

**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 THREE
APPROXIMATE 640-ACRE DESIGNATED
HORIZONTAL WELLBORE SPACING UNITS
ESTABLISHED FOR SECTIONS 29 AND 32,
TOWNSHIP 2 NORTH, RANGE 67 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 three approximate 640-acre horizontal wellbore spacing units established for certain portions of Sections 29 and 32, Township 2 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 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 2 North, Range 67 West, 6th P.M.

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

Section 32: E $\frac{1}{2}$

Wellbore Spacing Unit ("WSU") Nos. 1-3

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 three 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. Troudt #4 Well (API No. 05-123-41435) – Codell Formation – WSU #1;
 - b. Troudt #5 Well (API No. 05-123-41434) – Niobrara Formation – WSU #2;
- and
- c. Troudt #6 Well (API No. 05-123-41436) – Codell Formation – WSU #3.

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 each of WSU Nos. 1 through 3 established for the Application Lands, for the development and operation of the Codell and Niobrara Formations.

6. Applicant requests that the Commission’s pooling order be made effective as of the earlier of the date of this Application, or the date that the costs specified in §34-60-116(7)(b), C.R.S. are first incurred for the drilling of the Subject Wells within WSU Nos. 1-3.

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 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.

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 each of WSU Nos. 1 through 3 established for the Application Lands, for the development and operation of the Codell and Niobrara Formations, effective as of the earlier of the date of this Application, or the date that the costs specified in §34-60-116(7)(b), C.R.S. are first incurred for the drilling of the Subject Wells within WSU Nos. 1 through 3.

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.

DATED this 27 day of August, 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: Jason Lowrey
370 17th Street, Suite 5300
Denver, CO 80202

VERIFICATION

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

Jason Lowrey, Senior Landman for Extraction Oil & Gas LLC, upon oath deposes and says that he has read the foregoing Application and that the statements contained therein are true to the best of his knowledge, information and belief.

EXTRACTION OIL & GAS LLC



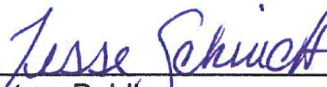
Jason Lowrey

Subscribed and sworn to before me this 25th day of August, 2015, by Jason Lowrey, Senior Landman for Extraction Oil & Gas LLC.

Witness my hand and official seal.

My commission expires: 1/21/2018

JESSE NICOLE SCHMIDT
NOTARY PUBLIC
STATE OF COLORADO
NOTARY ID 20144002537
MY COMMISSION EXPIRES JANUARY 21, 2018



Notary Public

Exhibit A

Reference Map for Pooling Application

Township 2 North, Range 67 West, 6th P.M.

