

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

IN THE MATTER OF THE APPLICATION OF ENCANA
OIL & GAS (USA) INC. FOR AN ORDER POOLING ALL
INTERESTS IN THE CODELL, NIOBRARA, AND
J SAND FORMATIONS IN A 160-ACRE WELLBORE
SPACING UNIT IN BROOMFIELD COUNTY,
COLORADO

CAUSE NO.

DOCKET NO.

APPLICATION

COMES NOW Encana Oil & Gas (USA) Inc. ("Applicant"), by its attorneys, Beatty & Wozniak, P.C., and makes application to the Oil and Gas Conservation Commission of the State of Colorado ("Commission") for an order pooling all interests in the following-described 160-acre wellbore spacing unit for the development of the Codell, Niobrara, and J Sand Formations for the Bury Crandell 8-4-23 Well:

Township 1 North, Range 68 West, 6th P.M.

Section 23: SE $\frac{1}{4}$ NE $\frac{1}{4}$, NE $\frac{1}{4}$ SE $\frac{1}{4}$

Section 24: SW $\frac{1}{4}$ NW $\frac{1}{4}$, NW $\frac{1}{4}$ SW $\frac{1}{4}$

Broomfield County, Colorado

(hereinafter "Application Lands").

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 is a registered operator in good standing with the Commission.
2. Applicant owns leasehold interests in a substantial portion of the Application Lands.
3. On October 19, 1981, the Commission issued Order No. 232-23 which, among other things, established 320-acre drilling and spacing units for the production of gas and associated hydrocarbons from the J Sand Formation underlying certain lands, including the Application Lands, and allowed up to two (2) wells to be drilled within each 320-acre drilling and spacing unit.
4. On February 19, 1992, the Commission issued Order No. 407-87 (amended August 20, 1993), which among other things, established 80-acre drilling and spacing units for the production of oil and/or gas from the Codell and Niobrara Formations underlying certain lands, including the Application Lands, with the permitted well locations in accordance with the provisions of Order No. 407-1.
5. On April 27, 1998, the Commission adopted Rule 318A, which, among other things, allowed certain drilling locations to be utilized to drill or twin a well, deepen a well or recomplete a well and to commingle any or all of the Cretaceous Age Formation from the base of the Dakota Formation to the surface. On December 5, 2005, Rule 318A was amended to allow interior infill and boundary wells to be drilled and wellbore spacing units to be established. The Application Lands are subject to Rule 318A for the Codell, Niobrara, and J Sand Formations.

6. Applicant designated a 160-acre wellbore spacing unit within the Application Lands, as described below, for the production of oil, gas, and associated hydrocarbons from the Codell, Niobrara and J Sand Formations pursuant to Rule 318A. and notified the appropriate parties under Rule 318A.

7. Applicant, pursuant to Commission Rule 530 and the provisions of C.R.S. §34-60-116 (6) and (7), seeks an order to pool all interests, including but not limited to, any nonconsenting interests, and in the following designated 160-acre wellbore spacing unit, located within the Application lands, for production from the Codell, Niobrara and J Sand Formations:

Township 1 North, Range 68 West, 6th P.M.

Section 23: SE $\frac{1}{4}$ NE $\frac{1}{4}$, NE $\frac{1}{4}$ SE $\frac{1}{4}$

Section 24: SW $\frac{1}{4}$ NW $\frac{1}{4}$, NW $\frac{1}{4}$ SW $\frac{1}{4}$

(hereafter "Wellbore Spacing Unit").

8. Applicant requests that the Commission's pooling order be made effective as of the earlier of the date of this Application, or the date that the costs specified in C.R.S. § 34-60-116(7)(b)(II) are first incurred for the drilling of the Well to the Codell, Niobrara, and/or J Sand Formations on the Application Lands.

9. Applicant certifies that copies of this Application will be served on all persons owning an interest in the mineral estate of the tracts to be pooled within seven (7) days of the date hereof, as required by Rule 507.b(2), and that at least thirty (30) days prior to the hearing on this matter, each such interest owner not already leased or voluntarily pooled will be offered the opportunity to lease, or to participate in the drilling of the well, and will be provided with the information required by Rule 530. The list of such interested parties is attached hereto as Exhibit A.

10. That in order to prevent waste and to protect correlative rights, all interests in the Application Lands and the Wellbore Spacing Unit should be pooled for the orderly development of the Codell, Niobrara, and J Sand Formations, including any nonconsenting interests therein.

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

A. Pooling all interests in the Application Lands and Wellbore Spacing Unit for the development of the Codell, Niobrara and J Sand Formations.

