

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

IN THE MATTER OF AN APPLICATION BY  
HIGHPOINT OPERATING CORPORATION FOR AN  
ORDER POOLING ALL INTERESTS IN AN  
APPROXIMATE 1,280-ACRE DRILLING AND  
SPACING UNIT ESTABLISHED FOR SECTIONS 26  
AND 27, TOWNSHIP 5 NORTH, RANGE 61 WEST,  
6TH P.M., FOR THE DEVELOPMENT/OPERATION  
OF THE NIOBRARA FORMATION, WATTENBERG  
FIELD, WELD COUNTY, COLORADO

CAUSE NO. 407

DOCKET NO.

TYPE: POOLING

**APPLICATION**

HighPoint Operating Corporation (Operator No. 10071) ("HighPoint" 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 26 and 27, Township 5 North, Range 61 West, 6<sup>th</sup> P.M., for the development and operation of the Niobrara Formation. 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 61 West, 6<sup>th</sup> P.M.

Section 26: All

Section 27: 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. 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 May 1, 2017, the Commission entered Order No. 407-1977, which, among other things, established an approximate 1,280-acre drilling and spacing

unit for the Application Lands, and authorized the drilling of up to 16 horizontal wells for production of oil, gas, and associated hydrocarbons from the Niobrara Formation.

5. Pursuant to Order No. 407-1977, Applicant has drilled the below-described wells within the Application Lands, for the production of oil, gas, and associated hydrocarbons from the Niobrara Formation:

- a. Anschutz-Williams 5-61-27-0108BS Well (API No. 05-123-45730);
- b. Anschutz-Williams 5-61-27-1609B Well (API No. 05-123-45708);
- c. Anschutz-Williams 5-61-27-1724B Well (API No. 05-123-45711);
- d. Anschutz-Williams 5-61-27-3225B Well (API No. 05-123-45715);
- e. Anschutz-Williams 5-61-27-3340B Well (API No. 05-123-45703);
- f. Anschutz-Williams 5-61-27-4841B Well (API No. 05-123-45706);
- g. Anschutz-Williams 5-61-27-4956B Well (API No. 05-123-45729); and
- h. Anschutz-Williams 5-61-27-6457BN Well (API No. 05-123-45727).

These wells are hereinafter referred to 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 Niobrara Formation.

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.

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 Niobrara Formation, 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 12<sup>th</sup> day of April, 2018.

Respectfully submitted,

**HIGHPOINT OPERATING CORPORATION**

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

Applicant's Address:  
HighPoint Operating Corporation  
Bennett Meyer, Landman  
1099 18<sup>th</sup> Street, Suite 2300  
Denver, CO 80202

STATE OF COLORADO

)

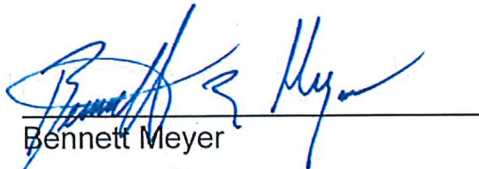
) ss.

CITY & COUNTY OF DENVER

)

Bennett Meyer, Landman for HighPoint Operating 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.

HIGHPOINT OPERATING CORPORATION

  
Bennett Meyer

Subscribed and sworn to before me this 12<sup>th</sup> day of April, 2018,  
by Bennett Meyer, Landman for HighPoint Operating Corporation.

Witness my hand and official seal.

