

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 (1) VACATING A)
PORTION OF ORDER NO. 535-2 AND (2))
MODIFYING ORDER NO. 535-597 TO INCLUDE)
THE NIOBRARA FORMATION, ALLOW)
ADDITIONAL WELLS IN AN EXISTING 1,280-)
ACRE DRILLING AND SPACING UNIT AND)
ESTABLISH WELL LOCATION RULES)
APPLICABLE TO THE DRILLING AND)
PRODUCING OF WELLS FROM THE CODELL)
AND NIOBRARA FORMATIONS COVERING)
CERTAIN LANDS IN SECTIONS 16 AND 21,)
TOWNSHIP 10 NORTH, RANGE 67 WEST, 6TH)
P.M., WELD COUNTY, COLORADO.)

Cause No. 535

Docket No. 150900542

Type: SPACING AND
INCREASED DENSITY

AMENDED APPLICATION

Extraction Oil & Gas, LLC, Operator No. 10459 ("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 vacating Order No. 535-2 only as it pertains to the Application Lands, modifying Order No. 535-597 to include the Niobrara Formation, approve additional wells and modified setbacks in an existing 1,280-acre drilling and spacing unit described in this Application applicable to the drilling of wells and producing of oil, gas, and associated hydrocarbons from the Codell and Niobrara Formations covering certain lands in Weld County, Colorado. In support of its Application, Applicant states as follows:

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

Township 10 North, Range 67 West, 6th P.M.
Section 16: All
Section 21: All

A reference map of the Application Lands is attached hereto.

2. On August 12, 2010, the Commission entered Order No. 535-2, which established 145 approximate 640-acre drilling and spacing units and approved one horizontal well within each unit for the production of oil, gas and associated hydrocarbons from the Codell and Niobrara Formations. The Application Lands are subject to this Order for the Niobrara Formation.

3. On December 15, 2014, the Commission entered Order No. 535-597, which vacated two approximate 640-acre drilling and spacing units established by Order No. 535-2 for Sections 16 and 21, Township 10 North, Range 67 West, 6th P.M., for the production of oil, gas and associated hydrocarbons from the Codell Formation, established an approximate 1,280-acre drilling and spacing unit for the Application Lands, with up to four (4) horizontal wells within the unit, for the production of oil, gas and associated hydrocarbons from the Codell Formation. The Application Lands are subject to this Order for the Codell Formation.

4. The Codell and Niobrara Formations **underlie the Application Lands.**

5. To promote efficient drainage of the Codell and Niobrara Formations within the Application Lands and to avoid waste, the Commission should: (1) vacate Order No. 535-2 as it pertains to the Application Lands; and (2) modify Order No. 535-597 to include the Niobrara Formation **and allow** for a total of up to eight (8) wells within the 1,280-acre drilling and spacing unit covering the Application Lands in order to efficiently and economically recover oil, gas and associated hydrocarbons from the Codell and Niobrara Formations.

6. Applicant requests the surface location for each proposed horizontal well be located at a legal location in the above-described drilling and spacing unit or on adjacent lands. Applicant further requests that the 600 foot distance between the productive interval of each wellbore and the unit boundaries established in Order No. 535-597 be amended and that the productive interval of each wellbore be no closer than 600 feet from the east and west unit boundaries and no closer than 300 feet from the north and south unit boundaries.

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

8. 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., 507.b.1, and 507.b.5.

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 16th day of July, 2015, **amended August 5, 2015.**

Respectfully submitted,

WELBORN SULLIVAN MECK & TOOLEY, P.C.

By:  _____

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

Applicant's Address:

370 17th Street, Suite 5300
Denver, CO 80202

Attn: Drew Stout, Land Tech
Phone: 720.557.8325

VERIFICATION

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

Drew Stout, Land Tech with Extraction Oil & Gas, LLC, 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.

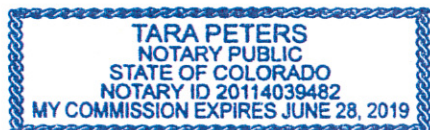
EXTRACTION OIL & GAS, LLC



Drew Stout, Land Tech

Subscribed and sworn to before me this 4th day of August, 2015, by Drew Stout, Land Tech for Extraction Oil & Gas, LLC.

