

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

**IN THE MATTER OF THE APPLICATION OF
MINERAL RESOURCES, INC. FOR AN ORDER
POOLING INTERESTS IN THE CRETACEOUS
AGE FORMATIONS FROM THE BASE OF THE
DAKOTA TO THE SURFACE LOCATED IN A
PORTION OF THE WATTENBERG FIELD
IN WELD COUNTY, COLORADO**

CAUSE NO. 318A,

DOCKET NO. ____

COMES NOW, Mineral Resources, Inc., a Colorado corporation ("Applicant") by and through its attorney, Joseph R Pope, P.C. and for its application for an order for the involuntary pooling of certain interests in production from the Cretaceous formations in the lands described below pursuant to CRS § 34-60-116 states and alleges as follows:

1. Applicant is duly authorized to conduct business in the State of Colorado and owns an interest in and operates oil and gas leases and mineral interests covering portions of certain lands located in Weld County, Colorado described as follows:

Township 4 North, Range 65 West, 6th P.M.
Section 6: NW¼

Weld County, Colorado

2. The lands described above are located in the Town of LaSalle, Colorado and are in populated areas. Applicant owns a 10-acre, more or less, tract of land in the vicinity of the lands described above (the "Drill Site") and plans to use the Drill Site to drill a planned 1 oil and gas well directionally from the Drill Site to explore for and produce oil and gas from 1 bottom hole location under the lands described above. The 1 well is included in a 21 well drilling program to be drilled directionally from the Drill Site. The planned wells include boundary well locations for production of oil and gas from the Cretaceous formations in and under the above-described lands.
3. Pursuant to Rule 318A, effective March 1, 2006, operators are authorized to utilize the designated drilling locations to produce all of the Cretaceous Age formations from the base of the Dakota to the surface, to include but not be limited to the Sussex, Codell, Niobrara, J-Sand and Dakota formations, to include "infill" and "boundary" wells as defined by Rule 318A. The lands are included in the Wattenberg spaced area for the production of oil and gas from the Codell and Niobrara formations (see Order No. 407-1 for the Codell formation and Order No. 407-1 for the Niobrara formation). The Sussex, J-Sand and Dakota formations are unspaced as to the NW¼ of Section 6 above described.
4. Applicant has received permits to drill 14 of the 21 wells.
5. As set forth above, Applicant intends to drill 1 well to the Sussex, Codell, Niobrara, J-Sand and/or Dakota formations in and under the NW¼ of Section 6 above described. Pursuant to Rule 318A.a.(4)C., the lands above described are the designated wellbore spacing unit for the well (the "Spacing Unit").
6. In addition, Applicant owns and operates oil and gas leases and controls mineral interests covering a total of 55.15, more or less, in the Spacing Unit. A plat of the Spacing Unit is attached hereto as Exhibit A.
7. The Spacing Unit consists of a total of 160-acres, more or less. Approximately 11.87 acres, more or less, in the Spacing Unit are unleased.
8. According to the title work completed by Applicant, the unleased interests in the Spacing Unit total 11.87 acres, more or less, and those interests are owned by the persons identified on Exhibit B attached hereto.

9. By letters sent to the persons described in Exhibit B, Applicant offered to lease the interests in the oil and gas owned by the unleased owners in the Spacing Unit. The letters included a proposed lease. A representative sample of the letter is attached hereto as Exhibit C.
10. The offer to lease was made pursuant to C.R.S. § 34-60-116(7) c and Rule 530 of the rules of the Commission and the terms thereof comply with the requirements of the statute and rule.
11. In addition, the letter containing the offer to lease described in paragraph 9, Applicant included the opportunity for each owner identified on Exhibit B to bear his, her or its proportionate share of the costs and risks of the drilling and operating the well currently planned for the Spacing Unit. The letters included the following information as required by Rule 530 of the Commission's rules:

The location and objective depth of the 1 well to be drilled in the Spacing Unit,

The estimated drilling and completion costs of the 1 well to be drilled in the Spacing Unit,

The estimated spud date for the well to be drilled in the Spacing Unit or range of time within which the spudding is to occur and

An AFE prepared by the Applicant and containing the information described above.
12. Because more than 30 days will have elapsed on the date this Application will be heard, the parties listed on Exhibit B, who have not elected to bear his, her or its proportionate share of the costs and risks of the drilling and operating the well to be drilled in the Spacing Unit will have become non-consenting owners as defined by C.R.S. § 34-60-116(7) and Rule 530 of the rules of the Commission.
13. In order to prevent waste, protect correlative rights and in the best interests of conservation and to foster, encourage and promote the development, production and utilization of the oil and gas natural resources, all the unleased interests in the Spacing Unit in the J Sand, Dakota, Codell and Niobrara formations owned by the parties listed on Exhibit B should be pooled in accordance with the provisions of C.R.S. § 34-60-116.

