

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

IN THE MATTER OF AN APPLICATION BY
MUSTANG CREEK OPERATING, LLC FOR AN
ORDER POOLING ALL INTERESTS IN A 160-
ACRE EXPLORATORY DRILLING AND SPACING
UNIT IN PORTIONS OF SECTIONS 22, 23, 26
AND 27, TOWNSHIP 13 SOUTH, RANGE 59
WEST, 6TH P.M., IN THE LANSING, MARMATON,
CHEROKEE, ATOKA, MORROW
(PENNSYLVANIAN AGE), ST. LOUIS, SPERGEN,
WARSAW, HARRISON, GILMORE CITY
(MISSISSIPPIAN AGE), ARBUCKLE AND
REAGAN FORMATIONS, UNNAMED FIELD,
ELBERT COUNTY, COLORADO

CAUSE NO.

DOCKET NO.

APPLICATION

COMES NOW Mustang Creek Operating, LLC ("Mustang" or "Applicant"), by and through its attorneys, Beatty & Wozniak, P.C., and respectfully submits this Application to the Oil and Gas Conservation Commission of the State of Colorado (the "Commission") for an order pooling all interests in an approximate 160-acre exploratory drilling and spacing unit established for Sections 22, 23, 26 and 27, Township 13 South, Range 59 West, 6th P.M., for the development and operation of the Lansing, Marmaton, Cherokee, Atoka, Morrow (Pennsylvanian age), St. Louis, Spergen, Warsaw, Harrison, Gilmore City (Mississippian age), Arbuckle and Reagan Formations ("Target Formations") on the following described lands:

Township 13 South, Range 59 West, 6th P.M.

Section 22: SE $\frac{1}{4}$ SE $\frac{1}{4}$

Section 23: SW $\frac{1}{4}$ SW $\frac{1}{4}$

Section 26: NW $\frac{1}{4}$ NW $\frac{1}{4}$

Section 27: NE $\frac{1}{4}$ NE $\frac{1}{4}$

Elbert County, Colorado ("Application Lands")

A reference map of the Application Lands is attached hereto as Exhibit A.
In support of its Application, Applicant states and alleges as follows:

1. Applicant is a limited liability company duly authorized to conduct business in the State of Colorado, and has registered as an operator with the Commission.
2. Applicant owns leasehold interests and holds the right to operate in the Application Lands.

3. Rule 318.a. of the Commission Rules provides a well to be drilled 2,500 feet or greater shall be located not less than 600 feet from any lease line, and shall be located not less than 1,200 feet from any other producible or drilling oil or gas well when drilling to the same common source of supply, unless authorized by the Commission upon hearing. The Application Lands are subject to this Rule for the Hermosa Group Formation.

4. Applicant has concurrently filed with this Application a spacing application ("Spacing Application") requesting that the Commission establish an approximate 160-acre exploratory drilling and spacing unit covering the Application Lands for the Target Formations, requesting to drill and complete one well. Said Spacing Application is scheduled to be heard at the Commission's July 20, 2015 Hearing.

5. Applicant, pursuant to Commission Rule 530 and the provisions of C.R.S. § 34-60-116 (6) and (7), seeks an order to pool all interests, including but not limited to, any nonconsenting interests, in the Application Lands consisting of the 160-acre exploratory drilling and spacing unit for the development of the Target Formations.

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 each of the wells in the unit for the development of the Target Formations 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 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.

8. That in order to prevent waste and to protect correlative rights, all interests in the Application Lands and the 160-acre drilling and spacing should be pooled for the orderly development of the Target Formations.

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: hearing, the Commission enter its order:

A. Pooling all interests in an approximate 160-acre exploratory drilling and spacing unit established for the Application Lands, for the development and operation of the Target Formations, with the pooling order 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 each of the wells in the unit for the development of the Target Formations on the Application Lands.

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 a well in the drilling and spacing unit established for the Application Lands.

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

DATED this 21 day of May, 2015.

