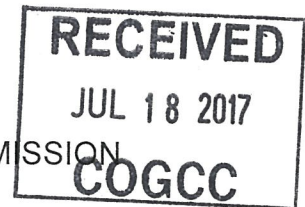


COPY

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



IN THE MATTER OF THE APPLICATION OF )  
BISON OIL AND GAS II, LLC FOR AN ORDER )  
(1) VACATING ORDER NO. 535-3 AS TO THE )  
APPLICATION LANDS AND (2) ESTABLISHING )  
AN APPROXIMATE 1,280-ACRE DRILLING )  
AND SPACING UNIT AND ESTABLISHING )  
WELL LOCATION RULES APPLICABLE TO )  
THE DRILLING AND PRODUCING OF WELLS )  
FROM THE NIOBRARA, FT. HAYS, CODELL, )  
AND CARLILE FORMATIONS COVERING )  
CERTAIN LANDS IN SECTIONS 27 AND 34, )  
TOWNSHIP 9 NORTH, RANGE 60 WEST, 6TH )  
P.M., UNNAMED FIELD, WELD COUNTY, )  
COLORADO. )

Cause No. 535  
Docket No. 170900566  
Type: SPACING

APPLICATION

Bison Oil and Gas II, LLC ("Applicant"), Operator No. 10661 by and through its attorneys, Welborn Sullivan Meck & Tooley, P.C., respectfully submits this Application to the Oil and Gas Conservation Commission of the State of Colorado ("Commission") for an order (1) vacating Order No. 535-3 and (2) establishing an approximate 1,280-acre drilling and spacing unit and establishing well location rules applicable to the drilling of wells and producing of oil, gas and associated hydrocarbons from the Niobrara, Ft. Hays, Codell and Carlile Formations covering certain lands in Weld County, Colorado. In support of its Application, Applicant states as follows:

1. Applicant is a limited liability company duly authorized to conduct business in Colorado.
2. Applicant, owns leasehold interest and/or the right to operate, and is an Owner as defined by Commission rules, in the following lands ("Application Lands"):

Township 9 North, Range 60 West, 6th P.M.  
Section 27: All  
Section 34: All

Weld County, Colorado

A reference map of the Application Lands is attached as Exhibit B hereto.

3. Rule 318.a. of the Rules and Regulations of the Oil and Gas Conservation Commission requires that, on unspaced lands, wells drilled in excess of 2,500 feet in depth be located not less than 600 feet from any lease line, and 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. The Application Lands are subject to this Rule for the Niobrara, Ft. Hays, Codell and Carlile Formations.

4. On March 8, 2011, the Commission entered Order No. 535-3, which established 160 approximate 640-acre drilling and spacing units for certain lands in Townships 8, 9, and 10, North, Ranges 58 through 61 West, 6<sup>th</sup> P.M., and approved one horizontal well in each unit, for the production of oil, gas, and associated hydrocarbons from the Niobrara Formation, with the treated interval of the wellbore to be located no closer than 600 feet from the unit boundaries. The Application Lands are subject to this Order.

5. To promote efficient drainage of the Niobrara, Ft. Hays, Codell, and Carlile Formations within the Application Lands and to avoid waste, Applicant requests that the Commission (1) vacate Order No. 535-3 as to the Application Lands and (2) establish an approximate 1,280-acre drilling and spacing unit covering the Application Lands described below for production of oil, gas and associated hydrocarbons from the Niobrara, Ft. Hays, Codell, and Carlile Formations:

Township 9 North, Range 60 West, 6th P.M.

Section 27: All

Section 34: All

6. Applicant is requesting to drill and complete one (1) horizontal well in the approximate 1,280-acre drilling and spacing unit described above, with the option to drill and complete up to a total of twenty (20) horizontal wells in the unit for production of oil, gas and associated hydrocarbons from the Niobrara, Ft. Hays, Codell, and Carlile Formations with the surface location to be located at a legal location in the above-described drilling and spacing unit or on adjacent lands. Applicant further requests that the treated interval of each wellbore be no closer than 600 feet from the unit boundary, and no closer than 150 feet from the productive interval of any other wellbore located within the same bench of the Niobrara Formation or the Codell Formation in the drilling and spacing unit, and no closer than 50 feet from the productive interval of any other wellbore located in a bench above or below the bench where the wellbore is located in the drilling and spacing unit, unless an exception is granted by the Director.

