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December 15, 2010

Mailing Address:
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Shreveport, LA 71163-1126

Honorable James H. Welsh
Commissioner of Conservation
State of Louisiana
Post Office Box 94275
Baton Rouge, Louisiana 70804-9275

WM. TIMOTHY ALLEN, III
Direct: 318.934.0217
Email: tallen@bwor.com

RE: HEARING APPLICATION
HA RA SUXX and HA RA SUYY
Haynesville Zone, Reservoir A
CV RA SUMM
Cotton Valley Formation, Reservoir A
Lake Bistineau Field
Bienville Parish, Louisiana
Our File No. 430071.250

Dear Sir:

On behalf of QEP ENERGY COMPANY, application is hereby made for a public hearing to receive evidence concerning the issuance of an order pertaining to the following matters relating to the Haynesville Zone, Reservoir A and the Cotton Valley Formation, Reservoir A, in the Lake Bistineau Field, Bienville Parish, Louisiana.

1. To create two (2) additional drilling and production units (to be designated as HA RA SUXX and HA RA SUYY), as shown on the attached plat, for the exploration for and production of gas and condensate from the Haynesville Zone, Reservoir A, in the Lake Bistineau Field, Bienville Parish, Louisiana;
2. To create one (1) additional drilling and production unit (to be designated as CV RA SUMM), as shown on the attached plat, for the exploration for and production of gas and condensate from the Cotton Valley Formation, Reservoir A, in the Lake Bistineau Field, Bienville Parish, Louisiana;
3. To force pool and integrate all separately owned tracts, mineral leases, and other property interests within the proposed units, with each tract sharing in unit production on a surface acreage basis of participation.
4. To designate a unit operator and unit wells for the proposed units, if appropriate.
5. To provide that with respect to horizontal wells drilled within or to serve HA RA SUXX and HA RA SUYY, where the horizontal portion of the well is cased and cemented back above the top of the Haynesville Zone, Reservoir A, the distance to any unit boundary and any offset well(s) will be calculated based on the distance to

the nearest perforation in the well, and not based on the penetration point or terminus;

6. Except to the extent contrary herewith, to extend the provisions of Office of Conservation Order No. 287-F, effective December 16, 2008, to the proposed Haynesville units.
7. Except to the extent contrary herewith, to extend the provisions of Office of Conservation Order No. 287-A-1, effective August 1, 1980, to the proposed Cotton Valley unit.
8. To consider such other matters as may be appropriate and justified by the evidence presented at the hearing.

The Haynesville Zone, Reservoir A, in the Lake Bistineau Field, Bienville Parish, Louisiana, is fully defined in Office of Conservation Order No. 287-F, effective December 16, 2008.

The Cotton Valley Formation, Reservoir A, in the Lake Bistineau Field, Bienville Parish, Louisiana, was initially defined in Office of Conservation Order No. 1036, effective May 24, 1978, and was further defined in Order No. 287-A-1, effective August 1, 1980.

Pertinent data concerning the intended application will be made available for inspection at the offices of the undersigned. Any person wishing to inspect such data should call the undersigned at (318) 221-6858 during normal business hours or write the undersigned at the above address, in order to arrange a date and time for such inspection. A copy of any such pertinent data can be obtained AT THE EXPENSE OF THE REQUESTING PARTY.

A list of the names and addresses of all Interested Owners, Represented Parties and Interested Parties (as defined in the Revised Rules of Procedure) is attached hereto, and a copy of this notice, with the annexed plats, is being sent to each of such persons. A reasonable effort has been made to determine that the enclosed list includes all of the persons to whom this notice must be sent under the Revised Rules of Procedure. Pursuant to the Revised Rules of Procedure, such list of parties is being furnished ONLY to the Commissioner of Conservation and to the District Manager of the Shreveport District of the Office of Conservation. However, the list of parties will be provided to any party requesting a copy of it.

By Pre-Application Notice dated December 2, 2010, applicant advised the Commissioner of Conservation, the District Manager and all Interested Owners, Represented Parties and Interested Parties of applicant's intention to apply for the hearing which is the subject of this application. Applicant received no timely request for a Pre-Application Conference, and accordingly, no conference will be held.

A check in the amount of \$1,510.00 made payable to the Commissioner of Conservation is enclosed herewith as the statutory fee for holding the requested hearing.

This application is being filed in duplicate, and a copy hereof is being sent to Mr. James C. Broussard, Shreveport District Manager of the Office of Conservation and to each Interested Owner, Represented Party and Interested Party whose name is shown on the attached list.

You may have received this Hearing Application even though your property may or may not be included in the proposed units, because the Revised Rules of Procedure require us to attempt to also notify everyone owning an interest in the area "proximate to" the proposed units.

