

**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. 421-31 AND 421-
35, ESTABLISH AN APPROXIMATE 1,280-
ACRE DRILLING AND SPACING UNIT FOR
SECTION 5, TOWNSHIP 10 NORTH, RANGE
62 WEST, 6TH P.M., AND SECTION 32,
TOWNSHIP 11 NORTH, RANGE 62 WEST, 6TH
P.M., APPROVE UP TO SIXTEEN (16) NEW
HORIZONTAL WELLS WITHIN THE UNIT, AND
APPROVED 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. 421-35 for Sections 5 and 8, 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 1280-acre stand-up exploratory drilling and spacing unit established by Order No. 421-31 for Sections 29 and 32, 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 5, Township 10 North, Range 62 West, 6th P.M. and Section 32, 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 5: All

Township 11 North, Range 62 West, 6th P.M.
Section 32: 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 5, Township 10 North, Range 62 West, 6th P.M. and Section 32, 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 5, Township 10 North, Range 62 West, 6th P.M. and Section 32, 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. 421-31 which, among other things, maintained two approximate 640-acre drilling and spacing units established by Order Nos. 421-1 and 421-3 for Sections 29 and 32, Township 11 North, Range 62 West, 6th P.M. for the Garden Creek #21-32H Well, and establish an approximate 1280-acre stand-up exploratory drilling and spacing unit for Sections 29 and 32, Township 11 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. On January 7, 2013, the Commission entered Order No. 421-35 which, among other things, vacated two approximate 640-acre drilling and spacing units established by Order No. 421-3 for Sections 5 and 8, Township 10 North, Range 62 West, 6th P.M., and establish an approximate 1280-acre stand-up exploratory drilling and spacing unit for Sections 5 and 8, 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.

7. The Commission records show that there is one horizontal well producing in the Niobrara Formation within the Application Lands, the Garden Creek 24-32H (API No. 05-123-32445) in Section 32, Township 11 North, Range 62 West, 6th P.M. operated by Applicant. Applicant requests that the Garden Creek 24-32H (API No. 05-123-32445) continue to allocate to the 640-acre unit established by Order No. 421-3 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 Garden Creek well will allocate to the new proposed 1,280-acre unit.

8. 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. 421-35 for Sections 5 and 8, 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 1280-acre stand-up exploratory drilling and spacing unit established by Order No. 421-31 for Sections 29 and 32, 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 5, Township 10 North, Range 62 West, 6th P.M. and Section 32, 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.

9. 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.

10. 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.

11. 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 existing pads, unless an exception is granted by the Director.

12. 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.

13. 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. 421-35 for Sections 5 and 8, 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 1280-acre stand-up exploratory drilling and spacing unit established by Order No. 421-31 for Sections 29 and 32, 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 5, Township 10 North, Range 62 West, 6th P.M. and Section 32, 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 and 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 five 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.

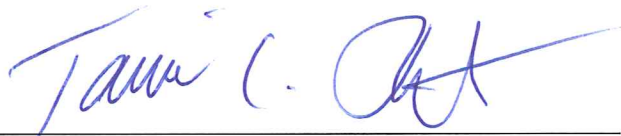
F. For such other findings and orders as the Commission may deem proper or advisable in this matter.

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]

