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

IN THE MATTER OF THE APPLICATION) Cause No	. 407
OF EXTRACTION OIL & GAS, INC. FOR)	
AN ORDER POOLING ALL INTERESTS IN) Docket No	. 180400319
THE NIOBRARA FORMATION IN AN)	
APPROXIMATE 320-ACRE HORIZONTAL) Type: PO	OLING
WELLBORE SPACING UNIT COVERING)	
THE E½W½ AND W½E½ OF SECTION 5,	ý	
TOWNSHIP 5 NORTH, RANGE 65 WEST.	ý	
6TH P.M., WATTENBERG FIELD, WELD	ý	
COUNTY, COLORADO.	ý	
•	,	

APPLICATION

Extraction Oil & Gas, Inc. (Extraction or Applicant), Operator No. 10459, by its attorneys, Welborn Sullivan Meck & Tooley, 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 an approximate 320-acre horizontal wellbore spacing unit (WSU) established for the E½W½ and W½E½ of Section 5, Township 5 North, Range 65 West, 6th P.M., for the development and production of oil, gas and associated hydrocarbons from the Niobrara Formation. In support thereof, the Applicant states as follows:

- 1. Applicant is a corporation duly authorized to conduct business in the State of Colorado and a registered operator in good standing with the Commission.
- 2. Applicant owns a leasehold interest in the following lands (Application Lands):

Township 5 North, Range 65 West, 6th P.M. Section 5: E½W½, W½E½

A reference map of the Application Lands is attached hereto.

3. On April 27, 1988, the Commission adopted Rule 318A, the Greater Wattenberg Area Special Well Location, Spacing and Unit Designation Rule, which was amended on August 8, 2011 to, among other things, address the drilling of horizontal wells. Rule 318A.a.(4)D. provides, in relevant part, that where a drilling and spacing unit does not exist for a horizontal well, the horizontal wellbore spacing unit shall be comprised of the governmental quarter-quarter sections in which the wellbore lateral penetrates the productive formation as well as any governmental quarter-quarter sections that are located less than four hundred sixty (460) feet from the portion of the

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wellbore lateral that penetrates the productive zone regardless of section or quarter section lines. Rule 318A.a.(4)D. further provides that a horizontal wellbore spacing unit may overlap portions of another horizontal wellbore spacing unit or other wellbore spacing unit designated in accordance with subsection a.(4)C. The Application Lands are subject to this Rule.

- 4. Applicant has permitted, and plans to drill and complete the following well on the following described WSU covering the Application Lands in the Niobrara Formation:
 - a. **WSU No. 1:** WS-Magnolia 3-5-5 well (API No. 05-123-46050), with an estimated spud date 1st-2nd quarter 2018, to produce oil, gas and associated hydrocarbons from the Niobrara Formation; and

Hereinafter, the Well.

- 5. Pursuant to the relevant provisions of Section 34-60-116(6) & (7), C.R.S., and COGCC Rule 530, Applicant seeks an order pooling all interests in the Application Lands for the development and operation of the Niobrara Formation in the above described WSU.
- 6. Applicant requests that the order entered as a result of this Application be made effective retroactive to the date of this Application or the date that the costs specified in Section 34-60-116(7), C.R.S., were first incurred for the drilling of the Well, whichever is earlier.
- 7. The granting of this Application would be in accord with the Oil and Gas Conservation Act, found at Section 34-60-101, et seq., C.R.S., and Commission rules.
- 8. The names and addresses of the interested parties (persons who own an interest in the mineral estate of the tracts to be pooled, except owners of overriding royalty interest) are attached hereto and marked Exhibit A. Applicant certifies that copies of this Application will be served on all locatable interested parties within seven (7) days of the date hereof, as required by Commission Rule 507.b.(2), and that at least thirty-five (35) days prior to the date of the scheduled protest deadline for this Application, each such owner not already leased or voluntarily pooled will be offered the opportunity to lease, or to participate in the drilling of the Well, or both, as applicable, and will be provided with the information required by Rule 530.

WHEREFORE, Applicant respectfully requests that this matter be set for hearing, that notice be given as required by law and that upon such hearing this Commission enter its order:

A. Pooling all interests in the Application Lands for the development and operation of the Niobrara Formation in the above described WSU.

