

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

IN THE MATTER OF THE **AMENDED** )  
APPLICATION OF EXTRACTION OIL & GAS, )  
LLC FOR AN ORDER ESTABLISHING AN )  
APPROXIMATE 1280-ACRE DRILLING AND )  
SPACING UNIT AND ESTABLISHING WELL )  
LOCATION RULES APPLICABLE TO THE )  
DRILLING AND PRODUCING OF WELLS FROM )  
THE CODELL FORMATION COVERING LANDS )  
IN SECTIONS 7 AND 18, TOWNSHIP 11 )  
NORTH, RANGE 60 WEST, 6TH P.M., WELD )  
COUNTY, COLORADO. )

Cause NO. 535

Docket NO. 1412-SP-2185

Intake NO. 43

**AMENDED APPLICATION**

Extraction Oil & Gas, LLC (“Applicant” or “Extraction”), 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 an approximate 1280-acre drilling and spacing unit and establishing well location rules applicable to the drilling of wells and producing of oil and gas from the Codell 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 11 North, Range 60 West, 6th P.M.

Section 7: All

Section 18: All

A reference map of the Application Lands is attached hereto.

2. Rule 318.a. provides that a well drilled in excess of 2,500 feet in depth shall be located not less than 600 feet from any lease line, and shall be located not less than 1,200 feet 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. The Application Lands are subject to this Rule.

3. On April 16, 2012, the Commission entered Order No. 535-146, which established one approximate 640-acre drilling and spacing unit and approved one or more horizontal wells within the unit as necessary to economically and efficiently recover oil, gas

**and associated hydrocarbons from the Codell and Niobrara Formations. Section 18, Township 11 North, Range 60 West, 6th P.M. is subject to this Order.**

4. The Codell Formation is a common source of supply under the Application Lands.

**5. To promote efficient drainage of the Codell Formation within the Application Lands and to avoid waste, the Commission should vacate Order No. 535-146 only as it pertains to the Codell Formation in Section 18, Township 11 North, Range 60 West, 6th P.M. and establish an approximate 1280-acre drilling and spacing unit covering the Application Lands.**

6. The above-proposed drilling and spacing unit will allow efficient drainage of the Codell 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 Codell 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.

7. Applicant requests that the order authorize the drilling and completion of one (1) horizontal Codell well in the approximate 1280-acre drilling and spacing unit described above, with the option to drill and complete up to four (4) wells in the drilling and spacing unit with the surface location to be located at a legal location in the above described drilling and spacing unit or on adjacent lands. Applicant further requests that the treated interval of each wellbore be no closer than 600 feet from the treated interval of any other wellbore producing from the Codell Formation, and no closer than 300 feet from a unit boundary unless such boundary abuts or corners lands for which the Commission has not at the time of the drilling permit application granted the right to locate the treated interval of the wellbore no closer than 300 feet from a unit boundary. If the Commission has not at the time of the drilling permit application granted to the owners of the adjacent or cornering lands the right to locate the treated interval of the wellbore no closer than 300 feet from a unit boundary, then the treated interval of the wellbore shall be located no closer than the distance permitted in the adjacent or cornering lands, without exception being granted by the Director.

8. Applicant requests authority to drill only those wells necessary to determine the well density which allows the most efficient drainage of the Codell Formation, prevents waste, does not adversely affect correlative rights, and assures the greatest ultimate recovery of oil, gas and associated hydrocarbon substances from the Codell 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 wells drilled in the above-proposed drilling and spacing unit will have no adverse effect on correlative rights of adjacent owners.

9. The names and addresses of the interested parties according to the information and belief of the Applicant are set forth in Amended Exhibit A attached hereto and

made a part hereof, and the undersigned certifies that copies of the original **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 \_\_\_\_ day of November, 2014.

