

**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 AN APPROXIMATE 312.17-ACRE DESIGNATED HORIZONTAL WELLBORE  
SPACING UNIT FOR CERTAIN PORTIONS OF SECTION 29, TOWNSHIP 6 NORTH, RANGE 67 WEST, 6TH P.M.  
FOR THE DEVELOPMENT/OPERATION OF THE CODELL FORMATION, WATTENBERG FIELD, WELD  
COUNTY, COLORADO

CAUSE NO. 407  
DOCKET NO.  
TYPE: POOLING

**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 an approximate 312.17-acre horizontal wellbore spacing unit established for certain portions of Section 29, Township 6 North, Range 67 West, 6th P.M., for the development and operation of the Codell Formation. 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 6 North, Range 67 West, 6th P.M.  
Section 29: S½

Weld County, Colorado

***Wellbore Spacing Unit ("WSU") No. 1***

312.17 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. Applicant designated an approximate 312.17-acre horizontal wellbore spacing unit composed of the Application Lands, for the below-described well, for the production of oil, gas, and associated hydrocarbons from the Codell Formation. Applicant notified all owners in the proposed wellbore spacing unit pursuant to Rule 318A.e.(5). Applicant did not receive objections to the establishment of the proposed horizontal wellbore spacing unit within the 30-day response period:

a. Raindance 29E-10-1C Well (API No. 05-123-36562) - Codell Formation - WSU # 1;

This well is hereinafter referred to as the "Subject Well."

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 No. 1 established for the Application Lands, for the development and operation of the Codell Formation.

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 Well within WSU No. 1.

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 Well, 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 Well.

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 No. 1 established for the Application Lands, for the development and operation of the Codell Formation, 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 Well within WSU No. 1.

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 Well, 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 Well.

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

DATED this 29 day of November, 2018.

Respectfully submitted,

EXTRACTION OIL & GAS INC.

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

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Evan Bekkedahl  
Jobediah J. Rittenhouse  
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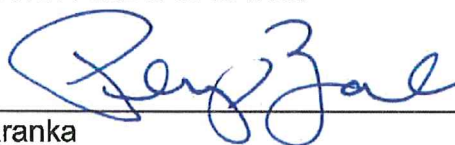
Applicant's Address:  
Extraction Oil & Gas Inc.  
ATTN: Philip Zaranka  
370 17th Street, Suite 5300  
Denver, CO 80202

**VERIFICATION**

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

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

EXTRACTION OIL & GAS INC.




Philip Zaranka

Subscribed and sworn to before me this 29 day of November, 2018, by Philip Zaranka, Landman for Extraction Oil & Gas Inc.

Witness my hand and official seal.

My commission expires:

