

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

IN THE MATTER OF AN APPLICATION BY
ENERPLUS RESOURCES (USA) CORPORATION
FOR AN ORDER POOLING ALL INTERESTS IN AN
APPROXIMATE 640-ACRE DRILLING AND SPACING
UNIT ESTABLISHED FOR PORTIONS OF SECTIONS
25 AND 36, TOWNSHIP 8 NORTH, RANGE 67 WEST,
6TH P.M., FOR THE DEVELOPMENT/OPERATION
OF THE NIOBRARA, FORT HAYES, CODELL, AND
CARLILE FORMATIONS, UNNAMED FIELD, WELD
COUNTY, COLORADO.

CAUSE NOS. 535

DOCKET NO.

TYPE: POOLING

APPLICATION

Enerplus Resources (USA) Corporation (Operator No. 10177) ("Enerplus" or "Applicant"), by and through its attorneys, Beatty & Wozniak, P.C., respectfully submits this Application to the Oil and Gas Conservation Commission of the State of Colorado (the "Commission") for an order pooling all interests in an approximate 640-acre drilling and spacing unit established for portions of Sections 25 and 36, Township 8 North, Range 67 West, 6th P.M., for the development and operation of the Niobrara, Fort Hayes, Codell, and Carlile Formations. In support of its Application, Applicant states and alleges as follows:

1. Applicant is a corporation duly authorized to conduct business in the State of Colorado and has registered as an operator with the Commission.

2. Applicant owns a leasehold interest in the below-listed lands:

Township 8 North, Range 67 West, 6th P.M.

Section 25: E½

Section 36: E½

640 acres, more or less, Weld County, Colorado.

These lands are hereinafter collectively referred to as the "Application Lands" and depicted in Exhibit A, attached hereto.

3. Rule 318.a. of the Commission Rules provides a well to be drilled 2,500 feet or greater shall be located not less than 600 feet from any lease line, and shall be located not less than 1,200 feet from any other producible oil or gas well when drilling to the same common source of supply, unless authorized by the Commission upon hearing. The Application Lands are subject to this rule for the Niobrara, Fort Hayes, Codell, and Carlile Formations.

4. On March 20, 2017, the Commission entered Order Nos. 535-771, which, among other things, established an approximate 640-acre drilling and spacing unit, and authorized the drilling of four (4) horizontal wells within the unit from the Niobrara, Fort Hayes, Codell, and Carlile Formations within the unit for production of oil, gas, and associated hydrocarbons.

5. Pursuant to the Application, Applicant plans to drill the below-described wells within the Application Lands, for the production of oil, gas, and associated hydrocarbons from the Niobrara, Fort Hayes, Codell, and Carlile Formations:

- a. Beaufort 8-67-36-25C (API No. to be assigned) – Codell Formation;
- b. Hudson Bay 8-67-36-25N (API No. to be assigned) – Niobrara Formation;
- c. Northwestern Passages 8-67-36-25C (API No. to be assigned) – Codell Formation;
- d. St. Lawrence 8-67-36-25C (API No. to be assigned) – Codell Formation.

These wells are collectively referred to hereinafter as the “Subject Wells.”

6. Acting pursuant to the relevant provisions of §34-60-116(6) & (7), C.R.S., and Rule 530., Applicant seeks an order pooling all interests in the Application Lands, for the development and operation of the Niobrara, Fort Hayes, Codell, and Carlile Formations.

7. 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 §34-60-116(7)(b), C.R.S. are first incurred for the drilling of any of the Subject Wells.

8. Further, Applicant requests 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 Subject Wells, are made subject to the cost recovery provisions of §34-60-116(7), C.R.S., effective as of the earlier of the date of the Application, or the date the costs specified in §34-60-116(7)(b), C.R.S. are first incurred for the drilling of any of the Subject Wells.

9. Applicant requests that relief granted under this Application should be effective on oral order by the Commission, and Applicant hereby agrees to be bound by said oral order.

10. The granting of this Application is in accord with the Oil and Gas Conservation Act, found at §34-60-101, *et seq.*, C.R.S., and the Commission rules.