- B. Providing that the pooling order is made effective as of the date of this Application, or the date that the costs specified in Section 34-60-116(7)(b)(II), C.R.S., are first incurred for the drilling of the Well on the Application Lands, whichever is earlier;
- C. 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 Well, are pooled by operation of statute, pursuant to Section 34-60-116(7), C.R.S., and made subject to the cost recovery provisions thereof;
- D. For such other findings and orders as the Commission may deem proper or advisable in the premises.

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Dated this 15 day of March, 2018.

Respectfully submitted,

WELBORN SULLIVAN MECK & TOOLEY, P.C.

3y:___

Joseph C. Pierzchala Geoffrey W. Storm Welborn Sullivan Meck & Tooley, P.C.

Attorney for Applicant 1125 17th Street, Suite 2200

Denver, Colorado 80202

303-830-2500

jpierzchala@wsmtlaw.com gstorm@wsmtlaw.com

Applicant's Address:

370 17th Street, Suite 5400 Denver, CO 80202

Attn: Drew Stout, Landman Phone: 720-557-8325

VERIFICATION

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

Drew Stout, Landman with 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.

Drew Stout, Landman

Subscribed and sworn to before me this ______day of March, 2018 by Drew Stout, Landman for Extraction Oil & Gas, Inc.

Witness my hand and official seal.

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

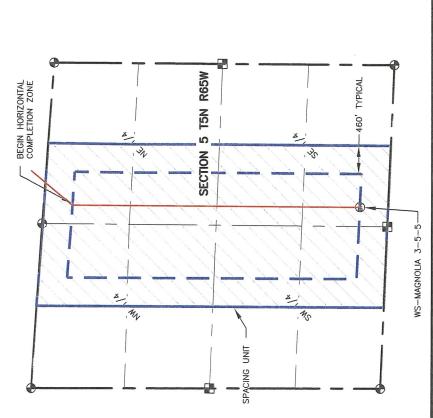
Notary Public

My Commission Expires:

SPACING UNIT: W/2 NE/4, & E/2 NW/4, & W/2 SE/4, & E/2 SW/4, SEC 5, T5N, R65W; UNIT ACREAGE: 320 NAME: MAGNOLIA

WELL NAME	S	URFACE	URFACE LOCATION	z	B O	EGIN HO	SEGIN HORIZONTAL	_ 110	ПО	OMPLETI	END HORIZONTAL	1.1
	DIST.	DIR.	DIST.	DIR.	DIST.	DIR.	DIST.	DIR.	DIST.	DIR.	DIST.	DIR.
WS-MAGNOLIA 3-5-5	246'	FSL	1740'	FEL	460,	FN	2310'	FEL	460,	FSL	2310'	FEL

SCALE: 1"= 1500' U.S. SURVEY FEET



4715 Innovation Drive 970.226.0342 | P Fort Collins, CO 80525 970.226.0879 | F www.LRA-Inc.com LAMP RYNEARSON

| cogcc id | project - teak number | book and pege | surface - location | 22599 | 0215045.03 | Engineering\0215045.03 | Wake South 32-N\DRAWINGS\EXHIBITS\0211012-02PSUE- MAGNOLIA.dwg

date
JJM 7/19/17
path/filename P:_Engi

drawn by

Wake South Directional Project Proposed Well Location Exhibit

Magnolia

 \triangleleft QUARTER SECTION LINE SIXTEENTH LINE 4 ALIQUOT CORNER

By BOTTOM HOLE
COMPUTED FROM COMPUTED FROM GLO RECORDS SECTION LINE

COMPUTED ALIQUOT
CORNER FROM
MONUMENT
ACCESSORIES

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WELLBORE SPACING UNIT COVERING THE)	
E½W½ AND W½E½ OF SECTION 5,)	
TOWNSHIP 5 NORTH, RANGE 65 WEST, 6TH)	
P.M., WATTENBERG FIELD, WELD COUNTY,)	
COLORADO.)	
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AFFIDAVIT OF MAILING

STATE OF COLORADO	8
CITY AND COUNTY OF DENVER	8

I, Geoffrey W. Storm, of lawful age, and being first duly sworn upon my oath, state and declare:

That I am the attorney for Extraction Oil & Gas, Inc. and that on or before March 16, 2018, I 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 to the Application.

