

**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 ALL )  
INTERESTS IN A 640-ACRE DRILLING AND )  
SPACING UNIT FOR THE HORIZONTAL )  
PRONGHORN #31-34-6HZ WELL AND FUTURE )  
HORIZONTAL WELLS DRILLED TO THE )  
NIOBRARA FORMATION, WATTENBURG )  
FIELD AREA, SECTION 6 TOWNSHIP 5 NORTH, )  
RANGE 61 WEST, WELD COUNTY, COLORADO )

CAUSE NO. 407

DOCKET NO. 1310-UP-\_\_\_\_\_

**VERIFIED APPLICATION**

COMES NOW, Bonanza Energy Operating Company LLC ("Applicant"), by its attorneys, Lohf Shaiman Jacobs Hyman & Feiger PC, and submits its Application to the Oil and Gas Conservation Commission of the State of Colorado, for an order pooling all interests in an approximate 640-acre unit for production of oil, gas and associated hydrocarbons from horizontal wells to the Niobrara Formation 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 5 North, Range 61 West, 6th P.M.  
Section 6

3. 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. Said Order applies only to production from horizontal wells in the Unit, with production from vertical and directional wells being paid in accordance with units established under Rule 318.A or other orders of the Commission.

4. 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.

5. Applicant has drilled and completed the horizontal Pronghorn #31-34-6HZ (API #05-123-34823) well on the Application Lands to the Niobrara Formation.

6. To limit the number of horizontal wells in the unit to ten (10), the Applicant has contemporaneously filed a Verified Application to vacate Orders 407-380 and 407-633 as they

apply to the Application Lands herein, and to establish a 640-acre drilling and spacing unit consisting of the Application Lands herein, for horizontal wells to the Niobrara Formation.

7. Applicant has been unable to obtain consent to voluntary pooling by all interest owners in the Application Lands. As a result, Applicant requested that all interests in the Unit composed of the Application Lands be involuntarily pooled pursuant to C.R.S. §34-60-116 of the Colorado Oil and Gas Conservation Act.

8. The names and addresses of those persons who own any interest in the mineral estate in the Application Lands, exclusive of overriding royalty interests, according to the information and belief of the Applicant are set forth on **Exhibit A**. Copies of this Verified Application shall be served on all such owners within seven (7) days of the date of this Application, as required by Commission Rule 503.e.

9. At least thirty (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 Pronghorn #31-34-6HZ well, an Authority for Expenditures (AFE) and/or supporting documents which contain all information required by 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.

10. Applicant anticipates that one or more of such owners will refuse or fail to respond to such offer to lease and/or 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.

11. An order of the Commission pooling all interests in the Unit for production from horizontal wells to the Niobrara Formation shall therefore be necessary in order to afford each owner of an interest in the 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 the Unit.

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

13. 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 Pronghorn #31-34-6HZ well, whichever is first in time.

WHEREFORE, the Applicant respectfully requests this matter be set for hearing, notice be given as required by law, and upon such hearing this Commission enter its order pooling all interests in the Unit for production of oil, gas and associated hydrocarbons from horizontal wells to the Niobrara Formation, under such terms as are fair, reasonable and required by law.

Dated: August \_\_\_, 2013

**LOHF SHAIMAN JACOBS HYMAN & FEIGER PC**

By: \_\_\_\_\_  
J. Michael Morgan #7279

Address of Applicant:

Bonanza Creek Energy Operating  
Company LLC  
410 17th Street, Suite 1400  
Denver, CO 80202

Justin M. Plaskov #45053  
950 South Cherry Street, Suite 900  
Denver, CO 80246  
(303) 753-9000; (303) 753-9997 (fax)  
[mmorgan@lohfsheiman.com](mailto:mmorgan@lohfsheiman.com)

**EXHIBIT "A"**

**TO APPLICATION OF BONANZA CREEK ENERGY OPERATING COMPANY LLC  
Pooling - Section 6, Township 5 North, Range 61 West, 6th P.M.**

**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:**

Bonanza Creek Energy Operating Company  
LLC  
410 17th Street, Suite 1400  
Denver, CO 80202

Bonanza Creek Energy, Inc.  
410 17<sup>th</sup> Street, Suite 1400  
Denver, CO 80202

Bill Barrett Corporation  
1099 18<sup>th</sup> Street, Suite 2300  
Denver, CO 80202

Anschutz Exploration Corporation  
555 17<sup>th</sup> Street, Suite 2400  
Denver, CO 80202

