

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

IN THE MATTER OF THE APPLICATION OF EE3
LLC FOR AN ORDER TO MODIFY ORDER NOS.
531-1, 531-2, **AND** 531-7 ~~AND 531-8~~ TO, AMONG
OTHER THINGS, APPROVE ADDITIONAL
HORIZONTAL WELLS AND ALLOW FOR 300
FOOT SETBACKS WITHIN SECTIONS 18, 19, 30
AND 31, TOWNSHIP 7 NORTH, RANGE 80 WEST,
6TH P.M., AND SECTIONS 13, 24 AND 25,
TOWNSHIP 7 NORTH, RANGE 81 WEST, 6TH
P.M., FOR PRODUCTION FROM THE NIOBRARA
FORMATION, JACKSON COUNTY, COLORADO

Cause No.

Docket No. 150900540

AMENDED APPLICATION

EE3 LLC, Operator No. 10450 ("EE3" 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 (the "Commission") for an order to:

(a) Modify Order Nos. 531-1, 531-2, **AND** 531-7 ~~and 531-8~~, only insofar as such orders apply to the Niobrara Formation and to the Application Lands described on Exhibit A-1 attached hereto and incorporated herein, to allow 300 foot setbacks as to the unit boundaries of the drilling and spacing units described on Exhibit A-1;

(b) Modify Order Nos. 531-1, 531-2, **AND** 531-7 ~~and 531-8~~, only insofar as such orders apply to the Niobrara Formation and to the Application Lands described on Exhibit A-1, to allow for 150 foot inter-well setbacks; and

(c) Modify Order Nos. 531-1, 531-2, **AND** 531-7 ~~and 531-8~~, only insofar as such orders apply to the Niobrara Formation and to the Application Lands described on Exhibit A-1, to authorize up to four (4) horizontal wells within all 640-acre drilling and spacing units established by such orders.

All for the efficient and economic development of oil, gas and associated hydrocarbons from the Niobrara Formation within the lands described on Exhibit A-1 ("Application Lands"). A reference map of the Application Lands is attached hereto as Exhibit B. 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 is a registered operator in good standing with the Commission.

2. Applicant owns leasehold interests or holds the right to operate in the Application Lands, described on Exhibit A-1.

3. *Previous Orders.* Attached hereto and incorporated herein is Exhibit C, as amended, summarizing the ~~four~~ **THREE** prior orders that apply to the Application Lands, and further describes the specific sections within the Application Lands that are subject to each order.

4. *Existing Wells.* The records of the Commission indicate that the wells described on Exhibit D, attached hereto and incorporated herein, are currently producing from the Niobrara Formation.

5. To promote efficient drainage of the Niobrara Formation underlying the Application Lands, to protect correlative rights and avoid waste, Applicant requests that Order Nos. 531-1, 531-2, **AND** 531-7 ~~and 531-8~~ be modified, only as to the Application Lands, to allow for the treated interval of any horizontal well completed to the Niobrara Formation to be no less than 300 feet from the boundary of the drilling and spacing unit in which such well is completed, and no less than 150 feet from the treated interval of any other well completed to the same formation.

6. To promote efficient drainage of the Niobrara Formation underlying the Application Lands, to protect correlative rights and avoid waste, Applicant further requests that Order Nos. 531-1, 531-2, **AND** 531-7 ~~and 531-8~~ be modified, only as to the Application Lands, to authorize the drilling of up to four (4) horizontal wells within each drilling and spacing unit established by said orders, for the efficient and economic development of oil, gas and associated hydrocarbons from the Niobrara Formation. Such units currently allow for either one, two or three horizontal wells.

7. 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 its order consistent with Applicant's request as set forth above.

DATED this 29 day of July, 2015.

Respectfully submitted,

EE3 LLC

By:



James Parrot

Jillian Fulcher

Beatty & Wozniak, P.C.

Attorneys for Applicant

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Address of Applicant

EE3 LLC

ATTN: Douglas C. Sandridge, Vice
President - Land

4410 Arapahoe Avenue, Suite 100
Boulder, CO 80303

Exhibit A-1
Application Lands

Township 7 North. Range 80 West. 6th P.M.

Section 18: All

Section 19: All

Section 30: All

Section 31: All

Township 7 North. Range 81 West. 6th P.M.

