

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

IN THE MATTER OF THE APPLICATION OF )  
EXTRACTION OIL & GAS, INC., FOR AN ORDER ) CAUSE NO. 407  
POOLING ALL INTERESTS WITHIN TWO )  
APPROXIMATE 564.71-ACRE RULE 318A. HORIZONTAL ) DOCKET NO. *To be assigned*  
WELLBORE SPACING UNITS ESTABLISHED FOR )  
CERTAIN LANDS LOCATED IN SECTIONS 26, 27, 34 & ) TYPE: Pooling  
35, TOWNSHIP 7 NORTH, RANGE 67 WEST, 6<sup>TH</sup> P.M., )  
FOR DEVELOPMENT AND OPERATION OF THE )  
CODELL AND NIOBRARA FORMATIONS, AND )  
AUTHORIZING COST RECOVERY AND RISK )  
PENALTIES FROM CERTAIN NONCONSENTING )  
OWNERS FOR CERTAIN WELLS TO BE DRILLED )  
WITHIN THE UNITS, WATTENBERG FIELD, WELD )  
COUNTY, COLORADO )

**APPLICATION**

Extraction Oil & Gas, Inc. (“Extraction” or “Applicant”), Operator #10459, by and through its below-signed attorneys, Poulson, Odell & Peterson, LLC, respectfully submits this application to the Oil and Gas Conservation Commission of the State of Colorado (“Commission” or “COGCC”) for an order pooling all interests within two approximate 564.71-acre Rule 318A. horizontal wellbore spacing units established for certain lands located in Sections 26, 27, 34 and 35, Township 7 North, Range 67 West, 6<sup>th</sup> P.M., for development and operation of the Codell and Niobrara Formations, and authorizing cost recovery and statutory risk penalties from certain nonconsenting owners for certain authorized horizontal wells to be constructed within said units. In support of this Application (“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 COGCC.

2. Applicant owns substantial leasehold interests in the below-listed lands (“Application Lands”):

Township 7 North, Range 67 West, 6<sup>th</sup> P.M.

Section 26: S $\frac{1}{2}$  S $\frac{1}{2}$   
Section 27: S $\frac{1}{2}$  SE $\frac{1}{4}$  and SE $\frac{1}{4}$  SW $\frac{1}{4}$   
Section 34: N $\frac{1}{2}$  NE $\frac{1}{4}$  and NE $\frac{1}{4}$  NW $\frac{1}{4}$   
Section 35: N $\frac{1}{2}$  N $\frac{1}{2}$

The Application Lands comprise 564.71 acres, more or less. An Application Map depicting the Application Lands is attached hereto and marked Exhibit A.

3. On April 27, 1988, 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 Cretaceous Age Formations from the base of the Dakota Formation to the surface. Rule 318A. supersedes all prior Commission drilling and spacing orders affecting well location and density requirements of Greater Wattenberg Area wells. On December 5, 2005, Rule 318A. was amended, among other things, 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, among other things, to address drilling of horizontal wells. The Application Lands are subject to Rule 318A. for the Codell and Niobrara Formations.

4. Acting pursuant to notice requirements found in Rule 318A.e.(5), Extraction established two approximate 564.71-acre horizontal wellbore spacing units (defined by Rule 318A.a.(4)D.) for the Application Lands, for production of oil, gas and associated hydrocarbons from the Codell and Niobrara Formations. Following the establishment of the units, Extraction submitted two Applications for Permit-to-Drill (one horizontal well per unit), which were subsequently approved by the Director and described in the table below (the “Wells”):

<i>Well Name / Number</i>	<i>API Number</i>	<i>Target Formation</i>
Hergert North 35W-15-1C	05-123-40830	Codell
Hergert North 35W-15-2N	05-123-40825	Niobrara

5. Acting pursuant to relevant provisions of §34-60-116(6), C.R.S., Applicant seeks an order pooling all interests in two approximate 564.71-acre Rule 318A. horizontal wellbore spacing units established for the Application Lands, for development and operation of the Codell and Niobrara Formations.

6. Rule 530. provides that an application for involuntary pooling may be filed at any time prior or after the drilling of a well, with any pooling order retroactive to the date the application is filed with the Commission unless the payor agrees otherwise. Extraction will provide Rule 530. well proposal materials to putative nonconsenting owners within two approximate 564.71-acre horizontal wellbore spacing units established for the Application Lands, thereby allowing those owners at least 60 days to make an election as to their participation in the drilling of the Wells, or leasing their interests, if unleased.

7. Acting pursuant to §34-60-116(6) & (7), C.R.S., and Rule 530., Applicant hereby seeks an order authorizing cost recovery and statutory risk penalties associated with the drilling, completion and operation of the Wells, from interests belonging to those nonconsenting owners, for the development and operation of the Codell and Niobrara Formations.

