

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

IN THE MATTER OF THE APPLICATION OF
HIGHPOINT OPERATING CORPORATION
FOR AN ORDER TO VACATE ALL OR A
PORTION OF ORDER NOS. 421-81, 421-84
AND 421-93, AMONG OTHER THINGS, AND
TO ESTABLISH AN APPROXIMATE 1,280-
ACRE DRILLING AND SPACING UNIT FOR
SECTIONS 22 AND 27, TOWNSHIP 12
NORTH, RANGE 62 WEST, 6TH P.M.,
APPROVE UP TO **SEVENTEEN (17)**
HORIZONTAL WELLS WITHIN THE UNIT, AND
APPROVE 150' REDUCED UNIT BOUNDARY
SETBACKS FOR THE NIOBRARA AND FT.
HAYS FORMATIONS AND 300' SETBACKS
FOR THE CODELL AND CARLILE
FORMATIONS, FOR THE PRODUCTION OF
OIL, GAS AND ASSOCIATED
HYDROCARBONS FROM THE CODELL,
CARLILE, FORT HAYS AND NIOBRARA
FORMATIONS, HEREFORD FIELD, WELD
COUNTY, COLORADO

CAUSE NO. 421

DOCKET NO. 180700561

TYPE: SPACING

AMENDED APPLICATION

HighPoint Operating Corporation (Operator No. 10071) ("HighPoint" or "Applicant"), by and through its attorneys, Jost Energy Law, P.C., respectfully submits this Application to the Oil and Gas Conservation Commission of the State of Colorado (the "Commission") for an order to: 1) vacate Order No. 421-81 as it relates to Sections 22 and 27, Township 12 North, Range 62 West, 6th P.M. for production from the Codell Formation; 2) vacate Order No. 421-84 as it relates to Sections 22 and 27, Township 12 North, Range 62 West, 6th P.M. for production from the Niobrara Formation; 3) vacate Order No. 421-93 as it relates to Sections 22 and 27, Township 12 North, Range 62 West, 6th P.M. for production from the Niobrara Formation; 4) establish an approximate 1,280-acre drilling and spacing unit for Sections 22 and 27, Township 12 North, Range 62 West, 6th P.M. for production of oil, gas and associated hydrocarbons from the Codell, Carlile, Fort Hays and Niobrara Formations; 5) authorize up to sixteen (16) new horizontal wells, **for a total of up to seventeen (17) horizontal wells**, in the approximate 1,280-acre unit for the production of oil, gas and associated hydrocarbons from the Codell, Carlile, Fort Hays and Niobrara Formations; and 6) provide for 150' reduced setbacks as to the boundaries of the approximate 1,280-acre drilling and spacing unit for production from the Niobrara and Ft. Hays Formations, 300' setbacks as to the boundaries of the approximate 1,280-acre drilling and spacing unit for production from the Codell and Carlile Formations, and 150' inter-well setbacks from any wellbore within the unit, for the

production of oil, gas and associated hydrocarbons from the Codell, Carlile, Fort Hays and Niobrara Formations underlying the below-described lands. In support of its Application, Applicant states and alleges as follows:

1. Applicant is a corporation duly organized and authorized to conduct business in the State of Colorado, and is a registered operator in good standing with the Commission.

2. Applicant is an Owner as defined by the Colorado Oil and Gas Conservation Act and Commission Rules and owns leasehold interests or holds the right to operate on the following lands (hereafter "Application Lands"):

Township 12 North, Range 62 West, 6th P.M.

Section 22: All that portion lying within the State of Colorado

Section 27: All

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

A reference map of the Application Lands is attached hereto.

3. Applicant is requesting to vacate the relief granted in multiple Orders described below in order to consolidate Applicant's requested relief described in this Application into one concise Order for the Application Lands.

