

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

IN THE MATTER OF THE APPLICATION OF EE3
LLC FOR AN ORDER TO ESTABLISH TWO
APPROXIMATE 640-ACRE DRILLING AND
SPACING UNITS FOR SECTIONS 29 AND 32,
TOWNSHIP 7 NORTH, RANGE 80 WEST, 6TH P.M.
FOR THE FRONTIER FORMATION, UNNAMED
FIELD, JACKSON COUNTY, COLORADO

) CAUSE NO. 531

) DOCKET NO. 1309-SP-1155

ORIGINAL

REQUEST FOR RECOMMENDATION OF
APPROVAL OF APPLICATION WITHOUT A HEARING

EE3, LLC, Inc. by and through its undersigned attorneys, hereby requests pursuant to Rule 511.a. of the Rules and Regulations of the Colorado Oil and Gas Conservation Commission ("Commission") for the Director to recommend approval of its July 18, 2013 verified application ("Application") and the supporting exhibits without a hearing.

Applicant requests that the above-captioned matter be approved based upon: (i) the merits of the Application, and (ii) Applicant's sworn written testimony verifying sufficient facts along with exhibits that adequately support the relief requested in the Application. To Applicant's information and belief, no protests were timely filed in this matter.

WHEREFORE, Applicant requests that its request for a recommendation for approval of its Application without a hearing be granted.

DATED this 3rd day of September, 2013.

Respectfully submitted,

NOBLE ENERGY, INC.

By Jamie L. Jost

Jamie L. Jost
Gregory J. Nibert, Jr.
Beatty & Wozniak, P.C.
Attorneys for Applicant
216 16th Street, Suite 1100
Denver, Colorado 80202
(303) 407-4499

EE3 LLC

Land Testimony – Douglas C. Sandridge

Cause No. 531

Docket No. 1309-SP-1155

Spacing Application – Frontier Formation

Unnamed Field

September 2013 Colorado Oil and Gas Conservation Commission Hearing

My name is Douglas C. Sandridge. I am the Vice President of Land for EE3 LLC ("EE3" or "Applicant"). I have worked directly or in a supervisory role with the properties that are subject of this matter. A copy of my curriculum vitae is attached.

In support of EE3's Application, I am submitting the following exhibits. This testimony and exhibits attached to my sworn testimony and outline the parameters for the application filed in the above-referenced docket ("Application") to establish an approximate 640-acre drilling and spacing unit, comprised of the following lands (the "Application Lands"):

Township 7 North, Range 80 West, 6th P.M.

Section 29: All

Exhibit No. L-1: Leasehold Interests.

Exhibit L-1: EE3 owns leasehold interest covering 97.703587% of the Application Lands. EE3 owns leasehold covering 100% of the tracts shaded in orange and 81.6287% of the tracts shaded pink. Universal Resources Corporation owns an undivided 1.354397% of the Application Lands (undivided interest in the tracts shaded pink). Judy A. and Shawn C. Heringer own an undivided 0.6736232% of the Application Lands (undivided interest in the tracts shaded pink). Rosalie A. Murinko owns an undivided 0.1341964% of the Application Lands (undivided interest in the tracts shaded pink). T. Hamilton Reidy owns an undivided 0.1341964% of the Application Lands (undivided interest in the tracts shaded pink).

Exhibit No. L-2: Surface Ownership.

Exhibit L-2 shows the surface ownership of the Application Lands. 100% of the surface ownership of the Application Lands are owned in fee

Exhibit No. L-3: Mineral Ownership.

Exhibit L-3 shows the surface ownership of the Application Lands. 100% of the mineral ownership of the Application Lands are owned in fee.

Exhibit L-4 shows the topography of the Application Lands. The contour interval for the Application Lands is 80' feet.

I swear/affirm that the matters described herein were all conducted under my direction and control. To the best of my knowledge and belief, all of the matters set forth herein, my testimony and in the exhibits are true, correct and accurate.

STATE OF COLORADO)
) ss.
CITY AND COUNTY OF BOULDER)

Witness my hand and official seal.



