

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

IN THE MATTER OF AN APPLICATION BY
EXTRACTION OIL & GAS, LLC FOR AN ORDER
POOLING ALL INTERESTS IN AN APPROXIMATE
640-ACRE DESIGNATED HORIZONTAL WELLBORE
SPACING UNIT FOR CERTAIN PORTIONS OF
SECTIONS 13, 14, 23, AND 24, TOWNSHIP 6
NORTH, RANGE 67 WEST, 6TH P.M., FOR THE
DEVELOPMENT/OPERATION OF THE NIOBRARA
FORMATION, WATTENBERG FIELD, WELD
COUNTY, COLORADO

CAUSE NO. 407

DOCKET NO.

TYPE: POOLING

APPLICATION

Extraction Oil & Gas, LLC, 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 an approximate 640-acre horizontal wellbore spacing unit established for certain portions of Sections 13, 14, 23, and 24, Township 6 North, Range 67 West, 6th P.M., for the development and operation of the Niobrara Formation. 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 13: S $\frac{1}{2}$ S $\frac{1}{2}$

Section 14: S $\frac{1}{2}$ S $\frac{1}{2}$

Section 23: N $\frac{1}{2}$ N $\frac{1}{2}$

Section 24: N $\frac{1}{2}$ N $\frac{1}{2}$

Wellbore Spacing Unit ("WSU") No. 1

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

These lands are hereinafter collectively referred to as the "Application Lands" and depicted in Exhibit A, attached hereto.

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 an approximate 640-acre horizontal wellbore spacing unit comprised of certain portions of the Application Lands, for the below-described well, for the production of oil, gas, and associated hydrocarbons from the Niobrara Formation. Applicant notified all owners in the proposed wellbore spacing unit pursuant to Rule 318A.e.(5). Applicant did not receive objections to the establishment of the proposed horizontal wellbore spacing unit within the 30-day response period:

- a. Stromberger 1 Well (API No. 05-123-42555) – Niobrara Formation – WSU #1.

This well is hereinafter collectively referred to as the “Subject Well.”

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 No. 1 established for the Application Lands, for the development and operation of the Niobrara Formation.

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 Well within WSU No. 1.

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 Well, 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 Well.

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 No. 1 established for the Application Lands, for the development and operation of the Niobrara Formation, 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 Well within WSU No. 1.

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 Well, 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 Well.

C. For such other findings and orders as the Commission may deem proper or advisable in the premises.

DATED this 25 day of May, 2017.

Respectfully submitted,

EXTRACTION OIL & GAS, LLC

By: 
Jillian Fulcher
Joby Rittenhouse
Beatty & Wozniak, P.C.
Attorneys for Applicant
216 16th Street, Suite 1100
Denver, Colorado 80202
(303) 407-4499
jfulcher@bwenergyllaw.com
jrittenhouse@bwenergyllaw.com

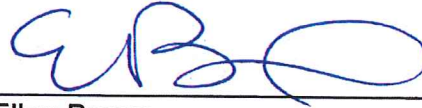
Applicant's Address:
Extraction Oil & Gas, LLC
ATTN: Ellen Brown
370 17th Street, Suite 5300
Denver, CO 80202

VERIFICATION

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

Ellen Brown, Landman for Extraction Oil & Gas LLC, upon oath deposes and says that she has read the foregoing Application and that the statements contained therein are true to the best of her knowledge, information and belief.

EXTRACTION OIL & GAS LLC


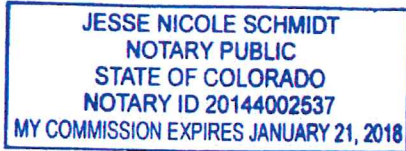


Ellen Brown

Subscribed and sworn to before me this 23rd day of May, 2017, by Ellen Brown, Landman for Extraction Oil & Gas LLC.

Witness my hand and official seal.

