

**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 AMEND ORDER NO. 421-
23 TO INCLUDE THE CODELL, CARLILE, AND
FORT HAYS FORMATIONS, TO APPROVE AN
ADDITIONAL SIX HORIZONTAL WELLS FOR
A TOTAL OF UP TO SIXTEEN (16) NEW
HORIZONTAL WELLS AND TO APPROVE
REDUCED BOUNDARY SETBACKS OF 150
FEET FOR THE NIOBRARA AND FORT HAYS
FORMATIONS, AND 300 FEET FOR THE
CODELL AND CARLILE FORMATIONS, IN AN
APPROXIMATE 1,280-ACRE DRILLING AND
SPACING UNIT ESTABLISHED FOR SECTION
33, TOWNSHIP 12 NORTH, RANGE 62 WEST,
6TH P.M. AND SECTION 4, 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, 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 amend Order No. 421-23 to: 1) to include the Codell, Carlile, and Fort Hays Formations; 2) approve an additional six (6) horizontal wells for a total of up to sixteen (16) new horizontal wells in the approximate 1,280-acre drilling and spacing unit established for Section 33, Township 12 North, Range 62 West, 6th P.M. and Section 4, Township 11 North, Range 62 West, 6th P.M.; and 3) 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, with 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 33: All

Township 11 North, Range 62 West, 6th P.M.
Section 4: 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 33, Township 12 North, Range 62 West, 6th P.M. and Section 4, 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 for certain lands, including Section 33, Township 12 North, Range 62 West, 6th P.M. and Section 4, Township 11 North, Range 62 West, 6th P.M., and approved one horizontal well within each unit, for the production of oil, gas, and associated hydrocarbons from 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 7, 2013, the Commission entered Order No. 421-23 which, among other things, established an approximate 1280-acre stand-up exploratory drilling and spacing unit for Section 33 Township 12 North, Range 62 West, 6th P.M. and Section 4, Township 11 North, Range 62 West, 6th P.M., and approved up to ten wells within the unit, for the production of oil, gas and associated hydrocarbons from the Niobrara Formation, with the bottomhole locations not less than 600 feet from the boundary of the proposed drilling unit and not less than 460 feet from any other well or treated interval of a well producing from the Niobrara Formation, without exception being granted by the Director.

6. The Commission records show that there are no horizontal, vertical or directional wells producing or permitted 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 amend Order No. 421-23 to 1) to include the Codell, Carlile, and Fort Hays Formations; 2) approve an additional six (6) horizontal wells for a total of up to sixteen (16) new horizontal wells in the approximate 1,280-acre drilling and spacing unit established for Section 33, Township 12 North, Range 62 West, 6th P.M. and Section 4, Township 11 North, Range 62 West, 6th P.M.; and 3) 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, with 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 amendments to the 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 unit boundaries 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. Amend Order No. 421-23 to include the Codell, Carlile, and Fort Hays Formations in an established 1,280-acre drilling and spacing unit for Section 33, Township 12 North, Range 62 West, 6th P.M. and Section 4, Township 11 North, Range 62 West, 6th P.M.;

B. Amend Order No. 421-23 to approve an additional six (6) horizontal wells for a total of 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, for the production of oil, gas and associated hydrocarbons from the Codell, Carlile, Fort Hays and Niobrara Formations;

C. Amend Order No. 421-23 to 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 four well pads in the unit, unless an exception is granted by the Director;

D. Find that the additional wells and reduced setbacks 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.

E. 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: Teale Stone
1099 18th Street, Suite 2300
Denver, CO 80202

VERIFICATION

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

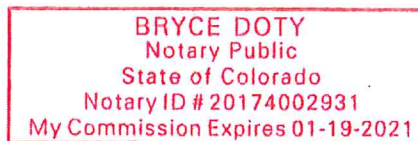
Teale Stone, of lawful age, being first duly sworn upon oath, deposes and says that he is a Landman for HighPoint Operating Corporation, and that he has read the foregoing Application and that the matters therein contained are true to the best of his knowledge, information and belief.


Teale Stone
Landman
HighPoint Operating Corporation

Subscribed and sworn to before me this 31st day of May, 2018.

Witness my hand and official seal.

