

**BEFORE THE OIL AND GAS CONSERVATION COMMISSION  
OF THE STATE OF COLORADO**

IN THE MATTER OF THE APPLICATION OF WPX  
ENERGY ROCKY MOUNTAIN, LLC FOR AN ORDER  
POOLING ALL INTERESTS IN THE WILLIAMS FORK  
AND/OR ILES FORMATIONS IN TWO (2) 40 ACRE  
DRILLING AND SPACING UNITS IN WELD COUNTY,  
COLORADO

CAUSE NO.

DOCKET NO.

**APPLICATION**

COMES NOW WPX Energy Rocky Mountain, LLC (“Applicant”), by its attorneys, Beatty & Wozniak, P.C., and makes application to the Oil and Gas Conservation Commission of the State of Colorado (“Commission”) for an order pooling all interests for the development of the Williams Fork and/or Iles Formations in the following two (2) 40 acre drilling and spacing units:

Township 2 South, Range 98 West, 6<sup>th</sup> P.M  
Section 23: NW¼NW¼ - Drilling and Spacing Unit #1  
Section 23: NE¼NW¼ - Drilling and Spacing Unit #2

Rio Blanco County, Colorado (hereinafter “Application Lands”)

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

1. Applicant is a limited liability 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 leasehold interests in a substantial portion of the Application Lands.
3. The Application Lands are subject to a currently pending application filed by Applicant for an order establishing the two (2) 40 acre drilling and spacing units for the Application Lands as set forth above. Applicant has drilled the Federal RG 11-23-298 well in Drilling and Spacing Unit #1 and the Federal RG 321-23-298 well in Drilling and Spacing Unit #2.
4. 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, including but not limited to, any nonconsenting interests, in the Application Lands for the development of the Williams Fork and/or Iles Formations underlying Drilling and Spacing Unit #1 and Drilling and Spacing Unit #2.
5. Applicant requests that the Commission’s pooling order be made effective as of the date of this Application, or the date that the costs specified in C.R.S. § 34-60-116(7)(b)(II) are first incurred for the drilling of the any well to the Williams Fork and/or Iles Formations on the Application Lands, whichever is earlier.
6. Applicant certifies that copies of this Application will be served on all persons owning an interest in the mineral estate of the tracts to be pooled within seven (7) days of the date hereof, as required by Rule 507.b(2), and that at least thirty (30) days prior to the hearing on this matter, each such interest owner not already leased or voluntarily pooled will be, or has already been, offered the opportunity to lease, or to participate in the drilling of the well, and will be provided with the information required by Rule 530. The

interested parties list shall be filed with the Commission no later than seven (7) days after the filing of this application.

7. That in order to prevent waste and to protect correlative rights, all interests in the Application Lands should be pooled for the orderly development of the Williams Fork and/or Iles Formations, including any nonconsenting interests therein.

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 Drilling and Spacing Unit #1 and Drilling and Spacing Unit #2 for the development of the Williams Fork and Iles Formations.

B. Providing that the Commission's pooling order is made effective as 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 a well in Drilling and Spacing Unit #1 and the drilling of a well in Drilling and Spacing Unit #2, whichever is earlier.

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 a 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 with respect to all wells drilled to develop the Williams Fork and/or Iles Formations in Drilling and Spacing Unit #1 and Drilling and Spacing Unit #2 comprised of the Application Lands.

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 August, 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 21 day of June, 2012.

Respectfully submitted:

WPX ENERGY ROCKY MOUNTAIN, LLC

By:



---

Kenneth A. Wonstolen

Jamie L. Jost

Theresa M. Sauer

Beatty & Wozniak, P.C.

216 Sixteenth Street, Suite 1100

Denver, Colorado 80202

Telephone No.: (303) 407-4499

Applicant's Address:

WPX Energy Rocky Mountain, LLC

ATTN: Maxwell Faith

1001 17<sup>th</sup> Street, Suite 1200

Denver, CO 80202

VERIFICATION

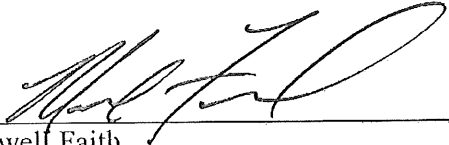
STATE OF COLORADO

CITY AND COUNTY OF DENVER

)  
) ss.  
)

Maxwell Faith, of lawful age, being first duly sworn upon oath, deposes and says that he is a Senior Landman for WPX Energy Rocky Mountain, LLC 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.

