

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

IN THE MATTER OF THE APPLICATION OF
BONANZA CREEK ENERGY, INC. FOR AN
ORDER TO POOL ALL INTERESTS IN AN
APPROXIMATE 640-ACRE DRILLING AND
SPACING UNIT IN SECTION 7, TOWNSHIP 5
NORTH, RANGE 61 WEST, 6TH P.M., FOR
THE NIOBRARA FORMATION, WATTENBERG
FIELD, WELD COUNTY, COLORADO

CAUSE NO.

DOCKET NO.

APPLICATION

COMES NOW Bonanza Creek Energy, Inc. ("Applicant"), by its attorneys, Jost & Shelton Energy Group, P.C., and makes this application to the Oil and Gas Conservation Commission of the State of Colorado ("Commission") for an order to pool all interests within an approximate 640-acre Drilling and Spacing Unit for the drilling of the Pronghorn 14-11-7HZ, (API No. 05-123-34807) and the Pronghorn 44-41-7HNB, (API No. 05-123-36386) ("Wells") for the development of the Niobrara Formation on the following described lands:

Township 5 North, Range 61 West, 6th P.M.
Section 7: ALL

Weld County, Colorado (hereinafter "Application Lands").

In support thereof, 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 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 the drilling of horizontal wells.
4. On November 29, 2010, the Commission entered Order No. 407-380, which, among other things, established twenty-one approximate 640-acre drilling and spacing units for various lands in Township 5 North, Ranges 61 and 62 West, 6th

P.M. and Township 6 North, Range 62 West, 6th P.M., and allowing one horizontal well in each of the units, with initial penetration of the Codell and Niobrara Formations, lateral, and bottomhole location not closer than 460 feet from the boundaries of the unit.

5. On May 29, 2012, the Commission entered Order No. 407-633, which, among other things, allowed one or more additional horizontal wells within each existing approximate 640-acre drilling and spacing unit, for certain lands in Townships 5 North, Ranges 61 and 62 West, 6th P.M., for the production of oil, gas and associated hydrocarbons from the Niobrara Formation.

6. Applicant, pursuant to Commission Rule 530 and/or the provisions of C.R.S. § 34-60-116 (6) and (7), hereby requests an order to pool all interests, including but not limited to, any nonconsenting interests, in the Application Lands in the Niobrara Formation underlying the following approximate 640-acre designated Drilling and Spacing Unit:

Township 5 North, Range 61 West, 6th P.M.
Section 7: ALL

(hereafter "Drilling and Spacing Unit").

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) are first incurred for the drilling of the Wells to the Niobrara Formation 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, and will be provided with the information required by Rule 530 as applicable. The list of such interested parties is attached hereto as Exhibit A.

9. That in order to prevent waste and to protect correlative rights, all interests in the Drilling and Spacing Unit should be pooled for the orderly development of the Niobrara Formation, 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 Application Lands and the Drilling and Spacing Unit for the development of the Niobrara Formation.

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 any of the costs specified in C.R.S. § 34-60-116(7)(b) are first incurred for the drilling of each of the Wells in the Drilling and Spacing Unit to the Niobrara Formation on the Application Lands.

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 statute, pursuant to C.R.S. § 34-60-116(6) and (7), and made subject to the cost recovery provisions thereof with respect to the Wells drilled to develop the Niobrara Formation in the Wellbore Spacing Units comprising the Application Lands.

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

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 Applicant's request as set forth above.

Dated: February 27, 2014.

Respectfully submitted:

Bonanza Creek Energy, Inc.

By: 

Jamie L. Jost

Joseph M. Evers

Jost & Shelton Energy Group, P.C.

Attorneys for Applicant

1675 Larimer St., Suite 1400

Denver, Colorado 80202

(720) 379-1812

Applicant's Address:


Bonanza Creek Energy, Inc.

ATTN: Caroline Heuring

410 17th Street, Suite 1400

Denver, CO 80202

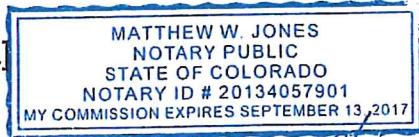
STATE OF COLORADO)
) ss.
CITY AND COUNTY OF DENVER)


Caroline Heuring

Caroline Heuring
Landman
Bonanza Creek Energy, Inc.

