

**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 POOL ALL INTERESTS IN AN
APPROXIMATE 1,280-ACRE DRILLING AND
SPACING UNIT ESTABLISHED FOR
PORTIONS OF SECTIONS 11 AND 14,
TOWNSHIP 11 NORTH, RANGE 63 WEST, 6TH
P.M., FOR THE PRODUCTION OF OIL, GAS
AND ASSOCIATED HYDROCARBONS FROM
THE CODELL FORMATION, HEREFORD
FIELD, WELD COUNTY, COLORADO

CAUSE NO. 421

DOCKET NO. 180900____

TYPE: POOLING

APPLICATION

COMES NOW HighPoint Operating Corporation (Operator No. 10071) ("Applicant"), by its attorneys, Jost Energy Law, P.C., and makes this application to the Oil and Gas Conservation Commission of the State of Colorado ("Commission") for an order to pool all interests within an approximate 1,280-acre drilling and spacing unit, as defined below, for the production and operation of the Critter Creek 550-1411H (API No. 05-123-46864), Critter Creek 250-1411H (API No. 05-123-46842), Critter Creek 230-1411H (API No. 05-123-46702), and Critter Creek 210-1411H (API No. 05-123-46700) ("Wells") for the development and operation of the Codell Formation on the following lands (hereinafter collectively, the "Application Lands"):

Township 11 North, Range 63 West, 6TH P.M.

Section 11: All

Section 14: All

1280-acres, more or less, Weld County, Colorado.

In support thereof, Applicant states and alleges as follows:

1. Applicant is a corporation duly 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 in the Application Lands, as defined by the Oil and Gas Conservation Act, and owns certain leasehold interests in the Application Lands and/or holds the right to operate certain leasehold interests in the Application Lands.
3. On July 20, 2015, the Commission entered Order No. 421-69 which, among other things, established eleven (11) approximate 1,280-acre drilling and spacing units for certain lands, including the Application Lands, and approved six (6) horizontal wells within each unit, for the development and operation of the Codell Formation, with the

productive interval of the wellbore to be located no closer than 460 feet from the unit boundaries, and no closer than 150 feet from the productive interval of any other wellbore producing from the same source of supply within the unit, without exception being granted by the Director.

4. On December 13, 2016, the Commission entered Order No. 421-79 which, among other things, modified Order Nos. 421-56, 421-57, 421-62, 421-64, and 421-69, and allowed the productive interval of any permitted well to be located no closer than 300 feet from the unit boundaries of twelve approximate 1280-acre drilling and spacing units including Sections 11 and 14, Township 11 North, Range 63 West, 6th P.M., for the production of oil, gas and associated hydrocarbons from the Codell Formation.

5. Applicant, pursuant to Commission Rule 530 and/or the provisions of C.R.S. § 34-60-116 (6) and (7), hereby requests an order to pool all interests, including but not limited to, any non-consenting interests and any party failing to fulfill its election, in the Application Lands in the Codell Formation underlying the drilling and spacing unit for the drilling of the Critter Creek 550-1411H (API No. 05-123-46864), Critter Creek 250-1411H (API No. 05-123-46842), Critter Creek 230-1411H (API No. 05-123-46702), and Critter Creek 210-1411H (API No. 05-123-46700).

6. Applicant requests that the Commission's pooling order be made effective as of the earlier of the date of this Application, or the date that the costs specified in C.R.S. § 34-60-116(7)(b) are first incurred for the drilling of the Wells to the Codell Formation on the Application Lands.

7. Applicant certifies that copies of this Application will be served on all persons owning a recorded and known interest in the mineral estate of the tracts to be pooled within seven days of the date hereof, as required by Rule 503.e., and that at least 60 days prior to the hearing on this matter, each such recorded and known interest owner not already leased or voluntarily pooled will be offered the opportunity to lease and/or participate and will be provided with the information required by Rule 530 as applicable.

8. In order to prevent waste and to protect correlative rights, all interests in the drilling and spacing unit should be pooled for the orderly development and operation of the Codell Formation, including any non-consenting interests therein.

WHEREFORE, Applicant requests that this matter be set for hearing on September 17, 2018, that notice be given as required by law, and that upon such hearing, the Commission enter its order:

A. Pooling all interests, including but not limited to any non-consenting interests and any party failing to fulfill its election, in the following approximate 1280-acre drilling and spacing unit established for the development and operation of the Codell Formation:

Township 11 North, Range 63 West, 6TH P.M.

Section 11: All

Section 14: All

1280-acres, more or less, Weld County, Colorado.

