rights, the Commission should order Quantum to conduct gyroscopic surveys for each of the Quantum wells

in order to ascertain the downhole well bore locations of such wells with the resulting gyroscopic survey reports then to be filed with the Commission and copies made available to Applicant.

9. That ordering such gyroscopic surveys to be performed and copies thereof being made available to Applicant will allow optimum development of the Williams Fork Formation underlying the Application Lands to occur; will promote safe development of the formation underlying the Application Lands; will prevent waste and will protect correlative rights.

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

WHEREFORE, Applicant respectfully requests that this matter be set for hearing in January, 2009; that notice be given as required by law and that upon such hearing this Commission enter its order consistent with Applicant's requests as set forth above.

Dated: November 21, 2008.

By: William A. Keefe
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STATE OF COLORADO

CITY AND COUNTY OF DENVER

SS.

Marsha Satorius-Fox, of lawful age, being first duly sworn upon oath, deposes and says that she is Geoscientist Staff for Williams Production RMT Company and that she has read the foregoing Application and that the matters therein contained are true to the best of her knowledge, information and belief.

Marsha Satorius-Fox

Subscribed and sworn to before me this 20 day of November, 2008.

Witness my hand and official seal.

My commission expires: 7-31-2010

Notary Public

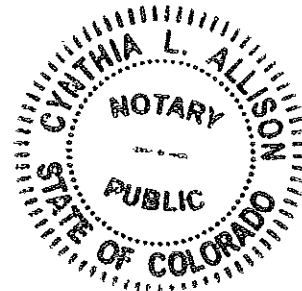


Exhibit A

Application Lands

Township 6 South, Range 94 West

Section 14: W $\frac{1}{2}$ (Orders # 139-60 and 479-14)
Section 23: SW $\frac{1}{4}$ (Orders 479-14 and 139-66)
Section 23: SE $\frac{1}{4}$ (Order 139-66)
Section 24: NW $\frac{1}{4}$ (Order 139-66)
Section 24: S $\frac{1}{2}$ (Order 139-77)
Section 25: All (Order 139-66)
Section 26: All (Order 139-66)
Section 27: W $\frac{1}{2}$ (Orders 139-38, 139-41, 139-66, 479-14)
Section 27: E $\frac{1}{2}$ (Orders 139-38, 139-41, 139-66)
Section 34: All (Orders 139-64, 139-66)
Section 35: All (Order 139-66)

Township 7 South, Range 94 West

Section 3: All (Order 139-64)