Geoffrey W. Storm

Subscribed and sworn to before me March 22, 2018.

Witness my hand and official seal.

MELISSA A. MORMAN
NOTARY PUBLIC
STATE OF COLORADO
NOTARY ID 19894012434
MY COMMISSION EXPIRES AUGUST 29, 2021

M. U. SSG S. Mornum Notary Public

My commission expires: 8/29/2001

EXHIBIT A

El Martillo Repair	BCLC-500-1 LLC	Colorado Department of
Laura Archibeque	Bernabe Ramirez	Transportation
1695 Alton Street LLC	Bernadette Elizabeth Vigil	Colorado Recovery Properties
21st Century Investments LLC	Birchwood Properties, LLC	LTD II Partnership
327 11th Street LLC	Bisente D. Martinez	Comer Industrial Park LLC
4 Rivers Equipment LLC	Blanca I. Morales	Concepcion Sanchez
4 Rivers Equipment-AG LLC	Blue Bird Mobile Home Inc.	Conrad Streeder
4 Rivers Properties Greeley,	BNSF Railroad Company	Conservatory Group LLC
LLC	Bonita Rene Jarnagin	Coral C. Conover
5th & 5th LLC	Bonnie Jean Brethauer	Corozona LLC
702 5th Street LLC	Bonnie Mae Hargreaves	County of Weld
719 7th LLC	Bradley M. Cohen	Courtney K. Rempel
85 RV & Boat Storage, LLC	Bradley Taylor	Crews, Inc.
9th St. On the Plaza	Brian K. Harrell	Cuyuna Land Company LLC
R E Productions LLC	Briana Kay Lambert	D&D Bean Building LLC
AAA Greeley Self Storage LLC	Bruce A. Dirks	Dale C. Ledford
Aaron C. Hill	Bruce Jeffrey Carlisle	Daniel Walter Kulp Jr.
ABC Child Development Centers	BSAB, LLLP	Darrin Eugene Hoke
Abdulati Gula El Taeb	BT-OH LLC	David A. Karowsky
Abel Barrera	Burris Company, L.P.	David L. Dyson
Abelardo Vega and Nancy L.	Camco LLC	David M. Helzer
Vega	Carlos A. Reyes	David M. Ramirez and Erlinda
Agapito Barrera	Carlos Guerrero Flores	Ramirez
Albert Lee Kuhn	Carol A. Feit	David Palafox Meza
Alexander Espino	Carole Frei	David R. Wynne
Alfred C Hill II	Carolyn P. Everett	David Roon
Alice Benavides	Castulo Venegas	De Orozco Esther Hernandez
Allen Oster	Catherine Hagan	Debbie Ganskow
Allison S. Johnson	CAZ, Inc.	Deborah Bilbo Chastain and
Alonso Gonzalez	Celestino Joseph Ureste	Ashley Blayne Chastain
Alvina Arellano De Sanchez,	Celestino Ponce	Debra L. Martinez
Ricardo A. Sanchez, Ricardo	Celso B. Barcenas	Delma Flores
Sanchez Jimenez	Charlene Herbst	Delores Duran
Amado Olivas	Charles Archibeque	Department of Highways, State
Amber M. Ureste	Charles L. Pope	of Colorado
Ambrosio Rodriguez and Vianey	Charles Weldon Chapman	Derek Dunn
Hernandez Rodriguez	Charlotte L. Redfern	Derrick Vander Sluys
American Minerals Group, LLC	Chelsea Ann Lambert	Desiree Ramirez
Ana Maria Barajas	Chris King	Diane M. Wilkinson (Now known
Anderson D S LLC	Christ Community Evangelical	as Diane M. Indorf)
Anderson Land Co LLC	Free Church	Diane M. Wilkinson, aka Diane
Andrew E. Goss	Christie Miedema	M. Fisher, aka Diane M. Indorf
Angela K. Eyestone	Christina R. Renteria	Jay E. Goza Trust No. 1, dated
Angelica M. Barcenas	Christopher Harvey	June 6, 2002
Ann McElroy Sherley	Christopher R. Martinez	Dickson Grant Building LLC
Antonio Delacruz and Virginia	Christopher Ureste	Dixie Phillips
Delacruz	Church of St. Albertus Magnus	Dollie Caroline Ritchie Rev
Antonio Hernandez Ochoa	Liberal Catholic Church	Living Trust
Aracely Jurado Jacquez	Cintas Corporation	Donald Frei
Aristeo Vergara	CIT Finance LLC	Donald M. McLeod
Arthur Apgar	City of Greeley	Donna B. Cheek
Aslan Carillo	Clarence Earnest Tye Family	Donna J. Reiber
Assisted Living at Greeley LLC	Trust	Dorothy A. Dill
Augustin Loma Ruiz	Clay C. Stanley and Wesley H.	Dorothy M. Arnold
Aurora Moreno	Sargent	Dutch Ř. Klinginsmith
Azeb K. Tedla	Clayton Investment Company	Earl York
Azimuth Trading LLC	Cleto Vasquez	East Ward School LLC
Aztec Exploration, LLC	Coastal Chemical Co. LLC	Ed Holloway
BBSH LLLP		Eden D. Habte