WHEREFORE, Applicant respectfully requests that this matter be set for hearing, that notice thereof be given as required by law and that upon such hearing, this Commission enter its order:

- a. That the Spacing Unit be designated as the drilling and spacing unit for the 1 well and that unleased interests in the Spacing Unit in the Cretaceous formations from the base of the Dakota formation to the surface, to include, but not be limited to, production from the Sussex, J-Sand, Dakota, Codell and Niobrara formations owned by the parties listed on Exhibit B who are "non-consenting owners" as defined by Rule 530 of the rules of the Commission be pooled and that such owners be treated as non-consenting owners under C.R.S. § 34-60-116,
- b. Authorizing the production of oil, gas and associated hydrocarbons from the Cretaceous formations from the base of the Dakota formation to the surface to include, but not be limited to, production from the Sussex, J-Sand, Dakota, Codell and Niobrara formations from the Spacing Unit and from locations that are permitted by Rule 318A, and
- c. For such other and further relief as this Commission deems just and proper.

Dated this 29th day of July, 2008.

Respectfully Submitted,

Mineral Resources, Inc.

By:_____

Joseph R Pope, P.C.

Its Attorney

P.O. Box 2428

Denver, CO 80201

303-832-5887

303-832-6401 Facsimile

STATE OF COLORADO)
) ss.
COUNTY OF WELD)

Logan Richardson, of lawful age, being first duly sworn upon oath, deposes and says that he is employed by Applicant, that he has read the foregoing Application and that the matters therein contained are true to the best of his knowledge, information and belief.

Logan Richardson

Subscribed and sworn to before me this 29th day of July, 2008

Witness my hand and official seal.

My commission expires:_____

Notary Public

Exhibit “B”

