

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

IN THE MATTER OF THE APPLICATION)	
OF UPLAND EXPLORATION, LLC FOR)	CAUSE NO. _____
AN ORDER TO VACATE THE 640-ACRE)	
UNIT ESTABLISHED BY ORDER NO. 535-)	DOCKET NO. 181000849
7 FOR SECTION 10, TOWNSHIP 10)	
NORTH, RANGE 64 WEST, 6TH P.M.,)	TYPE: SPACING
ESTABLISH AN APPROXIMATE 1,280-)	
ACRE DRILLING AND SPACING UNIT)	
FOR SECTIONS 3 AND 10, TOWNSHIP)	
10 44 NORTH, RANGE 64 WEST, 6TH)	
P.M., APPROVE UP TO SIXTEEN (16))	
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)	

SECOND AMENDED 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. 535-7 for Section 10, Township **10 44** North, Range 64 West, 6th P.M., for the production of oil, gas and associated hydrocarbons from the Niobrara Formation; (2) establish an approximate 1,280-acre drilling and spacing unit for Sections 3 and 10, Township **10 44** 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 sixteen (16) new horizontal wells in the approximate ~~640~~ **1,280**-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 **company** ~~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 10 44 North, Range 64 West, 6th P.M.

Section 3: All

Section 10: All

1,280 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. Sections 3 and 10, Township 10 44 North, Range 64 West, 6th P.M. are subject to this Rule for the Codell, Carlile, Fort Hays and Niobrara Formations.

4. On April 15, 2011, the Commission entered Order No. 535-7 which established fifty-one (51) approximate 640-acre drilling and spacing units for certain lands in Townships 10 and 11 North, Ranges 64, 65, 66, and 67 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 10, Township 10 44 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. 535-7 for Section 10, Township 10 44 North, Range 64 West, 6th P.M., for the production of oil, gas and associated hydrocarbons from the Niobrara Formation; (2) establish an approximate 1,280-acre drilling and spacing unit for Sections 3 and 10, Township 10 44 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 sixteen (16) new horizontal wells in the approximate 1,280-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 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. 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 four well pads within the 640 **1,280**-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. 535-7 for Section 10, Township **10 44** North, Range 64 West, 6th P.M., for the production of oil, gas and associated hydrocarbons from the Niobrara Formation;

B. Establish an approximate 1,280-acre drilling and spacing unit for Sections 3 and 10, Township **10 44** 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 sixteen (16) new horizontal wells in the approximate 640 **1,280**-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: September 20, 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

jshepherd@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

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Craig Scott, of lawful age, being first duly sworn upon oath, deposes and says that he is the Vice President of Upland Exploration, Inc., Manager of Upland Exploration, LLC, and that he has read the foregoing Second Amended Application and that the matters therein contained are true to the best of his knowledge, information and belief.

Craig Scott

Craig Scott

Vice President of Upland Exploration, Inc.,
Manager of Upland Exploration, LLC

Subscribed and sworn to before me this 20th day of September, 2018.

Witness my hand and official stamp.

[STAMP]



My Commission Expires: 5-7-22

Regan M. Gradke

Regan M. Gradke, Notary Public in State of Texas

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COLORADO)

CAUSE NO. ____
DOCKET NO. 181000849
TYPE: SPACING

CERTIFICATE OF SERVICE

I hereby certify that on September 20, 2018, a true and correct copy of UPLAND EXPLORATION, LLC'S SECOND AMENDED 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

