

**BEFORE THE OIL & GAS CONSERVATION COMMISSION
OF THE STATE OF COLORADO**

IN THE MATTER OF AN APPLICATION BY SRC ENERGY INC. FOR AN ORDER POOLING ALL INTERESTS IN AN APPROXIMATE 1,440-ACRE DRILLING AND SPACING UNIT ESTABLISHED FOR SECTIONS 1 AND 2, TOWNSHIP 5 NORTH, RANGE 67 WEST, 6TH P.M. AND CERTAIN PORTIONS OF SECTION 6, TOWNSHIP 5 NORTH, RANGE 66 WEST, 6TH P.M., FOR THE DEVELOPMENT AND OPERATION OF THE CODELL AND NIOBRARA FORMATIONS, WATTENBERG FIELD, WELD COUNTY, COLORADO

CAUSE NO. 407

DOCKET NO.

TYPE: POOLING

APPLICATION

SRC Energy Inc. (Operator No. 10311) ("SRC" 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 ("Commission") for an order pooling all interests in an approximate 1,440-acre drilling and spacing unit established for Sections 1 and 2, Township 5 North, Range 67 West, 6th P.M. and certain portions of Section 6, Township 5 North, Range 66 West, 6th P.M., for the development and operation of the 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 5 North, Range 66 West, 6th P.M.

Section 6: W $\frac{1}{2}$ W $\frac{1}{2}$

Township 5 North, Range 67 West, 6th P.M.

Section 1: All

Section 2: All

1,440 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. 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.

4. On December 11, 2017, the Commission entered Order No. 407-2277, which, among other things, established an approximate 1,440-acre drilling and spacing unit for the Application Lands, and authorized the drilling of up to 20 horizontal wells for production of oil, gas, and associated hydrocarbons from the Codell and Niobrara Formations.

5. Pursuant to Order No. 407-2277, Applicant plans to drill the below-described wells within the Application Lands, for the production of oil, gas, and associated hydrocarbons from the Codell and Niobrara Formations:

- a. Bluff Federal 4N-2A-L Well (API No. 05-123-46532) - Niobrara Formation
- b. Bluff Federal 4N-2C-L Well (API No. 05-123-46534) - Niobrara Formation
- c. Bluff Federal 4N-2B-L Well (API No. 05-123-46528) - Niobrara Formation
- d. Bluff Federal 31C-2-L Well (API No. 05-123-46535) - Codell Formation
- e. Bluff Federal 31N-2B-L Well (API No. 05-123-46538) - Niobrara Formation
- f. Bluff Federal 5C-2-L Well (API No. 05-123-46529) - Codell Formation
- g. Bluff Federal 5N-2C-L Well (API No. 05-123-46537) - Niobrara Formation
- h. Bluff Federal 5N-2B-L Well (API No. 05-123-46530) - Niobrara Formation
- i. Bluff Federal 32C-2-L Well (API No. 05-123-46533) - Codell Formation
- j. Bluff Federal 32N-2C-L Well (API No. 05-123-46536) - Niobrara Formation
- k. Greeley-Rothe Federal 32C-2-L Well (API No. 05-123-40240) - Codell Formation
- l. Greeley-Rothe Federal 32N-2B-L Well (API No. 05-123-40245) - Niobrara Formation
- m. Greeley-Rothe Federal 12N-2C-L Well (API No. 05-123-40242) - Niobrara Formation
- n. Greeley-Rothe Federal 12N-2A-L Well (API No. 05-123-40246) - Niobrara Formation
- o. Greeley-Rothe Federal 12C-2-L Well (API No. 05-123-40243) - Codell Formation
- p. Greeley-Rothe Federal 33N-2C-L Well (API No. 05-123-40291) - Niobrara Formation
- q. Greeley-Rothe Federal 33N-2B-L Well (API No. 05-123-40241) - Niobrara Formation

- r. Greeley-Rothe Federal 13C-2-L Well (API No. 05-123-40238) - Codell Formation
- s. Greeley-Rothe Federal 13N-2B-L Well (API No. 05-123-40239) - Niobrara Formation
- t. Greeley-Rothe Federal 13N-2C-L Well (API No. 05-123-40244) - Niobrara 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, including, but not limited to, any nonconsenting interests, in the Application Lands, for the development and operation of the Codell and Niobrara 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 the Subject Wells within WSU Nos. 1 and 2.

