

**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 480-ACRE DESIGNATED
HORIZONTAL WELLBORE SPACING UNIT
ESTABLISHED FOR SECTIONS 4 AND 5,
TOWNSHIP 2 NORTH, RANGE 68 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 480-acre horizontal wellbore spacing unit established for certain portions of Sections 4 and 5, Township 2 North, Range 68 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 68 West, 6th P.M.

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

Section 5: S $\frac{1}{2}$

Wellbore Spacing Unit ("WSU") Nos. 1, 2 and 3
480 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 480-acre horizontal wellbore spacing unit, comprised of the Application Lands, for the below-described wells, for the production of oil, gas and associated hydrocarbons from the Codell and 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. Fairview #6 Well (API No. 05-123-41519) – Niobrara Formation – WSU #1;
 - b. Fairview #7 Well (API No. 05-123-41518) – Codell Formation – WSU #2;
- and
- c. Fairview #8 Well (API No. 05-123-41525) – Niobrara Formation – WSU #3.

The above 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 - 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 each 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 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. The undersigned certifies that copies of this Application will be served on each interested party as required by Rule 507 within seven (7) days of the filing hereof, 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 - 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 each of the Subject Wells within WSU Nos. 1 - 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 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 8 day of October, 2015.

Respectfully submitted,

EXTRACTION OIL & GAS LLC

By: 
James Parrot
Jillian Fulcher
Beatty & Wozniak, P.C.
Attorneys for Applicant
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Denver, Colorado 80202
(303) 407-4499
jparrot@bwenergyllc.com
jfulcher@bwenergyllc.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



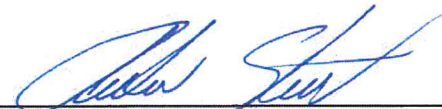
Jason Lowrey

Subscribed and sworn to before me this 8th day of October, 2015, by Jason Lowrey, Senior Landman for Extraction Oil & Gas LLC.

Witness my hand and official seal.

My commission expires: 10/04/2017

ANDREW STOUT
NOTARY PUBLIC
STATE OF COLORADO
NOTARY ID 20134064176
COMMISSION EXPIRES OCT. 04, 2017



Notary Public

Exhibit A

Reference Map for Pooling Application

Township 2 North, Range 68 West, 6th P.M.

