

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

IN THE MATTER OF AN APPLICATION BY
HIGHPOINT OPERATING CORPORATION FOR AN
ORDER TO, AMONG OTHER THINGS, POOL ALL
INTERESTS WITHIN AN APPROXIMATE 1,280-ACRE
DRILLING AND SPACING UNIT ESTABLISHED FOR
SECTIONS 35 AND 36, TOWNSHIP 5 NORTH, RANGE
61 WEST, 6TH P.M., FOR PRODUCTION FROM THE
NIOBRARA FORMATION, WATTENBERG FIELD,
WELD COUNTY, COLORADO

CAUSE NO. 407

DOCKET NO. 190100____

TYPE: POOLING

APPLICATION

COMES NOW HighPoint Operating Corporation (Operator No. 10071) ("HighPoint" 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") for an order to pool all interests within an approximate 1,280-acre drilling and spacing unit established for the Application Lands (as defined below), for the development and operation from the Niobrara Formation. In support of its Application, Applicant states and alleges as follows:

1. HighPoint is a corporation duly authorized to conduct business in the State of Colorado and has registered as an operator with the Commission.

2. Applicant is an Owner and/or Operator, as defined by the Colorado Oil & Gas Conservation Act, C.R.S. § 34-60-101, *et seq.*, and the 100 Series Commission Rules, and own certain leasehold interests or the right to operate leasehold interests in the Application Lands:

Township 5 North, Range 61 West, 6th P.M.

Section 35: All

Section 36: All

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

These lands are referred to as the "Application Lands."

3. On April 27, 1998, the Commission adopted Rule 318A, the Greater Wattenberg Area Special Well Location, Spacing and Unit Designation Rule. Sections 35 and 36, Township 5 North, Range 61 West, 6th P.M are subject to this Rule for the Niobrara Formation.

4. On February 22, 2011 (Corrected April 4, 2013), the Commission entered Order Nos. 407-779 and 535-4 which, among other things, established 74 approximate 640-acre drilling and spacing units, and approved one horizontal well within each unit, for the production of oil, gas and associated hydrocarbons from the Niobrara

Formation. Sections 35 and 36, Township 5 North, Range 61 West, 6th P.M. are subject to this Order for the Niobrara Formation.

5. On July 28, 2014, the Commission entered Order No. 407-1085 which vacated an approximate 640-acre drilling and spacing unit and established an approximate 1280-acre drilling and spacing unit and approved up to 16 horizontal wells within the proposed unit, for the production of oil, gas, and associated hydrocarbons from the Niobrara Formation. Sections 35 and 36, Township 5 North, Range 61 West, 6th P.M. are subject to this Order for the Niobrara Formation.

6. On October 27, 2014, the Commission entered Order No. 407-1124 which amended Order No. 407-1085 to apply to previously unnoticed parties in an approximate 1280-acre drilling and spacing unit established for Sections 35 and 36, Township 5 North, Range 61 West, 6th P.M., for the development and operation of the Niobrara Formation.

7. On December 15, 2014, the Commission entered Order No. 407-1183 which pooled all interests within an approximate 1280-acre drilling and spacing unit established for Sections 35 and 36, Township 5 North, Range 61 West, 6th P.M., and subjected any nonconsenting interests to the cost recovery provisions of §34-60-116(7), C.R.S. for the Coffelt #5-61-35-0108BH2 well, for the development and operation of the Niobrara Formation.

8. Applicant, pursuant to Commission Rule 530 and/or the provisions of § 34-60-116 (6) and (7), C.R.S., hereby requests an order to pool all interests, including but not limited to, any non-consenting interests and any party failing to fulfill its election, in the Application Lands in the Niobrara Formation underlying the drilling and spacing unit established for the Application Lands for the drilling of the Anschutz Coffelt 5-61-35-1609B, Anschutz Coffelt 5-61-35-1724B, Anschutz Coffelt 5-61-35-3225B, Anschutz Equus Farms 5-61-3340B, Anschutz Equus Farms 5-61-4841B, Anschutz Equus Farms 5-61-4956B, Anschutz Equus Farms 5-61-6457B (API Nos. Pending) ("Wells").

9. Applicant requests that the Commission's pooling order be made effective as of the earlier of the date of this Application, or the date that the costs specified in § 34-60-116(7)(b), C.R.S. are first incurred for the drilling of the Wells to the Niobrara Formation on the Application Lands.

10. Applicant certifies that copies of this Application will be served on all persons owning a recorded and known interest in the mineral estate of the tracts to be pooled within seven days of the date hereof, as required by Rule 503.e., and that at least 60 days prior to the hearing on this matter, each such recorded and known interest owner not already leased or voluntarily pooled will be offered the opportunity to lease and/or participate and will be provided with the information required by Rule 530 and § 34-60-116, C.R.S. as applicable.

11. In order to prevent waste and to protect correlative rights, all interests in the drilling and spacing unit should be pooled for the orderly development and operation of the Niobrara Formation, including any non-consenting interests therein.

