

**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
560-ACRE DESIGNATED HORIZONTAL WELLBORE
SPACING UNIT FOR CERTAIN PORTIONS OF
SECTIONS 13, 14, AND 15, TOWNSHIP 6 NORTH,
RANGE 67 WEST, 6TH P.M., FOR THE
DEVELOPMENT/OPERATION OF THE **NIOBRARA**
CODELL FORMATION, WATTENBERG FIELD,
WELD COUNTY, COLORADO

CAUSE NO. 407

DOCKET NO. 170700456

TYPE: POOLING

AMENDED 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 560-acre horizontal wellbore spacing unit established for certain portions of Sections 13, 14, and 15, Township 6 North, Range 67 West, 6th P.M., for the development and operation of the **NIOBRARA Codell** 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: SW $\frac{1}{4}$ NW $\frac{1}{4}$; NW $\frac{1}{4}$ SW $\frac{1}{4}$

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

Section 15: S $\frac{1}{2}$ NE $\frac{1}{4}$, N $\frac{1}{2}$ SE $\frac{1}{4}$

Wellbore Spacing Unit ("WSU") No. 1

560 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 560-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 Codell** 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. Windsor LV2 1 Well (API No. 05-123-44311) – **NIOBRARA Codell** 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 Codell** 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 Codell** 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 16th day of June, 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 15th day of June, 2017, by Ellen Brown, Landman for Extraction Oil & Gas LLC.

Witness my hand and official seal.

My commission expires: 10/04/2017

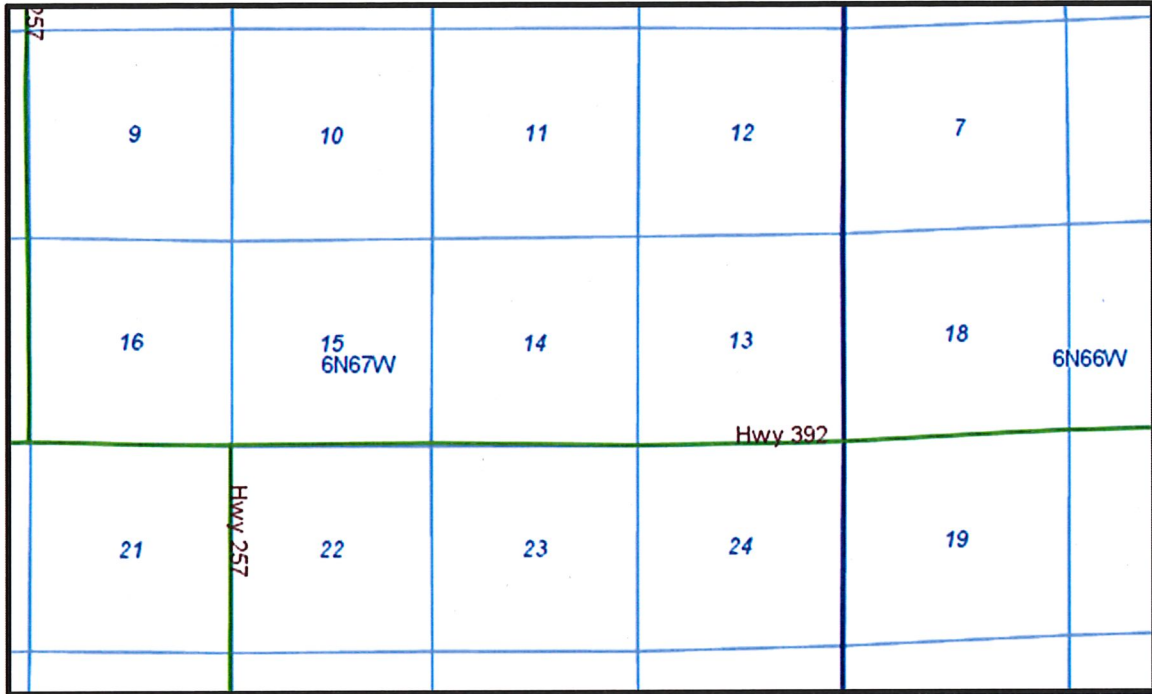
ANDREW STOUT NOTARY PUBLIC STATE OF COLORADO NOTARY ID 20134064176 COMMISSION EXPIRES OCT. 04, 2017



Notary Public

Exhibit A

Reference Map for Pooling Application



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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 16th day of June, 2017, caused a copy of the attached
AMENDED 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 16th 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.

