

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

IN THE MATTER OF AN APPLICATION	)	Cause No. 407
OF EXTRACTION OIL & GAS, INC. FOR	)	
AN ORDER POOLING ALL INTERESTS IN	)	Docket No. 180400342
AN ESTABLISHED 1,280-ACRE DRILLING	)	
AND SPACING UNIT COVERING	)	Type: POOLING
SECTIONS 33 AND 34, TOWNSHIP 6	)	
NORTH, RANGE 65 WEST, 6TH P.M.,	)	
WATTENBERG FIELD, WELD COUNTY,	)	
COLORADO FOR THE PRODUCTION OF	)	
OIL, GAS, AND ASSOCIATED	)	
HYDROCARBONS FROM THE CODELL	)	
AND NIOBRARA FORMATIONS.	)	

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 1,280-acre drilling and spacing unit established by Order No. 407-2049 for Sections 33 and 34, Township 6 North, Range 65 West, 6th P.M. for the production of oil, gas and associated hydrocarbons from the Codell and Niobrara Formations. In support thereof, the Applicant states:

1. Applicant is a Delaware corporation duly authorized to conduct business in the State of Colorado and is a registered operator in good standing with the Commission.
2. Applicant holds leasehold interests and a right to drill in the following described lands ("Application Lands") and has standing pursuant to Commission Rule 503.b.(2):

Township 6 North, Range 65 West, 6th P.M.  
Section 33: All  
Section 34: All

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 allow for overlapping horizontal wellbore spacing units, and requires that a horizontal wellbore spacing unit must include any governmental quarter-quarter section that is located less than 460' from the completed interval of the horizontal

wellbore lateral. Rule 318A supersedes all prior Commission drilling and spacing orders affecting well location and density requirements of the Greater Wattenberg Area. The Rule does not, however, prohibit the establishment of drilling and spacing units within the Greater Wattenberg Area.

4. On February 19, 1992, amended August 20, 1993, the Commission entered Order No. 407-87, which established 80-acre drilling and spacing units for the production of oil and/or gas from the Codell-Niobrara Formation, the Codell Formation, and the Niobrara Formation underlying certain lands including the Application Lands, with permitted well locations in accordance with the provisions of Order No. 407-1.

5. On June 17, 2014, the Commission entered Order No. 407-1048, which approved Noble Energy, Inc.'s request for an order to pool all interests in two approximate 480-acre designated horizontal wellbore spacing units established for the S $\frac{1}{2}$ S $\frac{1}{2}$  of Section 26, S $\frac{1}{2}$ SE $\frac{1}{4}$  of Section 27, N $\frac{1}{2}$ NE $\frac{1}{4}$  of Section 34, and N $\frac{1}{2}$ N $\frac{1}{2}$  of Section 35, Township 6 North, Range 65 West, 6th P.M., and to subject all nonconsenting parties to the cost recovery provisions of Section 34-60-116(7), C.R.S., for the Steadfast E27-62-1HN (API No. 05-123-38156) and the Healy E34-69HN well (API No. 05-123-38156), effective as of the date of the Application, for development and operation of the Niobrara Formation.

6. The Steadfast E27-62-1HN well (API No. 05-123-38156) and the Healy E34-69HN well (API # 05-123-38160) are each spaced on individual 480-acre Rule 318A horizontal wellbore spacing units covering the S $\frac{1}{2}$ S $\frac{1}{2}$  of Section 26, the S $\frac{1}{2}$ SE $\frac{1}{4}$  of Section 27, the N $\frac{1}{2}$ NE $\frac{1}{4}$  of Section 34, and the N $\frac{1}{2}$ N $\frac{1}{2}$  of Section 35, Township 6 North, Range 65 West, 6th P.M. The Steadfast E27-62-1HN well and the Healy E34-69HN are both currently operated by Noble Energy, Inc. and are producing from the Niobrara Formation. Applicant requests that the Steadfast E27-62-1HN well and the Healy E34-69HN well remain subject to applicable Commission rules and spacing orders and not be affected by this Application. Applicant further requests that proceeds from the sale of oil, gas, and associated hydrocarbons from the Steadfast E27-62-1HN well and the Healy E34-69HN well continue to be distributed based on the applicable spacing rules and Order No. 407-1048.