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

By: \_\_\_\_\_  
Joseph C. Pierzchala  
Stephen J. Sullivan  
Welborn Sullivan Meck & Tooley, P.C.  
Attorneys for Applicant  
1125 - 17th Street, Suite 2200  
Denver, CO 80202  
303-830-2500

Applicant's Address:

1888 Sherman Street, Suite 200  
Denver, CO 80203

Attn: Allyson Vistica, Land Manager  
Phone: 720-382-5228

VERIFICATION

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

Allyson Vistica, Land Manager with Extraction Oil & Gas, LLC, upon oath deposes and says that she has read the foregoing **Amended** Application and that the statements contained therein are true to the best of her knowledge, information and belief.

EXTRACTION OIL & GAS, LLC

\_\_\_\_\_  
Allyson Vistica, Land Manager

Subscribed and sworn to before me this \_\_\_\_\_ day of November, 2014 by Allyson Vistica, Land Manager for Extraction Oil & Gas, LLC.

Witness my hand and official seal.

\_\_\_\_\_  
Notary Public  
My Commission Expires: \_\_\_\_\_

AMENDED EXHIBIT A

INTERESTED PARTIES

RK Pinson & Associates, LLC  
621 17th Street, Suite 1555  
Denver, CO 80293

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

Marshall & Winston, Inc.  
PO Box 50880  
Midland, TX 79710

Buffalo Royalties, LLC  
P.O. Box 90221  
Nashville, TN 37209

McMahon Energy Partners, LP  
4545 S. Monaco St., #144  
Denver, CO 80237

Tofte Energy Partners, LP  
1111 Garden Creek Rd.  
Casper, WY 82601

Dahlia Royalties, LLC  
770 S. Bellaire St., #1209  
Denver CO 80222

Hat Creek Royalty, LTD  
400 W. Illinois, Suite 1070  
Midland, TX 79701

The Nature Conservancy  
4245 North Fairfax Drive, Suite 100  
Arlington, VA 22203

Marian McDowall  
112 South Berg Street  
Kimball, NE 69145

Anadarko Petroleum Corporation  
1099 18th St  
Denver, CO 806202

Calf Creek Royalty LTD  
400 W. Illinois Ave.  
Midland, TX 79701

Earl O. Carlson  
c/o Clarence William Robinson  
Executor for the Estate of  
Earl O. Carlson, deceased  
4353 West Las Positas Blvd  
Pleasanton, CA 94566

Family Tree Corporation  
2150 W. 29th Ave,  
Denver, CO 80211

The Nature Conservancy  
4245 North Fairfax Drive, Suite 100  
Arlington, VA 22203

Marian McDowall and James W. McDowall  
112 South Berg Street  
Kimball, NE 69145

Kent Kuster  
Oil & Gas Consultant Coordinator  
CDPHE  
4300 Cherry Creek Drive South  
Denver, CO 80246-1500

Tom Schreiner  
Northeast Region Office  
Energy Liaison – Colorado Parks and Wildlife  
6060 Broadway  
Denver, CO 80216

Tom Parko  
Weld County  
1555 North 17th Street  
Greeley, CO 80631

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**AMENDED AFFIDAVIT OF MAILING**

STATE OF COLORADO §  
CITY AND COUNTY OF DENVER §

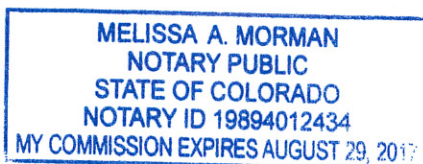
I, Joseph C. Pierzchala, of lawful age, and being first duly sworn upon my oath, state and declare:

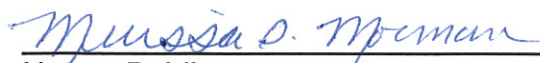
That I am the attorney for Extraction Oil & Gas, LLC and that on or before November 14, 2014, I caused a copy of the attached **Amended** Application to be deposited in the United States mail, postage prepaid, addressed to the parties on the Amended Exhibit A to the **Amended** Application.

  
\_\_\_\_\_  
Joseph C. Pierzchala

Subscribed and sworn to before me November 21, 2014.

Witness my hand and official seal.



  
\_\_\_\_\_  
Notary Public  
My commission expires: 8/29/2017