

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

IN THE MATTER OF AN **AMENDED** APPLICATION
BY 8 NORTH LLC FOR AN ORDER ESTABLISHING
A 1,280-ACRE DRILLING AND SPACING UNIT FOR
SECTIONS 35 AND 36, TOWNSHIP 1 NORTH,
RANGE 69 WEST, 6TH P.M., FOR HORIZONTAL
WELL DEVELOPMENT OF THE CODELL AND
NIOBRARA FORMATIONS, WATTENBERG FIELD,
BOULDER COUNTY, COLORADO

CAUSE NO. 407

DOCKET NO. 171000694

TYPE: SPACING

AMENDED APPLICATION

8 North LLC, Operator No. 10575 ("8 North" or "Applicant"), by and through its attorneys, Beatty & Wozniak, P.C., respectfully submits this **Amended** Application to the Oil and Gas Conservation Commission of the State of Colorado ("Commission") for an order establishing an approximate 1,280-acre drilling and spacing unit for Sections 35 and 36, Township 1 North, Range 69 West, 6th P.M., and authorizing the drilling of ~~up to twenty (20)~~ **one** horizontal wells within the proposed unit, for the production of oil, gas, and associated hydrocarbons from the Codell and Niobrara Formations. In support of its **Amended** 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 "**Amended** 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 **Amended** Application Lands are subject to certain portions of Rule 318A.

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SEP 25 2017

Boulder County
Land Use Department

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 **Amended** 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 **Amended** 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.

Establishing a 1,280-acre drilling and spacing unit for the **Amended** Application Lands.

6. Applicant requests the Commission establish the **Amended** Application Lands as an approximate 1,280-acre drilling and spacing unit for the Codell and Niobrara Formations pursuant to Rule 503.b.(1) and §34-60-116(2), C.R.S. For the **Amended** Application Lands, the proposed drilling unit is not smaller than the maximum area that can be economically and efficiently drained by the horizontal wells proposed to be drilled under this **Amended** Application and completed in the Codell and Niobrara Formations.

7. Applicant requests it be authorized to drill and complete ~~up to twenty (20)~~ **one** horizontal wells in the approximate 1,280-acre drilling and spacing unit proposed for the **Amended** 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 Amended Application Lands be as follows:

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

b. ~~Any The~~ horizontal wells to be drilled under this Amended 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 Amended 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 Amended 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 Amended 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. Establishing an approximate 1,280-acre drilling and spacing unit for Amended Application Lands, and authorizing the drilling of ~~up to twenty (20) one~~ 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 wellbore 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 one~~ 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 ~~August~~ September, 2017.

Respectfully submitted,

8 NORTH LLC

By: Jobediah J. Rittenhouse
Jillian Fulcher
Jobediah J. Rittenhouse
Beatty & Wozniak, P.C.
Attorneys for Applicant
216 16th Street, Suite 1100
Denver, Colorado 80202
(303) 407-4499
jfulcher@bwenergylaw.com
jrittenhouse@bwenergylaw.com

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 Amended 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 19th 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 MICHELLE PIERINI Notary Public State of Colorado Notary ID # 20124036744 My Commission Expires 01-04-2021
--

