

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

IN THE MATTER OF THE APPLICATION OF)
SAMSON RESOURCES COMPANY. FOR AN)
ORDER POOLING ALL INTERESTS IN THE)
FRUITLAND COAL FORMATION IN A 320-ACRE)
DRILLING AND SPACING UNIT LOCATED IN LA)
PLATA COUNTY, COLORADO.)

Cause No. _____

Docket No. _____

APPLICATION

COMES NOW Samson Resources Company (referred to herein as "Applicant"), by and through its undersigned attorneys, and makes application to the Colorado Oil and Gas Conservation Commission ("Commission"), for an order to pool all interests within a 320-acre drilling and spacing unit for the drilling of the Indian Mesa 32-7-11 #1 Well, the Indian Mesa 32-7-11 #2 Well, the Lucero 32-7-11 #1 Well, and the Lucero 32-7-11 #2 Well, to produce from the Fruitland Coal Formation located in the following described lands:

Township 32 North, Range 7 West, N.M.P.M.
Section 11

La Plata, County (hereafter "Application Lands").

In support thereof, the Applicant states and alleges as follows:

1. Applicant is a corporation duly authorized to conduct business in the State of Colorado, and is a registered operator in good-standing with the Commission.
2. Applicant owns certain leasehold interests in the Application Lands.
3. On April 24, 2000, the Commission issued Order No. 112-157, which among other things, established 320-acre drilling and spacing units for the production of gas from the Fruitland Coal seams underlying certain lands, including the Application Lands, with the permitted well to be located in any undrilled quarter section no closer than 990 feet from the boundaries of the quarter section, nor closer than 130 feet to any interior quarter section line.
4. On November 27, 2006, the Commission issued Order No. 112-197, which, among other things, allowed an optional third or fourth well for a total of up to four (4) wells, in each 320-acre drilling and spacing unit for certain lands, including the Application Lands, for production of gas from the Fruitland coal seams, with the permitted well to be located no closer than six hundred sixty (660) feet from the unit boundary, with no interior section line setback.
5. Applicant, pursuant to Commission Rule 530 and pursuant to the provisions of C.R.S. §34-60-116 (6) and (7), seeks an order to pool all interests in the Indian Mesa 32-7-11 #1 Well, the Indian Mesa 32-7-11 #2 Well, the Lucero 32-7-11 #1 Well, and the Lucero 32-7-11 #2 Well (collectively "Wells") in the Fruitland Coal Formation underlying the following 320-acre drilling and spacing unit:

Township 32 North, Range 7 West, N.M.P.M.
Section 11

La Plata, County.

A. Applicant horizontally drilled the Indian Mesa 32-7-11 #1 Well within the established drilling and spacing unit as described on the approved APD submitted by Applicant to the Commission on or about June 3, 2011. Applicant seeks to pool all interests in the Indian Mesa 32-7-11 #1 Well. A well location certificate showing the location of the Well is attached hereto at Exhibit B-1.

B. Applicant horizontally drilled the Indian Mesa 32-7-11 #2 Well within the established drilling and spacing unit as described on the approved APD submitted by Applicant to the Commission on or about June 2, 2011. Applicant seeks to pool all interests in the Indian Mesa 32-7-11 #2 Well. A well location certificate showing the location of the Well is attached hereto at Exhibit B-2.

C. Applicant horizontally drilled the Lucero 32-7-11 #1 Well within the established drilling and spacing unit as described on the approved APD submitted by Applicant to the Commission on or about May 5, 2011. Applicant seeks to pool all interests in the Lucero 32-7-11 #1 Well. A well location certificate showing the location of the Well is attached hereto at Exhibit B-3.

D. Applicant horizontally drilled the Lucero 32-7-11 #2 Well within the established drilling and spacing unit as described on the approved APD submitted by Applicant to the Commission on or about July 29, 2011. Applicant seeks to pool all interests in the Lucero 32-7-11 #2 Well. A well location certificate showing the location of the Well is attached hereto at Exhibit B-4.