7. The LDS E #35-79HC well (API # 05-123-35466) is spaced on a 320-acre Rule 318A horizontal wellbore spacing unit for the E $\frac{1}{2}$ E $\frac{1}{2}$  of Section 34, and the W $\frac{1}{2}$ W $\frac{1}{2}$  of Section 35, Township 6 North, Range 65 West, 6th P.M. The LDS E #35-79HC well is currently operated by Noble Energy, Inc. and is producing from the Codell Formation. Applicant requests that the LDS E #35-79HC well remain subject to applicable Commission rules and spacing orders and not be affected by this Application. Applicant further requests that proceeds from the sale of oil, gas, and associated hydrocarbons from the LDS E #35-79HC well continue to be distributed based on the applicable rules, spacing orders, and private pooling agreement, if any.

8. On June 23, 2017, the Commission entered Order No. 407-2049, which established one approximate 1,280-acre drilling and spacing unit for Sections 33 and

34, Township 6 North, Range 65 West, 6th P.M., and approved a total of up to 22 horizontal wells within the unit, for the production of oil, gas, and associated hydrocarbons from the Codell and Niobrara Formations, with the productive interval of each wellbore being no closer than 150 feet from the productive interval of any other wellbore producing from the Codell and Niobrara Formations, and no closer than 460 feet from the unit boundary, without exception being granted by the director. The Application Lands are subject to this order.

9. Applicant plans to drill and complete the following wells in the Application Lands in the 3rd Quarter 2018:

WELL NAME	API No.	SPUD DATE
WAKE EAST 21	05-123-45272	3Q, 2018
WAKE EAST 20	05-123-45286	3Q, 2018
WAKE EAST 19	05-123-45271	3Q, 2018
WAKE EAST 18	05-123-45287	3Q, 2018
WAKE EAST 17	05-123-45277	3Q, 2018
WAKE EAST 16	05-123-45278	3Q, 2018
WAKE EAST 15	05-123-45275	3Q, 2018
WAKE EAST 14	05-123-45273	3Q, 2018
WAKE EAST 13	05-123-45284	3Q, 2018
WAKE EAST 12	05-123-45288	3Q, 2018
WAKE EAST 11	05-123-45276	3Q, 2018
WAKE EAST 10	05-123-45514	3Q, 2018
WAKE EAST 9	05-123-45517	3Q, 2018
WAKE EAST 8	05-123-45281	3Q, 2018
WAKE EAST 7	05-123-45282	3Q, 2018
WAKE EAST 6	05-123-45285	3Q, 2018
WAKE EAST 5	05-123-45283	3Q, 2018
WAKE EAST 4	05-123-45280	3Q, 2018
WAKE EAST 3	05-123-45279	3Q, 2018
WAKE EAST 2	05-123-45274	3Q, 2018

(collectively the "Wake East Wells").

10. Pursuant to the relevant provisions of Section 34-60-116(6) & (7), C.R.S., and Commission Rule 530, Applicant seeks an order pooling all interests in the Application Lands for the development and operation of the Codell and Niobrara Formations.

11. Pursuant to the relevant provisions of Section 34-60-116(7), C.R.S., and Commission Rule 530, Applicant also requests an order authorizing reimbursement and recovery to the consenting owners of the costs and risks of drilling and operating of the Wake East Wells out of the proportionate share of any nonconsenting owner within the

unit, for the production of oil, gas, and associated hydrocarbons from the Niobrara Formation.

12. Applicant certifies that, at least thirty-five (35) days prior to the date of the scheduled protest deadline for this Application, each locatable owner not already leased or voluntarily pooled will be provided with a well proposal and information required by Rule 530 for the Wake East Wells, which will include a reasonable offer to lease, or to participate and bear costs associated with the drilling and completion of each of the Wake East Wells, or both, as applicable.

13. 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 Wake East Wells, whichever is earlier.