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

Section 5: S $\frac{1}{2}$

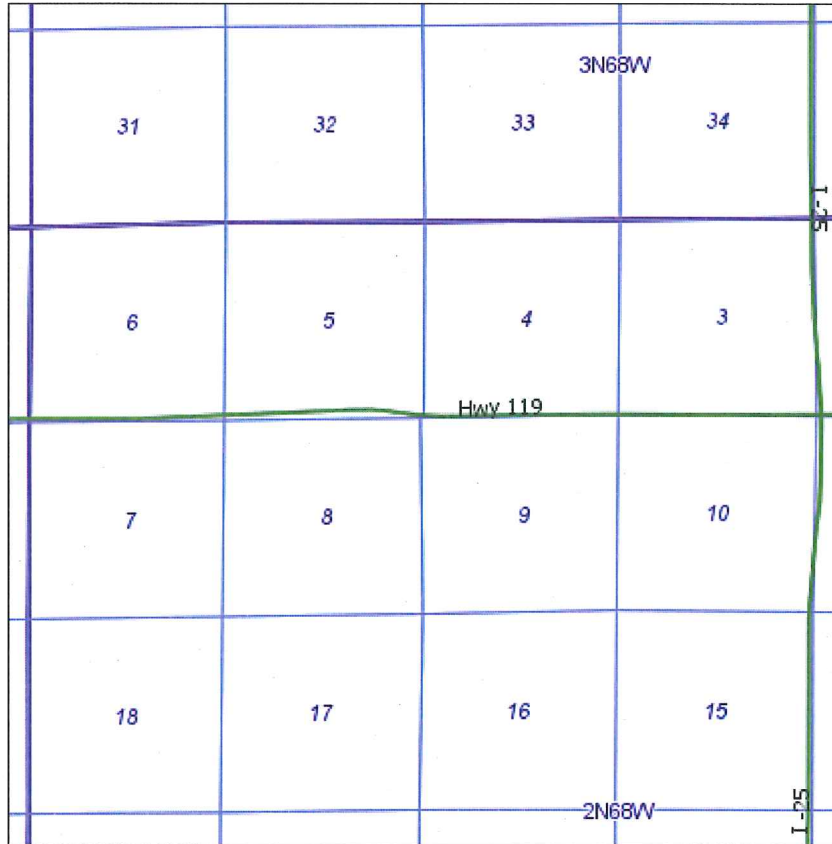


EXHIBIT A

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 A.

Swan Resources
8100 East Maplewood Ave., Ste 240
Greenwood, CO 80111

XRV LLC
P.O. Box 21270
Oklahoma City, OK 73156

Shoreline Energy Holdings II LLC
500 4th Ave SW
Calgary, AB T2P 2V6

Nebraska Alliance Resources LLC
1776 South Jackson, Ste #1000
Denver, CO 80210

TOP Operating Company
3609 S. Wadsworth Blvd
Lakewood, CO 80235

Anadarko Petroleum Corporation
1099 18th Street
Denver, CO 80202

BEFORE THE OIL & GAS CONSERVATION COMMISSION
OF THE STATE OF COLORADO

IN THE MATTER OF AN APPLICATION BY) CAUSE NO. 407
EXTRACTION OIL & GAS LLC FOR AN ORDER)
POOLING ALL INTERESTS IN TWO APPROXIMATE) DOCKET NO. 151200750
480-ACRE DESIGNATED HORIZONTAL WELLBORE)
SPACING UNIT ESTABLISHED FOR SECTIONS 4) TYPE: POOLING
AND 5, TOWNSHIP 2 NORTH, RANGE 68 WEST, 6TH
P.M., FOR THE DEVELOPMENT/OPERATION OF
THE CODELL AND NIOBRARA FORMATIONS,
WATTENBERG FIELD, WELD COUNTY, COLORADO

SUPPLEMENTAL AFFIDAVIT OF MAILING

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

Jillian Fulcher, of lawful age, and being first duly sworn upon her oath, states and declares:

That she is an Attorney at Beatty & Wozniak, P.C., attorneys for Extraction Oil & Gas LLC (Operator No. 10459), and on or before December 21, 2015, caused a copy of the attached Application to be deposited in the United States Mail, postage prepaid, addressed to the party listed below:

Highway 119 Holdings, LLC
2050 Main Street, STE 400
Irvine, CA 92614

Scott Lamb and Tammy Lamb
2031 Meadow Vale Road
Longmont, CO 80504

Murray J. Herring
3609 S. Wadsworth Blvd., Suite 340
Lakewood, CO 80235

Kevin D. Glynn and Kelly A. Glynn
2186 Meadow Vale Road
Longmont, CO 80504

Lyeth-Burk Partnership
12835 E. Arapahoe Rd.,
Tower II, Suite 780
Centennial, CO 80112

Scott H. Greenhalge and Lynn M. Greenhalge
2204 Meadow Vale Road
Longmont, CO 80504

TOP Operating Co.
3609 S. Wadsworth Blvd., Suite 340
Lakewood, CO 80235

David H. Mackey, II and Andrea R. Mackey
2220 Meadow Vale Road
Longmont, CO 80504

