

**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 SIX APPROXIMATE  
560-ACRE DESIGNATED HORIZONTAL WELLBORE  
SPACING UNITS FOR CERTAIN PORTIONS OF  
SECTIONS 13, 14, AND 15, TOWNSHIP 6 NORTH,  
RANGE 67 WEST, 6TH P.M., FOR THE  
DEVELOPMENT/OPERATION OF THE CODELL AND  
NIOBRARA FORMATIONS, 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 six (6) approximate 560-acre horizontal wellbore spacing units established for certain portions of Sections 13, 14, and 15, Township 6 North, Range 67 West, 6<sup>th</sup> P.M., for the development and operation of the Codell and Niobrara Formations. 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, 6<sup>th</sup> P.M.

Section 13: W $\frac{1}{2}$ SW $\frac{1}{4}$

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

Section 15: SE $\frac{1}{4}$

*Wellbore Spacing Unit ("WSU") Nos. 1-6*

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 six (6) approximate 560-acre horizontal wellbore spacing units comprised of certain portions of the Application Lands, for the below-described wells, for the production of oil, gas, and associated hydrocarbons from the Codell and Niobrara Formations. Applicant notified all owners in the proposed wellbore spacing units pursuant to Rule 318A.e.(5). Applicant did not receive objections to the establishment of the proposed horizontal wellbore spacing units within the 30-day response period:

- a. Windsor LV2 2 Well (API No. 05-123- 44307) – Niobrara Formation – WSU #1;
- b. Windsor LV2 3 Well (API No. 05-123-44312) – Codell Formation – WSU #2;
- c. Windsor LV2 4 Well (API No. 05-123- 44308) – Niobrara Formation – WSU #3;
- d. Windsor LV2 5 Well (API No. 05-123- 44309) – Codell Formation – WSU #4;
- e. Windsor LV2 6 Well (API No. 05-123- 44313) – Niobrara Formation – WSU #5; and
- f. Windsor LV2 7 Well (API No. 05-123- 44310) – Codell Formation – WSU #6.

These wells are hereinafter collectively referred to as the “Subject Wells.”

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 Nos. 1-6 established for the Application Lands, for the development and operation of the Codell and Niobrara Formations.

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 Wells within WSU Nos. 1-6.

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 Wells, 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 Wells.

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 Nos. 1-6 established for the Application Lands, for the development and operation of the Codell and Niobrara Formations, 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 Wells within WSU Nos. 1-6.

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 Wells, 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 Wells.

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

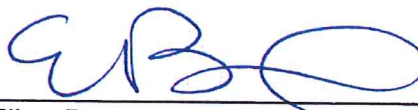
Applicant's Address:  
Extraction Oil & Gas, LLC  
ATTN: Ellen Brown  
370 17<sup>th</sup> Street, Suite 5300  
Denver, CO 80202

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 23<sup>rd</sup> 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


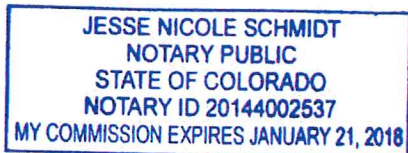
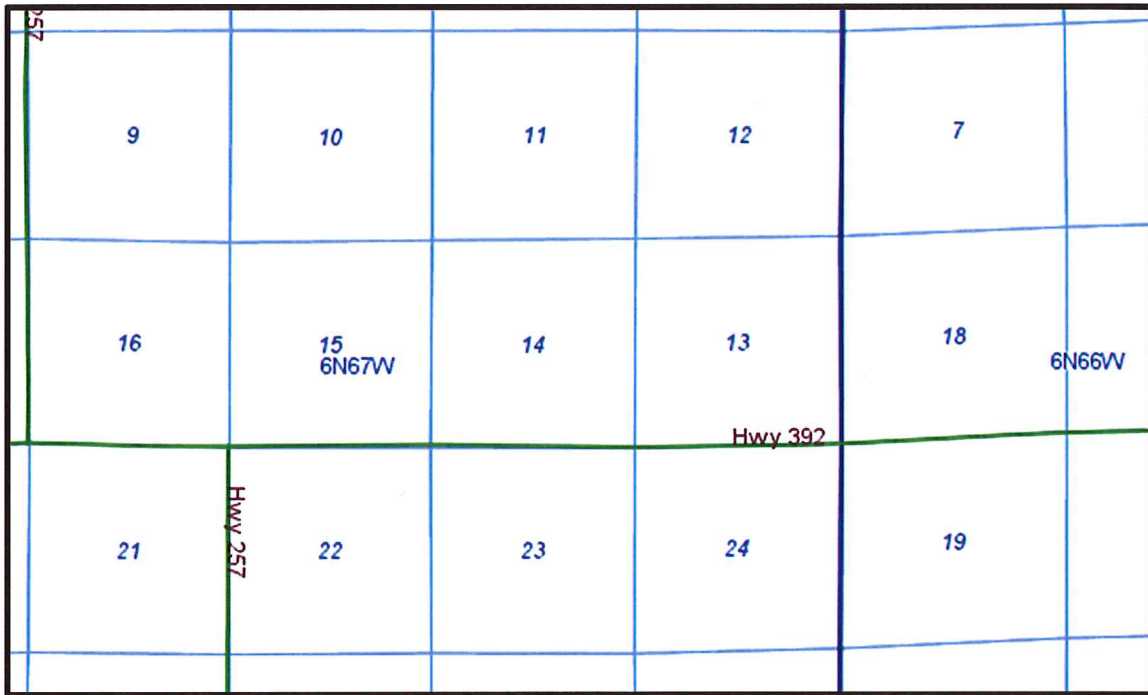
  
