

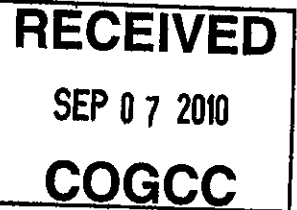


BEFORE THE OIL AND GAS CONSERVATION COMMISSION
OF THE STATE OF COLORADO

IN THE MATTER OF THE APPLICATION OF
WILLIAMS PRODUCTION RMT COMPANY FOR
AN ORDER ESTABLISHING AN APPROXIMATE
160 ACRE DRILLING AND SPACING UNIT FOR
THE WILLIAMS FORK AND ILES FORMATIONS
(INCLUDING THE SEGO MEMBER OF THE
ILES FORMATION) FOR CERTAIN DESCRIBED
LANDS LOCATED IN RIO BLANCO COUNTY,
COLORADO

Cause No. 527

Docket No. 1009-SP-26



ORIGINAL

**REQUEST FOR DIRECTOR APPROVAL OF APPLICATION ON THE
MERITS OF A VERIFIED APPLICATION AND SUPPORTING EXHIBITS**

By Verified Application ("Verified Application") filed with the Colorado Oil and Gas Conservation Commission ("COGCC") on September 7, 2010, Williams Production RMT Company ("Applicant") by and through its attorneys, Beatty & Wozniak, L.P., requested that the COGCC establish an approximate 160 acre drilling and spacing unit for the Williams Fork Formation and Iles Formation (including the Sego member of the Iles Formation) described as the NE/4 of Section 16 in Township 3 South, Range 97 West, 6th P.M., Rio Blanco County, Colorado. The Verified Application has not been protested. Pursuant to Rule 511.a., Applicant hereby requests that the Director recommend approval of the Verified Application on the basis of the merits and the supporting exhibits.

BACKGROUND AND STATUS OF THE APPLICATION

1. Applicant owns a leasehold interest in the Application Lands as described in its verified application.
2. Approval of the Verified Application will allow gas and associated hydrocarbon substances from the William Fork Formation and Iles Formation (including the Sego member of the Iles Formation) to be developed and will not result in violation of correlative rights and will prevent waste.

VERIFIED STATEMENT

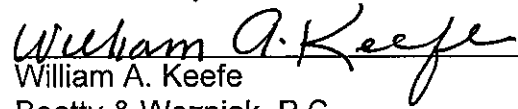
Attached is the verified statement of Maxwell Faith, Landman for Williams Production RMT Company, submitted in support of this request for the Director to recommend approval of the Verified Application on the basis of the merits and the supporting exhibits.

DATED: September 7, 2010.

Respectfully submitted,

Williams Production RMT Company

By:



William A. Keefe

Beatty & Wozniak, P.C.

216 Sixteenth Street-Suite 1100

Denver, Colorado 80202-5115

Telephone No.: (303) 407-4475

*WILLIAMS PRODUCTION RMT
COMPANY*

RECEIVED
SEP 07 2010
COGCC

ORIGINAL

Cause No. 527
Docket No. 1009-SP-26

STATE OF COLORADO


CITY AND COUNTY OF DENVER

)
) ss.
)

Verified Statement of Maxwell Faith

In support of the request for Director approval of the Verified Application of Williams Production RMT Company in Cause No. 527, DOCKET NO. 1009-SP-26, pursuant to Rule 511.b, Maxwell Faith, Landman of Williams Production RMT Company, upon oath, deposes and states as follows:

