

**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 (1)
VACATE A 640-ACRE DRILLING AND
SPACING UNIT ESTABLISHED BY ORDER
NO. 421-3, (2) VACATE A 1,280-ACRE
DRILLING AND SPACING UNIT
ESTABLISHED BY ORDER NO. 421-29, (3)
ESTABLISH A 1,280-ACRE DRILLING AND
SPACING UNIT FOR SECTION 35,
TOWNSHIP 11 NORTH, RANGE 62 WEST,
6TH P.M. AND SECTION 2, TOWNSHIP 10
NORTH, RANGE 62 WEST, 6TH P.M., AND
AUTHORIZE UP TO SIX (6) NEW CODELL,
FORT HAYS AND CARLILE HORIZONTAL
WELLS AND UP TO FIFTEEN (15) NEW
NIOBRARA HORIZONTAL WELLS, AND (4)
ALLOW FOR 300-FOOT SETBACKS FROM
THE BOUNDARIES OF THE 1,280-ACRE
UNIT FOR THE EFFICIENT AND ECONOMIC
DEVELOPMENT AND OPERATION OF THE
CODELL, FORT HAYS, CARLILE AND
NIOBRARA 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 (1) vacate the 640-acre drilling and spacing unit established by Order No. 421-3 for Section 2, Township 10 North, Range 62 West, 6th P.M. for the Niobrara Formation, (2) vacate the 1,280-acre stand-up exploratory drilling and spacing unit established by Order No. 421-29 for Sections 26 and 35, Township 11 North, Range 62 West, 6th P.M. (3) establish an approximate 1,280-acre drilling and spacing unit for Section 35, Township 11 North, Range 62 West, 6th P.M. and Section 2, Township 10 North, Range 62 West, 6th P.M. and 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 fifteen (15) new horizontal wells for the efficient and economic development of oil, gas and associated hydrocarbons from the Niobrara Formation, and (4) provide for 300-foot reduced setbacks as to the boundaries of the approximate 1,280-acre drilling and spacing unit, for the efficient and economic development of oil, gas and associated hydrocarbons from the Codell, Fort Hays, Carlile and Niobrara Formations underlying

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 35: All

Township 10 North, Range 62 West, 6th P.M.
Section 2: All

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

A reference map of the Application Lands is attached hereto.

3. On October 21, 2010, the Commission entered Order No. 421-3 which, among other things, established 83 approximate 640-acre drilling and spacing units for certain lands, including Section 35, Township 11 North, Range 62 West, 6th P.M., and Section 2, Township 10 North, Range 62 West, 6th P.M., for the production of oil and gas and associated hydrocarbons from the Niobrara Formation, with no more than one horizontal well to be drilled in each unit from a surface location anywhere in the unit with the horizontal leg and bottom-hole location to be not closer than 600 feet from the boundaries of each unit.

4. On January 7, 2013, the Commission entered Order No. 421-29 which, among other things, vacated two approximate 640-acre drilling and spacing units established by Order No. 421-3 for Sections 26 and 35, Township 11 North, Range 62 West, 6th P.M., and established one approximate 1280-acre stand-up exploratory drilling and spacing unit for Sections 26 and 35, Township 11 North, Range 62 West, 6th P.M., and approved 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. The records of the Commission reflect that no wells are currently producing in the Codell, Fort Hays, Carlile or Niobrara Formations on the Application Lands.

6. In order to promote efficient drainage of the Codell, Fort Hays, Carlile and Niobrara Formations within the Application Lands, to protect correlative rights and to avoid waste, the Commission should enter an Order to (1) vacate the 640-acre drilling and spacing unit established by Order No. 421-3 for Section 2, Township 10 North, Range 62 West, 6th P.M. for the Niobrara Formation, (2) vacate the 1,280-acre stand-up exploratory drilling and spacing unit established by Order No. 421-29 for Sections 26 and 35, Township 11 North, Range 62 West, 6th P.M. (3) establish an approximate 1,280-acre drilling and spacing unit for Section 35, Township 11 North, Range 62 West, 6th P.M. and Section 2, Township 10 North, Range 62 West, 6th P.M. and 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 fifteen (15) new horizontal wells for the efficient and economic development of oil, gas and associated hydrocarbons from the Niobrara Formation, and (4) provide for 300-foot reduced setbacks as to the boundaries of the approximate 1,280-acre drilling and spacing unit, for the efficient and economic development of oil, gas and associated hydrocarbons from the Codell, Fort Hays, Carlile and Niobrara Formations underlying the Application Lands.

7. Applicant maintains that there will be no more than a total of four (4) well pads in the proposed drilling and spacing unit to be located within such unit or adjacent thereto, unless an exception is granted by the Director.

8. The treated interval of each proposed horizontal well 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.

9. 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. Vacating the 640-acre drilling and spacing unit established by Order No. 421-3 for Section 2, Township 10 North, Range 62 West, 6th P.M. for the Niobrara Formation.