4. On February 22, 2010 (corrected January 19, 2012), the Commission entered into Order No. 421-1 which, among other things, established two approximate 640-acre drilling and spacing units for Sections 22 and 27, Township 12 North, Range 62 West, 6th P.M., and approved one horizontal well within each unit, for the development and operation of the Niobrara Formation, with the productive interval of the wellbore to be located no closer than 600 feet from the unit boundaries, without exception being granted by the Director.

5. On January 30, 2017, the Commission entered Order No. 421-81 which, among other things, established an approximate 1,280-acre drilling and spacing unit for Sections 22 and 27, Township 12 North, Range 62 West, 6th P.M., and approved six (6) horizontal wells within the unit, for the development and operation of the Codell Formation, with the productive interval of the wellbore to be located no closer than 300 feet from the unit boundaries, and no closer than 150 feet from the productive interval of another well within the unit, without exception being granted by the Director.

6. On January 30, 2017, the Commission entered Order No. 421-84 which, among other things, established an approximate 1,280-acre drilling and spacing unit for Sections 22 and 27, Township 12 North, Range 62 West, 6th P.M., providing that the existing 640-acre units for the production of the existing wells shall be maintained only until the date of first completion of the new horizontal well into the unit, and approved up to eight new horizontal wells in the approximate 1,280-acre drilling and spacing unit,

providing that the productive interval of each wellbore shall be located no closer than 300 feet from the boundaries of the unit and no closer than 150 feet from the productive interval of another well producing from the same source of supply within the unit, unless an exception is granted by the Director, for the production of oil, gas and associated hydrocarbons from the Niobrara Formation.

7. On September 11, 2017, the Commission entered Order No. 421-93 which, among other things, approved an additional seven horizontal wells, for a total of 15 horizontal wells, in an approximate 1,280-acre drilling and spacing units established for the Application Lands, for the production of oil, gas and associated hydrocarbons from Niobrara Formation.

8. The records of the Commission reflect that one horizontal well is currently producing in the Niobrara Formation in Section 27 of the Application Lands, the Randall Creek #13-27H (API No. 05-123-33962), operated by Applicant. Pursuant to Order No. 421-84, the Randall Creek #13-27H currently allocates to the 640-acre unit established by Order No. 421-1 only until the date of first completion of a new horizontal well in the Niobrara Formation on the Application Lands, at which point the Randall Creek #13-27H will allocate to the 1,280-acre unit established for the Application Lands. Applicant requests that the Randall Creek #13-27H continue to allocate to the 640-acre unit established by Order No. 421-1 for Section 27 of the Application Lands until the date of first completion of a new horizontal well to the Niobrara Formation in the new proposed 1,280-acre unit, at which point the Randall Creek #13-27H will allocate to the new proposed 1,280-acre unit. Upon allocation to the new proposed unit, Applicant requests that the short-lateral Randall Creek well ~~not~~ be included as one (1) of the ~~sixteen (16)~~ **seventeen (17)** wells authorized within the Application Lands.

9. To promote efficient drainage within the Codell, Carlile, Fort Hays and Niobrara Formations of the Application Lands, to protect correlative rights and to avoid waste, the Commission should 1) vacate Order No. 421-81 as it relates to Sections 22 and 27, Township 12 North, Range 62 West, 6th P.M. for production from the Codell Formation; 2) vacate Order No. 421-84 as it relates to Sections 22 and 27, Township 12 North, Range 62 West, 6th P.M. for production from the Niobrara Formation; 3) vacate Order No. 421-93 as it relates to Sections 22 and 27, Township 12 North, Range 62 West, 6th P.M. for production from the Niobrara Formation; 4) establish an approximate 1,280-acre drilling and spacing unit for Sections 22 and 27, Township 12 North, Range 62 West, 6th P.M. for production of oil, gas and associated hydrocarbons from the Codell, Carlile, Fort Hays and Niobrara Formations; 5) authorize up to sixteen (16) new horizontal wells, **for a total of up to seventeen (17) horizontal wells**, in the approximate 1,280-acre unit for the production of oil, gas and associated hydrocarbons from the Codell, Carlile, Fort Hays and Niobrara Formations; and 6) provide for 150' reduced setbacks as to the boundaries of the approximate 1,280-acre drilling and spacing unit for production from the Niobrara and Ft. Hays Formations, 300' setbacks as to the boundaries of the approximate 1,280-acre drilling and spacing unit for production from the Codell and Carlile Formations, and 150' inter-well setbacks from any wellbore within the unit, for the

