

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

IN THE MATTER OF THE APPLICATION)
OF NOBLE ENERGY INC. FOR AN)
ORDER ESTABLISHING SPACING)
RULES APPLICABLE TO THE DRILLING)
AND PRODUCING OF WELLS FROM THE)
ILES AND WILLIAMS FORK)
FORMATIONS OF THE MESAVERDE)
GROUP COVERING CERTAIN LANDS)
LOCATED IN GARFIELD AND MESA)
COUNTIES, COLORADO)

CAUSE NO. _____
ORDER NO. _____ -

VERIFIED APPLICATION

COMES NOW the Applicant, Noble Energy Inc. (“Noble”), by and through its attorneys, Davis Graham & Stubbs LLP, and makes application to the Oil and Gas Conservation Commission (“Commission”) of the State of Colorado for an order establishing spacing rules applicable to the drilling and producing of wells from the Williams Fork and Iles formations of the Mesaverde group covering certain lands located in Garfield and Mesa Counties, Colorado, and in support of its application states and alleges as follows:

1. The Applicant is a corporation duly authorized to conduct business in the State of Colorado.

APPLICATION LANDS

2. Applicant owns legal and equitable interests in oil and gas leases covering the following described lands located in Garfield and Mesa Counties, Colorado, hereafter referred to as “Application Lands”:

Township 7 South, Range 96 West, 6th P.M.
Section 35: SW, S/2SE

Township 8 South, Range 96 West, 6th P.M.

Section 14: SWSW

Section 15: SESE

Section 22: E/2NE

Section 23: W/2NW

Township 7 South, Range 94 West, 6th P.M.

Section 17: All

Section 18: All

Section 19: All

Section 20: All

Section 30: All

Township 7 South, Range 95 West, 6th P.M.

Section 32: S/2, S/2N/2

Township 8 South, Range 95 West, 6th P.M.

Section 5: Lots 6, 7, 8, 10

Section 8: W/2E/2NE, W/2NE, W/2, NWSE, W/2SWSE, NESWSE, NWSESE

Section 17: Lots 2, 3, 4, 5, 6, 7 and 9, SESWNE, W/2W/2NE, NW, NWSE

Section 18: Lots 5, 6, 7, 8, 9, 10 and 11, E/2NE

Resurvey Tracts 45 and 46 as located in Sections 16, 17, 20, and 21

3. Applicant has completed a certain number of wells on the Application Lands.

UNSPACED APPLICATION LANDS

4. A portion of the Application Lands are unspaced and are subject to the

Commission's Rule 318(a). These lands are described as follows:

Township 7 South, Range 96 West, 6th P.M.

Section 35: S/2SE

Township 8 South, Range 95 West, 6th P.M.

Section 5: Lots 6, 7, 8, 10

Section 8: W/2E/2NE, W/2NE, W/2, NWSE, W/2SWSE, NESWSE, NWSESE

Section 17: Lots 2, 3, 4, 5, 6, 7 and 9, SESWNE, W/2W/2NE, NW, NWSE

Section 18: Lots 7, 8, 9, 10 and 11, E/2NE

Resurvey Tracts 45 and 46 as located in Sections 16, 17, 20, and 21

These lands shall be referred to "Unspaced Application Lands."

5. To promote the efficient drainage of the Williams Fork and Iles formations of the Mesaverde group as to the Unspaced Application Lands, Applicant requests that the Commission establish forty (40) acre drilling and spacing units for the Williams Fork and Iles formations. Applicant further requests that as to each such drilling and spacing unit, the Commission allow up to one (1) Williams Fork or Iles well per ten (10) acres which can be optionally drilled into and produced from the Williams Fork and Iles formations of the Mesaverde group.

6. To further promote efficient drainage of the Williams Fork and Iles formations of the Mesaverde group on the Unspaced Application Lands, Applicant requests that wells be located downhole anywhere in the drilling and spacing unit but no closer than one hundred (100) feet from the boundaries of the unit, without exception being granted by the Director of the Commission. If there are cases where the Unspaced Application Lands abut or corner lands that the Commission has not at the time of drilling permit application granted the right to drill ten (10) acre density Williams Fork and Iles wells, the Applicant requests that the wells be located downhole no closer than two hundred (200) feet from the boundaries of the drilling unit so abutting or cornering such lands, without exception being granted by the Director of the Commission. Applicant does not intend by this Application to drill more than four (4) Williams Fork and Iles wells downhole per government quarter quarter section.

