

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

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

CAUSE NO: _____

DOCKET NO. : _____

APPLICATION

COMES NOW, Williams Production RMT Company LLC (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 wells in a 320-acre drilling and spacing unit in the Williams Fork Formation in the E/2 of Section 10, Township 7 South, Range 95 West, 6th P.M., Garfield County, Colorado ("Application Lands"). In support thereof, the Applicant states and alleges as follows:

1. That the Applicant is a limited liability company duly authorized to conduct business in the State of Colorado.
2. That the Applicant owns certain leasehold interests in the unit requested for pooling.
3. That pursuant to COGCC Orders established in Cause No. 440, specifically Order No. 440-16 (amended and corrected 2/00), a 320-acre drilling and spacing unit for the Williams Fork Formation was established constituting the Application Lands. In addition, under COGCC Order 440-56 dated May 7, 2009, the Application Lands were authorized for the drilling of the equivalent of one well per 10 acres.
4. Applicant has drilled one Williams Fork well on the Application Lands. This well has been designated as the PA 542-10 well. A plat showing the permitted location is attached.
5. That some of the parties listed on Exhibit A hereto own portions of the mineral estate in the subject lands. All of these parties have or will have been offered the option to participate in the costs of drilling of wells in the unit, but to date one or more of such parties have refused to participate.
6. Applicant requests that the Commission's involuntary pooling order issued with respect to this Application be retroactive to the July 14, 2010 date of spudding of the PA 542-10 Well.

7. Moreover, that with respect to these same owners of unleased mineral interests listed on Exhibit A, Applicant has made reasonable attempts pursuant to COGCC Rule 530.b. to enter into leases with such parties and to participate in the drilling of the PA 542-10 Well, but to date has been unsuccessful in such attempts.

8. With respect to all of the owners who have not elected to participate, in order to prevent waste, protect correlative rights and in the best interests of conservation, all interests owned by the nonconsenting parties listed on Exhibit A should be pooled in the Williams Fork Formation in accordance with C.R.S. § 34-60-116 and Rule 530 of the COGCC.

9. That the names and addresses of the interested parties with respect to this Application are as set forth in Exhibit A hereto and notice of this Application has been provided to those parties entitled to the same pursuant to Commission Rule 503.e.

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:

A. That all unleased mineral interest 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 described well and future 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.

B. That the COGCC involuntary pooling order issued will be retroactive to the date of spudding of the PA 542-10 Well.

C. For such other findings and orders as the Commission may deem proper or advisable in the premises.

DATED this _____ day of March, 2011.

Respectfully submitted:

Williams Production RMT Company LLC

By:

William A. Keefe
BEATTY & WOZNIAK, P.C.
216 16th Street, Suite 1100
Denver, Colorado 80202
(303) 407-4475

Applicant's Address:

Williams Production RMT Company LLC
ATTN: Barbara Siegrist
1515 Arapahoe Street
Tower 3, Suite 1000
Denver, CO 80202

VERIFICATION

STATE OF COLORADO)	
)	§
CITY AND COUNTY OF DENVER)	

Barbara Siegrist of lawful age, being first duly sworn upon oath, deposes and says that she is a Senior Landman 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: _____
Barbara Siegrist

Subscribed and sworn to before me this
_____ day of _____, 2011.

Witness my hand and official seal.

My commission expires:

Notary Public

Exhibit A

EnCana Oil & Gas (USA) Inc.
370 17th Street, Suite 1700
Denver, CO 80202

Mr. Michael Lucero
Sand Arroyo, LLC
P. O. Box 4483
Aspen, CO 81612

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

Ms. Kathy H. Porter, Land Manager
Yates Petroleum Corporation
MYCO Industries, Inc., ABO Pet Corp
105 South Fourth Street
Artesia, New Mexico 88210

Oxy Y-1
P. O. Box 27270
Houston, TX 77227
Attn: Mid-Continent – Land Manager

Christopher D & Amy Lou Beasley
3656 County Road 301
Parachute CO 81635

Helm Energy, LLC
5251 DTC Parkway, Suite 425
Greenwood Village CO 80111

Carolyn L. Frans, Attorney-in-Fact
MAP0304 an Oklahoma GP
P.O. Box 269031
Oklahoma City OK 73126

