

**BEFORE 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 VACATE AN APPROXIMATE 640-  
ACRE DESIGNATED WELLBORE SPACING  
UNIT POOLED BY ORDER NO. 407-1238 AND  
TO POOL AN APPROXIMATE 280-ACRE  
DESIGNATED WELLBORE SPACING UNIT IN  
SECTIONS 28 and 29, TOWNSHIP 6 NORTH,  
RANGE 67 WEST, 6TH P.M., FOR THE  
NIOBRARA FORMATION, WATTENBERG  
FIELD, WELD COUNTY, COLORADO

CAUSE NO. 407

DOCKET NO.

TYPE: POOLING

APPLICATION

Extraction Oil & Gas, LLC ("Applicant"), by its attorneys, Gretchen VanderWerf, PC, applies to the Oil and Gas Conservation Commission of the State of Colorado ("Commission") for an order to: 1) vacate the pooling provisions entered by Order No. 407-1238 for an approximate 640-acre designated horizontal wellbore spacing unit established for the N/2 of Sections 27, 28 and 29, Township 6 North, Range 67 West, 6th P.M., only as it applies to the Kodak #5 Well (API No. 05-123-37250), for the development and operation of the Niobrara Formation; and 2) pool all interests in an approximate 280-acre designated horizontal wellbore spacing unit in Sections 28 and 29, Township 6 North, Range 67 West, 6th P.M., for the drilling of the Kodak #5 Well, 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 company duly authorized to conduct business in the State of Colorado and is a registered operator in good standing with the Commission. Applicant's operator identification number is No. 10459.

2. Applicant owns certain leasehold interests in the following described lands:

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

Section 28: N $\frac{1}{2}$ N $\frac{1}{2}$

Section 29: N $\frac{1}{2}$ NE $\frac{1}{4}$ , NE $\frac{1}{4}$ NW $\frac{1}{4}$

Weld County, Colorado ("Application Lands").

3. On February 19, 1992, the Commission entered Order No. 407-87 (amended August 20, 1993) which, among other things, established 80-acre drilling and spacing units for the production of oil, gas and associated hydrocarbons from the Codell and Niobrara Formations, with the permitted well locations in accordance with the provisions of Order No. 407-1.

4. 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 Cretaceous Age Formations from the base of the Dakota Formation to the surface. On December 5, 2005, Rule 318A was amended, among other things, 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, among other things, to address drilling of horizontal wells. The Application Lands are subject to this Rule for the Codell and Niobrara Formations.

5. On April 28, 2014, the Commission entered Order No. 407-1025 which pooled all interests in nine approximate 320-acre designated horizontal wellbore spacing units, with each unit covering the same lands consisting of the N½ of Section 28, Township 6 North, Range 67 West, 6th P.M. for the drilling of the Kodak #4 through #12 Wells, for the development and operation of the Codell and Niobrara Formations.

6. On March 16, 2015, the Commission entered Order No. 407-1238: 1) vacating the pooling provisions entered by Order No. 407-1025 for five approximate 320-acre designated wellbore spacing units established for the N½ of Section 28, Township 6 North, Range 67 West, 6th P.M. for the development and operation of the Codell and Niobrara Formations; 2) pooling all interests in seven approximate 400-acre to 640-acre designated horizontal wellbore spacing units established for Sections 20, 21, 22, 27, 28 and 29, Township 6 North, Range 67 West, 6th P.M., for the development and operation of the Codell and Niobrara Formations; and 3) subjecting any nonconsenting interests to the cost recovery provisions of C.R.S. §34-60-116(7), effective as of the earlier of the date of the Application, or the date that any of the costs specified in C.R.S. §34-60-116(7)(b) were first incurred for the drilling of the Kodak #2 (API No. 05-123-40776); the Kodak #3 (API No. 05-123-41120); the Kodak #5 (API No. 05-123-37250); the Kodak #6 (API No. 05-123-37256); the Kodak #9 (API No. 05-123-37252); the Kodak #10 (API No. 05-123-37257); and the Kodak #13 (API No. 05-123-37255 ("Wells")):

Township 6 North, Range 67 West, 6th P.M. (Kodak #2 Well)  
Section 21: S½S½  
Section 22: SW¼SW¼  
Section 27: NW¼NW¼  
Section 28: N½N½

