

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

IN THE MATTER OF THE AMENDED)	
APPLICATION OF FOUNDATION ENERGY)	
MANAGEMENT, LLC FOR AN ORDER)	
ESTABLISHING ONE APPROXIMATE 640-)	Cause NO. 535
ACRE DRILLING AND SPACING UNIT AND)	
ESTABLISHING EXISTING WELL LOCATION)	Docket NO. 1307-SP-1119
RULES APPLICABLE TO THE DRILLING AND)	
PRODUCING OF WELLS FROM THE)	
NIOBRARA FORMATION COVERING CERTAIN)	
LANDS IN TOWNSHIP 8 NORTH, RANGE 60)	
WEST, 6TH P.M., WELD COUNTY,)	
COLORADO.)	

AMENDED APPLICATION

Foundation Energy Fund III-A, L.P., Foundation Energy Fund III-B Holding, L.L.C., Foundation Energy Fund IV-A, L.P., and Foundation Energy Fund IV-B Holding, L.L.C., by and through Foundation Energy Management, L.L.C., as manager of each of these four entities (collectively, “Applicant” or “Foundation”), by and through its attorneys, Welborn Sullivan Meck & Tooley, P.C., respectfully submits this **AMENDED** Application to the Oil and Gas Conservation Commission of the State of Colorado (“Commission”) for an order establishing one approximate 640-acre drilling and spacing unit, and establishing well location rules applicable to the drilling of wells and producing of oil and gas from the Niobrara Formation covering certain lands in Weld County, Colorado. In support of its **AMENDED** Application, Applicant states as follows:

1. Applicant owns leasehold interests in the following lands (“Application Lands”):

Township 8 North, Range 60 West, 6th P.M.
Section 28: ALL

A reference map of the Application Lands is attached hereto.

2. The Application Lands are subject to Commission Rule 318.a. which provides that a well drilled in excess of 2,500’ in depth shall be located not less than 600’ from any lease line, and shall be located not less than 1,200’ from any other producible or drilling oil or gas well when drilling to the same source of supply, unless authorized by order of the Commission upon hearing. There are no other specific Commission Orders applicable to the Niobrara Formation underlying the Application Lands.

3. The Niobrara Formation in the area of the Application Lands is defined as the stratigraphic equivalent of the interval between 6,235’ (top of the Niobrara) and 6,530’ (base of the Niobrara) as found in the Federal Goshawk 28-13 (API # 05-123-22634) Well located in the SW¼SW¼ of Section 28, Township 8 North, Range 60 West, 6th P.M., Weld County, Colorado. The Niobrara Formation is a common source of supply under the Application Lands.

4. To promote efficient drainage within the Niobrara Formation of the Application Lands, to protect correlative rights and to avoid waste, the Commission should establish a drilling and spacing unit of approximately 640 acres covering the Application Lands.

5. The above-proposed drilling and spacing unit will allow efficient drainage of the Niobrara Formation, will prevent waste, will not adversely affect correlative rights and will assure the greatest ultimate recovery of oil, gas and associated hydrocarbon substances from the Niobrara Formation. The proposed drilling and spacing unit is not smaller than the maximum area that can be economically and efficiently drained by the proposed wells in such drilling and spacing unit. Applicant further maintains that a well drilled in the above-proposed drilling and spacing unit will have no adverse effect on correlative rights of adjacent owners.

6. Applicant is requesting to drill and complete one horizontal well in the approximate 640-acre drilling and spacing unit described above, with the option to drill and complete an additional three wells in the drilling and spacing unit. The Applicant states the proposed horizontal well shall be located at a legal location on the surface anywhere within the designated drilling and spacing unit with initial perforation of the Niobrara Formation. **APPLICANT FURTHER STATES THAT THE TREATED INTERVAL OF EACH WELL SHALL BE LOCATED NO CLOSER than 600 feet from the unit boundaries AND NO CLOSER THAN 200 FEET FROM THE TREATED INTERVAL OF ANY OTHER WELLBORE LOCATED IN THE UNIT, WITHOUT EXCEPTION BEING GRANTED BY THE DIRECTOR.** The Applicant further maintains that the proposed horizontal wells will have no adverse effect on correlative rights of adjacent lands owners.

7. The names and addresses of the interested parties according to the information and belief of the Applicant are set forth in Exhibit A attached hereto and made a part hereof, and the undersigned certifies that copies of the **AMENDED** Application shall be served on each interested party 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 consistent with Applicant's proposals as set forth above.