Witness my hand and official seal.





Notary Public
My Commission Expires: 6/28/19

EXHIBIT A

INTERESTED PARTIES

Chesapeake Exploration, Inc.
PO Box 18496
Oklahoma City, OK 73154

OOGC America, Inc.
P.O. Box 4705, No. 25
Chaoyangmenbei Dajie, Dongcheng
District
Beijing, 100010, P.R. China

Rubicon Oil & Gas II, LP
508 West Wall Avenue, Suite 500
Midland, TX 79701

Lincoln Energy, LLC
1800 Glenarm Place, Ste. 703
Denver, CO 80202

Colorado State Land Board
1127 Sherman St., Suite 300
Denver, CO 80203

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

8 North, LLC
1888 Sherman St., Suite 200
Denver, CO 80203

Kenny Royalty Company, LLC
19 Old Town Square, Suite 238
Fort Collins, CO 80524

Platte River Energy, LLC
8038 E. Lehigh Dr.
Denver, CO 80237

Thomas Ranch, LLC
7900 Weld County Road 120
Carr, CO 80612

Richard S. Bishop
13622 Kingsride Ln.
Houston, TX 77079

CPX Piceance Holdings, LLC
500 Dallas St., Suite 1800
Houston, TX 77002

K. Denton Cranford
3707 Villa Pines Dr.
Kingwood, TX 77339

Freddie L. Daume
2414 Watts Rd.
Iowa Park, Texas 76367

Karen Rae Dawson
20806 Tallow View Lane
Cypress, Texas 77433

James H. Glanville
421 Buckingham Dr.
Houston, Texas 77024

William R. Glazner
3704 Garrott St.
Houston, Texas 77006

Erin K. Goerges
4265 San Felipe, Ste. 1100
Houston, Texas 77027

Ilene Governale
16714 Pine Castle Dr.
Houston, Texas 77095

Mitch W. Hale
5472 Lynbrook Dr.
Houston, Texas 77056

John C. Harms
5 Meadowbrook Rd.
Littleton, Colorado 80120

Hayes Revocable Trust
Michael & Kathryn Hayes, Co-Trustees
3608 Meadowridge Lane
Midland, Texas 79707

Edward A. Hirs III
6255 Burgoyne Rd.
Houston, Texas 77057

Ironhorse Resources, LLC
3773 Cherry Creek North Dr, Suite 575
Denver, Colorado 80209