[SEAL]

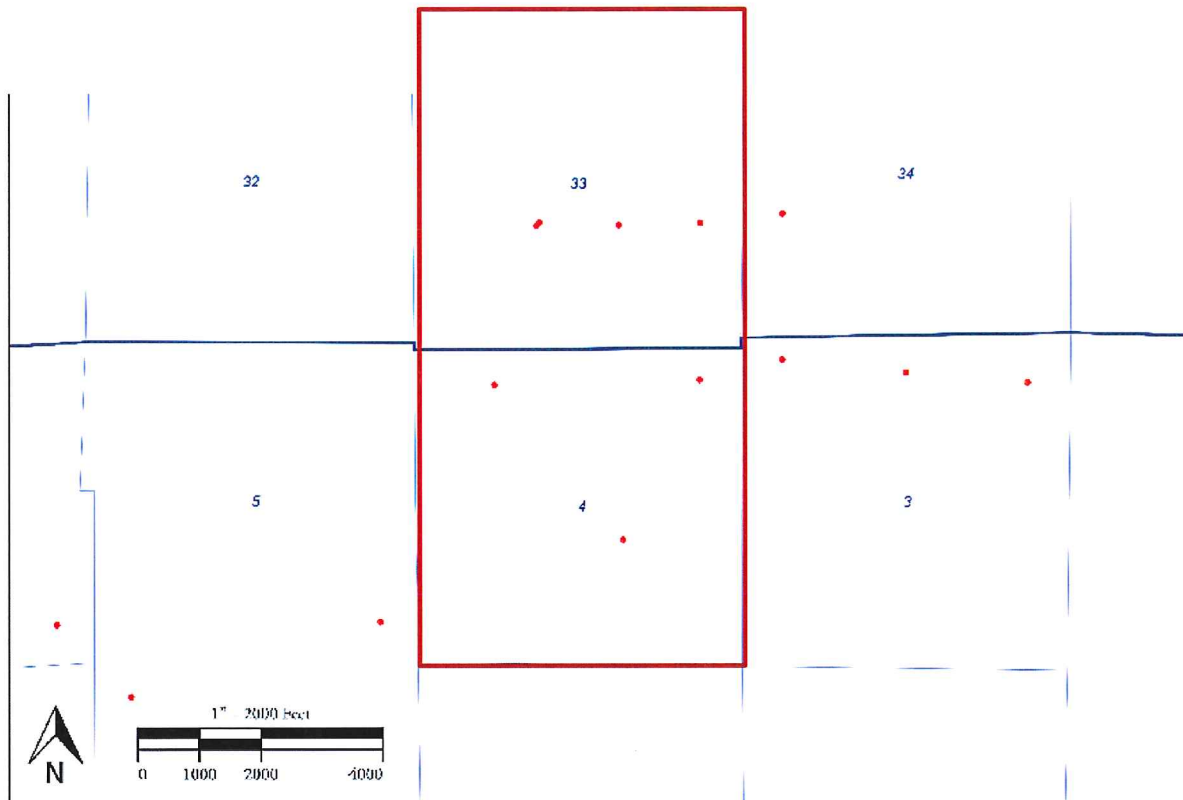


My commission expires: 1-19-2021


Notary Public

Reference Map

Section 33, Township 12 North, Range 62 West, 6th P.M. and
Section 4, Township 11 North, Range 62 West, 6th P.M.



IN THE MATTER OF THE APPLICATION OF HIGHPOINT OPERATING CORPORATION FOR AN ORDER TO AMEND ORDER NO. 421-23 TO INCLUDE THE CODELL, CARLILE, AND FORT HAYS FORMATIONS, TO APPROVE AN ADDITIONAL SIX HORIZONTAL WELLS FOR A TOTAL OF UP TO SIXTEEN (16) NEW HORIZONTAL WELLS AND TO APPROVE REDUCED BOUNDARY SETBACKS OF 150 FEET FOR THE NIOBRARA AND FORT HAYS FORMATIONS, AND 300 FEET FOR THE CODELL AND CARLILE FORMATIONS, IN AN APPROXIMATE 1,280-ACRE DRILLING AND SPACING UNIT ESTABLISHED FOR SECTION 33, TOWNSHIP 12 NORTH, RANGE 62 WEST, 6TH P.M. AND SECTION 4, 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, HEREFORD FIELD, WELD COUNTY, COLORADO

TYPE: SPACING

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

EXHIBIT A
HIGHPOINT - SP - T12N-R62W Section 33 & T11N-R62W Section 4

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

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

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

Contex Energy Company
621 17th Street
Denver, CO 80293

Frank H. Walsh, LLC
PO Box 30
Sterling, CO 80751

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

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

Kaiser-Francis Oil Company
PO Box 21468
Tulsa, OK 74121-1468

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

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

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

The Pfanenstiel Company, LLC
101 Park Avenue
Suite 3100
Oklahoma City, OK 73102

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

Walsh Producion, Inc.
PO Box 30
Sterling, CO 80751

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

Anadarko Land Corp
PO Box 1330
Houston, TX 77251-1330

Bartels Minerals LLC
4511 14th St
5801 West 11th Street, #201
Greeley, CO 80634

Charles W. and Patty N. Brown, LLC
P.O. Box 587
Marlow, OK 73055

Charlotte M. Tegtman
Mark A. Tegtman, PR of Estate
7973 Bayside Drive
Fort Collins, CO 80528

