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CERTIFICATE OF SERVICE

I, Jo Ann Hall, hereby certify that, on this 4th day of June, 2007 a copy of the attached application was mailed by First Class mail, postage prepaid to the persons identified on Exhibit "A" attached hereto.

A handwritten signature in cursive script, reading "Jo Ann Hall", is written over a horizontal line.

Jo Ann Hall

CAUSE NOS. 1 AND 407
DOCKET NO. 0707-UP-19

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
IN WELD COUNTY, COLORADO

CAUSE NO. 318A,

DOCKET NO. ____

COMES NOW, Mineral Resources, Inc., a Colorado corporation ("Applicant") by and through its attorney, Keith M. Crouch, 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 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, R65W, 6th P.M., Weld County, Colorado
Section 16: SW/4NW/4, NW/4SW/4
Section 17: NE/4SE/4, SE/4NE/4

2. The lands described above are located in the City of Greeley, Colorado and are in populated areas. Applicant owns a 20-acre, more or less, tract of land in the vicinity of the lands described above (the "Drill Site") and plans to use the Drill Site to drill a planned one oil and gas well directionally from the Drill Site to explore for and produce oil and gas from the bottom hole location under the lands described above. The one well is in addition to 11 directional wells drilled and completed by Applicant from the same Drill Site in the prior calendar year. The well is included in another drilling program of up to 23 wells that will be drilled by Applicant from the Drill Site as part of a potential 34 well directional drilling program. The planned wells include boundary well locations for production of oil and gas from the Cretaceous formations in and under the above-described lands.
3. Pursuant to Rule 318A, 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. The lands are included in 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. 407-1 for the Niobrara formation). The Sussex, J-Sand and Dakota formations are unspaced as to the SW/4NW/4, NW/4SW/4 of Section 16 and the NE/4SE/4, SE/4NE/4 of Section 17 above described.
4. Applicant has received permits to drill 20 of the planned 23 wells.
5. As set forth above, Applicant intends to drill one well to the Sussex, Codell, Niobrara, J-Sand and/or Dakota formations in and under the SW/4NW/4, NW/4SW/4 of Section 16 and the NE/4SE/4, SE/4NE/4 of Section 17 above described. Pursuant to Rule 318A.a.(4)C., the lands above described are the designated wellbore spacing unit for the well (the "Spacing Unit").
6. In addition, Applicant owns and operates oil and gas leases and controls mineral interests covering a total of 143.6645 acres, more or less, in the Spacing Unit. A plat of the Spacing Unit is attached hereto as Exhibit A.
7. The Spacing Unit consists of a total of 160-acres, more or less. Approximately 16.3355 acres, more or less, in the Spacing Unit are unleased.

8. According to the title work completed by Applicant, the unleased interests in the Spacing Unit total 16.3355 acres, more or less, and those interests are owned by the persons identified on Exhibit B attached hereto.
9. By letters sent to the persons described in Exhibit B, Applicant offered to lease the interests in the oil and gas owned by the unleased owners in the Spacing Unit. The letters included a proposed lease. A representative sample of the letter is attached hereto as Exhibit C.
10. 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.
11. In addition, the letter containing the offer to lease described in paragraph 9, 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 well currently planned for the Spacing Unit. The letters included the following information as required by Rule 530 of the Commission's rules:
 - The location and objective depth 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 date for the well 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.
12. Because more than 30 days will have elapsed on the date this Application 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 the drilling and operating the 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.
13. 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 Spacing Unit be designated as the drilling and spacing unit for the one well and that unleased interests in the Spacing Unit 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,
- b. 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 the Spacing Unit and from locations that are permitted by Rule 318A, and
- c. For such other and further relief as this Commission deems just and proper.