Notary Public

Exhibit A

Reference Map for Pooling Application



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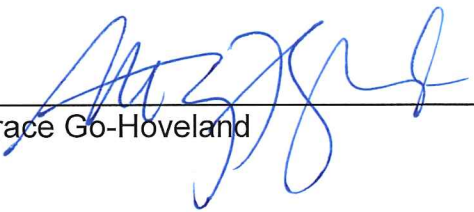
TYPE: POOLING

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 \_\_\_\_\_ day of May, 2017.

Witness my hand and official seal.

\_\_\_\_\_  
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.

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

Barbara P. Franks  
2120 South Youngfield Street  
Lakewood, Colorado

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

Charles D. Bitgood  
890 Dudley Street  
Lakewood, Colorado 80215

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

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

Donald H. Scott and Mary Sue Scott, joint tenants  
33111 CR 21  
Windsor, CO 80550

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

Gilliam Morris  
27278 Moonlight Way  
Steamboat Springs, CO 80487

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

James T. Lunn and Connie Rae Lunn, joint tenants  
9877 Highway 392  
Windsor, CO 80550

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

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

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

Michal J. Jaques and Heather S. Jaques, joint tenants  
4907 Bluestem Court  
Fort Collins, CO 80525

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

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

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

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

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

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

Terry A. Davis and Renee L. Davis, joint tenants  
9889 State Highway 392  
Windsor, CO 80550-3130

Tish M. McNaney  
PO Box 248, Windsor  
CO 80550

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

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

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

William McCawley  
1814 Hunters Court  
Steamboat Springs, CO 80487

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

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

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

Clement M. McNaney III  
PO Box 248  
Windsor, CO 80550

David Leonard Stromberger  
11095 State Highway 392  
Windsor, Colorado 80550

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

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

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

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

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

Jarrold M. Bessire  
9909 Highway 392  
Windsor, CO 80550

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

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

Michael Wasser  
1767 Nottage Court  
Laramie, WY 82072

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

Paula K. Bessire  
9909 Highway 392  
Windsor, CO 80550

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

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

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

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

Susan Crowe Whitcomb  
221 Church Street  
Winnetka, IL 60093

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

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

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

Vivian P. Weiss, Life Estate, Remainder to Matthew L.  
Lindberg and Sean M. Lindberg, as tenants in common  
6960 West Peoria Ave, #210  
Peoria, AZ 85345

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

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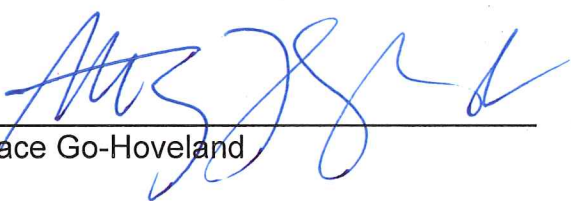
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parties listed on Exhibit A attached hereto.

  
\_\_\_\_\_  
Grace Go-Hoveland

Subscribed and sworn to before me this 31<sup>st</sup> day of May 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

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Wilma M. Wacker  
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Town of Windsor, Colorado  
301 Walnut Street  
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New York, NY 10017

Vivian P. Weiss, Life  
Estate, Remainder to Matthew  
L. Lindberg and Sean M. Lindberg  
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Peoria, AZ 85345

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