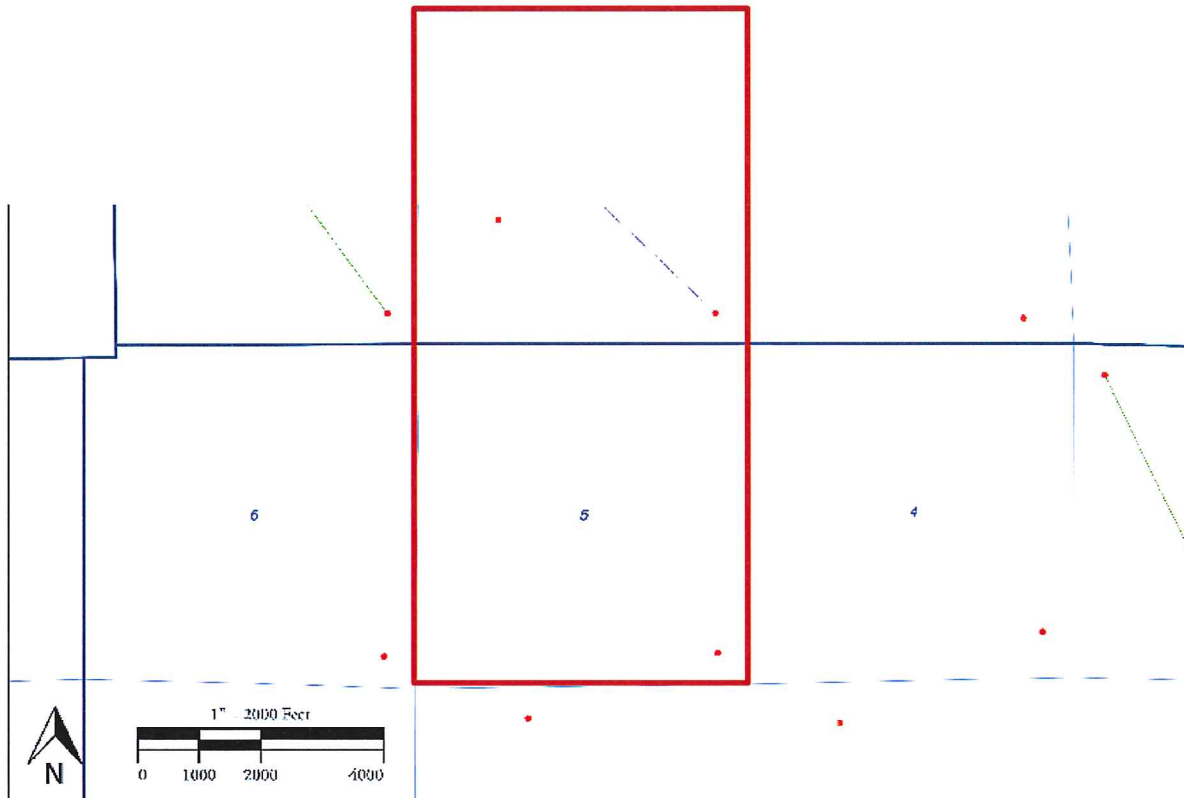


My commission expires: March 5, 2022

 Aniella Paitra
Notary Public

Reference Map


Section 5, Township 10 North, Range 62 West, 6th P.M., and
Section 32, 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. 421-31 AND 421-35, ESTABLISH AN APPROXIMATE 1,280-ACRE DRILLING AND SPACING UNIT FOR SECTION 5, TOWNSHIP 10 NORTH, RANGE 62 WEST, 6TH P.M., AND SECTION 32, TOWNSHIP 11 NORTH, RANGE 62 WEST, 6TH P.M., APPROVE UP TO SIXTEEN (16) NEW HORIZONTAL WELLS WITHIN THE UNIT, AND APPROVED 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