B. Vacating the 1,280-acre stand-up exploratory drilling and spacing unit established by Order No. 421-29 for Sections 26 and 35, Township 11 North, Range 62 West, 6th P.M.

C. Establishing an approximate 1,280-acre drilling and spacing unit for Section 35, Township 11 North, Range 62 West, 6th P.M. and Section 2, Township 10

North, Range 62 West, 6th P.M. for the Codell, Fort Hays, Carlile and Niobrara Formations and authorizing 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 up to fifteen (15) new horizontal wells for the efficient and economic development of oil, gas and associated hydrocarbons from the Niobrara Formation.

D. Providing that the treated interval any horizontal well in the proposed unit shall be no closer than 300 feet from the boundaries of the unit and not less than 150 feet from the treated interval of another well within the unit, and authorizing up to four (4) well pads in the unit, unless an exception is granted by the Director.

E. Finding that the approximate 1,280-acre drilling and spacing unit for the development of the Codell, Fort Hays, Carlile and Niobrara Formations on the Application Lands, with the requested number of wells and the requested boundary setbacks, will prevent waste, protect correlative rights, and maximize the efficient and economic production of the Codell, Fort Hays, Carlile and Niobrara Formations on the Application Lands.

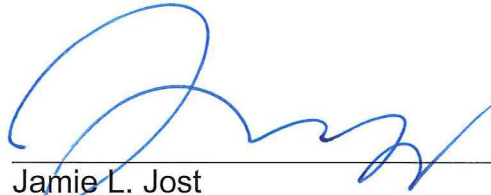
F. For such other findings and orders as the Commission may deem proper or advisable in this matter.

DATED January 17th, 2018.

Respectfully submitted:

FIFTH CREEK ENERGY OPERATING COMPANY, LLC

By:

A handwritten signature in blue ink, appearing to be "Jost", is written over a horizontal line.

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

)

) ss.

~~CITY AND COUNTY OF~~ Arapahoe)

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

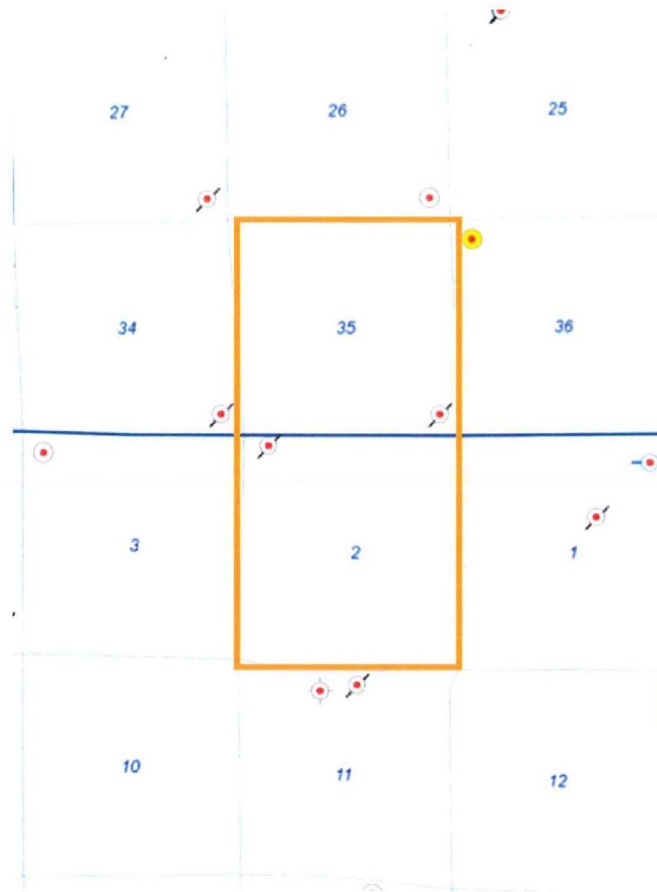
My commission expires: June 25, 2020

[Signature]

Notary Public

Reference Map
Fifth Creek Energy, Inc.

Section 35, Township 11 North, Range 62 West, 6th P.M.
Section 2, Township 10 North, Range 62 West, 6th P.M.



IN THE MATTER OF THE APPLICATION OF FIFTH CREEK ENERGY OPERATING COMPANY, LLC FOR AN ORDER TO (1) VACATE A 640-ACRE DRILLING AND SPACING UNIT ESTABLISHED BY ORDER NO. 421-3, (2) VACATE A 1,280-ACRE DRILLING AND SPACING UNIT ESTABLISHED BY ORDER NO. 421-29, (3) ESTABLISH A 1,280-ACRE DRILLING AND SPACING UNIT FOR SECTION 35, TOWNSHIP 11 NORTH, RANGE 62 WEST, 6TH P.M. AND SECTION 2, TOWNSHIP 10 NORTH, RANGE 62 WEST, 6TH P.M., AND AUTHORIZE UP TO SIX (6) NEW CODELL, FORT HAYS AND CARLILE HORIZONTAL WELLS AND UP TO FIFTEEN (15) NEW NIOBRARA HORIZONTAL WELLS, AND (4) ALLOW FOR 300-FOOT SETBACKS FROM THE BOUNDARIES OF THE 1,280-ACRE UNIT FOR THE EFFICIENT AND ECONOMIC DEVELOPMENT AND OPERATION OF THE CODELL, FORT HAYS, CARLILE AND NIOBRARA FORMATIONS.

