

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

IN THE MATTER OF THE APPLICATION OF BONANZA)	
CREEK ENERGY OPERATING CO., LLC, FOR AN ORDER)	CAUSE NO. 407
POOLING ALL INTERESTS WITHIN THE APPROXIMATE)	
640-ACRE RULE 318A. HORIZONTAL WELLBORE)	DOCKET NO. 190100015
SPACING UNIT ESTABLISHED FOR N½ S½ & S½ N½ OF)	
SECTION 29 AND N½ S½ & S½ N½ OF SECTION 30,)	TYPE: Pooling
TOWNSHIP 5 NORTH, RANGE 61 WEST, 6 TH P.M., FOR)	
DEVELOPMENT AND OPERATION OF THE NIOBRARA)	
FORMATION, AND AUTHORIZING COST RECOVERY)	
AND RISK PENALTIES FROM CERTAIN)	
NONCONSENTING OWNERS FOR THE PRONGHORN)	
W42-29-30XRLNB WELL DRILLED WITHIN THE UNIT,)	
WATTENBERG FIELD, WELD COUNTY, COLORADO)	

CORRECTED APPLICATION

Bonanza Creek Energy Operating Co., LLC (“Bonanza Creek” or “Applicant”), Operator #8960, by and through its below-signed attorneys, respectfully submits this application to the Oil and Gas Conservation Commission of the State of Colorado (“Commission” or “COGCC”) for an order pooling all interests within the approximate 640-acre Rule 318A. horizontal wellbore spacing unit established for N½ S½ & S½ N½ of Section 29 and N½ S½ & S½ N½ of Section 30, Township 5 North, Range 61 West, 6th P.M., for development and operation of the Niobrara Formation, and authorizing cost recovery and statutory risk penalties from certain nonconsenting owners for the State Pronghorn W42-29-30XRLNB well constructed within said unit. In support of this corrected Application (“Application”), Applicant states and alleges as follows:

1. Applicant is a corporation duly authorized to conduct business in the State of Colorado and has registered as an operator with the COGCC.
2. Applicant owns substantial leasehold interests in the below-listed lands (“Application Lands”):

Township 5 North, Range 61 West, 6th P.M.
Section 29: N½ S½ & S½ N½
Section 30: N½ S½ & S½ N½

An Application Map depicting the Application Lands is attached hereto and marked Exhibit A.

3. On April 27, 1988, the Commission adopted Rule 318A. which, among other things, allowed certain drilling locations to be utilized to drill or twin a well, deepen a well or recompleat a well and to commingle any or all Cretaceous Age Formations from the base of the Dakota Formation to the surface. Rule 318A. supersedes all prior Commission drilling and spacing orders affecting well location and density requirements of Greater Wattenberg Area wells. On December 5, 2005, Rule 318A. was amended, among other things, to allow interior infill and boundary wells to be drilled and wellbore

spacing units to be established. On August 8, 2011, Rule 318A. was again amended, among other things, to address drilling of horizontal wells. The Application Lands are subject to Rule 318A. for the Niobrara Formation.

4. Acting pursuant to notice requirements found in Rule 318A.e.(5), Bonanza Creek established an approximate 640-acre horizontal wellbore spacing unit (defined by Rule 318A.a.(4)D.) for the Application Lands, for production of oil, gas and associated hydrocarbons from the Niobrara Formation. Following the establishment of the unit, **Bonanza Creek** submitted an Application for Permit-to-Drill (one horizontal well per unit), which was subsequently approved by the Director and described in the table below:

<i>Well Name / Number</i>	<i>API Number</i>	<i>Target Formation</i>
State Pronghorn W42-29-30XRLNB	05-123-44114	Niobrara

5. Acting pursuant to relevant provisions of §34-60-116(6), C.R.S., Applicant seeks an order pooling all interests in the approximate 640-acre Rule 318A. horizontal wellbore spacing unit established for the Application Lands, for development and operation of the Niobrara Formation.