Notary Public



Exhibit L-1

Docket No. 1309-SP-1155

LEASEHOLD INTERESTS

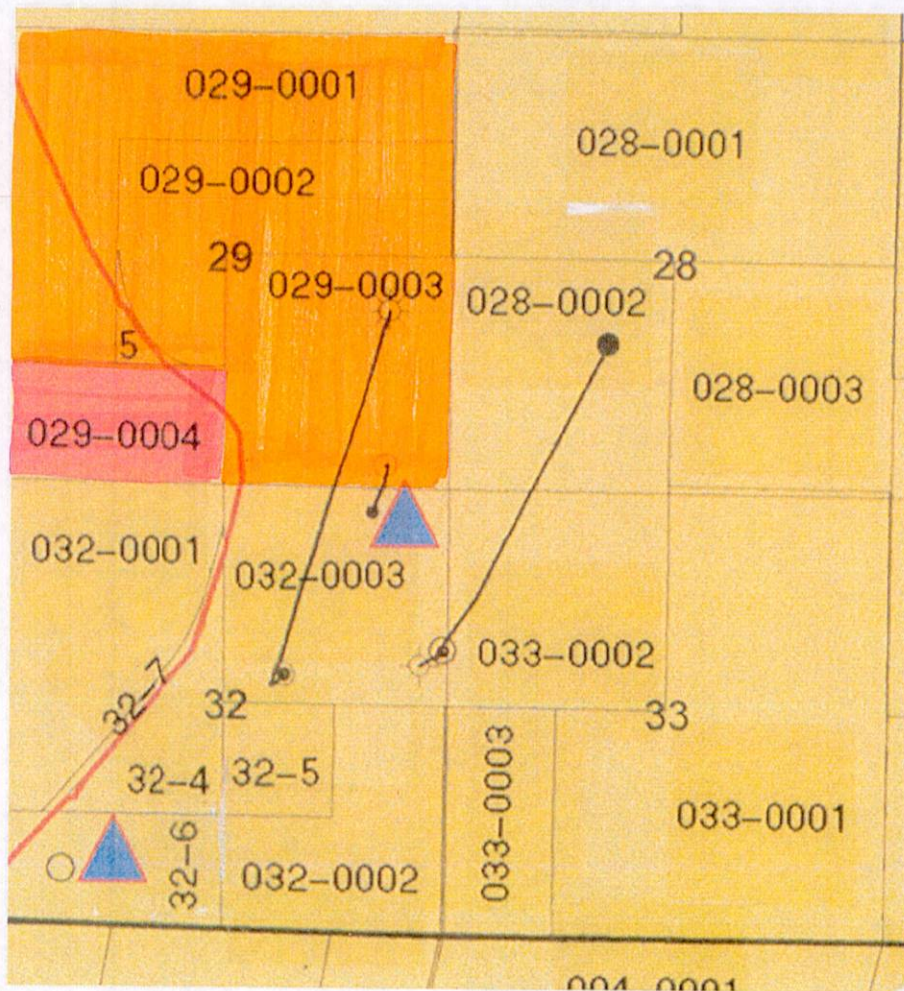


Exhibit L-2

Docket No. 1309-SP-1155

SURFACE OWNERSHIP

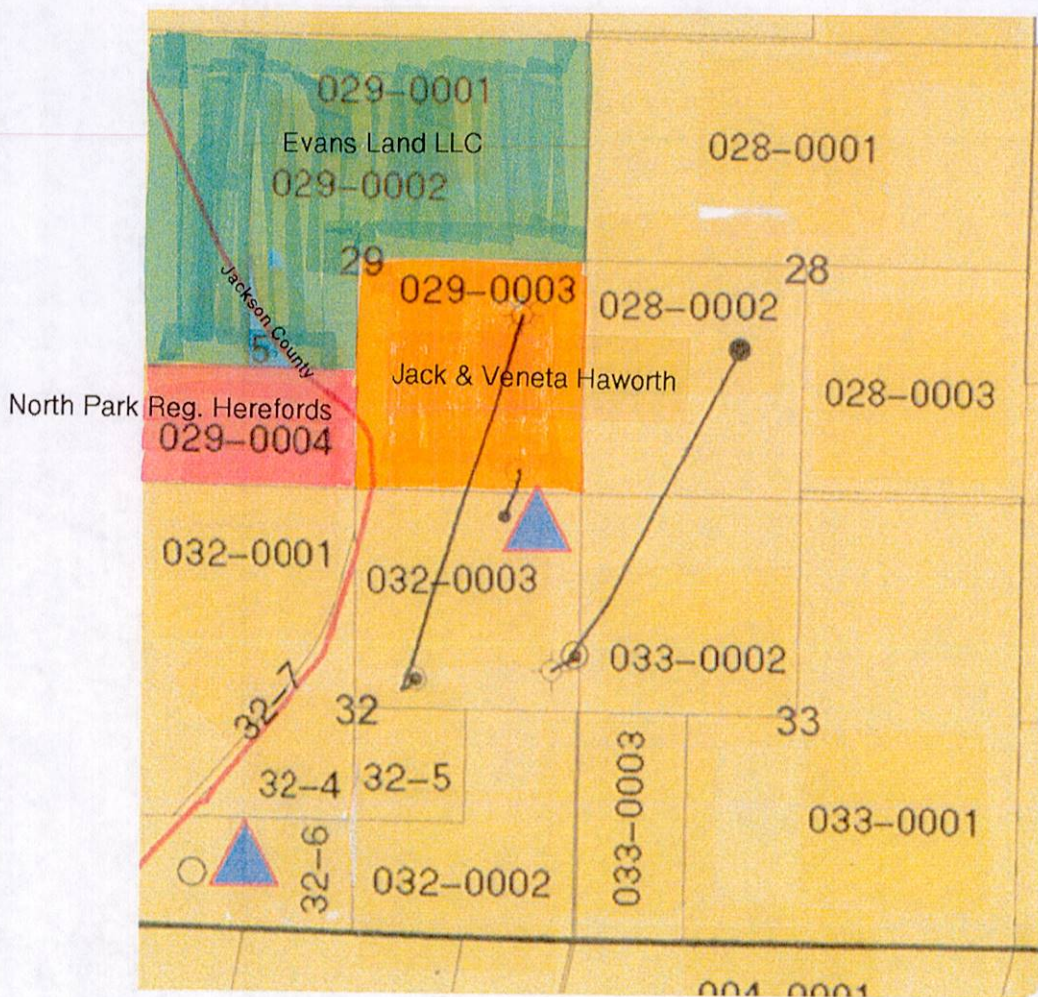
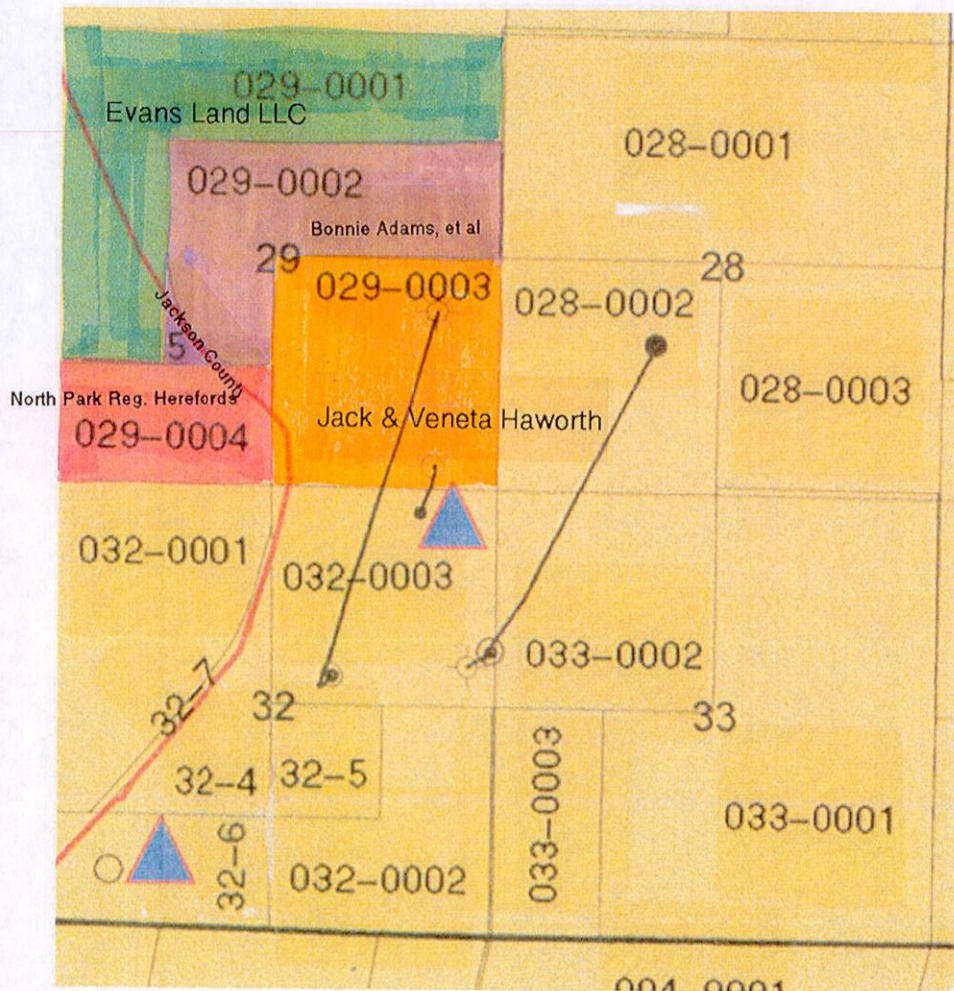


Exhibit L-3

Docket No. 1309-SP-1155

MINERAL OWNERSHIP



Topography

Topographic map of the Buffalo Creek area near Eureka, California. The map shows a rectangular area outlined in black, containing a "Gravel Pit" and a spot elevation of 3151 (2485). Surrounding features include "Castle", "Mutual", "Spicer", and "Buffalo Creek". A "Ditch" is also labeled. The map includes various spot elevations and a scale bar.

EE3 LLC

Richard McClure- Engineering Testimony

Cause No. 531

Docket No. 1309-SP-1155

Spacing Application – Frontier Formation

Unnamed Field

Jackson County, Colorado

September 2013 Colorado Oil and Gas Conservation Commission Hearing

My name is Richard F. McClure, and I am currently President for EE3 LLC supervising development operations for the company's operations in Jackson County, Colorado. I received a Bachelor's of Science degree and a Master of Engineering degree in Petroleum Engineering from the Colorado School of Mines in Golden, Colorado. I have over 30 years of experience in oil and gas engineering. I am familiar with the lands described, and the matters set forth in the July 2013 verified application ("Application").

In support of EE3 LLC's application in the above referenced docket, I am submitting the following exhibits. This testimony and exhibits attached to my sworn testimony and outline the parameters for the application filed in the above-referenced docket ("Application") to establish an approximate 640-acre drilling and spacing unit, comprised of the following lands (the "Application Lands"):

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Section 29: All

Exhibit E-1- Calculation of OOIP and EUR's

The best vertical Frontier well in Jackson County has cumulative production of 32,569 barrels of oil and an estimated drainage area of approximately 27 acres. The estimated recovery from a horizontal well should approach 185,000 barrels with an estimated drainage area of 153 acres. At an azimuth of 20 Degrees East of North, this orientation and a 4,800' lateral allow for 3 wells per section

Based on the foregoing testimony and the attached exhibits, I conclude that the drilling, completion and production of a horizontal well in the Application Lands will capture reserves from the reservoir efficiently and thereby prevent waste. This drilling, completion and production will also protect correlative rights.

The matters described herein were all conducted under my direction and control. I hereby swear that to the best of my knowledge and belief, all of the matters set forth herein, my testimony and in the exhibits are true, correct and accurate.

Dated 30th day of August, 2013,

Rich McClure

Richard F. McClure
President
EE3 LLC

STATE OF COLORADO)
) ss.
CITY AND COUNTY OF BOULDER).

The foregoing instrument was subscribed and sworn to before me this ____ day of August, 2013,
by Richard F. McClure, President for EE3 LLC.

Witness my hand and official seal.

My commission expires: 03/11/2014

Ruth Hartshorn

Notary Public

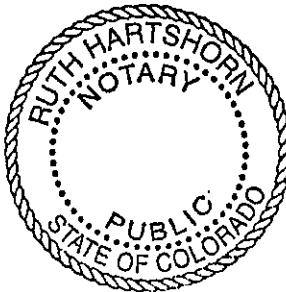


Exhibit E-1 - Calculation of OOIP and EUR's

Vertical Frontier Well, Jackson County, CO

Description of Parameter	Value
Depth (TVD below Ground Level)	8,050
Porosity	6.0%
Sw (Water Saturation-Percent of Pore Space)	50.0%
Height (Thickness) of Formation	125
Initial Reservoir Pressure (PSIA) [Estimated]	3,700
Initial Reservoir Temperature (degF)	200
Initial Gas-Oil Ratio (CuFt/Stock Tank Bbl) [Estimated]	1,400
Oil Gravity (deg API)	38
Sep Gas Gravity (air = 1.0)	0.85
Formation Volume Factor (Reservoir Bbls/Stock Tank Bbl)	1.2
Original Oil in Place (OOIP) Stock Tank Bbls per Acre assuming uniform Height	24,244
Recovery Efficiency-Percent of Original Oil in Place to be Produced [Estimated]	5.0%
Recoverable Oil (Bbls per acre Drained at Recovery Efficiency)	1,212
Analog Frontier well is anticipated to have an ultimate recovery potential of	32,569

Drainage area (acres) per vertical well	27
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Horizontal Frontier Well, Jackson County, CO

Description of Parameter	Value
Depth (TVD below Ground Level)	8,050
Porosity	6.0%
Sw (Water Saturation-Percent of Pore Space)	50.0%
Height (Thickness) of Formation	125
Initial Reservoir Pressure (PSIA) [Estimated]	3,700
Initial Reservoir Temperature (degF)	200
Initial Gas-Oil Ratio (CuFt/Stock Tank Bbl) [Estimated]	1,400
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Original Oil in Place (OOIP) Stock Tank Bbls per Acre assuming uniform Height	24,244
Recovery Efficiency-Percent of Original Oil in Place to be Produced [Estimated]	5.0%
Recoverable Oil (Bbls per acre Drained at Recovery Efficiency)	1,212
Analog Frontier well is anticipated to have an ultimate recovery potential of	185,000

Drainage area (acres) per horizontal well	153
---	-----

Richard F. McClure, P.E.

