

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

IN THE MATTER OF THE APPLICATION OF  
CCRP OPERATING, INC. (OPERATOR NO.  
10665) FOR AN ORDER TO DENY UPLAND  
EXPLORATION, LLC'S (OPERATOR NO.  
10701) SEVEN (7) FORM 2 APPLICATIONS  
FOR PERMITS TO DRILL CERTAIN NAMED  
LITTLE LADY WELLS IN SECTION 21,  
TOWNSHIP 11 NORTH, RANGE 64 WEST, 6<sup>TH</sup>  
P.M., WILDCAT FIELD, WELD COUNTY,  
COLORADO BASED ON RULE 503.b.(10) AND  
THE COLORADO OIL AND GAS  
CONSERVATION ACT

CAUSE NO.

DOCKET NO.

TYPE:

**APPLICATION**

COMES NOW CCRP Operating, Inc. (Operator No. 10665) ("CCRP" or "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") pursuant to Commission Rule 503.b.(10) and the Colorado Oil and Gas Conservation Act, C.R.S. 34-60-101, *et seq.*, for an order to deny Upland Exploration, LLC's ("Upland") seven (7) Form 2 Applications for Permits to Drill ("APDs") for the Little Lady 21-1NH well (Document No. 401720337), the Little Lady 21-2CH well (Document No. 401720612), the Little Lady 21-3NH well (Document No. 401720665), the Little Lady 21-4CH well (Document No. 401720686), the Little Lady 21-5NH well (Document No. 401720710), the Little Lady 21-6CH well (Document No. 401720744), and the Little Lady 21-7NH well (Document No. 401720963) (collectively, the "Little Lady Wells" or "Little Lady APDs") located in Section 21, Township 11 North, Range 64 West, 6<sup>th</sup> P.M., Wildcat Field, Weld County, Colorado. In support thereof, Applicant states and alleges as follows:

A. Factual and Procedural Background

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 owns substantial leasehold interests or holds the right to drill and/or operate on certain of the following lands (hereafter "Subject Lands"):

Township 11 North, Range 64 West, 6<sup>th</sup> P.M.  
Section 21: ALL  
Section 28: ALL

1,280 acres, more or less, Weld County, Colorado.

3. On May 31, 2018, Highpoint Operating Corporation ("Highpoint") filed an application (Docket No. 180700574) for an order from the Commission to:

a. Establish an approximate 1,280-acre drilling and spacing unit (the "DSU" or "Highpoint's Proposed DSU") for the above-referenced Subject Lands and allow up to sixteen (16) new horizontal wells in the unit in order to efficiently and economically develop and operate the Codell, Carlile, Fort Hays and Niobrara Formations in the unit;

b. Provide that 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 treated interval of another well producing from the same supply within the unit, unless an exception is granted by the Director; and

c. Find that the approximate 1,280-acre drilling and spacing unit for the development and operation of the oil, gas, and associated hydrocarbons from the Codell, Carlile, Fort Hays and Niobrara Formations underlying the Subject Lands will prevent waste, protect correlative rights, and maximize the efficient and economic production of the Codell, Carlile, Fort Hays and Niobrara Formations for the Subject Lands. *See Exhibit 1, Highpoint's Application dated May 31, 2018, attached hereto and incorporated by reference herein.*

d. CCRP is in support of Highpoint Proposed DSU and the development of two-mile laterals within such DSU. These laterals will develop CCRP's leasehold interests in the subject unit, will prevent waste, will protect correlative rights and will allow for efficient development of the underlying hydrocarbons.

4. CCRP owns approximately 12.5% of the leasehold mineral interest in the Highpoint Proposed DSU.

5. Upon information and belief, Upland owns an interest in the leasehold estate in the Highpoint Proposed DSU.

6. CCRP is aware that Highpoint has been pursuing substantial development plans to drill, complete and operate up to sixteen (16) horizontal wells for the development and operation of the Codell, Carlile, Fort Hays and Niobrara Formations in the Highpoint Proposed DSU and supports the plans set forth in Highpoint's Proposed DSU application.

7. On or about August 2, 2018, over two months after the filing of Highpoint's Proposed DSU, Upland filed the seven (7) Little Lady APD's with the Commission which propose to produce from Section 21, Township 11 North, Range 64 West for the Niobrara and Codell Formations. As of the date of this filing, Upland has not filed a Form 2A corresponding to the Little Lady APD's. The Little Lady APD's were filed with *express and full* knowledge that Highpoint planned to develop the Highpoint Proposed DSU on a two-mile lateral basis. *See Exhibit 2, Upland's Form 2's for the Little Lady APD's dated August*

2, 2018, attached hereto and incorporated by reference herein. See also Exhibit 3, COGIS Map of Upland and surrounding wells, attached hereto and incorporated by reference herein.

8. On or about July 13, 2018, Upland protested Highpoint's Proposed DSU Application alleging that Upland has development plans for the N½ of Section 21, Township 11 North, Range 64 West. See Exhibit 4, Upland's Protest to Docket No. 180700574. Upland has completely ignored the fact that CCRP, Highpoint and other operators have produced, and have permitted, two-mile lateral wells on lands directly adjacent to, or within the vicinity of, the Subject Lands and the Little Lady APD filings are nothing more than an obstructionist tactic that should not be allowed.

9. If the Little Lady APDs are approved, such approval will adversely affect and aggrieve CCRP, will result in the irreparable interference with the development of CCRP's leasehold interests in the Highpoint Proposed DSU, will result in waste, will harm correlative rights, will result in inefficient development and operation of the Codell and Niobrara Formations in violation of the Oil and Gas Conservation Act, and will result in the allowance of an operator to knowingly abuse the APD permitting process in an effort to block the planned two-mile lateral well development within the Subject Lands.

B. Approval of Upland's Little Lady APDs Have and Will Continued to Directly and Adversely Affect and Aggrieve CCRP.

10. CCRP submits this Application to the Commission pursuant to Commission Rule 503.b.(10) which provides:

"(10) For purposes of seeking relief or a ruling from the Commission on any other matter not described in (1) through (9) above, only persons who can demonstrate that they are directly and adversely affected or aggrieved by the conduct of oil and gas operations or an order of the Commission and that their interest is entitled to legal protection under the Act may be an applicant." See COGCC Rule 503.b.(10).

11. CCRP further submits this Application in accordance with the direct guidance of the COGCC Hearings Staff who informed multiple practitioners on August 15, 2018 that the subject application is the procedural way to proceed with challenges to operator's APDs.

12. Further, the COGCC Director and Staff informed multiple practitioners on August 15, 2018 that once an APD passes completeness then it is a decision by the Staff that it complies with the Act and can be approved. As such, that initial decision can be the trigger for the immediate direct and adverse effect and harm to another operator's development plans and/or leasehold rights and can serve as the basis for this Application.

13. As a 12.5% leasehold interest Owner in the Subject Lands within the Highpoint Proposed DSU, CCRP is an interest that is entitled to legal protection under the Colorado Oil and Gas Conservation Act. See *COGCC 100 Series Rules, Definition of Owner, and COGCC Rule 503.b.(10)*.

14. Based on the facts set forth above, CCRP is a proper Applicant under Rule 503.b(10).

15. Based on the facts set forth above, approval of any of the Little Lady APDs will directly and adversely affect and aggrieve CCRP as a leasehold interest owner within the Highpoint Proposed DSU. CCRP, and its leased mineral interest owners, will be substantially affected and aggrieved by the approval of the Little Lady APDs due to the known and intentional irreparable interference to Highpoint's development plans for the Highpoint Proposed DSU and overall effect on Highpoint's comprehensive development plan, as supported by CCRP, for such DSU and the surrounding lands.

C. Approval of Upland's Little Lady APDs Will Cause Waste in Violation of the Colorado Oil and Gas Conservation Act.

16. C.R.S. 34-60-107 provides specifically that "[t]he waste of oil and gas in the state of Colorado is prohibited by this article. See *C.R.S. 34-60-107*.

17. C.R.S. 34-60-103 (13) defines waste as follows:

(13) "Waste", in addition to the meanings as set forth in subsections (11) and (12) of this section, means:

(a) *Physical waste, as that term is generally understood in the oil and gas industry;*

(b) *The locating, spacing, drilling, equipping, operating, or producing of any oil or gas well or wells in a manner which causes or tends to cause reduction in quantity of oil or gas ultimately recoverable from a pool under prudent and proper operations or which causes or tends to cause unnecessary or excessive surface loss or destruction of oil or gas;*

(c) Abuse of the correlative rights of any owner in a pool due to nonuniform, disproportionate, unratable, or excessive withdrawals of oil or gas therefrom, causing reasonably avoidable drainage between tracts of land or resulting in one or more producers or owners in such pool producing more than his equitable share of the oil or gas from such pool.

C.R.S. 34-60-103(11), (12) and (13)(emphasis added).



18. C.R.S. 34-60-117(a) provides that the “authority to prevent waste and protect correlative rights of all owners in every field or pool, and when necessary shall limit the production of oil and gas in any field or pool in the exercise of this authority.” C.R.S. § 34-60-117(a).

19. If approval of the Little Lady APDs, and the subsequent drilling of such APDs, are granted by the Commission, then such approval will be in direct violation of the Colorado Oil and Gas Conservation Act C.R.S. 34-60-107 and 34-60-117(a). In fact, even the initial determination by the Commission Staff that the Little Lady APD’s can pass completeness is in direct contravention of the Oil and Gas Conservation Act because such determination would immediately confirm that waste will occur on the Subject Lands. This Commission should allow CCRP the opportunity to present evidence and testimony that the Commission Staff’s determination of completeness of the APDs violates the Act.

20. The approval of the Little Lady APDs and subsequent drilling of the Little Lady Wells will cause significant physical waste and waste of hydrocarbon resources in violation of the Colorado Oil and Gas Conservation Act. Highpoint, as supported by CCRP, has very specific development plans for the Highpoint DSU Lands that cover the locations of the Little Lady APDs. Upon review of the Highpoint 511 testimony submitted in support of the Highpoint Proposed DSU, Highpoint’s engineering and geological data present configurations that would lead to more resources being developed and more predictable drainage in the Application Lands. This Commission has also granted CCRP, Highpoint and other operators numerous other similar drilling and spacing units for the development of two-mile laterals. CCRP maintains that the development plan for the 1,280 drilling and spacing unit, with more wells of longer lateral length, will serve to ensure that the mandates of the Oil and Gas Conservation Act, as set forth above, are carried out as development of the lands occurs.

21. The wellbore and bottomhole locations of the Little Lady Wells within Highpoint’s Proposed DSU will materially impede and interfere with the development and operation of any planned two-mile horizontal wellbores from Highpoint’s surface location in the Subject Lands.

22. CCRP maintains that approval of the Little Lady APDs will create waste. This waste can be avoided if the Commission denies the Little Lady APDs and allows the comprehensive development and operational plan to drill and complete up to sixteen (16) wells in the Highpoint Proposed DSU.

23. CCRP maintains that any approval of the Little Lady APDs, at any point in the permitting process, also violates CCRP’s interests and directly and adversely affects CCRP, and is also in violation of C.R.S. 34-60-107.

D. Approval of Upland’s Little Lady APDs Violate CCRP’s Correlative Rights in Violation of the Colorado Oil and Gas Conservation Act.

24. CCRP further maintains that the issuance of the Little Lady APDs violates CCRP's correlative rights as to its interests and ability to produce (or have produced via Highpoint) hydrocarbons from the Subject Lands and Highpoint Proposed DSU.

25. C.R.S. § 34-60-103(4) defines "correlative rights" to mean "that each owner and producer in a common pool or source of supply of oil and gas shall have an equal opportunity to obtain and produce his just and equitable share of the oil and gas underlying such pool or source of supply."

26. CCRP, as a 12.5% leasehold interest owner in the Highpoint Proposed DSU, has the right to drill and produce from the Subject Lands and the Highpoint Proposed DSU. CCRP supports Highpoint's long-term comprehensive development plan, which Upland has actual knowledge of, to develop and operate its leasehold interests in the Codell, Carlile, Fort Hays and Niobrara Formations on the Subject Lands.

27. Any approval of the Little Lady APDs will violate CCRP's correlative rights.

E. Conclusion.

28. This Commission should not approve the Little Lady APDs as any approval will result in an irreparable violation of the Oil and Gas Conservation Act as set forth above. Upland's filing of the seven (7) Little Lady APDs will interfere with Highpoint's plan of up to sixteen (16) horizontal wells as set forth in Docket No. 180700574. Further such filings, and the Commission Staff's completeness determination on the Little Lady APDs, will cause (and has already caused) direct and adverse effects and harm to CCRP, waste, harm correlative rights and inefficient and uneconomic development of the hydrocarbon pool underlying the Subject Lands and Highpoint's Proposed DSU.

29. Applicant certifies that copies of this Application will be served on Upland within seven (7) days of the date hereof, as required by Rule 503.e.

30. Based on the foregoing facts and claims set forth herein, Highpoint respectfully requests that, in order to prevent waste, to protect correlative rights, to prevent an express violation of the Colorado Oil and Gas Conservation Act and to prevent direct and adverse effects on CCRP and the development of the Highpoint Proposed DSU in Docket No. 180700574, this Commission issue an order denying the Upland Little Lady APDs.

WHEREFORE, based on the foregoing, Applicant respectfully requests that this matter be set for hearing in October 2018, that notice be given as required by law, and that upon such hearing, the Commission enter its order to:

- A. Deny Upland's seven (7) Little Lady APDs;
- B. Allow for a full Commission hearing on this Application; and

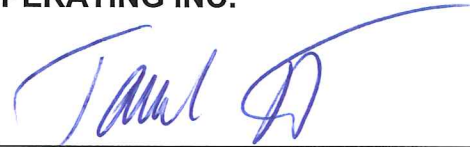
C. For such other findings and orders as the Commission may deem proper or advisable in this matter.

Dated: August 30, 2018.

Respectfully submitted:

**CCRP OPERATING INC.**

By:



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Jamie L. Jost  
Kelsey H. Wasylenky  
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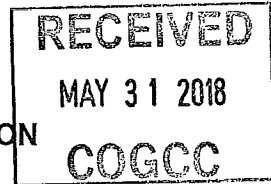
Applicant's Address:  
CCRP Operating Inc.  
ATTN: Steen Jergensen  
717 17<sup>th</sup> Street, Suite 1525  
Denver, CO 80202

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

  
Larry D. Lillo  
Vice-President, Land  
CCRP Operating Inc.

