

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

IN THE MATTER OF THE APPLICATION OF FIFTH CREEK ENERGY OPERATING COMPANY, LLC FOR AN ORDER TO AMEND ORDER NO. 421-83 TO (1) ADD THE CODELL, FORT HAYS AND CARLILE FORMATIONS, (2) AUTHORIZE UP TO SIX (6) NEW CODELL, FORT HAYS AND CARLILE HORIZONTAL WELLS IN THE 1,280-ACRE UNIT ESTABLISHED FOR SECTIONS 19 AND 30, TOWNSHIP 11 NORTH, RANGE 62 WEST, 6TH P.M., AND (3) ALLOW FOR 300-FOOT SETBACKS FROM THE BOUNDARIES OF THE PROPOSED 1,280-ACRE UNIT FOR THE EFFICIENT AND ECONOMIC DEVELOPMENT AND OPERATION OF THE CODELL, FORT HAYS, AND CARLILE FORMATIONS.

CAUSE NO. 421

DOCKET NO. 180300_____

TYPE: SPACING

APPLICATION

COMES NOW Fifth Creek Energy Operating Company, LLC (Operator No. 10629) ("Applicant"), by and through its attorneys, Jost Energy Law, P.C., and respectfully submits this Application to the Oil and Gas Conservation Commission of the State of Colorado (the "Commission") for an order to amend Order No. 421-83 to (1) add the Codell, Fort Hays and Carlile Formations, (2) authorize up to six (6) new horizontal wells for the efficient and economic development of oil, gas and associated hydrocarbons from the Codell, Fort Hays and Carlile Formations, and (3) provide for 300-foot reduced setbacks as to the boundaries of the approximate 1,280-acre drilling and spacing unit established for the Application Lands described below for the efficient and economic development of oil, gas and associated hydrocarbons from the Codell, Fort Hays and Carlile Formations underlying the the below-described lands. In support of its Application, Applicant states and alleges as follows:

1. Applicant is a limited liability company duly authorized to conduct business in the State of Colorado, and is a registered operator in good standing with the Commission.

2. Applicant is an "Owner" as defined by the Oil and Gas Conservation Act and owns leasehold interests or holds the right to operate on the following lands (hereafter "Application Lands"):

Township 11 North, Range 62 West, 6th P.M.
Section 19: All

Section 30: All

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

A reference map of the Application Lands is attached hereto.

3. On February 22, 2010 (corrected January 19, 2012), the Commission entered into Order No. 421-1 which, among other things, established 58 approximate 640-acre drilling and spacing units for certain lands, including Sections 19 and 30, Township 11 North, Range 62 West, 6th P.M., and approved one horizontal well within each unit, for the development and operation of the Niobrara Formation, with the productive interval of the wellbore to be located no closer than 600 feet from the unit boundaries, without exception being granted by the Director.

4. On January 7, 2013, the Commission entered Order No. 421-32 which, among other things, vacated two approximate 640-acre drilling and spacing units established by Order No. 421-1 and 421-3 for Sections 30 and 31, Township 11 North, Range 62 West, 6th P.M., and established one approximate 1280-acre stand-up exploratory drilling and spacing unit for Sections 30 and 31, Township 11 North, Range 62 West, 6th P.M., approving up to ten wells within the unit for the production of oil, gas and associated hydrocarbons from the Niobrara Formation, with the bottomhole locations not less than 600 feet from the boundary of the proposed drilling unit and not less than 460 feet from any other well or treated interval of a well producing from the Niobrara Formation, without exception being granted by the Director.

5. On January 30, 2017, the Commission entered Order No. 421-83 which, among other things, vacated the approximate 1280-acre exploratory drilling and spacing unit established for Sections 30 and 31, Township 11 North, Range 62 West, 6th P.M. by Order No. 421-32 for the production of oil, gas and associated hydrocarbons from the Niobrara Formation, and established six approximate 1,280-acre drilling and spacing units including for Sections 19 and 30, Township 11 North, Range 62 West, 6th P.M., providing that the existing 640-acre units for the production of the existing wells shall be maintained only until the date of first completion of the new horizontal well into the unit, and approving up to eight new horizontal wells in each approximate 1,280-acre drilling and spacing unit, providing that the productive interval of each wellbore shall be located no closer than 300 feet from the boundaries of the unit and no closer than 150 feet from the productive interval of another well producing from the same source of supply within the unit, unless an exception is granted by the Director, for the production of oil, gas and associated hydrocarbons from the Niobrara Formation.