Respectfully submitted,

MUSTANG CREEK OPERATING, LLC

By: 

James P. Parrot

Jillian Fulcher

Beatty & Wozniak, P.C.

Attorneys for Applicant

216 16th Street, Suite 1100

Denver, Colorado 80202

jparrot@bwenergyllaw.com

jfulcher@bwenergyllaw.com

Applicant's Address:

Mustang Creek Operating, LLC

Robert G. Davis

5251 DTC Parkway, Suite 800

Greenwood Village, Colorado 80111

VERIFICATION

STATE OF COLORADO)
) ss.
ARAPAHOE COUNTY)

Robert G. Davis, Vice President of Mustang Creek Operating, LLC, upon oath deposes and says that he has read the foregoing Application and that the statements contained therein are true to the best of his knowledge, information and belief.

MUSTANG CREEK OPERATING, LLC

Robert G. Davis
Robert G. Davis

Subscribed and sworn to before me this 21st day of May, 2015, by Robert G. Davis, Vice President of Mustang Creek Operating, LLC.

Witness my hand and official seal.

My commission expires: 3/9/16

Julie M Dahl
Notary Public



My Comm. Expires March 9, 2016

Exhibit A

Reference Map for Spacing Application

Elbert County, Colorado

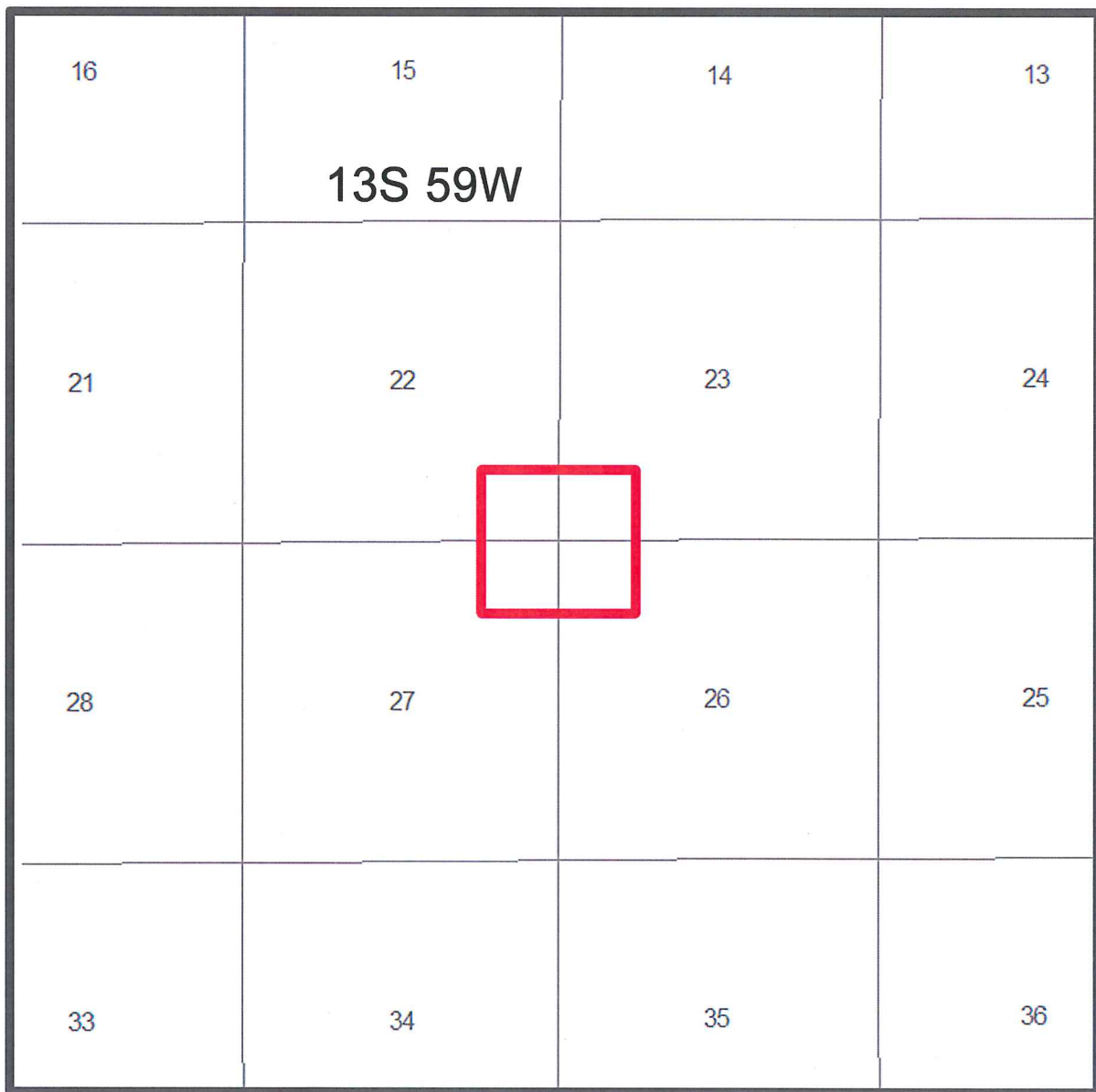
Township 13 South, Range 59 West, 6th P.M.

