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

IN THE MATTER OF AN APPLICATION BY ENERPLUS RESOURCES (USA) CORPORATION FOR AN ORDER POOLING ALL INTERESTS IN AN APPROXIMATE 1,280-ACRE DRILLING AND SPACING UNIT ESTABLISHED FOR SECTIONS 3 AND 10, TOWNSHIP 7 NORTH, RANGE 66 WEST, 6TH P.M., FOR THE DEVELOPMENT/OPERATION OF THE CODELL AND NIOBRARA FORMATIONS, WATTENBERG FIELD, WELD COUNTY, COLORADO

CAUSE NO. 407

DOCKET NO.

TYPE: POOLING

<u>APPLICATION</u>

Enerplus Resources (USA) Corporation, Operator No. 10177 ("Enerplus" 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 (the "Commission") for an order pooling all interests in the approximate 1,280-acre drilling and spacing unit established for Sections 3 and 10, Township 7 North, Range 66 West, 6th P.M., for the development and operation of the Codell and Niobrara 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 substantial leasehold interests in the below-listed lands:

Township 7 North, Range 66 West, 6th P.M.

Section 3: All Section 10: All

1,280 acres, more or less, Weld County, Colorado.

These lands are hereinafter referred to as the "Application Lands." A map depicting the acreage comprising the Application Lands is attached hereto and marked as <u>Exhibit A</u>.

- 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. On August 29, 2016, the Commission entered Order No. 407-1782 which, among other things, established an approximate 1,280-acre drilling and spacing unit for the Application Lands, and approved sixteen horizontal wells within the unit, for the

production of oil, gas and associated hydrocarbons from the Codell and Niobrara Formations.

- 5. Pursuant to Order 407-1782, Applicant plans to drill the below-described wells within the Application Lands, for the production of oil, gas and associated hydrocarbons from the Codell and Niobrara Formations:
 - a. Estevan 7-66-3-10-1N (API No. Pending)
 - b. Humboldt 7-66-3-10-1C (API No. Pending)
 - c. Lloydminster 7-66-3-10-2N (API No. Pending)
 - d. Luseland 7-66-3-10-2C (API No. Pending)
 - e. Martensville 7-66-3-10-3N (API No. Pending)
 - f. Meadow Lake 7-66-3-10-3C (API No. Pending)
 - g. Melfort 7-66-3-10-4N (API No. Pending)
 - h. Melville 7-66-3-10-4C (API No. Pending)
 - i. Moose Jaw 7-66-3-10-5C (API No. Pending)
 - j. North Battleford 7-66-3-10-5N (API No. Pending)
 - k. Prince Albert 7-66-3-10-6C (API No. Pending)
 - I. Regina 7-66-3-10-6N (API No. Pending)
 - m. Saskatoon 7-66-3-10-7C (API No. Pending)
 - n. Swift Current 7-66-3-10-7N (API No. Pending)
 - o. Weyburn 7-66-3-10-8C (API No. Pending)
 - p. Yorkton 7-66-3-10-8N (API No. Pending)

These wells are collectively referred to hereinafter as the "Subject Wells."

- 6. 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 in the Application Lands, for the development and operation of the Codell and Niobrara Formations.
- 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 §34-60-116(7)(b), C.R.S. are first incurred for the drilling of any of the Subject Wells.
- 8. 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 any of the Subject Wells.

- 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 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.
- 11. 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 the Application Lands, for the development and operation of the Codell and Niobrara Formations, with the pooling order 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 any of the Subject Wells.
- 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 pooled by operation of statute, pursuant to §34-60-116(6) & (7), C.R.S., and made subject to the cost recovery provisions thereof, 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 any of the Subject Wells.
- C. For such other findings and orders as the Commission may deem proper or advisable in the premises.

DATED this 30 day of November, 2017.

Respectfully submitted,

ENERPLUS RESOURCES (USA) CORPORATION

By: \aludiah Kitterhouse Jillian Fulcher

James P. Parrot

Jobediah J. Rittenhouse

Beatty & Wozniak, P.C.

Attorneys for Applicant

216 16th Street, Suite 1100

Denver, Colorado 80202

(303) 407-4499

jfulcher@bwenergylaw.com

jparrot@bwenergylaw.com

jrittenhouse@bwenergylaw.com

Address of Applicant
Enerplus Resources (USA) Corporation
Sean Gallagher, Senior Landman
950 17th Street, Suite 2200
Denver, Colorado 80202

VERIFICATION

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

Sean Gallagher, Senior Landman for Enerplus Resources (USA) Corporation, 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.