7. As to all future Williams Fork and Iles wells to be drilled upon the Unspaced Application Lands, the wells shall be located downhole anywhere in the drilling and spacing unit but no closer than one hundred (100) feet from the boundaries of the unit, without exception being granted by the Director of the Commission and where the Unspaced Application Lands abut or corner lands that the Commission has not at the time of drilling permit application

granted the right to drill ten (10) acre density Williams Fork and Iles wells, the well shall be located downhole no closer than two hundred (200) feet from the boundary or boundaries of the drilling unit so abutting or cornering such lands, without exception being granted by the Director of the Commission.

8. Applicant commits that the Williams Fork and Iles wells to be drilled on the Unspaced Application Lands will on average, if topographically feasible through the Unspaced Application Lands, be drilled from the surface either vertically or directionally from the same pad and no more than one (1) pad located on a given quarter quarter section, unless exception is granted by the Director of the Commission.

ORCHARD UNIT APPLICATION LANDS

9. The following Application Lands are unspaced and are subject to the Commission's Rule 318(a) and are described as follows:

Township 8 South, Range 96 West, 6th P.M.
Section 14: SW/4SW/4
Section 15: SE/4SE/4
Section 22: E/2NE/4
Section 23: W/2NW/4

These lands are hereafter referred to as the "Orchard Unit Application Lands."

10. A portion of the Orchard Unit Application Lands is located within the boundaries of the Orchard Federal Unit and is described as follows:

Township 8 South, Range 96 West, 6th P.M.
Section 14: SW/4SW/4
Section 15: SE/4SE/4
Section 22: E/2NE/4
Section 23: W/2NW/4

These lands have not been committed to the Unit and are not bound by the terms of the Orchard Federal Unit Agreement. The Federal Orchard Unit is operated by EnCana USA Oil & Gas (U.S.A.) Inc. ("EnCana").

11. Noble has discussed the filing of this Verified Application with EnCana. The parties have agreed that the setbacks for each well located on that portion of the Orchard Unit Application Lands within the Federal Orchard Unit (“Unit Application Lands”) should adhere to EnCana’s existing unit setbacks of six hundred (600) feet as to the East and West lines of the Unit Application Lands and two hundred (200) feet setback on the North and South lines of the Unit Application Lands. Noble has informed the Bureau of Land Management about the filing of this Application and its Agreement with EnCana. It is the understanding of Noble that the Bureau of Land Management will consent to the requests set forth in this Application provided EnCana, as Operator of the Orchard Federal Lease, has consented to its terms.

12. To promote the efficient drainage of the Williams Fork and Iles formations as to the Orchard Unit Application Lands, Applicant requests that the Commission establish forty (40) acre drilling and spacing units for the Iles and Williams Fork formations. Subject to paragraph 14 below, Applicant further requests that as to each such drilling and spacing unit the Commission allow up to one (1) Iles or Williams Fork well per ten (10) acres which can be optionally drilled into and produced from the Iles and Williams Fork formations.

13. Except as set forth in paragraph 14, as to all future Williams Fork and Iles wells to be drilled upon the Orchard Unit Application Lands, the wells may be located downhole anywhere in the drilling and spacing unit but no closer than one hundred (100) feet from the boundaries of the unit without exception being granted by the Director of the Commission. Where the Orchard Unit Application Lands abut or corner lands that the Commission has not at the time of drilling permit application granted the right to drill ten (10) acre density Williams Fork and Iles wells, the well should be located downhole no closer than two hundred (200) feet from the boundary or boundaries of the drilling unit so abutting or cornering such lands without

exception being granted by the Director of the Commission. Applicant does not intend to drill more than four (4) Williams Fork and Iles downhole wells per government quarter quarter section.

14. As to all future Williams Fork or Iles wells to be drilled upon the Unit Application Lands, the wells may be located downhole anywhere in the drilling and spacing unit but no closer than six hundred (600) feet as to the East and West lines of the tract and no closer than two hundred (200) feet on the North and South lines of the tract.

15. Applicant commits that the Williams Fork and Iles wells to be drilled on the Orchard Unit Application Lands will on average, if topographically feasible throughout the Orchard Unit Application Lands, be drilled from the surface either vertically or directionally from the same pad and no more than one (1) pad located on a given quarter quarter section, unless exception is granted by the Director of the Commission.

APPLICATION LANDS SUBJECT TO ORDER NOS. 510-1 AND 510-14

16. A portion of the Application Lands are subject to Order No. 510. Such lands are described as follows:

Township 7 South, Range 96 West, 6th P.M.
Section 35: SW/4

These lands shall be referred to as "Order No. 510 Application Lands".

17. Order No. 510-1 provides that for the production of oil and gas from the Williams Fork formation of the Mesaverde group, the permitted wells are to be no closer than four hundred (400) feet from the boundaries of any lease line and no closer than eight hundred (800) feet from any existing well or wells, without an exception being granted from the Director of the Commission.

