

**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 33,
TOWNSHIP 8 NORTH, RANGE 67 WEST, 6TH P.M.
AND SECTION 4, TOWNSHIP 7 NORTH, RANGE 67
WEST, 6TH P.M., FOR THE
DEVELOPMENT/OPERATION OF THE FORT
HAYES, CARLILE, CODELL AND NIOBRARA
FORMATIONS, WATTENGERG 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 33, Township 8 North, Range 67 West, 6th P.M. and Section 4, 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 33: All

Township 7 North, Range 67 West, 6th P.M.
Section 4: 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. 407-1937

and 535-772, 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. Order Nos. 407-1937 and 535-772, 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. Arkansas 8-67-33-4N Well (API No. 05-123-44903) - Niobrara Formation;
- b. Big Thompson 8-67-33-4C Well (API No. 05-123-44901) - Codell Formation;
- c. Cache La Poudre 8-67-33-4C Well (API No. 05-123-44899) - Codell Formation;
- d. Colorado 8-67-33-4N Well (API No. 05-123-44905) - Niobrara Formation;
- e. Mancos 8-67-33-4C Well (API No. 05-123-44900) - Codell Formation;
- f. Platte 8-67-33-4C Well (API No. 05-123-44906) - Codell Formation;
- g. Rio Grande 8-67-33-4C Well (API No. 05-123-44902) - Codell Formation;
- h. San Juan 8-67-33-4C Well (API No. 05-123-44904) - 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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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

)

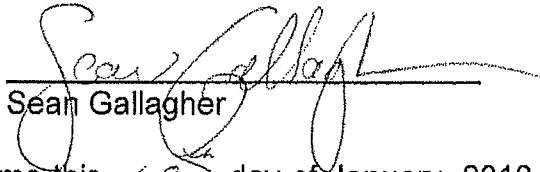
) ss.

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.

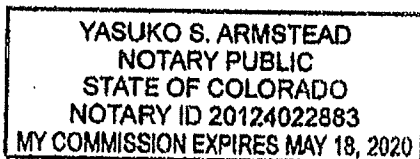
ENERPLUS RESOURCES (USA)
CORPORATION


Sean Gallagher

Subscribed and sworn to before me this 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



