

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

IN THE MATTER OF THE APPLICATION OF
BONANZA CREEK ENERGY OPERATING
COMPANY LLC, FOR AN ORDER TO POOL
ALL INTERESTS IN AN APPROXIMATE 160-
ACRE DESIGNATED HORIZONTAL
WELLBORE SPACING UNIT FOR SECTION
34, TOWNSHIP 5 NORTH, RANGE 63 WEST,
6TH P.M., FOR THE NIOBRARA FORMATION,
WATTENBERG FIELD, WELD COUNTY,
COLORADO

CAUSE NO. 407

DOCKET NO.

TYPE: POOLING

APPLICATION

COMES NOW Bonanza Creek Energy Operating Company LLC (Operator No. 8960) ("Bonanza" or "Applicant"), by its attorneys, Burleson LLP, 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 160-acre Wellbore Spacing Unit, as defined below, for the drilling of the North Platte 21-24-34HNB Well (API No. 05-123-41883) ("Well"), for the development of the Niobrara Formation on the following described lands:

Township 5 North, Range 63 West, 6th P.M.
Section 34: E $\frac{1}{2}$ W $\frac{1}{2}$

160-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 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.

4. On October 1, 2012, the Commission entered Order No. 407-708, which, among other things, approves the request for an order to confirm an approximate 40-acre designated wellbore spacing unit consisting of the SE¼ NE¼ of Section 34, Township 5 North, Range 63 West, 6th P.M., and approve one well within the unit, for the production of oil, gas and associated hydrocarbons from the Codell and Niobrara Formations. Order No. 407-708 does not affect this Application.

5. On March 25, 2013, the Commission entered Order No. 407-776, which, among other things, approves the request for an order to confirm an approximate 320-acre designated wellbore spacing unit consisting of the E½ of Section 34, Township 5 North, Range 63 West, 6th P. M., and approve one horizontal well within the unit, for the production of oil, gas and associated hydrocarbons from the Niobrara Formation and pool all nonconsenting interests in the above lands, for the development and operation of the Niobrara Formation. Order No. 407-776 does not affect this Application.

6. On October 28, 2013, the Commission entered Order No. 407-886, which, among other things, approves the request for an order to confirm an approximate 320-acre wellbore spacing unit for the North Platte U-Y-34HNB Well (API No. 05-123-36937) and to pool all interests within the unit established for certain lands in Sections 34 and 35, Township 5 North, Range 63 West, 6th P.M., for the development and operation of the Well to the Niobrara Formation. Order No. 407-886 does not affect this Application.

7. On July 28, 2014, the Commission entered Order No. 407-1088, which, among other things, approves the request for an order pooling all interests in two approximate 160-acre designated wellbore spacing units established for Section 34, Township 5 North, Range 63 West, 6th P.M. ("WSU #2, #8"), for the development and operation of the Codell and Niobrara Formations. Order No. 407-1088 does not affect this Application.

8. Applicant designated the 160-acre Wellbore Spacing Unit for the production of oil, gas, and associated hydrocarbons from the Niobrara Formation pursuant to Rule 318A and notified the appropriate parties under Rule 318A.

9. 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 non-consenting interests, in the Application Lands in the Niobrara Formation underlying the following approximate 160-acre Wellbore Spacing Unit:

Township 5 North, Range 63 West, 6th P.M.
Section 34: E½W½

(throughout as "Wellbore Spacing Unit").

10. 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 Well to the Niobrara Formation on the Application Lands.

11. 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 503.e., and that at least thirty-five (35) 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 Well, and will be provided with the information required by Rule 530 as applicable.

12. That in order to prevent waste and to protect correlative rights, all interests in the Wellbore Spacing Unit should be pooled for the orderly development of the Niobrara Formation, including any non-consenting 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 Wellbore 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 the Well in the Wellbore 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 Well 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 Well drilled to develop the Niobrara Formation in the Wellbore Spacing Unit 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 October 2015, 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: August 27, 2015.

