

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 S1/2S1/2 of Sections 29 and 30, the N1/2N1/2 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: S1/2S1/2
Section 30: S1/2S1/2
Section 31: N1/2N1/2
Section 32: N1/2N1/2

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 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.
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Denver, CO 80202
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jpierzchala@wsmtlaw.com
crussell@wsmtlaw.com

Applicant's Address:
370 17th Street, Suite 5400
Denver, CO 80202

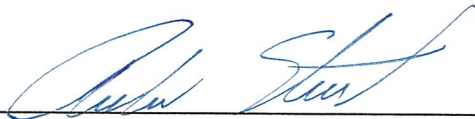
Attn: Drew Stout, Landman
Phone: 720-557-8325

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.

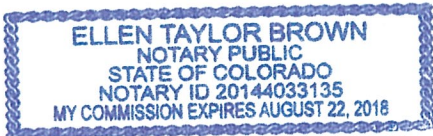
EXTRACTION OIL & GAS, LLC




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: August 22, 2018

EXHIBIT A

WAKE PSU #1

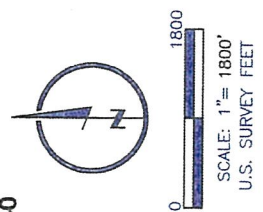
Bayswater Blenheim
Holdings II, LLC
Bayswater Exploration &
Production LLC
Benjamin P. Gomez and
Amparo T. Gomez
Betty Walpole Menard
CARBODY, LLC
Carole T. Hummel Properties
I, LLC
Caspian Holdings LLC
Archdiocese of Denver, Inc.
Charles L. Johnson
CHARLES W. & MARGARET
BLISS
Colorado Department of
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

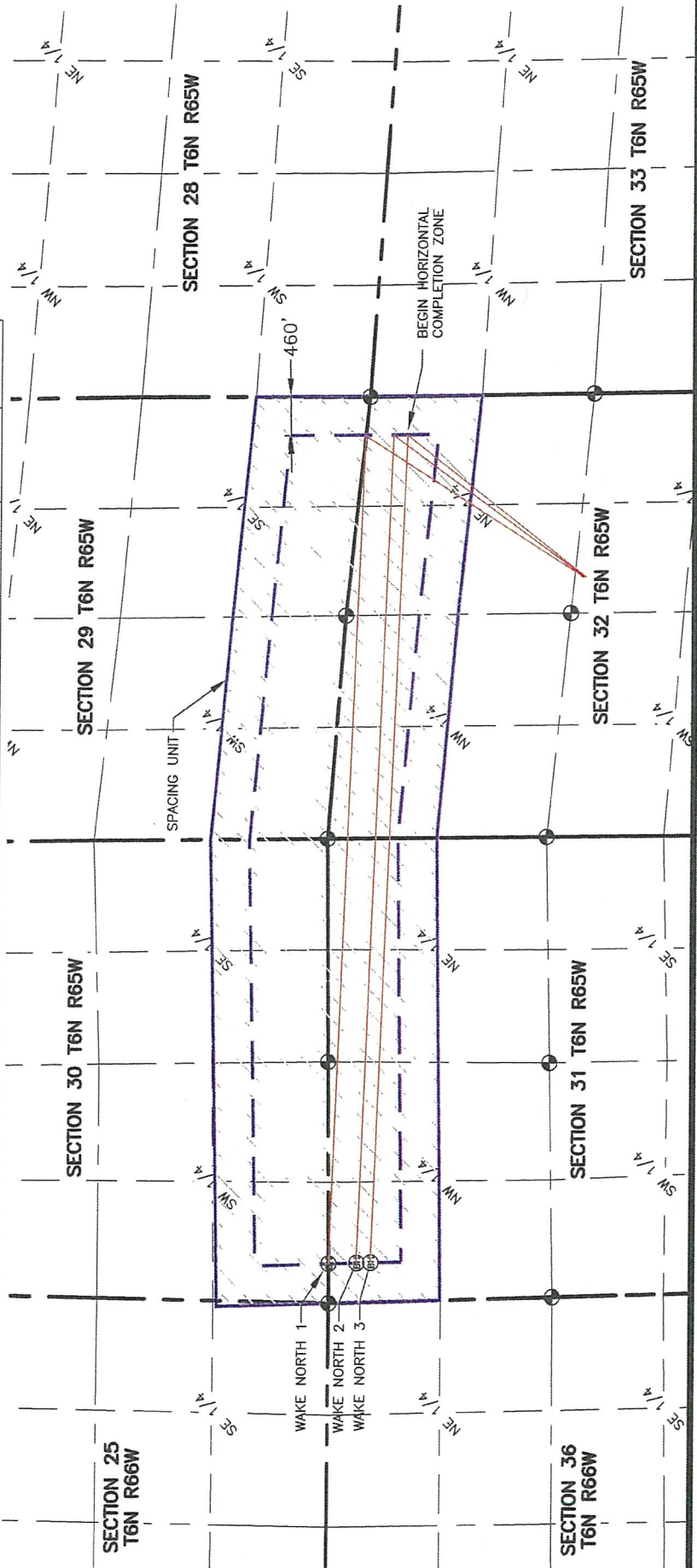
UNION PACIFIC RAILROAD
COMPANY
United States of America
WELD COUNTY
Wendy Baker Trust
William C. Hann and Angela
J. Hann
William H. Bostrom

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

LAMP RYNEARSON & ASSOCIATES

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

drawn by JMC date 6/13/2016
path filename P:\Engineering\0215045-01 Wake North 32-K\DRAWINGS\EXHIBITS\0215045-01 PSU North.dwg

project - task number 0215045.01
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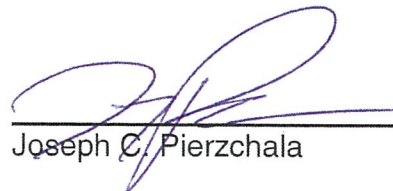
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EXTRACTION OIL & GAS, LLC FOR AN ORDER)	Cause No. 407
POOLING ALL INTERESTS IN THE CODELL)	
AND NIOBRARA FORMATIONS IN THREE 640-)	Docket No. 160800336
ACRE WELLBORE SPACING UNITS)	
COVERING CERTAIN LANDS IN SECTIONS 29,)	Type: POOLING
30, 31 AND 32, 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