

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 THREE 640-) Docket No. 160800340
ACRE WELLBORE SPACING UNITS)
COVERING CERTAIN LANDS IN TOWNSHIPS) Type: POOLING
5 AND 6 NORTH, RANGE 65 WEST, 6TH P.M.,)
WATTENBERG FIELD, WELD COUNTY,)
COLORADO.)

AMENDED APPLICATION

Extraction Oil & Gas, LLC ("Extraction" or "Applicant"), Operator No. 10459, by its attorneys, Welborn Sullivan Meck & Tooley, P.C., respectfully submits this 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 the N1/2N1/2 of Sections 5 and 6, Township 5 North, Range 65 West, 6th P.M. and S1/2S1/2 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 Nos. 1 and 3 and the Niobrara Formation in WSU No. 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 5 North, Range 65 West, 6th P.M.
Section 5: N1/2N1/2
Section 6: N1/2N1/2

Township 5 North, Range 65 West, 6th P.M.
Section 31: S1/2S1/2
Section 32: S1/2S1/2

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 22 well (API No. Pending) with an estimated spud date third quarter 2017, to produce oil, gas and associated hydrocarbons from the Codell Formation;
- b. **WSU No. 2:** Wake North 23 well (API No. Pending) with an estimated spud date third quarter 2017, to produce oil, gas and associated hydrocarbons from the Niobrara Formation; and
- c. **WSU No. 3:** Wake North 24 well (API No. Pending) with an estimated spud date third quarter 2017, 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. 1 and 3 and the Niobrara Formation in WSU No. 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, **was** 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.

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 the **Amended** Application, each such owner not already leased or voluntarily pooled **was** offered the opportunity to lease, or to participate in the drilling of the Wells, and **was** 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. 1 and 3 and the Niobrara Formation in WSU No. 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 Nos. 1 and 3 and the Niobrara Formation in WSU No. 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 14th day of September, 2016

Respectfully submitted,

By: 

Stephen J. Sullivan
Joseph C. Pierzchala
Welborn Sullivan Meck & Tooley, P.C.
Attorney for Applicant
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Denver, CO 80202
303-830-2500
ssullivan@wsmtlaw.com
jpierzchala@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 Application and that the statements contained therein are true to the best of his knowledge, information and belief.

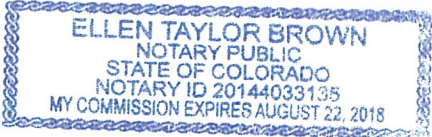
EXTRACTION OIL & GAS, LLC



Drew Stout, Landman

Subscribed and sworn to before me this 19th day of September, 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 5

Viola Martinez
HSBC Bank USA National
Association as Trustee And for
Deutsche ALT-A Securitys
Mortgage Loan Trust
Good Samaritan Housing Inc
Union Pacific Railroad Company
Birmingham Corporation
Colorado Joe LLC
BNSF Railway Company
John P Allen And Toni L Dengler
KRL Black River Royalty
Ryland Royalty
Walter L Farrington III
Westco Family Limited
Partnership
Farrington Children's Trust,
Walter L Farrington Jr, Trustee
Patricia H Farrington Trust,
Patricia H Farrington, Trustee
Walter L Farrington Jr
Comanche Enterprises Inc
Daniel M Leonard
Laura Elizabeth Leonard
Insurance Trust
Lennan Main Ltd
Louise Keffler
O Paul Leonard III
Larry Schupbach
Fougasse Ventures LLC
Earl F Douglass Roofing Co.
Hector R. Cuellar
GAS Minerals LLC
Greeley Holdings I, LLC
Log Cabin Ventures
Trinity Resources LLC
Louis E Warner
Tall Grass Energy LLC
Nancy Bonar
Richard Bonar
Kerr-McGee Oil & Gas Onshore
LP
Extraction Oil & Gas, LLC
Eckrich Investment, LLC
Rockies Minerals Acquisitions
LLC
Colorado Department of
Transportation
Hall BCE, LLC
Palermo BCE LLC And Hall BCE
LLC And Land Title Exchange
Corp As Intermediary
Fabian Delgado and Martha
Delgado
Actarus LLC
Anthony Estrada and Elizabeth
K Chaulk
KAPCO Investments L.L.C.
Washington Properties IV, LLC
We Buy and Sell Lease, LLC

