

**BEFORE THE OIL & GAS CONSERVATION COMMISSION
OF THE STATE OF COLORADO**

IN THE MATTER OF AN APPLICATION BY CAUSE NO. 407
EXTRACTION OIL & GAS INC. FOR AN ORDER DOCKET NO.
POOLING ALL INTERESTS IN TWO APPROXIMATE 640-
ACRE DESIGNATED HORIZONTAL WELLBORE TYPE: POOLING
SPACING UNITS FOR PORTIONS OF SECTIONS 8, 9,
16, AND 17, TOWNSHIP 2 NORTH, RANGE 68 WEST,
6TH P.M., FOR THE DEVELOPMENT/OPERATION OF
THE NIOBRARA AND CODELL FORMATIONS, WELD
COUNTY, COLORADO

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 two approximate 640-acre horizontal wellbore spacing units established for certain portions of Sections 8, 9, 16, and 17, Township 2 North, Range 68 West, 6th P.M., for the development and operation of the Niobrara and Codell Formations. 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 2 North, Range 68 West, 6th P.M.

Section 8: E $\frac{1}{2}$ E $\frac{1}{2}$

Section 9: W $\frac{1}{2}$ W $\frac{1}{2}$

Section 16: W $\frac{1}{2}$ W $\frac{1}{2}$

Section 17: E $\frac{1}{2}$ E $\frac{1}{2}$

Wellbore Spacing Unit ("WSU") Nos. 1 and 2

Approximately 640 acres, more or less, Weld County, Colorado.

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 two approximate 640-acre horizontal wellbore spacing units composed of the Application Lands, for the below-described wells, for the production of oil, gas, and associated hydrocarbons from the Niobrara and Codell Formations. Applicant notified all owners in the proposed wellbore spacing units pursuant to Rule 318A.e.(5). Applicant did not receive objections to the establishment of the proposed horizontal wellbore spacing units within the 30-day response period:

- a. Rinn Valley East 17N-20-01C (API No. 05-123-47317) - Codell - WSU No. 1;
- b. Rinn Valley East 17N-20-02N (API No. 05-123-47316) - Niobrara - WSU No. 2.

The wells are hereinafter referred to as the "Subject Wells."

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 Nos. 1 - 2 established for the Application Lands, for the development and operation of the Niobrara and Codell Formations.

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 Wells within WSU Nos. 1 - 2.

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 Wells, 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 Wells.

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 Rules 507 and 503.

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 Nos. 1 - 2 established for the Application Lands, for the development and operation of the Niobrara and Codell Formations, 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 Wells within WSU Nos. 1 - 2.

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 Wells, 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 Wells.

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

DATED this 10th day of January, 2019.

Respectfully submitted,

EXTRACTION OIL & GAS INC.

By: Jillia Fulcher
Jillian Fulcher
James P. Parrot
Jobediah J. Rittenhouse
Beatty & Wozniak, P.C.
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Denver, Colorado 80202
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jrittenhouse@bwenergylaw.com

Applicant's Address:
Extraction Oil & Gas Inc.,
ATTN: Jason Rayburn
370 17th Street, Suite 5300
Denver, CO 80202

VERIFICATION

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

Jason Rayburn, Staff 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.

Jason Rayburn

Subscribed and sworn to before me this 10 day of January, 2019, by Jason Rayburn, Staff Landman for Extraction Oil & Gas Inc.

Witness my hand and official seal.

My commission expires:



Notary Public

**ANGELA CHRISTINE NICKEL
NOTARY PUBLIC
STATE OF COLORADO
NOTARY ID 20184003200
MY COMMISSION EXPIRES JANUARY 18, 2022**

EXHIBIT A

Reference Map for Pooling Application

Township 2 North, Range 68 West, 6th P.M.

