

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

IN THE MATTER OF THE APPLICATION OF)
CAERUS WASHCO LLC FOR AN ORDER TO)
VACATE COMMISSION ORDERS 535-324) Cause No.
AND 535-333 AND ESTABLISH AN)
APPROXIMATE 1280-ACRE DRILLING AND) Docket No.
SPACING UNIT AND APPROVE UP TO)
TWENTY-EIGHT WELLS FOR SECTIONS 14)
AND 15, TOWNSHIP 7 NORTH, RANGE 60)
WEST, 6TH P.M., FOR THE NIOBRARA AND)
CODELL FORMATIONS, UNKNOWN FIELD,)
WELD COUNTY, COLORADO)

APPLICATION

Caerus WashCo LLC (operator # 86610) ("Applicant"), by and through its attorneys, Davis Graham & Stubbs LLP, respectfully submits this Application to the Oil and Gas Conservation Commission of the State of Colorado (the "Commission"), pursuant to C.R.S § 34-60-116, for an order to vacate Commission Orders 535-324 and 535-330 and establish an approximate 1280-acre drilling and spacing unit for the production of oil, gas and associated hydrocarbons from the Niobrara and Codell Formations in the following lands:

Township 7 North, Range 60 West, 6th P.M.
Section 14: All
Section 15: All

Weld County, Colorado (collectively, the "Application Lands").

In support of its Application, Applicant states and alleges as follows:

1. Applicant is a limited liability company duly authorized to conduct business in the State of Colorado and is an operator in good standing with the Commission.
2. Applicant owns substantial leasehold interests in the Application Lands. A reference map of the Application Lands is attached as Exhibit A.
3. Rule 318.a. of the Rules and Regulations of the Commission requires that wells drilled in excess of 2,500 feet in depth shall be located not less than 600 feet from any lease line, and located not less than 1,200 feet from any other producible or drilling oil or gas well when drilling to the same common source of supply, unless authorized by order of the Commission upon hearing. Section 14, Township 7 North, Range 60 West, 6th P.M. is subject to this Rule for the Niobrara and Codell Formations. Section 15, Township 7 North, Range 60 West, 6th P.M. is subject to this Rule for the Codell Formation.
4. On May 6, 2013, the Commission entered Order 535-324 which, among other things, established an approximate 640-acre drilling and spacing unit for certain lands, including portions of the Application Lands, and approved up to four horizontal wells within the unit, with bottomhole locations of any permitted well to be no closer than 600 feet from the boundary of the unit, and no

closer than 150 feet from the productive interval of any other wellbore, for the production of oil and gas and associated hydrocarbons from the Niobrara Formation. Section 15, Township 7 North, Range 60 West, 6th P.M. is subject to this Order for the Niobrara Formation.

5. On May 6, 2013, the Commission entered Order 535-333 which, among other things, pooled all interests in the approximate 640-acre drilling and spacing unit established under Order 535-324. Section 15, Township 7 North, Range 60 West, 6th P.M. is subject to this Order for the Niobrara Formation.

6. Applicant requests that the Commission vacate Orders 535-324 and 535-333 and establish an approximate 1280-acre drilling and spacing unit underlying the Application Lands for the development and production from the Niobrara and Codell Formations.

7. Applicant requests that the Commission authorize up to twenty-eight horizontal wells within the unit, with twenty-four horizontal wells to be drilled to the Niobrara Formation and four horizontal wells to be drilled to the Codell Formation, with the productive interval of each such wellbore located no closer than 600 feet from the unit boundaries, and no closer than 100 feet from the productive interval of any other wellbore located within the unit, without exception being granted by the Director.

8. Applicant requests that the Commission authorize up to four wellpads within the unit or upon adjacent lands.

9. Applicant asserts that the proposed drilling and spacing unit will allow for the economic and efficient drainage of the Niobrara and Codell Formations, will prevent waste, will not adversely affect correlative rights, and will assure the greatest ultimate recovery of oil, gas and associated hydrocarbons from the Niobrara and Codell Formations. The proposed 1280-acre drilling and spacing unit is not smaller than the maximum area that can be economically and efficiently drained by the proposed wells in the Niobrara and Codell Formations.

