

**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 26 AND 27, 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

**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 26 and 27, 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 26: S $\frac{1}{2}$ N $\frac{1}{2}$ , N $\frac{1}{2}$ S $\frac{1}{2}$

Section 27: S $\frac{1}{2}$ N $\frac{1}{2}$ , N $\frac{1}{2}$ S $\frac{1}{2}$

*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. McGirr 1C Well (API No. 05-069-06493) – Codell Formation – WSU #1;  
and
- b. McGirr 2N Well (API No. 05-069-06492) – 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 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.

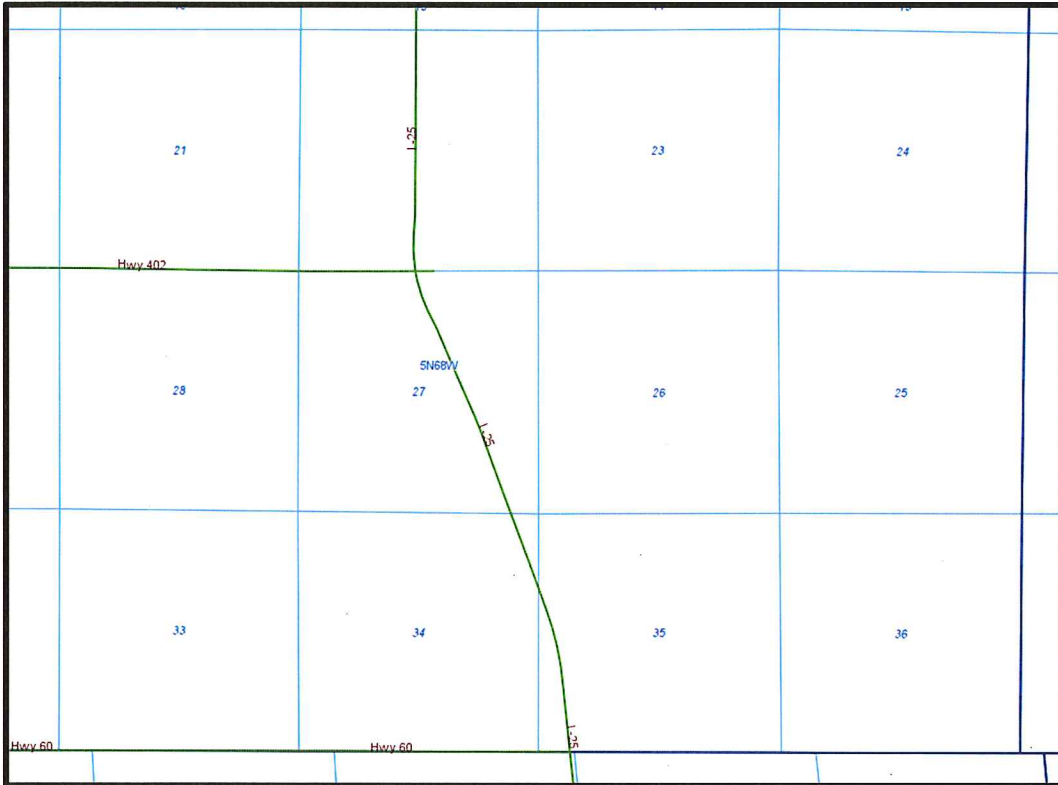
My commission expires: *1/21/2018*

  
\_\_\_\_\_  
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



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 DOCKET NO. 171000753  
HORIZONTAL WELLBORE SPACING UNITS FOR  
CERTAIN PORTIONS OF SECTIONS 26 AND 27, 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

AFFIDAVIT OF MAILING

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

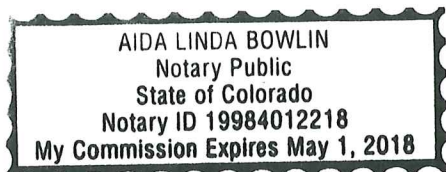
Grace Go-Hoveland, of lawful age, and being first duly sworn upon her oath, states and declares:


That she is a Legal Assistant at Beatty & Wozniak, P.C., attorneys for Extraction Oil & Gas, Inc., and on or before the 7<sup>th</sup> 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 11<sup>th</sup> 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.