Edi S. Jaime Greeley Buddhist Church Jesus Espinoza Edward V. Vanderpool and Jennifer L. Vanderpool Greeley General Improvement Jesus Lopez Jesus Ramirez Zuniga District No. 1 Edwin L. Stomberger Greeley Industries, LLC John A. Dyke, Trustee of the and Wanda M. Stromberger Dyke 2014 Trust Greeley Lodging, LLC Eileen L. Jacoby Greeley Monument Works Inc. John E. Capp, Trustee of the Elaine Huntsman Investments, Greeley Plaza LLC Trust established by the Will of Greeley Publishing Co. LC J.H. Capp Elarila O. Mercado and Michael Greelev Urban Renewal John R. DeWitt J. Mercado and Guadalupe Authority John R. Martinez Jr Rodriguez John W. Hale and Norma J. Hale and America Greelev's Reliable Used Rodriguez Motorcycle Parts and Service, Jose A. Garza Eleuterio Mendoza LLC Jose A. Regaldo Elia Espino Green Gem Investments, LLC Jose Abelardo Salazar Elizabeth Whitney Greg Miller and Sherrie Miller Jose Abelardo Salazar Sr Elma L. Martinez GTC Investments No. 1 LLC Jose Alfred Garza-Zuniga Elmer Samaniego Hilario Guerin Ball LLC Jose Carrillo-Hernandez Eloisa Garza Reyna Guillermo Garcia Perez Jose D. Martinez Emilia Garza-Zuniga Hall BCE, LLC and Palermo Jose E. Salazar Epifanio Escobedo Espino BCE, LLC and Land Title Jose J. Carillio Ruiz Epifanio Espino Jr. Exchange Corp. as Intermediary Jose Luis Garcia Epifanio Espino Harold Dill Jose M. Roman Equity Trust Company Harry C. Thompson, Jr. Jose Serrano Eric Puentes Harvey William Gehring Joseph E. Leeka Eric Ray Tve Helen L. Ackrovd Joseph R. Benvidez Hensel Phelps Construction Co. Erik Lira Joseph Rick Ureste Erik Simpson Hodiat Mashaallah Joshua Goss Sculpture and Ernest L. Duran Howard Eaton Metal Design Esther A. Rempel **HP Financial Services** Joshua M. Gallatin Josue Alegria Camancho Esther M. Romero Hugo Rodela and Ambar Eugene D. Muse and Florence I. Cuevas Jovita Barrera Muse Incline Niobrara Partners, LLC Joyce A. Hill Eugenia M. Sanchez Ines Alejandra Camacho Lopez JOZ LLC Eugenia T. Trujillo Inogen Inc. JST Greeley, LLC Eva S. Garza Isaias Lopez Juan A. Barcenas Evalia B. DeHaro Isela, Morales Juan Perez EW Greeley II, LLC Isidra Haro and Jose Manuel K&D Investments, LLC **EW LLC** Kamalani, LLC Haro Exit LTP Investments LLC J Socorro Olivas Karen A. Holloway Extraction Oil & Gas LLC Jack L. Schreiber Karen A. Jensen Farmers Bros Co Jacky Lynn Miller Karen Holloway Felipe G. Hernandez Jaclyn Marie Rangel Katherine L. Dunn Katherine Lucille Bowles Felipe Nava Jacob Rivera Feliz F. Vasquez and Frances Jaime Morales Kathleen M. Simmons Vasquez James Carter Katie Bowles Fernando Romo James L. Noffsinger Kellie S. Malone Fidel Meza James Stinson Kimberle A. Skattum and Kevin Flavio Lopez Loma James T. Emmett D. Skattum, JT ForeB, LLC Janice A. Thompson Kurt J. Tye Francotyp-Postalia Inc. Jason Hurley Lacey M. Weinmeister Jason Legler and Kari Legler, Gail Apgar Reilly Ladis Gomez Gary's Service Station #1, LLC Trustees of the Jason Legler and Lana Margaret Csizmadi Gee & Yackey Properties LLC Kari Legler Revocable Trust Lance Boyd Gerald L. Anderson dated February 10, 2014 Lang Properties, LLC Larry E. Ackroyd Gerardo R. Castro and Cecelia Jason Rothe Jay E. Goza Trust No. 1, dated Larry E. Bickell Castro Gloria L. Wertz June 6, 2002 Larry E. Naggatz Larry Schupbach Gordon B. Sinnett Jay Jarnagin Jerrilyn Eaton Larry Wadsworth Grace Inc. Jessica Rivera Laura E. Reeser Grant L. Hiatt Grauberger Investments, LLC Jessie Rios Lauro Rafael Blanco, Jr.

