

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

IN THE MATTER OF THE APPLICATION OF)	
BONANZA CREEK ENERGY OPERATING)	
COMPANY LLC FOR AN ORDER POOLING)	CAUSE NO. 407
ALL NON-CONSENTING OWNERS OF)	
CERTAIN LANDS IN THE WATTENBERG)	DOCKET NO. 1208-UP-204
FIELD AREA, WELD COUNTY, COLORADO)	

AMENDED APPLICATION

COMES NOW, Bonanza Creek Energy Operating Company LLC ("Applicant"), by its attorneys, Lohf Shaiman Jacobs Hyman & Feiger PC, and submits its **Amended** Application to the Oil and Gas Conservation Commission of the State of Colorado, for an order pooling all non-consenting owners in certain lands in the Wattenberg Field Area, Weld County, Colorado, and in support of its application states as follows.

1. Applicant is duly organized and authorized to conduct business in the State of Colorado.

2. Applicant owns leasehold interests in the following described lands in Weld County, Colorado, containing approximately 640-acres (hereinafter, the "Application Lands"):

Township 4 North, Range 63 West, 6th P.M.
Section 2: All

3. By Order 407-538, entered January 23, 2012, the Commission established the Application Lands as an approximately 640-acre drilling and spacing unit for horizontal wells drilled to the Niobrara Formation, for production of oil, gas and associated hydrocarbons. **Order 407-538 applies only to production from horizontal wells in said Section 2, and production from vertical and directional wells shall be paid in accordance with units established under Rule 318A or other orders of the Commission.**

4. Applicant is in the process of drilling and completing the Latham 14-11-2HZ, a **horizontal well to the Niobrara Formation** on the Application Lands to the said Formation.

5. At least 30 days prior to the hearing on this application, the Applicant will have sent all owners listed on **Exhibit A**, who have not previously consented to lease or otherwise participate in the Latham 14-11-2HZ well, an Authority for Expenditures (AFE) containing all information required under Commission Rule 530.b., and in case of unleased mineral owners, an offer to lease which is reasonable, based on the factors listed in Commission Rule 530.c.

6. Applicant anticipates that one or more of such owners will refuse or fail to respond to such offer to participate in the drilling, completion and operation of such well, and shall be deemed non-consenting parties under Commission Rule 530.b and c.

7. An order of the Commission pooling all non-consenting interests in an approximately **640** acre unit composed of the Application Lands shall therefore be necessary in order to afford each owner of an interest in such unit the opportunity to recover and receive its just and equitable share of the oil and/or gas from the common source of supply underlying said unit.

8. The granting of the requested order would not be prejudicial to the owners in the unit and would protect correlative rights.

9. The requested pooling order should be effective as of the date of this **Amended** Application, or the date that costs specified by C.R.S. §34-60-116(7)(b) are first incurred by Applicant for the drilling of the North Platte 14-11-2HZ well, whichever is first in time.

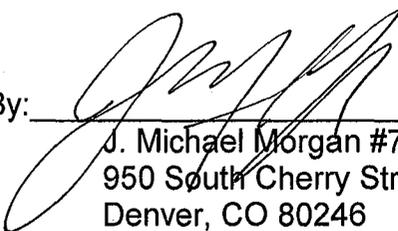
10. The names and addresses of the interested parties according to the information and belief of the Applicant will be set forth in an **Exhibit A**, which will be filed within seven (7) days of the date of this **Amended** Application, as authorized Commission Rule 503(e).

WHEREFORE, Applicant, Bonanza Creek Energy Operating Company LLC, respectfully requests that this matter be set for hearing in August 20 or 21, 2012, that notice be given as required by law and upon such hearing this Commission enter its order pooling all non-consenting interests in said **horizontal drilling and spacing** unit for production from the Niobrara Formation, under such terms as are fair, reasonable and required by law.

Dated: July 26, 2012.