Section 13: All

Section 24: All

Section 25: All

Exhibit B

Reference Map of the Application Lands

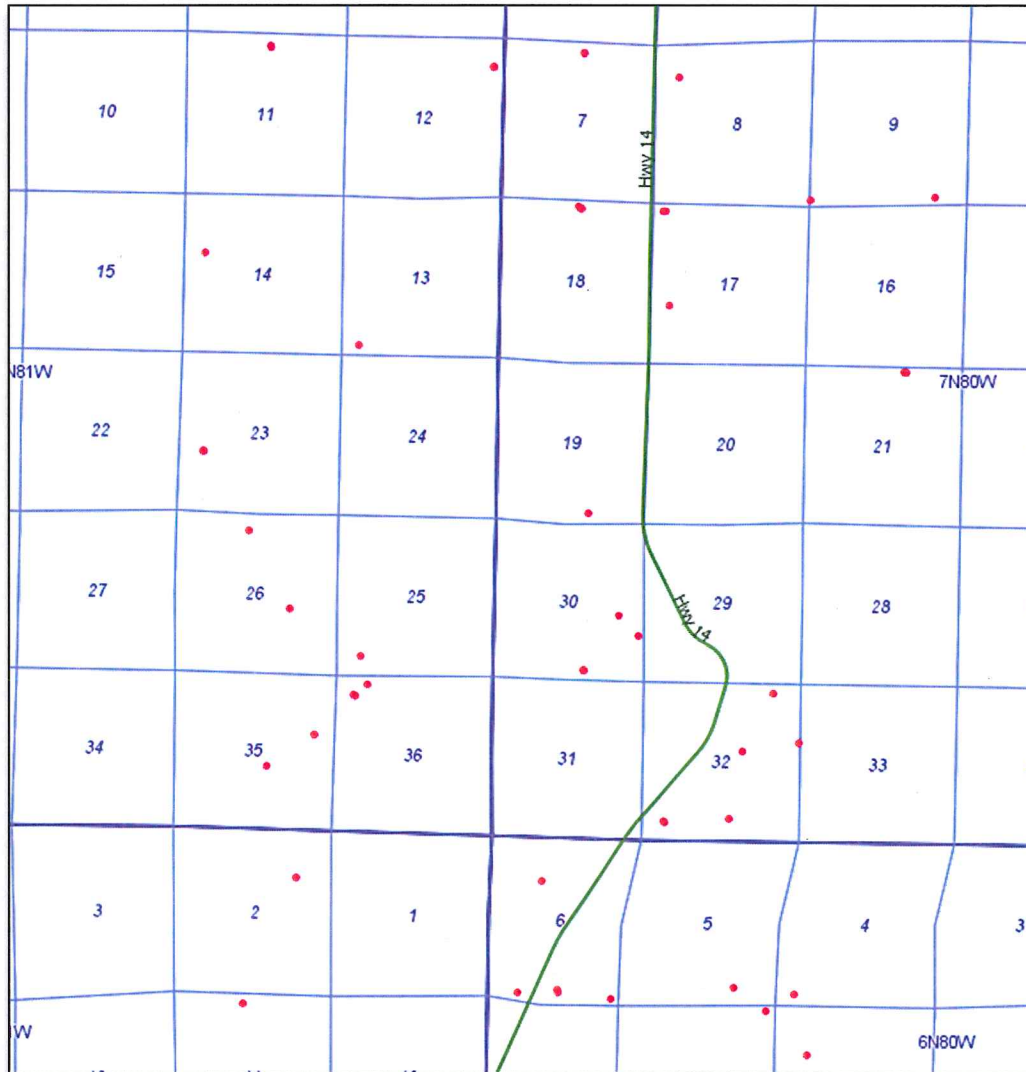


Exhibit C Existing Orders

Order Summary	Sec(s)	Twp	Rng
On February 25, 2008 the Commission entered Order No. 531-1, which among other things, established various drilling and spacing units for the drilling and completion of one horizontal well, with the option to drill a second horizontal well in each of the drilling and spacing units, with the permitted wells to be located no closer than 600 feet from the unit boundary, for certain lands in Townships 6 and 7 North, Range 80 West, 6th P.M., for the production of gas and associated hydrocarbons from the Niobrara Formation.	30	7n	80w
	31	7n	80w
On July 15, 2008 the Commission entered Order No. 531-2, which extended the provisions of Order No. 531-1, which had the effect of establishing various drilling and spacing units for the drilling and completion of one horizontal well, with the option to drill a second horizontal well in each of the drilling and spacing units, with the permitted wells to be located no closer than 600 feet from the unit boundary, for certain lands in Townships 6 and 7 North, Range 80 West, 6th P.M., for the production of gas and associated hydrocarbons from the Niobrara Formation.	18	7n	80w
	19	7n	80w
	13	7n	81w
	24	7n	81w
	25	7n	81w
On October 28, 2013 the Commission entered Order No. 531-7, which approved one additional horizontal well, for a total of three horizontal wells, within an approximate 617.38-acre drilling and spacing unit established by Order No. 531-2.	18	7n	80w
On October 28, 2013 the Commission entered Order No. 531-8, which established one approximate 640-acre drilling and spacing unit, and approved one vertical well and up to three horizontal wells within the unit, for the production of oil, gas and associated hydrocarbons from the Frontier Formation, with the productive interval of the wellbore to be located no closer than 600 feet from the unit boundaries and no closer than 150 feet from the productive interval of any other wellbore located in the unit, without exception being granted by the Director.	30	7n	80w

