

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

IN THE MATTER OF AN APPLICATION BY  
EXTRACTION OIL & GAS, INC. FOR AN ORDER  
POOLING ALL INTERESTS IN TWO  
APPROXIMATE 320-ACRE DESIGNATED CAUSE NO. 407  
HORIZONTAL WELLBORE SPACING UNITS FOR DOCKET NO.  
CERTAIN PORTIONS OF SECTION 8, TOWNSHIP  
4 NORTH, RANGE 68 WEST, 6TH P.M., FOR THE TYPE: POOLING  
DEVELOPMENT/OPERATION OF THE CODELL  
AND NIOBRARA FORMATIONS, WATTENBERG  
FIELD, WELD COUNTY, COLORADO

**APPLICATION**

Extraction Oil & Gas, Inc., 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 two approximate 320-acre horizontal wellbore spacing units established for certain portions of Section 8, Township 4 North, Range 68 West, 6th 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 4 North, Range 68 West, 6th P.M.  
Section 8: N½

***Wellbore Spacing Unit ("WSU") Nos. 1-2***

Weld County, Colorado, 320 acres, more or less.

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 two approximate 320-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. Berthoud Farms 8E-10-9N Well (API No. 05-123-45732) - Niobrara Formation - WSU #1;
- b. Berthoud Farms 8E-10-11C Well (API No. 05-123-45724) - Codell Formation - WSU #2.

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. 1-2 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. 1-2.

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. 1-2 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. 1-2.

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 18<sup>th</sup> day of January, 2018.

Respectfully submitted,

EXTRACTION OIL & GAS, INC.

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Jillian Fulcher  
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Applicant's Address:  
Extraction Oil & Gas, Inc.  
ATTN: Jason Rayburn  
370 17th Street, Suite 5300  
Denver, CO 80202

VERIFICATION

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

Jason Rayburn, Staff Landman for 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.

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Jason Rayburn

Subscribed and sworn to before me this 17 day of January, 2018, by Jason Rayburn, Staff Landman for Extraction Oil & Gas Inc.

Witness my hand and official seal.

My commission expires:

Alex Ross  
Notary Public

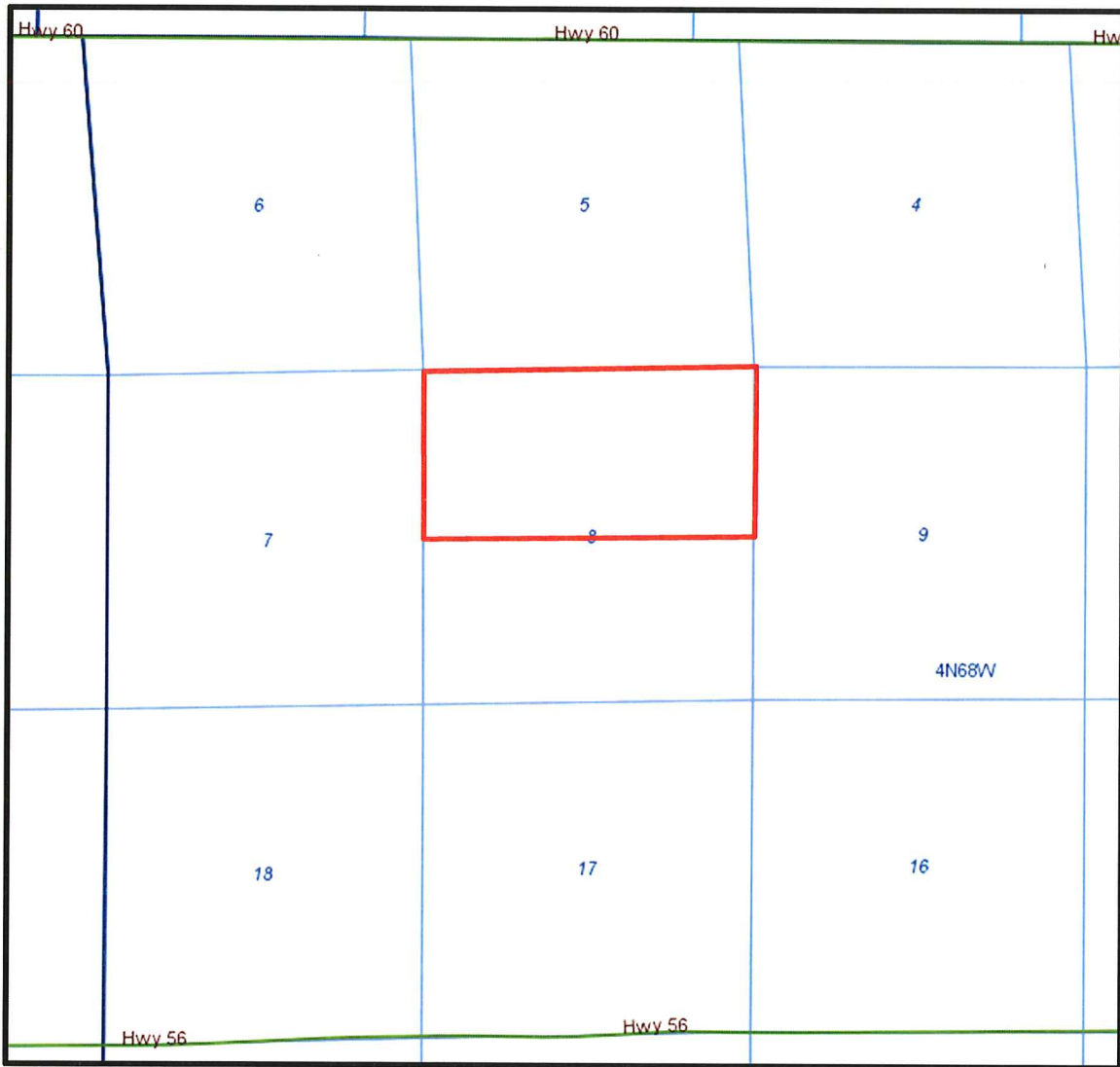
Alex Andrya Ross  
Notary Public of Colorado  
Commission # 20144025566  
Commission Expires 06/27/2018

