

**BEFORE THE OIL & GAS CONSERVATION COMMISSION
OF THE STATE OF COLORADO**

IN THE MATTER OF AN APPLICATION BY 8 NORTH LLC FOR AN ORDER AUTHORIZING NINETEEN (19) ADDITIONAL HORIZONTAL WELLS, FOR A TOTAL OF TWENTY (20) HORIZONTAL WELLS, FOR PRODUCTION FROM THE CODELL AND NIOBRARA FORMATIONS IN AN APPROXIMATE 1,280-ACRE DRILLING AND SPACING UNIT PROPOSED FOR SECTIONS 35 AND 36, TOWNSHIP 1 NORTH, RANGE 69 WEST, 6TH P.M., WATTENBERG FIELD, BOULDER COUNTY, COLORADO

CAUSE NO. 407

DOCKET NO.

TYPE: DENSITY

APPLICATION

8 North LLC, Operator No. 10575 ("8 North" or "Applicant"), by and through its attorneys, Beatty & Wozniak, P.C., respectfully submits this Application to the Oil and Gas Conservation Commission of the State of Colorado ("Commission") for an order authorizing the drilling of an additional nineteen (19) horizontal wells, for a total of up to twenty (20) horizontal wells, in an approximate 1,280-acre drilling and spacing unit proposed for the Application Lands (as defined below), for the production of oil, gas, and associated hydrocarbons from the Codell and Niobrara Formations. In support of its Application, Applicant states and alleges as follows:

1. Applicant is a limited liability corporation duly authorized to conduct business in the State of Colorado, and has registered as an operator with the Commission.

2. Applicant is an owner in the below-listed lands:

Township 1 North, Range 69 West, 6th P.M.

Section 35: All

Section 36: All

1,280 acres, more or less, Boulder County, Colorado.

These lands are hereinafter referred to as the "Application Lands" and depicted in Exhibit A attached hereto.

3. On April 27, 1998, the Commission adopted Rule 318A., which, among other things, allowed certain drilling locations to be utilized to drill or twin a well, deepen a well or recomplete a well and to commingle any or all of the Cretaceous Age Formations from the base of the Dakota Formation to the surface. On December 5, 2005, Rule 318A. was amended to allow interior infill and boundary wells to be drilled and wellbore spacing units to be established. On August 8, 2011, Rule 318A. was again amended to, among other things, address drilling of horizontal wells. The Application Lands are subject to certain portions of Rule 318A.

4. On February 19, 1992 (amended August 20, 1993), the Commission entered Order No. 407-87, which, among other things, established 80-acre drilling and spacing units for the production of oil, gas and associated hydrocarbons from the Codell-Niobrara Formations.

5. The online records maintained by the COGCC indicate that thirteen (13) vertical or directional wells are currently producing in the Application Lands, as depicted below:

API No.	Operator	Well Name	Q/Q	SEC	TWN	RNG	Formation
05-013-06273	Applicant	MARY MILLER 2-35	NENE	35	1N	69W	JNCD
05-013-06150	Applicant	MARY MILLER 1-35	NWNE	35	1N	69W	JNCD
05-013-06081	Applicant	JOSEPHINE ROCHE 1-35	NWSE	35	1N	69W	JNCD
05-013-06274	Applicant	MARY MILLER 4-35	SENE	35	1N	69W	JNCD
05-013-06275	Applicant	MARY MILLER 3-35	SWNE	35	1N	69W	JNCD
05-013-06409	Applicant	ARAPAHOE MC 36-3	NENW	36	1N	69W	JNCD
05-013-06247	Applicant	DONLEY 2-36	NESE	36	1N	69W	JNCD
05-013-06236	Applicant	DONLEY 1-36	NWNE	36	1N	69W	J-CDL
05-013-06084	Applicant	ARAPAHOE 1-36	NWNW	36	1N	69W	JNCD
05-013-06411	Applicant	ARAPAHOE MC 36-6	SENW	36	1N	69W	NB-CD
05-013-06254	Applicant	ARAPAHOE 3-36	SESW	36	1N	69W	JNCD
05-013-06376	Applicant	DONLEY MC 36-7	SWNE	36	1N	69W	NB-CD
05-013-06410	Applicant	ARAPAHOE MC 36-5	SWNW	36	1N	69W	NB-CD

Applicant hereby confirms that each of these wells shall remain subject to applicable spacing orders and/or rules of the Commission, and shall not be affected by Applicant's requested relief under this Application. Proceeds from the sale of oil or gas from these wells shall continue to be distributed based on the applicable spacing orders and/or rules for these wells.

