



<b>WSU No.</b>	<b>Application Lands</b>	<b>Acres</b>
2	<u>Township 5 North, Range 62 West</u> Section 20: W½	320
3	<u>Township 5 North, Range 62 West</u> Section 20: W½	320
4	<u>Township 5 North, Range 62 West</u> Section 20: E½W½, W½E½	320

A reference map of the Application Lands is attached as Exhibit B hereto.

3. On April 27, 1988, the Commission adopted Rule 318A, the Greater Wattenberg Area Special Well Location, Spacing and Unit Designation Rule. Rule 318A.a.(4)D. provides, in relevant part, that where a drilling and spacing unit does not exist for a horizontal well, the horizontal wellbore spacing unit shall be comprised of the governmental quarter-quarter sections in which the wellbore lateral penetrates the productive formation as well as any governmental quarter-quarter sections that are located less than four hundred sixty (460) feet from the portion of the wellbore lateral that penetrates the productive zone regardless of section or quarter section lines. Rule 318A.a.(4)D. further provides that a horizontal wellbore spacing unit may overlap portions of another horizontal wellbore spacing unit or other wellbore spacing unit designated in accordance with subsection a.(4)C.

4. Applicant has drilled the following wells in the Application Lands to the Niobrara and Codell Formations. Each well is located in a separate Horizontal Wellbore Spacing Unit ("WSU"), which correspond to the Application Lands as identified above in paragraph 2, established pursuant to Rule 318A:

<b>WSU No.</b>	<b>Well Name and API No.</b>	<b>Spud Date</b>	<b>Formation</b>
1	Antelope O-K-20HZ (API No. 05-123-36063)	10/15/2012	Niobrara
2	Antelope J-F-20HZ (API No. 05-123-36056)	11/3/2012	Niobrara
3	Antelope 24-21-20HC (API No. 05-123-38910)	4/11/2014	Codell
4	Antelope O34-K31-20HNC (API No.05-123-38909)	4/25/2014	<del>Codell</del> <b>Niobrara</b>

(collectively, the "Wells").

5. Pursuant to the relevant provisions of Section 34-60-116(6) & (7), C.R.S., as amended, and Commission Rule 530, Applicant seeks an order pooling all interests in the Application Lands for the development and operation of the Niobrara Formation in WSU Nos. 1 and 2 and the Codell Formation in WSU Nos. 3 and 4.

6. Applicant certifies that, at least sixty (60) days prior to the date of the hearing for this Application, each owner which Applicant was able to locate, not already leased or voluntarily pooled, was provided with the well proposal and information required by Section 34-60-116(7), C.R.S. and Commission Rule 530 and tendered a reasonable offer to lease (if an unleased mineral owner), or participate and bear costs associated with the drilling and completion of the Wells.

7. Applicant requests that a pooling order be entered as a result of this Application, that it be made effective as of the earlier of the date of this Application, or the date costs specified in Section 34-60-116(7)(b), C.R.S., are first incurred for the drilling of each of the Wells.

8. The granting of this **Amended** Application would be in accord with the Oil and Gas Conservation Act, found at Section 34-60-101, *et seq.*, C.R.S., as amended, and the Commission Rules.

9. The names of the interested parties (persons who own an interest in the mineral estate of the tracts to be pooled, except owners of overriding royalty interest) are attached hereto and marked Exhibit A. Applicant certifies that copies of this **Amended** Application will be served on all locatable interested parties within seven (7) days of the date hereof, as required by Commission Rule 507.b.(2).

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

A. Pooling all interests in the Application Lands for the development and operation of the Niobrara Formation in WSU Nos. 1 and 2 and the Codell Formation in WSU Nos. 3 and 4;

B. Providing that the pooling order is made effective as of the date of this Application, or the date that the costs specified in Section 34-60-116(7)(b)(II), C.R.S., were first incurred for the drilling of the Wells identified in paragraph 4 above;

C. Providing that the interests of any owners with whom the Applicant has been unable to secure a lease or other agreement to participate in the drilling of the Wells are pooled by operation of statute, pursuant to Section 34-60-116(7), C.R.S., and made subject to the cost recovery provisions thereof.

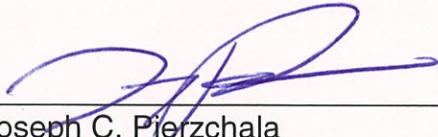
D. For such other findings and orders as the Commission may deem proper or advisable in the Application Lands.

Dated this 21<sup>st</sup> day of September ~~30th day of August~~, 2018

Respectfully submitted,

WELBORN SULLIVAN MECK & TOOLEY, P.C.

By: \_\_\_\_\_



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