6. Rule 530. provides that an application for involuntary pooling may be filed at any time prior or after the drilling of a well, with any pooling order retroactive to the date the application is filed with the Commission unless the payor agrees otherwise. Bonanza Creek will provide Rule 530. well proposal materials to putative nonconsenting owners within the approximate 640-acre horizontal wellbore spacing unit established for the Application Lands, thereby allowing those owners at least 60 days to make an election as to their participation in the drilling of the State Pronghorn W42-29-30XRLNB well, or leasing their interests, if unleased.

7. Acting pursuant to §34-60-116(6) & (7), C.R.S., and Rule 530., Applicant hereby seeks an order authorizing cost recovery and statutory risk penalties associated with the drilling, completion and operation of the State Pronghorn W42-29-30XRLNB well, from interests belonging to those nonconsenting owners, for development and operation of the Niobrara Formation.

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

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

10. That the names and addresses of interested parties (those persons who own any interest in the mineral estate of the tracts to be pooled, except owners of overriding royalty interest) according to the information and belief of the Applicant will be set forth in Exhibit B and submitted with a certificate of service for the Application within seven days as required by Rule 503.e.

WHEREFORE, Applicant respectfully requests this matter be set for hearing, notice be given as required by law, and that upon such hearing the Commission enter its order:

A. Pooling all interests in the approximate 640-acre horizontal wellbore spacing unit established for the Application Lands, for development and operation of the Niobrara Formation, with the pooling order effective as of the date of the Application.

B. Providing that the interests of any owners, with whom the Applicant has been unable to secure a lease or other agreement to participate in the drilling of the State Pronghorn W42-29-30XRLNB well, for production of oil, gas and associated hydrocarbons from the Niobrara Formation, having been pooled by operation of statute, pursuant to §34-60-116(6) & (7), C.R.S., are made subject to cost recovery and risk penalties provided therein.

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

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DATED this 14th day of November, 2018.

Respectfully submitted,

BONANZA CREEK ENERGY OPERATING CO., LLC

By:

Robert A. Willis (Colorado Bar #26308)

Poulson, Odell & Peterson, LLC

1775 Seventeenth Street, Suite 1400

Denver, CO 80203

(303) 861-4400, main

(303) 264-4418, direct

Applicant's Address:

Bonanza Creek Energy Operating Co., LLC

410 Seventeenth St., Suite 1400

Denver, CO 80202

VERIFICATION

STATE OF COLORADO

)

) SS.

CITY & COUNTY OF DENVER

)

Braggston Morris, Landman for Bonanza Creek Energy Operating Co., LLC, upon oath deposes and says that he has read the foregoing Application and that the statements contained therein are true to the best of his knowledge, information and belief.

BONANZA CREEK ENERGY OPERATING CO., LLC

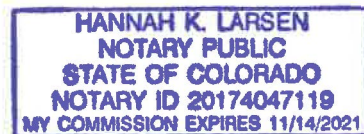
Page No.

Braggston Morris

Subscribed and sworn to before me this 30th day of October, 2018, by Braggston Morris,
Landman for Bonanza Creek Energy Operating Co., LLC.

Witness my hand and official seal.

