BURLESON LLP
ATTORNEYS & ADVISORS

Brent D. Chicken
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March 21, 2014

Re: Cover Letter Accompanying Amended COGCC Application pertaining to Section 28, Township 4 North, Range 63 West, 6th P.M.

To Whom it May Concern:

On January 16, 2014, DJ Resources, Inc. ("DJR" or "Applicant"), by its attorneys, filed with the Colorado Oil and Gas Conservation Commission a verified application ("Original Application") for an order authorizing an additional three (3) wells in the 640-acre drilling and spacing unit established for Section 28, Township 4 North, Range 63 West, 6th P.M., for the production of oil, gas and associated hydrocarbons from the Niobrara Formation.

On March 21, 2014, Applicant filed an amended verified application, attached hereto, for an order vacating prior Order No. 407-466 and establishing an approximate 640-acre drilling and spacing unit for Section 28, Township 4 North, Range 63 West, 6th P.M., and authorizing the drilling of up to fourteen (14) horizontal wells within the proposed unit, for the production of oil, gas and associated hydrocarbons from the Codell-Niobrara Formations, with the treated intervals of the wellbore of any permitted wells to be located not less than 460 feet from the outer boundary of the proposed unit with an inter-well setback of not less than 150 feet from the treated interval of a well producing from the Codell-Niobrara Formations, without exception being granted by the Director.

Please do not hesitate to contact our office with questions or concerns.

Respectfully submitted,

DJ RESOURCES, INC.

By: _____
Brent D. Chicken (Colorado Bar No. 36217)
Burleson LLP
Wells Fargo Center
1700 Lincoln Street, Suite 1300
Denver, CO 80203
(303) 801-3200

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

IN THE MATTER OF AN APPLICATION BY DJ RESOURCES, INC. FOR AN ORDER ~~AUTHORIZING ADDITIONAL WELLS IN THE 640-ACRE DRILLING AND SPACING UNIT ESTABLISHED FOR SECTION 28, TOWNSHIP 4 NORTH, RANGE 63 WEST, 6th P.M.,~~ **VACATING PRIOR ORDER NO. 407-466 AND ESTABLISHING A 640-ACRE DRILLING AND SPACING UNIT FOR SECTION 28, TOWNSHIP 4 NORTH, RANGE 63 WEST, 6TH P.M.,** FOR HORIZONTAL WELL DEVELOPMENT OF THE **CODELL**-NIOBRARA FORMATIONS, WATTENBERG FIELD, WELD COUNTY, COLORADO	)	CAUSE NOS. 407 & 535 DOCKET NO. *To be assigned*

AMENDED APPLICATION

DJ Resources, Inc. ("DJR" or "Applicant"), by and through its attorneys, Burleson LLP, respectfully submits this Application to the Oil and Gas Conservation Commission of the State of Colorado (the "Commission") for an order: **(1) VACATING PRIOR ORDER NO. 407-466; AND (2) ESTABLISHING AN APPROXIMATE 640-ACRE DRILLING AND SPACING UNIT FOR SECTION 28, TOWNSHIP 4 NORTH, RANGE 63 WEST, 6th P.M. AND** authorizing the drilling of ~~an additional three (3) horizontal wells, for a total~~ up to ~~four (4)~~ **FOURTEEN (14)** horizontal wells **WITHIN THE PROPOSED UNIT**, ~~in the approximate 640-acre drilling and spacing unit established for Section 28, Township 4 North, Range 63 West, 6th P.M.~~, for the production of oil, gas and associated hydrocarbons from the **CODELL**-Niobrara Formation**S**. In support of its Application, Applicant states and alleges as follows:

1. Applicant is a corporation duly authorized to conduct business in the State of Colorado, and has registered as an operator with the Commission.

2. Applicant owns majority leasehold interests in the below-listed lands:

Township 4 North, Range 63 West, 6th P.M.
Section 28: All

These lands are hereinafter referred to as the "Application Lands." A map depicting the acreage comprising the Application Lands is attached hereto and marked as Exhibit A.

3. On April 27, 1998, the Commission adopted Rule 318A. which, among other things, allowed certain drilling locations to be utilized to drill or twin a well, deepen a well or recomplete a well and to commingle any or all Cretaceous Age Formations from the base of the Dakota Formation to the surface. Rule 318A. supersedes all prior Commission drilling and spacing orders affecting well location and density requirements of Greater Wattenberg Area wells. On December 5, 2005, Rule 318A. was amended, among other things, to allow interior infill and boundary wells to be drilled and wellbore spacing units to be established. On August 8, 2011, Rule 318A. was again amended, among other things, to address drilling of horizontal

wells. The Application Lands are subject to certain aspects of this Rule for the **CODELL**-Niobrara Formation**S**.