Anne Pierini
Notary Public

Exhibit A

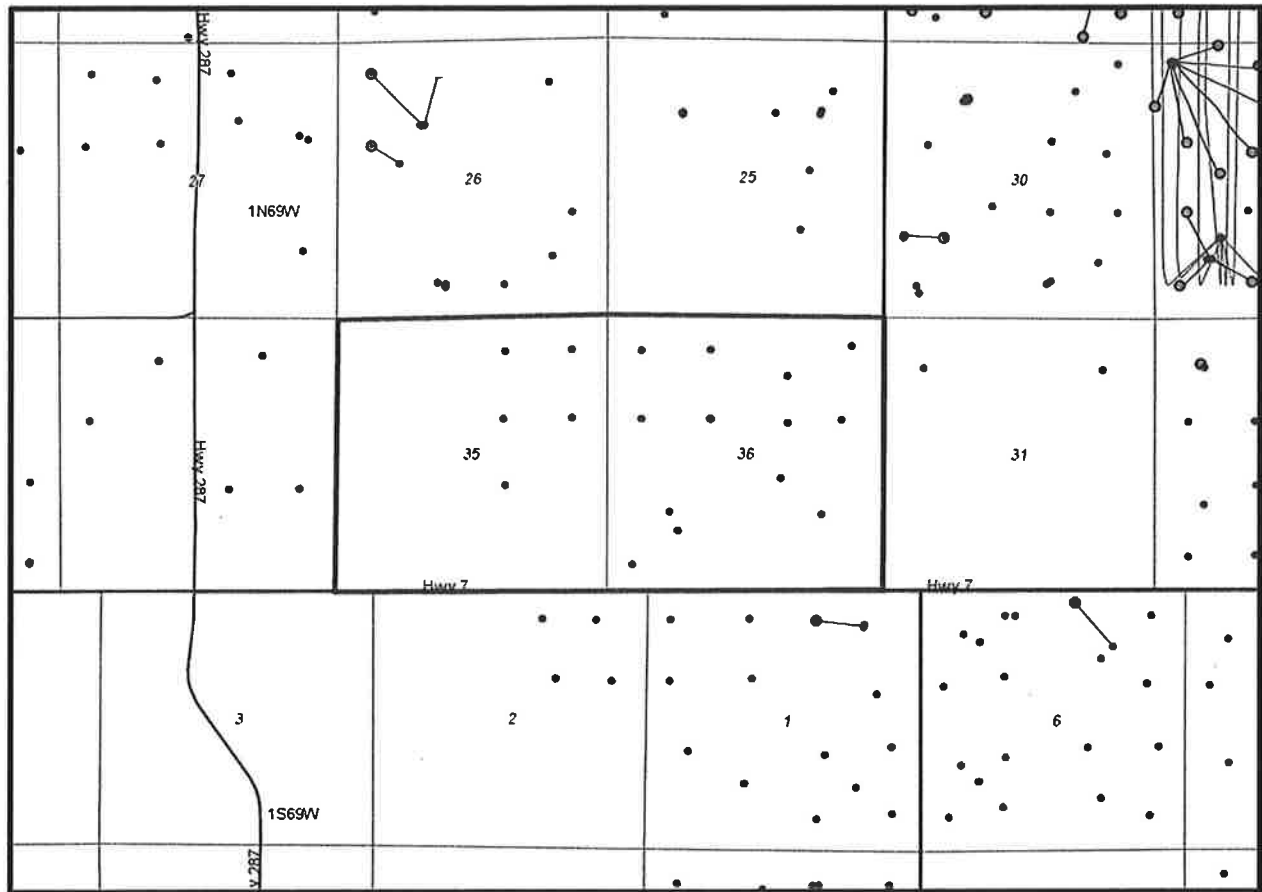
Reference Map for Amended Application

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

Section 35: All

Section 36: All

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



 = Amended Application Lands

SEP 25 2017

Boulder County
Land Use DepartmentBEFORE 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. 171200773

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

By: Jobediah J. Rittenhouse
Jillian Fulcher
Jobediah J. Rittenhouse
Beatty & Wozniak, P.C.
Attorneys for Applicant
216 16th Street, Suite 1100
Denver, Colorado 80202
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jfulcher@bwenerylaw.com
jrittenhouse@bwenerylaw.com