Jamestown Resources, LLC
6100 North Western Avenue
Oklahoma City, Oklahoma 73118

William A. Kelly
2371 Lake Village Dr.
Kingwood, Texas 77339

Mary E. (Lisa) Lehman
1827 Grant St. #502
Denver, Colorado 80203

LRW Royalties, LLC
P.O. Box 440483
Houston, Texas 77244

Dan A. Magee
136 Thunder Rd.
Kerville, Texas 78028

Gary L. Price
P.O. Box 5945
Kingwood, Texas 77325

Randall B. Price
249 Northridge
New Braunfels, Texas 78132

Ben A. Reid
5071 Cedar Creek Dr.
Houston, Texas 77056

Jack Rosenthal
877 S. Pearl St.
Denver, Colorado 80209

Billy Shaw
2726 Bissonnet Suite 240 PMB 6
Houston, Texas 77005

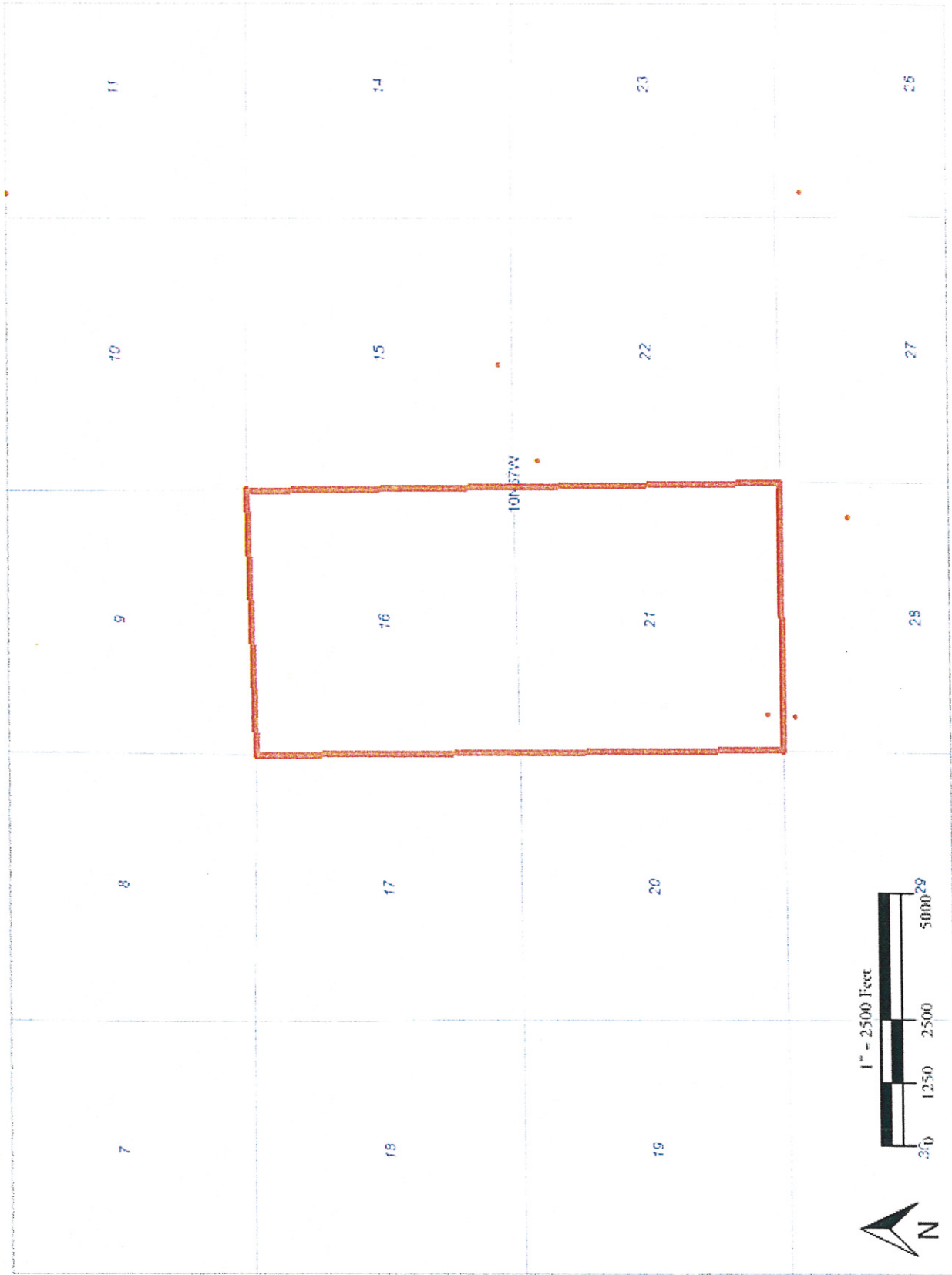
The Fendrich Family Partnership, L.P.
Attn: Harry Fendrich
28 Warren St.
Charleston, South Carolina 29403

The Fendrich Family Partnership, L.P.
Attn: Nancy Fendrich
28 Warren St.
Charleston, South Carolina 29403

The Fraser Ian Dawson Special Needs
Trust
11518 Shadow Way
Houston, Texas 77024

Willow Street Partners, LP
510 Bering St. #300
Houston, Texas 77057

Reference Map - Secs. 16 and 21, T10N, R67W, 6th P.M.



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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 7 August , 2015, 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 Exhibit A to the Application.

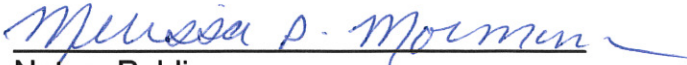


Joseph C. Pierzchala

Subscribed and sworn to before me August 11, 2015

Witness my hand and official seal.

MELISSA A. MORMAN
NOTARY PUBLIC
STATE OF COLORADO
NOTARY ID 19894012434
MY COMMISSION EXPIRES AUGUST 29, 2017



Notary Public
My commission expires: 8/29/2017