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

IN THE MATTER OF AN APPLICATION BY ENCAINA OIL &
GAS (USA) INC. FOR AN ORDER POOLING ALL INTERESTS IN TWO APPROXIMATE 400-ACRE
ESTABLISHED HORIZONTAL WELLBORE SPACING UNITS LOCATED IN CERTAIN PORTIONS OF SECTIONS
10, 11, 14 AND 15, TOWNSHIP 2 NORTH, RANGE 68 WEST,
6TH P.M., FOR THE DEVELOPMENT/OPERATION OF THE
CODELL AND NIOBRA FORMATIONS, WATTENBERG
FIELD, WELD COUNTY, COLORADO

CAUSE NO. 407
DOCKET NO. To be assigned

APPLICATION

Encana Oil & Gas (USA) Inc., acting by and through its authorized agent, Encana Services Company, Ltd. ("Encana" or "Applicant"), by and through its attorneys, Beatty & Wozniak, P.C., respectfully submits this Application to the Oil and Gas Conservation Commission of the State of Colorado (the "Commission") for an order pooling all interests in two approximate 400-acre horizontal wellbore spacing units established for certain portions of Sections 10, 11, 14 and 15, Township 2 North, Range 68 West, 6th P.M., for development and operation of the Codell and Niobrara Formations, as applicable. In support of its Application, Applicant states and alleges as follows:

1. Applicant is a corporation duly authorized to conduct business in the State of Colorado, and has registered as an operator with the Commission.

2. Applicant owns substantial leasehold interests in the below-listed lands:

   Township 2 North, Range 68 West, 6th P.M.
   Section 10: E½E½
   Section 11: W½W½
   Section 14: NW¼NW¼
   Section 15: NE¼NE¼

   Weld County, Colorado

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

3. On April 27, 1998, the Commission adopted Rule 318A, which, among other things, allowed certain drilling locations to be utilized to drill or twin a well, deepen a well or recomplete a well and to commingle any or all of the Cretaceous Age Formations from the base of the Dakota Formation to the surface. On December 5, 2005, Rule 318A, as amended to allow interior infill and boundary wells to be drilled and wellbore spacing units to be established. On August 8, 2011, Rule 318A, was again amended to, among other things, address drilling of horizontal wells. The Application Lands are subject to Rule 318A for the production of oil, gas and associated hydrocarbons from the Codell and Niobrara Formations.

4. Pursuant to Rule 318A., Applicant designated an approximate 400-acre horizontal wellbore spacing unit, comprised of the Application Lands, for the Grant Salisbury 2A-14H-C268 well (API No. 05-123-37660) for production of oil, gas and associated hydrocarbons from the Codell Formation. Applicant notified all owners in the proposed wellbore spacing unit pursuant to Rule 318A.e.(6) (now Rule 318A.e.(5), as amended). Applicant did not receive objections to the establishment of the proposed horizontal wellbore spacing unit within the 30-day response period.
5. Pursuant to Rule 318A., Applicant also designated an approximate 400-acre horizontal wellbore spacing unit, comprised of the Application Lands, for the Grant Salisbury 2B-14H-C268 well (API No. 05-123-37658) for production of oil, gas and associated hydrocarbons from the Niobrara Formation. Applicant notified all owners in the proposed wellbore spacing unit pursuant to Rule 318A.e.(6) (now Rule 318A.e.(5), as amended). Applicant did not receive objections to the establishment of the proposed horizontal wellbore spacing unit within the 30-day response period.

6. The Grant Salisbury 2A-14H-C268 well and the Grant Salisbury 2B-14H-C268 well are hereinafter referred to as the “Subject Wells.”

7. Acting pursuant to the relevant provisions of §34-60-116(6) & (7), C.R.S., and Rule 530., Applicant seeks an order pooling all interests, including, but not limited to, any nonconsenting interests, in two approximate 400-acre horizontal wellbore spacing units established for the Application Lands for the development and operation of the Codell and Niobrara Formations, as applicable.

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

9. Further, Applicant requests that the interests of any owners with whom the Applicant has been unable to secure a lease or other agreement to participate in the drilling of the Subject Wells, are made subject to the cost recovery provisions of §34-60-116(7), C.R.S.

10. The granting of this Application is in accord with the Oil and Gas Conservation Act, found at §34-60-101, et seq., C.R.S., and the Commission rules.