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

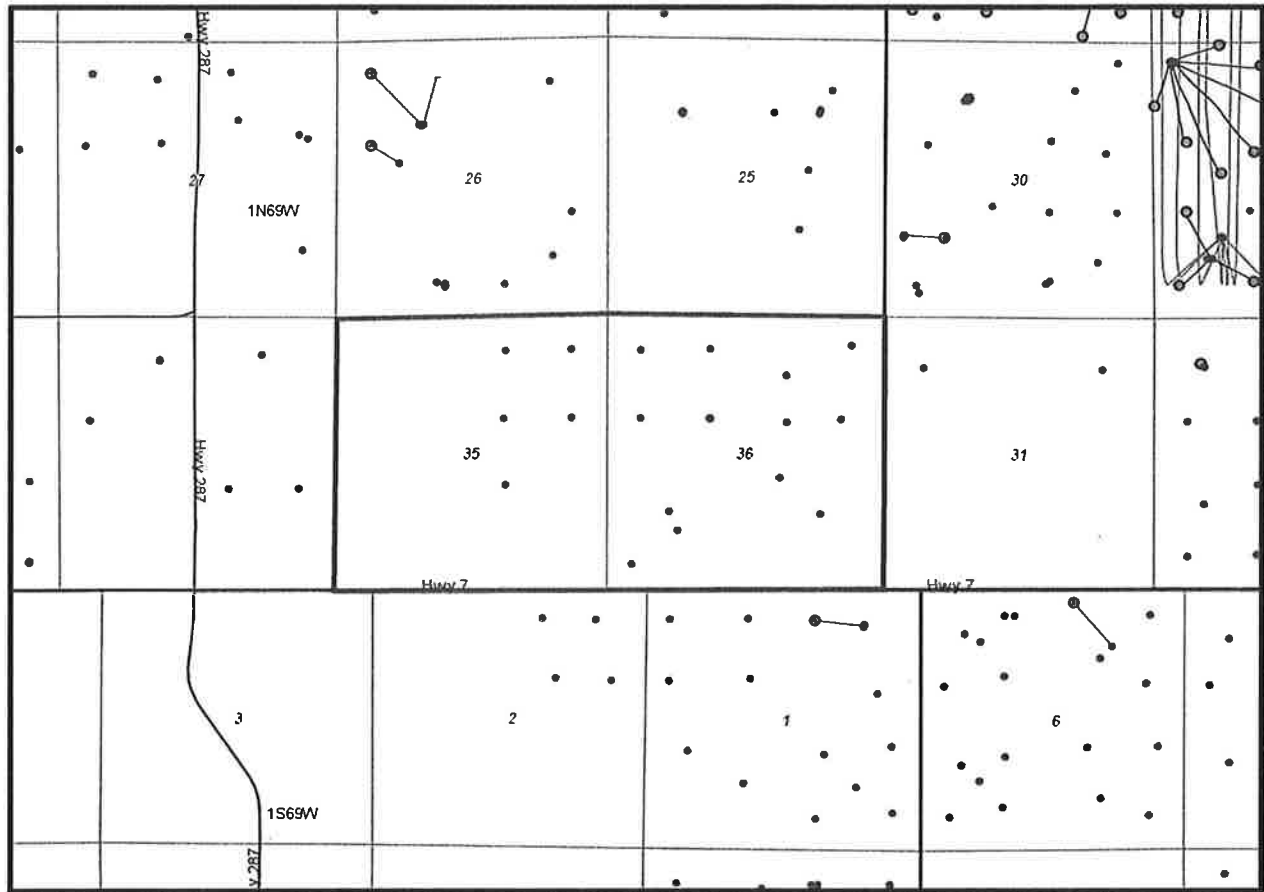
Reference Map for Application

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

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

IN THE MATTER OF AN **AMENDED** APPLICATION
BY 8 NORTH LLC FOR AN ORDER ESTABLISHING
A 2,720-ACRE DRILLING AND SPACING UNIT FOR
SECTIONS 13, 14, 23, AND 24, TOWNSHIP 2
NORTH, RANGE 69 WEST, 6TH P.M. AND SECTION
18, TOWNSHIP 2 NORTH, RANGE 68 WEST, 6TH
P.M, FOR HORIZONTAL WELL DEVELOPMENT OF
THE CODELL AND NIOBRARA FORMATIONS,
WATTENBERG FIELD, BOULDER AND WELD
COUNTIES, COLORADO