4410 Arapahoe Avenue, Suite 100

Boulder, CO 80303

(303) 444-8881

Professional Employment

Over thirty one years of experience, including:

EE3 LLC

President

Boulder, Colorado

Ellora Energy, Inc.

Chief Operating Officer

Boulder, Colorado

Questa Engineering

Consulting Engineer

Golden, Colorado

ARCO

Drilling Engineer

Prudhoe Bay, Alaska

Education

Bachelor of Science Degree, Colorado School of Mines

Major: Petroleum Engineering

Master of Engineering in Petroleum Engineering, Colorado School of Mines

Registered engineer in Colorado and New Mexico

EE3 LLC

Jeffrey Dynda- Geology Testimony

Cause 531

Docket No. 1309-SP-1155

Spacing Application – Frontier Formation

Unnamed Field

Jackson County, Colorado

July 2013 Colorado Oil and Gas Conservation Commission Hearing

My name is Jeffrey Dynda, and I am currently the Geologist for EE3 LLC. I have a Bachelors of Science Degree in Geology from Indiana University of Pennsylvania. I have over 15 years' experience in Oil and Gas exploration and development in the Continental United States. I am familiar with the lands described, and the matters set forth in this application ("Application").

In support of EE3 LLC's application in the above referenced docket, I am submitting the following exhibits. This testimony and exhibits attached to my sworn testimony and outline the parameters for the application filed in the above-referenced docket ("Application") to establish an approximate 640-acre drilling and spacing unit, comprised of the following lands (the "Application Lands"):

Township 7 North, Range 80 West, 6th P.M.
Section 29: All

Exhibit G1 - Cross section location map

Exhibit G1 is the location map for the cross section labeled with the three wells.

Exhibit G2 - Cross section

Exhibit G2 is the cross section displaying the near uniform thickness of the Frontier in vicinity of the proposed unit.

Exhibit G3 - Frontier Top Subsea Structure

Exhibit G3 is the generalized structure map for the Frontier Top Subsea contoured in 250' increments.


Exhibit G4 - Optimum well direction

Exhibit G4 displays our preferred well azimuth. This interpretation is based upon propriety micro-seismic and seismic data acquired by EOG and is intended to be perpendicular to fracture orientation.

All four exhibits are intended to illustrate that the Frontier is Uniform and contiguous throughout the area and that our intention with lateral azimuth is to maximize stimulation of the reservoir.

The matters described herein were all conducted under my direction and control. I hereby swear that to the best of my knowledge and belief, all of the matters set forth herein, my testimony and in the exhibits are true, correct and accurate.

Dated 30 day of August, 2013,



Jeffery Dynda
Geologist
EE3 LLC

STATE OF COLORADO)
) ss.
CITY AND COUNTY OF BOULDER)

The foregoing instrument was subscribed and sworn to before me this 30th day of August, 2013, by Jeffery Dynda, Geologist, for EE3 LLC.

Witness my hand and official seal.

