

**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 3,
TOWNSHIP 7 NORTH, RANGE 67 WEST, 6TH P.M.
AND SECTION 34, TOWNSHIP 8 NORTH, RANGE 67
WEST, 6TH P.M., FOR THE
DEVELOPMENT/OPERATION OF THE NIOBRARA,
FORT HAYES, CODELL, AND CARLILE
FORMATIONS, UNNAMED FIELD, WELD COUNTY,
COLORADO

CAUSE NOS. 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 3, Township 7 North, Range 67 West, 6th P.M. and Section 34, Township 8 North, Range 67 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 7 North, Range 67 West, 6th P.M.

Section 3: All

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

Section 34: 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 Niobrara, Fort Hayes, Codell, and Carlile Formations.

4. On April 27, 1998, the Commission adopted Rule 318A. which, among other things, allowed certain drilling locations to be utilized to drill or twin a well, deepen a well or recomplete a well and to commingle any or all of the Cretaceous Age Formations from the base of the Dakota Formation to the surface. On December 5, 2005, Rule 318A. was amended to allow interior infill and boundary wells to be drilled and wellbore spacing units to be established. On August 8, 2011, Rule 318A. was again amended to, among other things, address drilling of horizontal wells. The Application Lands are subject to Rule 318A.

5. On January 29, 2018, the Commission entered Order Nos. 407-2359 and 535-939, which , among other things, established an approximate 1,280-acre drilling and spacing unit, and authorized the drilling of two (2) horizontal wells within the unit from the Niobrara Formation and six (6) horizontal wells within the unit for production of oil, gas, and associated hydrocarbons from the Niobrara, Fort Hayes, Codell, and Carlile Formations.

6. 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. Deerfoot Trail 7-67-3-34N Well (API No. to be assigned) - Niobrara Formation;
- b. Memorial 7-67-3-34N Well (API No. to be assigned) - Niobrara Formation;
- c. Crowchild 7-67-3-34C Well (API No. to be assigned) - Codell Formation;
- d. Macleod Trail 7-67-3-34C Well (API No. to be assigned) - Codell Formation;
- e. Glenmore Trail 7-67-3-34C Well (API No. to be assigned) - Codell Formation;
- f. Sarcee 7-67-3-34C Well (API No. to be assigned) - Codell Formation;
- g. Bow Trail 7-67-3-34C Well (API No. to be assigned) - Codell Formation; and
- h. McKnight 7-67-3-34C Well (API No. to be assigned) - Codell Formation.

These wells are collectively referred to hereinafter as the "Subject Wells."

7. 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.

8. 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.

9. 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.

10. 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.

11. 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.

12. 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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Address of Applicant

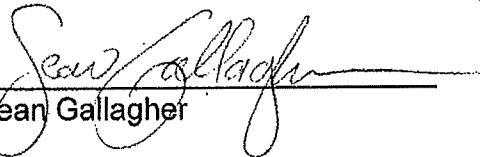
Enerplus Resources (USA) Corporation
Sean Gallagher, Senior Landman
950 17th Street, Suite 2200
Denver, Colorado 80202

