

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

IN THE MATTER OF THE APPLICATION)
OF EXTRACTION OIL & GAS, INC. FOR)
AN ORDER POOLING ALL INTERESTS IN)
THE NIOBRARA AND CODELL)
FORMATIONS IN TWO APPROXIMATE)
320-ACRE HORIZONTAL WELLBORE)
SPACING UNITS COVERING THE)
W $\frac{1}{2}$ W $\frac{1}{2}$ OF SECTION 4 AND THE E $\frac{1}{2}$ E $\frac{1}{2}$)
OF SECTION 5, TOWNSHIP 5 NORTH,)
RANGE 65 WEST, 6TH P.M.,)
WATTENBERG FIELD, WELD COUNTY,)
COLORADO.)

Cause No. 407
Docket No. 180400321
Type: POOLING

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 two approximate 320-acre horizontal wellbore spacing units ("WSU") established for the W $\frac{1}{2}$ W $\frac{1}{2}$ of Section 4 and the E $\frac{1}{2}$ E $\frac{1}{2}$ 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 and Codell Formations. 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 4: W $\frac{1}{2}$ W $\frac{1}{2}$
Section 5: E $\frac{1}{2}$ E $\frac{1}{2}$

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 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 wells on their respective WSUs covering the Application Lands in the corresponding formation:

- a. **WSU No. 1:** WS-Sanitation 1-5-5 well (API No. 05-123-46051), with an estimated spud date 1st-2nd quarter 2018, to produce oil, gas and associated hydrocarbons from the Niobrara Formation; and
- b. **WSU No. 2:** WS-Sanitation C2-5-5 well (API No. 05-123-46046), with an estimated spud date 1st-2nd quarter 2018, to produce oil, gas and associated hydrocarbons from the Codell Formation;

Hereinafter, the "Wells."

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 and Codell Formations in WSU No. 1 and WSU No. 2.

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 Wells, 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 Wells, 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 WSU No. 1, and for the development and operation of the Codell Formation in WSU No. 2.

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 Wells 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 Wells, 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 5th day of March, 2018.

Respectfully submitted,

WELBORN SULLIVAN MECK & TOOLEY, P.C.

By: 

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 1st 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: 1/4/21

Exhibit A

Laura Archibeque
2414 ESTATE LLC
327 11th Street LLC
4 Rivers Equipment LLC
4 Rivers Equipment-AG LLC
4 Rivers Properties Greeley,
LLC
5th & 5th LLC
85 RV & Boat Storage, LLC
Aaron C. Hill
ABC Child Development Centers
Abdulati Gula El Taeb
Abel Barrera
ABELARDO VEGA AND
NANCY L VEGA
Agapito Barrera
Alexander Espino
Alfred C Hill II
Alice Benavides
ALL INVESTMENT
PROPERTIES LLC
Allen Oster
Allison S. Johnson
Alonso Gonzalez
Amado Olivas
AMERICAN MINERALS GROUP
AMERICAN MINERALS II LLC
Ana Maria Barajas
Anderson Land Co LLC
Andrew E. Goss
Angela K. Eyestone
Angelica M. Barcenas
ANN COPELAND
ANN MCELROY SHERLEY
Antonio Hernandez Ochoa
Aracely Jurado Jacquez
Aristeo Vergara
Assisted Living at Greeley LLC
Augustin Loma Ruiz
Aurora Moreno
Azeb K. Tedla
Azimuth Trading LLC
BAM REALTY LLC
BCLC-500-1 LLC
Bernadette Elizabeth Vigil
BGT PROPERTIES LLC
Birchwood Properties, LLC
Bisente D. Martinez
Blanca I. Morales
Blue Bird Mobile Home Inc.
Rental Division
Bonita Rene Jarnagin
Bonnie Jean Brethauer
Bradley M. Cohen
Bradley Taylor
BRIAN C NELSON
BRIAN K HARRELL
Briana Kay Lambert
Bruce A. Dirks

