

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

IN THE MATTER OF THE PROMULGATION ) Cause No. 407  
AND ESTABLISHMENT OF FIELD RULES TO )  
GOVERN OPERATIONS FOR THE NIOBRARA ) Docket No. 181200962  
AND CODELL FORMATIONS, WATTENBERG )  
FIELD, ADAMS COUNTY, COLORADO ) Type: SPACING  
)

NOTICE OF WITHDRAWAL AND SUBSTITUTION OF COUNSEL

NOTICE IS HEREBY GIVEN that, pursuant to C.R.C.P. 121 § 1-11.1(a), attorneys Joseph C. Pierzchala and Geoffrey W. Storm of Welborn Sullivan Meck & Tooley, P.C., hereby withdraw as counsel of record for Applicant Extraction Oil & Gas, Inc. ("Extraction"), and simultaneously, attorney James Parrot of Beatty & Wozniak, P.C., hereby substitutes as counsel for Extraction, replacing Welborn Sullivan Meck & Tooley, P.C. The foregoing counsel and law firms agree to this withdrawal and substitution. Extraction agrees with this withdrawal and substitution.


Counsel requests the Hearing Officer enter the withdrawal and substitution upon receipt of this Notice.

DATED this 4<sup>th</sup> day of December, 2018

By: \_\_\_\_\_

  
Joseph C. Pierzchala  
Geoffrey W. Storm  
Welborn Sullivan Meck & Tooley, P.C.  
1125 17<sup>th</sup> Street, Suite 2200  
Denver, CO 80202  
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(303) 830-2500

By: \_\_\_\_\_

  
James Parrot  
Beatty & Wozniak, P.C.  
216 16th St., Ste. 1100  
Denver, CO 80202  
[iparrot@bwenergyllaw.com](mailto:iparrot@bwenergyllaw.com)  
(303) 407-4458

CERTIFICATE OF SERVICE

I hereby certify that, on December 4, 2018, I caused a copy of NOTICE OF WITHDRAWAL AND SUBSTITUTION OF COUNSEL to be filed and served to the addressed listed below.

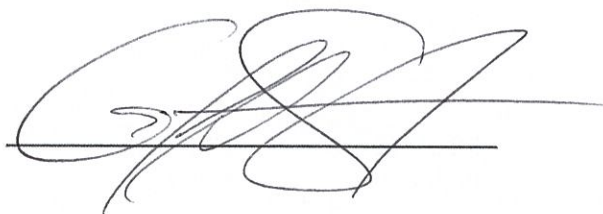
VIA ELECTRONIC MAIL AND COURIER:

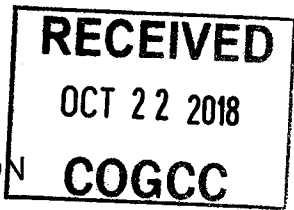
Colorado Oil and Gas Conservation Commission  
ATTN: James Rouse and Julie Spence-Prine  
1120 Lincoln Street, Suite 810  
Denver, CO 80203  
[james.rouse@state.co.us](mailto:james.rouse@state.co.us)  
[julie.prine@state.co.us](mailto:julie.prine@state.co.us)

VIA ELECTRONIC MAIL AND US MAIL:

Michael T. Jewell, Esq.  
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Greenwood Village, CO 80111  
[mjewell@bfwlaw.com](mailto:mjewell@bfwlaw.com)  
[cshephard@bgwlaw.com](mailto:cshephard@bgwlaw.com)  
303.796.2626

*Attorneys for Protestant*

A handwritten signature in black ink, appearing to be the initials 'CJW' or similar, written over a horizontal line.



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 ESTABLISHING AN APPROXIMATE )  
3,120-ACRE DRILLING AND SPACING UNIT )  
AND APPROVING UP TO TWENTY )  
HORIZONTAL WELLS WITHIN THE UNIT WITH )  
WELL LOCATION RULES APPLICABLE TO )  
THE DRILLING OF WELLS AND PRODUCING )  
OF OIL, GAS, AND ASSOCIATED )  
HYDROCARBONS FROM THE NIOBRARA AND )  
CODELL FORMATIONS FOR CERTAIN LANDS )  
IN SECTIONS 13, 14, 15, 16, 21, 22, 23, AND )  
24, TOWNSHIP 1 SOUTH, RANGE 66 WEST, )  
6TH P.M., WATTENBERG FIELD, ADAMS )  
COUNTY, COLORADO. )

