

**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 AN APPROXIMATE 159.21-
ACRE DESIGNATED HORIZONTAL WELLBORE
SPACING UNIT IN SECTION 4, TOWNSHIP 5 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 159.21-acre designated horizontal Wellbore Spacing Unit ("WSU") established for certain portions of Section 4, Township 5 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 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: Lot 2 (a/d/a N $\frac{1}{2}$ N $\frac{1}{2}$)

159.21 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. 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 an approximate 159.21-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) Rancho Water Valley #12 Well (API No. 05-123-36430) – Niobrara Formation

This well is hereinafter referred to as the "Subject Well."

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 the WSU 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 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.

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 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.

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@bwenergylaw.com
jfulcher@bwenergylaw.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 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



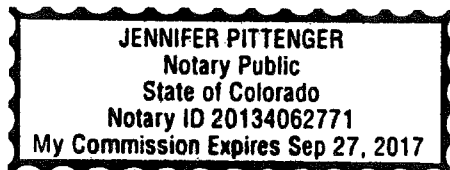
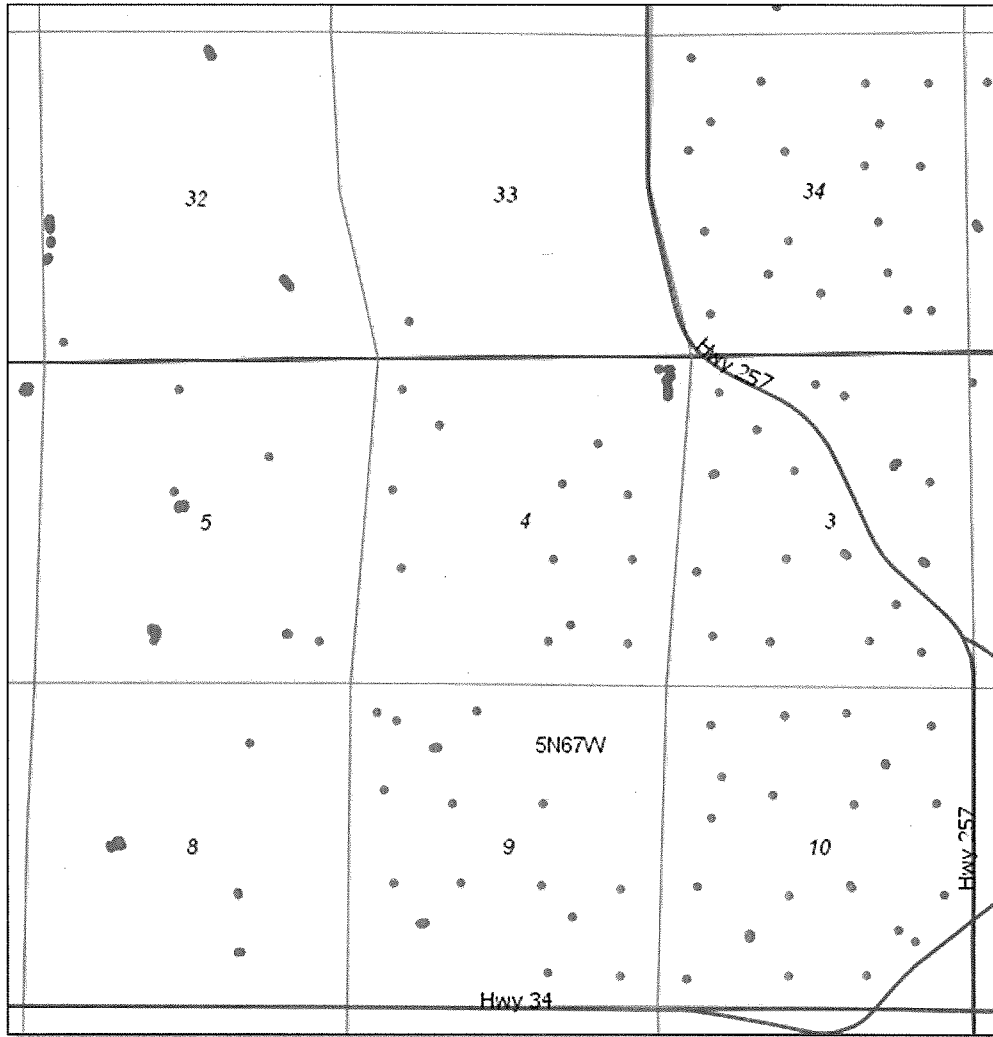