Bert M. Keating  
438 Equitable Building  
Denver, CO 80202

Mary Lou Keating  
Apparent heir of Bert M. Keating  
P.O. Box 583  
Pueblo, CO 81002

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

Arthur S. Bowman, Jr.  
Apparent heir of Don D. Bowman  
1221 S. Clarkson Street, Suite 222  
Denver, CO 80210-1627  
William E. Walker II, Trustee of the William E.  
Walker Living Trust  
4894 W. Lone Mountain Road, #101  
Las Vegas, NV 89130

G.N. Rupe  
P.O. Box 783010  
Wichita, KS 67278

Don MacLeod  
#9 Calle Francesca  
Rancho Santa Margarita, CA 92688

Paula R. Hope  
Rural Route 1  
Box 158 B-1  
Mooreland, OK 73852

Eileen E. Miller  
2808 Verona Way  
Edmond, OK 73034

Keenan Downey  
4115 West Main Street, Apt E  
Norman, OK 73072

Tharan, LLC  
12421 W. Irving Street  
Wichita, KS 67235

Sharon Lee Slattery, Personal Representative  
of the Estate of Beulah M. Ferretti  
1125 Zinnia Street  
Golden, CO 80401

Gina M. Janak  
755 Monticello Circle  
Allen, TX 75002

Velma L. Wallace, Trustee of the Velma L.  
Wallace Living Trust ( restate ) dated May 7,  
2009  
100 North Broadway, Suite 490  
Wichita, KS 67202-2204  
Funkhouser Family Partnership  
2014 Shell Street  
Midland, TX 79705

The Croke Revocable Trust  
3932 West 18<sup>th</sup> Street Lane  
Greeley, CO 80634  
OR  
258 S. Ulukoa Place  
Lahaine, HI 96761  
Ronald E. Yetter and Tonie E. Yetter, joint  
tenants  
20037 Highway 52  
Fort Morgan, CO 80701  
Elmer Willis Ealey  
1482 S. Cape Way  
Lakewood, CO 80232

Sheeran Tallbear  
620 Sherwood Drive  
Norman, OK 73071

The Ruth B. Bendor Trust, Jonathan B. Bendor  
and Judith A. Bendor, co-Trustees, said trust as  
heir to the Estate of Benami Bendor  
614 Alvarado Row  
Stanford, CA 94305-8506  
Steeby Revocable Family Trust  
229 North Woodchuck  
Wichita, KS 67212

AED Group, LLC  
6301 Gaston Ave, Suite 240  
Dallas, TX 75214

Joan Brodie  
240 South Monaco, Apt 311  
Denver, CO 80224

Highland Production, LLC  
8100 East 22<sup>nd</sup> Street North, Building 700  
Wichita, KS 67226

James E. Thorn  
230 South Topeka Ave  
Wichita, KS 67202

RAAM Production, LLC  
PO Box 269  
Sterling, CO 80751

L& S Capital, Ltd.  
800 US Highway 36  
Byers, CO 80103

McGhee Investment Company  
P.O. Box 3306  
Centennial, CO 80161-3306

## VERIFICATION


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

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

1. She is employed as Land Technician for the Applicant, Bonanza Creek Energy Operating Company LLC, and maintains her office at 410 17th Street, Suite 1400, Denver, Colorado 80202.

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

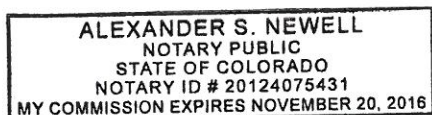
Further Affiant sayeth not.

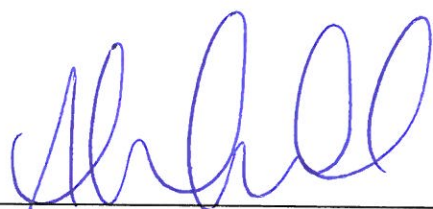
  
Caroline Heuring

Subscribed and sworn to before me this 27<sup>th</sup> day of August, 2013.

Witness my hand and official seal.

My commission expires: 11-20-2016



  
Notary Public

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

IN THE MATTER OF THE APPLICATION OF )  
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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 in the above-captioned matter. On August \_\_, 2013, he caused a copy of the attached Verified Application to be deposited in the United States Mail, postage prepaid, addressed to the parties listed on **Exhibit A** to the Verified Application.

\_\_\_\_\_  
J. Michael Morgan

Subscribed and sworn to before me this \_\_\_\_ day of August, 2013.

Witness my hand and official seal.

My commission expires: \_\_\_\_\_

\_\_\_\_\_  
Notary Public