

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

IN THE MATTER OF THE APPLICATION OF
MINERAL RESOURCES, INC. FOR AN ORDER
POOLING INTERESTS IN THE CRETACEOUS
AGE FORMATIONS FROM THE BASE OF THE
DAKOTA TO THE SURFACE LOCATED IN A
PORTION OF THE WATTENBERG FIELD AND
FOR THE MODIFICATION OF THE SIZE OF
CERTAIN DRILLING AND SPACING UNITS FOR
THE PRODUCTION OF OIL AND GAS FROM
CERTAIN OF THE CRETACEOUS FORMATIONS
IN WELD COUNTY, COLORADO

CAUSE NO. 318A,

DOCKET NO. _____

CAUSE NO. 407

31

ORIGINAL

1207-4P-185



COMES NOW, Mineral Resources, Inc., a Colorado corporation ("Applicant") by and through its attorney, Thomas J. Kimmell, P.C. and for its application for an order for the involuntary pooling of certain interests in production from the Cretaceous formations in the lands described below pursuant to CRS § 34-60-116 and for an order modifying the size of existing drilling and spacing units implemented pursuant to Cause No. 407 states and alleges as follows:

1. Applicant is duly authorized to conduct business in the State of Colorado and owns an interest in and operates oil and gas leases and mineral interests covering portions of certain lands located in Weld County, Colorado described as follows:

T5N, R66W, 6th P.M., Weld County, Colorado
Section 2: SW/4

2. The above-described lands are included within the area governed by the Greater Wattenberg Area Special Well Location Rule, Rule 318A(I) of the Commission rules and the Wattenberg spaced area for the production of oil and gas from the Codell and Niobrara formations (See Order No. 407-1 for the Codell formation and Order No. 407-6 for the Niobrara formation). The Sussex, J-Sand and Dakota formations are unspaced as to the lands described above.
3. Pursuant to Rule 318A(I), effective March 1, 2006, operators are authorized to utilize the designated drilling locations to produce all of the Cretaceous Age formations from the base of the Dakota to the surface, to include but not be limited to the Sussex, Codell, Niobrara, J-Sand and Dakota formations, to include "infill" and "boundary" wells as defined by Rule 318A(I). Pursuant to Rule 318(I)(a)(4)(C), since the proposed well will be located within the 800 foot window and will be located within 460 feet of the four quarter quarter sections in Section: SW/4, a 160-acre spacing unit of Section 2: SW/4 should be established.
4. Pursuant to orders in Cause No. 407, the Codell and Niobrara formations are to be developed on the basis of 80-acre drilling and spacing units. The other Cretaceous formations are unspaced in this area.
5. Applicant has received permits to drill the 1 well from the Drill Site.
6. Consistent with the findings in the rulemaking that resulted in the adoption of Rule 318A(I) and in order to protect the correlative rights of the owners of the landowners' and overriding royalty interests in and to production from Sussex, J-Sand, Dakota, Codell and Niobrara formations in and under the lands above described and to ensure that each such owner has the opportunity to recover his or her just and equitable share of the oil, gas and associated hydrocarbons produced and to be produced from the Sussex, J-Sand, Dakota, Codell and Niobrara formations, it is necessary to designate the one 160-acre drilling and spacing unit consisting of the SW/4 of Section 2 described above.
7. As set forth above, Applicant intends to drill 1 well to test the Sussex, Codell, Niobrara, J-Sand and/or Dakota formations in and under the SW/4 of Section 2

above described and Applicant is proposing one 1 well package for the Spacing Unit, due to the costs and risks of the overall project.

8. Due to the costs and risks associated with the proposed wells, the creation of one 160-acre drilling and spacing unit for the quarter section is necessary to ensure that each such owner has the opportunity to recover his, her or its just and equitable share of the oil, gas and other associated hydrocarbons produced and to be produced from the Sussex, Codell, Niobrara, J-Sand and/or Dakota formations in and under the SW/4 of Section 2 above described.
9. Applicant owns and operates oil and gas leases and controls mineral interests in the SW/4 of Section 2 above-described. A plat of the Spacing Unit is attached hereto as Exhibit A.
10. According to the title work completed by Applicant, the unleased interests in the SW/4 of Section 2 are owned by the persons identified on Exhibit B attached hereto.
11. More than 30 days prior to the date this matter will be heard, by letters sent to the persons described in Exhibit B whose interest is unleased, Applicant offered to lease the interests in the oil and gas owned by those parties in the Spacing Unit. The letters included a proposed lease. A representative sample of the letter is attached hereto as Exhibit C.
12. The offer to lease was made pursuant to C.R.S. § 34-60-116(7) c and Rule 530 of the rules of the Commission and the terms thereof comply with the requirements of the statute and rule.
13. In addition, in the letter containing the offer to lease described in paragraph 15, Applicant included the opportunity for each owner identified on Exhibit B to bear his, her or its proportionate share of the costs and risks of the drilling and operating the one well currently planned for each Spacing Unit. The letters included the following information as required by Rule 530 of the Commission's rules:

The location and objective depths of the one well to be drilled in the Spacing Unit,

The estimated drilling and completion costs of the one well to be drilled in the Spacing Unit,

The estimated spud dates for the wells to be drilled in the Spacing Unit or range of time within which the spudding is to occur and

An AFE prepared by the Applicant and containing the information described above.
14. More than 30 days prior to the date this matter will be heard, the parties listed on Exhibit B, who have not elected to bear his, her or its proportionate share of the costs and risks of drilling and operating the one well to be drilled in the Spacing Unit will have become non-consenting owners as defined by C.R.S. § 34-60-116(7) and Rule 530 of the rules of the Commission.
15. In order to prevent waste, protect correlative rights and in the best interests of conservation and to foster, encourage and promote the development, production and utilization of the oil and gas natural resources, all the unleased interests in the Spacing Unit in the J Sand, Dakota, Codell and Niobrara formations owned by the parties listed on Exhibit B should be pooled in accordance with the provisions of C.R.S. § 34-60-116.