7. Applicant requests authority to drill only those wells necessary to determine the well density which allows the most efficient drainage of the Niobrara, Ft. Hays, Codell, and Carlile Formations, prevents waste, does not adversely affect correlative rights, and assures the greatest ultimate recovery of oil, gas and associated hydrocarbon substances from the Niobrara, Ft. Hays, Codell, and Carlile Formations. The drilling and spacing unit is not smaller than the maximum area that can be economically and efficiently drained by the proposed wells in such drilling and spacing unit. Applicant further maintains that wells drilled in the drilling and spacing unit will have no adverse effect on correlative rights of adjacent owners.

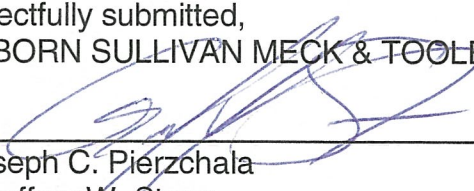
8. Applicant states that the wells are drilled from no more than two (2) well pads within the unit or from a legal location on adjacent lands.

9. The names and addresses of the interested parties according to the information and belief of the Applicant are set forth in Exhibit A attached hereto and made a part hereof, and the undersigned certifies that copies of this Application shall be served on each interested party within seven (7) days after filing of the Application as required by Rules 503.e., 507.b.1., and 507.c.

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 consistent with Applicant's proposals as set forth above.

Dated this 13th day of July, 2017.

Respectfully submitted,  
WELBORN SULLIVAN MECK & TOOLEY, P.C.

By:   
\_\_\_\_\_  
Joseph C. Pierzchala  
Geoffrey W. Storm  
Welborn Sullivan Meck & Tooley, P.C.  
Attorneys for Applicant  
1125 - 17th Street, Suite 2200  
Denver, CO 80202  
303-830-2500  
jpierzchala@wsmtlaw.com  
gstorm@wsmtlaw.com

Applicant's Address:

Bison Oil & Gas II, LLC  
518 17<sup>th</sup> Street, Suite 1800  
Denver, CO 80202  
Attn: Robert Pierini  
Phone: (720) 644-6997

## VERIFICATION

STATE OF COLORADO  
CITY & COUNTY OF DENVER

) ) ) SS. )

Robert Pierini, Land Manager for Bison Oil & Gas II, 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.

BISON OIL &amp; GAS II, LLC

2/2

Robert Pierini  
Land Manager

Subscribed and sworn to before me this 13th day of July 2017 by Robert Pierini, Land Manager for Bison Oil & Gas II, LLC.

Witness my hand and official seal.

ABIGAIL WENK  
NOTARY PUBLIC  
STATE OF COLORADO  
NOTARY ID 20164009689  
MY COMMISSION EXPIRES MARCH 8, 2020

Druck

Notary Public

My Commission Expires: march 8 2020

## VERIFICATION

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

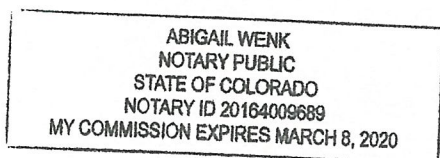
Robert Pierini, Land Manager for Bison Oil & Gas II, LLC, upon oath deposes and says that he has read the foregoing Application and that the statements contained therein are true to the best of his knowledge, information and belief.

BISON OIL &amp; GAS II, LLC

  
Robert Pierini  
Land Manager

Subscribed and sworn to before me this 13th day of July 2017 by Robert Pierini,  
Land Manager for Bison Oil & Gas II, LLC.

Witness my hand and official seal.



