

RECORD OF PROCEEDINGS

March 25, 2013

The Oil and Gas Conservation Commission ("COGCC") met on March 25, 2013, at the offices of the COGCC, 1120 Lincoln Street, Suite 801, Denver, Colorado.

Monday, March 25, 2013 - Roll Call of Commissioners:

Present:

Tom Compton	Chairman
Perry Pearce	Vice-Chairman
John Benton	Commissioner
Tommy Holton	Commissioner
Deann Craig	Commissioner
Richard D. Alward	Commissioner
Matt Lepore	Director
Jake Matter	Assistant Attorney General
Robert J. Frick	Hearings Manager

Absent:

Mike King	Commissioner
Chris Urbina	Commissioner
Andrew Spielman	Commissioner

Approval of Proceedings:

Commissioner Pearce made a Motion to Approve the minutes from the February 11, 2013 hearing. The Motion was seconded by Commissioner Craig and approved unanimously.

DNR Executive Director's Report:

Director King (and Commissioner Urbina) were not present due to a funeral.

Director's Report:

- 1) New setback rules take effect on August 1, 2013. Groundwater monitoring rules will take effect on May 1, 2013.
- 2) COGCC Staff presented at 19 public speaking engagements during the month of February.
- 3) COGCC Staff operated a booth at the 8th Annual Grand Junction Energy Expo.
- 4) The LGL program continues to grow and engage local governments. Bob Frick, Hearings Unit Manager, briefed the Commission on the LGL and LGD programs grown. There are now 142 registered local government designees. The LGL program conducted three

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separate training events during the month. LGL's Mark Morton and Nancy Prince were recognized for their outstanding efforts.

5) Director Lepore and Stuart Ellsworth, COGCC Engineering Manager updated the Commission on the recent PDC Energy incident where a piece of equipment fell onto a wellhead, causing damage and loss of well control.

6) Director Lepore updated the Commission on the recent Williams Energy leak in Parachute, Colorado. The cause is under active investigation.

7) Director Lepore briefed the Commission on a leak from the Anadarko Regal 29N-9HZ Well. Anadarko reported a flow line failed, striking and damaging an adjacent well, leaking approximately 2200 barrels of fluids, containing 200-300 barrels of hydrocarbons. Anadarko recognized the leak via remote monitoring, and had the well shut-in by 6:00 a.m. on Sunday, March 17th.

8) Jim Milne, COGCC Environmental Manager updated the Commission on spills and releases. COGCC staff is in the process of reviewing the spill data to determine the causes. In 2012 there were 309 million barrels of produced water handled, and a total oil production of approximately 45 million barrels. There were 382 reported spills statewide. 58 resulted in an impact to groundwater. 167 required a Form 27, Remediation Workplan. The Environmental Unit is capturing data for statistical analysis to identify the common causes of spills.

9) Jill Dorancy, COGCC Hearings Officer, was recognized for her work on the monthly Staff Report.

10) Thom Kerr, COGCC Permit and Technical Manager updated the Commission on the current permit and drilling statistics. 49 percent of the permits filed in the current year were for horizontal wells. 80 percent of the wells permitted in Weld County were horizontal wells.

11) An update to the PRAW program for the Biscuit Ranch and Long Hollow Dam projects was provided to the Commission.

Commissioner Comments:

- Commissioner Alward noted his attendance at Local Government Designee training program held in Gunnison, Colorado. He also attended the Northwest GORT Forum and the Grand Junction Energy Expo.

Public Comments:

- Michelle Smith, President of the Rocky Mountain Chapter, National Association of Royalty Owners spoke to the Commissioners regarding the pending applications for Unconventional Resource Units. NARO had concerns that the units did not adequately address oversight, drilling commitments, and other concerns. The Commission recommended she give her presentation in the afternoon.
- Ken Wonstolen, Attorney from Beatty and Wozniak addressed the Commission concerning the correction of Order 535-4.

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- Don Stanley, a leased mineral interest owner, provided a 510 Statement with regard to Docket No. 1301-SP-15.
- Jerry Hughes, a Colorado resident from Arapahoe County, addressed the Commission with his concerns about involuntary pooling procedures and increased oil and gas development in his area.
- Phil Barber, Attorney for the City of Longmont, provided a 510 statement regarding a NOAV for the Rider Well in Longmont, Docket No. 1303-OV-07.

Consent Agenda

With 48 matters listed for the Consent Agenda, Chairman Compton suggested that the Commission consider the matters in five groups, as organized by Staff.

Group A

Chairman Compton asked if any Commissioners had a conflict of interest or recusals with any of the items within Group A of the Consent Agenda. Commissioner Pearce noted his employer was ConocoPhillips and stated he would abstain from discussion and voting on Group A.

Commissioner Benton moved for the approval of Group A, as recommended by Staff, as follows:

Docket No. 1301-UP-07, Unnamed Field, Weld County

Applicant: ConocoPhillips Company
Attorneys: J. Michael Morgan

Subject: Request for an order to pool all interests in an approximate 640-acre drilling and spacing unit established for Section 25, Township 4 South, Range 64 West, 6th P.M., for the development and operation of the Niobrara Formation.

Protested by: Chesapeake Energy Corporation - Withdrawn
Attorney: Kenneth A. Wonstolen & Gregory J. Nibert Jr.

Docket No. 1302-SP-18, Unnamed Field, Arapahoe County

Applicant: ConocoPhillips Company
Attorneys: J. Michael Morgan

Subject: Request for an order to establish an approximate 640-acre drilling and spacing unit for Section 6, Township 4 South, Range 63 West, 6th P.M., and approve up to two horizontal wells within the unit, for the production of oil, gas and associated hydrocarbons from the Niobrara Formation.

Docket No. 1301-SP-07, Unnamed Field, Arapahoe County

Applicant: ConocoPhillips Company
Attorneys: J. Michael Morgan

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Subject: Request to amend Order No. 535-246 in order to establish that the spacing units and well location rules established in the Order are applicable to the drilling and production of horizontal wells, and vertical and directional wells to the Niobrara Formation remain subject to Commission Rule 318.a. or such other orders as may be entered by the Commission.

The motion was seconded by Commissioner Holton and approved unanimously.

Group B

Chairman Compton 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.

Eric Fowler, a resident of Herperus, Colorado asked to provide an oral Rule 510 Statement regarding Docket No. 1302-SP-25. Mr. Fowler stated the air quality monitoring in the area showed it was approaching non-attainment standards, and asked the Commission consider the cumulative impacts this matter would add to local air quality issues.

Bob Frick, Hearings Manager asked the Commission to add Docket Nos. 1303-SP-47 and 1303-UP-63 to Group B of the Consent Agenda.

Commissioner Alward requested that Docket No. 1301-SP-15 be pulled from Group B of the Consent Agenda to be taken under consideration by the Commission as a separate matter. The matter was removed for separate consideration.

Commissioner Compton disclosed he had been to numerous hearings in La Plata County Concerning Docket No. 1302-SP-25, where he listened to, but did not participate in the discussion. He indicated there was no conflict of interest.

Commissioner Pearce moved for the approval of Group B, as recommended by Staff, as follows:

Docket No. 1301-SP-15, Unnamed Field, Weld County.

Applicant: Noble Energy, LLC

Attorneys: Jamie L. Jost & Gregory J. Nibert Jr.

Subject: Request for an order to establish a 1280-acre exploratory drilling and spacing unit for Sections 22 and 23, Township 8 North, Range 60 West, 6th P.M., and to approve one horizontal well within the unit, for the production of oil, gas and associated hydrocarbons from the Codell-Niobrara Formation.

Protested by: Bureau of Land Management - Withdrawn

Representative: Lonny R. Bagley, Deputy State Director

510 Statement: Don Stanley

Docket No. 1302-SP-26, Wattenberg Field, Weld County

Applicant: Bayswater Exploration & Production, LLC

Attorneys: Chelsey J. Russell

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Subject: Request for an order to establish an approximate 160-acre drilling and spacing unit for Section 25, Township 7 North, Range 67 West, 6th P.M., and approve up to five directional wells within the unit, for the production of oil, gas and associated hydrocarbons from the Codell and Niobrara Formations.

Docket No. 1302-SP-29, Unnamed Field, Morgan County

Applicant: Condor Energy Technology, LLC
Attorneys: Jamie L. Jost

Subject: Request for an order to among other things, establish an approximate 1280-acre exploratory drilling and spacing unit for Sections 13 and 24, Township 7 North, Range 60 West, 6th P.M., and approve up to eight horizontal wells within the unit, for the production of oil, gas and associated hydrocarbons from the Niobrara Formation.

Protested by: Prima Exploration, Inc. - Withdrawn
Attorney: Robert A. Willis

Protested by: Speaker Holdings 24 LLC - Withdrawn
Attorney: Paul W. Sacco

Docket No. 1302-SP-32, Unnamed Field, Weld County.

Applicant: Noble Energy, LLC
Attorneys: Jamie L. Jost, Elizabeth Y. Gallaway & Gregory J. Nibert Jr.

Subject: Request for an order to among other things, establish an approximate 1280-acre exploratory drilling and spacing unit for Sections 23 and 24, Township 9 North, Range 61 West, 6th P.M., and approve one horizontal well within the unit, for the production of oil, gas and associated hydrocarbons from the Codell-Niobrara Formation.