ERICA JO ADKISSON  
NOTARY PUBLIC  
STATE OF COLORADO  
NOTARY ID 20174017591  
MY COMMISSION EXPIRES APRIL 24, 2021

Erica J. Adkisson  
Notary Public



**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 ESTABLISH AN  
APPROXIMATE 1,280-ACRE DRILLING AND  
SPACING UNIT FOR SECTIONS 21 AND 28,  
TOWNSHIP 11 NORTH, RANGE 64 WEST, 6<sup>TH</sup>  
P.M., APPROVE UP TO SIXTEEN (16) NEW  
HORIZONTAL WELLS WITHIN THE UNIT, AND  
APPROVE 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, 574

TYPE: SPACING

Received  
JUN 05 2018

Jost Energy Law, P.C.

**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) establish an approximate 1,280-acre drilling and spacing unit for Sections 21 and 28, Township 11 North, Range 64 West, 6<sup>th</sup> P.M., for the production of oil, gas and associated hydrocarbons from the Codell, Carlile, Fort Hays and Niobrara Formations; 2) approve up to sixteen (16) new horizontal wells in the approximate 1,280-acre unit; 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 11 North, Range 64 West, 6<sup>th</sup> P.M.

Section 21: All

Section 28: 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 21 and 28, Township 11 North, Range 64 West, 6<sup>th</sup> P.M. is subject to this Rule for the Codell, Carlile, Fort Hays and Niobrara Formations.

4. The Commission records show that there are no vertical, directional or horizontal wells in the Application Lands.

5. The proposed unit contains federal minerals in the S½ of Section 28 of the Application Lands. Applicant intends to communicate with the Bureau of Land Management ("BLM") regarding a Communitization Agreement for the proposed 1280-acre drilling and spacing unit, for the production of oil, gas and associated hydrocarbons from the Codell, Carlile, Fort Hays and Niobrara Formations underlying the Application Lands.

6. 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) establish an approximate 1,280-acre stand-up drilling and spacing unit for Sections 21 and 28, Township 11 North, Range 64 West, 6<sup>th</sup> P.M., for the production of oil, gas and associated hydrocarbons from the Codell, Carlile, Fort Hays and Niobrara Formations; 2) 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 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.

7. 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.

8. 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.

9. 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.

10. The productive interval of each proposed horizontal well shall be no closer than 150 feet from the boundaries of the unit for the Fort Hays and Niobrara 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.

11. 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. Establish an approximate 1,280-acre stand-up drilling and spacing unit for Sections 21 and 28, Township 11 North, Range 64 West, 6<sup>th</sup> P.M., for the production of oil, gas and associated hydrocarbons from the Codell, Carlile, Fort Hays and Niobrara Formations; 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;

B. 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;

C. 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.

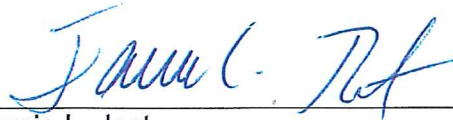
D. For such other findings and orders as the Commission may deem proper or advisable in this matter.

DATED May 31, 2018.

Respectfully submitted:

**HighPoint Operating Corporation**

By:



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Kelsey H. Wasylenky  
Jost Energy Law, P.C.  
Attorneys for Applicant  
1401 17th Street, Suite 370  
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(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 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 30<sup>th</sup> day of May, 2018.

Witness my hand and official seal.

[SEAL]

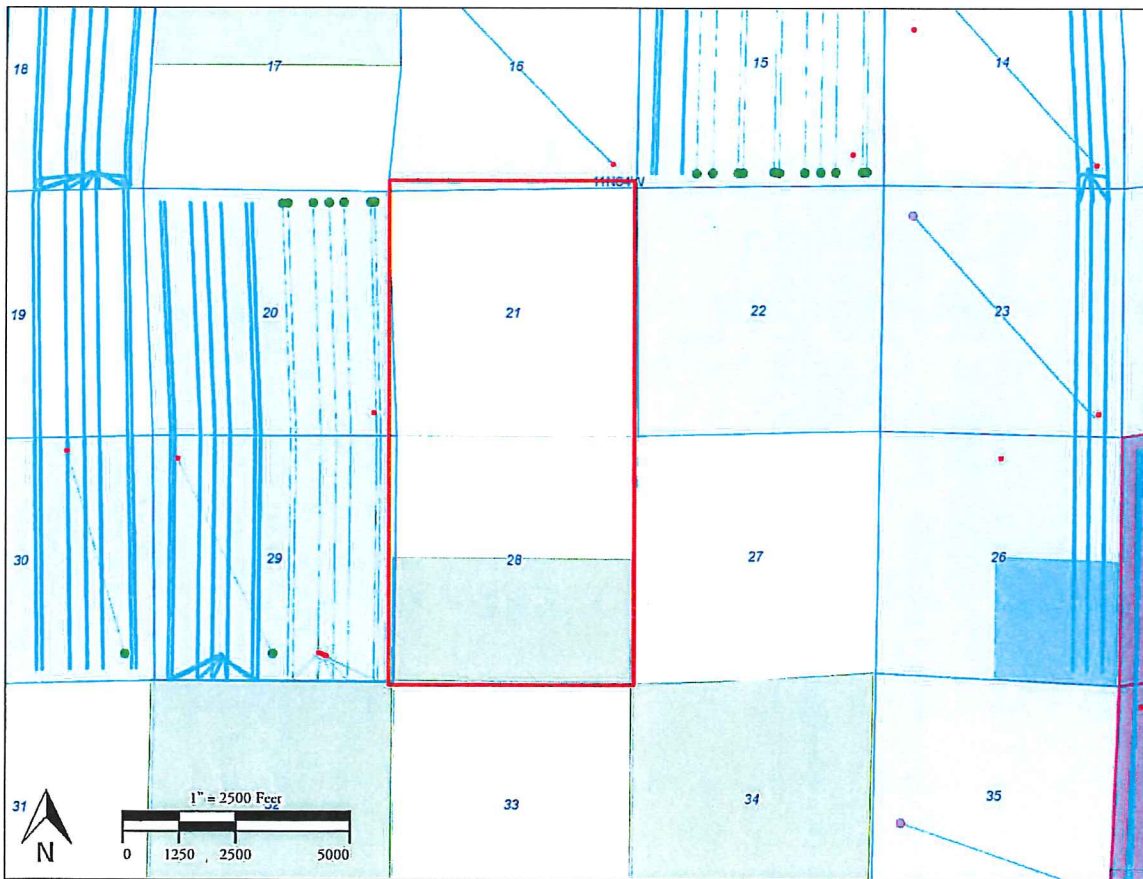


My commission expires: March 5, 2022

Aniella Poitra  
Notary Public

## Reference Map

Sections 21 and 28, Township 11 North, Range 64 West, 6<sup>th</sup> P.M.



The logo for the Colorado Department of Natural Resources (DNR) is located in the top right corner. It consists of two triangular shapes. The left triangle is black with a white mountain peak silhouette and the letters "CO" in white. The right triangle is white with a black border and contains a black silhouette of a mountain range with two evergreen trees in the foreground. The letters "DNR" are in black at the top of this triangle. A small "TM" trademark symbol is positioned between the two triangles.

## LEASE INFORMATION

Using standard QtrQtr, Sec, Twp, Rng format, describe one entire mineral lease that will be produced by this well (Describe lease beneath surface location if produced. Attach separate description page or map if necessary.)

T11N R64W Sec. 21: N2

Total Acres in Described Lease: 320 Described Mineral Lease is: ☒ Fee ☐ State ☐ Federal ☐ Indian

Federal or State Lease # \_\_\_\_\_

Distance from Completed Portion of Wellbore to Nearest Lease Line of described lease: 330 Feet

## CULTURAL DISTANCE INFORMATION

Distance to nearest:

Building: 1268 Feet

Building Unit: 1448 Feet

High Occupancy Building Unit: 5280 Feet

Designated Outside Activity Area: 5280 Feet

Public Road: 848 Feet

Above Ground Utility: 511 Feet

Railroad: 5280 Feet

Property Line: 296 Feet

### INSTRUCTIONS:

- All measurements shall be provided from center of the Proposed Well to nearest of each cultural feature as described in Rule 303.a.(5).
- Enter 5280 for distance greater than 1 mile.
- Building - nearest building of any type. If nearest Building is a Building Unit, enter same distance for both.
- Building Unit, High Occupancy Building Unit, and Designated Outside Activity Area - as defined in 100-Series Rules.

## DESIGNATED SETBACK LOCATION INFORMATION

Check all that apply. This location is within a: ☐ Buffer Zone ☐ Exception Zone ☐ Urban Mitigation Area

- Buffer Zone - as described in Rule 604.a.(2), within 1,000' of a Building Unit
- Exception Zone - as described in Rule 604.a.(1), within 500' of a Building Unit.
- Urban Mitigation Area - as defined in 100-Series Rules.

Pre-application Notifications (required if location is within 1,000 feet of a building unit):

Date of Rule 305.a.(1) Urban Mitigation Area Notification to Local Government: \_\_\_\_\_

Date of Rule 305.a.(2) Buffer Zone Notification to Building Unit Owners: \_\_\_\_\_

## SPACING and UNIT INFORMATION

Distance from completed portion of proposed wellbore to nearest completed portion of offset wellbore permitted or completed in the same formation: 660 Feet

Distance from Completed Portion of Wellbore to Nearest Unit Boundary 330 Feet (Enter 5280 for distance greater than 1 mile.)

Federal or State Unit Name (if appl): \_\_\_\_\_ Unit Number: \_\_\_\_\_

## SPACING & FORMATIONS COMMENTS

Upland is protesting the HighPoint application (temp. docket # 180700572) and will file a 320-acre drilling and spacing unit application covering seven lease wells. This proposed Drilling and Spacing Unit will cover T11N R64W Sec. 21: N2.

## OBJECTIVE FORMATIONS

Objective Formation(s)	Formation Code	Spacing Order Number(s)	Unit Acreage Assigned to Well	Unit Configuration (N/2, SE/4, etc.)
NIOBRARA	NBRR		320	S.21 T11N R64W: N2

## DRILLING PROGRAM

Proposed Total Measured Depth: 12692 Feet

Distance from the proposed wellbore to nearest existing or proposed wellbore belonging to another operator, including plugged wells:

Enter distance if less than or equal to 1,500 feet: 650 Feet ☐ No well belonging to another operator within 1,500 feet

Will a closed-loop drilling system be used? Yes

Is H<sub>2</sub>S gas reasonably expected to be encountered during drilling operations at concentrations greater than or equal to 100 ppm? No (If Yes, attach an H<sub>2</sub>S Drilling Operations Plan)

Will salt sections be encountered during drilling? No

Will salt based (>15,000 ppm Cl) drilling fluids be used? No

Will oil based drilling fluids be used? No

BOP Equipment Type: ☒ Annular Preventor ☒ Double Ram ☒ Rotating Head ☐ None

## GROUNDWATER BASELINE SAMPLING AND MONITORING AND WATER WELL SAMPLING

Water well sampling required per Rule 609

## DRILLING WASTE MANAGEMENT PROGRAM

Drilling Fluids Disposal: OFFSITE Drilling Fluids Disposal Methods: Commercial Disposal

Cuttings Disposal: OFFSITE Cuttings Disposal Method: Commercial Disposal

Other Disposal Description:

Beneficial reuse or land application plan submitted?

Reuse Facility ID:  or Document Number:

## CASING PROGRAM

Casing Type	Size of Hole	Size of Casing	Wt/Ft	Csg/Liner Top	Setting Depth	Sacks Cmt	Cmt Btm	Cmt Top
SURF	13+1/2	9+5/8	36	0	1500	786	1500	0
1ST	8+3/4	5+1/2	20	0	12962	875	12692	

☒ Conductor Casing is NOT planned

## DESIGNATED SETBACK LOCATION EXCEPTIONS

Check all that apply:

- ☐ Rule 604.a.(1)A. Exception Zone (within 500' of Building Unit)
- ☐ Rule 604.b.(1)A. Exception Location (existing or approved Oil & Gas Location now within a Designated Setback as a result of Rule 604.a.)
- ☐ Rule 604.b.(1)B. Exception Location (existing or approved Oil & Gas Location is within a Designated Setback due to Building Unit construction after Location approval)
- ☐ Rule 604.b.(2) Exception Location (SUA or site-specific development plan executed on or before August 1, 2013)
- ☐ Rule 604.b.(3) Exception Location (Building Units constructed after August 1, 2013 within setback per an SUA or site-specific development plan)

## GREATER WATTENBERG AREA LOCATION EXCEPTIONS

Check all that apply:

- ☐ Rule 318A.a. Exception Location (GWA Windows).
- ☐ Rule 318A.c. Exception Location (GWA Twinning).

## RULE 502.b VARIANCE REQUEST

☐ Rule 502.b. Variance Request from COGCC Rule or Spacing Order Number

## OTHER LOCATION EXCEPTIONS

Check all that apply:

- ☐ Rule 318.c. Exception Location from Rule or Spacing Order Number \_\_\_\_\_
- ☐ Rule 603.a.(2) Exception Location (Property Line Setback).

ALL exceptions and variances require attached Request Letter(s). Refer to applicable rule for additional required attachments (e.g. waivers, certifications, SUAs).

## OPERATOR COMMENTS AND SUBMITTAL

Comments Distance from completed portion of the wellbore to nearest wellbore permitted or completed in the same formation was measured to the permitted Little Lady 21-3NH owned by Upland Exploration using vertical.

Distance to nearest permitted or existing wellbore belonging to another operator was measured to the permitted Salt Ranch Fee 208-1015H, API No. 05-123-47132, operated by CCRP Operating Inc.

This application is in a Comprehensive Drilling Plan \_\_\_\_\_ No \_\_\_\_\_ CDP #: \_\_\_\_\_

Location ID: \_\_\_\_\_

Is this application being submitted with an Oil and Gas Location Assessment application? \_\_\_\_\_ Yes \_\_\_\_\_

I hereby certify all statements made in this form are, to the best of my knowledge, true, correct, and complete.

Signed: \_\_\_\_\_ Print Name: Kimberly Rodell \_\_\_\_\_

Title: Permit Agent Date: 8/2/2018 Email: krodell@upstreampm.com

Based on the information provided herein, this Application for Permit-to-Drill complies with COGCC Rules and applicable orders and is hereby approved.

COGCC Approved: \_\_\_\_\_ Director of COGCC Date: \_\_\_\_\_

API NUMBER

05

Expiration Date: \_\_\_\_\_

## Conditions Of Approval

All representations, stipulations and conditions of approval stated in the Form 2A for this location shall constitute representations, stipulations and conditions of approval for this Form 2 Permit-to-Drill and are enforceable to the same extent as all other representations, stipulations and conditions of approval stated in this Permit-to-Drill.

