

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

IN THE MATTER OF AN **AMENDED** APPLICATION BY CAUSE NO. 407
EXTRACTION OIL & GAS INC. FOR AN ORDER DOCKET NO. 190300217
POOLING ALL INTERESTS **IN A DRILLING AND**
SPACING UNIT ESTABLISHED THREE APPROXIMATE
1,440-ACRE DESIGNATED HORIZONTAL WELLBORE TYPE: POOLING
SPACING UNITS FOR PORTIONS OF SECTIONS 6, 7,
AND 18, TOWNSHIP 2 NORTH, RANGE 68 WEST, 6TH
P.M., FOR THE DEVELOPMENT/OPERATION OF THE
NIOBRARA AND CODELL FORMATIONS, WELD
COUNTY, COLORADO

AMENDED APPLICATION

Extraction Oil & Gas Inc., Operator No. 10459 ("Extraction" or "Applicant"), by and through its attorneys, Beatty & Wozniak, P.C., respectfully submits this **Amended Application ("Application")** to the Oil and Gas Conservation Commission of the State of Colorado ("Commission") for an order pooling all interests in **three an** approximate 1,440-acre **drilling and spacing unit horizontal wellbore spacing units** established for certain portions of Sections 6, 7, and 18, 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 6: S½
Section 7: All
Section 18: N½; SE¼

Wellbore Spacing Unit ("WSU") Nos. 1-3

Approximately 1,440 acres, more or less, Weld County, Colorado.

These lands are hereinafter collectively referred to as the "Application Lands" and depicted in **Amended Exhibit A**, attached hereto. **The Application Lands lie approximately three miles west of I-25 and approximately two miles south of Highway 66.**

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.

Prior Orders applicable to Application Lands

4. **On May 1, 2017, the Commission entered Order No. 407-1958 which, among other things, established an approximate 1,280-acre drilling and spacing unit (DSU No. 3)¹ covering portions of the Application Lands and authorized the drilling of up to 20 wells for Codell and Niobrara Formations underlying the Application Lands.**

5. **June 11, 2018, the Commission entered Order No. 407-2458 which, among other things, amended Order No. 407-1958 as to DSU No. 3 to include additional lands thereby creating an approximate 1,440-acre drilling and spacing unit.**

6. **Pursuant to and consistent with prior Order Nos. 407-1958 and 407-2458, Applicant plans to drill Applicant designated three approximate 1,440-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 West 18N-25-02C (API No. 05-123-47474) - Codell—**WSU No. 1;**
- b. Rinn Valley West 18N-25-03N (API No. 05-123-47471) - Niobrara—**WSU No. 2;**
- c. Rinn Valley West 18N-25-04N (API No. 05-123-47481) - Niobrara—**WSU No. 3.**

The wells are hereinafter referred to as the “Subject Wells.”

7. 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 – 3 established for** the Application Lands, for the development and operation of the Niobrara and Codell Formations.

8. 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

¹ **Order No. 407-1958, among other things, established multiple drilling and spacing units. For purposes of consistency, Applicant will refer to the subject unit as was defined under the underlying order.**

Wells ~~within WSU Nos. 1–3.~~

9. 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.

10. 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.

11. 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.

12. 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 – 3 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. 1–3.~~

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 of January~~ 1st of February, 2019

Respectfully submitted,

EXTRACTION OIL & GAS INC.

By: 

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James P. Parrot
Jobediah J. Rittenhouse
Beatty & Wozniak, P.C.
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ATTN: Jason Rayburn
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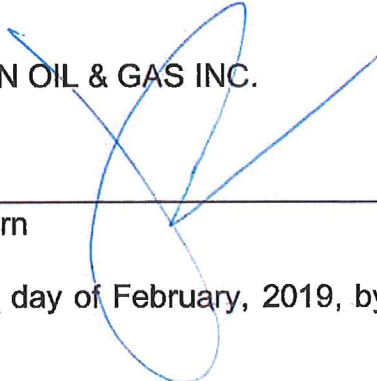
VERIFICATION

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.

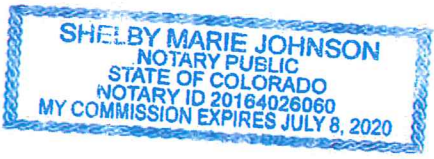
Jason Rayburn




Subscribed and sworn to before me this 1st day of February, 2019, by Jason Rayburn, Staff Landman for Extraction Oil & Gas Inc.

Witness my hand and official seal.