My commission expires: 11/14/2021



Hannah K. Rar

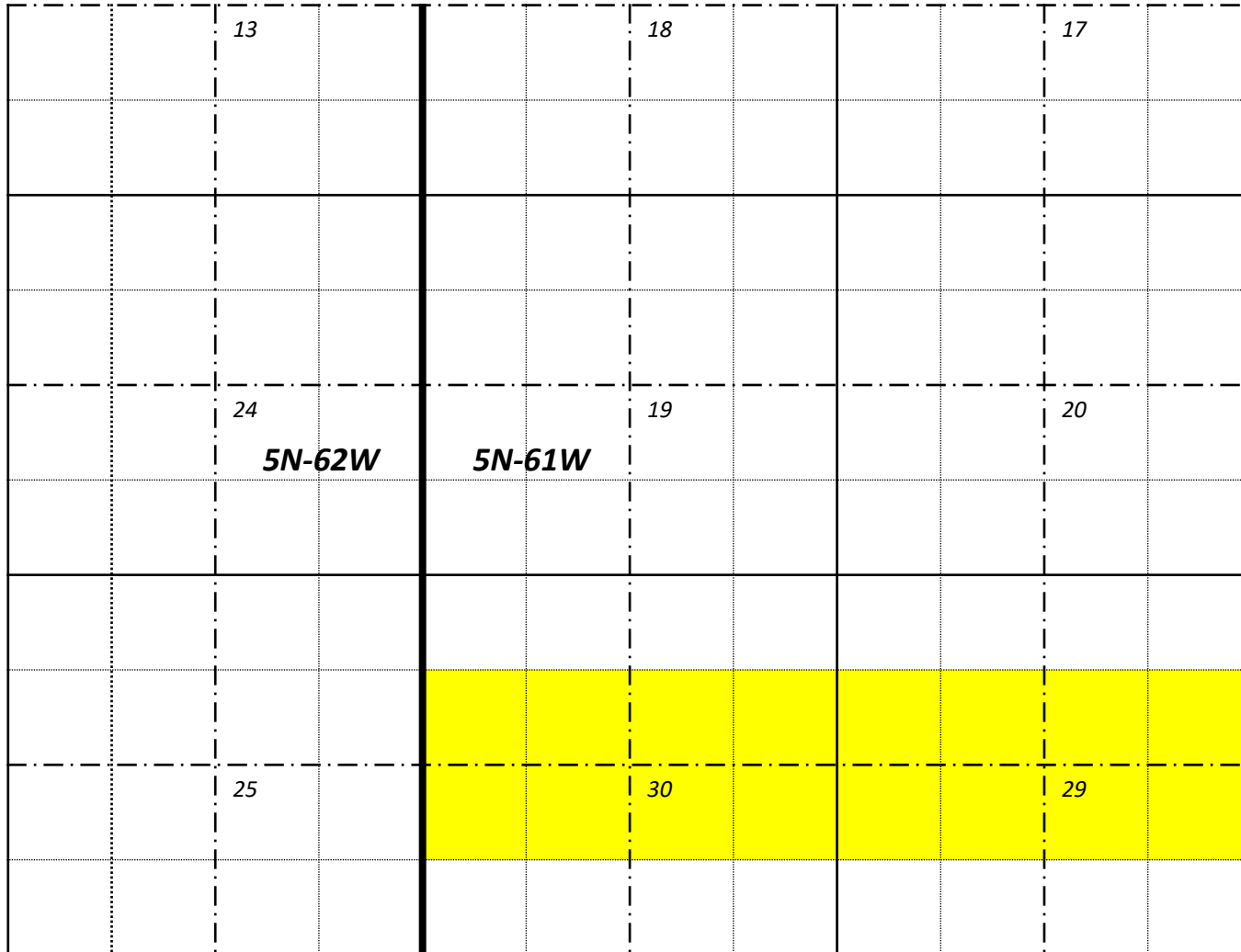
Notary Public



**Application
Lands**

Township 5 North, Ranges 61 & 62 West, 6th P.M.

Exhibit A
Application Map




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NONCONSENTING OWNERS FOR THE PRONGHORN)	
W42-29-30XRLNB WELL DRILLED WITHIN THE UNIT,)	
WATTENBERG FIELD, WELD COUNTY, COLORADO)	

CERTIFICATE OF MAILING

I, Bridget Wittrock, hereby certify that on the 16th day of November, 2018, I caused a copy of the Application in the above-referenced Docket Number to be deposited in the U.S. Mail, postage prepaid, addressed to the parties listed on Exhibit B attached hereto.

DATED this 16th day of November, 2018.



Bridget Wittrock
Poulson, Odell & Peterson, LLC
1775 Sherman Street, Suite 1400
Denver, Colorado 80203

EXHIBIT B

INTERESTED PARTIES

Amended and Restated K & S
Living Trust u/d/t dated 6-21-16
28 Mirador
Irvine, CA 92612
190100015

Anschutz Family Investment
Company, LLC
555 17th Street, Suite 2400
Denver, CO 80202
190100015

Baylor University
One Bear Place, #97034
Waco, TX 76798
190100015

Cathy James Paglia
P.O. Box 899
Denver, CO 80201
190100015

Clifford M. Ford and June M. Ford,
Co-Trustees of the Ford Family
Trust u/t/d June 17, 2014
P.O. Box 1965
Harrison, AR 72602 190100015