  
 Notary Public  
 My Commission Expires: March 8, 2020

EXHIBIT A

INTERESTED PARTIES

Troy Swain  
Weld County  
Department of Planning Services  
1555 North 17<sup>th</sup> Ave.  
Greeley CO 80631

Colorado Department of Public Health and Environment  
Attn: Kent Kuster, Oil and Gas Liaison  
4300 Cherry Creek Dr. South  
Denver, CO 80246-1530

Colorado Division of Wildlife  
Northeast Region Office  
6060 Broadway  
Denver, CO 80216

## EXHIBIT A

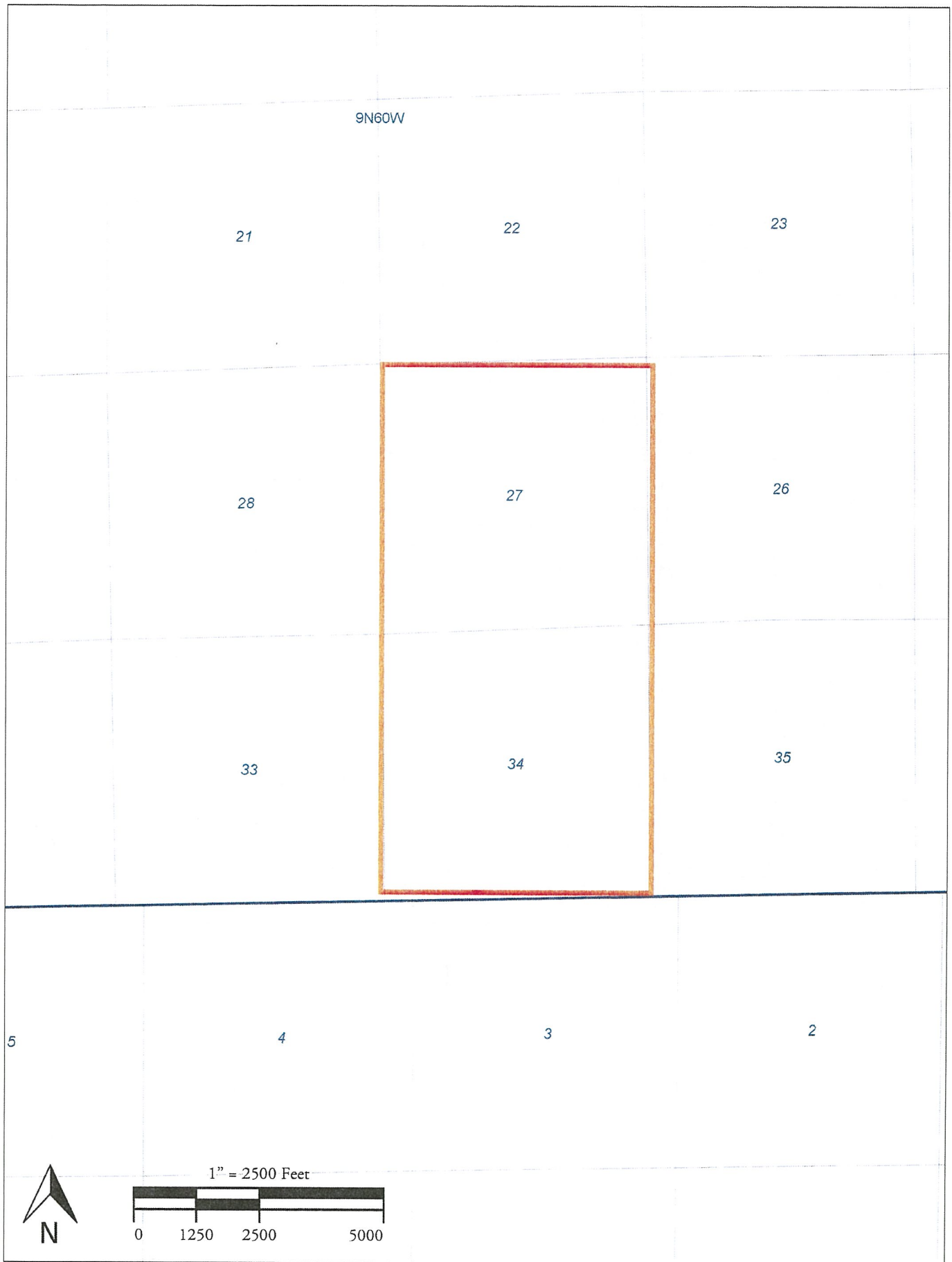
### INTERESTED PARTIES

Morning Gun Exploration, LLC  
Broadwing Properties I, LLC  
Noble Energy WyCo, LLC  
Noble Energy Inc.  
Noble Energy VII LLC  
HERV Oil LLC  
Incline Resources, LLC  
Weld County Board of Commissioners  
Greg Meier  
Clinton N. Bashor  
Weld County Board of Commissioners  
BLM/USA  
David Leslie Bashor  
Magnolia Minerals Trust, LLC  
William Clyde Bashor  
Luther E. Petty  
Kenneth B. Lyons  
Kirk Duane Kirkegaard Profit Sharing  
Plan, Kirk Duane Kirkegaard, Trustee  
Buckley Family, LLC  
Fidelity Venture Capital, LTD, Jerry  
Jackson, General Partner  
Black Range Minerals Colorado LLC  
Equity Trust Company Custodia FBO  
Jungsuk Suh Ira  
Regional Marketing Group, LLC  
Carlson Oil & Gas, Inc.  
Incline Niobrara Partners, LP  
Stone Hill Minerals Holdings, LLC  
Futura, LLC  
Stephen James Swinney  
Rhonda Monteer

E. Kenneth Whitney  
Bruce T. Hoag  
Ted E. Miller and Joyce A. Miller  
James E. McNeal and Stephen W.  
McNeal, heirs of Wayne McNeal, aka  
Silas Wayne McNeal, deceased  
Marlin D. Frank and Judith J. Frank  
