

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

IN THE MATTER OF THE APPLICATION OF)
ORION ENERGY PARTNERS, L.P. FOR AN)
ORDER INCREASING WELL DENSITY FOR THE) Cause No.
WILLIAMS FORK FORMATION AND THE ILES)
FORMATION OF THE MESAVERDE GROUP IN) Docket No.
CERTAIN DESCRIBED LANDS IN THE)
PARACHUTE FIELD AREA, GARFIELD COUNTY,)
COLORADO)

APPLICATION

Orion Energy Partners, L.P. ("Applicant"), by and through its attorneys, Beatty & Wozniak, P.C., respectfully submits this Application to the Oil and Gas Conservation Commission of the State of Colorado (the "Commission") for an order establishing drilling and spacing units for certain described lands in the Parachute area, Garfield County, Colorado and in support of its Application states and alleges as follows:

1. Applicant is a corporation duly authorized to conduct business in the State of Colorado.
2. Applicant owns leasehold interests in the following described lands, has contract rights to acquire an interest in said lands or has been authorized by the Owner to file on their behalf:

Township 7 South, Range 97 West, 6th P.M.

Sections 3 and 4: Lots 8 (23.49 acres) and 9 (23.41 acres) of Section 3; Sub-tracts A (40.24 acres) and B (40.00 acres) of Tract 74; Tract 76 (158.48 acres); Sub-Tracts A (10.00 acres), D (10.00 acres), E (10.00 acres) and G (40.00 acres) of Tract 77; Tract 78 (155.60 acres); Sub-tracts A (40.00 acres), B (40.00 acres), C (40.00 acres), and D (10.00 acres) of Tract 79; That portion of Tract 80 lying in Section 4 (20.00 acres); That portion of tract 81 lying in Section 4 (20.00 acres)

Section 5: Resurvey Tract 38 (159.99 acres)

Section 8: the West 20 acres of Resurvey Tract 39 less and except a 1.26 acre tract, Resurvey Tract 40 (160.00 acres), Resurvey Tract 41(40.00 acres)

Sections 8 and 9: Resurvey Tract 42 (120.00 acres)

Resurvey Tracts 48 (160.00 acres) and 49 (160.00 acres) also described as;

Section 17: E/2NW/4, N/2SW/4

Section 18: SE/4SE/4

Section 19: E/2NE/4, NE/4SE/4

Garfield County, Colorado

(hereafter the "Application Lands").

3. That the Application Lands are unspaced and subject to Rule 318a well location rules of this Commission.

4. That to promote efficient drainage within the Williams Fork and Iles Formations in the Application Lands, the Commission should increase the number of wells which can be optionally drilled into and produced from the Williams Fork and Iles Formations underlying the Application Lands to the equivalent of one Williams Fork and Iles well per 10 acres.

5. All future Williams Fork and Iles wells should be located downhole anywhere upon the Application Lands but no closer than 100 feet from the boundaries of any lease line unless such lease line abuts or corners lands in respect of which the Commission has not at the time of drilling permit application granted the right to drill 10-acre density wells in which event the wells should be drilled downhole no closer than 200 feet from the lease line which so abuts or corners the lands in respect of which 10-acre density downhole drilling for Williams Fork and Iles well has not been ordered by the Commission. Applicant does not intend by this Application to drill more than four (4) Williams Fork and Iles wells downhole per governmental quarter quarter section and no more than one (1) surface pad shall be located on a quarter quarter section.

6. That Applicant has drilled, tested and completed wells in the Williams Fork and Iles Formations of the Mesaverde Group on the lands nearby to Application Lands.

7. That the above-proposed drilling and spacing will allow more efficient and economic drainage of the Williams Fork and Iles Formations of the Mesaverde Group; will prevent waste; will not adversely effect correlative rights and will assure the greatest ultimate recovery of gas and associated hydrocarbon substances from the reservoir.

8. That the names and addresses of the interested parties according to the information and belief of the Applicant are set forth in Exhibit A attached hereto and made a part hereof.

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 consistent with Applicant's proposals as set forth above.

Dated this _____ day of May, 2008.

Respectfully submitted,

ORION ENERGY PARTNERS, L.P.

By: _____
Michael J. Wozniak
Beatty & Wozniak, P.C.
Attorneys for Applicant
216 16th Street, Suite 1100
Denver, Colorado 80202
(303) 407-4499

Applicant's Address:
1675 Broadway, Suite 2000
Denver, CO 80202

VERIFICATION

STATE OF COLORADO)
) ss.
CITY & COUNTY OF DENVER)

Adam Sayers, Senior Operations Engineer of Orion Energy Partners, L.P., upon oath deposes and says that he has read the foregoing Application and that the statements contained therein are true to the best of his knowledge, information and belief.

ORION ENERGY PARTNERS, L.P.

By: _____
Adam Sayers

Subscribed and sworn to before me this _____ day of May, 2008, by Adam Sayers of Orion Energy Partners, L.P.

Witness my hand and official seal. My commission expires: _____

Notary Public

[SEAL]

EXHIBIT A
INTERESTED PARTIES

OXY USA WTP LP
5 Greenway Plaza
Suite 110
Houston, TX 77046-0506

Williams Production RMT Company
1515 Arapahoe Street, Tower 3
Suite 1000
Denver, CO 80202-3150

Petroleum Development Corp.
103 E. Main Street
Bridgeport, WV 26330-1706

Chevron U.S.A. Inc.
Attn: Lee Parker
PO Box 36366
Houston, TX 77236-6366

The George M. Anderson Revocable Trust
c/o George M. Anderson, Trustee
P.O. Box 37
DeBeque, CO 81630

Joan L. Savage
John W. Savage, Jr.
Roy E. Savage
Marshall T. Savage
Daniel W. Savage
Savage Limited Partnership I
P.O. Box 1926
Rifle, CO 81650-1926

Daniel W. Strook
55 Frost Street
Cambridge, MA 01240

Sue Erpt Van De Bovenkamp, a/k/a/
Sue Stuart Mortimore Erpt Vande Bovencamp
c/o: John L Savage, Jr.
P.O. Box 1926
Rifle, CO 81650

Judith H. Jordan
Garfield County
144 E. 3rd Street, Suite 203
Rifle, CO 81650