Township 6 North, Range 67 West, 6th P.M. (Kodak #3 Well)  
Section 20: S½S½  
Section 21: S½S½  
Section 28: N½N½  
Section 29: N½N½

Township 6 North, Range 67 West, 6th P.M. (Kodak #5 Well)  
Section 27: W½NW¼  
Section 28: N½  
Section 29: NE¼, E½NW¼

Township 6 North, Range 67 West, 6th P.M. (Kodak #6 Well)  
Section 28: N½  
Section 29: N½

Township 6 North, Range 67 West, 6th P.M. (Kodak #9 Well)  
Section 28: N½  
Section 29: N½

Township 6 North, Range 67 West, 6th P.M. (Kodak #10 Well)  
Section 28: S $\frac{1}{2}$ N $\frac{1}{2}$ , N $\frac{1}{2}$ S $\frac{1}{2}$   
Section 29: S $\frac{1}{2}$ N $\frac{1}{2}$ , N $\frac{1}{2}$ S $\frac{1}{2}$

Township 6 North, Range 67 West, 6th P.M. (Kodak #13 Well)  
Section 28: S $\frac{1}{2}$ N $\frac{1}{2}$ , N $\frac{1}{2}$ S $\frac{1}{2}$   
Section 29: S $\frac{1}{2}$ N $\frac{1}{2}$ , N $\frac{1}{2}$ S $\frac{1}{2}$

7. The lands in the designated horizontal wellbore spacing unit established for the Kodak #5 Well were incorrectly described in the Amended Application submitted by Extraction on December 17, 2014 and in Order No. 407-1238, as follows:

Kodak #5 Well  
API No. 05-123-37250  
Township 6 North, Range 67 West, 6th P.M.  
Section 27: W $\frac{1}{2}$ NW $\frac{1}{4}$   
Section 28: N $\frac{1}{2}$   
Section 29: NE $\frac{1}{4}$ , E $\frac{1}{2}$ NW $\frac{1}{4}$   
Niobrara Formation  
(640 acres)

8. Therefore, Applicant hereby requests an order vacating Order No. 407-1238 with regard to the pooling of the lands in the incorrect designated horizontal wellbore spacing unit for the Kodak #5 Well:

Kodak #5 Well  
API No. 05-123-37250  
Township 6 North, Range 67 West, 6th P.M.  
Section 27: W $\frac{1}{2}$ NW $\frac{1}{4}$   
Section 28: N $\frac{1}{2}$   
Section 29: NE $\frac{1}{4}$ , E $\frac{1}{2}$ NW $\frac{1}{4}$   
Niobrara Formation  
(640 acres)

9. Applicant further requests an order pursuant to C.R.S. §34-60-116(6) and (7) and Rule 530 pooling all interests, including but not limited to, any nonconsenting interests and leased mineral owners, in the corrected designated horizontal wellbore spacing unit for the Kodak #5 Well for the development of the Niobrara Formation underlying the following lands:

Kodak #5 Well  
API No. 05-123-37250  
Township 6 North, Range 67 West, 6th P.M.  
Section 28: N $\frac{1}{2}$ N $\frac{1}{2}$   
Section 29: N $\frac{1}{2}$ NE $\frac{1}{4}$ , NE $\frac{1}{4}$ NW $\frac{1}{4}$   
Niobrara Formation  
(280 acres)

10. Applicant requests that the order pooling the corrected designated horizontal wellbore spacing unit for the Kodak #5 Well be made effective as of the earlier of the date of this Application, or the date that the costs specified in C.R.S. §34-60-116(7)(b) are first incurred for the drilling of the Kodak #5 Well to the Niobrara Formation.

11. Applicant states that the Director waived the requirement that Extraction send an additional Rule 318A proposal letter notifying the owners regarding the corrected designated horizontal wellbore spacing unit.

12. Applicant certifies that copies of this Application will be served on all persons owning an interest in the mineral estate of the tracts to be pooled within seven (7) days of the date hereof, as required by Rule 507.b(2), and that at least thirty (30) days prior to the hearing on this matter, each such interest owner not already leased or voluntarily pooled will be offered the opportunity to lease or to participate in the drilling of the Kodak #5 Well and will be provided with the information required by Rule 530. The list of the interested parties is attached hereto as Exhibit A.

13. Vacating the incorrect designated horizontal wellbore spacing unit, and establishing the corrected wellbore spacing unit for the Kodak #5 Well, will allow more efficient reservoir drainage, will prevent waste, will assure a greater ultimate recovery of hydrocarbons, and will protect correlative rights.