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

12. That the names and addresses of the interested parties (persons who own any interest in the mineral estate of the tracts to be pooled, except owners of overriding royalty interest) according to the information and belief of the Applicant are set forth in Exhibit B attached hereto. The Applicant shall submit a certificate of service for the Application within the seven days as required by Rule 503.e.

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

A. Pooling all interests in two approximate 400-acre horizontal wellbore spacing units established for the Application Lands for the development and operation of the Codell and Niobrara Formations, with the pooling order made effective as of the date of this Application.

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

C. For such other findings and orders as the Commission may deem proper or advisable in the premises.
DATED this 10th day of October, 2014.

Respectfully submitted,

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

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

Address of Applicant
Encana Oil & Gas (USA) Inc.
ATTN: Lisa Hamil
370 17th Street, Suite 1700
Denver, Colorado 80202
VERIFICATION

STATE OF COLORADO

) ) ss.
CITY & COUNTY OF DENVER )

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

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

Lisa Hamil

Subscribed and sworn to before me this 16th day of October, 2014, by Lisa Hamil, Land Negotiator for Encana Oil & Gas (USA) Inc.

Witness my hand and official seal.

My commission expires: 9-27-2017

JENNIFER PITTENGER
Notary Public
State of Colorado
Notary ID 20134062771
My Commission Expires Sep 27, 2017

{00135041.1}
BEFORE THE OIL & GAS CONSERVATION COMMISSION
OF THE STATE OF COLORADO

IN THE MATTER OF AN APPLICATION BY ENCAPSA OIL & GAS (USA) INC. FOR AN ORDER POOLING ALL INTERESTS IN TWO APPROXIMATE 400-ACRE ESTABLISHED HORIZONTAL WELLOBRE SPACING UNITS LOCATED IN CERTAIN PORTIONS OF SECTIONS 10, 11, 14 AND 15, TOWNSHIP 2 NORTH, RANGE 68 WEST, 6TH P.M., FOR THE DEVELOPMENT/OPERATION OF THE CODELL AND NIOBRARA FORMATIONS, WATTENBERG FIELD, WELD COUNTY, COLORADO

CAUSE NO. 407
DOCKET NO. To be assigned

AFFIDAVIT OF MAILING

STATE OF COLORADO

ss.
CITY AND COUNTY OF DENVER

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

That she is a Legal Assistant at Beatty & Wozniak, P.C., attorneys for Encana Oil & Gas (USA) Inc., and on or before October 23, 2014, caused a copy of the above-captioned Application to be deposited in the United States Mail, postage prepaid, addressed to the parties listed on the attached list identified as Exhibit B.

Jennifer Pittenger

Subscribed and sworn to before me this 23rd day of October, 2014.

Witness my hand and official seal.

TERESA L. PETERSON
NOTARY PUBLIC
STATE OF COLORADO
NOTARY ID 19894002026
MY COMMISSION EXPIRES OCT. 4, 2017

Notary Public
EXHIBIT B

INTERESTED PARTIES

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

Encana Oil & Gas (USA) Inc.
370 17th Street, Suite # 1700
Denver, CO 80202

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

Reese, Reese, McCulloch,
a general partnership
No known address

River Valley Village Mobile Home Park, LLC
2 W Dry Creek Cir STE 200
Littleton, CO 80120-4479

Department of Transportation,
State of Colorado
4201 E Arkansas Ave.
Denver, CO 80222-3406

American Furniture Warehouse Company
8820 American Way
Englewood, CO 80112

Flatiron Constructors Inc.
10188 E 125 Frontage Rd
Firestone, CO 80504

Sun Communities Operating
Limited Partnership
27777 Franklin Rd Ste 200
Southfield, MI 48034

United States Army
Corps of Engineers
215 N 17
Omaha, NE 68102

Horses Unlimited, a limited partnership
c/o George R Salisbury
Box 15
Slater, CO 81653

THF Firestone Development, L.L.C.
2127 Innerbelt Business Ctr Dr Ste 310
St. Louis, MO 63114

The Carl R Oswald Trust LLC
Carol L Oswald Trustee
14707 N 95 St
Longmont, CO 80504