Owner	Address	Lands Covered
11th Avenue Investments Inc	P O Box 1341, Longmont, CO 80502-1341	LOTS A THRU F, REPLAT LOT 2 SANDAU SUB 1ST FILING, TOWN OF LASALLE, COUNTY OF WELD, STATE OF COLORADO
Ana L Blanco	306 S 6 St, Lasalle, CO 80645-3032	LOT 2, BLOCK 1, SUNSET HEIGHTS 6TH FILING, TOWN OF LASALLE, COUNTY OF WELD, STATE OF COLORADO
Andrew W Bedan And Inez Bedan	312 S 5 St, Lasalle, CO 80645	LOT 3, BLOCK 1, SUNSET HEIGHTS 5TH FILING, TOWN OF LASALLE, COUNTY OF WELD, STATE OF COLORADO
Antonio Cardona And Isabel Norato	224 Sunset Dr, Lasalle, CO 80645	LOT 2, MOEDER MINOR (SALAZAR ANNEX) TOWN OF LASALLE, COUNTY OF WELD, STATE OF COLORADO
Brandon M Cruz And Adelita E Cruz	330 South 5th St, Lasalle, CO 80645	LOT 6, BLOCK 1 SUNSET HEIGHTS, 5TH FILING, TOWN OF LASALLE, COUNTY OF WELD, STATE OF COLORADO
Carl Leroy Harvey And Antoinette Harvey	330 S 6th St, Lasalle, CO 806453033	LOT 6, BLOCK 1, SUNSET HEIGHTS 6TH FILING, TOWN OF LASALLE, COUNTY OF WELD, STATE OF COLORADO
Cecil Vigil	318 S 3 St Ct, Lasalle, CO 80645	LOT 5, SUNSET HEIGHTS 1ST FILING, TOWN OF LASALLE, COUNTY OF WELD, STATE OF COLORADO
Charles L Cogburn And Joan C Cogburn	361 6 St, Lasalle, CO 80645	LOT 11, BLOCK 2, SUNSET HEIGHTS 6TH FILING, TOWN OF LASALLE, COUNTY OF WELD, STATE OF COLORADO
Clifford J Snyder	511 E Prospect Rd, Ft Collins, CO 80525	LOTS 3 AND 4, SANDAU SUB 1ST FILING, TOWN OF LASALLE, COUNTY OF WELD, STATE OF COLORADO
Corey Ewing	354 S 4 St, Lasalle, CO 80645	LOT 27, EXCEPT THE NORTH 10 FEET, SUNSET HEIGHTS 2ND FILING, TOWN OF LASALLE, COUNTY OF WELD, STATE OF COLORADO
Darin Alan Musil And Leann Dawn Koons	342 S 5 St, Lasalle, CO 80645	LOT 8, BLOCK 1, SUNSET HEIGHTS 5TH FILING, TOWN OF LASALLE, COUNTY OF WELD, STATE OF COLORADO
David L Hernandez And Debby S Hernandez	336 S 5 St, Lasalle, CO 80645	LOT 7, BLOCK 1, SUNSET HEIGHTS 5TH FILING, TOWN OF LASALLE, COUNTY OF WELD, STATE OF COLORADO
Dorene J Boyd	330 S 4 St, Lasalle, CO 80645	LOT 31 & THE NORTH 5 FEET OF LOT 30, SUNSET HEIGHTS 2ND FILING, TOWN OF LASALLE, COUNTY OF WELD, STATE OF COLORADO
Edward D Conlin And Marilyn J Conlin	319 S 3 St Ct, Lasalle, CO 80645	LOT 12, SUNSET HEIGHTS 1ST FILING, EXCEPT THE NORTH 16 FEET & THE NORTH 24 FEET OF LOT 52, SUNSET HEIGHTS 4TH FILING, TOWN OF LASALLE, COUNTY OF WELD, STATE OF COLORADO
Felipita Valencia And Rick C Valencia And Rita Blatter And Maria T Cordova	313 S 3 St Ct, Lasalle, CO 80645	LOT 11, EXCEPT THE NORTH 8 FEET, AND THE NORTH 16 FEET OF LOT 12, SUNSET HEIGHTS 1ST FG, TOWN OF LASALLE, COUNTY OF WELD, STATE OF COLORADO
Filemon Lino And Angelina Lino	324 W Union Ave, Lasalle, CO 80645	LOT 42, SUNSET HEIGHTS 4TH FILING, TOWN OF LASALLE, COUNTY OF WELD, STATE OF COLORADO

