

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

IN THE MATTER OF AN APPLICATION BY SRC ENERGY INC. FOR AN ORDER POOLING ALL INTERESTS IN TWO APPROXIMATE 800.7-ACRE DESIGNATED HORIZONTAL WELLBORE SPACING UNITS ESTABLISHED FOR CERTAIN PORTIONS OF SECTIONS 19, 20, 21, AND 22, TOWNSHIP 6 NORTH, RANGE 66 WEST, 6TH P.M., FOR THE DEVELOPMENT/OPERATION OF THE NIOBRARA AND CODELL FORMATIONS, WATTENBERG FIELD, WELD COUNTY, COLORADO

CAUSE NO. 407

DOCKET NO.

TYPE: POOLING

APPLICATION

SRC Energy Inc., Operator No. 10311 ("SRC" or "Applicant"), by and through its attorneys, Beatty & Wozniak, P.C., respectfully submits this Application to the Oil and Gas Conservation Commission of the State of Colorado ("Commission") for an order pooling all interests in two approximate 800.7-acre horizontal wellbore spacing units established for certain portions of Sections 19, 20, 21, and 22, Township 6 North, Range 66 West, 6th P.M., for the development and operation of the Niobrara and Codell 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 has registered as an operator with the Commission.

2. Applicant owns a leasehold interest in the below-listed lands:

Township 6 North, Range 66 West, 6th P.M.

Section 19: SE $\frac{1}{4}$ NE $\frac{1}{4}$, NE $\frac{1}{4}$ SE $\frac{1}{4}$

Section 20: S $\frac{1}{2}$ N $\frac{1}{2}$, N $\frac{1}{2}$ S $\frac{1}{2}$

Section 21: S $\frac{1}{2}$ N $\frac{1}{2}$, N $\frac{1}{2}$ S $\frac{1}{2}$

Section 22: SW $\frac{1}{4}$ NW $\frac{1}{4}$, NW $\frac{1}{4}$ SW $\frac{1}{4}$

Wellbore Spacing Unit ("WSU") Nos. 1 and 2

800.7 acres, more or less, Weld County, Colorado

These lands are hereinafter referred to as the "Application Lands" and depicted in Exhibit A attached hereto.¹

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,

¹ The Application Lands contain irregular lots. Accordingly, the acreage comprising the wellbore spacing units has been modified to reflect the presence of irregular quarter-quarter sections.

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. The Application Lands are subject to Rule 318A.

4. Upon information and belief, Applicant designated two approximate 800.7-acre horizontal wellbore spacing units comprised of the Application Lands, for the below-described wells, for the production of oil, gas and associated hydrocarbons from the Niobrara and Codell Formations. Applicant notified all owners in the proposed wellbore spacing units pursuant to Rule 318A.e.(5). Applicant did not receive objections to the establishment of the proposed horizontal wellbore spacing units within the 30-day response period:

- a. Donn 32N-20B-L Well (API No. to be assigned) – Niobrara Formation – WSU #1
- b. Donn 32C-20-L Well (API No. to be assigned) – Codell Formation – WSU #2

These wells are hereinafter referred to as the “Subject Wells.”

5. Acting pursuant to the relevant provisions of §34-60-116(6) & (7), C.R.S., and Rule 530., Applicant seeks an order pooling all interests, including, but not limited to, any nonconsenting interests, in WSU Nos. 1 and 2 established for the Application Lands, for the development and operation of the Niobrara and Codell 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 §34-60-116(7)(b), C.R.S. are first incurred for the drilling of the Subject Wells within WSU Nos. 1 and 2.

7. Further, Applicant requests 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 Subject Wells, are made subject to the cost recovery provisions of §34-60-116(7), C.R.S., effective as of the earlier of the date of the Application, or the date the costs specified in §34-60-116(7)(b), C.R.S. are first incurred for the drilling of the Subject Wells.

8. The granting of this Application is in accord with the Oil and Gas Conservation Act, found at §§34-60-101, *et seq.*, C.R.S., and the Commission rules.

9. Applicant requests that relief granted under this Application should be effective on oral order by the Commission, and Applicant hereby agrees to be bound by said oral order.

10. 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, that notice be given as required by law and that upon such hearing, this Commission enter its order:

A. Pooling all interests in WSU Nos. 1 and 2 established for the Application Lands, for the development and operation of the Niobrara and Codell Formations, effective as of the earlier of the date of this Application, or the date that the costs specified in §34-60-116(7)(b), C.R.S. are first incurred for the drilling of the Subject Wells within WSU Nos. 1 and 2.

