

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

IN THE MATTER OF THE VERIFIED APPLICATION OF MARATHON OIL COMPANY FOR AN ORDER ESTABLISHING DRILLING AND SPACING UNITS AND WELL LOCATION AND SETBACK RULES FOR THE DRILLING OF WELLS IN THE NIOBRARA FORMATION, UNDERLYING CERTAIN LANDS LOCATED IN TOWNSHIP 10 NORTH, RANGE 68 WEST, SECTIONS 15, 21-22 6TH P.M., IN LARIMER COUNTY, COLORADO	CAUSE NO: ORDER NO: DOCKET NO:
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VERIFIED APPLICATION

COMES NOW the Applicant, Marathon Oil Company, by and through its attorneys, Poulson, Odell & Peterson, LLC, and makes application to the Oil and Gas Conservation Commission of the State of Colorado for an Order establishing 640 acre drilling and spacing units and well location and setback rules applicable to the drilling and producing of gas and associated hydrocarbons from the Niobrara Formation underlying certain described lands in Larimer County, Colorado. In support thereof, Applicant states as follows:

1. That Applicant is a company duly authorized to conduct business in the State of Colorado.

2. The Applicant desires to create approximate 640 acre drilling and spacing units, and well location and setback rules, for the drilling of one horizontal well to the Niobrara Formation in the following described lands located in Larimer County, Colorado:

Township 10 North, Range 68 West, 6th P.M.

Section 15: ALL

Section 21: ALL

Section 22: ALL

(the "Application Lands").

3. That Applicant owns leasehold interests in all or part of those lands. A reference map is attached as Exhibit "B".

4. The Application Lands are unspaced and subject to Commission Rule 318.a. which requires that wells drilled in excess of two thousand five hundred (2,500) feet in depth be located not less than six hundred (600) feet from the lease line, and located not less than one thousand two hundred (1,200) feet from any other producible

or drilling oil or gas well when drilling to the same common source of supply, unless authorized by order of the Commission upon hearing.

5. As to the Application Lands, geological studies, and geological and engineering information obtained in the drilling and producing of wells located in the general area, demonstrate that a horizontal well drilled to the Niobrara Formation may produce oil and associated hydrocarbons in economic volumes from the Niobrara Formation.

6. Applicant requests the Commission to create approximate 640 acre drilling and spacing units, for the drilling of one horizontal well to the Niobrara Formation in each such drilling and spacing unit, within the Application Lands, in order to prevent waste, protect correlative rights, and assure the greatest ultimate recovery of hydrocarbons.

7. Consistent with Commission Rule 318.a., Applicant requests the following setbacks and well location rules for the drilling of a horizontal well within the Niobrara Formation within the Application Lands:

(a) That the surface location may be located anywhere on the Application Lands; and,

(b) That the treated interval of the wellbore be located no closer than six hundred (600) feet from the boundary of the drilling and spacing unit.

8. Applicant alleges and believes that the granting of this Application will prevent waste, protect correlative rights, and assure the greatest ultimate recovery of hydrocarbons from the reservoir. Applicant further alleges and believes that the Niobrara Formation is a common source of supply underlying the Application Lands. Moreover, the proposed 640 acre drilling and spacing units are no smaller than the maximum area that can be economically and efficiently drained by one well in each drilling and spacing unit.

9. Pursuant to Rule 503(d) of this Commission, within seven (7) days of the filing of this Application, the Applicant shall submit a Certificate of Service to the Commission demonstrating that the Applicant served a copy of the Application on all persons entitled to Notice by mailing a copy thereof, first-class postage prepaid, to the last known mailing address of the interested parties. Applicant shall simultaneously submit said list of interested parties to the Commission via electronic media.

WHEREFORE, Applicant respectfully requests that this matter be set for hearing in September, 2011, 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: July __, 2011.

MARATHON OIL COMPANY

By: _____
Scott M. Campbell
Jeremy I. Ferrin
POULSON, ODELL & PETERSON, LLC
1775 Sherman Street, Suite 1400
Denver, Colorado 80203
Telephone: (303) 861-4400
Facsimile: (303) 861-1225

VERIFICATION

STATE OF TEXAS)
)
COUNTY OF _____) SS.

Benjamin Gregory Ralston, of lawful age, being first duly sworn upon oath, deposes and says that he/she is Landman for Marathon Oil Company, and that he/she has read the foregoing Application and that the matters therein contained are true to the best of his/her knowledge, information and belief.

MARATHON OIL COMPANY

By: Benjamin Gregory Ralston

Subscribed and sworn to before me this _____ day of July, 2011.

Witness my hand and official seal.

My commission expires: _____.

Notary Public

INTERESTED PARTIES
RAWHIDE FLATS

EXHIBIT A

Chesapeake Exploration LLC
PO Box 18496
Oklahoma City, OK 73154-0496

Rubicon Oil & Gas LLC
1520 W Canal Ct
Littleton, CO 80120-5650

Strata Oil & Gas Company LLC
910 16th Street, Ste 850
Denver, CO 80202-29554

Robert H. Lowen
Address Unknown

Ellen Grace Lowen Pillsbury
Address Unknown

Muriel Stokes Lowen Magarrell
Address Unknown

Randy G. Miller
PO Box 82
Windsor, CO 80550

Boyd M. Meyer
PO Box 82
Windsor, Co 80550

Heifer Authority, LLC
10105 County Road F
Newton, WI 53063

Jacqueline L. Adolph
17404 County Road 7
Wellington, CO 80549

Bill J. Crooks
16940 North County Road 7
Wellington, CO 80549

Larry D. Troudt
16908 North County Road 7
Wellington, CO 80549

Aaron B. Jeffrey
8475 Keenland Way
Wellington, CO 80549

Robert L. Lamb
16820 North County Road 7
Wellington, CO 80549

Edwin L. Kuntz
1732 E Mulberry St
Fort Collins, CO 80524

John F. Hardesty
Address Unknown

Roger A. Cogburn
16506 N County Road 7
Wellington, CO 80549

Laura J. Bevacqua
15796 N County Road 7
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Wellington, CO 80549

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Wellington, CO 80549

Gary P. Brown
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Wellington, CO 80549

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Poulson, Odell & Peterson, LLC
1775 Sherman St., Ste 1400
Denver, CO 80203-4319

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Marathon Oil Company
WWE – Land
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PO Box 4813
Houston, TX 77056

Robert Helmick, LGD
Larimer County Planning
PO Box 1190
Fort Collins, CO 80522

Colorado Division of Wildlife
NE Region Service Center
6060 Broadway
Denver, CO 80216

Colorado Department of Health &
Environment
4300 Cherry Creek Drive, South
Denver, CO 80246-1530

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COLORADO

CAUSE NO:

ORDER NO:

DOCKET NO:

AFFIDAVIT OF MAIL

STATE OF COLORADO)
) ss.
COUNTY OF DENVER)

Scott M. Campbell, of lawful age, being first duly sworn upon oath, states and declares:

That he is the attorney for Marathon Oil Corporation, Applicant herein; that on the _____ day of July, 2011, he caused a copy of the attached Application to be deposited in the United States Mail, postage prepaid, addressed to each of the parties listed on Exhibit "A" to the Application.

By: _____

Subscribed and sworn to before me this _____ day of July, 2011.

Witness my hand and official seal.

My commission expires: 07/22/2011

Notary Public