My commission expires: 03/11/2014

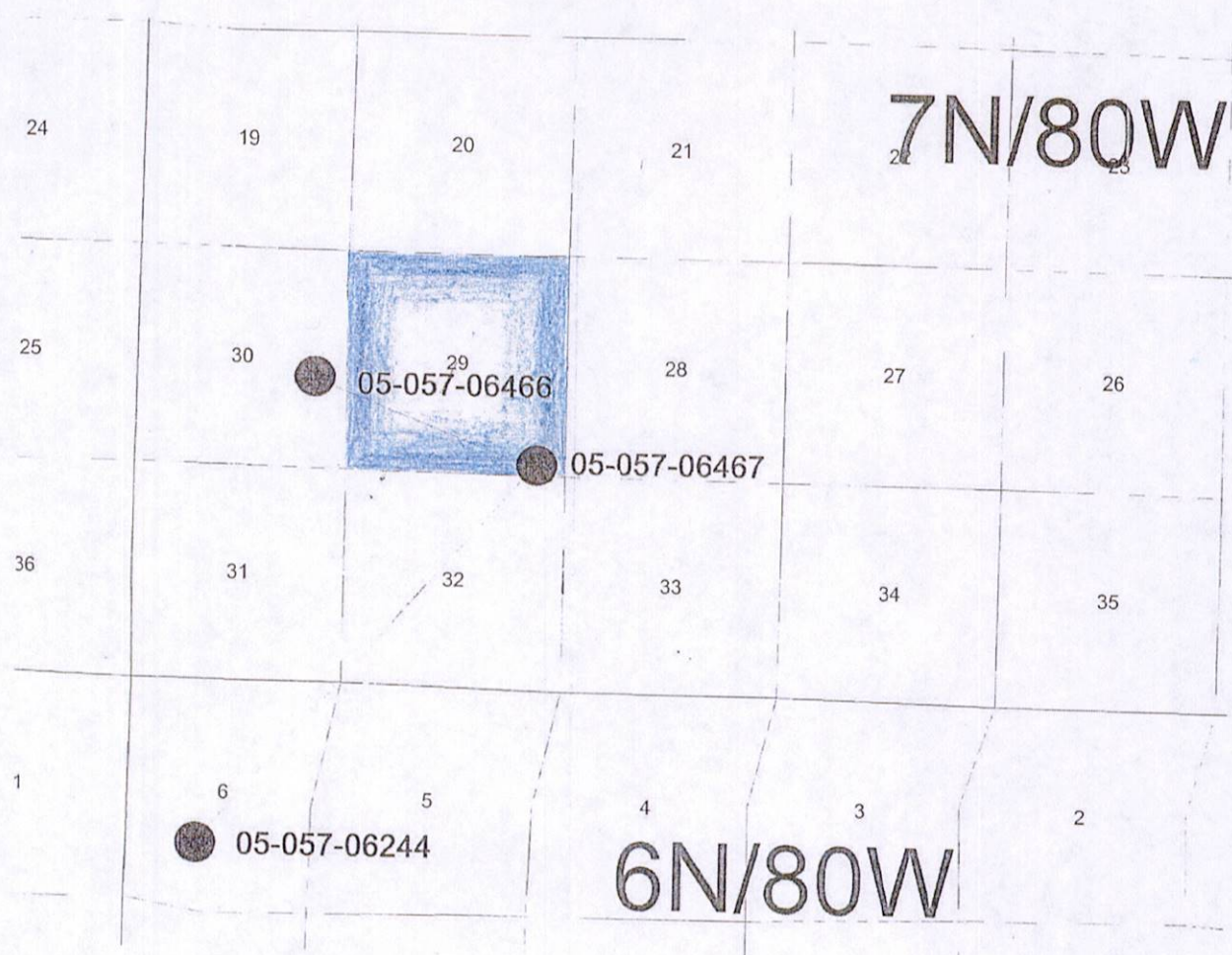


Notary Public



Exhibit G-1

Cross Section Location Map



Cross Section

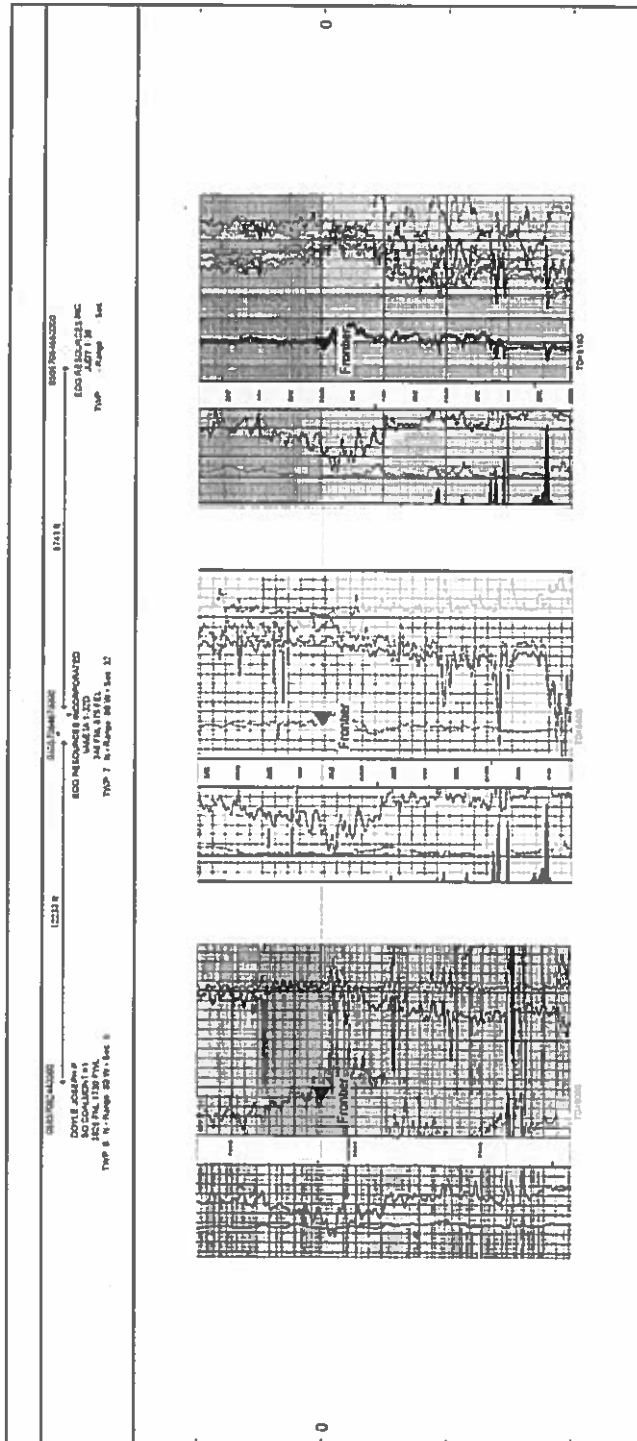


Exhibit G-3

Frontier Top Subsea Structure

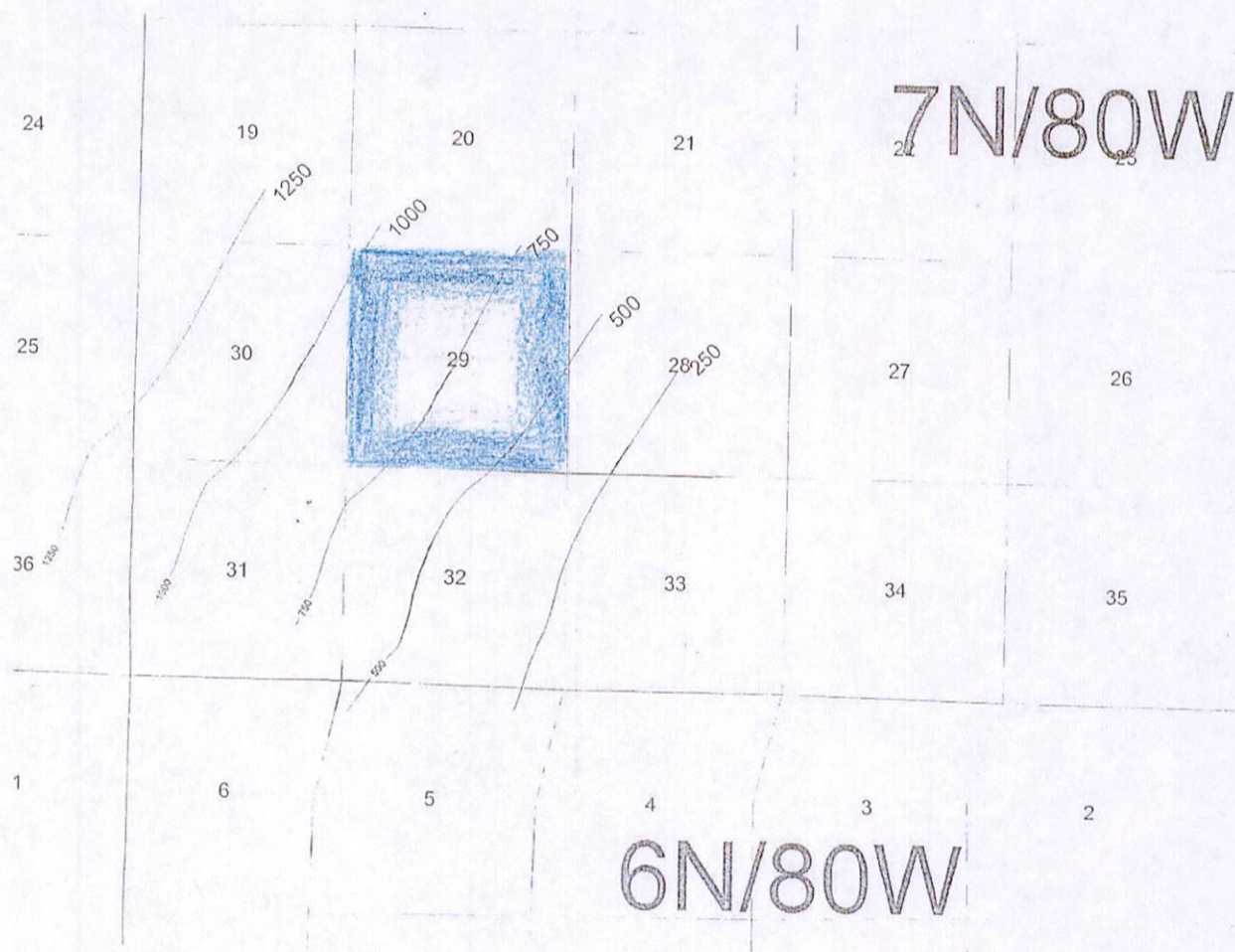
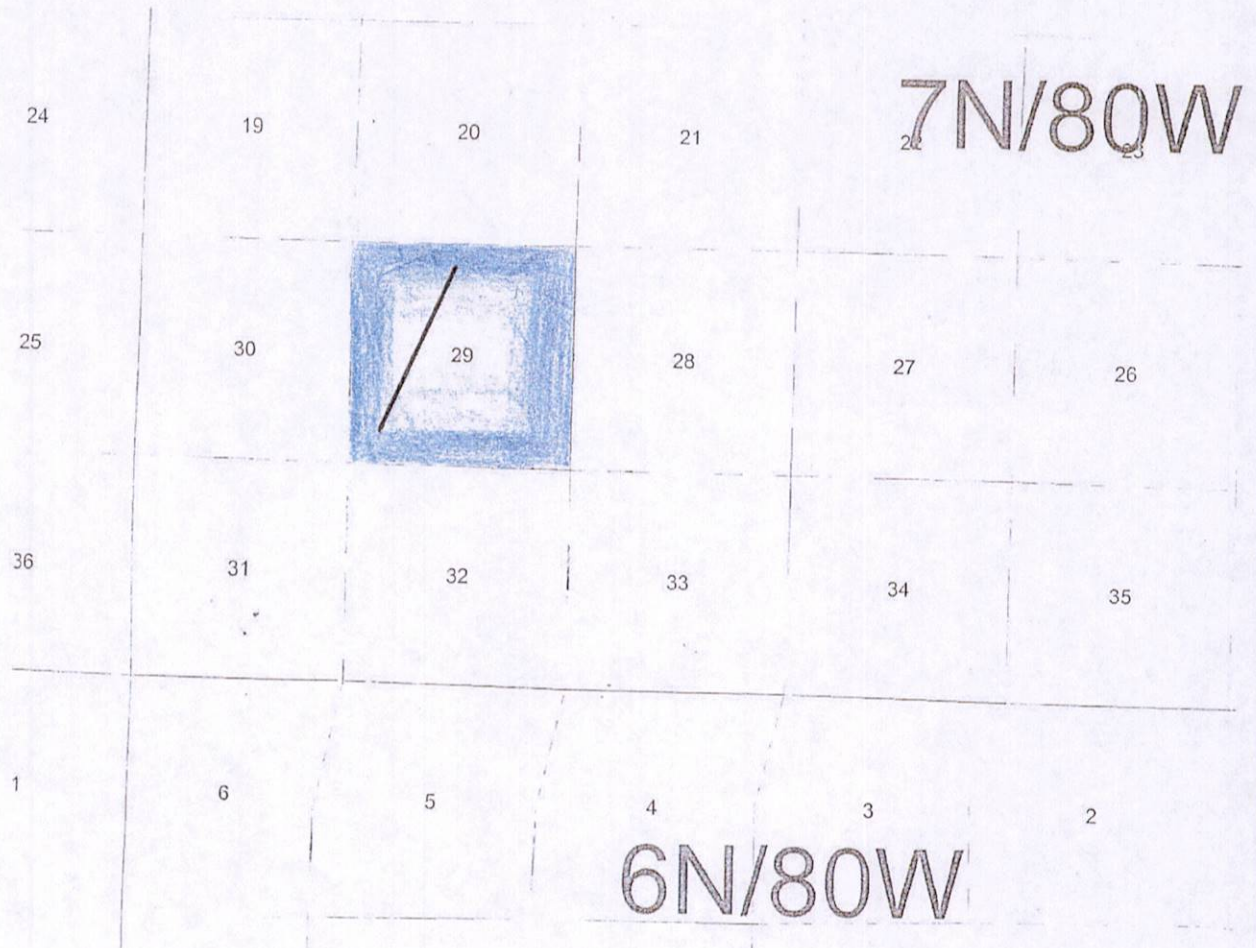


Exhibit G-4

Optimum Well Direction



Jeffery Dynda

4410 Arapahoe Avenue, Suite 100

Boulder, CO 80303

(303) 444-8881

Professional Employment

Over fifteen years of experience, including:

EE3 LLC

Boulder, Colorado

Geologist

RenWell Energy LLC,

Morrison, Colorado

Consulting Geologist

Ellora Energy, Inc.