B. 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 Subject Wells, are made subject to the cost recovery provisions of §34-60-116(7), C.R.S., effective as of the earlier of the date of the Application, or the date the costs specified in §34-60-116(7)(b), C.R.S. are first incurred for the drilling of the Subject Wells.

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

DATED this 11th day of October, 2017.

Respectfully submitted,

SRC ENERGY INC.

By: Jobediah J. Rittenhouse
Jillian Fulcher
James Parrot
Jobediah J. Rittenhouse
Beatty & Wozniak, P.C.
Attorneys for Applicant
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jparrot@bwenergylaw.com
jrittenhouse@bwenergylaw.com

Address of Applicant
SRC Energy Inc.
ATTN: Matthew Miller
1625 Broadway, Suite 300
Denver, Colorado 80202

VERIFICATION

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

Matthew Miller, Vice-President of Land for SRC Energy Inc., 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.

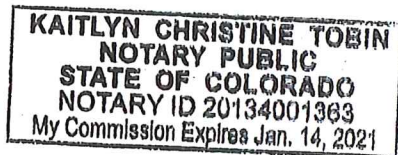
SRC ENERGY INC.


Matthew Miller

Subscribed and sworn to before me this 11th day of October, 2017,
by Matthew Miller, Vice-President of Land for SRC Energy Inc.

Witness my hand and official seal.

My commission expires: 1/14/21




Notary Public

Exhibit A

Reference Map for Pooling Application

Township 6 North, Range 66 West, 6th P.M.

Section 19: SE $\frac{1}{4}$ NE $\frac{1}{4}$, NE $\frac{1}{4}$ SE $\frac{1}{4}$

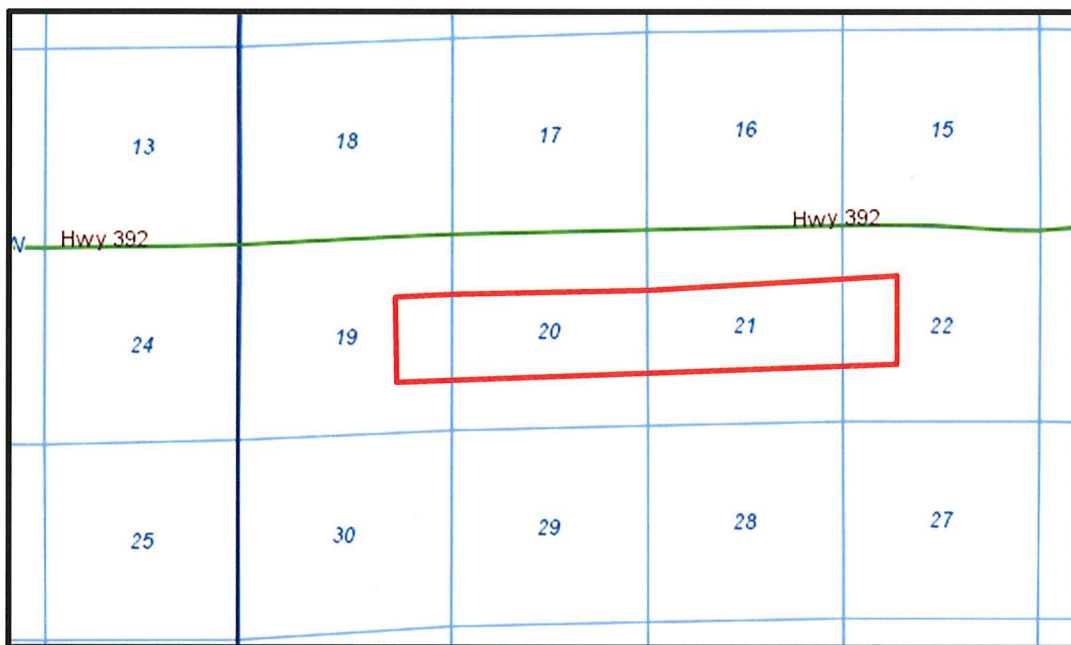
Section 20: S $\frac{1}{2}$ N $\frac{1}{2}$, N $\frac{1}{2}$ S $\frac{1}{2}$

