

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 TWO APPROXIMATE)
640-ACRE DESIGNATED HORIZONTAL) DOCKET NO. 171000748
WELLBORE SPACING UNITS FOR CERTAIN)
PORTIONS OF SECTIONS 33, 34, AND 35,) TYPE: Pooling
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 20th day of October, 2017.

BEATTY & WOZNIAK, P.C.



Jillian Fulcher
Jobediah J. Rittenhouse
216 16th Street, Suite 1100
Denver, CO 80202
(303) 407-4499
jfulcher@bwenergyllc.com
jrittenhouse@bwenergyllc.com

THE SHANOR GROUP LLC



Robert A. Willis
600 17th Street, Suite 2800
Denver, CO 80202
(303) 995-5120
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:

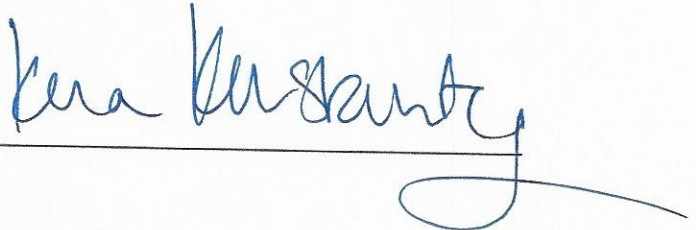
Michael T. Jewell
Courtney M. Shephard
Burns, Figa & Will, P.C.
6400 S. Fiddler's Green Circle, Suite 1000
Greenwood Village, CO 80111
(303) 796-2626
mjewell@bfwlaw.com
cshepard@bfwlaw.com

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
Julie.Prine@state.co.us

By: _____



**BEFORE THE OIL & 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 TWO
APPROXIMATE 640-ACRE DESIGNATED DOCKET NO.
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

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 two (2) 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: S $\frac{1}{2}$ NE $\frac{1}{4}$, N $\frac{1}{2}$ SE $\frac{1}{4}$

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

Section 35: S $\frac{1}{2}$ NW $\frac{1}{4}$, N $\frac{1}{2}$ SW $\frac{1}{4}$

Wellbore Spacing Unit ("WSU") Nos. 1-2

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 two (2) 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 12-C Well (API No. 05-069-06456) – Codell Formation – WSU #1; and

b. Johnsons Corner 13-N Well (API No. 05-069-06464) – Niobrara Formation – WSU #2.

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. 1-2 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. 1-2.

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 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. 1-2 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. 1-2.

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 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 31st 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 31st 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*