6. On September 11, 2017, the Commission entered Order No. 421-92 which, among other things, approved an additional seven horizontal wells, for a total of 15 horizontal wells, in six approximate 1,280-acre drilling and spacing units established for certain lands, including Sections 19 and 30, Township 11 North, Range 62 West, 6th P.M., for the production of oil, gas and associated hydrocarbons from Niobrara Formation, provided that the productive interval of each additional proposed horizontal

well in each 1,280 acre drilling and spacing unit shall be no closer than 300 feet from the boundaries of each unit (regardless of the lease lines within the unit) and all horizontal wells shall be no closer than 150 feet from the productive interval of another well producing from the same source of supply within each unit, unless an exception is granted by the Director, and providing that the wells will be drilled from no more than five well pads, including the existing wellpads, in each drilling and spacing unit to be located within such unit or adjacent thereto, unless an exception is granted by the Director, consistent with Order No. 421-83.

7. The records of the Commission reflect that one well is currently producing from the Niobrara Formation on the Application Lands, the Garden Creek #12-19H (API No. 05-123-32856). Consistent with Order No. 421-83, the approximate 640-acre drilling and spacing unit established by Order No. 421-1 for Section 19, Township 11 North, Range 62 West, 6th P.M. is maintained for the existing production of oil, gas and associated hydrocarbons from the Niobrara Formation only until the date of first completion of a new horizontal well into the unit established for the Application Lands, at which time production from the Garden Creek 12-19H well (API No. 05-123-32856) shall be allocated to the 1,280-acre drilling and spacing unit established for the Application Lands.

8. In order to promote efficient drainage of the Codell, Fort Hays and Carlile Formations within the Application Lands, to protect correlative rights and to avoid waste, the Commission should enter an Order to amend Order No. 421-83 to (1) add the Codell, Fort Hays and Carlile Formations, (2) authorize up to six (6) new horizontal wells for the efficient and economic development of oil, gas and associated hydrocarbons from the Codell, Fort Hays and Carlile Formations, and (3) provide for 300-foot reduced setbacks as to the boundaries of the approximate 1,280-acre drilling and spacing unit established for the Application Lands for the efficient and economic development of oil, gas and associated hydrocarbons from the Codell, Fort Hays and Carlile Formations underlying the Application Lands.

9. Applicant maintains that there will be no more than a total of five (5) well pads in the drilling and spacing unit to be located within such unit or adjacent thereto, unless an exception is granted by the Director, consistent with Order Nos. 421-83 and 421-92.

10. The treated interval of each proposed horizontal well in the Codell, Fort Hays and Carlile Formations shall be no closer than 300 feet from the boundaries of the unit (regardless of the lease lines within the unit) and all horizontal wells shall be no closer than 150 feet from the treated interval of another well producing from the same source of supply within the unit, unless an exception is granted by the Director.

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 on March 19, 2018, that notice be given as required by law, and that upon such hearing, the Commission enter its order:

A. Amending Order No. 421-83 to add the Codell, Fort Hays and Carlile Formations.

B. Amending Order No. 421-83 to authorize up to six (6) new horizontal wells for the efficient and economic development of oil, gas and associated hydrocarbons from the Codell, Fort Hays and Carlile Formations.

C. Amending Order No. 421-83 to provide for 300-foot reduced setbacks as to the boundaries of the approximate 1,280-acre drilling and spacing unit established for the Application Lands for the efficient and economic development of oil, gas and associated hydrocarbons from the Codell, Fort Hays and Carlile Formations underlying the Application Lands.