James M. Martin
943 T Avenue
Council Grove, KS 66846

Eric LeMasters and Stephanie LeMasters
2190 Meadowlark Place
Longmont, CO 80504

Steven A. Tracy
38725 WCR 35
Eaton, CO 80615

Thomas M. Bogan and Lori L. Bogan
2168 Meadowlark Place
Longmont, CO 80504

LifeBridge Christian Church
P.O. Box 978
Longmont, CO 80502

Lauren Dawn Malesenka
2150 Meadowlark Place
Longmont, CO 80504

Voyage Ventures LLC
P.O. Box 54
Longmont, CO 80502

Jay R. Seaver and Annette Seaver
2010 Blue Mountain Road
Longmont, CO 80504

Richard C. Carey and Linda E. Carey
1998 Blue Mountain Road
Longmont, CO 80504

Mary Bautsch
1982 Blue Mountain Road
Longmont, CO 80501

Vivian Mega
1982 Blue Mountain Road
Longmont, CO 80501

Kamila K. Schauer and James A. Schauer
2000 Meadow Vale Rd.
Longmont, CO 80504

Andrew L. Abendschein and Jean M.
Abendschein
2030 Meadow Vale Rd.
Longmont, CO 80504

Michael J. Blossom and Joan M. Blossom
1990 Meadow Vale Rd.
Longmont, CO 80504

Chuck Nelson and Kathryn Nelson
1962 Meadow Vale Rd.
Longmont, CO 80504

Mark R. Faivre and Lori J. Hoeffecker-Faivre
1940 Meadow Vale Rd.
Longmont, CO 80504

Paul Charles Williams and Kerstin Finet
Williams
1926 Meadow Vale Rd.
Longmont, CO 80504

Gregorio Robles and Hitalia Robles
1908 Meadow Vale Rd.
Longmont, CO 80504

Ray E. Luthye and Teresa L. Luthye
1886 Meadow Vale Rd.
Longmont, CO 80504

Eugene M. Schiferl and Anna R. Schiferl
1868 Meadow Vale Rd.
Longmont, CO 80504

Kim Youren
1842 Meadow Vale Rd.
Longmont, CO 80504

Brent M. Caldwell and Kristina D. Caldwell
2197 Meadowlark Place
Longmont, CO 80504

Jeffery Wayne Dangel
11279 County Road 5 1/2
Longmont, CO 80504

Meadow Vale Farm Community Association
PML Inc.
1155 S. Main Street
Longmont, CO 80501

Katharine H. Oliver
1738 Edgewater Place
Longmont, CO 80504

Meadow Vale Cove Homeowners Association
711 South Bowen Street, Suite A
Longmont, CO 80501

Albion Bustillos, Sr. and Caroline C. Bustillos
1935 Blue Mountain Road
Longmont, CO 80504

Alice E. Swanson
1971 Blue Mountain Road
Longmont, CO 80504

Anne C. Shelton
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Longmont, CO 80504

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Longmont, CO 80504

Charles Zachemsky and Mary Beckerman
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Cheryl M. Haflich
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Longmont, CO 80504

Daniel A. Smith and Jean Z. Smith
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Longmont, CO 80504

Edmund Harbuz
2110 Meadow Vale Road
Longmont, CO 80504

Gregory L. Dyer and Tracey A. Dyer
2250 Meadow Vale Road
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Gregory W. Vinton and Nancy J. Vinton
2135 Meadowlark Place
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Robert J. Frederiksen and Linda L.
Frederiksen
1820 Meadow Vale Rd.
Longmont, CO 80504

Robert A. Keller IV and Genevieve A.
Bazinet-Keller
1798 Meadow Vale Rd.
Longmont, CO 80504

Aaron F. Brechtel and Julia D. Brechtel
1774 Meadow Vale Rd.
Longmont, CO 80504

Bruce and Marsha Frederiksen Loving Trust
1993 Meadow Vale Rd.
Longmont, CO 80504

Eugene A. Bragalone and Kathleen A.
Bragalone
1957 Meadow Vale Rd.
Longmont, CO 80504

Gilbert J. Malmgren
1915 Meadow Vale Rd.
Longmont, CO 80504

Paul R. King Living Trust dated August 10,
1999, Paul R. King and Carol J. King,
Trustees
1877 Meadow Vale Rd.
Longmont, CO 80504

