

**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. 421-3 AND 421-
33, ESTABLISH AN APPROXIMATE 1,280-
ACRE DRILLING AND SPACING UNIT FOR
SECTION 4, TOWNSHIP 10 NORTH, RANGE
62 WEST, 6TH P.M., AND SECTION 33,
TOWNSHIP 11 NORTH, RANGE 62 WEST, 6TH
P.M., APPROVE UP TO SIXTEEN (16) NEW
HORIZONTAL WELLS WITHIN THE UNIT, AND
APPROVE REDUCED BOUNDARY
SETBACKS OF 150 FEET FOR THE
NIOBRARA AND FORT HAYS FORMATIONS
AND 300 FEET 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. 180700_____

TYPE: SPACING

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 the approximate 1280-acre stand-up exploratory drilling and spacing unit established by Order No. 421-33 for Sections 4 and 9, Township 10 North, Range 62 West, 6th P.M., for the production of oil, gas and associated hydrocarbons from the Niobrara Formation; 2) vacate an approximate 640-acre stand-up exploratory drilling and spacing unit established by Order No. 421-3 for Section 33, Township 11 North, Range 62 West, 6th P.M., for the production of oil, gas and associated hydrocarbons from the Niobrara Formation; 3) establish an approximate 1,280-acre drilling and spacing unit for Section 4, Township 10 North, Range 62 West, 6th P.M. and Section 33, Township 11 North, Range 62 West, 6th P.M., for the production of oil, gas and associated hydrocarbons from the Codell, Carlile, Fort Hays and Niobrara Formations; 4) approve up to sixteen (16) new horizontal wells in the approximate 1,280-acre unit; and 5) provide for reduced setbacks as to the boundaries of the approximate 1,280-acre drilling and spacing unit of no closer than 150 feet for the Niobrara and Fort Hays Formations and no closer than 300 feet for 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 10 North, Range 62 West, 6th P.M.
Section 4: All

Township 11 North, Range 62 West, 6th P.M.
Section 33: All

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

A reference map of the Application Lands is attached hereto.

3. Rule 318.a. of the Rules and Regulations of the Oil and Gas Conservation Commission requires that, on unspaced lands, wells drilled in excess of 2,500 feet in depth be located not less than 600 feet from any lease line, and located not less than 1,200 feet from any other producible or drilling oil or gas well when drilling to the same common source of supply. Section 4, Township 10 North, Range 62 West, 6th P.M. and Section 33, Township 11 North, Range 62 West, 6th P.M. are subject to this Rule for the Codell, Carlile and Fort Hays Formations.

4. On October 21, 2010, the Commission entered Order No. 421-3 which, among other things, established 83 approximate 640-acre drilling and spacing units, and approved one horizontal well within each unit, for the production of oil, gas and associated hydrocarbons from the Niobrara Formation. Section 4, Township 10 North, Range 62 West, 6th P.M. and Section 33, Township 11 North, Range 62 West, 6th P.M. are subject to this Order for the Niobrara Formation.

5. On January 7, 2013, the Commission entered Order No. 421-33 which, among other things, vacated two approximate 640-acre drilling and spacing units established by Order No. 421-1 for Sections 4 and 9, Township 10 North, Range 62 West, 6th P.M., and establish an approximate 1280-acre stand-up exploratory drilling and spacing unit for Sections 4 and 9, Township 10 North, Range 62 West, 6th P.M., and approve up to ten wells within the unit, for the production of oil, gas and associated hydrocarbons from the Niobrara Formation.

6. The Commission records show that there are no producing horizontal wells in the Application Lands.

7. 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 the approximate 1280-acre stand-up exploratory drilling and spacing unit established by Order No. 421-33 for Sections 4 and 9, Township 10 North, Range 62 West, 6th P.M., for the production of oil, gas and associated hydrocarbons from the Niobrara Formation; 2) vacate an approximate 640-acre drilling and spacing unit established by Order No. 421-3 for Section 33, Township 11 North, Range 62 West, 6th P.M., for the production of oil, gas and associated hydrocarbons from the Niobrara Formation; 3) establish an approximate 1,280-acre drilling and spacing unit for Section 4, Township 10 North, Range 62 West, 6th P.M. and Section 33, Township 11 North, Range 62 West, 6th P.M., for the production of oil, gas and associated hydrocarbons from the Codell, Carlile, Fort Hays and Niobrara Formations; 4) approve up to sixteen (16) new 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 5) provide for reduced setbacks as to the boundaries of the approximate 1,280-acre drilling and spacing unit of no closer than 150 feet for the Niobrara and Fort Hays Formations and no closer than 300 feet for 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.

