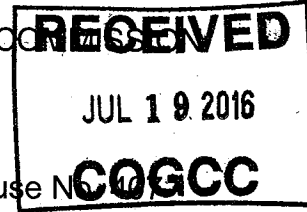


BEFORE THE OIL AND GAS CONSERVATION COMMISSION
OF THE STATE OF COLORADO



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 SIX 640-ACRE WELLBORE)
SPACING UNITS COVERING CERTAIN LANDS)
IN SECTIONS 31 AND 32, TOWNSHIP 6)
NORTH, RANGE 65 WEST, 6TH P.M.,)
WATTENBERG FIELD, WELD COUNTY,)
COLORADO.)

Cause No. **COGCC**
Docket No. 160800337
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 six approximate 640-acre wellbore spacing units ("WSU") established for the N½ 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 Nos. 3 and 6 and in the Niobrara Formation in WSU Nos. 1, 2, 4 and 5. 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 31: N½
Section 32: N½

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 4 well (API No. Pending). Estimated spud date third quarter 2016. Located 2,495 feet FSL and 2,169 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 5 well (API No. Pending). Estimated spud date third quarter 2016. Located 2,479 feet FSL and 2,169 feet FEL, Section 32 Township 6 North, Range 65 West, 6th P.M. to produce oil, gas and associated hydrocarbons from the Niobrara Formation;
- c. **WSU No. 3:** Wake North 6 well (API No. Pending). Estimated spud date third quarter 2016. Located 2,463 feet FSL and 2,169 feet FEL, Section 32 Township 6 North, Range 65 West, 6th P.M. to produce oil, gas and associated hydrocarbons from the Codell Formation;
- d. **WSU No. 4:** Wake North 7 well (API No. Pending). Estimated spud date third quarter 2016. Located 2,447 feet FSL and 2,170 feet FEL, Section 32 Township 6 North, Range 65 West, 6th P.M. to produce oil, gas and associated hydrocarbons from the Niobrara Formation;
- e. **WSU No. 5:** Wake North 8 well (API No. Pending). Estimated spud date third quarter 2016. Located 2,431 feet FSL and 2,170 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
- f. **WSU No. 6:** Wake North 9 well (API No. Pending). Estimated spud date third quarter 2016. Located 2,416 feet FSL and 2,171 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 Nos. 3 and 6 and in the Niobrara Formation in WSU Nos. 1, 2, 4 and 5.

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 the Codell Formation in WSU Nos. 3 and 6 and in the Niobrara Formation in WSU Nos. 1, 2, 4 and 5.

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 Nos. 3 and 6 and in the Niobrara Formation in WSU Nos. 1, 2, 4 and 5.

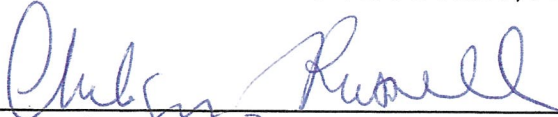
B. Providing that the pooling order is made effective as of the date of the original Application, or the date that the costs specified in Section 34-60-116(7)(b)(II), C.R.S., are first incurred for the drilling of a well in the Codell Formation in WSU Nos. 3 and 6 and in the Niobrara Formation in WSU Nos. 1, 2, 4 and 5, 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 18th 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 17th 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.

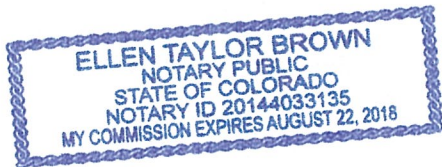
EXTRACTION OIL & GAS, LLC




Drew Stout, Landman

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

Witness my hand and official seal.