production of oil, gas and associated hydrocarbons from the Codell, Carlile, Fort Hays and Niobrara Formations underlying the Application Lands.

10. Applicant has filed concurrent Applications requesting that Order Nos. 421-81, 421-84 and 421-93 be vacated as to the lands subject to the concurrent Applications, and therefore upon approval of this Application and the concurrent Applications, Order Nos. 421-81, 421-84 and 421-93 may be vacated in their entirety.

11. The above-proposed drilling and spacing unit will allow efficient drainage of the Codell, Carlile Fort Hays and Niobrara Formations, will prevent waste, will not adversely affect correlative rights and will assure the greatest ultimate recovery of gas and associated hydrocarbon substances from the reservoirs. The unit of the size and shape specified above is not smaller than the maximum area that can be economically and efficiently drained by the proposed wells in the unit.

12. The Applicant is requesting to drill and complete up to sixteen (16) new horizontal wells within the unit in order to efficiently and economically recover the oil, gas and associated hydrocarbons from the Codell, Carlile, Fort Hays and Niobrara Formations within the approximate 1,280-acre drilling and spacing unit composed of the Application Lands and that there will be no adverse effect on correlative rights of adjacent owners.

13. The Applicant maintains that the wells proposed for the development of the Application Lands will be drilled from no more than five well pads, including the existing well pads, unless an exception is granted by the Director.

14. The treated interval of each proposed horizontal well shall be no closer than 150 feet from the boundaries of the unit (regardless of the lease lines within the unit) for production from the Niobrara and Ft. Hays Formations, 300 feet from the boundaries of the unit (regardless of the lease lines within the unit) for production from the Codell and Carlile Formations, and **the treated interval of** all horizontal wells shall be no closer than 150 feet from the treated interval of any other well within the unit, unless an exception is granted by the Director.

15. The undersigned certifies that copies of this Application will be served on each interested party 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 on July 30-31, 2018, that notice be given as required by law, and that upon such hearing this Commission enter its order:

A. Vacating Order No. 421-81 as it relates to Sections 22 and 27, Township 12 North, Range 62 West, 6th P.M. for production from the Codell Formation;

B. Vacating Order No. 421-84 as it relates to Sections 22 and 27, Township 12 North, Range 62 West, 6th P.M. for production from the Niobrara Formation;

C. Vacating Order No. 421-93 as it relates to Sections 22 and 27, Township 12 North, Range 62 West, 6th P.M. for production from the Niobrara Formation;

D. Maintaining the 640-acre drilling and spacing unit established by Order No. 421-1 for Section 27, Township 12 North, Range 62 West, 6th P.M., for the purposes of payment of proceeds from the Randall Creek #13-27H (API No. 05-123-33962) only until the date of first completion of a new horizontal well in the Niobrara Formation on the Application Lands, at which point the Randall Creek #13-27H (API No. 05-123-33962) will allocate to the new 1,280-acre unit established for the Application Lands;

E. Establishing an approximate 1,280-acre drilling and spacing unit for Sections 22 and 27, Township 12 North, Range 62 West, 6th P.M. for production of oil, gas and associated hydrocarbons from the Codell, Carlile, Fort Hays and Niobrara Formations and approving up to sixteen (16) new horizontal wells, **for a total of up to seventeen (17) horizontal wells**, in the approximate 1,280-acre unit for the production of oil, gas and associated hydrocarbons from the Codell, Carlile, Fort Hays and Niobrara Formations;