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 COGCC rules.

9. Applicant requests that relief granted as result of this Application should be effective on oral order by the Commission, and Applicant hereby agrees to be bound by the oral order of the Commission.

10. That the names and addresses of interested parties (those 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 will be set forth in Exhibit B and submitted with a certificate of service for the Application within seven days as required by Rule 503.e.

WHEREFORE, Applicant respectfully requests this matter be set for hearing, notice be given as required by law, and that upon such hearing the Commission enter its order:

A. Pooling all interests in the two approximate 564.71-acre horizontal wellbore spacing units established for the Application Lands, for development and operation of the Codell and Niobrara Formation, with the pooling order effective as of the date of the Application.

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 Wells, for production of oil, gas and associated hydrocarbons from the Codell and Niobrara Formations, having been pooled by operation of statute, pursuant to §34-60-116(6) & (7), C.R.S., are made subject to cost recovery and risk penalties provided therein.

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

*{The remainder of this page is intentionally left blank}*

DATED this 30<sup>th</sup> day of August, 2018.

Respectfully submitted,

EXTRACTION OIL & GAS, INC.

By: *Robert A. Willis*  
Robert A. Willis (Colorado Bar #26308)  
Poulson, Odell & Peterson, LLC  
1775 Sherman Street, Suite 1400  
Denver, CO 80203  
(303) 861-4400 (main)  
(303) 264-4418 (direct)  
(303) 995-5120 (cell)

Applicant's Address:  
Extraction Oil & Gas, Inc.  
370 Seventeenth St., Suite 5300  
Denver, CO 80202

VERIFICATION

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

Sean Flanagan, 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.

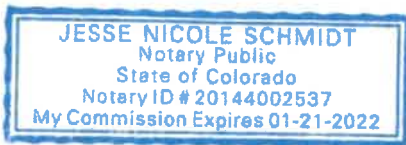
EXTRACTION OIL & GAS, INC.

*Sean Flanagan*  
Sean Flanagan

Subscribed and sworn to before me this 29<sup>th</sup> day of August, 2018, by Sean Flanagan, Landman for Extraction Oil & Gas, Inc.

Witness my hand and official seal.