Subscribed and sworn to before me this 18 day of February 2014.

[SEAL]



My commission expires: 9/13/2017

Watt W. Jones

Notary Public

IN THE MATTER OF THE APPLICATION OF BONANZA CREEK ENERGY, INC. FOR AN ORDER TO POOL ALL INTERESTS IN AN APPROXIMATE 640-ACRE DRILLING AND SPACING UNIT IN SECTION 7, TOWNSHIP 5 NORTH, RANGE 61 WEST, 6TH P.M., FOR THE NIOBRARA FORMATION, WATTENBERG FIELD, WELD COUNTY, COLORADO	CAUSE NO. DOCKET NO.
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STATE OF COLORADO)
)ss.
CITY AND COUNTY OF DENVER)

James L. H

Subscribed and sworn to before me this 27 day of February 2014.

[SEAL]

My commission expires: 9/18/17

Hannelle Carroll
Notary Public

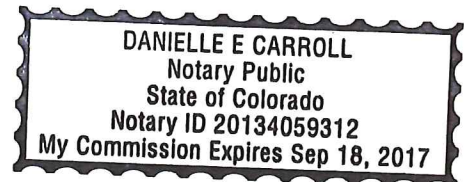


EXHIBIT A

Bonanza Creek Energy Operating
Company, LLC
410 17th Street, Suite 1400
Denver, CO 80202

Bonanza Creek Energy, Inc.
410 17th Street, Suite 1500
Denver, CO 80202

Bill Barrett Corporation
1099 18th Street, #2300
Denver, CO 80202

Anschutz Exploration Corporation
555 17th Street, Suite 2400
Denver, CO 80202

Estate of Bert M. Keating, deceased
Robert M. Keating
1506 Chesterfield Dr.
Carrollton, TX 75007

Kathy L. Denny
4456 Boston Dr.
Plano, TX 75093

Estate of Don D. Bowman, deceased
conveyed to Robert Henry @ 3995414)
2564 East Teakwood Place
Chandler, AZ 85249

Gerhardt Schmidt
c/o Richard Schmidt
1113 Judson Drive
West Chester, PA 19380

Richard Schmidt
1113 Judson Drive
West Chester, PA 19380

Robert Schmidt
1113 Judson Drive
West Chester, PA 19380

Michael Bernard Henry
7125 Kellogg Dr. NE
Olympia, WA 98516

Brian Joseph Henry
8453 Ferncliff Ave
Bainbridge Island, WA 98110

Guardian of the Estate of Donald
Edward Henry, incapacitated
c/o Robert Henry
2564 East Teakwood Place
Chandler, AZ 85249

William Noble Hamilton
3408 West 11th Street
Greeley, CO 80631

Richard Elroy Hamilton
3408 West 11th Street
Greeley, CO 80631

Phillip Wayne Hamilton
970 W. Broadway, #324
Jackson, WY 83001

John Bob Johnson
P.O. Box 49
Hillrose, CO 80733

Ciara Picton
CMR 414, Box 2314
APO, AE 09173

Edward Vannest
108 3rd Street
LeSalle, CO 80645

Laura Mix
23964 County Road 57
Kersey, CO 80644

Gina M. Janak
755 Monticello Circle
Allen, TX 75002

The American National Red Cross
2025 E. Street, NW., NW9-069A
Washington, DC 20006

William E. Walker Living Trust, William
E. Walker, II, Trustee
3830 Valley Centre Drive, #705-764
San Diego, CA 92130

G.N. Rupe
P.O. Box 783010
Wichita, KS 67278

Joan Janow Brodie
240 South Manaco, Apt. 311
Denver, CO 80224

Tharan, LLC
12421 Irving Street
Wichita, KS 67235

Highland Production, LLC
8100 East 22nd Street North, Building
700
Wichita, KS 67226