COA Type	Description
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### **Best Management Practices**

<b>No</b>	<b>BMP/COA Type</b>	<b>Description</b>
1	Drilling/Completion Operations	Logging: One of the first wells drilled on the pad will be logged with open-hole Resistivity Log and Gamma Ray Log from the kick-off point into the surface casing. All wells on the pad will have a cement bond log with gamma-ray run on production casing (or on intermediate casing if production liner is run) into the surface casing. The horizontal portion of every well will be logged with a measured-while-drilling gamma-ray log. The Form 5, Completion Report, for each well on the pad will list all logs run and have those logs attached. The Form 5 for a well without open-hole logs shall clearly state "No open-hole logs were run" and shall clearly identify (by API#, well name & number) the well in which open-hole logs were run.
2	Drilling/Completion Operations	Anti-Collision: Upland will perform an anti-collision evaluation of all active (producing, shut in, or temporarily abandoned) offset wellbores that have the potential of being within 150 feet of a proposed well prior to drilling operations for the proposed well. Notice will be given to all offset operators within 150 feet prior to drilling.

Total: 2 comment(s)

### **Applicable Policies and Notices to Operators**

Notice Concerning Operating Requirements for Wildlife Protection.  
[http://cogcc.state.co.us/documents/reg/Policies/Wildlife\\_Notice.pdf](http://cogcc.state.co.us/documents/reg/Policies/Wildlife_Notice.pdf)

### **Attachment Check List**

<b><u>Att Doc Num</u></b>	<b><u>Name</u></b>
401720337	FORM 2 SUBMITTED
401720577	WELL LOCATION PLAT
401721667	DIRECTIONAL DATA
401722598	DEVIATED DRILLING PLAN
401722602	OffsetWellEvaluations Data

Total Attach: 5 Files

### **General Comments**

<b><u>User Group</u></b>	<b><u>Comment</u></b>	<b><u>Comment Date</u></b>
Permit	Passed Completeness.	08/08/2018

Total: 1 comment(s)

### **Public Comments**

No public comments were received on this application during the comment period.



FORM

2

Rev  
08/16

## State of Colorado

## Oil and Gas Conservation Commission

1120 Lincoln Street, Suite 801, Denver, Colorado 80203  
Phone: (303) 894-2100 Fax: (303) 894-2109

Document Number:

401720612

## APPLICATION FOR PERMIT TO:

☒ Drill
 ☐ Deepen
 ☐ Re-enter
 ☐ Recomplete and Operate

Date Received:

08/02/2018

TYPE OF WELL OIL ☒ GAS ☐ COALBED ☐ OTHER \_\_\_\_\_Refilling ☐ZONE TYPE SINGLE ZONE ☒ MULTIPLE ZONES ☐ COMMINGLE ZONES ☐Sidetrack ☐

Well Name: Little Lady

Well Number: 21-2CH

Name of Operator: UPLAND EXPLORATION LLC

COGCC Operator Number: 10701

Address: 424 S MAIN ST

City: BOERNE

State: TX

Zip: 78006

Contact Name: Larry Jenkins

Phone: (580)716-0535

Fax: ( )

Email: larry@uplandexploration.com

## RECLAMATION FINANCIAL ASSURANCE

Plugging and Abandonment Bond Surety ID: 20180078

## WELL LOCATION INFORMATION

QtrQtr: NENE Sec: 21 Twp: 11N Rng: 64W Meridian: 6

Latitude: 40.911420

Longitude: -104.542700

Footage at Surface: 801 Feet FNL/FSL FNL 296 Feet FEL/FWL FEL

Field Name: WILDCAT

Field Number: 99999

Ground Elevation: 5417

County: WELD

GPS Data:

Date of Measurement: 07/02/2018 PDOP Reading: 1.2 Instrument Operator's Name: Kyle Daley

If well is ☐ Directional ☒ Horizontal (highly deviated) submit deviated drilling plan.

Footage at Top of Prod Zone: FNL/FSL FEL/FWL Bottom Hole: FNL/FSL FEL/FWL

660

FNL

330

FEL

660

FNL

330

FWL

Sec: 21

Twp: 11N

Rng: 64W

Sec: 21

Twp: 11N

Rng: 64W

## LOCATION SURFACE &amp; MINERALS &amp; RIGHT TO CONSTRUCT

Surface Ownership: ☒ Fee ☐ State ☐ Federal ☐ IndianThe Surface Owner is: ☐ is the mineral owner beneath the location.

(check all that apply)

☐ is committed to an Oil and Gas Lease.☐ has signed the Oil and Gas Lease.☐ is the applicant.The Mineral Owner beneath this Oil and Gas Location is: ☒ Fee ☐ State ☐ Federal ☐ Indian

The Minerals beneath this Oil and Gas Location will be developed by this Well: Yes

The right to construct the Oil and Gas Location is granted by: Bond

Surface damage assurance if no agreement is in place: Blanket

Surface Surety ID: 20180077

## LEASE INFORMATION

Using standard QtrQtr, Sec, Twp, Rng format, describe one entire mineral lease that will be produced by this well (Describe lease beneath surface location if produced. Attach separate description page or map if necessary.)

T11N R64W Sec. 21: N2

Total Acres in Described Lease: 320 Described Mineral Lease is: ☒ Fee ☐ State ☐ Federal ☐ Indian

Federal or State Lease # \_\_\_\_\_

Distance from Completed Portion of Wellbore to Nearest Lease Line of described lease: 330 Feet

## CULTURAL DISTANCE INFORMATION

Distance to nearest:

Building: 1281 Feet  
Building Unit: 1461 Feet  
High Occupancy Building Unit: 5280 Feet  
Designated Outside Activity Area: 5280 Feet  
Public Road: 875 Feet  
Above Ground Utility: 536 Feet  
Railroad: 5280 Feet  
Property Line: 296 Feet

### INSTRUCTIONS:

- All measurements shall be provided from center of the Proposed Well to nearest of each cultural feature as described in Rule 303.a.(5).  
- Enter 5280 for distance greater than 1 mile.  
- Building - nearest building of any type. If nearest Building is a Building Unit, enter same distance for both.  
- Building Unit, High Occupancy Building Unit, and Designated Outside Activity Area - as defined in 100-Series Rules.

## DESIGNATED SETBACK LOCATION INFORMATION

Check all that apply. This location is within a: ☐ Buffer Zone  
☐ Exception Zone  
☐ Urban Mitigation Area

- Buffer Zone - as described in Rule 604.a.(2), within 1,000' of a Building Unit  
- Exception Zone - as described in Rule 604.a.(1), within 500' of a Building Unit.  
- Urban Mitigation Area - as defined in 100-Series Rules.

Pre-application Notifications (required if location is within 1,000 feet of a building unit):

Date of Rule 305.a.(1) Urban Mitigation Area Notification to Local Government: \_\_\_\_\_

Date of Rule 305.a.(2) Buffer Zone Notification to Building Unit Owners: \_\_\_\_\_

## SPACING and UNIT INFORMATION

Distance from completed portion of proposed wellbore to nearest completed portion of offset wellbore permitted or completed in the same formation: 660 Feet

Distance from Completed Portion of Wellbore to Nearest Unit Boundary 330 Feet (Enter 5280 for distance greater than 1 mile.)

Federal or State Unit Name (if appl): \_\_\_\_\_ Unit Number: \_\_\_\_\_

## SPACING & FORMATIONS COMMENTS

Upland is protesting the HighPoint application (temp. docket # 180700572) and will file a 320-acre drilling and spacing unit application covering seven lease wells. This proposed Drilling and Spacing Unit will cover T11N R64W Sec. 21: N2.

## OBJECTIVE FORMATIONS

Objective Formation(s)	Formation Code	Spacing Order Number(s)	Unit Acreage Assigned to Well	Unit Configuration (N/2, SE/4, etc.)
CODELL	CODL		320	S.21 T11N R64W: N2

## DRILLING PROGRAM

Proposed Total Measured Depth: 12943 Feet

Distance from the proposed wellbore to nearest existing or proposed wellbore belonging to another operator, including plugged wells:

Enter distance if less than or equal to 1,500 feet: 680 Feet ☐ No well belonging to another operator within 1,500 feet

Will a closed-loop drilling system be used? Yes

Is H<sub>2</sub>S gas reasonably expected to be encountered during drilling operations at concentrations greater than or equal to 100 ppm? No (If Yes, attach an H<sub>2</sub>S Drilling Operations Plan)

Will salt sections be encountered during drilling? No

Will salt based (>15,000 ppm Cl) drilling fluids be used? No

Will oil based drilling fluids be used? No

BOP Equipment Type: ☒ Annular Preventor ☒ Double Ram ☒ Rotating Head ☐ None

## GROUNDWATER BASELINE SAMPLING AND MONITORING AND WATER WELL SAMPLING

Water well sampling required per Rule 609

## DRILLING WASTE MANAGEMENT PROGRAM

Drilling Fluids Disposal: OFFSITE Drilling Fluids Disposal Methods: Commercial Disposal

Cuttings Disposal: OFFSITE Cuttings Disposal Method: Commercial Disposal

Other Disposal Description:

Beneficial reuse or land application plan submitted?

Reuse Facility ID:  or Document Number:

## CASING PROGRAM

Casing Type	Size of Hole	Size of Casing	Wt/Ft	Csg/Liner Top	Setting Depth	Sacks Cmt	Cmt Btm	Cmt Top
SURF	13+1/2	9+5/8	36	0	1500	786	1500	0
1ST	8+3/4	5+1/2	20	0	12943	916	12943	

☒ Conductor Casing is NOT planned

## DESIGNATED SETBACK LOCATION EXCEPTIONS

Check all that apply:

- ☐ Rule 604.a.(1)A. Exception Zone (within 500' of Building Unit)
- ☐ Rule 604.b.(1)A. Exception Location (existing or approved Oil & Gas Location now within a Designated Setback as a result of Rule 604.a.)
- ☐ Rule 604.b.(1)B. Exception Location (existing or approved Oil & Gas Location is within a Designated Setback due to Building Unit construction after Location approval)
- ☐ Rule 604.b.(2) Exception Location (SUA or site-specific development plan executed on or before August 1, 2013)
- ☐ Rule 604.b.(3) Exception Location (Building Units constructed after August 1, 2013 within setback per an SUA or site-specific development plan)

## GREATER WATTENBERG AREA LOCATION EXCEPTIONS

Check all that apply:

- ☐ Rule 318A.a. Exception Location (GWA Windows).
- ☐ Rule 318A.c. Exception Location (GWA Twinning).

## RULE 502.b VARIANCE REQUEST

☐ Rule 502.b. Variance Request from COGCC Rule or Spacing Order Number

## OTHER LOCATION EXCEPTIONS

Check all that apply:

- ☐ Rule 318.c. Exception Location from Rule or Spacing Order Number \_\_\_\_\_
- ☐ Rule 603.a.(2) Exception Location (Property Line Setback).

ALL exceptions and variances require attached Request Letter(s). Refer to applicable rule for additional required attachments (e.g. waivers, certifications, SUAs).

## OPERATOR COMMENTS AND SUBMITTAL

Comments Distance from completed portion of the wellbore to nearest wellbore permitted or completed in the same formation was measured to the permitted Little Lady 21-4CH owned by Upland Exploration using vertical.

Distance to nearest permitted or existing wellbore belonging to another operator was measured to the permitted Salt Ranch Fee 201-2920H, API No. 05-123-46724, operated by CCRP Operating Inc.

This application is in a Comprehensive Drilling Plan \_\_\_\_\_ No \_\_\_\_\_ CDP #: \_\_\_\_\_

Location ID: \_\_\_\_\_

Is this application being submitted with an Oil and Gas Location Assessment application? \_\_\_\_\_ Yes \_\_\_\_\_

I hereby certify all statements made in this form are, to the best of my knowledge, true, correct, and complete.

Signed: \_\_\_\_\_ Print Name: Kimberly Rodell

Title: Permit Agent Date: 8/2/2018 Email: krodell@upstreampm.com

Based on the information provided herein, this Application for Permit-to-Drill complies with COGCC Rules and applicable orders and is hereby approved.

COGCC Approved: \_\_\_\_\_ Director of COGCC Date: \_\_\_\_\_

API NUMBER

05

Expiration Date: \_\_\_\_\_

## Conditions Of Approval

All representations, stipulations and conditions of approval stated in the Form 2A for this location shall constitute representations, stipulations and conditions of approval for this Form 2 Permit-to-Drill and are enforceable to the same extent as all other representations, stipulations and conditions of approval stated in this Permit-to-Drill.

COA Type	Description
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### **Best Management Practices**

<b><u>No</u></b>	<b><u>BMP/COA Type</u></b>	<b><u>Description</u></b>
1	Drilling/Completion Operations	Logging: One of the first wells drilled on the pad will be logged with open-hole Resistivity Log and Gamma Ray Log from the kick-off point into the surface casing. All wells on the pad will have a cement bond log with gamma-ray run on production casing (or on intermediate casing if production liner is run) into the surface casing. The horizontal portion of every well will be logged with a measured-while-drilling gamma-ray log. The Form 5, Completion Report, for each well on the pad will list all logs run and have those logs attached. The Form 5 for a well without open-hole logs shall clearly state "No open-hole logs were run" and shall clearly identify (by API#, well name & number) the well in which open-hole logs were run.
2	Drilling/Completion Operations	Anti-Collision: Upland will perform an anti-collision evaluation of all active (producing, shut in, or temporarily abandoned) offset wellbores that have the potential of being within 150 feet of a proposed well prior to drilling operations for the proposed well. Notice will be given to all offset operators within 150 feet prior to drilling.

Total: 2 comment(s)

### **Applicable Policies and Notices to Operators**

Notice Concerning Operating Requirements for Wildlife Protection.  
[http://cogcc.state.co.us/documents/reg/Policies/Wildlife\\_Notice.pdf](http://cogcc.state.co.us/documents/reg/Policies/Wildlife_Notice.pdf)

### **Attachment Check List**

<b><u>Att Doc Num</u></b>	<b><u>Name</u></b>
401720612	FORM 2 SUBMITTED
401720663	WELL LOCATION PLAT
401721717	DIRECTIONAL DATA
401722576	OffsetWellEvaluations Data
401722592	DEVIATED DRILLING PLAN

Total Attach: 5 Files

### **General Comments**

<b><u>User Group</u></b>	<b><u>Comment</u></b>	<b><u>Comment Date</u></b>
Permit	Passed Completeness.	08/08/2018

Total: 1 comment(s)

### **Public Comments**

No public comments were received on this application during the comment period.

