

SUBSTITUTION OF COUNSEL

1. I, Jamie L. Jost, an attorney formerly of the law firm Burleson, LLP, and currently of the law firm Jost Energy Law, P.C., hereby enter and substitute appearance on behalf of Bonanza Creek Energy Operating Company LLC for the matter listed below.
2. Jost Energy Law, P.C. hereby substitutes and enters their appearance on behalf of Bonanza Creek Operating Company LLC for the matter listed below.

DOCKET NO. 160100028

Respectfully submitted this 8th day of January 2016.



Jamie L. Jost
Jost Energy Law, P.C.
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(720) 446-5260

**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 640-
ACRE DRILLING AND SPACING UNIT FOR
SECTION 22, TOWNSHIP 7 NORTH, RANGE
62 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 640-acre drilling and spacing unit, as defined below, for the drilling of the Crow Valley 7-62-22-2H Well (API No. 05-123-35322) ("Well"), for the development of the Niobrara Formation on the following described lands:

Township 7 North, Range 62 West, 6th P.M.
Section 22: 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 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 31, 2011 (corrected January 10, 2012), the Commission entered Order No. 407-501, which, among other things, established twelve (12) approximate 640-acre drilling and spacing lands for certain lands, including Application Lands, and approved one (1) horizontal well within each unit for the production of oil, gas and associated hydrocarbons from the Niobrara Formation.

5. On May 29, 2012, the Commission entered Order No. 407-642, which, among other things, amends Order No. 407-501, to authorize up to four (4) horizontal wells in the established drilling and spacing unit covering Application Lands, 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 within the drilling and spacing unit, including but not limited to, any non-consenting interests and leased mineral interests, in the Application Lands in the Niobrara Formation underlying the following approximate 640-acre drilling and spacing unit:

Township 7 North, Range 62 West, 6th P.M.
Section 22: ALL

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 Well 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 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.

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 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 in an established approximate 640-acre 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 the Well 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 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 January 2016, 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: November 24, 2015.

Respectfully submitted:

**BONANZA CREEK ENERGY
OPERATING COMPANY LLC**

By: _____

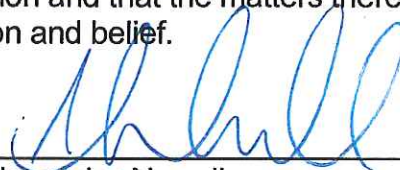

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Operating Company LLC
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VERIFICATION

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.

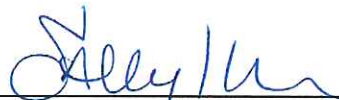
Subscribed and sworn to before me this 24 day of November 2015.

Witness my hand and official seal.

[SEAL]



My commission expires: 10-06-2018



Notary Public

Exhibit A
FP – Crow Valley 7-62-22-2H

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