6. Exhibit A attached hereto lists the interest owners in the 320-acre drilling and spacing unit comprising the Application Lands together with their addresses. All working interest owners (not otherwise voluntarily pooled) have been offered the opportunity to voluntarily participate in the drilling of the Wells. As applicable, to date, however, not all of such working interest owners have elected to participate by agreeing to bear their respective proportionate shares of the costs and risks of drilling, completing and operating the Wells. An Authority for Expenditure ("AFE") and offers to participate containing the information respecting these Wells required by Commission Rule 530.b. were sent to the working interest owners more than thirty (30) days prior to the date of the hearing on this application. Exhibit A also lists all unleased mineral owners, if any, within the Application Lands. As applicable, all unleased mineral owners (not otherwise voluntarily pooled) have been offered the opportunity to participate in the drilling of the Wells described above. To date, however, not all of such owners have elected to participate by agreeing to bear their proportionate shares of the costs and risks of drilling, completing and operating each respective Well. In addition and as applicable, Applicant has made offers to lease each of these unleased mineral owners (not otherwise voluntarily pooled) as required by Commission Rule 530.c. and C.R.S. § 34-60-116(7)(d). To date, however, not all of such unleased mineral owners have accepted such offers. Such offers to participate in drilling or to lease were sent to these unleased mineral interest owners more than thirty (30) days prior to the date of the hearing on this Application.

7. Applicant requests that the Commission's pooling order be made effective as of the earlier of the date of this Application, or the date that any of the costs specified in C.R.S. § 34-60-116(7)(b)(II) were first incurred for the drilling of the first of the Wells.

8. Notice of this Application has been provided to those parties listed on Exhibit A attached hereto.

WHEREFORE, Applicant requests that this matter be set for hearing at the next available opportunity, that notice be given as required by law, and that upon such hearing, the Commission enter its order:

A. Pooling all interests in the Application Lands for the development of the Fruitland Coal Formation, including any future wells drilled to said Formation.

B. Providing that the Commission's pooling order is made effective as of the earlier of the date of this Application, or the date that any of the costs specified in C.R.S. § 34-60-116(7)(b)(II) were first incurred for the drilling of the first of the Wells.

C. Providing that the interests of any owners with whom the Applicant has been unable to secure a lease or other agreement to participate in the drilling of the authorized Well are pooled by operation of statute, pursuant to C.R.S. § 34-60-116(7), and made subject to the cost recovery provisions thereof.

D. For such other findings and orders as the Commission may deem proper or advisable in this matter.

WHEREFORE, Applicant respectfully requests that this matter be set for hearing in January, 2012, that notice be given as required by law, and that upon such hearing, the Commission enter its order consistent with Applicant's request as set forth above.

DATED this ____ day of November, 2011.

Respectfully submitted:

SAMSON RESOURCES COMPANY

By:

Michael J. Wozniak
Jamie L. Jost
Elizabeth Y. Gallaway
Beatty & Wozniak, P.C.
Attorneys for Applicant
216 16th Street, Suite 1100
Denver, Colorado 80202

Applicant's Address:
Samson Resources Company
ATTN: Rebecca A. Bell
370 17th St., Ste. 3000
Denver, CO 80202

EXHIBIT A
Interested Parties

Andrew Bergner and Audrey Bergner
36004 John Mosby Highway
Middleburg, VA 22117

Key Exploration
120 Oil Center
Lafayette, LA 70503

Patrick P. Ray
9030 N. 48th Pl.
Paradise Valley, AZ 85253

Jennifer L. Ray
16450 Farrar Rd.
Colorado Springs, CO 80908

Mary E. Ray
6151 E. Yucca Rd.
Paradise Valley, AZ 85253

Larry Schmeits
5122 Rainbow Harbor Cir.
Colorado Springs, CO 80917

Bonnie S. Ray
11076 County Line Rd.
Greenville, PA 16125

Burlington Resources Oil and Gas
P.O. Box 4289
Farmington, NM 87499

BP America Production Company
501 Westlake Park Blvd
Houston, TX 77079

XTO Energy, Inc.
810 Houston Street
Fort Worth, TX 76102

Mak-J Energy Partners
1600 N. Broadway, Suite 1740
Denver, CO 80202

William E. and Julia A. Bray, JT
8750 S. Vrain Way
Missoula, MT 59802

Barbara R. Steiner, Robert A. Campbell and Patricia
L. Campbell
15 Palm Drive
New Smyrna Beach, FL 32169

James M. and Rebecca M. Ray
3755 N. 141st. Dr.
Goodyear, AZ 85338

William C. Ray
4807 N. 199th Ave.
Litchfield Park, AZ 85340

Peggy D. Ray
1011 S. Valentia St. #21
Denver, CO 80247

GT Lackey
Harry W. Nichoalds, JR
1406 Mile High Center
Denver, CO 80202

Karen L. Cox Barbee
Address Unknown

Henry C. Ingram, Deceased
Address Unknown

W. Ben Thayer & Vera Mae Thayer
22524 Margarita Dr.
Woodland Hills, CA 91364-4031

Mercantile National Bank of Dallas,
Trustee of the MJ Florence Trust
P.O. Box 226270
Dallas, TX 75222