Velma L. Wallace, Trustee of the Velma
L. Wallace Living Trust (Restated) dated
May 7, 2009
100 N. Broadway, #490
Wichita, KS 67202-2204

Steeby Revocable Family Trust dated
October 5, 2010
229 North Woodchuck
Wichita, KS 67212

Funkhouser Family Partnership
2014 Shell Street
Midland, TX 79705

Sharon Lee Slattery, personal
representative of the Estate of Beulah
M. Ferretti, deceased
1125 Zinnia Street
Golden, CO 80401

Paula R. Hope
Rural Route 1, Box 158 B-1
Mooreland, OK 73852

Eileen E. Miller
2808 Verona Way
Edmond, OK 73034

Sheeran Tallbear
620 Sherwood Drive
Norman, OK 73071

Keenan Downey
4115 West Main Street, Apt. E
Norman, OK 73072

Don Michael MacLeod, aka Michael
MacLeod
#9 Calle Francesca
Rancho Santa Margarita, CA 92688

The Ruth Bendor Trust, Jonathan B.
Bendor and Judith A. Bendor, Co-
Trustees
614 Alvarado Row
Stanford, CA 94305-8506

The Croke Revocable Trust
258 S. Ulukoa Place
Lahaina, HI 96761

James E. Thorn
230 South Topeka Avenue
Wichita, KS 67202

McGhee Investment Company
(20-A)
6767 South Spruce Street, Suite 240
Englewood, CO 80112-1285

McGhee Investment Company
(20-B)
P.O. Box 3306
Centennial, CO 80161-3306

L&S Capital, Ltd.
800 N. Highway 36
Byars, CO 80103

Larry French
53 North Keener Road
Leoma, TN 38468

Dustin French, heir of Noelene Jay
French, aka Nobelene Jay Hamilton
53 North Keener Road
Leoma, TN 38468

Robert H. Hamilton

2152 River West Drive
Windsor, CO 80550

Bonnie Jean Mascarenas
623 37th Ct.
Greeley, CO 80634

David Dean Klingenberg
515 12th Ave NW
Hampton, IA 50441

Daniel Stephen Klingenberg
20232 Weld County Rd. 51
Kersey, CO 80644

Josette Henry
224 Vista Ray Court
Grand Junction, CO 81503

William J. Henry
14890 West 53rd Ave
Golden, CO 80403-1220

Robert Henry
2564 E. Teakwood Pl.
Chandler, AZ 85249-3525

Elmer Willis Ealey
1482 S. Cape Way
Lakewood, CO 80232

Shirley June Johnson
18628 Weld County Rd 33
LaSalle, CO 80645

Stanley Buford Henry
360 Aspen Drive
Brighton, CO 80601

Sharon L. McGee
3276 Garland Street
Wheat Ridge, CO 80033

Donald Lee Wilhelm, Sr.
509 East Main Street
Atlanta, MO 63530-1109

Patricia Louise Hocke
18 Albany Park
Muscatine, IA 52761

Gary Dean Wilhelm
2495 Fry Avenue
Letts, IA 52754-9514

Debbie Marie Phillips
P.O. Box 193
Frontier, WY 83121

George G. Vaught, Jr.
P.O. Box 13557
Denver, CO 80201

Paul L. McCulliss
P.O. Box 3248
Littleton, CO 80161-3248

Joann L. Eisenbrandt
P.O. Box 13593
South Lake Tahoe, CA 96151

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CAUSE NO.

DOCKET NO.

SUPPLEMENTAL AFFIDAVIT OF MAILING

STATE OF COLORADO

)

)ss.

COUNTY OF DENVER

)

Jamie L. Jost of lawful age, and being first duly sworn upon her oath, states and declares:

That she is an attorney for Bonanza Creek Energy, Inc., that on March 18, 2014, she caused a copy of the above-captioned Application to be deposited in the United States Mail, postage prepaid, addressed to the following additional parties:

Phillip Hamilton
3904 Denver Street
Evans, CO 80620

Jamie L. Jost

Subscribed and sworn to before me this 18th day of March, 2013.

Witness my hand and official seal.

My commission expires: 9/18/17

Notary Public