Daniel W. Bean & Company
P.O. Box 829
Corvallis, OR 97339
190100015

Geraldine S. Scalf
410 Celtic Court
Colorado Springs, CO 80921
190100015

HighPoint Operating Corporation
1099 18th Street, Suite 2300
Denver, CO 80202
190100015

Anschutz Exploration Corporation
555 17th Street, Suite 2400
Denver, CO 80202
190100015

Anschutz Resources Corporation
P.O. Box 829
555 17th Street, Suite 2400
Denver, CO 80202
190100015

Buckner Foundation
1601 Elm, Suite 1700
Dallas, TX 75201-7241
190100015

Charles B. McPherson
2018 Essex Lane
Colorado Springs, CO 80909
190100015

CoBank, FCB
P.O. Box 2940
Wichita, KS 67201-2940
190100015

Douglas J. Guion
P.O. Box 899
Denver, CO 80201
190100015

Gray Bull Royalty Company LLC
9403 Cubs Den Drive
Littleton, CO 80127
190100015

Houston Baptist University
7502 Fondren Rd.
Houston, TX 77074
190100015

Anschutz Exploration Corporation
on behalf of Ansbro Petroleum
Company LLC Royalty Pool
555 17th Street, Suite 2400
Denver, CO 80202 190100015

Baylor College of Medicine
1601 Elm, Suite 1700
Dallas, TX 75201-7241
190100015

Bulldog One Oil & Gas, Inc.
P.O. Box 899
Denver, CO 80201
190100015

Chrystelle L. Payne, Trustee of The
Chrystelle L. Payne Trust dated
June 29, 2011
3649 Texas St.
San Diego, CA 92104 190100015

Colorado Energy Minerals, Inc.
P.O. Box 899
Denver, CO 80201-0899
190100015

Family Tree Corporation
PO Box 260498
Lakewood, CO 80226
190100015

J. Christopher Dykes, as Trustee of
The J. Christopher Dykes
Revocable Trust dtd 10-10-12
P.O. 260498
Lakewood, CO 80226 190100015

James P. Oursland and Susan P.
Oursland, as Joint Tenants
6976 Orchard Court
Arvada, CO 80007
190100015

J. Craig Creel
375 W. Golf Place
Pagosa Springs, CO 81147
190100015

James P. Murphy
P.O. Box 899
Denver, CO 80201
190100015

Katherine W. Lesanto
5 Horace Street
Needham, MA 02494
190100015

John G. Wilding
6417 Grateful Heart Gate
Columbia, MD 21044
190100015

Journey's End, Inc.
6547 N. Academy Blvd., #612
Colorado Springs, CO 80918
190100015

Loraine M. Fels, aka Loraine C. Fels
93 Mayor Way
Cloverdale, CA 95425
190100015

Labrador One Oil & Gas, Inc.
P.O. Box 899
Denver, CO 80201
190100015

Lavir Holdings Inc.
14400 HWY 34
Ft. Morgan, CO 80701
190100015

Michael L. Dykes, as Trustee of The
Michael L. Dykes Revocable
Trust dated October 10, 2012
P.O. Box 260498
Lakewood, CO 80226 190100015

Margaret C.S. Ramsburg
P.O. Box 97
Libertytown, MD 21762
190100015

Marguerite K. Timbel
6500 West Mansfield Ave., #19
Denver, CO 80235
190100015

OMA, L.L.C.
3030 Country Club Blvd.
Sugar Land, TX 77478
190100015

Ned R. Timbel
6500 West Mansfield Ave., #19
Denver, CO 80235
190100015

Oil and Gas Trust under A.M. Culver Trust
dtd 11-18-70, Leslie Sykes and Rosalyn
Culver, aka Rosalyn T. Culver, Co-Trustees
P.O. Box 81045
San Diego, CA 92138 190100015

Pamela S. Kalstrom & Todd R. Kalstrom,
as Co-Trustees of the Todd R.
Kalstrom Trust
6732 W. Princeton Place
Denver, CO 80235 190100015

OOGC America, LLC
945 Bunker Hill Rd, Suite 1000
Houston, TX 77024
190100015

Pamela S. Kalstrom & Todd R. Kalstrom,
as Co-Trustees of the Pamela S.
Kalstrom Trust
6732 W. Princeton Place
Denver, CO 80235 190100015

