

**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 MODIFY ORDER NO. 407-1105,
ALLOWING FOR 460 FOOT SETBACKS IN
PORTIONS OF SECTIONS 14 AND 23,
TOWNSHIP 7 NORTH, RANGE 62 WEST, 6TH
P.M., FOR THE CODELL AND NIOBRARA
FORMATIONS, WELD COUNTY, COLORADO

Cause No.

Docket No.

APPLICATION

COMES NOW Bonanza Creek Energy LLC ("Applicant"), by and through its attorneys, Jost & Shelton Energy Group, P.C., respectfully submits this Application to the Oil and Gas Conservation Commission of the State of Colorado (the "Commission") for an order modifying Order No. 407-1105 and allow 460 foot setbacks as to the northern unit boundary of Section 14, Township 7 North, Range 62 West, 6th P.M. and the southern unit boundary of Section 23, Township 7 North, Range 62 West, 6th P.M., for the efficient and economic development of the oil, gas, and associated hydrocarbons from the Codell and Niobrara Formations. 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 leasehold interests or holds the right to operate on the following lands (hereafter "Application Lands"):

Township 7 North, Range 62 West, 6th P.M.

Section 14: ALL

Section 23: ALL

1280 acres, more or less, Weld County, Colorado.

3. The Application Lands are subject to Commission Rule 318A. 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 but did not prohibit the establishment of drilling and spacing units within the Greater Wattenberg Area.

4. On October 31, 2011, the Commission entered Order No. 407-501, which, among other things, approved the request for an order to establish twelve (12) approximate 640-acre drilling and spacing units for the Niobrara Formation for the Application Lands, among others, and approved one (1) horizontal well within each 640-acre drilling and spacing unit with the treated interval of the wellbore to be no closer than 600 feet from the unit boundaries, without exception being granted by the Director.

5. On May 29, 2012, the Commission entered Order No. 407-642/535-163, which, among other things, amended Order No. 407-501 to authorize drilling up to four (4) wells on the 640-acre drilling and spacing unit for the production of oil, gas and associated hydrocarbons from the Niobrara Formation, with the treated interval of any horizontal well to be no closer than 460 feet from the boundaries of the unit, without exception being granted by the Director.

6. On July 9, 2012, the Commission entered Order No. 407-661, which, among other things, allowed up to four (4) horizontal wells within the 640-acre drilling and spacing unit established for Section 14 of the Application Lands, for the production of oil, gas and associated hydrocarbons from the Niobrara Formation, with the treated interval of the wellbores to be no closer than 460 feet from the unit boundaries, and surface locations consistent with Rule 318A, without exception being granted by the Director.

7. On July 9, 2012, the Commission entered Order No. 407-662, which, among other things, approved an order to establish four approximate 640-acre drilling and spacing units consisting of certain lands in Sections 2, 14, 28 and 34, Township 7 North, Range 62 West, 6th P.M., and authorize up to four (4) horizontal wells within each unit, for the production of oil, gas and associated hydrocarbons from the Codell Formation.

8. On September 15, 2014, the Commission entered Order No. 407-1105, which, among other things 1) vacates portions of Order Nos. 407-501, 407-661, 407-662, and 407-642 only as they pertain to the Codell-Niobrara Formation underlying the Sections 14 and 23, Township 7 North, Range 62 West, 6th, and authorize up to four (4) wells.

9. The records of the Commission reflect that no wells are currently operated by Applicant, or any other, that are producing, from the Niobrara Formation or otherwise, in Application Lands.

10. To promote efficient drainage within the Niobrara Formation of the Application Lands, to protect correlative rights and to avoid waste, the Commission should modify Order No. 407-1105 and allow 460 foot setbacks as to the northern unit boundary of Section 11, Township 7 North, Range 62 West, 6th P.M. and the southern unit boundary of Section 23, Township 7 North, Range 62 West, 6th P.M.

11. The undersigned certifies that copies of this Application will be served on each interested party as required by Rule 507 within seven (7) days of the filing hereof, as required by Rule 503.e.

