

**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 SECTION 35,
TOWNSHIP 8 NORTH, RANGE 67 WEST, 6TH P.M.
AND SECTION 2, TOWNSHIP 7 NORTH, RANGE 67
WEST, 6TH P.M., FOR THE
DEVELOPMENT/OPERATION OF THE FORT
HAYES, CARLILE, CODELL AND NIOBRARA
FORMATIONS, WATTENBERG FIELD, WELD
COUNTY, COLORADO

CAUSE NO. 407 & 535

DOCKET NO.

TYPE: POOLING

APPLICATION

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 an approximate 1,280-acre drilling and spacing unit established for Section 35, Township 8 North, Range 67 West, 6th P.M. and Section 2, Township 7 North, Range 67 West, 6th P.M., for the development and operation of the Fort Hayes, Carlile, 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 a leasehold interest in the below-listed lands:

Township 8 North, Range 67 West, 6th P.M.

Section 35: All

Township 7 North, Range 67 West, 6th P.M.

Section 2: All

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

These lands are hereinafter collectively referred to as the “Application Lands” and depicted in Exhibit A, attached hereto.

3. Rule 318.a. of the Commission Rules provides a well to be drilled 2,500 feet or greater shall be located not less than 600 feet from any lease line, and shall be located not less than 1,200 feet from any other producible oil or gas well when drilling to the same common source of supply, unless authorized by the Commission upon hearing. The Application Lands are subject to this rule for the Fort Hayes, Carlile, Codell and Niobrara Formations.

4. On March 20, 2017, the Commission entered Order Nos. 407-1938

and 535-773, which, among other things, established an approximate 1,280-acre drilling and spacing unit for the Application Lands, and approved eight horizontal wells within the unit, for the production of oil, gas and associated hydrocarbons from the Fort Hayes, Carlile, Codell, and Niobrara Formations.

5. Pursuant to Order Nos. 407-1938 and 535-773, Applicant plans to drill the below-described wells within the Application Lands, for the production of oil, gas and associated hydrocarbons from the Fort Hayes, Carlile, Niobrara and Codell Formations:

- a. Barmbrack 8-67-35-2C Well (API No. 05-123-44929) - Codell Formation;
- b. Blarney 8-67-35-2N Well (API No. 05-123-44920) - Niobrara Formation;
- c. Celtic 8-67-35-2C Well (API No. 05-123-44917) - Codell Formation;
- d. Charm 8-67-35-2C Well (API No. 05-123-44927) - Codell Formation;
- e. Colcannon 8-67-35-2C Well (API No. 05-123-44932) - Codell Formation;
- f. Leprechaun 8-67-35-2N Well (API No. 05-123-44924) - Niobrara Formation;
- g. Pot O'Gold 8-67-35-2C Well (API No. 05-123-44918) - Codell Formation;
- h. Shamrock 8-67-35-2C Well (API No. 05-123-44930) - Codell Formation.

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 Fort Hayes, Carlile, Niobrara and Codell 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 Fort Hayes, Carlile, 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 18th day of January, 2018.

Respectfully submitted,

ENERPLUS RESOURCES (USA) CORPORATION

By: James Parrot
James Parrot
Jillian Fulcher
Jobediah Rittenhouse
Beatty & Wozniak, P.C.
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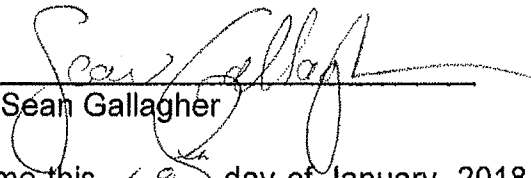
Address of Applicant
Enerplus Resources (USA) Corporation
Sean Gallagher, Senior Landman
950 17th Street, Suite 2200
Denver, Colorado 80202

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 10th day of January, 2018, by Sean Gallagher, Senior Landman for Enerplus Resources (USA) Corporation.

Witness my hand and official seal.

