

RECORD OF PROCEEDINGS

January 23, 2012

The Oil and Gas Conservation Commission (“COGCC”) met on January 23, 2012, at the COGCC Office, 1120 Lincoln Street, Suite 801, Denver, Colorado.

Roll Call of Commissioners:

Present:

Perry Pearce	Vice-Chairman
Richard D. Alward	Commissioner
John Benton	Commissioner
Deann Craig	Commissioner
Mike King	Commissioner
Chris Urbina	Commissioner
Tommy Holton	Commissioner
David Neslin	Director
Jake Matter	Assistant Attorney General
Peter Gowen	Acting Hearings Manager

Absent:

Tom Compton	Chairman
Andrew Spielman	Commissioner

Approval of Proceedings:

Commissioner Benton moved to approve the minutes from the December 12, 2011 Commission Hearing. The motion was seconded by Commissioner Alward and approved unanimously.

DNR Executive Director’s Report:

Executive Director King reported on the following:

- 1) State budget projections indicate revenue was coming in higher than expected, resulting in fewer cuts to state agencies and education funding.
- 2) Seasonal snowpack is significantly below average so far this year, a trend which if continues, could lead to tighter water supplies than last year.
- 3) The State Land Board had solicited Requests for Proposals for oil and gas drilling on the Lowry Range, which could provide additional revenue for state K-12 funding.

Director’s Report:

Director Neslin highlighted the following from the written Staff Report (available on the web page):

- Northwest Colorado Oil and Gas Forum: The next meeting of the Northwest Colorado Oil and Gas Forum is scheduled for March 1, 2012, at 10:00 am. The venue will once again be the Colorado Mountain College — West Garfield Campus, in Rifle, CO.
- Mamm Creek Gas Field: Encana submitted the September 2011 remediation update of the ongoing remediation of shallow groundwater contamination in the West Divide Creek Seep area. BTEX compounds (benzene, toluene, ethyl-benzene, and total xylenes) have not been detected in any West Divide Creek surface water samples since July 2005.

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- Gas and Oil Regulatory Team (GORT) Meeting: The schedule for the next GORT/Southwest Colorado Oil and Gas Stakeholders meeting in April 2012 is still pending, but will still be held at the La Plata County Fairgrounds in Durango, Colorado.
- Fruitland Formation Outcrop Mitigation and Monitoring Projects (4M Projects): At the Fruitland Formation Outcrop, gas continues to be collected and vented at the Pine River Ranches location.
- Ongoing Investigation, Reclamation, and Mitigation of Residual Methane in the Vicinity of the Bryce 1-X Well Area, Bondad, Colorado: The next sampling date is scheduled for April 2012.
- Baseline Water Quality Sampling: Preliminary assessment of data indicates that water quality is good. Three of the 26 sampled well locations contained methane concentrations sufficient for isotopic analysis. Results are being compiled for inclusion in the Library portion of the COGCC web site.
- Petroglyph Energy Inc. has completed plugging their coal bed methane wells in Huerfano County.
- COGCC Staff participated in 23 public outreach meetings across the state.
- The COGCC brochure “How Well Do You Know Your Water Well” has been updated.
- New Policy – COGCC Directional Survey Electronic Data Submittals: All directional and horizontal well permits and completion reports must include electronically submitted directional surveys and plans. This will allow mapping the entire wellbore path.
- Environmental Water Quality Database: A project to migrate analytical data to the SQL-server database should be complete by February 2012.
- The Voluntary Baseline Groundwater Quality Sampling Program, developed by Colorado Oil & Gas Association (COGA), in cooperation with the COGCC went into effect on January 1, 2012. Data generated from the sampling program and the results will be submitted to the COGCC and used to determine if impacts to groundwater related to oil and gas operations have occurred.
- E-Form Update: Form 41, the Trade Secret Claim of Entitlement is expected to be ready by early February 2012.
- Variances: The Director highlighted variances approved by the COGCC, including: 1) Oxy USA for Cascade Creek for cement requirements under Rule 317.h; 2) Williams Production Company for a well setback from a lease line under Rule 318.a; 3) Black Raven Energy was issued 16 permits prior to the completion of the full 20-day comment period due to exigent circumstances under Rule 303.l.(2) and 4) Noble Energy was issued a permit without the 20-day comment period due to exigent circumstances under Rule 303.l.(2) when they lost a hole and needed to skid the drilling rig a short distance.

Director Neslin reported the following matters that were not included in the written Staff Report:

- The COGCC has received approval to fill five new positions, including: One

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Hearing/Enforcement Officer, one Engineer, one Environmental Protection Specialist, and two additional Inspectors. A supplemental budget request has been made for two new Local Government Designee (LGD) Liaison positions with the Hearings Unit to support the LGD program.

- The Director has been working to encourage local government participation pursuant to Rules 503, 513, and the use of Memorandums of Understanding to encourage Counties to participate in a coordinated statewide oil and gas drilling program under the COGCC.
- The COGCC is working with the Division of Water Resources to develop methods to track the use of recycled water from well activity.

Tom Kerr, COGCC Permitting and Technical Services Manager, highlighted selected permitting statistics contained in the Staff Report.

Debbie Baldwin, COGCC Environmental Manager, was asked to discuss the increase in reported spills from 2011. Ms. Baldwin noted the increase was the result of several factors, including: discovery of spills during equipment upgrades, an increase in number of remediation efforts, and better reporting of impacts from historical spills.

A paper titled, "Water Sources and Demand for the Hydraulic Fracturing of Oil and Gas Wells in Colorado from 2010 through 2015," jointly prepared by the Colorado Division of Water Resources, the Colorado Water Conservation Board, and the Colorado Oil and Gas Conservation Commission, was summarized by Director Neslin.

Commissioner Comments:

Commissioner Alward noted he participated in a radio program called "Energy Exchange" on January 3, 2012. Additionally he noted the positive national press reporting on the COGCC's new Fracing Disclosure Rules.

Audience Comments:

Commissioner Pearce invited members of the public to address the Commission. There were no comments.

Consent Agenda:

The Consent Agenda was considered by the Commission in six groups, as organized by staff.

Group A

Vice-Chairman Pearce asked if any Commissioners had a conflict of interest or recusals with any of the items within Group A of the Consent Agenda. No disclosures were reported. Vice-Chairman Pearce asked if any Commissioners wanted to have any matter pulled from Group A of the Consent Agenda. No such requests were made.

Commissioner Alward moved for the approval of all Group A applications of the Consent Agenda, as recommended by Staff, as follows:

Docket No. 1112-EX-19, Wattenberg Field, Weld County, Applicant, EOG Resources, Inc. Request for an order seeking a variance to the prescribed Rule 318A. surface drilling location for the Dutch Lake #08-10H Well, located in the NW¼ NW¼ of Section 10,

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Township 6 North, Range 62 West, 6th P.M., for the production of oil, gas and associated hydrocarbons from the Niobrara Formation.

Docket No. 1112-EX-20, Wattenberg Field, Weld County, Applicant, EOG Resources, Inc. Request for an order seeking a variance to the prescribed Rule 318A. surface drilling location for the Sandborn #05-18H Well, located in Lot 1 of Section 18, Township 5 North, Range 61 West, 6th P.M., for the production of oil, gas and associated hydrocarbons from the Niobrara Formation.

Docket No. 1112-EX-21, Wattenberg Field, Weld County, Applicant, EOG Resources, Inc. Request for an order seeking a variance to the prescribed Rule 318A. surface drilling location for the Greasewood #15-30 Well, located in the SE $\frac{1}{4}$ SW $\frac{1}{4}$ of Section 30, Township 6 North, Range 61 West, 6th P.M., for the production of oil, gas and associated hydrocarbons from the Niobrara Formation.

Docket No. 1112-EX-22, Wattenberg Field, Weld County, Applicant, EOG Resources, Inc. Request for an order seeking a variance to the prescribed Rule 318A. surface drilling location for the Greasewood #07-17H Well, located in the NW $\frac{1}{4}$ NW $\frac{1}{4}$ of Section 17, Township 6 North, Range 61 West, 6th P.M., for the production of oil, gas and associated hydrocarbons from the Niobrara Formation.

Docket No. 1112-EX-23, Wattenberg Field, Weld County, Applicant, EOG Resources, Inc. Request for an order seeking a variance to the prescribed Rule 318A. surface drilling location for the East Platte #09-12H Well, located in the SE $\frac{1}{4}$ NW $\frac{1}{4}$ of Section 12, Township 4 North, Range 61 West, 6th P.M., for the production of oil, gas and associated hydrocarbons from the Niobrara Formation.

Docket No. 1112-EX-24, Wattenberg Field, Weld County, Applicant, EOG Resources, Inc. Request for an order seeking a variance to the prescribed Rule 318A. surface drilling location for the Greasewood #11-21H Well, located in the NW $\frac{1}{4}$ NW $\frac{1}{4}$ of Section 21, Township 6 North, Range 61 West, 6th P.M., for the production of oil, gas and associated hydrocarbons from the Niobrara Formation.

Docket No. 1112-SP-160, Unnamed Field, Weld County, Applicant, EOG Resources, Inc. Request for an order to establish an approximate 640-acre drilling and spacing unit consisting of Section 22, Township 10 North, Range 63 West, 6th P.M., and approve one horizontal well within the unit (wherein EOG has plans to drill the Geary Creek #14-22H Well), for the production of oil, gas and associated hydrocarbons from the Niobrara Formation.

Docket No. 1112-SP-161, Wattenberg Field, Weld County, Applicant, EOG Resources, Inc. Request for an order to establish an approximate 640-acre drilling and spacing unit consisting of Section 11, Township 5 North, Range 62 West, 6th P.M., and approve one horizontal well within the unit (wherein EOG has plans to drill the Anschutz Windmill #2-11H Well), for the production of oil, gas and associated hydrocarbons from the Niobrara Formation.

