

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 FIVE)	
APPROXIMATE 560.13-ACRE RULE 318A. HORIZONTAL)	DOCKET NO. <i>To be assigned</i>
WELLBORE SPACING UNITS ESTABLISHED FOR)	
CERTAIN LANDS LOCATED IN SECTIONS 34 & 35,)	TYPE: Pooling
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 five approximate 560.13-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: SE¹/₄ NW¹/₄, S¹/₂ NE¹/₄, NE¹/₄ SW¹/₄, and N¹/₂ SE¹/₄
Section 35: S¹/₂ N¹/₂ and N¹/₂ S¹/₂

The Application Lands comprise 560.13 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 five approximate 560.13-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 five 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-15-10N	05-123-40832	Niobrara
Hergert North 35W-15-11N	05-123-40822	Niobrara
Hergert South 35W-15-1C	05-123-45900	Codell
Hergert South 35W-15-2N	05-123-45905	Niobrara
Hergert South 35W-15-4N	05-123-45903	Niobrara

5. Acting pursuant to relevant provisions of §34-60-116(6), C.R.S., Applicant seeks an order pooling all interests in the five approximate 560.13-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 the five approximate 560.13-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 five approximate 560.13-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.

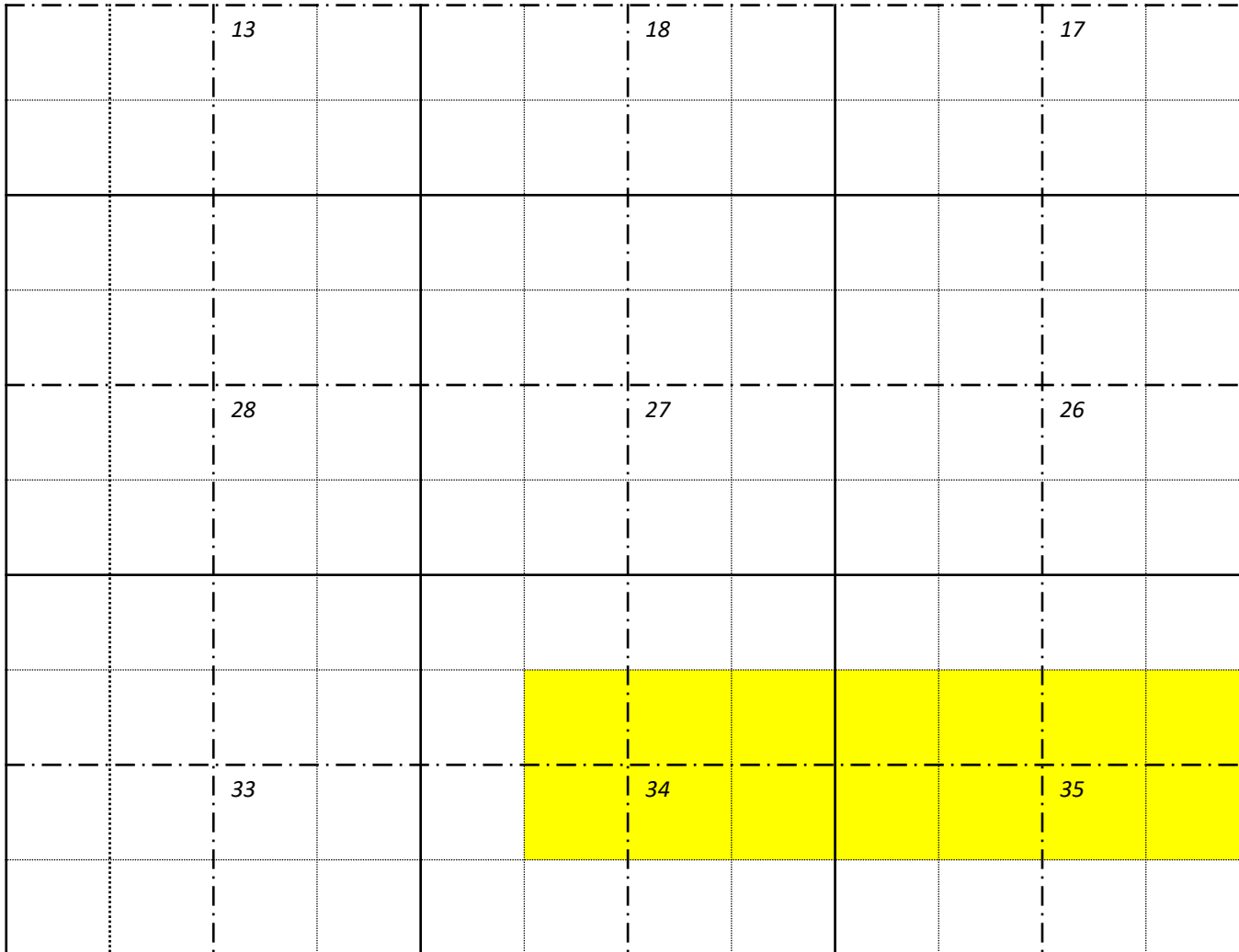
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**Application
Lands**

