

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

IN THE MATTER OF AN APPLICATION BY ENCANA)	
OIL & GAS (USA) INC. FOR AN ORDER POOLING ALL)	CAUSE NO. _____
INTERESTS IN TWO APPROXIMATE 320-ACRE)	
ESTABLISHED HORIZONTAL WELLBORE SPACING)	DOCKET NO. <i>To be assigned</i>
UNITS LOCATED IN SECTION 31, TOWNSHIP 1)	
NORTH, RANGE 65 WEST, 6 TH P.M., FOR THE)	
DEVELOPMENT/OPERATION OF THE CODELL AND)	
NIOBRARA FORMATIONS, WATTENBERG FIELD,)	
WELD COUNTY, COLORADO)	

APPLICATION

Encana Oil & Gas (USA) Inc., acting by and through its authorized agent, Encana Services Company, Ltd. ("Encana" or "Applicant"), by and through its attorneys, Beatty & Wozniak, P.C., respectfully submits this Application to the Oil and Gas Conservation Commission of the State of Colorado (the "Commission") for an order pooling all interests in two approximate 320-acre horizontal wellbore spacing units established for a portion of Section 31, Township 1 North, Range 65 West, 6th P.M., for development and operation of the Codell and Niobrara Formations, as applicable. 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 1 North, Range 65 West, 6th P.M.
Section 31: E $\frac{1}{2}$ W $\frac{1}{2}$, W $\frac{1}{2}$ E $\frac{1}{2}$

Weld County, Colorado

These lands are hereinafter referred to as the "Application Lands" and depicted in Exhibit A attached hereto.

3. 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 Formations 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. On August 8, 2011, Rule 318A. was again amended to, among other things, address drilling of horizontal wells. The Application Lands are subject to Rule 318A.

4. Pursuant to Rule 318A., Applicant designated an approximate 320-acre horizontal wellbore spacing unit, comprised of the Application Lands, for the Lochbuie 2G-31H well (API No. 05-123-37788) for production of oil, gas and associated hydrocarbons from the Niobrara Formation. Applicant notified all owners in the proposed wellbore spacing unit pursuant

to Rule 318A.e.(6). Applicant did not receive objections to the establishment of the proposed horizontal wellbore spacing unit within the 30-day response period.

5. Pursuant to Rule 318A., Applicant also designated an approximate 320-acre horizontal wellbore spacing unit, comprised of the Application Lands, for Lochbuie 2H-31H well (API No. 05-123-38169) for production of oil, gas and associated hydrocarbons from the Codell Formation. Applicant notified all owners in the proposed wellbore spacing unit pursuant to Rule 318A.e.(6). Applicant did not receive objections to the establishment of the proposed horizontal wellbore spacing unit within the 30-day response period.

6. The Lochbuie 2G-31H well and Lochbuie 2H-31H well are hereinafter referred to as the "Subject Wells."

7. Acting pursuant to the relevant provisions of §34-60-116(6) & (7), C.R.S., and Rule 530., Applicant seeks an order pooling all interests, including, but not limited to, any nonconsenting interests, in the two approximate 320-acre horizontal wellbore spacing units established for the Application Lands for the development and operation of the Codell and Niobrara Formations, as applicable.

8. Applicant requests that the pooling order entered as a result of this Application be made effective as of the date of this Application.

9. Further, Applicant requests 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 Subject Wells, are made subject to the cost recovery provisions of §34-60-116(7), C.R.S.

10. 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.

11. Applicant requests that relief granted under this Application should be effective on oral order by the Commission, and Applicant hereby agrees to be bound by said oral order.

12. That the names and addresses of the interested parties (persons who own any interest in the mineral estate of the tracts to be pooled, except owners of overriding royalty interest) 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 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. Pooling all interests in the two approximate 320-acre horizontal wellbore spacing units established for the Application Lands for the development and operation of the Codell and Niobrara Formations, as applicable, with the pooling order made effective as of the date of this Application.

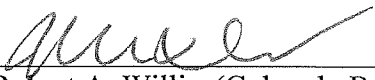
B. Providing that the interests of any owners with whom the Applicant has been unable to secure a lease or other agreement to participate in the drilling of the Subject Wells, are pooled by operation of statute, pursuant to §34-60-116(6) & (7), C.R.S., and made subject to the cost recovery provisions thereof.

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

DATED this 4 day of April, 2014.

Respectfully submitted,

ENCANA OIL & GAS (USA) INC. acting by and through its authorized agent, Encana Services Company, Ltd.

