

**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 CONFIRMING)	CAUSE NO. 407
A WELLBORE SPACING UNIT AND POOLING)	
ALL NON-CONSENTING OWNERS THEREIN,)	DOCKET NO. 1208-UP-206
IN CERTAIN LANDS IN THE WATTENBERG)	
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 confirming a **wellbore** drilling and spacing unit for the Codell and Niobrara formations, and pooling all non-consenting owners in such unit, 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 40 acres (hereinafter, the "Application Lands"):

Township 5 North, Range 63 West, 6th P.M.
Section 34: SE1/4NE1/4

3. Applicant desires to drill or is in the process of drilling the North Platte 42-34 well to the Codell and/or Niobrara Formations on the Application Lands.

4. On information and belief, the Application Lands are unspaced as to the Codell or Niobrara Formations.

5. Commission Rule 318A(l)(a)(4)(C) requires that when a well is drilled to an unspaced formation, the operator shall designate a **wellbore** drilling and spacing unit not smaller than a governmental quarter-section, if the well is proposed to be located greater than four hundred sixty (460) feet from the quarter-quarter section boundary in which it is located. This Rule applies to the Application Lands.

6. The Applicant has designated the SE/4NE1/4 of said Section 34 as the **wellbore** drilling and spacing unit for production of the North Platte 42-34 well from the Codell and/or Niobrara Formations.

7. To promote efficient drainage of the Codell and Niobrara Formations of the Application Lands, to protect correlative rights and avoid waste, the Commission should confirm a

wellbore drilling and spacing unit of approximately 40-acres, consisting of the S1/2NE1/4 of said Section 34.

8. The proposed **wellbore** drilling and spacing unit will allow efficient drainage of the Codell and Niobrara Formations; will prevent waste; will not adversely affect correlative rights of any owner, and will assure the greatest ultimate recovery of oil, gas and associated hydrocarbon substances from the reservoirs.

9. A drilling and spacing unit of the size and shape specified above is not smaller than the maximum area that can be economically and efficiently drained by a single well producing from the Codell and/or Niobrara formations in such drilling and spacing unit.

10. 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 North Platte #42-34 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.

11. 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.

12. An order of the Commission pooling all non-consenting interests in an approximately 40 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.

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

14. The requested pooling order should be effective as of the date of this 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 42-34 well, whichever is first in time.

15. The names and addresses of the interested parties according to the information and belief of the Applicant are set forth on **Exhibit A** attached hereto and made a part hereof.

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 confirming the above-referenced **wellbore** drilling and spacing unit, and pooling all non-consenting interests in said unit for production of oil, gas and associated hydrocarbons from the Codell and Niobrara Formations, 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@lohfsheiman.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

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

P. David Perkins
P.O. Box 267
Unionville, MO 63565

William F. Sullivan & Konnie Jill Sullivan
24607 Cottonwood Lane
Kersey, CO 80644

BAC Home Loans Servicing, LP
400 Countrywide Way
SV 35 P.O. Box 10232
Simi Valley, CA 93065-6298

Mr. & Mrs. Jerry L. Cutter
24601 Cottonwood Lane
Kersey, CO 80644

Trey D. Moody
24591 Cottonwood Court
Kersey, CO 80644

Juan Orta
24593 Cottonwood Court
Kersey, CO 9-644

SFR 2010-2REO Corp.
5700 W. Plano Pkwy, Suite 1200
Plano, TX 75093

JP Morgan Chase Bank, NA
10790 Rancho Bernardo Road
San Diego, CA 92127

Timothy Rae Kelley & Tracy Leigh Kelley
24603 Cottonwood Lane
Kersey, CO 80644

Eralio Rico
24587 Cottonwood Court
Kersey, CO 80644

Gary K. DeJohn
1860 23rd Avenue
Greeley, CO 80634

GKD LLC
2121 14th Avenue
Greeley, CO 80631

Cottonwood Falls HOA
24607 Cottonwood Lane
Kersey, CO 80644

Summit Bridge Credit Investments LLC
1700 Lincoln Street, Suite 2150
Denver, CO 80203

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AFFIDAVIT OF MAILING

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

J. Michael Morgan, of lawful age and being first duly sworn upon his oath, states and declares:

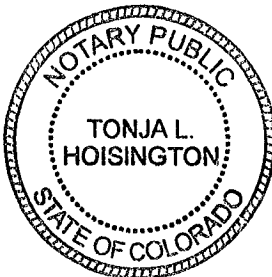
That he is the attorney for Bonanza Creek Energy Operating Company LLC. On **July 26**, 2012, he caused a copy of the attached **Amended** Application to be deposited in the United States Mail, postage prepaid, addressed to the parties listed on **Exhibit A** to the Application.



J. Michael Morgan

Subscribed and sworn to before me this **26th** day of **July**, 2012.

Witness my hand and official seal.
My commission expires: 09/13/2013





Tonja L. Hoisington, Notary Public