

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 FOUR)	
APPROXIMATE 564.842-ACRE RULE 318A.)	DOCKET NO. <i>To be assigned</i>
HORIZONTAL WELLBORE SPACING UNITS)	
ESTABLISHED FOR CERTAIN LANDS LOCATED IN)	TYPE: Pooling
SECTIONS 34 & 35, TOWNSHIP 7 NORTH, RANGE 67)	
WEST, 6 TH 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 four approximate 564.842-acre Rule 318A. horizontal wellbore spacing units established for certain lands located in Sections 34 and 35, Township 7 North, Range 67 West, 6th 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, 6th P.M.
Section 34: E½ NW¼ and NE¼
Section 35: N½

The Application Lands comprise 564.842 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 four approximate 564.842-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 four 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-15-4N	05-123-40824	Niobrara
Hergert North 35W-15-5N	05-123-40829	Niobrara
Hergert North 35W-15-7C	05-123-40828	Codell
Hergert North 35W-15-8N	05-123-40827	Niobrara

5. Acting pursuant to relevant provisions of §34-60-116(6), C.R.S., Applicant seeks an order pooling all interests in four approximate 564.842-acre Rule 318A. horizontal wellbore spacing units established for the Application Lands, for the 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 four approximate 564.842-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 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 four approximate 564.842-acre horizontal wellbore spacing units established for the Application Lands, for development and operation of the Codell and Niobrara Formations, 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.

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DATED this 30th 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.

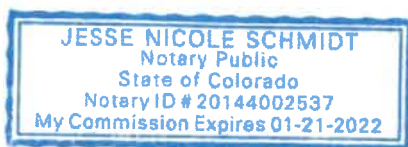
EXTRACTION OIL & GAS, INC.

Sean Flanagan
Sean Flanagan

Subscribed and sworn to before me this 29th 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