B. Providing that the Commission's pooling order is made effective as of the earlier of the date of this Application, or the date that any of the costs specified in C.R.S. § 34-60-116(7)(b) are first incurred for the drilling of the Critter Creek 550-1411H (API No. 05-123-46864), Critter Creek 250-1411H (API No. 05-123-46842), Critter Creek 230-1411H (API No. 05-123-46702), and Critter Creek 210-1411H (API No. 05-123-46700), for the production of oil, gas and associated hydrocarbons from the Codell Formation on the Application Lands.

C. Providing that any party who fails to make a timely election to lease or to participate is pooled by operation of statute, pursuant to C.R.S. § 34-60-116(6) and (7), and made subject to the cost recovery provisions thereof with respect to the Well drilled to develop the Codell Formation in the drilling and spacing unit comprising the Application Lands.

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

DATED July 11th, 2018.

Respectfully submitted:

HIGHPOINT OPERATING CORPORATION

By: 

Jamie L. Jost
Kelsey 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: Bryce Doty
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 the 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

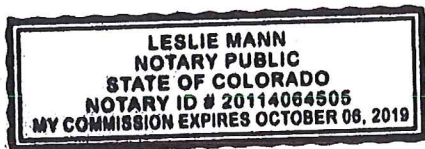
Subscribed and sworn to before me this 10th day of July, 2018.

Witness my hand and official seal.

[SEAL]

My commission expires: 10/6/2019


Notary Public



IN THE MATTER OF THE APPLICATION OF
HIGHPOINT OPERATING CORPORATION FOR
AN ORDER TO POOL ALL INTERESTS IN AN
APPROXIMATE 1,280-ACRE DRILLING AND
SPACING UNIT ESTABLISHED FOR
PORTIONS OF SECTIONS 11 AND 14,
TOWNSHIP 11 NORTH, RANGE 63 WEST, 6TH
P.M., FOR THE PRODUCTION OF OIL, GAS
AND ASSOCIATED HYDROCARBONS FROM
THE CODELL FORMATION, HEREFORD
FIELD, WELD COUNTY, COLORADO

TYPE: POOLING

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



Jamie L. Jost
Kelsey H. Wasylenky

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


Notary Public

EXHIBIT A
FP - T11N-R63W Sec 11, 14 - Critter Creek

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

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

Kenyon K. Ayars
63546 Weld County Road 67
Grover, Colorado 80729

Elder, Lambert and Martin, LLC
3136 Longhorn Court
Fort Collins, Colorado 80526

Shirley Smith Fonda
1956 Norwood Lane
State College, Pennsylvania 16803

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

Loyd Farms
66732 Weld County Road 87
Grover, Colorado 80729

G. Warren Smith, II
101 Ayyar Court
Slippery Rock, Pennsylvania 16057

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

IN THE MATTER OF AN APPLICATION BY
HIGHPOINT OPERATING CORPORATION FOR
AN ORDER TO, AMONG OTHER THINGS,
ESTABLISH AN APPROXIMATE 640-ACRE
DRILLING AND SPACING UNIT AND APPROVE
UP TO 5 WELLS FOR PRODUCTION FROM
THE NIOBRARA AND CODELL FORMATIONS
FOR THE S½ OF SECTIONS 5 AND 6,
TOWNSHIP 4 NORTH, RANGE 63 WEST, 6TH
P.M., WATTENBERG FIELD, WELD COUNTY,
COLORADO

CAUSE NO. 407


DOCKET NO. 180900693

TYPE: SPACING

AFFIDAVIT OF MAILING

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

The undersigned, of lawful age, and being first duly sworn upon my oath, state and declare that I am the attorney for HighPoint Operating Corporation, and that on or before the 25th day of July, I caused a copy of the Application to be deposited in the United States Mail, postage prepaid, addressed to the parties listed on Exhibit A to this Affidavit.



Jamie L. Jost
Kelsey H. Wasylenky

Subscribed and sworn to before me this 25th day of July, 2018.

Witness my hand and official seal.



Notary Public

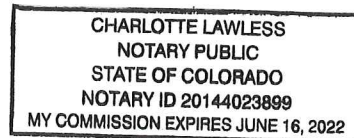


Exhibit A
HighPoint- SP 4N-63W 5-6

Noble Energy, Inc.
1625 Broadway # 2200
Denver, CO 80202

Wildcat Energy
245 E. 54th Street, Suite 5M
New York, NY 1002

HighPoint Operating Corporation
ATTN: Leslie Mann
1099 18th Street, Suite 2300
Denver, CO 80202

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

Christine Dougherty
Adams County
4300 South Adams County Pkwy,
Brighton, CO 80601