WHEREFORE, Applicant respectfully requests that this matter be set for hearing, that notice thereof be given as required by law and that upon such hearing, this Commission enter its order:

- a. That the SW/4 of Section 2 above described be designated as a drilling and spacing unit for production of oil, gas and associated hydrocarbons from the Cretaceous formations from the base of the Dakota formation to the surface,

to include, but not be limited to, production from the Sussex, J-Sand, Dakota, Codell and Niobrara formations,

- b. That the unleased interests in the 160-acre drilling and spacing unit consisting of the SW/4 of Section 2 described above in the Cretaceous formations from the base of the Dakota formation to the surface, to include, but not be limited to, production from the Sussex, J-Sand, Dakota, Codell and Niobrara formations owned by the parties listed on Exhibit B who are "non-consenting owners" as defined by Rule 530 of the rules of the Commission be pooled and that such owners be treated as non-consenting owners under C.R.S. § 34-60-116,
- c. Authorizing the production of oil, gas and associated hydrocarbons from the Cretaceous formations from the base of the Dakota formation to the surface to include, but not be limited to, production from the Sussex, J-Sand, Dakota, Codell and Niobrara formations from locations that are permitted by Rule 318A, and
- d. For such other and further relief as this Commission deems just and proper.

Dated this 3rd Day of May, 2012.

Respectfully Submitted,

Mineral Resources, Inc.

By: Thomas J. Kimmell
 Thomas J. Kimmell, P.C.
 Its Attorney
 Zarlengo & Kimmell, PC
 1775 Sherman Street, Suite 1375
 Denver, CO 80203
 Phone: 303-832-6204
 Fax: 303-832-6401
 Email: Kimmell01@aol.com

STATE OF COLORADO)
) ss.
 COUNTY OF WELD)

Logan Richardson, of lawful age, being first duly sworn upon oath, deposes and says that he is employed by Applicant, that he has read the foregoing Application and that the matters therein contained are true to the best of his knowledge, information and belief.

Logan Richardson
 Logan Richardson

Subscribed and sworn to before me this 3rd Day of May, 2012
Witness my hand and official seal.

My commission expires: Nov. 17, 2014

Mary J Metzger
 Notary Public

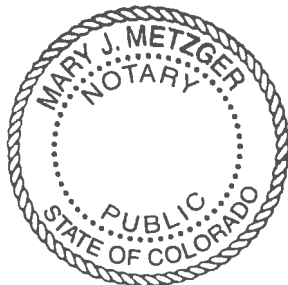


Exhibit "A"
Plat of Spacing Unit
Westmoor 5 2-6-2 Well



Township 5 North, Range 66 West, 6th P.M.
Section 2: SW/4
City of Greeley, County of Weld, State of Colorado

Exhibit "B"

List of Non-Consenting Owners

Full Name	Address 1	Address 2	City	State	Zip
4216 W 9 St LLC	P O BOX 54		LONGMONT	CO	80502
Alan R Karnitz	4431 W 6TH ST		GREELEY	CO	80634
Alice Gayle Warner	230 53RD AVE		GREELEY	CO	80634
Alice K Sims Living Trust	806 43 AVE CT		GREELEY	CO	80634
Amelia Richards	4129 W 4th Street Rd		GREELEY	CO	80634
Amy Dollarhide And Joe Dollarhide	4303 W 7 ST		GREELEY	CO	80634
Andrew A Rangel And Aretha D Rangel	4516 W 7 ST		GREELEY	CO	80634
Anthony J Buckley And Stacy A Buckley	141 Rosario LN		Vidalia	LA	71373
April Gardner Freier And Jacob W G Freier	4307 W 6 ST		GREELEY	CO	80634
Ardis L Daniels	5415 B ST		GREELEY	CO	80634
Ashley Dawn Unruh And Justin Ellis Keever	2603 Mountair Lane		GREELEY	CO	80634
Barbara E Tabor	915 41ST AVENUE		GREELEY	CO	80634-1414
Barbara Galvin	902 41 AVE		GREELEY	CO	80634
Barton G Conant	336 North 44th Ave Ct		GREELEY	CO	80634
Benjamin A Myers And Tina Marie Myers	734 41 AVE		GREELEY	CO	80634
Bernadene Ratliff	910 44 AV CT		GREELEY	CO	80634
Betty G Jones And Willard G Jones	435 W 46 AV #10		GREELEY	CO	80634
Betty Jean Buxman	436 47 AVE #15		GREELEY	CO	80634
Betty L Chapparo And Rafael Chapparo	821 44 AVE		GREELEY	CO	80634
Bradley Ben Ellins	502 46 AV		GREELEY	CO	80634
Brenda M Craft	4320 W 4 ST RD		GREELEY	CO	80634
Brent P Gile And Laurel J Gile	712 44 AV		GREELEY	CO	80634
Brian J Burgess	4414 W 7 ST		GREELEY	CO	80634
Bruce A Moore And Kathy B Moore	807 43RD AVE		GREELEY	CO	80634
Byron B Newth	3425 SANTA FE AVE		EVANS	CO	80620-0913
Carol L Luark	726 46 AV PL		GREELEY	CO	80634
Center Park LLC	1239 49 AV CT		GREELEY	CO	80634
Chanek Hilbrands	4112 W 8 ST		GREELEY	CO	80634
Charlotte L Bauer	C/O STEVE BAUER	16619 GALT CT	WOODBIDGE	VA	22191-4609
Christopher M Barnes And Kelly R Barnes	607 46 AVE WAY		GREELEY	CO	80634
Christopher N Frazier And Susan R Frazier	907 41ST AVE		GREELEY	CO	80634
Cindi L Etcheverry	P O BOX 275		DE BEQUE	CO	81630-0275
Clayton D Edmonds And Juanita S Edmonds	4312 W 6 ST		GREELEY	CO	80634
Connie J Morris And Richard D Morris	4427 W 5 ST		GREELEY	CO	80634
Connie Sue Long	701 43 AVE		GREELEY	CO	80634
Coyt Armstrong And Kory Armstrong	4430 W 7 ST		GREELEY	CO	80634
Dale A Pratt And Barbara Renee Pratt	813 44TH AVE		GREELEY	CO	80634
Dana K Barnett And Cynthia A Barnett	4108 4 ST RD		GREELEY	CO	80634
Daniel D Woods And Diane R Woods	724 BUCHANAN LANE		LONGMONT	CO	80501
Dansel Lee Berry And Martha Anne Comfort	4344 W 4TH ST RD		GREELEY	CO	80634
David A Tefft	737 41 AVE		GREELEY	CO	80634
David B Walling And Michelle J Walling	4103 W 9 ST		GREELEY	CO	80634

