

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

IN THE MATTER OF AN APPLICATION BY WPX	)	
ENERGY ROCKY MOUNTAIN, LLC, FOR AN ORDER	)	CAUSE NO. 440
POOLING ALL INTERESTS IN THE APPROXIMATE	)	
320-ACRE DRILLING AND SPACING UNIT	)	DOCKET NO. <i>To be assigned</i>
ESTABLISHED FOR THE N½ OF SECTION 7,	)	
TOWNSHIP 7 SOUTH, RANGE 95 WEST, 6 <sup>TH</sup> P.M.,	)	
FOR THE DEVELOPMENT/OPERATION OF THE	)	
WILLIAMS FORK FORMATION, PARACHUTE	)	
FIELD, GARFIELD COUNTY, COLORADO	)	

APPLICATION

WPX Energy Rocky Mountain, LLC (“WPX” or “Applicant”), by and through its attorneys, Beatty and Wozniak, P.C., respectfully submits this Application to the Oil and Gas Conservation Commission of the State of Colorado (the “Commission”) for an order pooling all interests in the approximate 320-acre drilling and spacing unit established for the N½ of Section 7, Township 7 South, Range 95 West, 6<sup>th</sup> P.M., for the development and operation of the Williams Fork Formation. In support of its Application, Applicant states and alleges as follows:

1. Applicant is a corporation duly authorized to conduct business in the State of Colorado, and has registered as an operator with the Commission.
2. Applicant owns substantial leasehold interests in the below-listed lands:

Township 7 South, Range 95 West, 6<sup>th</sup> P.M.  
Section 7:      N½

Garfield County, Colorado

These lands are hereinafter referred to as the “Application Lands.” A map depicting the acreage comprising the Application Lands is attached hereto and marked as Exhibit A.

3. On May 18, 1990, the Commission entered Order No. 440-12 which, among other things, established 320-acre drilling and spacing units for certain lands, including the Application Lands, wherein the option to drill a total of up to two wells in each operator-designated unit, for the production of gas and associated hydrocarbons from the Mesaverde Formation.
4. On June 1, 2010, the Commission entered Order No. 440-61 which, among other things, approved the equivalent of one well per 10 acres well density, for the production of gas and associated hydrocarbons from the Williams Fork Formation.
5. Acting pursuant to the relevant provisions of §34-60-116(6) & (7), C.R.S., and Rule 530., Applicant seeks an order pooling all interests, including, but not limited to, any nonconsenting interests, for the development and operation of the Williams Fork Formation.

6. 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 §34-60-116(7)(b)(II), C.R.S., are first incurred for the drilling of the initial Williams Fork Formation well on the Application Lands, whichever is earlier.

7. The granting of this Application is in accord with the Oil and Gas Conservation Act, found at §34-60-101, *et seq.*, C.R.S., and the Commission rules.

8. Applicant requests that relief granted under this Application should be effective on oral order by the Commission, and Applicant agrees to being bound by said oral order.

9. The Applicant shall submit a certificate of service setting forth the names and addresses of the interested parties (persons who own any interest in the mineral estate of the tracts to be pooled, except owners of overriding royalty interest) to the Application within seven days as required by Rule 503.e. See attached Exhibit B.

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 Formation, with the pooling order made effective as of the date of this Application, or the date that the costs specified in §34-60-116(7)(b)(II), C.R.S., are first incurred for the drilling of the initial Williams Fork Formation well on the Application Lands, whichever is earlier.

B. 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 an authorized well proposed for the Williams Fork Formation, are pooled by operation of statute, pursuant to §34-60-116(7), C.R.S., and made subject to the cost recovery provisions thereof, for all authorized wells to be drilled under Order No. 440-61, for the development and operation of the Williams Fork Formation.

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

DATED this 1st day of April, 2014.

Respectfully submitted,

WPX ENERGY ROCKY MOUNTAIN, LLC

By: 

Robert A. Willis (Colorado Bar No. 26308)

Jillian Fulcher (Colorado Bar No. 45010)

Beatty & Wozniak, P.C.

216 Sixteenth Street, Suite 1100

Denver, CO 80202

(303) 407-4499

Applicant's Address:

WPX Energy Rocky Mountain, LLC

Christy Siirola, Senior Staff Landman

1001 17th Street, Suite 1200

Denver, CO 80202

VERIFICATION

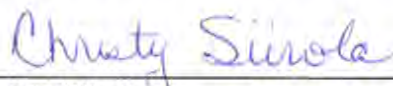
STATE OF COLORADO )

) ss.