Greeley's Reliable Used
Motorcycle Parts and Service,
LLC
Adolph L Duran
Richard Cawley Appar as
Windup Agent for Clayton
Investment Properties
Brady Rentals, LLC
Guillermo Hernandez And Silvia
Hernandez
John Florence Jr.Trust
N&M Properties, Inc.
Prairie View Properties, LLC
Al Frente De Lucha
Arnold A Duran
JMP's Corporation LLC
Sunrise Community Health
Center
Abigail Cadena And Jorge Juan
Silva Mireles
Adelaida Segura
Adrian H Parra And Socorro
Parra
Agapito F. Longoria
Alberto Dominguez And Maria A
Dominguez And Virginia M
Dominguez
Alma Rosa Loma Conchas And
Araceli Loma Conchas
Ambrosio Rodriguez And Vianey
Hernandez Rodriguez
Amisael Soto And Gloria
Velazquez de Soto
Andrés Aceves Lujan
Angelica Terrazas
Anita Ramirez Ramirez And
Ancelmo Ramirez Vargas
Annette Marquez
Antonio Pedraza And Maria
Pedraza
Antonio Ramirez And Rosenda
Ramirez
Aurelio Saucedo And Marcie
Saucedo
Billy L Inskip And Cynthia K
Inskip
BKL Properties, LLC
Blanca H Orozco
Brenda Lopez And David
Ramirez And Socorro Ramirez
Lopez
Carlos Gonzalez And Aurora
Gonzalez
Carlos Guerrero Flores
Caroline E. Meisner
Catharine L Bambach And Mark
P McKay
Celia Manzo
Christopher E Arnold

Christopher J Lopez And Rosie
F Lopez
Christopher M Jackson And
Beverly R Jackson
Cipriano Euresti and Janie
Euresti, as joint tenants
Cipriano Lopez Velasquez And
Adelina Vicente Vicente
City of Greeley
Cody M Huffaker And Cadie C
Saunders
Comer Industrial Park LLC
Cynthia Ann Babish
Daniel R Rodriguez
Darrin Wayne Morse
Delma Flores
Delores S Marquez
Duran Enterprises, LLC
Efrain Carmona And Matilde
Carmona
Elaria O Mercado And Michael J
Mercado And Guadalupe
Rodriguez And America
Rodriguez
Elda Montes
Elida Beatrice Rodriguez
Eligio Zamora And Janie Zamora
Elvia Marquez And Ramon
Marquez
Emma N Cruz
Epifanio Soto
Erlinda M Sanchez
Esau Soto
Esther Magallanes and Alfredo
Martinez
Eugenia T Trujillo
Eulalio Saldana And Elba
Saldana
Felipe D Zamudio-Carbajal
Felipe G Hernandez
Fidel Meza Guzman
Floyd Padilla And Minnie Padilla
Frances Medina
Francisco Alvarado And Eufemia
V Alvarado
Frank Gutierrez
George Shultz
Gerald J Arnold And Dorothy M
Arnold
Gerardo R Castro and Cecelia
Castro
Geronimo Gomez
Gilberto Andazola And Rosa
Maria Andazola And Ivan
Andazola
Grace Inc
Greater Urban Renewal
Authority
Greeley Area Habitat For
Humanity Inc