CAUSE NO. 407

DOCKET NO. 171000695

TYPE: SPACING

AMENDED APPLICATION

8 North LLC, Operator No. 10575 ("8 North" or "Applicant"), by and through its attorneys, Beatty & Wozniak, P.C., respectfully submits this **Amended** Application to the Oil and Gas Conservation Commission of the State of Colorado ("Commission") for an order establishing an approximate 2,720-acre drilling and spacing unit for Sections 13, 14, 23, and 24, Township 2 North, Range 69 West, 6th P.M., and Section 18, Township 2 North, Range 68 West, 6th P.M., and authorizing the drilling of ~~up to thirty-two (32)~~ **one** horizontal wells within the proposed unit, for the production of oil, gas, and associated hydrocarbons from the Codell and Niobrara Formations. In support of its **Amended** 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 2 North, Range 69 West, 6th P.M.

Section 13: All

Section 14: All

Section 23: All

Section 24: All

Boulder County, Colorado

Township 2 North, Range 68 West, 6th P.M.

Section 18: SW¼

Weld County, Colorado

2,720 acres, more or less.

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SEP 25 2017

Boulder County
Land Use Department

These lands are hereinafter referred to as the "**Amended** 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 **Amended** Application Lands are subject to certain portions of Rule 318A.

4. On or about 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. The **Amended** Application Lands are subject to Order No. 407-87.

5. On or about May 16, 2017, the Commission entered Order No. 407-405, which, among other things, established an approximate 320-acre wellbore spacing unit for the S½ of Section 18, Township 2 North, Range 68 West, 6th P.M., and authorized the drilling of one horizontal well within the unit (to accommodate the planned Williams #3A-198H Well (**API No. 05-123-33423**)), for the production of oil, gas, and associated hydrocarbons from the Niobrara Formation, with the treated interval of the wellbore to be located no closer than 460 feet from the boundary of the unit, without exception being granted by the Director of the Commission. Portions of the **Amended** Application Lands are subject to Order No. 407-405.

6. The online records maintained by the COGCC indicate that nineteen (19) vertical or directional wells are currently producing in the **Amended** Application Lands, as depicted below.

API No.	Operator	Well Name	Q/Q	SEC	TWN	RNG	Formation
05-013-06152	8 North LLC	STROMQUIST 2	SESE	13	2N	69W	JSND
05-013-06183	8 North LLC	STROMQUIST 1	SESW	13	2N	69W	JSND
05-013-06232	K P Kauffman ¹	TABOR 7	NWNW	14	2N	69W	NB-CD
05-013-06567	Crestone Peak ²	ROSS 41-24	NENE	24	2N	69W	JNCD
05-013-06549	Crestone Peak	STROMQUIST 43-24	NESE	24	2N	69W	JNCD
05-013-06504	Crestone Peak	ROSS 31-24	NWNE	24	2N	69W	JNCD
05-013-06522	Crestone Peak	HARTSHORN 33-24	NWSE	24	2N	69W	JNCD
05-013-06109	Crestone Peak	LABER K UNIT 1	SESE	24	2N	69W	J-CDL
05-013-06578	Crestone Peak	LABER 44-24	SESE	24	2N	69W	JNCD
05-013-06208	8 North LLC	STROMQUIST #4	SESW	24	2N	69W	JSND
05-013-06566	Crestone Peak	ROSS 32-24	SWNE	24	2N	69W	JNCD

¹ K P Kauffman Company Inc.