10. Pursuant to Rule 507.b.(1), the names and addresses of the interested parties to this Application are set forth in Exhibit B, and the undersigned certifies that copies of this 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 the Commission enter its order:

A. Vacating Orders 535-324 and 535-333 and establishing an approximate 1280-acre drilling and spacing unit comprised of the Application Lands for the development and production from the Niobrara and Codell Formations;

B. Authorizing up to twenty-eight horizontal wells within the unit, with twenty-four horizontal wells to be drilled to the Niobrara Formation and four horizontal wells to be drilled to the Codell Formation, with the productive interval of each wellbore located no closer than 600 feet from the unit boundaries, and no closer than 100 feet from the productive interval of any other wellbore located within the unit, without exception being granted by the Director;

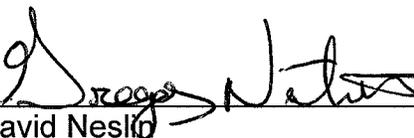
C. Authorizing up to four wellpads within the unit or upon adjacent lands; and

D. For such other findings and orders as the Commission may deem proper or advisable in the matter.

Dated: May 21, 2015

Respectfully submitted,

DAVIS GRAHAM & STUBBS LLP

By: 

David Neslro
Greg Nibert Jr.
Davis Graham & Stubbs LLP
Attorney for Applicant
1550 17th Street-Suite 500
Denver, CO 80202

Address of Applicant
Caerus WashCo LLC
Attn: Jeff Grisham
600 17th Street, Suite 1600N
Denver, CO 80202

VERIFICATION

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

Jeff Grisham, of lawful age, being first duly sworn upon oath, deposes and says that he is a Landman for Caerus WashCo LLC and that he has read the foregoing Application and that the matters therein contained are true to the best of his knowledge, information and belief.

CAERUS WASHCO LLC



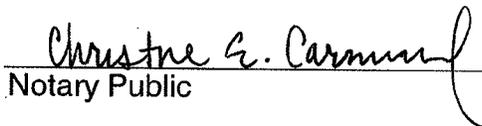
Jeff Grisham, Landman

Subscribed and sworn to before me this 20th day of May, 2015.