FORM

2

Rev  
08/16

## State of Colorado

## Oil and Gas Conservation Commission

1120 Lincoln Street, Suite 801, Denver, Colorado 80203  
Phone: (303) 894-2100 Fax: (303) 894-2109

Document Number:

401720665

## APPLICATION FOR PERMIT TO:

☒ Drill
 ☐ Deepen
 ☐ Re-enter
 ☐ Recomplete and Operate

Date Received:

08/02/2018

TYPE OF WELL OIL ☒ GAS ☐ COALBED ☐ OTHER \_\_\_\_\_Refiling ☐ZONE TYPE SINGLE ZONE ☒ MULTIPLE ZONES ☐ COMMINGLE ZONES ☐Sidetrack ☐Well Name: Little LadyWell Number: 21-3NHName of Operator: UPLAND EXPLORATION LLCCOGCC Operator Number: 10701Address: 424 S MAIN STCity: BOERNEState: TXZip: 78006Contact Name: Larry JenkinsPhone: (580)716-0535Fax: ( )Email: larry@uplandexploration.com

## RECLAMATION FINANCIAL ASSURANCE

Plugging and Abandonment Bond Surety ID: 20180078

## WELL LOCATION INFORMATION

QtrQtr: NENE Sec: 21 Twp: 11N Rng: 64W Meridian: 6Latitude: 40.911340Longitude: -104.542700
 Footage at Surface: 831 Feet FNL/FSL 296 Feet FEL/FWL FEL
Field Name: WILDCATField Number: 99999Ground Elevation: 5418County: WELD

GPS Data:

Date of Measurement: 07/02/2018 PDOP Reading: 1.2 Instrument Operator's Name: Kyle DaleyIf well is ☐ Directional ☒ Horizontal (highly deviated) **submit deviated drilling plan.**
 Footage at Top of Prod Zone: FNL/FSL 990 FNL 330 FEL 990 FEL 330 FWL FWL  
 Sec: 21 Twp: 11N Rng: 64W Sec: 21 Twp: 11N Rng: 64W

## LOCATION SURFACE &amp; MINERALS &amp; RIGHT TO CONSTRUCT

Surface Ownership: ☒ Fee ☐ State ☐ Federal ☐ IndianThe Surface Owner is: ☐ is the mineral owner beneath the location.(check all that apply) ☐ is committed to an Oil and Gas Lease.☐ has signed the Oil and Gas Lease.☐ is the applicant.The Mineral Owner beneath this Oil and Gas Location is: ☒ Fee ☐ State ☐ Federal ☐ IndianThe Minerals beneath this Oil and Gas Location will be developed by this Well: YesThe right to construct the Oil and Gas Location is granted by: BondSurface damage assurance if no agreement is in place: BlanketSurface Surety ID: 20180077

## LEASE INFORMATION

Using standard QtrQtr, Sec, Twp, Rng format, describe one entire mineral lease that will be produced by this well (Describe lease beneath surface location if produced. Attach separate description page or map if necessary.)

T11N R64W Sec. 21: N2

Total Acres in Described Lease: 320 Described Mineral Lease is: ☒ Fee ☐ State ☐ Federal ☐ Indian

Federal or State Lease # \_\_\_\_\_

Distance from Completed Portion of Wellbore to Nearest Lease Line of described lease: 330 Feet

## CULTURAL DISTANCE INFORMATION

Distance to nearest:

Building: 1295 Feet

Building Unit: 1474 Feet

High Occupancy Building Unit: 5280 Feet

Designated Outside Activity Area: 5280 Feet

Public Road: 903 Feet

Above Ground Utility: 561 Feet

Railroad: 5280 Feet

Property Line: 296 Feet

### INSTRUCTIONS:

- All measurements shall be provided from center of the Proposed Well to nearest of each cultural feature as described in Rule 303.a.(5).
- Enter 5280 for distance greater than 1 mile.
- Building - nearest building of any type. If nearest Building is a Building Unit, enter same distance for both.
- Building Unit, High Occupancy Building Unit, and Designated Outside Activity Area - as defined in 100-Series Rules.

## DESIGNATED SETBACK LOCATION INFORMATION

Check all that apply. This location is within a: ☐ Buffer Zone  
☐ Exception Zone  
☐ Urban Mitigation Area

- Buffer Zone - as described in Rule 604.a.(2), within 1,000' of a Building Unit
- Exception Zone - as described in Rule 604.a.(1), within 500' of a Building Unit.
- Urban Mitigation Area - as defined in 100-Series Rules.

Pre-application Notifications (required if location is within 1,000 feet of a building unit):

Date of Rule 305.a.(1) Urban Mitigation Area Notification to Local Government: \_\_\_\_\_

Date of Rule 305.a.(2) Buffer Zone Notification to Building Unit Owners: \_\_\_\_\_

## SPACING and UNIT INFORMATION

Distance from completed portion of proposed wellbore to nearest completed portion of offset wellbore permitted or completed in the same formation: 660 Feet

Distance from Completed Portion of Wellbore to Nearest Unit Boundary 330 Feet (Enter 5280 for distance greater than 1 mile.)

Federal or State Unit Name (if appl): \_\_\_\_\_ Unit Number: \_\_\_\_\_

## SPACING & FORMATIONS COMMENTS

Upland is protesting the HighPoint application (temp. docket # 180700572) and will file a 320-acre drilling and spacing unit application covering seven lease wells. This proposed Drilling and Spacing Unit will cover T11N R64W Sec. 21: N2.

## OBJECTIVE FORMATIONS

Objective Formation(s)	Formation Code	Spacing Order Number(s)	Unit Acreage Assigned to Well	Unit Configuration (N/2, SE/4, etc.)
NIOBARRA	NBRR		320	S.21 T11N R64W: N2



## DRILLING PROGRAM

Proposed Total Measured Depth: 12668 Feet

Distance from the proposed wellbore to nearest existing or proposed wellbore belonging to another operator, including plugged wells:

Enter distance if less than or equal to 1,500 feet: 680 Feet ☐ No well belonging to another operator within 1,500 feet

Will a closed-loop drilling system be used? Yes

Is H<sub>2</sub>S gas reasonably expected to be encountered during drilling operations at concentrations greater than or equal to 100 ppm? No (If Yes, attach an H<sub>2</sub>S Drilling Operations Plan)

Will salt sections be encountered during drilling? No

Will salt based (>15,000 ppm Cl) drilling fluids be used? No

Will oil based drilling fluids be used? No

BOP Equipment Type: ☒ Annular Preventor ☒ Double Ram ☒ Rotating Head ☐ None

## GROUNDWATER BASELINE SAMPLING AND MONITORING AND WATER WELL SAMPLING

Water well sampling required per Rule 609

## DRILLING WASTE MANAGEMENT PROGRAM

Drilling Fluids Disposal: OFFSITE Drilling Fluids Disposal Methods: Commercial Disposal

Cuttings Disposal: OFFSITE Cuttings Disposal Method: Commercial Disposal

Other Disposal Description:

Beneficial reuse or land application plan submitted?

Reuse Facility ID:  or Document Number:

## CASING PROGRAM

Casing Type	Size of Hole	Size of Casing	Wt/Ft	Csg/Liner Top	Setting Depth	Sacks Cmt	Cmt Btm	Cmt Top
SURF	13+1/2	9+5/8	36	0	1500	786	1500	0
1ST	8+3/4	5+1/2	20	0	12668	875	12668	

☒ Conductor Casing is NOT planned

## DESIGNATED SETBACK LOCATION EXCEPTIONS

Check all that apply:

- ☐ Rule 604.a.(1)A. Exception Zone (within 500' of Building Unit)
- ☐ Rule 604.b.(1)A. Exception Location (existing or approved Oil & Gas Location now within a Designated Setback as a result of Rule 604.a.)
- ☐ Rule 604.b.(1)B. Exception Location (existing or approved Oil & Gas Location is within a Designated Setback due to Building Unit construction after Location approval)
- ☐ Rule 604.b.(2) Exception Location (SUA or site-specific development plan executed on or before August 1, 2013)
- ☐ Rule 604.b.(3) Exception Location (Building Units constructed after August 1, 2013 within setback per an SUA or site-specific development plan)

## GREATER WATTENBERG AREA LOCATION EXCEPTIONS

Check all that apply:

- ☐ Rule 318A.a. Exception Location (GWA Windows).
- ☐ Rule 318A.c. Exception Location (GWA Twinning).

## RULE 502.b VARIANCE REQUEST

☐ Rule 502.b. Variance Request from COGCC Rule or Spacing Order Number

## OTHER LOCATION EXCEPTIONS

Check all that apply:

- ☐ Rule 318.c. Exception Location from Rule or Spacing Order Number \_\_\_\_\_
- ☐ Rule 603.a.(2) Exception Location (Property Line Setback).

ALL exceptions and variances require attached Request Letter(s). Refer to applicable rule for additional required attachments (e.g. waivers, certifications, SUAs).

## OPERATOR COMMENTS AND SUBMITTAL

Comments Distance from completed portion of the wellbore to nearest wellbore permitted or completed in the same formation was measured to the permitted Little Lady 21-1NH owned by Upland Exploration using vertical.

Distance to nearest permitted or existing wellbore belonging to another operator was measured to the permitted Salt Ranch Fee 201-2920H, API No. 05-123-46724, operated by CCRP Operating Inc.

This application is in a Comprehensive Drilling Plan No CDP #: \_\_\_\_\_

Location ID: \_\_\_\_\_

Is this application being submitted with an Oil and Gas Location Assessment application? Yes

I hereby certify all statements made in this form are, to the best of my knowledge, true, correct, and complete.

Signed: \_\_\_\_\_ Print Name: Kimberly Rodell

Title: Permit Agent Date: 8/2/2018 Email: krodell@upstreampm.com

Based on the information provided herein, this Application for Permit-to-Drill complies with COGCC Rules and applicable orders and is hereby approved.

COGCC Approved: \_\_\_\_\_ Director of COGCC Date: \_\_\_\_\_

API NUMBER

05

Expiration Date: \_\_\_\_\_

## Conditions Of Approval

All representations, stipulations and conditions of approval stated in the Form 2A for this location shall constitute representations, stipulations and conditions of approval for this Form 2 Permit-to-Drill and are enforceable to the same extent as all other representations, stipulations and conditions of approval stated in this Permit-to-Drill.

COA Type

Description

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### **Best Management Practices**

<b><u>No</u></b>	<b><u>BMP/COA Type</u></b>	<b><u>Description</u></b>
1	Drilling/Completion Operations	Logging: One of the first wells drilled on the pad will be logged with open-hole Resistivity Log and Gamma Ray Log from the kick-off point into the surface casing. All wells on the pad will have a cement bond log with gamma-ray run on production casing (or on intermediate casing if production liner is run) into the surface casing. The horizontal portion of every well will be logged with a measured-while-drilling gamma-ray log. The Form 5, Completion Report, for each well on the pad will list all logs run and have those logs attached. The Form 5 for a well without open-hole logs shall clearly state "No open-hole logs were run" and shall clearly identify (by API#, well name & number) the well in which open-hole logs were run.
2	Drilling/Completion Operations	Anti-Collision: Upland will perform an anti-collision evaluation of all active (producing, shut in, or temporarily abandoned) offset wellbores that have the potential of being within 150 feet of a proposed well prior to drilling operations for the proposed well. Notice will be given to all offset operators within 150 feet prior to drilling.

Total: 2 comment(s)

### **Applicable Policies and Notices to Operators**

Notice Concerning Operating Requirements for Wildlife Protection.  
[http://cogcc.state.co.us/documents/reg/Policies/Wildlife\\_Notice.pdf](http://cogcc.state.co.us/documents/reg/Policies/Wildlife_Notice.pdf)

### **Attachment Check List**

<b><u>Att Doc Num</u></b>	<b><u>Name</u></b>
401720665	FORM 2 SUBMITTED
401720683	WELL LOCATION PLAT
401721746	DIRECTIONAL DATA
401722609	DEVIATED DRILLING PLAN
401722613	OffsetWellEvaluations Data

Total Attach: 5 Files

### **General Comments**

<b><u>User Group</u></b>	<b><u>Comment</u></b>	<b><u>Comment Date</u></b>
Permit	Passed Completeness.	08/08/2018

Total: 1 comment(s)

### **Public Comments**

No public comments were received on this application during the comment period.

FORM

2

Rev  
08/16

## State of Colorado

## Oil and Gas Conservation Commission

1120 Lincoln Street, Suite 801, Denver, Colorado 80203  
Phone: (303) 894-2100 Fax: (303) 894-2109

Document Number:

401720686

## APPLICATION FOR PERMIT TO:

☒ Drill
 ☐ Deepen
 ☐ Re-enter
 ☐ Recomplete and Operate

Date Received:

08/02/2018

TYPE OF WELL OIL ☒ GAS ☐ COALBED ☐ OTHER \_\_\_\_\_Refiling ☐ZONE TYPE SINGLE ZONE ☒ MULTIPLE ZONES ☐ COMMINGLE ZONES ☐Sidetrack ☐

Well Name: Little Lady

Well Number: 21-4CH

Name of Operator: UPLAND EXPLORATION LLC

COGCC Operator Number: 10701

Address: 424 S MAIN ST

City: BOERNE

State: TX

Zip: 78006

Contact Name: Larry Jenkins

Phone: (580)716-0535

Fax: ( )

Email: larry@uplandexploration.com

## RECLAMATION FINANCIAL ASSURANCE

Plugging and Abandonment Bond Surety ID: 20180078

## WELL LOCATION INFORMATION

QtrQtr: NENE Sec: 21 Twp: 11N Rng: 64W Meridian: 6

Latitude: 40.911250

Longitude: -104.542700

Footage at Surface: 861 Feet FNL/FSL FNL 296 Feet FEL/FWL FEL

Field Name: WILDCAT

Field Number: 99999

Ground Elevation: 5420

County: WELD

GPS Data:

Date of Measurement: 07/02/2018 PDOP Reading: 1.2 Instrument Operator's Name: Kyle Daley

If well is ☐ Directional ☒ Horizontal (highly deviated) submit deviated drilling plan.
 Footage at Top of Prod Zone: FNL/FSL FNL 330 FEL/FWL FEL 330  
 1320 FNL 330 FEL 1320 FNL 330 FWL  
 Sec: 21 Twp: 11N Rng: 64W Sec: 21 Twp: 11N Rng: 64W

## LOCATION SURFACE &amp; MINERALS &amp; RIGHT TO CONSTRUCT

Surface Ownership: ☒ Fee ☐ State ☐ Federal ☐ IndianThe Surface Owner is: ☐ is the mineral owner beneath the location.

(check all that apply)

☐ is committed to an Oil and Gas Lease.☐ has signed the Oil and Gas Lease.☐ is the applicant.The Mineral Owner beneath this Oil and Gas Location is: ☒ Fee ☐ State ☐ Federal ☐ Indian

The Minerals beneath this Oil and Gas Location will be developed by this Well: Yes

The right to construct the Oil and Gas Location is granted by: Bond

Surface damage assurance if no agreement is in place: Blanket

Surface Surety ID: 20180077

## LEASE INFORMATION

Using standard QtrQtr, Sec, Twp, Rng format, describe one entire mineral lease that will be produced by this well (Describe lease beneath surface location if produced. Attach separate description page or map if necessary.)