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

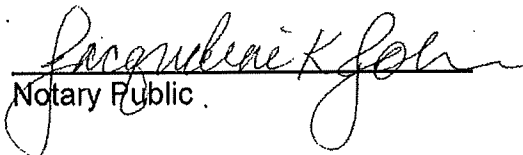

Notary Public

Exhibit A

Reference Map for Pooling Application

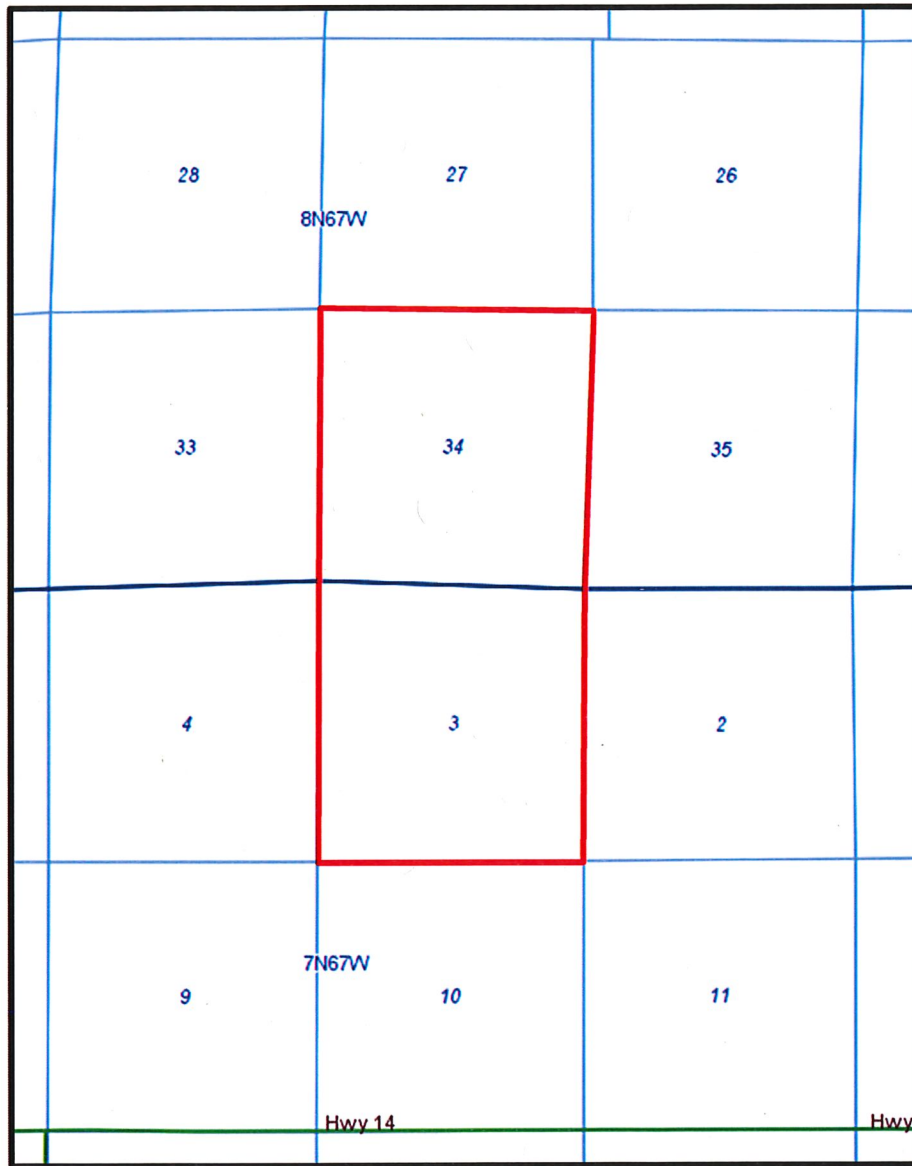
Township 7 North, Range 67 West, 6th P.M.

Section 3: All

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

Section 34: All

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



 = 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

8 North, LLC
1888 Sherman St, Ste 200
Denver, CO 80203

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, LLC
8038 E. Lehigh Dr.
Denver, CO 80237

United States of America
Bureau of Land Management
2850 Youngfield St
Lakewood, CO 80215

Kira M. Smith
1117 West Franklin Ave.
Minneapolis, MN 55405

Roger Young
1828 Wallenburg Drive
Ft. Collins, CO 80526

Wolfhawk Energy Holdings, LLC
1580 Lincoln Street, Ste. 1110
Denver, CO 80203

Water Supply and Storage Company
PO Box 1584
Ft. Collins, CO 80522

Robert P. Dykes Revocable Trust,
Dated 0/14/2011
PO Box 260498
Lakewood, CO 80226

Lost River Trading Company, LLC,
a WY LLC
PO Box 260498
Lakewood, CO 80226

Arbor Mineral Company, LLC, a WY LLC
PO Box 260498
Lakewood, CO 80226

Linda Smith
1628 Karlann Drive
Blackhawk, CO 80422

Bradley J. Rex aka Bradley Joseph Rex
7046 South 44th Court
Phoenix, AZ 85042

Charles S. Smith, Jr., ind & as heir
of Kathleen A. Smith, deceased
9737 Copper Creek
Converse, TX 78109

