

**THE OIL AND 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 THREE APPROXIMATE  
319.21-ACRE DESIGNATED HORIZONTAL WELLBORE  
SPACING UNITS IN SECTION 4, TOWNSHIP 5 NORTH,  
RANGE 67 WEST, 6TH P.M., FOR THE CODELL AND  
NIOBRARA FORMATIONS, 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 three (3) approximate 319.21-acre designated horizontal Wellbore Spacing Units established for certain portions of Section 4, Township 5 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 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 5 North, Range 67 West, 6th P.M.  
Section 4: Lots 1 and 2 (a/d/a N½)

319.21 acres, more or less, Weld County, Colorado.  
Wellbore Spacing Unit ("WSU") Nos. 1, 2 and 3

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. On February 19, 1992, the Commission entered Order No. 407-87, which among other things, established spacing for the Niobrara Formation for certain lands

previously spaced for the Codell Formation and allowed the downhole commingling of production from the Codell and Niobrara Formations. The Application Lands are subject to Order No. 407-87 for the Niobrara Formation.

5. Pursuant to Rule 318A., Applicant designated three (3) approximate 319.21-acre horizontal wellbore spacing units, composed of the Application Lands, for the below-described wells, for the production of oil, gas and associated hydrocarbons from the Niobrara Formation. 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) Rancho Water Valley #5 Well (API No. 05-123-36427) – Codell Formation – WSU No. 1; and

(b) Rancho Water Valley #8 Well (API No. 05-123-36432) – Codell Formation – WSU No. 2; and

(c) Rancho Water Valley #9 Well (API No. 05-123-36431) – Niobrara Formation – WSU No. 3; and

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

6. 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, 2 and 3 established for the Application Lands, for the development and operation of the Niobrara Formation.

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

8. 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.

9. 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.

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. 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, 2 and 3, 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 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.

WHEREFORE, Applicant respectfully requests that this matter be set for hearing in May 2015, 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: March 19, 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@bwenerylaw.com  
jfulcher@bwenerylaw.com

Applicant's Address:

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

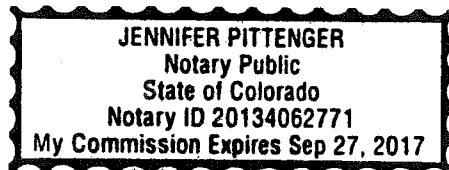
Subscribed and sworn to before me this 18<sup>th</sup> day of March, 2015, by Destenie McMillen, Senior Landman for Extraction Oil & Gas LLC.

Witness my hand and official seal.

