

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

IN THE MATTER OF THE PROMULGATION)	CAUSE NO. 421
AND ESTABLISHMENT OF FIELD RULES TO)	
GOVERN OPERATIONS IN THE HEREFORD)	DOCKET NO. 1211-SP-132
FIELD, WELD COUNTY, COLORADO)	

AMENDED APPLICATION

EOG Resources, Inc. ("EOG" or "Applicant"), by and through its attorneys, Burleson LLP, respectfully submits this Amended Application to the Oil and Gas Conservation Commission of the State of Colorado (the "Commission") for an order: (1) **maintaining the approximate 640-acre drilling and spacing units established for Sections 30 and 31, Township 11 North, Range 63 West, 6th P.M., for any well which has been drilled and completed in the Niobrara Formation under Order No. 421-3; and (2) establishing an approximate 1,280-acre stand-up exploratory drilling unit consisting of said Sections 30 and 31, to succeed those provisions found in Order No. 421-3 which established approximate 640-acre drilling and spacing units for said Sections 30 and 31, for horizontal and vertical well development, for the production of oil, gas and associated hydrocarbons from the Niobrara Formation.** In support of its Amended 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 11 North, Range 63 West, 6th P.M.
Section 30: All
Section 31: All

These lands are hereinafter referred to as the "Application Lands." A map depicting the acreage comprising the Application Lands is attached hereto and marked as Exhibit A.

Maintaining the 640-Acre Drilling and Spacing Units Established by Previous Order

3. On or about October 21, 2010, the Commission entered Order No. 421-3, which, among other things, established 640-acre drilling and spacing units for certain lands, including Sections 30 and 31, Township 11 North, Range 63 West, 6th P.M., and approved one horizontal well for each unit, for the production of oil, gas and associated hydrocarbons from the Niobrara Formation, with the surface location for each horizontal well to be located anywhere upon the drilling and spacing unit, provided that the horizontal leg into the Niobrara Formation shall not be closer than 600 feet to the outside boundary of the drilling unit and the terminus of the horizontal leg shall not be any closer than 600 feet to the outside boundary of the drilling and spacing unit, without exception being granted by the Director.

4. EOG has drilled and completed the Critter Creek #24-30H Well, API #05-123-32598, a horizontal well for Section 30, Township 11 North, Range 63 West, 6th P.M., under

Order No. 421-3. Under this Amended Application, EOG is not requesting a change to the unit acreage assigned to the Critter Creek #24-30H Well, and the distribution of the proceeds from the well will be allocated on a 640-acre basis.

5. EOG has obtained an approved APD, Form 2, for the Critter Creek #36-31H Well, API #05-123-34886, a planned horizontal well for Section 31, Township 11 North, Range 63 West, 6th P.M., under Order No. 421-3. Under this Amended Application, EOG is not requesting a change to the unit acreage assigned to the Critter Creek #36-31H Well, and the distribution of the proceeds from the well will be allocated on a 640-acre basis.

6. Applicant herein requests the establishment of an approximate 1,280-acre stand-up exploratory drilling unit for the Application Lands, **to succeed those provisions found in Order No. 421-3 which established approximate 640-acre drilling and spacing units for the Application Lands**, for horizontal and vertical well development, for the production of oil, gas and associated hydrocarbons from the Niobrara Formation, and by so doing, it is necessary to vacate the 640-acre drilling and spacing units previously established for the Application Lands. At present, one horizontal well is authorized for each existing 640-acre drilling and spacing unit; however, by establishing an approximate 1,280-acre stand-up exploratory drilling unit, additional wells (either horizontal or vertical) may be drilled which will allow the Niobrara Formation underlying the Application Lands to be more efficiently and economically drained without promoting waste of the resource.

Establishment of the 1,280-acre Stand-up exploratory drilling unit

7. The geologic strata subject to this request for unitization as an stand-up exploratory drilling unit is the Niobrara Formation, found at a depth of 6,667 feet below ground surface in the Jake #2-01H Well, API #05-123-30574, whose surface location is in the SE¼ NW¼ of Section 1, Township 11 North, Range 63 West, 6th P.M., and known to be a common source of supply.

8. Applicant requests the Commission establish the Application Lands as an approximate 1,280-acre stand-up exploratory drilling unit for the Niobrara Formation pursuant to Rule 503.b.(1) and §34-60-116(2), C.R.S. For the Application Lands, the proposed stand-up exploratory drilling unit is not smaller than the maximum area that can be economically and efficiently drained by the wells proposed to be drilled under this Amended Application and completed in the Niobrara Formation.

9. Applicant requests it be authorized to drill and complete one or more horizontal wells in the approximate 1,280-acre stand-up exploratory drilling unit for the Application Lands, for the production of oil, gas and associated hydrocarbons from the Niobrara Formation, as necessary to economically and efficiently recover resources, while minimizing surface impacts, creating efficiencies for drilling and production, increasing the ultimate recovery of the reserves, preventing waste, and protecting correlative rights.