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 the Subject Wells.

9. 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.

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 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 Codell and Niobrara Formations, 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 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 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 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,

SRC ENERGY INC.

By: Jobediah J. Rittenhouse
Jillian Fulcher
James P. Parrot
Jobediah J. Rittenhouse
Beatty & Wozniak, P.C.
Attorneys for Applicant
216 16th Street, Suite 1100
Denver, Colorado 80202
(303) 407-4499
jfulcher@bwenergylaw.com
jparrot@bwenergylaw.com
jrittenhouse@bwenergylaw.com

Address of Applicant
SRC Energy Inc.
ATTN: Matt Johnson
1625 Broadway, Suite 300
Denver, Colorado 80202

VERIFICATION

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

Matthew Johnson, Senior Landman for SRC Energy Inc., 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.

SRC ENERGY INC.

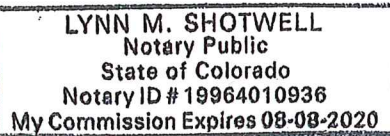


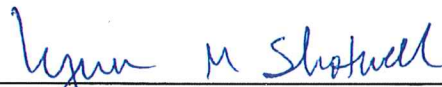
Matthew Johnson

Subscribed and sworn to before me this 11th day of April, 2018,
by Matthew Johnson, Senior Landman for SRC Energy Inc.

Witness my hand and official seal.

My commission expires: 8/8/2020





Notary Public

Exhibit A

Reference Map for Pooling Application

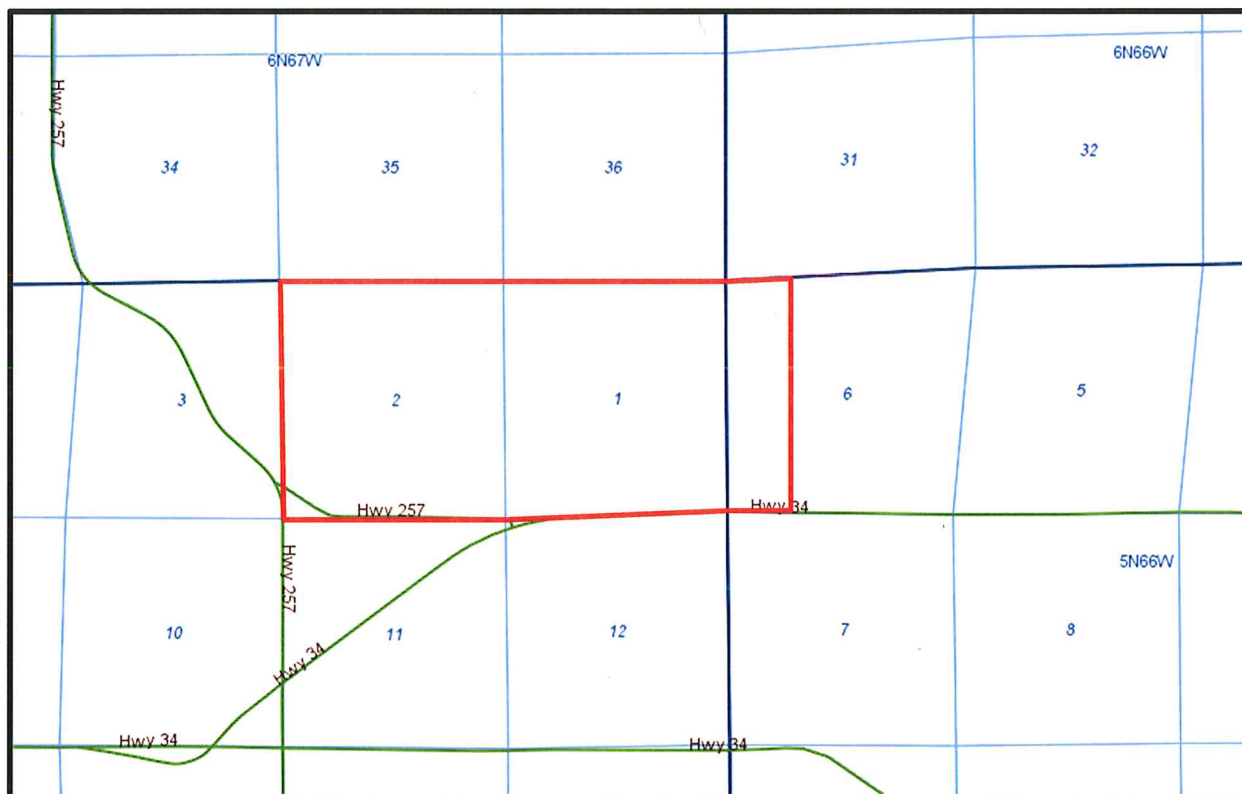
Township 5 North, Range 66 West, 6th P.M.

