

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

IN THE MATTER OF AN AMENDED)	CAUSE NO. 407
APPLICATION OF EXTRACTION OIL &)	
GAS, INC. FOR AN ORDER POOLING ALL)	DOCKET NO. 190300234
INTERESTS IN THE NIOBRARA AND)	
CODELL FORMATIONS IN FOUR)	TYPE: POOLING
APPROXIMATE 320-ACRE RULE 318A)	
DESIGNATED HORIZONTAL WELLBORE)	
SPACING UNITS AND THREE)	
APPROXIMATE 160-ACRE RULE 318A)	
DESIGNATED HORIZONTAL WELLBORE)	
SPACING UNITS COVERING CERTAIN)	
LANDS IN SECTION 1, TOWNSHIP 4)	
NORTH, RANGE 68 WEST, 6TH P.M.,)	
WATTENBERG FIELD, WELD COUNTY,)	
COLORADO)	

AMENDED APPLICATION

Extraction Oil & Gas, Inc. ("Extraction" or "Applicant"), Operator No. 10459, by its attorneys, Welborn Sullivan Meck & Tooley, P.C., respectfully submits this **Amended** Application to the Oil and Gas Conservation Commission of the State of Colorado ("Commission" or "COGCC") for an order pooling all interests in four approximate 320-acre horizontal wellbore spacing units and three approximate 160-acre horizontal wellbore spacing units for certain lands in Section 1, Township 4 North, Range 68 West, 6th P.M., for the development and operation of the Niobrara and Codell Formations. In support thereof, Applicant states:

1. Applicant is a Delaware corporation duly authorized to conduct business in the State of Colorado and is a registered operator in good standing with the Commission.

2. Extraction owns oil and gas leasehold interests in the following lands ("Application Lands") and therefore is an owner of an interest in the mineral estate of the tracts to be pooled with standing to maintain this **Amended** Application pursuant to Commission Rule 503.b.(2):

Wellbore Spacing Unit ("WSU") No. 1 & 2
Township 4 North, Range 68 West, 6th P.M.
Section 1: S $\frac{1}{2}$ N $\frac{1}{2}$, N $\frac{1}{2}$ S $\frac{1}{2}$

WSU No. 3

Township 4 North, Range 68 West, 6th P.M.

Section 1: N½S½

WSU No. 4 & 5

Township 4 North, Range 68 West, 6th P.M.

Section 1: S½

WSU No. 6 & 7

Township 4 North, Range 68 West, 6th P.M.

Section 1: S½S½

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

3. On April 27, 1988, the Commission adopted Rule 318A, the Greater Wattenberg Area Special Well Location, Spacing and Unit Designation Rule. Rule 318A.a.(4)D. provides, in relevant part, that where a drilling and spacing unit does not exist for a horizontal well, the horizontal wellbore spacing unit shall be comprised of the governmental quarter-quarter sections in which the wellbore lateral penetrates the productive formation as well as any governmental quarter-quarter sections that are located less than four hundred sixty (460) feet from the portion of the wellbore lateral that penetrates the productive zone regardless of section or quarter section lines. Rule 318A.a.(4)D. further provides that a horizontal wellbore spacing unit may overlap portions of another horizontal wellbore spacing unit or other wellbore spacing unit designated in accordance with subsection a.(4)C.

4. Applicant has drilled, or intends to drill, the following wells in the Application Lands in 4Q 2018-1Q 2019, each of which is located in a separate Wellbore Spacing Unit ("WSU") established pursuant to Rule 318A:

(a) **WSU No. 1 & 2:** Cito Trust 1E-10-1N Well (API 05-123-43583), Niobrara Formation, & Cito Trust 1E-10-2N Well (API 05-123-45384), Niobrara Formation;

(b) **WSU No. 3:** Cito Trust 1E-10-3C Well (API 05-123-43586), Codell Formation;

(c) **WSU No. 4 & 5:** Cito Trust 1E-10-4N Well (API 05-123-43585), Niobrara Formation, & Cito Trust 1E-10-5N Well (API 05-123-43581), Niobrara Formation;

(d) **WSU No. 6:** Cito Trust 1E-10-6C Well (API 05-123-43588), Codell Formation;

(e) **WSU No. 7:** Cito Trust 1E-10-7N Well (API 05-123-43580), Niobrara Formation;

(collectively, the "Wells").