LOHF SHAIMAN JACOBS HYMAN & FEIGER PC

By: _____


J. Michael Morgan #7279
950 South Cherry Street, Suite 900
Denver, CO 80246
(303) 753-9000; (303) 753-9997 (fax)
mmorgan@lohshaiman.com

Applicant's Address:

Bonanza Creek Energy Operating Company LLC
410 17th Street, Suite 1500
Denver, CO 80202

EXHIBIT "A"

TO AMENDED APPLICATION OF BONANZA CREEK ENERGY OPERATING COMPANY LLC

Applicant: Bonanza Creek Energy Operating Company LLC
410 17th Street, Suite 1500
Denver, CO 80202

Applicant's Attorney: J. Michael Morgan, Esq.
Lohf Shaiman Jacobs Hyman & Feiger PC
950 South Cherry Street, Suite 900
Denver, CO 80246

Local Government Designee: Bruce T. Barker, Esq.
Weld County Commissioner Office
P.O. Box 758
Greeley, CO 80634

Other Interested Parties:

Rex Monahan Family Trust, dtd 1/16/79
Restated & Amended on 3/1/05
Doris L. Monahan, Trustee
P.O. Box 1231
Sterling, CO 80751

Doris and Rex Monahan
P.O. Box 1231
Sterling, CO 80751

The Prospect Company
P.O. Box 1100
Edmond, OK 73083

Bonanza Creek Energy Operating Co. LLC
5601 Truxtan Avenue, Suite 210
Bakersfield, CA 93309

Rodney L. Croissant
27 Alles Drive
Greeley, CO 80631

Sally Ann Hooks
120 Lafayette Street
Denver, CO 80218

Edward Merkle Phillips
c/o Sally Ann Hooks
120 Lafayette Street
Denver, CO 80218

James Britt Phillips
c/o Sally Ann Hooks
120 Lafayette Street
Denver, CO 80218

The MPT Trust
P.O. Box 1732
Idaho Springs, CO 80452

The TH Ranch, LLC
34558 County Road 50
Kersey, CO 80644-9418

George L. Allard
4528 Pioneer Lane
Greeley, CO 80634

Irene M. Schmidt
19805 Weld County Road 37
LaSalle, CO 80645

Leona L. Croissant
704 Collingswood Drive
Fort Collins, CO 80524

Alvina Croissant
DECEASED

Ermajeau Bergendahl
1415 44th Avenue
Greeley, CO 80631

Shirley J. Unrein and
Nancy E. Coakley, J/T
1142 Westview Drive
Sterling, CO 80751

Florence Reck
19240 Weld County Road 50
LaSalle, CO 80645

Joyce Elaine Cherry
3164 South Raleigh
Denver, CO 80236

Gerald L. Croissant
1323 East Bennett
Glendora, CA 91741

Marvin E. Hooge
PMB 625
1001 S. 10th Street, Suite G
McAllen, TX 78501

Betty L. Bennett
19664 Tangelo Drive
Riverside, CA 92508

Karen K. Woods
1050 48th Avenue
Greeley, CO 80634

Harold J. Croissant
1311 Norcrest Drive
Highlands Ranch, CO 80126

Dorothy E. Merritt
P.O. Box 191
Springfield, MO 65801-0191

Charlene J. Woods
2629 East Cameron Avenue
West Covina, CA 91791

Linda Marlene Sly
a/k/a Linda M. Sly
2258 Cedar Lake Drive
Loganville, GA 30052

Eldon Troy Glenn
2158 Marion 6064
Flippin, AR 76234

Coy Raymond Glenn
a/k/a Coy R. Glenn
P.O. Box 845
LaSalle, CO 80645

Delbert L. Hooge
1944 Farm Road 123
Springfield, MO 65807

Lucille Jane Harms
2150 West Rue Street
Fresno, CA 93711

Sharon Koop
4663 North 2nd
Fresno, CA 93726

Virginia Goetz
877 Hummingbird
San Jose, CA 95125

Edwin Croissant
38887 Road 74
Dinuba, CA 93618