Carol J. King Living Trust dated August 10,
1999, Paul R. King and Carol J. King,
Trustees
1877 Meadow Vale Rd.
Longmont, CO 80504

George A. Rinard and Virginia C. Rinard
498 S. High Street
Denver, CO 80209

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Karen A. Wagner
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OK 73013

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Longmont, CO 80504

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Longmont, CO 80504

John M. Schroeder and EE Wah Koh
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Longmont, CO 80504

Joseph R. Martinez and Diana L. Martinez
2056 Meadow Vale Road
Longmont, CO 80504

Kelly A. Nicholson
2143 Meadow Vale Road
Longmont, CO 80504

Kelly LeeAnn Ormesher and Paul Brian Ormesher
2060 JCK Place
Longmont, CO 80504

Lee Thomas Baker and Annette Monaghan Baker
2366 Homestead Place
Longmont, CO 80504

Lisa D. Black Trust, dated September 25, 2013
2055 JCK Place

Colorado Joe, LLC
1800 Canyon Park Circle, #201, Edmond,
OK 73013

Longmont, CO 80504

Colorado Joe, LLC
69 Fordham Cr.
Pueblo, CO 81005

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Paws, LLC
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Charleston, WV 25301

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Longmont, CO 80504

Cobalt Oil & Gas, LLC
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Denver, CO 80201

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Longmont, CO 80504

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Fort Worth, TX 76102

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Longmont, CO 80504

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Longmont, CO 80504

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Longmont, CO 80504

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Denver, CO 80250

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Longmont, CO 80504

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Longmont, CO 80504

St. Vrain Valley School District RE1-J
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Longmont, CO 80504

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Longmont, CO 80504

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Longmont, CO 80504

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Longmont, CO 80504

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Longmont, CO 80504

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Longmont, CO 80504

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Longmont, CO 80504

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Longmont, CO 80504

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Longmont, CO 80504

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Longmont, CO 80504

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Lynn Elaine Marquez Yarger, Richard Jordan
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Longmont, CO 80504
William A. Ewer and Cleo J. Ewer
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Longmont, CO 80504

William S. Norris and Joyce E. Norris
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Cynthia L. McClain and Joseph Scott McClain
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Longmont, CO 80504

Debora Lynn Fitzpatrick
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Longmont, CO 80504

Eric W. Lowrey and L. Michelle Lowrey
2171 Meadow Vale Road
Longmont, CO 80504

John A. Shellenberger and Carrie T.
Shellenberger
2243 Meadow Vale Road
Longmont, CO 80501

Mary C. Berard and Francis Berard
2080 Meadow Vale Road
Longmont, CO 80504

Robert Lawrence Fitzpatrick
9160 Owl Lake Drive
Longmont, CO 80504

Steven R. Bennett and Joanna Bennett
5728 Valley Vista Avenue
Firestone, CO 80504

Susan J. Blahak and Thomas J. Blahak
2385 Homestead Place
Longmont, CO 80504

Extraction Oil & Gas, LLC
1888 Sherman St., #200,
Denver, CO 80203

Shoreline Energy Holdings II, Inc.
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Calgary, AB T2P 2V6, Canada

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8100 E. Maplewood Avenue, Suite 200
Greenwood Village, CO 80111

Mark S. Quintana and Wendy L. Quintana
2068 Meadow Vale Road
Longmont, CO 80504

XRV, LLC
P.O. Box 21270
Oklahoma City, OK 73156

Ann L. Stephens
2046 Meadow Vale Road
Longmont, CO 80504

DAPCO, LLC
1776 S. Jackson Street, Suite 1000
Denver, CO 80210




Jillian Fulcher

Subscribed and sworn to before me this 21st day of December, 2015.

Witness my hand and official seal.





Notary Public