Docket No. 1302-SP-34, Unnamed Field, Weld County

Applicant: Carrizo Oil and Gas, Inc.
Attorneys: Kenneth A. Wonstolen, Elizabeth Y. Gallaway & Kenneth E. Warner.

Subject: Request for an order to vacate one approximate 960-acre drilling and spacing unit established by Order No. 535-179 for Sections 5 and 8, Township 10 North, Range 57 West, 6th P.M. and establish an approximate 640-acre drilling and spacing unit for Section 5, Township 10 North, Range 57 West, 6th P.M., and approve one horizontal well within the unit, for the production of oil, gas and associated hydrocarbons from the Niobrara Formation.

Docket No. 1303-SP-37, Wattenberg Field, Weld County

Applicant: Bonanza Creek Energy Operating Company LLC
Attorneys: J. Michael Morgan

Subject: Request for an order to vacate an approximate 640-acre drilling and spacing unit established by Order No. 407-380, vacate Order No. 407-633 and vacate

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Order No. 407-711 as to Section 15, Township 5 North, Range 62 West, 6th P.M., for the production of oil, gas and associated hydrocarbons from the Niobrara Formation.

Docket No. 1303-SP-38, Wattenberg Field, Weld County

Applicant: Bonanza Creek Energy Operating Company LLC

Attorneys: J. Michael Morgan

Subject: Request for an order to vacate an approximate 640-acre drilling and spacing unit established by Order Nos. 407-380 and 407-633 for the below-described lands and establish an approximate 640-acre drilling and spacing unit consisting of Section 17, Township 5 North, Range 61 West, 6th P.M., and approve up to ten horizontal wells within the unit, for the production of oil, gas and associated hydrocarbons from the Niobrara Formation.

Docket No. 1303-SP-51, Wattenberg Field, Weld County

Applicant: Bill Barrett Corporation

Attorneys: Robert A. Willis

Subject: Request for an order to vacate the approximate 640-acre drilling and spacing unit established by Order No. 535-4 for Section 25, Township 6 North, Range 62 West, 6th P.M. and establish an approximate 320-acre drilling and spacing unit consisting of the W½ of Section 25 mentioned above, and approve one horizontal well within the unit, for the production of oil, gas and associated hydrocarbons from the Niobrara Formation.

Docket No. 1303-SP-53, Grand Valley Field, Garfield County

Applicant: WPX Energy Rocky Mountain, LLC

Attorneys: Robert A. Willis

Subject: Request for an order to establish an approximate 160-acre drilling and spacing unit consisting of the SW¼, of Section 27, Township 7 South, Range 96 West, 6th P.M., for the production of oil, gas and associated hydrocarbons from the Wasatch Formation.

Docket No. 1302-SP-24, Unnamed Field, La Plata County

Applicant: Swift Energy Operating, LLC

Attorneys: Jamie L. Jost & William Sparks

Subject: Request for an order to establish an approximate 643.40-acre exploratory drilling and spacing unit for certain lands in Sections 31 and 32, Township 34 North, Range 12 West, Meridian, and approve one horizontal well within the unit, for the production of oil, gas and associated hydrocarbons from the Niobrara Formation.

Intervention by: La Plata County - Withdrawn

Attorney: Todd A. Weaver

Docket No. 1302-SP-25, Unnamed Field, La Plata County

Applicant: Swift Energy Operating, LLC

Attorneys: Jamie L. Jost & William Sparks

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Subject: Request for an order to establish an approximate 587.80-acre exploratory drilling and spacing unit for certain lands in Sections 28 and 29, Township 34 North, Range 11 West, Meridian, and approve one horizontal well within the unit, for the production of oil, gas and associated hydrocarbons from the Niobrara Formation.

Intervention by: La Plata County - Withdrawn
Attorney: Todd A. Weaver

Comment: Memorandum of Understanding has been reached between La Plata County and Swift Energy. Matter to remain on consent agenda.

Docket No. 1303-SP-47, Unnamed Field, Weld County

Applicant: Condor Energy Technology, LLC
Attorneys: Jamie L. Jost & Gregory J. Nibert Jr.

Subject: Request for an order to establish an approximate 640-acre unit consisting of Section 30, Township 7 North, Range 59 West, 6th P.M., and approve up to four horizontal wells within the unit, for the production of oil, gas and associated hydrocarbons from the Niobrara Formation.

Docket No. 1303-UP-63, Unnamed Field, Weld County

Applicant: Condor Energy Technology, LLC
Attorneys: Jamie L. Jost & Gregory J. Nibert

Subject: Request for an order to pool all interests in an approximate 640-acre unit established for Section 30, Township 7 North, Range 59 West, 6th P.M., for the development and operation of the Niobrara Formation.

The motion was seconded by Commissioner Alward and approved unanimously.

The Commission then considered Docket No. 1301-SP-15.

Commissioner Benton moved for the approval of Docket No. 1301-SP-15, the motion was seconded by Commissioner Pearce for purposes of discussion.

The Commission then discussed the Rule 510 Statement. Director Lepore noted Mr. Stanley was a leased mineral interest owner, and that Mr. Stanley would have the opportunity to protest any future pooling application by Noble. Director Lepore noted, the drilling of one well within the unit, would not hold the entire unit by production, unless the unit was pooled.

The Commission then voted for the approval of Docket No. 1301-SP-15. Docket No. 1301-SP-15 was approved by a unanimous vote.

Group C

Chairman Compton asked if any Commissioners had a conflict of interest or recusals with any of the items within Group C of the Consent Agenda. No disclosures were reported.

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Commissioner Compton requested that Docket No. 1102-SP-07 be pulled from Group C of the Consent Agenda to be taken under consideration by the Commission as a separate matter. The matter was removed for separate consideration.

Commissioner Alward moved for the approval of Group C matters, as recommended by Staff, as follows:

Docket No. 1301-UP-21, Wattenberg Field, Weld County

Applicant: Noble Energy, Inc.
Attorneys: Jamie L. Jost & Elizabeth Gallaway

Subject: Request for an order to pool all interests in an approximate 160-acre designated wellbore spacing unit established for certain lands in Section 30, Township 7 North, Range 63 West, 6th P.M., for the development and operation of the Niobrara Formation.

Docket No. 1302-AW-08, Wattenberg Field, Weld County

Applicant: Carrizo Oil and Gas, Inc.
Attorneys: Kenneth A. Wonstolen, Elizabeth Gallaway & Kenneth E. Warner

Subject: Request for an order to approve up to six horizontal wells within each of four approximate 640-acre exploratory drilling and spacing units established for lands in Section 3, Township 7 North, Range 62 West, 6th P.M., for the production of oil, gas and associated hydrocarbons from the Niobrara Formation

Docket No. 1302-AW-10, Unnamed Field, Weld County

Applicant: Carrizo Oil and Gas, Inc.
Attorneys: Kenneth A. Wonstolen, Elizabeth Gallaway & Kenneth E. Warner

Subject: Request for an order to approve up to six horizontal wells within each of four approximate 640-acre exploratory drilling and spacing units established for certain lands in Townships 9, 10 and 11 North, Ranges 57, 59 and 62 West, 6th P.M., for the production of oil, gas and associated hydrocarbons from the Niobrara Formation.

Docket No. 1302-UP-28, Wattenberg Field, Weld County

Applicant: Noble Energy, Inc.
Attorneys: Jamie L. Jost & Elizabeth Gallaway

Subject: Request for an order to pool all interests in an approximate 320-acre designated wellbore spacing unit for certain lands in Section 16, Township 2 North, Range 67 West, 6th P.M., for the development and operation of the Niobrara Formation.

Protested By: Donna R. Mahoney - Withdrawn
Attorney: Cynthia L. Bargell

Docket No. 1302-UP-29, Wattenberg Field, Weld County

Applicant: Noble Energy, Inc.

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Attorneys: Jamie L. Jost & Elizabeth Gallaway

Subject: Request for an order to pool all interests in an approximate 160-acre designated wellbore spacing unit for certain lands in Sections 22 and 23, Township 5 North, Range 65 West, 6th P.M., for the development and operation of the Codell and Niobrara Formation.

Docket No. 1302-UP-30, Unnamed Field, Weld County

Applicant: Noble Energy, Inc.

Attorneys: Jamie L. Jost & Elizabeth Gallaway

Subject: Request for an order to pool all interests in an approximate 640-acre drilling and spacing unit established for Section 25, Township 9 North, Range 59 West, 6th P.M., for the development and operation of the Niobrara Formation.

Protested By: Regina Redmond - Withdrawn

Representative: Self

Docket No. 1302-UP-31, Wattenberg Field, Weld County

Applicant: Noble Energy, Inc.

Attorneys: Jamie L. Jost & Elizabeth Gallaway

Subject: Request for an order for an order to pool all interests in three approximate 320-acre designated wellbore spacing units established for certain lands in Section 4, Township 4 North, Range 65 West, 6th P.M., for the development and operation of the Niobrara Formation.

Docket No. 1302-UP-34, Unnamed Field, Weld County

Applicant: Bayswater Exploration & Production, LLC

Attorneys: Chelsey J. Russell

Subject: Request for an order to pool all interests in an approximate 160-acre drilling and spacing unit for Section 25, Township 7 North, Range 67 West, 6th P.M., for the development and operation of the Codell and Niobrara Formations.

Comments: 1302-SP-26 is a concurrent matter.

Docket No. 1302-UP-40, Wattenberg Field, Weld County

Applicant: Carrizo Oil and Gas, Inc.