11. The undersigned certifies that copies of this Application will be served on each interested party as required by Rule 507 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, 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, Fort Hayes, Codell, and Carlile Formations, with the pooling order made effective as of the earlier of the date of this Application, or the date that the costs specified in §34-60-116(7)(b), C.R.S. are first incurred for the drilling any of the Subject Wells.

B. 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 Subject Wells, are pooled by operation of statute, pursuant to §34-60-116(6) & (7), C.R.S., and made subject to the cost recovery provisions thereof, effective as of the earlier of the date of the Application, or the date the costs specified in §34-60-116(7)(b), C.R.S. are first incurred for the drilling of any of the Subject Wells.

C. For such other findings and orders as the Commission may deem proper or advisable in the premises.

DATED this 30th day of August, 2018

Respectfully submitted,

ENERPLUS RESOURCES (USA) CORPORATION

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James Parrot
Jillian Fulcher
Jobediah Rittenhouse
Beatty & Wozniak, P.C.
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Address of Applicant
Enerplus Resources (USA) Corporation
Sean Gallagher, Senior Landman
950 17th Street, Suite 2200
Denver, Colorado 80202

VERIFICATION

STATE OF COLORADO

$$\left. \begin{array}{l}) \\) \\) \end{array} \right\} \text{SS.}$$

CITY & COUNTY OF DENVER

Sean Gallagher, Senior Regional Landman for Enerplus Resources (USA) Corporation, upon oath deposes and says that he has read the foregoing Application and that the statements contained therein are true to the best of his knowledge, information, and belief.

ENERPLUS RESOURCES (USA)
CORPORATION

Sean Gallagher

Subscribed and sworn to before me this 28 day of August, 2018, by Sean Gallagher, Senior Landman for Enerplus Resources (USA) Corporation.

Witness my hand and official seal.

