

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 POOLING ALL )  
INTERESTS IN THE CODELL AND NIOBRARA )  
FORMATIONS IN THREE 640-ACRE )  
WELLBORE SPACING UNITS COVERING )  
CERTAIN LANDS IN SECTIONS 29, 30, 31 AND )  
32, TOWNSHIP 6 NORTH, RANGE 65 WEST, )  
6TH P.M., WATTENBERG FIELD, WELD )  
COUNTY, COLORADO. )

Cause No. 407  
Docket No. 160800336  
Type: POOLING

**AMENDED APPLICATION**

Extraction Oil & Gas, LLC ("Extraction" or "Applicant"), Operator No. 10459, by 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" or "COGCC") for an order pooling all interests in three approximate 640-acre wellbore spacing units ("WSU") established for S $\frac{1}{2}$ S $\frac{1}{2}$  of Sections 29 and 30, the N $\frac{1}{2}$ N $\frac{1}{2}$  of Sections 31 and 32, Township 6 North, Range 65 West, 6th P.M., Weld County, Colorado for the development and production of oil, gas and associated hydrocarbons from the Codell Formation in WSU No. 3 and the Niobrara Formation in WSU Nos. 1 and 2. In support thereof, the Applicant states as follows:

1. Applicant is a limited liability company duly authorized to conduct business in the State of Colorado.
2. Applicant owns a leasehold interest in the following lands ("Application Lands"):

Township 6 North, Range 65 West, 6th P.M.  
Section 29: S $\frac{1}{2}$ S $\frac{1}{2}$   
Section 30: S $\frac{1}{2}$ S $\frac{1}{2}$   
Section 31: N $\frac{1}{2}$ N $\frac{1}{2}$   
Section 32: N $\frac{1}{2}$ N $\frac{1}{2}$

Weld County, Colorado.

A reference map of the Application Lands is attached hereto.

1. Rule 318A.a.(4)D. provides, in relevant part, that where a drilling and spacing unit does not exist for a horizontal well, the horizontal wellbore spacing unit shall be comprised of the governmental quarter-quarter sections in which the wellbore lateral penetrates the productive formation as well as any governmental quarter-quarter sections that are located less than four

hundred sixty (460) feet from the portion of the wellbore lateral that penetrates the productive zone regardless of section or quarter section lines. Rule 318A.a.(4)D. further provides that a horizontal wellbore spacing unit may overlap portions of another horizontal wellbore spacing unit or other wellbore spacing unit designated in accordance with subsection a.(4)C. The Application Lands are subject to this Rule.

2. Applicant plans to drill and complete the following wells in individual wellbore spacing units covering the Application Lands in the corresponding formation:

- a. **WSU No. 1:** Wake North 1 well (API No. Pending). Estimated spud date third quarter 2016. Located 2,543 feet FSL and 2,168 feet FEL, Section 32 Township 6 North, Range 65 West, 6th P.M. to produce oil, gas and associated hydrocarbons from the Niobrara Formation;
- b. **WSU No. 2:** Wake North 2 well (API No. Pending). Estimated spud date third quarter 2016. Located 2,527 feet FSL and 2,168 feet FEL, Section 32 Township 6 North, Range 65 West, 6th P.M. to produce oil, gas and associated hydrocarbons from the Niobrara Formation; and
- c. **WSU No. 3:** Wake North 3 well (API No. Pending). Estimated spud date third quarter 2016. Located 2,511 feet FSL and 2,168 feet FEL, Section 32 Township 6 North, Range 65 West, 6th P.M. to produce oil, gas and associated hydrocarbons from the Codell Formation.

Hereinafter, the "Wells."

3. Pursuant to the relevant provisions of Section 34-60-116(6) & (7), C.R.S., and COGCC Rule 530, Applicant seeks an order pooling all interests in the Application Lands for the development and operation of the Codell Formation in WSU No. 3 and the Niobrara Formation in WSU Nos. 1 and 2.

4. Applicant certifies that, at least thirty-five (35) days prior to the date of the scheduled protest deadline for this **AMENDED** Application, each owner which Applicant was able to locate, not already leased or voluntarily pooled, will be provided with the well proposals and information required by Rule 530 and tendered a reasonable offer to lease (if an unleased mineral owner), or participate and bear costs associated with the drilling and completion of the Wells.