WHEREFORE, Applicant respectfully requests that this matter be set for hearing in December 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 this 16th day of October, 2014.

Respectfully submitted:

Bonanza Creek Energy LLC

By: 

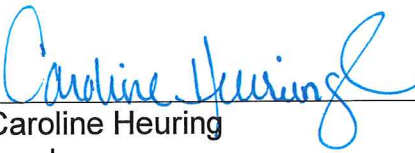
Jamie L. Jost
Joseph M. Evers
Jost & Shelton Energy Group, P.C.
Attorneys for Applicant
1675 Larimer St., Suite 420
Denver, Colorado 80202
(720) 379-1812

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

VERIFICATION

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

Caroline Heuring, of lawful age, being first duly sworn upon oath, deposes and says that she is a Landman for Bonanza Creek Energy LLC, and that she has read the foregoing Application and that the matters therein contained are true to the best of her knowledge, information and belief.



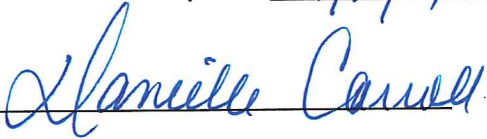
Caroline Heuring
Landman
Bonanza Creek Energy LLC

Subscribed and sworn to before me this 16th day of October 2014.

Witness my hand and official seal.

[SEAL]

My commission expires: 9/18/17





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IN THE MATTER OF THE APPLICATION OF
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TOWNSHIP 7 NORTH, RANGE 62 WEST, 6TH
P.M., FOR THE CODELL-NIOBRARA
FORMATION, WELD COUNTY, COLORADO

Cause No.

Docket No.

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 the attorney for Bonanza Creek Energy LLC, that on or before October 23, 2014, she caused a copy of the attached Application to be deposited in the United States Mail, postage prepaid, addressed to the parties listed on Exhibit A attached hereto.



Jamie L. Jost

Subscribed and sworn to before me this 22 day of October, 2014.

Witness my hand and official seal.

My commission expires: 9/18/17



Notary Public



Exhibit A
Interested Party List
Bonanza Creek – Sec 14 & 23

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

Merietta B. West
40718 Road 83
Briggsdale, CO 80611

Marina Louise Nichols, as
apparent heir to Elsie Grace Nichols
323 Canon Del Sol
La Selva Beach, CA 95076

Continental Resources, Inc.
P.O. Box 269000
Oklahoma City, OK 73126

Andrew E. West and Merietta B. West, as
joint tenants
40718 Road 83
Briggsdale, CO 80611

Richard E. Cass and Patricia L. White-
Gaffney, as joint tenants
41455 WCR 86
Briggsdale, CO 80611

Marathon Oil Company
5555 San Felipe
Houston, TX 77056

DJ Resources, L.L.C.
1600 Broadway, Suite 1960
Denver, CO 80202

Marubeni Denver Julesburg, L.L.C.,
a Texas Limited Liability company
2800 Post Oak Blvd., Suite. 6000
Houston, TX 77056

Chesapeake Exploration, L.L.C.
an Oklahoma Limited Liability Company
P.O. Box 18496
Oklahoma City, OK 73118

OOGC America, Inc.
11700 Katy Freeway, Suite 280
Houston, TX 77079

Pfeufferr Investment Properties, L.L.C.
608 E. Harmony Road, Suite 203
Ft. Collins, CO 80525

Noble Energy, Inc.
Attn: Libby Ecord
1625 Broadway St., Suite 2200
Denver, CO 80202

Red Hawk Petroleum, LLC
4125 Blackhawk Plaza Circle
Suite 201A
Danville, CA 94506