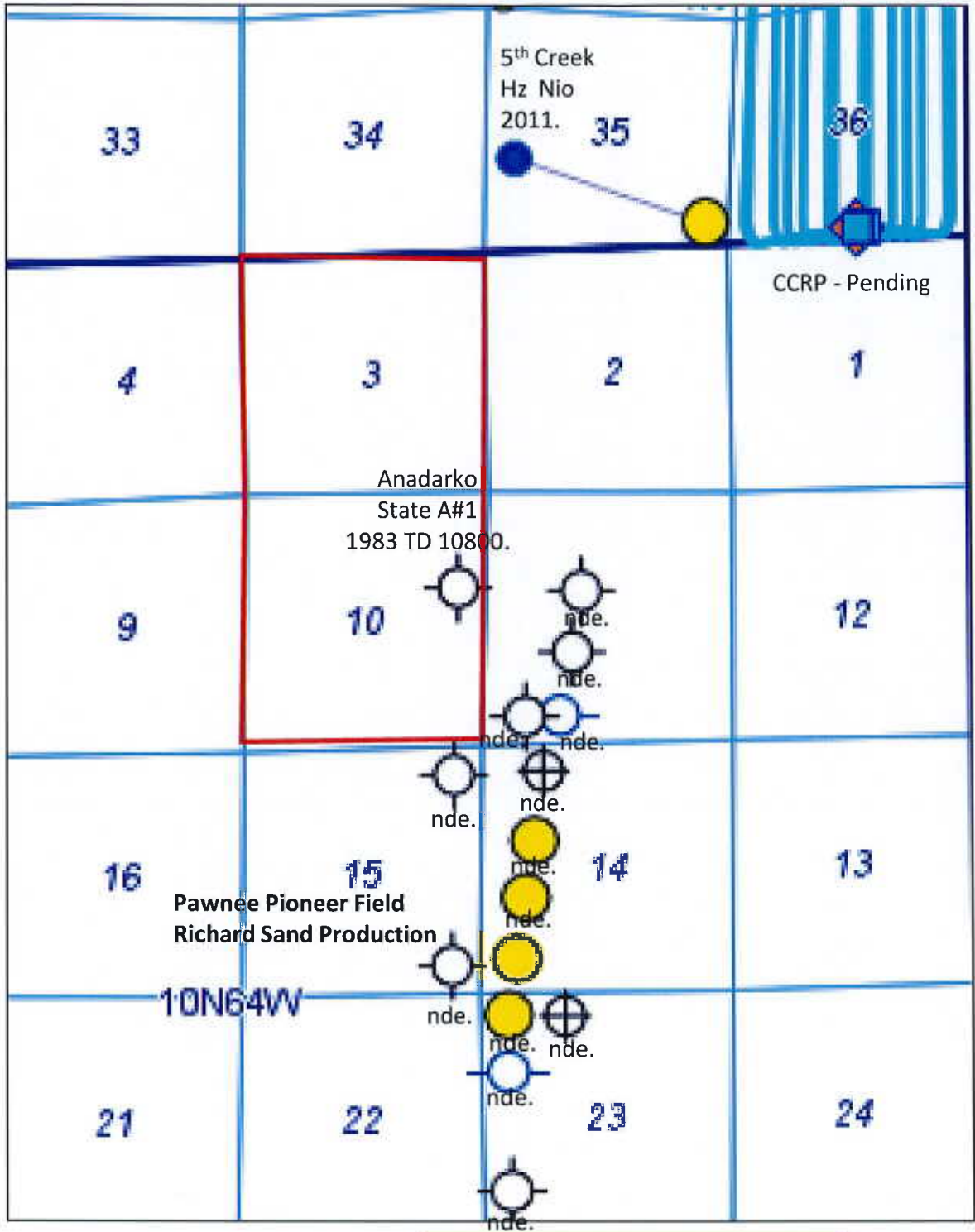
DATED this 20th day of September, 2018.



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

11358530_2

Reference Map
 Spacing Unit Sec. 10-3
 T10N R64W



Upland Application Unit



Legend





- Dry hole 
- Producing Well 
- BHL 
- Hz path 
- nde – Not Deep Enough to Codell.



Exhibit A

Upland Exploration, LLC **10N-64W Sections 3 & 10** **Interested Parties**

United States of America
Bureau of Land Management
Attn: Oil & Gas
2850 Youngfield St
Lakewood, CO 80215

State of Colorado, acting by and through the
State Land Board of Land Commissioners
1127 Sherman Street, Suite 300
Denver, CO 80203

Ward Petroleum Corporation
PO Box 1187
Enid, OK 73702

Ward Energy, L.L.C.
14000 Quail Springs Parkway, Suite 5000
Oklahoma City, OK 73134-2619

Holton Resources, Ltd.
P.O. Box 667
Perryton, TX 79070-0667

Wardino, Inc.
704 Stone Mill Blvd
Yukon, OK 73009

Craig T. Scott
424 S. Main St.
Boerne, TX 78006

WEP Royalty Holdings LLC
14000 Quail Springs Parkway, Suite 5000
Oklahoma City, OK 73134

Jordan Revielle
2707 Silver Creek Drive
Fort Collins, CO 80525-2339

GCT, Inc.
3208 Alpine Drive
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Open A Spear Ranch LLLP
25230 County Road 122
Grover, CO 80729

Joan F. Anderson, Individually, and as
Trustee of the Joan F. Anderson Revocable
Trust dated 2/2/2009; and as Successor
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2/2/2009
25230 WCR 122
Grover, CO 80729

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

Upland Exploration, Inc.
424 S. Main Street
Boerne, TX 78006-2338

Larry W. Jenkins, Trustee of the Wade Trust
P.O. Box 30718
Edmond, OK 73003-0012

Mbogo Energy, LLC
424 S. Main St.
Boerne, TX 78006

Regan M. Gradke
424 S. Main St.
Boerne, TX 78006

Catamount Resources, LLC
1341 Canyon Bridge Lane
Edmond, OK 73034-7082

Apple Rock, Inc.
3821 Oakwood Court
Enid, OK 73703-2935

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VERIFICATION

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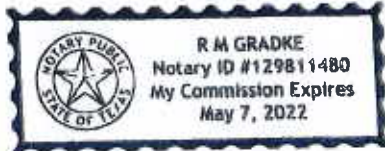
Craig Scott

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Vice President of Upland Exploration, Inc.,
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Witness my hand and official stamp.