CITY & COUNTY OF DENVER )

Christy Siirola, Staff Landman for WPX Energy Rocky Mountain, LLC, upon oath deposes and says that she has read the foregoing Application and that the statements contained therein are true to the best of her knowledge, information and belief.

WPX ENERGY ROCKY MOUNTAIN, LLC

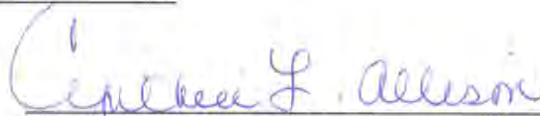
  
Christy Siirola

Subscribed and sworn to before me this 1st day of April, 2014, by Christy Siirola, Staff Landman for WPX Energy Rocky Mountain, LLC.

Witness my hand and official seal.

My commission expires: 7-31-2014



  
Notary Public



WPX Energy Rocky  
Mountain, LLC

APPLICATION  
Garfield Co., Colorado



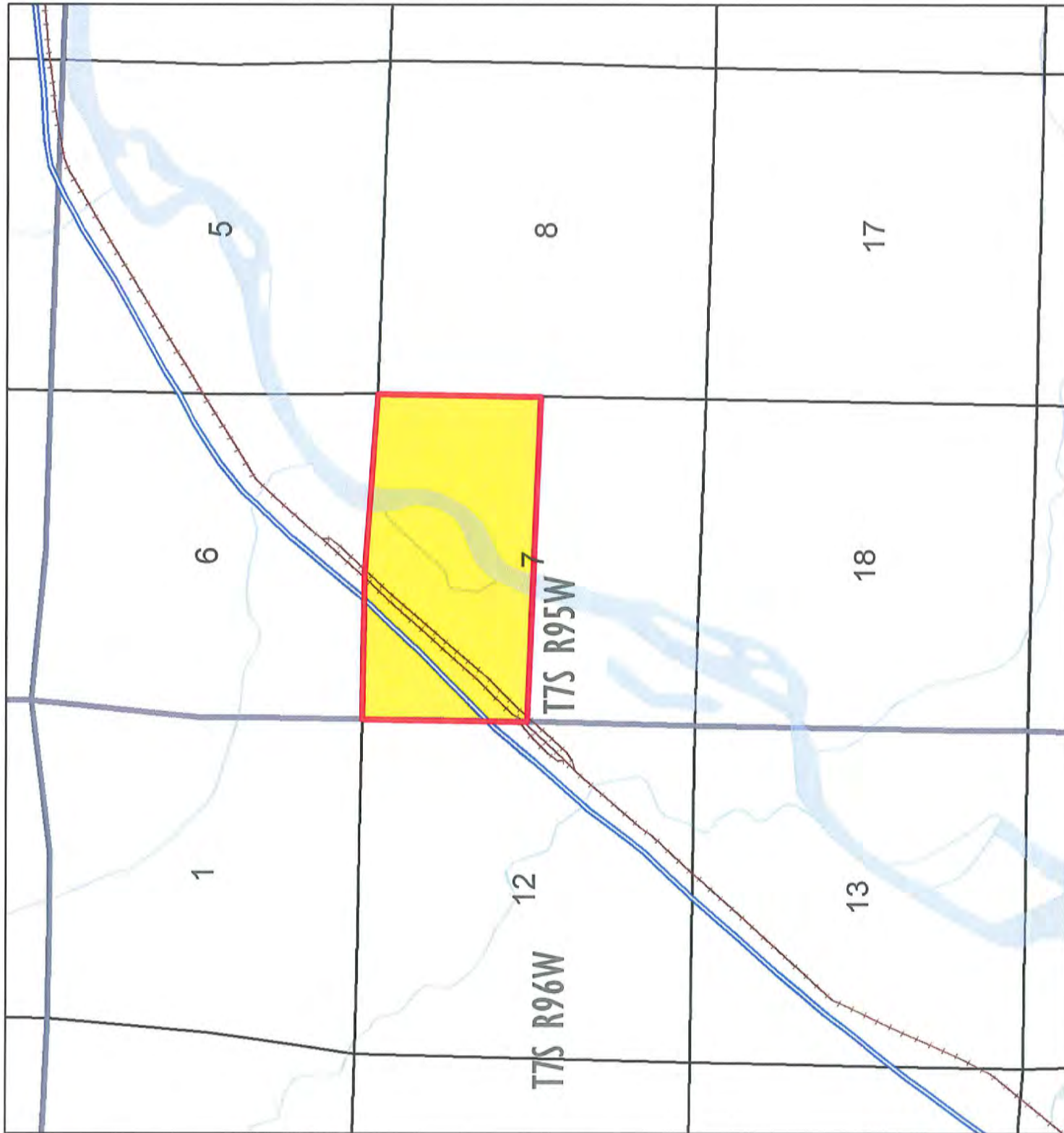
 Drillsite Spacing Unit  
 Application Lands

