

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

IN THE MATTER OF THE APPLICATION OF
BONANZA CREEK ENERGY LLC FOR AN
ORDER TO POOL ALL INTERESTS IN AN
APPROXIMATE 640-ACRE DRILLING AND
SPACING UNIT LOCATED IN SECTION 10,
TOWNSHIP 5 NORTH, RANGE 61 WEST, 6TH
P.M., FOR THE DEVELOPMENT/OPERATION
OF THE NIOBRARA FORMATION,
WATTENBERG FIELD, WELD COUNTY,
COLORADO

CAUSE NO.

DOCKET NO.

APPLICATION

COMES NOW Bonanza Creek Energy LLC ("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, as defined below, for the drilling of the Pronghorn K-O-10HNC Well (API No. 05-123-36583), and the Pronghorn F-J-10HNB Well (API No. 05-123-36582) ("Wells"), for the development of the Niobrara Formation on the following described lands:

Township 5 North, Range 61 West, 6th P.M.
Section 10: All

640 acres, more or less, 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 November 29, 2010, the Commission entered Order No. 407-380, which among other things, approves the request for an order establishing 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.

4. On May 29, 2012, the Commission entered Order No. 407-633, which among other things, approves the request for an order to allow 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.

5. 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 within the Drilling and Spacing Unit, including but not limited to, any nonconsenting interests and leased mineral interests, in the Application Lands in the Niobrara Formation underlying the following approximate 640-acre Drilling and Spacing Unit:

Township 5 North, Range 61 West, 6th P.M.
Section 10: All

(throughout as "Drilling and Spacing Unit").

6. 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 Pronghorn K-O-10HNC Well (API No. 05-123-36583), or the Pronghorn F-J-10HNB Well (API No. 05-123-36582) to the Niobrara Formation on the Application Lands.

7. 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, including leased mineral interest owners, 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.

8. That in order to prevent waste and to protect correlative rights, all interests in each of 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 an approximate 640-acre Drilling and Spacing Unit established on Application Lands 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 the Pronghorn K-O-10HNC Well (API No. 05-123-36583), or the Pronghorn F-J-10HNB Well (API No. 05-123-36582) 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 Drilling and Spacing Unit comprising the Application Lands.

D. Providing that this pooling order is applicable to all additional wells that may be drilled within the Drilling and Spacing Unit comprising the Application Lands.

E. 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 July 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: May 29th, 2014.

Respectfully submitted:

BONANZA CREEK ENERGY LLC

By: 

Jamie L. Jost
Joseph M. Evers
Jost & Shelton Energy Group, P.C.
Attorneys for Applicant
1675 Larimer Street, Suite 420
Denver, Colorado 80202
(720) 379-1812

Applicant's Address:
Bonanza Creek Energy LLC
ATTN: Caroline Heuring
410 17th Street, Suite 1400
Denver, CO 80202

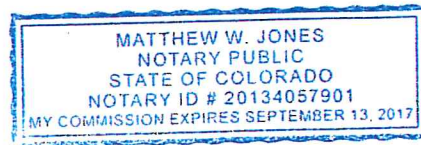
CITY AND COUNTY OF DENVER

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) ss.
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Subscribed and sworn to before me this 29TH day of May 2014.

[SEAL]



My commission expires:

9/13/2017

Mark W. Jones

IN THE MATTER OF THE APPLICATION OF
BONANZA CREEK ENERGY LLC FOR AN
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P.M., FOR THE DEVELOPMENT/OPERATION
OF THE NIOBRARA FORMATION,
WATTENBERG FIELD, WELD COUNTY,
COLORADO

DOCKET NO.

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

Jamie L. Jost

Subscribed and sworn to before me on this 25th day of May, 2014.

Witness my hand and official seal.