Section 22: SE4SE4

Section 23: SW4SW4

Section 26: NW4NW4

Section 27: NE4NE4



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

IN THE MATTER OF AN APPLICATION BY
MUSTANG CREEK OPERATING, LLC FOR AN
ORDER POOLING ALL INTERESTS IN A 160-
ACRE EXPLORATORY DRILLING AND SPACING
UNIT IN PORTIONS OF SECTIONS 22, 23, 26
AND 27, TOWNSHIP 13 SOUTH, RANGE 59
WEST, 6TH P.M., IN THE LANSING, MARMATON,
CHEROKEE, ATOKA, MORROW
(PENNSYLVANIAN AGE), ST. LOUIS, SPERGEN,
WARSAW, HARRISON, GILMORE CITY
(MISSISSIPPIAN AGE), ARBUCKLE AND
REAGAN FORMATIONS, UNNAMED FIELD,
ELBERT COUNTY, COLORADO

CAUSE NO.


DOCKET NO.

AFFIDAVIT OF MAILING

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

Jennifer Pittenger, of lawful age, and being first duly sworn upon her oath, states and declares:

That she is a Legal Assistant at Beatty & Wozniak, P.C., attorneys for ~~Bill Barrett Corporation~~, and on or before May 28, 2015, caused a copy of the attached Application to be deposited in the United States Mail, postage prepaid, addressed to the parties listed on Exhibit B to the Application.



Jennifer Pittenger

Subscribed and sworn to before me May 28, 2015.

Witness my hand and official seal.

My commission expires: 10-04-17



Notary Public

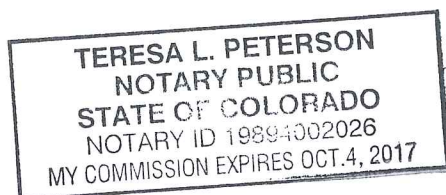


EXHIBIT B

INTERESTED PARTIES

Bettie Dyer Ragains
110 E. Fountain Blvd.
Colorado Springs, CO 80903

BOKF, NA, Trustee of the T.E. McClintock
T/U/W fbo Elizabeth M. Nikoloric
P.O. Box 3499
Tulsa, Oklahoma 74101

BOKF, NA, as Agent for U.S. Bank, N.A.,
Trustee of the T.E. McClintock T/U/W
fbo Mary M. Swift
P.O. Box 3499
Tulsa, Oklahoma 74101

Donald Golding
P.O. Box 114
Simla, CO 80835

Patricia Salsbury f/k/a Patricia Golding
5116 State Hwy. V
King City, MO 64463

Robert D. Payne and Barbara L. Payne
34190 CR 6
Rush, CO 80833

Steven A. Payne and Debra L. Payne
2550 CR 141
Rush, CO 80833