

**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 TO VACATE)	CAUSE NO. 407
ORDERS 407-380 AND 407-633, AND ESTABLISH)	
A 640-ACRE DRILLING AND SPACING UNIT FOR)	DOCKET NO. 1306-SP-91
THE NIOBRARA FORMATION, BOTH AS TO)	
SECTION 6, TOWNSHIP 5 NORTH, RANGE 61)	
WEST, WATTENBERG FIELD AREA, WELD)	
COUNTY, COLORADO)	

AMENDED VERIFIED APPLICATION

COMES NOW, Bonanza Creek Energy Operating Company LLC ("Applicant"), by its attorneys, Lohf Shaiman Jacobs Hyman & Feiger PC, and submits it's **amended** verified application to the Oil and Gas Conservation Commission of the State of Colorado (the "Commission"), for an order **to vacate** Orders 407-380 and 407-633 **as to, and establish a 640-acre spacing unit in**, Section 6, Township 5 North, Range 61 West, 6th P.M, for the Niobrara Formation 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 5 North, Range 61 West, 6th P.M.
Section 6

3. On April 27, 1988, the Commission adopted Rule 318A, the Greater Wattenberg Well Location Rule ("GWA Rule"), which among other things, allowed certain drilling locations to be utilized to drill or twin a well, deepen a well or recomplete a well and to commingle any or all Cretaceous Age Formations from the base of the Dakota Formation to the surface. This Rule 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. Section 6, Township 5 North, Range 61 West, 6th P.M. is subject to Rule 318A for the Niobrara Formation.

4. On November 29, 2010, the Commission issued Order 407-380, which, among other things, established the Application Lands as a 640-acre drilling and spacing unit for production of oil and gas from horizontal wells to the Niobrara Formation.

5. On May 29, 2012, the Commission issued Order 407-633, which, among other things, allowed one or more additional horizontal wells to be drilled to the Niobrara Formation in the Application Lands, authorized the location of surface facilities anywhere within the unit or on surrounding lands, required the completed interval of any horizontal well to be no closer than 460-feet from the boundaries of the unit, and the distance between the completed interval of any horizontal well be no closer than one hundred fifty (150) feet from the wellbore of any existing or permitted oil and gas well producing from the same source of supply, and authorized wells to be drilled from no more than two surface pads per governmental half-section, as designated by the operator, with wells on each pad to be drilled at surface locations within 50 feet of an adjacent well, absent a showing of good cause, which shall include surface owner consent.

6. Applicant has drilled and completed the horizontal Pronghorn 31-34-6HZ well on the Application Lands to the Niobrara Formation.

7. Applicant has discovered that certain interested parties were omitted from the notice lists in the Commission proceedings which led to entry of Orders 407-380 and 407-633. The Commission should **vacate** Orders 407-380 and 407-633 insofar as they **relate to Application Lands, and enter a new order to establish a 640-acre spacing unit for the Niobrara Formation in the Application Lands.**

8. **The requested spacing order should provide that (a) up to ten (10) optional horizontal wells may be drilled in the spacing unit to the Niobrara Formation, (b) the completed interval of any horizontal well shall be no closer than 460-feet from the boundaries of the unit, and the distance between the completed interval of any horizontal well be no closer than one hundred fifty (150) feet from the wellbore of any existing or permitted oil and gas well producing from the same source of supply.**

9. A drilling and spacing unit of the size and shape specified above is not smaller than the maximum area which can be economically and efficiently drained by a single horizontal well to the Niobrara Formation in the Application Lands.

10. Insofar as it relates to the Application lands, an order **to vacate** Orders 407-380 and 407-633, and **to establish a 640-acre spacing unit consisting of the Application Lands** in the manner set forth above, will promote efficient drainage of the Niobrara Formation, would not be prejudicial to the owners in the unit, protect correlative rights and avoid waste.

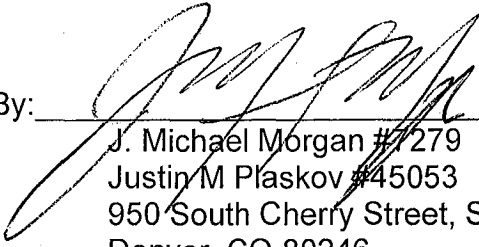
11. The names and addresses of the interested parties according to the information and belief of the Applicant are set forth on **Exhibit A** attached hereto and made a part hereof.