My commission expires: 1/21/22



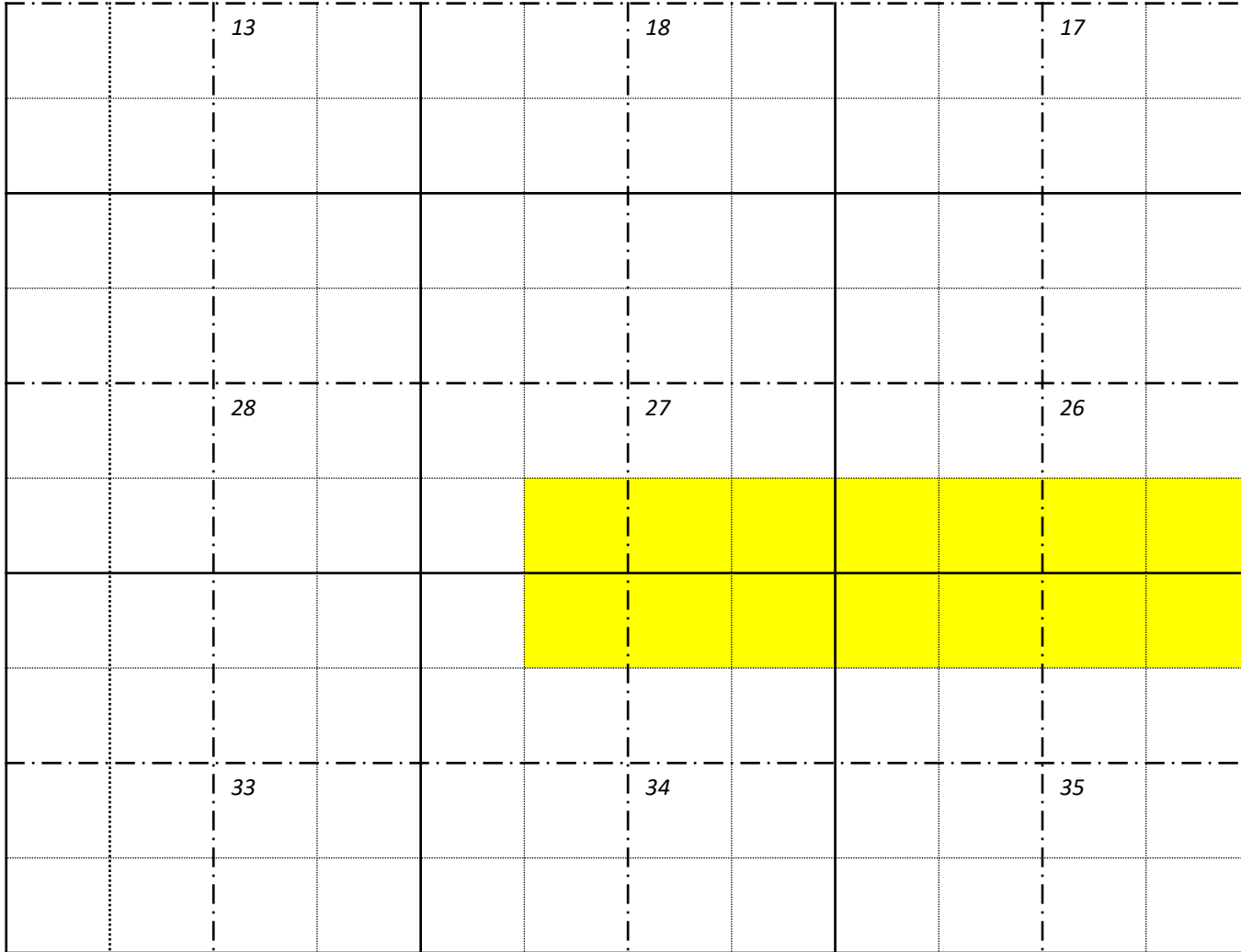
*Jesse Schmidt*  
Notary Public



**Application  
Lands**

Township 7 North, Range 67 West, 6<sup>th</sup> P.M.

Exhibit A  
Application Map




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HORIZONTAL WELLBORE SPACING UNITS )  
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RANGE 67 WEST, 6<sup>TH</sup> P.M., FOR DEVELOPMENT )  
AND OPERATION OF THE CODELL AND )  
NIOBRARA FORMATIONS, AND AUTHORIZING )  
COST RECOVERY AND RISK PENALTIES FROM )  
CERTAIN NONCONSENTING OWNERS FOR )  
CERTAIN WELLS TO BE DRILLED WITHIN THE )  
UNITS, WATTENBERG FIELD, WELD COUNTY, )  
COLORADO )

**CERTIFICATE OF MAILING**

I, Bridget Wittrock, hereby certify that on the 3rd day of May, 2019, I caused a copy of (i) the Application and (ii) the Second Notice of Hearing in the above-referenced Docket Number to be deposited in the U.S. Mail, postage prepaid, addressed to the parties listed on Exhibit B attached hereto.

DATED this 6th day of May, 2019.



\_\_\_\_\_  
Bridget Wittrock  
Poulson, Odell & Peterson, LLC  
1660 Lincoln Street, Suite 1500  
Denver, Colorado 80264

EXHIBIT B

INTERESTED PARTIES

Extraction Oil & Gas, Inc.  
370 17th Street, Suite 5300  
Denver, CO 80202  
181000826

Lois Sturgeon  
2595 Hawthorne Ave.  
Boulder, CO 80304  
181000826

Macondo Fund IV Ltd.  
PO Box 4216  
Midland, TX 79704  
181000826

Kidron, LLC  
36841 County Road 21  
Windsor, CO 80550  
181000826

Regal Petroleum, L.L.C.  
PO Box 3126  
Houston, TX 77253  
181000826

Reardeen Minerals, LLC  
5914 W. Courtyard Dr.  
Austin, TX 78730  
181000826

Betty Bechtholdt  
4644 West 21st St. Circle  
Greeley, CO 80201  
181000826

Clarence David Hergert Trust, orig.  
created 10-3-97, amended 2-12-15  
1424 Avenue B  
Scottsbluff, NE 69361  
181000826

Leonard E. Brunner  
P.O. Box 377323  
Ocean View, HI 96737  
181000826

Reichert Living Trust  
1309 Woodview Place  
Fort Collins, CO 80526  
181000826

John Launer  
10998 County Road 76 1/2  
Windsor, CO 80550  
181000826

Margaret W. Launer  
10998 County Road 76 1/2  
Windsor, CO 80550  
181000826

Mountaintop Minerals, LLC  
455 Sherman St., Ste. 300  
Denver, CO 80203  
181000826

Ryan Michael Zigray  
9778 WCR 80  
Fort Collins, CO 80524  
181000826

Sheldon A. Emerson  
9778 WCR 80  
Fort Collins, CO 80524  
181000826

Weld County, Colorado  
P.O. Box 758  
Greeley, CO 80632  
181000826

Regal Petroleum LLC  
PO Box 2228  
Houston, TX 77252  
181000826

Michael T. McDonnell, Successor  
Trustee of KWL Trust dtd 6-7-91  
5613 DTC Parkway, Suite 1200  
Greenwood Village, CO 80111  
181000826

Norwest Bank Colorado, N.A. & Harold A.  
Norblom, Trustees WJ Coulter Trust #4  
c/o Kelly Owens  
1740 Broadway  
Denver, CO 80274 181000826