My commission expires: 7/8/2020



Notary Public



AMENDED EXHIBIT A

Reference Map for Pooling Application

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

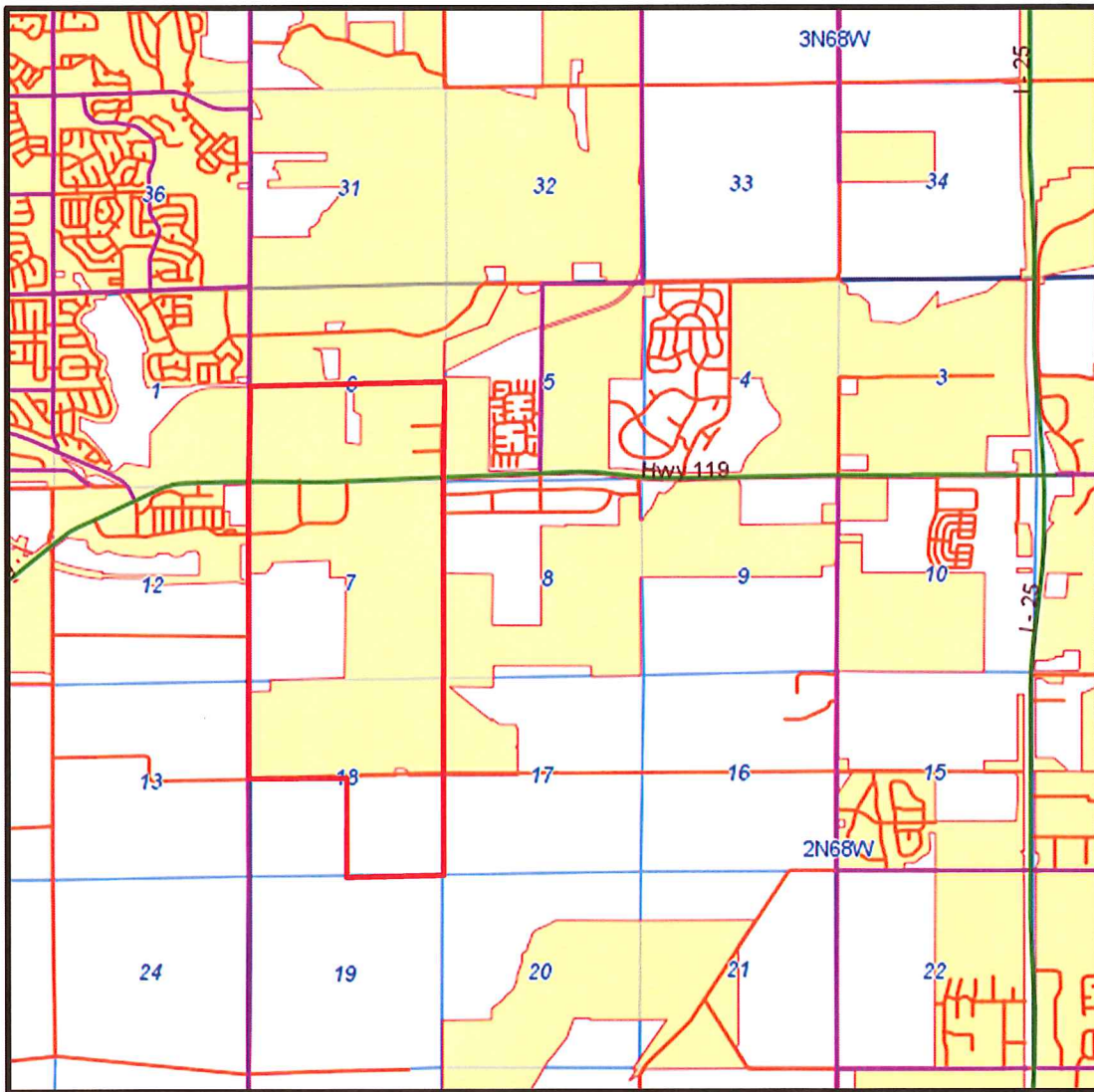
Section 6: S $\frac{1}{2}$

Section 7: All

Section 18: N $\frac{1}{2}$; SE $\frac{1}{4}$

Wellbore Spacing Unit ("WSU") Nos. 1 - 3

Approximately 1,440 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)	CAUSE NO. 407
AND ESTABLISHMENT OF FIELD RULES TO)	
GOVERN OPERATIONS FOR THE NIOBRARA)	DOCKET NO. 190300217
AND CODELL FORMATIONS, WATTENBERG)	
FIELD, WELD COUNTY, COLORADO)	TYPE: POOLING

CERTIFICATE OF SERVICE

I hereby certify that on or before February 4, 2019, 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

Shoreline Energy Holdings, II, Inc.
600, 209 8th Ave SW
Calgary, Alberta, Canada T2P 1B8

Raisa II, LLC
PO Box 987
Denver, CO 80201

John R. Calvin
733 Chavez Rd NW
Albuquerque, NM 87107

Burke Investments
FKA: Lyeth-Burk Partnership, LLP
12385 E Arapahoe Road, Tower II,
Suite 780
Centennial, CO 80111