WHEREFORE, Applicant, Bonanza Creek Energy Operating Company LLC, respectfully requests that this matter be set for hearing in June 17 or 18, 2013, that notice be given as required by law, and upon such hearing this Commission enter **its order to vacate** Orders 407-380 and 407-633 insofar as they apply to the Application Lands, **and to establish a 640-acre spacing unit in the Application lands as requested herein**, under terms which are fair, reasonable and required by law.

Dated: May 15, 2013.

LOHF SHAIMAN JACOBS HYMAN & FEIGER PC

By: _____


J. Michael Morgan #7279

Justin M Plaskov #45053

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 1400

Denver, CO 80202

VERIFICATION


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

The undersigned, of lawful age, having been first sworn upon his oath, deposes and states that:

1. He is employed as Landman - Rocky Mountain Region, for the Applicant, Bonanza Creek Energy Operating Company LLC, and maintains his office at 410 17th Street, Suite 1400, Denver, Colorado 80202.

2. He has read the within Amended Verified Application, is familiar with the facts set forth therein, and states that said facts are true and correct to the best of his knowledge and belief.

Further Affiant sayeth not.

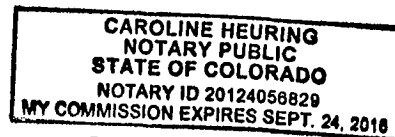


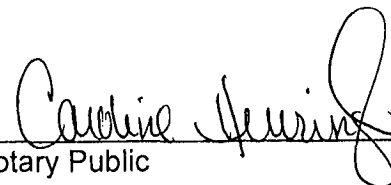
Jared Rush

Subscribed and sworn to before me this 15th day of May, 2013.

Witness my hand and official seal.

My commission expires: 9/24/2016





Notary Public

EXHIBIT "A"

TO APPLICATION OF BONANZA CREEK ENERGY OPERATING COMPANY LLC

Applicant: Bonanza Creek Energy Operating Company LLC
410 17th Street, Suite 1400
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: David Bauer
Weld County
1111 H Street
Greeley, CO 80632

Other Interested Parties:

Bill Barrett Corporation
1099 18th Street, Suite 2300
Denver, CO 80202

EOG Resources, Inc.
600 17th Street, Suite #1000N
Denver CO 80202

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

Estate of Don D. Bowman
438 Equitable Building
Denver, CO 80202

Kent Kuster
Colorado Department of State
Health and Environment
4300 Cherry Creek Drive South
Denver, Colorado 80246-1530

Estate of Don D. Bowman
c/o Arthur S. Bowman, Jr.
1221 S. Clarkson Street, Suite 222
Denver, CO 80210-1627

Celia Greenman
Colorado Division of Wildlife
6060 Broadway
Denver, CO 80214

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COUNTY, COLORADO)	

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:

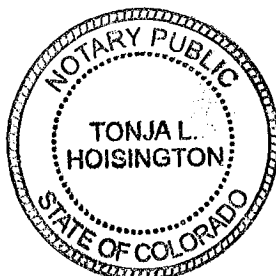
That he is the attorney for Bonanza Creek Energy Operating Company LLC. On May 15, 2013, he caused a copy of the attached Amended Verified Application to be deposited in the United States Mail, postage prepaid, addressed to the parties listed on **Exhibit A** to said Application.

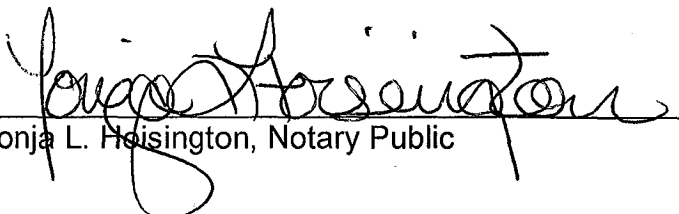


J. Michael Morgan

Subscribed and sworn to before me this 15th day of May, 2013.

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





Tonja L. Hoisington, Notary Public