² Crestone Peak Resources Operating LLC

05-013-06548	Crestone Peak	LABER 34-24	SWSE	24	2N	69W	JNCD
05-013-06522	Crestone Peak	HARTSHORN 33-24	NWSE	24	2N	69W	JNCD
05-123-13802	Crestone Peak	WILLIAMS E UNIT #1	CSW	18	2N	68W	JNCD
05-123-21956	Crestone Peak	WILLIAMS 23-18	NESW	18	2N	68W	JNCD
05-123-24882	Crestone Peak	WILLIAMS #13-18	NWSW	18	2N	68W	JNCD
05-123-21957	Crestone Peak	WILLIAMS #24-18	SESW	18	2N	68W	JNCD
05-123-33423	Crestone Peak	WILLIAMS #3A-18H	SWSW	18	2N	68W	NB
05-123-25511	Crestone Peak	WILLIAMS #14-18	SWSW	18	2N	68W	JNCD
05-013-06190	Applicant	SWANSON 1-14	SESE	14	2N	69W	JNCD

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 **Amended** 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.

Establishing a 2,720-acre drilling and spacing unit for the **Amended** Application Lands

7. Applicant requests the Commission establish the **Amended** Application Lands as an approximate 2,720-acre drilling and spacing unit for the Codell and Niobrara Formations pursuant to Rule 503.b.(1) and §34-60-116(2), C.R.S. For the **Amended** Application Lands, the proposed drilling unit is not smaller than the maximum area that can be economically and efficiently drained by the horizontal wells proposed to be drilled under this **Amended** Application and completed in the Codell and Niobrara Formations.

8. Applicant requests it be authorized to drill and complete ~~up to thirty-two (32) one~~ horizontal wells in the approximate 2,720-acre drilling and spacing unit proposed for the **Amended** 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.

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

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

b. **Any The** horizontal wells to be drilled under this **Amended** 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

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

11. The granting of this Amended 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.

12. The undersigned certifies that copies of this Amended 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, the Commission enter an order:

A. Establishing an approximate 2,720-acre drilling and spacing unit for Amended Application Lands, and authorizing the drilling of ~~up to thirty-two (32)~~ one 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 wellbore 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-one well one~~ 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 ~~August~~ September, 2017.

Respectfully submitted,

8 NORTH LLC

By: Jobediah J. Rittenhouse
Jilliah Fulcher
Jobediah J. Rittenhouse
Beatty & Wozniak, P.C.
Attorneys for Applicant
216 16th Street, Suite 1100
Denver, Colorado 80202
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jfulcher@bwenergylaw.com
jrittenhouse@bwenergylaw.com

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 **Amended** 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 19th 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 MICHELLE PIERINI
Notary Public
State of Colorado
Notary ID # 20124036744
My Commission Expires 01-04-2021

Anne Pierini
Notary Public

Exhibit A

Reference Map for Amended Application

Township 2 North, Range 69 West, 6th P.M.