Attorneys: Kenneth A. Wonstolen, Elizabeth Y. Gallaway & Kenneth E. Warner

Subject: Request for an order to pool all interests within an approximate 640-acre drilling and spacing unit for Section 3, Township 7 North, Range 62 West, 6th P.M., for the development and operation of the Niobrara Formation.

Comment: 1302-AW-08 is a concurrent matter.

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Docket No. 1302-UP-41, Wattenberg Field, Weld County

Applicant: Carrizo Oil and Gas, Inc.

Attorneys: Kenneth A. Wonstolen, Elizabeth Y. Gallaway & Kenneth E. Warner

Subject: Request for an order to pool all interests within five approximate 640-acre drilling and spacing units established for Section 20, Township 8 North, Range 61 West, 6th P.M., Section 15, Township 9 North, Range 59 West, 6th P.M., Sections 25 and 35, Township 9 North, Range 60 West, 6th P.M., for the development and operation of the Niobrara Formation.

Comment: 1302-AW-09 is a concurrent matter.

Docket No. 1302-UP-44, Unnamed Field, Weld County

Applicant: Noble Energy, Inc.

Attorneys: Jamie L. Jost & Elizabeth Y. Gallaway

Subject: Request for an order to pool all interests within five approximate 200 to 400-acre designated wellbore spacing units established for certain lands in Section 17, Township 8 North, Range 59 West, 6th P.M., for the development and operation of the Niobrara Formation.

Docket No. 1302-UP-47, Unnamed Field, Weld County

Applicant: Carrizo Oil and Gas, Inc.

Attorneys: Kenneth A. Wonstolen, Elizabeth Y. Gallaway & Kenneth E. Warner

Subject: Request for an order to pool all interests within four approximate 640-acre drilling and spacing units established for Sections 5, 6, 19 and 25, Township 9, 10 and 11 North, Ranges 57, 59 and 62 West, 6th P.M., for the development and operation of the Niobrara Formation.

Comment: 1302-SP-34 & 1302-AW-10 are concurrent matters.

Docket No. 1303-AW-11, Unnamed Field, Weld County

Applicant: Carrizo Oil and Gas, Inc.

Attorneys: Kenneth A. Wonstolen, Elizabeth Y. Gallaway & Kenneth E. Warner

Subject: Request for an order to approve up to a total of six horizontal wells within an approximate 640-acre drilling and spacing unit consisting of Section 20, Township 9 North, Range 58 West, 6th P.M., for the production of oil, gas and associated hydrocarbons from the Niobrara Formation.

Docket No. 1303-AW-12, Field, Unnamed Weld County

Applicant: Carrizo Oil and Gas, Inc.

Attorneys: Kenneth A. Wonstolen, Elizabeth Y. Gallaway & Kenneth E. Warner

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Subject: Request for an order to approve up to a total of six horizontal wells within an approximate 640-acre drilling and spacing unit consisting of Section 3, Township 7 North, Range 60 West, 6th P.M., for the production of oil, gas and associated hydrocarbons from the Niobrara Formation.

Docket No. 1303-AW-13, Wattenberg Field, Weld County

Applicant: Carrizo Oil and Gas, Inc.

Attorneys: Kenneth A. Wonstolen, Elizabeth Y. Gallaway & Kenneth E. Warner

Subject: Request for an order to approve up to a total of six horizontal wells within an approximate 640-acre drilling and spacing unit consisting of Section 36, Township 9 North, Range 59 West, 6th P.M., for the production of oil, gas and associated hydrocarbons from the Niobrara Formation.

Docket No. 1303-AW-14, Unnamed Field, Weld County

Applicant: Carrizo Oil and Gas, Inc.

Attorneys: Kenneth A. Wonstolen, Elizabeth Y. Gallaway & Kenneth E. Warner

Subject: Request for an order to approve up to a total of six horizontal wells within each of two approximate 640-acre drilling and spacing units consisting of Sections 33 and 34, Township 9 North, Range 58 West, 6th P.M., for the production of oil, gas and associated hydrocarbons from the Niobrara Formation.

Docket No. 1303-AW-15, Unnamed Field, Weld County

Applicant: Carrizo Oil and Gas, Inc.

Attorneys: Kenneth A. Wonstolen, Elizabeth Y. Gallaway & Kenneth E. Warner

Subject: Request for an order to approve up to a total of six horizontal wells within each of three approximate 640-acre drilling and spacing units consisting of Sections 25, 26 and 35, Township 8 North, Range 60 West, 6th P.M., for the production of oil, gas and associated hydrocarbons from the Niobrara Formation.

Docket No. 1303-AW-16, Unnamed Field, Weld County

Applicant: Carrizo Oil and Gas, Inc.

Attorneys: Kenneth A. Wonstolen, Elizabeth Y. Gallaway & Kenneth E. Warner

Subject: Request for an order to approve up to a total of six horizontal wells within each of two approximate 640-acre drilling and spacing units consisting of Sections 2 and 11, Township 8 North, Range 61 West, 6th P.M., for the production of oil, gas and associated hydrocarbons from the Niobrara Formation.

Docket No. 1303-AW-18, Wattenberg Field, Weld County

Applicant: Bill Barrett Corporation

Attorneys: Robert A. Willis

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Subject: Request for an order to approve up to eight horizontal wells within an approximate 640-acre drilling and spacing unit consisting of Section 23, Township 6 North, Range 62 West, 6th P.M., for the production of oil, gas and associated hydrocarbons from the Niobrara Formation.

Docket No. 1303-UP-48, Wattenberg Field, Weld County

Applicant: Noble Energy, Inc.

Attorneys: Jamie L. Jost & Elizabeth Gallaway

Subject: Request for an order to pool all interests in an approximate 640-acre drilling and spacing unit consisting of Section 17, Township 8 North, Range 61 West, 6th P.M., for the development and operation of the Niobrara Formation.

Docket No. 1303-UP-49, Wattenberg Field, Weld County

Applicant: Noble Energy, Inc.

Attorneys: Jamie L. Jost & Elizabeth Gallaway

Subject: Request for an order to pool all interests in an approximate 320-acre designated wellbore spacing unit established consisting of certain lands in Section 25, Township 4 North, Range 65 West, 6th P.M., for the development and operation of the Niobrara Formation.

Docket No. 1303-UP-50, Unnamed Field, Weld County

Applicant: Noble Energy, Inc.

Attorneys: Jamie L. Jost & Elizabeth Gallaway

Subject: Request for an order to pool all interests in an approximate 640-acre drilling and spacing unit consisting of Section 18, Township 8 North, Range 60 West, 6th P.M., for the development and operation of the Codell-Niobrara Formation.

Docket No. 1303-UP-51, Unnamed Field, Weld County

Applicant: Noble Energy, Inc.

Attorneys: Jamie L. Jost & Elizabeth Gallaway

Subject: Request for an order to pool all interests in an approximate 640-acre drilling and spacing unit consisting of Section 26, Township 9 North, Range 60 West, 6th P.M., for the development and operation of the Codell-Niobrara Formation.

Docket No. 1303-UP-52, Wattenberg Field, Weld County

Applicant: Noble Energy, Inc.

Attorneys: Jamie L. Jost & Elizabeth Gallaway

Subject: Request for an order to pool all interests in three approximate 160-acre designated wellbore spacing units consisting of certain lands in Sections 5 and 6, Township 4 North, Range 65 West, 6th P.M., for the development and operation of the Codell-Niobrara Formation.

Docket No. 1303-UP-59, Wattenberg Field, Weld County

Applicant: PDC Energy, Inc.

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Attorneys: Jamie L. Jost & Elizabeth Gallaway

Subject: Request for an order to pool all interests in an approximate 160-acre designated wellbore spacing unit consisting of certain lands in Section 2, Township 6 North, Range 66 West, 6th P.M., for the development and operation of the Codell-Niobrara Formation.

Docket No. 1303-UP-60, Wattenberg Field, Weld County

Applicant: PDC Energy, Inc.

Attorneys: Jamie L. Jost & Elizabeth Gallaway

Subject: Request for an order to pool all interests in an approximate 160-acre designated wellbore spacing unit consisting of certain lands in Sections 7 and 12, Township 5 North, Range 7 West, 6th P.M., for the development and operation of the Codell-Niobrara Formation.

Docket No. 1303-UP-61, Unnamed Field, Weld County

Applicant: Noble Energy, Inc.

Attorneys: Jamie L. Jost & Elizabeth Gallaway

Subject: Request for an order to pool all interests in an approximate 640-acre drilling and spacing unit consisting of Section 19, Township 9 North, Range 58 West, 6th P.M., for the development and operation of the Niobrara Formation.

Docket No. 1303-UP-62, Wattenberg Field, Weld County

Applicant: PDC Energy, Inc.

Attorneys: Jamie L. Jost & Gregory J. Nibert

Subject: Request for an order to pool all interests in an approximate 160-acre designated wellbore spacing unit 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 Formation.

Docket No. 1303-UP-72, Spotted Dog Field, Washington County

Applicant: Edward Mike Davis, L.L.C., Peterson Energy Operating, Inc., and JSB Irrevocable Income Trust

Attorneys: Stephen J. Sullivan & Chelsey J. Russell

Subject: Request for an order to establish an approximate 370-acre enhanced recovery unit and approve enhanced recovery operations for certain lands in Sections 1, 2, 11, and 12, Township 3 South, Range 50 West, 6th P.M., within the Spotted Dog Field in Washington County, Colorado.