WHEREFORE, Applicant requests that this matter be set for hearing on January 28-29, 2019, that notice be given as required by law, and that upon such hearing, the Commission enter its order:

A. Pooling all interests, including but not limited to any non-consenting interests and any party failing to fulfill its election, in the following approximate 1,280-acre drilling and spacing unit established for the development and operation of the Niobrara Formation:

Township 5 North, Range 61 West, 6th P.M.

Section 35: All

Section 36: All

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

B. Providing that the Commission's pooling order is made effective as of the earlier of the date of this Application, or the date that any of the costs specified in C.R.S. § 34-60-116(7)(b) are first incurred for the drilling of the Anschutz Coffelt 5-61-35-1609B, Anschutz Coffelt 5-61-35-1724B, Anschutz Coffelt 5-61-35-3225B, Anschutz Equus Farms 5-61-3340B, Anschutz Equus Farms 5-61-4841B, Anschutz Equus Farms 5-61-4956B, Anschutz Equus Farms 5-61-6457B ("Wells") for the production of oil, gas and associated hydrocarbons from the Niobrara Formation on the Application Lands.

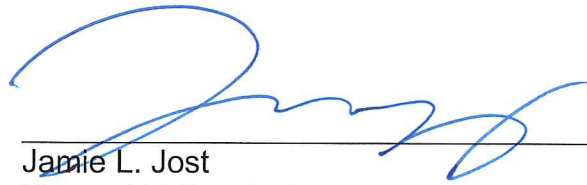
C. Providing that any party who fails to make a timely election to lease or to participate, or who fails to fulfill its election is pooled by operation of statute, pursuant to § 34-60-116(6) and (7), C.R.S., and made subject to the cost recovery provisions thereof with respect to the Wells drilled to develop the Niobrara Formation in the drilling and spacing unit comprising the Application Lands.

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

Dated: November 29, 2018.

HIGHPOINT OPERATING CORPORATION

By:



Jamie L. Jost
Kelsey H. Wasylenky
Jost Energy Law, P.C.
Attorneys for Applicant
1401 17th Street, Suite 370
Denver, Colorado 80202
(720) 446-5620

Applicant's Address:

HighPoint Operating Corporation
ATTN: Teale Stone
1099 18th Street, Suite 2300
Denver, CO 80202

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


Teale Stone, Landman
HighPoint Operating Corporation

Brianna Ashley McAndrew
NOTARY PUBLIC
STATE OF COLORADO
NOTARY ID 20180403610
MY COMMISSION EXPIRES NOVEMBER 8, 2022

My commission expires: November 8, 2027

Brian McAuliffe
Notary Public

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TYPE: POOLING

AFFIDAVIT OF MAILING

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

The undersigned, of lawful age, and being first duly sworn upon my oath, state and declare that I am the attorney for HighPoint Operating Corporation, and that on or before the 5th day of December, 2018, I caused a copy of the Application to be deposited in the United States Mail, postage prepaid, addressed to the parties listed on Exhibit A to this Affidavit.

Jamie L. Jost
Kelsey H. Wasylenky

Subscribed and sworn to before me this 5th day of December, 2018.

Witness my hand and official seal.

Notary Public

CHARLOTTE LAWLESS
NOTARY PUBLIC
STATE OF COLORADO
NOTARY ID 20144023899
MY COMMISSION EXPIRES JUNE 16, 2022

Exhibit A
HighPoint- FP Anschutz

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

Crain Energy, Ltd.
222 East Tyler Street
Longview, TX 75601

Lacy Properties, Ltd.
222 East Tyler Street
Longview, TX 75601

Okreek Oil and Gas, LLC
475 17th Street, Suite 1350
Denver, CO 80202

CL Energy Rockies, L.L.C.
201 Main St., Suite 1900
Fort Worth, TX 76102

Heirs, devisees or successors of Michael
A. Shikany a/k/a M.A. Shikany
P.O. Box 2799
Casper, WY 82602

Heirs, devisees or successors of Michael
A. Shikany a/k/a M.A. Shikany
330 W 14th St.
Casper, WY 82601

Heirs, devisees or successors of Michael
A. Shikany a/k/a M.A. Shikany
234 W. 12th St.
Casper, WY 82601

Heirs, devisees or successors of Shaker
A. Shikany a/k/a S.A. Shikany
1111 Columbus Blvd.
Coral Gables, FL 33134

Heirs, devisees or successors of Shaker
A. Shikany a/k/a S.A. Shikany
738 Biltmore Way #2
Coral Gables, FL 33134

Heirs, devisees or successors of Milton
G. Coffman
454 Milton Ave.
Casper, WY 82601

Milton M. Coffman, as an heir under the
Last Will and Testament of Milton G.
Coffman
206 W. 7th ST.
Casper, WY 82610