Exhibit B
Quantum Wells

UWI (APINum)	Well Label	Operator	Sym Code	Prod/Fm	Township	Range	Section	Spot Call
5045065600000	GRASS MESA 28-41	QUANTUM RESOURCES MANAGEMENT LLC	ABLOC		6S	93W	28	NE
5045065660000	POWERS 21-21	QUANTUM RESOURCES MANAGEMENT LLC	DRY		6S	93W	21	SE NW NW
5045050780000	JUHAN FEDERAL 1-35	QUANTUM RESOURCES MANAGEMENT LLC	GAS	MESAVERDE	6S	94W	35	SE NW NW
5045050840000	JUHAN 1-26	QUANTUM RESOURCES MANAGEMENT LLC	GAS	MESAVERDE	6S	94W	26	NW SE SE
5045052060000	FEDERAL RULISON 3-94	QUANTUM RESOURCES MANAGEMENT LLC	GAS	MESAVERDE	7S	94W	3	SE NW
5045060120000	RULISON FED 35-94	QUANTUM RESOURCES MANAGEMENT LLC	WSTC GAS	WASATCH	6S	94W	35	NE SW NW
5045060230000	JUHAN 94	QUANTUM RESOURCES MANAGEMENT LLC	WSTC GAS	WASATCH	6S	94W	26	NE SW SW
5045060340000	JUHAN 94	QUANTUM RESOURCES MANAGEMENT LLC	WSTC GAS	WASATCH	6S	94W	34	NE SW
5045060570000	JUHAN 2	QUANTUM RESOURCES MANAGEMENT LLC	WSTC GAS	WASATCH	6S	94W	26	NW NW NE
5045064400000	CLOUGH 24	QUANTUM RESOURCES MANAGEMENT LLC	WSTC GAS	WASATCH	6S	94W	14	NE SE SW
5045064410000	CLOUGH A 14-24A	QUANTUM RESOURCES MANAGEMENT LLC	GAS	MESAVERDE	6S	94W	14	NW SE SW
5045064840000	CLOUGH 12	QUANTUM RESOURCES MANAGEMENT LLC	WSTC GAS	WASATCH	6S	94W	14	NW SW
5045065560000	MEAD 23-44	QUANTUM RESOURCES MANAGEMENT LLC	WSTC GAS	WASATCH	6S	94W	23	NE SW SE
5045065570000	MEAD 24-14	QUANTUM RESOURCES MANAGEMENT LLC	GAS	604MVRD	6S	94W	24	SW
5045065580000	DOWNING 25-21	QUANTUM RESOURCES MANAGEMENT LLC	WSTC DRY		6S	94W	25	NE NW
5045065590000	PEARSON 26-12	QUANTUM RESOURCES MANAGEMENT LLC	WSTC GAS	WASATCH	6S	94W	26	NW SW NW
5045065610000	BONNEVILLE 23-24	QUANTUM RESOURCES MANAGEMENT LLC	WSTC GAS	WASATCH	6S	94W	23	NW SW SE
5045065670000	MOORE 27-42	QUANTUM RESOURCES MANAGEMENT LLC	WSTC GAS	WASATCH	6S	94W	27	NE SE NE
5045065700000	MEAD W 24-14W	QUANTUM RESOURCES MANAGEMENT LLC	WSTC GAS	WASATCH	6S	94W	24	NE SW SW
5045065730000	CLOUGH 27-11	QUANTUM RESOURCES MANAGEMENT LLC	SHUT-IN	WASATCH	6S	94W	27	SE NW NW
5045065800000	HAYNES/HARRIS 27-43	QUANTUM RESOURCES MANAGEMENT LLC	WSTC GAS	WASATCH	6S	94W	27	SW NE SE
5045066330000	DOWNING 24-22	QUANTUM RESOURCES MANAGEMENT LLC	WSTC GAS	WASATCH	6S	94W	24	NW SE NW
5045066340000	LOUTHAN 34-32	QUANTUM RESOURCES MANAGEMENT LLC	WSTC GAS	WASATCH	6S	94W	34	SW SW NE
5045066380000	MACKLEY 34-12	QUANTUM RESOURCES MANAGEMENT LLC	WSTC GAS	WASATCH	6S	94W	34	NE SW NW
5045066470000	DOWNING 25-21A	QUANTUM RESOURCES MANAGEMENT LLC	WSTC GAS	WASATCH	6S	94W	25	SW NE NW
5045065700001	MEAD 24-14W	QUANTUM RESOURCES MANAGEMENT LLC	RECOMP	652WSTC	6S	94W	24	SWSW
5045065570002	MEAD 24-14	QUANTUM RESOURCES MANAGEMENT LLC	RECOMP	MESAVERDE	6S	94W	24	NE SW SW
5045076760000	SAVAGE 1-26	QUANTUM RESOURCES MANAGEMENT LLC	WSTC GAS	WASATCHG	6S	94W	26	NE SW NE
5045076770000	SAVAGE 9	QUANTUM RESOURCES MANAGEMENT LLC	WSTC GAS	WASATCHG	6S	94W	26	NW SE SE
5045076960000	BONNEVILLE 9-35	QUANTUM RESOURCES MANAGEMENT LLC	WSTC GAS	WASATCHG	6S	94W	35	NE SW SE
5045076750000	SAVAGE 11-35	QUANTUM RESOURCES MANAGEMENT LLC	WSTC GAS	WASATCH	6S	94W	35	SE NW SW

Exhibit C

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YATES DRILLING CO.
MYCO INDUSTRIES, INC.
ABO PETROLEUM CORP.
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MANAGEMENT, LLC
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DENVER, CO 80203

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 REQUIRING GYROSCOPIC
SURVEYS OF CERTAIN DESCRIBED WELLS IN
GARFIELD COUNTY, COLORADO

CAUSE NO. 510

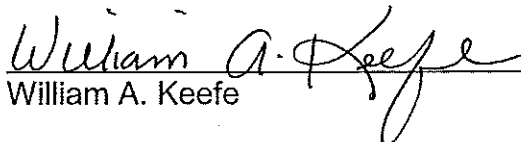
DOCKET NO.

AFFIDAVIT OF MAILING

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

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

That he is the attorney for Williams Production RMT Company, that on or before November 24, 2008, he caused a copy of the attached Application in the subject docket to be deposited in the United States Mail, postage prepaid; addressed to the parties listed on Exhibit C to the Application.

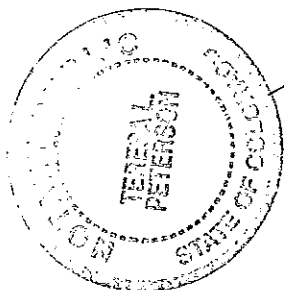


William A. Keefe

Subscribed and sworn to before me November 21, 2008.

Witness my hand and official seal.

My commission expires: 10-04-09.





Notary Public