AK Resources LLC  
P.O. Box 6975  
Denver, CO 80206  
181000826

Viola Vestal Coulter Foundation  
3004 Viewcrest Dr. N.E.  
Bremerton, WA 98310  
181000826

Joyce G. Temby  
1125 Sunnyhills Rd.  
Oakland, CA 94610  
181000826

West Slope Energy Partners, LLC  
1515 Wynkoop St., Ste. 700  
Denver, CO 80202  
181000826

Ann W. Copenhaver, Trustee of Ann  
W. Copenhaver Trust dtd 9-22-89  
710 S. Greenbay Road  
Lake Forest, IL 60045  
181000826

Jack D. McDowell and Anne L.  
McDowell, joint tenants  
36990 County Road #21  
Windsor, CO 80550 181000826

Gilbert Mineral LLP  
68 Indigo Way  
Castle Rock, CO 80108  
181000826

Thomas P. O'Rourke  
c/o First National Bank of Denver  
1573 Market St.  
Denver, CO 80202 181000826

Laurene B. Brooks Owen  
c/o U.S. Bank, Natural Resources  
P.O. Box 17532  
Denver, CO 80217 181000826

Colorado State Bank and Trust, Trustee of  
Kent/Caroline B. Rickenbaugh Gch Trust  
1600 Broadway  
Denver, CO 80202 181000826

LBGems, LLC  
1955 Mooringline Dr.  
Vero Beach, FL 32963  
181000826

Robert W. Willard  
2706 North College Drive  
Durango, CO 81301  
181000826

Andrew Rohan, individually & as successor-  
in-interest to Estate of Mrs. George C.  
Sweeney aka Winfred Sweeney, deceased  
1132 East Gilbert Ave.  
Coeur d'Alene, ID 83815 181000826

Brian Lute Morton  
821 N. Fox St.  
Denver, CO 80204

Anne Tarbel  
1423 E. 34th St.  
Tulsa, OK 74015  
181000826

David Alan Tarbel  
466 Washington St., Apt. 2W  
New York, NY 10013  
181000826

Elizabeth Tarbel Griffin  
4 Miriam Ct.  
Longview, TX 75605  
181000826

Alma B. Gerbitz f/k/a Alma Brunner  
300 9th St.  
Windsor, CO 80550  
181000826

Susan H. Lake  
9112 Weld County Rd. 78  
Fort Collins, CO 80524  
181000826

William L. Lake  
9112 Weld County Rd. 78  
Fort Collins, CO 80524  
181000826

JoAnne Koehler and E.J. Koehler, Trustees  
of JoAnne Koehler LT, a/k/a the  
JoAnne Koehler Loving® Trust  
610 SW Brook Lane  
Cedaredge, CO 81413 181000826

John Gerhart Brunner a/k/a  
Gerhart John Brunner  
c/o Sherron Brunner  
33847 Siasconset  
Windsor, CO 80550 181000826

Heirs/Devises of Florence M.  
Schmidt, deceased  
4440 Upham  
Wheatridge, CO 80033  
181000826

Michael L. Hedgren  
37301 WCR 21  
Windsor, CO 80550  
181000826

Babit Limited Partnership  
P.O. Box 245, Fish Hatchery Road  
Story, WY 82834  
181000826

Margaret C. Tobin, Trustee of Margaret  
C. Tobin Revocable Trust dtd 3-26-96  
2485 Park St.  
Laramie, WY 82070  
181000826

Mary Jo Schuman  
4013 NE 32nd Pl.  
Portland, OR 97212  
181000826

Arthur A. Schulte, Jr.  
15936 NW Tullamorrie Way  
Portland, OR 97229  
181000826

Brian M. Schulte  
1121 E. 21st  
Casper, WY 82601  
181000826

Frank L. Schulte, Jr.  
10998 Gray Circle  
Westminster, CO 80020  
181000826

Kenneth L. Schulte  
1555 S. Center St.  
Casper, WY 82601  
181000826

Peter J. Schulte  
3737 Eagle Dr.  
Casper, WY 82601  
181000826



Steven Lynn Holt and Mary Schulte Holt,  
Trustees of the Steven Lynn Holt & Mary  
Schulte Holt LT, dated March 8, 2017  
1811 South Walnut  
Casper, WY 82601 181000826

Thomas W. Schulte  
1736 S. McKinley  
Casper, WY 82601  
181000826

Reservoir Energy  
700 Automation Drive, Suite H  
Windsor, CO 80550  
181000826

Mary O. Jones, a/k/a Mary O. Lang  
1414 E. Fremont  
Los Altos, CA 94022  
181000826

Heirs/Devises of Florence  
M. Schmidt, deceased  
4440 Upham  
Wheatridge, CO 80033 181000826