

**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  
POOLING ALL INTERESTS IN THREE  
APPROXIMATE 354.99-ACRE DESIGNATED  
HORIZONTAL WELLBORE SPACING UNITS FOR CAUSE NO. 407  
CERTAIN PORTIONS OF SECTIONS 34 AND 35,  
TOWNSHIP 5 NORTH, RANGE 68 WEST, 6TH P.M. DOCKET NO.  
AND CERTAIN PORTIONS OF SECTION 3,  
TOWNSHIP 4 NORTH, RANGE 68 WEST, 6TH TYPE: POOLING  
P.M., FOR THE DEVELOPMENT/OPERATION OF  
THE CODELL AND NIOBRARA FORMATIONS,  
WATTENBERG FIELD, LARIMER AND WELD  
COUNTIES, 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 approximate 354.99-acre horizontal wellbore spacing units established for certain portions of Sections 34 and 35, Township 5 North, Range 68 West, 6th P.M. and certain portions of Section 3, Township 4 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 34: S $\frac{1}{2}$ S $\frac{1}{2}$

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

Larimer County, Colorado

Township 4 North, Range 68 West, 6th P.M.

Section 3: N $\frac{1}{2}$ N $\frac{1}{2}$

Weld County, Colorado, 354.99 acres, more or less

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

These lands are hereinafter collectively referred to as the "Application Lands" and

depicted in Exhibit A, attached hereto.<sup>1</sup>

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 approximate 354.99-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. Jesser 3E-10-1N Well (API No. 05-123-45661) - Niobrara Formation - WSU #1;
- b. Jesser 3E-10-2C Well (API No. 05-123-45658) - Codell Formation - WSU #2;
- c. Jesser 3E-10-3N Well (API No. 05-123-45666) - 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

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<sup>1</sup> The Application Lands contain irregular lots. Accordingly, the acreage comprising the wellbore spacing units has been modified to reflect the presence of irregular quarter-quarter sections.

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 18 day of January, 2018.

Respectfully submitted,

EXTRACTION OIL & GAS, INC.

By: Jobediah 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: Jason Rayburn  
370 17th Street, Suite 5300  
Denver, CO 80202

**VERIFICATION**

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

Jason Rayburn, Staff Landman for Extraction Oil & Gas Inc., 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 INC.

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Jason Rayburn

Subscribed and sworn to before me this 17 day of January, 2018, by Jason Rayburn, Staff Landman for Extraction Oil & Gas Inc.

Witness my hand and official seal.

My commission expires:

Alex Andrya Ross  
Notary Public

Alex Andrya Ross  
Notary Public of Colorado  
Commission # 20144025566  
Commission Expires 06/27/2018

**EXHIBIT A**

Reference Map for Pooling Application

Township 5 North, Range 68 West, 6th P.M.