Cross-Referenced Index of Orders Applicable to Sections

Township 7 North. Range 80 West. 6th P.M.

Section 18: All	531-2, 531-7
Section 19: All	531-2
Section 30: All	531-1, 531-8
Section 31: All	531-1

Township 7 North. Range 81 West. 6th P.M.

Section 13: All	531-2
Section 24: All	531-2
Section 25: All	531-2

Exhibit D
Existing Producing Wells

Well Name	API No.	Operator
Mutual 2-30h	05-057-06465	EE3 LLC
Mutual 4-30h	05-057-06488	EE3 LLC
Hebron 3-12h	05-057-06498	EE3 LLC
Hebron 5-18h	05-057-06502	EE3 LLC
Coalmont 3-13h	05-057-06508	EE3 LLC

VERIFICATION

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

Douglas C. Sandridge, Vice President of Land for EE3 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.

EE3 LLC



Douglas C. Sandridge
Vice President

Subscribed and sworn to before me this 29th day of July, 2015, by Douglas C. Sandridge, Vice President of Land for EE3 LLC.

Witness my hand and official seal.

My commission expires: 11/20/2017



Notary Public

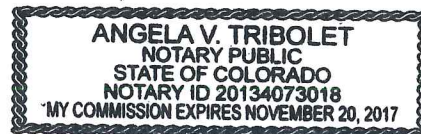


Exhibit E
Interested Party List

PETROLEUM LAND SERVICES, INC.
C/O THOMAS A. RUTLEDGE
471 SEASONS DRIVE
GRAND JUNCTION, CO 81507

FOUNDATION ENERGY MANAGEMENT, LLC
1801 BROADWAY, SUITE 1500
DENVER, CO 80202

THOMAS A. RUTLEDGE AND BEVERLY K.
RUTLEDGE
471 SEASONS DRIVE
GRAND JUNCTION, CO 81507

NAPI, LLC
3511 STANTON RD
YAKIMA, WA 98903

USA – DEPARTMENT OF THE INTERIOR
BUREAU OF LAND MANAGEMENT
2850 YOUNGFIELD STREET
LAKEWOOD, CO 80215-7093

WM KENT CROWDER
JACKSON COUNTY ADMINISTRATOR
PO BOX 1019
WALDEN, CO 80480

FOUNDATION ENERGY MANAGEMENT, LLC
16000 DALLAS PARKWAY #875
DALLAS, TX 75248-6607

MARKUS PRODUCTION, INC.
39 FAIRWAY LANE
LITTLETON, CO 80123

ALL STATES TRUCKING CORPORATION
3511 STANTON RD
YAKIMA, WA 98903

STATE OF COLORADO BOARD OF LAND
COMMISSIONERS
1127 SHERMAN ST., SUITE #300
DENVER, CO 80203

KENT KUSTER
OIL & GAS CONSULTANT COORDINATOR
COLORADO DEPARTMENT OF
PUBLIC HEALTH & ENVIRONMENT
4300 CHERRY CREEK DRIVE SOUTH
DENVER, CO 80246-1530

MICHAEL WARREN, ENERGY LIAISON
COLORADO PARKS AND WILDLIFE
NORTHWEST REGIONAL OFFICE
711 INDEPENDENT AVENUE
GRAND JUNCTION, CO 81505

