

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

IN THE MATTER OF THE APPLICATION OF)
ANADARKO E&P COMPANY LP FOR AN ORDER)
ESTABLISHING FIELD RULES GOVERNING)
OPERATIONS IN THE NIOBRARA FORMATION)
ON UNSPACED LANDS IN THE WATTENBERG)
FIELD, ADAMS COUNTY, COLORADO)

Cause No. _____

Docket No. _____

APPLICATION

COMES NOW Anadarko E & P Company LP (referred to herein as "Applicant"), by and through its undersigned attorneys, and makes application to the Oil and Gas Conservation Commission of the State of Colorado ("Commission"), for an order to reduce lease line setbacks from 600 feet to 460 feet, and to reduce the distance between treated intervals of wellbores from 1200 feet to 920 feet for production of oil, gas, and other hydrocarbons from the Niobrara Formation within certain unspaced lands described as follows:

Township 3 South, Range 64 West 6th P.M.
Section 19
Section 31

Township 3 South, Range 65 West, 6th P.M.
Section 19

Adams County, Colorado ("Application Lands").

In support thereof, the Applicant states and alleges as follows:

1. Applicant is a limited partnership duly authorized to conduct business in the State of Colorado.
2. Applicant owns all or a portion of the mineral interests in the Application Lands.
3. The Application Lands are unspaced with respect to the Niobrara formation.
4. Pursuant to Commission Rule 318.a., a well to be drilled two thousand five hundred (2,500) feet or greater in depth shall be located not less than 600 feet from any lease line, and shall be located not less than 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. To facilitate completion of one or more horizontal wellbores within the Application Lands, and to maximize the lateral run of such horizontal wells, Application requests the Commission enter an order allowing the treated interval of any horizontal well completed in the Niobrara Formation within the Application Lands may be located not be closer than 460 feet from the section line. Further such treated interval may be no closer than 920 feet from the treated interval of any other well in the Application Lands producing from the Niobrara Formation.
7. Applicant asserts that reducing the lease line setbacks to 460 feet and reducing the distance between treated intervals of wells to 920 feet in the Application Lands for the Niobrara Formation will allow for economic and efficient drainage of the Niobrara Formation; will prevent waste;

will not adversely affect correlative rights and will assure the greatest ultimate recovery of oil and associated hydrocarbon substances from the reservoirs.

8. Notice will be provided to the interested parties set forth on Exhibit A pursuant to Rules 503 and 507.b.(5).

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 shall enter its order:

A. Providing that the surface location for each horizontal well drilled within a given section of the Application Lands may be located anywhere within the section or on adjoining lands with appropriate surface owner approval; the lateral of a given horizontal well may enter the Niobrara Formation no closer than 300 feet from the section line; the treated interval within the Niobrara Formation may be located not closer than 460 feet from the section line; and the distance between the treated interval of Niobrara wells within the Application Lands shall not be less than 920 feet;

B. Finding that reducing the setbacks and well-to-well distance as requested will prevent waste, protect correlative rights, and will maximize the efficient and economic production of the Niobrara Formation on the Application Lands; and

C. Granting any other relief as may be appropriate.

Dated this ____ day of October, 2011.

Respectfully submitted,

ANADARKO E&P COMPANY LP

By: _____
William A. Keefe
Kenneth A. Wonstolen
Matthew J. Lepore
Beatty & Wozniak, P.C.
Attorneys for Applicant
216 16th Street, Suite 1100
Denver, Colorado 80202

Applicant's Address:
Anadarko E&P Company LP
Attn: Enrique Nelson
1099 18th St., Suite 1800
Denver, CO 80202

VERIFICATION

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

Enrique Nelson, of lawful age, being first duly sworn upon oath, deposes and says that he _____ for Anadarko E&P Company LP and that he has read the foregoing Application and that the matters therein contained are true to the best of his knowledge, information and belief.

Enrique Nelson

Subscribed and sworn to before this ____ day of October, 2011.

Witness my hand and official seal.

