

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

IN THE MATTER OF AN **AMENDED** APPLICATION  
BY EXTRACTION OIL & GAS, INC. FOR AN ORDER POOLING ALL INTERESTS IN TWO APPROXIMATE 708.365-ACRE DESIGNATED HORIZONTAL WELLBORE SPACING UNITS FOR CERTAIN PORTIONS OF SECTIONS 3, 4 AND 5, TOWNSHIP 6 NORTH, RANGE 67 WEST, 6TH P.M., FOR THE DEVELOPMENT/OPERATION OF THE CODELL AND NIOBRARA FORMATIONS, WATTENBERG FIELD, WELD COUNTY, COLORADO

CAUSE NO. 407  
DOCKET NO. 180300213  
TYPE: POOLING

**AMENDED APPLICATION**

Extraction Oil & Gas, Inc., Operator No. 10459 ("Extraction" or "Applicant"), by and through its attorneys, Beatty & Wozniak, P.C., respectfully submits this **Amended Application ("Application")** to the Oil and Gas Conservation Commission of the State of Colorado ("Commission") for an order pooling all interests in two approximate 708.365-acre horizontal wellbore spacing units established for certain portions of Sections 3, 4 and 5, Township 6 North, Range 67 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 6 North, Range 67 West, 6th P.M.

Section 3: S $\frac{1}{2}$ NW $\frac{1}{4}$ , SW $\frac{1}{4}$ NE $\frac{1}{4}$ , N $\frac{1}{2}$ SW $\frac{1}{4}$ , NW $\frac{1}{4}$ SE $\frac{1}{4}$

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

Section 5: S $\frac{1}{2}$ NE $\frac{1}{4}$ , N $\frac{1}{2}$ SE $\frac{1}{4}$

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

Weld County, Colorado, 708.365 acres, more or less.

These lands are hereinafter collectively referred to as the "Application Lands" and depicted in **Amended 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,

<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.

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 approximate 708.365-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. Mickey 12 Well (API No. 05-123-43845) - Niobrara Formation - WSU #1;
- b. Mickey 13 Well (API No. 05-123-43854) - Codell 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 50<sup>th</sup> day of January, 2018.

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: Philip Zaranka  
370 17th Street, Suite 5300  
Denver, CO 80202

VERIFICATION

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

Philip Zaranka, Landman for Extraction Oil & Gas Inc., upon oath deposes and says that he has read the foregoing Amended Application and that the statements contained therein are true to the best of his knowledge, information and belief.

EXTRACTION OIL & GAS INC.

*[Handwritten signature]*  
\_\_\_\_\_  
Philip Zaranka

Subscribed and sworn to before me this 29th day of January, 2018, by Philip Zaranka, Landman for Extraction Oil & Gas Inc.

Witness my hand and official seal.

My commission expires:

*[Handwritten signature]*  
\_\_\_\_\_  
Notary Public

ANNE MICHELLE PIERINI  
Notary Public  
State of Colorado  
Notary ID # 20124036744  
My Commission Expires 01-04-2021

**AMENDED EXHIBIT A**

Reference Map for Pooling Application

Township 6 North, Range 67 West, 6th P.M.