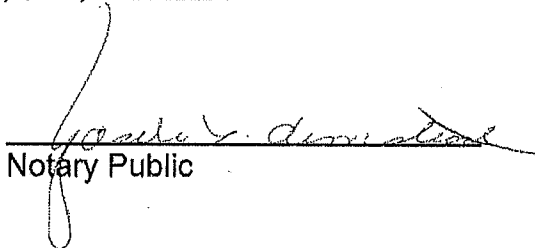

Notary Public

Exhibit A

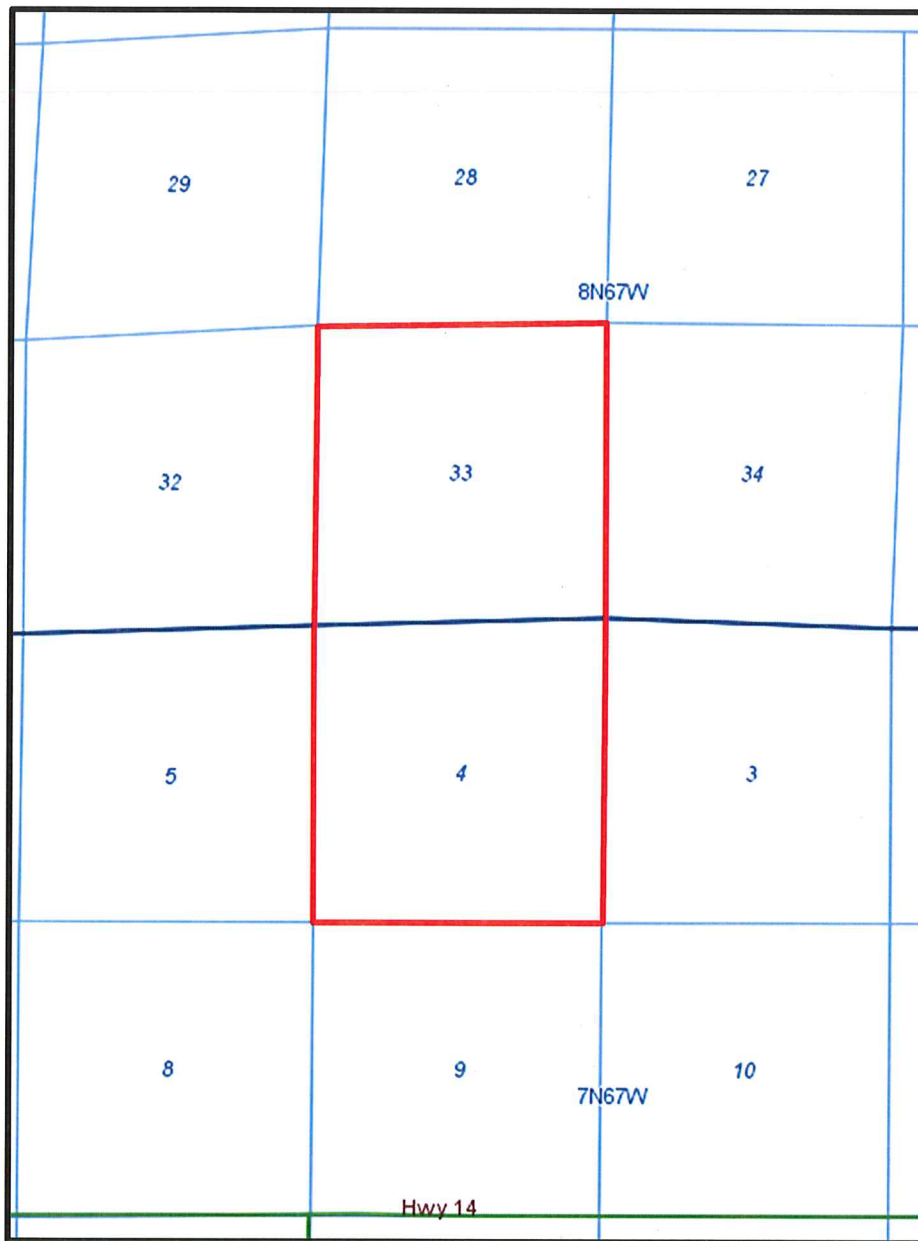
Reference Map for Pooling Application

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

Section 33: All

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

Section 4: All



 = Application Lands

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TYPE: POOLING

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

That she is a Legal Assistant at Beatty & Wozniak, P.C., attorneys for Enerplus Resources (USA) Corporation, and on or before January 25, 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.

Grace Go-Hoveland

Subscribed and sworn to before me this 5th day of February, 2018.

Witness my hand and official seal.

Notary Public

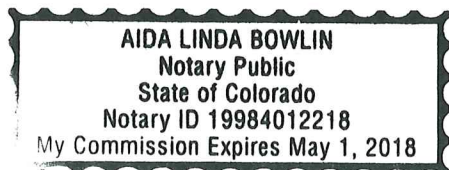


EXHIBIT A

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.

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

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

SYNERGY RESOURCES CORPORATION
20203 HIGHWAY 60
PLATTEVILLE, CO 80651

SPENCER A. AND JULIE W. MOLLERSTUEN
6150 W. PLYMOUTH DRIVE
LITTLETON, CO 80128

POCO MINERALS, LLC
P.O. BOX 601673
DALLAS, TX 75360

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

GARY R. AND LINDA J. DIEDE
P.O. BOX 452
FORT COLLINS, CO 80522

LOUIS A. OSWALD III, TRUSTEE
OF THE OSWALD FAMILY TRUST
P.O. BOX 280969
LITTLETON, CO 80228

DAVID B. AND CHERYL L. KOVAL
7334 S. PIERSON CT.
LITTLETON, CO 80127

JAMES E. CONNOR
3235 MOORE LN.
FORT COLLINS, CO 80526

PAUL HERSHEL DAVIS
9060 FIR DR.
THORNTON, CO 80241

BONNIE S. DAVIS
38 DETRICK DR.
GRANTS PASS, OR 97527

MARK R. AND JONI A. WHALEY
8495 WELD COUNTY ROAD #86
FORT COLLINS, CO 80524

PATRIOT RESERVES, LLC
P.O. BOX 40382
DENVER, CO 80204-40382

CU HAL A MCVEY TRUST, DATED 10/28/2003,
RESTATED 12/13/2011 CREDIT SHELTER TRUST
426 VIA VENTANA DRIVE
MESQUITE, NV 89027

SPENCER A. AND JULIE W. MOLLERSTUEN
6150 W. PLYMOUTH DRIVE
LITTLETON, CO 80128

JANE STACY PRATHER CUPP
11773 FRASIER STREET
BRIGHTON, CO 80603

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

CENTENNIAL MINERAL HOLDINGS, LLC
5950 CEDAR SPRINGS RD., STE 200
DALLAS, TX 75235

RAISA II, LLC
P.O. BOX 987
DENVER, CO 80201

LINCOLN ENERGY, LLC
1800 GLENARM PLACE, STE 703
DENVER, CO 80202

NEIL D. SHARP
888 NORTH LOGAN STREET, UNIT 3G
DENVER, CO 80203

KATHERINE L. GREGORY
1345 ALDRICH STREET
AIKEN, SC 29801

D. THOMAS DONAHUE
AND RHONDA K. DONAHUE
8132 COUNTY ROAD 86
FORT COLLINS, CO 80524

VIDA NOVA ROYALTIES, LLC
665 W. BURGUNDY ST., UNIT B
HIGHLANDS RANCH, CO 80129

KENNETH EARL ANDERSON, JR.
3407 CR 424W
HENDERSON, TX 75652

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2001 TEASLEY LANE, APT. 151
DENTON, TX 76205

KAREN LEAH DAVIS
9216 W. 100TH CIRCLE
WESTMINSTER, CO 80021

LARRY DAVIS
2105 KINGSDALE COURT
MCKINNEY, TX 75071

GREG AND SANDRA K. DEGI
8258 COUNTY ROAD 86
FORT COLLINS, CO 80524

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6650 N. ALPINE DRIVE
PARKER, CO 80134

HELEN D. MCVEY
640 11TH ST., #305
GOLDEN, CO 80401

DOROTHY E. PRATHER
2416 WEST DAVIES AVE.
LITTLETON, CO 80120