Vacation of Order No. 407-466

4. On or about August 12, 2011, the Commission entered Order No. 407-466 which, among other things, established a 640-acre drilling and spacing unit for the Application Lands, and approved one horizontal well within the unit, for the production of oil, gas and associated hydrocarbons from the Niobrara Formation, with the treated interval of the permitted wellbore to be located no closer than 460 feet from the boundaries of the unit.

5. THERE ARE NO PRODUCING WELLS FROM THE NIOBRARA FORMATION ON THE APPLICATION LANDS.

6. APPLICANT STATES THAT THE VACATION OF THE 640-ACRE DRILLING AND SPACING UNIT WILL ENABLE EFFICIENT DRAINAGE AND ELIMINATE ANY POTENTIAL FOR WASTE.

6. APPLICANT REQUESTS THAT THE 640-ACRE DRILLING AND SPACING UNIT COVERING THE APPLICATION LANDS BE VACATED.

Establishment of a 640-acre Drilling Unit for Horizontal Well Development of the Codell-Niobrara Formations and Authorization of up to Fourteen (14) Total Horizontal Wells upon the Application Lands Producing from the Niobrara-Codell Formations

7. APPLICANT REQUESTS THE COMMISSION ESTABLISH THE APPLICATION LANDS AS AN APPROXIMATE 640-ACRE DRILLING AND SPACING UNIT FOR THE CODELL-NIOBRARA FORMATIONS PURSUANT TO RULE 503.B.(1) AND §34-60-116(2), C.R.S. FOR THE APPLICATION LANDS, THE PROPOSED DRILLING UNIT IS NOT SMALLER THAN THE MAXIMUM AREA THAT CAN BE ECONOMICALLY AND EFFICIENTLY DRAINED BY THE HORIZONTAL WELLS PROPOSED TO BE DRILLED UNDER THIS APPLICATION AND COMPLETED IN THE CODELL-NIOBRARA FORMATIONS.

~~8. Pursuant to §34-60-116(4), C.R.S., Applicant requests the Commission authorize the drilling of additional wells with the drilling and spacing unit established for the Application Lands. Applicant requests the Commission order authorize up to three (3) additional horizontal wells, for a total of up to four (4) horizontal wells, for the approximate 640-acre drilling and spacing unit established for the Application Lands, for the production of oil, gas and associated hydrocarbons from the Niobrara Formation.~~

8. APPLICANT REQUESTS IT BE AUTHORIZED TO DRILL AND COMPLETE UP TO FOURTEEN (14) HORIZONTAL WELLS IN THE APPROXIMATE 640-ACRE DRILLING AND SPACING UNIT FOR THE APPLICATION LANDS, FOR THE PRODUCTION OF OIL, GAS AND ASSOCIATED HYDROCARBONS FROM THE CODELL-NIOBRARA FORMATIONS, AS NECESSARY TO ECONOMICALLY AND EFFICIENTLY RECOVER RESOURCES,

WHILE MINIMIZING SURFACE IMPACTS, CREATING EFFICIENCIES FOR DRILLING AND PRODUCTION, INCREASING THE ULTIMATE RECOVERY OF THE RESERVES, PREVENTING WASTE, AND PROTECTING CORRELATIVE RIGHTS.

9. Applicant states that, for any permitted wells to be drilled under this Application, the treated intervals of the wellbore should be not less than 460 feet from the unit boundaries with an inter-well setback of not less than 150 feet from the treated interval of a well producing from the **CODELL**-Niobrara Formation**S**, without exception being granted by the Director.

* * *

10. Applicant states that any horizontal wells to be drilled under this Application will be drilled on the surface of the drilling unit, or on adjacent lands with consent of the landowner, without exception being granted by the Director.

11. The granting of this Application is in accord with the Oil and Gas Conservation Act, found at §34-60-101, *et seq.*, C.R.S., and the Commission rules.

12. That the names and addresses of the interested parties (owners within the Application Lands) are attached hereto under Exhibit B. The Applicant shall submit a certificate of service for the Application within seven days 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:

~~A. Authorizing the drilling of an additional three (3) horizontal wells, for a total up to four (4) horizontal wells, in the approximate 640-acre drilling and spacing unit established for Section 28, Township 4 North, Range 63 West, 6th P.M., for the production of oil, gas and associated hydrocarbons from the Niobrara Formation, with the treated intervals of the wellbore of any permitted wells to be located not less than 460 feet from the outer boundary of the proposed unit and not less than 150 feet from the treated interval of any well being drilled or producing from the Niobrara Formation, without exception being granted by the Director.~~