5. Pursuant to the relevant provisions of Section 34-60-116(6) & (7), C.R.S., as **Amended**, and Commission Rule 530, Applicant seeks an order pooling all interests in the Application Lands for the development and operation of the Niobrara Formation in WSU No. 1, 2, 4, 5, & 7, and the Codell Formation in WSU No. 3 and 6.

6. Applicant certifies that, at least **ninety sixty (90 60)** days prior to the date of the hearing for this Application, each owner which Applicant was able to locate, not already leased or voluntarily pooled, was provided with the well proposal and information required by Section 34-60-116(7), C.R.S. and Commission Rule 530 and tendered a reasonable offer to lease (if an unleased mineral owner), or participate and bear costs associated with the drilling and completion of the Wells. Applicant further certifies that the well proposal and lease offer to unleased mineral owners included the COGCC pooling brochure as required by Section 34-60-116(7)(d)(I), C.R.S.

7. Applicant requests that a pooling order be entered as a result of this **Amended** Application, that it be made effective as of the earlier of the date of this **the original** Application, or the date costs specified in Section 34-60-116(7)(b), C.R.S., are first incurred for the drilling of each of the Wells and that it specify that a nonconsenting owner is immune from liability for costs arising from spills, releases, damage, or injury resulting from oil and gas operations on the drilling unit.

8. The granting of this **Amended** Application would be in accord with the Oil and Gas Conservation Act, found at Section 34-60-101, *et seq.*, C.R.S., as **Amended**, and the Commission Rules.

9. The names and addresses of the interested parties (persons who own an interest in the mineral estate of the tracts to be pooled, except owners of overriding royalty interest) are attached hereto and marked Exhibit A. Applicant certifies that copies of this **Amended** Application will be served on all locatable interested parties as required by Commission Rule 507.a.(2), and that at least **ninety sixty (90 60)** days prior to the date of the hearing for this **Amended** Application, each owner not already leased or voluntarily pooled will be offered the opportunity to lease, or to participate in the drilling of the Wells, and will be provided with the information required by Section 34-60-116(7), C.R.S. and Commission Rule 530.

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:

A. Pooling all interests in the Application Lands for the development and operation of the Niobrara Formation in WSU No. 1, 2, 4, 5, & 7;

B. Pooling all interests in the Application Lands for the development and operation of the Codell Formation in WSU No. 3 and 6;

C. Providing that the pooling order is made effective as of the **original** date of ~~this~~ **the** Application, or the date that the costs specified in Section 34-60-116(7)(b)(II), C.R.S., are first incurred for the drilling of the following wells within the unit:

(a) **WSU No. 1 & 2:** Cito Trust 1E-10-1N Well (API 05-123-43583), Niobrara Formation, & Cito Trust 1E-10-2N Well (API 05-123-~~43584~~ **43584**), Niobrara Formation;

(b) **WSU No. 3:** Cito Trust 1E-10-3C Well (API 05-123-43586), Codell Formation;

(c) **WSU No. 4 & 5:** Cito Trust 1E-10-4N Well (API 05-123-43585), Niobrara Formation, & Cito Trust 1E-10-5N Well (API 05-123-43581), Niobrara Formation;

(d) **WSU No. 6:** Cito Trust 1E-10-6C Well (API 05-123-43588), Codell Formation;

(e) **WSU No. 7:** Cito Trust 1E-10-7N Well (API 05-123-43580), Niobrara Formation;

C. 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, are pooled and deemed nonconsent by operation of statute, pursuant to Section 34-60-116(7), C.R.S., and made subject to the cost recovery provisions thereof; and

D. Providing that any nonconsenting owners within the WSUs are immune from liability for costs arising from spills, releases, damage, or injury resulting from oil and gas operations on the unit.

E. For such other findings and orders as the Commission may deem proper or advisable in the Application Lands


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Dated this 31st day of January, 2019

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, CO 80202
303.830.2500
jpierzchala@wsmtlaw.com
gstorm@wsmtlaw.com

Applicant's Address:


370 17th Street, Suite 5300
Denver, Colorado 80202
Attn: Annie Pierini
Phone: 720.974.7747

VERIFICATION

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

Annie Pierini, Landman with 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.

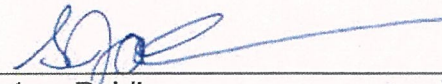


Annie Pierini, Landman

Subscribed and sworn to before me this 31st day of January, 2019 by Annie Pierini, Landman for Extraction Oil & Gas, Inc.

