

**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 FIVE APPROXIMATE
640-ACRE DESIGNATED HORIZONTAL WELLBORE
SPACING UNITS ESTABLISHED FOR SECTIONS 8
AND 9, TOWNSHIP 7 NORTH, RANGE 66 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 ("Commission") for an order pooling all interests in five approximate 640-acre horizontal wellbore spacing units 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 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 7 North, Range 66 West, 6th P.M.

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

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

Wellbore Spacing Unit ("WSU") Nos. 1-5
640 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 five approximate 640-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. Thornton #5 Well (API No. 05-123-40252) – Niobrara Formation – WSU #1;
 - b. Thornton #6 Well (API No. 05-123-40269) – Codell Formation – WSU #2;
 - c. Thornton #7 Well (API No. 05-123-40262) – Niobrara Formation – WSU #3;
 - d. Thornton #8 Well (API No. 05-123-40266) – Niobrara Formation – WSU #4;
- and
- e. Thornton #9 Well (API No. 05-123-40271) – Codell Formation - WSU #5.

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 WSU Nos. 1-5, 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 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 WSU Nos. 1-5 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 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 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
jparrot@bwenergylaw.com
jfulcher@bwenergylaw.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

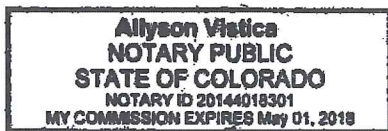


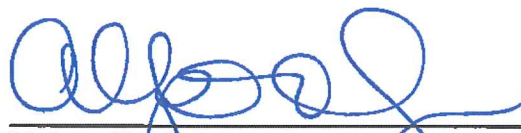
Destenie McMillen

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: S½

Section 9: S½

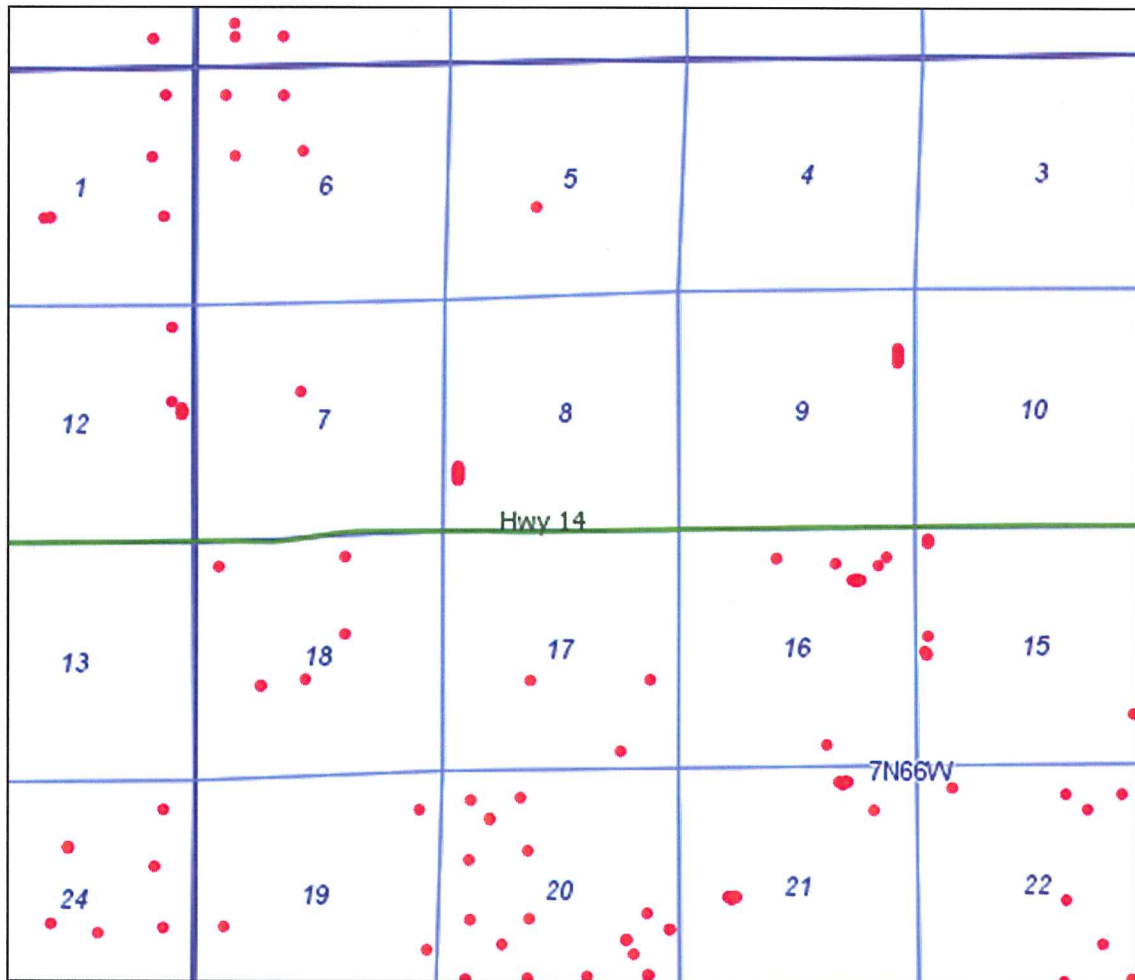


EXHIBIT B

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 and Feeding, Inc.
13789 Hwy 14
Ault, CO 80610

City of Thornton
9500 Civic Center Drive
Thornton, CO 80229

Duane L. Brown and
Geraldine J. Brown
13707 State Highway 14
Ault, CO 80610

Patsy Lee Whitledge and
Donald Q. Whitledge
1838 15th Street
Penrose, CO 81240

Donald Q. Whitledge and
Patsy L. Whitledge Revocable Living Trust
under date of 6/9/2006
1838 15th Street
Penrose, CO 81240