8. 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.

9. 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.

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

11. The productive interval of each proposed horizontal well shall be no closer than 150 feet from the boundaries of the unit for the Niobrara and Fort Hays Formations and no closer than 300 feet from the boundaries of the unit for the Codell and Carlile Formations and all horizontal wells shall be no closer than 150 feet from the productive interval of any other well within the unit, unless an exception is granted by the Director.

12. 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 to:

A. Vacate the approximate 1280-acre stand-up exploratory drilling and spacing unit established by Order No. 421-33 for Sections 4 and 9, Township 10 North, Range 62 West, 6th P.M., for the production of oil, gas and associated hydrocarbons from the Niobrara Formation;

B. Vacate an approximate 640-acre stand-up exploratory drilling and spacing unit established by Order No. 421-3 for Section 33, Township 11 North, Range 62 West, 6th P.M., for the production of oil, gas and associated hydrocarbons from the Niobrara Formation;

C. Establish an approximate 1,280-acre drilling and spacing unit for Section 4, Township 10 North, Range 62 West, 6th P.M. and Section 33, Township 11 North, Range 62 West, 6th P.M., and approve up to sixteen (16) new 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;

D. Provide that the productive interval of any horizontal well in the unit shall be no closer than 150 feet from the boundaries of the unit for the Niobrara and Fort Hays Formations, no closer than 300 feet from the unit boundaries for the Codell and Carlile Formations, and not less than 150 feet from the productive interval of any other wellbore within the unit, and authorizing a total of four well pads in the unit, unless an exception is granted by the Director;

E. Find 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.

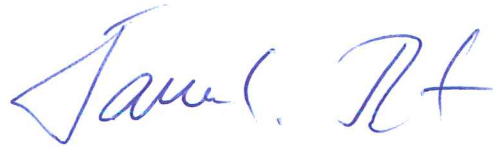
F. For such other findings and orders as the Commission may deem proper or advisable in this matter.

DATED May 31, 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: Bennett Meyer
1099 18th Street, Suite 2300
Denver, CO 80202

VERIFICATION

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

Bryce Doty, of lawful age, being first duly sworn upon oath, deposes and says that he is a Landman 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.


Bryce Doty
Landman
HighPoint Operating Corporation

Subscribed and sworn to before me this 30th day of May, 2018.

Witness my hand and official seal.

[SEAL]