T11N R64W Sec. 21: N2

Total Acres in Described Lease: 320 Described Mineral Lease is: ☒ Fee ☐ State ☐ Federal ☐ Indian

Federal or State Lease # \_\_\_\_\_

Distance from Completed Portion of Wellbore to Nearest Lease Line of described lease: 330 Feet

## CULTURAL DISTANCE INFORMATION

Distance to nearest:

Building: 1292 Feet

Building Unit: 1474 Feet

High Occupancy Building Unit: 5280 Feet

Designated Outside Activity Area: 5280 Feet

Public Road: 932 Feet

Above Ground Utility: 587 Feet

Railroad: 5280 Feet

Property Line: 296 Feet

### INSTRUCTIONS:

- All measurements shall be provided from center of the Proposed Well to nearest of each cultural feature as described in Rule 303.a.(5).
- Enter 5280 for distance greater than 1 mile.
- Building - nearest building of any type. If nearest Building is a Building Unit, enter same distance for both.
- Building Unit, High Occupancy Building Unit, and Designated Outside Activity Area - as defined in 100-Series Rules.

## DESIGNATED SETBACK LOCATION INFORMATION

Check all that apply. This location is within a: ☐ Buffer Zone  
☐ Exception Zone  
☐ Urban Mitigation Area

- Buffer Zone - as described in Rule 604.a.(2), within 1,000' of a Building Unit
- Exception Zone - as described in Rule 604.a.(1), within 500' of a Building Unit.
- Urban Mitigation Area - as defined in 100-Series Rules.

Pre-application Notifications (required if location is within 1,000 feet of a building unit):

Date of Rule 305.a.(1) Urban Mitigation Area Notification to Local Government: \_\_\_\_\_

Date of Rule 305.a.(2) Buffer Zone Notification to Building Unit Owners: \_\_\_\_\_

## SPACING and UNIT INFORMATION

Distance from completed portion of proposed wellbore to nearest completed portion of offset wellbore permitted or completed in the same formation: 660 Feet

Distance from Completed Portion of Wellbore to Nearest Unit Boundary 330 Feet (Enter 5280 for distance greater than 1 mile.)

Federal or State Unit Name (if appl): \_\_\_\_\_ Unit Number: \_\_\_\_\_

## SPACING & FORMATIONS COMMENTS

Upland is protesting the HighPoint application (temp. docket # 180700572) and will file a 320-acre drilling and spacing unit application covering seven lease wells. This proposed Drilling and Spacing Unit will cover T11N R64W Sec. 21: N2.

## OBJECTIVE FORMATIONS

Objective Formation(s)	Formation Code	Spacing Order Number(s)	Unit Acreage Assigned to Well	Unit Configuration (N/2, SE/4, etc.)
CODELL	CODL		320	S.21 T11N R64W: N2

## DRILLING PROGRAM

Proposed Total Measured Depth: 12944 Feet

Distance from the proposed wellbore to nearest existing or proposed wellbore belonging to another operator, including plugged wells:

Enter distance if less than or equal to 1,500 feet: 680 Feet ☐ No well belonging to another operator within 1,500 feet

Will a closed-loop drilling system be used? Yes

Is H<sub>2</sub>S gas reasonably expected to be encountered during drilling operations at concentrations greater than or equal to 100 ppm? No (If Yes, attach an H<sub>2</sub>S Drilling Operations Plan)

Will salt sections be encountered during drilling? No

Will salt based (>15,000 ppm Cl) drilling fluids be used? No

Will oil based drilling fluids be used? No

BOP Equipment Type: ☒ Annular Preventor ☒ Double Ram ☒ Rotating Head ☐ None

## GROUNDWATER BASELINE SAMPLING AND MONITORING AND WATER WELL SAMPLING

Water well sampling required per Rule 609

## DRILLING WASTE MANAGEMENT PROGRAM

Drilling Fluids Disposal: OFFSITE Drilling Fluids Disposal Methods: Commercial Disposal

Cuttings Disposal: OFFSITE Cuttings Disposal Method: Commercial Disposal

Other Disposal Description:

Beneficial reuse or land application plan submitted?

Reuse Facility ID:  or Document Number:

## CASING PROGRAM

Casing Type	Size of Hole	Size of Casing	Wt/Ft	Csg/Liner Top	Setting Depth	Sacks Cmt	Cmt Btm	Cmt Top
SURF	13+1/2	9+5/8	36	0	1500	786	1500	0
1ST	8+3/4	5+1/2	20	0	12944	916	12944	

☒ Conductor Casing is NOT planned

## DESIGNATED SETBACK LOCATION EXCEPTIONS

Check all that apply:

- ☐ Rule 604.a.(1)A. Exception Zone (within 500' of Building Unit)
- ☐ Rule 604.b.(1)A. Exception Location (existing or approved Oil & Gas Location now within a Designated Setback as a result of Rule 604.a.)
- ☐ Rule 604.b.(1)B. Exception Location (existing or approved Oil & Gas Location is within a Designated Setback due to Building Unit construction after Location approval)
- ☐ Rule 604.b.(2) Exception Location (SUA or site-specific development plan executed on or before August 1, 2013)
- ☐ Rule 604.b.(3) Exception Location (Building Units constructed after August 1, 2013 within setback per an SUA or site-specific development plan)

## GREATER WATTENBERG AREA LOCATION EXCEPTIONS

Check all that apply:

- ☐ Rule 318A.a. Exception Location (GWA Windows).
- ☐ Rule 318A.c. Exception Location (GWA Twinning).

## RULE 502.b VARIANCE REQUEST

☐ Rule 502.b. Variance Request from COGCC Rule or Spacing Order Number

## OTHER LOCATION EXCEPTIONS

Check all that apply:

- ☐ Rule 318.c. Exception Location from Rule or Spacing Order Number \_\_\_\_\_
- ☐ Rule 603.a.(2) Exception Location (Property Line Setback).

ALL exceptions and variances require attached Request Letter(s). Refer to applicable rule for additional required attachments (e.g. waivers, certifications, SUAs).

## OPERATOR COMMENTS AND SUBMITTAL

Comments Distance from completed portion of the wellbore to nearest wellbore permitted or completed in the same formation was measured to the permitted Little Lady 21-2CH owned by Upland Exploration using vertical.

Distance to nearest permitted or existing wellbore belonging to another operator was measured to the permitted Salt Ranch Fee 201-2920H, API No. 05-123-46724, operated by CCRP Operating Inc.

This application is in a Comprehensive Drilling Plan No CDP #: \_\_\_\_\_

Location ID: \_\_\_\_\_

Is this application being submitted with an Oil and Gas Location Assessment application? Yes

I hereby certify all statements made in this form are, to the best of my knowledge, true, correct, and complete.

Signed: \_\_\_\_\_ Print Name: Kimberly Rodell

Title: Permit Agent Date: 8/2/2018 Email: krodell@upstreampm.com

Based on the information provided herein, this Application for Permit-to-Drill complies with COGCC Rules and applicable orders and is hereby approved.

COGCC Approved: \_\_\_\_\_ Director of COGCC Date: \_\_\_\_\_

Expiration Date: \_\_\_\_\_

API NUMBER

05

## Conditions Of Approval

All representations, stipulations and conditions of approval stated in the Form 2A for this location shall constitute representations, stipulations and conditions of approval for this Form 2 Permit-to-Drill and are enforceable to the same extent as all other representations, stipulations and conditions of approval stated in this Permit-to-Drill.

COA Type	Description
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### **Best Management Practices**

<b><u>No</u></b>	<b><u>BMP/COA Type</u></b>	<b><u>Description</u></b>
1	Drilling/Completion Operations	Logging: One of the first wells drilled on the pad will be logged with open-hole Resistivity Log and Gamma Ray Log from the kick-off point into the surface casing. All wells on the pad will have a cement bond log with gamma-ray run on production casing (or on intermediate casing if production liner is run) into the surface casing. The horizontal portion of every well will be logged with a measured-while-drilling gamma-ray log. The Form 5, Completion Report, for each well on the pad will list all logs run and have those logs attached. The Form 5 for a well without open-hole logs shall clearly state "No open-hole logs were run" and shall clearly identify (by API#, well name & number) the well in which open-hole logs were run.
2	Drilling/Completion Operations	Anti-Collision: Upland will perform an anti-collision evaluation of all active (producing, shut in, or temporarily abandoned) offset wellbores that have the potential of being within 150 feet of a proposed well prior to drilling operations for the proposed well. Notice will be given to all offset operators within 150 feet prior to drilling.

Total: 2 comment(s)

### **Applicable Policies and Notices to Operators**

Notice Concerning Operating Requirements for Wildlife Protection.  
[http://cogcc.state.co.us/documents/reg/Policies/Wildlife\\_Notice.pdf](http://cogcc.state.co.us/documents/reg/Policies/Wildlife_Notice.pdf)

### **Attachment Check List**

<b><u>Att Doc Num</u></b>	<b><u>Name</u></b>
401720686	FORM 2 SUBMITTED
401720707	WELL LOCATION PLAT
401721849	DIRECTIONAL DATA
401722635	DEVIATED DRILLING PLAN
401722636	OffsetWellEvaluations Data

Total Attach: 5 Files

### **General Comments**

<b><u>User Group</u></b>	<b><u>Comment</u></b>	<b><u>Comment Date</u></b>
Permit	Passed Completeness.	08/08/2018

Total: 1 comment(s)

### **Public Comments**

No public comments were received on this application during the comment period.

FORM

2

Rev  
08/16

## State of Colorado

## Oil and Gas Conservation Commission

1120 Lincoln Street, Suite 801, Denver, Colorado 80203  
Phone: (303) 894-2100 Fax: (303) 894-2109

Document Number:

401720710

## APPLICATION FOR PERMIT TO:

☒ Drill
 ☐ Deepen
 ☐ Re-enter
 ☐ Recomplete and Operate

Date Received:

08/02/2018

TYPE OF WELL OIL ☒ GAS ☐ COALBED ☐ OTHER \_\_\_\_\_Refilling ☐ZONE TYPE SINGLE ZONE ☒ MULTIPLE ZONES ☐ COMMINGLE ZONES ☐Sidetrack ☐

Well Name: Little Lady

Well Number: 21-5NH

Name of Operator: UPLAND EXPLORATION LLC

COGCC Operator Number: 10701

Address: 424 S MAIN ST

City: BOERNE

State: TX

Zip: 78006

Contact Name: Larry Jenkins

Phone: (580)716-0535

Fax: ( )

Email: larry@uplandexploration.com

## RECLAMATION FINANCIAL ASSURANCE

Plugging and Abandonment Bond Surety ID: 20180078

## WELL LOCATION INFORMATION

QtrQtr: NENE Sec: 21 Twp: 11N Rng: 64W Meridian: 6

Latitude: 40.911170

Longitude: -104.542700

Footage at Surface: 891 Feet FNL/FSL FNL 296 Feet FEL/FWL FEL

Field Name: WILDCAT

Field Number: 99999

Ground Elevation: 5421

County: WELD

GPS Data:

Date of Measurement: 07/02/2018 PDOP Reading: 1.3 Instrument Operator's Name: Kyle Daley

If well is ☐ Directional ☒ Horizontal (highly deviated) submit deviated drilling plan.
 Footage at Top of Prod Zone: FNL/FSL FNL 330 FEL/FWL FEL 330  
 1650 FNL 330 FEL 1650 FNL 330 FWL  
 Sec: 21 Twp: 11N Rng: 64W Sec: 21 Twp: 11N Rng: 64W

## LOCATION SURFACE &amp; MINERALS &amp; RIGHT TO CONSTRUCT

Surface Ownership: ☒ Fee ☐ State ☐ Federal ☐ IndianThe Surface Owner is: ☐ is the mineral owner beneath the location.(check all that apply) ☐ is committed to an Oil and Gas Lease.☐ has signed the Oil and Gas Lease.☐ is the applicant.The Mineral Owner beneath this Oil and Gas Location is: ☒ Fee ☐ State ☐ Federal ☐ Indian

The Minerals beneath this Oil and Gas Location will be developed by this Well: Yes

The right to construct the Oil and Gas Location is granted by: Bond

Surface damage assurance if no agreement is in place: Blanket

Surface Surety ID: 20180077

## LEASE INFORMATION

Using standard QtrQtr, Sec, Twp, Rng format, describe one entire mineral lease that will be produced by this well (Describe lease beneath surface location if produced. Attach separate description page or map if necessary.)

T11N R64W Sec. 21: N2

Total Acres in Described Lease: 320 Described Mineral Lease is: ☒ Fee ☐ State ☐ Federal ☐ Indian

Federal or State Lease # \_\_\_\_\_

Distance from Completed Portion of Wellbore to Nearest Lease Line of described lease: 330 Feet

## CULTURAL DISTANCE INFORMATION

Distance to nearest:

Building: 1291 Feet

Building Unit: 1471 Feet

High Occupancy Building Unit: 5280 Feet

Designated Outside Activity Area: 5280 Feet

Public Road: 960 Feet

Above Ground Utility: 612 Feet

Railroad: 5280 Feet

Property Line: 296 Feet

### INSTRUCTIONS:

- All measurements shall be provided from center of the Proposed Well to nearest of each cultural feature as described in Rule 303.a.(5).
- Enter 5280 for distance greater than 1 mile.
- Building - nearest building of any type. If nearest Building is a Building Unit, enter same distance for both.
- Building Unit, High Occupancy Building Unit, and Designated Outside Activity Area - as defined in 100-Series Rules.

## DESIGNATED SETBACK LOCATION INFORMATION

Check all that apply. This location is within a: ☐ Buffer Zone  
☐ Exception Zone  
☐ Urban Mitigation Area

- Buffer Zone - as described in Rule 604.a.(2), within 1,000' of a Building Unit
- Exception Zone - as described in Rule 604.a.(1), within 500' of a Building Unit.
- Urban Mitigation Area - as defined in 100-Series Rules.

Pre-application Notifications (required if location is within 1,000 feet of a building unit):

Date of Rule 305.a.(1) Urban Mitigation Area Notification to Local Government: \_\_\_\_\_

Date of Rule 305.a.(2) Buffer Zone Notification to Building Unit Owners: \_\_\_\_\_

## SPACING and UNIT INFORMATION

Distance from completed portion of proposed wellbore to nearest completed portion of offset wellbore permitted or completed in the same formation: 660 Feet

Distance from Completed Portion of Wellbore to Nearest Unit Boundary 330 Feet (Enter 5280 for distance greater than 1 mile.)

Federal or State Unit Name (if appl): \_\_\_\_\_ Unit Number: \_\_\_\_\_

## SPACING & FORMATIONS COMMENTS

Upland is protesting the HighPoint application (temp. docket # 180700572) and will file a 320-acre drilling and spacing unit application covering seven lease wells. This proposed Drilling and Spacing Unit will cover T11N R64W Sec. 21: N2.