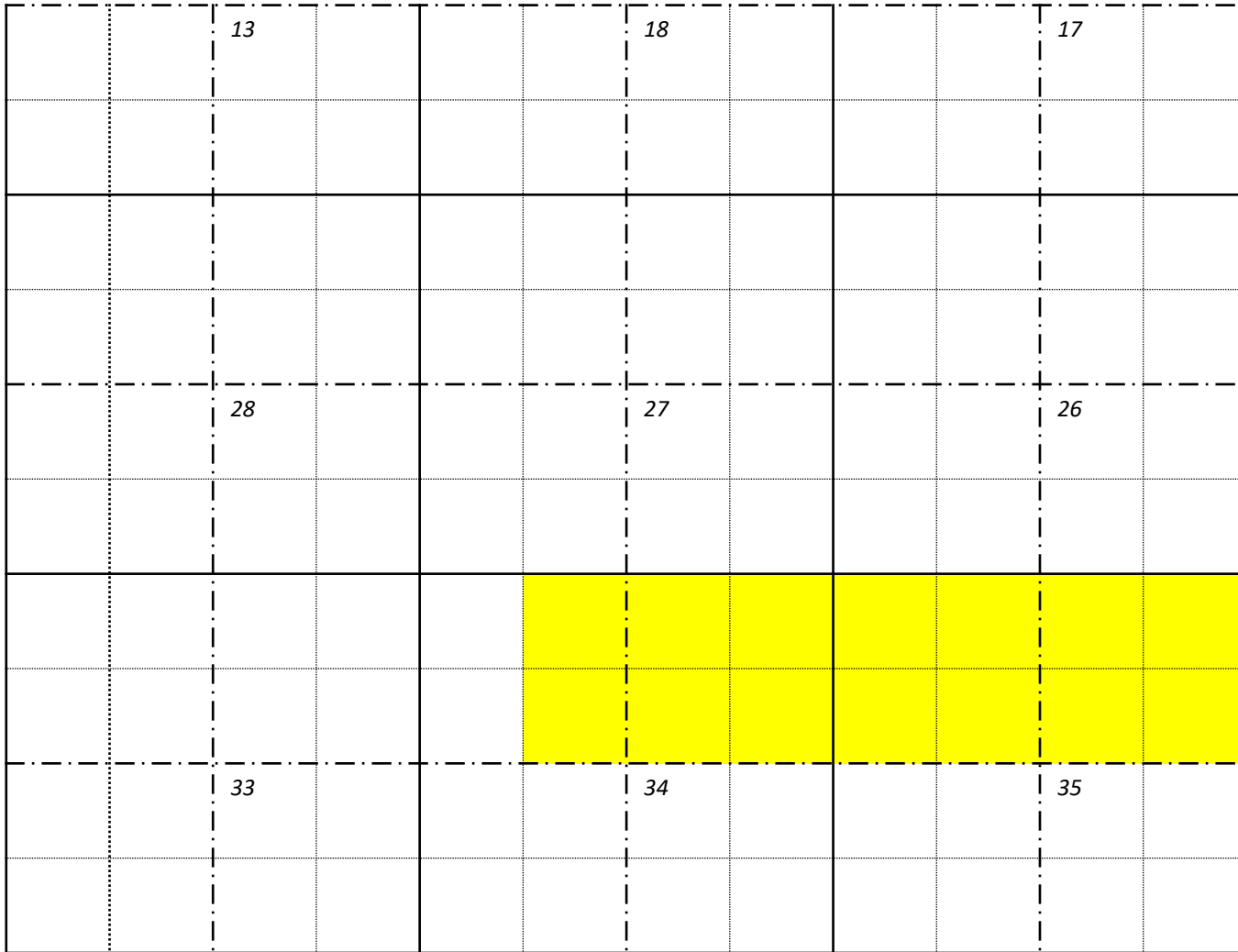
Jesse Schmidt
Notary Public



**Application
Lands**

Township 7 North, Range 67 West, 6th P.M.

Exhibit A
Application Map



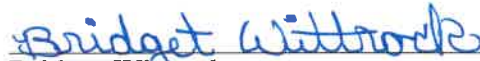
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RECOVERY AND RISK PENALTIES FROM)
CERTAIN NONCONSENTING OWNERS FOR)
CERTAIN WELLS TO BE DRILLED WITHIN THE)
UNITS, WATTENBERG FIELD, WELD COUNTY,)
COLORADO)

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

WRCC, Inc.
P.O. Box 206
Eaton , CO 80615
181000827

Kidron, LLC
36841 County Road 21
Windsor, CO 80550
181000827

Lois Sturgeon
2595 Hawthorne Ave.
Boulder, CO 80304
181000827

Macondo Fund IV Ltd.
PO Box 4216
Midland, TX 79704
181000827

Rearden Minerals, LLC
5914 W. Courtyard Dr.
Austin, TX 78730
181000827

Betty Bechtholdt
4644 West 21st St. Circle
Greeley, CO 80201
181000827

Clarence David Hergert Trust, originally
created October 3, 1997, and amended
in total on February 12, 2015
1424 Avenue B
Scottsbluff, NE 69361 181000827

J. Gale Moody and Valerie A.
Moody, joint tenants
P.O. Box 210
Eaton, CO 80615
181000827

Regal Petroleum, L.L.C.
PO Box 3126
Houston, TX 77253
181000827

Extraction Oil & Gas, Inc.
370 17th Street, Suite 5300
Denver, CO 80202
181000827

Stephen I. Johnson
901 Hagys Ford Road
Narbeth, PA 19072
181000827

Weld County, Colorado
P.O. Box 758
Greeley, CO 80632
181000827

Michael T. McDonnell, Successor
Trustee of the KWL Trust dtd 6-7-91
5613 DTC Parkway, Suite 1200
Greenwood Village, CO 80111
181000827

Gilbert Mineral LLP
68 Indigo Way
Castle Rock, CO 80108
181000827

AK Resources LLC
P.O. Box 6975
Denver, CO 80206
181000827

Norwest Bank Colorado, N.A. & Harold A.
Norblom, Trustees WJ Coulter Trust #4
c/o Kelly Owens
1740 Broadway
Denver, CO 80274 181000827

Viola Vestal Coulter Foundation
3004 Viewcrest Dr. N.E.
Bremerton, WA 98310
181000827

Eleanor I. Johnson
181 Ivy Street
Denver, CO 80220
181000827

Mountaintop Minerals, LLC
455 Sherman St., Ste. 300
Denver, CO 80203
181000827

Ann W. Copenhaver, Trustee of Ann
W. Copenhaver Trust dtd 9-22-89
710 S. Greenbay Road
Lake Forest, IL 60045
181000827

Jack D. McDowell and Anne L.
McDowell, joint tenants
36990 County Road #21
Windsor, CO 80550 181000827

Robert W. Willard
2706 North College Drive
Durango, CO 81301
181000827

Temple Corporation
P.O. Box #28
Kankakee, IL 60901
181000827

Anne Tarbel
1423 E. 34th St.
Tulsa, OK 74015
181000827

David Alan Tarbel
466 Washington St., Apt. 2W
New York, NY 10013
181000827

Elizabeth Tarbel Griffin
4 Miriam Ct.
Longview, TX 75605
181000827

Joyce G. Temby
1125 Sunnyhills Rd.
Oakland, CA 94610
181000827

West Slope Energy Partners, LLC
1515 Wynkoop St., Ste. 700
Denver, CO 80202
181000827

