

**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 805.4215-ACRE DESIGNATED HORIZONTAL WELLBORE SPACING UNITS ESTABLISHED FOR CERTAIN PORTIONS OF SECTIONS 15, 16, 17, 18, 19, 20, 21, AND 22, TOWNSHIP 6 NORTH, RANGE 66 WEST, 6TH P.M., FOR THE DEVELOPMENT/OPERATION OF THE NIOBRARA FORMATION, 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 805.4215-acre horizontal wellbore spacing units established for certain portions of Sections 15, 16, 17, 18, 19, 20, 21, and 22, Township 6 North, Range 66 West, 6th P.M., for the development and operation of the Niobrara Formation. 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 15: SW $\frac{1}{4}$ SW $\frac{1}{4}$

Section 16: S $\frac{1}{2}$ S $\frac{1}{2}$

Section 17: S $\frac{1}{2}$ S $\frac{1}{2}$

Section 18: SE $\frac{1}{4}$ SE $\frac{1}{4}$

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

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

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

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

Wellbore Spacing Unit ("WSU") Nos. 1 and 2
805.4215 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

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.

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. The Application Lands are subject to Rule 318A.

4. Upon information and belief, Applicant designated two approximate 805.4215-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 Formation. 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 30N-20A-L Well (API No. to be assigned) – Niobrara Formation – WSU #1
- b. Donn 30N-20B-L Well (API No. to be assigned) – Niobrara 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 Formation.

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 Formation, 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.

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Jillian Fulcher
James Parrot
Jobediah J. Rittenhouse
Beatty & Wozniak, P.C.
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jrittenhouse@bwenenergylaw.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.

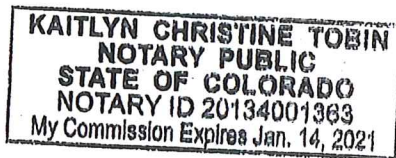
SRC ENERGY INC.


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 15: SW $\frac{1}{4}$ SW $\frac{1}{4}$

Section 16: S $\frac{1}{2}$ S $\frac{1}{2}$

Section 17: S $\frac{1}{2}$ S $\frac{1}{2}$

Section 18: SE $\frac{1}{4}$ SE $\frac{1}{4}$

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

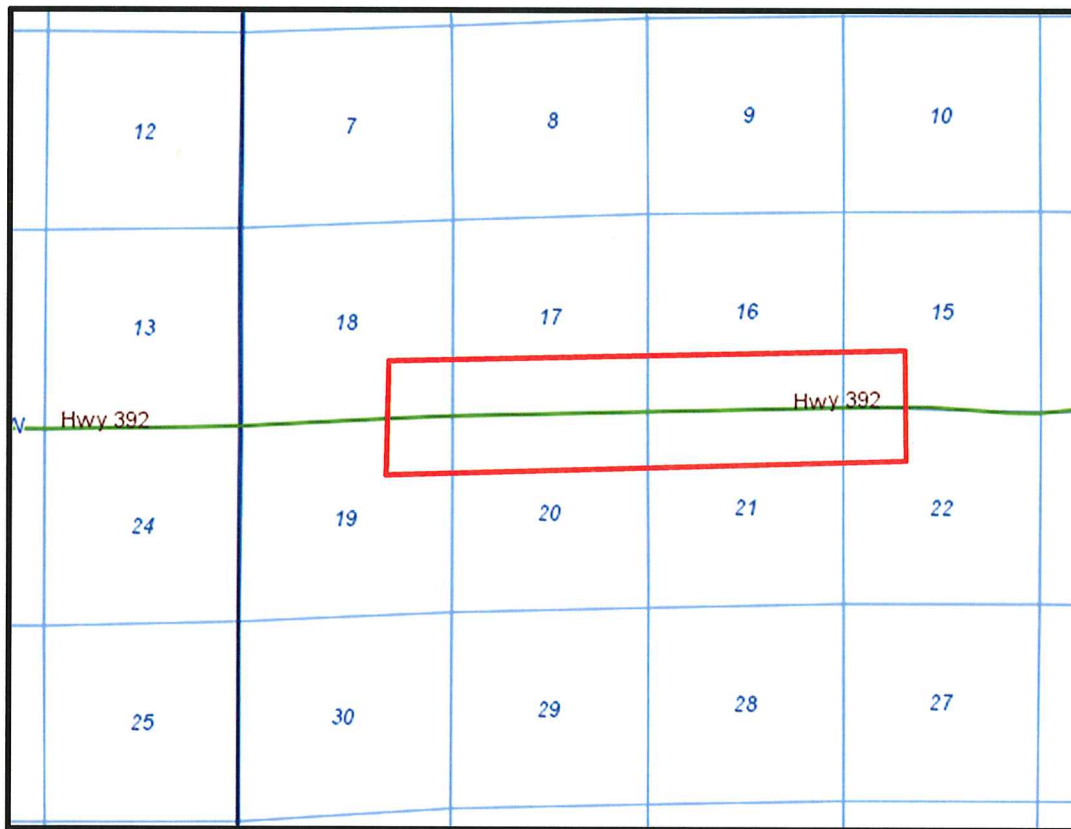
Section 20: N $\frac{1}{2}$ N $\frac{1}{2}$