18. Order No. 510-14 provides for one hundred sixty (160) acre drilling and spacing units and allows the number of wells which can be optionally drilled into and produced from the Williams Fork formation to the equivalent of one (1) well per ten (10) acres. Order No. 510-14 also provides that the permitted well shall be located downhole anywhere in the drilling and spacing unit but no closer than one hundred (100) feet from the boundaries of the unit. In cases where the lands abut or corner lands that the Commission has not at the time of drilling permit application granted the right to drill 10-acre density Williams Fork Formation wells, the well should be located downhole no closer than two hundred (200) feet from the boundaries of the drilling unit so abutting or cornering such lands. Further, the wells shall be drilled either vertically or directionally from no more than one (1) well pad located on a given quarter quarter section.

19. To promote the efficient drainage of the Iles formation, as to Order No. 510 Application Lands, Applicant requests that the Commission establish a one hundred sixty (160) acre drilling and spacing unit for the Iles formation underlying the Order No. 510 Application Lands. Applicant further requests that as to each such drilling and spacing unit the Commission allow up to one (1) Iles or Williams Fork well per ten (10) acres that can be optionally drilled into and produced from the Iles and Williams Fork formations.

20. As to all future Iles wells to be drilled upon the Order No. 510 Application Lands, the wells may be located downhole anywhere in the drilling and spacing unit but no closer than one hundred (100) feet from the boundaries of the unit without exception being granted by the Director of the Commission. In cases where the Order No. 510 Application Lands abut or corner lands that the Commission has not at the time of drilling permit application granted the right to drill ten (10) acre density Iles wells, the well should be located downhole no closer than

two hundred (200) feet from the boundaries of the drilling unit so abutting or cornering such lands without exception being granted by the Director of the Commission. Applicant does not intend to drill more than four (4) Iles wells downhole per government quarter quarter section.

21. Applicant commits that the Williams Fork and Iles wells to be drilled on the Order No. 510 Application Lands will on average, if topographically feasible through the Order No. 510 Application Lands, be drilled from the surface either vertically or directionally from the same pad and no more than one (1) pad located on a given quarter quarter section, unless exception is granted by the Director of the Commission.

APPLICATION LANDS SUBJECT TO VARIOUS CAUSE NO. 139 ORDERS

22. A portion of the Application Lands are subject to the Commission's Order Nos. 139-2, 139-16, 139-31, 139-43, and 139-53. Such Lands are described as follows:

Township 7 South, Range 94 West, 6th P.M.

Section 17: All

Section 18: All

Section 19: All

Section 20: All

Section 30: All

Township 7 South, Range 95 West, 6th P.M.

Section 32: S/2, S/2N/2

These lands shall be referred to as "Cause No. 139 Application Lands."

23. Cause No. 139 Application Lands are subject to the above-mentioned orders as follows:

- a. Section 17, T7S, R94W: Order Nos. 139-16 and 139-31.
- b. Section 18, T7S, R94W: Order Nos. 139-16.
- c. Section 19, T7S, R94W: Order Nos. 139-16 and 139-53.
- d. Section 20, T7S, R94W: Order Nos. 139-16 and 139-31.
- e. Section 30, T7S, R94W: Order Nos. 139-16, 139-43, and 139-53.

f. Section 32 (S/2, S/2N/2), T7S, R94W: Order Nos. 139-16 and 139-31.

24. Order No. 139-16 established that, pursuant to Order No. 139-3 and 139-2¹, there was to be one (1) well per six hundred and forty (640) acres on the Mesaverde group, which includes both the Williams Fork and the Iles formations, and that any Mesaverde group well subject to Order No. 139-3 was to be located in the NW/4 or the SE/4 and was to be no less than nine hundred and ninety (990) feet from the unit boundaries. Order No. 139-16 also established that, pursuant to Order No. 139-11 and with respect to only Section 17, T7S, R94W, a total of four (4) wells were authorized to be drilled for the Williams Fork and two (2) wells were authorized to be drilled for each six hundred and forty (640) acre drilling and spacing unit for production of gas and associated hydrocarbons. The order further provides that the wells were to be located no less than six hundred (600) feet from the unit boundaries and at least twelve hundred (1,200) feet from the nearest well producing from the Mesaverde formation.