My commission expires: 9/18/17

8/1/17
Danielle Carole
Notary Public

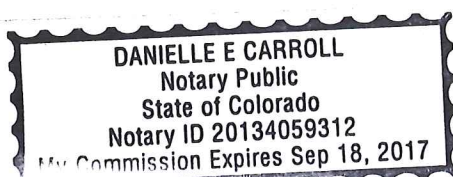


Exhibit A
Interested Party List
Pronghorn K-O-10HNC, Pronghorn F-J-10HNB

ConocoPhillips Company
3300 North "A" Street
Midland, TX 79705

Deanne M. Owre
4 Taber Hill Road
North Smithfield, RI 02896

Wells Fargo Bank, N.A., f/k/a First
Interstate Bank of Denver, Trustee of
the Family Trust under the Will of M.A.
Bresnahan
P.O. Box 5383
Denver, CO 80201

Charles W. Wellman
13747 Rockpoint, Unit 102
Broomfield, CO 80023

Kristin Zinis
1300 South St. Paul Street
Denver, CO 80210

Heirs of P.E. Williams
6207 Lamar Street
Arvada, CO 80003

Nina Bonn
978 East Irwin Place
Centennial, CO 80122

Dianne Ross
36881 Rd. 422
Oakhurst, CA 93644

Andrew Wellman
13747 Rockpoint, Unit 102
Broomfield, CO 80023

Jean LeVan Magoffin
21028 Barrett Smith Rd.
Dulzura, CA 91917

Paul Wellman
13747 Rockpoint, Unit 102
Broomfield, CO 80023

WYOCO Royalty Partners LLC
P.O. Box 280969
Lakewood, CO 80228

Ella Brown
485 High Street
Denver, CO 80218

The John D. Stephenson Family Trust
1575 Ocean Shore Blvd. #602
Ormand, FL 32176

Mary Wellman
485 High Street
Denver, CO 80218

Kathryn B. Stahlman and Robbin L.
Peppler, as Co-Trustees of the
Grandchildren's Trust I
7251 West 20th Street, Bldg. D-1
Greeley, CO 80634

Jay Wellman
485 High Street
Denver, CO 80218

Richard J. Bartels and Robbin L.
Peppler, as Co-Trustees of the
Grandchildren's Trust II
7251 West 20th Street, Bldg. D-1
Greeley, CO 80634

Nancy Lee Aston
2914 East Snowberry Lane
Spokane, WA 99223

Robert D. Wellman
485 High Street
Denver, CO 80218

John R. Moran, Jr. and Wells Fargo
Bank, N.A., as Co-Trustees of the
Moran Family Minerals Trust
P.O. Box 5383
Denver, CO 80217

John Herbert Beyers, Jr.
6918 Hidden Brook Lane
Citrus Heights, CA 95621

Lance A. Julander
4185 South Oneida Street
Denver, CO 80237

Larry Jarboe Davis
222 Cove Road
Inglis, FL 34449

James Fletcher Davis
9511 Belleview Avenue
Kansas City, MO 64114-3838

Debbie D. Legrotte
7915 Colonial Drive
Prairie Village, KS 66204

Heirs or Devisees of Irene M. LeVan
12242 Bannock Circle, Unit E
West Minster, CO 80234

Audrey Kathryn Buck
706 Huber Street
Festus, MO 63028

Dorothy Jean Baker
P.O. Box 975
Palm City, FL 34991

Geraldine Nelson
1619 South Yale
Wichita, KS 67218

Cynthia Lou Satriano
917 Nakomis Dr. NE #B
Albuquerque, NM 87112

Claudia Lea Satriano
956 12th Street
Imperial Beach, CA 92116-3122

Christopher Lynn Satriano
1261 S Monaco Pkwy
Denver, CO 80224-1881

Pamela Jean Stephens-Quint
4468 Utah St
San Diego, CA 92116

McCulliss Oil and Gas, Inc.
P.O. Box 221515
Denver, CO 80222

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

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

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

Tracker Resources Development III, LLC
1050 17th Street, Suite 2200
Denver, CO 80265

Katherine S. Shannon
111 Emerson Street, #1743
Denver, CO 80218

Robert S. McLandress
423 North 23rd Street
Council Bluffs, IA 51501