BRUCE CARLISLE
BRUCE L & SHIRLEY A
ROBISON JT
BT-OH LLC
BURRIS COMPANY LP
C INVESTMENTS, LLC
Camco LLC
Carlos A. Reyes
Carol A. Feit
Catherine Hagan
CAZ, Inc.
Celestino Ponce
Celso B. Barcenas
Charlene Herbst
Charles Archibeque
Charles L. Pope
Charles Weldon Chapman
Charlotte L. Redfern
Chelsea Ann Lambert
Chris King
Christie Miedema
Christina R. Renteria
Christopher Harvey
CHRISTOPHER L KING
Christopher R. Martinez
Church of St. Albertus Magnus
Liberal Catholic Church
Cintas Corporation
CIT Finance LLC CITY OF
GREELEY
Clarence Earnest Tye Family
Trust
Cleto Vasquez
CLIFFORD G HAYES
Coastal Chemical Co. LLC
COLLINS REALTY INC
Concepcion Sanchez
Coral C. Conover
County of Weld
Courtney K. Rempel
Crews, Inc.
Dale C. Ledford
DAN E MOORE
Darrin Eugene Hoke
DAVE LORENZ
David A. Karowsky
David L. Dyson
David M. Helzer
David Palafox Meza
David R. Wynne
David Roon
De Orozco Esther Hernandez
Debbie Ganskow
Debra L. Martinez
Delores Duran
State of Colorado
Department of Highways
Derek Dunn
Derrick Vander Sluys

Desiree Ramirez
DIANE M INDORF
Diane M. Wilkinson, aka Diane
M. Fisher, aka Diane M. Indorf
DIMITRIOS BASTIANOS
DIXIE LOU PHILLIPS
Dollie Caroline Ritchie Rev
Living Trust
DONALD AND CAROLE FREI
Donald M. McLeod
Donna B. Cheek
Donna J. Reiber
Dorothy A. Dill
Dorothy M. Arnold
Earl York
East Ward School LLC
Ed Holloway
Edi S. Jaime
EE KINDER CO LLC
Efrain Puente-Tovar
EG PROPERTIES LLC
Eileen L. Jacoby
EL MARTILLO REPAIR LLC
Eleuterio Mendoza
Elia Espino
Elizabeth Whitney
Elma L. Martinez
Elmer Samaniego Hilario
Eloisa Garza Reyna
Emilia Garza-Zuniga
Epifanio Escobedo Espino
Epifanio Espino Jr.
Epifanio Espino
Equity Trust Company
Eric Puentes
Eric Ray Tye
Erik Lira
Erik Simpson
ERNESTO M VILLANUEVA
ESENES MINERALS LLC
Esther A. Rempel
Esther M. Romero
Eugenia M. Sanchez
Eva S. Garza
Evalia B. DeHaro
Evalia B. DeHaro
EXTRACTION OIL & GAS, INC.
Farmers Bros Co
Felipe Nava
Fernando Romo
Fidel Meza
Flavio Lopez Loma
FOREB LLC
Francotyp-Postalia Inc.
G & G REALTY LIMITED
COMPANY
GENERAL AIR SERVICE &
SUPPLY
Gerald L. Anderson

Gloria L. Wertz
GLORIA M ROCHA
Greeley Buddhist Church
GREELEY SEED COMPANY
LLC
Green Gem Investments, LLC
GREG MAACK
GREG YOUNGREN
Guerin Ball LLC
Guillermo Garcia Perez
Harold Dill
Harry C. Thompson, Jr.
HARVEY W GEHRING
Helen L. Ackroyd
HIGH HOUND LLC
Hodjat Mashaallah
Howard Eaton
HP Financial Services
Incline Niobrara Partners LP
Ines Alejandra Camacho Lopez
Inogen Inc.
Isaias Lopez
Isela, Morales
J-2 REAL ESTATE LLC
Jack L. Schreiber
JACKY LYNN MILLER
Jaclyn Marie Rangel
Jacob Rivera
Jaime Morales
JAKE HAAS
JAMES GREGORY CROW
JAMES L NOFFSINGER
James L. Noffsinger
James T. Emmett
Janice A. Thompson
Jason Hurley
Jason Legler and Kari Legler,
Trustees of the Jason Legler and
Kari Legler Revocable Trust
dated February 10, 2014
JASON ROTHE
JAY E GOZA TRUST
Jay Jarnagin
JEANNE WILSON
Jerrilyn Eaton
Jessica Rivera
Jessie Rios
Jessies Performance
Jesus Espinoza
Jesus Lopez
JH CAPP TRUST
JOHN FORESTER
John R. DeWitt
John R. DeWitt, Jr.
JORGE & ROSEANN OCHA
Jose A. Garza
Jose A. Regalado
Jose Abelardo Salazar
Jose Abelardo Salazar Sr
Jose Alfred Garza-Zuniga
Jose Carrillo-Hernandez
Jose D. Martinez