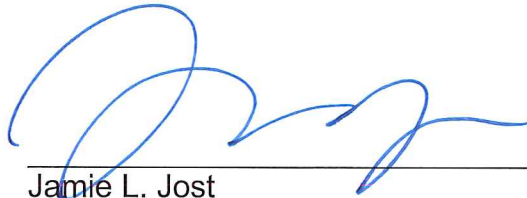
D. For such other findings and orders as the Commission may deem proper or advisable in this matter.

DATED January 17th, 2018.

Respectfully submitted:

FIFTH CREEK ENERGY OPERATING COMPANY, LLC

By:



Jamie L. Jost
Kelsey H. Wasylenky
Jost Energy Law, P.C.
Attorneys for Applicant
1401 17th Street, Suite 370
Denver, Colorado 80202
(720) 446-5620

Applicant's Address:

Fifth Creek Energy Operating Company, LLC
Attn: Cody Truitt
5251 DTC Parkway, Suite 420
Greenwood Village, CO 80111

VERIFICATION

STATE OF COLORADO

CITY AND COUNTY OF Arapahoe

)
) ss.
)

Cody Truitt, of lawful age, being first duly sworn upon oath, deposes and says that he is the Vice President of Engineering for Fifth Creek Energy Operating Company, LLC 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.

Cody Truitt

Cody Truitt

Vice President – Engineering

Fifth Creek Energy Operating Company, LLC

Subscribed and sworn to before me this 16th day of January, 2018.

Witness my hand and official seal.

[SEAL]

STEPHANIE A GROFF
NOTARY PUBLIC
STATE OF COLORADO
NOTARY ID # 20124040932
MY COMMISSION EXPIRES 06-25-2020

My commission expires: June 25, 2020

[Signature]
Notary Public

Sections 19 and 30, Township 11 North, Range 62 West, 6th P.M.

IN THE MATTER OF THE APPLICATION OF FIFTH CREEK ENERGY OPERATING COMPANY, LLC FOR AN ORDER TO AMEND ORDER NO. 421-83 TO (1) ADD THE CODELL, FORT HAYS AND CARLILE FORMATIONS, (2) AUTHORIZE UP TO SIX (6) NEW CODELL, FORT HAYS AND CARLILE HORIZONTAL WELLS IN THE 1,280-ACRE UNIT ESTABLISHED FOR SECTIONS 19 AND 30, TOWNSHIP 11 NORTH, RANGE 62 WEST, 6TH P.M., AND (3) ALLOW FOR 300-FOOT SETBACKS FROM THE BOUNDARIES OF THE PROPOSED 1,280-ACRE UNIT FOR THE EFFICIENT AND ECONOMIC DEVELOPMENT AND OPERATION OF THE CODELL, FORT HAYS, AND CARLILE FORMATIONS.

TYPE: SPACING

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

James L. Foster

Subscribed and sworn to before me this 17th day of January, 2018.

Notary Public:

King's Bl

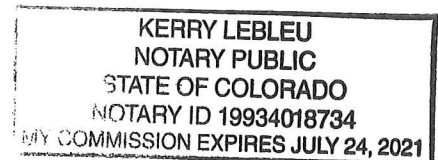


EXHIBIT A
Fifth Creek - SP - T11N-R62W Sec 19 & 30

Fifth Creek Energy Operating Company,
LLC
5251 DTC Parkway, Ste 420
Greenwood Village, CO 80111

8 North, LLC
370 17th St
Suite 5300
Denver, CO 80202

Anadarko Land Corporation
P.O. Box 173779
Denver, CO 80217-3779

Mountaintop Minerals, LLC
370 17th Street
Suite 5300
Denver, CO 80202

Amcon Resources, Inc.
P.O. Box 3025
Oklahoma City, OK 73101

Mekusukey Oil Company, LLC
P.O. Box 816
Wewoka, OK 74884-0816

Lisa J. Cole
521 10th St.
Windsor, CO 80550

LeAnn Wyatt
101 West Wilton
Norton, KS 67654

Pamela Phifer
1041 Elbert Avenue
Loveland, CO 80537

CMA Investments, LLC, a Colorado limited
liability company
2928 Tenderfoot Hill Street
Colorado Springs, CO 80906