Your receipt of this Hearing Application does not require you to take any action. It is meant to notify you of these proceedings so that you have the opportunity to participate if you so desire.

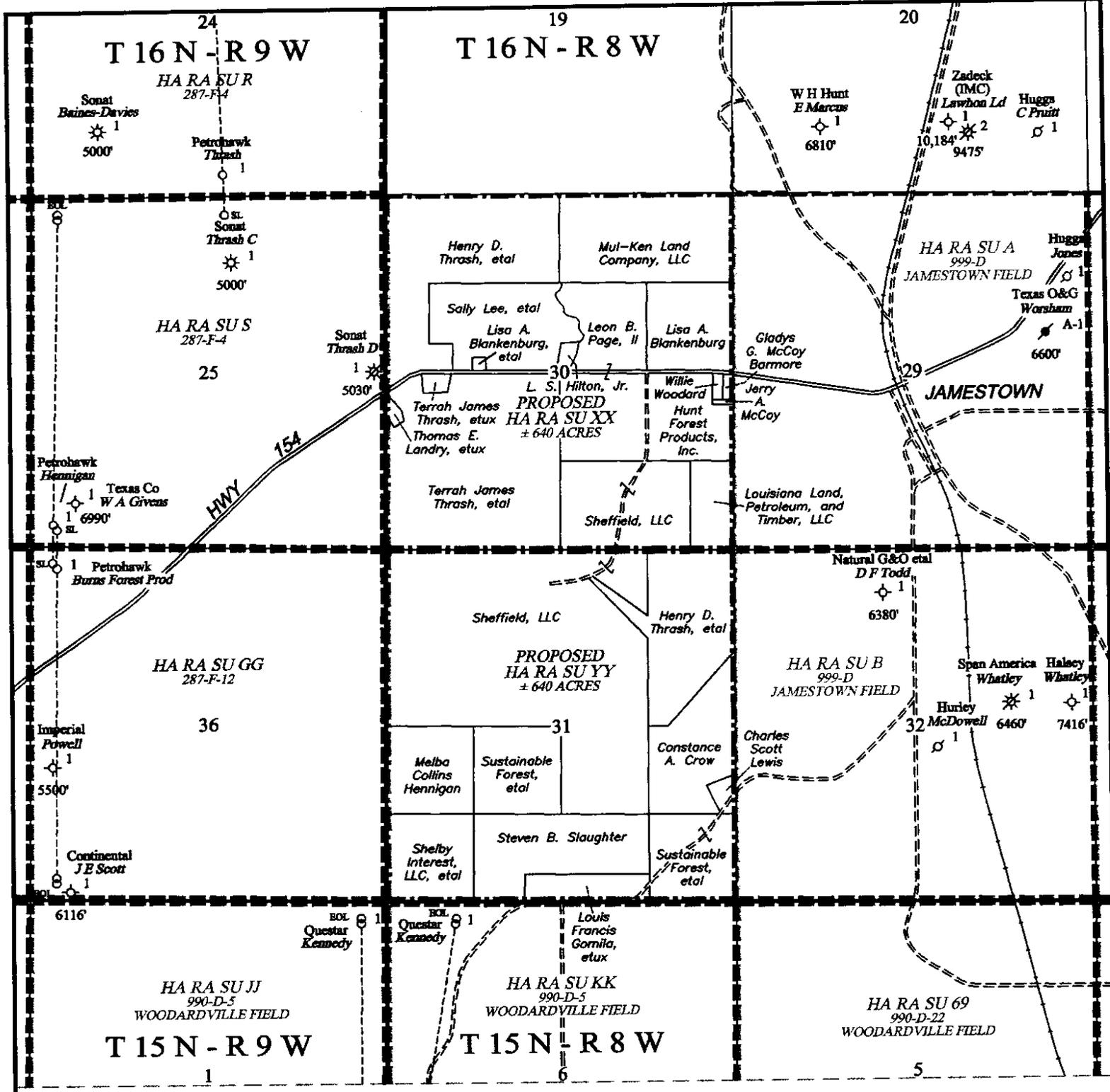
Very truly yours,

BLANCHARD, WALKER, O'QUIN & ROBERTS

By: 
Wm. Timothy Allen III
Attorneys for QEP Energy Company

WTAIII:twd
Enclosures

- cc: Mr. James C. Broussard,
Shreveport District Manager (w/enclosures)
- cc: Interested Owners, Represented Parties
and Interested Parties (w/copy of plats **ONLY**)