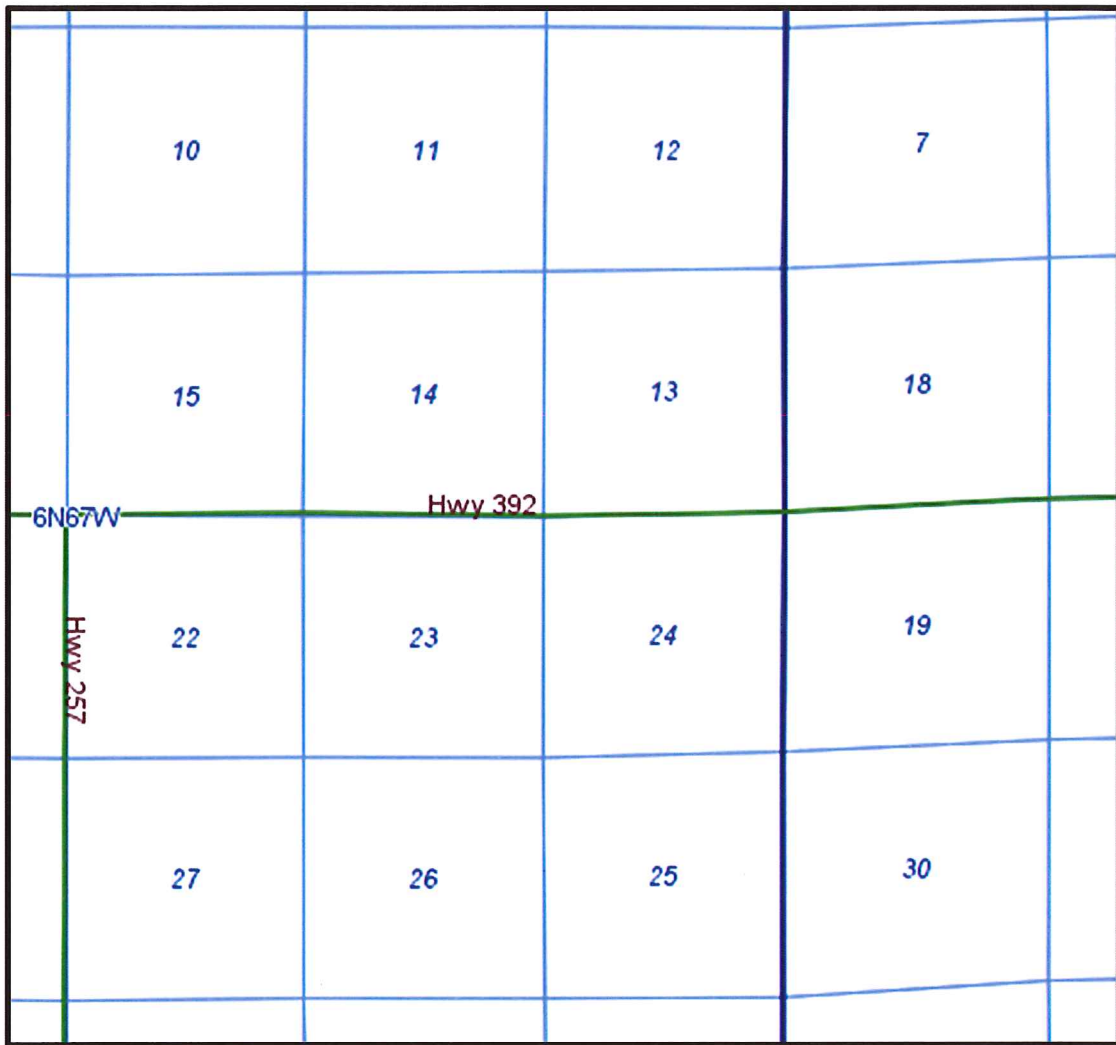
My commission expires: 1/21/2018



Notary Public

Exhibit A

Reference Map for Pooling Application



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

IN THE MATTER OF AN APPLICATION BY
EXTRACTION OIL & GAS, LLC FOR AN ORDER
POOLING ALL INTERESTS IN AN APPROXIMATE
640-ACRE DESIGNATED HORIZONTAL WELLBORE
SPACING UNIT FOR CERTAIN PORTIONS OF
SECTIONS 13, 14, 23, AND 24, TOWNSHIP 6
NORTH, RANGE 67 WEST, 6TH P.M., FOR THE
DEVELOPMENT/OPERATION OF THE NIOBRARA
FORMATION, WATTENBERG FIELD, WELD
COUNTY, COLORADO

CAUSE NO. 407

DOCKET NO. 170700453

TYPE: POOLING

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, LLC, and on or before the 1st day of June, 2017, 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 attached hereto.




Grace Go-Hoveland

Subscribed and sworn to before me this 1st day of June, 2017.

Witness my hand and official seal.

TERESA L. PETERSON
NOTARY PUBLIC
STATE OF COLORADO
NOTARY ID 19894002026
MY COMMISSION EXPIRES OCT.4, 2017



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.

AK Resources LLC
P.O. Box 6975
Denver, CO 80206

Barbara Lois Lorenz
12300 202nd Pl. SE
Issaquah, WA 9807-8556

Barbara Stromberger,
Successor Trustee, under
the Harry Stromberger Living
Trust, dated September 15, 2005
10362 Highway 392
Windsor, CO 80550

Boyd Meyer
P.O. Box 82
Windsor, CO 80550-0082

Craig A. Emil and Kimberly A. Emil
11215 Ponderosa Trail
Windsor, CO 80550-3230

David Leonard Stromberger
11095 State Highway 392
Windsor, CO 80550

Dennis J. Beaman and
DeeAnn Beaman
11092 State Highway 392
Windsor, CO 80550

Futures Management Corporation
3525 Ogilvy Court
Greeley, CO 80631

George E. Jarboe and
Jenny L. Jarboe
10481 Highway 392
Windsor, CO 80550

Jacob D. Oettel
32841 Stagecoach Road
Windsor, CO 80550

Joseph C. Sandoval and Judy M. Sandoval
11492 State Highway 392
Windsor, CO 80550-3208