ENERPLUS RESOURCES (USA) CORPORATION

Sean Gallagher

Subscribed and sworn to before me this day of November, 2017, by Sean Gallagher, Senior Landman for Enerplus Resources (USA) Corporation.

Witness my hand and official seal.

My commission expires: \(\sqrt{10/2020} \)

Notary Public

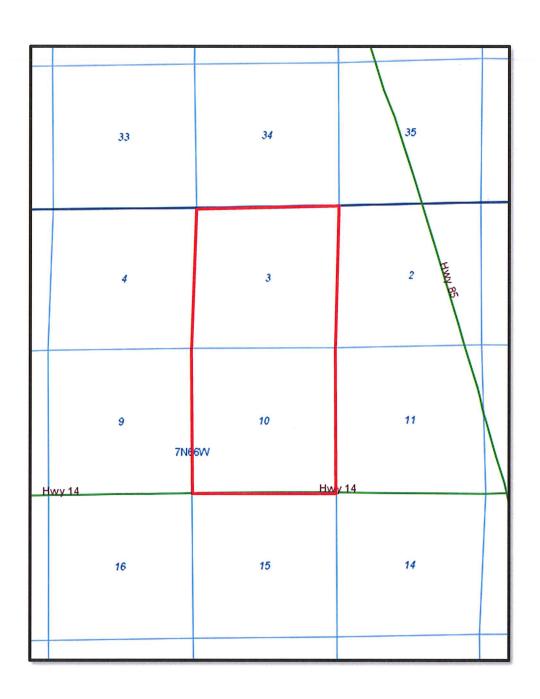
YASUKO S. ARMSTEAD NOTARY PUBLIC STATE OF COLORADO NOTARY ID 20124022883 MY COMMISSION EXPIRES MAY 18, 2020

Exhibit A

Reference Map for Pooling Application

Township 7 North, Range 66 West, 6th P.M.

Section 3: All Section 10: All



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

IN THE MATTER OF AN APPLICATION BY ENERPLUS RESOURCES (USA) CORPORATION FOR AN ORDER POOLING ALL INTERESTS IN AN APPROXIMATE 1,280-ACRE DRILLING AND SPACING UNIT ESTABLISHED FOR SECTIONS 3 AND 10, TOWNSHIP 7 NORTH, RANGE 66 WEST, 6TH P.M., FOR THE DEVELOPMENT/OPERATION OF THE CODELL AND NIOBRARA FORMATIONS, WATTENBERG FIELD, WELD COUNTY, COLORADO

CAUSE NO. 407

DOCKET NO. 180100064

Lunda Bowlin

TYPE: POOLING

AFFIDAVIT OF MAILING

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

Grace Go-Hoveland, of lawful age, and being first duly sworn upon her oath, states and declares:

That she is a Legal Assistant at Beatty & Wozniak, P.C., attorneys for Enerplus Resources (USA) Corporation, and on or before the day of December, 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.

Grace Go-Hoveland

Subscribed and sworn to before me this day of December, 2017.

Witness my hand and official seal.

AIDA LINDA BOWLIN

Notary Public

State of Colorado

Notary ID 19984012218

My Commission Expires May 1, 2018

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 RESOURCES, LLC 730 17TH STREET, STE 610 DENVER, CO 80202

VENTURE ENERGY, LLC INDEPENDENCE PLAZA B-180 #359 1001 16TH STREET DENVER, CO 80265

EXTRACTION OIL & GAS, LLC 370 17TH STREET, STE 5300 DENVER, CO 80202

RAISA II, LLC 1580 LINCOLN ST., STE 1110 DENVER. CO 80203

FAMILY TREE CORPORATION PO BOX 260498 LAKEWOOD, CO 80226

COBALT OIL AND GAS, LLC PO BOX 8806 DENVER, CO 80201

J CHRISTOPHER DYKES, TRUSTEE OF THE J. CHRISTOPHER DYKES REVOCABLE TRUST PO BOX 260498 LAKEWOOD, CO 80226

PAWS LLC 194 SUMMERS STREET CHARLESTON, WV 25301

TOM PUFF, INC. 1320 LAKE STREET FORT WORTH, TX 76102

EXTRACTION OIL & GAS, LLC 370 17TH STREET, STE 5300 DENVER, CO 80202

GRIZZLY PETROLEUM COMPANY 1801 BROADWAY, STE 500 DENVER, CO 80202

PDC ENERGY, INC 1775 SHERMAN STREET, SUITE 3000 DENVER, CO 80203 MAY BATCHELDER C/O GENEVIEVE BATCHELDER 318 GAULT ST. #20 SANTA CRUZ, CA 95062