Fisher Family Trust And C/O Tom Fisher	1282 49th Ave, Greeley, CO 80634	ALL THAT PART OF THE SOUTH 3RD STREET, SOUTH 3RD STREET COURT, SOUTH 4TH STREET, AND THE SOUTH 25 FEET OF SUNSET DRIVE AS DEDICATED IN THE ORIGINAL PLAT OF SUNSET HEIGHTS 1ST FILING IN THE TOWN OF LASALLE, COUNTY OF WELD, STATE OF COLORADO AS NOW LOCATED. ALL THAT PART OF SOUTH 4TH STREET AS DEDICATED IN THE ORIGINAL PLAT OF SUNSET HEIGHTS 2ND FILING IN THE TOWN OF LASALLE, COUNTY OF WELD, STATE OF COLORADO AS NOW LOCATED. ALL THAT PART OF THE SOUTH 3RD STREET AND UNION AVENUE AS DEDICATED IN THE ORIGINAL PLAT OF SUNSET HEIGHTS 3RD FILING IN THE TOWN OF LASALLE, COUNTY OF WELD, STATE OF COLORADO AS NOW LOCATED. ALL THAT PART OF SOUTH 3RD STREET COURT AND UNION AVENUE AS DEDICATED IN THE ORIGINAL PLAT OF SUNSET HEIGHTS 4TH FILING IN THE TOWN OF LASALLE, COUNTY OF WELD, STATE OF COLORADO AS NOW LOCATED. ALL THAT PART OF SOUTH 5TH STREET, UNION AVENUE, AND THE SOUTH 25 FEET OF SUNSET DRIVE AS DEDICATED IN THE ORIGINAL PLAT OF SUNSET HEIGHTS 5TH FILING IN THE TOWN OF LASALLE, COUNTY OF WELD, STATE OF COLORADO AS NOW LOCATED. ALL THAT PART OF THE SOUTH 6TH STREET, UNION AVENUE, AND SOUTH 25 FEET OF SUNSET DRIVE AS DEDICATED IN THE ORIGINAL PLAT OF SUNSET HEIGHTS 6TH FILING IN THE TOWN OF LASALLE, COUNTY OF WELD, STATE OF COLORADO AS NOW LOCATED.
Flora F Vigil	355 South 6th Street, Lasalle, CO 80645	LOT 10, BLOCK 2, SUNSET HEIGHTS 6TH FILING, TOWN OF LASALLE, COUNTY OF WELD, STATE OF COLORADO
Fred A Weigandt And Margaret L Weigandt	336 S 4th St, Lasalle, CO 80645	LOT 30, EXCEPT THE NORTH 5 FEET, SUNSET HEIGHTS 2ND FILING, TOWN OF LASALLE, COUNTY OF WELD, STATE OF COLORADO
Gary A Campbell And Dorothy A Campbell	330 West Union Ave, Lasalle, CO 80645	LOT 43, SUNSET HEIGHTS, 4TH FILING, TOWN OF LASALLE, COUNTY OF WELD, STATE OF COLORADO
Genaro P Mendoza And Rosa Maria Mendoza	1908 31st Street, Greeley, CO 80631	LOT 39, SUNSET HEIGHTS 3RD FILING, TOWN OF LASALLE, COUNTY OF WELD, STATE OF COLORADO
Georgina M Kanzler	331 S 3rd St Ct, Lasalle, CO 806455202	THE NORTH 42.72 FEET OF LOT 50 & LOT 51, EXCEPT THE NORTH 34 FEET, SUNSET HEIGHTS 4TH FILING, TOWN OF LASALLE, COUNTY OF WELD, STATE OF COLORADO
Gerald D Giles And Delores D Giles	336 W Union Ave, Lasalle, CO 80645	LOT 44, SUNSET HEIGHTS 4TH FILING, TOWN OF LASALLE, COUNTY OF WELD, STATE OF COLORADO
Greeley Gas Co		PART OF THE NORTHWEST QUARTER, SECTION 6, TOWNSHIP 4 NORTH, RANGE 65 WEST; BEGINNING 400 FEET SOUTH OF THE NORTH QUARTER CORNER, WEST 43.01 FEET; THENCE SOUTH 29°36'00" WEST 201 FEET TO THE TRUE POINT OF BEGINNING; THENCE SOUTH 60°24'00" EAST 100 FEET;
James Wilson Hill And Krista Lynn Hill	325 S 6 St - Po Box 276, Lasalle, CO 80645	LOT 5, BLOCK 2, SUNSET HEIGHTS 6TH FILING, TOWN OF LASALLE, COUNTY OF WELD, STATE OF COLORADO
Janice E Roe	349 S 5th St, Lasalle, CO 80645	LOT 9, BLOCK 2, SUNSET HEIGHTS 5TH FILING, TOWN OF LASALLE, COUNTY OF WELD, STATE OF COLORADO
Jaqueline Brimm	4492 N Monroe, Loveland, CO 80538	SUBLOT B TOWNHOUSE PLAT; LOT 33, SUNSET HEIGHTS 3RD FILING SUBDIVISION, TOWN OF LASALLE, COUNTY OF WELD, STATE OF COLORADO, TOWN OF LASALLE, COUNTY OF WELD, STATE OF COLORADO

