

**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 AN APPROXIMATE 560-  
ACRE DESIGNATED HORIZONTAL WELLBORE  
SPACING UNIT FOR CERTAIN PORTIONS OF  
SECTIONS 13, 14, 15, 22, 23, AND 24, TOWNSHIP 6  
NORTH, RANGE 67 WEST, 6TH P.M., FOR THE  
DEVELOPMENT/OPERATION OF THE NIOBRARA  
FORMATION, WATTENBERG FIELD, WELD  
COUNTY, COLORADO

CAUSE NO. 407

DOCKET NO.

TYPE: POOLING

**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 an approximate 560-acre horizontal wellbore spacing unit established for certain portions of Sections 13, 14, 15, 22, 23, and 24, Township 6 North, Range 67 West, 6<sup>th</sup> P.M., for the development and operation of the Niobrara Formation. In support of its Application, Applicant states and alleges as follows:

1. Applicant is a corporation duly authorized to conduct business in the State of Colorado, and has registered as an operator with the Commission.

2. Applicant is an Owner in the below-listed lands:

Township 6 North, Range 67 West, 6<sup>th</sup> P.M.

Section 13: SW $\frac{1}{4}$ SW $\frac{1}{4}$

Section 14: S $\frac{1}{2}$ S $\frac{1}{2}$

Section 15: S $\frac{1}{2}$ SE $\frac{1}{4}$

Section 22: N $\frac{1}{2}$ NE $\frac{1}{4}$

Section 23: N $\frac{1}{2}$ N $\frac{1}{2}$

Section 24: NW $\frac{1}{4}$ NW $\frac{1}{4}$

*Wellbore Spacing Unit ("WSU") No. 1*

560 acres, more or less, Weld County, Colorado.

These lands are hereinafter collectively 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. Upon information and belief, Applicant designated an approximate 560-acre horizontal wellbore spacing unit comprised of certain portions of the Application Lands, for the below-described well, for the production of oil, gas, and associated hydrocarbons from the Niobrara Formation. Applicant notified all owners in the proposed wellbore spacing unit pursuant to Rule 318A.e.(5). Applicant did not receive objections to the establishment of the proposed horizontal wellbore spacing unit within the 30-day response period:

- a. Windsor LV2 8 Well (API No. 05-123-44314) – Niobrara Formation – WSU #1.

This well is hereinafter collectively referred to as the “Subject Well.”

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 No. 1 established for the Application Lands, for the development and operation of the Niobrara Formation.

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 Well within WSU No. 1.

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 Well, 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 the Subject Well.

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, the Commission enter its order:

A. Pooling all interests in WSU No. 1 established for the Application Lands, for the development and operation of the Niobrara Formation, 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 Well within WSU No. 1.

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 Well, 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 the Subject Well.

C. For such other findings and orders as the Commission may deem proper or advisable in the premises.

DATED this 25 day of May, 2017.

Respectfully submitted,

**EXTRACTION OIL & GAS, LLC**

By:   
Jillian Fulcher  
Joby Rittenhouse  
Beatty & Wozniak, P.C.  
Attorneys for Applicant  
216 16th Street, Suite 1100  
Denver, Colorado 80202  
(303) 407-4499  
jfulcher@bwenergylaw.com  
jrittenhouse@bwenergylaw.com


Applicant's Address:  
Extraction Oil & Gas, LLC  
ATTN: Ellen Brown  
370 17<sup>th</sup> Street, Suite 5300  
Denver, CO 80202

VERIFICATION

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

Ellen Brown, Landman for Extraction Oil & Gas LLC, upon oath deposes and says that she has read the foregoing Application and that the statements contained therein are true to the best of her knowledge, information and belief.

EXTRACTION OIL & GAS LLC


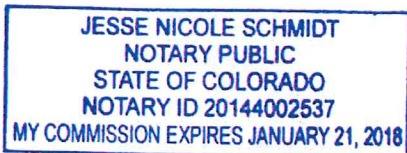


Ellen Brown

Subscribed and sworn to before me this 23<sup>rd</sup> day of May, 2017, by Ellen Brown, Landman for Extraction Oil & Gas LLC.