By: 
Robert A. Willis (Colorado Bar No. 26038)
Jillian Fulcher (Colorado Bar No. 45010)
Beatty & Wozniak, P.C.
Attorneys for Applicant
216 16th Street, Suite 1100
Denver, Colorado 80202
(303) 407-4499
rwillis@bwenergylaw.com
jfulcher@bwenergylaw.com

Address of Applicant
Encana Oil & Gas (USA) Inc.
ATTN: Salome Bekkedahl
307 17th Street, Suite 1700
Denver, Colorado 80202

VERIFICATION

STATE OF COLORADO

)

) ss.

CITY & COUNTY OF DENVER

)

Salome Bekkedahl, Land Negotiator for Encana Oil & Gas (USA) Inc., upon oath deposes and says that she has read the foregoing Application and that the statements contained therein are true to the best of her knowledge, information and belief.

ENCANA OIL & GAS (USA) INC. acting by and through its authorized agent, Encana Services Company, Ltd.


Salome Bekkedahl

Subscribed and sworn to before me this 14th day of April, 2014, by Salome Bekkedahl, Land Negotiator for Encana Oil & Gas (USA) Inc.

Witness my hand and official seal.

~~My commission expires:~~

10-04-17

TERESA L. PETERSON
NOTARY PUBLIC

STATE OF COLORADO
NOTARY ID 19894002026

MY COMMISSION EXPIRES OCT.4, 2017

Leisa R. Petersen
Notary Public

Exhibit A
Application Map

Sec. 31, T1N, R65W
Weld County

Application lands - 

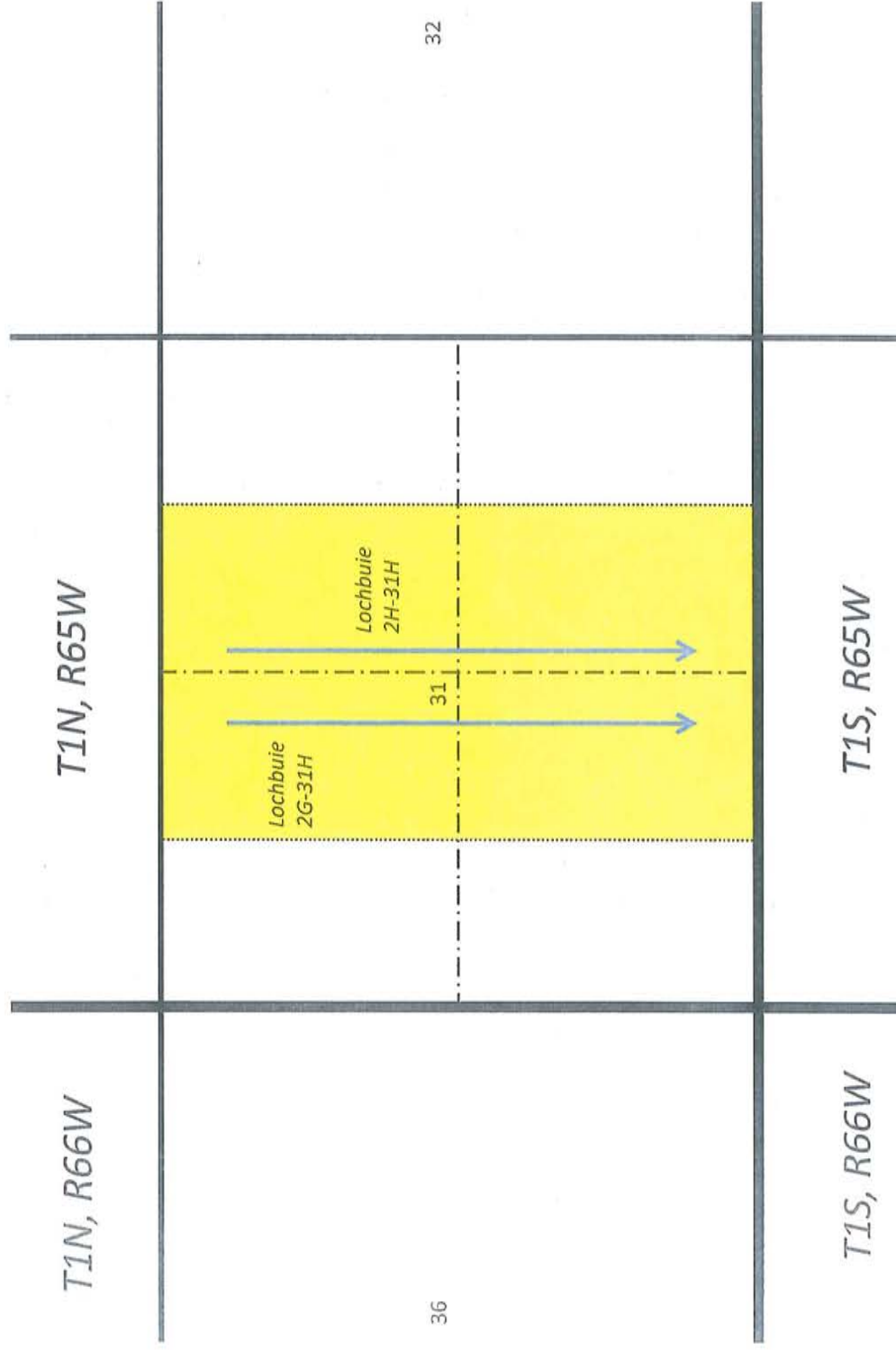


EXHIBIT B

INTERESTED PARTIES

The names and addresses of the interested parties (persons who own any interest in the mineral estate of the tracts to be pooled, except owners of overriding royalty interest) according to the information and belief of the Applicant are set forth in this Exhibit B.