Cause No. 407  
Docket No. 181200962  
Type: SPACING

APPLICATION

Extraction Oil & Gas, Inc. (Applicant), Operator No. 10459, by its attorneys, Welborn Sullivan Meck & Tooley, P.C., respectfully submits this Application to the Oil and Gas Conservation Commission of the State of Colorado (Commission) for an order vacating an approximate 960-acre drilling and spacing unit established by Order No. 407-832, and establishing an approximate 3,120-acre drilling and spacing unit, and approving up to twenty (20) horizontal wells within the unit, with well location rules applicable to the drilling of wells and producing of oil, gas and associated hydrocarbons from the Niobrara and Codell Formations. In support of its Application, Applicant states as follows:

1. Applicant owns leasehold interests and/or is an Owner with a right to drill in the following lands (Application Lands):

- Township 1 South, Range 66 West, 6th P.M.
- Section 13: W $\frac{1}{2}$ W $\frac{1}{2}$
- Section 14: All
- Section 15: All
- Section 16: All
- Section 21: N $\frac{1}{2}$
- Section 22: N $\frac{1}{2}$
- Section 23: N $\frac{1}{2}$
- Section 24: W $\frac{1}{2}$ NW $\frac{1}{4}$

A reference map of the Application Lands is attached as Exhibit B hereto.

2. On April 27, 1988, the Commission adopted Rule 318A, the Greater Wattenberg Area Special Well Location, Spacing and Unit Designation Rule, which was amended on August 8, 2011 to, among other things, address the drilling of horizontal wells and requires that a horizontal wellbore spacing unit must include any governmental quarter-quarter section that is located less than 460' from the completed interval of the wellbore lateral. Rule 318A supersedes all prior Commission drilling and spacing orders affecting well location and density requirements of the Greater Wattenberg Area. The Rule does not, however, prohibit the establishment of drilling and spacing units within the Greater Wattenberg Area.

3. On February 19, 1992, amended August 20, 1993, the Commission entered Order No. 407-87, which established 80-acre drilling and spacing units for the production of oil and/or gas from the Niobrara Formation, the Codell Formation, and the Niobrara-Codell Formations underlying certain lands including the Application Lands, with permitted well locations in accordance with the provisions of Order No. 407-1.

4. On November 16, 1992, the Commission entered Order No. 407-125, which established 320-acre drilling and spacing units for vertical wells drilled and completed or recompleted in the Dakota, "J" Sand, Codell, Niobrara, Sussex and Shannon Formations, where the production is commingled or dually completed with the Dakota and "J" Sand Formations underlying a Codell-Niobrara Spaced Area.

5. There are vertical wells within the Application Lands that are subject to vertical spacing orders. Applicant requests that any such vertical wells continue to be governed by Order No. 407-87, 407-125, and/or all other applicable Commission Rules and Orders, and that production continue to be distributed in accordance therewith

6. On July 29, 2013, the Commission entered Order No. 407-832, which established an approximate 960-acre drilling and spacing unit for all of Section 13 and the N½ of Section 24, Township 1 South, Range 66 West, 6th P.M., and approved up to twelve (12) horizontal wells within the unit, for the production of oil, gas, and associated hydrocarbons from the Codell-Niobrara Formation, with the treated interval of the wellbore located no closer than 460 feet from the unit boundaries, and no closer than 150 feet from the treated interval of any other wellbore located within the unit, without exception being granted by the Director.

7. In July, 2018, the Commission approved seven Form 10 Change of Operator Forms for the following wells:

<b>Well Name</b>	<b>API</b>
Rock Family LE 13-3HC	05-001-09806
Rock Family LE 13-4HC	05-001-09807
Rock Family LE 13-29HN	05-001-09808
Rock Family LE 13-021HN	05-001-09809
Rock Family LE 13-3HN	05-001-09810
Rock Family LE 13-28HN-1	05-001-09811
Rock Family LE 13-4HN	05-001-09812

(the "Rock Family" Wells). The Rock Family Wells are proposed to be spaced under Order No. 407-832. Applicant is the Operator of the Rock Family Wells, and intends to withdraw the APDs consistent with this Application.