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

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

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

805.4215 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 805.4215-
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WEST, 6TH P.M., FOR THE
DEVELOPMENT/OPERATION OF THE
NIOBRARA FORMATION, 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 13 day of October, 2017.

Notary Public

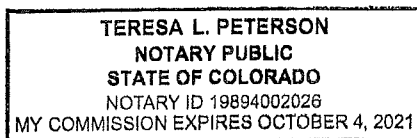


EXHIBIT A

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.

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

PETER HOUGAARD
PO BOX 5423
AUSTIN, TX 78763

TROUSIL & ASSOCIATES, INC.
PO BOX 776290
STEAMBOAT SPRINGS, CO 80477

WILLIAM M. BASS AND
CARRIE L. BASS, JTS
2474 S GARFIELD ST
DENVER, CO 80210

MOUZON BASS
5544 NAKOMA DR.
DALLAS, TX 75209

RICHARD D. DOLECEK
330 CONIFER DR
EVERGREEN, CO 80439-4325

MARY LEE MILLER
3836 MARQUETTE
DALLAS, TX 75225

JKRP FRITZLER FAMILY, LLC
32924 WELD COUNTY ROAD 29
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

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

DONN E. LEFFLER AND
SUZANNE R. LEFFLER,
HUSBAND AND WIFE
14492 HIGHWAY 392
GREELEY, CO 80631

RICHARD SCHLAGEL
36841 COUNTY ROAD 21
WINDSOR, CO 80550-2714

MASON A. KING
6455 COUNTY ROAD
COPE, CO 80812-9615

BAYSWATER FUND IH-A, LLC
730 17TH ST STE 500
DENVER, CO 80202

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

LYNN A. FAGERBERG AND
LESLIE K. FAGERBERG, (JTWROS)
18271 COUNTY ROAD 70
EATON, CO 80615

J.D. WIAANT (RANDALL D. WIAANT,
GRANTEE-BENEFICIARY (12.5%)
AND SHELLY L. LANGLEY,
GRANTEE-BENEFICIARY (12.5%)
6963 LOUDON ST
WELLINGTON, CO 80549-2277

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

BROWN FARMS, LLC
13578 COUNTY ROAD 66
GREELEY, CO 80631-9346

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

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

TRP MINERALS, LLC
4545 POST OAK PLACE STE 240
HOUSTON, TX 77027

DORIS F. BUXMAN TRUST B
14441 WRC 66
GREELEY, CO 80631

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

HOLLIDAY DINES
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WINSTON H. DINES
PO BOX 65983
SALT LAKE CITY, UT 84165

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DENVER, CO 80219

PATRICIA A. BUXMAN
14441 WCR 66
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ESTATE OF JOHN M. FALZGRAF
7309 W HAMPDEN AVE #1201
LAKEWOOD, CO 80226

CHARLES H. EATON-LIVING TRUST
5800 GLEN EAGLES CT
AVON, IN 46123

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885 S COLUMBINE ST
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LUTHER C. FRANSEN, JR. AND
KAREN S. FRANSEN, TRUSTEES
UNDER THE FRANSEN LOVING TRUST
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MEDFORD, OR 97504

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A/K/A CHRIS EATON
201 CIRCLE DRIVE
BOZEMAN, MT 59715

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A/K/A AMY ROYER
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A/K/A ROBERT LAWRENCE EATON
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4912 FIRWOOD RD
LAKE OSWEGO, OR 97035-4222

