

**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 ESTABLISH AN )  
APPROXIMATE 1,280-ACRE DRILLING )  
AND SPACING UNIT FOR SECTION 12, )  
TOWNSHIP 10 NORTH, RANGE 64 )  
WEST, 6TH P.M. AND SECTION 7, )  
TOWNSHIP 10 NORTH, RANGE 63 )  
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 )

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) establish an approximate 1,280-acre drilling and spacing unit for Section 12, Township 10 North, Range 64 West, 6th P.M. and Section 7, Township 10 North, Range 63 West, 6th 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 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 10 North, Range 64 West, 6th P.M.

Section 12: All

Township 10 North, Range 63 West, 6th P.M.

Section 7: 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. Section 12, Township 10 North, Range 64 West, 6th P.M. and Section 7, Township 10 North, Range 63 West, 6th P.M., are 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. 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) establish an approximate 1,280-acre drilling and spacing unit for Section 12, Township 10 North, Range 64 West, 6th P.M. and Section 7, Township 10 North, Range 63 West, 6th 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 300 feet from the boundaries of the unit, with 150 feet inter-well setbacks from any wellbore within the unit.

6. 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.

7. 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. 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 within the 1,280-acre unit, unless an exception is granted by the Director.

10. 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.

11. 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. Establish an approximate 1,280-acre drilling and spacing unit for Section 12, Township 10 North, Range 64 West, 6th P.M. and Section 7, Township 10 North, Range 63 West, 6th P.M., for the production of oil, gas and associated hydrocarbons from the Codell, Carlile, Fort Hays and Niobrara Formations;

B. Approve up to sixteen (16) new horizontal wells in the approximate 1,280-acre unit; and

C. 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.

D. 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

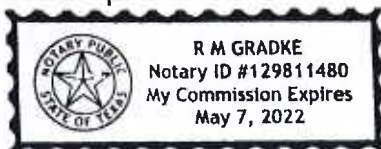
David R. Watts, of lawful age, being first duly sworn upon oath, deposes and says that he is the President of Upland Exploration, Inc., the Manager of Upland Exploration, LLC, and that he has read the foregoing Application and that the matters therein contained are true to the best of his knowledge,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

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

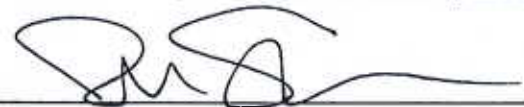
Subscribed and sworn to before me this 30th day of August, 2018.

Witness my hand and official stamp.

[NOTARY STAMP]



My Commission Expires: 5-7-22

  
\_\_\_\_\_  
Notary Public in the State of Texas

**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 ESTABLISH AN )  
APPROXIMATE 1,280-ACRE DRILLING )  
AND SPACING UNIT FOR SECTION 12, )  
TOWNSHIP 10 NORTH, RANGE 64 )  
WEST, 6TH P.M. AND SECTION 7, )  
TOWNSHIP 10 NORTH, RANGE 63 )  
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 )

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](mailto:dnr_HearingApplications@state.co.us)