8. In October, 2018, six Form 2 Applications for Permit-to-Drill were filed for the following wells:

Well Name	Operator
Dilorenzo 01S-66W-5H	VERDAD RESOURCES LLC
Dilorenzo 01S-66W-6H	VERDAD RESOURCES LLC
Dilorenzo 01S-66W-7H	VERDAD RESOURCES LLC
Dilorenzo 01S-66W-8H	VERDAD RESOURCES LLC
Dilorenzo 01S-66W-9H	VERDAD RESOURCES LLC
Dilorenzo 01S-66W-10H	VERDAD RESOURCES LLC
Dilorenzo 01S-66W-5H	VERDAD RESOURCES LLC

(the "Dilorenzo" Wells). The Dilorenzo Wells are proposed to be spaced under Order No. 407-832.

9. No horizontal wells have been drilled on the Application Lands.

10. To promote efficient drainage of the Niobrara and Codell Formations, and to assist in preventing waste, the Commission should vacate an approximate 960-acre drilling and spacing unit established by Order No. 407-832 for all of Section 13 and the N½ of Section 24, Township 1 South, Range 66 West, 6th P.M., and establish an approximate 3,120-acre drilling and spacing unit for the below-described Application Lands, and approve up to twenty (20) horizontal wells within the unit, for production of oil, gas and associated hydrocarbons from the Niobrara and Codell Formations, with the treated interval of each permitted wellbore within the unit no closer than 150 feet from the treated interval of any other wellbore producing from the same common source of supply, and no closer than 460 feet from the unit boundary, without exception being granted by the Director:

- Township 1 South, Range 66 West, 6th P.M.
- Section 13: W½W½
- Section 14: All
- Section 15: All
- Section 16: All
- Section 21: N½
- Section 22: N½
- Section 23: N½
- Section 24: W½NW¼

11. Applicant requests authority to drill up to a total of 14 horizontal wells to the benches of the Niobrara Formation, and 6 horizontal wells to the benches of the Codell Formation. Applicant requests authority to drill only those wells necessary to efficiently and economically

recover the oil, gas, and associated hydrocarbons from the Niobrara and Codell Formations within the Application Lands, thereby protecting correlative rights and preventing against waste.

12. Applicant maintains that the Application will allow for efficient drainage of the Niobrara and Codell Formations, will prevent waste, will protect correlative rights, and will assure a greater ultimate recovery of oil, gas and associated hydrocarbons.

13. The drilling and spacing unit is not smaller than the maximum area that can be drained by the requested number of wells within the unit, and will have no adverse effect on correlative rights of adjacent owners.

14. Applicant states that the wells be drilled from no more than one (1) surface location within the unit and/or at a legal location on adjacent lands, without exception granted by the Director.

15. The names and addresses of the interested parties according to the information and belief of the Applicant are set forth in Exhibit A attached hereto and made a part hereof, and the undersigned certifies that copies of this Application, shall be served on each interested party within seven days after filing of the Application as required by Rules 503.e and 507.b.(1).

WHEREFORE, Applicant respectfully requests that this matter be set for hearing, that notice be given as required by law and that, upon such hearing, this Commission enter its order consistent with Applicant's proposals as set forth above.

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Dated this 17 day of October, 2018.

Respectfully submitted,

WELBORN SULLIVAN MECK & TOOLEY, P.C.

By: 

Joseph C. Pierzchala

Geoffrey W. Storm

Welborn Sullivan Meck & Tooley, P.C.

Attorneys for Applicant

1125 17th Street, Suite 2200

Denver, Colorado 80202

303-830-2500

[jpierzchala@wsmtlaw.com](mailto:jpierzchala@wsmtlaw.com)

[gstorm@wsmtlaw.com](mailto:gstorm@wsmtlaw.com)

Applicant's Address:

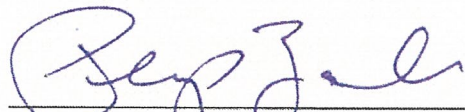
Extraction Oil & Gas, Inc.  
370 17<sup>th</sup> Street, Suite 5300  
Denver, CO 80202  
Attn: Philip Zaranka  
Phone: 720-557-8325

VERIFICATION

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

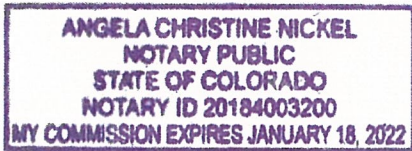
Philip Zaranka, Landman with Extraction Oil & Gas, Inc., upon oath deposes and says that he has read the foregoing Application and that the statements contained therein are true to the best of his knowledge, information and belief.