Jose E. Salazar
Jose J. Carillio Ruiz
Jose Luis Garcia
Jose M. Roman
Jose Serrano
Joseph E. Leeka
Joseph R. Benvidez
Joshua Goss Sculpture and
Metal Design
Joshua M. Gallatin
Josue Alegria Camancho
Jovita Barrera
Joyce A. Hill
JOZ LLC
JST Greeley, LLC
Juan A. Barcenas
JUAN AND LUZ ELENA
GONZALEZ
Juan Perez Alvarado
Juan Perez
Karen A. Jensen
Karen Holloway
Katherine L. Dunn
Kathleen M. Simmons
KATHY LOU DOWD
KAY SEYLER
KELLIE S HOLLAND
Kellie S. Malone
KIMBERLE A & KEVIN D
SKATTUM
Kurt J. Tye
Lacey M. Weinmeister
Lana Margaret Csizmadi
Lance Boyd
Lang Properties, LLC
Larry E. Ackroyd
Larry E. Bickell
Larry E. Naggatz
Larry Schupbach
LARRY W WADSWORTH
Larry Wadsworth
Laura E. Reeser
Lauro Rafael Blanco, Jr.
LAWRENCE L MONROE
Lechman Lawn Service LLC
LEONARD GONZALES
Leonard Gonzales
Leonel Evans Robles, Jr.
Leopoldo Guerrero
LEPRINO FOODS COMPANY
LESLIE VAGNEUR LANG
TRUST
Lillian Simpson
Lina Olivas
Lincoln Square Associates
Linda L. Goss
LOIS C MONROE
Loos Investments LLC
Lorenza Paradez
Lorenzo Morales
Lorenzo Morales
Louisa Rodriguez

Louisa Vialpando
Lubia Palafox Sandoval
LUBRICATION SERVICES LLC
Luciano Campa
Luis Angel Alegria Castaneda
Luis Avila
Luis Pitones Agilar
Luna Jaime Morales
Manuel Garza Jr
Manuel J. Romero
Manuel M. Chavez
Margaret M. Kool Dunn
Margaret Rios c/o Sally Rios
Maria Avila
Maria B. Foster
Maria C. Avila
Maria Carmen Mashaallah
Maria Del Carmen Hawkins
MARIA DELOURDES PALMA
Maria L. Sanchez
Maria Socorro De Barcenas
Maria Wagoner
Marie Nava
MARINA MONTOYA SALAZAR
Marina Ramirez
Mark Hout
MARK NEWELL
MARTHA E HORST TRUST
Martha Irene Deering
MARTIN F & EUSTOLIA LUNA
Martin Silveyra
Martina Esquibel
MARVIN MAZARIEGOS
Mary Ann McElroy Sherley
Mary C. Bauming
Mary Guajardo
Mary J. Aviles
Mary Karowsky
MATTHEW LEE HEIDEN
Mauricio Rascon Arana
Mercedes Hernandez
Michael Jerome Martinez
Michael Rothe
MICHAEL SEYLER
MICHAEL URBANOWICZ
Michele Prevatt
Miguel Angel Rangel Zamora
Miguela R. Trevino
Minne Properties, LLC
Misty L. Garcia
MITCHELL CARSON
Moises Andrade
MOUNTAIN VALLEY CAPITAL
Murdochs
Murphy Management LLC
Nader Ghaffarvand
Nancy De La Cruz Pitones
NATIVIDAD HERNANDEZ
Nick Francis
Noffsinger Manufacturing Co.,
Inc.
Norico Martinez