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

Section 32: E $\frac{1}{2}$

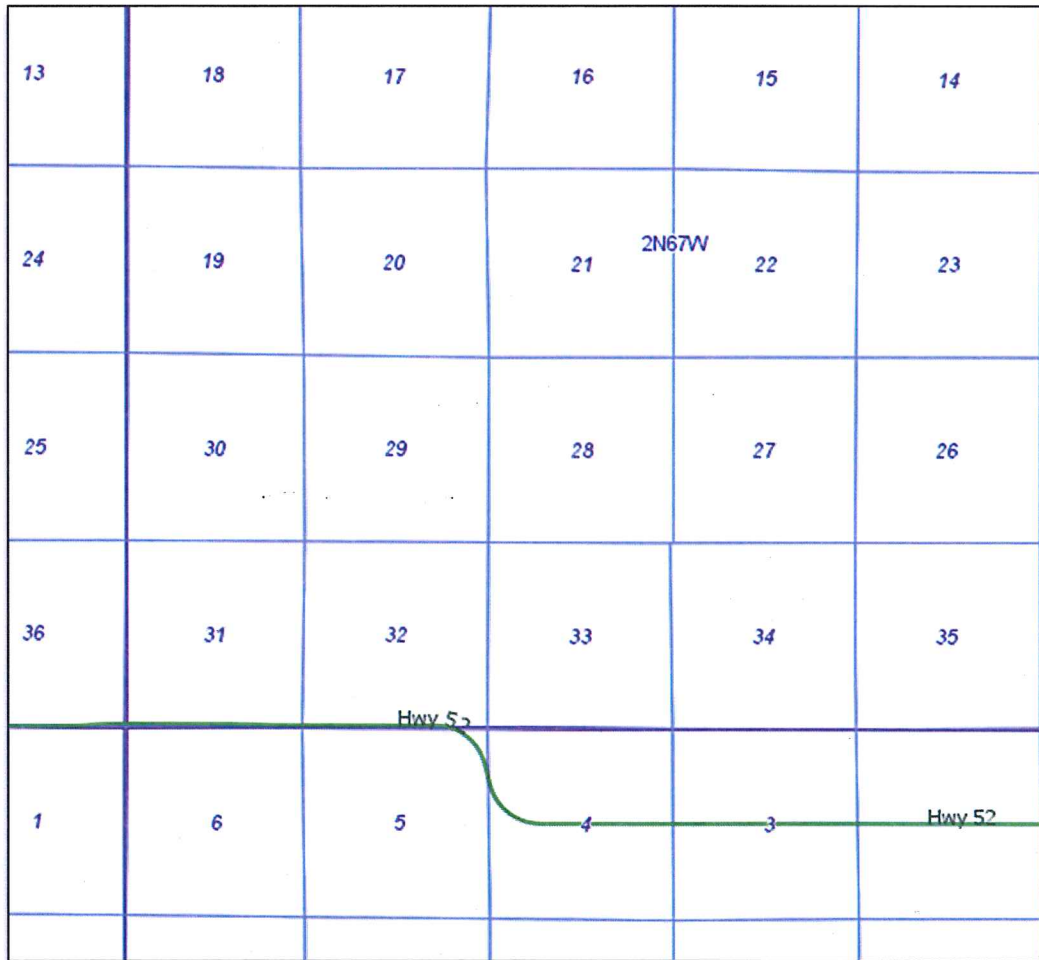


EXHIBIT B

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.

Brett R. Cary and Kathleen P. Cary
2355 County Road CC
Orchard, Colorado 80649

Bud W. Hunziker
7037 County Road 19
Fort Lupton, CO 80621

C & M Resources LLC
16 Sunset Circle
Longmont, CO 80501

Central Weld County Water District
2235 2nd Avenue
Greeley, CO 80631

Charles Emerson Hamly
6012 B Curtier Drive
Alexandria, VA 22310

Charles Grant
P.O. Box 908
Longmont, CO 80502

Charles Stromquist
12189 Oxford Road
Longmont, CO 80504

Colorado Commercial Investment Analysis
Syndicate No. 3
3450 West 37th Ave.
Denver, CO 80211

Colorado National Bank of Denver, Colorado, as
Trustee under the Will of Charles W. Emerson,
Deceased
Address Unknown

Crosier, Kelly & Hall Partnership
5285 S Laredo Way
Centennial, CO 80015-4153

Dorotha Stromquist Ekx
1097 Purdue Dr.
Longmont, CO 80503

Douglas Grant
1217 Fox Hill Drive
Longmont, CO 80501

Elizabeth C. Polk
6006 Simms
Arvada, CO 80004

Encana Oil & Gas (USA) Inc
370-17 Street, Suite 1700
Denver, CO 80202

Glenn S. Cook and Gayle L. Cook, as Trustees of
the Glenn S. Cook Trust No. 1 dated February 1,
2011
200 Kahil Place
Fort Lupton, CO 80261

Heirs or Devisees of Harry Gumeson, Deceased
Address Unknown

Irene H. Hamly, as Successor Trustee of the Irene
H. Hamly Trust
P.O. Box 1061
Black Mountain, NC 28711

J. Robert Gumeson
Address Unknown

James A. Brunemeier and Beverly J. Brunemeier,
as Joint Tenants
2526 CR 10
Erie, CO 80516

Jamie Modrall, nka Jamie Bybee
10114 Wyandott Circle North
Thornton, CO 80260

Jerri Lynn Modrall Doering, aka Jerri Lynn Doering,
nka Jerri Lynn Modrall
9025 Silver Birch Blvd.
Frederick, CO 80530

JLW Investment, L.L.C.
351 Glencoe St.
Denver, CO 80220

Joyce M. Hunziker
7037 County Road 19
Fort Lupton, CO 80621

Karen P. Miller
200 Kahil Place
Fort Lupton, CO 80621

Lillian Gumeson Perrine
Address Unknown

Lorraine Stromquist Knaus
8152 North 119th Street
Longmont, CO 80501

Loudon D. Rosenoff, aka L. Douglas Rosenoff
No Address Found

Mallard LLC
1649 Metropolitan Drive
Longmont, CO 80504

Margaret Boyle Jorgensen, aka Margaret Smith
Boyle
Address Unknown

Myron R. Rosenoff
6471 Highway 52
Frederick, CO 80530

Oxford Mission, fka Oxford Mission to Calcutta
22 The Harrage
Romsey, Mants
5051 8HE, England

Patricia Hunziker
6505 County Road 17
Fort Lupton, CO 80621

Rowland Emerson Hamly
106 Terrace Lane
International Falls, MN 56649

Sarah J. Jones
705 7th Street
Kersey, CO 80644

Synergy Resources Corporation
20203 Highway 60
Platteville, CO 80651

The Farmers Reservoir and Irrigation Company
80 S 27th Ave.
Brighton, CO 80601

Thelma I. Cantu
No Address Found

Therese Elizabeth Coe, Trustee
2617 E. Sylvia
Tucson, AZ 85716

W.E. Rosenoff
Address Unknown

Wallace Grant
P.O. Box 908
Longmont, CO 80502

Wallace H. Grant, Douglas Grant, and Charles
Miller Grant, as Joint Tenants
c/o Wallace H. Grant
P.O. Box 908
Longmont, CO 80502

Zane Nelson
PO Box 87
Fort Lupton, CO 80621