5280 Colorado, LLC
1 Summit Cedar Dr.
Littleton, CO 80127

Alice Meisner
2910 25th Street NE
Hickory, NC 28601

B Runser LLC
P.O. Box 129
W. Boothbay Harbor, Maine 04574

Barry W. Kadlub
309 Locust Street
Windsor, Colorado 80550

Bayswater Exploration & Production,
LLC
730 17th St., Suite 610
Denver, CO 80202

Brian Kadlub
33714 Siasconset Road
Windsor, Colorado 80550

BT Ranching LLC
919 North Willard Court, Unit 25
Chicago, Illinois 60642

Carol Grauberger, an heir to Marie
Grauberger
2511 Monterey Rd.
Colorado Springs, CO 80910

Christine Kadlub Solomon
906 East Dona Street
Cheyenne, Wyoming 82009

Cohegic Corporation
20 Miramar Heights Circle
Sugar Land, TX 77479

Dan W. Tellinghuisen
P.O. Box 387
Windsor, Colorado 80550

David Leonard Stromberger
11095 State Highway 392
Windsor, Colorado 80550

Debra E. Lohse
P.O. Box 125
Linch, Wyoming 82640

Diane E. Brunner
33050 May Drive
Windsor, Colorado 80550

Douglas N. Anderson
846 Mesa Drive
Rifle, Colorado 81650

Elizabeth Grauberger
1506 Crestone Ave. Apt. C
Colorado Springs, CO 80905

Esther Arndt, a widow
856 SE Frontrange Road
Johnstown, CO 80534

Ft. Haynesville LLC
717 17th Street, #1400
Denver, CO 80202

Global Asset Recovery, LLC
6530 Constitution Drive
Fort Wayne, IN 46804
Attn: Robert A. Baker

Hurricane Ridge, LLC
37 Perins Vista Drive
Durango, CO 81301

Jacob & Son Operating Company
LLC
1783 Blue Heron Ct.
Bloomfield Hills, Michigan 48302

James D. Benson and Susan E.
Benson, Trustees, or their
successors in trust, under the James
D. and Susan E. Benson Living Trust
dated March 14, 2008
9746 County Road 70
Windsor, CO 80550

John B. Kleinheinz
301 Commerce, Suite 1900
Ft. Worth, TX 76102

Karl H. Arleth LLC
216 16th Street, Suite 1600
Denver, Colorado 80202

Kathy Grauberger (aka Kathleen Ann
Grauberger)
1538 Wazee St., Suite 200
Denver, CO 80202

Kenneth D. Rutz
2009 61st Avenue
Greeley, CO 80634

Kirk A. Tellinghuisen
91 Pike Lane
Windsor, Colorado 80550

Larry D. Simpson and Ruby M.
Simpson, joint tenants
5420 Lonetree Drive
Loveland, CO 80537

Leonard W. Scott and Kay Annette
Scott
33093 May Drive
Windsor, Colorado 80550

Loren D. Rutz, a single man
P.O. Box 566
Greeley, CO 80634

Louis A. Oswald, Jr. and Mary G.
Oswald, joint tenants, for their lives
with remainder to Louis A. Oswald,
III, Trustee of The Oswald Family
Trust dated April 27, 1998
13939 Bretagne Drive
Houston, Texas 77015

M. Runser, LLC
P.O. Box 8
Oakland, ME 04963

Marjorie J. Straube
33112 May Drive
Windsor, Colorado 80550

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

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

Old West Tours
110 E. Center Street, PMB 1989
Madison, South Dakota 57042

Pete Wither
P.O. Box 770191
Steamboat Springs, CO 80477

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

Regina Wither and Scott Wither
P.O. Box 775430
Steamboat Springs, CO 80477

Roberts Partnership, Ltd.
P.O. Box 881119
Steamboat Springs, CO 80488

Ruth Lesser,
1694 Glendale Ave. N. Bldg., #361,
Phoenix, AZ 85021

Stacey Kadlub
6423 County Road 89
Roggen, Colorado 80652

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

Susan Crowe Whitcomb
221 Church Street
Winnetka, IL 60093

Thomas E. Kadlub
P.O. Box, 447
Roseau, Minnesota 56751

TPLP Triumph Production L.P.
555 5th Avenue, 15th Floor
New York, New York, 10017

Triumph Production, LP
555 5th Avenue, 15th floor
New York, NY 10017

Vivian P. Weiss for life, remainder to
Matthew L. Lindberg and Sean M.
Lindberg, tenants in common
6960 West Peoria Ave, #210
Peoria, AZ 85345

White River Royalty, LLC
P.O. Box 774327
Steamboat Springs, CO 80477

William McCawley
1814 Hunters Court
Steamboat Springs, CO 80487

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

Verdad Natural Resources, LLC
16400 North Dallas Parkway, Suite
400
Dallas TX 752548