Thomas P. O'Rourke
c/o First National Bank of Denver
1573 Market St.
Denver, CO 80202 181000827

Dale R. Crider and Shelly J. Crider,
joint tenants
300 Immigrant Trail
Severance, CO 80550 181000827

Heirs/Devises of Florence M.
Schmidt, deceased
4440 Upham
Wheatridge, CO 80033 181000827

Colorado State Bank and Trust, Trustee
of Kent/Caroline Rickenbaugh Gch Trust
1600 Broadway
Denver, CO 80202
181000827

Laurene B. Brooks Owen
c/o U.S. Bank, Natural Resources
P.O. Box 17532
Denver, CO 80217 181000827

LBGems, LLC
1955 Mooringline Dr.
Vero Beach, FL 32963
181000827

Andrew Rohan, individ. & as successor-in-
int. to Estate of Mrs. George C. Sweeney
aka Winfred Sweeney, deceased
1132 East Gilbert Ave.
Coeur d'Alene, ID 83815 181000827

Brian Lute Morton
821 N. Fox St.
Denver, CO 80204
181000827

Arthur A. Schulte, Jr. & Ruth E. Schulte,
Trustees of the Arthur A. Schulte, Jr. &
Ruth E. Schulte LT dtd 2-1-10
15936 NW Tullamorie Way
Portland, OR 97229 181000827

Babit Limited Partnership
P.O. Box 245, Fish Hatchery Road
Story, WY 82834
181000827

Margaret C. Tobin, Trustee of the
Margaret C. Tobin RT dtd 3-26-96
2485 Park St.
Laramie, WY 82070
181000827

Mary Jo Schuman Rev. Trust dtd
01-20-05, Leo M Schuman TTEE
4013 NE 32nd Pl.
Portland, OR 97212 181000827

Brian M. Schulte
1121 E. 21st
Casper, WY 82601
181000827

Frank L. Schulte, Jr.
10998 Gray Circle
Westminster, CO 80020
181000827

Kenneth L. Schulte
1555 S. Center St.
Casper, WY 82601
181000827

Peter J. Schulte
3737 Eagle Dr.
Casper, WY 82601
181000827

Steven Lynn Holt & Mary Schulte Holt,
Trustees of Steven Lynn Holt & Mary
Schulte Holt Living Trust, dtd 3-8-17
1811 South Walnut
Casper, WY 82601 181000827

Thomas W. Schulte
1736 S. McKinley
Casper, WY 82601
181000827

MDW2, LLC
700 Automation Drive, Suite H
Windsor, CO 80550
181000827

Henry S. Meschievitz, Jr. & Jessie L.
Meschievitz, joint tenants
36685 Weld County Road 21
Windsor, CO 80550 181000827

Mary O. Jones, a/k/a Mary O. Lang
1414 E. Fremont
Los Altos, CA 94022
181000827

Heirs/Devises of Florence M.
Schmidt, deceased
4440 Upham
Wheatridge, CO 80033 181000827

Randall L. Nicholson and Brenda L.
Nicholson, joint tenants
200 Immigrant Trail
Severance, CO 80546 181000827

Cornerstone Energy, LLC
8952 Gander Vallet Lane
Windsor, CO 80550
181000827

Leonard E. Brunner
P.O. Box 377323
Ocean View, HI 96737
181000827

Reichert Living Trust
1309 Woodview Place
Fort Collins, CO 80526
181000827

Joseph D. Craig and Sandra L.
Craig, joint tenants
202 Immigrant Trail
Severance, CO 80546 181000827

Michael L. Waters and Tracee M.
Bentley, joint tenants
301 Immigrant Trail
Severance, CO 80546 181000827

Heirs/Devises of
Emma Lahnert, dec.
Star Route Box 20
Amherst, CO 80721
181000827

Heirs/Devises of Eva Reider, dec.
738 East 6th Street
Loveland, CO 80537
181000827

Heirs/Devises of Katie Rothe, dec.
1902 27th Avenue
Greeley, CO 80634
181000827

Lea Brunner a/k/a
Lea Brunner Moore
916 Engleman Place
Loveland, CO 80537
181000827

Hampton Royalties, LLC
1855 40th Avenue
Greeley, CO 80634
181000827

Wade R. Hill
8952 Gander Valley Lane
Windsor, CO 80550
181000827

Reservoir Energy
700 Automation Dr., Ste H
Windsor, CO 80550
181000827