RJ Resources Corp
152 West 57th Street
4th Floor
New York, New York 10019

Grizzly Petroleum Company, LLC
252 Clayton Street
4th Floor
Denver, CO 80206

Act Oil Colorado, LLC
730 Third Avenue, 4th Floor
New York, New York 10017

Prima Exploration, Inc.
100 Fillmore St., Suite 450
Denver, CO 80206

Diamond Resources, Inc.
P.O. Box 1938
Williston, ND 58802-1938

Seven Cross Holdings, L.L.C.
3300 South Parker Road, Suite 310
Aurora, CO 80014

Hat Creek Royalty, Ltd.
400 West Illinois, Suite 1070
Midland, TX 79701

Antelope Energy Company, L.L.C.
P.O. Box 577
Kimball, NE 69145-0577

ConocoPhillips Company
3300 North A. Street
Building 6 – 100
Midland, TX 79705

J.S. Abercrombie Mineral Company, Inc.
5005 Riverway
Houston, TX 77056

Robinson Interests I Ltd.
5005 Riverway
Houston, TX 77056

Joy Schaefer Henry
P.O. Box 177
Bonsall, CA 92003

Judy Schaefer Pruett
37397 Whispering Oaks
Ridge Manor, FL 33525

ABH Baxter, L.L.C.
P.O. Box 1649
Austin, TX 78767

JC Petroleum Royalty Unit, L.L.C.
P.O. Box 922
Delhi, LA 71232

First Presbyterian Church
5300 Main Street
Houston, TX 77004

Farmers National Company,
Agent for the First Presbyterian
Church of Houston
5110 S. Yale Avenue, Suite 400
Tulsa, OK 74135

Thelma Smith,
as the apparent heir of James A. Smith
1301 E. 141st Avenue
Brighton, CO 80602

N.C. Ginther
6363 Woodway, Suite 800
Houston, TX 77057

Ellen Reifslager,
as the apparent heir of W.L. Ginther
c/o New First National Bank of
El Campo
P.O. Box 470
El Campo, TX 77437

C.J. Thibodeaux
1736 Pampas Trail
Friendswood, TX 77546

A. Macy Smith
421 Cotton Exchange Building
Houston, TX

Sally Schaefer Bigg
540 Kepley Craver Avenue
Lexington, NC 27295

Cimmarron Mineral
Limited Liability Company
c/o Frost National Bank
Attn: Trust Oil and Gas Dept.
P.O. Box 1600
San Antonio, TX 78296

Johnny Mitchell, Trustee
No known address

Morris Rauch, Deceased
No known address

George A. Butler
No known address

J.A. Gray
No known address

E.J. Pulaski
No known address

W.C. DeArman
No known address

Rex E. Hudson
No known address

Rheba Joan Spinner
No known address

Betty Ann Sub
No known address

M.M. Feld
No known address

J.E. Leicher
No known address

J.S. Oshman
No known address

Joe Darksy, Trustee
No known address

A.I. Axelrod
No known address

A.I. Lack
No known address

H.W. Krakower
No known address

Abe Weingarten
No known address

Joe Weingarten
No known address

Irving Alexander, Deceased
No known address

Tom Schreiner
Energy Liaison
Colorado Parks and Wildlife
Northeast Regional Office
6060 Broadway
Denver, CO 80216

Kent Kuster
Colorado Department of Public
Health & Environment
4300 Cherry Creek Drive South
Denver, CO 80246-1530

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Weld County
1555 North 17th Street
Greeley, CO 80631

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Briggsdale, CO 80611

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Ault, CO 80610

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Greeley, CO 80631

Marshall E. Freemyer
4574 S. Landing Drive
Marietta, GA 30066

Ruth Marie Becker
37518 Oak Lake Drive
Zephyr Hills, FL 33541

Jane E. Freemyer, Personal Representative
of the Estate of Lawrence Edgar Freemyer
1575 Race Street
Denver, CO 80206

MAP2012-OK
c/o MAP Royalty Inc.
101 N. Robinson, Suite 1000
Oklahoma City, OK 73102-4414

JKV Corporation
8601 W. Cross Drive
Suite F5-208
Littleton, CO 80123

Vinewood Royalties
7603 Vinewood Ct.
San Antonio, TX 78209

Golfview Royalties LLC
113 Golfview
Georgetown, TX 78633

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Joseph, OR 97846

The Rathole, LLC
No known address

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Sherry L. Ullmann as JT
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Johnstown, CO 80534