Docket No. 1112-SP-162, Wattenberg Field, Weld County, Applicant, EOG Resources, Inc. Request for an order to establish an approximate 640-acre drilling and spacing unit consisting of Section 14, Township 5 North, Range 62 West, 6th P.M., and approve one horizontal well within the unit (wherein EOG has plans to drill the Anschutz Windmill #3-11H Well), for the production of oil, gas and associated hydrocarbons from the Niobrara Formation.

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The motion was seconded by Commissioner Benton and approved unanimously.

Group B

Vice-Chairman Pearce asked if any Commissioners had a conflict of interest or recusals with any of the items within Group B of the Consent Agenda. No disclosures were reported. Vice-Chairman Pearce asked if any Commissioners wanted to have any matter pulled from Group B of the Consent Agenda. No such requests were made.

Commissioner Craig moved for the approval of all Group B applications of the Consent Agenda, as recommended by Staff, as follows:

Docket No. 1201-SP-07, Wattenberg Field, Weld County, Applicant, Noble Energy, Inc. Request for an order to establish an approximate 160-acre drilling and spacing unit consisting of the SE¼ of Section 18, Township 4 North, Range 63 West, 6th P.M., to accommodate the drilled Sater CC 18-23 Well (API No. 05-123-30883), for the production of oil, gas and associated hydrocarbons from the Codell and Niobrara Formations.

Docket No. 1201-SP-09, Unnamed Field, Weld County, Applicant, Noble Energy, Inc. Request for an order to establish an approximate 640-acre drilling and spacing unit consisting of Section 17, Township 6 North, Range 62 West, 6th P.M., and authorize drilling one or more additional horizontal and one or more additional vertical wells, for the production of oil, gas and associated hydrocarbons from the Codell and Niobrara Formations.

Docket No. 1201-SP-10, Unnamed Field, Weld County, Applicant, Noble Energy, Inc. Request for an order to establish an approximate 640-acre exploratory drilling and spacing unit consisting of Section 21, Township 11 North, Range 60 West, 6th P.M., for the production of oil, gas and associated hydrocarbons from the Codell and Niobrara Formations.

Docket No. 1201-SP-11, Unnamed Field, Weld County, Applicant, Noble Energy, Inc. Request for an order to establish an approximate 640-acre exploratory drilling and spacing unit consisting of Section 17, Township 11 North, Range 61 West, 6th P.M., and authorize one or more additional horizontal and one or more additional vertical wells within the unit, for the production of oil, gas and associated hydrocarbons from the Codell and Niobrara Formations.

Docket No. 1201-SP-12, Unnamed Field, Weld County, Applicant, Noble Energy, Inc. Request for an order to establish an approximate 640-acre exploratory drilling and spacing unit consisting of Section 27, Township 11 North, Range 61 West, 6th P.M. and authorize one or more additional horizontal wells and one or more additional vertical wells within the unit, for the production of oil, gas and associated hydrocarbons from the Codell and Niobrara Formations.

Docket No. 1201-SP-13, Unnamed Field, Weld County, Applicant, Noble Energy, Inc. Request for an order to establish an approximate 640-acre exploratory drilling and spacing unit consisting of Section 35, Township 11 North, Range 61 West, 6th P.M., and authorize drilling one or more additional horizontal and one or more additional vertical wells within the unit, for the production of oil, gas and associated hydrocarbons from the Codell and Niobrara Formations.

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Docket No. 1201-SP-15, Unnamed Field, Weld County, Applicant, Noble Energy, Inc. Request for an order to establish an approximate 640-acre exploratory drilling and spacing unit consisting of Section 20, Township 11 North, Range 60 West, 6th P.M., and authorize one or more horizontal wells and one or more additional vertical wells within the unit, for the production of oil, gas and associated hydrocarbons from the Codell and Niobrara Formations.

Docket No. 1201-SP-16, Unnamed Field, Weld County, Applicant, Noble Energy, Inc. Request for an order to establish an approximate 640-acre exploratory drilling and spacing unit consisting of Section 16, Township 9 North, Range 58 West, 6th P.M., and authorize one or more additional horizontal wells and one or more vertical wells within the unit, for the production of oil, gas and associated hydrocarbons from the Codell and Niobrara Formations.

Docket No. 1201-SP-17, Unnamed Field, Weld County, Applicant, Noble Energy, Inc. Request for an order to establish an approximate 640-acre exploratory drilling and spacing unit consisting of Section 36, Township 10 North, Range 58 West, 6th P.M., and authorize one or more horizontal wells and one or more additional vertical well within the unit, for the production of oil, gas and associated hydrocarbons from the Codell and Niobrara Formations.

The motion was seconded by Commissioner Holton and approved unanimously.

Group C

Vice-Chairman Pearce asked if any Commissioners had a conflict of interest or recusals with any of the items within Group C of the Consent Agenda. Vice-Chairman Pearce recused himself with regard to Docket No. 1201-SP-06 in which his employer, ConocoPhillips, was listed as an interested party. Vice-Chairman Pearce asked if any Commissioners wanted to have any matter pulled from Group C of the Consent Agenda. No such requests were made. Commissioner Alward asked how matters were referred to the CDPHE for review. Acting Hearings Manager Peter Gowen responded that all applications are now reviewed by CDPHE for comment.

Commissioner Benton moved for the approval of all Group C applications of the Consent Agenda, as recommended by Staff, as follows:

Docket No. 1110-SP-154, Ignacio-Blanco Field, Archuleta County, Applicant, Red Willow Production Company. Request for an order: (i) establishing an approximate 1280-acre exploratory drilling and spacing unit for Sections 13 and 14, Township 32 North, Range 4 West, N.M.P.M., (ii) vacating two existing 640 acre drilling and spacing units; and (iii) allowing up to five horizontal wells to be drilled within the exploratory 1280-acre drilling and spacing unit for development and production of gas and related hydrocarbons from the Fruitland Coal Seam Formation.

Docket No. 1110-SP-155, Ignacio-Blanco Field, Archuleta County, Applicant, Red Willow Production Company. Request for an order: (i) vacating an existing 360-acre drilling and spacing unit within Section 24, Township 32 North, Range 4 West, N.M.P.M., (ii) modifying an existing 352.73 acre drilling and spacing unit within Section 19, Township 32 North, Range 3 West, N.M.P.M., and Section 24, Township 32 North, Range 4 West, N.M.P.M.; (iii) establishing an exploratory drilling and spacing unit comprised of Section 24, Township 32 North, Range 4 West, N.M.P.M., containing 488.16 acres; and (iv) allowing up to two horizontal wells to be drilled within the approximate 488.16 acre exploratory drilling and

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spacing unit for development and production of gas and related hydrocarbons from the Fruitland Coal Seam Formations.

Docket No. 1110-SP-156, Ignacio-Blanco Field, Archuleta County, Applicant, Red Willow Production Company. Request for an order: (i) establishing an exploratory drilling and spacing unit within Sections 23 and 24, Township 32 North, Range 5 West, N.M.P.M., and Section 19, Township 32 North, Range 4 West, N.M.P.M., (ii) vacating the existing 371.76-acre drilling and spacing unit within Section 23, Township 32 North, Range 5 West, N.M.P.M.; (iii) vacating the existing 370.02-acre drilling and spacing unit within Section 24, Township 32 North, Range 5 West, N.M.P.M.; (iv) vacating the existing 365.45-acre drilling and spacing unit within Section 19, Township 32 North, Range 4 West, N.M.P.M., and Section 24, Township 32 North, Range 5 West, N.M.P.M.; and (v) allowing up to four horizontal wells to be drilled within the exploratory 1107.23-acre drilling and spacing unit for development and production of gas and related hydrocarbons from the Fruitland Coal Seam Formation.

Docket No. 1201-SP-01, Wattenberg Field, Weld County, Applicant, Bonanza Creek Energy Operating Company, LLC. Request for an order to establish eight approximate 640-acre drilling and spacing units for the certain lands in Townships 4 and 5 North, Range 62 and Township 4 North, Range 63 West, 6th P.M., and authorize up to two horizontal wells within each unit, for the production of oil, gas and associated hydrocarbons from the Niobrara Formation.

Docket No. 1201-SP-02, Wattenberg Field, Weld County, Applicant: Chesapeake Exploration, LLC. Request for an order to establish an approximate 640-acre drilling and spacing unit for Section 20, Township 7 North, Range 62 West, 6th P.M., and authorize up to two horizontal wells within the unit, for the production of oil, gas and associated hydrocarbons from the Niobrara Formation.

Docket No. 1201-SP-04, Buzzard Creek Field, Mesa County, Applicant, Laramie Energy II, LLC. Request for an order to establish an approximate 160-acre drilling and spacing unit consisting of the SW¼ of Section 17, Township 9 South, Range 93 West, 6th P.M., approve the equivalent of one well per 10 acres, subject to the well location and setback requirements of Order 369-5, and approve the equivalent of one well per 10 acres for the Deep Formations, for the production of oil, gas and associated hydrocarbons from the Williams Fork and Iles Formations of the Mesaverde Group, and also the Deep Formations.

Docket No. 1201-SP-05, Plateau Field, Mesa County, Applicant, Laramie Energy II, LLC. Request for an order to establish one approximate 320-acre wellbore drilling and spacing unit for certain lands in Section 29, Township 10, Range 94 West, 6th P.M., and authorize up to two horizontal wells within the unit, for the production of oil, gas and associated hydrocarbons from the Deep Formations.

