

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

IN THE MATTER OF THE APPLICATION OF
EXTRACTION OIL & GAS LLC FOR AN ORDER TO
POOL ALL INTERESTS IN AN APPROXIMATE 440-
ACRE DESIGNATED HORIZONTAL WELLBORE
SPACING UNIT, IN SECTIONS 32 AND 33, TOWNSHIP
6 NORTH, RANGE 67 WEST, 6TH P.M., FOR THE
NIOBRARA FORMATION, WATTENBERG FIELD, WELD
COUNTY, COLORADO

CAUSE NO.

DOCKET NO.

APPLICATION

COMES NOW Extraction Oil & Gas LLC, Operator No. 10459, ("Extraction" or "Applicant"), by and through its attorneys, Beatty & Wozniak, P.C., and makes this application to the Oil and Gas Conservation Commission of the State of Colorado ("Commission") for an order to pool all interests within an approximate 440-acre designated horizontal Wellbore Spacing Unit ("WSU") established for certain portions of Sections 32 and 33, Township 6 North, Range 67 West, 6th P.M., for the development and operation of the Niobrara Formation. 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 substantial leasehold interests in the below-listed lands:

Township 6 North, Range 67 West, 6th P.M.

Section 32: S $\frac{1}{2}$ N $\frac{1}{2}$, N $\frac{1}{2}$ SW $\frac{1}{4}$, NW $\frac{1}{4}$ SE $\frac{1}{4}$

Section 33: S $\frac{1}{2}$ N $\frac{1}{2}$

440 acres, more or less, Weld 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, allows 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 the drilling of horizontal wells.

4. Pursuant to Rule 318A., Applicant designated an approximate 440-acre horizontal wellbore spacing unit, composed of the Application Lands, for the below-described well, for the production of oil, gas and associated hydrocarbons from the Niobrara Formation. Applicant notified all owners in the proposed wellbore spacing unit pursuant to Rule 318A.e.(5). Applicant did not receive objections to the establishment of the proposed horizontal wellbore spacing unit within the 30-day response period:

a. Pavistma #9 Well (API No. 05-123-36655) – Niobrara Formation (hereinafter referred to as the “Subject Well”).

5. Acting pursuant to the relevant provisions of §34-60-116(6) & (7), C.R.S., and Rule 530., Applicant seeks an order pooling all interests, including, but not limited to, any nonconsenting interests, in the WSU established for the Application Lands, for the development and operation of the Niobrara Formation.

6. Applicant requests that the pooling order entered as a result of this Application be made effective as of the date of this Application.

7. Further, Applicant requests 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 Subject Well, are made subject to the cost recovery provisions of §34-60-116(7), C.R.S., effective as of the earlier of the date of the Application, or the date the costs specified in §34-60-116(7)(b), C.R.S. are first incurred for the drilling of the Subject Well.

8. 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.

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. That the names and addresses of the interested parties (persons who own any interest in the mineral estate of the tracts to be pooled, except owners of overriding royalty interest) according to the information and belief of the Applicant are set forth in Exhibit B attached hereto. The Applicant shall submit a certificate of service for the Application within the seven days 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. Pooling all interests in the WSU established for the Application Lands, for the development and operation of the Niobrara Formation, with the pooling order made effective as of the date of this Application.

B. 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 Subject Well, are pooled by operation of statute, pursuant to §34-60-116(6) & (7), C.R.S., and made subject to the cost recovery provisions thereof, effective as of the earlier of the date of the Application, or the date the costs specified in §34-60-116(7)(b), C.R.S. are first incurred for the drilling of the Subject Well.

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

DATED this 19 day of March, 2015.

Respectfully submitted,

EXTRACTION OIL & GAS LLC

By: _____


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Jillian Fulcher
Beatty & Wozniak, P.C.
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Address of Applicant

Extraction Oil & Gas LLC
Destenie McMillen, Senior Landman
1888 Sherman Street, Suite 200
Denver, Colorado 80203

VERIFICATION

STATE OF COLORADO

)

) ss.

CITY & COUNTY OF DENVER

)

Destenie McMillen, Senior Landman for Extraction Oil & Gas LLC, upon oath deposes and says that she has read the foregoing Application and that the statements contained therein are true to the best of her knowledge, information and belief.

EXTRACTION OIL & GAS LLC

Destenie McMillen
Destenie McMillen

Subscribed and sworn to before me this 18th day of March, 2015, by Destenie McMillen, Senior Landman for Extraction Oil & Gas LLC.

Witness my hand and official seal.

My commission expires: 9-27-2017

Notary Public

Jennifer Pittenger

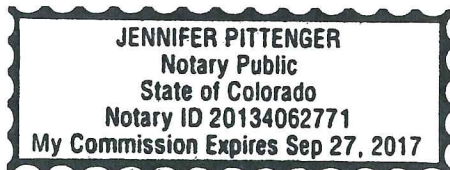


EXHIBIT A

Reference Map for Pooling Application

Township 6 North, Range 67 West, 6th P.M.