Section 13: All

Section 14: All

Section 23: All

Section 24: All

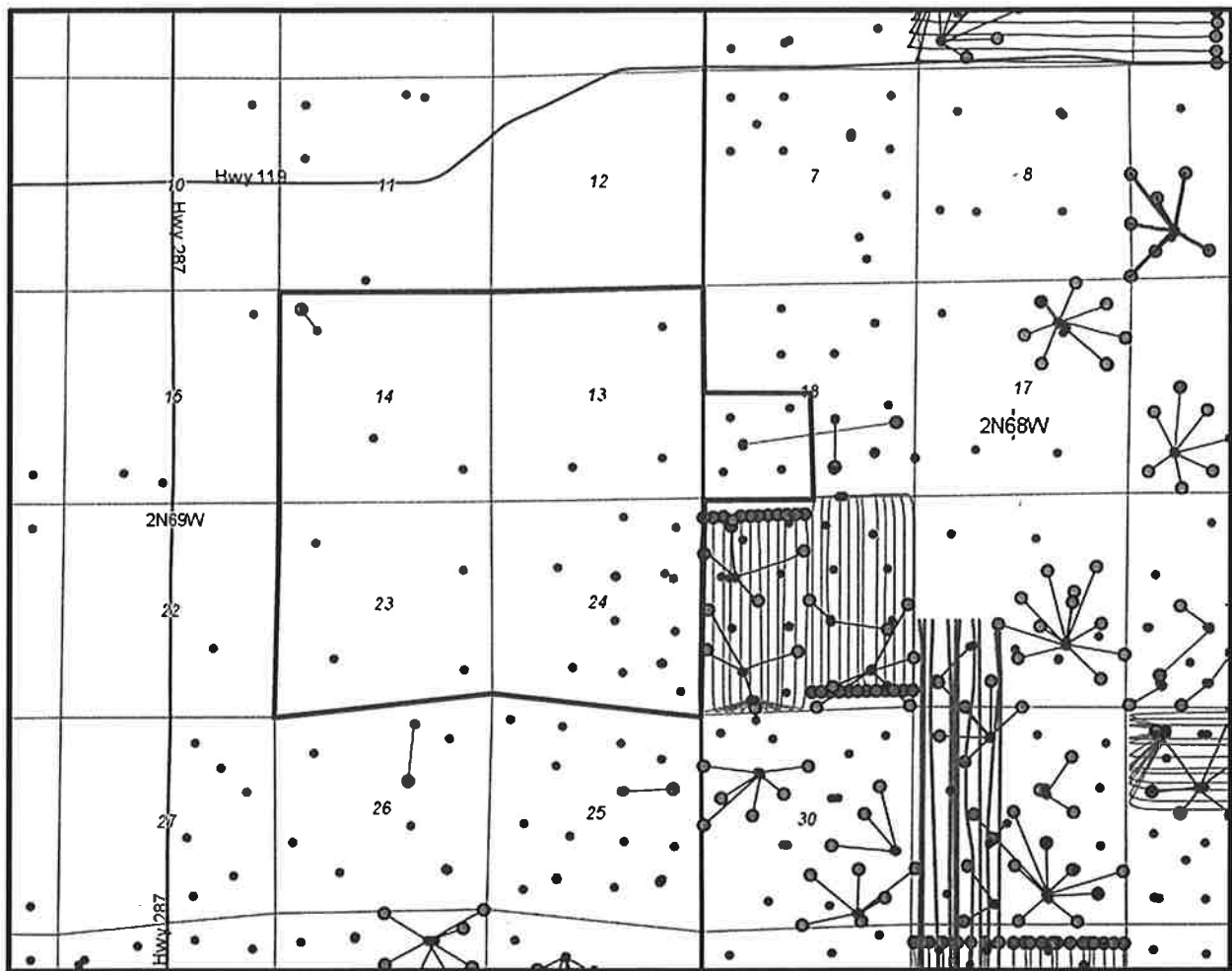
Boulder County, Colorado

Township 2 North, Range 68 West, 6th P.M.

Section 18: SW $\frac{1}{4}$

Weld County, Colorado

2,720 acres, more or less.



 = Amended Application Lands

**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 AN ADDITIONAL THIRTY-ONE (31) HORIZONTAL WELLS, FOR A TOTAL OF THIRTY-TWO (32) HORIZONTAL WELLS, FOR PRODUCTION FROM THE CODELL AND NIOBRARA FORMATIONS IN AN APPROXIMATE 2,720-ACRE DRILLING AND SPACING UNIT PROPOSED FOR SECTIONS 13, 14, 23, AND 24, TOWNSHIP 2 NORTH, RANGE 69 WEST, 6TH P.M. AND SECTION 18, TOWNSHIP 2 NORTH, RANGE 68 WEST, 6TH P.M., WATTENBERG FIELD, BOULDER AND WELD COUNTIES, COLORADO

CAUSE NO. 407

DOCKET NO. 171200774

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 thirty-one (31) horizontal wells, for a total of up to thirty-two (32) horizontal wells, in an approximate 2,720-acre drilling and spacing unit proposed for Sections 13, 14, 23, and 24, Township 2 North, Range 69 West, 6th P.M., and Section 18, Township 2 North, Range 68 West, 6th P.M., 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 2 North, Range 69 West, 6th P.M.

Section 13: All

Section 14: All

Section 23: All

Section 24: All

Boulder County, Colorado

Township 2 North, Range 68 West, 6th P.M.