Docket No. 1201-SP-03, Wattenberg Field, Weld County, Applicant, Encana Oil & Gas (USA) Inc. Request for an order to establish an approximate 320-acre drilling and spacing unit consisting of the N½ of Section 28, Township 3 North, Range 68 West, 6th P.M., and approve up to two horizontal wells in addition to the drilled Frederiksen 1A-28H Well (API No. 05-123-33363), for the production of oil, gas and associated hydrocarbons from the Niobrara Formation.

Docket No. 1201-SP-06, Unnamed Field, Arapahoe County, Applicant, ConocoPhillips Company. Request for an order to establish one 640-acre drilling and spacing exploratory unit consisting of Section 32, Township 4 South, Range 64 West, 6th P.M., and authorize

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one vertical exploratory well within the unit, with the option of one horizontal well to be either a recompletion of the vertical well or an entirely new well, for the production of oil, gas and associated hydrocarbons from the Niobrara Formation.

The motion was seconded by Commissioner Holton and approved unanimously, with Commissioner Pearce abstaining.

Group D

Vice-Chairman Pearce asked if any Commissioners had a conflict of interest or recusals with any of the items within Group D of the Consent Agenda. No disclosures were reported. Vice-Chairman Pearce asked if any Commissioners wanted to have any matter pulled from Group D of the Consent Agenda. No such requests were made.

Commissioner Holton moved for the approval of all Group D applications of the Consent Agenda, as recommended by Staff, as follows:

Docket No. 1201-UP-33, Wattenberg Field, Weld County, Applicant, Noble Energy, Inc. Request for an order to pool all interests in an approximate 160-acre drilling and spacing unit consisting of the SE¼ of Section 18, Township 4 North, Range 63 West, 6th P.M., to accommodate the drilled Sater CC 18-23 Well (API No. 05-123-30883), for the development and operation of the Codell and Niobrara Formations.

Docket No. 1201-UP-34, Wattenberg Field, Weld County, Applicant, Noble Energy, Inc. Request for an order to pool all interests in an approximate 160-acre wellbore spacing unit consisting of certain lands in Sections 17 and 18, Township 4 North, Range 64 West, 6th P.M., to accommodate the planned NEI C17-33D Well (API No. 05-123-34391), for the development and operation of the Codell and Niobrara Formations.

Docket No. 1201-UP-35, Wattenberg Field, Weld County, Applicant, Noble Energy, Inc. Request for an order to pool all interests in an approximate 160-acre wellbore spacing unit consisting of certain lands in Section 18, Township 4 North, Range 64 West, 6th P.M., to accommodate the planned NEI C18-21D Well (API No. 05-123-34396), for the development and operation of the Codell and Niobrara Formations.

Docket No. 1201-UP-36, Wattenberg Field, Weld County, Applicant, Noble Energy, Inc. Request for an order to pool all interests in an approximate 160-acre wellbore spacing unit consisting of certain lands in Section 18, Township 4 North, Range 64 West, 6th P.M., to accommodate the planned NEI C18-22D Well (API No. 05-123-34399), for the development and operation of the Codell and Niobrara Formations.

Docket No. 1201-UP-37, Wattenberg Field, Weld County, Applicant, Noble Energy, Inc. Request for an order to pool all interests in an approximate 160-acre wellbore spacing unit consisting of the SE¼ of Section 18, Township 4 North, Range 64 West, 6th P.M., to accommodate the planned NEI C18-23D Well (API No. 05-123-34393), for the development and operation of the Codell and Niobrara Formations.

Docket No. 1201-UP-38, Wattenberg Field, Weld County, Applicant, Noble Energy, Inc. Request for an order to pool all interests in an approximate 160-acre wellbore spacing unit consisting of certain lands in Section 18, Township 4 North, Range 64 West, 6th P.M., to accommodate the planned NEI C18-24D Well (API No. 05-123-34392), for the development and operation of the Codell and Niobrara Formations.

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Docket No. 1201-UP-39, Wattenberg Field, Weld County, Applicant, Noble Energy, Inc. Request for an order to pool all interests in an approximate 160-acre wellbore spacing unit consisting of certain lands in Sections 18 and 19, Township 4 North, Range 64 West, 6th P.M., to accommodate the planned Oster C19-27D Well, for the development and operation of the Codell and Niobrara Formations.

Docket No. 1201-UP-41, Wattenberg Field, Weld County, Applicant, Noble Energy, Inc. Request for an order to pool all interests in an approximate 160-acre wellbore spacing unit consisting of certain lands in Section 18, Township 4 North, Range 64 West, 6th P.M., to accommodate the planned NEI PC C18-20D Well (API No. 05-123-34398), for the development and operation of the Codell and Niobrara Formations.

Docket No. 1201-UP-42, Wattenberg Field, Weld County, Applicant, Noble Energy, Inc. Request for an order to pool all interests in an approximate 80-acre wellbore spacing unit consisting of certain lands in Section 15, Township 5 North, Range 64, 6th P.M., to accommodate the planned Klein B15-13D Well, for the development and operation of the Codell and Niobrara Formations.

Docket No. 1201-UP-43, Wattenberg Field, Weld County, Applicant, Noble Energy, Inc. Request for an order to pool all interests in an approximate 160-acre wellbore spacing unit consisting of certain lands in Section 6, Township 3 North, Range 64 West, 6th P.M., to accommodate the drilled Hoff PC D06-21 (API No. 05-123-32302) Well, for the development and operation of the Codell and Niobrara Formations.

Docket No. 1201-UP-44, Wattenberg Field, Weld County, Applicant, Noble Energy, Inc. Request for an order to pool all interests in an approximate 466.99-acre wellbore spacing unit consisting of certain lands in Sections 1, 2, 11 and 12, Township 4 North, Range 64 West, 6th P.M. and Sections 6 and 7, Township 4 North, Range 63 West, 6th P.M., to accommodate the drilled Bobcat C12-69HN (API No. 05-123-34432) Well, for the development and operation of the Codell and Niobrara Formations.

The motion was seconded by Commissioner Alward and approved unanimously.

Group E

Vice-Chairman Pearce asked if any Commissioners had a conflict of interest or recusals with any of the items within Group E of the Consent Agenda. No disclosures were reported. Vice-Chairman Pearce asked if any Commissioners wanted to have any matter pulled from Group E of the Consent Agenda. No such requests were made.

Commissioner Holton moved for the approval of all Group E applications of the Consent Agenda, as recommended by Staff, as follows:

Docket No. 1112-UP-141, Unnamed Field, Weld County, Applicant, Carrizo Oil & Gas, Inc. Request for an order to pool all interests in the approximate 640-acre drilling and spacing unit established for Section 30, Township 7 North, Range 60 West, 6th P.M., for the development and operation of the Niobrara Formation.

Docket No. 1112-UP-142, Unnamed Field, Weld County, Applicant, Carrizo Oil & Gas, Inc. Request for an order to pool all interests in the approximate 640-acre drilling and spacing unit established for Section 21, Township 8 North, Range 61 West, 6th P.M., for the development and operation of the Niobrara Formation.

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Docket No. 1201-UP-02, Unnamed Field, Weld County, Applicant, Carrizo Oil & Gas, Inc. Request for an order to pool all interests in the approximate 640-acre drilling and spacing unit consisting of Section 12, Township 8 North, Range 61 West, 6th P.M., for the development and operation of the Niobrara Formation.

Docket No. 1201-UP-03, Unnamed Field, Weld County, Applicant, Carrizo Oil & Gas, Inc. Request for an order to pool all interests in the established approximate 640-acre horizontal drilling and spacing unit consisting of Section 33, Township 9 North, Range 58 West, 6th P.M., for the development and operation of the Niobrara Formation.

Docket No. 1201-UP-05, Unnamed Field, Morgan County, Applicant, Carrizo Oil & Gas, Inc. Request for an order to vacate Section 8, Township 5 North, Range 60 West, 6th P.M., from Order 535-22.

Docket No. 1201-UP-07, Unnamed Field, Weld County, Applicant, Carrizo Oil & Gas, Inc. Request for an order to affirm Order No. 535-63, and order the pooling of all interests in the established approximate 640-acre drilling and spacing unit consisting of Section 1, Township 9 North, Range 59 West, 6th P.M., for the development and operation of the Niobrara Formation.

Docket No. 1201-UP-18, Unnamed Field, Weld County, Applicant, Continental Resources, Inc. Request for an order to pool all interests in the approximate 640-acre drilling and spacing unit consisting of Section 11, Township 7 North, Range 62 West, 6th P.M., for the development and operation of the Niobrara Formation.

Docket No. 1201-UP-19, Unnamed Field, Weld County, Applicant, Continental Resources, Inc. Request for an order to pool all interests in an approximate 1280-acre drilling and spacing unit consisting of Section 6, Township 7 North, Range 61 West, 6th P.M., and Section 31, Township 8 North, Range 61 West, 6th P.M., for the development and operation of the Niobrara Formation.

Docket No. 1201-UP-20, Unnamed Field, Weld County, Applicant, Continental Resources, Inc. Request for an order to pool all interests in one approximate 1280-acre drilling and spacing unit consisting of Sections 1 and 12, Township 7 North, Range 62 West, 6th P.M., for the development and operation of the Niobrara Formation.

Docket No. 1201-UP-21, Unnamed Field, Weld County, Applicant, Continental Resources, Inc. Request for an order to pool all interests in one approximate 1280-acre drilling and spacing unit consisting of Sections 13 and 24, Township 8 North, Range 62 West, 6th P.M., for the development and operation of the Niobrara Formation.