F. Providing that the productive interval of any horizontal well in the unit shall be no closer than 150' from the boundaries of the unit (regardless of the lease lines within the unit) for production from the Niobrara and Ft. Hays Formations, 300 feet from the boundaries of the unit (regardless of the lease lines within the unit) for production from the Codell and Carlile Formations, and not less than 150' from the productive interval of any other wellbore within the unit, and authorizing a total of five well pads in the unit, unless an exception is granted by the Director;

G. Finding that an approximate 1,280-acre drilling and spacing unit for the development of the Codell, Carlile, Fort Hays and Niobrara Formations on the Application Lands will prevent waste, protect correlative rights, and maximize the efficient and economic production of the Codell, Carlile, Fort Hays and Niobrara Formations on the Application Lands.

H. For such other findings and orders as the Commission may deem proper or advisable in this matter.

DATED June 22nd, 2018.

Respectfully submitted:

HighPoint Operating Corporation

By: 

Jamie L. Jost
Kelsey H. Wasylenky
Jost Energy Law, P.C.
Attorneys for Applicant
1401 17th Street, Suite 370
Denver, Colorado 80202
(720) 446-5620


Applicant's Address:

HighPoint Operating Corporation
ATTN: Gabriel Findlay
1099 18th Street, Suite 2300
Denver, CO 80202

VERIFICATION

[illegible]

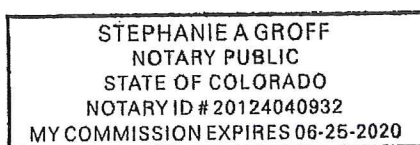
Gabriel Findlay, of lawful age, being first duly sworn upon oath, deposes and says that he is Land Manager - Operations for HighPoint Operating Corporation, and that he has read the foregoing Application and that the matters therein contained are true to the best of his knowledge, information and belief.


Gabriel Findlay
Land Manager - Operations
HighPoint Operating Corporation

Subscribed and sworn to before me this 22nd day of June, 2018.

Witness my hand and official seal.

[SEAL]