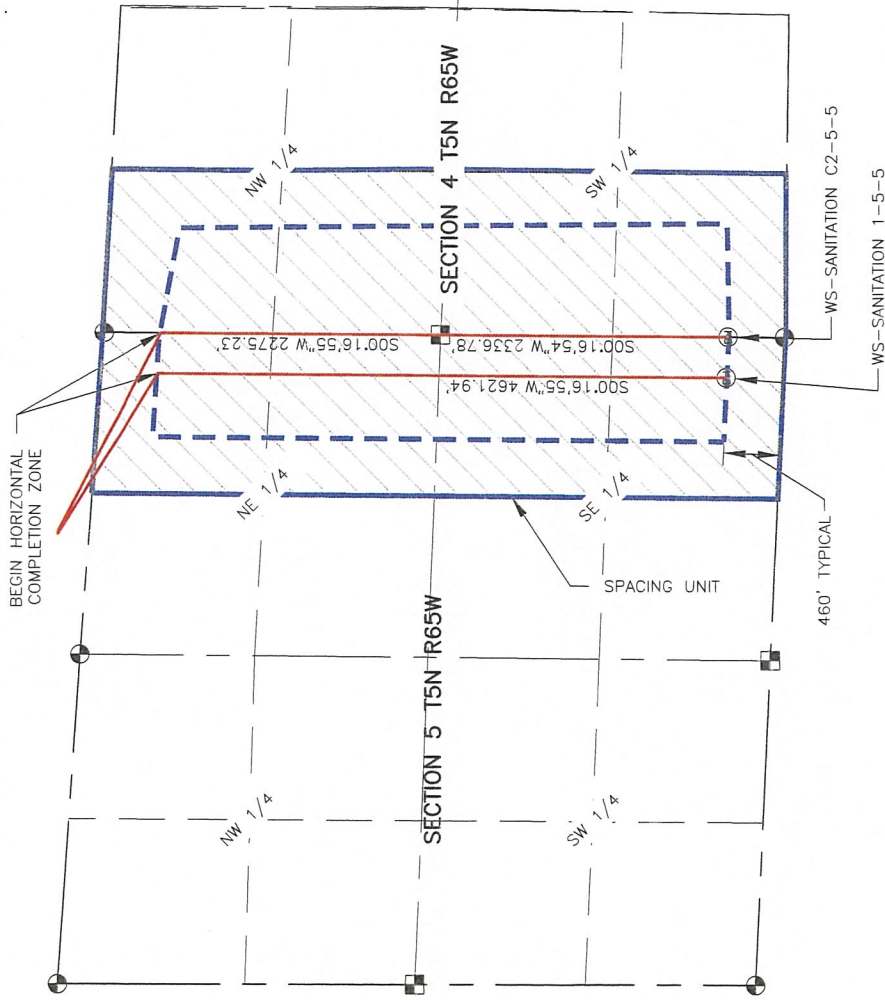
Norman Neil Ritchie Rev Living Trust
NORTHERN COLORADO TRAFFIC CONTROL INC
Northern Leasing Systems, Inc.
Odella Salazar
Ofelia Gracia
Ofelia Vasquez-Carrillo
Offen Land LLC
OLE, LLC
OLGA & MARIA GUZMAN
Olga Mata
ONE DIAMOND LLC
OSPREY RESOURCES INC
OTONIEL AND ROSA GOLDMAN
Patricia A. Bernhardt Trust
Patsy J. Forester
PAUL A & GRACE MOTZ
Paul M. Simmons
Pedro Moreno
Penni A. Lujan
Pennie L. Hoke
Pete Feit
PETERSON DEVELOPMENT COMPANY
Petra M. Salcido
Phyllis Gail Richards
Pitney Bowes Global Financial Svcs LLC
Pitney Bowes Inc.
PLAINS MARKETING LP
PREFERRED CARTAGE SERVICE INC
Preston Family Trust
PRINCIPLE ENERGY LLC
Rafael Ceballos Chavez
Rafael Gonzales
RAFAEL VAZQUEZ NAVA
Raisa II, LLC
RAMON G FLORES
Rangel Morales Maria DeJesu
Rapp Ranch Ltd
RAYMOND L CROUSE
Reality Holdings LLC
Rebecca B. Swanson
Recycled Properties, LLC
Red Willow Construction
Refugio Avila
REGINALD AND VICKI MCGRIFF

Rhonda K. Roberts
RICHARD & KANDYCE KUTCIPAL
Richard C. Reeser
Richmark Energy Partners, LLC
ROBERT CASEY
ROBERT D FRANCIS
Robert D. Francis
Robert D. Francis
Robert L. Dunn III
ROBERT W GREGORY
ROBERT W NOFFSINGER JR
Robert W. Johnson
Robert W. Noffsinger Jr.
Robin Hibler
ROBIN RENEE VISSER
ROCKY MNT DIESEL INJECTION SERVICE INC
Rodney D. Cheek
Rodolfo Renteria
Rodolph Sanchez
Rosalie Martinez
RUA M PETTY
Rutherford Incorporated
Ryan Specht
Salvador De La Cruz
Salvador M. Guajardo
Samuel B. Lujan
SANDRA GANN
Sandra J. Bickell
Sandra R. Valencia
Sandra S. Moncada
Sandra V. Jaime
SANDRA Z LIPTAK
SANDY LEVENGOOD
Santos Conchas
Santos Conchas Jr.
Santos Ponce
Saul Leon
SCHU-3 LIABILITY COMPANY
SCHWINDT GREELEY LLC
Scwindt Greeley, LLC
SEBO Properties LLC
SEDONIA HERRERA
SG TRUST
SHARON KAHL
SHARP BROS SEED COMPANY
Shawn Lambert
Shawn W. Elliott
Sheila Marick

