

**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 POOL
ALL INTERESTS IN AN APPROXIMATE 640-
ACRE DESIGNATED HORIZONTAL
WELLBORE SPACING UNIT FOR SECTIONS
10 AND 15, TOWNSHIP 5 NORTH, RANGE 61
WEST, 6TH P.M., FOR THE NIOBRARA
FORMATION, WATTENBERG FIELD, WELD
COUNTY, COLORADO

CAUSE NO. 407

DOCKET NO.

TYPE: POOLING

APPLICATION

COMES NOW Bonanza Creek Energy Operating Company LLC (Operator No. 8960) ("Bonanza" or "Applicant"), by its attorneys, Burleson LLP, and makes this application to the Oil and Gas Conservation Commission of the State of Colorado ("Commission") for an order to pool all interests within an approximate 640-acre Wellbore Spacing Unit, as defined below, for the drilling of the Pronghorn P-10-15XRLNB Well (API No. 05-123-39005) ("Well"), for the development of the Niobrara Formation on the following described lands:

Township 5 North, Range 61 West, 6th P.M.

Section 10: E½

Section 15: E½

640-acres, more or less, Weld County, Colorado.

Hereinafter "Application Lands"

In support thereof, Applicant states and alleges as follows:

1. Applicant is a corporation duly authorized to conduct business in the State of Colorado, and is a registered operator in good standing with the Commission.
2. Applicant owns certain leasehold interests in the Application Lands.
3. On April 27, 1998, the Commission adopted Rule 318A, 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 of the Cretaceous Age Formations from the base of the Dakota Formation to the surface. On December 5, 2005, Rule 318A was amended 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 to, among other things, address drilling of horizontal wells.

4. On November 29, 2010, the Commission entered Order No. 407-380, which among other things, approves the request for an order establishing twenty-one approximate 640-acre drilling and spacing units for various lands in Township 5 North, Ranges 61 and 62 West, 6th P.M. and Township 6 North, Range 62 West, 6th P.M., and allowing one horizontal well in each of the units, for the development of the Codell and Niobrara Formations. Order No. 407-380 does not affect this Application.

5. On May 29, 2012, the Commission entered Order No. 407-633, which among other things, approves the request for an order to allow one or more additional horizontal wells within each existing approximate 640-acre drilling and spacing unit, for certain lands in Township 5 North, Ranges 61 and 62 West, 6th P.M., for the production of oil, gas and associated hydrocarbons from the Niobrara Formation. Order No. 407-633 does not affect this Application.

6. On July 28, 2014, the Commission entered Order No. 407-1087, which among other things, the request for an order to pool all interests in an approximate 640-acre drilling and spacing unit established for portions of the Application Lands, for the development and operation of the Niobrara Formation. Order No. 407-1087 does not affect this Application.

7. Applicant designated the 640-acre Wellbore Spacing Unit for the production of oil, gas, and associated hydrocarbons from the Niobrara Formation pursuant to Rule 318A and notified the appropriate parties under Rule 318A.

8. Applicant, pursuant to Commission Rule 530 and/or the provisions of C.R.S. § 34-60-116 (6) and (7), hereby requests an order to pool all interests, including but not limited to, any non-consenting interests, in the Application Lands in the Niobrara Formation underlying the following approximate 640-acre Wellbore Spacing Unit:

Township 5 North, Range 61 West, 6th P.M.

Section 10: E½

Section 15: E½

(throughout as "Wellbore Spacing Unit").

9. Applicant requests that the Commission's pooling order be made effective as of the earlier of the date of this Application, or the date that the costs specified in C.R.S. § 34-60-116(7)(b) are first incurred for the drilling of the Well to the Niobrara Formation on the Application Lands.

10. Applicant certifies that copies of this Application will be served on all persons owning an interest in the mineral estate of the tracts to be pooled within seven (7) days of the date hereof, as required by Rule 503.e., and that at least thirty-five (35) days prior to the hearing on this matter, each such interest owner not already leased or voluntarily pooled will be offered the opportunity to lease, or to participate in the drilling of

the Well, and will be provided with the information required by Rule 530 as applicable. The list of such interested parties is attached hereto as Exhibit A.

11. That in order to prevent waste and to protect correlative rights, all interests in the Wellbore Spacing Unit should be pooled for the orderly development of the Niobrara Formation, including any non-consenting interests therein.

WHEREFORE, Applicant requests that this matter be set for hearing at the next available opportunity, that notice be given as required by law, and that upon such hearing, the Commission enter its order:

A. Pooling all interests in the Application Lands and the Wellbore Spacing Unit for the development of the Niobrara Formation.

B. Providing that the Commission's pooling order is made effective as of the earlier of the date of this Application, or the date that any of the costs specified in C.R.S. § 34-60-116(7)(b) are first incurred for the drilling of the Well in the Wellbore Spacing Unit to the Niobrara Formation on the Application Lands.

C. Providing that the interests of any owners with whom the Applicant has been unable to secure a lease or other agreement to participate in the drilling of the Well are pooled by operation of statute, pursuant to C.R.S. § 34-60-116(6) and (7), and made subject to the cost recovery provisions thereof with respect to the Well drilled to develop the Niobrara Formation in the Wellbore Spacing Unit comprising the Application Lands.

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

WHEREFORE, Applicant respectfully requests that this matter be set for hearing in September 2015, that notice be given as required by law, and that upon such hearing, the Commission enter its order consistent with Applicant's request as set forth above.

Dated: July 15, 2015.