EXHIBIT "A"

OWNER	ADDRESS	LEGAL DESCRIPTION	ACRES	ROYALTY	DECIMAL INTEREST
BRIAN P NATOTSCHI AND DEIDRE R HILD	2118 APRICOT AVENUE, GREELEY, CO 80631	LOT 19, BLOCK 1, PARKVIEW MIXED USE, A SUBDIVISION IN THE CITY OF GREELEY, COUNTY OF WELD, STATE OF COLORADO. ALSO KNOWN BY STREET AND NUMBER AS: 2118 APRICOT AVENUE, GREELEY, COLORADO 80631. ALSO KNOWN AS WELD COUNTY ASSESSOR'S PARCEL NO. 096116225019	0.11376	12.50%	0.000089
CENTRAL WELD COUNTY WATER DISTRICT	2235 2ND AVENUE GREELEY, CO 80631	THE NORTH 72.8 FEET OF THE EAST 131.25 FEET OF LOT 7 AND THE EAST 131.25 FEET OF LOT 6, BLOCK 2, GREELEY INDUSTRIAL PARK, CITY OF GREELEY, COUNTY OF WELD, STATE OF COLORADO. ALSO KNOWN BY STREET AND NUMBER AS: 2235 2ND AVENUE, GREELEY, COLORADO 80631. ALSO KNOWN AS WELD COUNTY ASSESSOR'S PARCEL NO. 096117112015	0.75	12.50%	0.000586
CIRCLE CORPORATION	100 GARFIELD STREET #400 DENVER, CO 80206	LOT 6, 7, 8, 24, 25, 26, 27 AND 28, BLOCK 2, GREELEY INDUSTRIAL PARK, EXCEPT THE NORTH 72.8 FEET OF THE EAST 131.25 FEET OF LOT 7 AND THE EAST 131.25 FEET OF LOT 6, CITY OF GREELEY, COUNTY OF WELD, STATE OF COLORADO. ALSO KNOWN BY STREET AND NUMBER AS 2303 2ND AVENUE, GREELEY, COLORADO 80631. ALSO KNOWN AS WELD COUNTY ASSESSOR'S PARCEL NO. 096117112014	3.4404	12.50%	0.002688
DAVID BONILLA BURGARIN / DAVID BONILLA RAMOS	223 E 22 STREET, GREELEY, CO 80631	LOT 12, BLOCK 2, PARKVIEW MIXED USE, A SUBDIVISION IN THE CITY OF GREELEY, COUNTY OF WELD, STATE OF COLORADO. ALSO KNOWN BY STREET AND NUMBER AS: 223 E. 22 STREET, GREELEY, COLORADO 80631. ALSO KNOWN AS WELD COUNTY ASSESSOR'S PARCEL NO. 0961162260012	0.089	12.50%	0.000070
DINO C ALVIDREZ	203 E 22 STREET, GREELEY, CO 80631	LOT 7, BLOCK 2, PARKVIEW MIXED USE, A SUBDIVISION IN THE CITY OF GREELEY, COUNTY OF WELD, STATE OF COLORADO. ALSO KNOWN BY STREET AND NUMBER AS: 203 E. 22 STREET, GREELEY, COLORADO 80631. ALSO KNOWN AS WELD COUNTY ASSESSOR'S PARCEL NO. 096116226007	0.089	12.50%	0.000070
ELIAS RAMOS MARTINEZ AND OLIVIA LOMA	211 E 22 STREET, GREELEY, CO 80631	LOT 9, BLOCK 2, PARKVIEW MIXED USE, A SUBDIVISION IN THE CITY OF GREELEY, COUNTY OF WELD, STATE OF COLORADO. ALSO KNOWN BY STREET AND NUMBER AS: 211 E. 22 STREET, GREELEY, COLORADO 80631. ALSO KNOWN AS WELD COUNTY ASSESSOR'S PARCEL NO. 096116226009	0.07576	12.50%	0.000059
FALCONER SYLVIA A	2280 1ST AVE#37 GREELEY, CO 80631	LOT 37, COUNTRYSIDE MOBILE HOME PARK, INCLUDING ANY STREETS, ROADS, ALLEYS, SIDEWALKS, OR OTHER PARCEL OR STRIPS OF LAND LOCATED IN COUNTRYSIDE MOBILE HOME PARK, CITY OF GREELEY, COUNTY OF WELD, STATE OF COLORADO	0.1099	12.50%	0.000086