Boulder, Colorado

Exploration Manager – TX/LA

MAK-J Energy

Denver, Colorado

Staff Geologist

EnCana Oil & Gas

Denver, Colorado

Geo-Science Analyst

Education

Bachelor of Science Degree, Indiana University of Pennsylvania

Major: Geology

Minor: Computer Science

EE3 LLC

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My name is Douglas C. Sandridge. I am the Vice President of Land for EE3 LLC ("EE3" or "Applicant"). I have worked directly or in a supervisory role with the properties that are subject of this matter. A copy of my curriculum vitae is attached.

In support of EE3's Application, I am submitting the following exhibits. This testimony and exhibits attached to my sworn testimony and outline the parameters for the application filed in the above-referenced docket ("Application") to establish an approximate 640-acre drilling and spacing unit, comprised of the following lands (the "Application Lands"):

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Exhibit No. L-1: Leasehold Interests.

Exhibit L-1: EE3 owns leasehold interest covering 89.933484% of the Application Lands. EE3 owns leasehold covering 100% of the tracts shaded in orange and 81.6287% of the tracts shaded pink. Universal Resources Corporation owns an undivided 6.849336% of the Application Lands (undivided interest in the tracts shaded pink). Judy A. and Shawn C. Heringer own an undivided 2.283149% of the Application Lands (undivided interest in the tracts shaded pink). Rosalie A. Murinko owns an undivided 0.467015% of the Application Lands (undivided interest in the tracts shaded pink). T. Hamilton Reidy owns an undivided 0.467015% of the Application Lands (undivided interest in the tracts shaded pink).

Exhibit No. L-2: Surface Ownership.

Exhibit L-2 shows the surface ownership of the Application Lands. 81.25% of the surface ownership of the Application Lands are owned in fee. 18.75% of the surface ownership of the Application Lands are owned by the United States of America.

Exhibit No. L-3: Mineral Ownership.

Exhibit L-3 shows the surface ownership of the Application Lands. 81.25% of the mineral ownership of the Application Lands are owned in fee. 18.75% of the mineral ownership of the Application Lands are owned by the United States of America.

Exhibit No. L-4: Topography.

Exhibit L-4 shows the topography of the Application Lands. The contour interval for the Application Lands is 80' feet.

Based upon our examination of relevant documents, and under my direction and control, all of the interested parties included in Exhibit A attached to the Applications received proper notice. As of the date of this testimony, EE3 has not received any protests or objections to the Applications.

I swear/affirm that the matters described herein were all conducted under my direction and control. To the best of my knowledge and belief, all of the matters set forth herein, my testimony and in the exhibits are true, correct and accurate.

Dec 5/11

Douglas C. Sandridge
EE3 LLC
Vice President, Land

STATE OF COLORADO)
) ss.
CITY AND COUNTY OF BOULDER)

The foregoing instrument was subscribed and sworn to before me this 3rd day of September, 2013, by Douglas C. Sandridge, Vice President Land, for EE3 LLC.

Witness my hand and official seal.