6. Pending before the Commission is an amended application for the October 2017 Hearing in Docket No. 171000694 filed by the Applicant requesting the Commission establish the Application Lands as an approximate 1,280-acre drilling and spacing unit for the Codell and Niobrara Formations and authorize the drilling of one horizontal well within the Application Lands for the production of oil, gas, and associated hydrocarbons from the Codell and Niobrara Formations.

7. Applicant requests it be authorized to drill and complete up to twenty (20) horizontal wells in the approximate 1,280-acre drilling and spacing unit proposed for the Application Lands, for the production of oil, gas, and associated hydrocarbons from the Codell and Niobrara Formations, as necessary to economically and efficiently recover resources, while minimizing surface impacts, creating efficiencies for drilling and production, increasing the ultimate recovery of the reserves, preventing waste, and protecting correlative rights.

8. Applicant requests that setback and location requirements for the Application Lands be as follows:

a. For any permitted wells to be drilled under this Application, the treated intervals of the wellbores should be not less than 460 feet from the unit boundaries with an inter-well setback of not less than 150 feet from a treated interval of a well producing from the Codell and Niobrara Formations, without exception being granted by the Director.

b. Any horizontal wells to be drilled under this Application for production from the Codell and Niobrara Formations will be drilled from the surface of the drilling unit, or on adjacent lands with consent of the landowner, from no more than three (3) surface locations, unless an exception is granted by the Director.

9. Applicant requests that relief granted under this Application should be effective on oral order by the Commission, and Applicant hereby agrees to be bound by said oral order.

10. The granting of this Application is in accord with the Oil and Gas Conservation Act, found at §§34-60-101, *et seq.*, C.R.S., and the Commission rules.

11. The undersigned certifies that copies of this Application will be served on each interested party as required by Rule 507 within seven (7) days of the filing hereof, as required by Rule 503.e.

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. Authorizing the drilling of up to twenty (20) horizontal wells within the unit, for the production of oil, gas and associated hydrocarbons from the Codell and Niobrara Formations, with the treated intervals of the wellbores of any permitted wells to be located not less than 460 feet from the outer boundary of the unit and not less than 150 feet from the treated interval of any well being drilled or producing from the Codell and Niobrara Formations, without exception being granted by the Director.

B. Providing that any horizontal wells to be drilled in the unit will be drilled from no more than three (3) multi-well pads on the surface of the drilling unit, or on adjacent lands with consent of the landowner, and the wellbores may enter the Codell and Niobrara Formations anywhere within the unit, or on adjacent lands, without exception being granted by the Director.

C. For such other findings and orders as the Commission may deem proper or advisable in the premises.

DATED this 19th day of September, 2017.

Respectfully submitted,

8 NORTH LLC

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Jillian Fulcher
Jobediah J. Rittenhouse
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Address of Applicant
8 North LLC
ATTN: Jason Rayburn
370 17th Street, Suite 5300
Denver, Colorado 80202

VERIFICATION

STATE OF COLORADO)
) ss.
CITY & COUNTY OF DENVER)

Jason Rayburn, Landman for 8 North 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.

8 NORTH LLC

Jason Rayburn

Subscribed and sworn to before me this 18th day of SEPTEMBER, 2017, by Jason Rayburn, Landman for 8 North LLC.

Witness my hand and official seal.