Jessies Performance

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Lawrence L. Monroe

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Great Northern Properties LLLP

Lechman Lawn Service LLC Leonard Gonzales Leonel Evans Robles, Jr. Leopoldo Guerrero Lillian Simpson Lina Olivas Lincoln Square Associates Linda L. Goss Linda Rae Winter and Richard D. Winter Lloyd Lovelace and Sasha Lovelace Lois C. Monroe Loos Investments LLC Lorenza Paradez Lorenzo Morales Louisa Rodriguez Louisa Vialpando LouLee Ventures LLC Lubia Palafox Sandoval Luciano Campa Luis Angel Alegria Castaneda Luis Avila Luis Pitones Agilar Luna Jaime Morales M & M Leasing Co. Inc. M&M Tank Coating Company, Inc. Manuel Garza Jr Manuel J. Romero and Esther M. Romero Manuel J. Romero Manuel M. Chavez Margaret M. Kool Dunn Margaret Rios Maria Avila Maria B. Foster Maria C. Avila Maria Carmen Mashaallah Maria De Lourdes Palma Maria Del Carmen Hawkins Maria L. Sanchez Maria Socorro De Barcenas Maria Wagoner Marie Nava Marina Montoya Salazar / Juan Perez Alvarado Marina Ramirez Mark Hout Mark Purdy and Miles Ray Minch Mark S. Reichert Martha Irene Deering Martha Yazmin Baca Caraveo Martin Produce Co. Martin S. Durrant and Daniel H. Overholt, dba Cars by Marty & Martin S. Durrant and Daniel H. Overholt, dba M&D Investments Martin Silvevra

Mary Ann McElrov Sherlev Mary C. Bauming Mary Guajardo Mary J. Aviles Mary Karowsky Mary L. Matthews Matrix Energy, LLC Matthew Robert McMullin Mauricio Rascon Arana May Ida Garcia and Annette Garcia and Michael Garcia Mercedes Hernandez Michael Jerome Martinez Michael Rothe Michele Prevatt Michelle Ureste Miguel Angel Rangel Zamora Miguela R. Trevino Minne Properties, LLC Misty L. Garcia Moises Andrade Mongan Investments, LLC Murdochs Murphy Management LLC Nader Ghaffarvand Nancy De La Cruz Pitones Newco, Inc. Nick Francis Noel Ray Hiatt & Sandra P. Hiatt, Trustees Hiatt Family Trust U/A/D January 26, 1990 Noffsinger Manufacturing Co., Inc. Norman Neil Ritchie Rev Living Trust North Plaza, LLC Northern Leasing Systems, Inc. Notestine Mineral Holding, LLC Odella Salazar Ofelia Gracia Ofelia Vasquez-Carrillo Offen Land LLC OLE, LLC Olga Mata Paradise Co. LLC Patricia A. Bernhardt Trust Patsy J. Forester Paul Kirkwood Kennedy & Sylvia Marie Hiatt Kennedy, Trustees, Kennedy & Sylvia Marie Hiatt Kennedy, Trustees, Kennedy Family Trust U/A/D/ December 11, 1995 Paul M. Simmons Paulo Padilla and Cruz Vega, ioint tenants Pedro Moreno Penni A. Lujan Pennie L. Hoke Pete Feit Petersen Development Company, LLC

