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| FORM 2 Rev 12/05 | State of Colorado Oil and Gas Conservation Commission 1120 Lincoln Street, Suite 801, Denver, Colorado 80205 Phone: (303) 894-2100 Fax: (303) 894-2109 |  | DE ET OE ES |
|---|---|---|-------------|

APPLICATION FOR PERMIT TO:

1. **Drill,** Deepen, Re-enter, Recomplete and Operate

2. TYPE OF WELL

OIL GAS COALBED OTHER _____
 SINGLE ZONE MULTIPLE ZONE COMMINGLE ZONE

Refiling
 Sidetrack

Document Number:
 400159200
 Plugging Bond Surety

3. Name of Operator: WILLIAMS PRODUCTION RMT COMPANY LLC 4. COGCC Operator Number: 96850
 5. Address: 1001 17TH STREET - SUITE #1200
 City: DENVER State: CO Zip: 80202
 6. Contact Name: Greg Davis Phone: (303)606-4071 Fax: (303)629-8268
 Email: Greg.J.Davis@Williams.com
 7. Well Name: Hoeppli Well Number: RWF 311-36
 8. Unit Name (if appl): _____ Unit Number: _____
 9. Proposed Total Measured Depth: 8990

WELL LOCATION INFORMATION

10. QtrQtr: SENW Sec: 36 Twp: 6S Rng: 94W Meridian: 6
 Latitude: 39.485207 Longitude: -107.839841
 Footage at Surface: 1548 feet FNL 1729 feet FWL
 11. Field Name: Rulison Field Number: 75400
 12. Ground Elevation: 6387 13. County: GARFIELD

14. GPS Data:
 Date of Measurement: 11/04/2010 PDOP Reading: 1.7 Instrument Operator's Name: J. Kirkpatrick

15. If well is Directional Horizontal (highly deviated) **submit deviated drilling plan.**
 Footage at Top of Prod Zone: FNL/FSL _____ FEL/FWL _____ Bottom Hole: FNL/FSL _____ FEL/FWL _____
146 FNL 877 FWL 146 FNL 877 FWL
 Sec: 36 Twp: 6S Rng: 94W Sec: 36 Twp: 6S Rng: 94W

16. Is location in a high density area? (Rule 603b)? Yes No
 17. Distance to the nearest building, public road, above ground utility or railroad: 1614 ft
 18. Distance to nearest property line: 332 ft 19. Distance to nearest well permitted/completed in the same formation: 363 ft

LEASE, SPACING AND POOLING INFORMATION

| Objective Formation(s) | Formation Code | Spacing Order Number(s) | Unit Acreage Assigned to Well | Unit Configuration (N/2, SE/4, etc.) |
|------------------------|----------------|-------------------------|-------------------------------|--------------------------------------|
| Williams Fork | WMfK | 139-66 | 640 | All |

IMPORTANT: SOME DATA FIELDS HAVE BEEN MODIFIED.

21. Mineral Ownership: Fee State Federal Indian Lease #: COC07506
22. Surface Ownership: Fee State Federal Indian
23. Is the Surface Owner also the Mineral Owner? Yes No Surface Surety ID#: _____
23a. If 23 is Yes: Is the Surface Owner(s) signature on the lease? Yes No
23b. If 23 is No: Surface Owners Agreement Attached or \$25,000 Blanket Surface Bond \$2,000 Surface Bond \$5,000 Surface Bond
24. Using standard QtrQtr, Sec, Twp, Rng format enter entire mineral lease description upon which this proposed wellsite is located (attach separate sheet/map if you prefer):
See attached.
25. Distance to Nearest Mineral Lease Line: 146 ft 26. Total Acres in Lease: 1595

DRILLING PLANS AND PROCEDURES

27. Is H2S anticipated? Yes No If Yes, attach contingency plan.
28. Will salt sections be encountered during drilling? Yes No
29. Will salt (>15,000 ppm TDS CL) or oil based muds be used during drilling? Yes No
30. If questions 28 or 29 are yes, is this location in a sensitive area (Rule 901.e)? Yes No
31. Mud disposal: Offsite Onsite **If 28, 29, or 30 are "Yes" a pit permit may be required.**
Method: Land Farming Land Spreading Disposal Facility Other: Re-use and evaporation
Note: The use of an earthen pit for Recompletion fluids requires a pit permit (Rule 905b). If air/gas drilling, notify local fire officials.

