

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

IN THE MATTER OF AN APPLICATION BY
EXTRACTION OIL & GAS LLC FOR AN ORDER
POOLING ALL INTERESTS IN TWO APPROXIMATE
320-ACRE DESIGNATED HORIZONTAL WELLBORE
SPACING UNITS ESTABLISHED FOR SECTIONS 32
AND 33, TOWNSHIP 6 NORTH, RANGE 67 WEST,
6TH P.M., FOR THE DEVELOPMENT/OPERATION OF
THE CODELL AND NIOBRARA FORMATIONS,
WATTENBERG FIELD, WELD COUNTY, COLORADO

CAUSE NO. 407

DOCKET NO. *To be
assigned*

APPLICATION

Extraction Oil & Gas LLC, Operator No. 10459, ("Extraction" 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 (the "Commission") for an order pooling all interests in two approximate 320-acre horizontal wellbore spacing units 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 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 owns substantial leasehold interests in the below-listed lands:

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

Section 32: S½ N½

Section 33: S½ N½

Wellbore Spacing Unit ("WSU") Nos. 1 and 2
320 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, 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 Rule 318A.

4. Pursuant to Rule 318A., Applicant designated two approximate 320-acre horizontal wellbore spacing units, comprised of the Application Lands, for the below-described wells, for the production of oil, gas and associated hydrocarbons from the Codell or Niobrara Formations. Applicant notified all owners in the proposed wellbore spacing units pursuant to Rule 318A.e.(5). Applicant did not receive objections to the establishment of the proposed horizontal wellbore spacing units within the 30-day response period:

a. Pavistma #10 Well (API No. 05-123-36653) – Codell Formation – WSU #1;
and

b. Pavistma #11 Well (API No. 05-123-36651) – Niobrara Formation – WSU #2.

These wells are hereinafter referred to as the “Subject Wells.”

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 each of WSU Nos. 1 and 2 established for the Application Lands, for the development and operation of the Codell and Niobrara Formations.

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 each of the Subject Wells, 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 each of the Subject Wells.

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 each of WSU Nos. 1 and 2 established for the Application Lands, for the development and operation of the Codell and Niobrara Formations, 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 each of the Subject Wells, 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 each of the Subject Wells.

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: 

James Parrot
Jillian Fulcher
Beatty & Wozniak, P.C.
Attorneys for Applicant
216 16th Street, Suite 1100
Denver, Colorado 80202
(303) 407-4499
jparrot@bwenergylaw.com
jfulcher@bwenergylaw.com

