

**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 AN APPROXIMATE 640-
ACRE DESIGNATED HORIZONTAL WELLBORE
SPACING UNIT FOR CERTAIN PORTIONS OF
SECTIONS 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 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 23: S $\frac{1}{2}$ N $\frac{1}{2}$, N $\frac{1}{2}$ S $\frac{1}{2}$

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

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 8 Well (API No. 05-123-42557) – 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@bwenergylaw.com
jrittenhouse@bwenergylaw.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

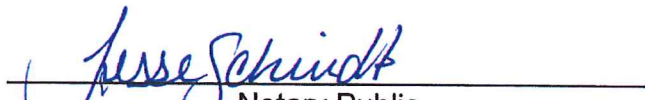


Ellen Brown

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

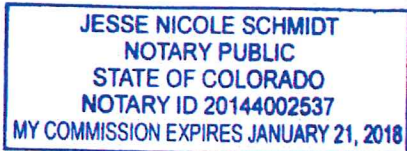


Exhibit A

Reference Map for Pooling Application



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DEVELOPMENT/OPERATION OF THE NIOBRARA
FORMATION, WATTENBERG FIELD, WELD
COUNTY, COLORADO

CAUSE NO. 407

DOCKET NO. 170700455

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.



Notary Public

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

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.

A. Craig Alspaugh
14520 No. Washington Street
Broomfield, Colorado 80020

Adam R. Mack and Karen L. Mack, joint tenants
32706 Stagecoach Rd.
Windsor, CO 80550-3229

Anne C. Ray
5223 Beckington Lane
Dallas, TX 75287

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

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

BCG Enterprises, Ltd., LLLP
4845 S. Gaylor Street
Englewood, CO 80113

Bill J. Brooks, dba Brooks Exploration
Company
505 Country Club Terrace
Lawrence, KS 66049

Boyd Meyer
PO Box 82
Windsor, CO 80550-0082

Brooks Exploration Company
505 Country Club Terrace
Lawrence, KS 66049

Catherine Ray
5223 Beckington Lane
Dallas, TX 75287

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

Darrel Timothy Hettinger
19515 Weld County Road 86
Ault, Colorado 80610

Debra J. Loewenstein
32602 Stagecoach Rd.
Windsor, CO 80550-3229

Diamond Valley Energy Park LLC
200 Plaza Drive, Suite 100
Highlands Ranch, Colorado 80129

Extraction Oil & Gas, LLC
370 17th Street #5300
Denver, CO 80202

Futures Management Corporation
3525 Ogilvy Court
Greeley, CO 80631

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

GST Royalty Company, LLC
252 Clayton Street, 4th Floor
Denver, CO 80206

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

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

Joel M. Hand and Amber R. Hand, joint tenants
32810 CR 23
Windsor, Colorado 80550

Karen Brooks Rhea
210 Starlite Drive
Pueblo, CO 81005

Kathy Whitworth
P.O. Box 1088
Kingston, OK, 73439

Kevin Flynn
1134 Thistlemeade Drive
Houston, TX 77094-41

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

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

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

Mark Lane Olson and Kathryn C. Ferrel, joint tenants
32570 Stagecoach Rd.
Windsor, CO 80550-3229

Metal Container Corporation
1 BUSCH PL
ST LOUIS, MO 63118, United States

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

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

Pamela A. Habrock and Eugene L. Habrock, joint tenants
26150 Van Voorhis Dr.
Moffat, Colorado 81143

Richard D. Loewenstein
32602 Stagecoach Rd.
Windsor, CO 80550-3229

Robert B. Ray
5223 Beckington Lane
Dallas, TX 75287

Robert L. Kluck and Suzanne L. Kluck, joint tenants
32593 Stagecoach Road
Windsor, CO, 80550

Sara Czapinski
2424 Draw Spur #2
Avon, CO 81620

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

Timothy J. Tuttle and Amber K. Tuttle, joint tenants
32679 Stagecoach Road
Windsor, CO, 80550

Trudy Costello
2915 Esther Court
Loveland, CO 80537

Vine Royalty, L.P.
307 W. 7th Street, Suite 300
Fort Worth, Texas 76102

W. Lee Detterer
11731 County Road 66
Greeley, Colorado 80631

William Harlan Ray
5223 Beckington Lane
Dallas, TX 75287

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

Aaron W. Levine and Michelle M. Levine, joint tenants
32653 Stagecoach Road
Windsor, CO, 80550

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

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

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

BCG Enterprises, Ltd., LLLP
16600 Table Mountain Pkwy
Golden, CO 80403

Betty Faye Fisher
613 DeSoto Drive
DeSoto, TX 75115

BNSF Railway Company
2500 Lou Menk Drive
Ft. Worth, TX 76131-2830

Brian D. Murphy and Rachel P. Murphy, joint tenants
32561 Stagecoach Road
Windsor, CO, 80550

Burlington Resources Oil & Gas Company LP
600 N. Dairy Ashford Street
Houston, TX 77079

Charles D. Bitgood
890 Dudley Street
Lakewood, Colorado 80215

Daniel H. Stromberger
11000 County Road 27
Sterling, CO 80751

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

Delaware Royalty Company
1415 Louisiana Street
Houston, TX 77002

Eugene O. Eubank
204 52nd Avenue
Greeley, Colorado 80634

Front Range Energy, LLC
31375 Great Western Dr.
Windsor, Colorado 80550-3391

Garth E. Churches
445 Brubaker Lane
Laramie, WY 82070

Grizzly Petroleum Company, LLC
1801 Broadway, Suite 500
Denver, CO 80202

HCW Investments, LLC
7785 Highland Meadows Parkway #100
Fort Collins, Colorado 80528

Jacquelyn R. Johnson
7009 Kingsbury Drive
Dallas, TX 75231

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

John Michael Baptist and Sharon J. Baptist,
joint tenants
P.O. Box 271404
Fort Collins, CO 80527

Kathleen Susan Hettinger
19515 Weld County Road 86
Ault, Colorado 80610

Ken Hoffman
389 Grand Butte Lane
New Castle, CO 81647

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

Linda Owens
3525 Diane Place
Greeley, Colorado 80631

Lucy Anne Ray
5223 Beckington Lane
Dallas, TX 75287

Margaret Hoffman
P.O. Box 736
New Castle, CO 81647

Matthew W. Brier and Melanie L. Brier, joint
tenants
32890 CR 23
Windsor, Colorado 80550

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

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

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

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

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

Robert J. Johnson and Terry Johnson, joint
tenants
32640 Stagecoach Rd.
Windsor, CO 80550-3229

Robert LeRoy Hettinger
1480 Waterwood Drive
Windsor, Colorado 80550

Shari L. Moran and Michael W. Moran, joint
tenants
32621 Stagecoach Road
Windsor, CO, 80550

Steven L. Buckner
53 Ridder Lane
Whitehall, MT 59759

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

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

Verna Jane Eubank
204 52nd Avenue
Greeley, Colorado 80634

Virginia Mae Durr
3601 Ponderosa Court #1
Evans, Colorado 80620

Willard G. Owens
3525 Diane Place
Greeley, Colorado 80631

William R. Burr and Linda W. Burr, joint tenants
with right of survivorship
5477 Gulfstar Ct.
Windsor, Colorado 80528-9376