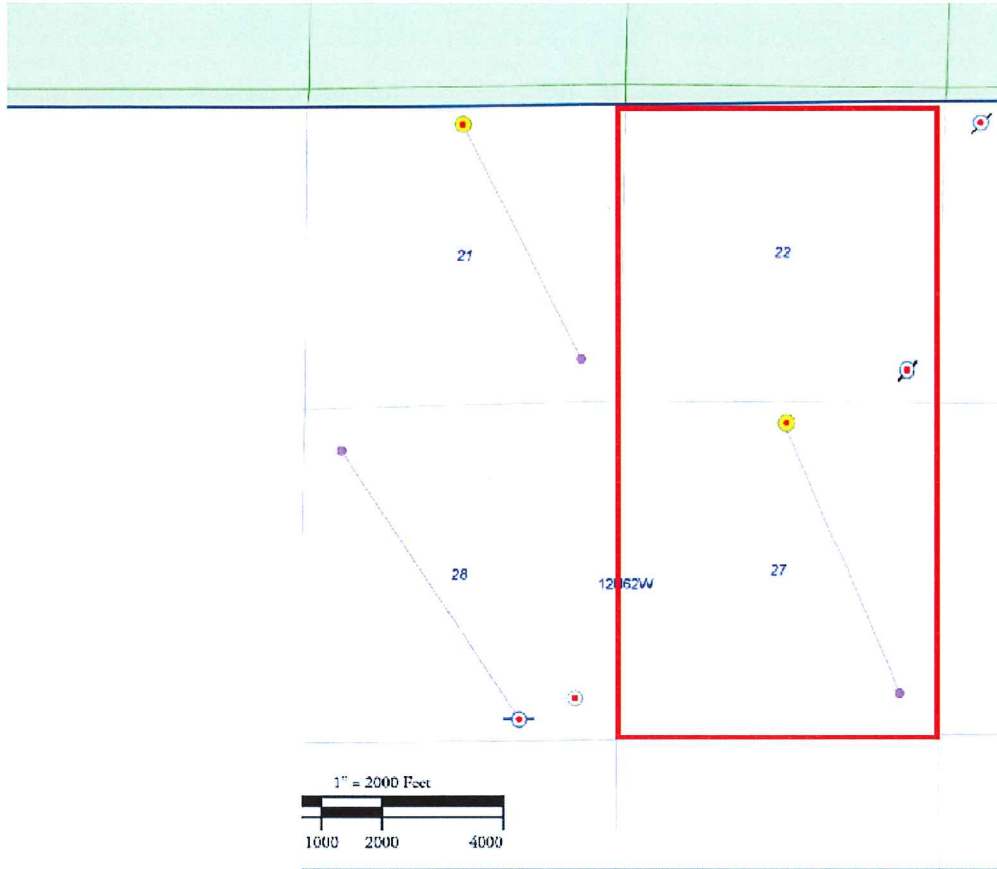


My commission expires: June 25, 2020

Notary Public

Reference Map

Sections 22 and 27, Township 12 North, Range 62 West, 6th P.M.



Application Lands:



IN THE MATTER OF THE APPLICATION OF HIGHPOINT OPERATING CORPORATION FOR AN ORDER TO VACATE ALL OR A PORTION OF ORDER NOS. 421-81, 421-84 AND 421-93 AMONG OTHER THINGS, AND TO ESTABLISH AN APPROXIMATE 1,280-ACRE DRILLING AND SPACING UNIT FOR SECTIONS 22 AND 27, TOWNSHIP 12 NORTH, RANGE 62 WEST, 6TH P.M., APPROVE UP TO **SEVENTEEN (17)** HORIZONTAL WELLS WITHIN THE UNIT, AND APPROVE 150' REDUCED UNIT BOUNDARY SETBACKS FOR THE NIOBRARA AND FT. HAYS FORMATIONS AND 300' SETBACKS FOR THE CODELL AND CARLILE FORMATIONS, FOR THE PRODUCTION OF OIL, GAS AND ASSOCIATED HYDROCARBONS FROM THE CODELL, CARLILE, FORT HAYS AND NIOBRARA FORMATIONS, HEREFORD FIELD, WELD COUNTY, COLORADO

TYPE: SPACING

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

Tami L. Fort

Subscribed and sworn to before me this 14th day of June, 2018.


Notary Public

CHARLOTTE LAWLESS
NOTARY PUBLIC
STATE OF COLORADO
NOTARY ID 20144023899
MY COMMISSION EXPIRES JUNE 16, 2022

Exhibit A
HighPoint SP - 12N-62W 22-27

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

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

HighPoint Operating Corporation
1099 18th Street
Suite 2300
Denver, CO 80202

IOCL USA
The Atrium at Sugar Creek
Suite # 136
101 Southwestern Blvd.
Sugar Land, Texas 77478

JRG Working Interest, LLC
P. O. Box 1605
Red Lodge, MT 59068

Kaiser-Francis Oil Company
P. O. Box 21468
Tulsa, OK 74121-1468

Lone Star Land & Energy, II LLC
300 N. Coit Road, Suite 950
Richardson, TX 75080

NextEra Energy Gas Producing
601 Travis St., Suite 1900
Houston, TX 77002

OIL USA
The Atrium at Sugar Creek
Suite # 136
101 Southwestern Blvd.
Sugar Land, Texas 77478

OOGC America, Inc.
945 Bunker Hill Rd., Ste. 1000
Houston, TX 77024

Retamco Operating, Inc.
P. O. Box 790
Red Lodge, MT 59068

Verdad Resources
5950 Cedar Springs Road
Suite 200
Dallas, TX 75235

Whiting Oil and Gas Corporation
1700 Broadway
Suite 2300
Denver, CO 80290

Advanta IRA Trust, LLC, FBO James
McNamara
1520 Royal Palms Square Blvd.
#320
Fort Myers, FL 33919