Rodeo Mineral Partners II, LLC
P.O. Box 4631
Englewood, CO 80155
190100015

Robert G. James
P.O. Box 899
Denver, CO 80201
190100015

Robert P. Dykes, as Trustee of The Robert P.
Dykes Revocable Trust dated 10-14-11
P.O. Box 260498
Lakewood, CO 80226
190100015

San Marcos Baptist Academy
1601 Elm, Suite 1700
Dallas, TX 75201-7241
190100015

Roland L. Shelton
55 Valley Road, P.O. Box 536
Pinedale, WY 82941
190100015

Rosalyn Culver Trust dated 9-10-09,
Leslie Sykes and Rosalyn Culver,
aka Rosalyn T. Culver, Co-Trustees
P.O. Box 81045
San Diego, CA 92138 190100015

South Park Royalty Company, LLC
P.O. Box 899
Denver, CO 80201-0899
190100015

Scott L. Hajicek and Marilyn S.
Hajicek, as Joint Tenants
2980 S Newcombe Way
Lakewood, CO 80227
190100015

Shannon V. Higgins
5 Glade Ct.
Little Rock, AR 72223
190100015

Stephanie Shakarian Roth
1037 Via Contenta
Escondido, CA 92027
190100015

Southwestern Baptist Theological
Seminary
1601 Elm, Suite 1700
Dallas, TX 75201-7251 190100015

Stephen Shakarian
222 J Street #412
San Diego, CA 92101
190100015

The Riverside Club Company
6635 W. Prentice Ave.
Littleton, CO 80123
190100015

Sandy Hill Land LLC
Parcel No.: 96929100016
216 16th St., Ste 1200
Denver, CO 80202
190100015

State of Colorado
Parcel No.: 96929200012
1127 N. Sherman St., Ste 300
Denver, CO 80203
190100015

State of Colorado
Parcel No.: 96930200001
1127 N. Sherman St., Ste 300
Denver, CO 80203
190100015

Riverside Club Co.
Parcel No.: 96930300003
c/o Pete Dines
6635 W. Prentice Ave.
Littleton, CO 80123 190100015

Sean Hackett
CDPHE
4300 Cherry Creek Dr. South
Denver, CO 80246
190100015

Stonebridge Energy, LLC
1350 S. Boulder Avenue, Suite 710
Tulsa, OK 74119
190100015

Thomas A. Pool Trust
1650 Fillmore Street, Apt. 1304
Denver, CO 80206
190100015

Wayne R. Beeks
2556 East Pine Bluff Lane
Highlands Ranch, CO 80126
190100015

Sandy Hill Land LLC
Parcel No.: 96929100015
216 16th St., Ste 1200
Denver, CO 80202
190100015

State of Colorado
Parcel No.: 96929300010
1127 N. Sherman St., Ste 300
Denver, CO 80203
190100015

Riverside Club Co.
Parcel No.: 96930200015
c/o Pete Dines
6635 W. Prentice Ave.
Littleton, CO 80123 190100015

State of Colorado
Parcel No.: 96930400014
1127 N. Sherman St., Ste 300
Denver, CO 80203
190100015

Colo. Parks & Wildlife
Attn: Brandon Marett
6060 Broadway
Denver, CO 80216
190100015

The McPherson Family Living Trust
2350 Adobe Rd. Suite 194
Bullhead City, AZ 86442
190100015

Thomas Shirk
1725 Cedar Ridge Rd
Parsons, KS 67357
190100015

William S. McPherson III
2350 Adobe Rd. Suite 194
Bullhead City, AZ 86442
190100015

Tim Winick and Elaine Winick
Parcel No.: 96929100014
25575 County Road 89
Orchard, CO 80649
190100015

State of Colorado
Parcel No.: 96930100013
1127 N. Sherman St., Ste 300
Denver, CO 80203
190100015

Riverside Club Co.
Parcel No.: 96930300016
c/o Pete Dines
6635 W. Prentice Ave.
Littleton, CO 80123 190100015

Jason Maxey
Weld County
Dept. of Planning Services
1555 North 17th Ave.
Greeley, CO 80631 190100015