25. Order No. 139-31 amended Cause No. 139 in its entirety and established the optional drilling of additional wells, up to sixteen (16) wells per 640-acre drilling and spacing unit, for the production of gas and associated hydrocarbons from the Williams Fork formation of the Mesaverde group with the permitted well to be located no closer than four hundred (400) feet from the outer boundaries of the drilling unit and no closer than eight hundred (800) feet to any well or wells producing from the same formation. Order No. 139-31 further stated that Cause No. 139 was amended to allow the drilling of the first well in any undrilled section to be located in accordance with the above-described drilling pattern to apply to wells drilled, completed or

¹ Order No. 139-16 states that Section 18 is subject to Order No. 139-8. However, after a conversation with a representative of the Colorado Oil and Gas Conservation Commission, it was clarified that Order No. 139-16 is incorrect in its reference to Order No. 139-8 for Section 18 and should actually refer to Order No. 139-2. *See* Order No. 139-16, p. 2.

recompleted in the Williams Fork Formation and to allow the Director of the Commission to approve exception locations if certain conditions exist.

26. Order No. 139-43 amended Order No. 139-16 to increase the number of wells which could be drilled into and produced from the Williams Fork Formation of the Mesaverde group to the equivalent of one (1) well per forty (40) acres with the permitted downhole location to be located no closer than two hundred and forty (240) feet from the boundaries of the drilling and spacing unit and no closer downhole than eight hundred (800) feet from any existing Williams Fork well, without an exception being granted by the Director of the Commission.

27. Order No. 139-53 increased the number of wells that could be drilled into and produced from the Williams Fork formation of the Mesaverde group to one (1) well per ten (10) acres. Order No. 139-53 also permitted downhole locations for each Williams Fork well to be located anywhere within the unit but no closer than one hundred (100) feet from the unit boundary unless the boundary abuts or corners lands in respect of which the Commission has not at the time of the drilling permit application granted the right to drill ten (10) acre density wells, in which event the well shall be drilled downhole no closer than two hundred (200) feet from that portion of the unit boundary which so abuts or corners the lands in respect of which ten (10) acre density downhole drilling for Williams Fork wells has not been ordered by the Commission.

28. To promote the efficient drainage of the Williams Fork and Iles formations, as to all of the the Cause No. 139 Application Lands subject to the above-referenced orders, Applicant requests that the Commission allow up to one (1) Iles well per ten (10) acres that can be optionally drilled into and produced from the Iles and Williams Fork formations. Applicant does not intend by this Application to drill more than four (4) Williams Fork and Iles wells downhole per government quarter quarter section.

29. As to all future Iles wells to be drilled upon the Cause No. 139 Application Lands, the wells may be located downhole anywhere within the unit but no closer than one hundred (100) feet from the unit boundary unless the boundary abuts or corners lands in respect of which the Commission has not at the time of the drilling permit application granted the right to drill ten (10) acre density wells, in which event the well shall be drilled downhole no closer than two hundred (200) feet from that portion of the unit boundary which so abuts or corners the lands in respect of which ten (10) acre density downhole drilling for Iles wells has not been ordered by the Commission.

30. Applicant commits that the Williams Fork and Iles wells to be drilled on the Cause No. 139 Application Lands will on average, if topographically feasible throughout the Cause No. 139 Application Lands, be drilled from the surface either vertically or directionally from the same pad and no more than one (1) pad located on a given quarter quarter section, unless exception is granted by the Director of the Commission.

CLARIFICATION ON APPLICATION LANDS SUBJECT TO ORDER NOS. 139-45, 51

31. The remainder of the Application Lands are subject to the Commission's Order Nos. 139-45 and 139-51. Such lands are described as follows:

Township 8 South, Range 95 West, 6th P.M.
Section 18: Lots 5, 6

These lands are hereafter referred to as the "Lots 5 and 6 of Section 18."²

32. Order No. 139-45 provides for forty (40) acre drilling and spacing units for the Williams Fork formation from the NW/4NE/4, NE/4NW/4 of Section 18, Township 8 South,

² The Commission's website states Sections 5, 8, 17 and 16 (of the Resurvey Tract area) of T8S, R95W, are subject to Order No. 139-53. The portions of Sections 5, 8, 17 and 16 covered by Order No. 139-53 are limited to areas that are not a part of lands included in this Verified Application. Further, the Commission's website states Section 18 is subject to Order Nos. 139-45 and 139-51. With the exception of Lots 5 and 6, the portion of Section 18 covered by Order Nos. 139-45 and 139-51 is limited to areas that are not a part of the lands included in this Verified Application.