Witness my hand and official seal.





Notary Public
My Commission Expires: 7/8/2020

EXHIBIT A

INTERESTED PARTIES

D&B Cito Trust, dated September 17, 2002,
Donald A. Cito and Bonnie B. Cito, Trustees
Atomic Capital Minerals, LLC
Anna Belle Lenore Cook, aka Annabell Lenore
Cook
Barbara K. Sloan
Melvin T. Bickling
Ronald S. Sloan and Joane Sloan, joint tenants
Massey Farms, LLLP
Ruth Eberhart Goins
Frances Eberhart Goins
Bernice Eberhart Lehane
Sharon Loaiza
Christy DeSiato
Karen Ray
Susan Sloan
Mark Sloan
Ronald S. Sloan
Joane Sloan
Terrence D. Campbell and Melissa A. Campbell,
joint tenants
Adam Troy Hunt and Leslie Ranae Hunt, joint
tenants
Jason M. Mekelburg and Shelly D. Mekelburg,
joint tenants
Kory D. Cunningham and Jessica Cunningham,
joint tenants
Johnathan Loye Doty
Joseph C. Napolitano and Patricia Napolitano,
joint tenants
Scott N. Doucette and Elizabeth A. Doucette,
joint tenants
Timothy L. Henker and Christina K. Henker, joint
tenants
Bo Bowman and Michaela C. Bowman, joint
tenants
Debra A. Heyart and Mark C. Heyart, joint
tenants
The Francis-Lucas Living Trust
Kevin M. Bugbee and Lisa M. Bugbee, joint
tenants
Jason A. Arnold and Julie A. Arnold, joint
tenants
Jackie E. Ikenouye
Garry C. Kitchens and Helen M. Kitchens, joint
tenants
Constance A. Tieszen
Areena Simonetti and Peter Simonetti, joint
tenants
Monique R. Graham and Brian J. Graham, joint
tenants

Cynthia K. South and Jack R. South, joint
tenants
Jason Roth and Tara Lee Roth, joint tenants
Erik Hendrix
Ambrocio Corona and Martha Suarez, joint
tenants
Pamela Thomas
Barbara S. Kurzenauser
Tommy Trujillo and Mary L. Antone-Trujillo, joint
tenants
August C. Hollema and Margaret Jean Hollema,
joint tenants
Scott K. Kenyon and Kelly J. Kenyon, joint
tenants
Jeness L. Eldridge and Natasha A. Eldridge,
joint tenants
Breven P. Williams and Crystal A. Williams, joint
tenants
Patrick F. Ferguson and Rhonda M. Ferguson,
joint tenants
Dillion G. Reimer
Katelyn M. Reimer
Mark Petrovich and Raelynn Petrovich, joint
tenants
Tracie Rodriguez (Tart)
F. Kelly Johnson, a married man dealing in his
sole and separate property
Avishek KC and Lori Y. KC, joint tenants
Craig T. Perciante and Valerie E. Perciante, joint
tenants
Lance E. B. Meiners and Julee K. Meiners, joint
tenants
Robert L. Horvath and Candice M. Horvath, as
Trustees for The Horvath Family Trust, dated
January 14, 2013
Kimberly H. Yordt
Michael L. Watson
Karen L. Michelson and Harvey Michelson, joint
tenants
David Hargadin and Cheri Hargadin, joint
tenants
Lisa A. Fitzpatrick
Bradley S. Hutchings
David W. Ramby and Vickile Ramby, joint
tenants
David N. Billings
Howard L. Eurich and Susan R. Eurich, joint
tenants
Quincy Jones and Samantha Hogness, n/k/a
Samantha Jones, joint tenants
Danielle Valenti