Docket No. 1201-UP-22, Unnamed Field, Weld County, Applicant, Continental Resources, Inc. Request for an order to pool all interests in the approximate 1280-acre drilling and spacing unit consisting of Sections 14 and 23, Township 8 North, Range 62 West, 6th P.M., for the development and operation of the Niobrara Formation.

Docket No. 1201-UP-23, Unnamed Field, Weld County, Applicant, Continental Resources, Inc. Request for an order to pool all interests in the approximate 1280-acre drilling and spacing unit consisting of Sections 26 and 35, Township 8 North, Range 62 West, 6th P.M., for the development and operation of the Niobrara Formation.

Docket No. 1201-UP-24, Unnamed Field, Weld County, Applicant, Continental Resources, Inc. Request for an order to pool all interests in the approximate 1280-acre drilling and

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spacing unit consisting of Sections 2 and 11, Township 7 North, Range 60 West, 6th P.M., for the development and operation of the Niobrara Formation.

Docket No. 1201-UP-25, Unnamed Field, Weld County, Applicant, Continental Resources, Inc. Request for an order to pool all interests in the approximate 640-acre drilling and spacing unit consisting of Section 10, Township 7 North, Range 62 West, 6th P.M., for the development and operation of the Niobrara Formation.

Docket No. 1201-UP-26, Unnamed Field, Weld County, Applicant, Continental Resources, Inc. Request for an order to pool all interests in the approximate 640-acre drilling and spacing unit consisting of Section 35, Township 8 North, Range 61 West, 6th P.M., for the development and operation of the Niobrara Formation.

Docket No. 1201-UP-27, Unnamed Field, Weld County, Applicant, Continental Resources, Inc. Request for an order to pool all interests in one approximate 640-acre drilling and spacing unit consisting of Section 1, Township 7 North, Range 60 West, 6th P.M., for the development and operation of the Niobrara Formation.

The motion was seconded by Commissioner Alward and approved unanimously.

Group F

Vice-Chairman Pearce asked if any Commissioners had a conflict of interest or recusals with any of the items within Group F of the Consent Agenda. Vice-Chairman Pearce recused himself with regard Docket No. 1201-UP-51, in which the applicant, Samson Resources Company, is owned by his employer, ConocoPhillips. Vice-Chairman Pearce asked if any Commissioners wanted to have any matter pulled from Group F of the Consent Agenda. No such requests were made.

Acting Hearings Manager Gowen reported that counsel for Laramie Energy II, LLC (Laramie) and Encana Oil & Gas Inc. (Encana) had reached agreement as to how to deal with Encana's Rule 510 statement in Docket No. 1201-UP-32. Laramie Counsel, Mike Morgan and Encana Counsel, Jamie Jost wanted to make a record regarding the matter. That statement includes a quote from a January 20, 2012 letter from Laramie's counsel to Encana's counsel stating:

Laramie agrees that notwithstanding any pooling order which may be entered by the Commission in this matter, it will hold open its well proposal offer and AFE, which was sent to EnCana under cover of letter dated December 21, 2011, for a period of 20-days after the Commission's hearing. If EnCana accepts such offer by signing and returning the provided JOA and AFE and making its election to participate or non-consent the proposed well, on or before February 13, 2012, Laramie will consider EnCana to be a consenting leasehold owner which is not subject to statutory penalties. Otherwise, EnCana will be a non-consenting owner subject to any pooling order entered by the Commission.

Jamie Jost stated that this was acceptable to Encana. This provision will be incorporated into the order Docket No. 1201-UP-32.

Commissioner Benton moved for the approval of all Group F applications of the Consent Agenda, as recommended by Staff, as follows:

Docket No. 1201-UP-01, Yodel Field, Yuma County, Applicant, Augustus Energy Partners, LLC. Request for an order to establish an approximate 312.5-acre drilling and spacing unit consisting of the E½ of Section 12, Township 1 South, Range 46 West, 6th P.M., and

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approve the drilling of up to eight vertical wells within said unit, for the production of oil, gas and associated hydrocarbons from the Niobrara Formation, and pool all non-consenting interests in all wells within the unit drilled or to be drilled to said formation, for the development and operation of the Niobrara Formation.

Docket No. 1112-UP-152, Unnamed Field, Weld County, Applicant, Chesapeake Exploration, LLC. Request for an order to affirm Order No. 535-66 and order the pooling of all interests in the approximate 640-acre drilling and spacing unit established for Section 32, Township 10 North, Range 66 West, 6th P.M., for the development and operation of the Niobrara Formation.

Docket No. 1201-UP-08, Unnamed Field, Weld County, Applicant, Chesapeake Exploration, LLC. Request for an order to affirm Order No. 535-93, so that it may be applied to un-noticed interests of the initial hearing on the matter including Section 18, Township 8 North, Range 66 West, 6th P.M., which pooled all interests, for the development and operation of the Niobrara Formation.

Docket No. 1109-UP-116, Rulison Field, Garfield County, Applicant, EnCana Oil & Gas (USA) Inc. Request for an order to pool all nonconsenting interests in the approximate 640-acre drilling and spacing unit established for Section 11, Township 7 South, Range 94 West, 6th P.M.

Docket No. 1112-UP-157, Unnamed Field, Weld County, Applicant, EOG Resources, Inc. Request for an order to pool all nonconsenting interests in the approximate 640-acre drilling and spacing unit established for Section 30, Township 8 North, Range 61 West, 6th P.M. (wherein EOG has drilled and completed the Gravel Draw #24-30H Well).

Docket No. 1201-UP-28, Wattenberg Field, Weld County, Applicant, Kerr-McGee Oil & Gas Onshore LP. Request for an order to pool all interests in the approximate 160-acre horizontal wellbore spacing unit consisting of the E½ E½ of Section 25, Township 3 North, Range 66 West, 6th P.M., to accommodate the planned Camp 1N-25HZ Well (API No. 05-123-34483), for the development and operation of the Niobrara Formation.

Docket No. 1201-UP-29, Wattenberg Field, Weld County, Applicant, Kerr-McGee Oil & Gas Onshore LP. Request for an order to pool all interests in the approximate 320-acre horizontal wellbore spacing unit consisting of the E½ of Section 25, Township 3 North, Range 66 West, 6th P.M., to accommodate the planned Camp 27C-25HZ Well (API No. 05-123-34481), for the development and operation of the Codell Formation.

Docket No. 1201-UP-30, Wattenberg Field, Weld County, Applicant, Kerr-McGee Oil & Gas Onshore LP. Request for an order to pool all interests in one approximate 160-acre horizontal wellbore spacing unit consisting of the E½ SW¼, W½ SE¼ of Section 3, Township 5 North, Range 65 West, 6th P.M., to accommodate the drilled Winters 23-3 Well (API No. 05-123-31657), for the development and operation of the Codell and Niobrara Formations.

Docket No. 1201-UP-40, Wattenberg Field, Weld County, Applicant, Kerr-McGee Oil & Gas Onshore LP. Request for an order to pool all interests in one approximate 160-acre wellbore spacing unit consisting of certain lands in Sections 3 and 10, Township 5 North, Range 65 West, 6th P.M., to accommodate the drilled Winters 35-3 Well (API No. 05-123-31655), for the development and operation of the Codell and Niobrara Formations.

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Docket No. 1201-UP-32, Plateau Field, Mesa County, Applicant, Laramie Energy II, LLC. Request for an order to establish an approximate 520-acre wellbore spacing unit for drilling of a horizontal well in certain lands in Sections 19 and 30, Township 10 North, Range 94 West, 6th P.M., and approve the drilling of up to two additional horizontal wells within the unit (for a total of three), and pool all non-consenting interests in said unit, for the development and operation of the Deep Formations.

Docket No. 1112-UP-163, Wattenberg Field, Weld County, Applicant, Mineral Resources, Inc. Request for an order to establish an approximate 160-acre drilling and spacing unit consisting of the NE¼ of Section 22, Township 5 North, Range 66 West, 6th P.M., for development of and the production of hydrocarbons from Cretaceous Age Formations from the base of the Dakota Formation to the surface, with surface locations as authorized by Rule 318A., and pool all nonconsenting interests in the unit.

Docket No. 1201-UP-50, Wattenberg Field, Weld County, Applicant, Petroleum Development Corporation. Request for an order to pool all interests in an approximate 160-acre wellbore spacing unit consisting of certain lands in Section 17, Township 4 North, range 67 West, 6th P.M., to accommodate the drilled LAJCO 17ND Well (API No. 05-123-31960), for the development and operation of the Codell and Niobrara Formations.

Docket No. 1201-UP-51, Ignacio-Blanco Field, La Plata County, Applicant, Samson Resources Company. Request for an order to pool all interests in two approximate 320-acre drilling and spacing units consisting of the E½ and the W½ of Section 11, Township 32 North, Range 7 West, N.M.P.M., to accommodate the drilled Indian Mesa 32-7-11 #1, and Indian Mesa 32-7-11 #2 Wells ("Drilling and Spacing Unit 1"), and the Lucero 32-7-11 #1, and Lucero 32-7-11 #2 Wells ("Drilling and Spacing Unit 2"), for the development and operation of the Fruitland Coal Formation.

Docket No. 1201-UP-53, Wattenberg Field, Weld County, Applicant, Unioil, Request for an order to pool all interests in four established approximate 80-acre wellbore spacing units consisting of certain lands in Section 7, Township 5 North, Range 67 West, 6th P.M., for the development and operation of the Codell, Niobrara and "J" Sand Formations.

Docket No. 1112-UP-171, Adena Field, Weld County, Applicant, Western Operating Company Inc. Request for an order to pool all interests in two approximate 40-acre wellbore spacing units established in SW¼ SE¼, and SE¼ SE¼, Section 25, Township 2 North, Range 58 West, 6th P.M., for the development and operation of the D-Sand and "J" Sand Formations.

