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OF COUNSEL
WILLIAM G. CONLY

August 25, 2005

Honorable James H. Welsh
Commissioner of Conservation
State of Louisiana
Post Office Box 44275
Baton Rouge, Louisiana 70804-4275

Re: APPLICATION FOR PUBLIC HEARING.

Cotton Valley Formation, Reservoir A, FRAZIER
CREEK FIELD, Claiborne Parish, Louisiana.

Dear Sir:

CLAYTON WILLIAMS ENERGY, INC. ("Applicant"), hereby respectfully applies for a public hearing to consider evidence relative to the issuance of an Order pertaining to the following matters relating to the Cotton Valley Formation, Reservoir A, in the Frazier Creek Field, Claiborne Parish, Louisiana:

1. To create three (3) additional drilling and production units for the exploration for and production of gas and condensate from the Cotton Valley Formation, Reservoir A, such units being shown on the attached plat and being designated CV RA SUC through CV RA SUE.
2. To force pool and integrate all separately owned tracts, mineral leases and other property interests within each of the proposed additional units in accordance with Section 10, Title 30, of the Louisiana Revised Statutes of 1950, with each tract sharing in unit production on a surface acreage basis of participation.
3. To designate a unit operator of, and unit wells for, the proposed additional units as may be appropriate.
4. To extend, except as in conflict herewith, the provisions of Office of Conservation Order No. 1242, effective December 13, 1983, to the proposed additional units.
5. To discuss such other matters as may be pertinent.

The Cotton Valley Formation, Reservoir A, in the Frazier Creek Field, Claiborne Parish, Louisiana, is defined in Office of Conservation Order No. 1242, effective December 13, 1983.

Pertinent data concerning this application is available for inspection at the offices of Clayton Williams Energy, Inc., 700 Rockmead, Suite 159, Kingwood, Texas 77339. Any person wishing to inspect such data should call Mr. Ron Halfacre at (281) 359-5511, ext. 4024, during normal business hours in order to arrange a date and time for such inspection. A copy of any such pertinent data which is not otherwise available from the records of the Louisiana Office of Conservation can be obtained from Applicant at the expense of the requesting party.

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By letter dated July 29, 2005, Applicant gave notice, in accordance with the Revised Rules of Procedure, of its intention to apply for a public hearing concerning these matters and a pre-application conference with respect to Applicant's proposals was thereafter held beginning at 10:30 o'clock a.m. on August 24, 2005, in Shreveport, Louisiana. Attached is a list of the names and addresses of those persons present at the conference.

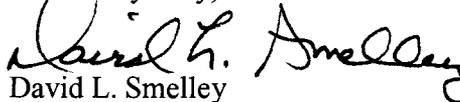
The purpose of the conference was explained as well as the bases for Applicant's proposals by sufficient data and detail for those present at the conference to have a reasonable opportunity to discuss the proposals and attempt to resolve any differences in good faith. Following Applicant's presentation, there was a general question and answer period concerning the proposals of Applicant. Thereafter, the conference was adjourned with no counterplan having been presented.

Attached hereto is a plat outlining the additional drilling and production units which Applicant proposes to create (which plat is identical to that attached to the pre-application notice). Also attached hereto is a list of the names and addresses of all Interested Owners, Represented Parties and Interested Parties to whom a copy of this application is being sent. Pursuant to the Revised Rules of Procedure, such list is being forwarded only to the Commissioner of Conservation and to the District Manager of the Shreveport District of the Office of Conservation. A copy of the list will be furnished by the undersigned to any party so requesting. A reasonable effort was made to obtain a complete list of Interested Owners, Represented Parties and Interested Parties.

Applicant will provide for posting of a copy of the Legal Notice of this hearing and the enclosed plat at a prominent place in the area affected and will cause publication of the Legal Notice in a newspaper published in the general area of Frazier Creek Field, all in accordance with the Revised Rules of Procedure. Furthermore, a copy of the Legal Notice will be mailed to all Interested Owners, Represented Parties and Interested Parties promptly upon receipt of the Legal Notice from the Commissioner.

Finally, we enclose our check payable to the Commissioner of Conservation for the application fee.

Yours very truly,



David L. Smelley

-- Attorney for Clayton Williams Energy, Inc.

DLS:dp

Enclosure

cc: Mr. Jim Broussard (w/encl.)
Mr. Ron Halfacre (w/encl.)
Mr. David Fox (w/encl.)
Interested Owners, Represented Parties
and Interested Parties (w/plat only)

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16

19N 6W

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CV RA SU C

Louisiana Minerals

SCHUSTER C R
1-DANCE



7325

ARKLA EXPL
1-NELSON



12101

Weyerhaeuser Co.

CV RA SU A

ARKLA EXPL
1-CONTL CAN



11714

ARKLA EXPL
1-MURPHY A G, ETAL



14376

Weyerhaeuser Co.

CV RA SU "A"
ATKINS EST.



29

Grandy Property / L. Groves / D. Sparlock et al

L. Johnson

Geneva Taylor

W. Witzer et al

James T. Ripdon

D. Bidgway

R. Thomas

E. Presbridge

L. Powell

A. Powell

T. Powell

J. Collins

J. Bingham

S. Peak

D. Mills

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