WHEREFORE, Applicant requests that this matter be set for hearing at the next available opportunity, that notice be given as required by law, and that upon such hearing, the Commission enter its order:

A. Vacating Order No. 407-1238 only as it applies to the pooling of the following incorrect designated horizontal wellbore spacing unit for the Kodak #5 Well:

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

Section 27: W $\frac{1}{2}$ NW $\frac{1}{4}$

Section 28: N $\frac{1}{2}$

Section 29: NE $\frac{1}{2}$ .E $\frac{1}{2}$ NW $\frac{1}{4}$

B. Providing that Order No. 407-1238 shall not be vacated, but shall remain in force and effect with regard to the pooling of the following designated horizontal wellbore spacing units for the development and operation of the Codell and Niobrara Formations, as applicable, in the Kodak #2, Kodak #3, Kodak #6, Kodak #9, Kodak #10, and Kodak #13 Wells.

Township 5 North, Range 67 West, 6th P.M. (Kodak #2 Well)

Section 21: S $\frac{1}{2}$ S $\frac{1}{2}$

Section 22: SW $\frac{1}{4}$ SW $\frac{1}{4}$

Section 27: NW $\frac{1}{4}$ NW $\frac{1}{4}$

Section 28: N $\frac{1}{2}$ N $\frac{1}{2}$

Township 6 North, Range 67 West, 6th P.M. (Kodak #3 Well)

Section 20: S $\frac{1}{2}$ S $\frac{1}{2}$

Section 21: S $\frac{1}{2}$ S $\frac{1}{2}$

Section 28: N $\frac{1}{2}$ N $\frac{1}{2}$

Section 29: N $\frac{1}{2}$ N $\frac{1}{2}$

Township 6 North, Range 67 West, 6th P.M. (Kodak #6 Well)  
Section 28: N $\frac{1}{2}$   
Section 29: N $\frac{1}{2}$

Township 6 North, Range 67 West, 6th P.M. (Kodak #9 Well)  
Section 28: N $\frac{1}{2}$   
Section 29: N $\frac{1}{2}$

Township 6 North, Range 67 West, 6th P.M. (Kodak #10 Well)  
Section 28: S $\frac{1}{2}$ N $\frac{1}{2}$ , N $\frac{1}{2}$ S $\frac{1}{2}$   
Section 29: S $\frac{1}{2}$ N $\frac{1}{2}$ , N $\frac{1}{2}$ S $\frac{1}{2}$

Township 6 North, Range 67 West, 6th P.M. (Kodak #13 Well)  
Section 28: S $\frac{1}{2}$ N $\frac{1}{2}$ , N $\frac{1}{2}$ S $\frac{1}{2}$   
Section 29: S $\frac{1}{2}$ N $\frac{1}{2}$ , N $\frac{1}{2}$ S $\frac{1}{2}$

C. Pooling all interests in an approximate 280-acre corrected designated horizontal wellbore spacing unit for the below-described lands for the development and operation of the Niobrara Formation for the drilling of the Kodak #5 Well (API No. 05-123-37250):

Township 6 North, Range 67 West, 6th P.M.  
Section 28: N $\frac{1}{2}$ N $\frac{1}{2}$   
Section 29: N $\frac{1}{2}$ NE $\frac{1}{4}$ , NE $\frac{1}{4}$ NW $\frac{1}{4}$

D. Providing that the Commission's order pooling all interests in the designated horizontal wellbore spacing unit, as corrected by the order, is made effective as of the earlier of the date of this Application, or the date that the costs specified in C.R.S. §34-60-116(7)(b) are first incurred for the drilling of the Kodak #5 Well in the corrected designated horizontal wellbore spacing unit for the development of the Niobrara Formation.

E. 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 Kodak #5 Well are pooled by operation of statute, pursuant to C.R.S. §34-60-116(6) and (7), and made subject to the cost recovery provisions of the statute.

F. Providing that the production obtained from the corrected designated horizontal wellbore spacing unit shall be allocated to each owner in the unit on the basis of the proportion that the number of acres in such tract bears to the total number of mineral acres within the unit; each owner of an interest in the unit shall be entitled to receive its share of the production of the Kodak #5 Well applicable to its interest in the unit.