Jennifer R Olin And Stacey Olin	306 W 3 St Ct, Lasalle, CO 80645	LOT 7, SUNSET HEIGHTS 1ST FILING, TOWN OF LASALLE, COUNTY OF WELD, STATE OF COLORADO
Joann M Martinez	313 S 5 St, P O Box 865 Lasalle, CO 80645	LOT 3, BLOCK 2, SUNSET HEIGHTS 5TH FILING, TOWN OF LASALLE, COUNTY OF WELD, STATE OF COLORADO
Jorge E Carrasco And Jan W Carrasco	418 W Union, Lasalle, CO 80645	LOT 2 , BLOCK 3, SUNSET HEIGHTS 5TH FILING, TOWN OF LASALLE, COUNTY OF WELD, STATE OF COLORADO
Joseph L Lira Jr And Susan M Lira	149 E 30th St, Greeley, CO 80631-7409	THE NORTH 61.47 FEET OF LOT 48 & LOT 49 EXECPT THE NORTH 54.62 FEET, SUNSET HEIGHTS 4TH FILING, TOWN OF LASALLE, COUNTY OF WELD, STATE OF COLORADO
June Larson		BEGINNING AT THE NORTHEAST CORNER OF THE NORTHWEST QUARTER OF SECTION 6, TOWNSHIP 4 NORTH, RANGE 65 WEST; THENCE ALONG THE EAST LINE OF THE NORTHWEST QUARTER OF SECTION 6, SOUTH 0° 37' EAST, A DISTANCE OF 160.0 FEET; THENCE NORTH 89° 54' WEST A DISTANCE OF 81.2 FEET; THENCE NORTH 31° 21' 30" EAST A DISTANCE OF 131.2 FEET; THENCE NORTH 13° 08' 30" EAST A DISTANCE OF 49.1 FEET, MORE OR LESS, TO THE POINT OF BEGINNING, TOWN OF LASALLE, COUNTY OF WELD, STATE OF COLORADO.
Karen Hammon Archuleta And Roger Allen	331 S 4 St, Lasalle, CO 80645	THE NORTH 73 FEET OF LOT 22, SUNSET HEIGHTS 2ND FILING, TOWN OF LASALLE, COUNTY OF WELD, STATE OF COLORADO
Katy Ann Salazar	318 W Union Ave, Lasalle, CO 80645	LOT 41, SUNSET HEIGHTS 4TH FILING, TOWN OF LASALLE, COUNTY OF WELD, STATE OF COLORADO
Kerri R Finegan And Finegan Robert J	313 S 6th St, Lasalle, CO 80645	LOT 3, BLOCK 2, SUNSET HEIGHTS 6TH FILING, TOWN OF LASALLE, COUNTY OF WELD, STATE OF COLORADO
Laura L Riley	301 S 3 St Ct, Lasalle, CO 80645	LOT 9, SUNSET HEIGHTS 1ST FILING, TOWN OF LASALLE, COUNTY OF WELD, STATE OF COLORADO
Loretta J Duran-Cassells	301 S 6 St, Lasalle, CO 80645	LOT 1, BLOCK 2, SUNSET HEIGHTS 6TH FILING, TOWN OF LASALLE, COUNTY OF WELD, STATE OF COLORADO
Loretta L Brack	329 S 3rd Street, Lasalle, CO 80645	SUBLOT A TOWNHOUSE PLAT; THENCE LOT 33, SUNSET HEIGHEIGHTS 3RD FILING SUBDIVISION, TOWN OF LASALLE, COUNTY OF WELD, STATE OF COLORADO, TOWN OF LASALLE, COUNTY OF WELD, STATE OF COLORADO
M E Carlson		A PARCEL OF LAND LOCATED IN THE NORTHWEST QUARTER (NW/4) OF SECTION 6, TOWNSHIP 4 NORTH, RANGE 65 WEST OF THE 6TH P.M., BEING MORE PARTICULARLY DESCRIBED AS FOLLOWS: COMMENCING AT THE NORTH QUARTER CORNER OF SAID SECTION 6; THENCE SOUTH 28° 27' 45" WEST 302.2 FEET; THENCE SOUTH 31° 21' 30" WEST 236.6 FEET TO THE TRUE POINT OF BEGINNING; THENCE SOUTH 28° 50' 54" WEST 875 FEET; THENCE SOUTH 89° 54' EAST 176.5 FEET; THENCE NORTH 29° 36' EAST 962.7 FEET; THENCE NORTH 89° 54' WEST 182.8 FEET; THENCE SOUTH 35° 27' WEST 24.6 FEET; THENCE SOUTH 32° 59' 30" WEST 57.4 FEET TO THE TRUE POINT OF BEGINNING, COUNTY OF WELD, STATE OF COLORADO FOR HIGHWAY PURPOSES
Michael A Carpenter And Lisa R Carpenter	319 South 5th Street, Lasalle, CO 80645	LOT 4, BLOCK 2, SUNSET HEIGHTS 5TH FILING, TOWN OF LASALLE, COUNTY OF WELD, STATE OF COLORADO
Pete Ryan Kitzman	348 S 5 St, Lasalle, CO 80645	LOT 9, BLOCK 1, SUNSET HEIGHTS 5TH FILING, TOWN OF LASALLE, COUNTY OF WELD, STATE OF COLORADO