Section 18: SW $\frac{1}{4}$

Weld County, Colorado

RECEIVED

SEP 25 2017

Boulder County
Land Use Department

2,720 acres, more or less.

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 or about 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. The Application Lands are subject to Order No. 407-87.

5. On or about May 16, 2017, the Commission entered Order No. 407-405, which, among other things, established an approximate 320-acre wellbore spacing unit for the S½ of Section 18, Township 2 North, Range 68 West, 6th P.M., and authorized the drilling of one horizontal well within the unit (to accommodate the planned Williams #3A-18H Well (API No. 05-123-33423)), for the production of oil, gas, and associated hydrocarbons from the Niobrara Formation, with the treated interval of the wellbore to be located no closer than 460 feet from the boundary of the unit, without exception being granted by the Director of the Commission. Portions of the Application Lands are subject to Order No. 407-405.

6. The online records maintained by the COGCC indicate that nineteen (19) 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
05-013-06152	8 North LLC	STROMQUIST 2	SESE	13	2N	69W	JSND
05-013-06183	8 North LLC	STROMQUIST 1	SESW	13	2N	69W	JSND
05-013-06232	K P Kauffman ¹	TABOR 7	NWNW	14	2N	69W	NB-CD
05-013-06190	Applicant	SWANSON 1-14	SESE	14	2N	69W	JNCD
05-013-06567	Crestone Peak ²	ROSS 41-24	NENE	24	2N	69W	JNCD
05-013-06549	Crestone Peak	STROMQUIST 43-24	NESE	24	2N	69W	JNCD
05-013-06504	Crestone Peak	ROSS 31-24	NWNE	24	2N	69W	JNCD

¹ K P Kauffman Company Inc.

² Crestone Peak Resources Operating LLC

05-013-06522	Crestone Peak	HARTSHORN 33-24	NWSE	24	2N	69W	JNCD
05-013-06109	Crestone Peak	LABER K UNIT 1	SESE	24	2N	69W	J-CDL
05-013-06578	Crestone Peak	LABER 44-24	SESE	24	2N	69W	JNCD
05-013-06208	8 North LLC	STROMQUIST #4	SESW	24	2N	69W	JSND
05-013-06566	Crestone Peak	ROSS 32-24	SWNE	24	2N	69W	JNCD
05-013-06548	Crestone Peak	LABER 34-24	SWSE	24	2N	69W	JNCD
05-123-13802	Crestone Peak	WILLIAMS E UNIT #1	CSW	18	2N	68W	JNCD
05-123-21956	Crestone Peak	WILLIAMS 23-18	NESW	18	2N	68W	JNCD
05-123-24882	Crestone Peak	WILLIAMS #13-18	NWSW	18	2N	68W	JNCD
05-123-21957	Crestone Peak	WILLIAMS #24-18	SESW	18	2N	68W	JNCD
05-123-33423	Crestone Peak	WILLIAMS #3A-18H	SWSW	18	2N	68W	NB
05-123-25511	Crestone Peak	WILLIAMS #14-18	SWSW	18	2N	68W	JNCD

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.

7. Pending before the Commission is an amended application for the October 2017 Hearing in Docket No. 171000695 filed by the Applicant requesting the Commission establish the Application Lands as an approximate 2,720-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.

8. Applicant requests it be authorized to drill and complete up to thirty-two (32) horizontal wells in the approximate 2,720-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.

9. 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

10. 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.

11. 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.

12. 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, the Commission enter an order:

A. Authorizing the drilling of up to thirty-two (32) 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 a 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

By: Jobediah J. Rittenhouse
Jillian Fulcher
Jobediah J. Rittenhouse
Beatty & Wozniak, P.C.
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jrittenhouse@bwenergylaw.com

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.