Witness my hand and official seal.

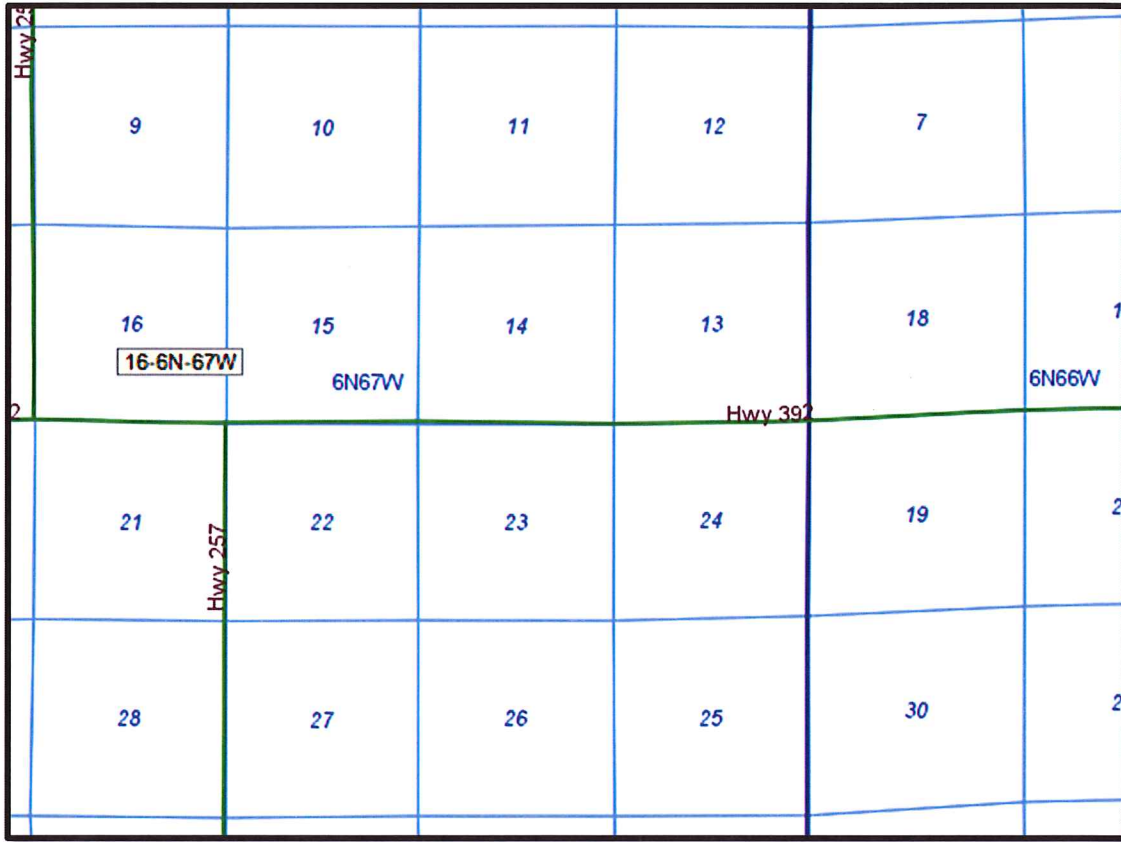
My commission expires: 1/21/2018



Notary Public

Exhibit A

Reference Map for Pooling Application



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OF THE STATE OF COLORADO**

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DOCKET NO. 170700458

TYPE: POOLING

AFFIDAVIT OF MAILING

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

Grace Go-Hoveland, 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 the 1st day of June, 2017, caused a copy of the  
attached Application to be deposited in the United States Mail, postage prepaid,  
addressed to the parties listed on Exhibit A attached hereto.

  
\_\_\_\_\_  
Grace Go-Hoveland

Subscribed and sworn to before me this 1<sup>st</sup> day of June, 2017.