My commission expires: 5/18/2020

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

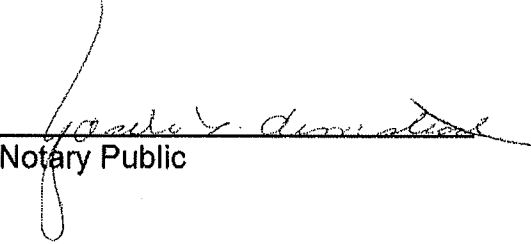

Notary Public

Exhibit A

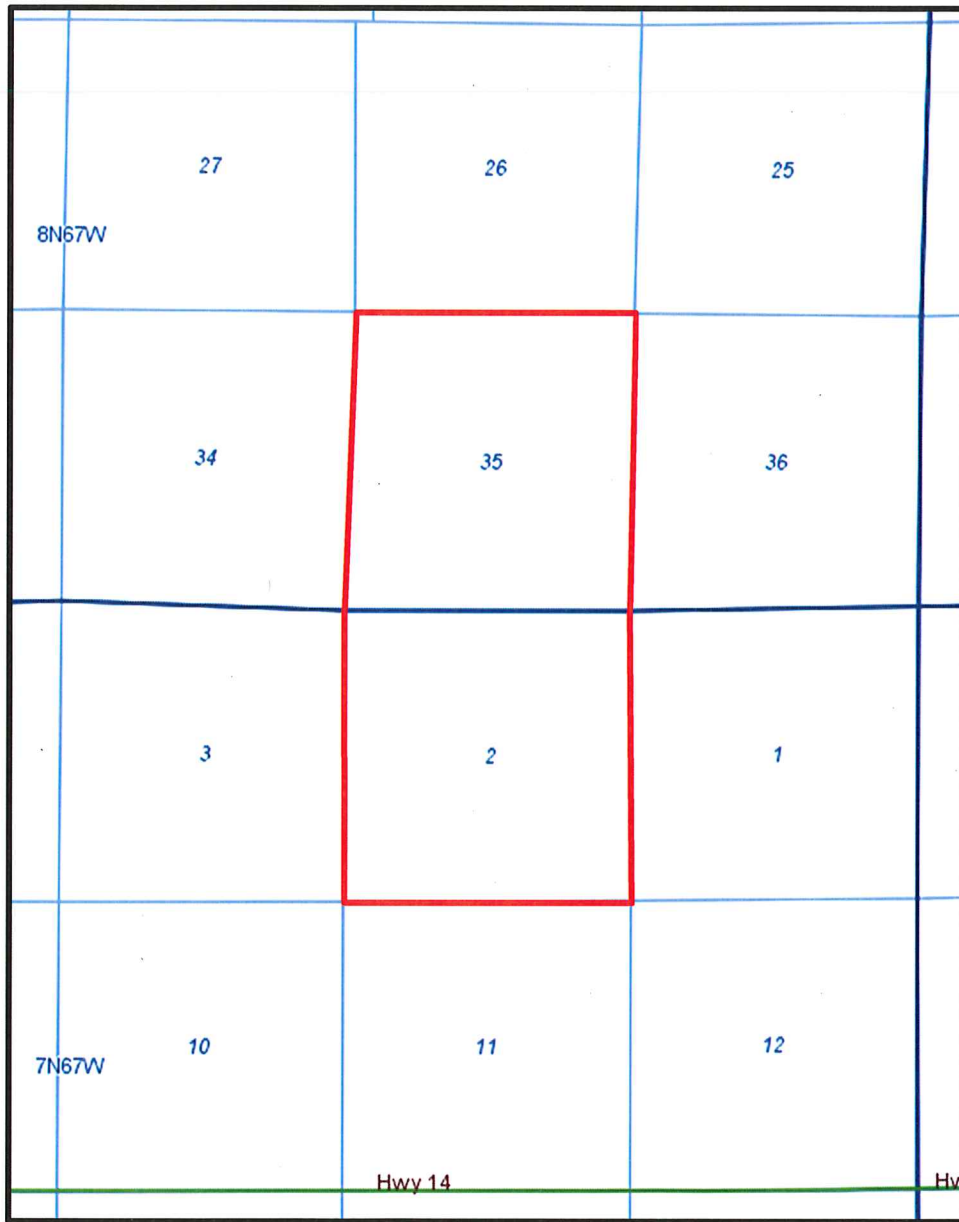
Reference Map for Pooling Application

Township 8 North, Range 67 West, 6th P.M.