Encana Oil & Gas (USA) Inc.
307 17th Street, Suite 1700
Denver, Colorado 80202

Kerr-McGee Oil & Gas Onshore, LP
1099 18th St., Ste. 1800
Denver, CO 80202

Verdad Oil & Gas Corp.
5950 Cedar Springs Road, Suite 200
Dallas, TX 75235

Swan Exploration, LLC
8100 E Maplewood Ave., Suite 240
Greenwood Village, CO 80111

Farmers Reservoir and Irrigation Company
80 South 27th Ave.
Brighton, CO 80601

Estates of Frank Dreyer, Jannett Dreyer, JT
Route 1, Box 176
Brighton, CO 80601

Estate of Wilma I. Dreyer
7211 North 20th Dr.
Phoenix, AZ 85021

BNSF Railway Co.
2500 Lou Menk Dr., AOB-3
Fort Worth, TX 76131

Allied Jewish Federation of Denver
300 S. Dahlia St.
Denver, CO 80222

Allison L. Sawallesh
9270 E. 107th Place
Henderson, CO 80640

BNSF Railway Co.
2500 Lou Menk Dr., AOB-3
Fort Worth, TX 76131

Farmers Reservoir and Irrigation Company
80 South 27th Ave.
Brighton, CO 80601

Beatty & Wozniak, P.C.
216 16th Street, Suite 1100
Denver, Colorado 80202

Bob Hill
Address Unknown

Carey J. Rochelle
PO Box 100
Brighton, CO 80601

Children's Diabetes Foundation at Denver
4200 East 9th Ave., Box B 140
Denver, CO 80262

Columbia-Presbyterian Medical Center
622 West 168th St.
New York, NY 10032

David J. Rochelle
PO Box 100
Brighton, CO 80601

Degenhart Minerals, LLC
c/o Patricia Murray
21 N. First Ave., Suite 200
Brighton CO, 80601