Respectfully submitted:

**BONANZA CREEK ENERGY
OPERATING COMPANY LLC**

By:



Jamie L. Jost
Joseph M. Evers
Burleson LLP
Attorneys for Applicant
1700 Lincoln St., Suite 1300
Denver, Colorado 80203
(303) 801-3200

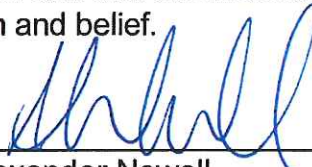
Applicant's Address:

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

VERIFICATION

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

Alexander Newell, of lawful age, being first duly sworn upon oath, deposes and says that he is a Landman II, Rocky Mountain Region for Bonanza Creek Energy, Inc., 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.



Alexander Newell
Landman II, Rocky Mountain Region
Bonanza Creek Energy, Inc.

Subscribed and sworn to before me this 26TH day of August 2015.

Witness my hand and official seal.

[SEAL]

My commission expires: 9/13/2017



Notary Public

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TYPE: POOLING

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

Jamie L. Jost
Jamie L. Jost


Notary Public

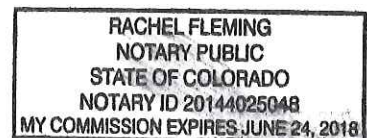


Exhibit A
FP – North Platte 21-24-34HNB

Eralio Rico
24587 Cottonwood Ct.
Kersey, CO 80644

DAX 2020, LLC
427 St. Paul Street
Denver, CO 80206

Colorado Housing Authority
1981 Blake Street
Denver, CO 80202

Alex Speros
P.O. Box 24331
Denver, CO 80224

Alexander Basulto Agüero
24593 Cottonwood Ct.
Kersey, CO 80644

The TH Ranch
P.O. Box 189
Kersey, CO 80644

Gary DeJohn
1860 23rd Ave.
Greeley, CO 80634

Terry L. Roland
24589 Cottonwood Court
Kersey, CO 80644

Federal National Mortgage Assc.
3900 Wisconsin Avenue NW
Washington, DC 20016

Trey D. Moody
24591 Cottonwood Court
Kersey, CO 80644

Weld County, Colorado
P.O. Box 758
Greeley, CO 80632

Jerry L. & Mary Ann Cutter
24601 Cottonwood Lane
Kersey, CO 80644

Rex Monahan Family Trust
P.O. Box 1231
Sterling, CO 80751

William F. & Konnie Jill Sullivan
24607 Cottonwood Lane
Kersey, CO 80644

Prospect Company
Attn: Scott Hagen
PO Box 1100
Edmond, OK 73083

Timothy Ray & Tracy Leigh Kelley
24603 Cottonwood Lane
Kersey, CO 80644

70 Ranch, LLC
Attn: Ron von Lembke
8301 E. Prentice Avenue, Suite 100
Greenwood Village, CO 80111

Anoil Company
815 Walker, Suite 1610
Houston, TX 77002

Full Sea Equities, LLC
7811 W. Titan Road
Littleton, CO 80125

Kerrco, Inc.
808 Travis, Suite 2200
Houston, TX 77002

Lighthouse Royalties, LLC
520 Post Oak, Suite 360
Houston, TX 77027

Cottonwood Falls HOA
24607 Cottonwood Lane
Kersey, CO 80644

Kerr-McGee Oil & Gas Onshore LP
1099 18th Street, Suite 1800
Denver, CO 80202

Dr. George M. Harris
979 Harding Drive
New Orleans, LA 70119

Ben Edwards
220 FM 1730
Wilson, TX 79381

Mike Field
1916 Aberdeen Avenue
Lubbock, TX 79407

Jon G. Massey
P.O. Box 10
Folsom, LA 70437

Darren Alcus
2 Bethesda Metro CTR, Suite 600
Bethesda, MD 20814

Samual T. Alcus III
965 Harding Dr.
New Orleans, LA 70119

Red Willow Production, LLC
P.O. Box 369
Ignacio, CO 81137

Hoover & Stacy, Inc.
PO Box 2328
Cheyenne, WY 82003

Noble Energy, Inc.
Attn: Land Dept.
1625 Broadway St., Suite 2200
Denver, CO 80202