Eileen M. Faz, ind and as heir
of Kathleen A. Smith, deceased
3236 Morning Creek
San Antonio, TX 78247

Elizabeth A. Williams, ind & as heir
of Kathleen A. Smith, deceased
310 Oak Bend Dr.
LaVernia, TX 78121

Catherine M. Derrick fka Catherine
M. Smith, ind and as heir of
Kathleen A. Smith, deceased
4511 Lakeway Dr.
San Antonio, TX 78244

Patricia L. Smith, ind and as heir
of Kathleen A. Smith, deceased
415 Ridgeway St
Kingsland, TX 78639

Carole T. Perez, ind and as heir
of Kathleen A. Smith, deceased
of Kathleen A. Smith, deceased
21807 Ruby Run
San Antonio, TX 78259

Pamela J. Carnahan and Lyle E.
Carnahan, h/w, Ind and as heir of
Mathew J. Smith, deceased
2512 West 26th Street Rd
Greeley, CO 80634

Curtis J. Smith and Deborah Smith,
h/w, individually and as heir of
Mathew J. Smith, deceased
4807 Kiowa Dr.
Greeley, CO 80634

Leroy Smith aka Leroy D. Smith aka Leroy
Darland Smith and Robin Ann Raburn, h/w
1250 Terrace Road
Colorado Springs, CO 80904

Mathew J. Smith
4807 Kiowa Dr
Greeley, CO 80634

Burd Ranch, LLC
c/o Richard E. Burd and Karen D. Burd
1190 Grayhawk Road
Eaton, CO 80615

Amy L. Phelps, single
1701 Koontz Lane
Carson City, NV 89701

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

Thomas E. Varra and Diana F. Varra, JT
9080 WCR 102
Nunn, CO 80648

Sandra K. Whitman
112 Brigantine Circle
Norwell, MA 02061

Sandra K. Whitman
1055 Greenwood Drive
Nunn, CO 81503

Gary Goldsmith
CMR 701, POB 1569
APO, AP 96555-0016

Sybel Jacobsen aka Sybel A. Jacobsen
1862 Sandstone Court
Loveland, CO 80537

Jeanette Hutchinson aka Jeanette
R. Hutchinson, a married woman
315 NW 11th Avenue
Boca Raton, FL 33486

Clara M. Smith, a single woman
2101 W. Gill Place
Denver, CO 80223

Everett L. Smith and Fulvia I. Smith, h/w
137 Ridge Drive
Woodland Park, CO 80863

Carole I. Parsons, single woman
1405 East 16th St, Apt. B
Loveland, CO 80538

Bonnie Downey and Gene Downey, w/h
2005 Shelburne Court
Fort Collins, CO 80524

Michael J. Smith, ind and as heir
of Kathleen A. Smith, deceased
21807 Ruby Run
San Antonio, TX 78259

Charlotte N. Rebar, ind and as heir
of Kathleen A. Smith, deceased
214 Chesswood
San Antonio, TX 78228

Diana Lee Smith, individually
2429 Freetown Drive
Reston, VA 20191

Kent Kingsley Smith, individually
124 Eastern Heights Drive
Ithica, NY 14850

Melanie Ann Smith, single
1633 Cecile Street
McLean, VA 22101

Wendy S. Carroll and
Carlton W. Carroll, w/h
4764 Helios Path
Barboursville, VA 22923

Shelley Lyn Smith Shankle aka Shelley
S. Shankle and Byron J. Shankle, w/h
1572 Duet Road
Madison, VA 22727

Dwight Vancil Smith & Regina Dawn Smith,
h/w
11623 ocotillo Dr.
Houston, TX 77095

Natasha Karn, a single woman
5240 11th Ave South
Minneapolis, MN 55417

Rampike Resources, LTD, a Colorado LLC
730 17th Street, Suite 370
Denver, CO 80202