Section 6: $W\frac{1}{2}W\frac{1}{2}$

Township 5 North, Range 67 West, 6th P.M.

Section 1: All

Section 2: All



IN THE MATTER OF AN APPLICATION BY SRC ENERGY INC. FOR AN ORDER POOLING ALL INTERESTS IN AN APPROXIMATE 1,440-ACRE DRILLING AND SPACING UNIT ESTABLISHED FOR SECTIONS 1 AND 2, TOWNSHIP 5 NORTH, RANGE 67 WEST, 6TH P.M. AND CERTAIN PORTIONS OF SECTION 6, TOWNSHIP 5 NORTH, RANGE 66 WEST, 6TH P.M., FOR THE DEVELOPMENT AND OPERATION OF THE CODELL AND NIOBRARA FORMATIONS, WATTENBERG FIELD, WELD COUNTY, COLORADO

TYPE: POOLING

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

That she is a Legal Assistant at Beatty & Wozniak, P.C., attorneys for SRC Energy Inc., and on or before the 18th day of April, 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.

Subscribed and sworn to before me this 17th day of April, 2018

Notary Public

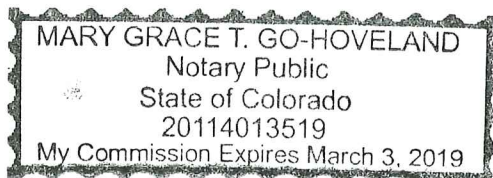


EXHIBIT A

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.

ALFRED P. DAVIS AND MARILYN M. DAVIS
(HEIR HANS GARTNER)
2423 LAKE DR,
LOVELAND, CO 80538

ANADARKO E&P ONSHORE LLC
1099 18TH ST., SUITE 1800
DENVER, CO 80202

BOKF, NA., AS AGENT FOR U.S. BANK, N.A.
TRUSTEE OF THE T.E. MCCLINTOCK T/U/W
F/B/O MARY M. SWIFT
C/O BANK OF OKLAHOMA NA, AGENT
PO BOX 1588
TULSA, OK 74101