David D Jankow And Nancy L Jankow	435 46 AVE		GREELEY	CO	80634
David E Gibson And Gibson Leola	4620 W 4 ST #33		GREELEY	CO	80634
David Silva And Shirley A Silva	518 43RD AVE		GREELEY	CO	80634
David W Felix And Shavonne H Felix	516 42 AVE		GREELEY	CO	80634
Deborah C Bierma And Robert O Bierma	4408 W 6TH ST		GREELEY	CO	80634
Debra L Condreay	4337 W 6 ST		GREELEY	CO	80634
Dennis Groepper	632 46 AV CT		GREELEY	CO	80634
Deutsche Bank National Trust	4837 WATT AVENUE		NORTH HIGHLANDS	CA	95560
Dierks Inc	3 S ELKJER CIR		SIOUX FALLS	SD	57103
Donald A Morgan And Bridgette L Morgan	704 44 AVE		GREELEY	CO	80634
Donald G Salazar And Joyce Valenzuela	4515 W 6 ST		GREELEY	CO	80634
Donald Jean Oleary And Jo Ann Oleary	4219 W 8TH ST		GREELEY	CO	80634
Doran R Azari And Kathy M Azari	4324 W 9 ST		GREELEY	CO	80634
Douglas Anthony Ramirez	4204 W 9 ST		GREELEY	CO	80634
Douglas P Jaynes And Brenda Jaynes	3410 W 13th St Apt 226		GREELEY	CO	80634
Douglas R Springfield And Shene A Springfield	4316 W 9 ST		GREELEY	CO	80634
Duane G Steinbrecher And Marie Angela Steinbrecher	618 42ND AVE		GREELEY	CO	80634
Duane R Lucas And De Chantal R Lucas	4301 W 9TH STREET RD		GREELEY	CO	80634
Duane R Lucas And Dechantal R Lucas	4301 9 ST RD		GREELEY	CO	80634
Duane Roth	4527 W 5 ST		GREELEY	CO	80634
Edward P Dolan And Sandra S Dolan	736 41ST AVENUE COURT		GREELEY	CO	80634
Elizabeth A Meldahl	739 43 AVE		GREELEY	CO	80634
Elizabeth L Hutson	511 46 AVE		GREELEY	CO	80634
Elizabeth L Hutson	511 46TH AVE		GREELEY	CO	80634
Eric D Gray	PO Box 271834		FORT COLLINS	CO	80525-7448
Eric J Andersen And Amy J Andersen	812 41 AVE		GREELEY	CO	80634
Eric S Hatch And Laura A Hatch	739 41 AVCT		GREELEY	CO	80634-1415
Erin Elizabeth Barr And Brenton Heath Barr	4213 W 8TH STREET		GREELEY	CO	80634
Fannie Mae			Eaton	CO	80615
Frank J Brooks And Garnetta A Brooks	808 44TH AV		GREELEY	CO	80634
Frederick L Bantin And Jo Ann R Bantin	3760 W 95 PL		WESTMINSTER	CO	80031
Gary D Duncan And Judy A Duncan	410 46 AV		GREELEY	CO	80634
Gary R Thomas And Beverly E Thomas	914 41ST AVE		GREELEY	CO	80634
George E Slack	625 46 AV WY		GREELEY	CO	80634
Glenn R Garland And Sheri Lee Garland	602 43 AVE		GREELEY	CO	80634
Gloria Rodriguez	4324 W 6 ST		GREELEY	CO	80634
Greeley Associates LLC	2775 IRIS AVE		BOULDER	CO	80304
Greg Daniels	629 46TH AVCT		GREELEY	CO	80634
Hector Brignoni And Pineiro Rosalinda	P O BOX 336610		GREELEY	CO	80633
Helene R Melgaard	5324 County 71 NW		HACKENSACK	MN	56452-2367
HSBC Bank USA	3476 STATEVIEW BLVD	MAC#X7801-013	FORT MILLS	SC	29715-7200
Inacio M Ramos And Emma R Ramos And Lorianne C Ramos	4905 W 23 STRD		GREELEY	CO	80634-3661
Isaac Ortiz	812 44 AV		GREELEY	CO	80634
Jack D Heidrick And Lynn M Szelowski	436 47 AVE #17		GREELEY	CO	80634

