

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

IN THE MATTER OF THE APPLICATION)
OF UPLAND EXPLORATION, LLC FOR)
AN ORDER TO VACATE THE 640-ACRE)
UNIT ESTABLISHED BY ORDER NO. 421-)
3 FOR SECTION 22, TOWNSHIP 11)
NORTH, RANGE 64 WEST, 6TH P.M.,)
ESTABLISH AN APPROXIMATE 320-)
ACRE DRILLING AND SPACING UNIT)
FOR THE W½ OF SECTION 22,)
TOWNSHIP 11 NORTH, RANGE 64)
WEST, 6TH P.M., APPROVE UP TO)
SEVEN (7) NEW HORIZONTAL WELLS)
WITHIN THE UNIT, AND APPROVE)
REDUCED BOUNDARY SETBACKS OF)
300 FEET, 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. _____

DOCKET NO. _____

TYPE: SPACING

APPLICATION

Upland Exploration, LLC, Operator No. 10701, ("Applicant" or "Upland"), successor in interest to Upland Exploration, Inc., respectfully submits this Application to the Oil and Gas Conservation Commission of the State of Colorado (the "Commission") for an order to: (1) vacate the approximate 640-acre drilling and spacing unit established by Order No. 421-3 for Section 22, Township 11 North, Range 64 West, 6th P.M., for the production of oil, gas and associated hydrocarbons from the Niobrara Formation; (2) establish an approximate 320-acre drilling and spacing unit for the W½ of Section 22, Township 11 North, Range 64 West, 6th P.M., for the production of oil, gas and associated hydrocarbons from the Codell, Carlile, Fort Hays and Niobrara Formations; (3) approve up to seven (7) new horizontal wells in the approximate 320-acre unit; and (4) provide that the productive interval of any horizontal well in the unit shall be no closer than 300 feet from the boundaries of the unit, with 150 feet inter-well setbacks from any wellbore within the unit. In support of its Application, Upland states and alleges as follows:

1. Applicant is a limited liability corporation duly authorized to conduct business in the State of Colorado and is a registered operator in good standing with the Commission.

2. Applicant is an Owner 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, 6th P.M.
Section 22: W½

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

A reference map of the Application Lands is attached hereto.

3. Rule 318.a. of the Rules and Regulations of the 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 22, Township 11 North, Range 64 West, 6th P.M. is subject to this Rule for the Codell, Carlile, Fort Hays and Niobrara Formations.

4. On October 21, 2010, the Commission entered Order No. 421-3 which established eighty-three (83) approximate 640-acre drilling and spacing units for certain lands in Townships 10, 11, and 12 North, Ranges 61, 62, 63, and 64 West, 6th P.M., for the production of oil and gas and associated hydrocarbons from the Niobrara Formation, and allowed one horizontal well in each of the units, with the horizontal leg and terminus of the wellbore located not closer than 600 feet from the boundaries of the unit. Section 22, Township 11 North, Range 64 West, 6th P.M. is subject to this Order for the Niobrara Formation.

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

6. To promote efficient drainage within the Codell, Carlile, Fort Hayes, and Niobrara Formations of the Application Lands, to protect correlative rights, and to avoid waste, the Commission should: (1) vacate the approximate 640-acre drilling and spacing unit established by Order No. 421-3 for Section 22, Township 11 North, Range 64 West, 6th P.M., for the production of oil, gas and associated hydrocarbons from the Niobrara Formation; (2) establish an approximate 320-acre drilling and spacing unit for the W½ of Section 22, Township 11 North, Range 64 West, 6th P.M., for the production of oil, gas and associated hydrocarbons from the Codell, Carlile, Fort Hays and Niobrara Formations; (3) approve up to seven (7) new horizontal wells in the approximate 320-acre unit; and (4) provide that the productive interval of any horizontal well in the unit shall be no closer than 300 feet from the boundaries of the unit, with 150 feet inter-well setbacks from any wellbore within the unit.

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.

8. The unit of the size and shape specified above is not smaller than the maximum area that can be economically and efficiently drained by the proposed wells in the unit.