[SEAL]

My commission expires: _____

Notary Public

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

IN THE MATTER OF THE APPLICATION OF)
ANADARKO E&P COMPANY LP FOR AN ORDER)
ESTABLISHING FIELD RULES GOVERNING)
OPERATIONS IN THE NIOBRARA FORMATION)
ON UNSPACED LANDS IN THE WATTENBERG)
FIELD, ADAMS COUNTY, COLORADO)

Cause No. _____

Docket No. _____

AFFIDAVIT OF MAILING

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

Matthew J. Lepore of lawful age, and being first duly sworn upon his oath, states and declares:

That he is the attorney for Anadarko E&P Company LP, that on or before October ____, 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.

Matthew J. Lepore

Subscribed and sworn to before me on October ____, 2011.

Witness my hand and official seal.

My commission expires: _____.

Notary Public

EXHIBIT A

Athanasea Constan Stathopoulos
4014 South Niagara Way
Denver, Colorado 80237

Aubrey Gene Reynolds
2772 Gentry Court
Watkins, Colorado 80137

Barbara S. Heurich
2962 Haskell Court
Watkins, Colorado 80137

Bennett Fire Protection District No. 7
825 Shari Court
Bennett, Colorado 80102

Box Elder AZ, LLC, First Financial
Strategies, Inc.
3101 N. Central Avenue Ste. 1030
Phoenix, Arizona 85012

Carey Irene and Charles Mark
Southwell
2953 Haskell Court
Watkins, Colorado 80137

Carl E. and Joan F. Metsker
2943 Fountain Hill Court
Watkins, Colorado 80137

Charles A. and Patricia G. Winters
2990 Eclectic Street
Watkins, Colorado 80137

Chesapeake Exploration, LLC
PO Box 18496
Oklahoma City, Oklahoma 73154

Chris Drysdale and Dianna J.
Hutcherson
2874 Haskell Court
Watkins, Colorado 80137

City of Aurora
15151 East Alameda Parkway, 5th
Floor
Aurora, Colorado 80012

Conoco Phillips Company
3300 North A Street Suite 5-140
Midland, Texas 79705

Country Manor Properties, LLC

Craig R. Porter
2881 Gentry Court
Watkins, Colorado 80137

Dale and Priscilla Fox
2952 Fountain Hill Court
Watkins, Colorado 80137

Daniel J. and Marcia J. Gallegos
3350 East 156th Avenue
Brighton, Colorado 80602

Daniel M. and Holly J. Cray
323 Pierce Street
Lakewood, Colorado 80226

Dean and Darlene Ahlsten
PO Box 236
Watkins, Colorado 80137

Dennis R. and Jessica Cabral
PO Box 51
Watkins, Colorado 80137

Deutsche Bank National Trust
Company
60 Wall Street
New York, New York 10005

Devon Energy Corporation
20 North Broadway
Oklahoma City, Oklahoma 73102

Donald W. and Merri-Lynn Rice
2950 Hanover Court
Watkins, Colorado 80137

Dorothy M. and Gerrit A., Trustees
Van Dyk
The Gerrit A. Van Dyk and Dorothy
M. Revocable Trust
920 Antelope Drive West
Bennett, Colorado 80102

Duston Hein
10912 Parker Vista Way
Parker, Colorado 80138

Elisabeth Wilson
PO Box 268
Watkins, Colorado 80137

Ellen S. Harper
2774 Haskel Court
Watkins, Colorado 80137

Fairbrook Investments LLC
P.O. Box 128
Burlington, Colorado 80807

Floyd R., Trustee Fisher
The Floyd R. Fisher Revocable Trust
PO Box 815
Higley, Arizona 85236