The motion was seconded by Commissioner Holton and approved unanimously, with Commissioner Pearce abstaining.

Reports:

Tisha Schuller, President and CEO of COGA, and Dan Pastor, a Principal Engineer from Tetra Tech gave a presentation explaining the COGA Baseline Water Sampling program.

Stuart Ellsworth, COGCC Engineering Manager, gave a presentation on Hydrogen Sulfide (H₂S).

Stuart Ellsworth and Denise Onyskiw, COGCC Underground Injection Control Engineering Supervisor gave a report on Induced Seismic Activity. Debbie Baldwin noted the COGCC is mapping seismic activity on the COGCC Geographic Information System.

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Violation Hearing Matter

Docket No. 1201-OV-01, Richard Conley AOC: Peter Gowen, Acting Hearings Manager, presented a signed Administrative Order by Consent (AOC) between the COGCC Staff and Richard Conley, owner and operator of the domestic Bone #1 Well. Mr. Gowen briefed the Commission on the terms of the AOC, including the primary staff focus of wanting to get the well properly plugged and abandoned to stop contamination of nearby shallow ground water. The AOC proposed a nominal \$100 fine and provided final reclamation consistent with Commission rules, with specific reclamation protections requested by Mr. Conley. Mr. Gowen recommended approval of the AOC as presented. Commissioners Alward and Craig opened the discussion with concerns about the proposed \$100 fine.

After initial discussion, Commissioner Alward moved to deny approval of the proposed AOC. The motion was seconded by Commissioner Benton. During the discussion of the Motion, Commissioners expressed a need to confer with legal counsel on the legal consequences of the not approving the AOC and options available to the Commission to enforce proper plugging and abandonment of the well.

Commissioner Craig moved to enter into executive session. Assistant Attorney General, Jake Matter explained the purpose of the executive session, pursuant to C.R.S. §24-6-402(3)(a)(II), was to discuss matters with the attorney representing the Commission, concerning matters that are subject to pending or imminent court action, concerning specific claims or grievances, or to receive legal advice on specific legal questions concerning the enforcement action in this case. The motion was seconded by Commissioner Benton and approved unanimously.

The Commission broke for lunch and executive session at 11:50 a.m. Commissioner King departed for the day.

The Commission reconvened in public session at 1:00 p.m. upon motion by Commissioner Benton, seconded by Commissioner Craig and approved unanimously. Assistant Attorney General, Jake Matter stated that no formal actions were taken during the executive session.

After brief discussion, a vote was taken on the motion to deny approval of the proposed AOC. The motion was defeated by a 3-3 vote. Commissioners Alward, Craig and Benton were in favor of the motion. Commissioners Holton, Pearce and Urbina voted against the motion.

After further discussion, Commissioner Benton moved to amend the proposed AOC with a substantive amendment to paragraph 15 (i) of the AOC establishing a fine of \$20,000 and striking language “[p]ursuant to Rule 522.c.(3), neither this payment of \$100, nor the execution of this AOC by Richard Conley shall constitute an admission by Richard Conley of the alleged violations described in this AOC”, and making conforming non-substantive changes as necessary. The motion was seconded by Commissioner Alward. The motion was approved 5-1, with Commissioner Craig in opposition.

It was understood that Mr. Gowen would revise the proposed AOC consistent with the motion, offer the revised AOC to Mr. Conley for his approval, and if Mr. Conley rejected the proposed AOC, the matter would be docketed for full hearing on the merits at the March 5, 2012 Commission meeting.

General Hearing Matters

Docket No. 1110-UP-138, Morgan County, Upstream Innovations, Inc. (Upstream)

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Acting Hearings Manager Gowen noted Docket No. 1110-UP-138 was set for oral arguments on a Carrizo Oil & Gas Inc. (Carrizo) motion to dismiss. A Rule 510 statement had been filed by Colorado Energy Minerals, Inc. (CEM) in support of denying the motion to dismiss (Rule 510 Statement). Carrizo objected to the Rule 510 Statement and moved to strike it from the record (Motion to Strike). The Motion to Strike was handled as a preliminary matter, prior to hearing arguments on the Carrizo motion to dismiss.

Appearances included:

Ken Wonstolen and Matt Lepore for Carrizo
Steve Sullivan for Upstream
Mike Morgan for CEM

After hearing arguments by Carrizo, Upstream and CEM, on the Motion to Strike, Commissioner Alward moved to deny the Motion to Strike, seconded by Commissioner Craig, and approved unanimously. The Rule 510 Statement was entered into the record. The Commission concluded that pursuant to Rule 510, any person may make a rule 510 statement either before the hearing in writing or at the hearing, and there is no standing requirement to do so. A Rule 510 statement may include legal arguments, and such legal arguments are not bound by prehearing briefing scheduling orders, which are binding on the parties.

Counsel for Upstream and Carrizo were permitted 15 minutes each to present their case on the motion to dismiss to the Commission. Following arguments by Counsel, Commissioner Benton moved to grant the motion to dismiss, seconded by Commissioner Holton, and approved unanimously. Carrizo had argued that Upstream's application, which seeks to pool lands that are already subject to a pooling order, is moot and should be dismissed. The Commission agreed with this principle. Pooling Orders 535-22 and 535-23 are presumed valid and have not been set aside. Unless and until those orders are set aside, they preclude a second pooling order affecting the Application Lands.

Docket No. 1112-GA-12, Delta County, Aspen Operating, LLC

Acting Hearing Manager Gowen explained this is an application by Aspen Operating, LLC (ASPEN) seeking a variance from Order No. 1V-368, specifically seeking vacation of the assessed fine of \$200,000.

Vice Chairman Pearce asked if any Commissioners had any disclosures or conflicts of interest. Commissioner Benton disclosed that he had attended college with Craig Camozzi, but that fact would not influence him in his deliberations in this matter.

Craig Camozzi and Mike Mayers, principals of Aspen appeared on behalf of Aspen. COGCC Eastern Colorado Engineering Supervisor, Diana Burn appeared on behalf of the staff. Aspen provided background regarding the prior default judgment and its non-appearance when Order No. 1V-368 was originally entered. Aspen claimed that mitigating factors pursuant to Rule 523.d. justify mitigation of the assessed fine and that Aspen had made good faith efforts to comply with Commission rules. Aspen stated that it had transferred the subject wells to another operator, who has assumed full responsibility for regulatory compliance. Aspen also stated that its financial assurance instrument has been a rider on another operator's statewide financial assurance instrument, and had been inappropriately released to that operator when that operator concluded operations in Colorado and requested release of its financial assurance instrument.

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Commissioner Craig moved to eliminate fines for the four financial assurance violations of COGCC Rule 706, reducing the total fine of \$200,000 amount by \$40,000. The motion was seconded by Commissioner Benton, and the motion was approved unanimously.

Upon inquiry by Commissioner Holton as to a staff recommendation, staff reported a previous offer in compromise had been made by COGCC Staff in July 2011 for the amount of \$20,000. A subsequent offer by Aspen to settle at a \$6,000 fine had been rejected by staff in early January 2012. After further brief discussion, Commissioner Holton moved to reduce the overall fine to \$20,000 and require Aspen to complete all unresolved reporting requirements to the extent that it has or can acquire the information. The motion was seconded by Commissioner Benton, and the motion was approved in a 5-1 vote, with Commissioner Alward in opposition.

There was no further business before the Commission. The meeting was adjourned.

Adjourned 3:50 p.m.

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The Acting Secretary was therefore authorized to issue the following orders:

Order No. 407-529, Docket No. 1112-EX-19, Wattenberg Field, Weld County, Applicant, EOG Resources, Inc. Approves the request for an order seeking a variance to the prescribed Rule 318A. surface drilling location for the Dutch Lake #08-10H Well, located in the NW¼ NW¼ of Section 10, Township 6 North, Range 62 West, 6th P.M., for the production of oil, gas and associated hydrocarbons from the Niobrara Formation.

Order No. 407-530, Docket No. 1112-EX-20, Wattenberg Field, Weld County, Applicant, EOG Resources, Inc. Approves the request for an order seeking a variance to the prescribed Rule 318A. surface drilling location for the Sandborn #05-18H Well, located in Lot 1 of Section 18, Township 5 North, Range 61 West, 6th P.M., for the production of oil, gas and associated hydrocarbons from the Niobrara Formation.

Order No. 407-531, Docket No. 1112-EX-21, Wattenberg Field, Weld County, Applicant, EOG Resources, Inc. Approves the request for an order seeking a variance to the prescribed Rule 318A. surface drilling location for the Greasewood #15-30 Well, located in the SE¼ SW¼ of Section 30, Township 6 North, Range 61 West, 6th P.M., for the production of oil, gas and associated hydrocarbons from the Niobrara Formation.

Order No. 407-532, Docket No. 1112-EX-22, Wattenberg Field, Weld County, Applicant, EOG Resources, Inc. Approves the request for an order seeking a variance to the prescribed Rule 318A. surface drilling location for the Greasewood #07-17H Well, located in the NW¼ NW¼ of Section 17, Township 6 North, Range 61 West, 6th P.M., for the production of oil, gas and associated hydrocarbons from the Niobrara Formation.

Order No. 407-533, Docket No. 1112-EX-23, Wattenberg Field, Weld County, Applicant, EOG Resources, Inc. Approves the request for an order seeking a variance to the prescribed Rule 318A. surface drilling location for the East Platte #09-12H Well, located in the SE¼ NW¼ of Section 12, Township 4 North, Range 61 West, 6th P.M., for the production of oil, gas and associated hydrocarbons from the Niobrara Formation.

