

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 INTERESTS
IN THE WILLIAMS FORK AND ILES
FORMATIONS IN AN ESTABLISHED ONE
HUNDRED SIXTY ACRE DRILLING AND
SPACING UNIT LOCATED IN THE SULPHUR
CREEK FIELD AREA, RIO BLANCO COUNTY,
COLORADO

CAUSE NO: 527

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 interests for the drilling of ten (10) acre density wells within the Williams Fork Formation and Iles Formation underlying the following described lands (hereinafter "Application Lands"):

Township 3 South, Range 97 West, 6th P.M.
Section 16: NE/4

(hereinafter "Application Lands")

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 of the Application Lands.
3. That, concurrent herewith, Applicant has filed an application requesting that the Application Lands be established as an approximate one hundred sixty (160) acre drilling and spacing unit for the production of gas and associated hydrocarbons from the Williams Fork and Iles Formations (including the Sego Member of the Iles Formation. Pursuant to the Commission's Oder No. 527-6 dated January 11, 2010, the Application Lands and other lands were authorized for ten (10) acre density drilling for these formations. Applicant's application for spacing requests that ten (10) acre density drilling continue to be authorized for the requested drilling and spacing unit.
4. That Applicant presently plans to drill the Federal RG 531-16-397 and Federal RG 41-16-397 wells on the Application Lands to produce gas from the Williams Fork and Iles Formations.
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 each of these two wells. Applicant anticipates, however, that one or more of such owners may refuse to participate in the drilling, testing and completion of these wells or otherwise may fail to respond to Applicant's offer to participate.

6. 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.

7. That the names and addresses of the interested parties with respect to this Application are 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 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 July, 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: Maxwell Faith
1515 Arapahoe Street, Tower 3, Suite 1000
Denver, CO 80202

VERIFICATION

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

Maxwell Faith of lawful age, being first duly sworn upon oath, deposes and says that he is a Senior 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: _____
Maxwell Faith

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

Witness my hand and official seal.

My commission expires: _____

Notary Public

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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 July __, 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.

By: William A. Keefe

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

Witness my hand and official seal.

My commission expires:

Notary Public

EXHIBIT A

Williams Production RMT Company
Attn: Maxwell Faith
1515 Arapahoe St., Tower 3, Suite 1000
Denver, CO 80202

OXY USA WTP, LP
Attn: Tim Mahaffey
P.O. Box 77227
Houston, TX 77227-7570

Vantage Energy Piceance, LLC
Attn: Michael Holland
116 Inverness Drive East, Suite 107
Englewood, CO 80112

United States Department of Interior
Bureau of Land Management
Attn: Lynn Rust
2850 Youngfield Street
Lakewood, CO 80215

United States Department of Interior
Bureau of Land Management
Attn: Hank Szymanski
2850 Youngfield Street
Lakewood, CO 80215