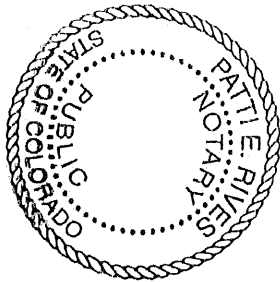
By:

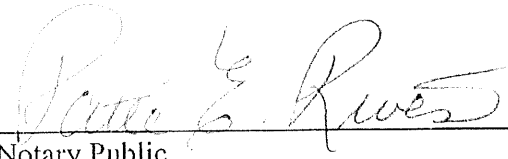
  
Maxwell Faith

Subscribed and sworn to before me this 21<sup>st</sup> day of June, 2012.

Witness my hand and official seal.

My commission expires: 5/21/2015



  
Notary Public

**EXHIBIT A**

OXY USA WTP, LP  
PO Box 77227  
Houston, TX 77227-7570  
ATTN: Tim Mahaffey

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

XTO Energy, Inc.  
810 Houston St.  
Ft. Worth, TX 76102  
ATTN: Paul Keffer

Deejay Associates, Inc.  
518 17<sup>th</sup> St. Suite 200  
Denver, CO 80202  
ATTN: Steve James

United States – Bureau of Land Management  
2850 Youngfield St.  
Lakewood, CO 80215

**BEFORE THE OIL AND GAS CONSERVATION COMMISSION  
OF THE STATE OF COLORADO**

IN THE MATTER OF THE APPLICATION OF WPX  
ENERGY ROCKY MOUNTAIN, LLC FOR AN ORDER  
POOLING ALL INTERESTS IN THE WILLIAMS FORK  
AND ILES FORMATIONS IN TWO (2) 40 ACRE  
DRILLING AND SPACING UNITS IN WELD COUNTY,  
COLORADO

CAUSE NO.

DOCKET NO.

**AFFIDAVIT OF MAILING**

STATE OF COLORADO

)

)

ss.

CITY AND COUNTY OF DENVER

)

Jamie L. Jost, of lawful age, and being first duly sworn upon her oath, states and declares:

That she is an attorney for WPX Energy Rocky Mountain, LLC, that on or before June 21, 2012, she 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.

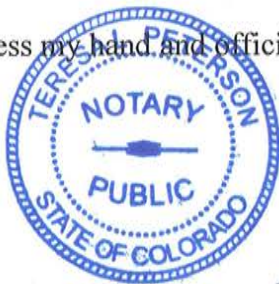
By:

*Jamie L. Jost*

Jamie L. Jost

Subscribed and sworn to before me this 21 day of June, 2012.

Witness my hand and official seal.