Jack Dwayne Heidrick And Lynn Morgan Szelowski	4620 W 4 ST #32		GREELEY	CO	80634
Jack J Blevins And Diana Liz Blevins	904 44 AVE CT		GREELEY	CO	80634
Jack W DeLeeuw And Caroline DeLeeuw	436 47 AVE #18		GREELEY	CO	80634
Jacqueline R Sanburg And Nicholas S Sanburg	419 41 AVE		GREELEY	CO	80634
James Asmussen And Denise W Asmussen	502 41 AVE		GREELEY	CO	80634
James E Brady And Deborah K Brady	817 44TH AVE		GREELEY	CO	80634
James J Neigherbauer And Linda A Neigherbauer	4416 W 5TH ST		GREELEY	CO	80634
James M Patterson And Joyce A Patterson	414 42ND AVE		GREELEY	CO	80634
James Syrost Adamson And Sheila Anne Adamson	4415 W6TH ST		GREELEY	CO	80634
Jan L Falmoe	720 44 AVE		GREELEY	CO	80634
Jean C Lewis And Wilmer B Lewis	1925 12TH AVE		GREELEY	CO	80631
Jeanne M Pimple	4609 W 5 ST		GREELEY	CO	80634
Jeffery L Klein And Lindsey Klein	426 46 AVENUE		GREELEY	CO	80634
Jennifer K Beck	4106 W 8 ST		GREELEY	CO	80634
Jeremy Dale Wagner And Amy Joe Wagner	7717 Armour Drive		GREELEY	CO	80634
Jerrod D McCoy And Tamara N McCoy	510 42 AV		GREELEY	CO	80634
Jerry J Betz And Stacy L Betz	719 44 AVE		GREELEY	CO	80634
Jerry R Powell And Joanne M Powell	747 43 AVE		GREELEY	CO	80634
Joan Cassella	4620 W 4 ST #35		GREELEY	CO	80634
Joe T Leal And Julia Leal	4402 W 9TH ST		GREELEY	CO	80634
John D Long And Diane L Long	4212 W 7TH ST RD		GREELEY	CO	80634
John F Swisher And Toni J Swisher	408 42 AVE		GREELEY	CO	80634
John M Hasch	521 46 AVE		GREELEY	CO	80634
John P Lepetit And Margaret J Lepetit	506 43RD AVE		GREELEY	CO	80634
John R Millen And Catherine Millen	404 43 AV		GREELEY	CO	80634
John S Whittenburg And Joycelynn R Whittenburg	4531 W 5TH ST		GREELEY	CO	80634
John Westley Hutson And Carol Diane Hutson	4101 W 4 ST RD		GREELEY	CO	80634-1438
John William Harris And Kari Lynn Harris	727 41st Ave Ct		GREELEY	CO	80634
Jordan Postlethwaite	4362 McWinney Boulevard		Loveland	CO	80538
Jose Huerta And Virginia Huerta	723 43RD AVE		GREELEY	CO	80634
Jose N Ortiz And Gloria De-Ortiz	731 41 AVE CT		GREELEY	CO	80634
Joshua Robert Handley	4520 W 7 ST		GREELEY	CO	80634
Juan Jerry Lopez	4512 W 7TH STREET		GREELEY	CO	80634
Juvenal H Cervantes And Alva Lamar Cervantes	4420 W 6TH STREET		GREELEY	CO	80634
Kathleen S Foy	615 46 AVE CT		GREELEY	CO	80634
Kelli Brown	P O BOX 297		GREELEY	CO	80632
Kenneth A Wiggers And Margaret Wiggers	3304 Santa Fe Ave		Evans	CO	80620
Kenneth E. Poncelow And Karen S. Poncelow			GREELEY	CO	80634
Kevin A Perham And Shelly D Perham	725 43 AVE CT		GREELEY	CO	80634
Kevin H Williams And Julia J Williams	402 46 AVE		GREELEY	CO	80634
Kimberly L Otte	4429 7 ST		GREELEY	CO	80634
Lance Shaw And Wendy Shaw	4535 W 5TH STREET		GREELEY	CO	80634
Larry R Lendrum And Linda Susan Lendrum	512 43RD AVE		GREELEY	CO	80634
Leticia Malone	804 41 AV		GREELEY	CO	80634