Wake PSU 5

EXHIBIT A

WAKE PSU 5

Greeley Easy Home Rentals, LLC	Manuel J Romero And Rosalie C Pisano	Shirley Martinez
Greeley Urban Renewal Authority	Manuel Munoz And Rosa Munoz	Shirley Ness
Gumercondo Garcia And Ninfa Garcia	Maria Leticia G Hernandez And Jose Miguel R Morales	Silvia Salinas
Heather Leeann Reyes	Maria Lilia Almaraz	Sisto Gonzales and Mercy A. Gonzales, as joint tenants
Holly S King	Maria Luisa Millan Pineda	Stacy Green
Hope A Macias	Marie A Helton	Tina C. Longoria
Hortencia De La Cruz Conchas	Marie Frances Garza	Tomas R Landin And Alma D Landin Gonzales
Hugo Rodela And Ambar Cuevas	Marion L. Richter	Tracy Lee Maltos And Richard Maltos
Irene M Davila	Martin Conchas And Felipa Conchas	Trinity Housing Corporation Of Greeley
Irma Martinez And Saul Martinez	Marvin Rivera La Parra	Ulmar Soto
J Socorro Olivas	Mary D Cordova	Ursula A Haney
Jaime Sawyer AKA Jaime JoAnne Gonzalez	Mary Gonzalez	Valerie Hernandez
James Carter	Mary Ida Garcia And Annette Garcia And Michael Garcia	Weld County, a political subdivision of the State of Colorado
Janice E Boedigheimer Bellshaw	Mateo Enriquez Lopez	Wendy Albanil
Jesus Gomez	Myrtle H. Thompson	William A LaFreniere Jr
Jesus M Jaquez And Silvia Ruiz	Nidia Torres And Rosalina Torres	21st Century Investments, LLC
Jesus M. Diaz and Estela Diaz, as joint tenants	Noe Hernandez and Rosa Mosqueda	Ann McElroy Sherley
Jesus Maldonado and Noema Maldonado	North Colo Medical Center Foundation Inc	Aslam Carrillo
Jesus Sanchez And Esthela Sanchez	Ole, LLC	D.R. Precision, LLC
Joe Cruz and Charlotte Cruz	Patricia I Schwalm	Luz Gonzalez
Joe M Villegas aka Joseph M Villegas	Paul L Villa Sr.	Mineral Resources, Inc.
John D. Shimek	Paul Marés	North Weld Produce Co
John Grchan (1/3)	Paul Randall Bear And Jennifer Leanne Bear	Placida R Lerma And Saul C Lerma
John J Lenz and Sharon Y Lenz	Paulo Padilla and Cruz Vega	Preferred Cartage Service Inc
Jorge D Ortega And Marcelo Ortega	Pete Duran And Flora Duran	Saul C Lerma And Placida R Lerma
Jose A Regalado	Petra Santos	Zabka Farms., Inc.
Jose Gomez	Pine Meadows Apartments, LLC	Rekha Patwardhan
Jose Gonzalez and Carmen Gonzalez	Rafael Gonzalez	*Union Colony of Colorado 414 LLC
Jose Leopoldo Holguin	Ramon Alvarado and Maria Alvarado	Albert Lee Kuhn
Jose M Arevalo And Juana G Arevalo	Ramon Flores and Claudia Flores, as joint tenants	Alondra Cuevas-Sotelo
Jose Ramon Rodriguez Garcia	Randal J Weber	Anthony Castillo
Joshua Leigh	Renita Benavidez	David H Werking And Clara R Werking
Juan D. Trujillo and Brenda L. Trujillo, as joint tenants	Roberto Ortega	Eligio Ruybal And Mary Ann Ruybal
Juan Soto Rodriguez	Ronald K Bland	Gabriela Reza
La Casa Rosa, Ltd.	Ronald W Blackwell	Henry Kindsfather And Kathryn L Kindsfather
Leonardo Castro And Maria I De La Cruz	Rosa Maria Castillo	High Plains Leasing LLC
Linda M Dodge	Rosa Marie Maldonado	INTULAKSANA JENNIFER B INTULAKSANA VERAWAT
Lori Ann Collins	Rosie M Moncivais	Iris I. Hughes, life tenant
Lorraine R Williams	Rosio Loma	Remainderman: William H. Hughes
Luis A Carrillo And Celia Carrillo	Roy R Bush And Ellen F Bush	Jerisel Haro
Luis M De La Cruz And Rocio De La Cruz	Sally Duran - DECEASED	Jim L Ells
M & M Leasing Co Inc	Samuel Guerrero And Dinorah Guerrero	John Herrera
M&M Tank Coating Company Inc	Sandra Kaye Duran (1/6)	Jose Nunez Gallegos
Mabel Ann Blackwell	Sandra Perez	Juan M Bautista-Soto
	Sendy Rodríguez Gomez	Julie Rothe
	Sergio Guzman And Maria Mendoza Garcia	Lam Resources, LLC
	Servando Villanueva And Susie Mary Villanueva	