WYOTEX Oil Company
PO Box 280969
Lakewood, CO 80228

Green Oil Energy, LLC
245 E. 54th Street, Suite 5M
New York, NY 10022

Shoreline Energy Holdings II, Inc.
300, 116 - 8th Avenue S.W.
Calgary, Alberta T2P, 1B3

Alpha Energy Group, LLC
245 E. 54th Street, Suite 5M
New York, NY 10022

Aluma Energy, LLC
245 E. 54th Street, Suite 5M
New York, NY 10022

Estate of Henry Croissant
1415 16th Ave.
Greeley, CO 80631

Dorothy & Ernest Baldwin
1956 Canterbury Ct.
Loveland, CO 80538

James Robert Mondt, as Trustee of
the James Robert Mondt Trust
7462 Tamarisk Dr.
Ft. Collins, CO 80528

Jack F. Mondt
20259 San Gabriel Valley Dr.
Walnut, CA 91789

William E. Mondt and
Jo Ann W. Mondt, JT
870 Falcon Ridge Ct.
Eaton, CO 80615

Ervin L. & Patsy H. Mondt
4130 Derby Lane
Rapid City, SD 57701

Samuel D. Bruntz
P.O. 576
Kersey, CO 80644

Florence Reck
2111 19th Ave.
Greeley, CO 80631

Delbert L. Hooge
c/o Marvin Hooge
720 East Kerney
Springfield, MO 65803

Virginia Goetz
877 Hummingbird
San Jose, CA 95125

Harold J. Croissant
3379 Mill Vista Road, Unit 4513
Highlands Ranch, CO 80129

Karen R. Woods and
Donald D. Ziegler, JT
1050 48th Ave.
Greeley, CO 80634

Maxine H. Tyrrell
1357 43rd Ave., #5
Greeley, CO 80634

Clarence M. Croissant
17594 County Road 41
Sterling, CO 80751

The Jerry D. Carlile Trust
718 Park Street, #B
Sterling, CO 80751

Shirley J. Unrein and
Nancy E. Coakley, JT
1142 Westview Dr.
Sterling, CO 80751

Gerald Croissant
1323 East Bennett Ave.
Glendora, CA

Joyce Cherry
3164 S. Raleigh Street
Denver, CO 80236

Susan Elaine Croissant
129 Park Avenue
Eaton, CO 80615

Kathleen Kay Miles
9843 Carr Circle
Westminster, CO 80021

Ricky Lowell Croissant
2015 East 15th Street
Cheyenne, WY 82001

Kari L. Lezama
4625 W. 21st Street Drive
Greeley, CO 80634

Christopher Croissant
15419 – 58th Avenue East
Puyallup, WA 98375

Cassandra Croissant
5401 South 12th Street, Apt. 903
Tacoma, WA 98465

Benjamin Barco
129 Park Avenue
Eaton, CO 80615

Joseph Barco
129 Park Avenue
Eaton, CO 80615

Eldon Troy Glenn
P.O. Box 712
Flippin, AR 72634

Coy Raymond Glenn
149 South 5th Street
La Salle, CO 80645

Linda Marlene Sly
2258 Cedar Lake Dr.
Loganville, GA 30052

R & I Oil, LLC
c/o Kevin W. Schmidt
16924 CR 42
La Salle, CO 80645

Leona Croissant
704 Collingwood
Fort Collins, CO 80524

Lucille Jane Harms
2150 West Rue St. Michel
Fresno, CA 93711

Sharon Koop
4663 North 2nd
Fresno, CA 93726

Edwin Croissant
38887 Road 74
Dinuba, CA 93618

Dorothy E. Merritt
P.O. Box 191
Springfield, MO 65801

MPT Trust
P.O. Box 1732
Idaho Springs, CO 80452