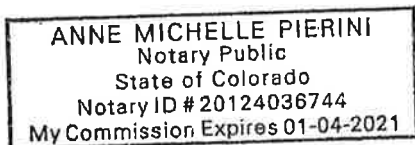
8 NORTH LLC

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



An Pi
Notary Public

Exhibit A

Reference Map for Application

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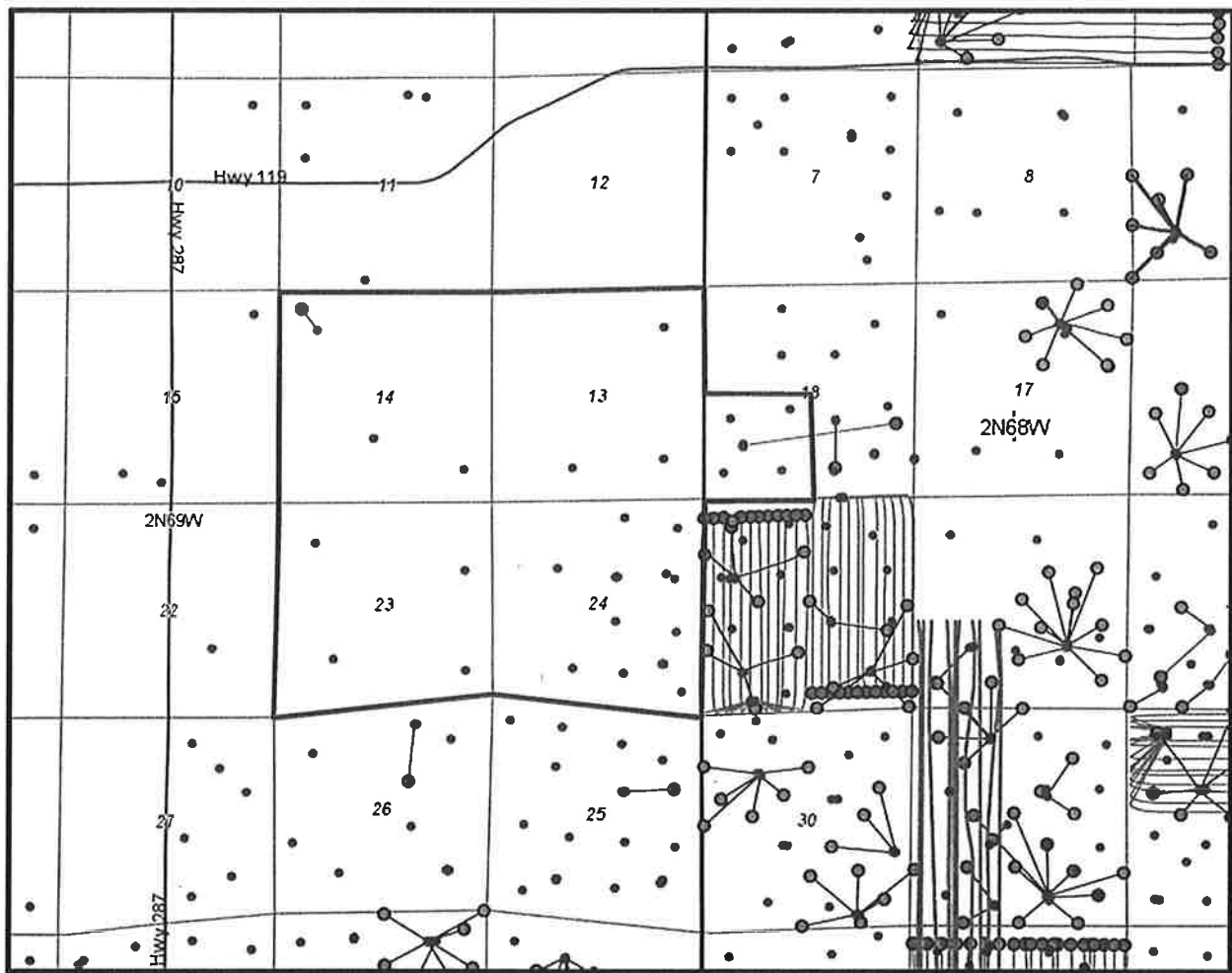
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