My commission expires: 9-27-2017

Notary Public



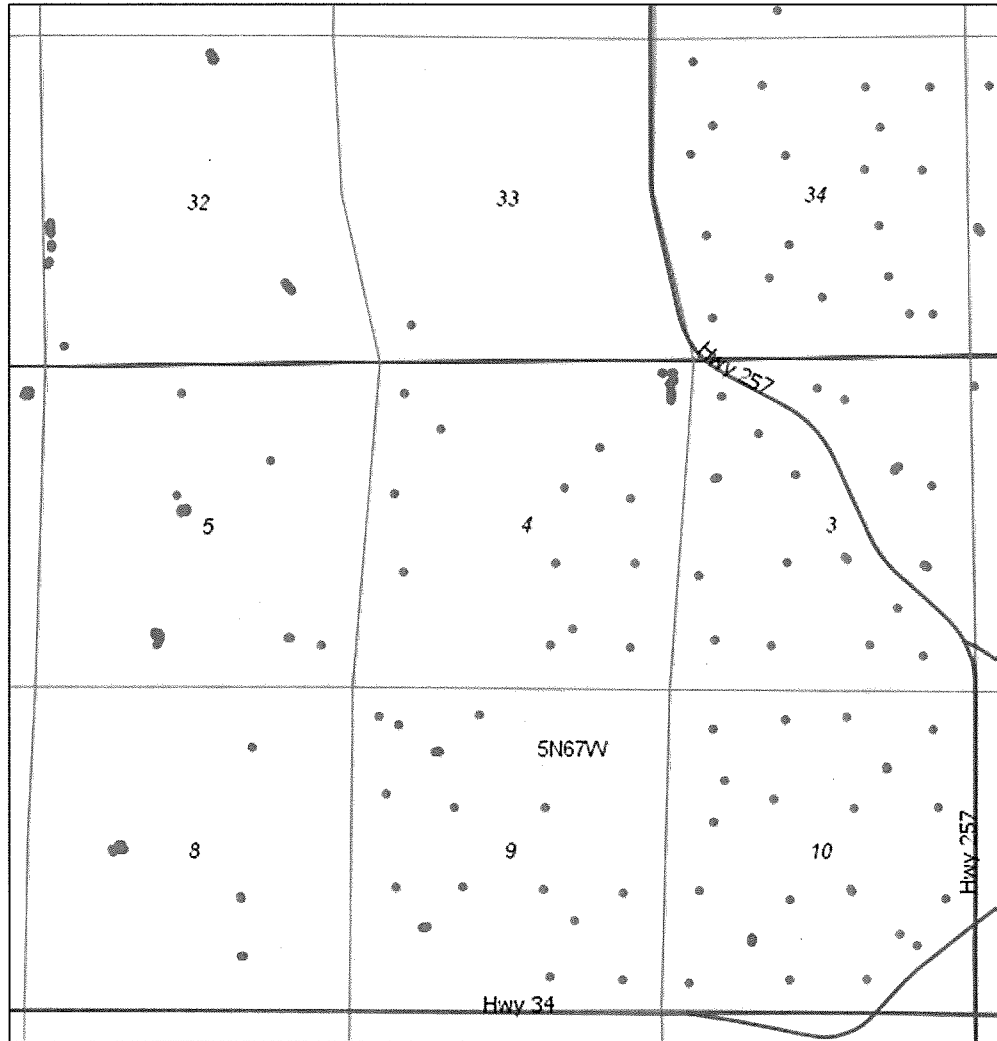


## EXHIBIT A

### Reference Map for Pooling Application

Township 5 North, Range 67 West, 6th P.M.

Section 4: Lots 1 and 2 (a/d/a N $\frac{1}{2}$ )



**EXHIBIT B  
INTERESTED PARTIES**

Hut, Inc.  
PO Box 6666  
Lubbock, TX 79493

Ovid A. Plumb  
2836 Dover Dr.  
Laramie, WY 82072

Lindsey Lynn Ireland  
1617 32nd Street  
Evans, CO 80620

Rhoades Family, LLC  
120 Kahil Place  
Fort Lupton, CO 80621

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

Mohrlang Energy, LLC, by  
Jerry D. Mohrlang  
326 Lodgepole Circle  
Parachute, CO 81635

Lori A. Staley  
8476 CR 62  
Windsor, CO 80550

Gregory G. Stewart  
c/o Don W. Taylor  
Owens Davies Fristoe  
Taylor & Schultz, P.S.  
1115 West Bay Drive NW, Suite 302  
Olympia, WA 98502-4668

Kenneth Linn Weaver  
1725 12th Ave  
Greeley, CO 80631

Charles L. Howard  
1132 Villa Flora Drive  
O'Fallon, MO 63366

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

Carolyn Plumb  
119 Watercolor Ct.  
Bozeman, MT 59715

The ARC of Indiana Master Trust I,  
f/b/o Kathryn S. Ireland  
c/o Michael G. Ireland, Trustee  
190 Sunblest Blvd. South  
Fishers, IN 46038

Taft Valley, LLC  
PO Box 269  
Windsor, CO 80550

Kristie Kay Stockman  
10260 Placerville Dr.  
Reno, NV 89508

Edwin Solomon, aka John  
Edwin Solomon  
555 St. Michaels Dr.  
Santa Fe, NM 87501

Douglas J. Howell, Jr.  
8117 101st Ave. NE  
Lake Stevens, WA 98258

Janet Stewart  
321 San Mar Drive NE  
Olympia, WA 98506

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

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

Anita L. Plumb  
1308 Vista Rd.  
Ellensburg, WA 98926

Michael G. Ireland  
190 Sunblest Blvd. South  
Fishers, IN 46038

Ramsay Oil, LLC  
3220 Trinidad  
Evans, CO 80620

Michael D. Schwartz, AIF for  
Bonnie J. Schwartz  
4910 Arrowhead Dr.  
Greeley, CO 80634

Estate of Gregory B. Bement  
8402 WCR 62  
Windsor, CO 80550

Great Western Railway of Colorado, LLC  
252 Clayton Street, 4th Floor  
Denver, CO 80204

Elizabeth Norris  
902 North Main #79  
San Angelo, TX 76903

Jeffrey P. Stewart  
c/o Don W. Taylor  
Owens Davies Fristoe  
Taylor & Schultz, P.S.  
1115 West Bay Drive NW, Suite 302  
Olympia, WA 98502-4668

Timothy J. Stewart  
c/o Don W. Taylor  
Owens Davies Fristoe  
Taylor & Schultz, P.S.  
1115 West Bay Drive NW, Suite 302  
Olympia, WA 98502-4668

Michael G. Norris  
1166 Villa Flora Drive  
O'Fallon, MO 63366

Grizzly Petroleum Company, LLC  
1801 Broadway, Suite 500  
Denver, CO 80202

Bonnie J. Schwartz  
4910 Arrowhead Dr.  
Greeley, CO 80634

Elmer J. Norris  
1200 Nineteenth Street  
Alamogordo, NM 88310

Norman Lazelle Weaver  
29495 Elkhorn Drive  
PO Box 775444  
Steamboat Springs, CO 80477