Section 21: S $\frac{1}{2}$ N $\frac{1}{2}$, N $\frac{1}{2}$ S $\frac{1}{2}$

Section 22: SW $\frac{1}{4}$ NW $\frac{1}{4}$, NW $\frac{1}{4}$ SW $\frac{1}{4}$

Wellbore Spacing Unit ("WSU") Nos. 1 and 2

800.7 acres, more or less, Weld County, Colorado



= Application Lands

IN THE MATTER OF AN APPLICATION BY SRC ENERGY INC. FOR AN ORDER POOLING ALL INTERESTS IN TWO APPROXIMATE 800.7-ACRE DESIGNATED HORIZONTAL WELLBORE SPACING UNITS ESTABLISHED FOR CERTAIN PORTIONS OF SECTIONS 19, 20, 21, AND 22, TOWNSHIP 6 NORTH, RANGE 66 WEST, 6TH P.M., FOR THE DEVELOPMENT/OPERATION OF THE NIOBRARA AND CODELL FORMATIONS, WATTENBERG FIELD, WELD COUNTY, COLORADO

TYPE: POOLING

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

That she is a Legal Assistant at Beatty & Wozniak, P.C., attorneys for SRC Energy Inc., and on or before October 18th 2017, 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.

Subscribed and sworn to before me this 13th day of October, 2017.

Notary Public

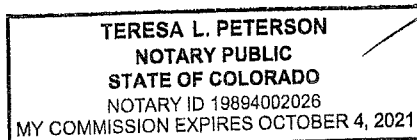


EXHIBIT A

INTERESTED PARTIES

The names and addresses of the interested parties (persons who own any interest in the mineral estate of the tracts to be pooled, except owners of overriding royalty interest) according to the information and belief of the Applicant are set forth in this Exhibit A.

BAYSWATER BLENHEIM HOLDINGS II, LLC
1775 SHERMAN ST SUITE 300
DENVER, CO 80203

PDC ENERGY, INC.
730 17TH STREET SUITE 610
DENVER, CO 80202

MARTIN J. HARRINGTON, JR. AND
JULIE STAGG HARRINGTON, JT
2236 JACKSON STREET
DENVER, CO 80210

KENNETH H. BARBER
39 MARLAND RD
COLORADO SPRINGS, CO 80906

OILEXCO-PETROLEUM PROGRAMS
WELD COUNTY INVESTORS, LTD
6482 S QUEBEC ST 3 GREENWOOD PARK
ENGLEWOOD, CO 80111

DONN E. LEFFLER
14492 HIGHWAY 392
GREELEY, CO 80631

VIRGINIA D. HALL TRUST
DATED JULY 28, 1989, NORWEST BANK
COLORADO, N.A., TRUSTEE, LIFE TENANT
AND ED ORR, REMAINDERMAN
1726 14TH AVE
GREELEY, CO 80631

MILDRED EMERSON
1855 LOW MEADOW BLVD UNIT 313
CASTLE ROCK, CO 80109-8028

JEFFREY L. ANDERSON
15227 W COUNTY RD 66
GREELEY, CO 80631-9437

M.A. LINDBLAD O.G.R., LLC
13313 HWY 392
GREELEY, CO 80631

SHERRI A. HOOD
32171 COUNTY ROAD 29
GREELEY, CO 80631

VIRGINIA D. HALL TRUST
DATED JULY 28, 1989,
NORWEST BANK COLORADO,
N.A., TRUSTEE
1726 14TH AVE
GREELEY, CO 80631

RENEE A. STEHMAN
622 MOSS WAY
PALISADE, CO 81526-9238

DANIEL W. SWANSON
3000 56TH AVE
GREELEY, CO 80634-8792

TERESA SWANSON
3000 56TH AVE
GREELEY, CO 80634

VIRGINIA D. HALL TRUST
DATED JULY 28, 1989, NORWEST
BANK COLORADO, N.A., TRUSTEE,
LIFE TENANT (ON LIFE OF VIRGINIA D. HALL),
ED ORR AS REMAINDERMAN
1726 14TH AVE
GREELEY, CO 80631