Simeon Saldivar
State Department of Highways
Stella A. Day
Stephanie Graybill
Steven J. Redfern
Stuff It LLC
Synergy Resources Corporation
TAUSHA & ROBERT GUEVARA
Terr S. Naggatz
TERRY BEARD
TERRY EARL WADSWORTH
The City of Greeley
The Clay Center of Northern Colorado
The Hillman Group Inc.
THE WESTERN SUGAR COOPERATIVE
THOMAS S CRITES
Thompson Garage Door Service
Timothy John O'Toole
Tom Russell
Tomey Palomino
Topgun Investment Management, LLC
Transwest Trucks Trailer RV Inc.
TWO CHIPS LLC
U Fill It
UNITED STATES WELDING INC
United States Welding Inc., fka Intermountain Leasing, Inc.
Unitog Rental Services, Inc.
Valerie J. Goodvin Family Trust
Vaughn J. Lechman
Ventura Leon
Victor Palomino
Washing Systems Intermediate Holdings
Washington Properties IV LLC
Wells Fargo Financial Leasing
Wells Fargo Vendor Financial Serv LLC
WIEDEMAN FAMILY TRUST
William F. Gilreath
WILLIAM HELUS
William Kern
WILLIAM T & LINDA GRIFFIN II
Yolanda Archuletta
Yvonne M. Conde
Zabka Farms Inc.

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

WELL NAME	SURFACE LOCATION			BEGIN HORIZONTAL COMPLETION ZONE			END HORIZONTAL COMPLETION ZONE		
	DIST.	DIR.	DIST.	DIR.	DIST.	DIR.	DIST.	DIR.	
WS-SANITATION 1-5-5	254'	FSL	1632'	FEL	460'	FEL	330'	FEL	330'
WS-SANITATION C2-5-5	255'	FSL	1614'	FEL	460'	FEL	0'	FEL	0'



drawn by JJM date 7/19/17
 project - task number 0215045.03
 cogcc id 432599
 path filename P:\Engineering\0215045.03 Wake South 32-N\DRAWINGS\EXHIBITS\0211012-02PSUE-WASTEWATER.dwg

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

Proposed Well Location Exhibit
 Wake South Directional Project
 Sanitation
 surface - location
 SW/4 SE/4 SEC 32 T6N R65W
 surface - location
 SW/4 SE/4 SEC 32 T6N R65W
 surface - location
 SW/4 SE/4 SEC 32 T6N R65W

LEGEND

ALLOT CORNER	UNION COLONY CORNER
BOTTOM HOLE	COMPUTED ALIQUOT CORNER FROM MONUMENT ACCESSORIES
COMPUTED FROM GLO RECORDS	SECTION LINE
SECTION LINE	QUARTER SECTION LINE
SECTION LINE	SIXTEENTH LINE

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

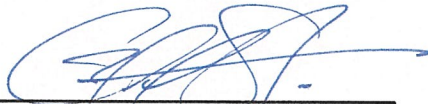
IN THE MATTER OF THE APPLICATION OF) Cause No. 407
EXTRACTION OIL & GAS, INC. FOR AN)
ORDER POOLING ALL INTERESTS IN THE) Docket No. 180400321
NIOBRARA AND CODELL FORMATIONS IN)
TWO APPROXIMATE 320-ACRE) Type: POOLING
HORIZONTAL WELLBORE SPACING UNITS)
COVERING THE W½W½ OF SECTION 4 AND)
THE E½E½ OF SECTION 5, TOWNSHIP 5)
NORTH, RANGE 65 WEST, 6TH P.M.,)
WATTENBERG FIELD, WELD COUNTY,)
COLORADO.)

AFFIDAVIT OF MAILING

STATE OF COLORADO §
CITY AND COUNTY OF DENVER §
§

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

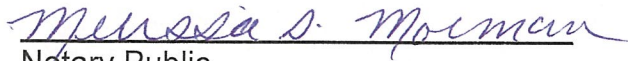
That I am the attorney for Extraction Oil & Gas, Inc. and that on or before March 16, 2018, I caused a copy of the attached Application to be deposited in the United States mail, postage prepaid, addressed to the parties listed on Exhibit A to the Application.



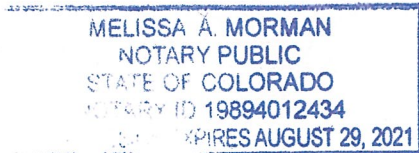
Geoffrey W. Storm

Subscribed and sworn to before me March 22, 2018.

Witness my hand and official seal.



Notary Public



My commission expires: 8/29/2021