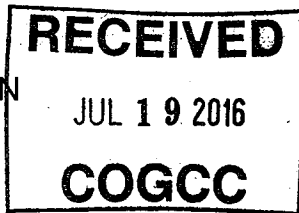


BEFORE THE OIL AND GAS CONSERVATION COMMISSION
OF THE STATE OF COLORADO



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. 407

Docket No. 160800339

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 S½ 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. 4 and the Niobrara Formation in WSU Nos. 1, 2, 3, 5 and 6. 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: S½

Section 32: S½

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 16 well (API No. Pending). Estimated spud date third quarter 2016. Located 2,304 feet FSL and 2,173 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 17 well (API No. Pending). Estimated spud date third quarter 2016. Located 2,288 feet FSL and 2,173 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 18 well (API No. Pending). Estimated spud date third quarter 2016. Located 2,272 feet FSL and 2,174 feet FEL, Section 32 Township 6 North, Range 65 West, 6th P.M. to produce oil, gas and associated hydrocarbons from the Niobrara Formation;
- d. **WSU No. 4:** Wake North 19 well (API No. Pending). Estimated spud date third quarter 2016. Located 2,256 feet FSL and 2,174 feet FEL, Section 32 Township 6 North, Range 65 West, 6th P.M. to produce oil, gas and associated hydrocarbons from the Codell Formation;
- e. **WSU No. 5:** Wake North 20 well (API No. Pending). Estimated spud date third quarter 2016. Located 2,240 feet FSL and 2,174 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 32 well (API No. Pending). Estimated spud date third quarter 2016. Located 2,224 feet FSL and 2,174 feet FEL, Section 32 Township 6 North, Range 65 West, 6th P.M. to produce oil, gas and associated hydrocarbons from the Niobrara Formation.

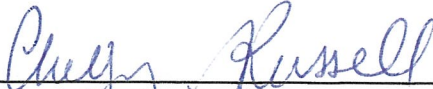
Hereinafter, the "Wells."

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

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

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

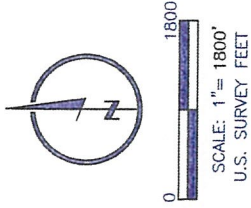
EXHIBIT A

WAKE PSU 4

Richard M. McNamara and Moira L. McNamara 1993 Trust
21st Century Investments
3 J Farms LLLP
414 LLC
Agapito F. Longoria
Alondra Cuevas-Sotelo
Anthony Castillo
Antonio Delacruz and Virginia Delacruz, as joint tenants
Bayswater Blenheim Holdings II, LLC
Bayswater Exploration & Production LLC
BKL Properties, LLC
BUCKLEN EQUIPMENT CO INC
BUCKLEN LORI P (50%)
BUCKLEN MICHAEL A
BUCKLEN RANDAL K (50%)
BUCKLEN RICHARD F LIVNG TRUST (50%)
BUCKLEN SUEAN M MARITAL TRUST (50%)
Caroline E. Meisner
Carolyn Bethanna Thompson Hammen
Cipriano Euresti and Janie Euresti, as joint tenants
City of Greeley
Clifton Edward Thompson Colorado Department of Transportation
COWAN BARBARA J (50%)
COWAN GREGORY
COWAN RALPH A (50%)
Cynthia Ann Babish
D.R. Precision, LLC
DAY MICHAEL A
DIENGDOH ABSTAR R
Duran Enterprises, LLC
Eckrich Investment, LLC
Edith Wellington Trust, Evelyn K. Stampley as Trustee
ELLIOT DONALD A
Extraction Oil & Gas, LLC
Gary J. Arnold and Susan J. Arnold
GILLETTE BRIAN C (REMAINDER)
GILLETTE DONALD W (BN) (LIFE ESTATE)
GRAVES RONALD E
Greeley Holdings I, LLC
Greeley Urban Renewal Authority
GUTIERREZ INEZ (50%)
GUTIERREZ PEDRO R (50%)
Hall BCE, LLC
HATTON MICHELE MAE
Hector R. Cuellar
HELDT DOUGLAS
INCLINE NIOBRARA PARTNERS
INTULAKSANA JENNIFER B
INTULAKSANA VERAWAT
Iris I. Hughes, life tenant
Remainderman: William H. Hughes
James H. Reeves and Mary Elizabeth Reeves, as joint tenants
Jesus M. Diaz and Estela Diaz, as joint tenants
Jim Ellis
Joe F. Thompson

