

**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 NON-
CONSENTING INTERESTS IN THE WILLIAMS
FORK AND ILES FORMATIONS OF THE
MESAVERDE GROUP IN AN ESTABLISHED
DRILLING AND SPACING UNIT LOCATED IN
THE GRAND VALLEY FIELD AND
DESCRIBED AS SECTION 12: E/2 OF
TOWNSHIP 7 SOUTH, RANGE 96 WEST,
GARFIELD COUNTY, COLORADO

CAUSE NO: 479

DOCKET NO: _____

APPLICATION

COMES NOW WPX Energy Rocky Mountain, LLC ("Applicant"), by its attorney, Gretchen VanderWerf, PC, and makes application to the Oil and Gas Conservation Commission of the State of Colorado for an order to pool all interests in an approximate 320-acre drilling and spacing unit consisting of the E/2 of Section 12, Township 7 South, Range 96 West, 6th P.M., for the development and operation of the Williams Fork and Iles Formations of the Mesaverde Group. In support of its Application, Applicant states and alleges as follows:

1. Applicant is a limited liability company duly authorized to conduct business in the State of Colorado, and is a registered operator in good standing with the Commission.

2. Applicant owns substantial leasehold interests in the following described lands:

Township 7 South, Range 96 West, 6th P.M.

Section 12: E/2

Garfield County, Colorado

("Application Lands").

3. Pursuant to the Commission's Order No. 479-2 issued on May 18, 1990 (corrected November 1990), an approximate 320-acre drilling and spacing unit consisting of the Application Lands was established for production of gas and associated hydrocarbons from the Mesaverde Group.

4. On June 21, 2012, Applicant filed its application with the Commission requesting an order allowing the equivalent of one well per 10 acres to be drilled on the Application Lands for the production of gas and associated hydrocarbons from the Williams Fork and Iles Formations of the Mesaverde Group with the wells to be located downhole anywhere in the Application Lands but no closer than 100 feet from the boundaries of the unit without exception

being granted by the Director; provided, however, that in cases where a unit abuts or corners lands with respect to which the Commission has not at the time of the drilling permit application granted the right to drill 10-acre density Williams Fork wells, the well should be located downhole no closer than 200 feet from the boundary or boundaries of the drilling unit so abutting or cornering such lands, without exception being granted by the Director.

5. Applicant plans to drill the GM 441-12 Well on the Application Lands in 2012 and drill additional 10-acre density wells on the Application Lands in the future. A plat showing the proposed location of the GM 441-12 Well is attached hereto.

6. Applicant, pursuant to the provisions of C.R.S. § 34-60-116(6) and (7) and Rule 530, seeks an order to statutorily pool all interests not voluntarily pooled in the Williams Fork and Iles Formations of the Mesaverde Group underlying the Application Lands for all wells drilled into the Application Lands.

7. Applicant hereby certifies that at least 30 days prior to the Commission hearing on this matter, each interest owner not already leased or voluntarily pooled, was, or will be, offered the opportunity to lease or participate in the drilling of the GM 441-12 Well and will be provided with the information required by Rule 530.

8. Applicant requests that the interests of any owners with whom Applicant has been unable to secure a lease or other agreement to participate in the drilling of the GM 441-12 Well be hereby pooled by operation of statute, pursuant to C.R.S. § 34-60-116(7), and made subject to the cost recovery provisions thereof.

9. The names and addresses of the interested parties, comprised of those persons who own any interest in the mineral estate to be pooled, according to the information and belief of Applicant, are set forth in Exhibit A attached hereto. Applicant shall submit a certificate of mailing for the Application within seven days, as required by Rule 503.e.

10. Applicant requests that the pooling order entered as a result of this Application 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) are first incurred for the drilling of the GM 441-12 Well, whichever is earlier.

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

A. Pooling all interests in the Application Lands, for the development and operation of the Williams Fork and Iles Formations of the Mesaverde Group, effective as of the date of the Application or the date that the costs specified in C.R.S. § 34-60-116(7)(b) are first incurred for the drilling of the GM 441-12 Well, whichever is earlier.

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

Dated: August 1, 2012.