Spur Creek Royalty, Ltd
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Midland, TX 79702

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Kristen L. Johnson
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Todd Ullmann
No known address

Danielle Ullmann
No known address

Linda L. Santora
No known address

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Fay's Trust by and through
Adrienne Eaton, as Trustee
P.O. Box 27361
Houston, TX 77227

Federal Royalty Properties, LLC
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Houston, TX 77019

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506 North Market Street
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Colleen M. Gallup
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Amsterdam, NY 12010

Andrea M. Gurga
220 Steers Road
Amsterdam, NY 12010

Dean M. Meyers
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Houston, TX 77057-2319

Leonard Rauch
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Houston, TX 77277

Rauch Properties
P.O. Box 270415
Houston, TX 77277

Anita K. Kotlen as heir of H.W. Krakower
1302 S. Jordan Cove
Houston, TX 77055

James Sud, Trustee of the James Sud
Exempt Trust under will of Betty Pulaski
5405 Encina Rojas
Austin, TX 78746

Lila Rauch, Individually and as Trustee of
the Gerald Rauch-Non-Exempt-Marital Trust
P.O. Box 270415
Houston, TX 77277

GCH Oil and Gas, LLC
P.O. Box 270415
Houston, TX 77277

Ellen Reifslager, heir of W.L. Ginther
c/o New First National Bank of El Campo
P.O. Box 470
El Campo, TX 77437

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Shriners Hospitals for Children
c/o The Northern Trust Company
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Dallas, TX 75222-6270

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117 Main Street
Wallace, ID 83873

Family Tree Corporation
P.O. Box 260498
Lakewood, CO 80226

The Robert P. Dykes Revocable Trust,
dated October 14, 2011
P.O. Box 260498
Lakewood, CO 80226

The J. Christopher Dykes Revocable Trust,
dated October 10, 2012
P.O. Box 260498
Lakewood, CO 80226

The Michael L. Dykes Revocable Trust,
dated October 10, 2012
P.O. Box 260498
Lakewood, CO 80226

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Hans Bruesselbach
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Smyth #6896401
1520 Royal Palm Sq. Blvd #320
Fort Myers, FL 33919

Mitso Fuse
14901 Quorum Drive #800
Dallas, TX 75254

The Thomas and Heather Buckley Living
Trust Dated August 23, 2012, Thomas J.
Buckley, Trustee
2310 Royal Oaks Drive
Mansfield, TX 76063

Regional Marketing Group, LLC
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Dallas, TX 75254

The Robert L. Powers Revocable Trust
Dated June 17, 2005,
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Saint Louis, MO 63128

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Burton, OH 44021

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Coppell, TX 75019

Murray Schluskel and Gertrude Leskowitz
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Oakland, CA 94611

Kirk Duane Kirkegaard Profit Sharing Plan,
Kirk Kirkegaard, Trustee
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Indianola, Iowa 50125

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Long Beach, CA 90802

Carol A. Galles
1937 2nd Ave
Clarkston, WA 99403

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1520 Royal Palm Sq., Blvd #320
Fort Myers, FL 33919

Advanta IRA Trust, LLC, FBO Shu Ying
Turng #6748202

1520 Royal Palm Sq., Blvd #320
Fort Myers, FL 33919

Advanta IRA Trust, LLC, FBO Donald B.
Decoster #6630602
1520 Royal Palm Sq., Blvd #320
Fort Myers, FL 33919

Joe E. Amen
3991 CR 41
Hudson, CO 80642

Advanta IRA Trust, LLC, FBO Richard Gritz
#6896001
1520 Royal Palm Sq. Blvd #320
Fort Myers, FL 33919

Advanta IRA Trust, LLC, FBO Ronald
Carpenter #6900202
1520 Royal Palm Sq. Blvd #320
Fort Myers, FL 33919