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

Exhibit A
Application Map



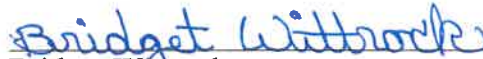
BEFORE THE OIL AND GAS CONSERVATION COMMISSION
OF THE STATE OF COLORADO

IN THE MATTER OF THE APPLICATION OF)
EXTRACTION OIL & GAS, INC., FOR AN ORDER) CAUSE NO. 407
POOLING ALL INTERESTS WITHIN FIVE)
APPROXIMATE 560.13-ACRE RULE 318A.) DOCKET NO. 181000828
HORIZONTAL WELLBORE SPACING UNITS)
ESTABLISHED FOR CERTAIN LANDS LOCATED IN) TYPE: Pooling
SECTIONS 34 & 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 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
181000828

J. Gale Moody and Valerie A.
Moody, joint tenants
P.O. Box 210
Eaton, CO 80615
181000828

Extraction Oil & Gas, Inc.
370 17th Street, Suite 5300
Denver, CO 80202
181000828

Noffsinger Manufacturing Co., Inc.
P.O. Box 1150
Greeley, CO 80632
181000828

Lois Sturgeon
2595 Hawthorne Ave.
Boulder, CO 80304
181000828

Macondo Fund IV Ltd.
PO Box 4216
Midland, TX 79704
181000828

Rearden Minerals, LLC
5914 W. Courtyard Dr.
Austin, TX 78730
181000828

Clarence David Hergert Trust, orig. created
10-3-97, and amended in total on 2-12-15
1424 Avenue B
Scottsbluff, NE 69361
181000828

Thomas G. Francis
P.O. Box 4788
Deerfield Beach, FL 33442
181000828

Kidron, LLC
36841 County Road 21
Windsor, CO 80550
181000828

Betty Bechtholdt
4644 West 21st St. Circle
Greeley, CO 80201
181000828

Barbara A. Whitmore
5872 S. Quatar Circle
Centennial, CO 80015
181000828

Michael G. Galbreath
1323 Harlow Lane #5
Loveland, CO 80537
181000828

G&L Oil 8, LLC
6678 Algonquin Dr.
Johnstown, CO 80534
181000828

Regal Petroleum, L.L.C.
PO Box 3126
Houston, TX 77253
181000828

Hergert Limited Partnership No. 3
4644 West 21st St. Circle
Greeley, CO 80634
181000828

Eleanor I. Johnson
181 Ivy Street
Denver, CO 80220
181000828

Stephen I. Johnson
901 Hagys Ford Road
Narbeth, PA 19072
181000828

Temple Corporation
P.O. Box #28
Kankakee, IL 60901
181000828

Britt R. Newby
6215 Ridgewood
Columbia, MO 65203
181000828

Gregg K. Newby
16202 WCR 15
Platteville, CO 80651
181000828

Lane D. Newby
12260 WCR 5
Longmont, CO 80504
181000828

Neal J. Newby
2511 WCR 26
Longmont, CO 80504
181000828

Von L. Newby
1670 W. Amos Drive
Columbia, MO 65203
181000828

Great Western Railway of
Colorado, L.L.C.
252 Clayton St., 4th Floor
Denver, CO 80206
181000828