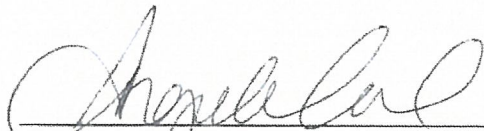
EXTRACTION OIL & GAS, INC.

  
\_\_\_\_\_  
Philip Zaranka, Landman

Subscribed and sworn to before me this 17 day of October, 2018 by Philip Zaranka, Landman for Extraction Oil & Gas, Inc.

Witness my hand and official seal.



  
\_\_\_\_\_  
Notary Public

My Commission Expires: 1/18/2022



**EXHIBIT A**

PARTIES ENTITLED TO NOTICE UNDER RULE 507.c.

**Adams County**

Christine Dougherty  
Adams County  
4430 South Adams County Pkwy,  
Brighton CO 80601

**Brighton Municipality**

Holly Prather  
City of Brighton  
500 South 4th Avenue  
Brighton CO 80601

**Colorado Department of Public Health and Environment**

Attn: Oil and Gas Liaison  
4300 Cherry Creek Drive South  
Denver, CO 80246-1500

**Colorado Parks and Wildlife**

Brandon Marette  
Northeast Region Office  
6060 Broadway  
Denver, CO 80216

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EXHIBIT A CONTINUED ON NEXT PAGE