My commission expires: 03/11/2014

Ruth Hartshorn
Notary Public

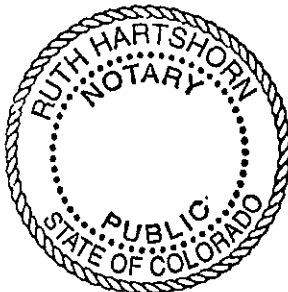


Exhibit L-1

Docket No. 1305 1309-SP-1155

LEASEHOLD INTERESTS

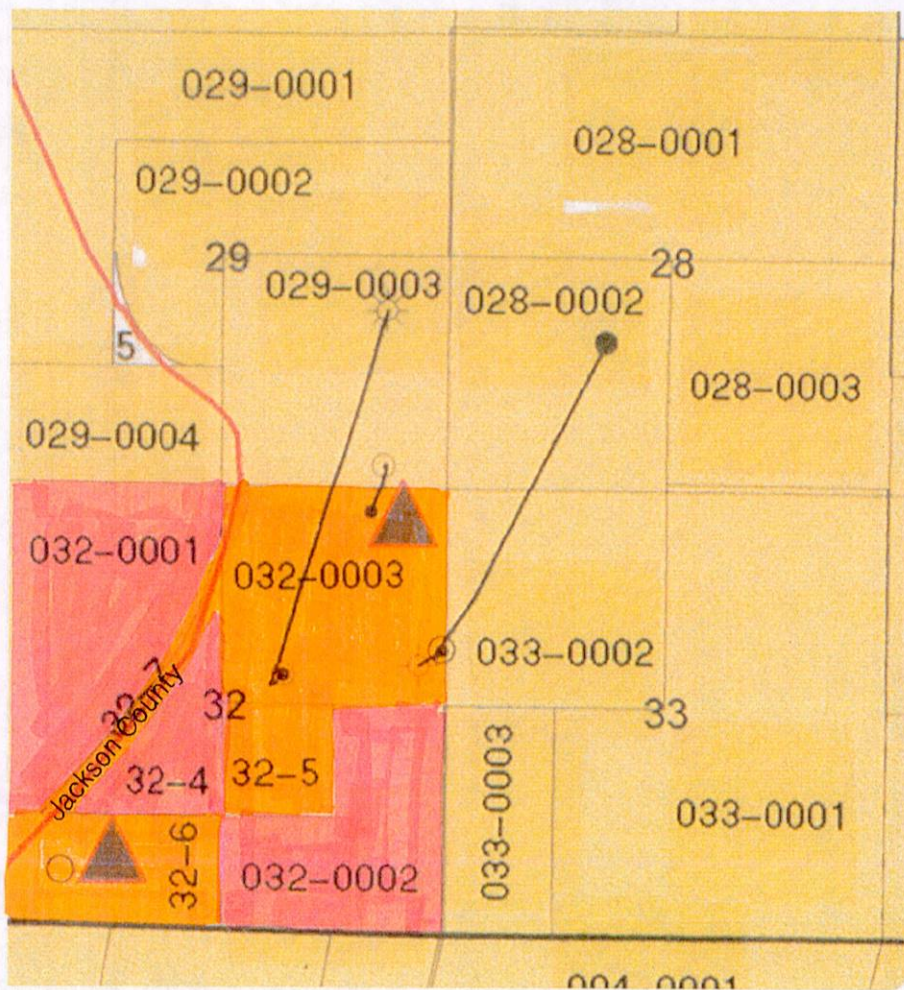


Exhibit L-2

Docket No. 1309-SP-1155

SURFACE OWNERSHIP

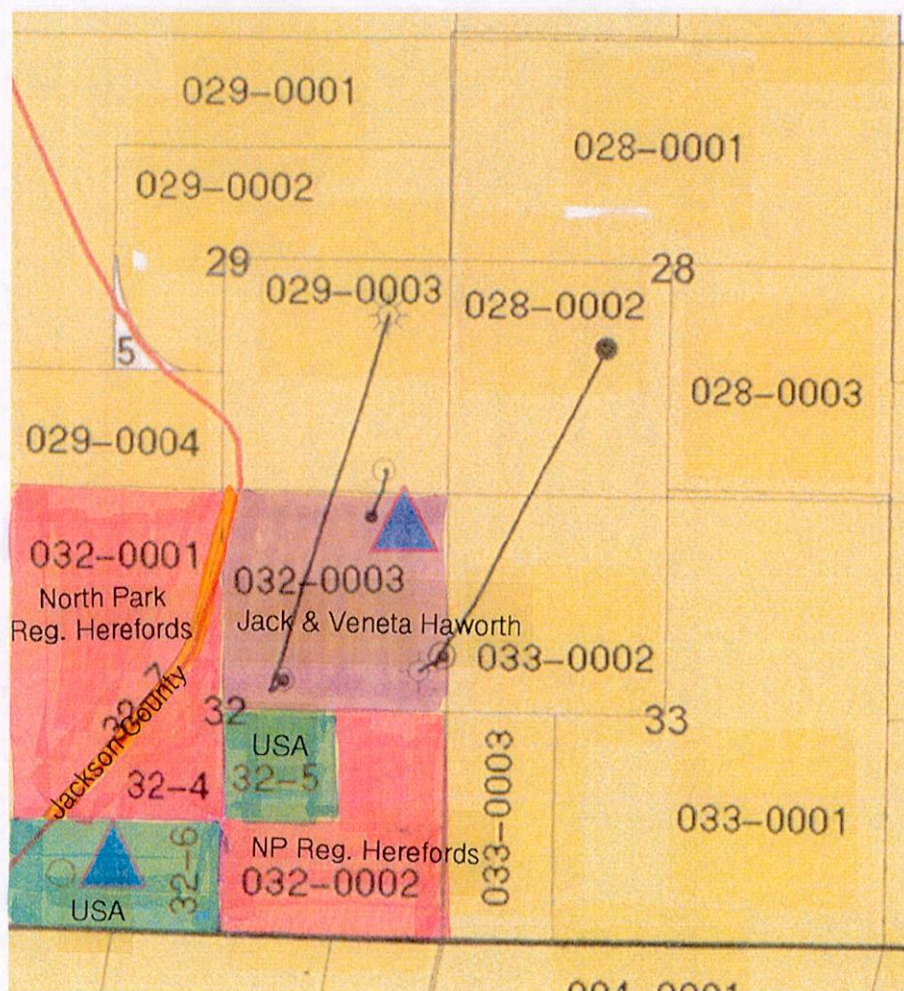


Exhibit L-3

Docket No. 1309-SP-1155

MINERAL OWNERSHIP

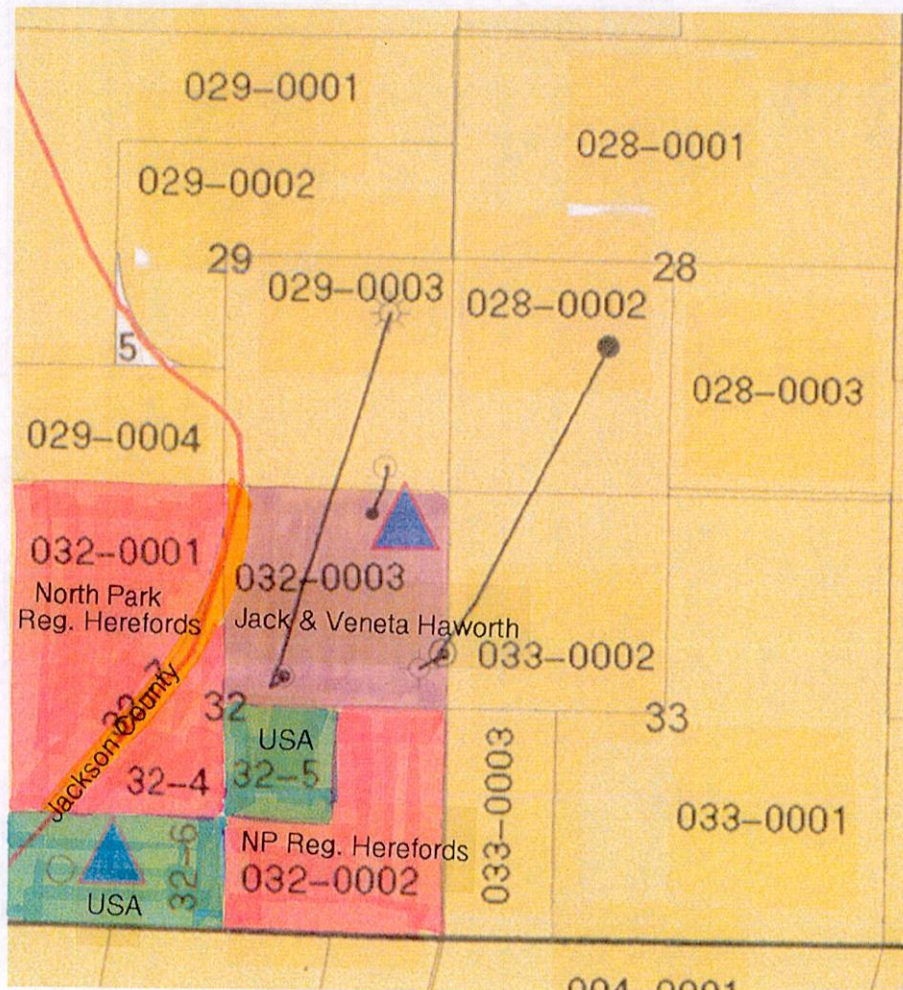
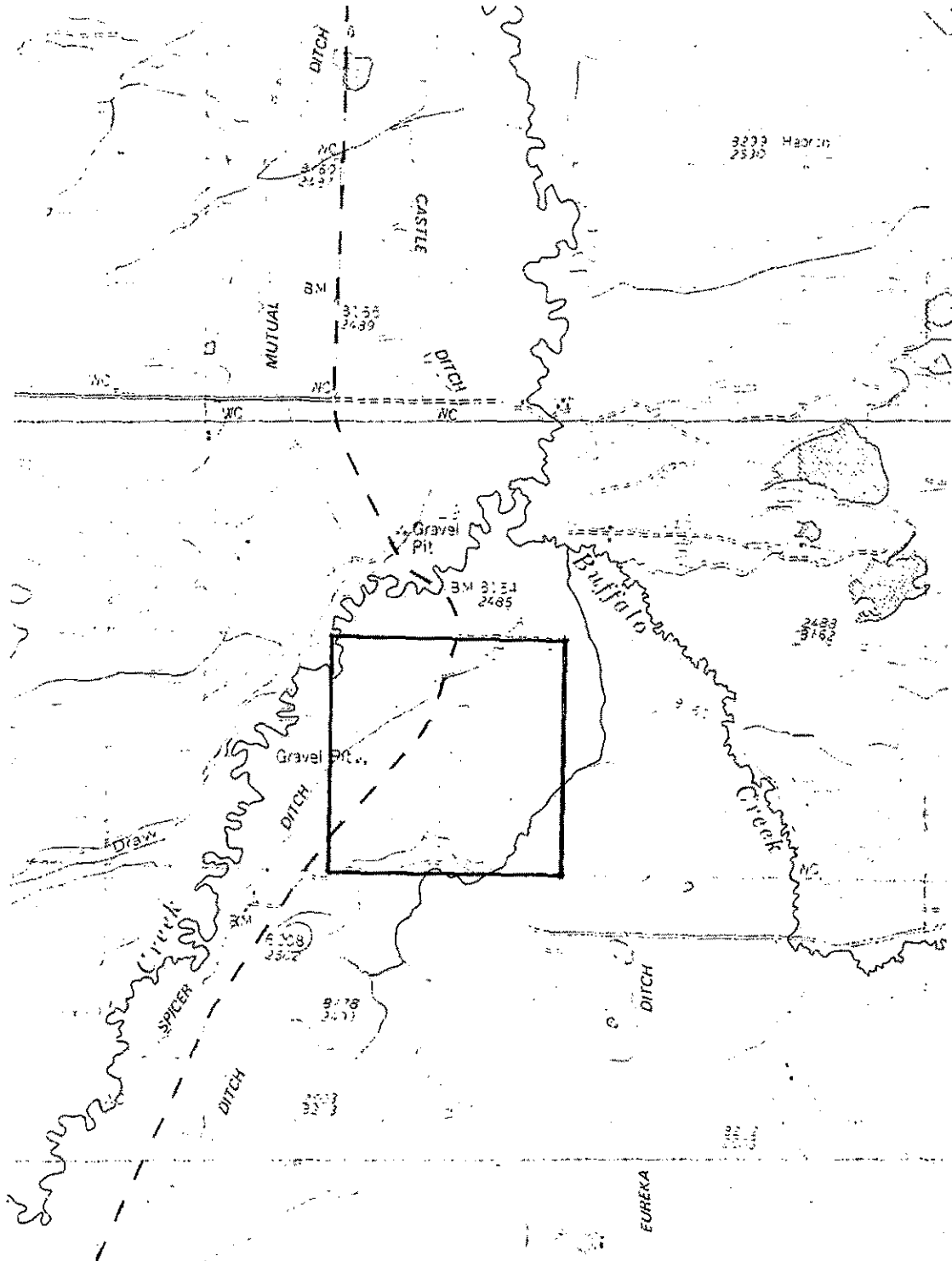


Exhibit L-4

Topography

Township 7 North, Range 80 West, 6th P.M.
Jackson County, CO



EE3 LLC

Richard McClure- Engineering Testimony

Cause No. 531

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Spacing Application – Frontier Formation

Unnamed Field

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Dated 30th day of August, 2013,

Richard F. McClure

Richard F. McClure
President
EE3 LLC

STATE OF COLORADO)
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The foregoing instrument was subscribed and sworn to before me this 30th day of August, 2013, by Richard F. McClure, President for EE3 LLC.