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Petra M. Salcido Petra Santos Phyllis Gail Richards Pitney Bowes Global Financial Svcs LLC Pitney Bowes Inc. Plains Marketing, L.P. Preferred Cartage Service, Inc. Preston Family Trust Principle Energy, L.L.C. Rafael Ceballos Chavez Rafael Gonzales Raisa II. LLC Rangel Morales Maria DeJesus Rapp Ranch Ltd Raymond D. Amaya, Dora D. Amaya and Timothy M. Amaya Raymond L. Crouse Reality Holdings LLC Rebecca B. Swanson Recycled Properties, LLC Red Willow Construction Refugio Avila **RGT LLC** Rhonda K. Roberts Richard C. Reeser Richard Cawley Apgar Richard Don Hoagland Richmark Energy Partners LLC Robert D. Francis Robert G. Tointon Robert L. Dunn III Robert Stanley Company Robert W. Johnson Robert W. Noffsinger Jr. Robin Hibler Rockies Leasing Properties Rodney D. Cheek Rodolfo Renteria Rodolph Sanchez Rosalie Martinez Rosie Martinez Rua M. Petty Ruben J Rodriguez Rutherford Incorporated Ryan Specht Saba Tsegay Salvador De La Cruz Salvador M. Guajardo Samuel B. Luian Sandra Gann Sandra J. Bickell Sandra R. Valencia Sandra S. Moncada Sandra V. Jaime Santos Conchas Santos Conchas Jr. Santos Ponce Saul Leon Scwindt Greeley, LLC SEBO Properties LLC

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Martina Esquibel

Sergio Romero Elvia and Veronica Perez SG Trust Shawn Lambert Shawn W. Elliott Sheila Marick Sherwood Family Limited Partnership Shirley Jean Lawson Simeon Saldivar State Department of Highways State Department of Highways, Division of Highways, State of Colorado Stella A. Day Stephanie Graybill Stephen W. Hoskins Steven J. Redfern Strong Farms, Inc. Stuff It LLC Synergy Resources Corporation Team Transport Terr S. Naggatz Terry Wadsworth The City of Greelev The Clay Center of Northern Colorado The Greeley Co-Operative Co. The Greeley Elevator Co. The Hillman Group Inc. Theodore Edward Digerness and Theodore Edward Digerness Jr. Thomas Wilson Bell Thompson Garage Door Service Timothy John O'Toole Timothy M. Veldhuizen Tom Russell Tom W. Curlin, Jr. Tomey E. Averado Tomey Palomino Topgun Investment Management, LLC Transwest Trucks Trailer RV Inc. Trinidad Bean & Elevator Co. U Fill It Ulmar Soto Roblero Union Pacific Railroad Company United States Welding Inc., fka Intermountain Leasing, Inc. Unitog Rental Services, Inc. Valerie J. Goodvin Family Trust Valerie M. Alverado Vaughn J. Lechman Ventura Leon Vernon G. Hiatt, Trustee, Vernon G. Hiatt Family Trust U/A/D August 28, 1989 Victor Palomino

Washington Properties IV LLC Wells Fargo Bank, N.A., as Trustee of the James F. Ellis Trust created by the Trust Agreement Dated August 12, 1982 Wells Fargo Financial Leasing Wells Fargo Vendor Financial Serv LLC Western Sugar Cooperative William Apgar William F. Gilreath William Gehring William Kern Winoco, Inc. WPD, LLC Yolanda Archuletta Yvonne M. Conde

Zabka Farms Inc.

{00502838.1}

Viola Martinez

Holdings

Washing Systems Intermediate