

**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 TWO APPROXIMATE  
240-ACRE DESIGNATED HORIZONTAL WELLBORE  
SPACING UNIT ESTABLISHED FOR SECTIONS 4  
AND 5, TOWNSHIP 2 NORTH, RANGE 68 WEST, 6<sup>TH</sup>  
P.M., FOR THE DEVELOPMENT/OPERATION OF  
THE J-SAND AND CODELL 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 two approximate 240-acre horizontal wellbore spacing unit established for certain portions of Sections 4 and 5, Township 2 North, Range 68 West, 6<sup>th</sup> P.M., for the development and operation of the J-Sand and Codell 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, 6<sup>th</sup> P.M.

Section 4: N $\frac{1}{2}$ SW $\frac{1}{4}$

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

Wellbore Spacing Unit ("WSU") Nos. 1 and 2  
240 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 two approximate 240-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 J-Sand and Codell 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 #2 Well (API No. 05-123-41666) – J-Sand Formation – WSU #1;  
and
- b. Fairview #11 Well (API No. 05-123-41524) – Codell Formation – WSU #2.

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 and 2 established for the Application Lands, for the development and operation of the J-Sand and Codell 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 and 2.

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 and 2 established for the Application Lands, for the development and operation of the J-Sand and Codell 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 and 2.

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  
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 17<sup>th</sup> 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 8<sup>th</sup> 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

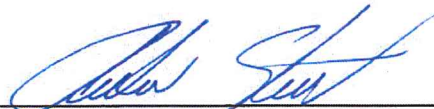
  
\_\_\_\_\_  
Notary Public

Exhibit A

Reference Map for Pooling Application

Township 2 North, Range 68 West, 6<sup>th</sup> P.M.

Section 4: N $\frac{1}{2}$ SW $\frac{1}{4}$

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



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P.M., FOR THE DEVELOPMENT/OPERATION OF  
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WATTENBERG FIELD, WELD COUNTY, COLORADO

CAUSE NO. 407


DOCKET NO. 151200752

**AFFIDAVIT OF MAILING**

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

Chanda Thomsen, 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 October 15, 2015, caused a copy of the above captioned Application to be deposited in the United States Mail, postage prepaid, addressed to the parties listed on Exhibit A attached hereto.

  
\_\_\_\_\_  
Chanda Thomsen

Subscribed and sworn to before me this 15<sup>th</sup> day of October, 2015.

Witness my hand and official seal.

TERESA L. PETERSON  
NOTARY PUBLIC  
STATE OF COLORADO  
NOTARY ID 10891002026  
MY COMMISSION EXPIRES OCT. 4, 2017

  
\_\_\_\_\_  
Notary Public

## 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 4<sup>th</sup> 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 18<sup>th</sup> Street  
Denver, CO 80202

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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. 151200752  
240-ACRE DESIGNATED HORIZONTAL WELLBORE )  
SPACING UNIT ESTABLISHED FOR SECTIONS 4 ) TYPE: POOLING  
AND 5, TOWNSHIP 2 NORTH, RANGE 68 WEST, 6<sup>TH</sup>  
P.M., FOR THE DEVELOPMENT/OPERATION OF  
THE J-SAND AND CODELL FORMATIONS,  
WATTENBERG FIELD, WELD COUNTY, COLORADO

SUPPLEMENTAL AFFIDAVIT OF MAILING

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

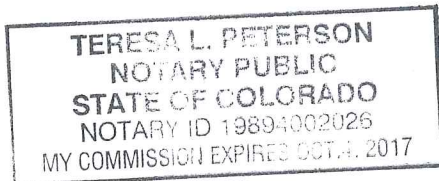
Jillian Fulcher, of lawful age, and being first duly sworn upon her oath, states and declares:

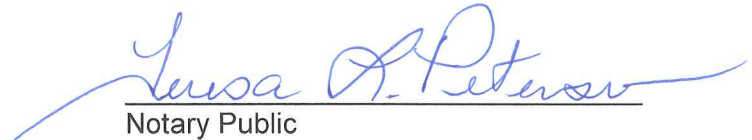
That she is an Attorney at Beatty & Wozniak, P.C., attorneys for Extraction Oil & Gas LLC (Operator No. 10459), and on or before December 21, 2015, caused a copy of the attached Application to be deposited in the United States Mail, postage prepaid, addressed to the party listed on Exhibit A attached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

  
\_\_\_\_\_  
Jillian Fulcher

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

Witness my hand and official seal.



  
\_\_\_\_\_  
Notary Public



## Exhibit A

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

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  
067 JCK Place  
Longmont, CO 80504

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

Brian M. Dodd and Kristine S. Dodd  
2178 Meadow Vale Road  
Longmont, CO 80504

Charles Zachemsky and Mary Beckerman  
2274 Meadow Vale Road  
Longmont, CO 80504

Cheryl M. Haflich  
2173 Meadowlark Place  
Longmont, CO 80504

Christopher A. Blackburn and  
Dena C. Blackburn  
1744 Edgewater Place  
Longmont, CO 80504

Christopher Todd Ebbesen and  
Lori A. Ebbesen  
2087 Blue Mountain Road  
Longmont, CO 80504

Clark B. Blackwood and  
Lois A. Blackwood  
1768 Edgewater Place  
Longmont, CO 80504

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

Cynthia L. McClain and  
Joseph Scott McClain  
2141 Meadow Vale Place  
Longmont, CO 80504

Dal R. Williams and  
Sandy L. Williams  
1774 Edgewater Place  
Longmont, CO 80504