Order No. 407-534, Docket No. 1112-EX-24, Wattenberg Field, Weld County, Applicant, EOG Resources, Inc. Approves the request for an order seeking a variance to the prescribed Rule 318A. surface drilling location for the Greasewood #11-21H Well, located in the NW¼ NW¼ of Section 21, Township 6 North, Range 61 West, 6th P.M., for the production of oil, gas and associated hydrocarbons from the Niobrara Formation.

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Order No. 535-113, Docket No. 1112-SP-160, Unnamed Field, Weld County, Applicant, EOG Resources, Inc. Approves the request for an order to establish an approximate 640-acre drilling and spacing unit consisting of Section 22, Township 10 North, Range 63 West, 6th P.M., and approve one horizontal well within the unit (wherein EOG has plans to drill the Geary Creek #14-22H Well), for the production of oil, gas and associated hydrocarbons from the Niobrara Formation.

Order No. 407-535, Docket No. 1112-SP-161, Wattenberg Field, Weld County, Applicant, EOG Resources, Inc. Approves the request for an order to establish an approximate 640-acre drilling and spacing unit consisting of Section 11, Township 5 North, Range 62 West, 6th P.M., and approve one horizontal well within the unit (wherein EOG has plans to drill the Anschutz Windmill #2-11H Well), for the production of oil, gas and associated hydrocarbons from the Niobrara Formation.

Order No. 407-536, Docket No. 1112-SP-162, Wattenberg Field, Weld County, Applicant, EOG Resources, Inc. Approves the request for an order to establish an approximate 640-acre drilling and spacing unit consisting of Section 14, Township 5 North, Range 62 West, 6th P.M., and approve one horizontal well within the unit (wherein EOG has plans to drill the Anschutz Windmill #3-11H Well), for the production of oil, gas and associated hydrocarbons from the Niobrara Formation.

Order No. 407-541, Docket No. 1201-SP-07, Wattenberg Field, Weld County, Applicant, Noble Energy, Inc. Approves the request for an order to establish an approximate 160-acre drilling and spacing unit consisting of the SE¼ of Section 18, Township 4 North, Range 63 West, 6th P.M., to accommodate the drilled Sater CC 18-23 Well (API No. 05-123-30883), for the production of oil, gas and associated hydrocarbons from the Codell and Niobrara Formations.

Order No. 535-119, Docket No. 1201-SP-09, Unnamed Field, Weld County, Applicant, Noble Energy, Inc. Approves the request for an order to establish an approximate 640-acre drilling and spacing unit consisting of Section 17, Township 6 North, Range 62 West, 6th P.M., and authorize drilling one or more additional horizontal and one or more additional vertical wells, for the production of oil, gas and associated hydrocarbons from the Codell and Niobrara Formations.

Order No. 535-120, Docket No. 1201-SP-10, Unnamed Field, Weld County, Applicant, Noble Energy, Inc. Approves the request for an order to establish an approximate 640-acre exploratory drilling and spacing unit consisting of Section 21, Township 11 North, Range 60 West, 6th P.M., for the production of oil, gas and associated hydrocarbons from the Codell and Niobrara Formations.

Order No. 535-121, Docket No. 1201-SP-11, Unnamed Field, Weld County, Applicant, Noble Energy, Inc. Approves the request for an order to establish an approximate 640-acre exploratory drilling and spacing unit consisting of Section 17, Township 11 North, Range 61 West, 6th P.M., and authorize one or more additional horizontal and one or more additional vertical wells within the unit, for the production of oil, gas and associated hydrocarbons from the Codell and Niobrara Formations.

Order No. 535-122, Docket No. 1201-SP-12, Unnamed Field, Weld County, Applicant, Noble Energy, Inc. Approves the request for an order to establish an approximate 640-acre exploratory drilling and spacing unit consisting of Section 27, Township 11 North, Range 61 West, 6th P.M. and authorize one or more additional horizontal wells and one or more additional vertical wells within the unit, for the production of oil, gas and associated hydrocarbons from the Codell and Niobrara Formations.

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Order No. 535-123, Docket No. 1201-SP-13, Unnamed Field, Weld County, Applicant, Noble Energy, Inc. Approves the request for an order to establish an approximate 640-acre exploratory drilling and spacing unit consisting of Section 35, Township 11 North, Range 61 West, 6th P.M., and authorize drilling one or more additional horizontal and one or more additional vertical wells within the unit, for the production of oil, gas and associated hydrocarbons from the Codell and Niobrara Formations.

Order No. 535-124, Docket No. 1201-SP-15, Unnamed Field, Weld County, Applicant, Noble Energy, Inc. Approves the request for an order to establish an approximate 640-acre exploratory drilling and spacing unit consisting of Section 20, Township 11 North, Range 60 West, 6th P.M., and authorize one or more horizontal wells and one or more additional vertical wells within the unit, for the production of oil, gas and associated hydrocarbons from the Codell and Niobrara Formations.

Order No. 535-125, Docket No. 1201-SP-16, Unnamed Field, Weld County, Applicant, Noble Energy, Inc. Approves the request for an order to establish an approximate 640-acre exploratory drilling and spacing unit consisting of Section 16, Township 9 North, Range 58 West, 6th P.M., and authorize one or more additional horizontal wells and one or more vertical wells within the unit, for the production of oil, gas and associated hydrocarbons from the Codell and Niobrara Formations.

Order No. 535-126, Docket No. 1201-SP-17, Unnamed Field, Weld County, Applicant, Noble Energy, Inc. Approves the request for an order to establish an approximate 640-acre exploratory drilling and spacing unit consisting of Section 36, Township 10 North, Range 58 West, 6th P.M., and authorize one or more horizontal wells and one or more additional vertical well within the unit, for the production of oil, gas and associated hydrocarbons from the Codell and Niobrara Formations.

Order No. 112-230, Docket No. 1110-SP-154, Ignacio-Blanco Field, Archuleta County, Applicant, Red Willow Production Company. Approves the request for an order: (i) establishing an approximate 1280-acre exploratory drilling and spacing unit for Sections 13 and 14, Township 32 North, Range 4 West, N.M.P.M., (ii) vacating two existing 640 acre drilling and spacing units; and (iii) allowing up to five horizontal wells to be drilled within the exploratory 1280-acre drilling and spacing unit for development and production of gas and related hydrocarbons from the Fruitland Coal Seam Formation.

Order No. 112-231, Docket No. 1110-SP-155, Ignacio-Blanco Field, Archuleta County, Applicant, Red Willow Production Company. Approves the request for an order: (i) vacating an existing 360-acre drilling and spacing unit within Section 24, Township 32 North, Range 4 West, N.M.P.M., (ii) modifying an existing 352.73 acre drilling and spacing unit within Section 19, Township 32 North, Range 3 West, N.M.P.M., and Section 24, Township 32 North, Range 4 West, N.M.P.M.; (iii) establishing an exploratory drilling and spacing unit comprised of Section 24, Township 32 North, Range 4 West, N.M.P.M., containing 488.16 acres; and (iv) allowing up to two horizontal wells to be drilled within the approximate 488.16 acre exploratory drilling and spacing unit for development and production of gas and related hydrocarbons from the Fruitland Coal Seam Formations.

Order No. 112-232, Docket No. 1110-SP-156, Ignacio-Blanco Field, Archuleta County, Applicant, Red Willow Production Company. Approves the request for an order: (i) establishing an exploratory drilling and spacing unit within Sections 23 and 24, Township 32 North, Range 5 West, N.M.P.M., and Section 19, Township 32 North, Range 4 West, N.M.P.M., (ii) vacating the existing 371.76-acre drilling and spacing unit within Section 23, Township 32 North, Range 5 West, N.M.P.M.; (iii) vacating the existing 370.02-acre drilling and spacing unit within Section 24, Township 32 North, Range 5 West, N.M.P.M.; (iv) vacating the existing 365.45-acre drilling and

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spacing unit within Section 19, Township 32 North, Range 4 West, N.M.P.M., and Section 24, Township 32 North, Range 5 West, N.M.P.M.; and (v) allowing up to four horizontal wells to be drilled within the exploratory 1107.23-acre drilling and spacing unit for development and production of gas and related hydrocarbons from the Fruitland Coal Seam Formation.

Order No. 407-538, Docket No. 1201-SP-01, Wattenberg Field, Weld County, Applicant, Bonanza Creek Energy Operating Company, LLC. Approves the request for an order to establish eight approximate 640-acre drilling and spacing units for the certain lands in Townships 4 and 5 North, Range 62 and Township 4 North, Range 63 West, 6th P.M., and authorize up to two horizontal wells within each unit, for the production of oil, gas and associated hydrocarbons from the Niobrara Formation.

Order Nos. 407-539, Docket No. 1201-SP-02, Wattenberg Field, Weld County, Applicant: Chesapeake Exploration, LLC. Approves the request for an order to establish an approximate 640-acre drilling and spacing unit for Section 20, Township 7 North, Range 62 West, 6th P.M., and authorize up to two horizontal wells within the unit, for the production of oil, gas and associated hydrocarbons from the Niobrara Formation.

Order Nos. 369-9, 429-14, Docket No. 1201-SP-04, Buzzard Creek Field, Mesa County, Applicant, Laramie Energy II, LLC. Approves the request for an order to establish an approximate 160-acre drilling and spacing unit consisting of the SW¼ of Section 17, Township 9 South, Range 93 West, 6th P.M., approve the equivalent of one well per 10 acres, subject to the well location and setback requirements of Order 369-5, and approve the equivalent of one well per 10 acres for the Deep Formations, for the production of oil, gas and associated hydrocarbons from the Williams Fork and Iles Formations of the Mesaverde Group, and also the Deep Formations.