Linda C Morehead	4435 W 6 ST		GREELEY	CO	80634
Linda Ramos	652 46TH AV CT		GREELEY	CO	80634
Linda Ray Tallman	618 46 AV CT		GREELEY	CO	80634
Lisa M Myers And Emily K Decosta	4507 W 6 ST		GREELEY	CO	80634
Louis Cangilla	1239 49 AVE CT		GREELEY	CO	80634
Louis Paul Anich And Frances Lea Anich	PO BOX 336188		GREELEY	CO	80633
Luis A Rodriguez	4413 W 7 ST		GREELEY	CO	80634
Marie M Molina And Maria E Salazar	4301 W 9 ST		GREELEY	CO	8064
Marilyn S Morgan And Vernon C Morgan	808 41ST AVE		GREELEY	CO	80634
Mario Flores And Tanya Michelle Flores	31506 County Rd 51		GREELEY	CO	80631
Mark A Moore	508 41 AVE		GREELEY	CO	80634
Mark A Rademacher And Katie R Rademacher And Kathy L Rademacher	738 41 AV		GREELEY	CO	80634
Mark Allen Steward And Mary Jo Steward	4206 W 7 ST RD		GREELEY	CO	80634
Marty D Gilpin And Shannon L Gilpin	732 43 AVE CT		GREELEY	CO	80634
Marvin F Rollison And Susie L Rollison	811 43RD AV		GREELEY	CO	80634
Mary Lou Cogburn	4400 W4 ST RD		GREELEY	CO	80634
Mary Mina Loeffler	702 46 AV PL		GREELEY	CO	80634
Mary Poll	4503 6 ST		GREELEY	CO	80634
Matthew Grieser And Aubrey Grieser	4428 W 5 ST		GREELEY	CO	80634
Melayna R Clark-Rael And Carlos Rael	517 46 AVE WAY		GREELEY	CO	80634
Merna C Dailey	622 46 AVE CT		GREELEY	CO	80634
Michael D Southwell	611 46th Ave Ct		GREELEY	CO	80634
Michael J McArtor And Susan M McArtor	4506 W 5 ST		GREELEY	CO	80634
Michael R Smith And Renee J Smith	801 43RD AVENUE COURT		GREELEY	CO	80634
Michael S Brescia	5119 HIGH DESERT PL NE		ALBQ	NM	87111-9204
Michelle D Boyes	617-46 AVCT		GREELEY	CO	80634
Miguel Llerenas	4317 W 9 ST		GREELEY	CO	80634
Mindy S Martin	616 46 AVE CT		GREELEY	CO	80634
Nancy J Gray	435 46TH AVENUE #3		GREELEY	CO	80634
Nancy J Potter	606 42 AVE		GREELEY	CO	80634
Nancy L Seggebruch Trustee	NANCY L SEGGEBRUCH LIVING TRUST	7105 36th Ave Ct	Moline	IL	61265
Nathan M Scofield And Keri Scofield	722 46 AVE PL		GREELEY	CO	80634
Nicolas Leon And Norma Leon	717 44 AVE		GREELEY	CO	80634
Pam S Luster-Rice	505 42 AVE		GREELEY	CO	80634
Pamela A Stoll	619 46 AVE WAY		GREELEY	CO	80634
Pamela Jo Hubbard	704 46 AV PL		GREELEY	CO	80634
Parkview Construction Management Inc	1239 49TH AVE CT		GREELEY	CO	80634
Patsy S Morrison	4308 W 9 ST		GREELEY	CO	80634
Paula L Frank	4647 W 9 ST		GREELEY	CO	80634
Pedro Guerrero And Guadalupe Guerrero	4431 W 7 ST		GREELEY	CO	80634
Peggy J Turner	514 46 AVE		GREELEY	CO	80634
Penny J Eidem And Steven B Eidem	515 41 AV		GREELEY	CO	80634
Peter A Hunziker And Rebecca Hunziker	4419 W 6 ST		GREELEY	CO	80634
Peter M Fenninger	4301 6 ST		GREELEY	CO	80634
Philip D Jarmarillo And Maria D Jarmarillo	4510 W 6 ST		GREELEY	CO	80634
R Shane Fanning And Amy Fanning	4121 W 9 ST		GREELEY	CO	80634

Ralph A Kreitler And Jolene A Kreitler	619 42ND AVE		GREELEY	CO	80634
Ray Pearce And Angelique L Pearce	4306 WEST 6TH STREET		GREELEY	CO	80634
Rebecca A Ohearne And Michael S Ohearne	733 41 AVE		GREELEY	CO	80634
Reed Allen Koehn And Marjorie S Koehn	726 41 AVE		GREELEY	CO	80634
Renaldo Molina And Olga Molina	815 43 AVE		GREELEY	CO	80634
Retha Barghelame	717 46 AVWY		GREELEY	CO	80634
Reynaldo Ramos And Thelma A Ramos	4308 W 4 STRD		GREELEY	CO	80634
Ricardo Lopez And Maxine Lopez	2010 46TH AVE #10		GREELEY	CO	80634-3252
Richard G Mayne And Cynthia J Mayne	4422 W 7 ST		GREELEY	CO	80634
Richard G Smith And Tonya K Smith	4325 W 6TH ST		GREELEY	CO	80634
Richard K Blundell And Roxanne D Solitz	1227 8TH AVE		GREELEY	CO	80631
Robert A Garnhart And Judy F Garnhart	4418 W 7TH ST		GREELEY	CO	80634
Robert C Reussow And Tracy Reussow	4124 8TH STREET		GREELEY	CO	80634
Robert C Stack And Mary C Stack	605 41ST AV		GREELEY	CO	80634
Robert H Benson And Beth V Benson	4410 W 9 ST		GREELEY	CO	80634
Robert J Benke And Susan M Benke	451 46 AVE		GREELEY	CO	80634
Robert J Wesnitzer And Marilyn K Wesnitzer	37063 Bald Eagle Ct		Windsor	CO	80550
Robert L Brady	613 46 AV WAY		GREELEY	CO	80634
Robert L Rusch	805 44 AVE		GREELEY	CO	80634
Robert Michael Adams	4422 W 9 ST		GREELEY	CO	80634
Robert S Claypool And Hollice S Claypool	4214 W 8TH ST		GREELEY	CO	80634
Robyn J Doughty And Gary L Folkers	611 41 AVE		GREELEY	CO	80634
Rodney L Coble And Donna L Coble	910 41ST AVE		GREELEY	CO	80634
Rodrigo Viera And Romelia Viera	4424 W 5 ST		GREELEY	CO	80634
Roger L Lenhart And Mary L Lenhart	624 46 AV CT		GREELEY	CO	80634
Ronald K Sanders And Mary J Sanders	PO Box 3338		Broken Arrow	OK	740133338
Rose A Gloekler	503 46 AVE WAY		GREELEY	CO	80634
Russell A Baxley And Katherine M Baxley	4309 7TH ST		GREELEY	CO	80634
Sandra A Ford And Krista L Ford	228 40TH AVE		GREELEY	CO	80634-2603
Sandra K Shiba	C/O SANDY ANSON	2569 53RD AVE	GREELEY	CO	80634
Sandra Lynn Hill	4619 5TH ST		GREELEY	CO	80634
Scott L Schuttenberg And Barbara M Schuttenberg	711 44 AVE		GREELEY	CO	80634
Sean M James And Shalene G James	4220 W 8 ST		GREELEY	CO	80634
Shad Adolf	1900 Edmunds St		Brush	CO	80723
Sharon L Woodson And W Warren Woodson	504 42ND AV		GREELEY	CO	80634
Shaun Tedesco And Derek Barvoets	605 BUCKHORN MOUNTAIN CT		WINDSOR	CO	80550-4907
Shepherd of the Hills Evangelical Lutheran Church of Colorado	2202 10 ST RD		GREELEY	CO	80631
Stephen R Calhoon	4319 W 6 ST		GREELEY	CO	80634
Steven D Harbert And Cynthia L Harbert	4420 WEST 5TH STREET		GREELEY	CO	80634
Steven D Nelson And Kim M Nelson	724 43rd Ave Ct		GREELEY	CO	80634
Steven Robert Zaczkowski	4304 W 9 ST		GREELEY	CO	80634

