

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. 535-599 TO INCLUDE)
THE NIOBRARA FORMATION, ALLOW FOR)
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)
LANDS IN SECTIONS 7 AND 18, TOWNSHIP 10)
NORTH, RANGE 66 WEST, 6TH P.M., WELD)
COUNTY, COLORADO.)

Cause No. 535

Docket No. 150900543

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 (1) vacating Order No. 535-2 only as it pertains to the Application Lands, and (2) modifying Order No. 535-599 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 66 West, 6th P.M.

Section 7: All

Section 18: 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. 535-599, which vacated two approximate 640-acre drilling and spacing units established by Order No. 535-2 for Sections 7 and 18, Township 10 North, Range 66 West, 6th P.M., established an approximate 1,280-acre drilling and spacing unit for the Application Lands, for the production of oil, gas and associated hydrocarbons from the Codell Formation, and approved up to four (4) horizontal wells within the unit.

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. 535-599 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. 535-599 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.

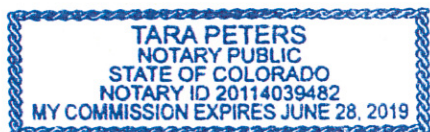
EXTRACTION OIL & GAS, LLC




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, LLC
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

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

Larry E. Seitz Revocable Trust
219 Palm Springs Ave.
Cheyenne, WY 82009

Stewart B. & Dana M. Sheldon
5023 Pawnee Dr.
Greeley, CO 80634

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 Colorado 80203

Centennial Mineral Holdings, LLC
5950 Cedar Springs Rd., Suite 200
Dallas, Texas 75235

David Allen Dayton
1995 W. Minnesota Ave.
Deland, Florida 32720

Michael S. Dayton
655 South Main St.
Roanoke, Indiana 46785

Arvid R. and Carol L. DePorter
14503 WCR 108
Nunn, Colorado 80648

Clint A. DePorter
12609 CR 120
Carr, Colorado 80612

Marylou Engler
8115 E. Bethany Pl.
Denver, Colorado 80231

EOG Resources, Inc.
P.O. Box 4362
Houston, Texas 77210

Ervis Baltus Dayton Rev Lvg Trust
Linda Mercurio/Valerie Haman,
Trustees
9100 Little River Airport Rd.
Little River, California 95456

Extraction Oil & Gas, LLC
370 17th Street, Suite 5300
Denver, Colorado 80202

Kansas 4-H Foundation
116 Umberger Hall, KSU
Manhattan, Kansas 66506

Buffalo Royalties, LLC
3 Herman Museum Circle Dr., Ste.
5312
Houston, Texas 77004

Dahlia Royalties, LLC
1720 South Bellaire St., Suite 1209
Denver, Colorado 80222

H & N Peterson Co.
12433 Aspen Way
Sterling, Colorado 80751

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

Kristen W. Kesterson
Route 1, Box 314
Bridgeport, Nebraska 69336

Marshall & Winston, Inc.
P.O. Box 50880
Midland, Texas 79710

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

Remington Family Trust
Susan LaBadie, Trustee
1112 Pine St.
Huntington Beach, California 92648

Rouse Farms, Co. LP
15627 WCR 108
Nunn, Colorado 80648

The Annabelle W. Simpson Trust
Annabelle Simpson, Trustee
1317 Lory St.
Ft. Collins, Colorado 80524

Tofte Energy Partners, LP
P.O. Box 4221
Casper, Wyoming 82604

Eric F. Walek
14442 County Road 15
Fort Morgan, Colorado 80701

Reference Map - Secs. 7 and 18, T10N, R66W, 6th P.M.



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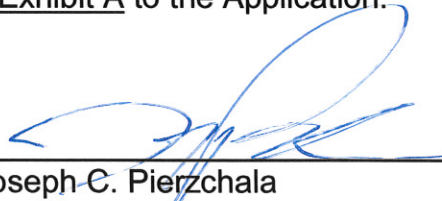
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AFFIDAVIT OF MAILING

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:

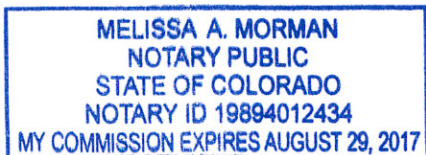
That I am the attorney for Extraction Oil & Gas, LLC and that on or before 7 August, 2015, I caused a copy of the attached **AMENDED** Application to be deposited in the United States mail, postage prepaid, addressed to the parties on the Exhibit A to the Application.




Joseph C. Pierzchala

Subscribed and sworn to before me August 11, 2015

Witness my hand and official seal.





Notary Public
My commission expires: 8/29/2017