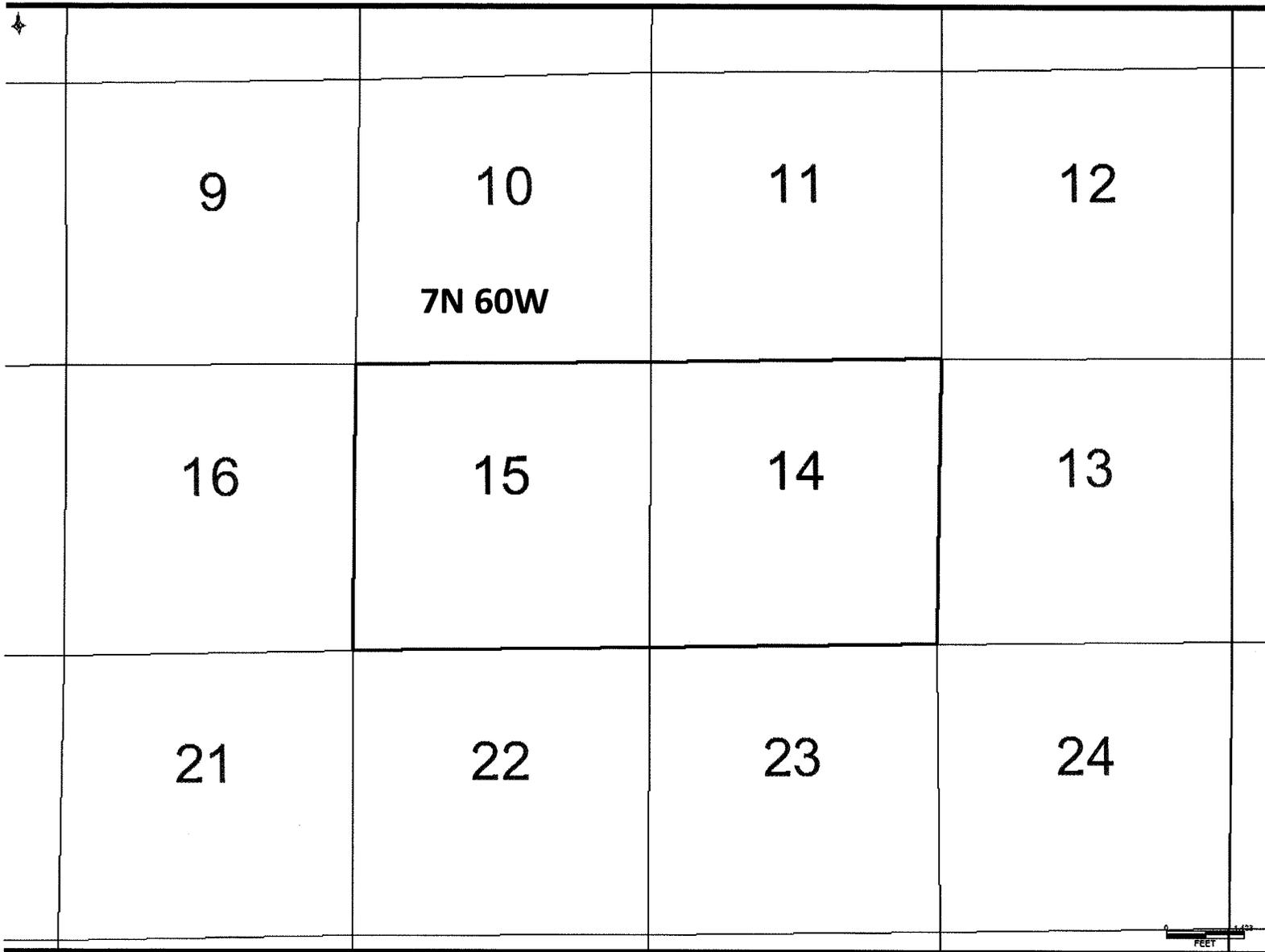
Witness my hand and official seal.

My commission expires: 12/12/2016

CHRISTINE E. CARMICHAEL
NOTARY PUBLIC
STATE OF COLORADO
NOTARY ID 20124080327
MY COMMISSION EXPIRES 12/12/2016



Notary Public



Legend



<p>Spacing Unit Map Exhibit A 05/21/2015</p>	<p>7N-60W, Sec 15 and 14: All 1280 Acres more or less</p>
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Exhibit B
Interested Parties

Caerus WashCo LLC
600 17th St., Suite 1600N
Denver, CO 80202

Michael F. Schmidt
PO Box 2297
Greeley, CO 80632

Cheryl S. Becker and Daniel J. Becker
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Brush, CO 80723

Energy Projects Inc
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dba Pouder Production Properties
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Kerr-McGee Oil & Gas Onshore LP
1099 18th St, #1500
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Karen Oil Company
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Russell C. Epple
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Dean R. Gackle
Margaret B. Gackle
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ActOil Colorado, LLC
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Denver, Colorado 80202

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Colorado Parks and Wildlife
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Denver, CO 80216

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CDPHE
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Cause No.

Docket No.

AFFIDAVIT OF MAILING

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

Greg Nibert Jr., of lawful age, and being first duly sworn upon his oath, states and declares:

That he is an attorney for Caerus WashCo, LLC, and that on or before May 20, 2015, he caused a copy of the attached Application to be deposited in the United States Mail, postage prepaid, addressed to the parties listed on Exhibit B to the Application.

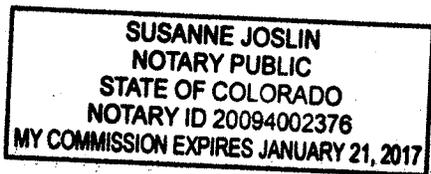


Greg Nibert Jr.

Subscribed and sworn to before me May 21, 2015.

Witness my hand and official seal.

My commission expires: 1-21-17.





Notary Public