A. VACATING ORDER NO. 407-466 PREVIOUSLY COVERING THE APPLICATION LANDS AND ESTABLISHING AN APPROXIMATE 640-ACRE DRILLING AND SPACING UNIT FOR SECTION 28, TOWNSHIP 4 NORTH, RANGE 63 WEST, 6TH P.M., AND AUTHORIZING THE DRILLING OF UP TO FOURTEEN (14) HORIZONTAL WELLS WITHIN THE PROPOSED UNIT, FOR THE PRODUCTION OF OIL, GAS AND ASSOCIATED HYDROCARBONS FROM THE CODELL-NIOBRARA FORMATIONS, WITH THE TREATED INTERVALS OF THE WELLBORE OF ANY PERMITTED WELLS TO BE LOCATED NOT LESS THAN 460 FEET FROM THE OUTER BOUNDARY OF THE PROPOSED UNIT WITH AN INTER-WELL SETBACK OF NOT LESS THAN 150 FEET FROM THE TREATED INTERVAL OF A WELL PRODUCING FROM THE CODELL-NIOBRARA FORMATIONS, WITHOUT EXCEPTION BEING GRANTED BY THE DIRECTOR.

B. Requiring that any permitted wells to be drilled under this Application should be drilled on the surface of the drilling unit, or on adjacent lands with consent of the landowner, without exception being granted by the Director.

C. For such other findings and orders as the Commission may deem proper or advisable in the premises.

DATED this 21st day of March, 2014.

Respectfully submitted,

DJ RESOURCES, INC.

By:_____

Brent D. Chicken (Colorado Bar No. 36217)
Burleson LLP
Wells Fargo Center
1700 Lincoln Street, Suite 1300
Denver, CO 80203
(303) 801-3200

Applicant's Address:
DJ Resources, Inc.
Sharon Crumb, Senior Landman
1600 Broadway, Suite 1960
Denver, CO 80202

VERIFICATION

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

Sharon Crumb, Senior Landman for DJ Resources, Inc., upon oath deposes and says that she has read the foregoing Application and that the statements contained therein are true to the best of her knowledge, information and belief.

DJ RESOURCES, INC.

Sharon Crumb
Sharon Crumb

Subscribed and sworn to before me this 21st day of March, 2014, by Sharon Crumb, Senior Landman for DJ Resources, Inc.

Witness my hand and official seal.