| Casing Type | Size of Hole | Size of Casing | Wt/Ft | Csg/Liner Top | Setting Depth | Sacks Cmt | Cmt Btm | Cmt Top |
|-------------|--------------|----------------|-------|---------------|---------------|-----------|---------|---------|
| CONDUCTOR | 24 | 18 | 48# | 0 | 45 | 25 | 45 | 0 |
| SURF | 13+1/2 | 9+5/8 | 32.3# | 0 | 1,128 | 297 | 1,128 | 0 |
| 1ST | 7+7/8 | 4+1/2 | 11.6# | 0 | 8,990 | 711 | 8,990 | |

32. BOP Equipment Type: Annular Preventer Double Ram Rotating Head None
33. Comments Close Loop. Cement 200' above uppermost mesaverde sand. See Williams Master APD. CA COC 53640

34. Location ID: 335486
35. Is this application in a Comprehensive Drilling Plan ? Yes No
36. Is this application part of submitted Oil and Gas Location Assessment ? Yes No
I hereby certify all statements made in this form are, to the best of my knowledge, true, correct, and complete.
Signed: _____ Print Name: Greg Davis
Title: Supervisor Permits Date: 5/6/2011 Email: Greg.J.Davis@Williams.com

Based on the information provided herein, this Application for Permit-to-Drill complies with COGCC Rules and applicable orders and is hereby approved.

COGCC Approved: David S. Noshin Director of COGCC Date: 6/8/2011

API NUMBER
05 045 20755 00
Permit Number: _____ Expiration Date: 6/7/2013
CONDITIONS OF APPROVAL, IF ANY: _____

IMPORTANT: SOME DATA FIELDS HAVE BEEN MODIFIED.

All representations, stipulations and conditions of approval stated in the Form 2A for this location shall constitute representations, stipulations and conditions of approval for this Form 2 Permit-to-Drill and are enforceable to the same extent as all other representations, stipulations and conditions of approval stated in this Permit-to-Drill.

- (1) COMPLIANCE WITH THE MOST CURRENT REVISION OF THE NORTHWEST COLORADO NOTIFICATION POLICY IS REQUIRED.
- (2) GARFIELD COUNTY RULISON-FIELD NOTICE TO OPERATORS. NOTE: ALL NOTICES SHALL BE GIVEN VIA E-MAIL. SEE ATTACHED NOTICE.
- (3) THE MOISTURE CONTENT OF ANY DRILL CUTTINGS IN A CUTTINGS PIT, TRENCH, OR PILE SHALL BE AS LOW AS PRACTICABLE TO PREVENT ACCUMULATION OF LIQUIDS GREATER THAN DE-MINIMIS AMOUNTS. AT THE TIME OF CLOSURE, THE DRILL CUTTINGS MUST ALSO MEET THE APPLICABLE STANDARDS OF TABLE 910-1.
- (4) NO PORTION OF ANY PIT THAT WILL BE USED TO HOLD LIQUIDS SHALL BE CONSTRUCTED ON FILL MATERIAL, UNLESS THE PIT AND FILL SLOPE ARE DESIGNED AND CERTIFIED BY A PROFESSIONAL ENGINEER, SUBJECT TO REVIEW AND APPROVAL BY THE DIRECTOR PRIOR TO CONSTRUCTION OF THE PIT. THE CONSTRUCTION AND LINING OF THE PIT SHALL BE SUPERVISED BY A PROFESSIONAL ENGINEER OR THEIR AGENT. THE ENTIRE BASE OF THE PIT MUST BE IN CUT.
- (5) THE SURFACE CASING IS MORE THAN 50' BELOW THE DEPTH OF THE DEEPEST WATER WELL WITHIN 1-MILE OF THE SURFACE LOCATION WHEN CORRECTED FOR ELEVATION DIFFERENCES. THE DEEPEST WATER WELL WITHIN 1-MILE IS 271 FEET DEEP.

Attachment Check List

| Att Doc Num | Name |
|-------------|-------------------------|
| 400159200 | FORM 2 SUBMITTED |
| 400159203 | DEVIATED DRILLING PLAN |
| 400159842 | WELL LOCATION PLAT |
| 400159843 | TOPO MAP |
| 400159852 | LEGAL/LEASE DESCRIPTION |
| 400160464 | SURFACE AGRMT/SURETY |
| 400162589 | FED. DRILLING PERMIT |

Total Attach: 7 Files

General Comments

| User Group | Comment | Comment Date |
|------------|---|-------------------------|
| Agency | Changed application to reflect surface owner is not mineral owner | 6/6/2011 11:17:24 AM |

Total: 1 comment(s)

BMP

| Type | Comment |
|------|---------|
| | |

Total: 0 comment(s)