My commission expires: 10/6/2019



  
Notary Public

## EXHIBIT A

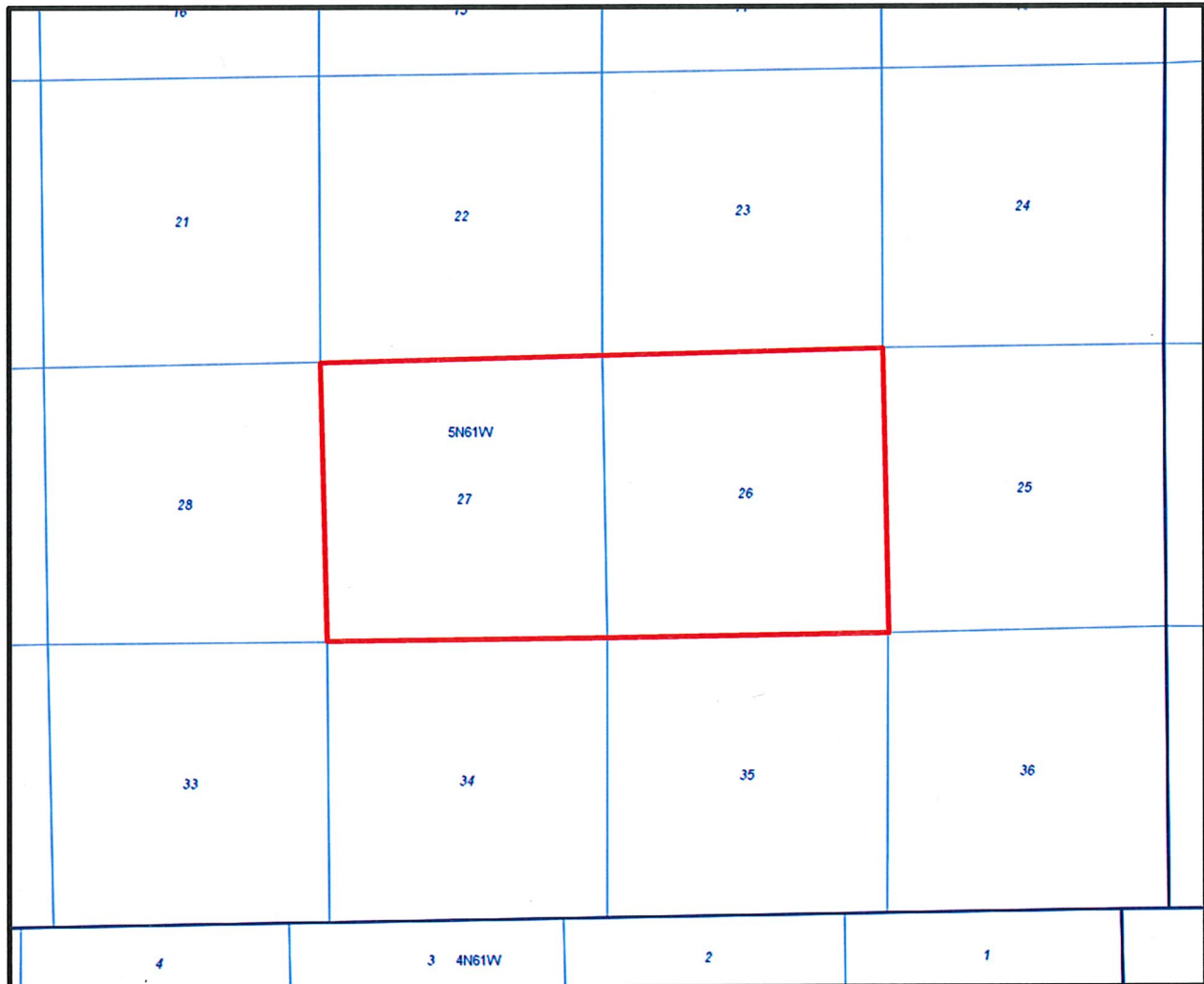
Reference Map for Pooling Application

Township 5 North, Range 61 West, 6<sup>th</sup> P.M.

Section 26: All

Section 27: All

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



= Application Lands

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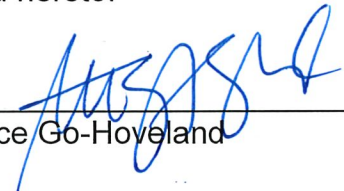
TYPE: POOLING

AFFIDAVIT OF MAILING

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

Grace Go-Hoveland, of lawful age, and being first duly sworn upon her oath,  
states and declares:

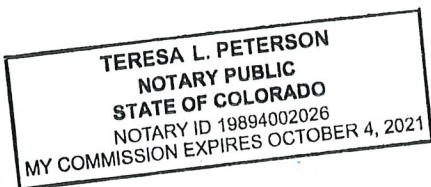
That she is a Legal Assistant at Beatty & Wozniak, P.C., attorneys for HighPoint  
Operating Corporation, and on or before the 19<sup>th</sup> day of April, 2018, caused a copy of  
the attached Application to be deposited in the United States Mail, postage prepaid,  
addressed to the parties listed on Exhibit A attached hereto.