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

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



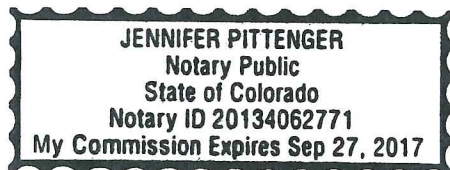


Exhibit A

Reference Map for Pooling Application

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

Section 32: S $\frac{1}{2}$ N $\frac{1}{2}$

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

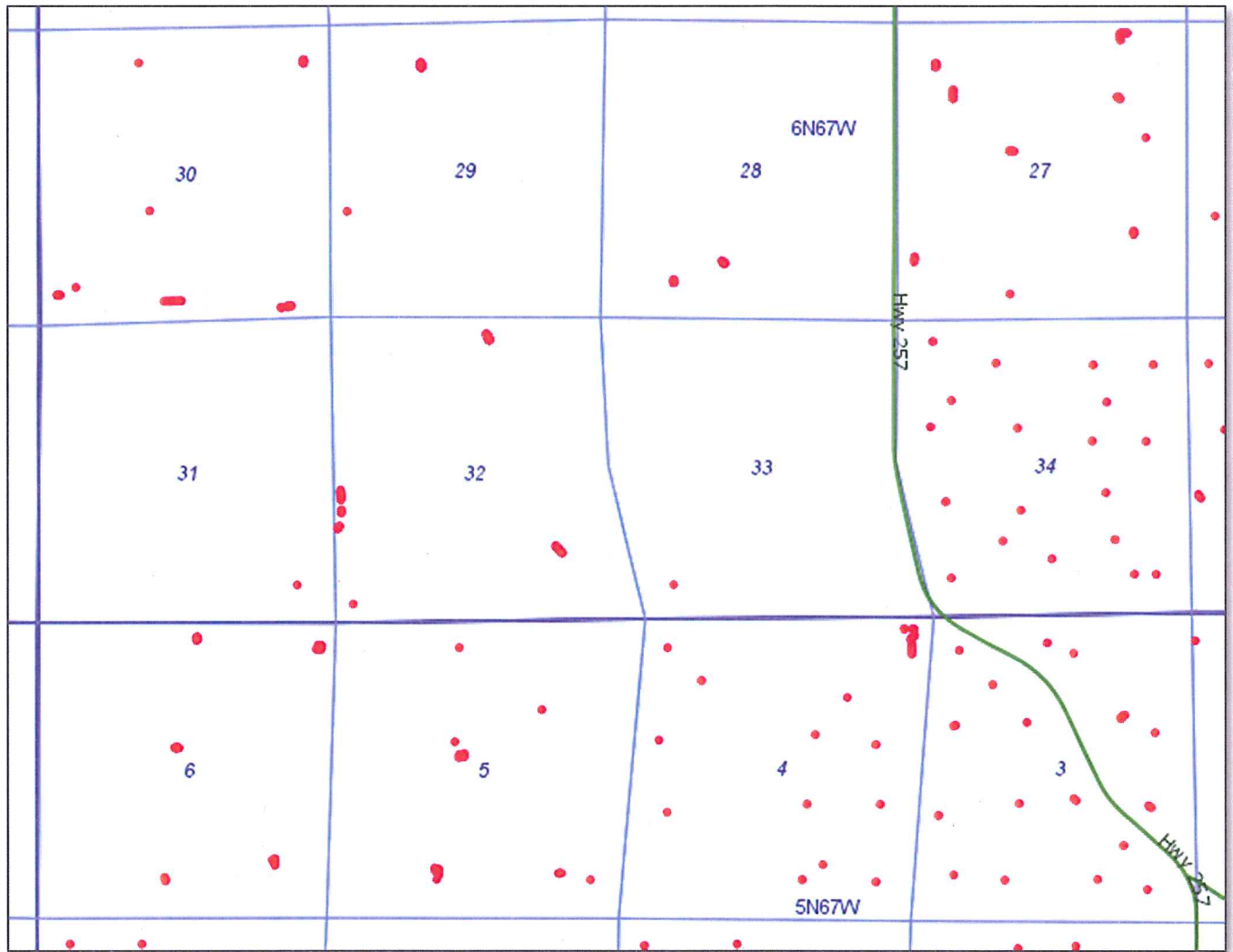


EXHIBIT B

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.

Janice H. Abbott
432 N. 800E
American Fork, UT 84003

Leslie C. Abbott
812 24th Street
Golden, CO 80401

Gail A. Abbott
812 24th Street
Golden, CO 80401

Michael D. Campana and
Kimberlee K. Campana
1706 Osperey 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

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

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

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

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

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

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

Scott Tim Frank
1269 Hilltop Circle
Windsor, CO 80550

Jana Kelley Cline and Stephen
Walter Cline
1283 Hilltop Circle
Windsor, CO 80550

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

Clifford C. Volz and Linda R. Volz
1450 Hilltop Circle
Windsor, CO 80550

Mark C. Coffman
1430 Hilltop Circle
Windsor, CO 80550

Lonnie L. Stark and
Phyllis Stark
1235 Hilltop Drive
Windsor, CO 80550

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

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

Thomas E. Hellerich
2051 Vineyard Court
Windsor, CO 80550

Hyla Ree Sloane
5380 E. Sanford Circle
Englewood, CO 80113

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

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

Great Western Railway Company
50 S. Steele Street, Suite 374
Denver, CO 80209

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

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

Reginald Nicoson and
Kathleen Nicoson
1135 Osprey Court
Windsor, CO 80550

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

Glenn John Zaffree
1949 Kestrel Ct.
Windsor, CO 80550

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

Ricky A. Croteau and
Tammy J. Croteau
1967 Kestrel Ct.
Windsor, CO 80550

Raindance Aquatic
Investments, LLC
1625 Pelican Lakes Point
Suite 201
Windsor, CO 80550

Town of Windsor
301 Walnut Street
Windsor, CO 80550

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

Michael P. Haverty and
Diane C. Haverty
5271 Heightsview Lane West
Apt. #2326
Fort Worth, TX 761

Brady Welton
1421 Hill Top Circle
Windsor, CO 80550

Wolfram P. VonCarlowitz and
Denise M. VonCarlowitz
1435 Hilltop Circle
Windsor, CO 80550

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

Joseph B. Blythe and
Margaret C. Blythe
1453 Hilltop Circle
Windsor, CO 80550

Windsor Oil Ventures, LLC
c/o Lyn Mize
330 N 44th Avenue
Greeley, CO 80634

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

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

Randal B. McGinnis and Bethanie
L. McGinnis
1326 Hilltop Circle
Windsor, CO 80550

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

Kathryn Kay O'Brien
1317 Hilltop Drive
Windsor, CO 80550

Justin E. Spaeth and Kalvert A.
Spaeth
1379 Hilltop Drive
Windsor, CO 80550

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

Martin Lind
1625 Pelican Lakes Point
Suite 201
Windsor, CO 80550

Affirm Energy, LLC
P.O. Box 629
Niwot, CO 80544

Viki Lind
29486 Weld County Road 13
Windsor, CO 80550

Patriot Energy, LLC
1625 Pelican Lakes Point
Suite 201
Windsor, CO 80550

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

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

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

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

IN THE MATTER OF AN APPLICATION BY
EXTRACTION OIL & GAS LLC FOR AN ORDER
POOLING ALL INTERESTS IN TWO APPROXIMATE
320-ACRE DESIGNATED HORIZONTAL WELLBORE
SPACING UNITS ESTABLISHED FOR SECTIONS 32
AND 33, TOWNSHIP 6 NORTH, RANGE 67 WEST,
6TH P.M., FOR THE DEVELOPMENT/OPERATION OF
THE CODELL AND NIOBRARA FORMATIONS,
WATTENBERG FIELD, WELD COUNTY, COLORADO

DOCKET NO. *To be assigned*

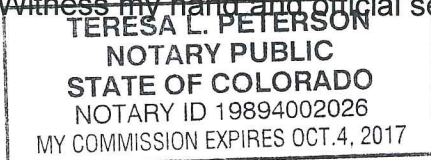
STATE OF COLORADO)
) ss.
CITY AND COUNTY OF DENVER)

That she is a Legal Assistant at Beatty & Wozniak, P.C., attorneys for Extraction Oil & Gas 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.


Jennifer Pittenger

Subscribed and sworn to before me this 19th day of March, 2015.

~~Witness my hand and official seal.~~




Notary Public