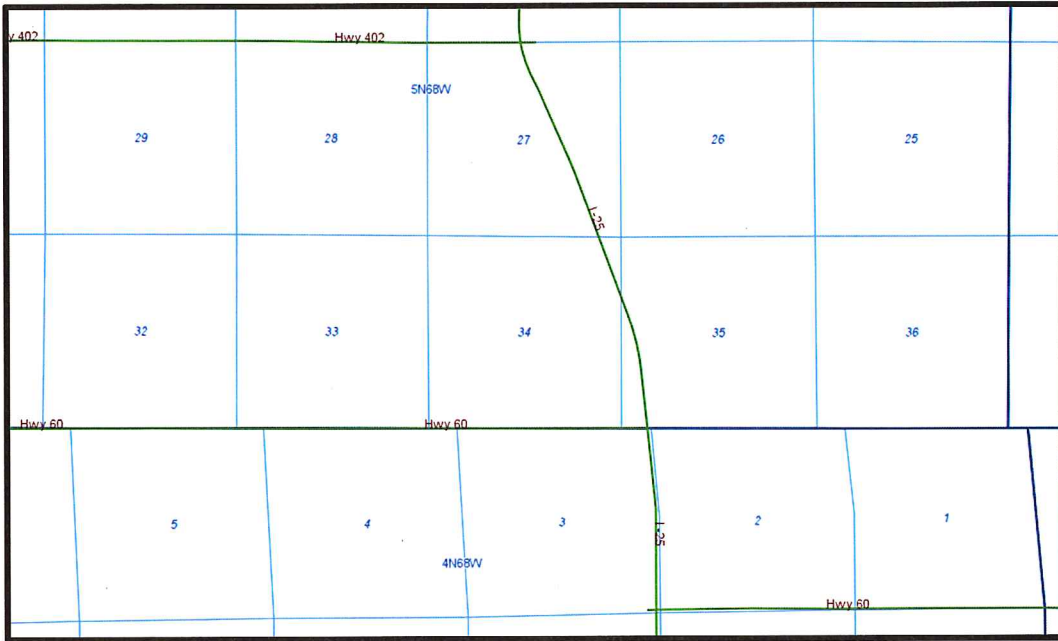


Notary Public

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

EXHIBIT A

Reference Map for Pooling Application



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IN THE MATTER OF AN APPLICATION BY
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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

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:

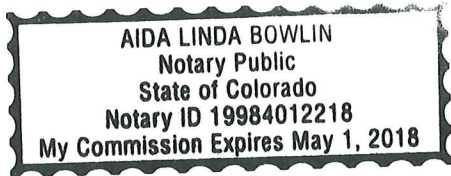
That she is a Legal Assistant at Beatty & Wozniak, P.C., attorneys for Extraction Oil & Gas, Inc., and on or before the 7th day of September, 2017, caused a copy of the attached Application to be deposited in the United States Mail, postage prepaid, addressed to the parties listed on Exhibit A attached hereto.




Grace Go-Hoveland

Subscribed and sworn to before me this 11th day of September, 2017.

Witness my hand and official seal.





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.

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

Aaron Clayton Yoder
415 Erin Street
Cortez, CO 81321

Amber Lei Webb
3220 Lazelle Street #401
Sturgis, SD 57785

Arlin R. Bearly
2588 Serena Drive
Mead, CO 80542

Bonnie J. Means
19 Davis Tee
Sheridan, WY 82801

Brian Curtis Bearly
2054 Tundrea Circle
Erie, CO 80516

Carol J. Murdock
2527 Tucker Court
Fort Collins, CO 80526-2195

Cody Ross Means
730 E. Limberlost Drive
Tuscon, AZ 85719

Daniel L. Younger
1039 Lexington Lane, Long's Peak Route
Estes Park, CO 80517

Davis Conservation Development Landowners Association
6005 Quiet View Court
Loveland, CO 80537

Donza Leona Anson
6320 14th Street W. Lot 3
Bradenton, FL 34207

Edwin D. Sharman
6001 Quiet View Ct.
Loveland, CO 80537
Elster Oil & Gas, LLC
200 Plaza Drive, Suite 100
Highlands Ranch, CO 80129

Hari Sachanandani
320 Starfire Way
Golden, CO 80401

John C. Hoxie and Holly S. Hoxie, Joint Tenants
3918 Country Mountain Drive
Loveland, CO 80537

Judith D. Jeffers Trust dated April 8, 2011, Judith D.
Jeffers, Trustee
1721 Evergreen Place
Seattle, WA 98122

Kara Michelle Yoder
707 Canyon Drive
Cortez, CO 81321

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

Larry D. Mayo
5107 Lebsack Lane
Loveland, CO 80537

Leslie Dawn Means
630 W. Quail Drive
Green Valley, AZ 85719

Lisa Sullinger
4853 Big Horn Drive South
Nesbit, MS 38651

M&J Dairy L.L.C.
3400 E. HWY 60
Loveland, CO 80537

Margaret Jane Haun Trust dated April 8, 2011, Margaret
Jane Haun, Trustee
1245 Three Mile Drive
Kalispell, MT 59901

Megan Ann Keller
8019 Hollygrape Lane
Colorado Springs, CO 80927

Melvin Flaschenriem and Joann Flaschenriem, Joint
Tenants
3400 East Highway 60
Loveland, CO 80537

Norman C. Reichardt
66 Pleasant View
Loveland, CO 80537

Philip B. Bearly
4025 Candle Street
Loveland, CO 80537

PMD National Mortgage III, LLC
144 N. Mason #4
Fort Collins, CO 80524

Related Holdings LLC
432 S. WASHINGTON AVE, UNIT 903
Royal Oak, MI 48067

Roberta L. Smith
12706 Shiloh Road
Greeley, CO 80631

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

Sara Brynne Deter
450 S. Rachel Avenue
Milliken, CO 80543

Stanley A. Tarum
3606 SE Frontage Road
Johnstown, CO 80534

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

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

TEnergy Corporation
2409 Lake Drive
Loveland, CO 80538

The Carol J. Murdock Revocable Trust dated February 26,
2016
2527 Tucker Court
Fort Collins, CO 80526