  
\_\_\_\_\_  
Grace Go-Hoveland

Subscribed and sworn to before me this 12<sup>th</sup> day of April 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.

ANSCHUTZ EXPLORATION CORPORATION  
555 17TH STREET, SUITE 2400  
DENVER, CO 80202

HERV OIL, LLC  
3131 MCKINNEY AVE., STE. 600  
DALLAS, TX 75204

HEIRS/DEWISEES OF T. C. TONKIN  
C/O WELLS FARGO, N.A., FKA NORWEST  
BANK WYOMING, AS TRUSTEE OF THE "TOM  
AND HELEN TONKIN FOUNDATION" DATED  
12/22/56  
P.O. BOX 2799  
CASPER, WY 82602

BIRCH BROOK CAPITAL LLC  
P.O. BOX 6622  
DENVER, CO 80206

CONOCOPHILLIPS COMPANY  
600 N DAIRY ASHFORD RD  
HOUSTON, TX 77079

NIKI D. LECLAIR  
13999 ROADRUNNER RANCH WAY  
MCCALL, ID 83638

GRANDCHILDREN'S TRUST I, KATHRYN B.  
STAHLMAN AND ROBBIN L. PEPPLER,  
TRUSTEES  
7251 WEST 20TH STREET  
BLDG. D-1  
GREELEY, CO 80634

HEIRS/DEWISEES OF EMMA D. SPENCER  
F/K/A EMMA D. LYONS  
1301 NE 42ND ST.  
POMPAÑO BEACH, FL 33064

HEIRS/DEWISEES OF LOREN R. LYONS  
C/O JOYCE L. MARTIN  
1301 NE 42ND ST.  
POMPAÑO BEACH, FL 33064

HEIRS/DEWISEES OF LOREN R. LYONS  
C/O KAREN LIST  
2710 STONE CREEK RD.  
COLORADO SPRINGS, CO 80908

MONA J. BAIN  
3217 NW 203RD ST.  
RIDGEFIELD, WA 98642

PHILIP E. HEATH  
33653 COUNTY ROAD 20  
WRAY, CO 80758

JACKIE BOWLAND JACKSON HALLEY  
6703 N. WALL STREET  
SPOKANE, WA 99208

CHARLES CECIL JACKSON  
809 27TH AVENUE  
GREELEY, CO 80634

RENEE LOUISE HUFF PALLAS  
P.O. BOX 401  
TURNER, OR 97392

VERDAD RESOURCES LLC  
5950 CEDAR SPRINGS ROAD, SUITE 200  
DALLAS, TX 75235

THE SKEETERS COMPANY  
18221 SANDY COVE  
HOUSTON, TX 77058

CAROL ANN KATES  
6620 CROOKED STICK DR.  
WINDSOR, CO 80550

THE JOHN D. STEPHENSON FAMILY TRUST,  
MARGARET A. STEPHENSON, TRUSTEE  
1357 43RD AVENUE, #27  
GREELEY, CO 80634

THE HAROLD FAMILY TRUST, DATED AUGUST  
23, 1999, AND AS AMENDED  
28 MARY ELLIS WAY  
ST. CHARLES, MO 63303

LCA TRUST DATED OCTOBER 22, 1990  
C/O CLAYTON AND LINDA ANDERSON,  
TRUSTEES  
323 W. JEFFERSON STREET, APT. # 509  
BOISE, ID 83702