John D. Shimek
Juan D. Trujillo and Brenda L. Trujillo, as joint tenants
KAPCO Investments L.L.C.
Kerr-McGee Oil & Gas Onshore LP
La Casa Rosa, Ltd.
Larry Schupbach
LEMLEY MONTY R
Mabel Ann Blackwell
Manuel Tapia
Maria Luisa Millan Pineda
Marion F. Cruz and Helen Cruz, as joint tenants
Marion L. Richter
Mary Gonzalez
MAY JUDY (50%)
MAY RONNIE D (50%)
MENDOZA JESUS BERNARDO (50%)
MENDOZA MARY LINDA (50%)
Mineral Resources, Inc.
Myrtle H. Thompson
N&M Properties, Inc.
Nancy Bonar
NOBLÉ ENERGY INC
Ole, LLC
Palermo BCE, LLC
PERKINS NICO
Public Service Company of Colorado
Ramon Flores and Claudia Flores, as joint tenants
Ramona Tapia
Richard Bonar
Richardson Consolidated, Inc.
Richmark Energy Partners, LLC
Rita S. Erland
Russel Lawrence Thompson
Shirley Martinez
Shirley Ness
Sisto Gonzales and Mercy A. Gonzales, as joint tenants
Stacy Green
Swift Beef Company
Thermo Greeley, L.L.C.
Thompson Garage Doors
Tina C. Longoria
TREJO WILLIAM R
United States of America
Viola Martinez
We Buy and Sell Lease, LLC
WELD COUNTY
WELD COUNTY ENGINEERING
WELD FOOD BANK
WINTER TERRY L (REMAINDER)
YOUNGWIRTH EULA VON
YOUNGWIRTH JAMES G
Zabka Farms, Inc.

NAME: WAKE NORTH PSU 4
SPACING UNIT: S/2 SEC 31, S/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.	DIR.	DIST.	DIR.	DIR.	DIST.	DIR.	DIR.						
WAKE NORTH 16	2304'	FSL	2173'	FEL	1951'	FSL	460'	FEL	1991'	FSL	460'	FWL	874.81'	S87°44'48"E	9741.81'
WAKE NORTH 17	2288'	FSL	2173'	FEL	1622'	FSL	460'	FEL	1660'	FSL	460'	FWL	8738.24'	S87°44'48"E	9738.24'
WAKE NORTH 18	2272'	FSL	2174'	FEL	1392'	FSL	460'	FEL	1430'	FSL	460'	FWL	9735.75'	S87°44'48"E	9735.75'
WAKE NORTH 19	2256'	FSL	2174'	FEL	1228'	FSL	460'	FEL	1265'	FSL	460'	FWL	9733.95'	S87°44'48"E	9733.95'
WAKE NORTH 20	2240'	FSL	2174'	FEL	1064'	FSL	460'	FEL	1100'	FSL	460'	FWL	9732.12'	S87°44'48"E	9732.12'
WAKE NORTH 21	2224'	FSL	2175'	FEL	735'	FSL	460'	FEL	771'	FSL	460'	FWL	9728.45'	S87°44'48"E	9728.45'



LEGEND

- ◆ ALIQUOT 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 surface - location NW/4, SW/4, SEC 32 T6N

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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. 160800339
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:

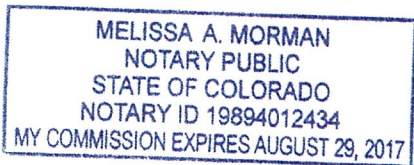
That I am the attorney for Extraction Oil & Gas, LLC and that on or before July 8, 2016, I caused a copy of the attached Application to be deposited in the United States mail, postage prepaid, addressed to the parties listed on Exhibit A to the Application.

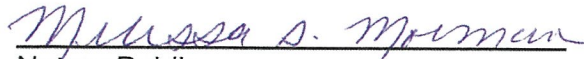


 Joseph C. Pierzchala

Subscribed and sworn to before me July 8, 2016

Witness my hand and official seal.





 Notary Public
 My commission expires: 8/29/2017