510 Statement: Swan Valley Land and Livestock, Inc. (Steve & Ruth Weeks), Joneal and Rita Young, & L7 Land, LLC. (Birdsall & Darlene Young)

Docket No. 1303-UP-73, Wattenberg, Weld County

Applicant: Bonanza Creek Energy Operating Company LLC .

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Attorneys: J. Michael Morgan

Subject: Request for an order to confirm an approximate 320-acre designated wellbore spacing unit consisting of the E½ of Section 34, Township 5 North, Range 63 West, 6th P. M., and approve one horizontal well within the unit, for the production of oil, gas and associated hydrocarbons from the Niobrara Formation and pool all nonconsenting interests in the above lands, for the development and operation of the Niobrara Formation.

Docket No. 1303-UP-64, Unnamed Field, Weld County

Applicant: Kerr-McGee Oil & Gas Onshore LP

Attorneys: Jamie L. Jost & Elizabeth Gallaway

Subject: Request for an order to pool all interests in eight approximate 160 to 320-acre designated wellbore spacing units consisting of certain lands in Sections 14 and 15, Township 2 North, Range 66 West, 6th P.M., for the development and operation of the Codell and/or Niobrara Formations.

The motion was seconded by Commissioner Benton and approved unanimously.

The Commission then considered Docket No. 1102-SP-07. A Motion to Approve Docket No. 1102-SP-07 was made by Commissioner Pearce.

Docket No. 1102-SP-07, Wattenberg Field, Weld County

Staff: Roger Allbrandt, Hearing Officer

Staff Recommendation: Approval

Subject: On February 11, 2011, the Commission entered Order No. 535-4 which, among other things, established 74 approximate 640-acre drilling and spacing units, and approved one horizontal well within each unit, for the production of oil, gas and associated hydrocarbons from the Niobrara Formation. Order No. 535-4 incorrectly stated the Application Lands were subject to Rule 318.a., contained misleading language which could be interpreted as approving surface locations inconsistent with Rule 318A, and incorrectly required 600 foot setbacks from the boundaries of each unit. Certain lands in Townships 4, 5 and 6 North, Ranges 61 and 62, West, 6th P.M.

The Commission then discussed Docket No. 1102-SP-07. After discussion, the Commissioner Compton requested that two of the three changes be adopted by the Commission. Language changing Rule 318.a. to Rule 318A, and correcting unit setbacks from 600 feet to 460 feet was kept in the draft Order. Language approving surface locations anywhere on the surface was not removed.

The motion was seconded by Commissioner Benton and approved unanimously.

Group D

Chairman Compton asked if any Commissioners had a conflict of interest or recusals with any of the items within Group D of the Enforcement Agenda. Director Lepore noted he had previously

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represented one of the parties in Docket No. 1108-OV-22. Director Lepore recused himself from discussion and left the room during discussion and consideration.

Commissioner Pearce moved for the approval of Group D matters, as recommended by Staff, as follows:

Docket No. 1108-OV-22, **Coral**

Staff: Peter Gowen, serving as Hearing Officer
Staff Recommendation: AOC Approval

Subject: Request for approval of an Administrative Order by Consent (AOC) imposing a \$15,000 fine, \$30,000 in costs reimbursement, and establishing a compliance schedule for full remediation of the site.

Docket No. 1303-OV-07, **Statewide**

Subject: Pursuant to Rule 522.c., the COGCC Staff will apply to the Commission for an Order Finding Violation against **Top Operating Company** (Operator No. 39560).

510 Statement: Longmont County
Attorney: Phillip D. Barber

Commissioner Pearce noted the City of Longmont submitted a Rule 510 Statement in support of Docket No. 1303-OV-07.

The motion was seconded by Commissioner Benton and approved unanimously.

Peter Gowen, COGCC Enforcement Officer, in his previous capacity as a Hearing Officer, requested the Commission move to ratify the stipulated Hearing Officer Dismissal of the Third Party complaint between Coral and Chevron in Docket No. 1108-OV-22.

Commissioner Pearce made a Motion to Ratify the Hearing Officer Recommendation to Dismiss in Docket No. 1108-OV-22.

The motion was seconded by Commissioner Holton. The ratification was approved unanimously.

General Hearing Matters

Docket No. 1102-GA-02, Larimer County

Staff: Robert J. Frick, Hearings Manager

Applicant: Mike Sutak and Laura W. Chase
Attorney: Phillip D. Barber

State Land Board: Heather Warren
Attorney: John Jacus for Magpie.

Subject: On June 7, 2012, the Colorado Court of Appeals announced its ruling in Chase- Sutak v. COGCC, Colorado State Board of Land Commissioners, and Magpie

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Operating, Inc., Case No. 11CA1249. The Court of Appeals affirmed in part, reversed in part, and remanded the case for further findings by the COGCC. On November 14, 2012, the parties made arguments before the Commission and the Commission began its deliberations. The Commission is continuing in its deliberations.

Comments: xref: 1003-GA-06, 1203-GA-01. Continued by the COGCC from a previous Commission Hearing for deliberation.

This hearing matter was continued from November 14, 2012. No additional information or testimony was received. The Commissioners continued deliberations.

Upon conclusion of deliberations by the Commission, Commissioner Pearce made a Motion to Deny the Application for a DOAA.

The Motion was seconded by Commissioner Benton. By a 5-1 vote of the Commission, with Commissioner Alward voting in favor, the Commission voted to Deny the Application for a DOAA.

Jamie Jost, Attorney for Axia and Noble then made a presentation to the Commission concerning the blow-described Applications for 14 Unconventional Resource Units.

Director Lepore prefaced the presentation by noting these Applications had been developed with, and were supported by, COGCC Staff.

Docket No. 1303-SP-40, Unnamed Field, Moffat County

Applicant: Axia Energy, LLC
Attorneys: Jamie L. Jost & Gregory J. Nibert Jr.

Subject: Request for an order to establish an approximate 2613.44-acre unit consisting of certain lands in Sections 3, 4, 9 and 10, Township 8 North, Range 90 West, 6th P.M., for the production of oil, gas and associated hydrocarbons from Mancos and Niobrara Formations.

Docket No. 1303-SP-41, Unnamed Field, Moffat County

Applicant: Axia Energy, LLC
Attorneys: Jamie L. Jost & Gregory J. Nibert Jr.

Subject: Request for an order to establish an approximate 2280-acre unit consisting of certain lands in Sections 27, 28, 33 & 34, Township 8 North, Range 91 West, 6th P.M., for the production of oil, gas and associated hydrocarbons from Mancos and Niobrara Formations.

Docket No. 1303-SP-42, Unnamed Field, Moffat County

Applicant: Axia Energy, LLC
Attorneys: Jamie L. Jost & Gregory J. Nibert Jr.

Subject: Request for an order to establish an approximate 2533.55-acre unit consisting of certain lands in Sections 17, 18, 19 and 20, Township 8 North, Range 93 West, 6th P.M., for the production of oil, gas and associated hydrocarbons from Mancos

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and Niobrara Formations.

Docket No. 1303-SP-43, Unnamed Field, Moffat County

Applicant: Axia Energy, LLC
Attorneys: Jamie L. Jost & Gregory J. Nibert Jr.

Subject: Request for an order to establish an approximate 2463.28-acre unit consisting certain lands in Sections 23 through 26, 31, and 36, Township 8 North, Ranges 91 and 92 West, 6th P.M., for the production of oil, gas and associated hydrocarbons from Mancos and Niobrara Formations.

Docket No. 1303-SP-44, Unnamed Field, Moffat County

Applicant: Axia Energy, LLC
Attorneys: Jamie L. Jost & Gregory J. Nibert Jr.

Subject: Request for an order to establish an approximate 2608.8-acre unit consisting of certain lands in Sections 2, 3, 10, 11, 14 and 15, Township 7 North, Range 91 West, 6th P.M., for the production of oil, gas and associated hydrocarbons from Mancos and Niobrara Formations.

Docket No. 1303-SP-45, Unnamed Field, Moffat County

Applicant: Axia Energy, LLC
Attorneys: Jamie L. Jost & Gregory J. Nibert Jr.

Subject: Request for an order to establish an approximate 2572.41-acre unit consisting of certain lands in Sections 15, 16, 21 & 22, Township 8 North, Range 90 West, 6th P.M., for the production of oil, gas and associated hydrocarbons from Mancos and Niobrara Formations.

Protested by: QEP Resources, Inc. - Withdrawn
Attorney: Nick A. Swartzendruber & Jeremy L. Ferrin

Docket No. 1303-SP-48, Unnamed Field, Weld County

Applicant: Noble Energy, LLC
Attorneys: Jamie L. Jost & Elizabeth Y. Gallaway

Subject: Request for an order to: 1) vacate an approximate 640-acre drilling and spacing unit established by Order No. 535-3 for the below-described lands; and 2) establish an approximate 640-acre drilling and spacing unit consisting of Section 15, Township 9 North, Range 58 West, 6th P.M., and approve the request for an unlimited number of wells within the boundaries of the unit, subject to engineering testimony establishing the appropriate number of wells to efficiently and economically drain the reservoir, for the production of oil, gas and associated hydrocarbons from the Codell-Niobrara Formation.

Protested by: BLM -Withdrawn
Representative: Lonny R. Bagley, Deputy State Director

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Docket No. 1303-SP-50, Unnamed Field, Weld County

Applicant: Noble Energy, LLC

Attorneys: Jamie L. Jost & Gregory J. Nibert Jr.