Dated this 26th day of June, 2013.

Respectfully submitted,
WELBORN SULLIVAN MECK & TOOLEY, P.C.

By: Chelsey J. Russell
Chelsey J. Russell
Stephen J. Sullivan
Welborn Sullivan Meck & Tooley, P.C.
Attorneys for Applicant
1125 - 17th Street, Suite 2200
Denver, CO 80202
303-830-2500

Applicant's Address:

1801 Broadway, Suite 408
Denver, CO 80202

Attn: Scott Ryan, Landman
Phone: 303-861-0504 ext. 203

VERIFICATION

STATE OF COLORADO)
) ss.
CITY & COUNTY OF DENVER)

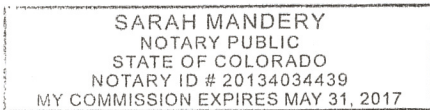
Scott Ryan, Landman with Foundation Energy Management, L.L.C., upon oath deposes and says that he has read the foregoing **AMENDED** Application and that the statements contained therein are true to the best of his knowledge, information and belief.

FOUNDATION ENERGY
MANAGEMENT, L.L.C.


Scott Ryan, Landman

Subscribed and sworn to before me this 26th day of June, 2013 by Scott Ryan,
Landman for Foundation Energy Management, L.L.C.

Witness my hand and official seal.



Notary Public
My Commission Expires: May 31, 2017

EXHIBIT A

INTERESTED PARTIES

Noble Energy WYCO, LLC 1625 Broadway, Suite 2000 Denver, CO 80202	Mile Hi Oil & Gas, Inc. Littleton, CO 80162-1609 PO Box 621609
TAK Mountain, LLC 16000 Broadway, Suite #1525 Denver, CO 80202	Exterra Resources, LLC 518 17th Street, Suite 1105 Denver, CO 80202
Carrizo (Niobrara), LLC 500 Dallas Street, Suite 2300 Houston, TX 77002	Oil India (USA), Inc c/o Thompson Knight, LLP Attention: Arthur J. Wright 333 Clay Street, Suite 3300 Houston, TX 77002
Haimo Oil & Gas, LLC Unknown address	George R. Haffke, Trustee of the George A. Doll Trust PO Box 798 Ft. Morgan, CO 80701
Noble Energy VII, LLC 300 N. Marienffeld, Suite 700 Midland, TX 79701	Paul C. Morton 33 Teresa Ave Yonkers, NY 10704
Mary Bogue 1801 East 19 th Avenue Denver, CO 80218	Pearl Booker 2100 Franklin, No. 1 Denver, CO 80205
Patricia Clinton Dawes 80 Baltusrol Lane Pinehurst, NC 28374	Margaret M. Hattery 2131 East 1 st Street Long Beach, CA 90803
James E. Clinton, III 6862 Fashion Hills Boulevard San Diego, CA 92111	Henri De LaChapelle, Jr. 502 South Bronson Avenue Los Angeles, CA 90020
Mabel Denzer 14800 E. Belleview Dr., #227A Aurora, CO 80015	Dawn Denzer 14800 E. Belleview Dr., #227A Aurora, CO 80015
LaVerne Steen 2140 Franklin Street Denver, CO 80205	Joan Eichler 10439 Bainbridge Avenue Los Angeles, CA 90024
Henri de LaChapelle 502 South Bronson Avenue Los Angeles, CA 90020	Genevieve B. Dill Unknown Address Los Angeles County, CA
Kathryn O. Bomholt 2664 S. Troy Ct. Aurora, CO 80014	Sandra K. Drake PO Box 135 New Castle, WY 82701
Oil and Gas Title Holding Corp. c/o Bistate Oil Management Corp. 10 East 40 th Street, Suite 2705 New York, NY 10016	David Bauer Weld County 1111 H Street Greeley, CO 80632

Colorado Department of Public Health and Environment (CDPHE) 4300 Cherry Creek Drive South Denver, CO 80246-1530	Colorado Division of Wildlife (DOW) 6060 Broadway Denver, CO 80216
USA Bureau of Land Management (BLM) Attn: Hank Symanski 2850 Youngfield Street Lakewood, Colorado 80215-7093	

Foundation Energy Management, LLC - Application Lands