Forrest L. and Vida L. Brewer
33955 East 25th Avenue
Watkins, Colorado 80137

Frank M. and Mary Q Andaderholt
PO Box 535
Watkins, Colorado 80137

Gary L. and Ruth E. Nordahl
2981 Hanover Court
Watkins, Colorado 80137

Gayle L. Epperson
35070 East Colfaxe Avenue
Watkins, Colorado 80137

Gene T. Jagmin
2971 Hanover Court
Watkins, Colorado 80137

GMJ Family Trust
7025 South Andes Circle
Centennial, Colorado 80016

Green Valley East LLC
4908 Tower Road
Denver, Colorado 80249

Gregory Straight
2993 Fountain Hill Court
Watkins, Colorado 80137

GVR King, LLC
4908 Tower Road
Denver, Colorado 80249

Henry A. and Darlene A. Elgin
2805 Haskell Court
Watkins, Colorado 80137

Henry W. Grimm, Jr., et ux
647 Laredo St.
Aurora, Colorado 80011

Hilcorp Energy
1201 Louisiana Street, Suite 1400
Houston, Texas 77002

James R. and Ruth A. Mewaldt
2970 Eclectic Street
Watkins, Colorado 80137

Jeff Drohan 120 South McKenna Poteau, Oklahoma 74953	Mitchell M. and Michelle D. Collins 2752 Gentry Court Watkins, Colorado 80137	Tommy, Trustee Ernades The Joanne Andernandex Trust PO Box 486 Watkins, Colorado 80137
John F. and Jane Person 2991 Eclectic Street Watkins, Colorado 80137	Paul Ennis and Chizuko Dennis 2963 Fountain Hill Court Watkins, Colorado 80137	Transport Industrial Development 2 North Cascade Avenue Ste. 1280 Colorado Springs, Colorado 80903
Joseph M. Barger 2982 Haskell Court Watkins, Colorado 80137	Robert E. Hastings 2950 Eclectic Street Watkins, Colorado 80137	Twin Elms LLC 7315 East Orchard Road Suite e-400 Greenwood Village, Colorado 80110
Joseph William Ardizzone, II 32511 East Colfax Avenue Watkins, Colorado 80137	Robert E. and Linda Maes 2992 Fountain Hill Court Watkins, Colorado 80137	Uncle Jim's LLC 1703 Willow Drive Sandusky, Ohio 44870
Juliette Nichols PO Box 1059 Clarksdale, Mississippi 38614	Ronald F. and Kelly M. Moench 32555 Front Street North Watkins, Colorado 80137	Ursula Eleanor Larato 96 Lookout Mountain Road Golden, Colorado 80401
Kenneth J. Freund, Sr. 1950 Chambers Road Aurora, Colorado 80011	Ruby Mielke 780 Iowa Avenue Stratton, Colorado 80836	Virgil E. and Helen M. Peterson PO Box 187 Watkins, Colorado 80137
Larry K. Jones 2882 Gentry Court Watkins, Colorado 80137	Samuel A. and Kay D. Taylor 2860 Eclipse Street Watkins, Colorado 80137	Walter and Hildegard Neubauer 419 Forest Ridge Drive Kerrville, Texas 78028
Mark M. and Sharon S. Johnson PO Box 141 Watkins, Colorado 80137	Silco Fuels, Inc. Watkins Investment Group, Ltd 4315 Wadsworth Boulevard Wheat Ridge, Colorado 80033	Watkins 80 Co. 7025 South Andes Circle Centennial, Colorado 80016
McVey Family LLC 200 Riverview Drive La Belle, Florida 33935	Stacey and Lori Martin 2983 Haskell Court Watkins, Colorado 80137	Watkins 80 Co. Watkins Elevator, Inc. PO Box 72 Watkins, Colorado 80137
Michael A. and Stacey L. Cranwill 2861 Eclipse Street Watkins, Colorado 80137	Stanley J. Dru 1277 E. Missouri Avenue #214 Phoenix, Arizona 85014	Watkins Elevator, Inc. Silco Fuels, Inc. 181 East 5th Avenue Suite 600 Denver, Colorado 80216
Michael E. Loehrig 18239 East Mexico Place Aurora, Colorado 80017	Terry L. and Sally A. Ogden 33752 East 29th Avenue Watkins, Colorado 80137	Watkins Investment Group, Ltd Country Manor Properties, LLC 32681 East Colfax Avenue Watkins, Colorado 80137
Mitchell M. and Michelle D. Collins 2951 North Hanover Court Watkins, Colorado 80137	The Leonard E. Epperson Revocable Living Trust 2 West Northern Avenue Unit #1 Phoenix, Arizona 85021	