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March 2, 2011

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When calling relative to this
matter refer to No. 3248

Honorable James H. Welsh
Commissioner of Conservation
P. O. Box 94275
Baton Rouge, Louisiana 70804-9275

RE: **Cotton Valley Formation, Reservoir B
Woodardville Field
Bienville Parish, Louisiana**

APPLICATION FOR PUBLIC HEARING

Dear Sir:

QEP Energy Company hereby makes application pursuant to the revised rules of procedure for a public hearing to consider evidence relating to the following matters pertaining to the Cotton Valley Formation, Reservoir B, in the Woodardville Field, Bienville Parish, Louisiana:

1. To authorize the applicant to drill, designate and utilize three horizontal laterals as additional alternate unit wells on CV RB SU65 at the exceptional locations and in the general manner shown on the plat attached hereto and made a part hereof, or within one hundred feet of the paths and bottom hole locations shown provided that there are no perforations in the wellbore closer than 330 feet of any unit boundary;
2. To confirm that with respect to the proposed alternate unit wells, where the horizontal lateral portion of the wells are cased and cemented back above the top of the Cotton Valley Formation, Reservoir B, the distance to any unit boundary and offset well(s) will be calculated based on the distance to the nearest perforation in the wells, and not based on the penetration point or terminus;
3. To determine there is the need for additional alternate unit wells on CV RB SU65 to efficiently and economically recover hydrocarbons underlying the unit that cannot otherwise be recovered by existing wells located on this unit;
4. To grant such exceptions to the well spacing provisions of Order No. 990-B, effective September 13, 2005, applicable to the Cotton Valley, Formation Reservoir B, as may be necessary with respect to the proposed additional alternate unit wells;

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5. To authorize the unit allowable for this unit to be recovered from the unit well, the existing alternate unit wells, the proposed alternate unit wells, or from any combination thereof, at the discretion of the operator; and
6. To consider and cover such other matters as the Commissioner of Conservation may deem appropriate and necessary under the circumstances.

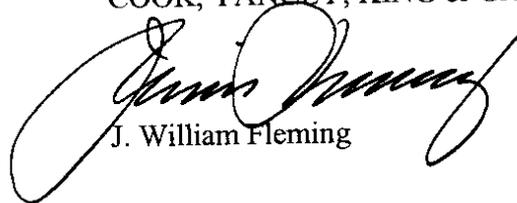
The Cotton Valley Formation, Reservoir B, in the Woodardville Field, Bienville, Bossier, and Red River Parishes, Louisiana, was defined in Office of Conservation Order No. 990-B, effective September 13, 2005, and was redefined as to CV RB SU65 by Office of Conservation Order No. 990-B-61, effective January 16, 2008.

Any pertinent data relating to this matter can be obtained, at the cost of the requesting party, from Mr. Craig Barclay, 522 Dumbarton, Shreveport, Louisiana 71106, telephone number (318) 869-2223. The subject matter of this application does not require the issuance of a pre-application.

The list of parties which is attached to the copies of this letter being mailed to the Commissioner of Conservation and to the District Manager of the Shreveport District of the Office of Conservation includes the names of all Interested Owners, Represented Parties and Interested Parties known to Applicant after a diligent search. A copy of this application, with plat attached, is being sent to each party on the list. Pursuant to Office of Conservation regulations, the 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 person requesting a copy of it. Also enclosed with the copy of this letter being mailed to the Commissioner of Conservation is a check for the fee required for this application.

Yours very truly,

COOK, YANCEY, KING & GALLOWAY



J. William Fleming

jwf:s

Enclosures

cc: James C. Broussard, District Manager
Interested Owners, Represented
Parties and Interested Parties
Ms. Cindy McGee
Mr. Craig Barclay

15

14

13

T 15 N - R 10 W

CV RB SU 76
990-B-142

CV RB SU 68
990-B-69

QEP
Mary

QEP
Pedro

QEP
Nettles

SURFACE LOCATION
180' FNL, 1645' FWL

SURFACE LOCATION
180' FNL, 1720' FWL

BOTTOM HOLE LOC
250' FNL, 1030' FEL

PENDING



CV RB SU 65
990-B-61

CV RB SU M
990-B-7

NO PERFORATIONS
CLOSER THAN 330'
TO UNIT BOUNDARY

23

QEP
Walker

10,385'

1320'
RADIUS

QEP
Sust Forest

QEP
La Minerals

QEP
Lee

PENDING



BOL

17,426'

QEP
Conly

10,525'

BOTTOM HOLE LOC
250' FSL, 1025' FWL

BOTTOM HOLE LOC
250' FSL, 2315' FWL

SURFACE LOCATION
180' FSL, 1475' FEL

17,045'

Empresa
Weyerhaeuser

1320'
RADIUS

Will-Drill
Lee

QEP
Lee

10,500'

CV RB SU O
990-B-7

CV RB SU 66
990-B-61

CV RB SU Q
990-B-10

Empresa
Kennedy

10,610'

27

26

25

QEP ENERGY COMPANY
TULSA, OKLAHOMA

WOODARDVILLE FIELD
BIENVILLE PARISH, LOUISIANA
PROPOSED ALTERNATE UNIT WELLS
AT EXCEPTIONAL LOCATION
FOR CV RB SU 65

--- : EXISTING UNITS



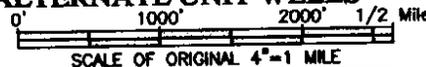
: EXISTING COTTON VALLEY RES B
UNIT AND SUB UNIT WELLS



: EXISTING COTTON VALLEY RES B
ALTERNATE UNIT WELLS

⊙ : PROPOSED LOCATIONS

GEOLOGIST: CRAIG C. BARCLAY



ONLY WELLS > 4000' TD SHOWN