Michael E. Desjardine
21950 Hoover Rd.
Warren, MI 48089

Bill T. Hamilton
3608 Reagan St.
Dallas, TX 75219

Jimmy Lyn Allen and Rebecca Marnell Allen
17636 E. 790 Rd.
Crawford, OK 73638

John Champlin
3211 S. Milam St.
Amarillo, TX 79109

Alphonso W. Myers and Nancy H. Myers
Revocable Living Trust
P.O. Box 475, 1070 Phifer Rd.
Cleveland, NC 27013

Advanta IRA Trust, LLC, FBO John Silver
#6897601
1520 Royal Palm Sq., Blvd #320
Fort Myers, FL 33919

Nuview IRA Inc., FBO Russell Wimberley
IRA
1064 Greenwood Blvd, Suite 312
Lake Mary, FL 32746

Ward J. Greisen
10501 O. St.
Lincoln, NE 68520

C. James Prieur and Karen Prieur
1300 N. State Parkway #320
Chicago, IL 60610

Lenna Lurene Fajerman
1101 Montrose Ave.
Colorado Springs, CO 80905

Kenneth B. Lyons
7 Daniel Lane
Lebanon, NJ 08833

Gale Walthall
1506 Evergreen St.
Fairbanks, AK 99709

Sunwest Trust Inc. f/b/o
Kristopher L. Broberg
3240 D. Juan Tabo N.E.
Albuquerque, NM 87111

George A. Fraser
8067 Boca Rio Dr.
Boca Raton, FL 33433

Lisbeth Gnugnoli
2720 N. Lexington St.
Arlington, VA 22207

S. Frank Culberson
2680 Misty Meadow Dr.
Prosper, TX 75078

Advantaira Trust, LLC f/b/o
William Hodgson #6805601
1520 Royal Palm Sq., Blvd. #320
Fort Myers, FL 33919

Advantaira Trust, LLC f/b/o
John Rutherford #7124801
1520 Royal Palm Sq., Blvd. #320
Fort Myers, FL 33919

GSP Capital, LLC
10609 Turtle Creek Ln.
Frisco, TX 75035

Bill Howard
2600 Inwood Ct.
Midland, TX 79705

Craig G. Taylor
600 N. Marienfeld, Ste. 1020
Midland, TX 79701

Mike Tapp
1301 Thomas Pl.
Fort Worth, TX 76107

Basin Oil and Gas, LLC
500 Main St., Ste. 301
Fort Worth, TX 76102

Currie Partners, Ltd.
2600 Inwood Ct.
Midland, TX 79705

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Greeley, CO 80634

Jeanette R. Magnuson
19495 WCR 72
Eaton, CO 80615

Barbara Greenwood
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Fort Collins, CO 80524

Robert D. Greenwood
2018 Kingsborough Dr.
Fort Collins, CO 80526

Charlene Montez
1976 E. 16th St.
Loveland, CO 80538

Mabel L. Baxter
40004 Weld CR 84
Briggsdale, CO 80611

Freeman Investments, a Partnership
3415 S. Clayton Blvd.
Englewood, CO 80113-7611

The Lang Family Trust,
dated September 1, 2011
P.O. Box 850
Parker, CO 80138

IMAGO Enterprises, Inc.
140 Palmer Dr.
Fort Collins, CO 80525

Daniel Flanigan and Ann Flanigan, Trustees
of the Daniel and Ann Flanigan Family Trust
651 Orchard Ave.
Santa Barbara, CA 93108

George O. Sanders
14131 Midway Rd. #650
Addison, TX 75001

NDEGE, Ltd.
8090 Stiles Ranch Rd.
Wheeler, TX 79096

Timothy Milakov
3721 Kendra Ct. S.
Clarksville, TN 37040

James C. Taylor Investments, LP
#2 Hanover Dr.
Midland, TX 79705

William C. Taylor Investments, LP
#2 Hanover Dr.
Midland, TX 79705

James Siefken and Patricia Siefken,
husband and wife, as joint tenants
2790 McMurry
Ft. Collins, 80525