AEI Holdings, LLC
15305 Dallas Parkway,
Suite 300
Addison, TX 75001

Anadarko Land Corp.
1099 18th Street
Suite 1800
Denver, CO 80202

Angus M. Brown, Jr.
6209 Windfern Road
Houston, TX 77040

Arthur G. Rice, Sr.
328 Olde Point Loop
Hampstead, NC 28443

C.James Prieur and Karen A. Prieur as
Joint Tenants
1300 North State Parkway,
Unit 302
Chicago, IL 60610

Charles A. Agnew
395 Middle Road
Sabattus, ME 04280

Curtis W. Boomer, JTS
231 E. Tonto Dr
Sedona, AZ 86351

Estate of D.A. Bunnell
7825 S. Logan
Littleton, CO 80122

Delma Boomer, JTS
4701 North 39th Drive
Phoenix, AZ 85019

Dillard Grasty
6209 Windfern Road
Houston, TX 77040

Don J. Heinrich
205 South 20th Street
Slaton, TX 79364

Don Vogler
6607 River Lodge
Spring, TX 77379

Ella F. Sharrah
1000 13th St.,
Apt. #410
Greeley, CO 80631 (1987)

Estate of Benjamin M. Blake, c/o
Francis W. Blake
5700 E. County Road 48
Fort Collins, CO 80524

Gregory Anthony Salvadore
129 Hillsdale Street
Yarmouth, ME 04096

Hydrocarbon Minerals, LLC
PO Box 2157
Bridgeview, IL 60455

Ingraham Living Trust Dated August 14,
1998
6456 Glennox Lane
Dallas, TX 75214

Jeff Tracy
1412 8th Avenue
Scottsbluff, NE 69361

Jeffrey Brian Lewallen
6512 Geneseo Circle
Plano, TX 75023

Jimmy Lyn Allen and Rebecca Allen
As Joint Tenants
17636 East 790 Road
Crawford, TX 73638

Joan Marie Anderson
37 Miraloma Drive
San Francisco, CA 94127

John F. Skelton, III
5020 Abbott Avenue
Dallas, TX 75205

John M. Gomery
9903 Cleghorn Drive
San Antonio, TX 78130

Johnson Holdings, LLC
221 2nd Avenue NE
Kulm, ND 58456

Jon A. Vogler
9 Lana, Unit B
Houston, TX 77027

Kan Nan Lovett
6930 South Robertsdale Way
Aurora, CO 80016

KareMark, LLC, a Colorado limited
liability company
11776 Weld County Road 42
Platteville, CO 80651

Lawrence A. Poelma and Amy L.
Poelma
P.O. Box 463
Carpenter, WY 82054-0463

Leonard M. Karcher and Phyllis O.
Karcher
3652 Hilo Point
Honolulu, HI 96816-3318

Louis R. Jaeger and Lorraine M. Jaeger,
as Joint Tenants
7405 Tomeris Court
Springfield, VA 22153

Maria Angelica Espinosa and Justin
Barkley
5130 Hawley Boulevard
San Diego, CA 92116

Marina Watson
7 Road 152
Carpenter, WY 80254

Mark A. Campbell
8130 Hamilton Drive
Overland Park, KS 66204

Michael Paviska and Mary Paviska as
Joint Tenants
7366 FM 318
Hallettsville, TX 77964

Midland IRA Inc., FBO Robert Powers
P. O. Box 07520
Fort Myers, FL 33919

Murray Schlusell and Sara L. Orem
As Joint Tenants
1687 Thousand Oaks
Berkley, CA 94707
Natalia Lewallen
6512 Geneseo Circle
Plano, TX 75023