Order No. 166-31, Docket No. 1201-SP-05, Plateau Field, Mesa County, Applicant, Laramie Energy II, LLC. Approves the request for an order to establish one approximate 320-acre wellbore drilling and spacing unit for certain lands in Section 29, Township 10, Range 94 West, 6th P.M., and authorize up to two horizontal wells within the unit, for the production of oil, gas and associated hydrocarbons from the Deep Formations.

Order No. 407-540, Docket No. 1201-SP-03, Wattenberg Field, Weld County, Applicant, Encana Oil & Gas (USA) Inc. Approves the request for an order to establish an approximate 320-acre drilling and spacing unit consisting of the N½ of Section 28, Township 3 North, Range 68 West, 6th P.M., and approve up to two horizontal wells in addition to the drilled Frederiksen 1A-28H Well (API No. 05-123-33363), for the production of oil, gas and associated hydrocarbons from the Niobrara Formation.

Order No. 535-118, Docket No. 1201-SP-06, Unnamed Field, Arapahoe County, Applicant, ConocoPhillips Company. Approves the request for an order to establish one 640-acre drilling and spacing exploratory unit consisting of Section 32, Township 4 South, Range 64 West, 6th P.M., and authorize one vertical exploratory well within the unit, with the option of one horizontal well to be either a recompletion of the vertical well or an entirely new well, for the production of oil, gas and associated hydrocarbons from the Niobrara Formation.

Order No. 407-545, Docket No. 1201-UP-33, Wattenberg Field, Weld County, Applicant, Noble Energy, Inc. Approves the request for an order to pool all interests in an approximate 160-acre drilling and spacing unit consisting of the SE¼ of Section 18, Township 4 North, Range 63 West, 6th P.M., to accommodate the drilled Sater CC 18-23 Well (API No. 05-123-30883), for the development and operation of the Codell and Niobrara Formations.

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Order No. 407-546, Docket No. 1201-UP-34, Wattenberg Field, Weld County, Applicant, Noble Energy, Inc. Approves the request for an order to pool all interests in an approximate 160-acre wellbore spacing unit consisting of certain lands in Sections 17 and 18, Township 4 North, Range 64 West, 6th P.M., to accommodate the planned NEI C17-33D Well (API No. 05-123-34391), for the development and operation of the Codell and Niobrara Formations.

Order No. 407-547, Docket No. 1201-UP-35, Wattenberg Field, Weld County, Applicant, Noble Energy, Inc. Approves the request for an order to pool all interests in an approximate 160-acre wellbore spacing unit consisting of certain lands in Section 18, Township 4 North, Range 64 West, 6th P.M., to accommodate the planned NEI C18-21D Well (API No. 05-123-34396), for the development and operation of the Codell and Niobrara Formations.

Order No. 407-548, Docket No. 1201-UP-36, Wattenberg Field, Weld County, Applicant, Noble Energy, Inc. Approves the request for an order to pool all interests in an approximate 160-acre wellbore spacing unit consisting of certain lands in Section 18, Township 4 North, Range 64 West, 6th P.M., to accommodate the planned NEI C18-22D Well (API No. 05-123-34399), for the development and operation of the Codell and Niobrara Formations.

Order No. 407-549, Docket No. 1201-UP-37, Wattenberg Field, Weld County, Applicant, Noble Energy, Inc. Approves the request for an order to pool all interests in an approximate 160-acre wellbore spacing unit consisting of the SE¼ of Section 18, Township 4 North, Range 64 West, 6th P.M., to accommodate the planned NEI C18-23D Well (API No. 05-123-34393), for the development and operation of the Codell and Niobrara Formations.

Order No. 407-550, Docket No. 1201-UP-38, Wattenberg Field, Weld County, Applicant, Noble Energy, Inc. Approves the request for an order to pool all interests in an approximate 160-acre wellbore spacing unit consisting of certain lands in Section 18, Township 4 North, Range 64 West, 6th P.M., to accommodate the planned NEI C18-24D Well (API No. 05-123-34392), for the development and operation of the Codell and Niobrara Formations.

Order No. 407-551, Docket No. 1201-UP-39, Wattenberg Field, Weld County, Applicant, Noble Energy, Inc. Approves the request for an order to pool all interests in an approximate 160-acre wellbore spacing unit consisting of certain lands in Sections 18 and 19, Township 4 North, Range 64 West, 6th P.M., to accommodate the planned Oster C19-27D Well, for the development and operation of the Codell and Niobrara Formations.

Order No. 407-553, Docket No. 1201-UP-41, Wattenberg Field, Weld County, Applicant, Noble Energy, Inc. Approves the request for an order to pool all interests in an approximate 160-acre wellbore spacing unit consisting of certain lands in Section 18, Township 4 North, Range 64 West, 6th P.M., to accommodate the planned NEI PC C18-20D Well (API No. 05-123-34398), for the development and operation of the Codell and Niobrara Formations.

Order No. 407-554, Docket No. 1201-UP-42, Wattenberg Field, Weld County, Applicant, Noble Energy, Inc. Approves the request for an order to pool all interests in an approximate 80-acre wellbore spacing unit consisting of certain lands in Section 15, Township 5 North, Range 64, 6th P.M., to accommodate the planned Klein B15-13D Well, for the development and operation of the Codell and Niobrara Formations.

Order No. 407-555, Docket No. 1201-UP-43, Wattenberg Field, Weld County, Applicant, Noble Energy, Inc. Approves the request for an order to pool all interests in an approximate 160-acre wellbore spacing unit consisting of certain lands in Section 6, Township 3 North, Range 64 West, 6th P.M., to accommodate the drilled Hoff PC D06-21 (API No. 05-123-32302) Well, for the development and operation of the Codell and Niobrara Formations.

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Order No. 407-556, Docket No. 1201-UP-44, Wattenberg Field, Weld County, Applicant, Noble Energy, Inc. Approves the request for an order to pool all interests in an approximate 466.99-acre wellbore spacing unit consisting of certain lands in Sections 1, 2, 11 and 12, Township 4 North, Range 64 West, 6th P.M. and Sections 6 and 7, Township 4 North, Range 63 West, 6th P.M., to accommodate the drilled Bobcat C12-69HN (API No. 05-123-34432) Well, for the development and operation of the Codell and Niobrara Formations.

Order No. 535-114, Docket No. 1112-UP-141, Unnamed Field, Weld County, Applicant, Carrizo Oil & Gas, Inc. Approves the request for an order to pool all interests in the approximate 640-acre drilling and spacing unit established for Section 30, Township 7 North, Range 60 West, 6th P.M., for the development and operation of the Niobrara Formation.

Order No. 535-115, Docket No. 1112-UP-142, Unnamed Field, Weld County, Applicant, Carrizo Oil & Gas, Inc. Approves the request for an order to pool all interests in the approximate 640-acre drilling and spacing unit established for Section 21, Township 8 North, Range 61 West, 6th P.M., for the development and operation of the Niobrara Formation.

Order No. 535-127, Docket No. 1201-UP-02, Unnamed Field, Weld County, Applicant, Carrizo Oil & Gas, Inc. Approves the request for an order to pool all interests in the approximate 640-acre drilling and spacing unit consisting of Section 12, Township 8 North, Range 61 West, 6th P.M., for the development and operation of the Niobrara Formation.

Order No. 535-128, Docket No. 1201-UP-03, Unnamed Field, Weld County, Applicant, Carrizo Oil & Gas, Inc. Approves the request for an order to pool all interests in the established approximate 640-acre horizontal drilling and spacing unit consisting of Section 33, Township 9 North, Range 58 West, 6th P.M., for the development and operation of the Niobrara Formation.

Order No. 535-129, Docket No. 1201-UP-05, Unnamed Field, Morgan County, Applicant, Carrizo Oil & Gas, Inc. Approves the request for an order to vacate Section 8, Township 5 North, Range 60 West, 6th P.M., from Order 535-22.

Order No. 535-130, Docket No. 1201-UP-07, Unnamed Field, Weld County, Applicant, Carrizo Oil & Gas, Inc. Approves the request for an order to affirm Order No. 535-63, and order the pooling of all interests in the established approximate 640-acre drilling and spacing unit consisting of Section 1, Township 9 North, Range 59 West, 6th P.M., for the development and operation of the Niobrara Formation.

Order No. 535-131, Docket No. 1201-UP-18, Unnamed Field, Weld County, Applicant, Continental Resources, Inc. Approves the request for an order to pool all interests in the approximate 640-acre drilling and spacing unit consisting of Section 11, Township 7 North, Range 62 West, 6th P.M., for the development and operation of the Niobrara Formation.

Order No. 535-132, Docket No. 1201-UP-19, Unnamed Field, Weld County, Applicant, Continental Resources, Inc. Approves the request for an order to pool all interests in an approximate 1280-acre drilling and spacing unit consisting of Section 6, Township 7 North, Range 61 West, 6th P.M., and Section 31, Township 8 North, Range 61 West, 6th P.M., for the development and operation of the Niobrara Formation.

Order No. 535-133, Docket No. 1201-UP-20, Unnamed Field, Weld County, Applicant, Continental Resources, Inc. Approves the request for an order to pool all interests in one approximate 1280-acre drilling and spacing unit consisting of Sections 1 and 12, Township 7 North, Range 62 West, 6th P.M., for the development and operation of the Niobrara Formation.

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Order No. 535-134, Docket No. 1201-UP-21, Unnamed Field, Weld County, Applicant, Continental Resources, Inc. Approves the request for an order to pool all interests in one approximate 1280-acre drilling and spacing unit consisting of Sections 13 and 24, Township 8 North, Range 62 West, 6th P.M., for the development and operation of the Niobrara Formation.