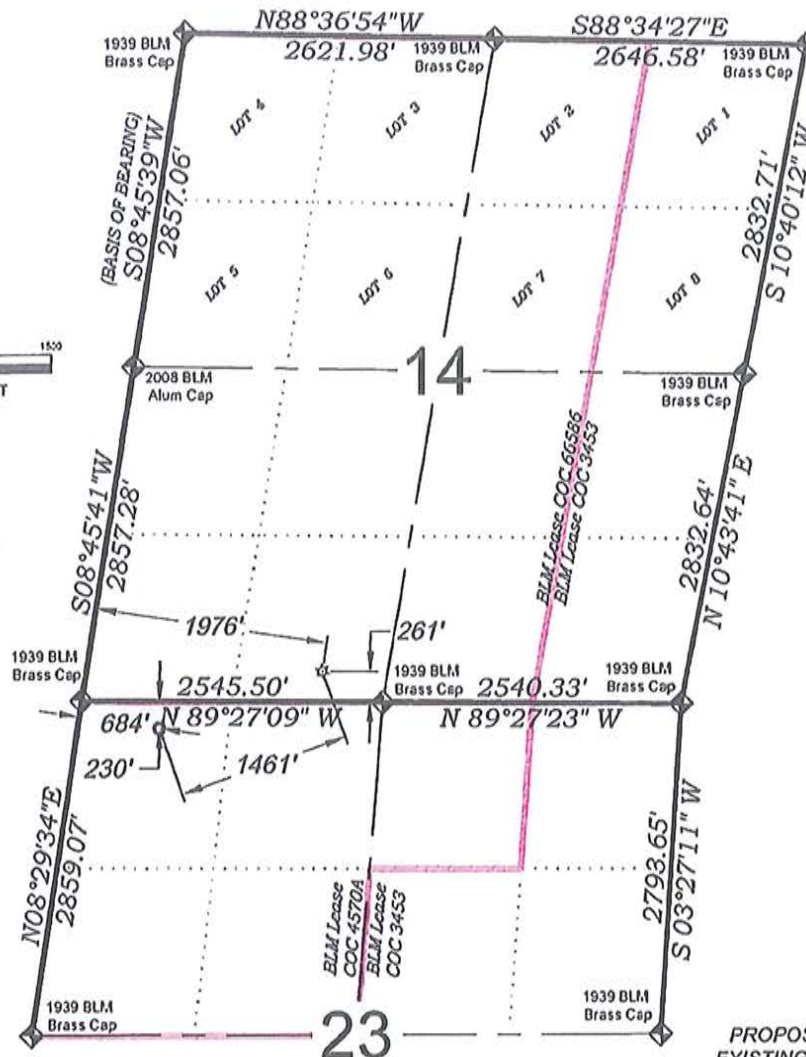
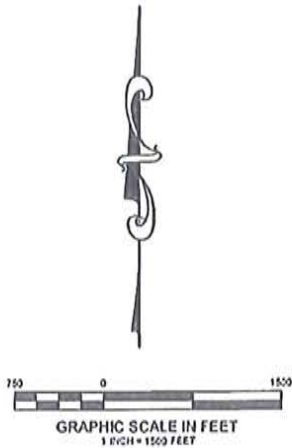
My commission expires:

10-04-13

*Terese L. Peterson*



# Federal RG 11-23-298



## SURFACE HOLE LOCATION

261 FSL  
1976 FWL

NAD 83

## LATITUDE

39.870344°

## LONGITUDE

-108.363189°

## NORTHING

1754570.0

## EASTING

2196437.4

## BOTTOM HOLE LOCATION

230 FNL  
684 FWL

NAD 83

## LATITUDE

39.868912°

## LONGITUDE

-108.368051°

## NORTHING

1754091.9

## EASTING

2195056.7

PROPOSED PAD ELEV.: 6685.7  
EXISTING GROUND ELEV.: 6685.7

SEE CONSTRUCTION LAYOUT  
PLAT FOR VISIBLE IMPROVEMENTS  
WITHIN 400' OF THIS LOCATION

## SURVEYORS STATEMENT

I, MICHAEL J. LANGHORNE, A REGISTERED LAND SURVEYOR IN THE STATE OF COLORADO DO HEREBY CERTIFY THAT THE SURVEY SHOWN HEREON WAS PREPARED UNDER MY DIRECT SUPERVISION AND HAS BEEN STAKED ON THE GROUND AS SHOWN ON THE PLAT AND CHECKING THAT THIS MAP IS A TRUE REPRESENTATION THEREOF.

*Michael J. Langhorne*

MICHAEL J. LANGHORNE, COLORADO REGISTRATION NO. 36572  
FOR AND ON BEHALF OF  
BOOKCLIFF SURVEY SERVICES, INC.

## - LEGEND -

FIELD LOCATED SECTION  
MONUMENTS AS DESCRIBED



FIELD SURVEYED  
WELL LOCATION



CALCULATED BOTTOM  
HOLE LOCATION



CALCULATED SECTION  
CORNER LOCATION



## NOTES

- 1) ELEVATIONS BASED ON N.A.V.D. 1988 PUBLISHED COORDINATES.
- 2) LATITUDES AND LONGITUDES ARE BASE ON NAD 83, PUBLISHED COORDINATES.
- 3) STATE PLANE COORDINATES ARE BASED ON COLORADO CENTRAL ZONE, U.S. SURVEY FEET.
- 4) ELEVATION MASK SET TO 15'
- 5) GPS OPERATOR J. KIRKPATRICK, OBSERVED A PDOP OF 1.8 FOR SURVEY POINT NUMBER 30509.
- 6) SURFACE AND BOTTOM HOLE LOCATIONS ARE MEASURED 90° FROM SECTION LINES.