## OBJECTIVE FORMATIONS

Objective Formation(s)	Formation Code	Spacing Order Number(s)	Unit Acreage Assigned to Well	Unit Configuration (N/2, SE/4, etc.)
NIOBRARA	NBRR		320	S.21 T11N R64W: N2

## DRILLING PROGRAM

Proposed Total Measured Depth: 12692 Feet

Distance from the proposed wellbore to nearest existing or proposed wellbore belonging to another operator, including plugged wells:

Enter distance if less than or equal to 1,500 feet: 680 Feet ☐ No well belonging to another operator within 1,500 feet

Will a closed-loop drilling system be used? Yes

Is H<sub>2</sub>S gas reasonably expected to be encountered during drilling operations at concentrations greater than or equal to 100 ppm? No (If Yes, attach an H<sub>2</sub>S Drilling Operations Plan)

Will salt sections be encountered during drilling? No

Will salt based (>15,000 ppm Cl) drilling fluids be used? No

Will oil based drilling fluids be used? No

BOP Equipment Type: ☒ Annular Preventor ☒ Double Ram ☒ Rotating Head ☐ None

## GROUNDWATER BASELINE SAMPLING AND MONITORING AND WATER WELL SAMPLING

Water well sampling required per Rule 609

## DRILLING WASTE MANAGEMENT PROGRAM

Drilling Fluids Disposal: OFFSITE Drilling Fluids Disposal Methods: Commercial Disposal

Cuttings Disposal: OFFSITE Cuttings Disposal Method: Commercial Disposal

Other Disposal Description:

Beneficial reuse or land application plan submitted?

Reuse Facility ID:  or Document Number:

## CASING PROGRAM

Casing Type	Size of Hole	Size of Casing	Wt/Ft	Csg/Liner Top	Setting Depth	Sacks Cmt	Cmt Btm	Cmt Top
SURF	13+1/2	9+5/8	36	0	1500	786	1500	0
1ST	8+3/4	5+1/2	20	0	12692	875	12692	

☒ Conductor Casing is NOT planned

## DESIGNATED SETBACK LOCATION EXCEPTIONS

Check all that apply:

- ☐ Rule 604.a.(1)A. Exception Zone (within 500' of Building Unit)
- ☐ Rule 604.b.(1)A. Exception Location (existing or approved Oil & Gas Location now within a Designated Setback as a result of Rule 604.a.)
- ☐ Rule 604.b.(1)B. Exception Location (existing or approved Oil & Gas Location is within a Designated Setback due to Building Unit construction after Location approval)
- ☐ Rule 604.b.(2) Exception Location (SUA or site-specific development plan executed on or before August 1, 2013)
- ☐ Rule 604.b.(3) Exception Location (Building Units constructed after August 1, 2013 within setback per an SUA or site-specific development plan)

## GREATER WATTENBERG AREA LOCATION EXCEPTIONS

Check all that apply:

- ☐ Rule 318A.a. Exception Location (GWA Windows).
- ☐ Rule 318A.c. Exception Location (GWA Twinning).

## RULE 502.b VARIANCE REQUEST

☐ Rule 502.b. Variance Request from COGCC Rule or Spacing Order Number

## OTHER LOCATION EXCEPTIONS

Check all that apply:

- ☐ Rule 318.c. Exception Location from Rule or Spacing Order Number \_\_\_\_\_
- ☐ Rule 603.a.(2) Exception Location (Property Line Setback).

ALL exceptions and variances require attached Request Letter(s). Refer to applicable rule for additional required attachments (e.g. waivers, certifications, SUAs).

## OPERATOR COMMENTS AND SUBMITTAL

Comments Distance from completed portion of the wellbore to nearest wellbore permitted or completed in the same formation was measured to the permitted Little Lady 21-7NH owned by Upland Exploration using vertical.

Distance to nearest permitted or existing wellbore belonging to another operator was measured to the permitted Salt Ranch Fee 201-2920H, API No. 05-123-46724, operated by CCRP Operating Inc.

This application is in a Comprehensive Drilling Plan ☐ No ☐ CDP #: \_\_\_\_\_

Location ID: \_\_\_\_\_

Is this application being submitted with an Oil and Gas Location Assessment application? ☐ Yes ☐ No

I hereby certify all statements made in this form are, to the best of my knowledge, true, correct, and complete.

Signed: \_\_\_\_\_ Print Name: Kimberly Rodell

Title: Permit Agent Date: 8/2/2018 Email: krodell@upstreampm.com

Based on the information provided herein, this Application for Permit-to-Drill complies with COGCC Rules and applicable orders and is hereby approved.

COGCC Approved: \_\_\_\_\_ Director of COGCC Date: \_\_\_\_\_

API NUMBER

05

Expiration Date: \_\_\_\_\_

## Conditions Of Approval

All representations, stipulations and conditions of approval stated in the Form 2A for this location shall constitute representations, stipulations and conditions of approval for this Form 2 Permit-to-Drill and are enforceable to the same extent as all other representations, stipulations and conditions of approval stated in this Permit-to-Drill.

COA Type

Description

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### **Best Management Practices**

<b><u>No</u></b>	<b><u>BMP/COA Type</u></b>	<b><u>Description</u></b>
1	Drilling/Completion Operations	Logging: One of the first wells drilled on the pad will be logged with open-hole Resistivity Log and Gamma Ray Log from the kick-off point into the surface casing. All wells on the pad will have a cement bond log with gamma-ray run on production casing (or on intermediate casing if production liner is run) into the surface casing. The horizontal portion of every well will be logged with a measured-while-drilling gamma-ray log. The Form 5, Completion Report, for each well on the pad will list all logs run and have those logs attached. The Form 5 for a well without open-hole logs shall clearly state "No open-hole logs were run" and shall clearly identify (by API#, well name & number) the well in which open-hole logs were run.
2	Drilling/Completion Operations	Anti-Collision: Upland will perform an anti-collision evaluation of all active (producing, shut in, or temporarily abandoned) offset wellbores that have the potential of being within 150 feet of a proposed well prior to drilling operations for the proposed well. Notice will be given to all offset operators within 150 feet prior to drilling.

Total: 2 comment(s)

### **Applicable Policies and Notices to Operators**

Notice Concerning Operating Requirements for Wildlife Protection.  
[http://cogcc.state.co.us/documents/reg/Policies/Wildlife\\_Notice.pdf](http://cogcc.state.co.us/documents/reg/Policies/Wildlife_Notice.pdf)

### **Attachment Check List**

<b><u>Att Doc Num</u></b>	<b><u>Name</u></b>
401720710	FORM 2 SUBMITTED
401720733	WELL LOCATION PLAT
401721874	DIRECTIONAL DATA
401722659	DEVIATED DRILLING PLAN
401722680	OffsetWellEvaluations Data

Total Attach: 5 Files

### **General Comments**

<b><u>User Group</u></b>	<b><u>Comment</u></b>	<b><u>Comment Date</u></b>
Permit	Passed Completeness.	08/08/2018

Total: 1 comment(s)

### **Public Comments**

No public comments were received on this application during the comment period.



FORM

2

Rev  
08/16

## State of Colorado

## Oil and Gas Conservation Commission

1120 Lincoln Street, Suite 801, Denver, Colorado 80203  
Phone: (303) 894-2100 Fax: (303) 894-2109

Document Number:

401720744

## APPLICATION FOR PERMIT TO:

☒ Drill
 ☐ Deepen
 ☐ Re-enter
 ☐ Recomplete and Operate

Date Received:

08/02/2018

TYPE OF WELL OIL ☒ GAS ☐ COALBED ☐ OTHER \_\_\_\_\_Refilling ☐ZONE TYPE SINGLE ZONE ☒ MULTIPLE ZONES ☐ COMMINGLE ZONES ☐Sidetrack ☐

Well Name: Little Lady

Well Number: 21-6CH

Name of Operator: UPLAND EXPLORATION LLC

COGCC Operator Number: 10701

Address: 424 S MAIN ST

City: BOERNE

State: TX

Zip: 78006

Contact Name: Larry Jenkins

Phone: (580)716-0535

Fax: ( )

Email: larry@uplandexploration.com

## RECLAMATION FINANCIAL ASSURANCE

Plugging and Abandonment Bond Surety ID: 20180078

## WELL LOCATION INFORMATION

QtrQtr: NENE Sec: 21 Twp: 11N Rng: 64W Meridian: 6

Latitude: 40.911090

Longitude: -104.542700

Footage at Surface: 921 Feet FNL/FSL FNL 297 Feet FEL/FWL FEL

Field Name: WILDCAT

Field Number: 99999

Ground Elevation: 5422

County: WELD

GPS Data:

Date of Measurement: 07/02/2018 PDOP Reading: 1.3 Instrument Operator's Name: Kyle Daley

If well is ☐ Directional ☒ Horizontal (highly deviated) submit deviated drilling plan.
 Footage at Top of Prod Zone: FNL/FSL FNL 330 FEL/FWL FEL 330 FNL/FSL FNL 330 FEL/FWL FEL 330  
 Sec: 21 Twp: 11N Rng: 64W Sec: 21 Twp: 11N Rng: 64W

## LOCATION SURFACE &amp; MINERALS &amp; RIGHT TO CONSTRUCT

Surface Ownership: ☒ Fee ☐ State ☐ Federal ☐ IndianThe Surface Owner is: ☐ is the mineral owner beneath the location.(check all that apply) ☐ is committed to an Oil and Gas Lease.☐ has signed the Oil and Gas Lease.☐ is the applicant.The Mineral Owner beneath this Oil and Gas Location is: ☒ Fee ☐ State ☐ Federal ☐ Indian

The Minerals beneath this Oil and Gas Location will be developed by this Well: Yes

The right to construct the Oil and Gas Location is granted by: Bond

Surface damage assurance if no agreement is in place: Blanket

Surface Surety ID: 20180077

## LEASE INFORMATION

Using standard QtrQtr, Sec, Twp, Rng format, describe one entire mineral lease that will be produced by this well (Describe lease beneath surface location if produced. Attach separate description page or map if necessary.)

T11N R64W Sec. 21: N2

Total Acres in Described Lease: 320 Described Mineral Lease is: ☒ Fee ☐ State ☐ Federal ☐ Indian

Federal or State Lease # \_\_\_\_\_

Distance from Completed Portion of Wellbore to Nearest Lease Line of described lease: 330 Feet

## CULTURAL DISTANCE INFORMATION

Distance to nearest:

Building: 1289 Feet

Building Unit: 1469 Feet

High Occupancy Building Unit: 5280 Feet

Designated Outside Activity Area: 5280 Feet

Public Road: 988 Feet

Above Ground Utility: 637 Feet

Railroad: 5280 Feet

Property Line: 297 Feet

### INSTRUCTIONS:

- All measurements shall be provided from center of the Proposed Well to nearest of each cultural feature as described in Rule 303.a.(5).
- Enter 5280 for distance greater than 1 mile.
- Building - nearest building of any type. If nearest Building is a Building Unit, enter same distance for both.
- Building Unit, High Occupancy Building Unit, and Designated Outside Activity Area - as defined in 100-Series Rules.

## DESIGNATED SETBACK LOCATION INFORMATION

Check all that apply. This location is within a: ☐ Buffer Zone ☐ Exception Zone ☐ Urban Mitigation Area

- Buffer Zone - as described in Rule 604.a.(2), within 1,000' of a Building Unit
- Exception Zone - as described in Rule 604.a.(1), within 500' of a Building Unit.
- Urban Mitigation Area - as defined in 100-Series Rules.

Pre-application Notifications (required if location is within 1,000 feet of a building unit):

Date of Rule 305.a.(1) Urban Mitigation Area Notification to Local Government: \_\_\_\_\_

Date of Rule 305.a.(2) Buffer Zone Notification to Building Unit Owners: \_\_\_\_\_

## SPACING and UNIT INFORMATION

Distance from completed portion of proposed wellbore to nearest completed portion of offset wellbore permitted or completed in the same formation: 660 Feet

Distance from Completed Portion of Wellbore to Nearest Unit Boundary 330 Feet (Enter 5280 for distance greater than 1 mile.)

Federal or State Unit Name (if appl): \_\_\_\_\_ Unit Number: \_\_\_\_\_

## SPACING & FORMATIONS COMMENTS

Upland is protesting the HighPoint application (temp. docket # 180700572) and will file a 320-acre drilling and spacing unit application covering seven lease wells. This proposed Drilling and Spacing Unit will cover T11N R64W Sec. 21: N2.

## OBJECTIVE FORMATIONS

Objective Formation(s)	Formation Code	Spacing Order Number(s)	Unit Acreage Assigned to Well	Unit Configuration (N/2, SE/4, etc.)
CODELL	CODL		320	S.21 T11N R64W: N2

## DRILLING PROGRAM

Proposed Total Measured Depth: 12989 Feet

Distance from the proposed wellbore to nearest existing or proposed wellbore belonging to another operator, including plugged wells:

Enter distance if less than or equal to 1,500 feet: 680 Feet ☐ No well belonging to another operator within 1,500 feet

Will a closed-loop drilling system be used? Yes

Is H<sub>2</sub>S gas reasonably expected to be encountered during drilling operations at concentrations greater than or equal to 100 ppm? No (If Yes, attach an H<sub>2</sub>S Drilling Operations Plan)

Will salt sections be encountered during drilling? No

Will salt based (>15,000 ppm Cl) drilling fluids be used? No

Will oil based drilling fluids be used? No

BOP Equipment Type: ☒ Annular Preventor ☒ Double Ram ☒ Rotating Head ☐ None

## GROUNDWATER BASELINE SAMPLING AND MONITORING AND WATER WELL SAMPLING

Water well sampling required per Rule 609

## DRILLING WASTE MANAGEMENT PROGRAM

Drilling Fluids Disposal: OFFSITE Drilling Fluids Disposal Methods: Commercial Disposal

Cuttings Disposal: OFFSITE Cuttings Disposal Method: Commercial Disposal

Other Disposal Description:

Beneficial reuse or land application plan submitted?

Reuse Facility ID:  or Document Number:

## CASING PROGRAM

Casing Type	Size of Hole	Size of Casing	Wt/Ft	Csg/Liner Top	Setting Depth	Sacks Cmt	Cmt Btm	Cmt Top
SURF	13+1/2	9+5/8	36	0	1500	786	1500	0
1ST	8+3/4	5+1/2	20	0	12989	916	12989	

☒ Conductor Casing is NOT planned

## DESIGNATED SETBACK LOCATION EXCEPTIONS

Check all that apply:

- ☐ Rule 604.a.(1)A. Exception Zone (within 500' of Building Unit)
- ☐ Rule 604.b.(1)A. Exception Location (existing or approved Oil & Gas Location now within a Designated Setback as a result of Rule 604.a.)
- ☐ Rule 604.b.(1)B. Exception Location (existing or approved Oil & Gas Location is within a Designated Setback due to Building Unit construction after Location approval)
- ☐ Rule 604.b.(2) Exception Location (SUA or site-specific development plan executed on or before August 1, 2013)
- ☐ Rule 604.b.(3) Exception Location (Building Units constructed after August 1, 2013 within setback per an SUA or site-specific development plan)

## GREATER WATTENBERG AREA LOCATION EXCEPTIONS

Check all that apply:

- ☐ Rule 318A.a. Exception Location (GWA Windows).
- ☐ Rule 318A.c. Exception Location (GWA Twinning).