Louanne Dontanville
236 North Beachwood Dr.
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

Heirs or devisees of Beverly Helen
Vossberg Lair, deceased
Edgemont, SD 57735

Dennis Leroy Vossberg
H-1054 Budapest
Szabadsaq 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
7B Jerome
Los Lunas, NM 87031

Mickey C. 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
7/28/2006
15660 SW Alderbrook Circle
Tigard, OR 97224

Jean T. Carr, Trustee of The Jean T. Carr
Family Trust Under Amended and
Restatement of Trust dated 3/7/2007
5025 Burch Creek Circle
South Ogden, UT 84403

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

Matthew Hideo Trenholme
6707 Thornwood
Apt. 20
San Diego, CA 92111

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

Joann L. Firestien
13149 Hwy 14
Ault, CO 80610

Charles C. Hohn
12340 Niwot Road
Longmont, CO 80504

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

Ulo Geoffrey Melton
3440 NW 57th Street
Seattle, WA

Wallace 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
aka Monika Melton, Trustee
1430 Oak Circle
Healdsburg, CA 95448

Colder Weather LLC
100 South University Blvd., Unit 7
Denver, CO 80209

Jeannene 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

Sheila Ash
14943 Highway 14
Ault, CO 80610

Q.T. Endeavors, LLC
301 North Shields Street
Fort Collins, CO 80521

Tess Leases & Sales LLC
34499 WCR 29
Windsor, CO 80550

Tami K. Spaulding
PO Box 100
Pierce, CO 80650

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

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

DJ Resources, LLC
1600 Broadway, Suite 1960
Denver, CO 80202

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

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

WYOTEX Drilling
Ventures, LLC
P.O. Box 280969
Lakewood, CO 80228

Colorado Department of Transportation
c/o Receipts and Deposits
4201 East Arkansas Avenue, Room 212
Denver, CO 80222

Karl Raymond Yoder
40245 County Rd 31
Ault, CO 80610

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

Heirs or Devisees of Catherine R. Nyp, aka
Catherine R. Vannoy
41646 WCR 122
Grover, CO 80729
(1999 Address)

John O. Norin
2001 7th Street
Greeley, CO 80631
(1976 Address)

Lincoln Energy LLC
P.O. Box 6975
Denver, CO 80206

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