## WELL LOCATION PLAT Prepared for:

**Williams. Williams Production, RMT**

SE1/4 SW1/4, SECTION 14  
T. 2 S., R. 98 W. of the 6th. P.M.  
Rio BLANCO COUNTY, COLORADO

## REFERENCES

- 1) CORRECTIVE DEPENDENT RESURVEY T. 2 S., R. 98 W., 6 1/4 P.M (OLO PLAT)
- 2) U.S.G.S. QUAD: Rock School and Square S Ranch, CO

REVISED: 6/20/11

136 East Third Street  
Rt. 6, Colorado 81650  
Ph: (970) 625-2720  
Fax: (970) 625-2773

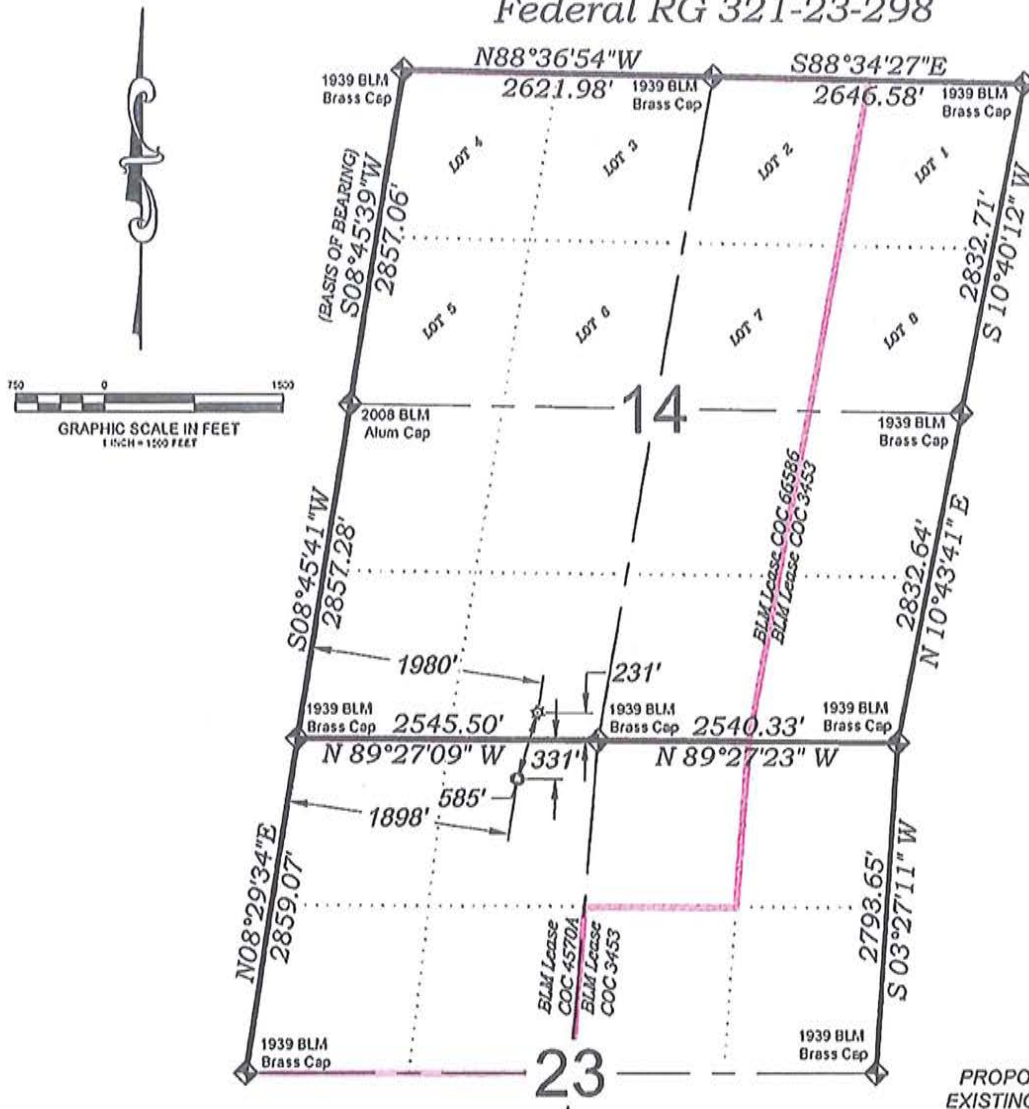


**BOOKCLIFF**  
Survey Services, Inc.

SURVEY DATE: 3/23/10  
MAP DATE: 6/2/10  
SCALE: 1" = 1500'  
PLAT: 1 of 1  
PROJECT: Williams Highland



# Federal RG 321-23-298



## SURFACE HOLE LOCATION

231 FSL  
1980 FWL

NAD 83

## LATITUDE

39.870261°

## LONGITUDE

-108.363190°

## NORTHING

1754540.0

## EASTING

2196436.1

## BOTTOM HOLE LOCATION

331 FNL  
1898 FWL

NAD 83

## LATITUDE

39.868709°

## LONGITUDE

-108.363728°

## NORTHING

1753979.7

## EASTING

2196267.4

PROPOSED PAD ELEV.: 6685.7  
EXISTING GROUND ELEV.: 6685.7

SEE CONSTRUCTION LAYOUT  
PLAT FOR VISIBLE IMPROVEMENTS  
WITHIN 400' OF THIS LOCATION

## SURVEYORS STATEMENT

I, MICHAEL J. LANGHORNE, A REGISTERED LAND SURVEYOR IN THE STATE OF COLORADO DO HEREBY CERTIFY THAT THE SURVEY SHOWN HEREON WAS PREPARED UNDER MY DIRECT SUPERVISION AND HAS BEEN STAKED ON THE GROUND AS SHOWN ON THE PLAT AND CHECKING THAT THIS MAP IS A TRUE REPRESENTATION THEREOF.