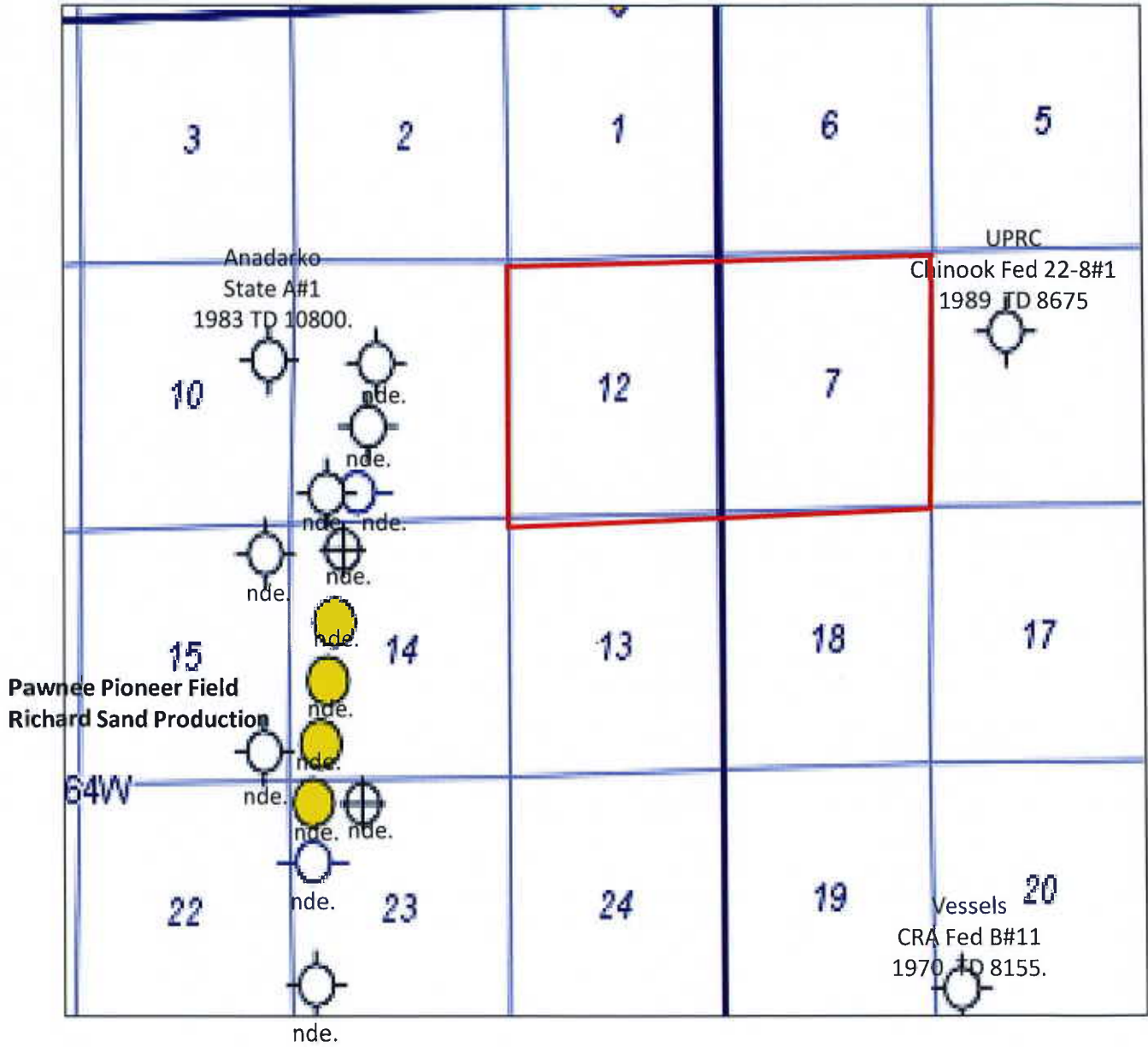
DATED this 30th day of August, 2018.



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

ATTORNEYS FOR UPLAND EXPLORATION, LLC





Reference Map  
 Spacing Unit Sec. 12-7  
 T10N R64W – R63W



Upland Application Area



Legend

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



## Exhibit A

### **Upland Exploration, LLC 10N-64W Section 12 & 10N-63W Section 7 Interested Parties**

Dennis F. Kastelic  
816 S. Lonewolf Drive  
Pueblo West, CO 81007

Shawna Kastelic  
341 Bolin Street, Unit A  
Anchorage, AK 99504

Wayne Thompson  
11875 Snowshoe Drive  
Parker, CO 81038

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

Ward Petroleum Corporation  
14000 Quail Springs Parkway, Suite 5000  
Oklahoma City, OK 73134