14. 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.

15. The names 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).

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 Codell and Niobrara Formations;

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 Wake East Wells, 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 Wake East Wells, are deemed nonconsenting interests, are pooled by operation of statute, pursuant to Section 34-60-116(7), C.R.S., and are 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.

Dated this 15 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, CO 80202  
303-830-2500  
jpierzchala@wsmtlaw.com  
gstorm@wsmtlaw.com

Applicant's Address:

370 17<sup>th</sup> Street, Suite 5300  
Denver, CO 80202  
Attn: Drew Stout, Landman  
Phone: 720-974-7798

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.

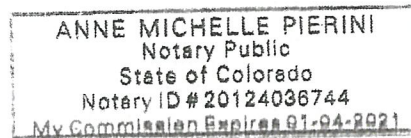
  
\_\_\_\_\_  
Drew Stout, Landman

Subscribed and sworn to before me this 1<sup>st</sup> day of March, 2018 by Drew Stout, Landman for Extraction Oil & Gas, Inc.

Witness my hand and official seal.

  
\_\_\_\_\_  
Notary Public

My Commission Expires: 1/4/21



## Exhibit A

Anthony W. Sharp  
Bayswater Blenheim Holdings II, LLC  
Bayswater Exploration & Production, LLC  
Beatrice L. Hungenberg  
Bettie K. Miller a/k/a Bettie Kaye Miller  
Betty B. McWilliams  
Blackriver Niobrara Partners II, LLC  
Blackriver Niobrara Partners, LLC  
BLG Resources, LLC  
Bruce O. Bomholt  
Cherokee Legacy Minerals, LTD  
Chris G. Garcia and Linda L. Berig  
Clayton L. Vandergriff  
COPOJO, Inc.  
Corporation of the Presiding Bishop of the  
Church of Jesus Christ of Latter-Day-Saints  
Cynthia M. Spurlock n/k/a Cynthia M. Schouten  
or Cynthia M. Spurlock-Schouten  
Danny Looney, Inc.  
David C. Bliss  
DC Heritage Trust  
De Soto Royalty Company, LLC  
Deep Pool Holdings, LLC  
Denise A. Hoshiko  
Dennis J. Hoshiko, a/k/a Dennis Hoshiko  
Diana L. Tomoi  
Dixie Ann Hoffner  
Donald E. Hungenberg  
Dorothy M. Zabka  
Douglas J. Guion  
DOXA Heritage Trust  
Duane D. Zabka and Dorothy Zabka, as Joint  
Tenants  
Duell Family Irrevocable Trust dated May 26,  
2015  
Edward A. Holloway  
Elsie R. Terry Survivor's Trust  
Escobar Energy, Inc.  
Eudaemon, LLC  
FEI-RA Prospect Joint Venture  
Foster Resources, LLC  
Fowler Revocable Living Trust dated April 17,  
2014  
Francis Royalties, LLC  
Frank M. Wilson, III and Deborah Z. Wilson, as  
Trustees of the Wilson Family 2010 Trust dated  
April 2, 2010  
Fred M. Johnson, Jr.  
Gary S. Sandlin, LLC  
Georgeco Investment, LLC  
Gladys V. Pearson

