

**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 21 AND 22, TOWNSHIP 8 NORTH, RANGE 67 WEST, 6TH P.M., FOR THE DEVELOPMENT/OPERATION OF THE FORT HAYES, CARLILE, CODELL AND NIOBRARA FORMATIONS, UNNAMED FIELD, WELD COUNTY, COLORADO	CAUSE NO. 535 DOCKET NO. TYPE: POOLING
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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 Sections 21 and 22, Township 8 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 21: All

Section 22: 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 October 30, 2017, the Commission entered Order No. 535-887, 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 No. 535-887, 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. Calgary 8-67-21-22C Well (API No. to be assigned) - Codell Formation;
- b. Camrose 8-67-21-22C Well (API No. to be assigned) - Codell Formation;
- c. Chestermere 8-67-21-22C Well (API No. to be assigned) - Codell Formation;
- d. Cold Lake 8-67-21-22C Well (API No. to be assigned) - Codell Formation;
- e. Grande Prairie 8-67-21-22N Well (API No. to be assigned) - Niobrara Formation;
- f. Red Deer 8-67-21-22C Well (API No. to be assigned) - Codell Formation;
- g. Spruce Grove 8-67-21-22N Well (API No. to be assigned) - Niobrara Formation;
- h. St. Albert 8-67-21-22C Well (API No. to be assigned) - 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

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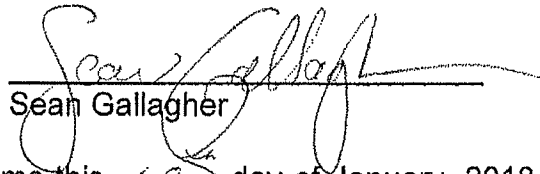
Address of Applicant
Enerplus Resources (USA) Corporation
Sean Gallagher, Senior Landman
950 17th Street, Suite 2200
Denver, Colorado 80202

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 19th 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

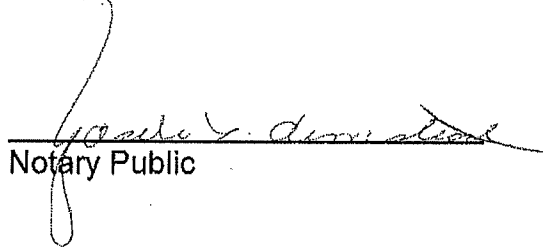

Notary Public

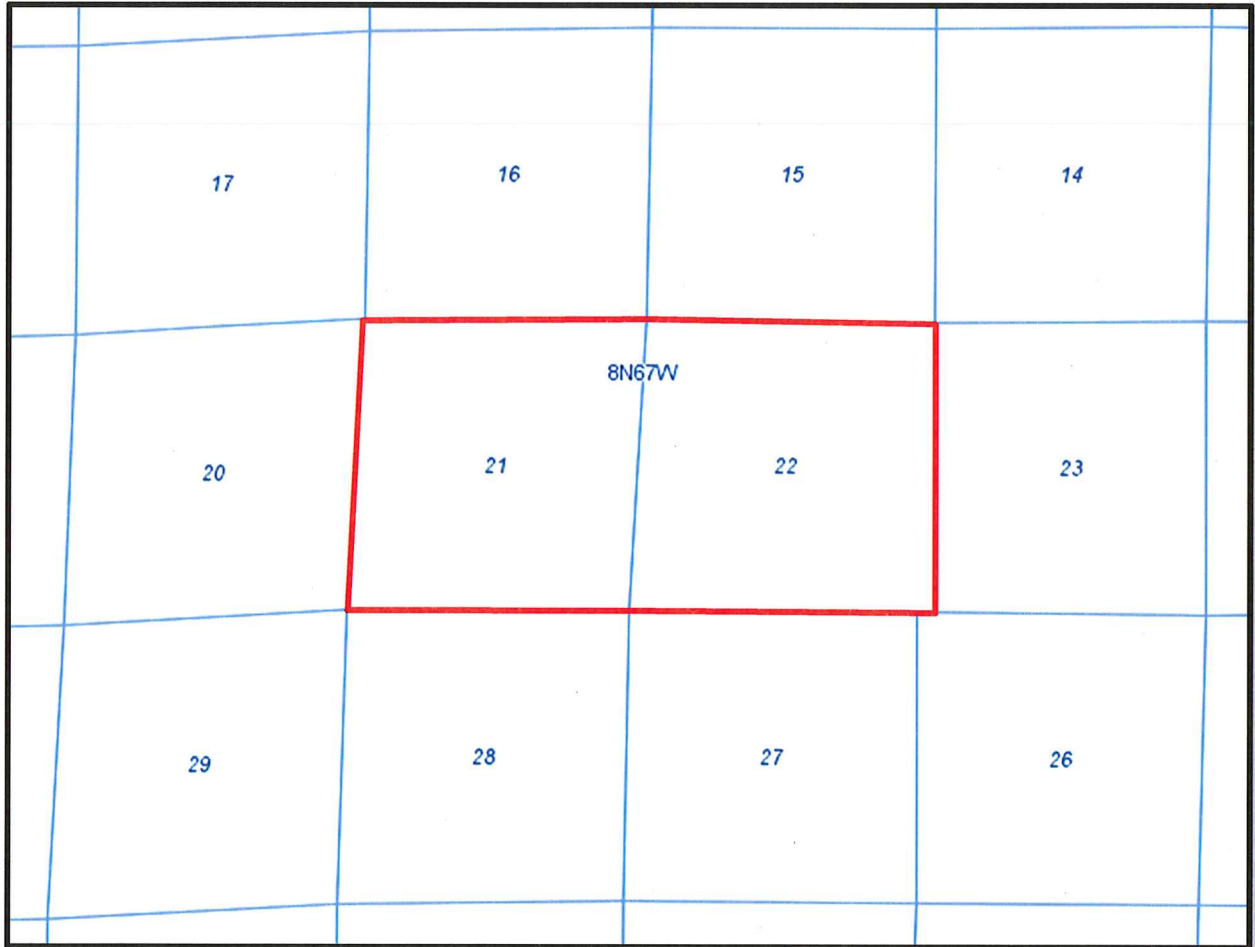
Exhibit A

Reference Map for Pooling Application

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

Section 21: All

Section 22: 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

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

PLATTE RIVER ENERGY, LLC
8038 E. LEHIGH DR.
DENVER, CO 80237

ROBERTA L. JOHNSON
756 MILLER COURT
LOVELAND, CO 80537

DOROTHY DUNN EVERETTE
2101 S. GARFIELD AVE. APT. 45
LOVELAND, CO 80537-7399

CTEF I MINERALS, LLC
999 18TH ST., STE 3370
DENVER, CO 80202

ANADARKO LAND CORP.
ATTN: WATTENBERG LAND MANAGER
1099 18TH ST, SUITE 1800
DENVER CO 80202

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

TERESA V. MORGAN
3226 NULCA STREET
AURORA, CO 80013

J. PAUL TURNER
2177 HIDDEN SPRINGS COURT
WEST LINN, OR 97068

COPPER TRAIL PARTNERS, LLC
999 18TH ST., STE 3370
DENVER, CO 80202