

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	)	

SECOND 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) **vacating the approximate 640-acre drilling and spacing units established for Sections 30 and 31, Township 11 North, Range 63 West, 6th P.M., for the production of oil, gas and associated hydrocarbons from the Niobrara Formation; and (2) establishing an approximate 1,280-acre stand-up exploratory drilling unit consisting of 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. Applicant herein requests the establishment of an approximate 1,280-acre stand-up exploratory drilling unit 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.

5. EOG has obtained an Applications for Permit-to-Drill ("APD") for 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., and 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. (the "Wells"), under Order No. 421-3. **Upon the establishment of the proposed approximate 1,280-acre exploratory drilling unit for the Application Lands, EOG will file a Sundry to abandon the location of the Wells, and may file an APD for a planned horizontal well that transects the section line between Sections 30 and 31, Township 11 North, Range 63 West, 6th P.M.**

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

6. 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.

7. 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.

8. 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.

9. 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 8.

10. 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.

11. 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.

* * *

12. 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.

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. **Vacating** the approximate 640-acre drilling and spacing units established for the Application Lands 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 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.

DATED this 6th day of December, 2012.

Respectfully submitted,

EOG RESOURCES, INC.

By:

Robert A. Willis (Colorado Bar No. 26308)

Burleson LLP

Wells Fargo Center

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Applicant's Address:

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Denver, CO 80202

VERIFICATION

STATE OF COLORADO

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) SS.

CITY & COUNTY OF DENVER

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Jason McLaren, Landman for 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.

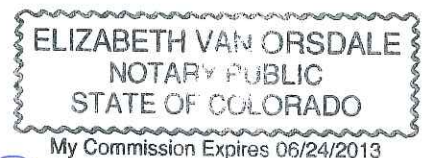
EOG RESOURCES, INC.

Jason McLaren

Subscribed and sworn to before me this 10th day of December, 2012, by Jason McLaren, Landman for EOG Resources, Inc.

Witness my hand and official seal.

My commission expires: 6/24/2013.



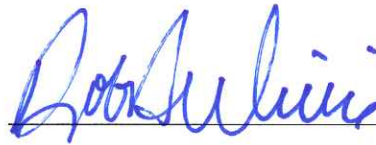
Notary Public

CERTIFICATE OF SERVICE

On or about December 7, 2012, the foregoing Second Amended Application was sent electronically and placed in the U.S. Mail, postage prepaid, addressed to:

BLM/Colorado State Office
Attn: Hank Szymanski
2850 Youngfield Street
Lakewood, CO 80215
hszymans@blm.gov

By: _____

A handwritten signature in blue ink, appearing to read "Robert M. Smith", is written over a horizontal line.