Edward G. Lutz
PO Box 100
Brighton, CO 80601

Estate of Wilma I. Dreyer
7211 North 20th Dr.
Phoenix, AZ 85021

Estates of Frank, Jannett Dreyer
Route 1, Box 176
Brighton, CO 80601

Estee A. Sanchez
16100 Cavanaugh Mile Road
Keenesburg, Colorado 80643

Richard Arthur and Marie Estella Sailas
74 WCR 37
Brighton, CO 80601

Foxpointe Holdings, LLC, c/o Rick Green
40337 CR 13
Elizabeth, CO 80107

Hoovler Ventures, LLC
621 17th Street, Ste 1425
Denver, CO 80293

Janet A. Jackson
11130 Holly St.
Denver, CO 80233

Justin K. Jackson
24495 Weld County Road 18
Keenesburg, CO 80643

Kay Dreyer, PR of the Estate of Donald M. Dreyer
P.O. Box 503
Brighton, CO 80601

Linda K. Eppinger
1270 US Highway 183 S.
Lometa, TX 76853

Lisa M. Rochelle Fiest
PO Box 100
Brighton, CO 80601-0100

Perkins Land & Livestock III, LLC
P.O. Box 267
Unionville, MO 63565

Public Service Company of Colorado
1800 Larimer St., Ste. 1400
Denver, CO 80202

Town of Lochbuie
703 Weld County Road 37
Lochbuie, CO 80603

Robert S. Pirtle
P.O. Box 1310
Tyler, TX 75710-1310

Rose Medical Center
4567 East 9th Ave.
Denver, CO 80220

Sobriety House, Inc.
107 Acoma St.
Denver, CO 80223

Stanley W. Dreyer
7414 Spring Village Dr., Apt. 506
Springfield, VA 22150

T. E. McClintock T/W fbo Elizabeth M. Nikoloric,
Colorado State Bank and Trust, N.A., Trustee
P.O. Box 1588
Tulsa, OK 74101

T. E. McClintock T/W fbo Mary M. Swift U.S. Bank,
N.A. Trustee
P.O. Box 17532
Denver, CO 80217

Tagawa Greenhouses, Inc.
17999 Weld Co. Rd. #4
Brighton, CO 80601

The Combined Campaign
300 S. Dahlia St.
Denver, CO 80222

The PVH Colorado Family Limited Partnership
1019 8th Street
Golden, CO 80401

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

IN THE MATTER OF AN APPLICATION BY ENCANA)
OIL & GAS (USA) INC. FOR AN ORDER POOLING ALL) CAUSE NO. _____
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ESTABLISHED HORIZONTAL WELLBORE SPACING) DOCKET NO. *To be assigned*
UNITS LOCATED IN SECTION 31, TOWNSHIP 1)
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DEVELOPMENT/OPERATION OF THE CODELL AND)
NIOBRARA FORMATIONS, WATTENBERG FIELD,)
WELD COUNTY, COLORADO)

AFFIDAVIT OF MAILING

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

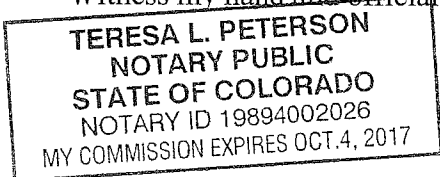
Jennifer Pittenger, of lawful age, and being first duly sworn upon her oath, states and declares:


That she is a Legal Assistant at Beatty & Wozniak, P.C., attorneys for Encana Oil & Gas (USA) Inc., and on or before April 21, 2014, caused a copy of the attached Application to be deposited in the United States Mail, postage prepaid, addressed to the parties listed on Exhibit B to the Application.


Jennifer Pittenger

Subscribed and sworn to before me this 14th day of April, 2014.

Witness my hand and official seal.




Notary Public

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

IN THE MATTER OF AN APPLICATION BY ENCANA)
OIL & GAS (USA) INC. FOR AN ORDER POOLING) CAUSE NO. 407
ALL INTERESTS IN TWO APPROXIMATE 320-ACRE)
ESTABLISHED HORIZONTAL WELLBORE SPACING) DOCKET NO. 1406-UP-130
UNITS LOCATED IN SECTION 31, TOWNSHIP 1)
NORTH, RANGE 65 WEST, 6TH P.M., FOR THE)
DEVELOPMENT/OPERATION OF THE CODELL AND)
NIOBRARA FORMATIONS, WATTENBERG FIELD,)
WELD COUNTY, COLORADO)

SUPPLEMENTAL AFFIDAVIT OF MAILING

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

Jillian Fulcher of lawful age, and being first duly sworn upon her oath, states and declares:

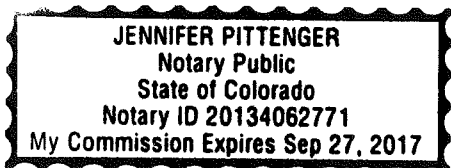
That she is an attorney for Encana Oil and Gas (USA) Inc. and that on or before May 8, 2014, she caused a copy of the above-captioned Application to be deposited in the United States Mail, postage prepaid, addressed to the following party:

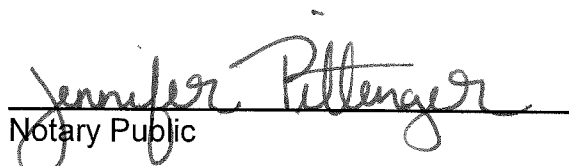
Janet Jackson
6570 County Road 53
Keenesburg, CO 80643


Jillian Fulcher

Subscribed and sworn to before me on May 7, 2014.

Witness my hand and official seal.




Notary Public