Wake PSU 5

EXHIBIT A

WAKE PSU 5

Larry Bickell And Sandra Bickell
And Eric Bickell And Meredith
Bickell
Leopoldo L Rivera and Rosa
Ema Rivera And Leopoldo
Rivera Jr
Martin Orozco And Cruz Orozco
Myrna J Stoll
Neira J Molinar
Orion Properties, LLC
Richmark Energy Partners, LLC
Rita S. Erland
Stephanie L Sanchez
The Estate of Alma Stoll And
Bonnie J Brethauer, Personal
Representative And Judy M
Nero, Personal Representative
Theodore Edward Digerness
and Theodore Edward
Digerness Jr
Thompson Garage Doors
Area Investments LLC
Richardson Consolidated, Inc.
Albert Holmes And Alice Holmes
Harriet C Bunker
Jose G Gonzalez
James B McNitt And Kim M
McNitt
Russel Lawrence Thompson
Joshua Allen Elkins And Keshia
M Blessing
Milan Armstrong And Patti
Armstrong And Vicki Schlangen
Argonaut Ventures LLC
FBO Investments LLLP
Shirley Jean Lawson
Carolyn Bethanna Thompson
Hammen
Edith Wellington Trust, Evelyn K.
Stampley as Trustee
Richard M. McNamara and
Maira Lynch McNamara, as
Trustees of the Richard M.
McNamara and Maira L.
McNamara 1993 Trust
Antonio Delacruz And Silvia
Delacruz
Apostolic Assembly of The Faith
in Christ Jesus
Glen Mercer And Mary Alice
Mercer
Fendermore Properties, LLC
John W Hale And Norma J Hale
BUCKLEN MICHAEL A
GILLETTE BRIAN C
(REMAINDER)
GILLETTE DONALD W (BN)
(LIFE ESTATE)
GRAVES RONALD E
HATTON MICHELE MAE

WINTER TERRY L
(REMAINDER)
YOUNGWIRTH EULA VON
YOUNGWIRTH JAMES G
HELDT DOUGLAS
MAY JUDY (50%)
MAY RONNIE D (50%)
TREJO WILLIAM R
DAY MICHAEL A
DIENGDH ABSTAR R
GUTIERREZ INEZ (50%)
GUTIERREZ PEDRO R (50%)
MENDOZA JESUS BERNARDO
(50%)
MENDOZA MARY LINDA (50%)
LEMLEY MONTY R
Gerardo Lucero
ELLIOT DONALD A
BUCKLEN EQUIPMENT
COMPANY INC
Gary J. Arnold and Susan J.
Arnold
WELD COUNTY
PERKINS NICO
Public Service Company of
Colorado
United States of America
Clifton Edward Thompson
Ruben J Rodriguez
Rufino Casas-Calixtro
Antonio Delacruz and Virginia
Delacruz, as joint tenants
Ernest L Duran
Sergio Romero and Elvia
Veronica Perez
Bank Of New York
Sandra Margaret Bates
Kenneth A Padilla
Manuel Tapia
Marion F. Cruz and Helen Cruz,
as joint tenants
Ramona Tapia