Witness my hand and official seal.

TERESA L. PETERSON  
NOTARY PUBLIC  
STATE OF COLORADO  
NOTARY ID 19894002026  
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.

392 Ventures LLC  
311 Habitat Bay  
Windsor, CO 80550

Barbara D. Stromberger  
2305 21st Avenue  
Greeley, Colorado 80631

Barbara P. Franks  
2120 South Youngfield Street  
Lakewood, Colorado

Barbara D. Stromberger, Successor Trustee, under the  
Violet J. Stromberger Living Trust, dated September 6, 2005  
2305 21st Avenue  
Greeley, CO 80631

Bill Barrett Corporation  
1099 18th Street, Suite 2300  
Denver, CO 80202-1939

Charles D. Bitgood  
890 Dudley Street  
Lakewood, Colorado 80215

Craig A. Emil and Kimberly A. Emil  
11215 Ponderosa Trail  
Windsor, CO 80550-3230

David Leonard Stromberger  
11095 State Highway 392  
Windsor, Colorado 80550

Dennis J. Beaman and DeeAnn Beaman, joint tenants  
11092 State Highway 392  
Windsor, Colorado 80550

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

Gary L. Castleman Revocable Trust  
32723 Stagecoach Road  
Windsor, CO, 80550

Global Asset Recovery, LLC  
6530 Constitution Drive  
Fort Wayne, IN 46804, Attn: Robert A. Baker

James Barlow Family Limited Partnership  
139 West Second Street  
Casper, Wyoming 82601

James William Matthews and Margaret M. Matthews, joint  
tenants  
30 Oak St.  
Windsor, CO 80550

Joel M. Hand and Amber R. Hand, joint tenants  
32810 CR 23  
Windsor, Colorado 80550

Linda Owens  
3525 Diane Place  
Greeley, Colorado 80631  
MAP99A-NET  
101 North Robinson, Suite 1000  
Oklahoma City, Oklahoma 73102-5514

Matthew W. Brier and Melanie L. Brier, joint tenants  
32890 CR 23  
Windsor, Colorado 80550

Michal J. Jaques and Heather S. Jaques, joint tenants  
4907 Bluestem Court  
Fort Collins, CO 80525

Natural Products, LLC  
593 1/2 W. Conestoga  
Grand Junction, Colorado 81504

Noble Energy, Inc.  
1625 Broadway, Suite 2200  
Denver, Colorado 80202

Patsy Marie Fabrizio  
11398 Highway 392  
Windsor, Colorado 80550

Public Service Company of Colorado  
1800 Larimer Street, Suite 1100  
Denver, Colorado 80202

RBF Minerals, LLC  
7521 20th Street, Suite D-1  
Greeley, Colorado 80634

Richard J. Bartels, Trustee of the Grandchildren's Trust II  
Under the Will of Leonard H. Bartels  
7521 West 20th Street, D-1  
Greeley, CO 80634

Rodney Lemmon and Barbara Lemmon  
11257 Ponderosa Trail  
Windsor, CO 80550-3230

Stromberger Minerals Limited Partnership  
2020 Trail Ridge Drive  
Eaton, Colorado 80615

Terry A. Davis and Renee L. Davis, joint tenants  
9889 State Highway 392  
Windsor, CO 80550-3130

Tim A. Jewett  
1295 Cherryville Road  
Greenwood Village, CO 80121

Tina M. Frasco  
11263 Ponderosa Trail  
Windsor, CO 80550-3230

Village East Investments, LLC  
7251 W. 20th Street, L-200  
Greeley, CO 80634

Weld County, Colorado  
P.O. Box 758  
Greeley CO 80632

William R. Fisher  
6600 West 20th Street, Unit 55  
Greeley, Colorado, 80634

Windsor LV, LLC  
3821 Derby Trail  
Round Rock, Texas 78681

AK Resources LLC  
P.O. Box 6975  
Denver, CO 80206

Barbara Lois Lorenz  
12300 202nd Pl. SE  
Issaquah, Washington 9807-8556

Barbara D. Stromberger, Successor Trustee, under the  
Harry Stromberger Living Trust, dated September 6, 2005  
2305 21st Avenue  
Greeley, CO 80631