ESTATE OF LOUISE MEADS BANKS C/O HAROLD A. BANKS 20 CHURCH ST. MORAVIA, NY 13118

MARJORIE HILL 2315 MELROSE BOSSIER CITY, LA 71111

ROBERT C. MEADS BOX 26 BRIGGSDALE, CO 80611

SYLVIA DEVERS 4412 E. MUYLBERRY FORT COLLINS, CO 80524

EDNA MAE FARRAR 2315 MELROSE BOSSIER, LA 71107

CARMON L. AND PAULA A. DILLARD 40500 WCR 31 AULT, CO 80610

THE ESTATE OF LAWRENCE GAMBLE 42 GRAND OAK DRIVE OROVILLE, CA 95966

ROBERT A. AND KIM A. LEAF 40471 WCR 33 AULT, CO 80610

JEANENE MATHEWS 1900 CAMDEN AVE. #101 SAN JOSE, CA 95124

THE ESTATE OF JAMES HOMER ROWE, SR. C/O JAMES HOMER ROWE JR. 1630 HARLY WAY LAS VEGAS, NV 89101

PHOEBE ROWE GARLINGTON 2113 DOLPHIN DRIVE GAUTIER, MS 39553 CITY OF THORNTON 9500 CIVIC CENTER DRIVE THORNTON, CO 80229

PAUL A. STEWART P.O. BOX 496 PIERCE, CO 80650

KATHLEEN M. STEWART 2341 SUNSET LANE GREELEY, CO 80634

DEAN S. AND NANCY EHN 6970 FIREROCK COURT BOULDER, CO 80301

MICHAEL AND SANDRA GANTZ 40567 COUNTY ROAD 33 AULT, CO 80610

CHARLES E. SCHNEIDER 1625 WOOD LANE FORT COLLINS, CO 80524

BAYSWATER FUND III-A, LLC 730 17TH STREET, STE 610 DENVER, CO 80202

SYNERGY RESOURCES CORPORATION 20203 HIGHWAY 60 PLATTEVILLE, CO 80651

LAND ENERGY, INC 1615 CALIFORNIA STREET, SUITE 702 DENVER, CO 80202

MARK BUNGER 15560 WCR 86 PIERCE, CO 80650

CITY OF THORNTON ATTN: SCOTT TWOMBLY, REAL ESTATE MANAGER 9500 CIVIC CENTER DRIVE THORNTON, CO 80229

ROBERT DYKES, TRUSTEE OF THE ROBERT P. DYKES REVOCABLE TRUST PO BOX 260498 LAKEWOOD, CO 80226

MICHAEL L. DYKES AS TRUSTEE OF THE MICHAEL L. DYKES REVOCABLE TRUST PO BOX 260498 LAKEWOOD, CO 80226

VANDIVER PARTNERS, LLC 1800 CANYON PARK CIRCLE #201 EDMOND, OK 73013

COLORADO JOE, LLC 1800 CANYON CIRCLE #201 EDMOND, OK 73013 MALLARD EXPLORATION, LLC 1821 BLAKE STREET, SUITE 2B DENVER, CO 80202