5. Applicant requests that a pooling order be entered as a result of this **AMENDED** Application and that it be made effective as of the earlier of the date of this **AMENDED** Application, or the date costs specified in Section 34-60-116(7)(b)(II), C.R.S., are first incurred for the drilling of the wells in the Codell Formation in WSU No. 3 and the Niobrara Formation in WSU Nos. 1 and 2.

6. The granting of this **AMENDED** Application would be in accord with the Oil and Gas Conservation Act, found at Section 34-60-101, *et seq.*, C.R.S., and Commission rules.

7. The names and addresses of the interested parties (persons who own an interest in the mineral estate of the tracts to be pooled, except owners of overriding royalty interest) are attached hereto and marked Exhibit A. Applicant certifies that copies of **the Application were** served on all locatable interested parties within seven (7) days of the date **thereof**, as required by Commission Rule 507.b.(2), and that at least thirty-five (35) days prior to the date of the scheduled protest deadline for this **AMENDED** Application, each such owner not already leased or voluntarily pooled will be offered the opportunity to lease, or to participate in the drilling of the Wells, and will be provided with the information required by Rule 530.

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:

A. Pooling all interests in the Application Lands for the development and operation of the Codell Formation in WSU No. 3 and the Niobrara Formation in WSU Nos. 1 and 2.

B. Providing that the pooling order is made effective as of the date of this **AMENDED** Application, or the date that the costs specified in Section 34-60-116(7)(b)(II), C.R.S., are first incurred for the drilling of a well in the Codell Formation in WSU No. 3 and the Niobrara Formation in WSU Nos. 1 and 2, on the Application Lands, whichever is earlier;

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 authorized wells, are pooled by operation of statute, pursuant to Section 34-60-116(7), C.R.S., and made subject to the cost recovery provisions thereof;

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

Dated this 18<sup>th</sup> day of **July**, 2016

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

By: \_\_\_\_\_

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

Applicant's Address:  
370 17<sup>th</sup> Street, Suite 5400  
Denver, CO 80202

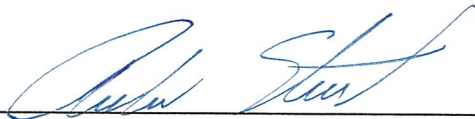
Attn: Drew Stout, Landman  
Phone: 720-557-8325

VERIFICATION

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

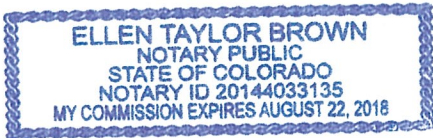
Drew Stout, Landman with Extraction Oil & Gas, LLC, upon oath deposes and says that he has read the foregoing **AMENDED** Application and that the statements contained therein are true to the best of his knowledge, information and belief.

EXTRACTION OIL & GAS, LLC

  
\_\_\_\_\_  
Drew Stout, Landman

Subscribed and sworn to before me this 19<sup>th</sup> day of **July**, 2016 by Drew Stout, Landman for Extraction Oil & Gas, LLC.

Witness my hand and official seal.




  
\_\_\_\_\_  
Notary Public  
My Commission Expires: August 22, 2018

EXHIBIT A

WAKE PSU #1

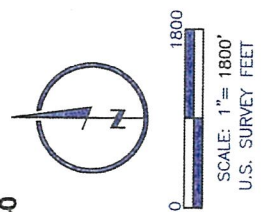
Bayswater Blenheim  
Holdings II, LLC  
Bayswater Exploration &  
Production LLC  
Benjamin P. Gomez and  
Amparo T. Gomez  
Betty Walpole Menard  
CARBODY, LLC  
Carole T. Hummel Properties  
I, LLC  
Caspian Holdings LLC  
Archdiocese of Denver, Inc.  
Charles L. Johnson  
CHARLES W. & MARGARET  
BLISS  
Colorado Department of  
Transportation  
Countryside, Inc.  
D & B HUNGENBERG  
INVESTMENTS LLC 20%  
UND  
DIANA TROUDT (50%)  
Diane Floyd  
Donald E. Schwartz and  
Maxine A. Schwartz  
Donovan Olson and Sharon  
Olson  
Estate of Linda Bouse  
Estate of Robert L. Lundin  
Extraction Oil & Gas, LLC  
GIBBS JAMES G  
GIBBS JAMES GORDON  
GIBBS MINERALS, LLC  
GREELEY LAND FUND LLC  
Harvey Rathbun and  
Charmaine Rathbun  
Hazel I. McDaniel  
Herbert Holdings, LLLP  
Hilda L. Willis  
HOSHIKO FARMS LLC  
Howard Williams and Cheryl  
Williams  
HUNGENBERG GROUP  
FARMS LLLP  
HUNGENBERG UH FARMS  
LLLP  
HUNGENBERG  
INVESTMENTS LLC  
HUNGENBERG UH FARMS  
LLLP (25%)