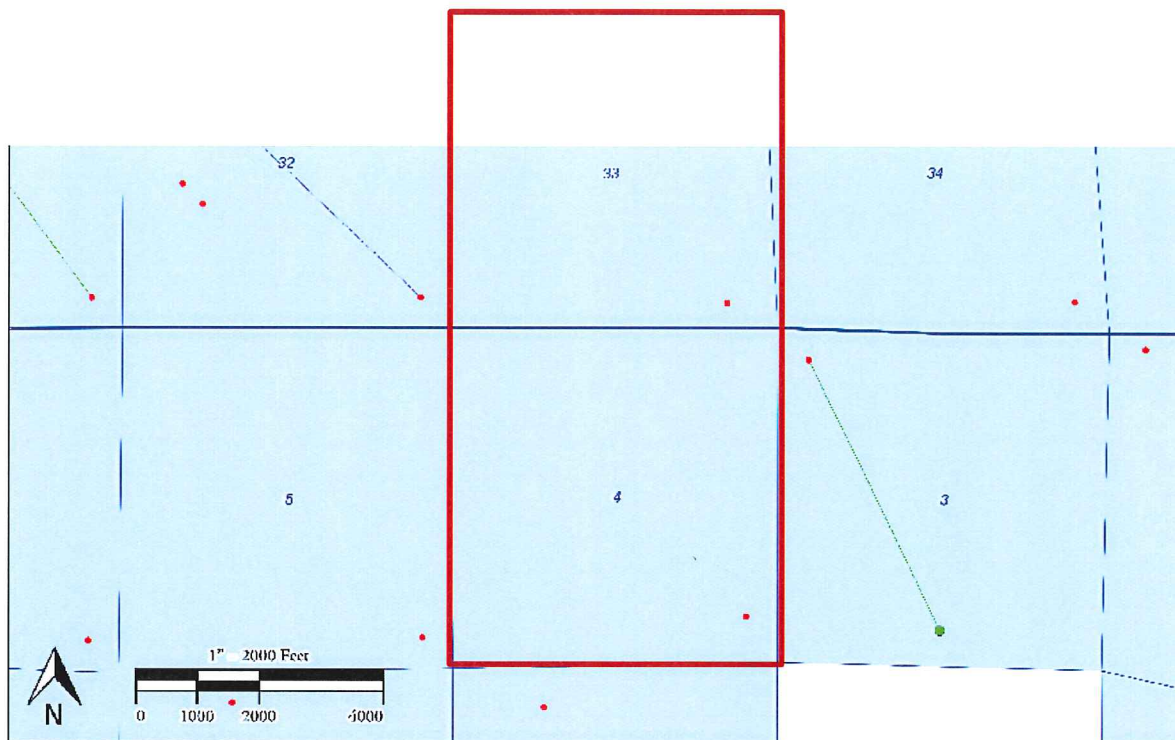


My commission expires: March 5, 2022

Michelle Paitra
Notary Public

Reference Map


Section 4, Township 10 North, Range 62 West, 6th P.M., and
Section 33, Township 11 North, Range 62 West, 6th P.M.



IN THE MATTER OF THE APPLICATION OF HIGHPOINT OPERATING CORPORATION FOR AN ORDER TO VACATE ALL OR A PORTION OF ORDER NOS. 421-3 AND 421-33 ESTABLISH AN APPROXIMATE 1,280-ACRE DRILLING AND SPACING UNIT FOR SECTION 4, TOWNSHIP 10 NORTH, RANGE 62 WEST, 6TH P.M., AND SECTION 33, TOWNSHIP 11 NORTH, RANGE 62 WEST, 6TH P.M., APPROVE UP TO SIXTEEN (16) NEW HORIZONTAL WELLS WITHIN THE UNIT, AND APPROVE REDUCED BOUNDARY SETBACKS OF 150 FEET FOR THE NIOBRARA AND FORT HAYS FORMATIONS AND 300 FEET 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)



Jamie L. Jost
Kelsey H. Wasylenky


Notary Public

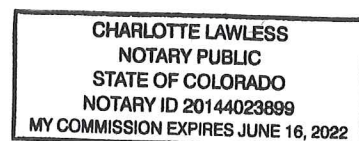


EXHIBIT A
HIGHPOINT - SP - T10N-R62W Sec 4 & T11N-R62W Sec 33

8 North, LLC
1888 Sherman Street
Suite 200
Denver, CO 80203

American Patriot Oil, LLC
10940 S Parker Road #765
Parker, CO 80134

Anadarko E&P Company, LP
1099 18th
Suite 1800
Denver, CO 80202

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

Lincoln Energy LLC
PO Box 6975
Denver, CO 80206

Okreek Oil and Gas LLC
999 18th Street, Suite 1120S
Denver, CO 80202

White Eagle Exploration, Inc.
621 17th Street, Suite 2635
Denver, CO 80293

Amcon Resources Inc
PO Box 3025
Oklahoma City, OK 73101

Brian Soens & Brynn Soens
PO Box 66285
Albuquerque, NM 87193

Centennial Mineral Holdings LLC a Texas
Limited Liability Company
5950 Cedar Springs Road, Suite 200
Dallas, TX 75235