EXHIBIT "A"

CAUSE NO.: 440

DOCKET NO.: to be  
assigned



## EXHIBIT B

### INTERESTED PARTIES

The names and addresses of the interested parties (persons who own any interest in the mineral estate of the tracts to be pooled, except owners of overriding royalty interest) according to the information and belief of the Applicant are set forth in this Exhibit B.

WPX Energy Rocky Mountain, LLC  
1001 17<sup>th</sup> Street, Suite 1200  
Denver, CO 80202

Beatty & Wozniak, P.C.  
216 Sixteenth Street, Suite 1100  
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Encana Oil & Gas (USA) Inc.  
Mail Code 5035  
P.O. Box 660367  
Dallas, TX 75266-0367

GMW CO A GP  
c/o Jane G. Hancock  
4112 Windsor Pkwy  
Dallas, TX 75205

Kilgore & Kilgore Employee Profit Sharing  
3109 Carlisle St.  
Dallas, TX 75204-1194

State of Colorado  
Accounting Receipts & Deposits  
4201 E. Arkansas Ave., Room 212  
Denver, CO 80222

State of Colorado  
Dep't of Natural Resources  
Colorado Water Conservation Board  
1313 Sherman Street, Room 721  
Denver, CO 80203

Public Service of Colorado  
Attn: Robert Anderson  
550 15<sup>th</sup> St., Suite 2000  
Denver, CO 80202

Exxon Mobil Corp.  
c/o XTO Energy Inc.  
P. O. Box 730586  
Dallas, TX 75373-0586

Chevron USA Inc.  
Attn: Tiffany McGuire  
1400 S. Smith St., Room 47174  
Houston, TX 77002

Atlantic Richfield CO.  
1701 Summit, Ste. 2  
Plano, TX 75074

Alexander Gates  
P.O. Box 35747  
Tulsa, OK 74153

Averyl I. Mahaffey  
1205 N. University  
Spokane Valley, WA 99206

Barbara J. Hoffman  
4428 Pebble Beach Rd.  
Rocklin, CA 95765-5285

Carol L. Seal  
1050 Josie Belle St.  
Canon City, CO 81212

Chaparral Royalty Co.  
P.O. Box 1604  
Midland, TX 79702

Charles M. Sayre  
104 Fairfield Rd.  
Lindenhurst, IL 60046

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Colorado Springs, CO 80936

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Florence, CO 81226

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Canon City, CO 81212

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Canon City, CO 81212

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Canon City, CO 81212

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Po Box 6728  
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Jo Ann Marchand  
1135 Kelly Creek Trail  
Canon City, CO 81212-8272

Juhan LP  
2440 N Coyote Dr., Ste 121  
Tucson, AZ 85745

Margaret Mahaffey Beckner  
773 26 1/2 Rd  
Grand Junction, CO 81506

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Phyllis I Giem  
1222 S 1st St  
Canon City, CO 81212

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4736 S 70th E Ave  
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Town Of Parachute (CO)  
PO Box 100  
Parachute, CO 81635-0100

Wilbur E Giem  
1442 Chestnut St  
Canon City, CO 81212

William F Vigil Liv Tr Dtd 06/02/2005  
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Map0406 An Ok Gp  
PO Box 268946  
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Ed Phillips & Assoc., Inc.  
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Midland, TX 79702

Garfield County (CO) Commissioners  
c/o Garfield County Treasurer  
108 8<sup>th</sup> St., Suite 204  
Glenwood Springs, CO 81601

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4807 State Highway # 9  
Canon City, CO 81212

Jenifer Sayre Hartman  
1603 Imperial Dr  
Glenview, IL 60026

Judy Young  
137 Rio Grande Dr  
Canon City, CO 81212

Linda Wills  
707 Pampas Ct  
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Grand Junction, CO 81503

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Pierson, FL 32180-2148

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Po Box 368  
Boys Town, NE 68010-0368

Tommy E Moore  
Po Box 237  
Jordan Valley, OR 97910

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Chicago, IL 60601

Oil Shale Corp  
22295 Network Pl  
Chicago, IL 60673-1222

Charles W Brown &  
Patty N Brown LLC  
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Marlow, OK 73055-0587