Merrill E. Turner
Address Unknown

Emmet Hott
P.O. Box 362
Ignacio, CO 81137-0362

T H McElvain Oil and Gas LLLP
1050 17th St. Ste. 2500
Denver, CO 80265-2080

Kennon Allen Decker
141 CR 2300
Aztec, NM 87410

The Estate of V.A. Poma, Deceased
P.O. Box 550
Pagosa Springs, CO 81147

Ethel C Poma
P.O. Box 550
Pagosa Springs, CO 81147

Judith A Rothenberg
Revocable Living Trust
11586 SE Plandome Dr.
Hobe Sound, FL 33455

Carl Campbell
3309 39th St.
Port Arthur, TX 77642

Frances Campbell Patton
Address Unknown

Floyd Family Trust
2709 F 1/2 Road, Unit 408
Grand Junction, CO 81506

Katheryn K. Kent
P.O. Box 1472
Ignacio, CO 81137

Davylou A. Beaty and John A. Beaty, tenants-in-
common
1137 County Road 329
Ignacio, CO 81137

Theora L. Evans and John J. Evans, Trustees of the
Theora L. Evans Revocable Trust dated March 19,
1997
1633 Dempsey St.
McLean, VA 22101

Thomas E Lechner
24 Vista De Luna Dr.
Santa Fe, NM 87505

Carol I Soderquist
67050 Kinikin Rd.
Montrose, CO 81401

Louella F Herrmann
HC4 Box 610
California Hot Springs, CA 93207-9701

Patricia L Lemay
19720 Piedra
Tehachapi, CA 93561

Pamela K Campbell
2525 Park Way
Bakersfield, CA 93304

Kenneth D. Campbell
P.O. Box 3114
Pagosa Springs, CO 81147-3114

William A. Sidwell, Jr.
621 17th Street, Suite 805
Denver, CO 80293

Joan T. Henderson, Successor Trustee of the
Howard E. Henderson Living Trust Dated Sep. 24,
1997
7550 N 16th St. #6227
Phoenix, AZ 85020

Betty J. MacDonald, Trustee of the
Betty J. MacDonald Trust DTD 3/12/85
1021 Wagontrain Dr. SE
Albuquerque, NM 87123-4157

Estate of Maurice Levey, Deceased
Address Unknown

Pacheco Ranch, L.L.L.P.
516 County Road 325
Ignacio, CO 81137

Estate of Sylvia Marie Johnson, deceased
Address Unknown

Estate of John Kermit Bryntenson, deceased
C/O Bank of America 9250
P.O. Box 37003
San Francisco, CA 94137

Myrtle Ingalilli Brynteson
Address Unknown

Lucille Virginia Branaas
Address Unknown

Lilly Albertina Forslund
C/O Bk of America
P.O.Box 37000
San Francisco, CA 94137

Sven Johan Lundmark
Dalhemsvagen 28C
66011 Billingsfors, Sweden

Bjorn Arild Lundmark
Address Unknown

VERIFICATION

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

Rebecca A. Bell, of lawful age, being first duly sworn upon oath, deposes and says that she is [TITLE] for Samson Resources 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.

Rebecca A. Bell
Samson Resources Company

Subscribed and sworn to before this ____day of November, 2011.

Witness my hand and official seal.

[SEAL]

My commission expires: _____

Notary Public

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

IN THE MATTER OF THE APPLICATION OF)
SAMSON RESOURCES COMPANY. FOR AN)
ORDER POOLING ALL INTERESTS IN THE)
FRUITLAND COAL FORMATION IN A 320-ACRE)
DRILLING AND SPACING UNIT LOCATED IN LA)
PLATA COUNTY, COLORADO.)
)

Cause No. _____

Docket No. _____

AFFIDAVIT OF MAILING

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

Elizabeth Gallaway of lawful age, and being first duly sworn upon her oath, states and declares:

That she is the attorney for Samson Resources Company that on or before November ____, 2011, she caused a copy of the attached Application to be deposited in the United States Mail, postage prepaid, addressed to the parties listed on Exhibit A to the Application.

Elizabeth Gallaway

Subscribed and sworn to before me on November ____, 2011.

Witness my hand and official seal.

My commission expires: _____.

Notary Public