10. In addition to the proposed horizontal wells, Applicant requests it be authorized to drill and complete one or more new vertical or directional wells in the approximate 1,280-acre stand-up exploratory drilling unit for the Application Lands, for the production of oil,

gas and associated hydrocarbons from the Niobrara Formation, as necessary and for those same reasons set forth in Paragraph 9.

11. Applicant states that wells to be drilled under this Amended Application, whether horizontal, vertical or directional, should be drilled from a new, common or existing well pad, with no more than one well pad per quarter quarter section, without exception being granted by the Director.

12. Applicant states that for any permitted wells to be drilled under this Amended Application, the bottomhole location or, in the case of horizontal wells, the treated intervals of the wellbore, should be not less than 600 feet from the outer boundary of the proposed stand-up exploratory drilling unit and not less than 460 feet from any other well or treated interval of a well producing from the Niobrara Formation, without exception being granted by the Director.

* * *

13. The granting of this Amended 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.

14. That the names and addresses of the interested parties (owners within the proposed stand-up exploratory drilling unit) according to the information and belief of the Applicant are set forth in Exhibit B attached hereto. The Applicant shall submit a certificate of service for the Amended Application within the 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. **Maintaining** the approximate 640-acre drilling and spacing units established for the Application Lands, **for any well which has been drilled and completed in the Niobrara Formation under Order No. 421-3**, for the production of oil, gas and associated hydrocarbons from the Niobrara Formation.

B. Establishing an approximate 1,280-acre stand-up exploratory drilling unit for the Application Lands, **to supersede the approximate 640-acre drilling and spacing units previously established for the Application Lands under Order No. 421-3**, for horizontal and vertical well development, for the production of oil, gas and associated hydrocarbons from the Niobrara Formation.

C. Requiring that any permitted wells to be drilled under this Amended Application, whether horizontal, vertical or directional, should be drilled from a new, common or existing well pad, with no more than one well pad per quarter quarter section, without exception being granted by the Director.

D. Requiring that any permitted wells to be drilled under this Amended Application, the bottomhole location or, in the case of horizontal wells, the treated intervals of the wellbore, should be not less than 600 feet from the outer boundary of the proposed stand-up

exploratory drilling unit and not less than 460 feet from any other well or treated interval of a well producing from the Niobrara Formation, without exception being granted by the Director.

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

THE REMAINDER OF THIS PAGE WAS INTENTIONALLY LEFT BLANK

DATED this 24th day of October, 2012.

Respectfully submitted,

EOG RESOURCES, INC.

By:

Robert A. Willis (Colorado Bar No. 26308)

Burleson LLP

Wells Fargo Center

1700 Lincoln Street, Suite 1300

Denver, CO 80203

(303) 801-3200

Applicant's Address:

600 17th Street, Suite 1100

Denver, CO 80202

VERIFICATION

STATE OF COLORADO

)

) SS.

CITY & COUNTY OF DENVER

)

Alyx Reeser, Landman for EOG Resources, Inc., upon oath deposes and says that she has read the foregoing Amended Application and that the statements contained therein are true to the best of her knowledge, information and belief.

EOG RESOURCES, INC.

Alex Reese

Alyx Reeser

Subscribed and sworn to before me this 24 day of October, 2012, by Alyx Reeser,
Landman for EOG Resources, Inc.

Witness my hand and official seal.

My commission expires:

8/16/16

SARAH E. NICHOLSON
NOTARY PUBLIC
STATE OF COLORADO
NOTARY ID 20124053832
MY COMMISSION EXPIRES AUGUST 16, 2016

Shah

Notary Public

Application Lands - 

Sec. 30 & 31, T11N, R63W
Weld County

Exhibit A
Application Map

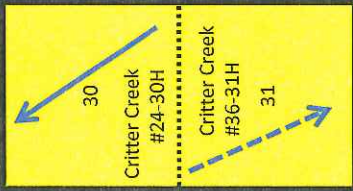
13	18	17	16	15	14	13	18	17
24	19	20	21	22	23	24	19	20
25			28	27	26	25	30	29
36			33	34	35	36	31	32
1	6	5	4	3	2	1	6	5
12	7	8	9	10	11	12	7	8
13	18	17	16	15	14	13	18	17

EXHIBIT B

INTERESTED PARTIES

The names and addresses of the interested parties (owners within Sections 30 and 31, Township 11 North, Range 63 West, 6th P.M.) according to the information and belief of the Applicant are set forth in this Exhibit B.

EOG Resources, Inc.
600 17th Street, Suite 1100
Denver, CO 80202

Robert A. Willis
Burleson LLP
1700 Lincoln St., Suite 1300
Denver, CO 80203

Chesapeake Exploration, LLC
P.O. Box 18496
Oklahoma City, OK 73154

Jamestown Resources, LLC
P.O. Box 18756
Oklahoma City, OK 73154

United States of America
Washington, D.C.

David Bauer
Weld County LGD
1111 H Street
Greeley, CO 80632

Energy Liaison
Colorado Parks & Wildlife
6060 Broadway
Denver, CO 80216

Kent Kuster
Colorado Department of Public Health and
Environment
4300 Cherry Creek Drive South
Denver, CO 80246