

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


IN THE MATTER OF AN APPLICATION BY )  
EXTRACTION OIL & GAS, INC. FOR AN ORDER ) CAUSE NO. 407  
POOLING ALL INTERESTS IN THREE )  
APPROXIMATE 640-ACRE DESIGNATED ) DOCKET NO. 171000747  
HORIZONTAL WELLBORE SPACING UNITS FOR )  
CERTAIN PORTIONS OF SECTIONS 33, 34, AND ) TYPE: Pooling  
35, TOWNSHIP 5 NORTH, RANGE 68 WEST, 6TH )  
P.M., FOR THE DEVELOPMENT/OPERATION OF )  
THE CODELL AND NIOBRARA FORMATIONS, )  
WATTENBERG FIELD, LARIMER COUNTY, )  
COLORADO )

NOTICE OF WITHDRAWAL AND SUBSTITUTION OF COUNSEL

COMES NOW Extraction Oil & Gas, Inc. ("Extraction"), by and through its undersigned attorneys, and hereby submits this Notice of Withdrawal and Substitution of Counsel, whereby the Shanor Group LLC law firm is substituted and replaces Beatty & Wozniak, P.C., as counsel for Extraction. As of the date of this filing, Beatty & Wozniak, P.C., withdraws from its representation of the Extraction, and the Shanor Group LLC enters its appearance on behalf of the Extraction going forward.

DATED this 20<sup>th</sup> day of October, 2017.

BEATTY & WOZNIAK, P.C.

  
\_\_\_\_\_  
Jillian Fulcher  
Jobediah J. Rittenhouse  
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THE SHANOR GROUP LLC

  
\_\_\_\_\_  
Robert A. Willis  
600 17<sup>th</sup> Street, Suite 2800  
Denver, CO 80202  
(303) 995-5120  
[rwillis@shanorgroup.com](mailto:rwillis@shanorgroup.com)

CERTIFICATE OF SERVICE

I hereby certify that on the 20th day of October, 2017, a true and correct copy of the foregoing *Notice of Withdrawal and Substitution of Counsel* was delivered, via email, to the following:

Michael T. Jewell  
Courtney M. Shephard  
Burns, Figa & Will, P.C.  
6400 S. Fiddler's Green Circle, Suite 1000  
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(303) 796-2626  
[mjewell@bfwlaw.com](mailto:mjewell@bfwlaw.com)  
[cshepard@bfwlaw.com](mailto:cshepard@bfwlaw.com)

An original and two copies of the foregoing *Notice of Withdrawal and Substitution of Counsel* were delivered, and the same was electronically filed, to the following on the foregoing date:

^  
*via U.S. mail*

Margaret Humecki, Hearings Assistant  
Julie Prine, Hearings Manager  
Colorado Oil & Gas Conservation Commission  
1120 Lincoln Street, Suite 801  
Denver, CO 80203  
Email: [Margaret.Humecki@state.co.us](mailto:Margaret.Humecki@state.co.us)  
[Julie.Prine@state.co.us](mailto:Julie.Prine@state.co.us)

By: \_\_\_\_\_

*Kara Konstanty*

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

IN THE MATTER OF AN APPLICATION BY  
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P.M., FOR THE DEVELOPMENT/OPERATION OF  
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WATTENBERG FIELD, LARIMER COUNTY,  
COLORADO

**APPLICATION**

Extraction Oil & Gas, Inc., 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 (3) approximate 640-acre horizontal wellbore spacing units established for certain portions of Sections 33, 34, and 35, Township 5 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 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 5 North, Range 68 West, 6th P.M.

Section 33: NE $\frac{1}{4}$

Section 34: N $\frac{1}{2}$

Section 35: NW $\frac{1}{4}$

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

640 acres, more or less, Larimer 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 three (3) approximate 640-acre horizontal wellbore spacing units comprised of certain portions 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. Johnsons Corner 6C Well (API No. 05-069-06466) – Codell Formation – WSU #1; and

b. Johnsons Corner 8-N Well (API No. 05-069-06462) – Niobrara Formation – WSU #2; and

c. Johnsons Corner 11-N Well (API No. 05-069-06458) – Niobrara Formation – WSU #3.

These wells are hereinafter collectively 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 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 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, the 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 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 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 Wells.

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

DATED this 31<sup>st</sup> day of August, 2017.

Respectfully submitted,

EXTRACTION OIL & GAS, INC.

By: Jobediah J. Rittenhouse  
Jillian Fulcher  
Jobediah J. 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, Inc.  
ATTN: Ellen Brown  
370 17th Street, Suite 5300  
Denver, CO 80202

**VERIFICATION**

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

Ellen Brown, Landman for Extraction Oil & Gas Inc., 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 INC.



\_\_\_\_\_  
Ellen Brown

Subscribed and sworn to before me this 31<sup>st</sup> day of August, 2017, by Ellen Brown, Landman for Extraction Oil & Gas Inc.

Witness my hand and official seal.

