

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 6 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.

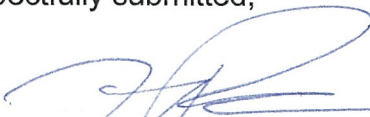
B. Providing that the pooling order is made effective as of the date of this **Amended** Application, or the date that the costs specified in Section 34-60-116(7)(b)(II), C.R.S., are first incurred for the drilling of a well in the Codell Formation in WSU Nos. 1 and 3 and the Niobrara Formation in WSU 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  
1125 - 17th Street, Suite 2200  
Denver, CO 80202  
303-830-2500  
ssullivan@wsmtlaw.com  
jpierzchala@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         )

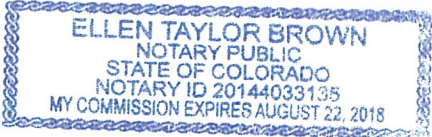
Drew Stout, Landman with Extraction Oil & Gas, LLC, upon oath deposes and says that he has read the foregoing Application and that the statements contained therein are true to the best of his knowledge, information and belief.

EXTRACTION OIL & GAS, LLC

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

Subscribed and sworn to before me this 19<sup>th</sup> day of 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  
Moira Lynch McNamara, as  
Trustees of the Richard M.  
McNamara and Moira 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  
DIENGDOH 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

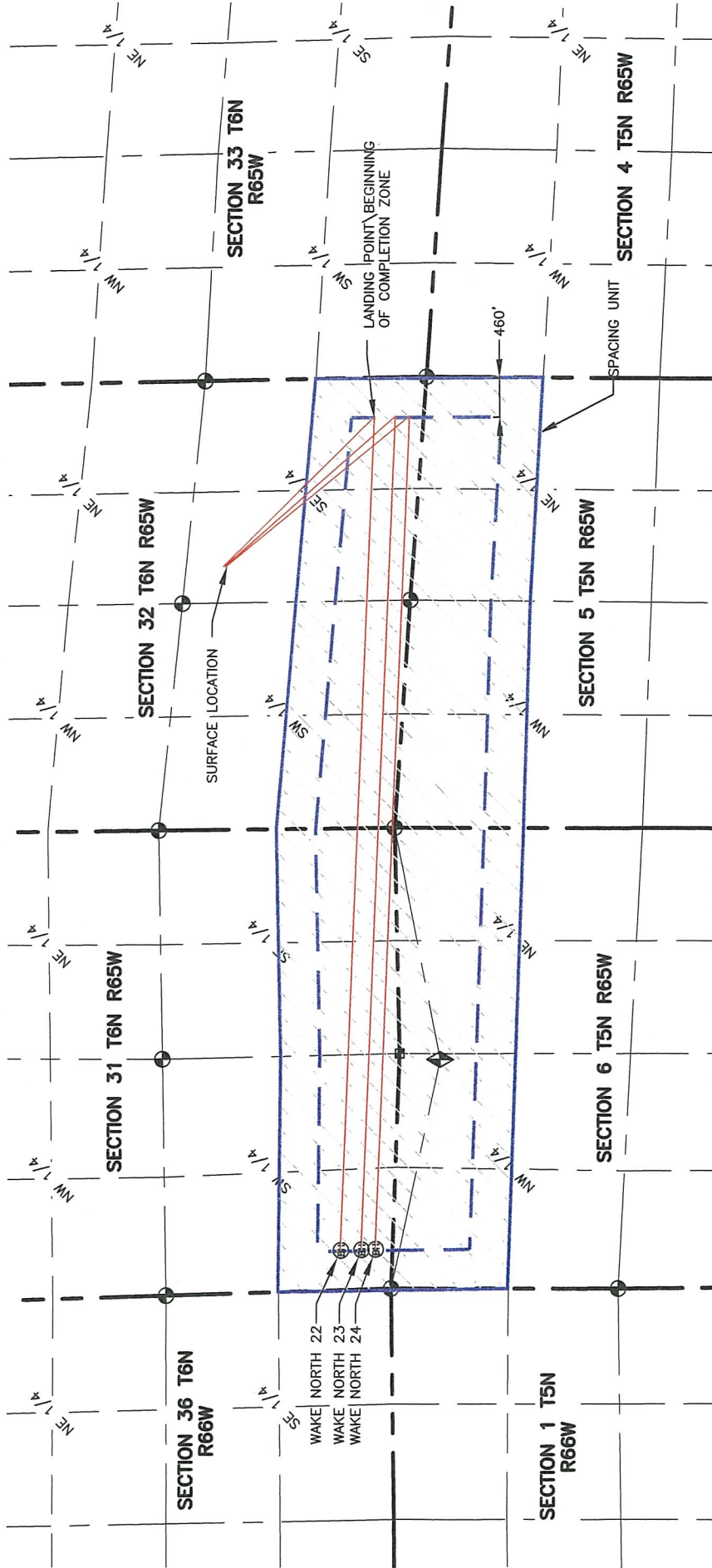
Wake PSU 5

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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