Betty Ann Anderson and Walter Sherman Anderson  
11141 Ponderosa Trail  
Windsor, CO 80550-3230

Carl Friis  
P.O. Box 293  
Glen Haven, Colorado, 80532

Clement M. McNaney III  
PO Box 248  
Windsor, CO 80550

Daniel H. Stromberger  
11000 County Road 27  
Sterling, CO 80751

Dean J. Geilenkirchen and M. Josephine Geilenkirchen, joint  
tenants  
11132 Ponderosa Trail  
Windsor, CO 80550-3230

Donald H. Scott and Mary Sue Scott, joint tenants  
33111 CR 21  
Windsor, CO 80550

FLM Asset Management, LLC  
P.O. Box 189  
Windsor, CO, 80550

George E. Jarboe and Jenny L. Jarboe, joint tenants  
10481 Highway 392  
Windsor, CO 80550

Jacob D. Oettel  
32841 Stagecoach Road  
Windsor, CO, 80550

James T. Lunn and Connie Rae Lunn, joint tenants  
9877 Highway 392  
Windsor, CO 80550

Jarrod M. Bessire  
9909 Highway 392  
Windsor, CO 80550

L.A. McPeck & Co., a partnership  
1250 Denver Club Building  
Denver, CO 80202

Leslie M. Godlevsky and Christine H. Godlevsky  
32791 Stagecoach Road  
Windsor, CO, 80550

Mary Elizabeth Hager as Trustee of the Mary Elizabeth  
Hager Revocable Trust, u/a dated 1/9/2001, as amended  
and restated  
3767 Tayside Ct.  
Timnath, CO 80546

Michael S. Hand and Ruth A. Hand, joint tenants  
11254 Ponderosa Trail  
Windsor, CO 80550-3230

Mountaintop Minerals, LLC  
455 Sherman Street, Suite 300  
Denver, CO 80203

Noble Energy WyCO, LLC  
1625 Broadway, Suite 2200  
Denver, Colorado 80202

Pamela A. Habrock and Eugene L. Habrock, joint tenants  
26150 Van Voorhis Dr.  
Moffat, Colorado 81143

Paula K. Bessire  
9909 Highway 392  
Windsor, CO 80550

QEP Energy Company  
1675 Broadway, Ste 1200  
Denver, CO 80202

Richard H. Vogel and Jeannine E. Vogel, joint tenants  
11210 Ponderosa Trail  
Windsor, CO 80550-3230

Roche Investments, LLLP  
361 71st Avenue  
Greeley, Colorado, 80634

Shirley E. Tregoning and Merrill E. Tregoning, Trustees, or  
their successors in trust, under the Shirley Elizabeth  
Tregoning Living Trust, dated March 16, 1989, and any  
amendments thereto  
518 Chestnut St.  
Windsor, CO 80550

Susan K. Castleman Revocable Trust  
32723 Stagecoach Road  
Windsor, CO, 80550



Theodore Wacker and Wilma M. Wacker, joint tenants  
10175 Highway 392  
Windsor, CO 80550\*

Timothy S. Hager, Trustee of the Timothy S. Hager  
Revocable Trust u/a dated 1/9/2001, as amended and  
restated  
155 E. Boardwalk Dr., Suite 400  
Fort Collins, CO 80525

Tish M. McNaney  
PO Box 248  
Windsor, CO 80550

Vivian P. Weiss for life, remainder to Matthew L. Lindberg  
and Sean M. Lindberg, tenants in common  
6960 West Peoria Ave, #210  
Peoria, AZ 85345

Willard G. Owens  
3525 Diane Place  
Greeley, Colorado 80631

Windsor LV II, LLC  
6385 South Rainbow Boulevard, Suite 120  
Las Vegas, NV 89118