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My Commission Expires: 5-7-22

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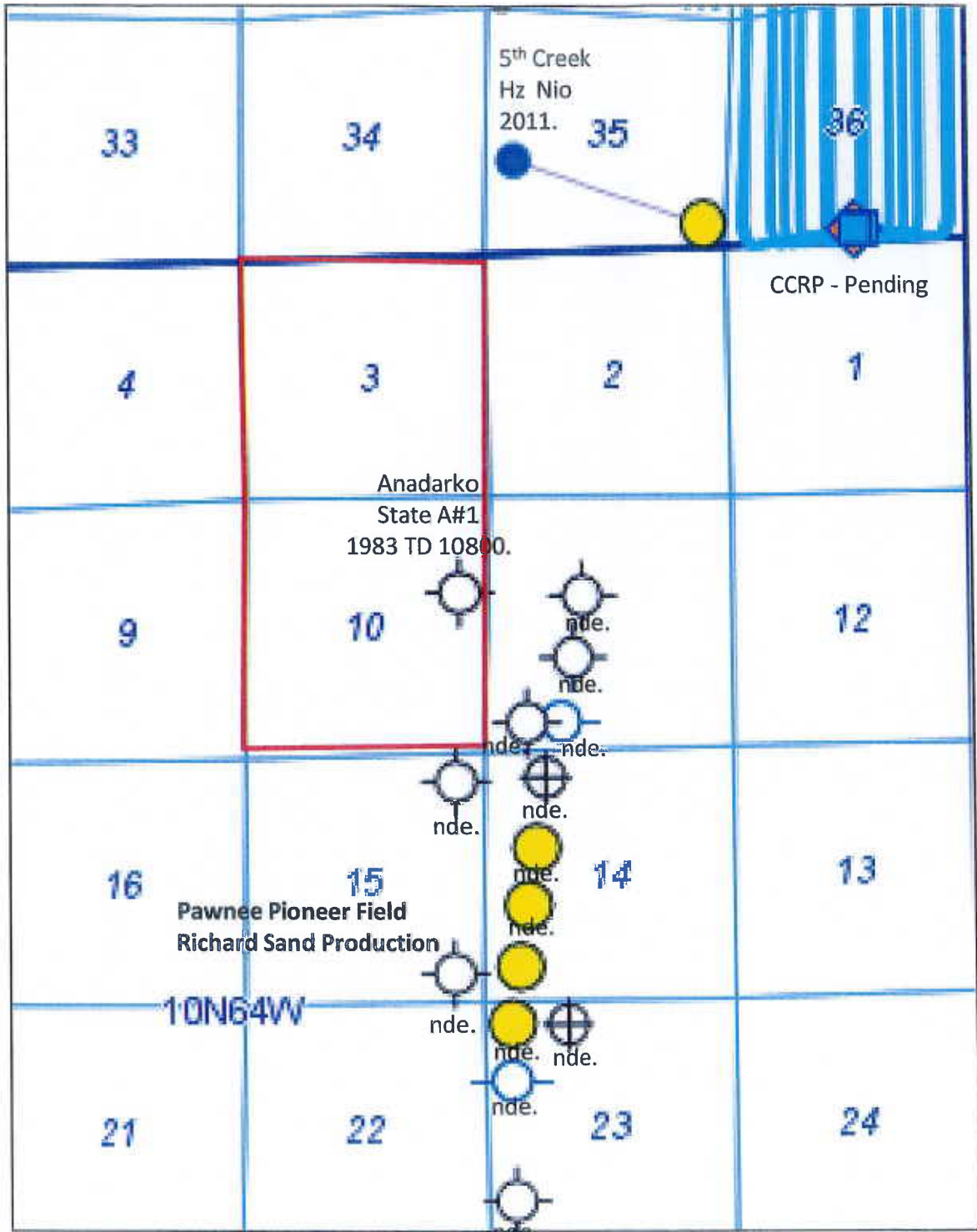
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Reference Map
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Upland Application Unit



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