My commission expires: 5/10/2020

YASUKO S. ARMSTEAD
NOTARY PUBLIC
STATE OF COLORADO
NOTARY ID 20124022883
MY COMMISSION EXPIRES MAY 18, 2020

Notary Public

Exhibit A

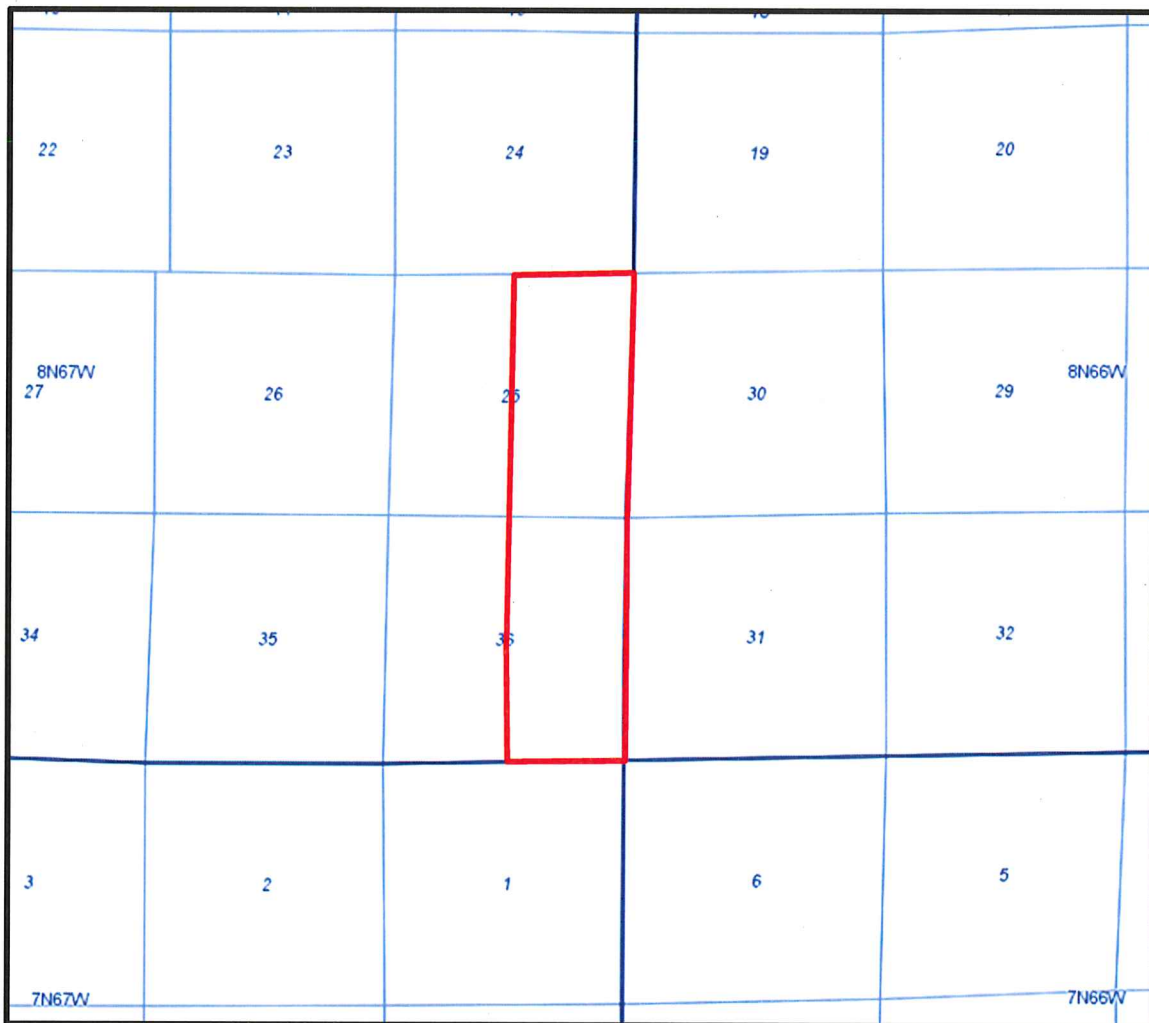
Reference Map for Pooling Application

Township 8 North, Range 67 West, 6th P.M.

Section 25: E $\frac{1}{2}$

Section 36: E $\frac{1}{2}$

640 acres, more or less, Weld County, Colorado



 = Application Lands

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TYPE: POOLING

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


Jo Cooks

Notary Public



EXHIBIT A

INTERESTED PARTIES

The names and addresses of the interested parties (persons who own any interest in the mineral estate of the tracts to be pooled, except owners of overriding royalty interest) according to the information and belief of the Applicant are set forth in this **Exhibit A**.

VENTURE ENERGY, LLC
INDEPENDENCE PLAZA B-180 #359
1001 16TH STREET
DENVER, CO 80265

KERR-MCGEE OIL AND GAS ONSHORE, LP
1099 18TH STREET, SUITE 1800
DENVER, COLORADO 80202-1918
ATTN: WATTENBERG LAND MANAGER