Section 8: E $\frac{1}{2}$ E $\frac{1}{2}$

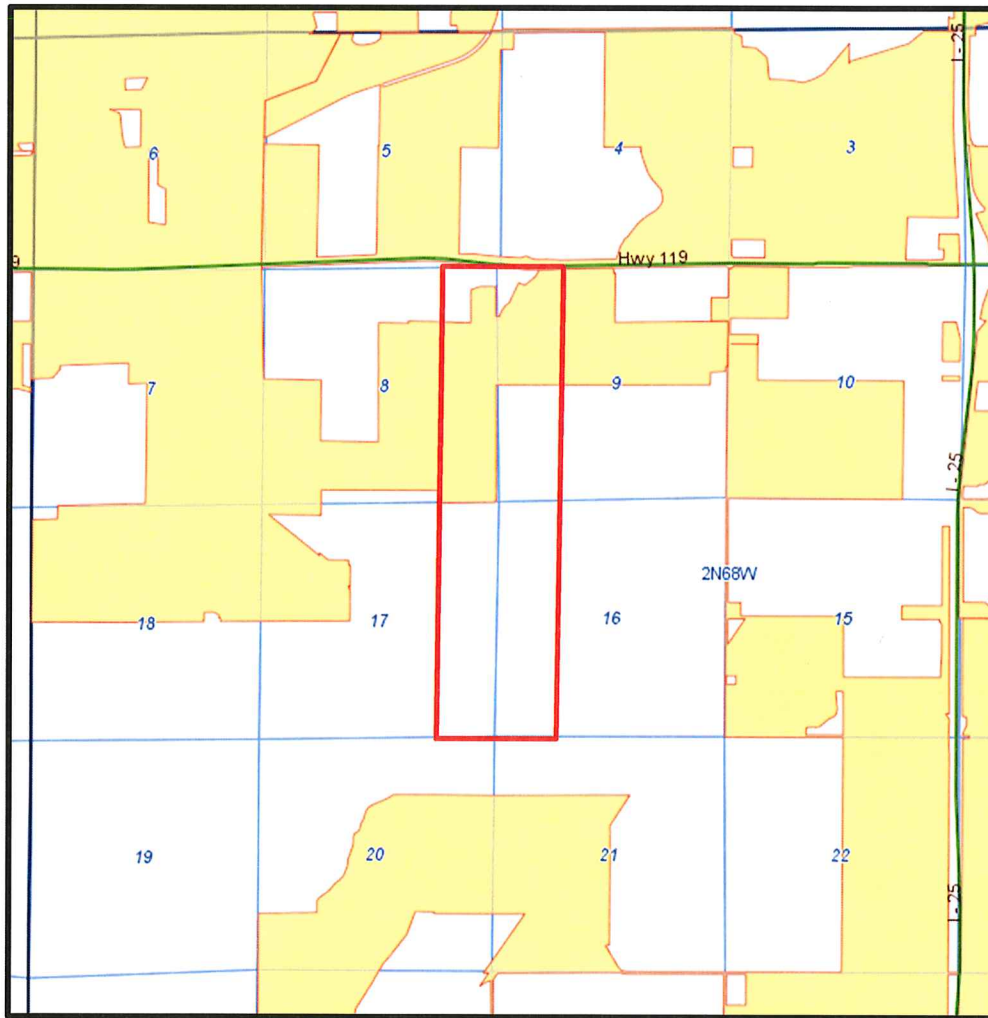
Section 9: W $\frac{1}{2}$ W $\frac{1}{2}$

Section 16: W $\frac{1}{2}$ W $\frac{1}{2}$

Section 17: E $\frac{1}{2}$ E $\frac{1}{2}$

Wellbore Spacing Unit ("WSU") Nos. 1 and 2

Approximately 640 acres, more or less, Weld County, Colorado



= Application Lands


**BEFORE THE OIL & GAS CONSERVATION COMMISSION
OF THE STATE OF COLORADO**

IN THE MATTER OF THE PROMULGATION AND)	CAUSE NO. 407
ESTABLISHMENT OF FIELD RULES TO GOVERN)	
OPERATIONS FOR THE NIOBRARA AND CODELL)	DOCKET NO. 190300214
FORMATIONS, WATTENBERG FIELD, WELD)	
COUNTY, COLORADO)	TYPE: POOLING

CERTIFICATE OF SERVICE

I hereby certify that on or before [date], a true and correct copy of the Application and Notice of Hearing in the above-referenced docket were deposited in the U.S. Mail, postage pre-paid, addressed to the parties in the list attached hereto.