Daniel A. Smith and Jean Z. Smith  
2132 Meadowlark Place  
Longmont, CO 80504

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

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

David R. Maciorowski  
2043 Blue Mountain Road  
Longmont, CO 80504

Debora Lynn Fitzpatrick  
9160 Owl Lake Drive  
Longmont, CO 80504

Donna E. Nichols  
1750 Edgewater Place  
Longmont, CO 80504

Edmund Harbuz  
2110 Meadow Vale Road  
Longmont, CO 80504

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

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

Extraction Oil & Gas, LLC  
370 17th Street, Suite 5300  
Denver, CO 80202

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

Gregory L. Dyer and Tracey A. Dyer  
2250 Meadow Vale Road  
Longmont, CO 80504

Gregory W. Vinton and  
Nancy J. Vinton  
2135 Meadowlark Place  
Longmont, CO 80504

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

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

James D. Stennette and  
Cynthia A. Stennette  
2034 JCK Place  
Longmont, CO 80504

James I. Haflich  
2173 Meadowlark Place  
Longmont, CO 80504

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

James P. Knez and Betty J. Knez  
2009 Blue Mountain Road  
Longmont, CO 80504

Jason K. Bumgarner and  
Amy L. Bumgarner  
1921 Blue Mountain Road  
Longmont, CO 80504

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

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

Jerome C. Landblom  
2371 Homestead Place  
Longmont, CO 80504

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

John E. White and Wilma K. White  
2032 Meadowvale Lane  
Longmont, CO 80503

John F. Stippich and  
Susan D. Stippich  
2155 Meadowlark Place  
Longmont, CO 80504

John M. Schroeder and  
EE Wah Koh  
1942 Blue Mountain Road  
Longmont, CO 80504

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

Katharine H. Oliver  
1738 Edgewater Place  
Longmont, CO 80504

Keith A. Meier and Sally Jean Meier  
2004 Blue Mountain 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

Kenneth L. Bachman and  
Rana L. Bachman  
1762 Edgewater Place  
Longmont, CO 80504

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

Lauren Dawn Malesenka  
2150 Meadowlark Place  
Longmont, CO 80504

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

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

Lisa D. Black Trust,  
dated September 25, 2013  
2055 JCK Place  
Longmont, CO 80504

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

Lynn Hilovsky  
1718 Edgewater Place  
Longmont CO 80504

Mark A. McDowell and  
Patricia R. McDowell  
2390 Homestead Place  
Longmont, CO 80504

Mark R. Schnepf and  
Wanda L. Betts  
2208 Meadow Vale Road  
Longmont, CO 80504

Mary Bautsch  
1982 Blue Mountain Road  
Longmont, CO 80501

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

Max J. Martinez and  
Cindy L. Martinez  
2111 Blue Mountain Road  
Longmont, CO 80504

McCosar Minerals Inc.  
1800 Canyon Park Circle, #201  
Edmond, OK 73013

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

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

Michael J. Stember and  
Barbara S. Stember  
2232 Meadow Vale Road  
Longmont, CO 80504

Miguel M. Zavala  
2359 Homestead Place  
Longmont, CO 80504

Molly Meyer-Allyn and  
Michael Allyn  
1897 Blue Mountain Road  
Longmont, CO 80504

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

Nancy G. Sindelir  
1756 Edgewater Place  
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Paul M. Hallmark and  
Alejandra M. Hallmark  
1964 Blue Mountain Road  
Longmont, CO 80504

Paws, LLC  
194 Summers Street  
Charleston, WV 25301

Peter A. Michels and Lynn M. Michels  
2040 JKC Place  
Longmont, CO 80504

Prime Meridian Oil & Gas, LLC  
P.O. Box 101595  
Denver, CO 80250

Richard A. Keller, IV and  
Genevieve A. Bazinet-Keller  
1798 Meadow Vale Road  
Longmont, CO 80504

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

Rick Hilovsky  
1718 Edgewater Place  
Longmont CO 80504

Robert J. Frederiksen and  
Linda L. Frederiksen  
1820 Meadow Vale Road  
Longmont, CO 80504

Robert Lawrence Fitzpatrick  
9160 Owl Lake Drive  
Longmont, CO 80504

Robert S. Weathers and  
Pamela A. Weathers  
2133 Blue Mountain Road  
Longmont, CO 80504

Rodney J. Schmidt and  
Cindy S. Schmidt  
1873 Blue Mountain Road  
Longmont, CO 80504

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

St. Vrain Valley School District RE1-J  
2204 Meadow Vale Road  
Longmont, CO 80504

Steven A. Tracy  
38725 WCR 35  
Eaton, CO 80615

Steven M. Brittenham and  
Sue A. Brittenham  
2378 Homestead Place  
Longmont, CO 80504

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

Susan E. Harbuz  
2110 Meadow Vale Road  
Longmont, CO 80504

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

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

Truman G. Benner and  
Stevanne E. Benner  
1700 Edgewater Place  
Longmont, CO 80504

Vivian Mega  
1982 Blue Mountain Road  
Longmont, CO 80501

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

Walter L. Ward and Virginia R. Ward  
1896 Blue Mountain Rd.  
Longmont, CO 80504

Wilfred J. Albracht and  
Shari L. Albracht  
2262 Meadow Vale Road  
Longmont, CO 80504

William A. Ewer and Cleo J. Ewer  
2016 Meadow Vale Road  
Longmont, CO 80504

William S. Norris and Joyce E. Norris  
1872 Blue Mountain Road  
Longmont, CO 80504