- a. I am currently employed as a Landman of Williams Production RMT Company ("Williams"). I have been and am presently responsible for and have knowledge of the land position related to the Application Lands.
- b. Attached as Exhibit A is a copy of my resume prepared by me. Attached as Exhibit B is a plat of the application lands, shaded in green, which were prepared by Jacob Frost under my supervision and control. I have reviewed this plat, and to the best of my knowledge and belief, the exhibits are correct and accurate as of the date of this Verified Statement. Exhibit B shows only a portion of Williams' Ryan Gulch prospect situated in Rio Blanco County, Colorado. The requested drilling and spacing unit is circumscribed on this exhibit. The application lands previously were approved for ten acre density drilling for the Williams Fork and Iles Formations (including the Sego Member of the Iles Formation) under the Commission's Order 527-6 dated January 11, 2010. Both the mineral estate and the surface estate of the application lands are federal. Williams owns a leasehold interest in both of these leases. Williams has spud two wells on the application lands being the Federal RG 531-16-397 and the Federal RG 41-16-397 wells. Williams has filed this application for an approximate 160 acre drilling and spacing unit in order to avail itself of the involuntary pooling provisions of the Colorado Conservation Statute. As explained further in my statement for the companion force pooling application, the other working interest owners in these wells have not agreed to participate in the drilling of the wells.
- c. I have not been advised of and am not aware of any protests to this Verified Application.
- d. The parties identified on the Exhibit A to the Verified Application are the parties entitled to notice under the rules of the COGCC.

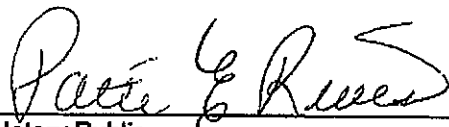


Maxwell Faith

Subscribed to and sworn to before me this 15th day of September, 2010 by Maxwell Faith, Landman of Williams Production RMT Company.

My Commission expires: 5/21/2011





Notary Public

Address: 1515 Arapahoe Street
Tower 3, Suite 1000
Denver, CO 80202

MAXWELL G. FAITH

141 South Emerson Street
Denver, Colorado 80209
(303)579-8223
maxwell.faith@gmail.com

EXPERIENCE

Williams Production RMT Company

Denver, CO

Landman

December 2007 - Present

Responsible for all land related functions in assigned areas, provide land support to all disciplines of asset team for annual drilling program, including review of drilling title opinions, perform necessary curative; preparation and negotiation of joint operating agreements, farmout agreements, acreage trades/swaps with third parties, negotiation of lease terms and all other typical oil and gas land related agreements. Interaction with internal drilling operations and planning groups as well as interaction with outside third party operators and partners, organize and supervise efforts of outside lease brokers, contract Landmen and title attorneys.

Strata Oil & Gas Company, LLC

Denver, CO

Independent Landman

May 2005 - December 2007

Worked in numerous counties in Colorado, New Mexico, Washington and Wyoming performing cursory and curative title searches. Negotiated and prepared oil and gas leases and surface-use agreements for mineral and surface owners. Performed due diligence for client acquisitions. Prepared abstracts of title from county records for drilling title opinions.

Fitzsimmons, LLC

Gillette, WY

Independent Landman

April 2004 - May 2005

Worked in various counties in Colorado and Wyoming negotiating and preparing oil and gas leases and surface-use agreements for mineral and surface owners. Conducted research to secure title for leases in title companies and in county records.

E & G Energy

Shelby County, TX

Landman

February - March 2004

Worked with lease and right-of-way brokers in Texas, processed title for mineral and property owners with oil and gas landmen.

Enterprise Leasing

Washington, DC

Management Trainee

November 2002 - January 2004

Involved in Management Training program focusing on all aspects of a managerial position. Responsible for daily operation of car rental branch, including contract underwriting, inside sales to customers and outside sales to local businesses, marketing to client accounts, and customer service.