AK Resources LLC
P.O. Box 6975
Denver, CO 80206
181000828

Ann W. Copenhaver, Trustee of the
Ann W. Copenhaver Trust dtd 9-22-89
710 S. Greenbay Road
Lake Forest, IL 60045
181000828

Anne Tarbel
1423 E. 34th St.
Tulsa, OK 74015
181000828

Dale R. Crider and Shelly J. Crider,
joint tenants
300 Immigrant Trail
Severance, CO 80550 181000828

Henry S. Meschievitz, Jr. and Jessie
L. Meschievitz, joint tenants
36685 Weld County Road 21
Windsor, CO 80550 181000828

Leonard E. Brunner
P.O. Box 377323
Ocean View, HI 96737
181000828

Town of Severance, Colorado
P.O. Box 339
Severance, CO 80546
181000828

Heirs/Devises of Eva Reider, deceased
738 East 6th Street
Loveland, CO 80537
181000828

Michael T. McDonnell, Successor
Trustee of the KWL Trust dtd 6-7-91
5613 DTC Parkway, Suite 1200
Greenwood Village, CO 80111
181000828

Norwest Bank Colorado, N.A. & Harold A.
Norblom, Trustees WJ Coulter Trust #4
c/o Kelly Owens
1740 Broadway
Denver, CO 80274 181000828

Robert W. Willard
2706 North College Drive
Durango, CO 81301
181000828

David Alan Tarbel
466 Washington St., Apt. 2W
New York, NY 10013
181000828

Heirs/Devises of Florence M.
Schmidt, deceased
4440 Upham
Wheatridge, CO 80033 181000828

Mary O. Jones, a/k/a Mary O. Lang
1414 E. Fremont
Los Altos, CA 94022
181000828

Reichert Living Trust
1309 Woodview Place
Fort Collins, CO 80526
181000828

Michael L. Waters and Tracee M.
Bentley, joint tenants
301 Immigrant Trail
Severance, CO 80546 181000828

Heirs/Devises of Katie Rothe, deceased
1902 27th Avenue
Greeley, CO 80634
181000828

Gilbert Mineral LLP
68 Indigo Way
Castle Rock, CO 80108
181000828

Viola Vestal Coulter Foundation
3004 Viewcrest Dr. N.E.
Bremerton, WA 98310
181000828

Wade D. Blehm
P.O. Box 62
Severance, CO 80546
181000828

Elizabeth Tarbel Griffin
4 Miriam Ct.
Longview, TX 75605
181000828

Grayrock Minerals, LLC
5950 Cedar Springs Rd., Ste 200
Dallas, TX 75235
181000828

Randall L. Nicholson & Brenda L.
Nicholson, joint tenants
200 Immigrant Trail
Severance, CO 80546 181000828

Joseph D. Craig and Sandra L.
Craig, joint tenants
202 Immigrant Trail
Severance, CO 80546 181000828

Heirs/Devises of Emma Lahnert,
deceased
Star Route Box 20
Amherst, CO 80721 181000828

Lea Brunner a/k/a
Lea Brunner Moore
916 Engleman Place
Loveland, CO 80537
181000828

Bayswater Blenheim Holdings, LLC
730 17th St., Suite 610
Denver, CO 80202
181000828

Bayswater Blenheim Holdings II, LLC
730 17th St., Suite 610
Denver, CO 80202
181000828

Bayswater Exploration &
Production, LLC
730 17th St., Suite 610
Denver, CO 80202 181000828

Reservoir Energy
700 Automation Drive, Suite H
Windsor, CO 80550
181000828

Raisa II, LLC
PO BOX 987
Denver, CO 80201
181000828