  
Notary Public

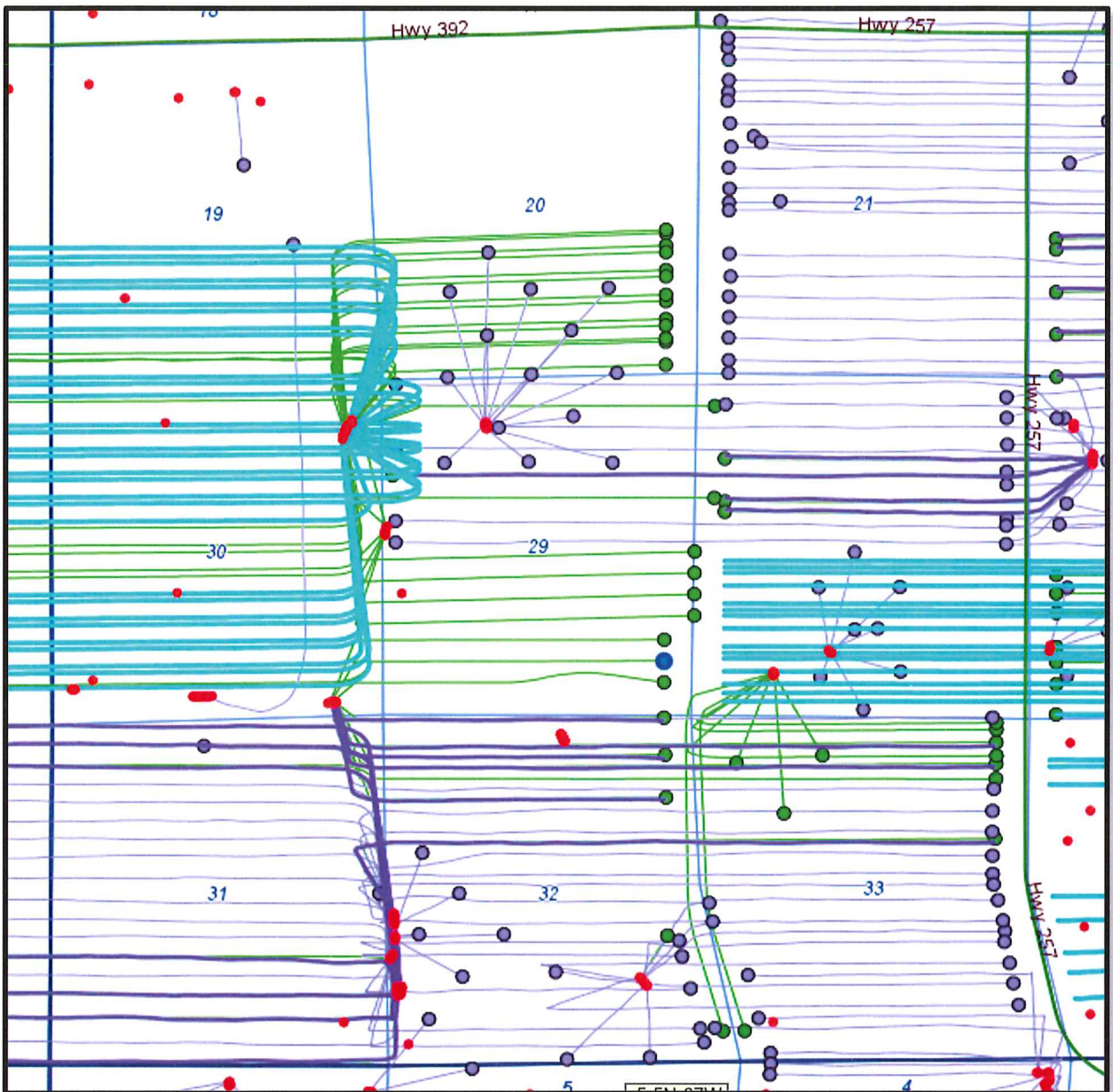
**EXHIBIT A**

Reference Map for Pooling Application

Township 6 North, Range 67 West, 6th P.M.  
Section 29: S½

Weld County

**Wellbore Spacing Unit ("WSU") No. 1**  
312.17 acres, more or less







## 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.

1727 CLEAR CREEK INVESTMENTS, LLC  
7046 RUIDOSO DRIVE  
WINDSOR, CO 80550

AMY E. BERG AND TYLER J. BERG, JOINT TENANTS  
1713 DOLORES RIVER DRIVE  
WINDSOR, CO 80550

BRIAN D. TEDDY AND DEBRA A. TEDDY, JOINT  
TENANTS  
1666 PLATTE RIVER DRIVE  
WINDSOR, CO 80550

CB SIGNATURE HOMES LLC  
1620 CARRIAGE DR.  
EATON, CO 80615

DEBORAH L. DAVIS  
1724 GREEN RIVER DRIVE  
WINDSOR, CO 80550

JEFFREY M. MORRIS AND JENNY L. MORRIS, JOINT  
TENANTS  
1375 GRAHAM ROAD  
MANSFIELD, OH 44903

JOHN KYLE HARRINGTON AND CHARISE M.  
HARRINGTON, JOINT TENANTS  
1020 ARKANSAS RIVER COURT  
WINDSOR, CO 80550

KEITH ALLEN RHEA AND ASHLEE SUE RHEA, JOINT  
TENANTS  
1704 GREEN RIVER DRIVE  
WINDSOR, CO 80550

MARK ADAM MUELLER  
1707 PLATTE RIVER DR.  
WINDSOR, CO 80550

RICHARD J. MOUGIN AND MELANIE A. MOUGIN,  
JOINT TENANTS  
1716 GREEN RIVER DRIVE  
WINDSOR, CO 80550

SAMAD SEYFI  
1741 CRESTONE DR.  
LONGMONT, CO 80504

SUSAN ROGERS  
P.O. BOX 2134  
DANVILLE, CA. 94526

TREVOR SCOTT TIMMONS AND SHANNON PLAYER-  
TIMMONS, JOINT TENANTS  
1714 CLEAR CREEK COURT  
WINDSOR, CO 80550

WILLIAM T. HUMPHREY AND BEVERLY A.  
HUMPHREY, JOINT TENANTS  
1733 CLEAR CREEK CT.  
WINDSOR, CO 80550

GRIZZLY PETROLEUM COMPANY, LLC  
1700 BROADWAY, SUITE 650  