My commission expires: February 4, 2018

MEGHAN E. O'HALLORAN
NOTARY PUBLIC
STATE OF COLORADO
NOTARY ID 20104003767
MY COMMISSION EXPIRES FEBRUARY 04, 2018

Meghan E. O'Halloran
Notary Public

{00335041.1}

Application Lands -

Sec. 28, T4N, R63W
Weld County

Exhibit A
Application Map

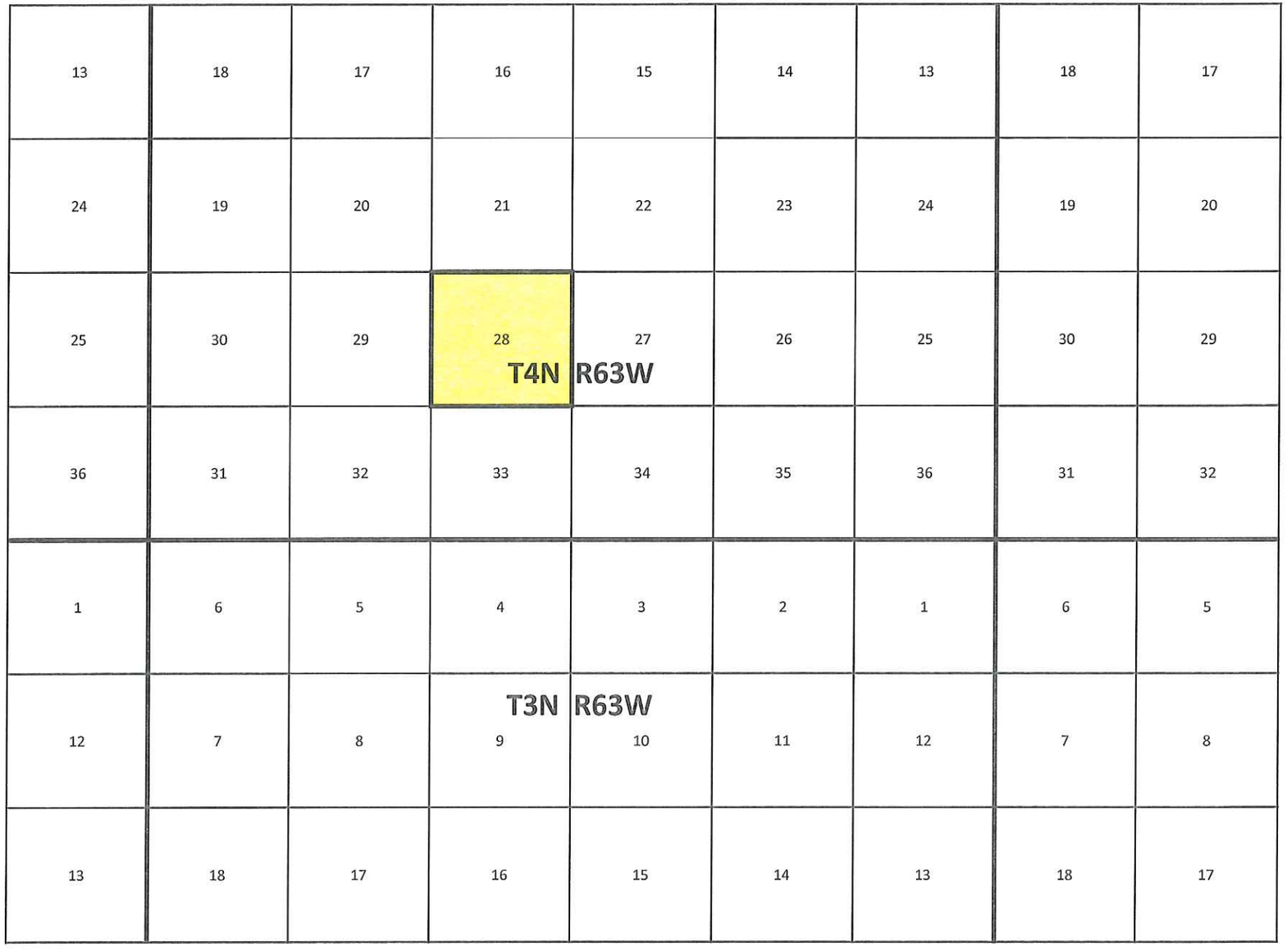

EXHIBIT B

INTERESTED PARTIES

The names and addresses of the interested parties (owners within Section 28, Township 4 North, Range 63 West, 6th P.M.) according to the information and belief of the Applicant are set forth in this Exhibit B.

DJ Resources, Inc.
1600 Broadway, Suite 1960
Denver, CO 80202

David Bauer
Weld County LGD
1111 H Street
Greeley, CO 80632

Oil & Gas Liaison
Colorado Dep't of Public Health & Environment
4300 Cherry Creek Drive South
Denver, CO 80246-1530

Brent D. Chicken
Burleson LLP
1700 Lincoln St., Suite 1300
Denver, CO 80203

Oil & Gas Liaison
Colorado Parks & Wildlife
6060 Broadway
Denver, CO 80216

OOGC America, Inc.
11700 Katy Fwy
Houston, TX 77079

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

IN THE MATTER OF AN APPLICATION BY DJ RESOURCES, INC. FOR AN ORDER VACATING PRIOR ORDER NO. 407-466 AND ESTABLISHING A 640-ACRE DRILLING AND SPACING UNIT FOR SECTION 28, TOWNSHIP 4 NORTH, RANGE 63 WEST, 6TH P.M., FOR HORIZONTAL WELL DEVELOPMENT OF THE CODELL-NIOBRARA FORMATIONS, WATTENBERG FIELD, WELD COUNTY, COLORADO	)	CAUSE NOS. 407 & 535 DOCKET NO. *1404-SP-2057*

AFFIDAVIT OF MAILING

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

Jessica Rauh, of lawful age, and being first duly sworn upon her oath, states and declares that she caused a copy of the **AMENDED APPLICATION** for an order: (1) Vacating prior Order No. 407-466; and (2) establishing an approximate 640-acre drilling and spacing unit for Section 28, Township 4 North, Range 63 West, 6th P.M. and authorizing the drilling of fourteen (14) horizontal wells within the proposed unit for the production of oil and gas and associated hydrocarbons from the Codell-Niobrara formations, Wattenberg field, in the above-captioned matter to be deposited in the United States Mail, postage prepaid, addressed to the interested parties on the attached Exhibit B on this 27th day of March, 2014.

Jessica Rauh

Jessica Rauh

Subscribed and sworn to before me on the 27th day of March, 2014.

Witness my hand and official seal.

Meghan E O'Halloran

Notary Public

MEGHAN E. O'HALLORAN
NOTARY PUBLIC
STATE OF COLORADO
NOTARY ID 20104003767
MY COMMISSION EXPIRES FEBRUARY 04, 2018

My commission expires:

EXHIBIT B

INTERESTED PARTIES

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Greeley, CO 80632

Tom Schreiner, Energy Liaison
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Oil & Gas Liaison
Colorado Dep't of Public Health & Environment
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