

**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 640-ACRE DRILLING AND SPACING UNIT ESTABLISHED FOR CERTAIN PORTIONS OF SECTIONS 33 AND 34, TOWNSHIP 8 NORTH, RANGE 66 WEST, 6TH P.M., FOR THE DEVELOPMENT/OPERATION OF THE NIOBRARA, FORT HAYES, CODELL, AND CARLILE 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 640-acre drilling and spacing unit established for Sections 33 and 34, Township 8 North, Range 66 West, 6th P.M., for the development and operation of the Niobrara, Fort Hayes, Codell, and Carlile 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 66 West, 6th P.M.

Section 33: S $\frac{1}{2}$

Section 34: S $\frac{1}{2}$

640 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 Niobrara, Fort Hayes, Codell, and Carlile Formations.

4. On January 29, 2018, the Commission entered Order No. 535-933, which, among other things, established an approximate 640-acre drilling and spacing unit, and authorized the drilling of one (1) horizontal well within the unit from the Niobrara Formation and three (3) horizontal wells within the unit for production of oil, gas, and associated hydrocarbons from the Niobrara, Fort Hayes, Codell, and Carlile Formations.

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

- a. Dante 8-66-34-33N Well (API No. to be assigned) – Niobrara Formation;
- b. Polaris 8-66-34-33C Well (API No. to be assigned) – Codell Formation;
- c. Saturn 8-66-34-33C Well (API No. to be assigned) – Codell Formation; and
- d. Valiant 8-66-34-33C 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 Niobrara, Fort Hayes, Codell, and Carlile 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 11th day of April, 2018.

Respectfully submitted,

ENERPLUS RESOURCES (USA) CORPORATION

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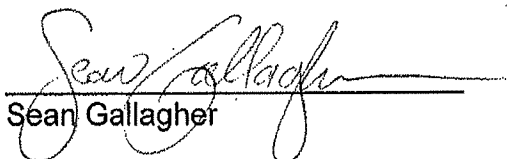
Address of Applicant
Enerplus Resources (USA) Corporation
Sean Gallagher, Senior Landman
950 17th Street, Suite 2200
Denver, Colorado 80202

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 11th day of April, 2018, by Sean Gallagher, Senior Landman for Enerplus Resources (USA) Corporation.

Witness my hand and official seal.