Respectfully submitted,

WPX Energy Rocky Mountain, LLC

By: _____

Gretchen VanderWerf
Gretchen VanderWerf, PC
Attorney for Applicant
1525 17th Street
Denver, Colorado 80202
303-298-9939

Applicant's Address:

1007 17th Street, Suite 2200
Denver, Colorado 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 Staff Landman for WPX Energy Rocky Mountain, LLC, 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

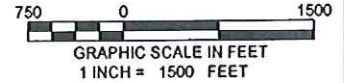
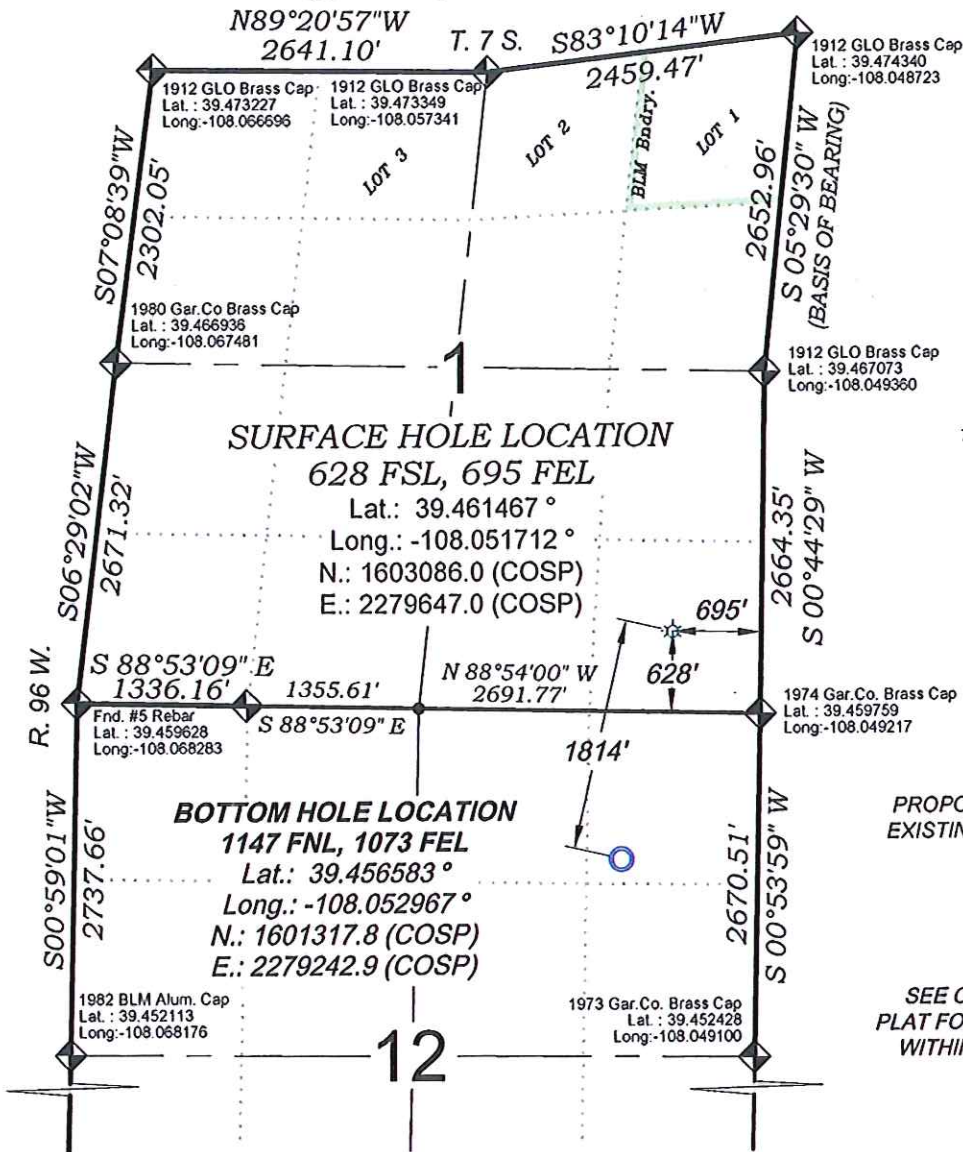
Subscribed and sworn to before me this _____ day of July, 2012.

Witness my hand and official seal.

My commission expires: _____

Notary Public

WPX Energy Rocky Mtn. LLC GM 441-12



- LEGEND -

FIELD LOCATED SECTION MONUMENTS AS DESCRIBED

FIELD SURVEYED WELL LOCATION

CALCULATED BOTTOM HOLE LOCATION

CALCULATED SECTION CORNER 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) GLO Plat T. 7 S., R. 96 W., 6 th P.M
- 2) U.S.G.S. QUAD: PARACHUTE, CO

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

BOOKCLIFF
 Survey Services, Inc.

SURVEY DATE: 4/10/12
 MAP DATE: 4/11/12
 SCALE: 1" = 1500'
 PLAT: 1 of 1
 PROJECT: Valley

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 1.9 ON SURVEY POINT NUMBER 366.
- 6) SURFACE AND BOTTOM HOLE LOCATIONS ARE MEASURED 90° FROM SECTION LINES.

WELL LOCATION PLAT Prepared for:
WPXENERGY

WPX Energy Rocky Mountain, LLC

SE1/4 SE1/4, SECTION 1
 T. 7 S., R. 96 W. of the 6th. P.M.
 GARFIELD COUNTY, COLORADO