JOSE ANTONIO VILLELA	2280 1 AVE #164 GREELEY, CO 80631	LOT 164, COUNTRYSIDE MOBILE HOME PARK, INCLUDING ANY STREETS, ROADS, ALLEYS, SIDEWALKS, OR OTHER PARCEL OR STRIPS OF LAND LOCATED IN COUNTRYSIDE MOBILE HOME PARK, CITY OF GREELEY, COUNTY OF WELD, STATE OF COLORADO	0.145	12.50%	0.000113
KEITH B COWAN AND BEVERLY C COWAN	3240 IRIS CT WHEATRIDGE, CO 80033	LOTS 10, 108 AND 127 COUNTRYSIDE MOBILE HOME PARK, INCLUDING ANY STREETS, ROADS, ALLEYS, SIDEWALKS, OR OTHER PARCEL OR STRIPS OF LAND LOCATED IN COUNTRYSIDE MOBILE HOME PARK, CITY OF GREELEY, COUNTY OF WELD, STATE OF COLORADO	0.2541	12.50%	0.000199
MARDI GRAS PROPERTIES LLC	102 EAST 22ND STREET GREELEY, CO 80631	LOT 1, BLOCK 2, PARKVIEW MIXED USE 1ST REPLAT, CITY OF GREELEY, COUNTY OF WELD, STATE OF COLORADO	0.7458	12.50%	0.000583
MARTHA OLAVE	219 E 22 STREET, GREELEY, CO 80631	LOT 11, BLOCK 2, PARKVIEW MIXED USE, A SUBDIVISION IN THE CITY OF GREELEY, COUNTY OF WELD, STATE OF COLORADO. ALSO KNOWN BY STREET AND NUMBER AS: 219 E. 22 STREET, GREELEY, COLORADO 80631. ALSO KNOWN AS WELD COUNTY ASSESSOR'S PARCEL NO. 0961162260011	0.07576	12.50%	0.000059
Murphy-Hoffman Joint Ventures, LP	c/o Ozark Kenworth, Inc. 1424 North Corrington Kansas City, MO 64120	Part of the Southeast Quarter of Section 17, Township 5 North, Range 65 West of the 6th P.M.	1.2750	12.50%	0.000996
PARKVIEW AND FIRST LLC	4246 SOUTHSORE CT FORT COLLINS, CO 80525	THAT PART OF TRACT A, BLOCK 1, PARKVIEW MIXED USE 1ST REPLAT, CITY OF GREELEY, COUNTY OF WELD, STATE OF COLORADO LYING AND BEING IN THE SW/4NW/4 OF SECTION 16, T5N, R65W. ALSO, THAT PART OF ENVELOPE 4, BLOCK 1, PARKVIEW MIXED USE 1ST REPLAT, CITY OF GREELEY, COUNTY OF WELD, STATE OF COLORADO LYING AND BEING IN THE SW/4NW/4 OF SECTION 16, T5N, R65W	2.1904	12.50%	0.001711
ROBERT L CEMER AND LINDA MARIE CEMER	2280 1ST AV #34 GREELEY, CO 80631	LOT 34, COUNTRYSIDE MOBILE HOME PARK, INCLUDING ANY STREETS, ROADS, ALLEYS, SIDEWALKS, OR OTHER PARCEL OR STRIPS OF LAND LOCATED IN COUNTRYSIDE MOBILE HOME PARK, CITY OF GREELEY, COUNTY OF WELD, STATE OF COLORADO	0.127	12.50%	0.000099
SARAH J SCHEOPNER	2280 1 AVE #31 GREELEY, CO 80631	LOT 31, COUNTRYSIDE MOBILE HOME PARK, INCLUDING ANY STREETS, ROADS, ALLEYS, SIDEWALKS, OR OTHER PARCEL OR STRIPS OF LAND LOCATED IN COUNTRYSIDE MOBILE HOME PARK, CITY OF GREELEY, COUNTY OF WELD, STATE OF COLORADO	0.1263	12.50%	0.000099