WOLF RESOURCES, LLC 621 17TH STREET, SUITE 1601 DENVER, CO 80202

LINCOLN ENERGY PARTNERS II, LLC 852 BROADWAY, SUITE 300 DENVER, CO 80203

JOHN WESLEY BATES 2932 JANE STREET RIVERSIDE, CA 92506

HAROLD A. BANKS 20 CHURCH ST. MORAVIA, NY 13118

VESTA SCHNEIDER 1200 HOFFMAN ROAD FORT COLLINS, CO 80521

RICHARD T. MEADS 2215 MOUNTAIR LANE GREELEY, CO 80631

EDNA MAE FARRAR 4410 BELLWOOD RAPID CITY, SD 57702

GEORGE MEADS 2215 MOUNTAIR LANE GREELEY, CO 80631

DOUGLAS K. YOUNG 3655 VALE VIEW LANE MEAD, CO 80542

MJL LLC P.O. BOX 36 BELLEVUE, CO 80512-0036

ESTATE OF ETHEL VIRGINIA ROWE MATHEWS C/O JEANENE MATHEWS 1900 CAMDEN AVE. #101 SAN JOSE, CA 95124

HOWARD MATHEWS 3940 LIGHTHOUSE PLACE DISCOVERY BAY, CA 94505

JAMES HOMER ROWE JR. 1630 HARLY WAY LAS VEGAS, NV 89101

JAMES H. AND LEONA GAMBLE FAMILY TRUST 42 GRAND OAK DRIVE OROVILLE, CA 95966

HYDROCARBON MINERALS 3, LLC P.O. BOX 2157 BRIDGEVIEW, IL 60455

DAVID T. STEWART 1810 LAKESIDE DRIVE GREELEY, CO 80631 SHEILA I. STEWART 2650 12TH AVE. COURT GREELEY, CO 80631

DENNIS C. AND HOPE EHN 215 CYPRESS ST. NEWTON CENTRE, MA 02459

MARJORIE HILL PATRICIA HAMES 148 RAINBOW DR. LIVINGSTON, TX 77399

DR. LAWRENCE CHARLES HILL 2006 CARTER ST. WEST MONROE, LA 71291

CATHY EMMONS 512 JENKINS RD. SHREVEPORT, LA 71107

VESTA SCHNEIDER CHARLES E. SCHNEIDER 1625 WOOD LANE FORT COLLINS, CO 80524

ROBERT C. MEADS LISA ZITEK 46501 COUNTY ROAD 136 GROVER, CO 80729

SCOTT MEADS 318 LOGAN ST. GROVER, CO 80729

ALAN MEADS 30134 COUNTY ROAD 45 GREELEY, CO 80631

RICHARD T. MEADS 3415 NEBRASKA ST. AMARILLO, TX 79109

KAMMY TRULLINGER 22896 164TH AVE. NEW UNDERWOOD, SD 57761

JERRY L WONENBERG P.O. BOX 415 HERMOSA, SD 57444

DEBRA KAY ENGLE 7701 LADORE ST. COMMERCE CITY, CO 80022

DAVID W. SCHNEIDER PO BOX 474 WELLINGTON, CO 80549

LAURA MEADS PO BOX 881 PINE BLUFFS, WY 82082

LINDA FISHER MEADS 998 S. RACHEL CT. MILIKEN, CO 80543 WOLFHAWK ENERGY HOLDINGS, LLC 1580 LINCOLN STREET, SUITE 1100 DENVER, CO 80203

DAVID W. SCHNEIDER P.O. BOX 474 WELLINGTON, CO 80549

NANCY SCHELL 149 JONES LANE STERLING, CO 80751

EDNA MAE MEADS, DECEASED RON BRAUHER 11687 FM 19 FRANKSTON, TX 75763

WILLIAM CARL WONENBERG 4202 HIGHWAY 527 HAUGHTON, LA 71037

GEORGE MEADS GEORGANN ENGLE 1834 E. 18TH ST. CHEYENNE, WY 82001

CHARLES WOOD 310 HIGHLAND AVE. PIEDMONT, CA 94611

THOMAS WOOD 9718 SWIFT CREEK CT. FAIRFAX STATION, VA 22039

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

IN THE MATTER OF THE PROMULGATION AND ESTABLISHMENT OF FIELD RULES TO GOVERN OPERATIONS FOR THE CODELL AND NIOBRARA FORMATIONS, WATTENBERG FIELD, WELD COUNTY, COLORADO)))	CAUSE NO. 407 DOCKET NO. 180100064 TYPE: POOLING	
SUPPLEMENTAL AFFIDAVIT OF MAILING			
STATE OF COLORADO)			
) ss. CITY AND COUNTY OF DENVER)		·	
Grace Go-Hoveland, of lawful age, and being first duly sworn upon her oath, states and declares:			
That she is a Legal Assistant at Beatty & Wozniak, P.C., attorneys for Enerplus Resources (USA) Corporation, and on the 30 th day of August, 2018, 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.			
G	Frace Go	p-Hoveland	
Subscribed and sworn to before me this 30 day of August, 2018.			
Witness my hand and official seal. TERESA L. PETERSON NOTARY PUBLIC STATE OF COLORADO NOTARY ID 19894002026 MY COMMISSION EXPIRES OCTOBER 4, 2021	Jule Jotary Pu	se Lelero ablic	

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.

