

**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 AN APPROXIMATE
320-ACRE DESIGNATED HORIZONTAL WELLBORE
SPACING UNIT ESTABLISHED FOR SECTIONS 8
AND 9, TOWNSHIP 7 NORTH, RANGE 66 WEST, 6TH
P.M., FOR THE DEVELOPMENT/OPERATION OF
THE NIOBRARA FORMATION, 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 ("Commission") for an order pooling all interests in an approximate 320-acre horizontal wellbore spacing unit established for certain portions of Sections 8 and 9, Township 7 North, Range 66 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 has registered as an operator with the Commission.
2. Applicant owns substantial leasehold interests in the below-listed lands:

Township 7 North, Range 66 West, 6th P.M.

Section 8: N $\frac{1}{2}$ S $\frac{1}{2}$

Section 9: N $\frac{1}{2}$ S $\frac{1}{2}$

Wellbore Spacing Unit ("WSU") No. 1
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 an approximate 320-acre horizontal wellbore spacing unit, comprised 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. Thornton #4 Well (API No. 05-123-40274) – Niobrara Formation – WSU #1.

This well is 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 WSU No. 1, 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 WSU No. 1 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 14 day of May, 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
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jfulcher@bwenergyllc.com


Address of Applicant
Extraction Oil & Gas LLC
ATTN: Destenie McMillen
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

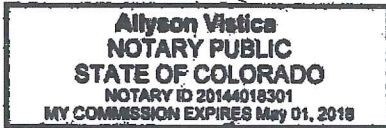



Destenie McMillen

Subscribed and sworn to before me this 14th day of May, 2015, by Destenie McMillen, Senior Landman for Extraction Oil & Gas LLC.

Witness my hand and official seal.

My commission expires: May 1, 2018





Notary Public

Exhibit A

Reference Map for Pooling Application

Township 7 North, Range 66 West, 6th P.M.

Section 8: N $\frac{1}{2}$ S $\frac{1}{2}$

Section 9: N $\frac{1}{2}$ S $\frac{1}{2}$

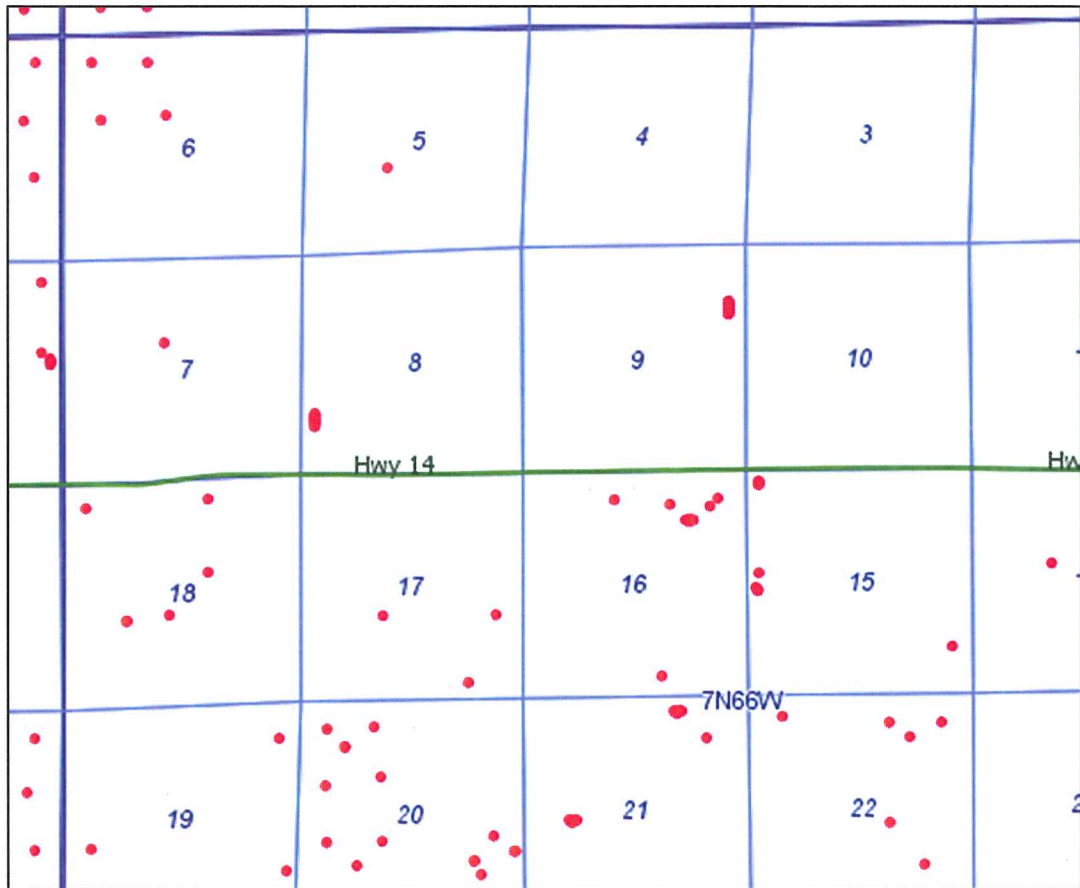


EXHIBIT B

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.