Verdad Resources Nominee Co.
5950 Cedar Springs Road, Suite 200
Dallas, TX 77002

Sand Bar Club Limited Partnership
8134 E. Kettle Place
Centennial, CO 80112

Estate of Donald E. Chapin, C/o Charles
S. Chapin, Esq.
159 N. Wolcott St. Suite 400
Casper, WY 82601

Estate of Dorothy M. Dixon, C/o Patrick
Dixon, Esq.
104 S. Wolcott Suite 600
Casper, WY 82601

Sharon J. Brennan
2540 Grand Overlook Drive
Grand Junction, CO 81507

Marcia L. Brennan
1223 Race Street, #601
Denver, CO 80206

Joan L. Brennan
P.O. Box 914
Cheyenne, WY 82001

The Castle Living Trust dated May 14, 2002, Carolyn Lee Castle and Edward Gary Castle, Trustees
1416 N Pinnon Rd
Grants Pass, OR 97526

The Morris Loving Trust dated September 20, 1995, Thomas J. Morris and Sharon M. Morris, Trustees
456 Pinnon Rd
Grants Pass, OR 97526

Mary Anne McCourt
735 Jefferson St, NE
Albuquerque, NM 87110

The John D. Stephenson Family Trust
Margaret A. Stephenson, Trustee
1357 43rd Avenue, #27
Greeley, CO 80634

Reba F. Shikany, aka Rebecca F. Shikany, as an heir, devisee or successor to M. A. Shikany, and S.A. Shikany
4434 E Cortez Street
Phoenix, AZ 85028

Lee G. Coffman, as heir to Milton G. Coffman and Charlotte G. Coffman
25222 S Cloverland Dr
Sun Lake, AZ 85248

Exemption Trust of Wayne W. Dawson and Mary Ann Dawson Family Trust dated June 12, 1990, amended August 30, 1995
6130 Monterey Road, Space 35
San Jose, CA 95138

James Chapin, as heir of Charles S. Chapin,
P.O. Box 1458
Avon, CO 81260

Colorado State Board of Land Commissioners
1127 Sherman St. Suite 300
Denver, CO 80203

Jeremy Coffelt
1013 West Alton Avenue
Santa Ana, CA 92707

Debra R. Groves, Individiaully and as heir to the Estate of Jack Bain
10224 Bluffmont Dr.
Lonetree, CO 80124

Cheryl S. Klein
475 W. 12th Ave. Unit 6G
Denver, CO 80204

Jay Bain, a/k/a Jay T. Bain, Individually and as heir to the Estate of Jack B. Bain,
359 Marian Court, Apt. 3
Wichita, KS 67126

COBank, FCB
245 N. Waco
Wichita, KS 67201

COBank, FCB
PO Box 2940
Wichita, KS 67201

John Edward Jones and Walter Thomas Jones
17024 County Road 2
Wiggins, CO 80654-9102

Marilyn R. Hunt
30 Waterside Plaza Apt 24-J
New York, NY 10010

Bob Chapin, as heir of Charles S. Chapin,
3535 S Dawson Street
Seattle, WA 98118

Cathy Chapin, as heir of Charles S.
Chapin,
10026 44th Avenue SW
Seattle, WA 98146

Charles Chapin, as heir of Charles S.
Chapin,
159 N. Wolcott Street, Suite 400
Casper, WY 82601

James Chapin, as heir of Charles S.
Chapin,
P.O. Box 1458
Avon, CO 81260

Janet Flynn, as heir of Charles S.
Chapin,
201 Monarch Trail
Broomfield, CO 80020

Margaret Sato, as heir of Charles S.
Chapin,
2177 Fastwater
Boise, ID 83704

Patrick Dixon, as heir of Charles S.
Chapin,
1919 Rustic Court
Casper, WY 82609

Shawn Jones, as heir of Charles S.
Chapin,
116 Sunflower Drive
Windsor, CO 80550

Terry Hawley, as heir of Charles S.
Chapin
P.O. Box 11582
Jackson, WY 83002

Susan R. Swanson
16266 E Phillips Dr
Englewood, CO 80112

Kathleen L. Allen
7900 W Harvard Place
Lakewood, CO 80227

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SUPPLEMENTAL AFFIDAVIT OF MAILING

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

The undersigned, of lawful age, and being first duly sworn upon my oath, state and declare that I am the attorney for HighPoint Operating Corporation, and that on or before the 12th day of December, 2018, I caused a copy of the Application to be deposited in the United States Mail, postage prepaid, addressed to the parties listed on Exhibit A to this Affidavit.

Jamie L. Jost
Kelsey H. Wasylenky

Subscribed and sworn to before me this 14th day of December, 2018.

Witness my hand and official seal.

Notary Public

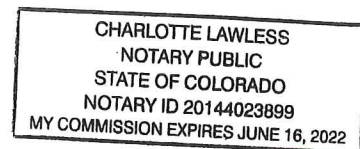


Exhibit A
HighPoint- FP Anschutz

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