Verna Nareen Lake
1711 N. Crumley Street
Guymon, OK 73942

State of Colorado
1127 Sherman Street
Denver, CO 80203

Jerry L. Burnett
P.O. Box 4
Herford, CO 80732

Burnett Living Trust, dated July 12, 2016
55670 WCR 77
Grover, CO 80729

Lincoln Energy Partners II, LLC
852 Broadway
Suite 300
Denver, CO 80203

Lemon Creek Oil & Gas, Ltd.
P.O. Box 192199
Dallas, TX 75219

MAP2009-OK
c/o MAP Royalty, Inc.
101 North Robinson
Suite 1000
Oklahoma City, OK 73102

Aspen Leaf, LLC
P.O. Box 1488
Mustang, OK 73064

Charles W. and Patty N. Brown, LLC
P.O. Box 587
Marlow, OK 73055

Helen Burbach
35744 CR 130
Grover, CO 80729

Shirley Family 1993 Trust dated November
15, 1993
c/o Roland W. Shirley, Trustee
P.O. Box 189
Clayton, CA 94517

Joelyn F. West, formerly known as
Joelyn F. Eastman
P.O. Box 1363
Colleyville, TX 76034

Pam Phifer, aka Pamela Phifer aka
Pamela E. Phifer
1041 Elbert Ave
Loveland, CO 80537

David B. Redfern and
Karen L. Redfern,
4455 Country Club Court
Riverton, WY 82501

The Marion E. Redfern Family Trust,
Marion E. Redfern, also known as Marion
Elizabeth Redfern, Trustee
23160 West Davey Avenue
Newhall, CA 91321

Jack Canon
117 E. 24th Street
Tulsa, OK 74114

Roxy Thomas Carleo
760 Summerwood Land SE
Vero Beach, FL 32962

Helen Burbach, Trustee of the Robert J.
Burbach Trust dated 10/18/1986
35744 WCR 130
Grover, CO 80729

Pawnee Butte Royalties, LLC
P. O. Box 4631
Englewood, CO 80155

Howard E. Bicking and Sharron A. Bicking
Revocable Living Trust
1287 Inca Drove Circle
Loveland, CO 80537

Shirley Bunney
1021 Pinewood Place
The Villages, FL 32162

Peteco Properties, LLC
5236 Pinehurst Drive
Boulder, CO 80301

Lincoln Energy Partners II, LLC
852 Broadway
Ste. 300
Denver, CO 80203

Hampton Royalties, LLC
1855 40th Ave.
Greeley, CO 80634

Discovery Oil, LLC
214 Poplar Street
Plentywood, MT 59254

Okreek Oil & Gas II, LLC
475 17th Street,
#1350
Denver, CO 80202

Overland Energy Partners Fund I, LLC
700 17th Street,
Ste. 900
Denver, CO 80202

Estate of Joe Burbach
c/o Christine Burbach also known as Maren
Kristine Burbach, individually and as heir
and successor of the estate of Joe Burbach
6150 Mallow Green
Frederick, CO 80530

Estate of Joe Burbach
c/o Overland Energy Partners Fund I, LLC
700 17th Street,
Ste. 900
Denver, CO 80202

Willard T. Burbach
33610 WCR 31
Greeley, CO 80631

JLW Investment, LLC
351 Glenco Street
Denver, CO 80202

Gene Walker
P. O. Box 2625
Longmont, CO 80502

Rodney Walker
408 N. 7th Avenue
Sterling, CO 80751

Najla Z. Ferris Trust dated 8/25/2016
8165 West 19th Ave.
Lakewood, CO 80214

Najla Z. Ferris Trust dated 8/25/2016
165 West 19th Ave.
Lakewood, CO 80214

Jamilie Lisa Fynboh
2726 S. Osceola Way
Denver, CO 80236

Kent Kuster
Colorado Department of
Public Health & Environment
4300 Cherry Creek Drive South
Denver, CO 80246-1530

Brandon Marette
Energy Liaison
Colorado Parks and Wildlife
Northeast Regional Office
6060 Broadway
Denver, CO 80216

Troy Swain
Weld County
Department of Planning Services
1555 North 17th Avenue
Greeley, CO 80631