Joyce Wykert Weber
P.O. Box 1314
Ault, CO 80610

Double J. Farms & Feeding Inc.
13789 Hwy 14
Ault, CO 80610.

City of Thornton
9500 Civic Center Drive
Thornton, CO 80229

Double Eagle Energy Rockies, LLC
1401 Ballinger Street, Suite 203
Fort Worth, TX 76102

Heirs or Devisees of
Margaret Melton Hohn
965 Sleeping Child Road
Hamilton, MT 59840
(1989 Address)

Donald Q. Whittedge and
Patsy L. Whittedge
1838 15th Street
Penrose, CO 81240

Donald Q. Whittedge and Patsy L.
Whittedge, Co-Trustees of the
Whittedge Revocable Living Trust,
dated June 9, 2005
1838 15th Street
Penrose, CO 81240

Louanne Dontanville
236 North Beachwood Drive
Burbank, CA 91506

Eleanor Jean Biggs
32549 W. Street Hwy ZZ
New Hampton, MO 64471

Ronald Fred Brinkman
1607 Reservoir Road
Greeley, CO 80631

Shirley Ann Hirsch
39477 Hill Top Circle
Ault, CO 80610

Dennis Leroy Vossberg
H-1054
Budapest, Szabadsag Ter. 12,
Hungary

Tammy K. Hollinger
3532 Bonna Villa Dr.
Rapid City, SD 57701

Jennifer Hart
821 Montgomery St.
Custer, SD 57930

Janice Eileen White
P.O. Box 6543
Hilo, HI 96720

Phyllis E. Jenkins
1078 Virginia Road
Cheyenne, WY 82009

Kelly S. Chapel
78 Pageant Street
Belen, NM 87002

Catherine P. Torres
a/k/a Cathy Torres
7 B Jerome
Los Lunas, NM 87031

Mickey C. Chapel
a/k/a Mick Chapel
P.O. Box 291
Quemado, NM 87829

Renie Thompson
P.O. Box 160
Tjeras, NM 87059

Betty Jo Bauman, Trustee Under
The Betty Jo Bauman Living Trust
dated July 28, 2006
15660 SW Alderbrook Circle
Tigard, OR 97224

Anadarko E&P Onshore, LLC
1099 18th Street, Suite 1800
Denver, CO 80202

Jean T. Carr, Trustee of The
Jean T. Carr Family Trust Under
Amendment and Restatement of Trust
dated March 7, 2007
5025 Birch Creek Drive
South Ogden, UT 84403

DJ Resources, LLC
1600 Broadway, Suite 1960
Denver, CO 8020

Heirs of Devises of Beverly Helen
Vossberg Lair
Edgemont, SD 57725

OOGC America LLC
9805 Katy Freeway, Suite 500
Houston, TX 77024

Ulo G. Melton a/k/a Geoff Melton
3440 NW 57th Street
Seattle, WA 98107

Wallace Bruce Melton
a/k/a Bruce Melton
3100 Kauffman Avenue
Vancouver, WA 98660

Joseph Mark Melton
P.O. Box 1929
Healdsburg, CA 95448

Gail Paulson
4818 E. Kentucky Circle
Denver, CO 80246

Monika Moseley
a/k/a Monika Melton, Trustee
1430 Oak Circle
Healdsburg, CA 95448

Charles C. Hohn
12430 Niwot Road
Longmont, CO 80504-8413

Jean Anne Conrow
3700 S. Westport Ave. #1382
Sioux Falls, SD 57106

Gary Stull
4834 Smoke Rise Road
Casper, WY 82604

Grace D. Hill
10624 Zephyr Lane
Olympia, WA 98512-9372

Colder Weather LLC
4789 County Road 24 3/4
Firestone, CO 80504

Jeannene M. Page
1931 14th Street
Greeley, CO 80631

Dorothy H. Stewart
2623 Reservoir Road
Greeley, CO 80634

Dennis C. Ehn
215 Cypress Street
Newton Centre, MA 02459

Dean S. Ehn
6470 Firerock Court
Boulder, CO 80301

Donald L. Hughes and
Kathleen E. Hughes
40129 Weld County Road 31
Ault, CO 80610

Tami K. Spaulding
P.O. Box 100
Pierce, CO 80650

Bradley R. Baird
1386 South 6th Avenue
Yuma, AZ 85364

Monna S. Canaday
5506 West 24th Street
Greeley, CO 80634

Lyle Jenkuro Trenholme
a/k/a Lyle Trenholme
10357 Reserve Drive, Apt. 204
San Diego, CA 92127

Matthew Hideo Trenholme
a/k/a Mathew Trenholme
6707 Thornwood, Apt 20
San Diego, CA 92111

Sarah Reiko Trenholme
a/k/a Sarah Trenholme
Flat 1G Bayne Street
Stirling, Scotland FK8 1PG

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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, and on or before May 22, 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 15th day of May, 2015.

Witness my hand and official seal.

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



Notary Public