B. Providing that the Commission's pooling order is made effective as of the earlier of the date of this Application, or the date that the costs specified in C.R.S. § 34-60-116(7)(b)(II) are first incurred for the drilling of the Well to the Codell, Niobrara, and/or J Sand Formations on the Application Lands.

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 with respect to all wells drilled to develop the Codell, Niobrara, and J Sand Formations in the 160-acre wellbore spacing unit comprised of the Application Lands.

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

WHEREFORE, Applicant respectfully requests that this matter be set for hearing in May, 2012, notice be given as required by law, and that upon such hearing, the Commission enter its order consistent with Applicant's request as set forth above.

Dated: March ____, 2012.

By: _____
Jamie L. Jost
Elizabeth Y. Gallaway
Beatty & Wozniak, P.C.
216 Sixteenth Street-Suite 1100
Denver, CO 80202-5115

Address of Applicant
Encana Oil & Gas (USA) Inc.
ATTN: Jack Croom
370 17th Street, Suite 1700
Denver, CO 80202

VERIFICATION

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

Jack Croom, of lawful age, being first duly sworn upon oath, deposes and says that he is a Land Negotiator for Encana Oil & Gas (USA) Inc. 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.

Jack Croom, Land Negotiator

Subscribed and sworn to before this ____ day of March, 2012.

Witness my hand and official seal.

[SEAL]

My commission expires: _____

Notary Public

EXHIBIT A
Interested Parties

Encana Oil & Gas (USA) Inc.
370 17th Street, Ste. 1700
Denver, CO 80202

Kerr-Mcgee Oil & Gas Onshore LP
1099 18th Street, Suite 1800
Denver, CO 80202
Attn: Katie Reynolds

Noble Energy Inc.
1625 Broadway, Suite 2200
Denver, CO 80202
Attn: Libby Ecord

R. G. Boekel
Boekel Energy LLC
Address unknown.

Union Pacific Railroad Company (Anadarko
E&P Company LP)
1999 Broadway, Suite 3700
Denver, CO 80202

Anadarko E&P Company LP
1999 Broadway, Suite 3700
Denver, CO 80202

Clifford Myers
3246 Hillsdale Ave.
Oroville, California 95965

Barbara M. Myers, Trustee of the Family
Trust of Barbara M. Myers
17140 Mockingbird Canyon Road
Riverside, California 92504

Robert D. Myers
8221 Los Osos
Atascadero, California 93422

Henry Wallace Johnston
4015 Weld County Road 13
Erie, Colorado 80516

Margaret B. Johnson
Address unknown.

Reamer Patten
Address unknown.

Alyce C. Dunhill
Address unknown.

Doris M. Higgins
Address unknown.

Ruth Irene Johnston Disclaimer Trust
4015 Weld County Road 13
Dacono, Colorado 80514

Darrell D. Johnston and
Cynthia L. Johnston, Joint Tenants
2492 Weld County Road 11
Erie, Colorado 80516

Eileen Hinkle
6358 Saddleback Avenue
Firestone, Colorado 80504

Kortum Investment Company, LLLP
1818 Five Iron Drive
Castle Rock, Colorado 80104

Patricia A. Castrodale
Address unknown.

Sharon Tucker
5225 Gallatin Place
Boulder, Colorado 80303

Anadarko E&P Company LP and
Anadarko Land Corporation
1999 Broadway, Suite 3700
Denver, CO 80202

H. D. Thornton, Inc.
Address unknown.

P. Huddleston, Trustee for the B.P.
Huddleston & Company Inc. Pension and
Profit Sharing Plan
Address unknown.

Audrey L. Foster, as Trustee of the Audrey L.
Foster Trust
Address unknown.

The Houy Management Trust of 1993
718 17th Street, Suite 540
Denver, Colorado 80202

Boekel Energy LLC
Address unknown.

Catherine J. Porter
6000 S. Nome Street
Englewood, Colorado 80111

Catherine J. Porter, as Trustee of the
Patricia Ann Boekel Trust
6000 S. Nome Street
Englewood, Colorado 80111

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DOCKET NO.

AFFIDAVIT OF MAILING

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

Elizabeth Y. Gallaway, of lawful age, and being first duly sworn upon her oath, states and declares:

That she is the attorney for Encana Oil & Gas (USA) Inc. and that on or before April __, 2012 she caused a copy of the attached Application to be deposited in the United States Mail, postage prepaid, addressed to the parties listed on Exhibit A to the Application.

Elizabeth Y. Gallaway

Subscribed and sworn to before me March ____, 2012.

Witness my hand and official seal.

My commission expires: _____.

Notary Public