CHARLES RAY JONES III AND
ANNA KAY JONES
10110 HIGHWAY 257 SPUR
GREELEY, CO 80634

CONNIE W. HATTON
28990 HWY. 257
GREELEY, CO 80634

DAVID SCHLOTHAUER
8038 STEWART AVENUE
LOS ANGELES, CA 90045

DEPARTMENT OF TRANSPORTATION
OF THE STATE OF COLORADO
4201 E ARKANSAS AVE #212, P 03-060-00
DENVER, CO 80222

ESTATE OF DWIGHT P. PALSER
2118 22ND ST ROAD
GREELEY, CO 80631

ESTATE OF VERNON D. ANDERSON
24621 MENDOCINO COURT
LAGUNA HILLS, CA 92653

GEORGE E. LAMB
33 LEDDY DR
EPPING, NH 03042-3308

GREELEY-ROTHER, LLC
4100 E MISSISSIPPI AVE, #500
GLENDALE, CO 80631

INCLINE MINERALS, LLC
5019 N CENTRAL EXPWY, STE. B
DALLAS, TX 75205

JACK AND SHARYN GARTNER (HEIR HANS
GARTNER)
2185 RIDGE ROAD
ESTES PARK, CO 80517

JOHN HEINEMANN
1900 D STREET
BELLINGHAM, WA 98225

LAMB LIVING TRUST DATED APRIL 2 2003
CHARLES S & RITA M LAMB
1826 E. MULBERRY AVE
LAS CRUCES, NM 88001

LYNN A. HAMMOND (HEIR HANS
GARTNER)
NORMA G HAMMOND, JT
1255 WEST 6TH STREET
LOVELAND, CO 80537

MARY L. OHLMANN
11667 US HIGHWAY 34
GREELEY, CO 80634

MICHAEL O. CULLUP AND ROSANNE C.
CULLUP (JTWROS)
9937 10TH STREET
GREELEY, CO 80634

PAWNEE BUTTE ROYALTIES LLC
PO BOX 4361
ENGLEWOOD, CO 80155

REARDEN MINERALS, LLC
5914 W. COURTYARD DR. STE 100
AUSTIN, TX 78730

RICK D. HERTZKE
427 PELICAN COVE
WINDSOR, CO 80550

RONNIE E. HOGAN (HEIR HANS GARTNER)
SHIRLEY A HOGAN, JT
3120 BENT DRIVE
LOVELAND, CO 80538

STRATEGIC ENERGY INCOME FUND III LP
2350 N FOREST RD
GETZVILLE, NY 14068-1296

SUCCESSORS OF GEORGE A. CARLSON,
JR.
912 B WOODSIDE CIR
KISSIMMEE, FL 32741

SUSAN M. DATZ
1726 KENNEDY AVE
LOVELAND, CO 80538-3463

THE LAMB FAMILY REVOCABLE TRUST OF
2014 DATED JULY 9, 2013
33 LEDDY DR
EPPING, NH 03042-3308

UNION PACIFIC RESOURCES COMPANY
PO BOX 843169
DALLAS, TX 75284-3169

WELD COUNTY
P.O. BOX 758
1150 O STREET
GREELEY, CO 80632

WILLIAM F. RUDOLPH AND BETTY J.
RUDOPH
1800 CARRIAGE LANE
FT. COLLINS, CO 80525

ALARADO, LLC
PO BOX 3190
CENTENNIAL, CO 80161-3190

INCLINE NIOBRARA PARTNERS, LP
5019 N CENTRAL EXPRESSWAY, SUITE B
DALLAS, TX 75205

WOLFHAWK ENERGY HOLDINGS, LLC
999 18TH STREET, SUITE 1650S
DENVER, CO 80202

DOROTHY A. ABBOTT
639 46TH AVENUE CT
GREELEY, CO 80634

EVA KRISTINA EHRENFEUCHT
REVOCABLE TRUST
438 W GRIFFITH ST
LOUISVILLE, CO 80027-1658

ANADARKO E&P COMPANY LP
1099 18TH ST., SUITE 1800
DENVER, CO 80202

BARBARA WEBER
805 BROSS STREET,
LONGMONT, CO 80501

CAROLINE R. CHILSON (HEIR HANS
GARTNER)
6610 CHOKECHERRY DR.
LOVELAND, CO 80538

CHARLES S. LAMB AND RITA M. LAMB,
TRUSTEES,
OR THEIR SUCCESSORS IN TRUST
UNDER THE LAMB LIVING TRUST
DATED APRIL 2, 2003, AND ANY
AMENDMENTS THERETO
1826 E. MULBERRY AVE,
LAS CRUCES, NM 88001