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

MBOGO Energy, LLC  
424 S. Main Street  
Boerne, TX 78006-2338

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

White Eagle Exploration, Inc.  
621 17th Street, Suite 2635  
Denver, CO 80293

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

Lizzie M. Wilson  
Address Unknown

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

David R. Watts  
424 S. Main St.  
Boerne, TX 78006-2338

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

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

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

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

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





**Exhibit A**

**Upland Exploration, LLC**  
**10N-64W Section 12 & 10N-63W Section 7**  
**Interested Parties**

Ward Petroleum Corporation  
14000 Quail Springs Parkway, Suite 5000  
Oklahoma City, OK 73134

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

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



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 ESTABLISH AN )
APPROXIMATE 1,280-ACRE DRILLING )
AND SPACING UNIT FOR SECTION 12, )
TOWNSHIP 10 NORTH, RANGE 64 )
WEST, 6TH P.M. AND SECTION 7, )
TOWNSHIP 10 NORTH, RANGE 63 )
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 )

CAUSE NO. \_\_\_\_\_
DOCKET NO. 18/000850
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) establish an approximate 1,280-acre drilling and spacing unit for Section 12, Township 10 North, Range 64 West, 6th P.M. and Section 7, Township 10 North, Range 63 West, 6th 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 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 10 North, Range 64 West, 6th P.M.

Section 12: All

Township 10 North, Range 63 West, 6th P.M.  
Section 7: 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. Section 12, Township 10 North, Range 64 West, 6th P.M. and Section 7, Township 10 North, Range 63 West, 6th P.M., are 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. 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) establish an approximate 1,280-acre drilling and spacing unit for Section 12, Township 10 North, Range 64 West, 6th P.M. and Section 7, Township 10 North, Range 63 West, 6th 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 300 feet from the boundaries of the unit, with 150 feet inter-well setbacks from any wellbore within the unit.

6. 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.

7. 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. 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 within the 1,280-acre unit, unless an exception is granted by the Director.

10. 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.

11. 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. Establish an approximate 1,280-acre drilling and spacing unit for Section 12, Township 10 North, Range 64 West, 6th P.M. and Section 7, Township 10 North, Range 63 West, 6th P.M., for the production of oil, gas and associated hydrocarbons from the Codell, Carlile, Fort Hays and Niobrara Formations;

B. Approve up to sixteen (16) new horizontal wells in the approximate 1,280-acre unit; and

C. 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.

D. 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

**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 ESTABLISH AN )  
APPROXIMATE 1,280-ACRE DRILLING )  
AND SPACING UNIT FOR SECTION 12, )  
TOWNSHIP 10 NORTH, RANGE 64 )  
WEST, 6TH P.M. AND SECTION 7, )  
TOWNSHIP 10 NORTH, RANGE 63 )  
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 )

CAUSE NO. \_\_\_\_\_

DOCKET NO. 181000850

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](mailto:dnr_HearingApplications@state.co.us)

DATED this 30th day of August, 2018.