Marie Vogel
1019 Corey Street
Longmont, CO 80501

Reindeer Mineral Partners, LLC
1320 Lake Street
Ft Worth, TX 76102

Bluebird Energy Partners, LLC
9055 E Mineral Circle Ste 110
Centennial, CO 80112

Jeffrey C. Dove
PO Box 336457
Greeley, CO 82001

Alvena L. Vogel
839 Panorama Circle
Longmont, CO 80501

James J. Vogel
8414 Pine Thistle Lane
Spring, TX 77379

Timothy D. Vogel
104 Shelter Bay Drive
LaConner, WA 98257

Lazy Bird, LLC
159 North Wolcott Suite 40
Casper, WY 82601

Noble Energy, Inc.
1001 Noble Energy Way
Houston, TX 77070

Murray J. Herring
3609 S Wadsworth Ste 340
Lakewood, CO 80235

Rodney K. Herring
3609 S Wadsworth Ste 340
Lakewood, CO 80235

Jeffrey A. Hagen and Margaret M.
Cerame, as Joint Tenants
509 State Highway 119
Longmont, CO 80504

Gregario Robles
1908 Meadowvale Rd
Longmont, CO 80504

Mary K. Dezell
517 Highway 119
Longmont, CO 80504

Saglio Energy LLC
PO Box 1855
Gypsum, CO 81637

City of Longmont
315 Kimbark Street
Longmont, CO 80501

County of Boulder
PO Box 471
Boulder, CO 80306

DJS City Lease, Sherwood Family
Trust
711 S Bowen Street
Longmont, CO 80501

Donald J. Fetters and Nancy L.
Fetters, joint tenants
P. O. Box 192
Ft Lupton, CO 80621

Terri L. Betancourt
500 Highway 119
Longmont, CO 80504

Richard and Lisa Flynn, as Joint
Tenants
9998 County Road 1
Longmont, CO 80504

Mark B. Koenig and Cheryl L. Koenig,
as Joint Tenants
777 Weld County Rd. 20.5
Longmont, CO 80504

Regnier Farms, Inc.
500 WCR 20
Longmont, CO 80504

Gerald L. Moisan (underlying MI also
owned by Gerald L. Moisan)
606 WCR 20.5
Longmont, CO 80504

Lynda J. Moisan (underlying MI
owned by Gerald & Lynda Moisan, as
JTs)
606 WCR 20.5
Longmont, CO 80504

Lynda J. Moisan (underlying MI
owned by Buck & Aryn Scarbrough,
as JTs)
606 WCR 20.5
Longmont, CO 80504

Swan Exploration, LLC
1235 N Loop West, Suite 500
Houston, TX 77008

Pivotal Niobrara LP
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Dallas, TX 75201

Ronald K. Wormus
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Fort Collins, CO 80521

Cynthia K. Vogel
3000 East Via Alcalde
Tuscon, AZ 85718

Estate of Edward Vogel, deceased
1019 Corey Street
Longmont, CO 80501

Estate of Donald L. Graham,
deceased
413 Silverhawk Rd
Sand Point, ID 83864

Carla J. Wilson
2814 Carey Avenue
Cheyenne, WY 82001

Western Colorado Energy, LLC
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Florissant, CO 80816

Estate of Donald H. Vogel, deceased
8414 Pine Thistle Lane
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Reno, NV 89502

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Council Grove, KS 66846

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Lakewood, CO 80235

TOP Operating Company
3609 S Wadsworth Ste 340
Lakewood, CO 80235

Richard H. Bolen Living Trust
2500 East Ken Pratt Blvd
Longmont, CO 80504

Hidalia Robles
1908 Meadowvale Rd
Longmont, CO 80504

745 Highway 119, LLC
6400 West Coal Mine Ave
Littleton, CO 80123

Transportation (CDOT)
2829 Howard Place 4th Floor
Denver, CO 80204

CTEF I Minerals LLC (term MI)
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Denver, CO 80202

Union Reservoir Company
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Greeley, CO 80632

R. Scott Nix and Sharon K. Nix, joint
tenants
P. O. Box 2232
Longmont, CO 80502

Gary G. Peschel and Mhari M.
Peschel, joint tenants
10220 CR #1
Longmont, CO 80504

Incline Minerals, LLC
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Dallas, TX 75205

Jimmy D. Trembath and Demares J.
Trembath, as Joint Tenants
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Erie, CO 80516

Robert Rau, Jr. & Cathy Bryarly, as
Joint Tenants
754 WCR 20.5
Longmont, CO 80504

Gerald L. Moisan (underlying MI
owned by Gerald & Lynda Moisan, as
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Longmont, CO 80504

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Lynda J. Moisan (underlying MI
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606 WCR 20.5
Longmont, CO 80504