FRANK R. RICE, JR.
1950 S LANSING CT
AURORA, CO 80014-1056

BEAL M. MOSSMAN, III
719 AVENUE D
BILLINGS, MT 59102-3535

SUZANNE DEVOTIE THACKER
33325 N HIDDEN CANYON DR
QUEEN CREEK, AZ 85142-6358

GARY R. POPE
9467 COUNTY ROAD 18
FORT LUPTON, CO 80621

MICHAEL H. PAULSEN
124 SOUTH DECATUR ST
DENVER, CO 80219

KRISTEN M. DEBO AND
JONATHAN N. WOLF, JOINT TENANTS
32412 SUNSHINE LN
GREELEY, CO 80631

ERIC L. TROUDT AND
JACQUELYN M. TROUDT, JOINT TENANTS
32408 SUNSHINE LANE
GREELEY, CO 80631

BENJAMIN R. TRUITT AND
APRICOT A. TRUITT, JOINT TENANTS
32406 SUNSHINE LN
GREELEY, CO 80631-9522

TIMOTHY P. BATES
13010 HIGHWAY 392
GREELEY, CO 80631-9378

CATHERINE J GUMP
F/K/A CATHERINE J STEARNS GUMP
6521 E RIVERDALE ST
MESA, AZ 85215

RICHARD W. GOETZEL
13489 WRC 66
GREELEY, CO 80631

BETTY L. RINEHART
13600 HIGHWAY 392
GREELEY, CO 80631-9378

BRUCE E. HEATH,
TRUSTEE OF THE BRUCE E. HEATH TRUST
UAD OCTOBER 18, 1985
6356 WILLOW SPRINGS DR
MORRISON, CO 80465-2142

MARIE RIVESMAN
2318 CAMBRIDGE COURT S
LEAGUE CITY, TX 77573

MARGARET DONOVAN
1626 SAN JUAN CIRCLE
EVANS, CO 80620

SHARON L. ROCKWELL
10208 W ARKANSAS AVE
LAKEWOOD, CO 80232

RACHAEL L. WEBSTER AND
JASON W. WEBSTER, JOINT TENANTS
945 E 4TH STREET RD
EATON, CO 80615

DOROTHY KRUEGER,
NEE JOAN D. HICKEY
2160 AKAKU PLACE
HONOLULU, HI 96821

VIRGINIA LINDBLAD
11149 COUNTY ROAD 76
WINDSOR, CO 80550

LAWRENCE J. FRANSEN
1735 BROADLEE TRAIL
ANNAPOLIS, MD 21404

ARCHIE L. AMES AND
MARY E. AMES
8648 RELENTE CT
LAS VEGAS, NV 89117-1178

DONALD D. AMES AND
DIANA J. AMES
2387 S MOSEY LN
COTTONWOOD, AZ 86326-6008

FLORENCE E. ANNIBAL AND
BILLIE J. ANNIBAL
11393 ALBION ST
THORNTON, CO 80233-2636

JOHN L. AMES AND LOIS L. AMES
1501 INVERNESS DR. APT 203
LAWRENCE, KS 66047-1835

MARY BERNICE THEYS AND
OLMAN F. THEYS
43425 ALTA ACRES DR.
THREE RIVERS, CA 93271-9777

WANDA L. ANDREWS,
F/K/A WANDA L. WHITE
PO BOX 92 ROUTE 1,
NEOSHO RAPIDS, KS 66864

CHRISTIAN BENJAMIN RUBIO
9026 LAKE STEILACOOM PT RD SW
LAKEWOOD, WA 98498

ESTATE OF JOHN M. FALZGRAF
7309 W HAMPDEN AVE #1201
LAKEWOOD, CO 80226

LUTHER C. FRANSEN, JR. AND
KAREN S. FRANSEN, TRUSTEES
UNDER THE FRANSEN LOVING TRUST
DATED 8/21/01
535 HOOVER PARK DRIVE
MEDFORD, OR 97504