TYPE: SPACING

KERRY LEBLEU
NOTARY PUBLIC
STATE OF COLORADO
NOTARY ID 19934018734
MY COMMISSION EXPIRES JULY 24, 2021

EXHIBIT A
SP – T11N-R62W Sec 35, T10N-R62W Sec 2

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

Noble Energy WyCo, LLC
1625 Broadway
Suite 2200
Denver, CO 80207

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

Extraction Oil and Gas, LLC
1888 Sherman Street, Suite 200
Denver, CO 80203

Centennial Mineral Holdings, LLC, a
Texas Limited Liability Company
5950 Cedar Springs Road, Suite 200
Dallas, TX 75235

Alexander Werner
c/o Dallas D. Werner
P.O. Box 22
1709 Bellavista
Platteville, CO 80651

Michael D. Konig
36679 County Road 110
Briggsdale, CO 80611

Dorothy Carlton
c/o Charlene Carlton Smith
127 N. West 98th Terrace
Plantation, FL 33324

PeakStar Resources, LP
P. O. Box 10017
Midland, TX 79702

Trevor S. Turmelle
17521 Arratia
El Paso, TX 79938

Justin McClelland
505 La Fonda Dr
Roswell, NM 88201

James M. Marbach
1762 Queen Highway
Carlsbad, NM 88220

Brian Soens and Brynn Soens, as joint
tenants
PO Box 66285
Albuquerque, NM 87193

OkCreek Oil & Gas II, LLC
475 17th St
Suite 1350
Denver, CO 80202

Robert S. McCormick
235 Antibes St.
West Mandiville, LA 70448

Anadarko Land Corporation
1099 18th Street, Suite 1800
Denver, CO 80202

Valentina Enterprises, LLC
1676 CR 100
Carbondale, CO 81623

Hoy Mineral Properties, LLC,
P.O. Box 2911
Amarillo, TX 79105

AOG Mineral Partners, Ltd.
P.O. Box 1015
Midland, TX 79702

Eric J. Freytag
P.O. Box 1168
Mason, TX 76856

Robert W. Boydston
400 Fox Road
Sedona, AZ 86336

Ryan D. Senior
1410 CR 4759
Sulphur Springs, TX 75482

Hoy Mineral Properties, LLC
P.O. Box 2911
Amarillo, TX 79105

Westco Family Limited Partnership, a
Texas Limited Partnership
P.O. Box 1888
Gilmer, TX 75644

Clifton Edward Thompson
16577 Franklin Court
Thornton, CO 80602-7676

Russell Lawrence Thompson
11 Nevada Lane
Florissant, CO 80816

Carolyn Bethanna Thompson
Hammen & Mack Erwin Parthe
9665 E. Catalina Dr
Prescott, AZ 86314

Charlene R. Smith, aka Carlene Carlton
Smith
127 N. West 98th Terrace
Plantation, FL 33324

Amy Ann Harris
1390 River Road West
Green Cove Springs, FL 32043

Teresa Kay Fewell
2909 Emerald Lake Drive
Harlingen, TX 78550

Konig Investments, LLC, a Colorado
Limited
Liability Company
57851 WCR 81
Grover, CO 80729

Wray E. Nicklas & Cristie L. Nicklas, JT
P.O. Box 99
Grover, CO 80729

Roth Minerals Partnership, LLLP
9729 Niwot Road
Longmont, CO 80504

Charles E. Nussbaum & Dorothy Lola
Nussbaum, JT
39994 County Road 126
Grover, CO 80729

Dixie Pierce, aka Dixei Pierce
6810 Tate Road
Cheyenne, WY 82001

Delores Tormey
1502 East Sundown Lane
Amarillo, TX 79118

Family Tree Corporation, a Wyoming
Corp.
P.O. Box 260498
Lakewood, CO 80226

Robert P. Dykes, as Trustee of the
Robert
P. Dykes Revocable Trust, dated
October
14, 2011
P.O. Box 260498
Lakewood, CO 80226

J. Christopher Dykes, as Trustee of the
J.
Christopher Dykes Revocable Trust,
P.O. Box 260498
Lakewood, CO 80226

Michael L. Dykes, as Trustee of the
Michael L. Dykes Revocable Trust, dated
10/10/2012
P.O. Box 260498
Lakewood, CO 80226

Daphne T. Boydston
P.O. Box 260498
Lakewood, CO 80226

Dorothy Lola Nussbaum
59994 WCR 126
Grover, CO 80729

Brenda R. Woodard Revocable Trust
1600 Wapiti Circle #54
Estes Park, CO 80517

State of Colorado, Board of Land
Commissioners
1127 N. Sherman Street, Suite 300
Denver, CO 80203

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