## RULE 502.b VARIANCE REQUEST

☐ Rule 502.b. Variance Request from COGCC Rule or Spacing Order Number

## OTHER LOCATION EXCEPTIONS

Check all that apply:

- ☐ Rule 318.c. Exception Location from Rule or Spacing Order Number \_\_\_\_\_
- ☐ Rule 603.a.(2) Exception Location (Property Line Setback).

ALL exceptions and variances require attached Request Letter(s). Refer to applicable rule for additional required attachments (e.g. waivers, certifications, SUAs).

## OPERATOR COMMENTS AND SUBMITTAL

Comments Distance from completed portion of the wellbore to nearest wellbore permitted or completed in the same formation was measured to the permitted Little Lady 21-4CH owned by Upland Exploration LLC using vertical.

Distance to nearest permitted or existing wellbore belonging to another operator was measured to the permitted Salt Ranch Fee 201-2920H, API No. 05-123-46724, operated by CCRP Operating Inc.

This application is in a Comprehensive Drilling Plan No CDP #: \_\_\_\_\_

Location ID: \_\_\_\_\_

Is this application being submitted with an Oil and Gas Location Assessment application? Yes

I hereby certify all statements made in this form are, to the best of my knowledge, true, correct, and complete.

Signed: \_\_\_\_\_ Print Name: Kimberly Rodell

Title: Permit Agent Date: 8/2/2018 Email: krodell@upstreampm.com

Based on the information provided herein, this Application for Permit-to-Drill complies with COGCC Rules and applicable orders and is hereby approved.

COGCC Approved: \_\_\_\_\_ Director of COGCC Date: \_\_\_\_\_

<b>API NUMBER</b>
05

Expiration Date: \_\_\_\_\_

## Conditions Of Approval

All representations, stipulations and conditions of approval stated in the Form 2A for this location shall constitute representations, stipulations and conditions of approval for this Form 2 Permit-to-Drill and are enforceable to the same extent as all other representations, stipulations and conditions of approval stated in this Permit-to-Drill.

**COA Type** **Description**

--	--

### **Best Management Practices**

<b>No</b>	<b>BMP/COA Type</b>	<b>Description</b>
1	Drilling/Completion Operations	Logging: One of the first wells drilled on the pad will be logged with open-hole Resistivity Log and Gamma Ray Log from the kick-off point into the surface casing. All wells on the pad will have a cement bond log with gamma-ray run on production casing (or on intermediate casing if production liner is run) into the surface casing. The horizontal portion of every well will be logged with a measured-while-drilling gamma-ray log. The Form 5, Completion Report, for each well on the pad will list all logs run and have those logs attached. The Form 5 for a well without open-hole logs shall clearly state "No open-hole logs were run" and shall clearly identify (by API#, well name & number) the well in which open-hole logs were run.
2	Drilling/Completion Operations	Anti-Collision: Upland will perform an anti-collision evaluation of all active (producing, shut in, or temporarily abandoned) offset wellbores that have the potential of being within 150 feet of a proposed well prior to drilling operations for the proposed well. Notice will be given to all offset operators within 150 feet prior to drilling.

Total: 2 comment(s)

### **Applicable Policies and Notices to Operators**

Notice Concerning Operating Requirements for Wildlife Protection.  
[http://cogcc.state.co.us/documents/reg/Policies/Wildlife\\_Notice.pdf](http://cogcc.state.co.us/documents/reg/Policies/Wildlife_Notice.pdf)

### **Attachment Check List**

<b>Att Doc Num</b>	<b>Name</b>
401720744	FORM 2 SUBMITTED
401720961	WELL LOCATION PLAT
401721907	DIRECTIONAL DATA
401722685	DEVIATED DRILLING PLAN
401722688	OffsetWellEvaluations Data

Total Attach: 5 Files

### **General Comments**

<b>User Group</b>	<b>Comment</b>	<b>Comment Date</b>
Permit	Passed Completeness.	08/08/2018

Total: 1 comment(s)

### **Public Comments**

No public comments were received on this application during the comment period.

FORM

2

Rev  
08/16

## State of Colorado

## Oil and Gas Conservation Commission

1120 Lincoln Street, Suite 801, Denver, Colorado 80203  
Phone: (303) 894-2100 Fax: (303) 894-2109

Document Number:

401720963

## APPLICATION FOR PERMIT TO:

☒ Drill
 ☐ Deepen
 ☐ Re-enter
 ☐ Recomplete and Operate

Date Received:

08/02/2018

TYPE OF WELL OIL ☒ GAS ☐ COALBED ☐ OTHER \_\_\_\_\_Refilling ☐ZONE TYPE SINGLE ZONE ☒ MULTIPLE ZONES ☐ COMMINGLE ZONES ☐Sidetrack ☐

Well Name: Little Lady

Well Number: 21-7NH

Name of Operator: UPLAND EXPLORATION LLC

COGCC Operator Number: 10701

Address: 424 S MAIN ST

City: BOERNE

State: TX

Zip: 78006

Contact Name: Larry Jenkins

Phone: (580)716-0535

Fax: ( )

Email: larry@uplandexploration.com

## RECLAMATION FINANCIAL ASSURANCE

Plugging and Abandonment Bond Surety ID: 20180078

## WELL LOCATION INFORMATION

QtrQtr: NENE Sec: 21 Twp: 11N Rng: 64W Meridian: 6

Latitude: 40.911010

Longitude: -104.542700

Footage at Surface: 951 Feet FNL/FSL FNL 297 Feet FEL/FWL FEL

Field Name: WILDCAT

Field Number: 99999

Ground Elevation: 5424

County: WELD

GPS Data:

Date of Measurement: 07/02/2018 PDOP Reading: 1.3 Instrument Operator's Name: Kyle Daley

If well is ☐ Directional ☒ Horizontal (highly deviated) submit deviated drilling plan.

Footage at Top of Prod Zone: FNL/FSL FEL/FWL Bottom Hole: FNL/FSL FEL/FWL

2310

FNL

330

FEL

2310

FNL

330

FWL

Sec: 21

Twp: 11N

Rng: 64W

Sec: 21

Twp: 11N

Rng: 64W

## LOCATION SURFACE &amp; MINERALS &amp; RIGHT TO CONSTRUCT

Surface Ownership: ☒ Fee ☐ State ☐ Federal ☐ IndianThe Surface Owner is: ☐ is the mineral owner beneath the location.(check all that apply) ☐ is committed to an Oil and Gas Lease.☐ has signed the Oil and Gas Lease.☐ is the applicant.The Mineral Owner beneath this Oil and Gas Location is: ☒ Fee ☐ State ☐ Federal ☐ Indian

The Minerals beneath this Oil and Gas Location will be developed by this Well: Yes

The right to construct the Oil and Gas Location is granted by: Bond

Surface damage assurance if no agreement is in place: Blanket

Surface Surety ID: 20180077

## LEASE INFORMATION

Using standard QtrQtr, Sec, Twp, Rng format, describe one entire mineral lease that will be produced by this well (Describe lease beneath surface location if produced. Attach separate description page or map if necessary.)

T11N R64W Sec. 21: N2

Total Acres in Described Lease: 320 Described Mineral Lease is: ☒ Fee ☐ State ☐ Federal ☐ Indian

Federal or State Lease # \_\_\_\_\_

Distance from Completed Portion of Wellbore to Nearest Lease Line of described lease: 330 Feet

## CULTURAL DISTANCE INFORMATION

Distance to nearest:

Building: 1289 Feet

Building Unit: 1467 Feet

High Occupancy Building Unit: 5280 Feet

Designated Outside Activity Area: 5280 Feet

Public Road: 1017 Feet

Above Ground Utility: 662 Feet

Railroad: 5280 Feet

Property Line: 297 Feet

### INSTRUCTIONS:

- All measurements shall be provided from center of the Proposed Well to nearest of each cultural feature as described in Rule 303.a.(5).
- Enter 5280 for distance greater than 1 mile.
- Building - nearest building of any type. If nearest Building is a Building Unit, enter same distance for both.
- Building Unit, High Occupancy Building Unit, and Designated Outside Activity Area - as defined in 100-Series Rules.

## DESIGNATED SETBACK LOCATION INFORMATION

Check all that apply. This location is within a: ☐ Buffer Zone  
☐ Exception Zone  
☐ Urban Mitigation Area

- Buffer Zone – as described in Rule 604.a.(2), within 1,000' of a Building Unit
- Exception Zone - as described in Rule 604.a.(1), within 500' of a Building Unit.
- Urban Mitigation Area - as defined in 100-Series Rules.

Pre-application Notifications (required if location is within 1,000 feet of a building unit):

Date of Rule 305.a.(1) Urban Mitigation Area Notification to Local Government: \_\_\_\_\_

Date of Rule 305.a.(2) Buffer Zone Notification to Building Unit Owners: \_\_\_\_\_

## SPACING and UNIT INFORMATION

Distance from completed portion of proposed wellbore to nearest completed portion of offset wellbore permitted or completed in the same formation: 660 Feet

Distance from Completed Portion of Wellbore to Nearest Unit Boundary 330 Feet (Enter 5280 for distance greater than 1 mile.)

Federal or State Unit Name (if appl): \_\_\_\_\_ Unit Number: \_\_\_\_\_

## SPACING & FORMATIONS COMMENTS

Upland is protesting the HighPoint application (temp. docket # 180700572) and will file a 320-acre drilling and spacing unit application covering seven lease wells. This proposed Drilling and Spacing Unit will cover T11N R64W Sec. 21: N2.

## OBJECTIVE FORMATIONS

Objective Formation(s)	Formation Code	Spacing Order Number(s)	Unit Acreage Assigned to Well	Unit Configuration (N/2, SE/4, etc.)
NIOBRARA	NBRR		320	S.21 T11N R64W: N2



## DRILLING PROGRAM

Proposed Total Measured Depth: 12762 Feet

Distance from the proposed wellbore to nearest existing or proposed wellbore belonging to another operator, including plugged wells:

Enter distance if less than or equal to 1,500 feet: 680 Feet ☐ No well belonging to another operator within 1,500 feet

Will a closed-loop drilling system be used? Yes

Is H<sub>2</sub>S gas reasonably expected to be encountered during drilling operations at concentrations greater than or equal to 100 ppm? No (If Yes, attach an H<sub>2</sub>S Drilling Operations Plan)

Will salt sections be encountered during drilling? No

Will salt based (>15,000 ppm Cl) drilling fluids be used? No

Will oil based drilling fluids be used? No

BOP Equipment Type: ☒ Annular Preventor ☒ Double Ram ☒ Rotating Head ☐ None

## GROUNDWATER BASELINE SAMPLING AND MONITORING AND WATER WELL SAMPLING

Water well sampling required per Rule 609

## DRILLING WASTE MANAGEMENT PROGRAM

Drilling Fluids Disposal: OFFSITE Drilling Fluids Disposal Methods: Commercial Disposal

Cuttings Disposal: OFFSITE Cuttings Disposal Method: Commercial Disposal

Other Disposal Description:

Beneficial reuse or land application plan submitted?

Reuse Facility ID:  or Document Number:

## CASING PROGRAM

Casing Type	Size of Hole	Size of Casing	Wt/Ft	Csg/Liner Top	Setting Depth	Sacks Cmt	Cmt Btm	Cmt Top
SURF	13+1/2	9+5/8	36	0	1500	786	1500	0
1ST	8+3/4	5+1/2	20	0	12762	875	12762	

☒ Conductor Casing is NOT planned

## DESIGNATED SETBACK LOCATION EXCEPTIONS

Check all that apply:

- ☐ Rule 604.a.(1)A. Exception Zone (within 500' of Building Unit)
- ☐ Rule 604.b.(1)A. Exception Location (existing or approved Oil & Gas Location now within a Designated Setback as a result of Rule 604.a.)
- ☐ Rule 604.b.(1)B. Exception Location (existing or approved Oil & Gas Location is within a Designated Setback due to Building Unit construction after Location approval)
- ☐ Rule 604.b.(2) Exception Location (SUA or site-specific development plan executed on or before August 1, 2013)
- ☐ Rule 604.b.(3) Exception Location (Building Units constructed after August 1, 2013 within setback per an SUA or site-specific development plan)

## GREATER WATTENBERG AREA LOCATION EXCEPTIONS

Check all that apply:

- ☐ Rule 318A.a. Exception Location (GWA Windows).
- ☐ Rule 318A.c. Exception Location (GWA Twinning).

## RULE 502.b VARIANCE REQUEST

☐ Rule 502.b. Variance Request from COGCC Rule or Spacing Order Number

## OTHER LOCATION EXCEPTIONS

Check all that apply:

- ☐ Rule 318.c. Exception Location from Rule or Spacing Order Number \_\_\_\_\_
- ☐ Rule 603.a.(2) Exception Location (Property Line Setback).

ALL exceptions and variances require attached Request Letter(s). Refer to applicable rule for additional required attachments (e.g. waivers, certifications, SUAs).

## OPERATOR COMMENTS AND SUBMITTAL

Comments Distance from completed portion of the wellbore to nearest wellbore permitted or completed in the same formation was measured to the permitted Little Lady 21-5NH owned by Upland Exploration LLC using vertical.

Distance to nearest permitted or existing wellbore belonging to another operator was measured to the permitted Salt Ranch Fee 201-2920H, API No. 05-123-46724, operated by CCRP Operating Inc.

This application is in a Comprehensive Drilling Plan No CDP #: \_\_\_\_\_

Location ID: \_\_\_\_\_

Is this application being submitted with an Oil and Gas Location Assessment application? Yes

I hereby certify all statements made in this form are, to the best of my knowledge, true, correct, and complete.

Signed: \_\_\_\_\_ Print Name: Kimberly Rodell

Title: Permit Agent Date: 8/2/2018 Email: krodell@upstreampm.com

Based on the information provided herein, this Application for Permit-to-Drill complies with COGCC Rules and applicable orders and is hereby approved.

COGCC Approved: \_\_\_\_\_ Director of COGCC Date: \_\_\_\_\_

API NUMBER

05

Expiration Date: \_\_\_\_\_

## Conditions Of Approval

All representations, stipulations and conditions of approval stated in the Form 2A for this location shall constitute representations, stipulations and conditions of approval for this Form 2 Permit-to-Drill and are enforceable to the same extent as all other representations, stipulations and conditions of approval stated in this Permit-to-Drill.