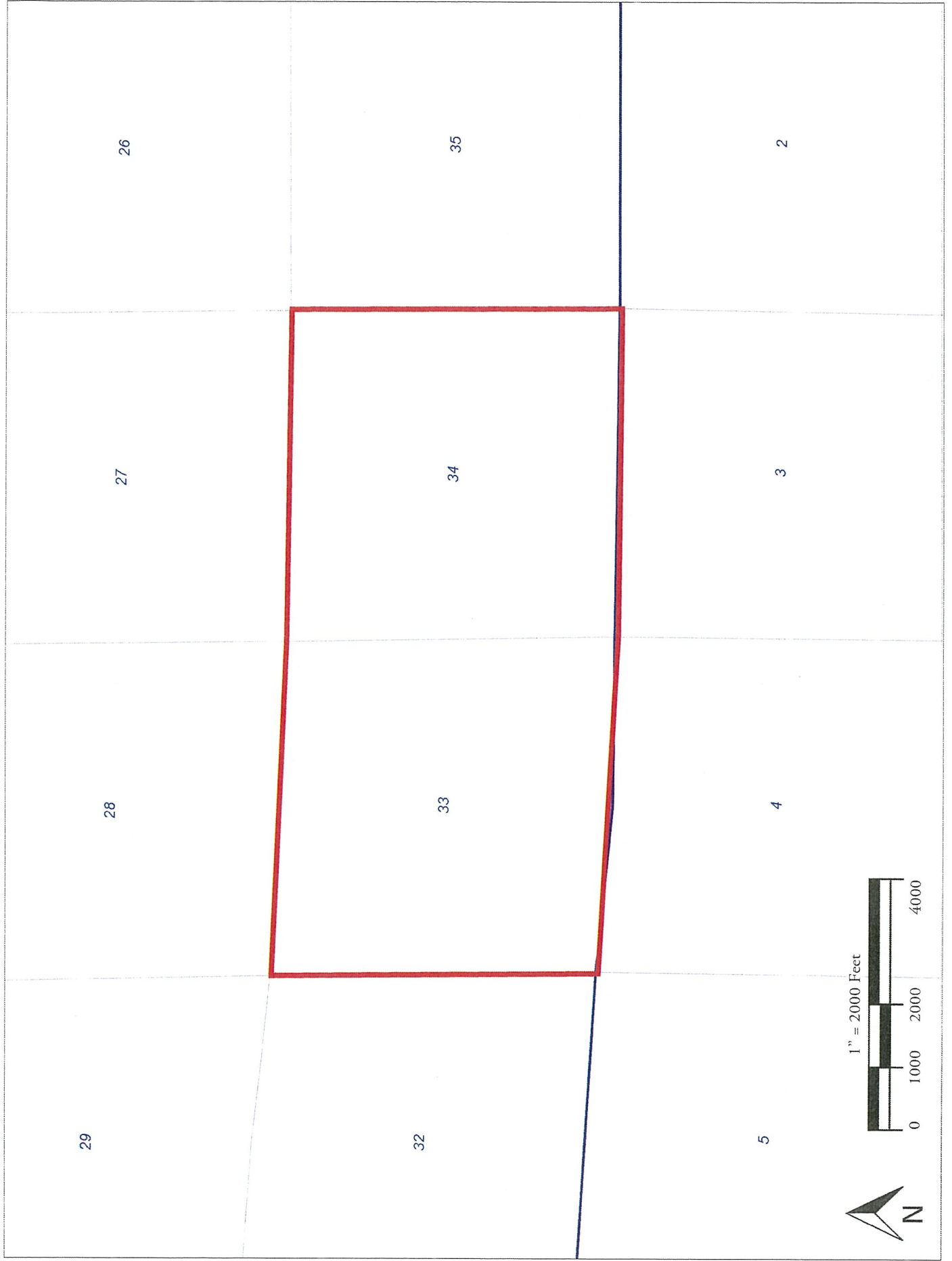
Gladys V. Pearson, as Trustee of the Gladys V.  
Pearson Living Trust  
Gordon L. Saathoff  
Grayrock Minerals, LLC  
H & C Colton Company  
Helen Crews  
Hoshiko Minerals, LLC  
Howard N. Axelson  
Incline Niobrara Partners, LP  
IR Energy Financing Corporation, as GP for the  
National Completion Fund 1983-A Limited  
Partnership  
IR Energy Financing Corporation, as GP for the  
National Completion Fund 1983-B Limited  
Partnership  
Jack L. Schreiber, a/k/a Jack Schreiber  
James P. Murphy  
James R. Koehler Revocable Trust dated  
September 14, 2012  
Jennifer A. Axelson  
Jerry D. Winters  
John Allen Duell  
John A. Nogalski Trust u/a dated April 14, 2012  
John C. Dollarhide  
John D. Bliss  
John E. Adams  
John E. Adams and Neva E. Adams, as Joint  
Tenants  
John Herpers and Kristen Herpers, as Joint  
Tenants  
Karen A. Holloway  
Kathryn O. Bomholt  
Kerr-McGee Oil & Gas Onshore LP  
LHB Ventures, LLC  
Liberty International, LLC  
The Estate of Lillian Vera Bird-Moncrief, a/k/a  
Lillian V. Bird, deceased  
Linda S. Cantrell  
Lori Ann Folkers  
Marc W. Bird  
Martha H. Salsler  
Matthew R. Bird  
Meagher Oil & Gas Properties, Inc.  
Mekusukey Oil Company, LLC  
Merit Energy Partners D-III, L.P.  
Merit Energy Partners III, L.P.  
Merit Partners, L.P.  
Michael B. Hungenberg  
Michael D. Zeitlin Grantor Trust  
Michael J. Foy and Paula J. Foy, as Joint  
Tenants  
Mike's Oil Well, LLC