Section 32: S $\frac{1}{2}$ N $\frac{1}{2}$, N $\frac{1}{2}$ SW $\frac{1}{4}$, NW $\frac{1}{4}$ SE $\frac{1}{4}$

Section 33: S $\frac{1}{2}$ N $\frac{1}{2}$

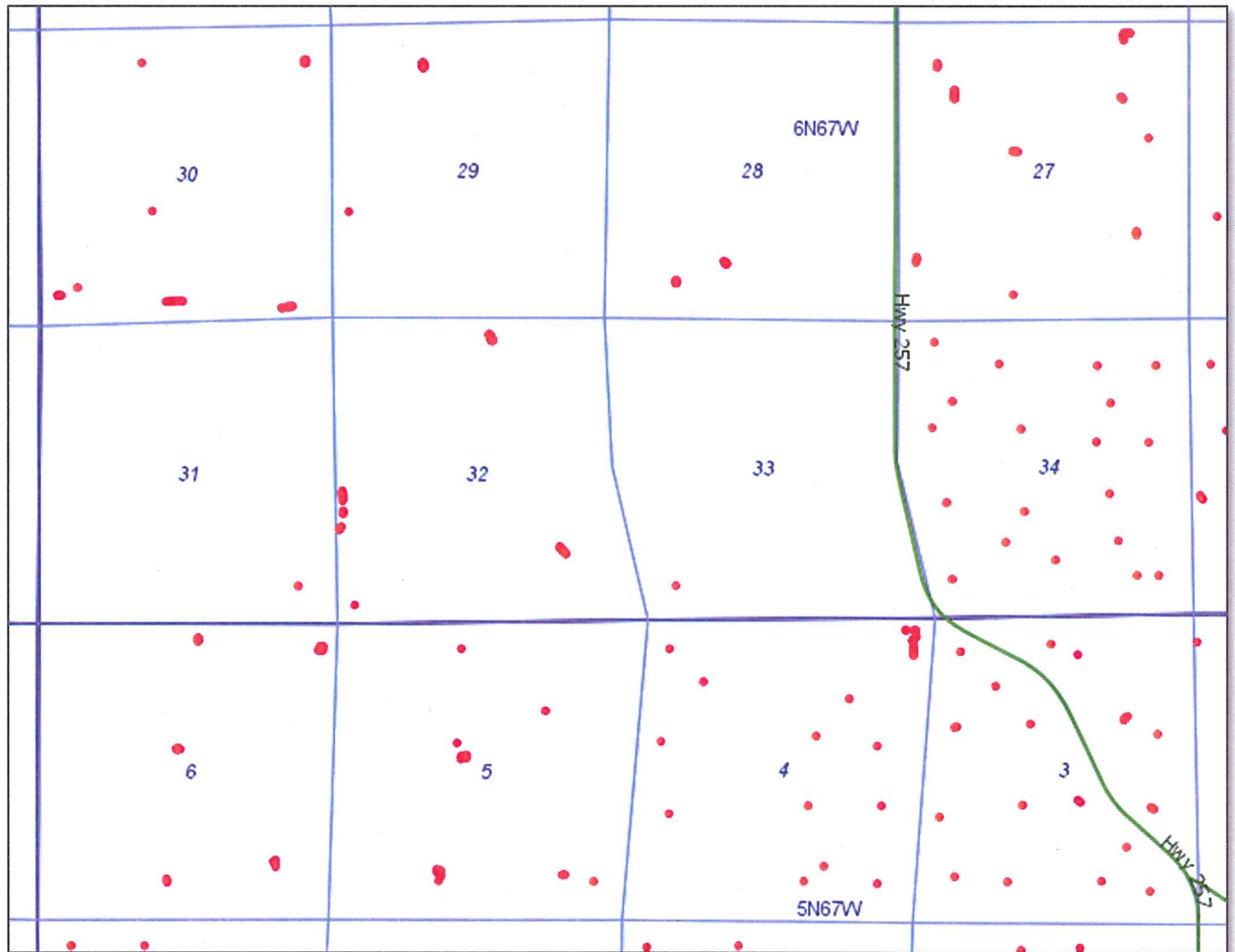


EXHIBIT B

INTERESTED PARTIES

The names and addresses of the interested parties (persons who own any interest in the mineral estate of the tracts to be pooled, except owners of overriding royalty interest) according to the information and belief of the Applicant are set forth in this Exhibit B.