COA Type

Description

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### **Best Management Practices**

<b><u>No BMP/COA Type</u></b>	<b><u>Description</u></b>
1 Drilling/Completion Operations	Logging: One of the first wells drilled on the pad will be logged with open-hole Resistivity Log and Gamma Ray Log from the kick-off point into the surface casing. All wells on the pad will have a cement bond log with gamma-ray run on production casing (or on intermediate casing if production liner is run) into the surface casing. The horizontal portion of every well will be logged with a measured-while-drilling gamma-ray log. The Form 5, Completion Report, for each well on the pad will list all logs run and have those logs attached. The Form 5 for a well without open-hole logs shall clearly state "No open-hole logs were run" and shall clearly identify (by API#, well name & number) the well in which open-hole logs were run.
2 Drilling/Completion Operations	Anti-Collision: Upland will perform an anti-collision evaluation of all active (producing, shut in, or temporarily abandoned) offset wellbores that have the potential of being within 150 feet of a proposed well prior to drilling operations for the proposed well. Notice will be given to all offset operators within 150 feet prior to drilling.

Total: 2 comment(s)

### **Applicable Policies and Notices to Operators**

Notice Concerning Operating Requirements for Wildlife Protection.  
[http://cogcc.state.co.us/documents/reg/Policies/Wildlife\\_Notice.pdf](http://cogcc.state.co.us/documents/reg/Policies/Wildlife_Notice.pdf)

### **Attachment Check List**

<b><u>Att Doc Num</u></b>	<b><u>Name</u></b>
401720963	FORM 2 SUBMITTED
401720979	WELL LOCATION PLAT
401721939	DIRECTIONAL DATA
401722719	DEVIATED DRILLING PLAN
401722721	OffsetWellEvaluations Data

Total Attach: 5 Files

### **General Comments**

<b><u>User Group</u></b>	<b><u>Comment</u></b>	<b><u>Comment Date</u></b>
Permit	Passed Completeness.	08/08/2018

Total: 1 comment(s)

### **Public Comments**

No public comments were received on this application during the comment period.

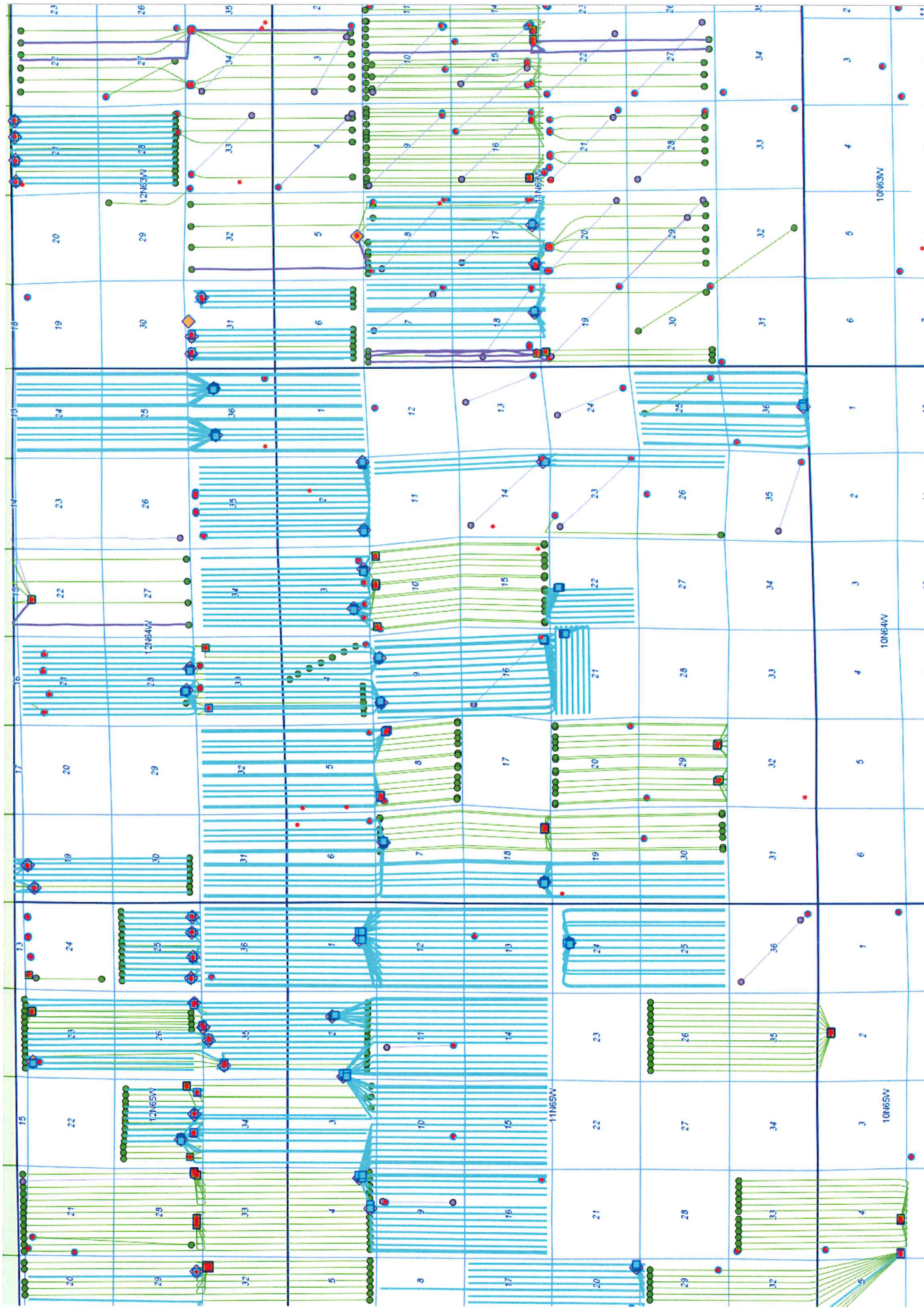


EXHIBIT 4

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 )  
ESTABLISH AN APPROXIMATE 1,280- )  
ACRE DRILLING AND SPACING UNIT )  
FOR SECTIONS 21 AND 28, TOWNSHIP )  
11 NORTH, RANGE 64 WEST, 6th )  
P.M., APPROVE UP TO SIXTEEN (16) )  
NEW HORIZONTAL WELLS WITHIN THE )  
UNIT, AND APPROVE 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. 180700574

TYPE: SPACING

Received

JUL 17 2018

Jost Energy Law, P.C.

**PROTEST OF UPLAND EXPLORATION, LLC**

Upland Exploration, LLC ("Upland"), successor in interest to Upland Exploration, Inc., pursuant to Rule 509 of the Rules of the Colorado Oil and Gas Conservation Commission ("Commission"), files this protest against HighPoint Operating Corporation's ("HighPoint") application to establish a 1,280-acre drilling and spacing unit for Sections 21 and 28, Township 11 North, Range 64 West, 6th P.M. ("Application Lands"), Docket No. 180700574.

The Application should be denied because it interferes with Upland's right to develop its own oil and gas leasehold interests within the Application Lands. Upland is the Owner of 100% of the oil and gas leasehold working interest in the N1/2 of Section 21 in the Application Lands. Upland has an established development plan to develop the N1/2 of Section 21. Upland's development plan provides for efficient and economic development of oil, gas and other hydrocarbons, minimizes surface impacts, prevents waste, and protects correlative rights in accordance with the Oil and Gas Conservation Act, C.R.S. § 34-60-101, *et seq.* ("Act"). HighPoint's proposed development plan and requested drilling and spacing unit will interfere with such rights and lead to waste. Accordingly, Upland requests that the Commission deny HighPoint's Application.



## **I. General Statement of Factual and/or Legal Basis for Protest**

Upland is an "Owner," as defined by the Act, of 100% of the oil and gas leasehold rights in the N1/2 of Section 21, Township 11 North, Range 64 West, 6th P.M. ("N1/2 of Section 21"), which is located within the Application Lands. Upland is a proper "Protestant," as defined by the 100 Series of the Commission Rules, because Upland "would be directly and adversely affected or aggrieved by the Commission's ruling in the proceeding" and "any injury or threat of injury sustained would be entitled to legal protection under the Act."

The Act grants the Commission authority to prevent waste and protect correlative rights of all oil and gas interest owners in a pool or field. *Id.* § 34-60-117(1). The Act protects correlative rights by providing that "each owner and producer in a common pool or source of supply of oil and gas shall have an equal opportunity to obtain and produce his just and equitable share of the oil and gas underlying such pool or source of supply." *Id.* § 34-60-103(4) (emphasis added).

The Act defines "waste" as applied to oil, as including "underground waste; inefficient, excessive, or improper use or dissipation of reservoir energy, including gas energy and water drive; [and] surface waste," among other things. *Id.* § 34-60-103(12). The Act further defines "waste" as "[t]he locating, spacing, drilling, equipping, operating, or producing of any oil or gas well or wells in a manner which causes or tends to cause reduction in quantity of oil or gas ultimately recoverable from a pool under prudent and proper operations or which causes or tends to cause unnecessary or excessive surface loss or destruction of oil or gas . . ." *Id.* § 34-60-103(13)(b).

Pursuant to the Act, in establishing a drilling unit, the acreage to be embraced within each unit and the shape thereof shall be determined by the Commission from the evidence introduced at the hearing; except that, when found to be necessary to prevent waste and protect correlative rights, the Commission is authorized to divide any pool into zones and establish drilling units for each zone, which units may differ in size and shape from those established in any other zone, so that the pool as a whole will be efficiently and economically developed. *Id.* § 34-60-116(1)-(2). However, no drilling unit shall be smaller than the maximum area that can be efficiently and economically drained by one well. *Id.* § 34-60-116(2).

Wells drilled to the Niobrara, Fort Hays, Codell and Carlile formations in northeastern Weld County in the vicinity of the Application Lands show a much lower Gas to Oil Ratio (GOR) than the GORs seen in other parts of the Greater Wattenberg Area. These lower GORs equate to lower reservoir energy, which necessitates that wells be placed on rod pump very early in the life of a well and, for mechanical efficiency, necessitates a minimum of one well pad per 320 acres. As will be shown at the hearing, horizontal well performance from units developed in northeastern Weld County suggests that shorter lateral lengths result in greater projected ultimate recoveries than the almost two-mile laterals proposed by HighPoint in a 1280-acre drilling unit. Based on a review of Commission records available on the Commission's

website, it appears that, to date, no horizontal well with a two-mile lateral has been drilled in Township 11 North, Range 64 West, 6th P.M.

Upland's correlative rights will be directly and adversely affected if the Commission approves HighPoint's Application. Upland has paid significant consideration for its leasehold exploration and development rights and has drilling and development plans for its leasehold acreage in the Application Lands, as well as the lands at issue in Docket No. 180700572.

HighPoint's proposed 1,280-acre spacing unit with almost two-mile laterals will not efficiently drain the reservoir, leading to waste. Upland will present evidence at the hearing that its plan of development for the N1/2 of Section 21 on a 320-acre basis will ensure compliance with the mandates of the Act. Upland's plan of development provides for efficient and economic development of oil and gas, reduction in surface impacts, prevention of waste, and protection of Upland's and the mineral owner's correlative rights in the N1/2 of Section 21, as required by the Act.

## **II. Request for Relief**

Upland request that the Commission deny HighPoint's Application.

## **III. Description of the Intended Presentation and Proposed Witnesses**

Upland intends to present opening and closing statements in support of this Protest and conduct direct and cross examination of witnesses in support of this Protest. Upland proposes the following witnesses:

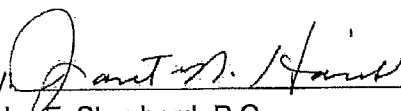
- David Watts
- Thomas Taylor
- Larry Jenkins

## **IV. Time Estimate to Hear the Protest**

Upland estimates that it needs approximately one hour to present its Protest and examine its witness.

Upland reserves the right to amend or supplement its presentation, proposed witness, or time estimates prior to the hearing on this matter.

Dated: July 13, 2018

By   
John F. Shepherd, P.C.  
Janet N. Harris  
Tina R. Van Bockern  
Holland & Hart LLP



555 17th Street, Suite 3200  
Denver, CO 80202  
(303) 295-8309  
jshpeherd@hollandhart.com  
jnharris@hollandhart.com  
trvanbockern@hollandhart.com  
**ATTORNEYS FOR UPLAND EXPLORATION, LLC**

IN THE MATTER OF THE APPLICATION  
OF HIGHPOINT OPERATING  
CORPORATION FOR AN ORDER TO  
ESTABLISH AN APPROXIMATE 1,280-  
ACRE DRILLING AND SPACING UNIT  
FOR SECTIONS 21 AND 28, TOWNSHIP  
11 NORTH, RANGE 64 WEST, 6th  
P.M., APPROVE UP TO SIXTEEN (16)  
NEW HORIZONTAL WELLS WITHIN THE  
UNIT, AND APPROVE 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

Denver, Colorado 80203

DATED this 13th day of July, 2018.

  
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Holland and Hart, LLP  
Attn: John F. Shepherd, P.C.  
555 17th Street, Suite 3200  
Denver, CO 80202

ATTORNEYS FOR UPLAND EXPLORATION, LLC

11174708\_2

IN THE MATTER OF THE APPLICATION OF  
CCRP OPERATING, INC. (OPERATOR NO.  
10665) FOR AN ORDER TO DENY UPLAND  
EXPLORATION, LLC'S (OPERATOR NO.  
10701) SEVEN (7) FORM 2 APPLICATIONS  
FOR PERMITS TO DRILL CERTAIN NAMED  
LITTLE LADY WELLS IN SECTION 21,  
TOWNSHIP 11 NORTH, RANGE 64 WEST, 6<sup>TH</sup>  
P.M., WILDCAT FIELD, WELD COUNTY,  
COLORADO BASED ON RULE 503.b.(10) AND  
THE COLORADO OIL AND GAS  
CONSERVATION ACT

TYPE:

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

Jamie L. Jost  
Kelsey H. Wasylenky

Kerry B. B.

KERRY LEBLEU  
NOTARY PUBLIC  
STATE OF COLORADO  
NOTARY ID 19934018734  
MY COMMISSION EXPIRES JULY 24, 2021

**EXHIBIT A**  
**CCRP - App to Deny Upland Little Lady Sec. 21 APDs**

Upland Exploration, Inc.  
3303 Cypress Creek Pkwy # 145  
Houston, TX 77068

John Shephard and Janet Harris  
Holland & Hart  
555 17th Street, Suite 3200  
Denver, CO 80202

CCRP Operating, Inc.  
717 17<sup>th</sup> Street, Suite 1525  
Denver, CO 80202