Steven Rodriguez Brave And Marie Autobee	435 46 AVE #5		GREELEY	CO	80634
Susan A Johnson	P O BOX 336985		GREELEY	CO	80633-0617
Suzanne K Barc	716 44 AV		GREELEY	CO	80634
Tamara M Strang And Richard L Strang	4428 W 6 ST		GREELEY	CO	80634
Tara G Burrows And Zane A Pickett	4115 W 9 ST		GREELEY	CO	80634
Teresa J Cole And Todd Cole	4426 W 9 ST		GREELEY	CO	80634
Terry Lynn Grush And Mary Ellen Grush	4318 W 6 ST		GREELEY	CO	80634
Thomas S Hawley	4100 W 8 ST		GREELEY	CO	80634
Thomas Wilmering	436 47 AV TOWNHOME 14		GREELEY	CO	80634
Timothy L Stanclift And Alayna D Stanclift	4331 W 6 ST		GREELEY	CO	80634
Tobias W Rush And Andrea D Rush	723 46 AVE WAY		GREELEY	CO	80634
Troy Haave	4320 W 9 ST		GREELEY	CO	80634
Virginia Schmidt	4620 4 ST #23		GREELEY	CO	80634
Wal-Mart	PO BOX 8050	MS 0555	BENTONVILLE	AR	72712-8050
Walter C Magnuson And Winifred A Magnuson	414 46 AVE		GREELEY	CO	80634
Walter D Francis And Ruth K Francis	4517 W 7 ST		GREELEY	CO	80634
Wayne A Wagner And Priscilla Jean Wagner	PO BOX 27		DRAKE	CO	80515-0027
William C Bartlett And Donna S Bartlett	608 43 AV		GREELEY	CO	80634
William D Callahan And Ruth M Callahan	436 47 AV #16		GREELEY	CO	80634
William Fairweather And Fran A Fairweather	906 41 AVE		GREELEY	CO	80634
William Jeffrey Odell	7316 Poudre River RD		GREELEY	CO	80634
William L Wagner	517 46TH AVE		GREELEY	CO	80634

Mineral Resources, Inc.
AUTHORITY FOR EXPENDITURE
DRILL & COMPLETE
Westmoor 5 2-6-2 Well
PAGE 2/2

PROSPECT: Westmoor Project - Directional Codell-Niobrara Well
LOCATION: Westmoor 5 2-6-2 Well (SW/4 Sec 2, T5N, R66W, Weld County, CO)
DESCRIPTION: Drill & Equip Directional Codell-Niobrara
8 5/8" @ 400', 4 1/2" @ TD

COMPLETION INTANGIBLES					
3.000	DRILLING RIG DAYWORK	0.5 days @	\$19,900 / day	\$9,950	
3.001	CEMENTING SERVICES	BIG single stage w/ FE		\$28,000	
3.002	CASING CREW	& laydown machine		\$6,500	
3.003	PERFORATING & LOGGING	CBL, perf Codell, Niobrara stage job		\$15,000	
3.004	MISCELLANEOUS WIRELINE			\$650	
3.005	COMPLETION FLUIDS			\$1,000	
3.006	STIMULATION	(2) 250,000# frac jobs		\$180,000	
3.007	TANK HAULING & RENTAL			\$6,000	
3.008	COMPLETION RIG	2.5 days @	\$4,500 / day	\$11,250	
3.009	CONTRACT LABOR			\$1,500	
3.010	COMP. SUPERVISION	3 days @	\$1,000 /day	\$3,000	
3.011	COMP. OVERHEAD				
3.012	WATER HAUL & DISPOSAL	in & out		\$7,000	
3.013	LOCATION DIRT WORK			\$1,000	
3.014	EQUIPMENT & TOOL RENTAL	POBS, floats, bit		\$3,000	
3.015	INSPECTION SERVICES	test csg		\$500	
3.016	PRODUCTION TESTS	flowback		\$1,000	
3.017	TRUCKING & HAULING			\$1,000	
3.019	FISHING SERVICES				
3.100	MISC. COMPLETION COSTS	N2, portapot, clean tanks		\$12,000	
COMPLETION TANGIBLES					
5.000	PRODUCTION CSG	4 1/2" 11.6# N-80	7900 ft @	\$10.00	\$79,000
5.001	PRODUCTION TUBING	2 3/8" 4.7# J-55	7900 ft @	\$4.55	\$35,945
5.002	SUCKER RODS		ft @		\$0
5.003	LINER HANGER				
5.004	CSG HEAD/TBG HEAD/VALVES				\$1,500
5.005	PUMPING UNIT				
5.006	PRIME MOVER				
5.007	SEP/TREATER				\$22,000
5.008	DEHYDRATOR				
5.009	STORAGE TANKS	1- 400 bbl - installed, 1- water tank			\$12,000
5.010	VALVES & FITTINGS				\$15,000
5.011	FLOWLINES & CONNECTIONS				\$5,000
5.012	ELECTRICAL EQUIPMENT				\$12,000
5.013	ARTIFICIAL LIFT EQUIPMENT	Plunger Lift			\$2,000
5.014	COMPRESSION EQUIPMENT				
5.090	BATTERY INSTALLATION				\$10,000
5.095	SUBSURFACE PROD. EQUIP.				\$7,000
5.100	OTHER PROD. EQUIP.	flare stack			\$8,500