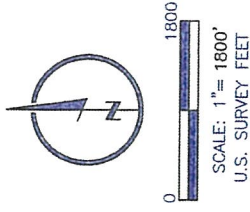
Notary Public
My Commission Expires: 8/22/18

EXHIBIT A

WAKE PSU 2

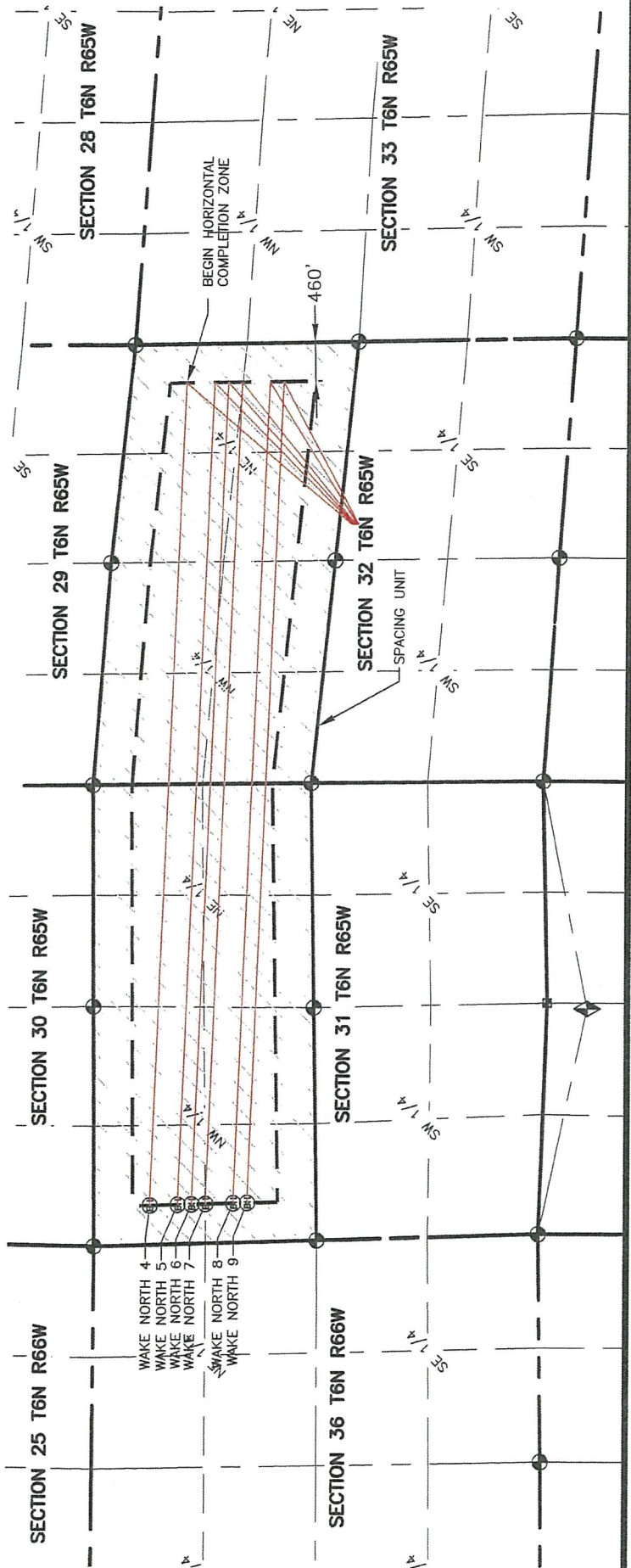
3 J Farms LLLP
Archdiocese of Denver, Inc.
Bayswater Blenheim
Holdings II, LLC
Bayswater Exploration &
Production LLC
Benjamin P. Gomez and
Amparo T. Gomez
Betty Walpole Menard
BUCKLEN EQUIPMENT CO
Carole T. Hummel Properties
I, LLC
Carolyn Bethanna Thompson
Hammen
Caspian Holdings LLC
Charles L. Johnson
Clifton Edward Thompson
Colorado Department of
Transportation
Countryside, Inc.
David W. Dahley and Linda
K. Faaborg
Diane Floyd
Donald E. Schwartz and
Maxine A. Schwartz
Donald L. Brazelton and
Carolyn J. Brazelton
Donovan Olson and Sharon
Olson
Estate of Eric Eugene Lundin
Estate of Linda Bouse
Estate of Robert L. Lundin
Extraction Oil & Gas, LLC
Greeley Holdings I, LLC
Harvey Rathbun and
Charmaine Rathbun
Hazel I. McDaniel
Herbert Holdings, LLLP
Hilda L. Willis
Howard Williams and Cheryl
Williams
INCLINE NIOBRARA
PARTNERS
J Quarter Mineral Co. LLC
James L. Carter
Janis C. Demuth
Jeremiah Bullard
Jim D. Humphrey
Joe F. Thompson
Joyce E. Nelson
Julia Alicia Ordonez Walpole