Witness my hand and official seal.

My commission expires: 03/11/2014

Ruth Hartshorn

Notary Public

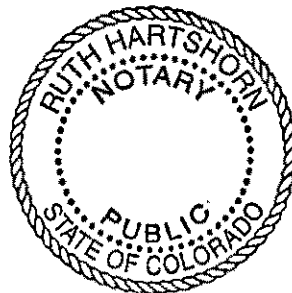


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Vertical Frontier Well, Jackson County, CO

Description of Parameter	Value
Depth (TVD below Ground Level)	8,050
Porosity	6.0%
Sw (Water Saturation-Percent of Pore Space)	50.0%
Height (Thickness) of Formation	125
Initial Reservoir Pressure (PSIA) [Estimated]	3,700
Initial Reservoir Temperature (degF)	200
Initial Gas-Oil Ratio (CuFt/Stock Tank Bbl) [Estimated]	1,400
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Boulder, Colorado

President

Ellora Energy, Inc.

Boulder, Colorado

Chief Operating Officer

Questa Engineering

Golden, Colorado

Consulting Engineer

ARCO

Prudhoe Bay, Alaska

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Education

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Major: Petroleum Engineering

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EE3 LLC

Jeffrey Dynda- Geology Testimony

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Docket No. 1309-SP-1155

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Exhibit G3 is the generalized structure map for the Frontier Top Subsea contoured in 250' increments.

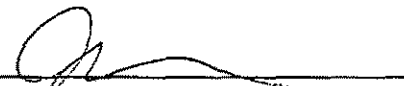
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The matters described herein were all conducted under my direction and control. I hereby swear that to the best of my knowledge and belief, all of the matters set forth herein, my testimony and in the exhibits are true, correct and accurate.

Dated 30 day of August, 2013,


Jeffery Dynda
Geologist
EE3 LLC

STATE OF COLORADO)
) ss.
CITY AND COUNTY OF BOULDER)

The foregoing instrument was subscribed and sworn to before me this 30th day of August, 2013, by Jeffery Dynda, Geologist, for EE3 LLC.

Witness my hand and official seal.