Respectfully submitted:

**BONANZA CREEK ENERGY
OPERATING COMPANY LLC**

By: _____

Jamie L. Jost
Jamie L. Jost
Zachary P. Sears
Burleson LLP
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1700 Lincoln St., Suite 1300
Denver, Colorado 80203
(303) 801-3200


Applicant's Address:

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

VERIFICATION

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

Caroline Heuring, of lawful age, being first duly sworn upon oath, deposes and says that she is a Landman, Rocky Mountain Region for Bonanza Creek Energy, Inc., and that she has read the foregoing Application and that the matters therein contained are true to the best of her knowledge, information and belief.


Caroline Heuring
Landman, Rocky Mountain Region
Bonanza Creek Energy, Inc.

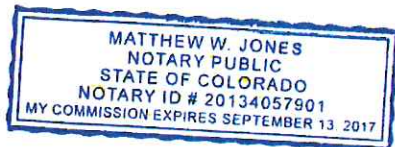
Subscribed and sworn to before me this 15th day of July 2015.

Witness my hand and official seal.

[SEAL]

My commission expires: 9/13/2017


Notary Public



IN THE MATTER OF THE APPLICATION OF
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FORMATION, WATTENBERG FIELD, WELD
COUNTY, COLORADO

TYPE: POOLING

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

Jamie C. Jost
 Jamie L. Jost

Subscribed and sworn to before me this 15th day of July 2015.

Witness my hand and official seal.

[SEAL]

My commission expires: June 24, 2018

Rachel Fleming

Notary Public

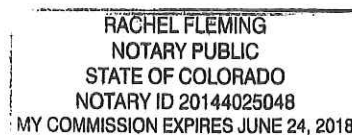


Exhibit A
Pronghorn P-10-15XRLNB

ConocoPhillips Company
3300 North "A" Street
Midland, TX 79705

Wells Fargo Bank, N.A.,
f/k/a First Interstate Bank of Denver,
Trustee of the Family Trust under the
will of M.A. Bresnahan
P.O. Box 5383
Denver, CO 80201

Heirs of P.E. Williams
6207 Lamar Street
Arvada, CO 80003

Dianne Ross
37881 Rd. 422
Oakhurst, CA 93644

Jean LeVan Magoffin
21028 Barrett Smith Rd.
Dulzura, CA 91917

WYOCO Royalty Partners LLC
P.O. Box 280969
Lakewood, CO 80228

The John D. Stephenson
Family Trust
1575 Ocean Shore Blvd. #602
Ormand, FL 32176

Kathryn B. Stahlman and
Robbin L. Peppler, as Co-Trustees of
the Grandchildren's Trust I
7251 West 20th Street, Bldg. D-1
Greeley, CO 80634

Richard J. Bartels and
Robbin L. Peppler, as Co-Trustees of
the Grandchildren's Trust II
7251 West 20th Street, Bldg. D-1
Greeley, CO 80634

Robert D. Wellman
485 High Street
Denver, CO 80218

Deanne M. Owre
4 Taber Hill Road
North Smithfield, RI 02896

Charles W. Wellman
13747 Rockpoint, Unit 102
Broomfield, CO 80023

Kristin Zinis
1300 South St. Paul Street
Denver, CO 80210

Nina Bonn
978 East Irwin Place
Centennial, CO 80122

Andrew Wellman
13747 Rockpoint, Unit 102
Broomfield, CO 80023

Paul Wellman
13747 Rockpoint, Unit 102
Broomfield, CO 80023

Ella Brown
1250 S Monroe Street
Denver, CO 80210

Mary Wellman
786 S 3rd Street
Lander, WY 82520

Jay Wellman
485 High Street
Denver, CO 80218

Nancy Lee Aston
2914 East Snowberry Lane
Spokane, WA 99223

John R. Moran, Jr. and
Wells Fargo Bank, N.A., as
Co-Trustees of the Moran Family
Minerals Trust
P.O. Box 5383
Denver, CO 80217

John Herbert Beyers, Jr.
6918 Hidden Brook Lane
Citrus Heights, CA 95621

Lance A. Julander
4185 South Oneida Street
Denver, CO 80237

Larry Jarboe Davis
222 Cove Road
Inglis, FL 34449

James Fletcher Davis
9511 Belleview Avenue
Kansas City, MO 64114-3838

Debbie D. Legrotte
7915 Colonial Drive
Prairie Village, KS 66204

Heirs or Devisees of Irene M. LeVan
12242 Bannock Circle, Unit E
West Minster, CO 80234

LeeRoy Bush
7236 W Canberrra Street
Greeley, CO 80634

Bernice Martinelli
981 W 70th Ave
Denver, CO 80221

Audrey Kathryn Buck
706 Huber Street
Festus, MO 63028

Dorothy Jean Baker
P.O. Box 975
Palm City, FL 34991

Dennis W. Grotheer Living Trust, dated
February 26, 1996
770 E 510th Avenue
Pittsburg, KS 66762

Centennial Mineral Holdings, LLC
8235 Douglas Ave, Suite 815
Dallas, TX 75225

Charles Cecil Jackson
809 27th Avenue
Greeley, CO 80634

Chris Bowland Jackson Schultz
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Briggsdale, CO 80611

Magnus Eugene Tappan
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Casa Grande, AZ 85122

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Twyla Louise Tappan Jorgensen
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Weld County, Colorado
c/o Board of County Commissioners
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Longmont, CO 80501

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Janice A. Harrison
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Federal Heights, CO 80260

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Lakewood, CO 80227

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Livingston, MT 59047

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Pocatello, ID 83201

Patricia Sue Fickes and
John Robert Fickes
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Northglenn, CO 80223

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7599 Red Mountain Drive
Colorado Springs, CO 80920

Peggy DeLindle
8 Frost Lane
Colorado Springs, CO 80916

Penny Lee Ried
P.O. Box 102
Weston, ID 83286

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Council Bluffs, IA 51501