Subject: Request for an order to: 1) vacate the approximate 640-acre drilling and spacing unit established by Order No. 535-3 for Sections 3, 4, 9 and 10, Township 9 North, Range 58 West, 6th P.M.; 2) vacate pooling Order No. 535-110 for Section 10, Township 9 North, Range 58 West, 6th P.M.; 3) vacate the approximate 640-acre drilling and spacing unit established by Order No. 535-125 for Section 16, Township 9 North, Range 58 West, 6th P.M.; and 4) establish an approximate 3,200-acre unit consisting of Sections 3, 4, 9, 10 and 16, Township 9 North, Range 58 West, 6th P.M., and approve the request for an unlimited number of wells within the boundaries of the unit, subject to engineering testimony establishing the appropriate number of wells to efficiently and economically drain the reservoir, for the production of oil, gas and associated hydrocarbons from the Codell-Niobrara Formation.

Docket No. 1303-UP-53, Unnamed Field, Moffat County

Applicant: Axia Energy, LLC

Attorneys: Jamie L. Jost & Gregory J. Nibert Jr.

Subject: Request for an order to pool all interests in an approximate 2613.44-acre unit established certain lands in Sections 3, 4, 9 and 10, Township 8 North, Range 90 West, 6th P.M., for the development and operation of the Mancos and Niobrara Formations.

Docket No. 1303-UP-54, Unnamed Field, Moffat County

Applicant: Axia Energy, LLC

Attorneys: Jamie L. Jost & Gregory J. Nibert Jr.

Subject: Request for an order to pool all interests in an approximate 2280-acre unit established for certain lands in Sections 27, 28, 33 and 34, Township 8 North, Range 91 West, 6th P.M., for the development and operation of the Mancos and Niobrara Formations.

Docket No. 1303-UP-55, Unnamed Field, Moffat County

Applicant: Axia Energy, LLC

Attorneys: Jamie L. Jost & Gregory J. Nibert Jr.

Subject: Request for an order to pool all interests in an approximate 2533.55-acre unit established for certain lands in Sections 17 through 20, Township 8 North, Range 93 West, 6th P.M., for the development and operation of the Mancos and Niobrara Formations.

Protested by: Beakon Oil & Gas, Inc. - Withdrawn

Attorney: Cynthia L. Bargell

Docket No. 1303-UP-56, Unnamed Field, Moffat County

Applicant: Axia Energy, LLC

Attorneys: Jamie L. Jost & Gregory J. Nibert Jr.

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Subject: Request for an order to pool all interests in an approximate 2463.28-acre unit established for certain lands in Sections 23 through 26 and 36, Township 8 North, range 92 West, 6th P.M., for the development and operation of the Mancos and Niobrara Formations.

Docket No. 1303-UP-57, Unnamed Field, Moffat County

Applicant: Axia Energy, LLC
Attorneys: Jamie L. Jost & Gregory J. Nibert Jr.

Subject: Request for an order to pool all interests in an approximate 2463.28-acre unit established for certain lands in Sections 2, 3, 10, 11, 14 and 15, Township 7 North, range 91 West, 6th P.M., for the development and operation of the Mancos and Niobrara Formations.

Docket No. 1303-UP-58, Unnamed Field, Moffat County

Applicant: Axia Energy, LLC
Attorneys: Jamie L. Jost & Gregory J. Nibert Jr.

Subject: Request for an order to pool all interests in an approximate 2572.41-acre unit established for certain lands in Sections 15, 16, 21, and 22, Township 8 North, range 90 West, 6th P.M., for the development and operation of the Mancos and Niobrara Formations.

Protested by: QEP Resources, Inc. - Withdrawn
Attorney: Nick A. Swartzendruber & Jeremy L. Ferrin

Upon conclusion of the presentation, the Commissioners deliberated the Applications.

Michelle Smith, President of the National Association of Royalty Owners, Rocky Mountain Chapter, and Cindy Bargell, Attorney, made a Rule 510 Statement stating their concerns regarding the URU's, specifically with regards to holding a large unit with only one well.

Commissioner Benton requested the applications be revisited by the Commission in one year to review how the Unconventional Resource Units ("URU") were being developed. Commissioner Benton also suggested future applications for URU's should be placed on the docket for General Hearing Matters.

Commissioner Pearce made a Motion to Approve the 12 matters of the General Hearing Matters docket requesting URU's, excluding Docket Nos. 1303-SP-47 and 1303-UP-63 which were approved previously on the Consent Agenda as drilling and spacing units. Docket Nos. 1303-SP-47 and 1303-UP-63 were not URU's.

The Motion was seconded by Commissioner Holton and approved unanimously.

Bob Frick, Hearings Unit Manager asked to take three matters out of order. The below-described Applications were previously protested, therefore not eligible for the Consent Agenda. The protests in these matters have been withdrawn.

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Commissioner Pearce made a Motion to Approve Docket No. 1302-UP-45.

Docket No. 1302-UP-45, Wattenberg Field, Weld County

Staff: Robert J. Frick, Hearings Manager

Applicant: Noble Energy, Inc.

Attorneys: Jamie L. Jost & Elizabeth Y. Gallaway

Subject: Request for an order to pool all interests in an approximate 640-acre designated wellbore spacing unit established for certain lands in Sections 9, 10, 15 and 16, Township 6 North, Range 63 West, 6th P.M., for the development and operation of the Niobrara Formation.

Protested by: Larry Krummel - Withdrawn

Attorney: Thomas E. Hellerich

Comment: The protest in this matter has been withdrawn. Matter now comes before the Commission for consideration. The applicant will put on testimony recommending approval of this application.

The motion was seconded by Commissioner Alward and approved unanimously.

Commissioner Benton made a Motion to Approve Docket Nos. 1303-SP-46 and 1303-AW-17.

Docket No. 1303-SP-46, Unnamed Field, Weld County

Applicant: Whiting Oil and Gas Corporation

Attorneys: Stephen J. Sullivan & Chelsey J. Russell

Subject: Request for an order to establish an approximate 960-acre drilling and spacing unit consisting of certain lands in Sections 9 and 16, Township 10 North, Range 57 West, 6th P.M., and approve up to four horizontal wells within the unit, for the production of oil, gas and associated hydrocarbons from the Niobrara Formation.

Protested by: Carrizo Oil & Gas, Inc. - Withdrawn

Attorneys: Kenneth A. Wonstolen, Elizabeth Y. Gallaway & Kenneth E. Warner

Comment: The protest in this matter has been withdrawn. Matter now comes before the Commission for consideration. The applicant will put on testimony recommending approval of this application.

Docket No. 1303-AW-17, Unnamed Field, Weld County

Applicant: Whiting Oil and Gas Corporation

Attorneys: Stephen J. Sullivan & Chelsey J. Russell

Subject: Request for an order to approve up to a total of eight horizontal wells within each of 21 approximate 640 to 960-acre drilling and spacing units consisting of certain lands in Township 10, Range 58 West, 6th P.M., for the production of oil, gas and associated hydrocarbons from the Niobrara Formation.

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Comment: Concurrent application Docket No. 1303-SP-46. No protest has been filed, but dependent upon conditions in 1303-SP-46. Matter now comes before the Commission for consideration. The applicant will put on testimony recommending approval of this application.

The motion was seconded by Commissioner Craig and approved unanimously.

The Commission then commenced a hearing regarding the Protests to Docket Nos. 1303-SP-49 and 1303-UP-67.

Docket No. 1303-SP-49, Unnamed Field, Weld County

Applicant: Condor Energy Technology, LLC
Attorneys: Jamie L. Jost & Gregory J. Nibert Jr.

Subject: Request for an order to establish an approximate 1280-acre unit consisting of certain lands in Sections 8 and 17, township 6 North, Range 60 West, 6th P.M., and approve the appropriate number of wells necessary to efficiently and economically drain the reservoir, for the production of oil, gas and associated hydrocarbons from the Niobrara Formation.

Protested by: Prima Exploration, Inc.
Attorney: Robert A. Willis

Comment: Prima Exploration, Inc., a mineral interest owner filed a protest to the Application and alleged Condor's spacing request to establish an approximate 1280-acre unit would result in the dilution of Prima's interests thereby damaging Prima's correlative rights and frustrating Prima's expectations and development plans. This matter comes before the Commission to make determination upon the relief requested by both parties.

Docket No. 1303-UP-67, Unnamed Field, Weld County

Applicant: Condor Energy Technology, LLC
Attorneys: Jamie L. Jost & Gregory J. Nibert Jr.

Subject: Request for an order to pool all interests in an approximate 1280-acre unit established for Sections 8 and 17, Township 6 North, Range 60 West, 6th P.M., for the development and operation of the Niobrara Formation.

Protested by: Prima Exploration, Inc.
Attorney: Robert A. Willis

Comment: Prima Exploration, Inc., a mineral interest owner filed a protest to the Application and alleged Condor's spacing request to establish an approximate 1280-acre unit would result in the dilution of Prima's interests thereby damaging Prima's correlative rights and frustrating Prima's expectations and development plans. This matter comes before the Commission to make determination upon the relief requested by both parties.

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Upon conclusion of the hearing, Commissioner Pearce made a Motion to Approve the Application in Docket No. 1303-SP-49.

The motion was seconded by Commissioner Craig and approved by a 5-1 vote, with Commissioner Benton voting to deny the Application.

Commissioner Pearce then made a Motion to Approve the Application in Docket No. 1303-UP-67.