Charles A. Dunlap & Shirley Dunlap
2512 Timber Court
Fort Collins, CO 80521

David B. Smock
131 Hillcrest Drive, Apt. #2614
Fort Collins, CO 80521

Donna Gowdy
589 Christy Kay Lane
Rhome, TX 76078

Dorothy Carlton
127 NW 98th Terrace
Plantation, FL 33324

Ellen Walton (deceased)
Lucky 2 Motel, PO Box 586
Leadville, CO 80461

Green Valley Ranch, Inc. a Wyoming
Corporation
1474 Sybille Road
Wheatland, WY 82201

Harold Young (deceased)
2830 Meade
Denver CO

Jeffery L. Dunlap
154 Briarwood Road #332
Fort Collins, CO 80521

Shirley A Jimenez & Facundo G Jimenez
14 Tango Road
Santa Fe, NM 87506

Lincoln Energy Partners II, LLC a Colorado
limited liability company
PO Box 6975
Denver, CO 80206

Mekusukey Oil Company LLC
PO Box 816
Wewoka, OK 74884-0816

Michael D. Konig
57851 WCR 81
Grover, CO 80729

Nellie Martinez
1888 S. Stewart
Denver, CO 80219

PeakStar Resources LP
PO Box 10017
Midland, TX 79702

Trevor S. Turmelle
17521 Arratia
El Paso, TX 79938

W. Paul Young (deceased)
522 Maple Street
Ft. Morgan, Colorado 80701

Alice Mae Shoopman Trust, dated
11/17/1993
5189 Lassen Avenue
San Jose, CA 95129

Amy Ann Harris
1390 River Road West
Greencove Springs, FL 32043

BCK Heath Property LLC
608 E. Harmony Road, Suite 203
Fort Collins, CO 80525

Burnett Living Trust dated July 12, 2016
55670 WCR 77
Grover, CO 80729

Carmela K. Burton
PO Box 118
Stratton, CO 80836

Carolyn Bethanna Thompson Hammen &
Mack Erwine Parthe
9665 E. Catalina Drive
Prescott Valley, AZ 86315

Charlene R. Smith
127 NW 98th Terrace
Plantation, FL 33324

Charles E. Nussbaum & Dorothy Lola
39994 County Road 126
Grover, CO 80729

Cheryl Ann Hembree
4546 W. 2nd Street
Greeley, CO 80634

Clifton Edward Thompson
203 Bartlett Avenue
Joplin, MO 64804

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PO Box 23
Grover, CO 80729

Delores Tormey
2125 North Esplanade
Cuero, TX 77954

Dixie Pierce & Charlie Pierce
6810 Tate Road
Cheyenne, WY 82001

Donald D. Porter
36900 WCR 128
Grover, CO 80729

George G. Vaught, Jr.
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Denver, CO 80201

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Wheatland, WY 82201

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306 Felisa Court
Redlands, CA 92373

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Grover, CO 80729

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4320 McMurry Avenue
Fort Collins, CO 80525

Janet F. Konig
37231 Highway 14
Briggsdale, CO 80611

Jerry L. Burnett & Margaret E. Burnett
39767 WCR 132
Grover, CO 80729

Joel W. Konig & Marcy J. Konig
57851 WCR 81
Grover, CO 80729

Joseph A. Horvath
95 East Maple Lane
Pleasant Grove, UT 84062

Marilyn K. Treat
5836 Terrazzo Court
San Jose, CA 95123

McCullis Oil & Gas Inc
PO Box 221515
Denver, CO 80222

Michael D. Konig & Tina M. Konig
36679 CR 110
Briggsdale, CO 80611

Nora Horvath Ryan
58235 Joshua Drive
Yucca Valley, CA 92284

Patricia Schwalm
22577 WCR 64 1/2
Greeley, CO 80631

Paul L. McCulliss
PO Box 3248
Littleton, CO 80161

Robert Lewis Stinnett
574 Saint Nick Drive
Memphis, TN 38117

Russell Lawrence Thompson
60396 263rd E. Avenue
Broken Arrow, OK 74014

Shawna L. Stanton
5996 Carriage Drive
Bartlett, TN 38134

Smock Minerals LLC
46715 WCR 128
Grover, CO 80729

Teresa Kay Fewell
2909 Emerald Lake Drive
Harlingen, TX 78550

Tim Metz
707 S. 13th
Fairview, OK 73737

Timothy Smock
125 West 9th Street
Lingle, WY 82223

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

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