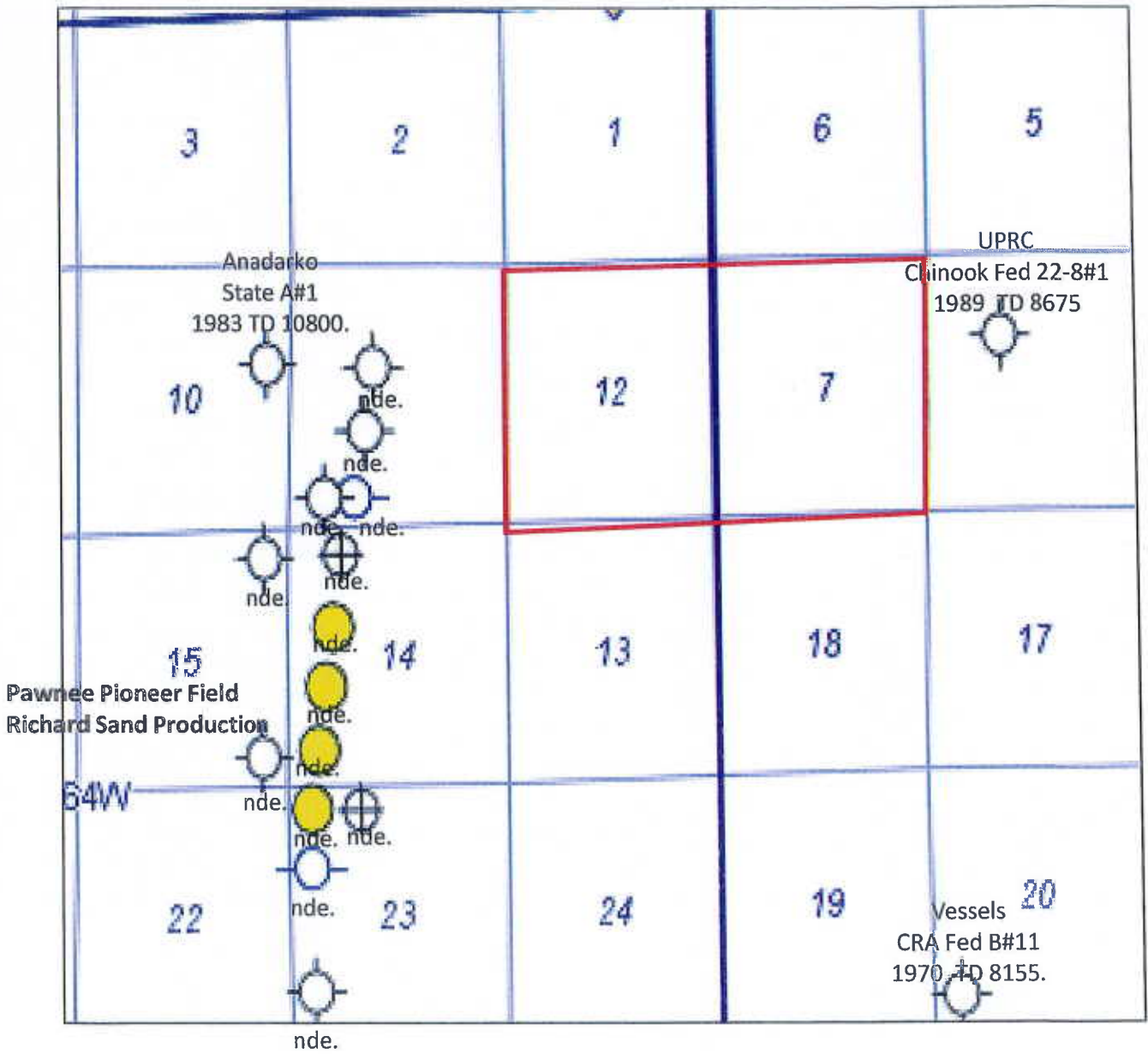


Holland and Hart, LLP  
Attn: John F. Shepherd, P.C.  
555 17th Street, Suite 3200  
Denver, CO 80202

ATTORNEYS FOR UPLAND EXPLORATION, LLC



Reference Map  
 Spacing Unit Sec. 12-7  
 T10N R64W – R63W



Upland Application Area



Legend

- Dry hole
- Producing Well
- BHL
- Hz path

nde – Not Deep Enough to Codell.



**Exhibit A**

**Upland Exploration, LLC**  
**10N-64W Section 12 & 10N-63W Section 7**  
**Interested Parties**

Dennis F. Kastelic  
816 S. Lonewolf Drive  
Pueblo West, CO 81007

Shawna Kastelic  
341 Bolin Street, Unit A  
Anchorage, AK 99504

Wayne Thompson  
11875 Snowshoe Drive  
Parker, CO 81038

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

Ward Petroleum Corporation  
14000 Quail Springs Parkway, Suite 5000  
Oklahoma City, OK 73134

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

MBOGO Energy, LLC  
424 S. Main Street  
Boerne, TX 78006-2338

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

White Eagle Exploration, Inc.  
621 17th Street, Suite 2635  
Denver, CO 80293

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

Lizzie M. Wilson  
Address Unknown

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

David R. Watts  
424 S. Main St.  
Boerne, TX 78006-2338

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

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

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

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

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