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

D.A. Bunnell (Delbert A. Bunnell)
c/o Steven T. Bunnell
7825 S. Logan
Littleton, CO 80122

Delma Boomer
4701 North 39th Drive
Phoenix, AZ 85019

Heirs or devisees of Howard L. Sleeper,
Father, Denver, Colorado and Virginia S.
Pleus, Daughter, Orlando, Florida
(January 24, 1942)
1037 Lancaster Drive
Orlando FL 32806

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

Kathryn B. Stahlman and
Robbin L. Peppler as Trustees
of the Grandchildren's Trust I
2131 62nd Ave Court
Greeley, CO 80634

MAP2009-OK,
An Oklahoma general partnership
c/o MAP Royalty, Inc.
101 N. Robinson, Suite 1000
Oklahoma City, OK 73102-5514

Richard J. Bartels and
Robbin L. Peppler as Trustees
of the Grandchildren's Trust II
2131 62nd Ave Court
Greeley, CO 80634

Survivor's Trust under the Raleigh and
Adrienne Philp 2001 Trust
2584 S. 10th Avenue
Arcadia, CA 91006

The Survivors Trust, under the Ralph
and Adrienne Philp 2001 Trust
2584 South 10th Avenue
Arcadia, CA 91006

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

Anita Jeanne Hartinger, formerly known as,
Anita Jeanne Philp
PO Box 273377
Fort Collins, CO 80527-3377

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

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

Catheryn L. Geissler
7300 W. 107th St., #229
Overland, KS 66212

CoBank, FBC
P.O. Box 2940
Wichita, KS 67201-2940

Diana Rickard
10215 Madison St
Omaha, NE 68127

Donald W. Gillette, also known as Don W.
Gillette
2161 C St. NW
Greeley, CO 80631

Doris A. Thurston
10251 SW River Bend Rd.
McMinnville, OR 97128

Dorothy F. Timm
106 Stoney Ave.
Grover, CO 80729

Elder, Lambert and Martin, LLC
65 Chestnut Street
Windsor, CO 80550

Elizabeth J. Krickbaum
417 S. 4th Ave
Brighton, CO 80601

Ettie P. Blake Living Trust dated August 15,
1988
c/o Francis W. Blake
5700 E. Vine Dr.
Fort Collins, CO 80524

Francis W. Blake and
Esther Joanne Blake,
as tenants in common
5700 East County Road 48
Fort Collins, CO 80524

Hampton Royalties, LLC
1855 40th Avenue
Greeley, CO 80634

James Dale Philp
and Mary Beth Philp
P.O. Box 1032
Big Sandy, TX 75755

JB Lambert, LLC
5433 Apple Drive
Fort Collins, CO 80526

Kathryn L. Elliott
27624 S. NN Hwy
Sheldon, MO 64784

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

Loyd Farms, a general partnership
66732 WCR 87
Grover, CO 80729

Marjorie A. Blossom
907 SE Ford Street
McMinnville, OR 97128

Mark Jenkins and Karen R. Jenkins
20030 WCR 33
LaSalle, CO 80645

McClintock & Nikoloric LLC
BOKF, NA dba Colorado State Bank and
Trust, Agent
P.O. Box 3499
Tulsa, OK 74101

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

Overland Energy Partners Fund I, LLC
700 17th Street, Suite 900
Denver, CO 80202

Pawnee Butte Royalties
P.O. Box 4631
Englewood, CO 80155

Peteco Properties, LLC
5236 Pinehurst Drive
Boulder, CO 80301

Rearden Minerals, LLC
5914 West Courtyard Drive
Suite 200
Austin, TX 78730

Steele Resources, LLC
10477 Cimarron Street
Firestone, CO 80504

Susan Carol Philp
15 Harborview Dr.
Kingston, MA 02364-2291

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

Terry Wayne Stelling & Robin Stelling , as
Trustees of the Robin Stelling & Terry
Stelling Revocable Living Trust dated 12-
17-2003
5 Mt. Rainier Dr.
San Rafael, CA 94903

Theresa P. Hartsell
40514 Goodnight Road
La Center, WA 98629

Tietmeyer Mineral Co., LLC, a Colorado
Limited liability Company
67125 WCR 83
Grover, CO 80729

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

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