Section 35: All

Township 7 North, Range 67 West, 6th P.M.

Section 2: All



 = Application Lands

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.

KERR-MCGEE OIL AND GAS ONSHORE, LP
1099 18TH ST
DENVER CO 80202

BAYSWATER EXPLORATION & PRODUCTION,
LLC
730 17TH ST, STE. 610
DENVER, CO 80202

BAYSWATER BLENHEIM HOLDINGS III, LLC
730 17TH ST, STE. 610
DENVER, CO 80202

EXTRACTION OIL AND GAS, LLC
1888 SHERMAN ST, STE 200
DENVER, CO 80203

LINCOLN ENERGY, LLC
P.O. BOX 6975
DENVER, CO 80206

PLATTE RIVER ENERGY, LLC
852 BROADWAY, SUITE 300
DENVER, CO 80203

WYOTEX DRILLING VENTURES, LLC
PO BOX 280969
LAKEWOOD, CO 80228-0969

CHESAPEAKE EXPLORATION, LLC
PO BOX 18496
OKLAHOMA CITY, OK 73154-0496

FRANK L. BAIAMONTE &
DIANA L. BAIAMONTE
CO-TRUSTEES OF TRUST NO.1,
DATED DECEMBER 28, 1951
PO BOX 57866,
WEBSTER, TX 77598-7866

FRANK L. BAIAMONTE AS SUCCESSOR
TRUSTEE OF TRUST NO. 2,
DATED APRIL 24, 1956
PO BOX 57866,
WEBSTER, TX 77598-7866

FRANK L. BAIAMONTE &
DIANA L. BAIAMONTE
CO-TRUSTEES OF TRUST NO.3,
DATED OCTOBER 7, 1963
3581 ALLISON STREET,
WHEAT RIDGE, CO 80033

OOGC AMERICA, INC.
C/O GOVERNANCE OFFICE
801 7 AVENUE SW
CALGARY AB
T2P 3P7

DRAKE CARLETON PARTNERSHIP, LLLP
11567 HIGHWAY 14
AULT, CO 80610

LONETTA LESH
207 SOUTH STREVELL AVE.
MILES CITY, MT 59301

FAMILY TREE CORPORATION
P.O. BOX 260498
LAKEWOOD, CO 80226

MONTY LESH
2103 FORT STREET
MILES CITY, MT 59301

CHERYL J. CLARK
19385 EAST PRENTICE LANE
CENTENNIAL, CO 80015

DARIN L. CLARY
10 BIRCH AVENUE
EATON, CO 80615

ANADARKO LAND CORP.
ATTN: WATTENBERG LAND MANAGER
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DENVER CO 80202

BAYSWATER BLENHEIM HOLDINGS II, LLC
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DENVER, CO 80202

BAYSWATER RESOURCES, LLC
730 17TH ST, STE. 610
DENVER, CO 80202

RANDALL E. SWIGERT
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AK RESOURCES, LLC
PO BOX 6975
DENVER, CO 80206

DOUG FRY AND JERI FRY,
AS JOINT TENANTS
10295 WCR 84
AULT, CO 80610

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

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6100 NORTH WESTERN AVENUE
OKLAHOMA CITY, OK 73118

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CO-TRUSTEES OF TRUST NO.1,
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WEBSTER, TX 77598-7866

OOGC AMERICA, INC.
C/O CNOOC INTERNATIONAL LIMITED
P.O. BOX 4705
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DONGCHENG DISTRICT, BEIJING
100010, P.R. CHINA

UNITED STATES OF AMERICA
BUREAU OF LAND MANAGEMENT
COLORADO STATE OFFICE

MARILYN J. CLARY, TRUSTEE OF THE
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ENCINITAS, CA 92024

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