

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

IN THE MATTER OF THE APPLICATION OF
WILLIAMS PRODUCTION RMT COMPANY
FOR AN ORDER POOLING ALL NON-
CONSENTING INTERESTS IN THE WILLIAMS
FORK FORMATION IN AN ESTABLISHED
DRILLING AND SPACING UNIT LOCATED IN
THE RULISON FIELD AREA, GARFIELD
COUNTY, COLORADO

CAUSE NO:

DOCKET NO:

APPLICATION

COMES NOW, Williams Production RMT Company (referred to herein as "Applicant"), by and through its undersigned attorneys, and makes application to the Oil and Gas Conservation Commission of the State of Colorado ("COGCC"), for an order to pool all non-consenting interests for the drilling of ten (10) acre density wells within the Williams Fork Formation in the following described lands (hereinafter "Application Lands"):

Township 6 South, Range 94 West, 6th P.M.

Section 13: That part of Lot 3 and the accretion, reliction and Colorado River riverbed attributable thereto lying in the NW $\frac{1}{4}$ of Section 24

Section 24: Lots 1, 4, 5, 7, 8, 9, S $\frac{1}{2}$ NE $\frac{1}{4}$, SE $\frac{1}{4}$ NW $\frac{1}{4}$, and that part of Lot 6 lying in the N $\frac{1}{2}$ of Section 24

(also known collectively as the N/2 of Section 24)

Garfield County, Colorado

In support of its application, Applicant states and avers as follows:

1. That the Applicant is a corporation duly authorized to conduct business in the State of Colorado.
2. That the Applicant owns a leasehold interest in all or a portion of the Application Lands.
3. That, pursuant to the Commission's Order No. 139-16 dated May 18, 1990, (Corrected November 1990), an approximate 320 acre drilling and spacing unit consisting of the Application Lands was established for the production of gas and associated hydrocarbons from the Mesaverde Formation. Pursuant to the Commission's Order No. 139-66 dated November 15, 2006 (corrected October 2007) ten (10) acre density drilling for the Williams Fork Formation underlying the Application Lands was authorized.
4. That, Applicant has drilled four Williams Fork wells on the Application Lands. These are the RWF 22-24, RWF 522-24, RWF 311-24 and RWF 511-24 wells.

5. At least 30 days prior to hearing on this application, Applicant will have sent to affected owners an appropriate AFE (containing the information required by the Commission's Rule 530.a) detailing the actual costs of drilling these four wells. Applicant anticipates, however, that one or more of such owners may refuse to participate in the drilling, testing and completion of the wells or otherwise may fail to respond to Applicant's offer to participate.

6. Moreover, that with respect to any owners of unleased mineral interests in the Application Lands, Applicant will have made reasonable attempts pursuant to COGCC Rule 530.b. to enter into leases with such parties but, again, anticipates it may be unsuccessful in such attempts.

7. That in order to prevent waste, protect correlative rights and in the best interests of conservation, all interests of parties entitled to participate in the production from the initial wells (such parties and their addresses being listed in Exhibit "A" attached hereto) should be pooled as to production from the Williams Fork Formation in accordance with C.R.S. § 34-60-116 and Rule 530 of the COGCC.

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

WHEREFORE, Applicant respectfully requests that this matter be set for hearing, that notice thereof be given as required by law and that upon such hearing this Commission enter its order that all non consenting owners in the Williams Fork Formation who have refused to execute Applicant's AFE or to otherwise join in the drilling of such wells and all unleased mineral owners who have refused to execute a lease covering their mineral interests in the Application Lands, or alternatively have refused to participate in the costs of drilling the initial wells be treated as non consenting owners under C.R.S. § 34-60-116 and made subject to the terms and penalties provided for therein and for such other findings and orders as the Commission may deem proper or advisable in the premises.

DATED this _____ day of March, 2010.

Respectfully submitted:

Williams Production RMT Company

By:

William A. Keefe
Beatty & Wozniak, P.C.
216 Sixteenth St. –Suite 1100
Denver, Colorado 80202
Telephone No.: (303) 407-4475

Applicant's Address:

Williams Production RMT Company
ATTN: Annette Apperson
1515 Arapahoe Street, Tower 3, Suite 1000
Denver, CO 80202

VERIFICATION

STATE OF COLORADO

)

)

SS.