Roger A. Howell and Christine E. Harper, joint tenants
Mark A. Rioux and Elena A. Rioux, joint tenants
Rudy W. Clements and Lyndsey R. Clements, joint tenants
Family Trust of Norman W. Schmooch and Rosemary E. Schmooch
Bradley Mathew Otto
Brian S. Morris
Debra Ksiazkiewicz and Wayne R. Ksiazkiewicz, joint tenants
David W. Van Dorin and Megan J. Van Dorin, joint tenants
Versal H. Batesel and Brenda S. Batesel, joint tenants
Jerry D. Black and Jodi A. Black, joint tenants
Krystal K. Dilka
Terry E. Wood and Linda L. Wood, joint tenants
Randi N. Yochim and Aaron M. Yochim, joint tenants
Robert P. Woodbrey
Linda L. Woodbrey
Bret W. Russell and Julie L. Russell, joint tenants
Cody R. Bennett and Carrie D. Bennett, joint tenants
Terrance A. Sullivan and Sandra L. Sullivan, joint tenants
Adrian R. Hampson and Ashlie Hampson, joint tenants
Joe Z. Coulter, a single man
Brock Little and Elizabeth Little, joint tenants
Boyd M. Penney and Nicole R. Anderson, joint tenants
Evan P. Snyder and Karlene M. Snyder, joint tenants
Joseph A. Lloyd and Analiza L. Lloyd, joint tenants
Sebastian S. Augustino and Brenda L. Augustino, joint tenants
Mark B. Peterson and Monica B. Peterson, joint tenants
Kyle Matthew Clark
Jeffrey D. Gunter and Amy C. Gunter, joint tenants
Larry J. Walker and Amy L. Walker, joint tenants
Laura L. Ramer
Floyd Gear Harwell and Hannah M. Harwell, joint tenants
Paul Baca, Jr.
Shirley Mae Conn
Rudolph Glick and Carol Ann Glick, joint tenants
Daniel P. Johnson and Monica Lee Johnson, joint tenants
Eric Dreher and Tiffany Dreher, joint tenants

Charles Bates and Jennifer Hansen-Bates, joint tenants
Dennis L. Ebarb and Sharon L. Ebarb, joint tenants
Jeffrey W. Cothron and Colleen M. Cothron, joint tenants
David Cook and Nancy Wilkinson, joint tenants
Athith Chammatira
Kenneth R. Torbeck
Kristine E. Krizek and Michael R. Krizek, joint tenants
Angelica R. Mazur
Jesse S. Olson and Casey L. Olson, joint tenants
Daren B. Book and Gina L. Book, joint tenants
Robert M. McNabb and Barbara L. McNabb, joint tenants
Catherine M. Johnson
Joel A. Wright
Alexander S. Moore
David Allen VanBibber
Lynne Laura King
Stephen Scott Rice
Seth Thomas Rice
Robert Lopez and Kelli Lopez, joint tenants
Michael S. Beam and Jennifer L. Beam, joint tenants
Ruben Fragoso Jr. and Xochitl Fragoso, joint tenants
Ryan S. Murphy and Amy L. Murphy, joint tenants
Todd E. Alexander and Kimberlee D. Alexander, joint tenants
Kevin F. Smith and Bonnie J. Smith, joint tenants
Charles M. Sheppard III and Cecilia Garcia, joint tenants
Chad Myers and Laurie A. Myers, joint tenants
Darinda G. Rupp Revocable Trust
Mario Montano and Melissa J. Montano, joint tenants
Cheryl K. Bright
Philip T. Coppola and Patricia Coppola, joint tenants
Peter C. Harnack and Michele L. Harnack, joint tenants
Steve R. Neave and Stacie A. Neave, joint tenants
Shane W. Brown and Christy Brown, joint tenants
Craig Houtz and Jana Houtz, joint tenants
Don G. Burris and Janice E. Burris, joint tenants
William V. Woodward
Ronald E. Crouch and Terri Crouch, joint tenants

Shane L. Hendrixson and Deborah M. Hendrixson, joint tenants
Colleen Blumenshine
Karen R. Bernard and Kirk A. Bernard, joint tenants
Christopher J. Renn and Jacque L. Renn, joint tenants
Richard K. Haynes and Leanne Haynes, joint tenants
Carlson Farms Homeowners Association Inc.
Extraction Oil & Gas, Inc.
Town of Johnstown, Colorado
Kerr-McGee Oil & Gas Onshore LP
Matador Inc.
Barbara B. Kowalski, Trustee of the Barbara B. Kowalski Trust UTD January 25, 1990
Wolfhawk Energy Holdings, LLC
Land Energy, Inc.
Jordance Energy, Inc.
Noble Energy, Inc.
Mary Ann Abrams, sole surviving Trustee of the Osmund B. Abrams Living Trust dated October 21, 1993
Darrell R. Blackwell and Stephanie D. Blackwell, joint tenants
Kenneth M. Hobbs
Sarah L. Hobbs
Matthew B. Whitley
Lan Thi Ngoc DO
Margaret I. Carr-Wind and Rikard A. Wind, joint tenants
Kimberley L. Potter
Cheryl A. Olson and Bradley S. Olson, joint tenants
Wendy R. Kostka
Douglas R. Keeler
Keith B. Washington
Rodolfo A. Reyes and Stephanie M. Reyes, joint tenants
Hong Zhao and Le Zhao, Trustees othe Hong Zhao and Le Zhou Revocable Trust Agreement dated July 17, 2008
Joshua R. Smith and Ashley N. Smith, joint tenants
Jason Rogers and Mandi Rogers, joint tenants
Rose Mary Valdes
Adam M. Lowry and Leslie M. Lowry, joint tenants
Thomas J. Salvatore II and Jennifer L. Salvatore, joint tenants
Gabriel O. Lezama and Julie A. Lezama, joint tenants
Neftali Salido and Silvia Salido, joint tenants
Kyu Min Lee and Hyung Kyung Kim, joint tenants