The motion was seconded by Commissioner Benton and approved unanimously.

Thereafter, the Commission adjourned at approximately 5:35 p.m.

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The Secretary was therefore authorized to issue the following orders:

Order No. 535-278, Docket No. 1301-UP-07, Unnamed Field, Weld County. Applicant, ConocoPhillips Company. Request for an order to pool all interests in an approximate 640-acre drilling and spacing unit established for Section 25, Township 4 South, Range 64 West, 6th P.M., for the development and operation of the Niobrara Formation.

Order No. 535-281, Docket No. 1302-SP-18, Unnamed Field, Arapahoe County. Applicant, ConocoPhillips Company. Approves the request for an order to establish an approximate 640-acre drilling and spacing unit for Section 6, Township 4 South, Range 63 West, 6th P.M., and approve up to two horizontal wells within the unit, for the production of oil, gas and associated hydrocarbons from the Niobrara Formation.

Order No. 535-246, Docket No. 1301-SP-07, Unnamed Field, Arapahoe County. Applicant, ConocoPhillips Company. Approves the request to amend Order No. 535-246 in order to establish that the spacing units and well location rules established in the Order are applicable to the drilling and production of horizontal wells, and vertical and directional wells to the Niobrara Formation remain subject to Commission Rule 318.a. or such other orders as may be entered by the Commission.

Order No. 535-277, Docket No. 1301-SP-15, Unnamed Field, Weld County. Applicant, Noble Energy, LLC. Approves the request for an order to establish a 1280-acre exploratory drilling and spacing unit for Sections 22 and 23, Township 8 North, Range 60 West, 6th P.M., and to approve one horizontal well within the unit, for the production of oil, gas and associated hydrocarbons from the Codell-Niobrara Formation.

Order No. 407-763, Docket No. 1302-SP-26, Wattenberg Field, Weld County. Applicant, Bayswater Exploration & Production, LLC. Approves the request for an order to establish an approximate 160-acre drilling and spacing unit for Section 25, Township 7 North, Range 67 West, 6th P.M., and approve up to five directional wells within the unit, for the production of oil, gas and associated hydrocarbons from the Codell and Niobrara Formations.

Order No. 407-760 & 535-283, Docket No. 1302-SP-29, Unnamed Field, Morgan County. Applicant, Condor Energy Technology, LLC. Approves the request for an order to among other things, establish an approximate 1280-acre exploratory drilling and spacing unit for Sections 13 and 24, Township 7 North, Range 60 West, 6th P.M., and approve up to eight horizontal wells

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within the unit, for the production of oil, gas and associated hydrocarbons from the Niobrara Formation.

Order No. 535-271, Docket No. 1302-SP-32, Unnamed Field, Weld County. Applicant, Noble Energy, LLC. Approves the request for an order to among other things, establish an approximate 1280-acre exploratory drilling and spacing unit for Sections 23 and 24, Township 9 North, Range 61 West, 6th P.M., and approve one horizontal well within the unit, for the production of oil, gas and associated hydrocarbons from the Codell-Niobrara Formation.

Order No. 535-284, Docket No. 1302-SP-34, Unnamed Field, Weld County. Applicant, Carrizo Oil and Gas, Inc. Approves the request for an order to vacate one approximate 960-acre drilling and spacing unit established by Order No. 535-179 for Sections 5 and 8, Township 10 North, Range 57 West, 6th P.M. and establish an approximate 640-acre drilling and spacing unit for Section 5, Township 10 North, Range 57 West, 6th P.M., and approve one horizontal well within the unit, for the production of oil, gas and associated hydrocarbons from the Niobrara Formation.

Order No. 407-767, Docket No. 1303-SP-37, Wattenberg Field, Weld County. Applicant, Bonanza Creek Energy Operating Company LLC. Approves the request for an order to vacate an approximate 640-acre drilling and spacing unit established by Order No. 407-380, vacate Order No. 407-633 and vacate Order No. 407-711 as to Section 15, Township 5 North, Range 62 West, 6th P.M., for the production of oil, gas and associated hydrocarbons from the Niobrara Formation.

Order No. 407-768, Docket No. 1303-SP-38, Wattenberg Field, Weld County. Applicant, Bonanza Creek Energy Operating Company LLC. Approves the request for an order to vacate an approximate 640-acre drilling and spacing unit established by Order Nos. 407-380 and 407-633 for the below-described lands and establish an approximate 640-acre drilling and spacing unit consisting of Section 17, Township 5 North, Range 61 West, 6th P.M., and approve up to ten horizontal wells within the unit, for the production of oil, gas and associated hydrocarbons from the Niobrara Formation.

Order No. 407-769 & 535-303, Docket No. 1303-SP-51, Wattenberg Field, Weld County. Applicant, Bill Barrett Corporation. Approves the request for an order to vacate the approximate 640-acre drilling and spacing unit established by Order No. 535-4 for Section 25, Township 6 North, Range 62 West, 6th P.M. and establish an approximate 320-acre drilling and spacing unit consisting of the W½ of Section 25 mentioned above, and approve one horizontal well within the unit, for the production of oil, gas and associated hydrocarbons from the Niobrara Formation.

Order No. 510-63, Docket No. 1303-SP-53, Grand Valley Field, Garfield County. Applicant, WPX Energy Rocky Mountain, LLC. Approves the request for an order to establish an approximate 160-acre drilling and spacing unit consisting of the SW¼, of Section 27, Township 7 South, Range 96 West, 6th P.M., for the production of oil, gas and associated hydrocarbons from the Wasatch Formation.

Order No. 545-1, Docket No. 1302-SP-24, Unnamed Field, La Plata County. Applicant, Swift Energy Operating, LLC. Approves the request for an order to establish an approximate 643.40-acre exploratory drilling and spacing unit for certain lands in Sections 31 and 32, Township 34

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North, Range 12 West, Meridian, and approve one horizontal well within the unit, for the production of oil, gas and associated hydrocarbons from the Niobrara Formation.

Order No. 545-2, Docket No. 1302-SP-25, Unnamed Field, La Plata County. Applicant, Swift Energy Operating, LLC. Approves the request for an order to establish an approximate 587.80-acre exploratory drilling and spacing unit for certain lands in Sections 28 and 29, Township 34 North, Range 11 West, Meridian, and approve one horizontal well within the unit, for the production of oil, gas and associated hydrocarbons from the Niobrara Formation.

Order No. 535-299, Docket No. 1303-SP-47, Unnamed Field, Weld County. Applicant, Condor Energy Technology, LLC. Approves the request for an order to establish an approximate 640-acre unit consisting of Section 30, Township 7 North, Range 59 West, 6th P.M., and approve up to four horizontal wells within the unit, for the production of oil, gas and associated hydrocarbons from the Niobrara Formation.

Order No. 535-308, Docket No. 1303-UP-63, Unnamed Field, Weld County. Applicant, Condor Energy Technology, LLC. Approves the request for an order to pool all interests in an approximate 640-acre unit established for Section 30, township 7 North, range 59 West, 6th P.M., for the development and operation of the Niobrara Formation.

Order No. 407-758, Docket No. 1301-UP-21, Wattenberg Field, Weld County. Applicant, Noble Energy, Inc. Approves the request for an order to pool all interests in an approximate 160-acre designated wellbore spacing unit established for certain lands in Section 30, Township 7 North, Range 63 West, 6th P.M., for the development and operation of the Niobrara Formation.

Order No. 407-759, Docket No. 1302-AW-08, Wattenberg Field, Weld County. Applicant, Carrizo Oil and Gas, Inc. Approves the request for an order to approve up to six horizontal wells within each of four approximate 640-acre exploratory drilling and spacing units established for lands in Section 3, Township 7 North, Range 62 West, 6th P.M., for the production of oil, gas and associated hydrocarbons from the Niobrara Formation

Order No. 535-280, Docket No. 1302-AW-10, Unnamed Field, Weld County. Applicant, Carrizo Oil and Gas, Inc. Approves the request for an order to approve up to six horizontal wells within each of four approximate 640-acre exploratory drilling and spacing units established for certain lands in Townships 9, 10 and 11 North, Ranges 57, 59 and 62 West, 6th P.M., for the production of oil, gas and associated hydrocarbons from the Niobrara Formation.

Order No. 407-761, Docket No. 1302-UP-28, Wattenberg Field, Weld County. Applicant, Noble Energy, Inc. Approves the request for an order to pool all interests in an approximate 320-acre designated wellbore spacing unit for certain lands in Section 16, Township 2 North, Range 67 West, 6th P.M., for the development and operation of the Niobrara Formation.

Order No. 407-762, Docket No. 1302-UP-29, Wattenberg Field, Weld County. Applicant, Noble Energy, Inc. Approves the request for an order to pool all interests in an approximate 160-acre designated wellbore spacing unit for certain lands in Sections 22 and 23, Township 5 North, Range 65 West, 6th P.M., for the development and operation of the Codell and Niobrara Formation.

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Order No. 535-282, Docket No. 1302-UP-30, Unnamed Field, Weld County. Applicant, Noble Energy, Inc. Approves the request for an order to pool all interests in an approximate 640-acre drilling and spacing unit established for Section 25, Township 9 North, Range 59 West, 6th P.M., for the development and operation of the Niobrara Formation.