CITY AND COUNTY OF DENVER

)

Annette Apperson of lawful age, being first duly sworn upon oath, deposes and says that she is a Senior Landman 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.

By: _____
Annette Apperson

Subscribed and sworn to before me this _____ day of March, 2010.

Witness my hand and official seal.

My commission expires: _____

Notary Public

BEFORE THE OIL & GAS CONSERVATION COMMISSION
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IN THE MATTER OF THE APPLICATION OF
WILLIAMS PRODUCTION RMT COMPANY
FOR AN ORDER POOLING ALL NON-
CONSENTING INTERESTS IN AN
ESTABLISHED DRILLING AND SPACING UNIT
LOCATED IN THE RULISON FIELD AREA,
GARFIELD COUNTY, COLORADO

CAUSE NO:

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 March____, 2010, 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 A to the Application and pertaining to the following described lands:

Township 6 South, Range 94 West, 6th P.M.

Section 13: That part of Lot 3 and the accretion, reliction and Colorado River riverbed attributable thereto lying in the NW¹/₄ of Section 24

Section 24: Lots 1, 4, 5, 7, 8, 9, S½NE¼, SE¼NW¼, and that part of Lot 6 lying in the N½ of Section 24

(Also known as the N/2 of Section 24)

Garfield County, Colorado

By: William A. Keefe

Subscribed and sworn to before me this _____ day of March, 2010.

Witness my hand and official seal.

My commission expires:

Notary Public

EXHIBIT A

Niki D. LeClair
13999 Roadrunner Ranch Way
McCall, ID 83638

J. Andrew Dunn
3800 S. Spruce St.
Denver, CO 80237

ExxonMobil Production Company
Attn: Aaron R. Russell
396 West Greens Rd., CORP-WGR-712
Houston, TX 77067

Theo Ertl, Trustee of the Jann Ertl Trust
Dated January 25, 1964
229 Terry Street
Longmont, CO 80501

Joe Ann Nichols
7357 Wellsford
Whittier, CA 90606

The John Stuart Downing Family
Limited Liability Limited Partnership
7781 CR 320
Rifle, CO 81650

Beaver Creek Ranch, L.P.
dba Youberg Beaver Creek Ranch, L.P.
215 S. 10th Street
Sac City, IA 50583

Clough Energy Company, LLC
P. O. Box 712
Rifle, CO 81650

U.S. Minerals, LLC
P. O. Box 3357
Englewood, CO 80155

Moreenergy Exploration Company
410 17th Street, Suite 1150
Denver, CO 80202

Steven W. Weller and
Toni L. Weller, tenants in common
415 Bayou Cove Ct.
Houston, TX 77042

Piceance Royalty Partners
P. O. Box 280969
Lakewood, CO 80228

Don Lawrence, Trustee of the
Don Lawrence Living Trust
P. O. Box 1141
Boise City, OK 73933

Sunnyside Production Company
P. O. Box 426
Collbran, CO 81624

Black Magic #2, LLC
1720 S. Bellaire St., Suite 1209
Denver, CO 80222

JLW Investment, LLC
351 Glencoe St.
Denver, CO 80220

Harold L. Anderson
6656 Pike Cir
Larkspur, CO 80118

Helen L. Marchand, Trustee of the
Marchand-Wills Revocable Mineral
Trust, dated February 23, 2006
4807 State Hwy #9
Canon City, CO 81212

Hazel Thorne
370 Spring Valley Pkwy
Spring Creek, NV 89815

Walter W. Nash and Carol E. Adamic,
Personal Representative of the Estate
of Laura B. Nash
1224 Harrison Ave.
Canon City, CO 81212

William F. Vigil, Trustee of the
Williams F. Vigil Living Trust
Bank of Oklahoma NA Agent
P. O. Box 1588
Tulsa, OK 74101

Cottonwood Minerals, LLC
Gary L. Mahaffey, Manager
4947 County Rd #309
Parachute, CO 81635