Gerhard Balthasar Rill and Deborah Jacobs-Rill
3656 301 Road
Parachute CO 81635

Breshears Living Trust
Box 373
Rangeley CO 81640

Dorothy M. St. John
111 Mesa Ave
Grand Junction CO 81501

William R. White & Charlotte A. White
22 County Road 337
Parachute CO 81635

Riggs Oil & Gas Corporation
P.O. Box 711
Farmington NM 87499

Lawrence W. St. John & Eva B. St. John
Revocable Living Trust
548 Shane Street
Grand Junction CO 81504

Donna L. Austin
767 County Road 338
Parachute CO 81635

Mesa Acres, LLC
2581 Park Lane
Lafayette CO 80026

Ziegler Family Trust
Katherine E. Ziegler, Trustee
P.O. Box 308
Clifton CO 81520

James R. Chrisley & Rene T. Chrisley
P.O. Box 273
Parachute CO 81635

Lenora Mae Nelson
6509 Highway 160 – 491 34
Cortez CO 81321

Morrisania Community Association
P.O. Box 201
Parachute CO 81635

Betty Marie Baldwin
72 Sippelle
Parachute CO 81635

Richard L. Orton
966 County Road 228
Silt CO 81652

Kevin C. Whelan & Kimberly S. Whelan
484 County Road 338
Parachute CO 81635

Gene L. Brunken
8901 County Road 502
Bayfield CO 81122

Dorothy Nadine Mueller
8452 Dover Ct
Arvada CO 80005

Vernon Ramsey & Donna Ramsey
3343 County Road 301
Parachute CO 81635

KAB Acquisitions LLLP VI
410 17th Street, #1151
Denver CO 80202

Linda N. Graham
44 Cheyenne
Lyons CO 80540

Eugene W. Washburn & Jerra Washburn
266 County Road 338
Parachute CO 81635

Kristine M. Peterson
2525 So. Wadsworth Blvd., Ste 303
Lakewood CO 80227-4346

Mary Lou Thornton
1653 South Sossaman Road
Mesa AZ 85209-4242

Patrick W. McCarty & Kathryn McCarty
3000 County Road 301
Parachute CO 81635

Bruce A. Rush & Ann H. Rush
5753 West Hoover Ave.
Littleton CO 80123-6884

Morse Energy Partners, LLC
410 17th Street, #1150
Denver CO 80202

Patrick L. Woodhouse
171 County Road 338
Parachute CO 81635

Barrett D. Baker
1499 Blake Street, Ste 7K
Denver CO 80202

Gasconade Oil Company
410 17th Street, #1180
Denver CO 80202

Deborah J. Meader
236 County Road 240
Parachute CO 81635

Wells Fargo Bank Grand Junction
Lenae Grisler
P. O. Box 908
Grand Junction CO 81502

Richard H. Hoag
15338 Wood Duck Street
Fontana CA 92336-1062

Mary R. Anderson
7300 County Road 306
Parachute CO 81635

Ricky Lee Hirneison & Donna Hirneison
98 Morning Star Drive
Parachute CO 81635

Gunsmoke Production Company
1616 17th Street, #462
Denver CO 80202

Old West Tours
601 16th Street, Suite C #153
Golden CO 80401
Jann Ertl
PMB 7159
1130 Francis Street
Longmont CO 80501

Saul Logan Forster
737 Horizon Drive
Grand Junction CO 81506

Louise Mildred Osborn
3025 Pheasant Run Street
Grand Junction CO 81650

WYOTEX Oil Company
P.O. Box 280969
Lakewood CO 80228-0969

Louis A. Oswald, Jr.
Apollo/ATEC Drilling Ventures LLC
P.O. Box 280969
Lakewood CO 80228-0969

Focus Energy LLC
730 17th Street, Ste 610
Denver CO 80202

Ralph D. Long
7225 So. Pennsylvania Street
Centennial CO 80122

Barbara Siegrist
Williams Production RMT Company LLC
Tower 3, Suite 1000
1515 Arapahoe Street
Denver, CO 80202

William A. Keefe
Beatty & Wozniak, P.C.
216 16th Street, Suite 1100
Denver, CO 80202

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STATE OF COLORADO)
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CITY AND COUNTY OF DENVER)

That he is the attorney for Williams Production RMT Company LLC, that on or before March 18, 2011, 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.

Notary Public