

**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, 6TH
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, 6th 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, 6th P.M.

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

Section 5: S $\frac{1}{2}$ 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 #1 Well (API No. 05-123-41667) – J-Sand Formation – WSU #1;
- and
- b. Fairview #5 Well (API No. 05-123-41521) – 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 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

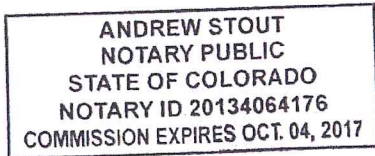


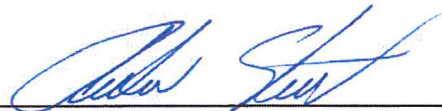
Jason Lowrey

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





Notary Public

Exhibit A

Reference Map for Pooling Application

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

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

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

Murray J. Herring
10881 W. Asbury, Suite 230
Lakewood, CO 80227

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

Synergy Resources Corporation
20203 Highway 60
Platteville, CO 80651

Anadarko Petroleum Corporation
1099 18th Street
Denver, CO 80202

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IN THE MATTER OF AN APPLICATION BY) CAUSE NO. 407
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240-ACRE DESIGNATED HORIZONTAL WELLBORE)
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AND 5, TOWNSHIP 2 NORTH, RANGE 68 WEST, 6TH
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 below:

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

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

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

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

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

Steven A. Tracy
38725 WCR 35
Eaton, CO 80615

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

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

Karen A. Wagner
2154 Meadow Vale Rd.
Longmont, CO 80504

Vandiver Partners, LLC
1800 Canyon Park Circle, #201
Edmond, OK 73013

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

Paws, LLC
194 Summers Street
Charleston, WV 25301

Cobalt Oil & Gas, LLC
P.O. Box 8806
Denver, CO 80201

Tom Puff, Inc.
1320 Lake Street
Fort Worth, TX 76102

Marvin D. Hulbert and Kern S. Hulbert
2138 Blue Mountain Rd.
Longmont, CO 80504

Peter N. Marshall
2118 Blue Mountain Rd.
Longmont, CO 80504

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

Keith A. Meier and Sally Jean Meier
2004 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 80504

Vivian Mega
1982 Blue Mountain Road
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 Hidalia 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

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

Heath A. Hill and Kathleen F. Hill
2090 Blue Mountain Rd.
Longmont, CO 80504

James A. Eyk and Yvonne D. Eyk
2062 Blue Mountain Rd.
Longmont, CO 80504

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

Joel L. Shaw and Patricia A. Shaw
1720 Edgewater Pl.
Longmont, CO 80504

Erik S. Herrmann and Kathryn A. Herrmann
1706 Edgewater Pl.
Longmont, CO 80504

Nancy G. Sindelir and Dennis A. Sindelir
1756 Edgewater Pl.
Longmont, CO 80504

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

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

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

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

Rick Hilovsky and Lynn Hilovsky
1718 Edgewater Pl.
Longmont, CO 80504

Duane R. Doucette and Jennifer J. Doucette
1726 Edgewater Pl.
Longmont, CO 80504

Donna E. Nichols
1750 Edgewater Pl.
Longmont, CO 80504

Katherine H. Oliver
2385 Homestead Pl.
Longmont, CO 80504

Jason P. Boston and Tara L. Boston
11769 Pleasant View Ridge
Longmont, CO 80504

Robb A. Yarger, Karina Marie Edmonson, Lynn Elaine Marquez Yarger, Richard Jordan Edmonson
1712 Edgewater Pl.
Longmont, CO 80504.

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

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
1805 Meadow Vale Rd.
Longmont, CO 80504

Meadow Vale Farm Community Association
1155 S. Main St.
Longmont, CO 80501

Ruben A. Martinez
2130 Meadow Vale Rd.
Longmont, CO 80504

Shoreline Energy Holdings II, Inc.
500, 500-4th Avenue S.W.
Calgary, AB T2P 2V6, Canada

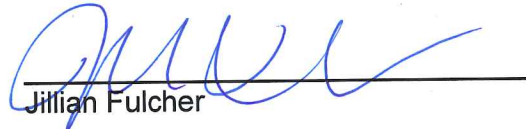
Swan Exploration, LLC
8100 E. Maplewood Avenue, Suite 200
Greenwood Village, CO 80111

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

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

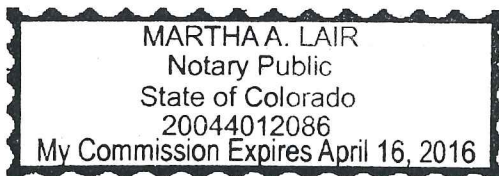
DAPCO, LLC
1776 S. Jackson Street, Suite 1000
Denver, CO 80210

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


Jillian Fulcher

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

Witness my hand and official seal.




Notary Public