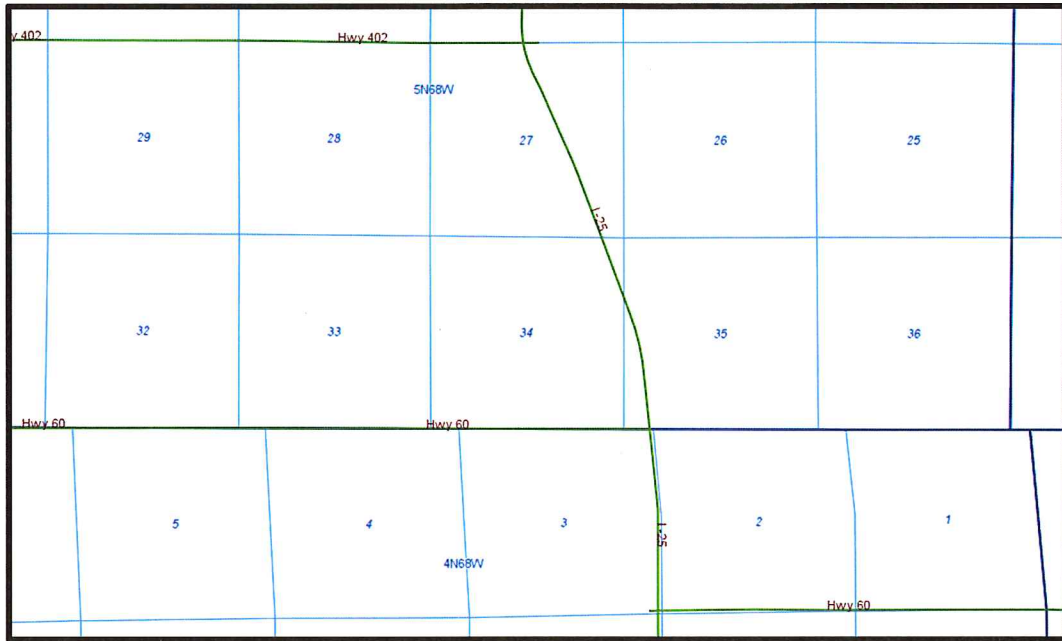
My commission expires: *1/21/2018*

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

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

**EXHIBIT A**

Reference Map for Pooling Application







## 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.

The Roger R. Lee and Marjie J. Lee Trust dated  
October 17, 2000, Roger R. Lee and Marjie J. Lee,  
Trustees  
3455 S. Corona Street  
Inglewood, CO 80013

Therese L. Geist, a/k/a Therese L. Starnes  
W6015 Sobieski Rd. #8  
Menominee, MI 49858

TEnergy Corporation  
P.O. Box 359  
Loveland, CO 80539-0359

Hari Sachanandani  
320 Starfire Way  
Golden, CO 80401

State of Colorado, Department of  
Transportation of the City and County of Denver  
4201 East Arkansas Avenue  
Denver, CO 80222

VMJ Properties LLC  
P.O. Box 359  
Loveland, CO 80539-0359

PMD National Mortgage II, LLC  
144 North Mason Street, Suite 4  
Fort Collins, CO 80524

Johnson-Taylor Family Properties, LLLP  
P.O. Box 359  
Loveland, CO 80539

BS Holdings, Inc.  
4660 Chapman Road  
Loveland, CO 80534

Elster Oil & Gas, LLC  
200 Plaza Drive, Suite 100  
Highlands Ranch, CO 80129

Kerr-McGee Oil & Gas Onshore LP  
1201 Lake Robbins Dr.  
The Woodlands, TX 77380

Carl L. Tate and Janet S. Tate, Joint Tenants  
4640 E. County Rd. 16  
Loveland, CO 80537

Daniel L. Younger  
6830 West County Road 20  
Loveland, CO 80537

Roger L. Pilant and Diane M. Pilant, Joint Tenants  
3327 S. County Road 7  
Loveland, CO 80537

Randall S. Hocker and Merri K. Hocker, Joint  
Tenants  
3119 South County Road 7  
Loveland, CO 80537

Corey Price  
5130 Lynnwood Court  
Loveland, CO 80537

Reta Lou Heinricy Trust, Reta Lou Heinricy, Trustee  
P.O. Box 966  
Leadville, CO 80461

Clarence Pfenning  
3415 S. County Road 5  
Loveland, CO 80537

Julie L. Geist  
P.O. Box 182  
Ennis, MT 59729

Walker & Lee Farm, LLC  
2932 S. County Road 7  
Loveland, CO 80537

TA Operating LLC  
24601 Center Ridge Rd.  
Westlake, OH 44145-5634

6701 Marketplace Drive, LLC  
4777 Marketplace Drive  
Johnstown, CO 80534

Hamilton Family Trust dated April 8, 1988, James  
Mark Hamilton and Sara S. Hamilton, Trustees  
820 Coronel St.  
Santa Barbara, CA 93109

The R. Scott Murdock Trust, dated July 30, 2001  
3550 South County Road 5  
Loveland, CO 80537

PMD National Mortgage III, LLC  
144 North Mason Street, Suite 4  
Fort Collins, CO 80524

Candlelight Properties, LLC  
4747 Marketplace Dr.  
Johnstown, CO 80534

Magpie Operating, Inc.  
2707 S. CR 11  
Loveland, CO 80537

Lincoln Energy Partners II, LLC  
852 Broadway Ave., Suite 300  
Denver, CO 80203

The David and Diane Cumpsten Living Trust dated  
February 19, 2016, David A. Cumpsten and Diane  
Cumpsten, Trustees  
4550 East County Road 16  
Loveland, CO 80537

Paul Hach  
1413 Teakwood Dr.  
Fort Collins, CO 80525

Susan B. Woods  
3441 S. County Road 7  
Loveland, CO 80537

Karen K. Scheck  
3221 South County Road 7  
Loveland, CO 80537

Marilyn Minor Johnson  
5132 N. Monroe Ave.  
Loveland, CO 80538

Roger Bowman  
2809 S. County Road 7  
Loveland, CO 80537-8703

Margaret V. Heinricy  
1903 Northmoor Terrace  
Pueblo, CO 81008