EXHIBIT A

Reference Map for Pooling Application

Township 5 North, Range 67 West, 6th P.M.
Section 4: Lot 2 (a/d/a $N\frac{1}{2}N\frac{1}{2}$)



**EXHIBIT B
INTERESTED PARTIES**

Hut, Inc.
PO Box 6666
Lubbock, TX 79493

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

Carolyn Plumb
119 Watercolor Ct.
Bozeman, MT 59715

Lindsey Lynn Ireland
1617 32nd Street
Evans, CO 80620

Ramsay Oil, LLC
3220 Trinidad
Evans, CO 80620

Taft Valley, LLC
PO Box 269
Windsor, CO 80550

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

Kristie Kay Stockman
10260 Placerville Dr.
Reno, NV 89508

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

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

Maxine Solomon
3809 Starlite Drive
Fort Collins, CO 80524

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

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

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

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

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

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

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

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

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

Anna Gass Canaday
Garden Valley, ID 83622

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

William E. Solomon
6700 E. Larimer County Rd. 92
Carr, CO 80612

Judy Solomon
122nd Road
Winfield, KS 67156

Lori A. Staley
8476 CR 62
Windsor, CO 80550

Elizabeth Norris, for life; Janel L. Howard, Charles
L. Howard, and Michael G. Norris
902 North Main #79
San Angelo, TX 76903

Janel L. Howard,
remainderman for Elizabeth Norris
903 N. Main St, #128
San Angelo, TX 76903

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

Martin Lind
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Windsor, CO 80550

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

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

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

Viki J. Lind
29486 WCR 13
Windsor, CO 80550

Taft Valley, LLC
PO Box 269
Windsor, CO 80550

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

Charles L. Howard,
remainderman for Elizabeth Norris
1132 Villa Flora Dr.
O'Fallon, MO 63366

Michael G. Norris,
remainderman for Elizabeth Norris
1166 Villa Flora Dr.
O'Fallon, MO 63366

Janet Stewart
321 San Mar Drive NE
Olympia, WA 98506

Kenneth Linn Weaver
1725 12th Ave
Greeley, CO 80631

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

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

Betty Maxine Lindschmidt
8268 CR 62
Windsor, CO 80550

Estate of Harry Solomon
Address Unknown

Affirm Energy, LLC
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Elmer J. Norris
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Alamogordo, NM 88310

Jacqueline Smith
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Niles, MI 79120

Norman Lazelle Weaver
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Steamboat Springs, CO 80477

Susan Flatau, AIF for Evangeline Best
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Yakima, WA 98908

Mildred Norris
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Nevada, IA 50201

Ronald Lee Schmatz Weaver
4911 Tesa Court
Boulder, CO 80301

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

**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 AN APPROXIMATE 159.21-
ACRE DESIGNATED HORIZONTAL WELLBORE
SPACING UNIT IN SECTION 4, TOWNSHIP 5 NORTH,
RANGE 67 WEST, 6TH P.M., FOR THE NIOBRARA
FORMATION, 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.



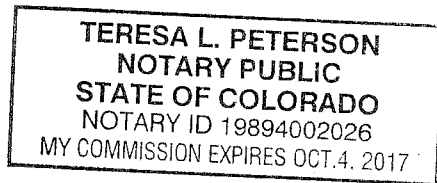
Jennifer Pittenger

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 AN APPROXIMATE 159.21-)
ACRE DESIGNATED HORIZONTAL WELLBORE) DOCKET NO. 150500316
SPACING UNIT IN SECTION 4, TOWNSHIP 5 NORTH,)
RANGE 67 WEST, 6TH P.M., FOR THE NIOBRARA)
FORMATION, WATTENBERG FIELD, WELD COUNTY,)
COLORADO)

SUPPLEMENTAL AFFIDAVIT OF MAILING

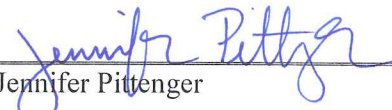
STATE OF COLORADO)
)ss.
CITY AND COUNTY OF DENVER)

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:

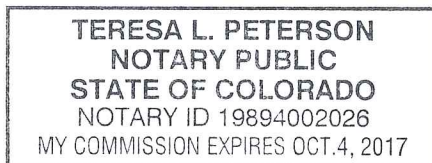
Carolyn Plumb
3114 Summerset Drive
Bozeman, MT 59715

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