TOTAL COMPLETION INTANGIBLES	\$288,350
TOTAL COMPLETION TANGIBLES	\$209,945
TAXES & CONTINGENCIES	8% \$16,796

TOTAL COMPLETION COST	\$515,091
TOTAL DRILLING COST	\$289,141
TOTAL COMPLETED WELL COST 0'-2000' Vertical Section	2 \$804,232
TOTAL COMPLETED WELL COST 2000'-3000' Vertical Section	3 \$814,232

Mineral Resources, Inc.	Prepared by:	Date: April 9, 2012
Company: _____ By: _____ Title: _____ Date: _____		
Cost estimate only, Working Interest Owners will be billed actual cost.		

OIL AND GAS LEASE

This Oil and Gas Lease ("Lease") is made this ____ day of _____, 2012 by and between TERESA J COLE AND TODD COLE whose address is 4426 W 9 ST GREELEY, CO 80634, ("Lessor", whether one or more) and MINERAL RESOURCES, INC., whose address is P.O. BOX 328, GREELEY, COLORADO 80632 ("Lessee").

WITNESSETH, For and in Consideration of TEN DOLLARS, the covenants and agreements contained herein, and other good and valuable consideration the receipt and sufficiency of which are hereby acknowledged, Lessor does hereby grant, demise, lease and let exclusively unto said Lessee, with the exclusive rights for the purposes of mining, exploring by geophysical and other methods and operating for and producing therefrom oil and all gas of whatsoever nature or kind (including coalbed gas), and laying pipelines, telephone and telegraph lines, building tanks, plants, power stations, roadways and structures thereon to produce, save and take care of said products (including dewatering of coalbed gas wells), and the exclusive surface or subsurface rights and privileges related in any manner to any and all such operations, and any and all other rights and privileges necessary, incident to, or convenient for the operation alone or conjointly with neighboring land for such purposes, all that certain tract or tracts of land situated in Weld County, Colorado, described to wit:

TOWNSHIP 5 NORTH, RANGE 66 WEST, 6TH P.M.

SECTION 2: PART OF THE SW/4 BEING MORE PARTICULARLY DESCRIBED AS FOLLOWS:

Exhibit "C" Representative Sample of Letter



MINERAL RESOURCES, INC.

Mail: P.O. Box 328 Greeley, Colorado 80632 * Phone: 970.352.9446 * Fax: 800.850.9334

April 27, 2012

Teresa J Cole
4426 W 9 ST
GREELEY, CO 80634

RE: Westmoor 5 2-6-2 - DIRECTIONAL WELL PROPOSAL
Weld County, Colorado

Dear Teresa J Cole and Todd Cole:

I am writing on behalf of Mineral Resources, Inc., a Greeley, Colorado based oil and gas exploration company. You may have already been contacted by us with respect to leasing or selling your mineral interest. The purpose of this letter is to provide you with notice of your right to participate in the Westmoor 5 2-6-2 well.

Mineral Resources, Inc. hereby proposes the drilling of the Westmoor 5 2-6-2 well (the "Well") on a directional basis to an approximate depth of 7150' to test the Codell and Niobrara formations.

The details of the Well and the associated Unit are described as follows:

1. Spacing Unit:

The spacing unit will be comprised of the SW/4 of Section 2, T5N, R66W, Weld County Colorado (the "Unit").

2. Surface Location:

SE/4NE/4 of Section 2, T5N, R66W – 2313' FNL and 1240' FEL of said Section 2.
Located West of 35th Avenue and North of West 4th Street in the Bestway gravel pit in the City of Greeley, Colorado.

3. Bottom Hole Location:

SW/4 of Section 2, T5N, R66W – 1309' FSL and 1427' FWL of Section 2, T5N, R66W.

4. Anticipated Spud Date:

May 5, 2012 – This date is an estimated spud date.

5. Authority for Expenditure ("AFE"):

The estimated costs to drill, complete and equip the Westmoor 5 2-6-2 well are set forth in the AFE.

Mineral Resources, Inc.