L.A. McPeck & Co., a partnership
1250 Denver Club Building
Denver, CO 80202

Linda Owens
3525 Diane Place
Greeley, CO 80631

MAP99A-NET
101 North Robinson, Suite 1000
Oklahoma City, OK 73102-5514

Matthew W. Brier and Melanie L. Brier
32890 CR 23
Windsor, CO 80550

Mountaintop Minerals, LLC
455 Sherman Street, Suite 300
Denver, CO 80203

NDIRA, Inc., fbo Joshua J. Wood
Roth IRA
1070 West Century Drive, Ste. 101
Louisville, CO 80027

Noble Energy WyCO, LLC
1625 Broadway, Suite 2200
Denver, CO 80202

Pamela A. Habrock and
Eugene L. Habrock
26150 Van Voorhis Dr.
Moffat, CO 81143

Public Service Company of CO
1800 Larimer Street, Suite 1100
Denver, CO 80202

Richard H. Vogel and
Jeannine E. Vogel
11210 Ponderosa Trail
Windsor, CO 80550-3230

Stromberger Minerals Limited Partnership
2020 Trail Ridge Drive
Eaton, CO 80615

Theodore Wacker and
Wilma M. Wacker
10175 Highway 392
Windsor, CO 80550

Timothy S. Hager, Trustee of the
Timothy S. Hager Revocable Trust
u/a dated 1/9/2001,
as amended and restated
155 E. Boardwalk Dr., Suite 400
Fort Collins, CO 80525

Weld County, CO
P.O. Box 758
Greeley, CO 80632

William R. Burr and Linda W. Burr
5477 Gulfstar Ct.
Windsor, CO 80528-9376

Windsor LV, LLC
3821 Derby Trail
Round Rock, TX 78681

Windsor LV II, LLC
6385 South Rainbow Blvd., Ste. 120
Las Vegas, NV 89118

Barbara D. Stromberger
2306 21st Avenue
Greeley, CO 80631

Barbara P. Franks
2120 South Youngfield Street
Lakewood, CO 80228

Barbara Stromberger, Successor Trustee,
under the Violet J. Stromberger Living Trust,
dated September 15, 2005
10363 Highway 392
Windsor, CO 80550

Betty Ann Anderson and
Walter Sherman Anderson
11141 Ponderosa Trail
Windsor, CO 80550-3230

Charles D. Bitgood
890 Dudley Street
Lakewood, CO 80215

Craig Harrison
760 Whalers Way, Suite A200
Fort Collins, CO 80525

Dean J. Geilenkirchen and
M. Josephine Geilenkirchen
11132 Ponderosa Trail
Windsor, CO 80550-3230

Extraction Oil & Gas, LLC
370 17th Street #5300
Denver, CO 80203

Gary L. Castleman Revocable Trust
32723 Stagecoach Road
Windsor, CO 80550

Howard and Associates, Ltd.
10927 Oral Zumwalt Way
Missoula, MT 59803

James Barlow Family Limited Partnership
139 West Second Street
Casper, WY 82601

Joel M. Hand and Amber R. Hand
32810 CR 23
Windsor, CO 80550

Leslie M. Godlevsky and
Christine H. Godlevsky
32791 Stagecoach Road
Windsor, CO 80550

Lizzie & Jake's Legacy LLC
3500 Carlton Ave. Unit O-45
Fort Collins, CO 80525

Mary Elizabeth Hager as Trustee
of the Mary Elizabeth Hager Revocable Trust,
u/a dated 1/9/2001,
as amended and restated
3767 Tayside Ct.
Timnath, CO 80546

Michael S. Hand and Ruth A. Hand
11254 Ponderosa Trail
Windsor, CO 80550-3230

Natural Products, LLC
593 1/2 W. Conestoga
Grand Junction, CO 81504

NDIRA, Inc., fbo Wayne N. Wood
Roth IRA
1070 West Century Drive, Ste. 101
Louisville, CO 80027

Noble Energy, Inc.
1625 Broadway, Suite 2200
Denver, CO 80202

Patsy Marie Fabrizio
11398 Highway 392
Windsor, CO 80550

QEP Energy Company
1675 Broadway, Ste 1200
Denver, CO 80202

Rodney Lemmon and Barbara Lemmon
11257 Ponderosa Trail
Windsor, CO 80550-3230

Shirley E. Tregoning and Merrill E. Tregoning,
Trustees, or their successors in trust, under the
Shirley Elizabeth Tregoning Living Trust, dated
March 16, 1989, and any amendments thereto
518 Chestnut St.
Windsor, CO 80550

Susan K. Castleman Revocable Trust
32723 Stagecoach Road
Windsor, CO 80550

Tim A. Jewett
1295 Cherryville Road
Greenwood Village, CO 80121

Barbara Stromberger
2305 21st Avenue
Greeley, CO 80631

James William Matthews
and Margaret M. Matthews, joint tenants
30 Oak St.
Windsor, CO 80550

Karen Brooks Rhea
210 Starlite Dr.
Pueblo, CO 81005

Sara Czapinski
2424 Draw Spur #2
Avon, CO 81620

Tina M. Frasco
11263 Ponderosa Trail
Windsor, CO 80550-3230

Willard G. Owens
3525 Diane Place
Greeley, CO 80631

Zodiac Limited Partnership
1845-25th Avenue
Greeley, CO 80634