My commission expires: 1.10.2019

JACQUELINE K JOHNSON
NOTARY PUBLIC
STATE OF COLORADO
NOTARY ID 20114000384
COMMISSION EXPIRES JAN. 10, 2019

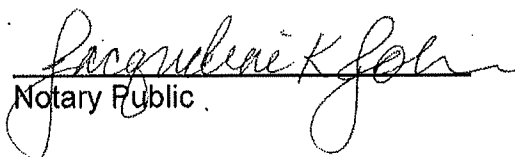

Notary Public

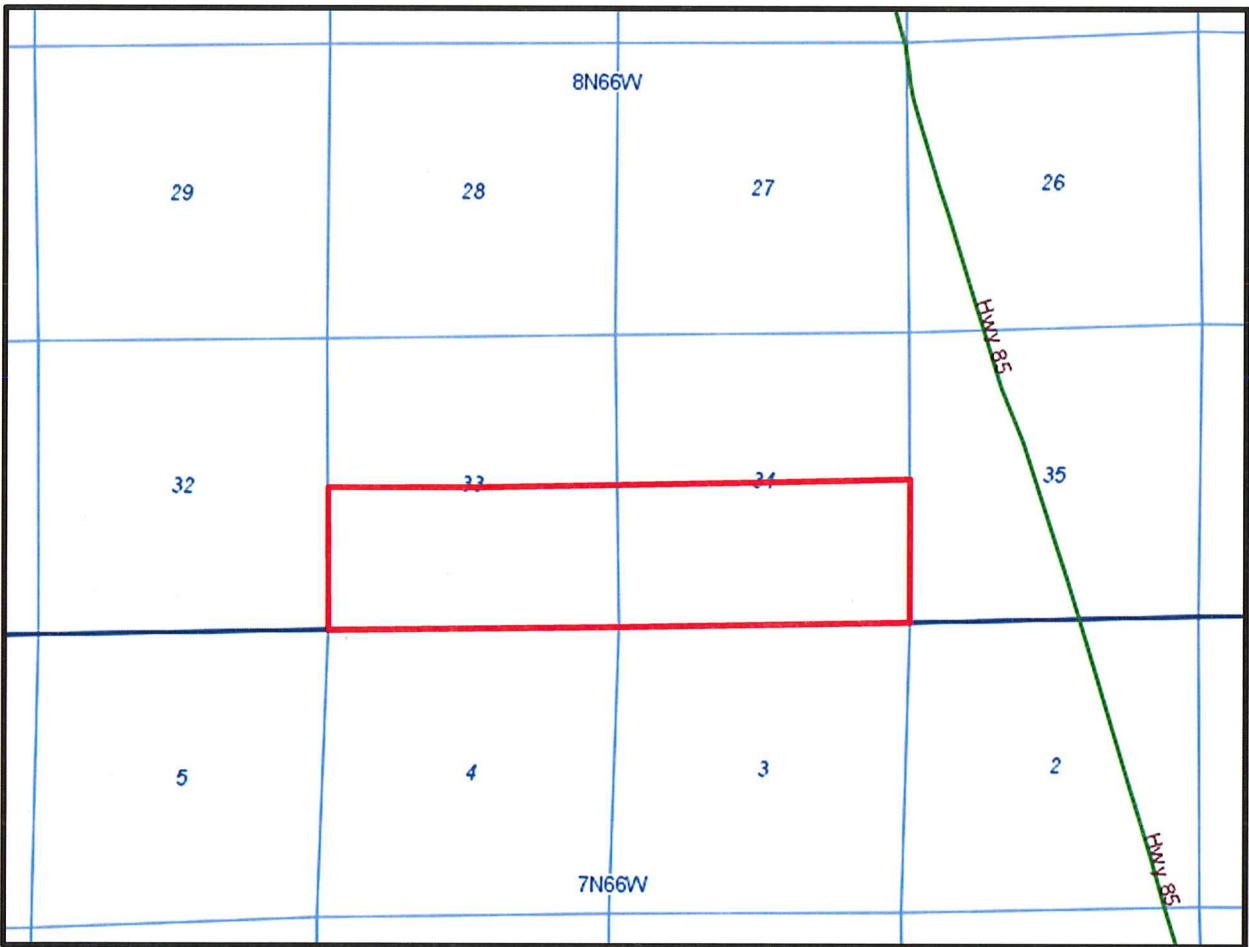
Exhibit A

Reference Map for Pooling Application

Township 8 North, Range 66 West, 6th P.M.

Section 33: S $\frac{1}{2}$

Section 34: S $\frac{1}{2}$



 = 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
Attn: Wattenberg Land Manager
1099 18th Street, Suite 1800
Denver, CO 80202-1918

Wolfhawk Energy Holdings, LLC
999 18th Street, Suite 1650S
Denver, CO 80202

Geist Mineral Trust
745 N. Lincoln Avenue
Loveland, CO 80537

Edge Energy II, LLC
1301 Washington Ave., Ste 300
Golden, CO 80401

Extraction Oil and Gas, LLC
370 17th St, Ste. 5300
Denver, CO 80202

Lincoln Energy, LLC
P.O. Box 6975
Denver, CO 80206

Platte River Energy
8038 E. Lehigh Dr.
Denver, CO 80237

Karen Dominy
17915 Beth Ct.
Homewood, IL 60430

Collette Baxter
10246 Joseph Dr.
Highlands Ranch, CO 80130

The Estate of Harold Fry, deceased
c/o Margery Kelly
6429 E. Ludlow
Scottsdale, AZ 85254

Adriene C. Makula
P.O. Box 4125
Mesa, AZ 85211

Suzanne Marie Fry
P.O. Box 5283
Mesa, AZ 85211

The Estate of William W. Fry, deceased
c/o Harold Kenneth Fry
10455 W. 81st Pl.
Arvada, CO 80005

Anadarko Land Corp.
Attn: Wattenberg Land Manager
1099 18th Street, Suite 1800
Denver, CO 80202-1918

Maureen Herbard
53405 Baltimore Dr., Apt. #16
La Mesa, CA 91942

Gary Fry
948 E. Boston Ave.
Youngstown, OH 44502

Kathy Moscrip
270 N. Cedar Ct.
Fruita, CO 81521

Margery Kelly
6429 E. Ludlow
Scottsdale, AZ 85254

Synergy Resources Corporation
1675 Broadway, Suite 2600
Denver, CO 80202

The Estate of Joseph Burke, Jr., deceased
c/o John S. Eaton
3725 South Poplar Street
Denver, CO 80237

Martha Burke-Eaton
3725 S. Poplar St.
Denver, CO 80237

City of Thornton
9500 Civic Center Drive
Thornton, CO 80229

John J. King
1700 Broadway
Denver, CO (1954 address)

The Estate of Frederick S. Fry, deceased
c/o Maureen Herbard
53405 Baltimore Dr., Apt. #16
La Mesa, CA 91942

The Estate of Joseph Fry, deceased
c/o Kathy Moscrip
270 N. Cedar Ct.
Fruita, CO 81521

Catherine Peterson
15251 County Road 86
Pierce, CO 80650

John S. Eaton
3725 South Poplar Street
Denver, CO 80237

Betty June Friend
15603 WCR 86
Pierce, CO 80650

Larry Wayne Friend
15603 WCR 86
Pierce, CO 80650

Elizabeth J. Friend aka Betty Friend
and Larry W. Friend, as Joint Tenants
15603 WCR 86
Pierce, CO 80650

Elizabeth J. Friend and Elma J. Johnston,
co-trustees of the Revocable Trust
Agreement of Zella M. Woods
15603 WCR 86
Pierce, CO 80650

Elizabeth J. Friend and Elma J. Johnston,
co-trustees of the Revocable Trust
Agreement of Lottie Evelyn King
15603 WCR 86
Pierce, CO 80650

Harold Kenneth Fry
10455 W. 81st Pl.
Arvada, CO 80005

Barbara M. Jordan
63096 Marsh Orchid Rd.
Bend, OR 97701

Dana Miller
15461 County Road 86
Pierce, CO 80650

Dwight and Michelle Burke, Joint Tenants
33130 County Road 33
Greeley, CO 80631