DATED this 4th day of February, 2019



Jo Cooks

LIST OF INTERESTED PARTIES

CRESTONE PEAK RESOURCES
1801 CALIFORNIA STREET, SUITE 2500
DENVER, CO 80202-2638

GGI INVESTMENT, LLC
8758 W PHILLIPS ROAD
BOULDER, CO 80301

BOULDER CREEK ESTATES LLC
8240 CREEK HOLLOW ROAD
BOULDER, CO 80301

DARRAH FAMILY, LLC
809 PANORAMA CIRCLE
LONGMONT, CO 80501

N. RUSSELL STACEY
P. O. BOX 9
HYGIENE, CO 80533

OUTWORLD PROPERTY INVESTMENT, LLC
1649 VISTA VIEW DRIVE
LONGMONT, CO 80504

CAROL & BOYD LLC
1725 VISTA VIEW DRIVE, UNIT 5
LONGMONT, CO 80504

CITY OF LONGMONT
315 KIMBARK STREET
LONGMONT, CO 80501

VISTA VIEW ONE, LLC
3220 SEDONA HILLS DRIVE
LOVELAND, CO 80537

KISHWAUKEE HOLDINGS, LLC
120 22ND AVENUE S. #126
BROOKINGS, SD 57006

KAREN A. WAGNER
9817 BUFFALO STREET
FIRESTONE, CO 80504

THE THOMAS D. REDMOND IRA, FIRST
MAINSTREET BANK, N.A., TRUSTEE
403 MAIN STREET
LONGMONT, CO 80501

PATRICIA L. PRESCOTT, TRUSTEE OF THE
PATRICIA L. PRESCOTT TRUST
9772 SCHLAGEL STREET
LONGMONT, CO 80503

SKYWAY PROPERTY MANAGEMENT, LLC
4208 FLAGSTONE DRIVE
JOHNSTOWN, CO 80534

TS SKYWAY, LLC
1822 SKYWAY DRIVE, UNIT M
LONGMONT, CO 80504

WHITFIELD ENTERPRISES, LLC
11645 W 62ND PLACE
ARVADA, CO 80004

SHARON S. KOENIG
10134 LOOKOUT ROAD
LAFAYETTE, CO 80026

KELLY A. GLYNN
2186 MEADOW VALE ROAD
LONGMONT, CO 80504

PETER F. MODAFFERI AND KAREN J.
MODAFFERI, AS JOINT TENANTS
221 SHERMAN STREET
LONGMONT, CO 80501

TEMPERATURE PROCESSING COMPANY, INC.
10477 WELD COUNTY ROAD 7
LONGMONT, CO 80501

CAROL E. STEFFES
17602 I-25 FRONTAGE ROAD
PLATTEVILLE, CO 80651

KAREN E. HAKONSON
1626 FRANCIS WAY
LONGMONT, CO 80501

ANN JONES
713 BRITANY DRIVE
CHEYENNE, WY 82009

FRIENDS FOR LIFE ANIMAL SANCTUARY C/O
KATHY DUNHAM
143 W. VAUGHN AVENUE
GILBERT, AZ 85233

ARIZONA ANIMAL WELFARE LEAGUE
25 NORTH 40TH STREET
PHOENIX, AZ 85034

JUDITH ANN SCHELL
833 HIGHWAY 52
ERIE, CO 80516

MARTIN MARIETTA MATERIALS, INC.
10170 CHURCH RANCH WAY, SUITE 201
WESTMINSTER, CO 80021

JANINE COX AND THEODORE L. COX, AS
JOINT TENANTS
1767 COUNTY ROAD 20.5
LONGMONT, CO 80501

PIVOTAL NIOBRARA, LP
2021 MCKINNEY AVENUE, SUITE 125
DALLAS, TX 75201

KENNETH J. OLSON
821 BOB BOULEVARD
BRUSH, CO 80723

LAFARGE WEST, INC.