Richard Paden  
John L. Dietz and Corrine K. Commins-  
Dietz  
Ned G. Sprague  
Charles Edward Lee and Teresa Ann  
Lee  
Richard Dean Bivens and Paula Dee  
Bivens  
Oran Schmeekle  
Raymond L. Crouse  
Daniel Johnny Morales and Ann Carey  
Alfaro  
Donald Stanley  
William McElroy, Lynn Carter McElroy,  
Richard McElroy, Ann Sherley McElroy  
Larry Mesch and Margo Mesch  
Clayton Stanley and Carolyn Hughes  
Charles Odenhal III  
James Jansma and Susan Grant  
Golden West Holding Corp  
Laurin Howard  
Nancy Hanawald  
W A Jones Jr  
Donald Meyer  
Spencer Dunn



# Exhibit 1 - Application Lands





BEFORE THE OIL AND GAS CONSERVATION COMMISSION  
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IN THE MATTER OF THE APPLICATION OF )  
BISON OIL AND GAS II, LLC FOR AN ORDER )  
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Type: SPACING

AFFIDAVIT OF MAILING

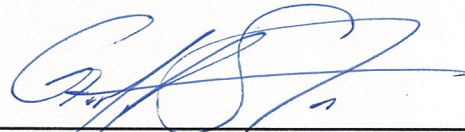
STATE OF COLORADO

§  
§  
§

CITY AND COUNTY OF DENVER

I, Geoffrey W. Storm, of lawful age, and being first duly sworn upon my oath, state and declare:

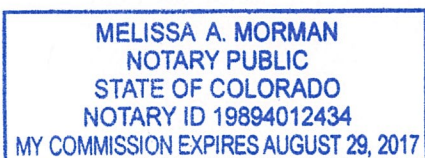
That I am the attorney for Bison Oil & Gas II, LLC and that on or before July 20, 2017, I caused a copy of the attached Application to be deposited in the United States mail, postage prepaid, addressed to the parties listed on Exhibit A to the Application.

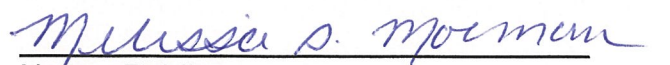


Geoffrey W. Storm

Subscribed and sworn to before me July 26, 2017.

Witness my hand and official seal.



  
Notary Public  
My commission expires: 8/29/2017