6766 Partners, LLC  
6766 E.CR 18  
Johnstown, CO 80534

Brent W. Graybill  
1113 N. 6th St.  
Johnstown, CO 80534

Charles W. Keeling and Pamela G. Keeling  
2044 S. CR 3E  
Johnstown, CO 80534

Cross Girls LLC  
210 East 29th Street  
Loveland, CO 80538

Dorothy Hamilton Trust u/a dated 6/11/1993, Scott  
B. Hamilton, Successor Trustee  
7114 Stove Prairie Rd.  
Bellvue, CO 80512

Dunklee Company  
3507 Wessinger Rd.  
Chapin, SC 29036

James J. Davis  
11615 North Walapai Circle  
Fountain Hills, AZ 85268

Joseph E. Shirey  
965 Coral Street  
Broomfield, CO 80020

Karen L. Graybill  
P.O. Box 320  
Johnstown, CO 80534

Lincoln Energy LLC  
P.O. Box 6975  
Denver, CO 80206

M. Heather Banks and Dirk D. Banks  
2279 S. County Road 3 E  
Johnstown, CO 80534

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

Monica L. Brisnehan  
1275 S.High Street  
Denver, CO 80210

Sandra K. Reiter  
1924 North Shore Drive  
Longmont, CO 80503

The Art Leisy Trust FBO Richard L. Leisy Family,  
Gary A. Leisy, Trustee  
7571 S. Emerson Circle  
Centennial, CO 80122

The Home State Bank  
935 North Cleveland  
Loveland, CO 80537

The Richard L. Leisy Family Trust  
7571 S. Emerson Circle  
Centennial, CO 80122

Anadarko E&P Onshore LLC  
1201 Lake Robbins Dr.  
The Woodlands, TX 77380

Beverly E. Davis  
13643 N. 107th Dr.  
Sun City, AZ 85351

Buckley D. Graybill  
P.O. Box 320  
Johnstown, CO 80534

City of Loveland, Colorado; A Home Rule  
Municipality  
500 East Third Street  
Loveland, CO 80537

D&SGB Farms Ltd., LP  
P.O. Box 7642  
Loveland, CO 80537

DSK Resources, LLC  
1416 Harris Drive  
Fort Collins, CO 80524

Edward F. Dunklee  
9250 Tennyson St.  
Westminster, CO 80031

John O'Connor  
4 Sonya Circle  
Red Oak, IA 51566

Julia H. DeVries, a/k/a Julia H. de Vries  
4248 Citrus Drive  
Fallbrook, CA 92028

Kerr-McGee Oil & Gas Onshore LP  
1099 18th Street  
Denver, CO 80202

Linda L. Shirey  
965 Coral Street  
Broomfield, CO 80020

Magnolia, L.L.C.  
P.O. Box 51510  
Midland, TX 79710

Mark V. Gregg and Diane D. Gregg  
811 N. 7th St.  
Red Oak, IA 51566

Robert B. Brisnehan, Jr.  
5452 Reston Dr.  
Plainfield, IN 46168

Tekton Energy, LLC  
200 Plaza Drive, Suite 100  
Highlands Ranch, CO 80129

The Gregg Family Revocable Trust dated March  
10, 1992, Ben H. Gregg, Jr. or Margery H. Gregg,  
Trustees  
18602 Avenida Del Rey  
Rio Verde, AZ 85263

The Pulliam Non-Exempt Family Trust, U/A  
January 23, 1987, as Amended, Sandra S. Olson,  
Jennifer O. Kelly and Julia D. Olson, Co-Trustees  
4977 Homestead St.  
Littleton, CO 80123

Vaughan McTernan  
2609 Rigel Dr.  
Colorado Springs, CO 80906