Range 95 West. Section 18 of Township 8 South, Range 95 West is not a regular surveyed section. Applicant wishes to clarify that Order No. 139-45 includes Lots 5 and 6 of Section 18. Order No. 139-45 further provides that the permitted well shall be located downhole anywhere in the drilling and spacing unit but no closer than one hundred (100) feet from the boundaries of the unit, without exception being granted by the Director of the Commission. In cases where the lands abut or corner lands that the Commission has not at the time of drilling permit application granted the right to drill ten (10) acre density wells, the well should be located downhole no closer than two hundred (200) feet from the boundary or boundaries of the drilling unit so abutting or cornering such lands, without exception being granted by the Director of the Commission. The Order also states that no more than four (4) Williams Fork wells downhole shall be allowed per government quarter quarter section and the wells must be drilled either vertically or directionally from no more than one (1) well pad, unless exception is granted by the Director of the Commission.

33. Order No. 139-51 provides that the provisions contained in Order No. 139-45 were used to establish forty (40) acre drilling and spacing units in the Iles formation from the NW/4NE/4, NE/4NW/4 of Section 18, Township 8 South, Range 95 West where the permitted well was to be located downhole anywhere within the unit but no closer than one hundred (100) feet from the unit boundary, without exception being granted by the Director of the Commission. In cases where the lands abut or corner lands that the Commission has not at the time of drilling permit application granted the right to drill ten (10) acre density wells, the well should be located downhole no closer than two hundred (200) feet from the boundary or boundaries of the drilling unit so abutting or cornering such lands, without exception being granted by the Director of the Commission. The Order also states that no more than four (4) Iles wells downhole shall be

allowed per government quarter quarter section and the wells must be drilled either vertically or directionally from no more than one (1) well pad, unless exception is granted by the Director of the Commission.

34. To clarify that Lots 5 and 6 are covered by Order Nos. 139-45 and 139-51 and promote the efficient drainage of the Iles and Williams Fork formations as to Lots 5 and 6 of Section 18, Applicant requests that the Commission establish forty (40) acre drilling and spacing units for Lots 5 and 6 of Section 18 for the Iles and Williams Fork formations. Applicant further requests that the Commission allow up to one (1) Iles or Williams Fork well per ten (10) acres which can be optionally drilled into and produced from the Iles and Williams Fork formations.

35. As to all future Williams Fork and Iles wells to be drilled upon Lots 5 and 6 of Section 18, the wells may be located downhole anywhere in the drilling and spacing unit but no closer than one hundred (100) feet from the boundaries of the unit without exception being granted by the Director of the Commission. Provided however, in cases where the Lots 5 and 6 of Section 18 abut or corner lands that the Commission has not at the time of drilling permit application granted the right to drill ten (10) acre density Williams Fork and Iles wells, the well should be located downhole no closer than two hundred (200) feet from the boundary or boundaries of the drilling unit so abutting or cornering such lands without exception being granted by the Director of the Commission. Applicant does not intend by this Application to drill more than four (4) Williams Fork or four (4) Iles wells downhole per government quarter quarter section.

36. Applicant commits that the Williams Fork and Iles wells to be drilled on the Lots 5 and 6 of Section 18 will on average, if topographically feasible throughout such Application Lands, be drilled from the surface either vertically or directionally from the same pad and no

more than one (1) pad located on a given quarter quarter section, unless exception is granted by the Director of the Oil and Gas Conservation Commission.

CONCLUSION

37. The proposed spacing and well location rules for the above-referenced Application Lands will allow more efficient drainage of the Williams Fork and Iles formations of the Mesaverde group, will prevent waste, will not adversely affect correlative rights, and will assure the greatest ultimate recovery of gas and associated hydrocarbon substances from the reservoirs.

38. The names and address of the interested parties as to each Tract of the Application Lands according to the information and belief of the Applicant are also set forth in Exhibit A attached hereto and made a part hereof.

WHEREFORE, Applicant respectfully requests that this matter be set for hearing by the Commission; that notice be given as required by law; and that upon such hearing the Commission enter its Order consistent with the Applicant's proposals as set forth above.

Dated this 6th day of March, 2006.

Respectfully submitted,

NOBLE ENERGY INC.

By: _____
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Applicant's Address:

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STATE OF _____)
) ss.
COUNTY OF _____)

VERIFICATION

The undersigned, N. Arthur Bollen, being first duly sworn upon oath, states:

1. I am the Senior Landman for Noble Energy Inc. and am personally familiar with the matters set forth in the foregoing Verified Application.
2. I have read the Verified Application and the facts contained therein are true and correct to the best of my knowledge, information and belief.

N. Arthur Bollen, Senior Landman
Noble Energy, Inc.

Subscribed and sworn to before me this ____ day of March, 2006, by _____.

Witness my hand and official seal.

My commission expires: _____

Notary Public

EXHIBIT A

To Verified Application of Noble Energy Inc.

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