Order No. 407-764, Docket No. 1302-UP-31, Wattenberg Field, Weld County. Applicant, Noble Energy, Inc. Approves the request for an order for an order to pool all interests in three approximate 320-acre designated wellbore spacing units established for certain lands in Section 4, Township 4 North, Range 65 West, 6th P.M., for the development and operation of the Niobrara Formation.

Order No. 407-777, Docket No. 1302-UP-34, Unnamed Field, Weld County. Applicant, Bayswater Exploration & Production, LLC. Approves the request for an order to pool all interests in an approximate 160-acre drilling and spacing unit for Section 25, Township 7 North, Range 67 West, 6th P.M., for the development and operation of the Codell and Niobrara Formations.

Order No. 407-778 & 535-286, Docket No. 1302-UP-40, Wattenberg Field, Weld County. Applicant, Carrizo Oil and Gas, Inc. Approves the request for an order to pool all interests within an approximate 640-acre drilling and spacing unit for Section 3, Township 7 North, Range 62 West, 6th P.M., for the development and operation of the Niobrara Formation.

Order No. 535-287, Docket No. 1302-UP-41, Wattenberg Field, Weld County. Applicant, Carrizo Oil and Gas, Inc. Approves the request for an order to pool all interests within five approximate 640-acre drilling and spacing units established for Section 20, Township 8 North, Range 61 West, 6th P.M., Section 15, Township 9 North, Range 59 West, 6th P.M., Sections 25 and 35, Township 9 North, Range 60 West, 6th P.M., for the development and operation of the Niobrara Formation.

Order No. 535-288, Docket No. 1302-UP-44, Unnamed Field, Weld County. Applicant, Noble Energy, Inc. Approves the request for an order to pool all interests within five approximate 200 to 400-acre designated wellbore spacing units established for certain lands in Section 17, Township 8 North, Range 59 West, 6th P.M., for the development and operation of the Niobrara Formation.

Order No. 535-289, Docket No. 1302-UP-47, Unnamed Field, Weld County. Applicant, Carrizo Oil and Gas, Inc. Approves the request for an order to pool all interests within four approximate 640-acre drilling and spacing units established for Sections 5, 6, 19 and 25, Township 9, 10 and 11 North, Ranges 57, 59 and 62 West, 6th P.M., for the development and operation of the Niobrara Formation.

Order No. 535-290, Docket No. 1303-AW-11, Unnamed Field, Weld County. Applicant, Carrizo Oil and Gas, Inc. Approves the request for an order to approve up to a total of six horizontal wells within an approximate 640-acre drilling and spacing unit consisting of Section 20, Township 9 North, Range 58 West, 6th P.M., for the production of oil, gas and associated hydrocarbons from the Niobrara Formation.

Order No. 535-291, Docket No. 1303-AW-12, Field, Unnamed Weld County. Applicant, Carrizo Oil and Gas, Inc. Approves the request for an order to approve up to a total of six horizontal

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wells within an approximate 640-acre drilling and spacing unit consisting of Section 3, Township 7 North, Range 60 West, 6th P.M., for the production of oil, gas and associated hydrocarbons from the Niobrara Formation.

Order No. 535-292, Docket No. 1303-AW-13, Wattenberg Field, Weld County. Applicant, Carrizo Oil and Gas, Inc. Approves the request for an order to approve up to a total of six horizontal wells within an approximate 640-acre drilling and spacing unit consisting of Section 36, Township 9 North, Range 59 West, 6th P.M., for the production of oil, gas and associated hydrocarbons from the Niobrara Formation.

Order No. 535-293, Docket No. 1303-AW-14, Unnamed Field, Weld County. Applicant, Carrizo Oil and Gas, Inc. Approves the request for an order to approve up to a total of six horizontal wells within each of two approximate 640-acre drilling and spacing units consisting of Sections 33 and 34, Township 9 North, Range 58 West, 6th P.M., for the production of oil, gas and associated hydrocarbons from the Niobrara Formation.

Order No. 535-294, Docket No. 1303-AW-15, Unnamed Field, Weld County. Applicant, Carrizo Oil and Gas, Inc. Approves the request for an order to approve up to a total of six horizontal wells within each of three approximate 640-acre drilling and spacing units consisting of Sections 25, 26 and 35, Township 8 North, Range 60 West, 6th P.M., for the production of oil, gas and associated hydrocarbons from the Niobrara Formation.

Order No. 535-295, Docket No. 1303-AW-16, Unnamed Field, Weld County. Applicant, Carrizo Oil and Gas, Inc. Approves the request for an order to approve up to a total of six horizontal wells within each of two approximate 640-acre drilling and spacing units consisting of Sections 2 and 11, Township 8 North, Range 61 West, 6th P.M., for the production of oil, gas and associated hydrocarbons from the Niobrara Formation.

Order No. 407-766 & 535-297, Docket No. 1303-AW-18, Wattenberg Field, Weld County. Applicant, Bill Barrett Corporation. Approves the request for an order to approve up to eight horizontal wells within an approximate 640-acre drilling and spacing unit consisting of Section 23, Township 6 North, Range 62 West, 6th P.M., for the production of oil, gas and associated hydrocarbons from the Niobrara Formation.

Order No. 535-304, Docket No. 1303-UP-48, Wattenberg Field, Weld County, Applicant, Noble Energy, Inc. Approves the request for an order to pool all interests in an approximate 640-acre drilling and spacing unit consisting of Section 17, Township 8 North, Range 61 West, 6th P.M., for the development and operation of the Niobrara Formation.

Order No. 407-770, Docket No. 1303-UP-49, Wattenberg Field, Weld County. Applicant, Noble Energy, Inc. Approves the request for an order to pool all interests in an approximate 320-acre designated wellbore spacing unit established consisting of certain lands in Section 25, Township 4 North, Range 65 West, 6th P.M., for the development and operation of the Niobrara Formation.

Order No. 535-305, Docket No. 1303-UP-50, Unnamed Field, Weld County. Applicant, Noble Energy, Inc. Approves the request for an order to pool all interests in an approximate 640-acre drilling and spacing unit consisting of Section 18, Township 8 North, Range 60 West, 6th P.M., for the development and operation of the Codell-Niobrara Formation.

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Order No. 535-306, Docket No. 1303-UP-51, Unnamed Field, Weld County. Applicant, Noble Energy, Inc. Approves the request for an order to pool all interests in an approximate 640-acre drilling and spacing unit consisting of Section 26, Township 9 North, Range 60 West, 6th P.M., for the development and operation of the Codell-Niobrara Formation.

Order No. 407-771, Docket No. 1303-UP-52, Wattenberg Field, Weld County. Applicant, Noble Energy, Inc. Approves the request for an order to pool all interests in three approximate 160-acre designated wellbore spacing units consisting of certain lands in Sections 5 and 6, Township 4 North, Range 65 West, 6th P.M., for the development and operation of the Codell-Niobrara Formation.

Order No. 407-772, Docket No. 1303-UP-59, Wattenberg Field, Weld County. Applicant, PDC Energy, Inc. Approves the request for an order to pool all interests in an approximate 160-acre designated wellbore spacing unit consisting of certain lands in Section 2, Township 6 North, Range 66 West, 6th P.M., for the development and operation of the Codell-Niobrara Formation.

Order No. 407-773, Docket No. 1303-UP-60, Wattenberg Field, Weld County. Applicant, PDC Energy, Inc. Approves the request for an order to pool all interests in an approximate 160-acre designated wellbore spacing unit consisting of certain lands in Sections 7 and 12, Township 5 North, Range 7 West, 6th P.M., for the development and operation of the Codell-Niobrara Formation.

Order No. 535-307, Docket No. 1303-UP-61, Unnamed Field, Weld County. Applicant, Noble Energy, Inc. Approves the request for an order to pool all interests in an approximate 640-acre drilling and spacing unit consisting of Section 19, Township 9 North, Range 58 West, 6th P.M., for the development and operation of the Niobrara Formation.

Order No. 407-774, Docket No. 1303-UP-62, Wattenberg Field, Weld County. Applicant, PDC Energy, Inc. Approves the request for an order to pool all interests in an approximate 160-acre designated wellbore spacing unit 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 Formation.

Order No. 546-1, Docket No. 1303-UP-72, Spotted Dog Field, Washington County. Applicant, Edward Mike Davis, L.L.C., Peterson Energy Operating, Inc., and JSB Irrevocable Income Trust. Approves the request for an order to establish an approximate 370-acre enhanced recovery unit and approve enhanced recovery operations for certain lands in Sections 1, 2, 11, and 12, Township 3 South, Range 50 West, 6th P.M., within the Spotted Dog Field in Washington County, Colorado.

Order No. 407-776, Docket No. 1303-UP-73, Wattenberg, Weld County. Applicant, Bonanza Creek Energy Operating Company LLC. Approves the request for an order to confirm an approximate 320-acre designated wellbore spacing unit consisting of the E½ of Section 34, Township 5 North, Range 63 West, 6th P. M., and approve one horizontal well within the unit, for the production of oil, gas and associated hydrocarbons from the Niobrara Formation and pool all nonconsenting interests in the above lands, for the development and operation of the Niobrara Formation.

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Order No. 407-775, Docket No. 1303-UP-64, Unnamed Field, Weld County. Applicant, Kerr-McGee Oil & Gas Onshore LP. Approves the request for an order to pool all interests in eight approximate 160 to 320-acre designated wellbore spacing units consisting of certain lands in Sections 14 and 15, Township 2 North, Range 66 West, 6th P.M., for the development and operation of the Codell and/or Niobrara Formations.