QEP ENERGY COMPANY
TULSA, OKLAHOMA

LAKE BISTINEAU FIELD
BIENVILLE PARISH, LOUISIANA

PROPOSED
HAYNESVILLE ZONE RESERVOIR A UNITS
HA RA SU XX AND HA RA SU YY

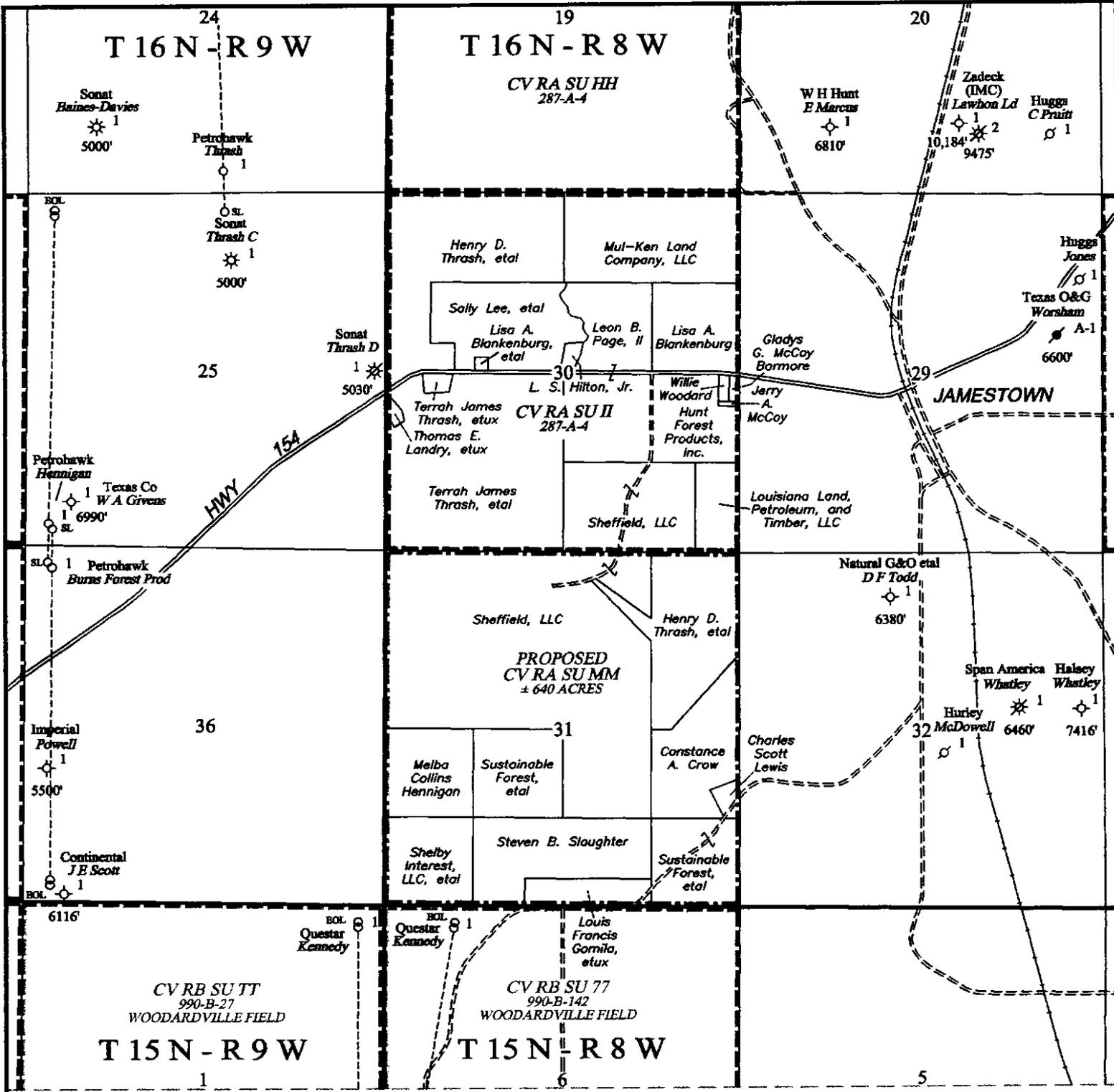
----- :PROPOSED UNITS - - - - - :EXISTING / PENDING UNITS

GEOLOGIST: CRAIG C. BARCLAY



ONLY WELLS >4000' TD SHOWN

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QEP ENERGY COMPANY
TULSA, OKLAHOMA

LAKE BISTINEAU FIELD
BIENVILLE PARISH, LOUISIANA

PROPOSED
COTTON VALLEY FORMATION RESERVOIR A UNIT
CV RA SU MM

--- : PROPOSED UNIT - - - - : EXISTING / PENDING UNITS

GEOLOGIST: CRAIG C. BARCLAY



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