10170 CHURCH RANCH WAY, STE 200
WESTMINSTER, CO 80021

WENTZEL ENERGY PARTNERS, LLC
999 TECH ROW
MADISON HEIGHTS, MI 48071

KENNETH L. AND JUDITH A. SCHELL, AS
JOINT TENANTS
833 HIGHWAY 52
ERIE, CO 80516

ACER, LLC
2210 RIVIERA PLACE
LONGMONT, CO 80501

DALE B. SHERROD
2412 ELMHURST PLACE
LONGMONT, CO 80503

STEPHEN J. WEDDEL
1161 PRINCETON DRIVE
LONGMONT, CO 80503

KORRINGA PROPERTIES, LLC
1725 VISTA VIEW DRIVE #A
LONGMONT, CO 80504

SHELIARAE INVESTMENTS, LLC
1740 SKYWAY DRIVE
LONGMONT, CO 80501

LONGMONT VISTA VIEW REAL ESTATE
2200 RITTENHOUSE STREET, SUITE 175
DE MOINES, IA 50321

MOUNTAIN VIEW FIRE PROTECTION
DISTRICT
3561 NORTH STAGECOACH ROAD
LONGMONT, CO 80504

BILLIE J. VAN ARK
5344 ST. VRAIN ROAD
LONGMONT, CO 80503

PENSCO TRUST COMPANY FBO THOMAS D.
REDMOND IRA
P. O. BOX 173859
DENVER, CO 80217

FOURIE INVESTMENTS, LLC
1341 CARNATION CIRCLE
LONGMONT, CO 80504

MS STRONG, LLC
1615 STARDANCE CIRCLE
LONGMONT, CO 80504

MARK A. TREVITHICK
P. O. BOX 1056
LONGMONT, CO 80502

SUSAN L. BEANE
1822 SKYWAY DRIVE
LONGMONT, CO 80504

GARY T. KOENIG
10134 LOOKOUT ROAD
LAFAYETTE, CO 80026

KEVIN D. GLYNN
2186 MEADOW VALE ROAD
LONGMONT, CO 80504

JAMES L. TUCKER
2046 SUMMITVIEW DRIVE
LONGMONT, CO 80504

JOYCE M. MORDHORST TRUST UTD 8/16/13
1780 RED CLOUD ROAD
LONGMONT, CO 80504

BETTY MAE NIES TRUST C/O BETTY MAE
NIES & KARI ANNE NIES, CO-TRUSTEES
2306 GRAND VIEW TERRACE
ROSAMOND, CA 93560

RAISA II MINERALS, LLC
P. O. BOX 987
DENVER, CO 80201

SUNSHINE ACRES CHILDREN'S HOME
3405 N. HIGLEY ROAD
MESA, AZ 85215

JOHN T. HAKONSON
75117 DRIVE 428
ELWOOD, NE 68937

CHILD CRISIS ARIZONA F/K/A CHILD CRISIS
CENTER - EAST VALLEY, INC.
C/O IRA M. SCHWARTZ

C/O PARKER SCHWARTZ, PLLC
7310 N 16TH STREET, SUITE 330
PHOENIX, AZ 85020

AGGREGATE INDUSTRIES, WCR, INC.
1687 COLE BOULEVARD, SUITE 300
GOLDEN, CO 80401

SYLVIA R. LOVISON
P. O. BOX 1841
LONGMONT, CO 80502

35 ACRE, LLC
P. O. BOX 983
BROOMFIELD, CO 80038

DISTEL FAMILY TRUST C/O WILLIAM L.
DISTEL, TRUSTEE
7741 WELD COUNTY ROAD 24
LONGMONT, CO 80504

ATOMIC CAPITAL MINERALS, LLC
2777 ALLEN PARKWAY, SUITE 1185
HOUSTON, TX 77019

DELAWARE ROYALTY COMPANY, INC. (NPRI
ONLY)
1415 LOUISIANA STREET, STE 3100
HOUSTON, TX 77002