

BEFORE THE OIL AND GAS CONSERVATION COMMISSION
OF THE STATE OF COLORADO

IN THE MATTER OF THE APPLICATION OF CCRP)	
OPERATING INC. FOR AN ORDER TO ESTABLISH AN)	CAUSE NO. 535
APPROXIMATE 1,280-ACRE DRILLING AND SPACING)	
UNIT FOR SECTIONS 1 & 12, TOWNSHIP 11 NORTH,)	DOCKET NO. To be determined
RANGE 61 WEST, 6 TH P.M., AND AUTHORIZING THE)	
DRILLING OF FOURTEEN HORIZONTAL WELLS)	TYPE: Spacing
WITHIN THE PROPOSED UNIT, FOR PRODUCTION)	
FROM THE CODELL, FORT HAYS, CARLILE, AND)	
NIORARA FORMATIONS, UNNAMED FIELD, WELD)	
COUNTY, COLORADO)	

AMENDED APPLICATION

CCRP Operating Inc. (“CCRP” or “Applicant”), Operator #10665, by and through its attorneys, Poulson, Odell & Peterson, LLC, respectfully submits this Application to the Oil and Gas Conservation Commission of the State of Colorado (“Commission” or “COGCC”) for an order **amending Order No. 535-617 to establish an approximate 1,280-acre drilling and spacing unit for said Sections 1 and 12, and authorize the drilling of 14 horizontal wells within the proposed unit, for production of oil, gas and associated hydrocarbons from the Codell, Fort Hays, Carlile, and Niobrara Formations.** In support of this amended Application (“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 COGCC.

2. Applicant owns substantial leasehold interests in the below-listed lands (“Application Lands”):

Township 11 North, Range 61 West, 6th P.M.
Section 1: All
Section 12: All

3. COGCC Rule 318.a. provides that for any oil or gas well drilled to a common source of supply and drilled to a producing depth at least 2,500 feet below ground surface shall be located not less than 600 feet from any lease line and not less than 1,200 feet from any other producing or drilling oil or gas well when drilling to the same source of supply, unless authorized by Commission order upon hearing. The Application Lands are subject to this Rule for production of oil and gas from the Niobrara, Fort Hays and Carlile Formations.

4. On January 26, 2015, the Commission issued Order No. 535-617 which, among other things, established an approximate 1,280-acre drilling and spacing units for the Application Lands, and approved four horizontal wells within said unit, for the production of oil, gas and associated hydrocarbons from the Codell Formation, with the treated interval of any permitted well located not less than 300 feet

from unit boundaries and not less than 600 feet from any other well or treated interval of a well producing from the Codell Formation.

5. **Applicant herein seeks to amend Order No. 535-617 to establish an approximate 1,280-acre drilling and spacing unit for the Application Lands, and the authority to drill 14 horizontal wells within the proposed unit, for production of oil, gas and associated hydrocarbons from the Codell, Fort Hays, Carlile, and Niobrara Formations.** The establishment of the drilling and spacing unit is not smaller than the area which can be efficiently and economically drained by the drilling of the requested horizontal wells to be drilled within the proposed unit.

6. Applicant herein requests the treated intervals of any horizontal well permitted under this Application should be located not less than 300 feet from proposed unit boundaries and not less than 150 feet from the treated interval of any other well producing or drilling from the Codell, Fort Hays, Carlile, and/or Niobrara Formations, without exception being granted by the Director.

7. Further, Applicant herein requests any permitted wells drilled under this Application should be located on no more than four multi-well pads within the drilling and spacing unit, or on adjacent lands with surface owner consent, without exception being granted by the Director.

8. 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 COGCC rules.

9. Applicant requests that relief granted as result of this Application should be effective on oral order by the Commission, and Applicant hereby agrees to be bound by the oral order of the Commission.

10. That the names and addresses of interested parties (owners within the Application Lands and those owners of lands cornering or adjacent to the Application Lands) according to the information and belief of the Applicant are set forth in Exhibit B. The Applicant shall submit a certificate of service for the Application with the associated legal Notice of Hearing.

WHEREFORE, Applicant respectfully requests this matter be set for hearing, notice be given as required by law, and that upon such hearing the Commission enter its order:

A. Amending Order No. 535-617 to establish an approximate 1,280-acre drilling and spacing unit for the Application Lands, and authorize the drilling of 14 horizontal wells within the proposed unit, for the production of oil, gas and associated hydrocarbons from the Codell, Fort Hays, Carlile, and Niobrara Formations, with the treated interval of any horizontal well permitted under this Application located not less than 300 feet from unit boundaries and not less than 150 feet from any other well producing or drilling from the Codell, Fort Hays, Carlile, and/or Niobrara Formations, without exception being granted by the Director.

B. Limiting the drilling of any permitted wells under this Application to no more than four multi-well pads within the drilling and spacing unit, or on adjacent lands with surface owner consent, without exception being granted by the Director.

C. For such other findings and orders as the Commission may deem proper or advisable given the premises.

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DATED this 30th day of April, 2018.

Respectfully submitted,

CCRP OPERATING INC.