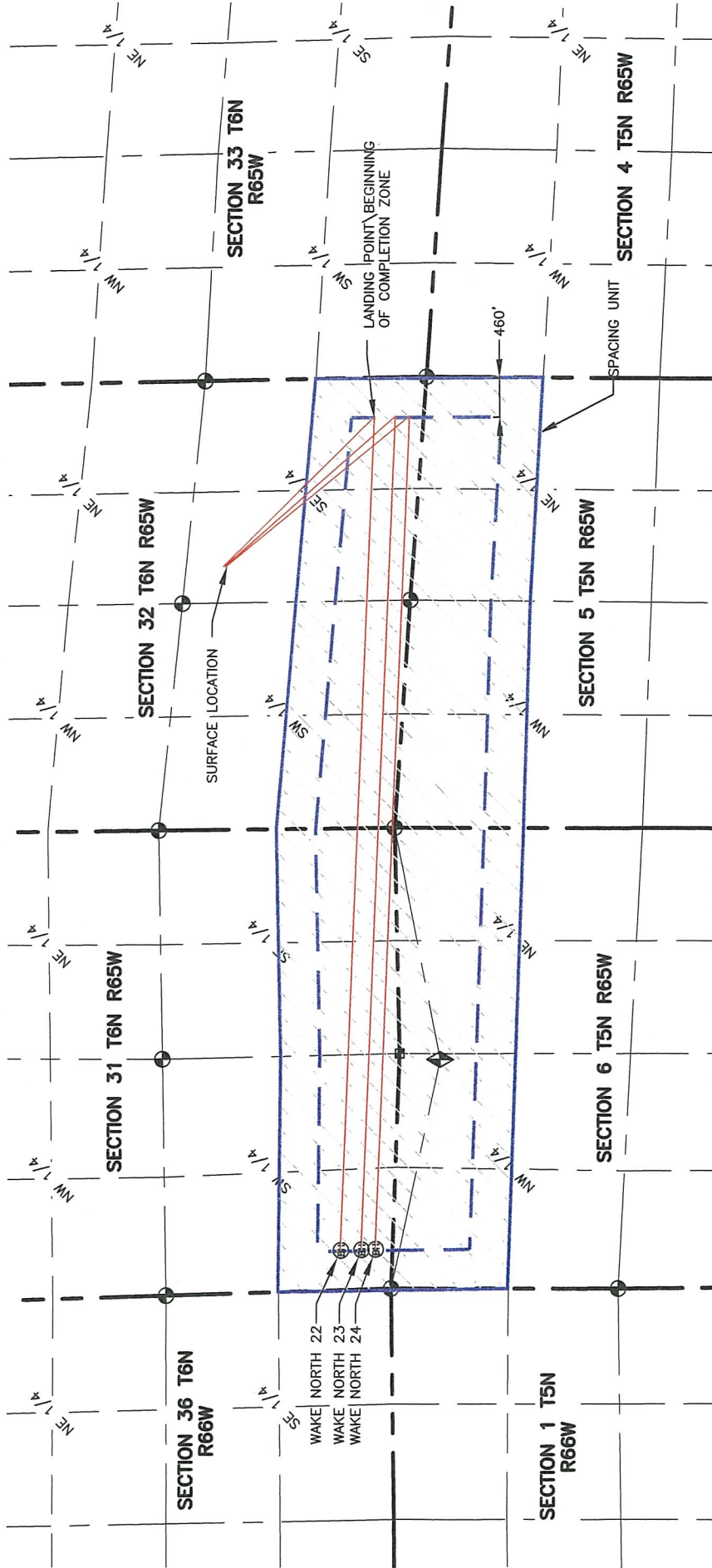
Wake PSU 5

NAME: WAKE NORTH PSU 22-24
 SPACING UNIT: S/2 S/2 SEC 31, S/2 S/2 SEC 32, T6N, R65W, N/2 N/2 SEC 6, N/2 N/2 SEC 5, T5N 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.				
WAKE NORTH 22	2208'	FSL	2175'	FEL	571'	FSL	460'	FEL	606'	FSL	460'	N87°44'48"W	9726.64'
WAKE NORTH 23	2192'	FSL	2175'	FEL	328'	FSL	460'	FEL	362'	FSL	460'	N87°44'48"W	9723.94'
WAKE NORTH 24	2176'	FSL	2176'	FEL	163'	FSL	460'	FEL	197'	FSL	460'	N87°44'48"W	9722.11'



SCALE: 1" = 1800'
 U.S. SURVEY FEET



LEGEND

- ALLOT CORNER
- BOTTOM HOLE
- COMPLETED 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, SE/4 SEC 32 T6N 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 6/23/2016
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