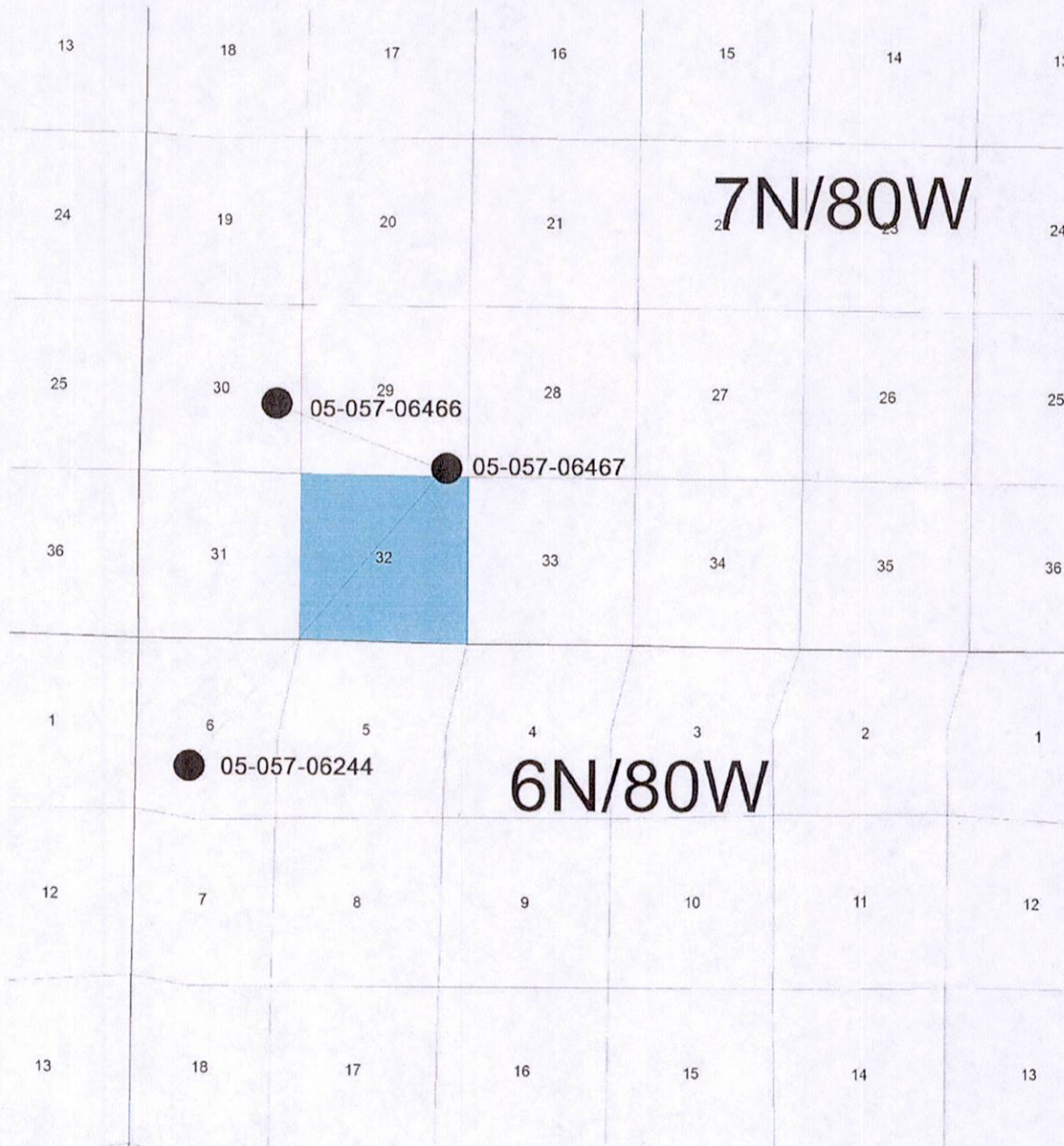
My commission expires: 03/11/2014


Notary Public



Exhibit G-1

Cross Section Location Map



Cross Section

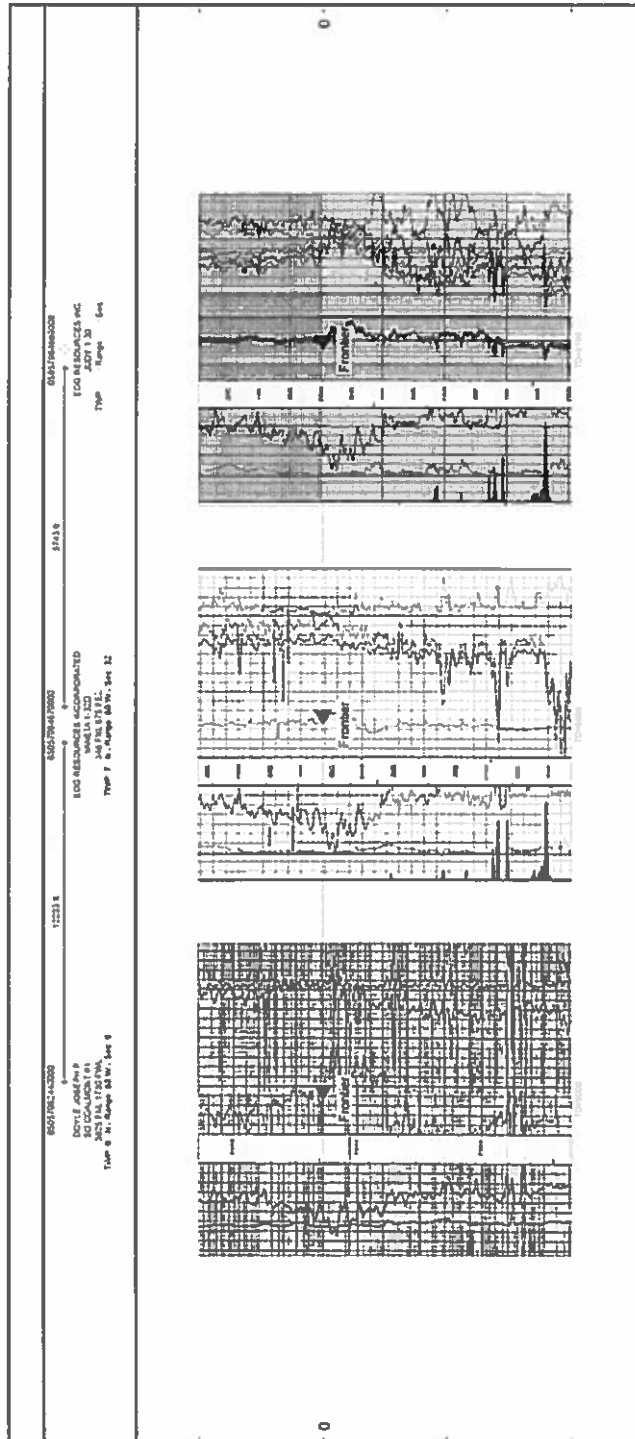


Exhibit G-3

Frontier Top Subsea Structure

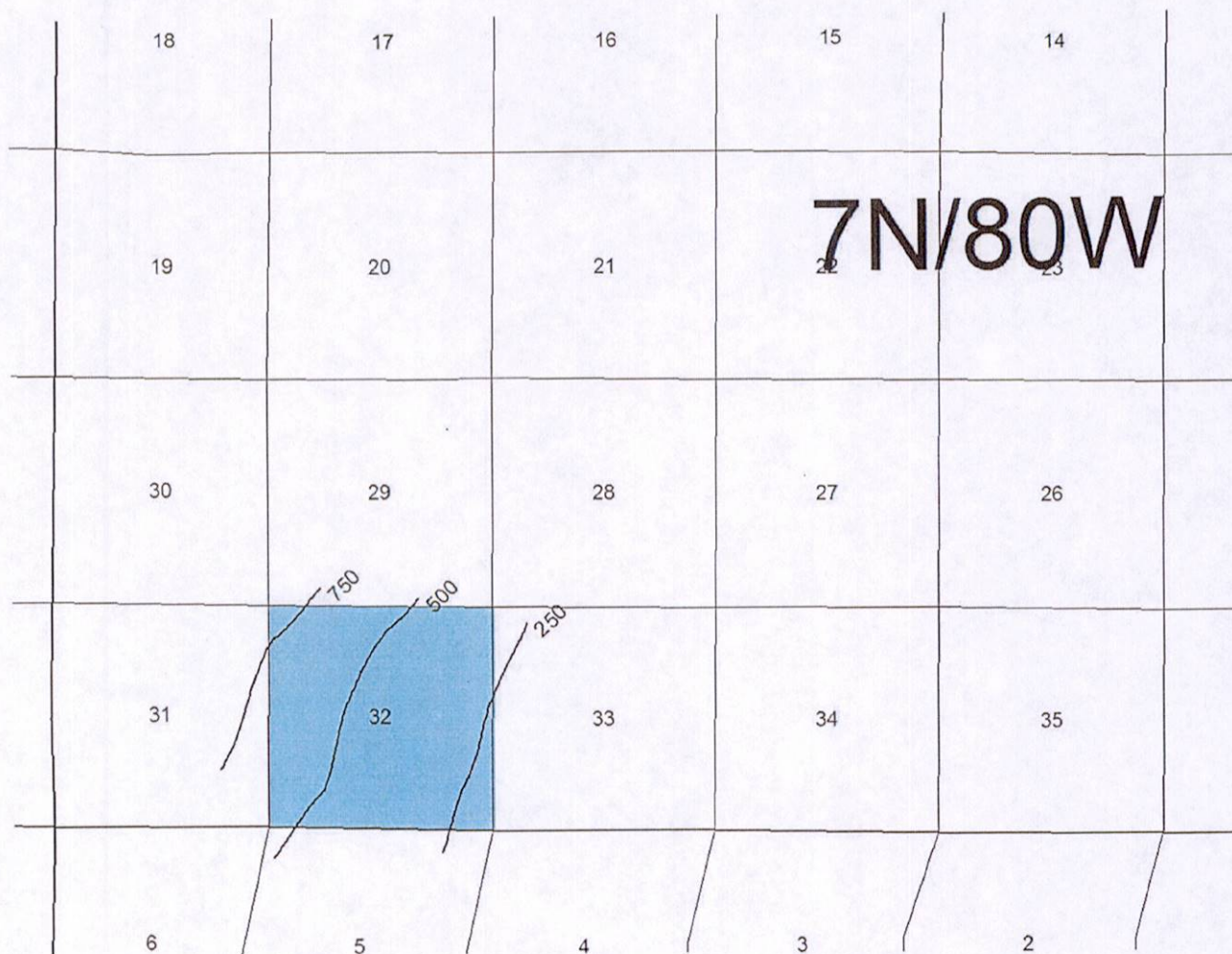
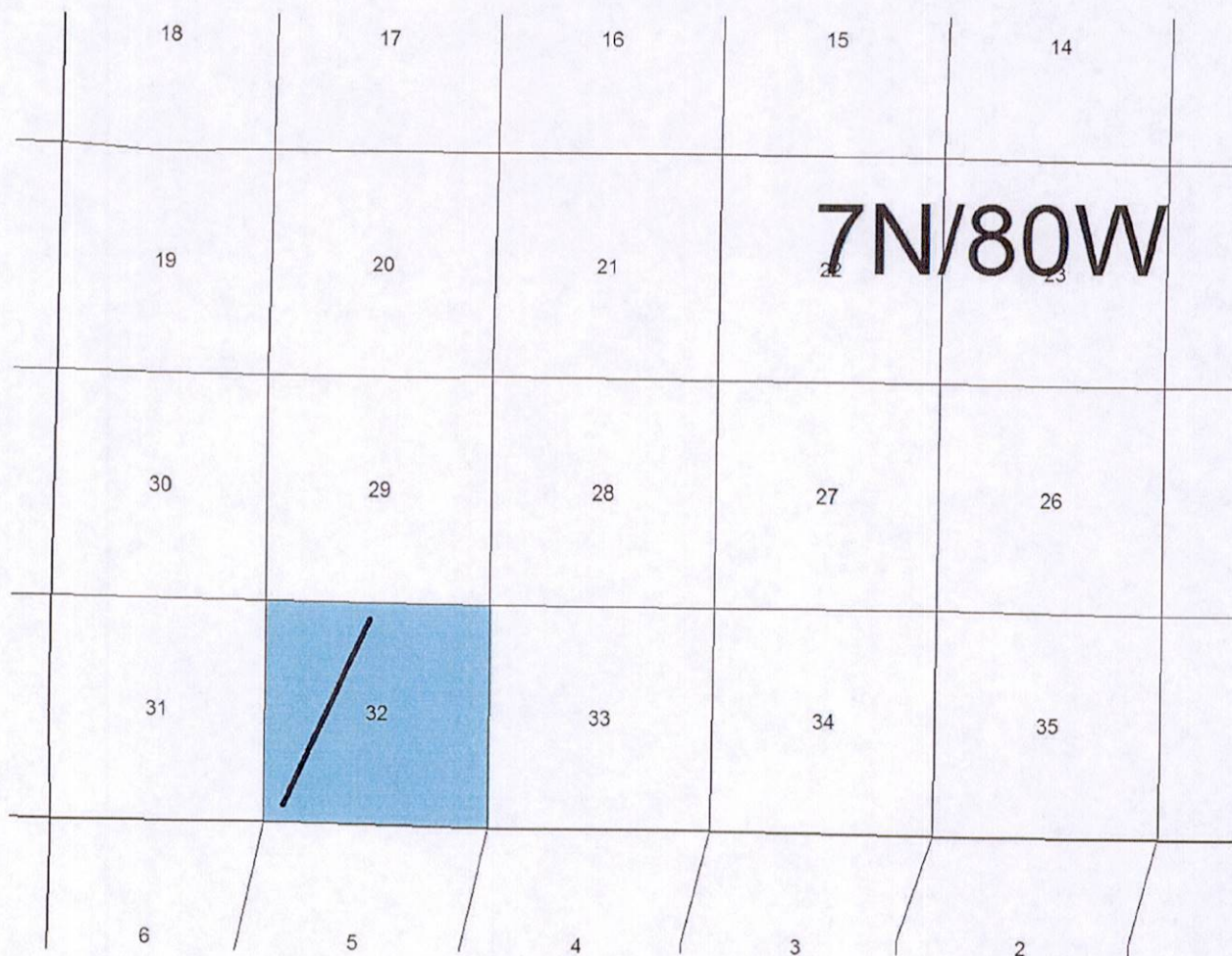


Exhibit G-4

Optimum Well Direction



Jeffery Dynda

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Boulder, CO 80303

(303) 444-8881

Professional Employment

Over fifteen years of experience, including:

EE3 LLC

Boulder, Colorado

Geologist

RenWell Energy LLC,

Morrison, Colorado

Consulting Geologist

Ellora Energy, Inc.

Boulder, Colorado

Exploration Manager – TX/LA

MAK-J Energy

Denver, Colorado

Staff Geologist

EnCana Oil & Gas

Denver, Colorado

Geo-Science Analyst

Education

Bachelor of Science Degree, Indiana University of Pennsylvania

Major: Geology

Minor: Computer Science