*Michael J. Langhorne*

MICHAEL J. LANGHORNE, COLORADO REGISTRATION NO. 36572  
FOR AND ON BEHALF OF  
BOOKCLIFF SURVEY SERVICES, INC.

## REFERENCES

- 1) CORRECTIVE DEPENDENT RESURVEY T. 2 S., R. 98 W., 6 1/4 P.M. (GLO PLAT)
- 2) U.S.G.S. QUAD: Rock School and Square S Ranch, CO

REVISED: 6/20/11

## NOTES

- 1) ELEVATIONS BASED ON N.A.V.D. 1988 PUBLISHED COORDINATES.
- 2) LATITUDES AND LONGITUDES ARE BASED ON NAD 83, PUBLISHED COORDINATES.
- 3) STATE PLANE COORDINATES ARE BASED ON COLORADO CENTRAL ZONE, U.S. SURVEY FEET.
- 4) ELEVATION MASK SET TO 15'
- 5) GPS OPERATOR J. KIRKPATRICK, OBSERVED A PDOP OF 1.8 FOR SURVEY POINT NUMBER 30509.
- 6) SURFACE AND BOTTOM HOLE LOCATIONS ARE MEASURED 90° FROM SECTION LINES.

WELL LOCATION PLAT Prepared for:  
**Williams. Williams Production, RMT**

SE1/4 SW1/4, SECTION 14  
T. 2 S., R. 98 W. of the 6th. P.M.  
Rio BLANCO COUNTY, COLORADO

135 East Third Street  
P.O. Box 61650  
Phoenix, AZ 85061-0650  
Phone (602) 625-2720  
Fax (602) 625-2773

**BOOKCLIFF**  
Survey Services, Inc.

SURVEY DATE: 3/23/10  
MAP DATE: 6/2/10  
SCALE: 1" = 1500'  
PLAT: 1 of 1  
PROJECT: Williams Highland