Karen Pinkall
Kerr-McGee Oil & Gas
Onshore LP
Larry Schupbach
LJC Properties LLC
Louise O'Brien Hill
MONAGO OPERATING
MONFORT OF COLORADO,
INC.
Myrtle H. Thompson
Noble Energy, Inc.
NORTH COLORADO
MEDICAL CENTER
Ole, LLC
Otto Romaine Christensen
PDC Energy, Inc.
R.G. and L.E. Christensen
Revocable Trust
RA Resources, Inc.
Richard John Quaco and
Mary L. Quaco
Richmark Energy Partners,
LLC
Robert G. Christensen
Ronald A. Brungardt and
Ruth Brungardt
Russel Lawrence Thompson
Ruth M. Wilson
Ruth Walpole Thompson
Stephen Paul Fisher and
Joleta Fisher
Swift Beef Company
Tad Martin
Tanya Lynette Chaka
Thomas Flower and
Casandra Flower
Todd Family Partnership,
L.P.
Travis Jay Chaka
Tri-State Commodities
TRP3, LLC
United States of America
WELD COUNTY
Weld County Bi-Products,
Inc.
Wendy Baker Trust
William C. Hann and Angela
J. Hann
William H. Bostrom



NAME: WAKE NORTH PSU 2
 SPACING UNIT: N/2 SEC 31, N/2 SEC 32, T6N, R65W; UNIT ACREAGE: 640

WELL NAME	SURFACE LOCATION			LANDING POINT/BEGIN HORIZONTAL COMPLETION ZONE			BOTTOM HOLE/END HORIZONTAL COMPLETION ZONE			COMPLETION ZONE BEARING	COMPLETION ZONE LENGTH				
	DIST.	DIR.	DIST.	DIR.	DIST.	DIR.	DIST.	DIR.	DIST.			DIR.			
WAKE NORTH 4	2495'	FSL	2169'	FEL	656'	FNL	460'	FEL	662'	FNL	460'	FWL	460'	887'44'48"E	9771.50'
WAKE NORTH 5	2479'	FSL	2169'	FEL	984'	FNL	460'	FEL	992'	FNL	460'	FWL	460'	887'44'48"E	9767.75'
WAKE NORTH 6	2463'	FSL	2169'	FEL	1148'	FNL	460'	FEL	1158'	FNL	460'	FWL	460'	887'44'48"E	9765.87'
WAKE NORTH 7	2447'	FSL	2170'	FEL	1312'	FNL	460'	FEL	1323'	FNL	460'	FWL	460'	887'44'48"E	9763.99'
WAKE NORTH 8	2431'	FSL	2170'	FEL	1640'	FNL	460'	FEL	1654'	FNL	460'	FWL	460'	887'44'48"E	9760.24'
WAKE NORTH 9	2416'	FSL	2171'	FEL	1804'	FNL	460'	FEL	1819'	FNL	460'	FWL	460'	887'44'48"E	9758.36'



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

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 6/15/16 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 CENTRAL NORTH.dwg 6/15/2016 9:40:23 AM KEVIN WISE, LAMP RYNEARSON & ASSOCIATES

surface - location NW/4, SW/4, SEC 32 T6N CENTRAL NORTH.dwg

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

IN THE MATTER OF THE APPLICATION OF)	
EXTRACTION OIL & GAS, LLC FOR AN ORDER)	Cause No. 407
POOLING ALL INTERESTS IN THE CODELL)	
AND NIOBRARA FORMATIONS IN SIX 640-)	Docket No. 160800337
ACRE WELLBORE SPACING UNITS)	
COVERING CERTAIN LANDS IN SECTIONS 31)	Type: POOLING
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:

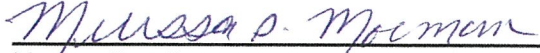
That I am the attorney for Extraction Oil & Gas, LLC and that on or before July 8, 2016, I caused a copy of the attached Application to be deposited in the United States mail, postage prepaid, addressed to the parties listed on Exhibit A to the Application.



 Joseph C. Pierzchala

Subscribed and sworn to before me July 8, 2016

Witness my hand and official seal.



 Notary Public
 My commission expires: 8/29/2017