Rosanne Matchett	349 S 3 St Ct, Lasalle, CO 80645	LOT 47-48 EXCEPT THE NORTH 61.47 FEET OF LOT 48, SUNSET HEIGHTS 4TH FILING, TOWN OF LASALLE, COUNTY OF WELD, STATE OF COLORADO
Russ J Travelute And Susan R Travelute	307 S 6 St, Lasalle, CO 80645	LOT 2, BLOCK 2, SUNSET HEIGHTS 6TH FILING, TOWN OF LASALLE, COUNTY OF WELD, STATE OF COLORADO
Steven A Eckhardt And Tracy T Eckhardt	343 S 4 St, Lasalle, CO 80645	LOT 24, SUNSET HEIGHTS 2ND FILING, TOWN OF LASALLE, COUNTY OF WELD, STATE OF COLORADO
Storage One/Lasalle LLC	2217 Forest, Denver, CO 80207	PART OF THE NORTH WEST QUARTER SECTION 6, TOWNSHIP 4 NORTH, RANGE 65, (ULRICHS ADD ANNEX) BEGINNING 859.30 FEET SOUTH & SOUTH 36 DEGREES 19 MINUTES; THENCE WEST 365.29 FEET FROM THE NORTH QUARTER CORNER; THENCE SOUTH 36 DEGREES 19 MINUTES WEST 118.86 FEET. NW4 6-4-65 (FREEMAN ANNEX) BEG ON E LN OF NW4 400'S OF NE COR S0D32'W 458' S36D17'W 485' N74D46'W 210' N29D36'E 912' E43.1' TO BEG (TR 9) EXC BEG 400'S OF CEN OF SEC W43.01' S29D36'W 201' TO TRUE POB S60D24'E 100' S29D36'W 100' N60D24'W 100,
Sunset Assembly Of God Church	P O Box 309, Lasalle, CO 80645	LOTS 1-2-3-4, SUNSET HEIGHTS 1ST FILING, TOWN OF LASALLE, COUNTY OF WELD, STATE OF COLORADO
Suzanne M Specht And Rick Specht	312 W Union, Lasalle, CO 80645	LOT 40, SUNSET HEIGHTS 4TH FILING, TOWN OF LASALLE, COUNTY OF WELD, STATE OF COLORADO
Vince Holland	342 S 4 St, Lasalle, CO 80645	LOT 29, SUNSET HEIGHTS 2ND FILING, TOWN OF LASALLE, COUNTY OF WELD, STATE OF COLORADO
Walter N Rutter And Annabelle P Rutter	336 S 3 St Ct, Lasalle, CO 80645	LOT 55, SUNSET HEIGHTS 4TH FILING, TOWN OF LASALLE, COUNTY OF WELD, STATE OF COLORADO
William D Wilson And Cheryl A Wilson	337 S 6 St, Lasalle, CO 80645	LOT 7, BLOCK 2, SUNSET HEIGHTS 6TH FILING, TOWN OF LASALLE, COUNTY OF WELD, STATE OF COLORADO
William Dean Conradson		ALL THAT PART OF JOHNSON DRIVE EXCEPT THE WEST 10 FEET AND THE EAST 28 FEET OF THE SOUTH 25 FEET OF SUNSET DRIVE AS DEDICATED IN THE ORIGINAL PLAT OF CONRADSON FIRST FILING TO THE TOWN OF LASALLE, COUNTY OF WELD, STATE OF COLORADO.
William R Angell And Donna L Angell	300 S 6 St - Po Box 186, P O Box 73 Lasalle, CO 80645	LOT 1, BLOCK 1, SUNSET HEIGHTS 6TH FILING, TOWN OF LASALLE, COUNTY OF WELD, STATE OF COLORADO