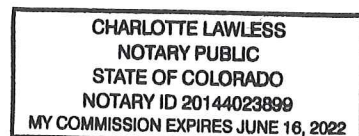


EXHIBIT A
HIGHPOINT - SP - T10N-R62W Sec 5 & T11N-R62W Sec 32

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

Carrizo Niobrara
1812 56th Avenue
Greeley, CO 80634

Carrizo Oil & Gas, Inc.
1812 56th Avenue
Greeley, CO 80634

Extraction Oil and Gas LLC
370 17th Street Suite 5300
Denver, CO 80201

Gene F. Lang & Co
19751 E. Main Street, Suite 334
Parker, CO 80134

Haimo Oil & Gas, LLC
2901 Wilcrest Dr., Suite 285
Houston, TX 77019

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

IOCL USA Inc
500 Dallas Street, Suite 2300
Houston, TX 77002

OIL India USA Inc
500 Dallas Street, Suite 2300
Houston, TX 77002

Oil USA
333 Clay Steet, Suite 3300
Houston, TX 77002

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

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

Bartels Minerals LLC
4511 14th Street
Greeley, CO 80634

Black Hollow Roylaty LLC
19751 East Mainstreet, Suite 334
Parker, CO 80138

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

Charles D. McKay
5006 W 2nd Street
Greeley, CO 80634

David Holl
5226 Brookview Drive
Dallas, TX 75220

DDFS Partnership, LP
c/o GRP Energy, LP, 5956 Sherry Lane,
Suite 1221
Dallas, TX 75225

Donna Gowdy
589 Christy Kay Lane
Rhome, TX 76078

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

Grandchildrens Trust I
2131 62nd Avenue Court
Greeley, CO 80634

Grandchildrens Trust II
2131 62nd Avenue Court
Greeley, CO 80634

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

GRP Energy, LP
5956 Sherry Lane, Suite 1221
Dallas, TX 75225

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

MAP2012-OK
c/o MAP Royalty, Inc., 101 N. Robinson,
Suite 1000
Oklahoma City, OK 73102

Mekusukey Oil Company LLC
PO Box 816
Wewoka, OK 74884

Mike's Oil Well LLC
108 Martinek Lane
Palmer, TX 75152

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

Nellie Martinez
1888 S. Stewart
Denver, CO 80219

Royalty Asset Holdings, LP
5956 Sherry Lane, Suite 1221
Dallas, TX 75225

Alan Timm
H C 62 Box 50
Saratoga, WY 82331

Albert Timm
4408 Carmel Drive
Cheyenne, WY 82009

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

Arland Timm
681 Prairie Dog Road
Sheridan, WY 82801

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

Charles D. Miller & Robin D. Miller
1704 Elder Avenue
Greeley, CO 80631

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

Darrell Joe Timm
6224 Ashcroft Road
Greeley, CO 80634

David B. Redfurn & Karen L. Redfern
4455 Country Club Court
Riverton, WY 82501

Delores Tormey
2125 North Esplanade
Cuero, TX 77954

Denise Fuerte
5124 Kahana Street
Kaapa, HI 96746

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

Donald Timm
506 Manewal
Cheyenne, WY 82009

Dwane Timm
315 Washington
Goodland, KS 67735

Family Tree Corporation
PO Box 260498
Lakewood, CO 80226

Gayle L. Hoffman
2465 E. 101st Court
Denver, CO 80229

J. Christopher Dykes Revocable Trust dated
October 10, 2012
PO Box 260498
Lakewood, CO 80226

James Horvath
306 Felisa Court
Redlands, CA 92373

James M. Konig
57851 WCR 81
Grover, CO 80729

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

Kelley Jean Miller
220 N. 49th Avenue Court
Greeley, CO 80634

Larry L. Wagner and Ruth I. Wagner Family
Trust under date March 9, 2007
801 Garfield Street
Canon City, CO 81212

Lawrence D. Beck Trust dated May 11,
2000
PO Box 16940
Golden, CO 80402-6015

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

Marion Redfern Family Trust
23160 W. Davey Avenue
Newhall, CA 91321

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

Michael L. Dykes Revocable Trust dated
October 10, 2012
PO Box 260498
Lakewood, CO 80226

Mojack Interest LLLP
38375 County Rd 55
Eaton, CO 80615

Nora Horvath Ryan
58235 Joshua Drive
Yucca Valley, CA 92284

Oasis Ranch, LLC a Colorado limited
liability company
58351 Weld County Road 77
Grover, CO 80729

Pam Phifer
1041 Elbert Avenue
Loveland, CO 80537

Robert P. Dykes Revocable Trust dated
October 14, 2011
PO Box 260498
Lakewood, CO 80226

Tamera K. Martin
790 Highway 86
Dimmitt, TX 79027

Wanda G. Beck Trust dated May 11, 2000
PO Box 16940
Golden, CO 80402-6015

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