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
Englewood, CO 80013

Therese L. Geist, a/k/a Therese L. Starnes
P.O. Box 14, 3588 W. Highway 2
Gulliver, MI 49840

Thomas R. Davis
3579 S. CTY RD 5
Loveland, CO 80537

VMJ Properties LLC
2409 Lake Drive
Loveland, CO 80538

William Hayden
2028 Yosemite Lane
Keller, TX 76248

WYOCO Royalty Partners L.L.C.
410 17th Street, Suite 1150
Denver, CO 80202

7 Clover, Inc.
285 ELLSWORTH ST,
Colorado Springs, CO 80906-7903

Adam Jason Bearly
9925 Nucla Street
Commerce City, CO 80022

Apollo Operating, LLC
1538 Wazee St, Suite 200
Denver, CO 80202

Blackpool Investments, LLC
19 Old Town Sq., Ste. 238
Ft. Collins, CO 80524

Brenda Calfee
106 Velda Rose
Conroe, TX 77304

Candlelight Properties, LLC
4747 Marketplace Dr
Johnstown, CO 80534

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

D. Scott Read
3857 Country Mountain Drive
Loveland, CO 80537

David R. Tarum
3606 SE Frontage Road
Johnstown, CO 80534

DFI Holdings, L.L.L.P.
3282 Rock Park Drive
Ft. Collins, CO 80528

Earl R. Vader
4045 Country Mountain Drive
Loveland, CO

Elizabeth Faye Corwin
444 West Henderson Street
Montpelier, IN 47359

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

Jacob R. Davis and Callie D. Vrooman, Joint Tenants
6002 Quiet View Court
Loveland, CO 80537

Johnson-Taylor Family Properties, LLLP
2842 S.E. Frontage Road
Johnstown, CO 80534

Julie L. Geist
P.O. Box 130x 182
Ennis, MT 59729

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

Kimberly Rose Duncan
220 Rich Street
Delta, CO 81416

Larry P. Tarum
3606 SE Frontage Road
Johnstown, CO 80534

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

Lyndsey Brooke Calentine
19 Davis Tee
Sheridan, WY 82801

Magpie Operating, Inc.
2707 S COUNTY RD 11
Loveland, CO 80537

Marjorie D. Read
3857 Country Mountain Drive
Loveland, CO 80537

Melissa Marie Bearly
2588 Serena Drive
Mead, CO 80542

Nancy M. Barleben
3606 SE Frontage Road
Johnstown, CO 80534

Paul Hach
4720 E County Road 16
Loveland, CO 80537

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

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

Robert D. Keirns and Nancy A. Keirns, Joint Tenants
1014 Blue Spruce Drive
Loveland, CO 80538-2509

Roger D. Tarum
1349 Stonehenge Drive
Fort Collins, CO 80525

Sailer Family Revocable Trust, Dwight D. Sailer and Dana
M. Sailer, Trustees
3543 S. County Road 7
Loveland, CO 80537

Shirley S. Yoder
P.O. Box 263
Yellow Jacket, CO 81335

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

Suzanne C. Reed-Baum
3543 S. County Road 5
Loveland, CO 80537

Tamara Austin
3608 SE Frontage RD
Loveland, CO 80537-8740

The Carlson Living Trust dated March 16, 2001, Dan L.
Carlson and Patti L. Carlson, Trustees
3609 South County Road 7
Loveland, CO 80537

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

Theodore C. Baum, Jr.
3543 S County Road 5
Loveland, CO 80539

Thomas Davis
6005 Quiet View Court
Loveland, CO 80537

Virginia Ann Channell
3739 South County Road 7
Loveland, CO 80537

Walker & Lee Farm, LLC
2932 SO CTY RD 7
Loveland, CO 80537

Witwaterstrand, L.L.C.
3816 eagle lake south
Fort Collins, CO 80524