

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

IN THE MATTER OF THE **AMENDED**)
APPLICATION OF FOUNDATION ENERGY)
MANAGEMENT, LLC FOR AN ORDER)
ESTABLISHING ONE APPROXIMATE 640-)
ACRE DRILLING AND SPACING UNIT AND)
ESTABLISHING EXISTING WELL LOCATION)
RULES APPLICABLE TO THE DRILLING AND)
PRODUCING OF WELLS FROM THE)
NIOBRARA FORMATION COVERING CERTAIN)
LANDS IN TOWNSHIP 8 NORTH, RANGE 60)
WEST, 6TH P.M., WELD COUNTY,)
COLORADO.)

Cause No. 535

Docket No. 1307-SP-1120

AMENDED APPLICATION

Foundation Energy Fund III-A, L.P., Foundation Energy Fund III-B Holding, L.L.C., Foundation Energy Fund IV-A, L.P., and Foundation Energy Fund IV-B Holding, L.L.C., by and through Foundation Energy Management, L.L.C., as manager of each of these four entities (collectively, "Applicant" or "Foundation"), by and through its attorneys, Welborn Sullivan Meck & Tooley, P.C., respectfully submits this **AMENDED** Application to the Oil and Gas Conservation Commission of the State of Colorado ("Commission") for an order establishing one approximate 640-acre drilling and spacing unit, and establishing well location rules applicable to the drilling of wells and producing of oil and gas from the Niobrara Formation covering certain lands in Weld County, Colorado. In support of its **AMENDED** Application, Applicant states as follows:

1. Applicant owns leasehold interests in the following lands ("Application Lands"):

Township 8 North, Range 60 West, 6th P.M.
Section 36: ALL

A reference map of the Application Lands is attached hereto.

2. The Application Lands are subject to Commission Rule 318.a. which provides that a well drilled in excess of 2,500' in depth shall be located not less than 600' from any lease line, and shall be located not less than 1,200' from any other producible or drilling oil or gas well when drilling to the same source of supply, unless authorized by order of the Commission upon hearing. There are no other specific Commission Orders applicable to the Niobrara Formation underlying the Application Lands.

3. The Niobrara Formation in the area of the Application Lands is defined as the stratigraphic equivalent of the interval between 6,095' (top of the Niobrara) and 6,381' (base of the Niobrara) as found in the State #36-16 (API # 05-123-20908) Well located in the SE $\frac{1}{4}$ SE $\frac{1}{4}$ of Section 36, Township 8 North, Range 60 West, 6th P.M., Weld County, Colorado. The Niobrara Formation is a common source of supply under the Application Lands.

4. To promote efficient drainage within the Niobrara Formation of the Application Lands, to protect correlative rights and to avoid waste, the Commission should establish a drilling and spacing unit of approximately 640 acres covering the Application Lands.

5. The above-proposed drilling and spacing unit will allow efficient drainage of the Niobrara Formation, will prevent waste, will not adversely affect correlative rights and will assure the greatest ultimate recovery of oil, gas and associated hydrocarbon substances from the Niobrara Formation. The proposed drilling and spacing unit is not smaller than the maximum area that can be economically and efficiently drained by the proposed wells in such drilling and spacing unit. Applicant further maintains that a well drilled in the above-proposed drilling and spacing unit will have no adverse effect on correlative rights of adjacent owners.

6. Applicant is requesting to drill and complete one horizontal well in the approximate 640-acre drilling and spacing unit described above, with the option to drill and complete an additional three wells in the drilling and spacing unit. The Applicant states the proposed horizontal well shall be located at a legal location on the surface anywhere within the designated drilling and spacing unit with initial perforation of the Niobrara. **APPLICANT FURTHER STATES THAT THE TREATED INTERVAL OF EACH WELL SHALL BE LOCATED NO CLOSER than 600 feet from the unit boundaries AND NO CLOSER THAN 200 FEET FROM THE TREATED INTERVAL OF ANY OTHER WELLBORE LOCATED IN THE UNIT, WITHOUT EXCEPTION BEING GRANTED BY THE DIRECTOR.** The Applicant further maintains that the proposed horizontal wells will have no adverse effect on correlative rights of adjacent lands owners.

7. The names and addresses of the interested parties according to the information and belief of the Applicant are set forth in Exhibit A attached hereto and made a part hereof, and the undersigned certifies that copies of the **AMENDED** Application shall be served on each interested party as required by Rule 503.e.

WHEREFORE, Applicant respectfully requests that this matter be set for hearing, that notice be given as required by law and that upon such hearing this Commission enter its order consistent with Applicant's proposals as set forth above.

Dated this 21st day of June, 2013.

Respectfully submitted,
WELBORN SULLIVAN MECK & TOOLEY, P.C.

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Attn: Scott Ryan, Landman
Phone: 303-861-0504 ext. 203

VERIFICATION

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

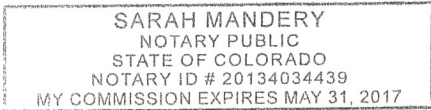
Scott Ryan, Landman with Foundation Energy Management, L.L.C., upon oath deposes and says that he has read the foregoing **AMENDED** Application and that the statements contained therein are true to the best of his knowledge, information and belief.

FOUNDATION ENERGY
MANAGEMENT, L.L.C.


Scott Ryan, Landman

Subscribed and sworn to before me this 26th day of June, 2013 by Scott Ryan,
Landman for Foundation Energy Management, L.L.C.

Witness my hand and official seal.



J. Mandery
Notary Public
My Commission Expires: May 31, 2017

EXHIBIT A

INTERESTED PARTIES

Mile Hi Oil & Gas, Inc.
PO Box 621609
Littleton, CO 80162-1609

TAK Mountain, LLC
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Denver, CO 80202

David Bauer
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1111 H Street
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Colorado Department of Public Health and
Environment (CDPHE)
4300 Cherry Creek Drive South
Denver, CO 80246-1530

Colorado Division of Wildlife (DOW)
6060 Broadway
Denver, CO 80216

Foundation Energy Management, LLC - Application Lands