Tracy Lynn Broza Kirchner  
120 East 191st "S" Street  
Ely, NV 89301

Elmer Dale Solomon and  
Chris Solomon  
600 Sumit Street  
Evanston, WY 82930

William E. Solomon  
6700 E. Larimer County Rd. 92  
Carr, CO 80524

Janel L. Howard  
903 N. Main St., #79  
San Angelo, TX 76903

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

Betty Maxine Lindschmidt  
8268 CR 62  
Windsor, CO 80550

Jacqueline Smith  
200 Christiana Drive  
Niles, MI 79120

Ronald Lee Schmatz Weaver  
4911 Tesa Court  
Boulder, CO 80301

Estate of Harry Solomon, dec'd  
Windsor, CO (1957)

Anna Gass Canaday  
Garden Valley, ID 83622

Elsie Fisher  
5522 E. Larimer County Rd. 40  
Fort Collins, CO 80525

246 Habitat LLC  
P.O. Box 269  
Windsor, CO 80550

Affirm Energy, LLC  
PO Box 692  
Niwtot, CO 80544

Susan Flatau, AIF for Evangeline Best  
1811 South 71st Ave  
Yakima, WA 98908

Mildred Norris  
10 Maple Avenue #123  
Nevada, IA 50201

Viki J. Lind  
29486 WCR 13  
Windsor, CO 80550

Estate of Carl Elmer Solomon  
1455 West 25th  
Loveland, CO 80537

Maxine Solomon  
3809 Starlite Drive  
Fort Collins, CO 80524

Judy Solomon  
122<sup>nd</sup> Road  
Winfield, KS 67156

**THE OIL AND 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 THREE APPROXIMATE  
319.21-ACRE DESIGNATED HORIZONTAL WELLBORE  
SPACING UNITS IN SECTION 4, TOWNSHIP 5 NORTH,  
RANGE 67 WEST, 6TH P.M., FOR THE CODELL AND  
NIOBRARA FORMATIONS, WATTENBERG FIELD,  
WELD COUNTY, COLORADO

CAUSE NO.

DOCKET NO.

**AFFIDAVIT OF MAILING**

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


Jennifer Pittenger, of lawful age, and being first duly sworn upon her oath, states and declares:

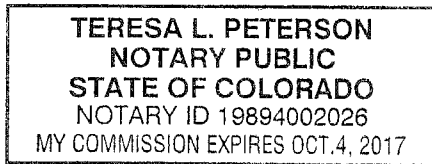
That she is a Legal Assistant at Beatty & Wozniak, P.C., attorneys for Extraction Oil & Gas LLC, and on or before March 26, 2015, caused a copy of the attached Application to be deposited in the United States Mail, postage prepaid, addressed to the parties listed on Exhibit B to the Application.

  
\_\_\_\_\_  
Jennifer Pittenger

Witness my hand and official seal.

My commission expires: 10-4-17

  
\_\_\_\_\_  
Notary Public





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 ) CAUSE NO. 407  
POOL ALL INTERESTS IN THREE APPROXIMATE )  
319.21-ACRE DESIGNATED HORIZONTAL WELLBORE ) DOCKET NO. 150500311  
SPACING UNITS IN SECTION 4, TOWNSHIP 5 NORTH, )  
RANGE 67 WEST, 6TH P.M., FOR THE CODELL AND )  
NIOBRARA FORMATIONS, WATTENBERG FIELD, )  
WELD COUNTY, COLORADO )

SUPPLEMENTAL AFFIDAVIT OF MAILING

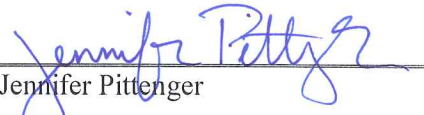
STATE OF COLORADO )  
 )ss.  
CITY AND COUNTY OF DENVER )

Jennifer Pittenger, of lawful age, and being first duly sworn upon her oath, states and declares:

That she is a Legal Assistant at Beatty & Wozniak, P.C., attorneys for Extraction Oil & Gas LLC, Operator No. 10459, and on or before April 2, 2015, caused a copy of the attached Application to be deposited in the United States Mail, postage prepaid, addressed to the parties listed below:

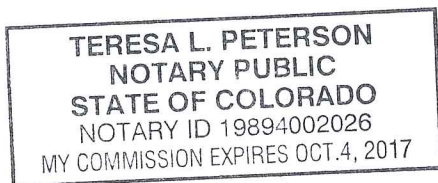
Carolyn Plumb  
3114 Summerset Drive  
Bozeman, MT 59715


Ovid A. Plumb  
1837 Indian Hills Circle  
Fort Collins, CO 80525

  
Jennifer Pittenger

Subscribed and sworn to before me this 2nd day of April, 2015.

Witness my hand and official seal.



  
Notary Public