Map0304 An Oklahoma Gp  
PO Box 269031  
Oklahoma City, OK 73126

Woodard Bentley Gates Life Est  
PO Box 674  
Keller, TX 76244-0674

Bajo Reserve LLC  
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Fort Worth, TX 76140-6025

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Parachute, CO 81635

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296 Nikolao Pl  
Hilo, HI 96720-5474

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Canon City, CO 81212

Carol E Adamic  
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Canon City, CO 81212

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Edmonds, Wa 98020

Jeremey Joe Parkhurst  
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Apo, AE 09469-0005

Rex Elliott Gates Life Est  
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Parachute, CO 81635

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Spring Creek, NV 89815

Smith Family Trust  
C/O Walt Smith  
3154 Kay Street  
Grand Junction, CO 81504

Freda L Webb Revocable Trust  
24 Cherokee Dr  
Florissant, CO 80816

B Wayne & Tracy Sapp Jt  
Po Box 204  
Parachute, CO 81635-0204

Scot F Inskeep  
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Austin, CO 81410-8287

Tomas Cruz & Christina Cruz Romero JT  
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Glenwood Springs, CO 81601

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Phillip G Pichowsky  
3975 Cressida Pl  
Woodbridge, VA 22192

David R Pichowsky Jr  
14555 Wunderlich Dr #2915  
Houston, TX 77069

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C/O Clara Mahaffey  
Address Unknown

Mildred A Roberts  
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Gary L Carroll  
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Canon City, CO 81212

Elizabeth Prentiss Liv Tr  
237 E 20th St., Apt 7f  
New York, NY 10003

Rocky Mountain Mortgage Works LLC  
5708 County Road 301  
Parachute, CO 81635

Chesney Family LLC  
1473 19 Road  
Fruita, CO 81521

Cima Energy Ltd Agent For  
100 Waugh Dr., Ste 500  
Houston, TX 77007

John Lyons Family Partnership Lp  
8714 County Road 300  
Parachute, CO 81635

John Thomas Martinez  
8904 County Road 300  
Parachute, CO 81635

Summit Royalties LLC  
Po Box 40656  
Denver, CO 80204

Melvin Green  
Address Unknown



Jason & Linda Simpson Jt  
Address Unknown

Clara Mahaffey Heirs  
Address Unknown

B & V Developers Lllp  
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Rifle, CO 81650

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3051 Wellington Ave  
Grand Junction, CO 81504-5606

Marcia L Smith Trust  
3429 Fledging Dr  
North Las Vegas, NV 89084-2314

Elizabeth Lee Morrison Butler  
Rev Liv Tr  
7441 Sugar Bend Dr  
Orlando, FL 32819

Ghd/Kmp Holdings LLC  
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Grand Junction, CO 81501

Ursa Piceance LLC  
1050 17<sup>th</sup> Street, Suite 2400  
Denver, CO 80265

Bajo Reserve LLC  
7701 Will Rogers Blvd.  
Fort Worth, TX 76140-6025

Melvin & Ruth Prout Jt  
Address Unknown

Karl Schuyler Dec'd  
Address Unknown

Black Bear Oil & Gas LLC  
9541 W Haileah Pl  
Littleton, CO 80123

Margo D McCreary  
7152 W 84th Way, #710  
Arvada, CO 80003

Constance Harvey Rev  
Tr U/A/D 6/19/2003  
421 D Aspen  
Airport Business Center  
Aspen, CO 81611-3551

David P Jones & Vida H Jones Estate  
5353 E Royal Palm Rd  
Paradise Valley, AZ 85253

Edward Nelson Juhan Est,  
A/K/A Edward N Juhan  
7675 W 14th Ave #202  
Lakewood, CO 80214-4153

Rain Walker LLC  
P. O. Box 23  
Ouray, CO 81427-0023

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

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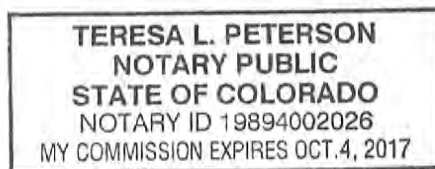
Jennifer Pittenger, of lawful age, and being first duly sworn upon her oath, states and declares:


That she is a Legal Assistant for Beatty & Wozniak P.C. the attorneys for WPX Energy Rocky Mountain, LLC, that on or before April 9, 2014, 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 B to the Application.

  
Jennifer Pittenger

Subscribed and sworn to before me April 2, 2014.

Witness my hand and official seal.



  
Notary Public