MCCOSAR MINERALS INC. 1800 CANYON PARK CIRCLE #201 EDMOND, OK 73013

ROYALTY ASSET HOLDINGS, LP 5956 SHERRY LANE, SUITE 1221 DALLAS, TX 75225

SPRINGBOK ENERGY PARTNERS II, LLC 5950 BERKSHIRE LANE, SUITE 1250 DALLAS, TX 75225

CLARENCE LYNN ACHZIGER 1408 RED TAIL ROAD EATON, CO 80615

DIXIE J. MEISNER 10270 W. 74TH PLACE ARVADA, CO 80005-3831

FRICK O&G LLC 15560 COUNTY ROAD 86 PIERCE, CO 80650

JOE MARK SPONSLER AND OLGA S. SPONSLER, JOINT TENANTS 127 22ND STREET GREELEY, CO 80631

KEITH W. AMEN 15400 COUNTY ROAD 86 PIERCE, CO 80650

LYLE EUGENE ACHZIGER 3313 LUPTON AVENUE EVANS,CO 80620-1316

BARBEL E. GAMBLE 5429 PITTMAN GROVE CHURCH RD. RAEFORD, NC 28376-7145

CHRISTY STEINHOFF BRADLEY AND JAMES DARREL BRADLEY, AS JOINT TENANTS 2127 W. COUNTY ROAD 80 WELLINGTON, CO 80549

DEBRA K. WERTH 7701 LADORE ST. COMMERCE CITY, CO 80022 DOUGLAS K. YOUNG 5454 COUNTY ROAD 38 PLATTEVILLE, CO 80651

GEORGANN ENGLE 1619 VAN LENNEN AVE. CHEYENNE, WY 82001

HAROLD L. LONG AND CAROL A. LONG AS JOINT TENANTS 40471 CR #33 AULT, CO 80610

JAY E. BATES 3605 SOUTHWOOD AVENUE SAN MATEO. CA 94403

JERRY L. WONENBERG PO BOX 415 HERMOSA, SD 57444

KARIN LOUISE BATES AND ALFRED SCOTT BATES FAMILY TRUST 155 ARMORY ROAD, WHITEFISH, MT 59937

MELVIN WINTER LEGACY LLC 2200 37TH ST. #114 EVANS, CO 80620

PEGGY ANN LEAF 15701 STATE HIGHWAY 14 AULT, CO 80610

PROPERTIES AULT, LLC 5454 COUNTY ROAD 38 PLATTEVILE, CO 80651

ROBERT A. LEAF 3413 ROAD 7 HARRISBURG, NE 69345

RON BRAUHER 11687 FM 19 FRANKSTON, TX 75763

WILLIAM WONENBERG 4202 HIGHWAY 527 HAUGHTON, LA 71037 KENNETH C. FAGERBERG 15415 HIGHWAY 14 AULT, CO 80610

JOE MARK SPONSLER AND OLGA E. SPONSLER, JOINT TENANTS 127 22ND STREET GREELEY, CO 80631

BRE RESOURCES, LLC P.O. BOX 12404 DALLAS, TX 75225

CRAIG L. EMMANUEL P.O. BOX 86 LARAMIE, WY 82073

DUSTIN J. WINTER AND SANDRA L. WINTER, JOINT TENANTS 41555 COUNTY ROAD 33 AULT, CO 80610-9646

HAROLD BRANDON 750 SE CARY PARKWAY, #333 CARY, NC 27511

KEITH MICHAEL FOSTER AND LISA MARIE FOSTER, JTS 13824 W. AMHERST WAY LAKEWOOD, CO 80228

LOREN EARL ACHZIGER, INDIVIDUALLY PO BOX 1053 KINGMAN, AZ 86402-1053

SAMUEL R. HAMBLEN AND JANETT HAMBLEN, TENANTS IN COMMON 15926 COUNTY ROAD 86 PIERCE, CO 80650-9202

BRETT S. LINNERTZ 40301 WCR 33 AULT, CO 80610-9648

DAVID W. SCHNEIDER PO BOX 474 WELLINGTON, CO 80524 DENNIS ROWE 1119 EAST 4TH STREET LONG BEACH, CA 90802

DWIGHT LEE BATES 1509 BRICK ROAD ELLENSBURG, WA 98926

HAROLD L. LONG 40471 CR #33 AULT, CO 80610

JAMES HOMER ROWE, JR. 8635 LORETTA BAY STREET LAS VEGAS, NV 89178

JEANENE I. MATTHEWS 1930 CAMDEN AVE #5 SAN JOSE, CA 95124

KAMMY TRULLINGER 22896 164TH AVE NEW UNDERWOOD, SD 57761

LEONARD R. TRUJILLO AND DOLORES P. TRUJILLO LIVING TRUST PO BOX 1343 PIERCE, CO 80650

ORAN DWAYNE WINTER 405 TRAILWOOD DRIVE WINDSOR, CO 80550

PHOEBE ROWE GARLINGTON 8635 LORETTA BAY STREET LAS VEGAS, NV 89178

RICHARD T. MEADS 3415 NEBRASKA ST. AMARILLO, TX 79109

ROBERT K. HILL 11400 E. FURGUSON AVE. KAW CITY, OK 74641

STEINHOFF FAMILY REVOCABLE TRUST DATED DECEMBER 16, 1999 455 S. SPAULDING AVE. PUEBLO WEST, CO 81007