NDEGE, LTD
8090 Stiles Ranch Road
Wheeler, TX 79096

NOSA Investments, LLC
15305 Dallas Parkway
Suite 300
Addison, TX 75001

Rebecca Iocca
560 National Street
Henderson, NV 89015

Ronald T. Russell
2207 Government Street,
Lot #5
Ocean Springs, MS 39564

Scott W. Tietmeyer
Paula J. Tietmeyer
67125 WCR 83
Grover, CO 80729

Sonya J. McFall, deceased
2560 Ramona Drive
Gering, Nebraska 69341

Starbridge Group, LLC
13611 Greystone Drive
Dallas, TX 75244

The Board of Regents of the University
of Colorado
1800 Grant Street, Suite 600
25 UCA
Denver, CO 80203

Thomas E. Shows

Edna M. Shows
150 Tom Shows Road
Seminary, MS 39479

William H. Wright
Elizabeth W. Wright
7960 East Cloud Road
Tucson, AZ 85750-2821

Anadarko Land Corp., a Nebraska
Corporation
P.O. 173779
Denver, CO 80217-3779

Anita Ruth Johnson
P.O. Box 33
Hereford, CO 80732-0033

Bank of Oklahoma, N.A., Agent for U. S.
Bank, N.A., Trustee of the T. E.
McClintock T/U/W fbo Mary M. Swift
P. O. Box 3499
Tulsa, OK 74101

Barbara Jean Duggan
67466 W.C.R. 390
Hereford, CO 80732 (2012)

Catholic Relief Services
228 West Lexington Street
Baltimore, Maryland 21201-3443

Christina R. Kafka
3316 West 11th Loop
Westminster, CO 80031-8218

Daniel D. Loyd
55273 County Road 79
Grover, CO 80729-9607

Ettie P. Blake Living Trust dated August
15, 1988, Francis W. Blake as Trustee
5700 East County Road 48
Fort Collins, CO 80524-8795

Food for the Poor, Inc.

6401 Lyons Road
Coconut Creek, FL 33073

Francis W. Blake
5700 East County Road 48
Fort Collins, CO 80524-8795

Francis W. Blake
Esther Joanne Blake
5700 East County Road 48
Fort Collins, CO 80524-8795

Hampton Royalties, LLC
1855 40th Ave.
Greeley, CO 80634

KareMark, LLC, a Colorado limited
liability company
11776 Weld County Road 42
Platteville, CO 80651

Larry Poelma & Amy
Poelma, H/W as TBTE
2 County Road 152
Carpenter, WY 82054

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

Loyd Farms, a Partnership
66732 County Road 87
Grover, CO 80729

Marc Anthony, deceased, in care of
heirs Sandra Ann Anthony
6401 Ohio Drive, Apartment 1104
Plano, TX 75024-6702

Mark Jenkins and Karen R. Jenkins
11776 County Road 42
Platteville, CO 80651-8918

McClintock & Nikoloric LLC
BOKF, NA dba Colorado State Bank
and Trust, Agent
C/O Lereta LLC
P.O. Box 659
Wichita Falls, TX 76307-0659

Troy Swain
Weld County
Department of Planning Services
1555 North 17th Avenue
Greeley, CO 80631

Pawnee Butte Royalties, LLC
PO Box 4631
Englewood, CO 80155

Peteco Properties, LLC
5236 Pinehurst Drive
Boulder, CO 80301

Reverend Richard Rohr, O. F. M.
Center of Action and Contemplation
P.O. Box 12464
Albuquerque, NM 87195

Reverend Stephen F. Deaver
615 West 42nd Street
Scottsbluff, NE 69361-4702

Sisters of St. Francis f/k/a Marycrest for
Retired Sisters Foundation
5314 North Columbine Road
Denver, CO 80221

Kent Kuster
Colorado Department of
Public Health & Environment
4300 Cherry Creek Drive South
Denver, CO 80246-1530

Brandon Marette
Energy Liaison
Colorado Parks and Wildlife
Northeast Regional Office
6060 Broadway
Denver, CO 80216