Monago Operating, Inc.  
Montclair Resources, Inc.  
Monterrey Minerals, LLC  
Mountain Organic Farms, LLC  
Mountaintop Minerals, LLC  
MTW Holdings, LLC  
Neva E. Adams  
Noble Energy, Inc.  
Oak Prairie Oil & Gas, LLC  
Orlan Koehn and Grace Koehn, as Joint  
Tenants  
Paul D. Hungenberg  
Paws, LLC  
PBD 1986 Royalty  
PDC Energy, Inc.  
Pennsylvania Minerals, LLC  
PK Minerals, LLC  
Platte Holdings, LLC  
Pro-Active Investments Inc.  
Pumba Enterprises, LLC  
Rex William Monahan, III  
Rio Brazos Acquisitions, LLC  
Robert W. Lewis  
Robert W. Richardson  
Rough Rider Joint Venture

Sandy Greenwood  
Scott Kramer  
Sharon Eileen Brandt  
SRC Energy Inc.  
Steden Oil Corporation  
Sulphur River Exploration, Inc.  
Sunset Plugging and Equipment Company, Inc.  
Sunshine Valley Petroleum Corporation  
Susan B. Boyd  
Tharp Resources, LLC  
The Pardee Company  
Thomas R. Scheirman  
TP Gas Company, LTD  
Tri-J Investments, LLC  
Venable Royalty, Ltd.  
Walter C. Todd Company  
Walter R. Terry and Elsie R. Terry, as Trustees  
of The Terry Trust under declaration dated  
November 1, 1984  
Watt III Partners, LLC  
Whipple Family, L.L.C.  
Wilbert R. Wiedeman  
Wilco Properties, Inc.  
Wilman Investments, Inc.  
Wilson Royalties LLC



# Exhibit B - Application Lands



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

IN THE MATTER OF AN APPLICATION OF	)	Cause No. 407
EXTRACTION OIL & GAS, INC. FOR AN	)	
ORDER POOLING ALL INTERESTS IN AN	)	Docket No. 180400342
ESTABLISHED 1,280-ACRE DRILLING AND	)	
SPACING UNIT COVERING SECTIONS 33	)	Type: POOLING
AND 34, TOWNSHIP 6 NORTH, RANGE 65	)	
WEST, 6TH P.M., WELD COUNTY,	)	
COLORADO FOR THE PRODUCTION OF OIL,	)	
GAS, AND ASSOCIATED HYDROCARBONS	)	
FROM THE CODELL AND NIOBRARA	)	
FORMATIONS.	)	

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:

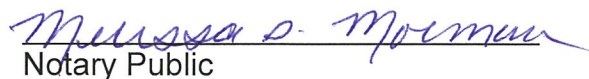
That I am the attorney for Extraction Oil & Gas, Inc. and that on or before March 8, 2018, I caused a copy of the attached Application to be deposited in the United States mail, postage prepaid, addressed to the parties listed on Exhibit A to the Application.



\_\_\_\_\_  
Geoffrey W. Storm

Subscribed and sworn to before me March 16, 2018

Witness my hand and official seal.



\_\_\_\_\_  
Notary Public

My commission expires: 8/29/2021