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7237 S. ACOMA ST.
LITTLETON, CO 80120-5229

DARRIN W. SCHAFFNER AND
LEANNE M. SCHAFFNER, JTS
32925 COUNTY ROAD 53
GREELEY, CO 80631-9641

MICHAEL L FRANSEN
15718 TENBURY ST
JERSEY VILLAGE, TX 77040

ROBIN CONE DELP,
A/K/A ROBIN DELP,
F/K/A ROBIN C. HUTTON
4265 CR23
RIDGEWAY, CO 81432

HENRY SCHAEFER FARM, LLC
6781 CLOVIS CT
TIMNATH, CO 80547

KEITH R. BURMAN AND
SHARON L. BURMAN, JTS
749 ANGLERS BEND WAY
MISSOULA, MT 59802-5580

BLACK OAK EXPLORATION, LLC
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1127 SHERMAN ST STE 300
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VINE ROYALTY LP
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FORT WORTH, TX 76102

CAMALU LLC
11146 WRC 76
WINDSOR, CO 80550

ED ORR
1813 61ST AVE STE 200
GREELEY, CO 80634

HKS ENTERPRISE LLC
39553 RANGEVIEW DR
SEVERANCE, CO 80610

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VIRGINIA L. MIZUNO (JTWROS)
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WIGGINS, CO 80654

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AND DITCH COMPANY
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GREELEY, CO 80631

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AND FIRST WESTERN TRUST BANK, AS
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AND FIRST WESTERN TRUST BANK AS
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GREELEY, CO 80631

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LONE TREE, CO 80124

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LYME, NH 03768

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

JOHN J. FRITZLER AND
KAREN M. FRITZLER, JOINT TENANTS
32924 COUNTY RD 29
GREELEY, CO 80631-9347

DANA P. IVERS, TRUSTEE OF THE
MARY E. O'NEIL FAMILY GENERATION
SKIPPING TRUST
PO BOX 1828
TELLURIDE, CO 81435-1828

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6195 WEST 24TH ST
GREELEY, CO 80634

REGAL PETROLEUM, L.L.C.
PO BOX 3126
HOUSTON, TX 77253

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

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

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356 GARDNER AVE
TWIN FALLS, ID 83301-7713

DEBORAH L. MCGLOTHLIN TRUST
6734 S. DETROIT CIRCLE
CENTENNIAL, CO 80122-1820

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ROBIN A. JANSEEN TRUST
DATED JULY 14, 1994
4912 FIRWOOD RD
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A/K/A CLARA K. ULRICH
4632 W 14TH ST
GREELEY, CO 80634

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GOLDEN, CO 80401

ALEXANDRA EATON WOODMANSEE
F/K/A ALEXANDRA EATON
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GLENCOE, MN 55336-4918

GORDON MCGLOTHLIN
9651 SEASHADOW
COLUMBIA, MD 21046

BAYSWATER RESOURCES, LLC
730 17TH ST STE 500
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ESTATE OF WALTER P. SWANSON
13452 E ASBURY DR
AURORA, CO 80014

REX C. EATON III
1736 CLERMONT ST
DENVER, CO 80220

HORIZON RESOURCES, LLC
6990 W 38TH AVE STE 301
WHEAT RIDGE, CO 80033

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AND FIRST WESTERN TRUST BANK, AS
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OF THE GRACE E. VOGLER
TESTAMENTARY TRUST
6455 COUNTY ROAD
COPE, CO 80812-9615

PENNY EATON HANCOCK,
A/K/A PENNY HANCOCK,
F/K/A PENNY ANN EATON
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POCATELLO, ID 83201

MITCHELL P FRANSEN
1111 LAKE VIEW DR
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TRUSTEE OF THE
BRYAN GRAHAM TRUST
DATED JULY 14, 1994
4912 FIRWOOD RD
LAKE OSWEGO, OR 97035-4222

MARGARET AMY ROYER,
A/K/A AMY ROYER,
F/K/A MARGARET A. EATON
110 SPLENDID VIEW DR
KALISPELL, MT 59901

COLORADO DEPARTMENT OF
TRANSPORTATION
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DENVER, CO 80222

DEPARTMENT OF TRANSPORTATION,
STATE OF COLORADO
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DENVER, CO 80222