INCLINE NIOBRARA  
PARTNERS  
J Quarter Mineral Co. LLC  
J. PATRICK HARE LLC  
J2 MINERAL, LLC  
JAE PROPERTIES  
COLORADO LLC  
Janis C. Demuth  
JERRY & CAROLYN ISBELL  
INC  
Jim D. Humphrey  
Joyce E. Nelson  
Julia Alicia Ordonez Walpole  
Karen Pinkall  
KING CHRISTOPHER  
KING HOLLY S  
LJC Properties LLC  
Louise O'Brien Hill  
MONAGO OPERATING  
MONFORT OF COLORADO,  
INC.  
MONSON BROS  
MORO FARMS  
Noble Energy, Inc.  
NORTH COLORADO  
MEDICAL CENTER  
Ole, LLC  
Otto Romaine Christensen  
PDC Energy, Inc.  
PRODUCERS LIVESTOCK  
MARKETING ASSOC  
Richard John Quaco and  
Mary L. Quaco  
RICHARD WILLIAM  
COOPER, LLC  
Richmark Energy Partners,  
LLC  
Robert G. Christensen  
Ruth M. Wilson  
Ruth Walpole Thompson  
SALAZAR JOSE A JR  
Estate of Eric Eugene Lundin  
Tad Martin  
Tanya Lynette Chaka  
Thomas James Flower and  
Casandra Renouf Flower  
THOMAS R. TROUDT  
Todd Family Partnership,  
L.P.  
Travis Jay Chaka

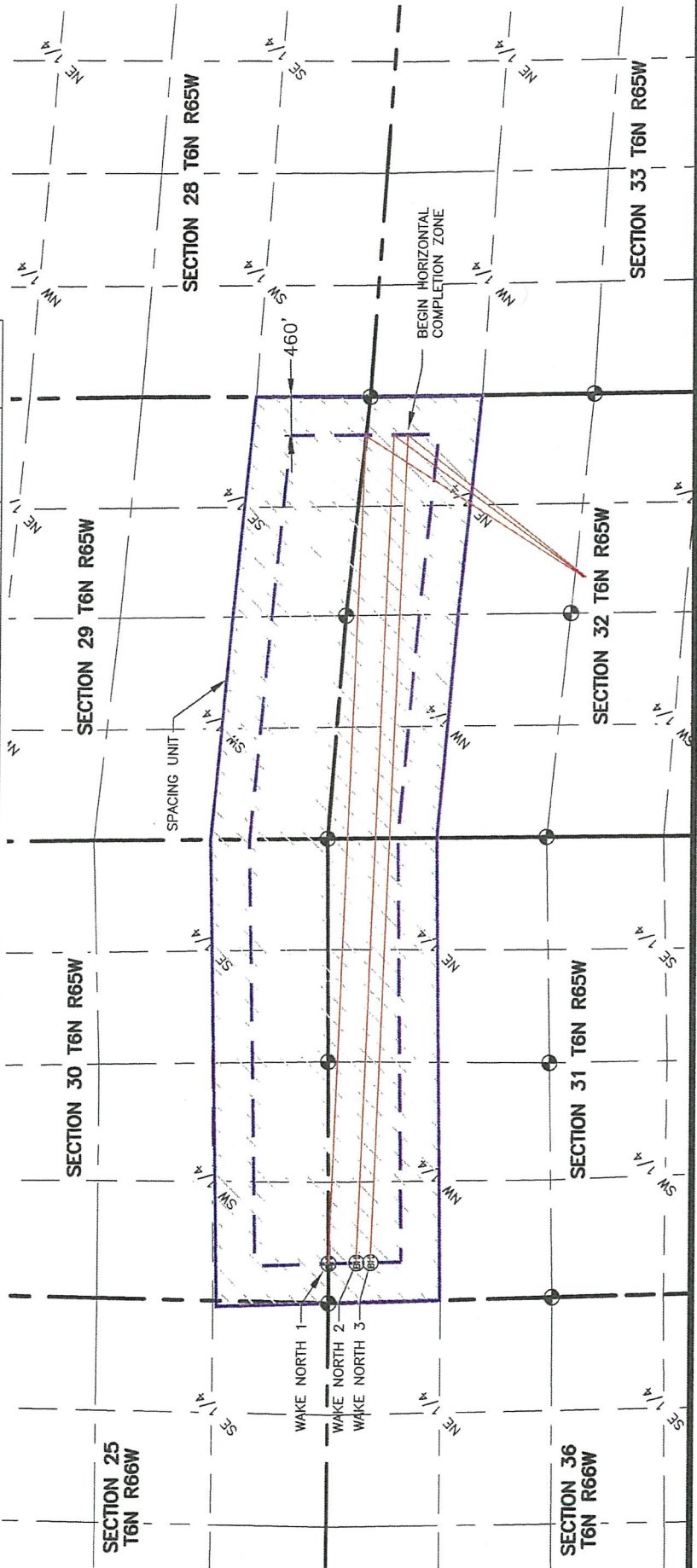
UNION PACIFIC RAILROAD  
COMPANY  
United States of America  
WELD COUNTY  
Wendy Baker Trust  
William C. Hann and Angela  
J. Hann  
William H. Bostrom