9. The Applicant is requesting to drill and complete up to seven (7) 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 320-acre drilling and spacing unit composed of the Application Lands. There will be no adverse effect on correlative rights of adjacent owners.

10. The Applicant maintains that the wells proposed for the development of the Application Lands will be drilled from no more than one well pad within the 320-acre unit, unless an exception is granted by the Director.

11. The productive interval of each proposed horizontal well shall be no closer than 300 feet from the boundaries of the unit, and all horizontal wells shall be no closer than 150 feet from the productive interval of any other well within the unit, unless an exception is granted by the Director.

12. The names and addresses of the interested parties according to the information and belief of the Applicant are set forth in the attached Exhibit A, and 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 October 29 and 30, 2018, that notice be given as required by law, and that upon such hearing this Commission enter its order to:

A. Vacate the approximate 640-acre drilling and spacing unit established by Order No. 421-3 for Section 22, Township 11 North, Range 64 West, 6th P.M., for the production of oil, gas and associated hydrocarbons from the Niobrara Formation;

B. Establish an approximate 320-acre drilling and spacing unit for the W½ of Section 22, Township 11 North, Range 64 West, 6th P.M., for the production of oil, gas and associated hydrocarbons from the Codell, Carlile, Fort Hays and Niobrara Formations;

C. Approve up to seven (7) new horizontal wells in the approximate 320-acre unit; and

D. Provide that the productive interval of any horizontal well in the unit shall be no closer than 300 feet from the boundaries of the unit, with 150 feet inter-well setbacks from any wellbore within the unit.

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

Dated: August 30, 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

Applicant's Address:
Upland Exploration, LLC
ATTN: David R. Watts
424 S. Main St.
Boerne, TX 78006

VERIFICATION

STATE OF TEXAS

)
) SS.
)

COUNTY OF KENDALL

David R. Watts, of lawful age, being first duly sworn upon oath, deposes and says that he is the President of Upland Exploration, Inc., the Manager of Upland Exploration, LLC, 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.



David R. Watts
President of Upland Exploration, Inc.,
Manager of Upland Exploration, LLC

Subscribed and sworn to before me this 30th day of August, 2018.

Witness my hand and official stamp.

[NOTARY STAMP]



My Commission Expires: 5-7-22



Notary Public in the State of Texas

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CAUSE NO. ____
DOCKET NO. ____
TYPE: SPACING

CERTIFICATE OF SERVICE

I hereby certify that on August 30, 2018, a true and correct copy of UPLAND EXPLORATION, LLC'S APPLICATION has been served via E-Mail and hand delivery to:

Colorado Oil & Gas Conservation Commission
1120 Lincoln Street, Suite 801
Denver, Colorado 80203
dnr_HearingApplications@state.co.us

DATED this 30h day of August, 2018.



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

ATTORNEYS FOR UPLAND EXPLORATION, LLC
11257148_1

Reference Map W/2 s22, 11N64W



Upland Application Area



Legend





- Dry hole 
- Producing Well 
- BHL 
- Hz path 



Exhibit A

Upland Exploration, LLC
11N-64W Section 22
Interested Parties

Gerald W. Richardson
466 S. 800W Rd.
Kankakee, IL 60901-7928

Fifth Creek Energy Operating Company, LLC
5251 DTC Parkway, Ste 420
Greenwood Village, CO 80111

Chris C. Haun and Brenda Brown Haun, Joint
Tenants
62679 WCR 57
Grover, CO 80729

HighPoint Resources
1099 18th St., Ste 2300
Denver, CO 80202

Marilynn Margaret Stabel
14234 West Parkland Drive
Sun City West, AZ 85375

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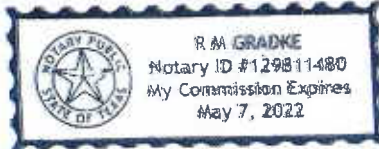
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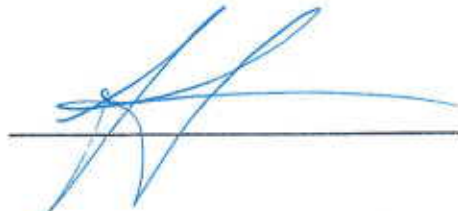
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