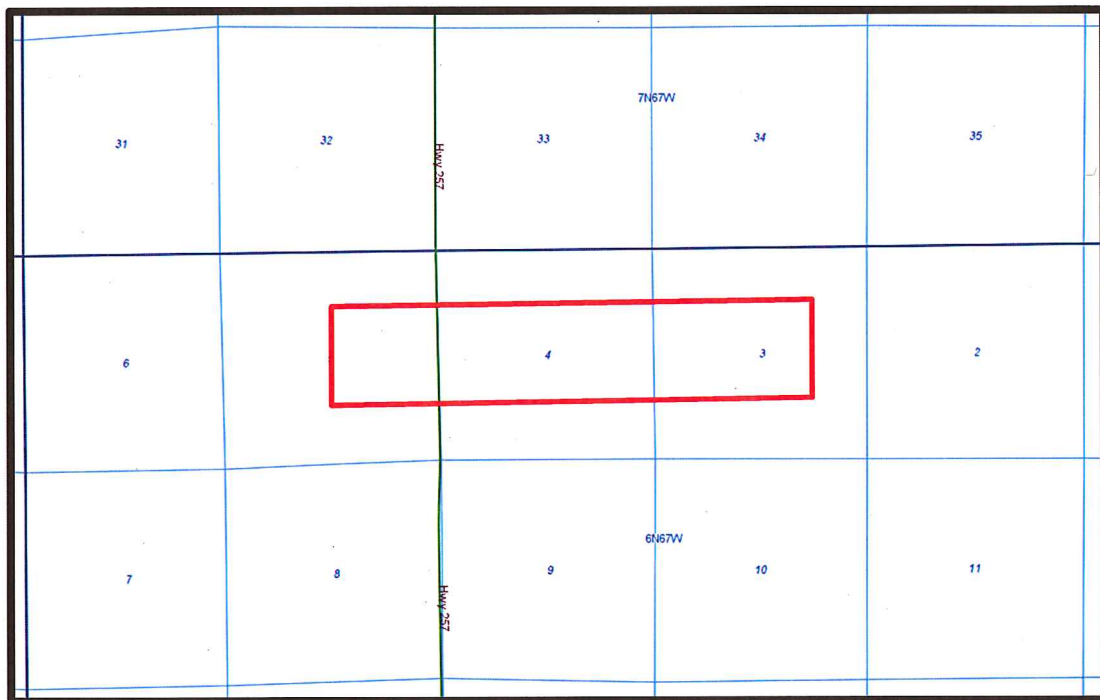
Section 3: S $\frac{1}{2}$ NW $\frac{1}{4}$ , SW $\frac{1}{4}$ NE $\frac{1}{4}$ , N $\frac{1}{2}$ SW $\frac{1}{4}$ , NW $\frac{1}{4}$ SE $\frac{1}{4}$

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

Section 5: S $\frac{1}{2}$ NE $\frac{1}{4}$ , N $\frac{1}{2}$ SE $\frac{1}{4}$

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

Weld County, Colorado, 708.365 acres, more or less.



 = Application Lands

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CAUSE NO. 407  
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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:

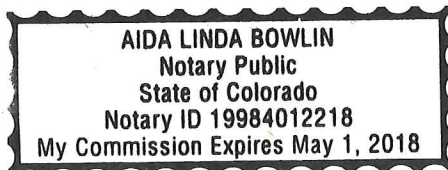
That she is a Legal Assistant at Beatty & Wozniak, P.C., attorneys for Extraction Oil & Gas, Inc., and on or before the 6th day of February, 2018, caused a copy of the attached AMENDED Application to be deposited in the United States Mail, postage prepaid, addressed to the parties listed on Exhibit A attached hereto.

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

Subscribed and sworn to before me this 30th day of January, 2018.

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.

ACME OIL CORPORATION  
1051--D W. HWY. 34  
LOVELAND, CO 80537

ALASKAN OIL AND RESOURCES, LLC  
PO BOX 210  
EATON, CO 20615

ATOMIC CAPITAL MINERALS  
2777 ALLEN PARKWAY STE 1185  
HOUSTON, TX 77019

BEVERLY J. KUNZLER  
6590 S HAWKSBILL CIRCLE  
SALT LAKE CITY, UT 84123

BRODY J. HANSEN AND ELIZABETH A.  
HANSEN  
35284 CORNERSTONE WAY  
WINDSOR, CO 80550

CHRISTOPHER J. FRYE  
16 TIMOR SEA  
NEWPORT COAST, CA 92657

COLORADO LAND SERVICES, LLC  
1051-D WEST HIGHWAY 34  
LOVELAND, CO 80537

DEEP POOL HOLDINGS LLC  
2751 SEVEN SHIELDS LANE  
LEWISVILLE, TX 75056

DELORES LUTZ  
822 WALNUT STREET  
WINDSOR, CO 80550

ERIC BIRK KESLER  
35298 CORNERSTONE WAY  
WINDSOR, CO 80550

FREEDOM OIL & GAS CORPORATION  
PO BOX 18502  
OKLAHOMA CITY, OK 73154

GENE B. GUSTAFSON AND LISA J.  
GUSTAFSON  
35315 CORNERSTONE COURT  
WINDSOR, CO 80550

GLORIA J. GASLIN  
7 COTTONWOOD COURT  
WINDSOR, CO 80550

HES, LLC  
1853 CHESAPEAKE CIRCLE  
JOHNSTON, CO 80534

JACK W. HOLMES, AS TRUSTEE UNDER THE  
JACK W. HOLMES LIVING TRUST  
4707 SOUTH BELL STREET APT. NO. 317  
AMARILLO, TX 79109

