

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

IN THE MATTER OF THE APPLICATION OF TEKTON
WINDSOR, LLC FOR AN ORDER TO POOL ALL
INTERESTS IN NINE 320 ACRE DESIGNATED
WELLBORE SPACING UNITS LOCATED IN SECTION
27, TOWNSHIP 6 NORTH, RANGE 67 WEST, FOR
THE CODELL-NIOBRARA FORMATIONS,
WATTENBERG FIELD, WELD COUNTY, COLORADO

CAUSE NO.

DOCKET NO.

APPLICATION

Pursuant to C.R.S. § 34-60-116 and Commission Rule 530, Tekton Windsor, LLC ("Applicant") applies to the Oil and Gas Conservation Commission of the State of Colorado ("Commission") for an order to pool all interests within nine designated wellbore spacing units as described below (the "Wellbore Spacing Units") for the drilling of wells to produce oil, gas, and associated hydrocarbons from the Codell-Niobrara Formations (the "Wells").

Kodak # 4
API No. 05-123-37258
Codell-Niobrara Formations
(**WSU # 1** – 320 acres)

Kodak # 9
API No. 05-123-37252
Niobrara Formation
(**WSU # 6** – 320 acres)

Kodak # 5
API No. 05-123-37250
Codell-Niobrara Formations
(**WSU # 2** – 320 acres)

Kodak # 10
API No. 05-123-37257
Niobrara Formation
(**WSU # 7** – 320 acres)

Kodak # 6
API No. 05-123-37256
Niobrara Formation
(**WSU # 3** – 320 acres)

Kodak # 11
API No. 05-123-37251
Codell-Niobrara Formations
(**WSU # 8** – 320 acres)

Kodak # 7
API No. 05-123-37255
Niobrara Formation
(**WSU # 4** – 320 acres)

Kodak # 12
API No. 05-123-37254
Codell-Niobrara Formations
(**WSU # 9** – 320 acres)

Kodak # 8
API No. 05-123-37253
Codell Formation
(**WSU # 5** – 320 acres)

Each of the Wellbore Spacing Units covers the North ½ of Section 27, Township 6 North, Range 67 West, 6th P.M., in Weld County, Colorado ("Application Lands"). Thus, all of the Wellbore Spacing Units cover the same Application Lands.

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 is a registered operator in good standing with the Commission.
2. Applicant owns certain leasehold interests in the Application Lands.
3. On February 19, 1992, the Commission entered Order No. 407-87 (Amended August 20, 1993) which, among other things, established 80-acre drilling and spacing units for the production of oil and/or gas from the Codell-Niobrara Formations underlying certain lands, including the Application Lands, with the permitted well locations in accordance with the provisions of Order No. 407-1.
4. 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 of the Cretaceous Age Formations from the base of the Dakota Formation to the surface. On December 5, 2005, Rule 318A was amended 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 to, among other things, address drilling of horizontal wells. The Application Lands are subject to Rule 318A for the Codell-Niobrara Formations.
5. Applicant designated the Wellbore Spacing Units for the Wells for the production of oil, gas, and associated hydrocarbons from the Codell-Niobrara Formations, as applicable, pursuant to Rule 318A and notified the appropriate parties under Rule 318A.
6. Applicant, pursuant to the provisions of C.R.S. § 34-60-116 (6) & (7) and Commission Rule 530, seeks an order pooling all interests, including but not limited to, any non-consenting interests, in the Wells for the development of the Codell-Niobrara Formations, as applicable, underlying the Wellbore Spacing Units.
7. Applicant requests that the Commission's pooling order be made effective as of the earlier of the date of this Application, or the date that the costs specified in C.R.S. § 34-60-116(7)(b)(II) are first incurred for the drilling of the Wells to the Codell-Niobrara Formations, as applicable, in the Wellbore Spacing Units on the Application Lands.
8. Applicant certifies that copies of this Application will be served on all persons owning an interest in the mineral estate of the tracts to be pooled within seven (7) days of the date hereof, as required by Rule 507.b(2), and that at least thirty (30) days prior to the hearing on this matter, each such interest owner not already leased or voluntarily pooled will be offered the opportunity to lease, or to participate in the drilling of the Wells, as applicable, and will be provided with the information required by Rule 530. A list of such interested parties is attached as Exhibit A.

9. In order to prevent waste and to protect correlative rights, all interests the Wellbore Spacing Units should be pooled for the orderly development of the Codell-Niobrara Formations, including any nonconsenting interests therein.

WHEREFORE, Applicant requests that this matter be set for hearing at the next available opportunity, that notice be given as required by law, and that upon such hearing, the Commission enter its order:

A. Pooling all interests in the Wells and Wellbore Spacing Units for the development of the Codell-Niobrara Formations, as applicable.

B. Providing that the Commission's pooling order is made effective as of the earlier of the date of this Application, or the date that the costs specified in C.R.S. § 34-60-116(7)(b)(II) are first incurred for the drilling of the Wells.

C. Providing that the interests of any owners with whom the Applicant has been unable to secure a lease or other agreement to participate in the drilling of the Wells are pooled by operation of C.R.S. § 34-60-116(7) and made subject to its cost recovery provisions.

D. For such other findings and orders as the Commission may deem proper or advisable.

WHEREFORE, Applicant respectfully requests that this matter be set for hearing in April 2014, that notice be given as required by law, and that upon such hearing the Commission enter its order consistent with this Application.

Dated: February 25, 2014.