EDUCATION

University of Colorado -- Denver

Denver, CO

Masters of Science -- Global Energy Management

June 2010

Tulane University

New Orleans, LA

Bachelor of Arts in Communications

May 2002

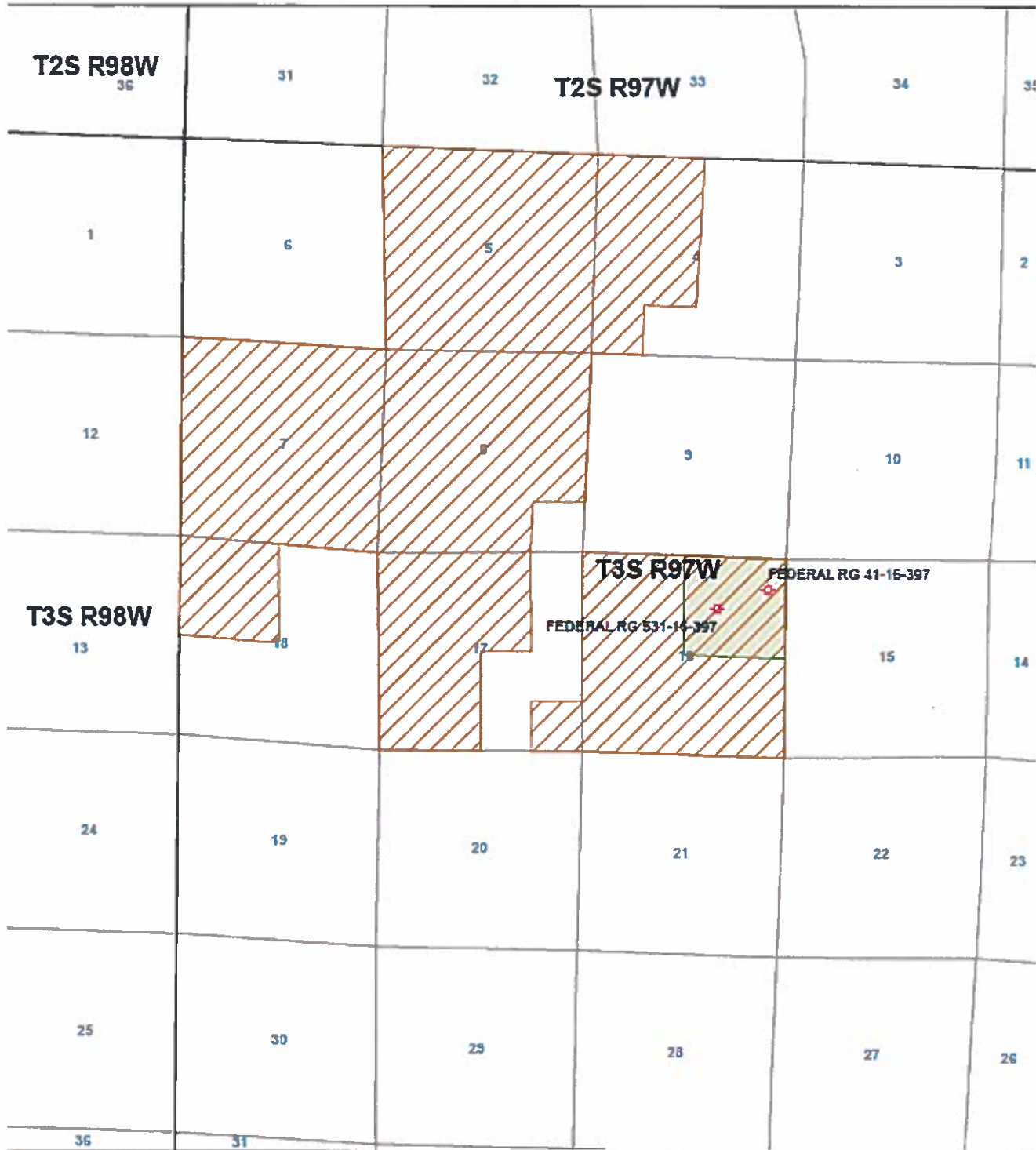
Minor in Business

PROFESSIONAL ASSOCIATIONS

American Association of Professional Landmen

Denver Association of Petroleum Landmen

Exhibit B



Order for Involuntary Pooling and to form a 160-acre Drilling and Spacing Unit



Legend

- Bottom Hole Locations
- Application Lands
- Existing Williams Fork and
Holes 10-Acre Density. Order 527-6

Map Notes:
Created - 7/27/2010 by Williams GIS/IT
Projection - UTM Zone 12N, NAD83
Data Sources - PLSS by Coldest DLM, Roads by ESRI,
other data by Williams

Cause No: 527

Docket No: 1009-SP-26