Frye Farms Investments, LLC
1625 Pelican Lakes Point
Suite 201
Windsor, CO 80550

Vima Partners, LLC
1625 Pelican Lakes Point
Suite 201
Windsor, CO 80550

Trollco, Inc.
1625 Pelican Lakes Point
Suite 201
Windsor, CO 80550

Pelican Lakes, LLC
1625 Pelican Lakes Point
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Windsor, CO 80550

Janice H. Abbott
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Gail A. Abbott
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Kimberlee K. Campana
1706 Osperey Court
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Kathleen S. Nicoson
1135 Osperey Court
Windsor, CO 80550

Thomas E. Hellerich
2051 Vineyard Court
Windsor, CO 80550

Jimmy D. Nishimura and
Tatiana Lebedinskaia
1100 Hawk Court
Windsor, CO 80550

Shawn C. Elworthy and
Patricia M. Elworthy
1072 Hawk Court
Windsor, CO 80550

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Englewood, CO 80113

Clay M. Drake and
Raechel M. Drake
1020 Hilltop Drive
Windsor, CO 80550

Chad D. Smith and
Rebecca L. Smith
960 Hilltop Drive
Windsor, CO 80550

Bryan J. Kallenberger and
Julie A. Kallenberger
1954 Kestrel Court
Windsor, CO 80550

Brian DeBrie and
Jane DeBrie
1952 Kestrel Court
Windsor, CO 80550

Glenn John Zaffree
1949 Kestrel Court
Windsor, CO 80550

Todd Bruteig
P.O. Box 269
Windsor, CO 80550

Kenton H. Brunner and
Sharon K. Brunner
1959 Kestrel Court
Windsor, CO 80550

M. Cure Land, LLC
1963 Kestrel Court
Windsor, CO 80550

Ricky A. Croteau and
Tamara J. Croteau
1967 Kestrel Court
Windsor, CO 80550

David Chavez and
Yvonne Young
1320 Hilltop Drive
Windsor, CO 80550

Scott Tim Frank
1269 Hilltop Circle
Windsor, CO 80550

Brady Welton
c/o Try City Cycle, Inc.
3675 Clydesdale Parkway
Loveland, CO 80538

Joseph B. Blythe and
Margaret C. Blythe
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Windsor, CO 80550

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Linda R. Volz
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Windsor, CO 80550

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Fauna M. Kness
1301 Stone Mountain Drive
Windsor, CO 80550

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Phyllis Stark
1235 Hilltop Drive
Windsor, CO 80550

Richard O. Pearson and
Breellen E. Pearson
1361 Hilltop Drive
Windsor, CO 80550

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Diane C. Havery
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Stephen Walter Cline
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Denise M. VonCarlowitz
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Windsor, CO 80550

Windsor Oil Ventures, LLC
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Mark C. Coffman
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Windsor, CO 80550

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Bethanie L. McGinnis
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Windsor, CO 80550

John Norlin and
Suzanne Norlin
1291 Hilltop Drive
Windsor, CO 80550

James D. Richter and
Audrey F. Richter
183 Tidewater Drive
Windsor, CO 80550

Town of Windsor
301 Walnut Street
Windsor, CO 80550

John R. Orfield and
Laurie R. Orfield
1199 Osperey Court
Windsor, CO 80550

Ronald D. Brown and Kathalin C.
Brown, Trustees of the RD and KC
Brown Trust, dated August 30,
2005
6636 Prescott Court
Orange, CA 92867

Rhett Polka and
Carmen Polka
1449 Hilltop Circle
Windsor, CO 80550

Herbert D. Christian and
B. Carol Christian
1373 Eagle Court
Windsor, CO 80550

Dan W. Gauger and
Roxanne J. Gauger
1362 Hilltop Circle
Windsor, CO 80550

Ronald L. Wilson and
Raye C. Wilson
1268 Hilltop Circle
Windsor, CO 80550

Kathryn Kay O'Brien
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Windsor, CO 80550

Patriot Energy, LLC
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Suite 201
Windsor, CO 80550

Kerr-McGee Oil & Gas
Onshore LP
1099 18th Street, Suite 1800
Denver, CO 80202

Bear Creek Investments, LLC
183 Tidewater Drive
Windsor, CO 80550

Rosana Maria Guimaraes, Trustee
of the Rosana Maria Guimaraes
Revovable Trust dated June 5,
2014
1120 White Water Court
Cheyenne, WY 82009

Affirm Energy, LLC
P.O. Box 692
Niwot, CO 80544-0692

Viki J. Lind
29486 Weld County Road 13
Windsor, CO 80550

Martin Lind
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Suite 201
Windsor, CO 80550

Windsor Royalty Company, LLC
1625 Pelican Lakes Point
Suite 201
Windsor, CO 80550

Great Western Bank
3711 John F. Kennedy Parkway
Fort Collins, CO 80525

Mile High Banks
1720 Hover Street
Longmont, CO 80501

Great Western Railway Company
50 S. Steele
Denver, CO 80209

Extraction Oil & Gas LLC
Destenie McMillen, Senior
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Denver, CO 80203

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DOCKET NO.

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

That she is a Legal Assistant at Beatty & Wozniak, P.C., attorneys for Extraction Oil & Gas LLC, and on or before March 26, 2015, caused a copy of the attached Application to be deposited in the United States Mail, postage prepaid, addressed to the parties listed on Exhibit B to the Application.

My commission expires: 10-04-17

TERESA L. PETERSON
NOTARY PUBLIC
STATE OF COLORADO
NOTARY ID 19894002026
MY COMMISSION EXPIRES OCT.4, 2017