FLORENCE HOLBROOK HILL  
5015 PERSHING AVENUE  
FT. WORTH, TX 76107

MAGNUS EUGENE TAPPAN  
1137 E. RACINE DR.  
CASA GRANDE, AZ 85122

NANCY COLLEN TAPPAN BAIRD  
P.O. BOX 1634  
WELDON, CA 93283

ELIZABETH A. JENKINS  
3622 UPHAM STREET  
WHEAT RIDGE, CO 80033

THE BETTY B. LADMER TRUST DATED  
NOVEMBER 4, 1997  
C/O VICKI LYNN BAGLEY OR TERI SUE  
LEVINE, TRUSTEE

700 NEW HAMPSHIRE AVENUE NW, #508  
WASHINGTON, D.C. 20037

DIANE A. LITTLE EAGLE  
P.O. BOX 682  
FLAGSTAFF, AZ 86002

BARBARA JO STUCKENHOFF  
16674 NORTH 111TH ST.  
SCOTTSDALE, AZ 85255

JANICE SPEAS FKA JANICE THORPE  
3945 17TH ST.  
BOULDER, CO 80304

HIGHPOINT RESOURCES  
1099 18<sup>TH</sup> ST., STE 2300  
DENVER, CO 80202

B&J RESOURCES, LLC  
410 17TH ST., SUITE 1150  
DENVER, CO 80202

CANAAN RESOURCES DRILLING COMPANY,  
LLC  
1101 N. BROADWAY AVE, STE 300  
OKLAHOMA CITY, OK 73103

WELLS FARGO, N.A., FKA NORWEST BANK  
WYOMING, AS TRUSTEE OF THE "TOM AND  
HELEN TONKIN FOUNDATION" DATED  
12/22/56  
P.O. BOX 2799  
CASPER, WY 82602

CENTENNIAL MINERAL HOLDINGS, LLC  
5950 CEDAR SPRINGS ROAD, SUITE 200  
DALLAS, TX 75235

ROBERT M. STEELE  
7980 NIWOT RD.  
NIWOT, CO 80503

J. ANDREW DUNN  
3800 SOUTH SPRUCE STREET  
DENVER, CO 80237

GRANDCHILDREN'S TRUST II, RICHARD J.  
BARTELS AND ROBBIN L. PEPPLER,  
TRUSTEES  
7251 WEST 20TH STREET  
BLDG. D-1  
GREELEY, CO 80634

HEIRS/DEVISEES OF LOREN R. LYONS  
1301 NE 42ND ST.  
POMPANO BEACH, FL 33064

HEIRS/DEVISEES OF LOREN R. LYONS  
C/O SUSAN MARTIN  
9188 AFFIRMED LN.  
BOCA RATON, FL 33496

DAVID E. LYONS, C/O ADAM LYONS  
1824 NE 10TH  
PORTLAND, OR 97212

HEIRS/DEVISEES OF GERALD E. LYONS  
86140 GARDEN VALLEY RD  
EUGENE, OR 97405

CHRIS BOWLAND JACKSON SCHULTZ  
34978 WCR 83  
BRIGGS DALE, CO 80611

NANCY LEE JACKSON CRISPIN  
1319 KEYSTONE CT.  
LONGMONT, CO 80501

LANCE FRIZELL HUFF  
P.O. BOX 70608  
SEATTLE, WA 98127

LANCE FRIZELL HUFF  
C/O RENEE LOUISE HUFF PALLAS  
P.O. BOX 401  
TURNER, OR 97392

MOREENERGY EXPLORATION COMPANY  
410 17TH ST., SUITE 1150  
DENVER, CO 80202

JAMES H. CHAPIN  
P.O. BOX 1458  
AVON, CO 81620

D - M CORPORATION  
PO BOX 1196  
ENGLEWOOD, CO 80150

CHARLES E. LYONS  
33875 SAINT IGNATIUS AIRPORT ROAD  
SAINT IGNATIUS, MT 59865



JAMES C. WILLIAMS AND JEAN T.  
MASTERSON, JOINT TENANTS  
513 CHURCH STREET  
ANDALUSIA, AL 36420

RANEY M. NAUGHTON  
3908 BILGLADE ROAD  
FT. WORTH, TX 76109

FINLEY W. HOLBROOK, JR.  
917 EXTER CIRCLE  
YUKON, OK 73099

TWYLA LOUISE TAPPAN JORGENSEN  
911 S. HICKORY ST.  
SAPULPA, OK 74066

Z 9 BAR LAND & CATTLE, LLC  
C/O CAROL D. WRIGHT, AGENT/OFFICER  
417 SOUTH 12TH AVENUE  
BROKEN BOW, NE 68822

PATRICK J. MULLADY  
243 NORTH PEARL ST.  
STOCKTON, IL 61085

JOHN R. BARTLETT  
2525 SOUTH DAYTON WAY, UNIT 1509  
DENVER, CO 80202

SHARON LEE WEBB  
13128 130TH LANE NE  
KIRKLAND, WA 98034

JAMES SPEAS  
7245 CHETWOOD DR.  
TUJUNGA, CA 91042

MARLA WOLD  
1615 BROOKVIEW DR.  
CASPER, WY 82604