SHERRY LYNN COOPER	2280 1 AVE #140 GREELEY, CO 80631	LOT 40, COUNTRYSIDE MOBILE HOME PARK, INCLUDING ANY STREETS, ROADS, ALLEYS, SIDEWALKS, OR OTHER PARCEL OR STRIPS OF LAND LOCATED IN COUNTRYSIDE MOBILE HOME PARK, CITY OF GREELEY, COUNTY OF WELD, STATE OF COLORADO	0.1529	12.50%	0.000119
SILVIA E CRUZ AND CELSO AREVALO	207 E 22 STREET, GREELEY, CO 80631	LOT 8, BLOCK 2, PARKVIEW MIXED USE, A SUBDIVISION IN THE CITY OF GREELEY, COUNTY OF WELD, STATE OF COLORADO. ALSO KNOWN BY STREET AND NUMBER AS: 207 E. 22 STREET, GREELEY, COLORADO 80631. ALSO KNOWN AS WELD COUNTY ASSESSOR'S PARCEL NO. 096116226008	0.07576	12.50%	0.000059
STANLEY E HOLSTEIN AND GEORGEANN L HOLSTEIN	2280 1 AVE #151 GREELEY, CO 80631	LOT 151, COUNTRYSIDE MOBILE HOME PARK, INCLUDING ANY STREETS, ROADS, ALLEYS, SIDEWALKS, OR OTHER PARCEL OR STRIPS OF LAND LOCATED IN COUNTRYSIDE MOBILE HOME PARK, CITY OF GREELEY, COUNTY OF WELD, STATE OF COLORADO	0.1091	12.50%	0.000085
STEPHEN L YOUNG	215 E 22 STREET, GREELEY, CO 80631	LOT 10, BLOCK 2, PARKVIEW MIXED USE, A SUBDIVISION IN THE CITY OF GREELEY, COUNTY OF WELD, STATE OF COLORADO. ALSO KNOWN BY STREET AND NUMBER AS: 215 E. 22 STREET, GREELEY, COLORADO 80631. ALSO KNOWN AS WELD COUNTY ASSESSOR'S PARCEL NO. 0961162260010	0.07576	12.50%	0.000059
THELMA M BROWN	C/O SHARON BROWN 2280 1ST AVE #11 GREELEY, CO 80631	LOT 11, COUNTRYSIDE MOBILE HOME PARK, INCLUDING ANY STREETS, ROADS, ALLEYS, SIDEWALKS, OR OTHER PARCEL OR STRIPS OF LAND LOCATED IN COUNTRYSIDE MOBILE HOME PARK, CITY OF GREELEY, COUNTY OF WELD, STATE OF COLORADO	0.1779	12.50%	0.000139
VARIOUS		STREETS, ROADS AND ALLEYS LYING AND BEING IN THE SE/4NE/4 AND NE/4SE/4 OF SECTION 17, T5N, R65W.	6	12.50%	0.004688
VICTOR BREHON AND CLARA M BREHON	2280 1 AVE #162 GREELEY, CO 80631	LOT 162, COUNTRYSIDE MOBILE HOME PARK, INCLUDING ANY STREETS, ROADS, ALLEYS, SIDEWALKS, OR OTHER PARCEL OR STRIPS OF LAND LOCATED IN COUNTRYSIDE MOBILE HOME PARK, CITY OF GREELEY, COUNTY OF WELD, STATE OF COLORADO	0.1369	12.50%	0.000107