William Smith and Cassandra Smith, joint tenants
The Rocky Mountain Investment Group, LLC
Cheng Gang Fan and JianPing Yan, joint tenants
Travis A. Brown and Meagan M. Brown, joint tenants
HPA Borrower 2018-1 MS LLC
John R. Chesney and Karen M. Chesney, joint tenants
Shawn Fredrickson and Shirley R. Pacheco, joint tenants
Kevin Comstock and Erin L. Comstock, joint tenants
Shad K. Wickstrom and Julie A. Wickstrom, joint tenants
Sharon Millis
Cody A. Sargent and Phounsouk S. Virachack, joint tenants
Cory J. Green and Julianne M. Green, joint tenants
Andrew B. Greene and Michelle L. Greene, joint tenants
Matthew J. Pettinger
Kimberly R. Wheelock
Brian Joshua Comstock and Holly Jean Comstock, joint tenants
William N. Byers and Patricia A. Byers, joint tenants
Amberlyn E. Schatz and Ryan R. Schatz, joint tenants
Chad J. Morris
Bradley Bever
Misty Bever
Michael Allen Shephard
Erik A. Brakke and Samantha K. Thuringer, joint tenants
Richard Mayotte and Heather R. Mayotte, joint tenants
Tyler D. Troudt
Christine S. Ahrens
David K. Robinson and Karen G. Robinson, joint tenants
Katherine E. Schulthies
Patricia A. Wallace
Jon David Jex and Erin Marie Jex, joint tenants
Lee A. Lingo
David J. Cook and Sarah M. Cook, joint tenants
Dereck Gardiner Peet
Shawna L. Oliver
Brenda G. Padilla and Randy J. Padilla, joint tenants
Sandy Creek Minerals, LLC
William R. Severin and Julie R. Severin, joint tenants

Kurt R. Wiese and Sara H. Wiese, joint tenants
Daniel B. Sehrt and Liane M. Sehrt, joint tenants
Becky S. Cobb and Troy L. Cobb, joint tenants
Tony R. Reed and Jessica Joyner, joint tenants
Darren K. Atkins
Mario A. Herrera and Jana L. Herrera, joint
tenants
Greg D. Spaur and Anna L. Spaur, joint tenants
Gilbert A. Villavicencio and Tiffany E.
Villavicencio, joint tenants
Tyler E. Smith and Jill N. Smith, joint tenants
Trisha D. Lowderback and Kristopher
Lowderback, joint tenants
Nathan Ruff
Chad T. Tymkowych and Kimberly M.
Tymkowych, joint tenants
Daniel E. McCann and Heather M. McCann and
Scott T. Gunderson and Roberta S. Gunderson,
joint tenants
Garrett L. Farrar and Melody A. Farrar, joint
tenants
John W. Liniger and Janet L. Liniger, joint
tenants

Steven C. Sharkey and Cristina Sharkey, joint
tenants
Reece-Mae Properties, LLC
Le Zhou and Hong Zhao, joint tenants
Mary P. Wright and James K. Snider, joint
tenants
Michael D. Seymour and Denyse M. Seymour,
joint tenants
James J. Di Luzio
William B. Pritchard and Deborah L. Pritchard,
joint tenants
Cameo C. Hartson
LouAnne H. McBride and Roy W. McBride, Jr.,
joint tenants
Todd Cross and Danielle Nicole Cross, joint
tenants
Nicholas M. White and Ronda L. White, joint
tenants
Anne M. Larson
Marvin G. Romkee and Nanette M. Romkee,
joint tenants