KENT WILLIAM HEATH
609 WEST GRANT AVE
PUEBLO, CO 81004

WILLIAM M. HEATH
2436 S DOVER CT
LAKEWOOD, CO 80227-3109

RANDALL B. FALZGRAF
414 RIDGEWOOD DR
BELLEVUE, NE 68004-4745

JOAN L. WOLTER
7237 S. ACOMA ST.
LITTLETON, CO 80120-5229

ESTATE OF WALTER P. SWANSON
13452 E ASBURY DR
AURORA, CO 80014

MICHAEL L FRANSEN
15718 TENBURY ST
JERSEY VILLAGE, TX 77040

TERESA COLE DAS
2516 DOUBLE TREE PL
OVIEDO, FL 32766-7073

COUNCIL GROVE/DUNLAP UNITED
METHODIST CHURCH
21 N MISSION ST
COUNCIL GROVE, KS 66846-1628

ESTHER LIKES
444 W SOUTH ST
SALINA, KS 67401-4044

DONNA M. GOODMAN
4250 WEST 15TH STREET LANE
GREELEY, CO 80634

SALLY BURRI
107 COVE RD
WILLIAMSBURG, VA 23185-4413

BLACK OAK EXPLORATION, LLC
1474 SOUTH ST PAUL ST
DENVER, CO 80210

BAYSWATER EXPLORATION &
PRODUCTION, LLC
1775 SHERMAN ST SUITE 300
DENVER, CO 80203

INCLINE NIOBRARA PARTNERS, LP
5019 N CENTRAL EXPRESSWAY SUITE B
DALLAS, TX 75205

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REVOCABLE TRUST DTD 3-14-80
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309 W 7TH ST STE 300
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JKRP FRITZLER FAMILY, LLC
32924 WELD COUNTY ROAD 29
GREELEY, CO 80631

CAMALU LLC
11146 WRC 76
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DARLINDA A. DOLES
8401 RASPBERRY DR
FREDERICK, CO 80504

THE JOY PARTNERS, LLC
PO BOX 576
ARDMORE, OK 73402

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MARY LOU CLARK
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GREELEY, CO 80631

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GREELEY, CO 80634

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LINDA S. GEORGE, JT
6801 COUNTY ROAD 1
WINDSOR, CO 80550

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GREELEY, CO 80631

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4545 POST OAK PLACE STE 240
HOUSTON, TX 77027

MOUNTAINTOP MINERALS, LLC
455 SHERMAN ST STE 300
DENVER, CO 80203-4404

HEATH T. SMITH AND
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14441 WRC 66
GREELEY, CO 80631

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FORT LUPTON, CO 80621-1207

HELEN G. NIEKELSKI TRUST,
DATED OCTOBER 7, 2010
211 SARATOGA DR
WINDSOR, CO 80550-3129

ROSEMARY C. WILSON
12645 W SHAW BUTTE DR
EL MIRAGE, AZ 85335-6323

MILO ROBINSON
9554 W DAVID PL
LITTLETON, CO 80128-5109

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PRESCOTT, AZ 86301

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GREELEY, CO 80634

REGAL PETROLEUM, L.L.C.
PO BOX 3126
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SUSAN L. KESSELL,
TRUSTEE OF THE SUSAN L. KESSELL TRUST
DATED NOVEMBER 13, 2008 AND
RESTATED JULY 25, 2013
913 BAYBERRY DR
BELLEVUE, NE 68005

BARBARA ANN RIZZO
11784 COUNTY ROAD 76
WINDSOR, CO 80550-2707

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GREELEY, CO 80631

DAVID L. FRANSEN
2211 69TH AVE
GREELEY, CO 80634

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DOROTHY JEAN DELLING
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BRIGHTON, CO 80601-2729

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7353 BRAUN ST
ARVADA, CO 80005

ERMAGENE MILLIKEN
2744 SW VILLA WEST DR APT 62
TOPEKA, KS 66614-5270

JAMES PATRICK HARRIGAN,
EXECUTOR OF THE ESTATE OF
VICTOR B. AMES, DECEASED
1010 EMERALD ISLE DR APT 140
DALLAS, TX 75218-3803

KENNETH L. AMES AND
GENEVIEVE E. AMES
1531 WHEELER ST APT 413
EMPORIA, KS 66801-6152

ROLAND ROBINSON,
AKA ROLAND THOMAS ROBINSON
9647 OSCEOLA ST
WESTMINSTER, CO 80030

WILLIAM J. WHITE AND
MARILYN R. WHITE, TRUSTEES UNDER
AGREEMENT DATED AUGUST 10, 1995
1707 MISSION AVE
TOPEKA, KS 66604

ELEANOR L. KUNZE
1340 BAY OAKS DR
LOS OSOS, CA 93402-4012

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UNIVERSITY PARK, FL 34201-2317

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WHEAT RIDGE, CO 80033

MITCHELL P FRANSEN
1111 LAKE VIEW DR
MESQUITE, NV 89027

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PATRICIA A. BUXMAN, JOINT TENANTS
14441 COUNTY ROAD 66
GREELEY, CO 80631-9306

RITA HEGENBART
2310 INDUSTRIAL RD.
EMPORIA, KS 66801-6635

MARY PICOLET
3924 SE TECHUMSEH RD
TECUMSEH, KS 66542-9585

JAMES SCOTT DAVIS
PO BOX 599
TABERNASH, CO 80478-0599

DONN E. LEFFLER &
SUZANNE R LEFFLER
14492 HIGHWAY 392
GREELEY, CO 80631