## EXHIBIT A

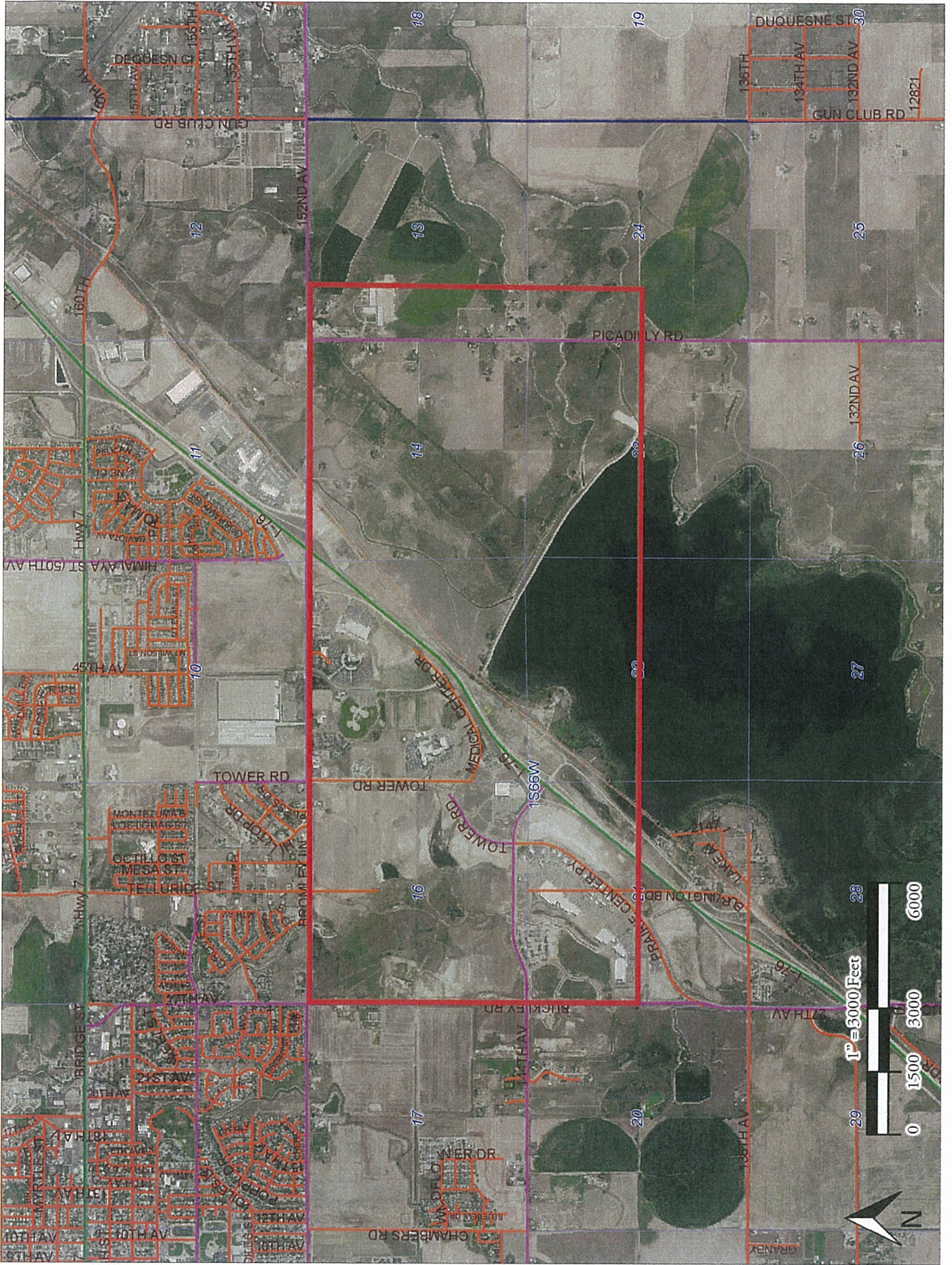
### INTERESTED PARTIES

7 ELEVEN INC  
Adams County Public Facilities Leasing  
Trust 2008 c/o American National Bank  
Allen Gene Heitschmidt Living Trust  
Dated February 18, 2003  
Amanda Lee Cole  
Anadarko Land Corp.  
Ann Gilbert  
Anschutz Exploration Company  
Anschutz Exploration Corporation  
Ashley Marie Gavito  
Barr Lake Estates C/O Samuel Brown  
BNSF Railway aka The Burlington &  
Colorado Railroad Co.  
BNSF Railway Co.  
BNSF Railway Company  
Board of County Commissioners of  
Adams County  
BP Venture Five, LLC-attention Dean  
Pisciotta  
BPK Holdings LLC, C/O Bromley  
Companies LLC  
BRIGHTON COVENANT GROUP LLC  
BURGESS LYNN HURST - PR OF  
BURGESS GORDON CHASE  
Lynn Burgess Revocable Trust dated  
2/16/1993  
Burlington Ditch & Reservoir Company  
Burlington Extension Ditch Co (Appears  
to be NKA Burlington Ditch Reservoir  
and Land Company)  
Carrie Casebolt  
Christopher Pelle  
City of Brighton  
Claudia Lee Smith  
Colorado Department of Transportation  
Colorado Department of Transportation  
C/O Receipts and Deposits  
County of Adams  
Cynthia S. Peterson  
David A. Rock  
David D. Stegmaier  
David James Rock  
Deep Pool Holdings LLC  
Deerfield Properties LLC  
Department of Transportation, State of  
Colorado  
Eddie Vaughn Smith  
Edwin Otto Heitschmidt  
Extraction Oil & Gas  
Farmers Reservoir and Irrigation  
Company  
Gail Stegmaier Arias  
Gail Stegmaier Arias, Trustee, The  
Louisa Stegmaier Trust, George P.  
Taylor  
GKT Brighton Residential Development,  
LLC  
Great Western Oil & Gas  
Grizzly Petroleum Company, LLC  
Halle Properties, LLC  
Harman Management Corporation  
Heir of Ivan Leech: Bruce Ralph Leech  
Heir of Ivan Leech: Karen Kay Leech  
NKA Karen Kay Ivie  
Heir of Ivan Leech: Lonnie Lee Leech  
Heirs of Nellie C. Flitner: LaVerne F.  
Flitner, widow  
Henrylyn Irrigation District  
Herbert E Ware Jr  
Hillin Simon Oil Company  
HL American Oil and Gas LLC  
Horizon Resources  
Horizon Resources II  
Horizon Resources II, LLC  
Horizon Resources III  
IOCL (USA) Inc. (C/O Thompson Knight  
LLP)  
J C PENNEY PROPERTIES INC  
Janet DiLorenzo, Trustee of Janet  
DiLorenzo Living Trust dated  
10/18/1995  
Jessamy Ann Pressler  
Jim Rock