DANIEL J. RUDOLPH AND MICHELLE
RUDOLPH
301 RIDGEWOOD CT
FT. COLLINS, CO 80524-8816

DEBORAH J. MITCHELL
PO BOX 370748
DENVER, CO 80237

ERICA HEINEMANN
10025 SAN GUILLERMO LANE
ATASCADERO, CA 93422

ESTATE OF LUCILLE A. SANDBERG
1802 12TH ST
GREELEY, CO 80631

GEIST MINERAL TRUST
P.O. BOX 7461
925 RED FIR PLACE
LOVELAND, CO 80538

GIEST MINERAL TRUST
P.O. BOX 7461
925 RED FIR PLACE
LOVELAND, CO 80538

HERTZKE HOLSTEINS, LTD
427 PELICAN COVE
WINDSOR, CO 80550

INCLINE NIOBRARA PARTNERS, LP
5019 N CENTRAL EXPWY, STE. B
DALLAS, TX 75205

JAMES L. RUDOLPH
PO BOX 367
MOSS BEACH, CA 94038

KENT AND CAROLINE B. RICKENBAUGH
GRANDCHILDREN'S TRUST
COLORADO STATE BANK AND TRUST,
TRUSTEE
1600 BROADWAY
DENVER, CO 80202

LORI P. JONES
3406 LUPTON AVE.
EVANS, CO 80620

MARY KAY MINION
14626 SUNRISE CANYON ROAD
POWAY, CA 92064-4940

MCCLINTOCK & NIKOLORIC LLC
PO BOX 1588
TULSA, OK 74101-1588

ORR RESOURCES, LLC C/O ED ORR
1813 61ST AVENUE, SUITE 200
GREELEY, CO 80634

PEGGY SALZMAN
221 WEST 57TH ST #B8
LOVELAND, CO 80538

REGAL PETROLEUM, L.L.C.
PO BOX 3126
HOUSTON, TX 77253

ROBERT JESSEN
2201 23RD AVENUE
LONGMONT, CO 80501

SHUR VIEW LIMITED PARTNERSHIP
PO BOX 62623
COLORADO SPRINGS, CO 80962-2623

STRATEGIC ENERGY INCOME FUND IV LP
2350 N FOREST RD
GETZVILLW, NY 14068-1296

SUSAN B. SHERIDAN
1955 MOORINGLINE DRIVE
VERO BEACH, FL 32963

TERRY A. DATZ
77 S ADAMS ST APT 305
DENVER, CO 80209

THOMAS SCHLOTHAUER
21102 VIRTUOSO
IRVINE, CA 92620-2198

UNITED STATES OF AMERICA
2850 YOUNGFIELD ST
LAKEWOOD, CO 80215

WILLIAM F. RUDOLPH (NOW DECEASED)
AND
BETTY J. RUDOLPH (NOW DECEASED)
1800 CARRIAGE LANE
FT. COLLINS, CO 80525

ACOMA ENERGY, LLC
4100 E. MISSISSIPPI AVE, SUITE 400
DENVER, CO 80246
EXTRACTION OIL & GAS, LLC
370 17TH ST., SUITE 5300
DENVER, CO 80202

KERR-MCGEE OIL & GAS ONSHORE LP
1099 18TH ST., SUITE 1800
DENVER, CO 80202

CHRISTOPHER HEINEMANN CONCERNING
ESTATE OF
LOUISE SCHLOTHAUER
5357 AGANA DRIVE
SANTA BARBARA, CA 93111

ECLIPSE ENERGY, L.L.C.
300 BOARDWALK DR., UNIT 6A
FORT COLLINS, CO 80525

WELLS FARGO BANK, NATIONAL
ASSOCIATION, AS TRUSTEE FOR MERRILL
LYNCH MORTGAGE INVESTORS TRUST
MORTGAGE LOAN ASSET-BACKED
CERTIFICATES, SERIES 2004-OPT1
65001 IRVINE CENTER DRIVE,
IRVINE, CA 92618