By: *Robert A. Willis*

Robert A. Willis (Colorado Bar #26308)
Poulson, Odell & Peterson, LLC
1775 Sherman Street, Suite 1400
Denver, CO 80203
(303) 861-4400 (main)
(303) 264-4418 (direct)

Applicant's Address:
717 Seventeenth Street, Suite 1525
Denver, CO 80202

VERIFICATION

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

Lawrence D. Lillo, Vice President-Land for CCRP Operating 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.

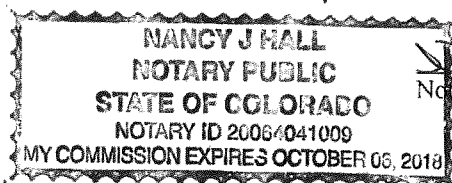
CCRP OPERATING INC.

Lawrence D. Lillo
Lawrence D. Lillo

Subscribed and sworn to before me this 30th day of April, 2018, by Lawrence D. Lillo, Vice President-Land for CCRP Operating Inc.

Witness my hand and official seal.

My commission expires: 10/06/2018



Nancy J. Hall
Notary Public

EXHIBIT B

INTERESTED PARTIES

Robert Willis, Esq.
Poulson, Odell & Peterson LLC
1775 Sherman St., Suite 1400
Denver, CO 80203

CCRP Operating Inc.
717 Seventeenth St., Suite 1525
Denver, CO 80202

8 North, LLC
370 17th St., Suite 5300
Denver, CO 80202

Antelope Energy Company, LLC
1801 Broadway, Ste. 1550
Denver, CO 80202

BCK Heath Property LLC
608 E. Harmony Rd., #203
Ft. Collins, CO 80525

Benjamin Schuessler
P.O. Box 6975
Denver, CO 80206

Calf Creek Royalty, Ltd.
P.O. Box 3240
Midland, TX 79702

Carmela K. Burton
P.O. Box 118
Stratton, CO 80836

Carolyn J. Branigan
P.O. Box 337881
Greeley, CO 80633

Charles Sidney Foster
P.O. Box 173
El Frida, AZ 85610

Ward Petroleum Corp.
P.O. Box 1187
Enid, OK 73702

Troy Swain
Weld County
Dep't of Planning Services
1555 North 17th Ave.
Greeley, CO 80631

Kent Kuster
CDPHE
4300 Cherry Creek Dr. South
Denver, CO 80246-1530

Colo. Parks & Wildlife
Attn: Brandon Marette
6060 Broadway
Denver, CO 80216

Clear Creek Resource Partners
Holdings LLC
717 17th St., Ste. 1525
Denver, CO 80202

Contex Energy Company LLC
621 17th Street, Ste. 1020
Denver, CO 80923

Dale Williston Minerals 2011, LP
2100 Ross Avenue, Ste. 1870
Dallas, TX 75201

David B. Smock
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Ft. Collins, CO 80521

Dean B. Smock
P.O. Box 23
Grover, CO 80729

Family Tree Corp.
P.O. Box 260498
Lakewood, CO 80226

Hampton Royalties, LLC
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Greeley, CO 80634

Hat Creek Royalties Ltd.
P.O. Box 324
Midland, TX 79702

Howard A. and Roberta M. Foster
415 East 4th Street
PO Box 598
Pine Bluffs, WY 82082

Jacob Coheley
852 Broadway, #300
Denver, CO 80203

JAM Investments, LLC
P.O. Box 766
Windsor, CO 80550

Lincoln Energy Partners II, LLC
852 Broadway, #300
Denver, CO 80203

McMahon Energy Partners, LP
4545 S. Monaco St., No. 144
Denver, CO 80237

Mekusukey Oil Company, LLC
P.O. Box 816
Wewoka, OK 74884

Melvin L. Smock
3608 Alcott Drive
Bakersfield, CA 93311

Midland Trust
c/o Stephen J. Flanagan, Trustee
P.O. Box 9257
Dallas, TX 75209

Mountaintop Minerals, LLC
370 17th St., Suite 5300
Denver, CO 80202

Okreek Oil and Gas II, LLC
475 17th Street, Ste. 1350
Denver, CO 80202

Platte River Energy, LLC
14054 W. Cornell Ave.
Lakewood, CO 80228

Poco Minerals LLC
P.O. Box 601673
Dallas, TX 75360

Puckett Holdings, LLC
5460 South Quebec Street, Ste. 250
Greenwood Village, CO 80111

Puckett Holdings, LLC
c/o David L. Bauer
4400 South High Street
Cherry Hills Village, CO 80110

Puckett Holdings, LLC
c/o Jeffrey V. Puckett
1500 Crestridge Drive
Littleton, CO 80121

Smock Minerals, LLC
46715 WCR 128
Grover, CO 80729

Rimrock Royalties, LLC
700 Automation Dr., #H
Windsor, CO 80550

Sovereign Energy LLC
475 17th St., #1200
Denver, CO 80202

The Nature Conservancy
4245 North Fairfax Drive, #200
Arlington, VA 22203

Tietmeyer Mineral Co., LLC
67125 Weld County 83
Grover, CO 80729

BLM
2850 Youngfield St.
Lakewood, CO 80215

White Eagle Exploration, Inc.
621 17th St., #2635
Denver, CO 80293

Whitetail Minerals, LLC
518 17th St., Ste. 1800
Denver, CO 80202

Wolf Resources Holding I, LLC
621 17th St., Ste. 1601
Denver, CO 80293