Order No. 535-135, Docket No. 1201-UP-22, Unnamed Field, Weld County, Applicant, Continental Resources, Inc. Approves the request for an order to pool all interests in the approximate 1280-acre drilling and spacing unit consisting of Sections 14 and 23, Township 8 North, Range 62 West, 6th P.M., for the development and operation of the Niobrara Formation.

Order No. 535-136, Docket No. 1201-UP-23, Unnamed Field, Weld County, Applicant, Continental Resources, Inc. Approves the request for an order to pool all interests in the approximate 1280-acre drilling and spacing unit consisting of Sections 26 and 35, Township 8 North, Range 62 West, 6th P.M., for the development and operation of the Niobrara Formation.

Order No. 535-137, Docket No. 1201-UP-24, Unnamed Field, Weld County, Applicant, Continental Resources, Inc. Approves the request for an order to pool all interests in the approximate 1280-acre drilling and spacing unit consisting of Sections 2 and 11, Township 7 North, Range 60 West, 6th P.M., for the development and operation of the Niobrara Formation.

Order No. 535-138, Docket No. 1201-UP-25, Unnamed Field, Weld County, Applicant, Continental Resources, Inc. Approves the request for an order to pool all interests in the approximate 640-acre drilling and spacing unit consisting of Section 10, Township 7 North, Range 62 West, 6th P.M., for the development and operation of the Niobrara Formation.

Order No. 535-139, Docket No. 1201-UP-26, Unnamed Field, Weld County, Applicant, Continental Resources, Inc. Approves the request for an order to pool all interests in the approximate 640-acre drilling and spacing unit consisting of Section 35, Township 8 North, Range 61 West, 6th P.M., for the development and operation of the Niobrara Formation.

Order No. 535-140, Docket No. 1201-UP-27, Unnamed Field, Weld County, Applicant, Continental Resources, Inc. Approves the request for an order to pool all interests in one approximate 640-acre drilling and spacing unit consisting of Section 1, Township 7 North, Range 60 West, 6th P.M., for the development and operation of the Niobrara Formation.

Order No. 538-1, Docket No. 1201-UP-01, Yodel Field, Yuma County, Applicant, Augustus Energy Partners, LLC. Approves the request for an order to establish an approximate 312.5-acre drilling and spacing unit consisting of the E½ of Section 12, Township 1 South, Range 46 West, 6th P.M., and approve the drilling of up to eight vertical wells within said unit, for the production of oil, gas and associated hydrocarbons from the Niobrara Formation, and pool all non-consenting interests in all wells within the unit drilled or to be drilled to said formation, for the development and operation of the Niobrara Formation.

Order No. 535-116, Docket No. 1112-UP-152, Unnamed Field, Weld County, Applicant, Chesapeake Exploration, LLC. Approves the request for an order to affirm Order No. 535-66 and order the pooling of all interests in the approximate 640-acre drilling and spacing unit established for Section 32, Township 10 North, Range 66 West, 6th P.M., for the development and operation of the Niobrara Formation.

Order No. 535-141, Docket No. 1201-UP-08, Unnamed Field, Weld County, Applicant, Chesapeake Exploration, LLC. Approves the request for an order to affirm Order No. 535-93, so that it may be applied to un-noticed interests of the initial hearing on the matter including Section

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18, Township 8 North, Range 66 West, 6th P.M., which pooled all interests, for the development and operation of the Niobrara Formation.

Order No. 139-115, Docket No. 1109-UP-116, Rulison Field, Garfield County, Applicant, EnCana Oil & Gas (USA) Inc. Approves the request for an order to pool all nonconsenting interests in the approximate 640-acre drilling and spacing unit established for Section 11, Township 7 South, Range 94 West, 6th P.M.

Order No. 535-117, Docket No. 1112-UP-157, Unnamed Field, Weld County, Applicant, EOG Resources, Inc. Approves the request for an order to pool all nonconsenting interests in the approximate 640-acre drilling and spacing unit established for Section 30, Township 8 North, Range 61 West, 6th P.M. (wherein EOG has drilled and completed the Gravel Draw #24-30H Well).

Order No. 407-542, Docket No. 1201-UP-28, Wattenberg Field, Weld County, Applicant, Kerr-McGee Oil & Gas Onshore LP. Approves the request for an order to pool all interests in the approximate 160-acre horizontal wellbore spacing unit consisting of the E½ E½ of Section 25, Township 3 North, Range 66 West, 6th P.M., to accommodate the planned Camp 1N-25HZ Well (API No. 05-123-34483), for the development and operation of the Niobrara Formation.

Order No. 407-543, Docket No. 1201-UP-29, Wattenberg Field, Weld County, Applicant, Kerr-McGee Oil & Gas Onshore LP. Approves the request for an order to pool all interests in the approximate 320-acre horizontal wellbore spacing unit consisting of the E½ of Section 25, Township 3 North, Range 66 West, 6th P.M., to accommodate the planned Camp 27C-25HZ Well (API No. 05-123-34481), for the development and operation of the Codell Formation.

Order No. 407-544, Docket No. 1201-UP-30, Wattenberg Field, Weld County, Applicant, Kerr-McGee Oil & Gas Onshore LP. Approves the request for an order to pool all interests in one approximate 160-acre horizontal wellbore spacing unit consisting of the E½ SW¼, W½ SE¼ of Section 3, Township 5 North, Range 65 West, 6th P.M., to accommodate the drilled Winters 23-3 Well (API No. 05-123-31657), for the development and operation of the Codell and Niobrara Formations.

Order No. 407-552, Docket No. 1201-UP-40, Wattenberg Field, Weld County, Applicant, Kerr-McGee Oil & Gas Onshore LP. Approves the request for an order to pool all interests in one approximate 160-acre wellbore spacing unit consisting of certain lands in Sections 3 and 10, Township 5 North, Range 65 West, 6th P.M., to accommodate the drilled Winters 35-3 Well (API No. 05-123-31655), for the development and operation of the Codell and Niobrara Formations.

Order No. 166-32, Docket No. 1201-UP-32, Plateau Field, Mesa County, Applicant, Laramie Energy II, LLC. Approves the request for an order to establish an approximate 520-acre wellbore spacing unit for drilling of a horizontal well in certain lands in Sections 19 and 30, Township 10 North, Range 94 West, 6th P.M., and approve the drilling of up to two additional horizontal wells within the unit (for a total of three), and pool all non-consenting interests in said unit, for the development and operation of the Deep Formations.

Order Nos. 232-309, 407-537, 493-48 & 499-83, Docket No. 1112-UP-163, Wattenberg Field, Weld County, Applicant, Mineral Resources, Inc. Approves the request for an order to establish an approximate 160-acre drilling and spacing unit consisting of the NE¼ of Section 22, Township 5 North, Range 66 West, 6th P.M., for development of and the production of hydrocarbons from Cretaceous Age Formations from the base of the Dakota Formation to the surface, with surface locations as authorized by Rule 318A., and pool all nonconsenting interests in the unit.

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Order No. 407-557, Docket No. 1201-UP-50, Wattenberg Field, Weld County, Applicant, Petroleum Development Corporation. Approves the request for an order to pool all interests in an approximate 160-acre wellbore spacing unit consisting of certain lands in Section 17, Township 4 North, range 67 West, 6th P.M., to accommodate the drilled LAJCO 17ND Well (API No. 05-123-31960), for the development and operation of the Codell and Niobrara Formations.

Order No. 112-233, Docket No. 1201-UP-51, Ignacio-Blanco Field, La Plata County, Applicant, Samson Resources Company. Approves the request for an order to pool all interests in two approximate 320-acre drilling and spacing units consisting of the E½ and the W½ of Section 11, Township 32 North, Range 7 West, N.M.P.M., to accommodate the drilled Indian Mesa 32-7-11 #1, and Indian Mesa 32-7-11 #2 Wells ("Drilling and Spacing Unit 1"), and the Lucero 32-7-11 #1, and Lucero 32-7-11 #2 Wells ("Drilling and Spacing Unit 2"), for the development and operation of the Fruitland Coal Formation.

Order Nos. 232-310 & 407-558, Docket No. 1201-UP-53, Wattenberg Field, Weld County, Applicant, Unioil, Approves the request for an order to pool all interests in four established approximate 80-acre wellbore spacing units consisting of certain lands in Section 7, Township 5 North, Range 67 West, 6th P.M., for the development and operation of the Codell, Niobrara and "J" Sand Formations.

Order No. 26-61, Docket No. 1112-UP-171, Adena Field, Weld County, Applicant, Western Operating Company Inc. Approves the request for an order to pool all interests in two approximate 40-acre wellbore spacing units established in SW¼ SE¼, and SE¼ SE¼, Section 25, Township 2 North, Range 58 West, 6th P.M., for the development and operation of the D-Sand and "J" Sand Formations.

Order No. 535-112, Docket No. 1110-UP-138, Unnamed Field, Morgan County, Applicant, Upstream Innovations, Inc. Approves Carrizo's motion to dismiss the Upstream application to pool all nonconsenting interests in the approximate 640-acre drilling and spacing unit established for Section 7, Township 5 North, Range 60 West, 6th P.M. for the development and operation of the Niobrara Formation.

Order No. 1-171, Docket No. 1112-GA-12, Applicant, Aspen Operating. Approves variance to Order No. 1V-368, reducing Aspen's total fine from \$200,000 to \$20,000.

FOR THE COLORADO OIL AND GAS
CONSERVATION COMMISSION

Peter J. Gowen, Acting Secretary

Approved:

Perry Pearce, Vice-Chair