Jeffrey Oelze
9189 County Highway 27
Nashville IL 62263-3303

Elmer Dean Oelze
11872 County Highway 27
Nashville IL 62263-2606

Alice G. Befus and A. Myrth Ogilvie, Trustees of
the Alice G. Befus Trust, dated March 2, 2009
19420 NW Meadow Lake Rd Yamhill, OR 97148

BSC Del Camino, LLC
4161 Specialty Pl
Longmont, CO 80504

Donald E. & Kathleen J. Weibel,
as Tenants-in-Common
PO Box 1126
Niwot, CO 80544

Orchard Farms LLC
1217 Fox Hill Dr
Longmont, CO 80501
Daniel Flanigan and Ann Flanigan, joint tenants
651 Orchard Ave
Santa Barbara, CA 93108-1522

David E. Camenisch
24535 County Road 6050
Edgar Springs, MO 65462-8112

Gloria F. Camenisch
24607 County Road 6050
Edgar Springs, MO 65462-8111

Andrew D'Ambrosio
830 Dickens Ct
Longmont, CO 80501

JCM, LLC
4255 S Buckley Rd.
Aurora, CO 80013-2951

JCM, LLC
17468 W 78th Dr.
Arvada, CO 80007-7980

Maurice J. Pike
7233 County Road 76
Windsor, CO 80550-2509

RCPTZX, Ltd.
No known address

Befus Family Living Trust
No known address

Reuben Befus
9536 I 25 Access Rd E
Longmont, CO 80501

Rose Hofferber
6590 Saulsbury Ct
Arvada, CO 80003

UQM Properties, Inc.
7501 Miller DR
Longmont, CO 80504-5573

Premier Hospitality Inc.
7030 Highway 2
Commerce City, CO 80022-2044

Premier Hospitality Inc.
10811 W I 25 Frontage Rd.
Longmont, CO 80504-9564

Premier Hospitality Inc.
6000 E Evans Ave
Denver, CO 80222-5406

C3B LLC
10769 Turner BLVD Unit A
Longmont, CO 80504-9775

Bigelow Investments, L.P.
2375 High Lonesome Trl
Lafayette, CO 80026-9397

DS Real Estate, LLC
320 Starfire Way
Golden, CO 80401-8847

DS Real Estate, LLC
4777 Marketplace Dr
Johnstown, CO 80534-4190

G & J Associates, LLC
1205 Hays St
Fort Collins, CO 80524-4317

Hemmer Ventures, LLC
546 N Woodward Rd
Salina, KS 67401-9653

Cactus Investments, LLP
1316 E 4th Ave
Longmont, CO 80504-1336

Weld County, Colorado
1400 N 17 Ave
Greeley, CO 80631
Burger Avenue Investments, LLP
217 W Olive ST
Fort Collins, CO 80521-2714

Fred D. Schlegel, Jr., dba Blue Sky Towing
10569 W 125 Frontage Rd
Longmont, CO 80504-9517

James E. Robinson
7764 Parfet St
Arvada, CO 80005-3445

KSJJ Lee, Inc.
3940 State Highway 119
Longmont, CO 80504-5577

Darrel M. Turner and Judy K. Turner,
joint tenants
1550 17th Ave.
Longmont, CO 80501-9748

RosaLee E. Mustard
10690 W Progress Ave
Littleton, CO 80127-1712

Guy & Diane A. Simone
PO Box 817
Evergreen, CO 80437-0817

Wallace H. Grant
515 Kimbark St.
Longmont, Co 80501-5549

Thomas C. Lauridson
14711 Zuni St
Broomfield, CO 80023

Rodney R. McDaniel and
Ernestine McDaniel
9762 E 125 Frontage Rd
Longmont, CO 80504-9458

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

The Eulalie I. Lauridson Trust dated January 31, 1994, Eulalie I. Lauridson and John S. Lauridson, Trustees
14711 Suni St
Broomfield, Co 80023

Carol L. Oswald
14707 N 95th St
Longmont, CO 80504-8066

Del Camino East Properties LLC
9116 Bowles Ave Unit 15
Littleton, CO 80123

The Bailey Company, dba
The Bailey Company LLLP
No known address

Richard M. Mustard
10690 W Progress Ave
Littleton, CO 80127-1712

Guy & Diane A. Simone
1272 County Road 65 APT 104
Evergreen, CO 80439-9670

Douglas Grant
1217 Fox Hill Drive
Longmont, CO 80504

John C. Lauridson and Eulalie I. Lauridson
14570 Young Dr
Brighton, CO 80601

Town of Firestone, Colorado
151 Grant Ave
PO Box 100
Firestone, CO 80520-0100

GEP Investments Inc.
7626 Brighton Rd.
Commerce City, CO 80222-1529

Wilbur R. Hurt
14278 Weld County Road 7
Mead, Co 80542
Western Minerals & Oil, LLC
PO Box 1228
Farmington, NM 87499