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

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

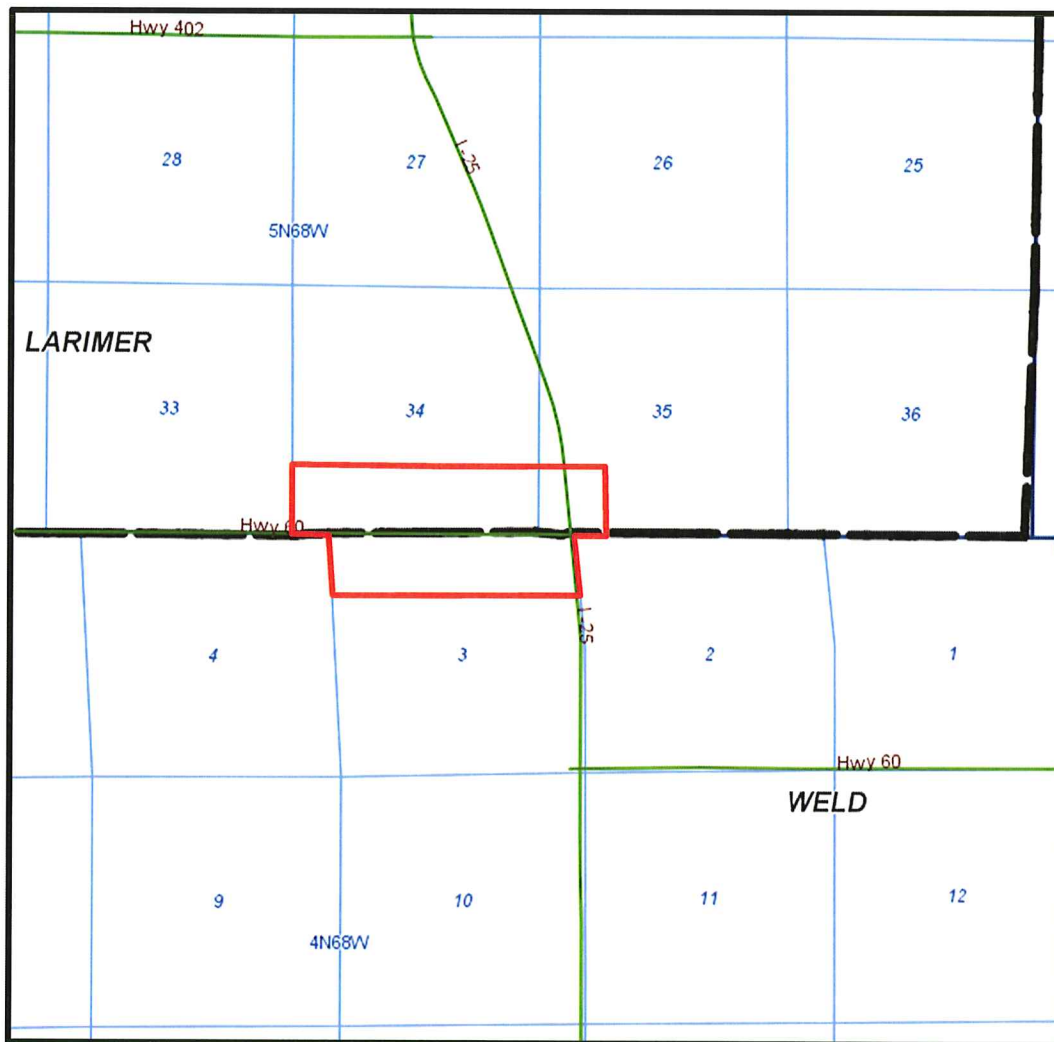
Larimer County, Colorado


Township 4 North, Range 68 West, 6th P.M.

Section 3: N $\frac{1}{2}$ N $\frac{1}{2}$

Weld County, Colorado, 354.99 acres, more or less

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



 = Application Lands



## 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.

MARK V. GREGG AND DIANE D. GREGG  
811 N. 7TH STREET  
RED OAK, IA 51566

PULLIAM NON-EXEMPT FAMILY TRUST  
U/A 1-23-87  
4977 HOMESTEAD ST  
LITTLETON, CO 80123

DUNKLEE COMPANY, LP  
NO 10 JUNIPER LANE  
DOVER, MA 02030

STRATEGIC ENERGY INCOME FUND IV LP  
ATTN: KEVIN SULLEY, US ENERGY  
1521 N COOPER STREET, SUITE 700  
ARLINGTON, TX 76011

DONZA LEONA ANSON, HEIR TO THE ESTATE  
OF ELIZABETH P. NIEBOR  
6320 14TH ST. W. LOT 3  
BRADENTON, FL 34207

BRENDA JIMENEZ  
15491 COUNTY ROAD 12  
FT. MORGAN, CO 80701

STEVE GRAHAM  
4752 RICHARD ST NE  
SALEM, OR 97305

R. SCOTT MURDOCK, A SINGLE PERSON  
3550 S. COUNTY ROAD 5  
LOVELAND, CO 80537

WENTZEL ENERGY PARTNERS LLC  
999 TECH ROW  
MADISON HEIGHTS, MI 48071

TTEC ENERGY LLC  
215 W. BANDERA RD., STE 114-608  
BOERNE, TX 78006

MELVIN AND JOANN FLASCHENRIEM,  
AS JOINT TENANTS  
3400 EAST HIGHWAY 60  
LOVELAND, CO 80537

DORCAS MARY VAUGHAN &  
DURKEE MCTERNAN  
2609 RIGEL DRIVE  
COLORADO SPRINGS, CO 80906

SRC ENERGY LLC  
1625 BROADWAY SUITE 300  
DENVER, CO 80202

TEKTON ENERGY LLC  
200 PLAZA DRIVE, SUITE 100  
HIGHLANDS RANCH, CO 80129

DJ PARTNERS LLC  
9033 E. EASTER PL., STE 112  
CENTENNIAL, CO 80112

KERR-MCGEE OIL & GAS ONSHORE LP  
1099 18TH STREET, SUITE 1800  
DENVER, CO 80202

THE GREGG FAMILY TRUST  
DATED MARCH 10, 1992,  
BY BEN H. GREGG, JR., AS TRUSTEE  
18602 E. AVENIDA DEL RAY  
RIO VERDE, AZ 85263-8118

ESTATE OF EDWARD F. DUNKLEE, DEC'D  
6550 W 46TH AVE  
WHEAT RIDGE, CO 80033

STRATEGIC ENERGY INCOME FUND III LP  
ATTN: KEVIN SULLEY, US ENERGY  
1521 N COOPER STREET, SUITE 700  
ARLINGTON, TX 76011

CAROL J. MURDOCK  
2527 TUCKER COURT  
FORT COLLINS, CO 80526

ROSE ANN TSCHUSCHNER, ET AL  
PO BOX 1313  
LOVELAND, CO 80539

LINDA WISE  
P. O. BOX 710  
IRRIGON, OR 97844



ROBERT D. KEIRNS AND  
NANCY A. KEIRNS, HUSBAND AND WIFE  
3826 S. COUNTY ROAD 7  
LOVELAND, CO 80537

R. SCOTT MURDOCK  
TRUST RESTATED 12-21-15  
(MURDOCK LOT 1)  
3550 S. COUNTY ROAD 5  
LOVELAND, CO 80537

DRDJ, LLC  
1720 WAZEE ST., UNIT 2E  
DENVER, CO 80202

ANADARKO E&P ONSHORE LLC  
1099 18TH STREET, STE 1800  
DENVER, CO 80202

MAGNOLIA, L.L.C.  
PO BOX 51555  
MIDLAND, TX 79710

BLACKPOOL INVESTMENTS  
19 OLD TOWNE SQUARE, SUITE 238  
FT COLLINS, CO 80524

SWAN EXPLORATION  
ATTN TOM CAMPBELL  
20008 CHAMPION FOREST, SUITE 302  
SPRING, TX 77379

RAISA II, LLC  
10058 CIRCLEVIEW DR.  
AUSTIN, TX 78733

PETRO OPERTING COMPANY LLC  
9033 E. EASTER PL., STE 112  
CENTENNIAL, CO 80112

EXTRACTION OIL & GAS, INC.  
370 17TH ST., SUITE 5300  
DENVER, CO 80202