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

Anadarko E&P Onshore LP
1099 18th Street, Suite 1800
Denver, Colorado 80202

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

Bayswater Blenheim Holdings II,
LLC
730 17th St., Suite 610
Denver, CO 80202

Bill Barrett Corporation
1099 18th Street, Suite 2300
Denver, CO 80202-1939

Brooke Diane Ward
P.O. Box 3275
West Wendover, Nevada 89883

Carol Clevenger
33129 May Drive
Windsor, Colorado 80550

Charles D. Bitgood
890 Dudley Street
Lakewood, Colorado 80215

Cobalt 1, LLC
26 Polo Club Circle
Denver, CO 80209

Craig A. Kadlub
10387 Burensburg Avenue
Las Vegas, Nevada 89135

David H. Anderson
1395 Antelope Valley Rd.
Reno, Nevada 89506

DDJ Royalties LLC
3619 S. Newport Way
Denver, CO 80237

Dennis H. Sun and Peggy L. Sun
Living Trust
P.O. Box 850
Casper, WY 82602

Dolores McClaren and Susan
McClaren, heirs of Jo Ann McClaren
409 East San Miguel Dr.
Colorado Springs, CO 80913

DRG, LTD
P.O. Box 90
Littleton, CO 80160

Eric T. Sanford
P.O. Box 24
Durango, Colorado

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

Gilliam Morris
27278 Moonlight Way
Steamboat Springs, CO 80487

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

Jack F. Anderson
P.O. Box 648
Rifle, Colorado 81650

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

Jesse L. White, Trustee of the Jesse
L. White Trust, dated October 28,
2010
351 Glencoe Street
Denver, Colorado 80220

John D. Ziel and Hilde R. Ziel, joint
tenants
8733 Doane Place
Denver, Colorado, 80231

Kathleen Ann Hayes, an heir to
Marie Grauberger
5190 Farmingdale Drive
Colorado Springs, CO 80917

Ken M. Welshimer and Theresa L.
Welshimer, joint tenants
601 16th Street, Suite C-153
Golden, Colorado, 80401

Kerr-McGee Oil & Gas Onshore LP
1675 Broadway, Ste 1200
Denver, CO 80202

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

Larry Wayne Grauberger
1049 Garfield Street
Denver, CO 80206

Leota Kennedy
533 Trailwood Circle
Windsor, CO 80550

Louis A. Oswald, III, Trustee of The
Oswald Family Trust dated April 27,
1998
P.O. Box 280969
Lakewood, Colorado 80228

Lynn Merrill
6511 County Rd. 60
Windsor, Colorado 80550

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

Michael Wasser
1767 Nottage Court
Laramie, WY 82072

Nicholas J. Granruth
9896 Clairton Way
Highlands Ranch, Colorado 80126

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

Painted Horse Energy, LLC
P.O. Box 4631
Englewood, CO 80155

Principle Energy, LLC
P.O. Box 2228
Houston, TX 77252

Ray Berris aka Ray Andrew Berris
33630 WCR 23
Windsor, Colorado 80550

Richard J. Hamilton, II
P.O. Box 9190
Metairie, LA 70055

Rodney L. Swanson and Patty J.
Swanson
33034 May Drive, Windsor
Colorado 80550

SSALJD Investment Group, LLC
P.O. Box 280969
Lakewood, Colorado 80228

Steven W. Rutz, a single man
4403 W. 6th Street
Greeley, CO 80634

Stuart O. Roberts
P.O. Box 881119
Steamboat Springs, CO 80488

Susan McClaren, heir of Jo Ann
McClaren
409 East San Miguel Dr.
Colorado Springs, CO 80913

Town of Windsor, Colorado
301 Walnut Street
Windsor, Colorado 80550

Trent Kerbs
913 Oak Creek Drive
Moore, Oklahoma, 73160

Village East Investments, LLC
7251 W. 20th Street, L-200
Greeley, CO 80634

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

Willard G. Owens and Linda Owens
3525 Diane Place
Greeley, Colorado 80631

Windsor LV II, LLC
6385 South Rainbow Boulevard
Suite 120, Las Vegas, NV 89118

WYOTEX Drilling Ventures, LLC
P.O. Box 280969
Lakewood, Colorado 80228

Verdad Oil and Gas Corporation
5950 Cedar Springs Road # LB 225
Dallas Texas 75235-6803

Barbara R. Smith
and Mary J. Jordan
207 E. Simpson Street
Lafayette, CO 80026