My commission expires: 1/4/21



Anne Pierini
Notary Public

Exhibit A

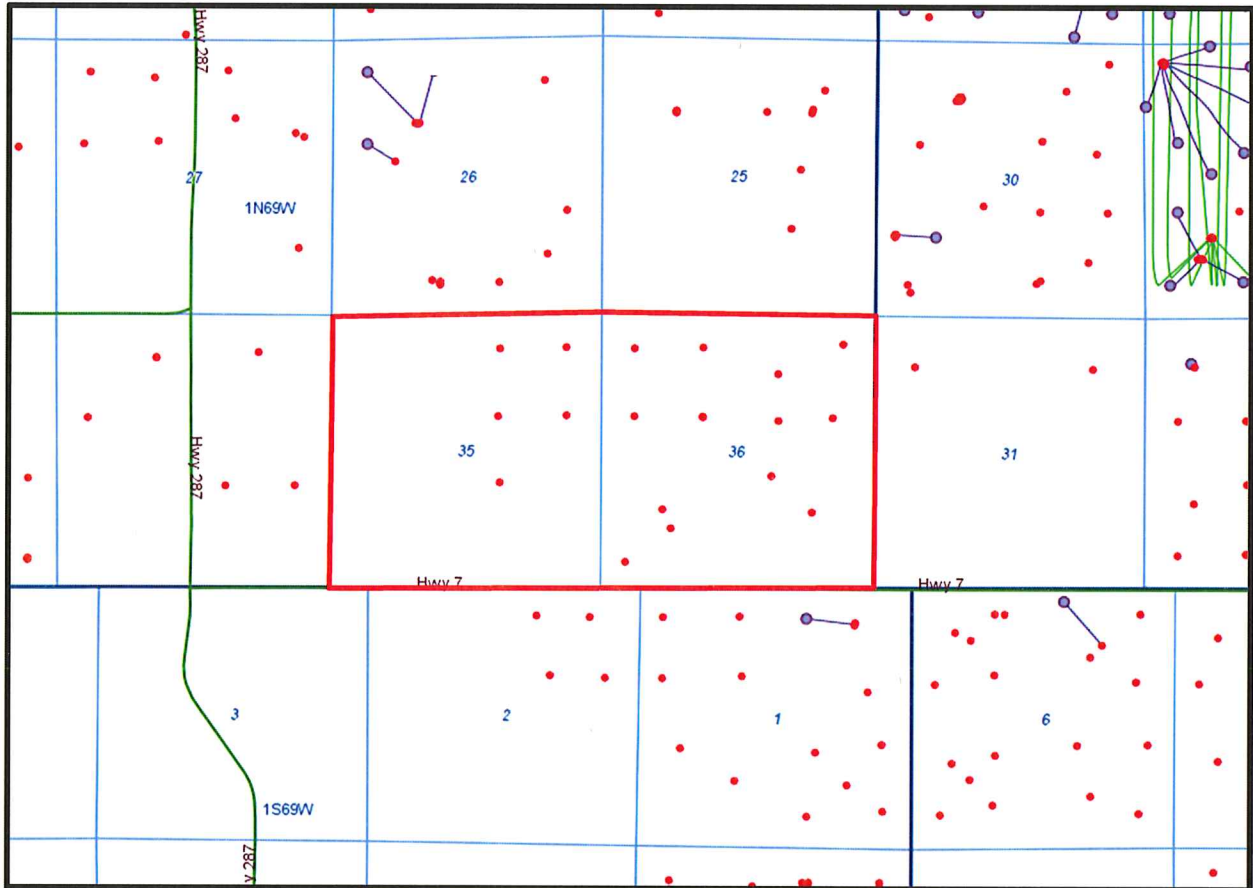
Reference Map for Application

Township 1 North, Range 69 West, 6th P.M.

Section 35: All

Section 36: All

1,280 acres, more or less, Boulder County, Colorado.



= Application Lands

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TYPE: DENSITY

STATE OF COLORADO)
) ss.
CITY AND COUNTY OF DENVER)

That she is a Legal Assistant at Beatty & Wozniak, P.C., attorneys for Extraction Oil & Gas, Inc., and on or before 26th day of September, 2017, caused a copy of the attached Amended Application to be deposited in the United States Mail, postage prepaid, addressed to the parties listed on Exhibit A attached hereto.

Grace Go-Hoveland

Subscribed and sworn to before me this 19 day of September, 2017.

Witness my hand and official seal.

Notary Public

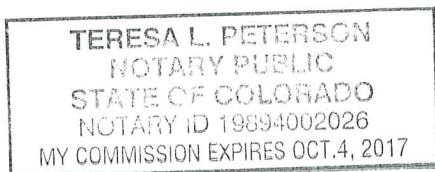


EXHIBIT A

INTERESTED PARTIES

BRANDON MARETTE, ENERGY LIAISON
COLORADO PARKS AND WILDLIFE
NORTHEAST REGION OFFICE
6060 BROADWAY
DENVER, CO 80216

DALE CASE
BOULDER COUNTY
PO BOX 471
BOULDER, CO 80306

ANADARKO E&P COMPANY, LP
1099 18TH ST. SUITE 1800
DENVER, CO 80202

KENT KUSTER
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COLORADO DEPARTMENT OF
PUBLIC HEALTH & ENVIRONMENT
4300 CHERRY CREEK DRIVE SOUTH
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8 NORTH LLC
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