JAMES J. ZOELLNER  
7775 LEWIS ST.  
ARVADA, CO 80005

JDLB MINERAL INVESTMENT, LLC (ALL  
EXECUTIVE RIGHTS)  
7251 W 20TH STREET, L-200  
GREELEY, CO 80634

JOURNEY CHURCH AT WINDSOR  
8075 COUNTY ROAD 72  
WINDSOR, CO 80550

JUDY BOX QUARTER HORSES, LLC  
8632 COUNTY ROAD 74  
WINDSOR, CO 80550

KCM FAMILY INVESTMENTS  
6365 ENGH PLACE  
TIMNATH, CO 80547

LINCOLN ENERGY, LLC  
PO BOX 6975  
DENVER, CO 80206

MARK L. NEWMAN AND JULIE B. NEWMAN  
5510 E. 103RD ST. SOUTH  
MULVANE, KS 67110

MICHAEL L. EMERSON AND MARCIA KIM  
EMERSON  
35238 MORNING STAR COURT  
WINDSOR, CO 80550

MORIAH ESTATES P.U.D. COMMUNITY  
ASSOCIATION  
35325 CORNERSTONE WAY  
WINDSOR, CO 80550

MY AMERICAN DREAM, LLC  
185 N. COLLEGE AVE., SECOND FLOOR  
FT. COLLINS, CO 80524

NORMA J. EHRLICH  
PO BOX 833  
WINDSOR, CO 80550

PAMELA K. HILLHOUSE  
8897 GANDER VALLEY LANE  
WINDSOR, CO 80550

PHILLIP L. DITTBERNER AND JUDITH A.  
WHICHARD  
35245 CORNERSTONE WAY  
WINDSOR, CO 80550

RAISA II, LLC  
PO BOX 987  
DENVER, CO 80201

RENEE L. HOLLOWAY  
3892 TAYSIDE CT.  
TIMNATH, CO 80547

ROBERT L. ZOELLNER  
5072 GARRETT DR.  
NORTH RIDGEVILLE, OH 44039

SANDRA ANN (SIEBERT) KRUSE  
4000 TARA DRIVE  
BENBROOK, TX 76116

SHERRY REDMOND  
1276 PRESERVE CIRCLE  
PO BOX 525, CRIPPLE CREEK, CO 80701

SILVER SPUR RESOURCES, LLC  
PO BOX 92761  
SOUTHLAKE, TX 76092

STEVEN R. ZOELLNER  
PO BOX 525  
CRIPPLE CREEK, CO 80813

TIMNATH LANDS, LLC  
PO BOX 399  
TIMNATH, CO 80547

VALERIE A. MOODY  
PO BOX 210  
EATON, CO 80615

VIVIAN SUPINKA  
983 PHILADELPHIA ST.  
INDIANA, PA 15701

WARREN P. EHRLICH  
PO BOX 833  
WINDSOR, CO 80550

WILLIAM V. MADDUX, AS TRUSTEE OF THE  
WILLIAM V. MADDUX REVOCABLE TRUST  
DATED SEPTEMBER 27, 1996, ALSO REFERED  
TO AS THE WILLIAM V. MADDUX TRUST  
636 HINSDALE DRIVE  
FT. COLLINS, CO 80526