G. For such other findings and orders as the Commission may deem proper or advisable in this matter.

WHEREFORE, Applicant respectfully requests that this matter be set for hearing in September 2015, that notice be given as required by law, and that upon such hearing, the Commission enter its order consistent with this Application.

Dated: July 13, 2015.

Respectfully submitted,

Extraction Oil & Gas, LLC

By: /s/ Gretchen VanderWerf

Gretchen VanderWerf  
Gretchen VanderWerf, PC  
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Applicant's Address and Contact Information:

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VERIFICATION

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

Destenie McMillen, of lawful age, being first duly sworn upon oath, deposes and says that she is the Senior Landman of Extraction Oil & Gas, LLC, and that she has read the foregoing Application and that the matters therein contained are true to the best of her knowledge, information and belief.

By: /s/ Destenie McMillen  
Destenie McMillen

Subscribed and sworn to before me this 8th day of July, 2015.

Witness my hand and official seal.

My commission expires: 1/21/18

(SEAL)

/s/ Jesse Nicole Schmidt  
Notary Public

**EXHIBIT A**

**LIST OF INTERESTED PARTIES**

Great Western Oil and Gas Company, LLC  
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The Archdiocese of Denver  
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Greeley, Colorado 80634

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Littleton, Colorado 80120

Shaun M. Jordan  
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1201 Cornerstone, LLC  
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Fort Collins, Colorado 80526

Nathan H. and Katharine C. Dechairo  
230 Rochester Drive  
Windsor, Colorado 80550

Cornerstone Community Homeowners  
Association, Inc.  
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Gilbert and Alison S. O'Connor  
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312 Slate Court  
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302 Slate Court  
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Janice Elaine Lawson  
1035 Basalt Court  
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Paul E. and Rebecca S. Ragatz  
309 Granite Court  
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Timothy M. and Kristine R. Mattix  
1060 Basalt Court  
Windsor, Colorado 80550

Larry and Linda Puga  
205 Sandstone Court  
Windsor, Colorado 80550

Adam P. and Sumer A. Krier  
220 Sandstone Court  
Windsor, Colorado 80550

Mark K. and Katherine A. Cole  
230 Sandstone Court  
Windsor, Colorado 80550

Elliot J. and Jessica M. Ball  
240 Sandstone Court  
Windsor, Colorado 80550

William D. and Judith A. Young  
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Maxwell Family Trust  
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26 Rose Court  
Windsor, Colorado 80550

Karen Marie Zabonik  
6 Rose Court  
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Daniel J. and Sandra M. Cline  
2 Rose Court  
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Douglas D. and Rebecca J. Jardine  
5 Tulip Court  
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21 Daisy Court  
Windsor, Colorado 80550

James C. Dotson  
30 Daisy Court  
Windsor, Colorado 80550

Kevin S. Kapitan  
22 Daisy Court  
Windsor, Colorado 80550

Douglas J. and Dawn M. Guy  
14 Daisy Court  
Windsor, Colorado 80550

Jerry and Alice Campbell  
29 Tulip Court  
Windsor, Colorado 80550

Brian D. and Diane F. Mossong  
33 Tulip Court  
Windsor, Colorado 80550

Lindell Real Estate  
37 Tulip Court  
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7 Nantucket Court  
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Ted and Michelle St. John  
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164 Sunflower Drive  
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Scott A. and Marinda M. Moore  
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Shellene R. and Christopher Scot Karst  
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Gary J. and Gay Jorgensen  
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Luke D. Hinrichs  
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Combined Priorities LLC  
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1109 3rd Street  
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D. Stephen and Robin L. Choate  
1010 3rd Street  
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Andrew J. and Katherine L. Eccleston  
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Troy R. and Marlo D. Baumruk  
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Gregory L. and Kelly D. Seilbach  
1200 Boulder Court  
Windsor, Colorado 80550

James Donald Ussery  
1203 Boulder Court  
Windsor, Colorado 80550

Teresa J. Stieb  
1200 Peak Court  
Windsor, Colorado 80550

John G. and Donna T. Pepich  
1101 Glacier Court  
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Dustin S. and Katie Dunphy  
1103 Timberline Court  
Windsor, Colorado 80550

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Lindsay K. and Julie A. Heyer  
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Rodney G. and Jodi Lynn Davis  
1105 Alpine Court  
Windsor, Colorado 80550

Anne E. Patton and Joe T. Patton  
1113 Alpine Court  
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1205 Boulder Court  
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