Joesph & Beverly Gonzalez  
Joey D. & Derek V. Smith  
JOHN F ROCK TRUST B, C/O Mary E.  
Rock Trustee  
Jose De Jesus Huizar  
Joseph P. Rock, Jr.  
Juan P. Huizar Santoyo  
Julie Gavito  
Kerr-McGee Oil and Gas Onshore, LP  
KLZ Radio Inc.  
Lea Naccarto  
Lori Ann Bernstein  
Lori Ann Davis  
Lowe's HIW, Inc.  
Luke David Rock  
Mountaintop Minerals LLC  
Oil India (USA) Inc. (C/O Thompson  
Knight LLP)  
Pamela L. & Jean E. Harley  
Peter Feistmann  
Peter J. Rock  
PRAIRIE CENTER METROPOLITAN  
DISTRICT NO 3  
Raisa II, LLC  
Regional Transportation District  
Resource Technology Corporation  
Ricardo D Taylor Trust No 1 dated  
8/24/2001  
Robert G. Resino  
Robert Grant Hurst C/O. Craig Hurst &  
Ann Hurst  
Rock Creek Minerals LLC  
Ronald Brown  
Ronald Damiana  
Ruben Chavez  
S3L Holdings, LLC  
Scott Investments, LLC

Sharon L. Rock  
Silo Oil & Gas Corporation  
Spring Creek Energy Partners LLC  
State of Colorado, acting by and through  
Department of Natural Resources for  
Benefit of the Division of Parks and  
Outdoor Recreation and Board of Parks  
and Outdoor Recreation  
State of Colorado, by and through the  
Department of Natural Resources  
Steven P Yarish and Kelly M Yarish, JT  
Tahoe Ventures Ltd  
Ted Collins Jr.  
Terry Ray & Mary Christine Ruxton  
The Farmers Reservoir and Irrigation  
Company  
The State Highway Commission of  
Colorado  
THF Prairie Center Development LLC  
C/O THF Realty Inc.  
THF Prairie Center Development, LLC  
Thomas M. Rock  
Trisimo Brighton LLC  
Tri-State Generation & Transmission  
Association Inc.  
TRP Minerals LLC  
Verdad Resources LLC  
Vicki Ellen Bernstein  
WEP Operating CO, LLC  
WEP Royalty Holdings, LLC  
WEP Royalty Intermediate, LLC  
Wesley A. Rock  
William Duane Davis  
Willie D. Davis  
Wolf Pen Oil and Gas Company  
Wolf Resources, LLC

Exhibit B - Application Lands



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

IN THE MATTER OF THE APPLICATION OF	)	Cause No. 407
EXTRACTION OIL & GAS, INC. FOR AN	)	
ORDER ESTABLISHING AN APPROXIMATE	)	Docket No. 181200962
3,120-ACRE DRILLING AND SPACING UNIT	)	
AND APPROVING UP TO TWENTY	)	Type: SPACING
HORIZONTAL WELLS WITHIN THE UNIT	)	
WITH WELL LOCATION RULES APPLICABLE	)	
TO THE DRILLING OF WELLS AND	)	
PRODUCING OF OIL, GAS, AND	)	
ASSOCIATED HYDROCARBONS FROM THE	)	
NIOBARRA AND CODELL FORMATIONS	)	
FOR CERTAIN LANDS IN SECTIONS 13, 14,	)	
15, 16, 21, 22, 23, AND 24, TOWNSHIP 1	)	
SOUTH, RANGE 66 WEST, 6TH P.M.,	)	
WATTENBERG FIELD, ADAMS COUNTY,	)	
COLORADO.	)	

AFFIDAVIT OF MAILING

STATE OF COLORADO                   §  
  §  
CITY AND COUNTY OF DENVER       §

I, Geoffrey W. Storm, of lawful age, and being first duly sworn upon my oath, state and declare:

That I am the attorney for Extraction Oil & Gas, Inc. and that on or before October 25, 2018, I 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 to the Application.



Geoffrey W. Storm

Subscribed and sworn to before me October 26, 2018.

Witness my hand and official seal.

MELISSA A. MORMAN  
NOTARY PUBLIC  
STATE OF COLORADO  
NOTARY ID 19894012434  
MY COMMISSION EXPIRES AUGUST 29, 2021

*Melissa A. Morman*  
Notary Public  
My commission expires: 8/29/2021