

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

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| IN THE MATTER OF THE PROMULGATION |) | CAUSE NO. 535 |
| AND ESTABLISHMENT OF FIELD RULES TO |) | |
| GOVERN OPERATIONS IN AN UNNAMED |) | DOCKET NO. <i>To be assigned</i> |
| FIELD, WELD COUNTY, COLORADO |) | |

APPLICATION

EOG Resources, Inc. (“EOG” or “Applicant”), by and through its attorneys, Burleson LLP, respectfully submits this Application to the Oil and Gas Conservation Commission of the State of Colorado (the “Commission”) for an order to pool all nonconsenting interests in the approximate 640-acre drilling and spacing unit established for Section 10, Township 9 North, Range 58 West, 6th P.M., for the development and operation of the Niobrara Formation. In support of its Application, Applicant states and alleges as follows:

1. Applicant is a corporation duly authorized to conduct business in the State of Colorado, and has registered as an operator with the Commission.

2. Applicant owns substantial leasehold interests in the below-listed lands:

Township 9 North, Range 58 West, 6th P.M.
Section 10: All

These lands are hereinafter referred to as the “Application Lands.”

3. On February 22, 2011, the Commission issued Order No. 535-3, which, among other things, established an approximate 640-acre drilling and spacing unit the Application Lands, and approved of one (1) horizontal well within said unit, for the production of oil, gas and associated hydrocarbons from the Niobrara Formation.

4. Applicant has drilled a horizontal well, namely, the Fiscus Mesa #9-10H Well (API No. 05-123-33065) (the “Well”), upon the Application Lands, and completed the Well in the Niobrara Formation.

5. Acting pursuant to the relevant provisions of §34-60-116(6) & (7), C.R.S., and Rule 530., Applicant seeks an order pooling all nonconsenting interests in the Application Lands, for the development and operation of the Niobrara Formation.

6. Applicant requests that pooling order entered as a result of this Application be made effective as of the date of this Application, or the date that the costs specified in §34-60-116(7)(b)(II), C.R.S., are first incurred for the drilling of the Well, whichever is earlier.

7. Applicant hereby certifies that, at least thirty (30) days prior to the Commission hearing on this matter, each interest owner, not already leased or voluntarily pooled, was tendered a reasonable offer to lease or participate and bear costs associated with the drilling and completion of the Well as required by Rule 530., and either refused or failed to consent. The list of those situated interest owners is attached hereto as Exhibit A.

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8. The granting of this application is in accord with the Oil and Gas Conservation Act, found at §34-60-101, *et seq.*, C.R.S., and the Commission rules.

9. That the names and addresses of the interested parties according to the information and belief of the Applicant are set forth in Exhibit A attached hereto and made a part hereof, and the undersigned certifies that copies of this Application shall be served on each interested party within the next seven days as required by Rule 503.e.

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

A. Pooling all nonconsenting interests in the Application Lands, for the development and operation of the Niobrara Formation.

B. Providing that pooling order is made effective as of the date of this application, or the date that the costs specified in §34-60-116(7)(b)(II), C.R.S., are first incurred for the drilling of the Well, whichever is earlier.

C. Providing that the interests of any owners, with whom the Applicant has been unable to secure a lease or other agreement to participate in the drilling of the authorized Well, are pooled by operation of statute, pursuant to C.R.S. § 34-60-116(7), and made subject to the cost recovery provisions thereof.

D. For such other findings and orders as the Commission may deem proper or advisable in the premises.

Dated this _____ day of October, 2011.

Respectfully submitted,

EOG RESOURCES, INC.

By: _____
Robert A. Willis (Colorado Bar No. 26308)
Katharine E. Fisher (Colorado Bar No. 39230)
Burleson LLP
Wells Fargo Center
1700 Lincoln Street, Suite 3950
Denver, CO 80290
(303) 801-3200

Applicant's Address:
600 17th Street, Suite 1100
Denver, CO 80202

VERIFICATION

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

Jason McLaren, Landman with EOG Resources, Inc., upon oath deposes and says that he has read the foregoing Application and that the statements contained therein are true to the best of his knowledge, information and belief.

EOG RESOURCES, INC.

Jason McLaren, Landman

Subscribed and sworn to before me this _____ day of October, 2011, by Jason McLaren,
Landman for EOG Resources, Inc.

Witness my hand and official seal.

My commission expires: _____

Notary Public

EXHIBIT A

INTERESTED PARTIES

The names and addresses of the interested parties according to the information and belief of the Applicant are set forth in this Exhibit A.

EOG Resources, Inc.
600 17th St., Suite 1000N
Denver, CO 80202

Robert A. Willis
Burleson LLP
1700 Lincoln St., Suite 3950
Denver, CO 80290

Carrizo Oil & Gas, Inc.
Attn: Dick Smith
1000 Louisiana St., Suite 1500
Houston, TX 77002

Johnny M. Martin
Route 6, 2601 Cocaco SW
Albuquerque, NM 87105

Heirs or devisees of Emma M. Griggs
c/o Bradford Grimes
387 East St.
Middleton, MA 01949

Fred L. Petty and Neva Petty, as T-I-C
Drawer A
Baroil, WY 82322

Hosea V. Prince
c/o Prince & Erwin
13 E. 3rd St.
Winston Salem, NC 27101

Hyman I. Fishbach
301 W. 108th St.
New York, NY 10025-2758

Ethel Jane Lockwood
19 Sunset Terrace
Baldwinsville, NY 13027

Hattie Hammer
715 S. Normandie
Los Angeles, CA 90005

Art Wilson and Jean E. Wilson
3596 Dillards Hill Rd.
Union Hill, VA 24176

Shirley Ann Fisher and Barbara Jane
Kirkpatrick, as tenants in common
121 Melrose
Lancaster, TX 75146

Joseph Pickard and Alice Pickard
Whereabouts unknown

Eugene Shattuck, deceased in 1975
Unknown last address

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| IN THE MATTER OF THE PROMULGATION |) | CAUSE NO. 421 |
| AND ESTABLISHMENT OF FIELD RULES TO |) | |
| GOVERN OPERATIONS IN THE HEREFORD |) | DOCKET NO. <i>To be assigned</i> |
| FIELD, WELD COUNTY, COLORADO |) | |

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

Emily M. Nelson

My commission expires: _____.

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