ADDAX MINERALS FUND 2012, LP  
5950 BERKSHIRE LANE, SUITE 1250  
DALLAS, TX 75225

ANADARKO LAND CORP.  
1099 18TH STREET  
DENVER, CO 80202

BETH ROSALIE KESLER  
35298 CORNERSTONE WAY  
WINDSOR, CO 80550

BRADLEY C. GRASMICK AND GINA R.  
GRASMICK  
35325 CORNERSTONE WAY  
WINDSOR, CO 80550

CARL T. MADISON, JR. AND CAROL A.  
MADISON  
8906 GANDER VALLEY LANE  
WINDSOR, CO 80550

COLORADO DEPARTMENT OF  
TRANSPORTATION  
4201 EAST ARKANSAS AVE.  
DENVER, CO 80222

CYNTHIA ANN (ORSBORN) NICHOL  
2381 STROKE DRIVE  
LAKE HAVASU CITY, AZ 86406

DEERFIELD PROPERTIES, LLC  
PO BOX 270787  
FLOWER MOUND, TX 75027

ELDON AND MARTHA BOWER FAMILY 1992  
REVOCABLE TRUST (ALL EXECUTIVE  
RIGHTS)  
2730 MONGOMER WAY  
SACRAMENTO, CA 95818

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

GANDER VALLEY FARMS, LTD.  
8943 GANDER VALLEY LANE  
WINDSOR, CO 80550



GENE SPENCER  
C/O JAMES S. HILLHOUSE, 8897 GANDER  
VALLEY LANE  
WINDSOR, CO 80550

HENRY G. HERSH AND ANNETTE D. HERSH  
35291 MORNING STAR CT.  
WINDSOR, CO 80550

IVY L. DARDEN AND LINDA L. ARREDONDO  
4462 NORTH WISHON AVENUE  
FRESNO, CA 93703

JAMES J. CAMPAIN AND JULIA A. CAMPAIN  
35306 CORNERSTONE WAY  
WINDSOR, CO 80550

JAMES L. ROSE AND CATHERINE MARIE  
ROSE  
35265 MORNING STAR COURT  
WINDSOR, CO 80550

JOHN A. PINELLO AND SHERRIE D. PINELLO  
35272 MORNING STAR CT.  
WINDSOR, CO 80550

JTSM, LLC  
1009 MEDICINE MAN COURT  
WINDSOR, CO 80550

JULIA L. DARDEN-LENTZ AND CATHERINE J.  
DARDEN-LENTZ  
319 WEST AVENUE GAVIOTA  
SAN CLEMENTE, CA 92672

KEITH A. RANGEL AND BRENDA P. RANGEL  
35466 WCR 19  
WINDSOR, CO 80550

LLOYD N. DARDEN AND MARLENE KAY  
DARDEN  
6312 ABRAHAM AVENUE  
WESTMINISTER, CA 92683

MICHAEL H. DAHL AND PAMELA JUNE DAHL  
35306 MORNING STAR COURT  
WINDSOR, CO 80550

MICHAEL P. NOVOVESKY, AS TRUSTEE OF  
THE MICHAEL P. NOVOVESKY TRUST DATED  
SEPTEMBER 8, 1986  
8943 GANDER VALLEY LANE  
WINDSOR, CO 80550

MOUNTAINTOP MINERALS, LLC  
370 17TH STREET, SUITE 5300  
DENVER, CO 80202

NANCY (ORSBORN) GABLE  
2101 S. GARFIELD AVENUE #201  
LOVELAND, CO 80537

NORMAN SWANSON  
1202 5TH ST. NW  
DODGE CENTER, MN 55927

PATRICK E. VARNEY AND NICOLE J. VARNEY  
1839 GALAPAGOS CT.  
WINDSOR, CO 80550

PRINCIPLE ENERGY, LLC  
PO BOX 2228  
HOUSTON, TX 77252

RAWAH RESOURCES LLC  
PO BOX 399  
TIMNATH, CO 80549

RICHARD SWANSON  
10176 SAVANNAH SPARROW WAY  
HIGHLANDS RANCH, CO 80219

ROD PETERSON FAMILY TRUST U/A DTD.  
AUGUST 21, 2015  
35349 COUNTY ROAD 19  
WINDSOR, CO 80550

SARAH ANN VAN HEMERT  
8236 COUNTY ROAD 74  
WINDSOR, CO 80550

SHILOH ESTATES P.U.D. ASSOCIATION  
35298 CORNERSTONE WAY  
WINDSOR, CO 80550

SRC ENERGY, INC.  
1675 BROADWAY, SUITE 2600  
DENVER, CO 80202

STUART ORSBORN  
9200 E CHERRY CREEK SOUTH DRIVE, APT. 4  
DENVER, CO 80231

TODD BEAN AND KRISTEN C. BEAN  
141 SETTLER'S COVE  
EATON, CO 80615

VICKIE A. SCHWINDT  
35329 CORNERSTONE WAY  
WINDSOR, CO 80550

WADE R. HILL AND BARBARA S. HILL  
8952 GANDER VALLEY LANE  
WINDSOR, CO 80550

WARREN P. EHRLICH AND NORMA EHRLICH  
PO BOX 833  
WINDSOR, CO 80550

WOLFHAWK ENERGY HOLDINGS, LLC  
1580 LINCOLN STREET, SUITE 1110  
DENVER, CO 80203