Robert L. Snyder and Dolores J. Snyder, Trustees of the Robert L. Snyder Trust
PO Box 1988
Cody, WY 82414-1988

Tiago Corp.
PO Box 370053
Denver, CO 80237

Anna M. Keller
3300 Stanford Rd C302
Ft. Collins, CO 80525

Michael S. Smith
c/o Blue Spruce Capital Corp
1215 Spruce St Ste 200
Boulder, CO 80302

Martin J. Freedman R & M LLP
PO Box 631999
Littleton, CO 80163

Margaret C. Gerosin, Trustee of the Margaret C. Gerosin Trust dated November 14, 2002
7322 Manatee Ave W Unit 334
Bradenton, FL 34209-3441

David M. Blandford
221 S Pearl St
Denver, CO 80209

Trustees of the Jack and Rose Mary Beaty Revocable Trust under Trust Agreement dated December 14, 1984
703 Osuna Rd NE Ste 6
Albuquerque, NM 87113

Charlotte Smith
4800 Williamsburg Pl.
Amarillo, TX 79119

Lena Mae Grant Irrevocable Trust,
c/o Errol J. McBride, Trustee
4880 W Division Rd
Crawfordsville, IN 47933

Dan L. Schwartz
PO Box 271309
Ft. Collins, CO 80527

Iris Smith
c/o Private Financial Service
1215 Spruce St Ste 200
Boulder, CO 80302

THF Firestone Development, L.L.C.
2127 Innerbelt Business Ctr Dr Ste 310
St. Louis, MO 63114

Lorna L. Rogers
2962 Lake Dr.
Loveland, CO 80538-2254

Pamela K. Bernardini
14148 Blue River Trl
Broomfield, Co 80023

Dawn Krupp
23735 Bluestem Dr
Golden, CO 80401

Mathew P. Strever
13445 W 67 Pl
Arvada, CO 80004

Sun Communities Operating Limited Partnership
27777 Franklin Rd Ste 200
Southfield, MI 48034

Noble Energy, Inc.
1625 Broadway, Suite 2200
Denver, Colorado 80202

JSK Investment, Inc.
No known address

RRRS LLP
10763 Turner Blvd
Longmont, CO 80504
Douglas Grant
1217 Fox Hill Drive
Longmont, CO 80504

Wallace H. Grant
515 Kimbark St.
Longmont, Co 80501-5549

Dorothy L. Magnie
2308 Atwood St.
Longmont, CO 80501-1205

Lloyd W. Magnie
1605 Oak Ridge Ln.
Longmont, CO 80501-7200

Velma Jones Petersen
1428 Sharpe Pl.
Longmont, CO 80501-4269

Fred C Petersen
1428 Sharpe Pl.
Longmont, CO 80501-4269

Paul L Jones
15285 Derby
Colorado Springs, CO 80921

John D and Sarah E Wood
2731 Saddle Ridge Rd.
Austin, CO 81410-8392

W J Fallon
No known address
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SUPPLEMENTAL AFFIDAVIT OF MAILING

STATE OF COLORADO  

) ss.
CITY AND COUNTY OF DENVER  

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

That she is a Legal Assistant at Beatty & Wozniak, P.C., attorneys for Encana Oil & Gas (USA) Inc., and on or before October 31, 2014, caused a copy of the above-captioned Application to be deposited in the United States Mail, postage prepaid, addressed to the parties listed below:

Linda Jo Campbell  
3206 N. County Road 29  
Loveland, CO 80537

Michael L. Campbell  
2962 Lake Drive  
Loveland, CO 80538

Steven A. Campbell  
13912 N. County Road 7  
Wellington, CO 80549

Subscribed and sworn to before me this 31st day of October, 2014.

Witness my hand and official seal.

TERESA L. PETERSON
NOTARY PUBLIC
STATE OF COLORADO
NOTARY ID 19994002026
MY COMMISSION EXPIRES OCT. 4, 2017

Notary Public