**EXHIBIT A**

Reference Map for Pooling Application

Township 4 North, Range 68 West, 6th P.M.  
Section 8: N½

**Wellbore Spacing Unit ("WSU") Nos. 1-2**  
Weld County, Colorado, 320 acres, more or less



 = Application Lands



## 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.

AZTEC EXPLORATION, LLC  
PO BOX 621925  
LITTLETON, CO 80162

BLUEBIRD ENERGY PARTNERS LLC  
9055 E MINERAL CIRCLE, SUITE 110  
CENTENNIAL, CO 80112

BRUCE E. CLARK  
20312 WELD COUNTY ROAD 3  
BERTHOUD, CO 80513

KERR-MCGEE OIL AND GAS ONSHORE LP  
1099 18TH STREET, SUITE 1800  
DENVER, CO 80202

LITTLE THOMPSON WATER DISTRICT  
835 EAST HIGHWAY 56  
BERTHOUD, CO 80513

MAGIC M&R, LLC  
1720 S BELLAIRE STREET, SUITE 1209  
DENVER, CO 80222

ROY A. PETERSON AN INDIVIDUAL AND  
AS ATTORNEY-IN-FACT FOR AVA M.  
PETERSON; BRUCE ALFRED PETERSON  
LIVING TRUST DTD 12/30/1992  
1312 GREYSTONE  
BARTLESVILLE, OK 74006

WILLIAM G. MARTY AND  
LINDA L. MARTY, JT  
2778 E. 124TH CIRCLE  
THORNTON, CO 80241

BERTHOUD SMITH FARM, LLC  
1777 COUNTY ROAD 46  
BERTHOUD, CO 80513

BRUCE A PETERSON LIVING TRUST ,  
DTD 12/30/1992; ROY A. PETERSON  
AND LELAH T. PETERSON, HIS WIFE;  
AND RUTH C. CATLETT- DEC'D  
1312 GREYSTONE  
BARTLESVILLE, OK 74006

DOUGLAS W. ARNSTAD AND  
ANDREA L. KIEHN ARNSTAD, JT  
22864 WELD COUNTY ROAD 3  
BERTHOUD, CO 80513

JAMES W. GREEN  
8870 CODY ST.  
WESTMINSTER, CO 80021

LINCOLN ENERGY LLC  
852 BROADWAY, SUITE 300  
DENVER, CO 80203

LYNETTE D. SPARKS  
3858 CRESTONE DR.  
LOVELAND, CO 80537

PTL PROPERTIES, LLC  
2578 FALLING STAR LOOP  
CHEYENNE, WY 82009

SUNFLOWER ROYALTIES LLC  
1720 S BELLAIRE STREET, SUITE 1209  
DENVER, CO 80222

EXTRACTION OIL & GAS, INC.  
370 17TH ST., SUITE 5300  
DENVER, CO 80202