Freeman Investments
3415 S. Clayton Blvd.
Englewood, CO 80113

Excel Land Services, LLC
P. O. Box 261102
Lakewood, CO 80226

Huckleberry Minerals, LLC
15250 Emporia St.
Brighton, CO 80602

Freda Webb
3063 S. Sherrelwood Dr.
Canon City, CO 81212

Linda Wills
707 Pampas Ct.
Canon City, CO 81212

Donna Joyce Mahaffey
P. O. Box 492263
Redding, CA 96049

Mahaffey Minerals, LLC
216 30 Rd
Grand Junction, CO 81503

Averyl I. Mahaffey
1205 N. University
Spokane Valley, WA 99206

C. L. Nash Company, LLC
P. O. Box 830
Canon City, CO 81215

Charles F. Weller and Eva
Charlene Weller, tenants in common
5331 Fenwick Way Ct
Sugar Land, TX 77479

Parker Geoscience Consulting, LLC
6346 Secrest St
Arvada, CO 80403

Phillip R. Mahaffey
542 Turkey Shoot Rd.
Pierson, FL 32180

Russell M. Johnson and Margo L.
Johnson, Trustees of the Russell M.
Johnson and Margo L. Johnson
Revocable Trust dated
November 6, 2006
Margo L. Johnson
296 Nikolao Pl.
Hilo, HI 96720

Barbara J. Hoffman
4428 Pebble Beach Rd.
Rocklin, CA 95765

Linda C. Mahaffey
10514 Willow Park Green
Houston, TX 77070

Dennis A. Piepho and
Edra L. Piepho, Trustees of
The Piepho Revocable Trust
Dated November 26, 2001
61 Pine St #305
Edmonds, WA 98020

Maureen Mahaffey Frederick
216 30 Rd
Grand Junction, CO 81503

Margaret Mahaffey Beckner
773 26 ½ Rd.
Grand Junction, CO 81506

Merrill D. Mahaffey
1707 E. Earll Dr.
Phoenix, AZ 85016

Jo Ann Marchand
1135 Kelly Creek Trail
Canon City, CO 81212

Gary V. Marchand
4817 State Highway 9
Canon City, CO 81212

Connie M. Luther
P. O. Box 29248
Laughlin, NV 89028

Wilbur E. Giem
1442 Chestnut St.
Canon City, CO 81212

Carol L. Seal
1050 Josie Belle St.
Canon City, CO 81212

Douglas W. Giem
400 N. 12th St.
Canon City, CO 81212

Clara M. Hamby
1439 E. Ash St.
Pueblo, CO 81001

Eugene W. Giem
1017 Sherman
Canon City, CO 81212

Helen L. Marchand
4807 State Highway #9
Canon City, CO 81212

Hazel Thorne Minerals
Company, LLC
370 Spring Valley Pkwy
Spring Creek, NV 89815

Phyllis Giem
1222 S. 1st St.
Canon City, CO 81212

Daniel Giem
1360 Marshall RT-1
Florence, CO 81226

Judy Young
137 Rio Grande Dr.
Canon City, CO 81212

GMW Company
c/o Jane G. Hancock
4112 Windsor Pkwy
Dallas, TX 75205

W.D. Masterson, William C. Garrett
and Stephen Swayze, Trustees
Under Declaration of Trust Dated
February 1, 1970,
Establishing a trust of contributions under the
Kilgore & Kilgore, Inc. Employees
Profit Sharing Plan
3109 Carlisle St.
Dallas, TX 75204

Yates Petroleum Corporation
Yates Drilling Company
ABO Petroleum Corporation
MYCO Industries, Inc.
105 South Fourth Street
Artesia, NM 88210

Bureau of Land Management
Attn: Hank Szymanski, Engineer
Branch of Fluid Minerals
2850 Youngfield Street
Lakewood, CO 80215

Bureau of Land Management
Attn: Lindsey Ellsworth
2300 River Frontage Road
Silt, CO 81652

Garfield County
Attn: Judith Jordan
0375 County Road 352, Bldg 2060
Rifle, CO 81650

Garfield County Board of
County Commissioners
108 8th Street
Glenwood Springs, CO 81601

Williams Production RMT Company
Attention: Annette Apperson
1515 Arapahoe St., Tower 3, Suite 1000
Denver, CO 80202