Order No. 535-4, Docket No. 1102-SP-07, Wattenberg Field, Weld County. Staff, Roger Allbrandt, Hearing Officer. Approves the request to correct Order No. 535-4 by correcting references to Rule 318.a. to Rule 318A, and correcting the boundary setbacks from 600 feet to 460 feet, consistent with Rule 318A.

Order No. 540-12, Docket No. 1303-SP-40, Unnamed Field, Moffat County. Applicant, Axia Energy, LLC. Approves the request for an order to establish an approximate 2613.44-acre unit consisting of certain lands in Sections 3, 4, 9 and 10, Township 8 North, Range 90 West, 6th P.M., for the production of oil, gas and associated hydrocarbons from Mancos and Niobrara Formations.

Order No. 540-13, Docket No. 1303-SP-41, Unnamed Field, Moffat County. Applicant, Axia Energy, LLC. Approves the request for an order to establish an approximate 2280-acre unit consisting of certain lands in Sections 27, 28, 33 & 34, Township 8 North, Range 91 West, 6th P.M., for the production of oil, gas and associated hydrocarbons from Mancos and Niobrara Formations.

Order No. 540-14, Docket No. 1303-SP-42, Unnamed Field, Moffat County. Applicant, Axia Energy, LLC. Approves the request for an order to establish an approximate 2533.55-acre unit consisting of certain lands in Sections 17, 18, 19 and 20, Township 8 North, Range 93 West, 6th P.M., for the production of oil, gas and associated hydrocarbons from Mancos and Niobrara Formations.

Order No. 540-15, Docket No. 1303-SP-43, Unnamed Field, Moffat County. Applicant, Axia Energy, LLC. Approves the request for an order to establish an approximate 2463.28-acre unit consisting certain lands in Sections 23 through 26, 31, and 36, Township 8 North, Ranges 91 and 92 West, 6th P.M., for the production of oil, gas and associated hydrocarbons from Mancos and Niobrara Formations.

Order No. 540-16, Docket No. 1303-SP-44, Unnamed Field, Moffat County. Applicant, Axia Energy, LLC. Approves the request for an order to establish an approximate 2608.8-acre exploratory drilling and spacing unit consisting of certain lands in Sections 2, 3, 10, 11, 14 and 15, Township 7 North, Range 91 West, 6th P.M., for the production of oil, gas and associated hydrocarbons from Mancos and Niobrara Formations.

Order No. 535-17, Docket No. 1303-SP-45, Unnamed Field, Moffat County. Applicant, Axia Energy, LLC. Approves the request for an order to establish an approximate 2572.41-acre unit consisting of certain lands in Sections 15, 16, 21 & 22, Township 8 North, Range 90 West, 6th P.M., for the production of oil, gas and associated hydrocarbons from Mancos and Niobrara Formations.

Order No. 535-300, Docket No. 1303-SP-48, Unnamed Field, Weld County. Applicant, Noble Energy. Approves the request for an order to: 1) vacate an approximate 640-acre drilling and

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spacing unit established by Order No. 535-3 for the below-described lands; and 2) establish an approximate 640-acre drilling and spacing unit consisting of Section 15, Township 9 North, Range 58 West, 6th P.M., and approve the request for an unlimited number of wells within the boundaries of the unit, subject to engineering testimony establishing the appropriate number of wells to efficiently and economically drain the reservoir, for the production of oil, gas and associated hydrocarbons from the Codell-Niobrara Formation.

Order No. 535-302, Docket No. 1303-SP-50, Unnamed Field, Weld County. Applicant, Noble Energy. Approves the request for an order to: 1) vacate the approximate 640-acre drilling and spacing unit established by Order No. 535-3 for Sections 3, 4, 9 and 10, Township 9 North, Range 58 West, 6th P.M.; 2) vacate pooling Order No. 535-110 for Section 10, Township 9 North, Range 58 West, 6th P.M.; 3) vacate the approximate 640-acre drilling and spacing unit established by Order No. 535-125 for Section 16, Township 9 North, Range 58 West, 6th P.M.; and 4) establish an approximate 3,200-acre unit consisting of Sections 3, 4, 9, 10 and 16, Township 9 North, Range 58 West, 6th P.M., and approve the request for an unlimited number of wells within the boundaries of the unit, subject to engineering testimony establishing the appropriate number of wells to efficiently and economically drain the reservoir, for the production of oil, gas and associated hydrocarbons from the Codell-Niobrara Formation.

Order No. 540-18, Docket No. 1303-UP-53, Unnamed Field, Moffat County. Applicant, Axia Energy, LLC. Approves the request for an order to pool all interests in an approximate 2613.44-acre unit established certain lands in Sections 3, 4, 9 and 10, Township 8 North, Range 90 West, 6th P.M., for the development and operation of the Mancos and Niobrara Formations.

Order No. 540-19, Docket No. 1303-UP-54, Unnamed Field, Moffat County. Applicant, Axia Energy, LLC. Approves the request for an order to pool all interests in an approximate 2280-acre unit established for certain lands in Sections 27, 28, 33 and 34, Township 8 North, Range 91 West, 6th P.M., for the development and operation of the Mancos and Niobrara Formations.

Order No. 540-20, Docket No. 1303-UP-55, Unnamed Field, Moffat County. Applicant, Axia Energy, LLC. Approves the request for an order to pool all interests in an approximate 2533.55-acre unit established for certain lands in Sections 17 through 20, Township 8 North, Range 93 West, 6th P.M., for the development and operation of the Mancos and Niobrara Formations.

Order No. 540-21, Docket No. 1303-UP-56, Unnamed Field, Moffat County. Applicant, Axia Energy, LLC. Approves the request for an order to pool all interests in an approximate 2463.28-acre unit established for certain lands in Sections 23 through 26 and 36, Township 8 North, range 92 West, 6th P.M., for the development and operation of the Mancos and Niobrara Formations.

Order No. 540-22, Docket No. 1303-UP-57, Unnamed Field, Moffat County. Applicant, Axia Energy, LLC. Approves the request for an order to pool all interests in an approximate 2463.28-acre unit established for certain lands in Sections 2, 3, 10, 11, 14 and 15, Township 7 North, range 91 West, 6th P.M., for the development and operation of the Mancos and Niobrara Formations.

Order No. 540-23, Docket No. 1303-UP-58, Unnamed Field, Moffat County. Applicant, Axia Energy, LLC. Approves the request for an order to pool all interests in an approximate 2572.41-

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acre unit established for certain lands in Sections 15, 16, 21, and 22, Township 8 North, range 90 West, 6th P.M., for the development and operation of the Mancos and Niobrara Formations.

Order No. 407-765, Docket No. 1302-UP-45, Wattenberg Field, Weld County. Applicant, Noble Energy, Inc. Approves the request for an order to pool all interests in an approximate 640-acre designated wellbore spacing unit established for certain lands in Sections 9, 10, 15 and 16, Township 6 North, Range 63 West, 6th P.M., for the development and operation of the Niobrara Formation.

Order No. 535-298, Docket No. 1303-SP-46, Unnamed Field, Weld County. Applicant, Whiting Oil and Gas Corporation. Approves the request for an order to establish an approximate 960-acre drilling and spacing unit consisting of certain lands in Sections 9 and 16, Township 10 North, Range 57 West, 6th P.M., and approve up to four horizontal wells within the unit, for the production of oil, gas and associated hydrocarbons from the Niobrara Formation.

Order No. 535-296, Docket No. 1303-AW-17, Unnamed Field, Weld County. Applicant, Whiting Oil and Gas Corporation. Approves the request for an order to approve up to a total of eight horizontal wells within each of 21 approximate 640 to 960-acre drilling and spacing units consisting of certain lands in Township 10, Range 58 West, 6th P.M., for the production of oil, gas and associated hydrocarbons from the Niobrara Formation.

Order No. 535-301, Docket No. 1303-SP-49, Unnamed Field, Weld County. Applicant, Condor Energy Technology, LLC. Approves the request for an order to establish an approximate 1280-acre unit consisting of certain lands in Sections 8 and 17, township 6 North, Range 60 West, 6th P.M., and approve the appropriate number of wells necessary to efficiently and economically drain the reservoir, for the production of oil, gas and associated hydrocarbons from the Niobrara Formation.

Order No. 535-309, Docket No. 1303-UP-67, Unnamed Field, Weld County. Applicant, Condor Energy Technology, LLC. Approves the request for an order to pool all interests in an approximate 1280-acre unit established for Sections 8 and 17, Township 6 North, Range 60 West, 6th P.M., for the development and operation of the Niobrara Formation.

Order No. 1V-406, Docket No. 1108-OV-22, **Coral**. Staff, Peter Gowen, serving as Hearing Officer. Approves the request for approval of an Administrative Order by Consent (AOC) imposing a \$15,000 fine, \$30,000 in costs reimbursement, and establishing a compliance schedule for full remediation of the site.

Order No. 1V-407, Docket No. 1303-OV-07, **Statewide**. Staff, Peter Gowen, serving as Hearing Officer. Approves the request for an Order Finding Violation against **Top Operating Company** (Operator No. 39560).

Order No. 1-184, Docket No. 1102-GA-02, Larimer County. Staff, Robert J. Frick, Hearings Manager. Denies the request for an Order to establish a DOAA for the Application Lands.

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FOR THE COLORADO OIL AND GAS
CONSERVATION COMMISSION



Robert J. Frick, Secretary

Approved:



Tom Compton, Chair