DENVER, CO 80290-1170

SYNERGY RESOURCES CORPORATION  
1625 BROADWAY, SUITE 300  
DENVER, CO 80202

AARON L. LONGACRE AND ANN M. LONGACRE,  
JOINT TENANTS  
1039 ARKANSAS RIVER CT.  
WINDSOR, CO 80550

ANTHONY GENE DIPIETRO AND TARA JEAN  
DIPIETRO, JOINT TENANTS  
1768 DOLORES RIVER DRIVE  
WINDSOR, CO 80550

BRIAN M. HETTINGER AND JENNIFER L.  
HETTINGER, JOINT TENANTS  
1757 CLEAR CREEK CT.  
WINDSOR, CO 80550

DAVID DOHERTY AND SUSAN D. DOHERTY, JOINT  
TENANTS  
1738 CLEAR CREEK COURT  
WINDSOR, CO 80550

GREGORY J. GABLER AND JUDY ANN GABLER,  
JOINT TENANTS  
1799 RED CLOUD ROAD  
LONGMONT, CO 80501

JOHN C. MEHL AND KIERSTEN S. MEHL, JOINT  
TENANTS  
1671 GREEN RIVER DR.  
WINDSOR, CO 80550

JOHN VINCENT BOYLE AND DIANA ROSA VEBARES-  
BOYLE, JOINT TENANTS  
1712 CLEAR CREEK COURT  
WINDSOR, CO 80550

KURT DELEHOY AND JILLIAN DELEHOY, JOINT  
TENANTS  
1720 CLEAR CREEK COURT  
WINDSOR, CO 80550

MICHAEL SHAWN MUNN AND MELANIE CHERIE  
MUNN, JOINT TENANTS  
8283 SPINNAKER BAY DRIVE  
WINDSOR, CO 80550

RODNEY SANGER AND JULIE SANGER, JOINT  
TENANTS  
1751 GREEN RIVER DRIVE  
WINDSOR, CO 80550

SUSAN ROGERS  
1764 GREEN RIVER DRIVE  
WINDSOR, CO 80550

TERENCE L. DOWNING AND KIMBERLY M.  
DOWNING, JOINT TENANTS  
1795 GREEN RIVER DRIVE  
WINDSOR, CO 80550

WILLIAM J. LOVATO AND SAMANTHA D. ADOLF,  
JOINT TENANTS  
1740 PLATTE RIVER COURT  
WINDSOR, CO 80550

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

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

WALTEL MINERALS, LLC  
5801 W. 11TH STREET, SUITE 201  
GREELEY, CO 80634