SPACING UNIT: S/2 S/2 SEC 30, S/2 S/2 SEC 29, N/2 N/2 SEC 31, N/2 N/2 SEC 32 T6N, R65W UNIT ACREAGE: 640

NAME: WAKE NORTH PSU 1



WELL NAME	SURFACE LOCATION			LANDING POINT/BEGIN HORIZONTAL COMPLETION ZONE			BOTTOM HOLE/END HORIZONTAL COMPLETION ZONE			COMPLETION ZONE BEARING	COMPLETION ZONE LENGTH
	DIST.	DIR.	FSL	DIST.	DIR.	FEL	DIST.	DIR.	FNL		
WAKE NORTH 1	2543'	FSL	2168'	0'	FEL	460'	0'	FNL	460'	S87°44'48"E	9779.01'
WAKE NORTH 2	2527'	FSL	2168'	328'	FEL	460'	331'	FNL	460'	S87°44'48"E	9775.26'
WAKE NORTH 3	2511'	FSL	2168'	492'	FEL	460'	496'	FNL	460'	S87°44'48"E	9773.38'



**LEGEND**

- ALLOT CORNER
- BOTTOM HOLE
- COMPUTED FROM GLO RECORDS
- SECTION LINE
- QUARTER SECTION LINE
- SIXTEENTH LINE
- UNION COLONY CORNER
- COMPUTED ALIQUOT CORNER FROM MONUMENT ACCESSORIES

PROPOSED SPACING UNIT  
WAKE NORTH 32-K

surface - location  
NW/4, SW/4, SEC 32 T6N  
North.dwg R65W

4715 Innovation Drive 970.226.0342 | P  
Fort Collins, CO 80525 970.226.0879 | F  
www.LRA-Inc.com

**LAMP RYNEARSON & ASSOCIATES**

drawn by JMC	date 6/13/2016	cogcc id	project - task number 0215045.01	book and page MRI 4/25
path\filename P:\_Engineering\0215045.01 Wake North 32-K\DRAWINGS\EXHIBITS\0215045.01 PSU North.dwg				

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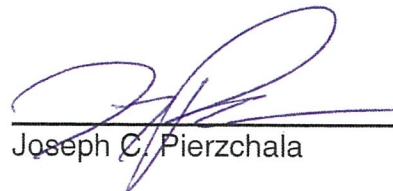
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AND NIOBRARA FORMATIONS IN THREE 640- )	Docket No. 160800336
ACRE WELLBORE SPACING UNITS )	
COVERING CERTAIN LANDS IN SECTIONS 29, )	Type: POOLING
30, 31 AND 32, TOWNSHIP 5 NORTH, RANGE )	
65 WEST, 6TH P.M., WATTENBERG FIELD, )	
WELD COUNTY, COLORADO. )	

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 July 8, 2016, I caused a copy of the attached Application to be deposited in the United States mail, postage prepaid, addressed to the parties listed on Exhibit A to the Application.

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

Subscribed and sworn to before me July 8, 2016

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