ANADARKO LAND CORP.
1099 18TH STREET, SUITE 1800
DENVER, COLORADO 80202-1918
ATTN: WATTENBERG LAND MANAGER

ANADARKO E&P COMPANY, LP
1099 18TH STREET, SUITE 1800
DENVER, COLORADO 80202-1918
ATTN: WATTENBERG LAND MANAGER

WYOTEX DRILLING VENTURES, LLC
P.O. BOX 280969
LAKEWOOD, CO 80228

NICKEL ROAD DEVELOPMENT LLC
600 17TH STREET, SUITE 610
DENVER, CO 80202

VIDA NOVA INVESTMENTS, LLC
PO BOX 62517
LITTLETON, CO 21850

FLINTHILLS OIL COMPANY LLC
C/O NORMAN THOLE
550 NORTH LINCOLN AVENUE, #408
LOVELAND, CO 80537

GORE RANGE INVESTMENTS LLC
770 SHERMAN STREET, SUITE 106
DENVER, CO 80250

EDGE ENERGY II LLC
1301 WASHINGTON AVENUE, SUITE 300
GOLDEN, CO 80401

TITAN OIL & GAS, LLC
1001 17TH STREET, SUITE 2000
DENVER, CO 80202

GREAT WESTERN OIL & GAS COMPANY
1001 17TH STREET, SUITE 2000
DENVER, CO 80202

C.O. TEMPLIN
611 STOVER STREET, APT #2
FORT COLLINS, COLORADO 80524

LONGS PEAK COUNCIL, INC., AND BOY
SCOUTS OF AMERICA, A COLORADO
NON-PROFIT CORP.
2215 23RD AVE.
GREELEY, CO 80632

THE ESTATE OF MAXYNE BARENSE
1923 GRAND AVE.
SANTA BARBARA, CA 93103

TUNNEL WATER COMPANY
2319 E. MULBERRY
FORT COLLINS, CO 80522

ABERDEEN INVESTMENTS, LLC
1017 NW GRAND BLVD
OKLAHOMA CITY, OK 73118

SILVER OAK ROYALTY, LP
508 WEST WALL AVE, SUITE 500
MIDLAND, TX 79701

EDWIN D. LESH, JR.
P.O. BOX 56
AULT, CO 80610

RICHARD CHANDLER MOORE, TTEE OF THE
RICHARD CHANDLER MOORE AND HELEN
JANE MOORE TRUST
22338 FALCON CREST CIRCLE
WILDOMAR, CA 92595

STATE OF COLORADO
1127 SHERMAN STREET, SUITE 300
DENVER, CO 80203

KATHLEEN A. BIRD AND STEVEN W. YOCUM
PO BOX 1309
CONIFER, CO 80433

BEVERLY J. KUNZLER
6590 S. HAWKSBILL CIRCLE
SALT LAKE CITY, UT 84123

PHILLIP E. HAY
221 PINTNER DRIVE
FORT COLLINS, CO 80525

EARL L. HAY
4409 INDIGO DR.
WINDSOR, CO 80550

DONETA J. LAYLAND
117 E. 37TH STREET, PMB 379
LOVELAND, CO 80538

SHAUN COLLINS
PO BOX 262
BELLEVUE, CO 80512

TUG HILL MINERALS I, LLC
3131 WEST 7TH ST, 4TH FLOOR
FORT WORTH, TX 76107

QUIENTESA ROYALTY, LP
508 WEST WALL AVENUE, SUITE 500
MIDLAND, TX 79701

JACK C. DANIELSON
39376 CR 31
AULT, CO 80610

BRENT R. DANIELSON
41390 N. PINEFIELD CIRCLE
PARKER, CO 80138

ROYALTY ASSET HOLDINGS, LP
5956 SHERRY LANE, STE 1221
DALLAS, TX 75225

CATHY SANNES
3806 BROMLEY DR.
FORT COLLINS, CO 80525

MICHAEL WALTER DANIELSON
14651 WCR 80
EATON, CO 80615

GERALD AND JULIE DANIELSON
REVOCABLE TRUST
39621 WCR 31
AULT, CO 80610

ERIC HENRY DANIELSON
4471 DEAN MARTIN DR. UNIT 3101
LAS VEGAS, NV 89103

MARY KRISTINA DANIELSON BOYES
13635 HENNA COURT
APPLE VALLEY, MN 55124

IAN S. BARENSE,
2030 CREEKSIDE RD.
SANTA BARBARA, CA 93108

CHRIS BARENSE
PO BOX 572
KULA, HI 96790

LYNN LOWELL LESH AND PATRICIA LESH
PO BOX 99
PIERCE, CO 80650

DWIGHT L. GWALTNEY, TRUSTEE OF THE
JUNE D. GWALTNEY REVOCABLE TRUST,
DATED 4/24/1997
311 CRESCENT BLVD.,
HUTCHISON, KS 67502

HELEN LYNETTE DOHERTY AND REGINALD
E. MOORE, CO-SUCCESSOR TRUSTEES OF
THE RICHARD CHANDLER MOORE AND
HELEN JANE MOORE TRUST, DTD 1/6/88
12384 GAY RIO DRIVE
LAKESIDE, CA 92040

WOLFHAWK ENERGY HOLDINGS, LLC
999 18TH STREET, SUITE 1650S
DENVER, CO 80202

GERALD LEWIS DANIELSON
39621 WCR 31
AULT, CO 80610

QUINTESA ROYALTY LP
508 WEST WALL AVE., SUITE 500
MIDLAND, TX 79701