AUTHORITY FOR EXPENDITURE

DRILL & COMPLETE

Westmoor 5 2-6-2 Well

PAGE 1/2

PROJECT:	Westmoor Project - Directional Codell-Niobrara Well		
LOCATION:	Westmoor 5 2-6-2 Well (SW/4 Sec 2, T5N, R66W, Weld County, CO)		
DESCRIPTION:	Drill & Equip Directional Codell-Niobrara	7600	
	8 5/8" @ 400', 4 1/2" @ TD		

DRILLING INTANGIBLES

1.001	SURVEY & STAKING			\$2,000
1.002	PERMITS & FEES	County and SWMPP		\$500
1.003	LOCATION & ACCESS ROAD	gravel, etc		\$7,500
1.004	SURFACE DAMAGE PAYMENT			\$5,000
1.005	LEGAL & TITLE WORK			\$2,500
1.006	RIG MOBILIZATION/DEMobilIZATION	excess		
1.007	DRILLING RIG TURNKEY			\$223,025
1.008	DRILLING RIG FOOTAGE	n/a		
1.009	DRILLING RIG DAYWORK	0 days @	\$16,100	\$0
1.010	DRILL BITS	TK		
1.011	FUEL & POWER	excess		\$0
1.012	CEMENTING SERVICES			\$9,000
1.013	CASING CREW	TK		
1.014	FORMATION TESTING	no DST's @		\$0
1.015	CORING/CORE ANALYSIS	n/a		
1.016	MUD LOGGING	days @	\$1,500	\$0
1.017	DRILLING WATER	Source and Haul @	\$1.00/ft	\$7,600
1.018	DRILLING FLUIDS	TK		
1.019	MUD DISPOSAL			\$6,500
1.020	TOOL & EQUIPMENT RENTAL	days @	\$1,000	\$0
1.021	ENGINEERING SUPERVISION	1 days @	\$1,000	\$1,000
1.022	GEOLOGICAL SUPERVISION	1 days @	\$500	\$500
1.023	ADMINISTRATIVE OVERHEAD			
1.024	OPENHOLE LOGS			\$6,500
1.025	TRUCKING			
1.026	CONTRACT LABOR	fence, culvert, etc		\$1,500
1.027	INSPECTION/CORROSION SERVICES			
1.028	FISHING SERVICES			
1.029	LOCATION RESTORATION			\$5,000
1.030	LIABILITY INSURANCE			
1.031	AIR DRILLING PACKAGE/MOBILIZATION			
1.032	DIRECTIONAL SERVICES	days @	TK	\$0
1.034	CAMP FACILITIES	days @	\$150	\$0
1.035	MUD MOTOR	hrs @	\$125	\$0
1.090	ADDITIONAL ENVIRONMENTAL EXPENDITURES			

DRILLING TANGIBLES

2.001	SURF. CASING	8 5/8" 24#	500 ft @	\$18.00	\$9,000
2.002	INT. CASING		ft @		\$0
2.003	CASING HEAD				\$1,200
2.004	CONDUCTOR PIPE/RATHOLE DRILLING				

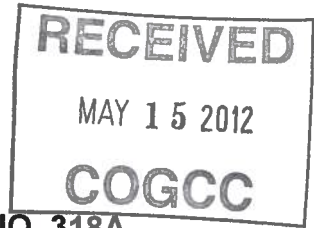
TOTAL DRILLING INTANGIBLES	\$278,125
TOTAL DRILLING TANGIBLES	\$10,200
TAXES & CONTINGENCIES	8% \$816

TOTAL DRILLING COST	\$289,141
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1.099	PLUG & ABANDONMENT COST	\$25,000
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TOTAL DRY HOLE COST	\$314,141
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BEFORE THE OIL AND GAS CONSERVATION COMMISSION
OF THE STATE OF COLORADO



IN THE MATTER OF THE APPLICATION OF
MINERAL RESOURCES, INC. FOR AN ORDER
POOLING INTERESTS IN THE CRETACEOUS
AGE FORMATIONS FROM THE BASE OF THE
DAKOTA TO THE SURFACE LOCATED IN A
PORTION OF THE WATTENBERG FIELD AND
FOR THE MODIFICATION OF THE SIZE OF
CERTAIN DRILLING AND SPACING UNITS FOR
THE PRODUCTION OF OIL AND GAS FROM
CERTAIN OF THE CRETACEOUS FORMATIONS
IN WELD COUNTY, COLORADO

CAUSE NO. 318A,

DOCKET NO. ____

CAUSE NO. 407

DOCKET NO. ____

ORIGINAL

CERTIFICATE OF MAILING

I hereby certify that I have on this 10th day of May, 2012, served a copy of the Pooling Application on the interested parties whose addresses are indicated below:

4216 W 9 St LLC
P O BOX 54
LONGMONT, CO 80502

Alan R Karnitz
4431 W 6TH ST
GREELEY, CO 80634

Alice Gayle Warner
230 53RD AVE
GREELEY, CO 80634

Alice K Sims Living Trust
806 43 AVE CT
GREELEY, CO 80634

Amelia Richards
4129 W 4th Street Rd
GREELEY, CO 80634

Amy Dollarhide And Joe Dollarhide
4303 W 7 ST
GREELEY, CO 80634

Andrew A Rangel And Aretha D Rangel
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Vidalia, LA 71373

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GREELEY, CO 0

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Bernadene Ratliff
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Bruce A Moore And Kathy B Moore
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Byron B Newth
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EVANS, CO 0

Carol L Luark
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Center Park LLC
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C/O STEVE BAUER
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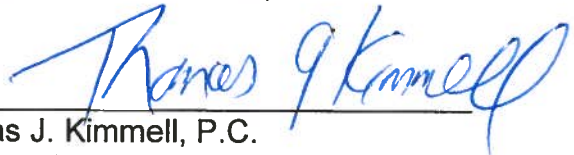
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