Respectfully submitted:

Tekton Windsor, LLC

By: 

David Neslin
Davis Graham & Stubbs LLP
Attorneys for Applicant
1550 Seventeenth Street, Suite 500
Denver, Colorado 80202

Applicant's Address:

Tekton Windsor, LLC
ATTN: Scott Baily
640 Plaza Drive, Suite 290
Highlands Ranch, CO 80219

VERIFICATION

STATE OF COLORADO

)

)ss.

CITY AND COUNTY OF DENVER

)

Scott B. Baily, of lawful age, being first duly sworn upon oath, deposes and says that he is Vice President of Land and Business Development of Tekton Energy, LLC, acting on behalf of Tekton Windsor, LLC, as its Manager, and that he has read the foregoing Application and that the matters therein contained are true to the best of his knowledge, information and belief.

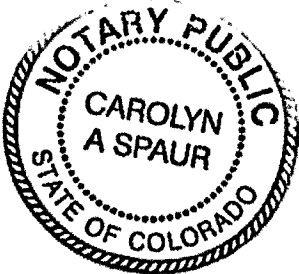
Scott B. Baily
Scott B. Baily
Vice President Land and Business Development
Tekton Energy, LLC, as Manager of
Tekton Windsor, LLC

Subscribed and sworn to before this 25th day of February, 2014

Witness my hand and official seal.

[SEAL]

My commission expires: 3/19/2016



Carolyn A. Spaur
Notary Public

EXHIBIT A

JOHN and PAIGE ADAMS
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JOHN S. AND LISA A.
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EXHIBIT A

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|--|---|---|
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| Rocky Mountain Investment Group 1333 Coho Run FORT COLLINS, CO 80524 | ANDREW B. AND ANDREA L. ROLF 217 WHITNEY BAY WINDSOR, CO 80550 | Ronald L. and Dianne Kay Stumpf 211 ROCK BRIDGE DR WINDSOR, CO 80550 |
| Ronald R. Clinite 806 Quail Run Dr. Arkansas City, KS 67005 | Rosemary J. Holtkamp 213 ROCKBRIDGE LN WINDSOR, CO 80550 | Ryan F. Alt 234 HABITAT CIR WINDSOR, CO 8055 |
| Ryan J. Hefel 3132 Heritage Pkwy Elgin, IL 60124-3804 | S & Z Investments, LLC Craig Zimmerman: PO Box 1583 Fort Collins, CO 80522 | SCHRADER PROPERTIES LLC P O BOX 495 FORT COLLINS, CO 80522 |
| CLOETTA J. SCHROEDER 319 ROCK BRIDGE DRIVE WINDSOR, CO 80550 | Scott Preisendorf 156 BAYSIDE CIR WINDSOR, CO 80550 | BRENT JEFFREY AND CRYSTAL C. SLADE 312 ROCK BRIDGE DR WINDSOR, CO 80550 |
| EDNA M SLAGLE 317 ROCK BRIDGE DR WINDSOR, CO 80550 | SEAN M. and ANNA KONDRASHEVA SNYDER 208 CATTAIL BAY WINDSOR, CO 80550 | Steve A. Yockim and Gloria V. Yockim 1049 SAFFLOWER LN SIDNEY, MT 59270 |
| Steve Thygerson and Adrienne Thygerson 11790 S Hagan Rd Sandy, UT 84092 | Steven J. Cooper and Pamela D. Cooper 160 Briar St Cibolo, TX 78108 | Steven K. and Kirsten E. Ulrich 242 HABITAT CIR WINDSOR, CO 80550 |
| KRISTI C. AND TOMMY D. JR. STREET 305 WHITNEY BAY WINDSOR, CO 80550 | Stuart A. and Cynthia Haskell 3431 GREYSTONE CT FORT COLLINS, CO 80525 | RICHARD SHANE SWANSON 120 WHITNEY BAY WINDSOR, CO 80550 |
| THOMAS J. and ANNAMARIE THERRIEN 413 WHITNEY HARBOR WINDSOR, CO 80550 | GEORGIANNE M. AND TONY R. THOMPSON 212 ROCK BRIDGE DR WINDSOR, CO 80550 | Tiffany R. Kosola 891 WAGON TRAIN DR Milliken, 80543 |

EXHIBIT A

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Weld County
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GREELEY, CO 80631

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BRETT HOWARD AND REBECCA
HARRIS WILLIAMS
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P. WOODWARD
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WINDSOR, CO 80550

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CAUSE NO.

DOCKET NO.

AFFIDAVIT OF MAILING

STATE OF COLORADO

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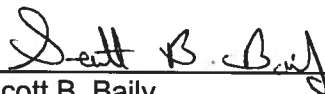
CITY AND COUNTY OF DENVER

) ss.

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Scott B. Baily of lawful age, and being first duly sworn upon his oath, states and declares;

That he is the Vice President of Land and Business Development of Tekton Energy, LLC, acting on behalf of Tekton Windsor, LLC, as its Manager, and that on or before March 24th, 2014, he caused a copy of the attached Amended Application to be deposited in the United States Mail, postage prepaid, addressed to the parties listed on Exhibit A to the Amended Application.



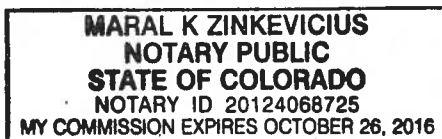
Scott B. Baily

Vice President Land and Business Development
Tekton Energy, LLC, as Manager of
Tekton Windsor, LLC

Subscribed and sworn to before me on March 26th, 2014.

Witness my hand and official seal.

[SEAL]



My commission expires: October 26th, 2016

Notary Public

