

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

IN THE MATTER OF AN APPLICATION OF)	CAUSE NO. 407
EXTRACTION OIL & GAS, INC. FOR AN)	
ORDER POOLING ALL INTERESTS IN)	DOCKET NO. 190400293
THE NIOBRARA AND CODELL)	
FORMATIONS IN AN APPROXIMATE 600-)	TYPE: POOLING
ACRE DRILLING AND SPACING UNIT)	
FOR CERTAIN LANDS IN SECTIONS 32)	
AND 33, TOWNSHIP 1 NORTH, RANGE 68)	
WEST, 6TH P.M., WATTENBERG FIELD,)	
WELD COUNTY, COLORADO)	

APPLICATION

Extraction Oil & Gas, Inc. ("Extraction" or "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" or "COGCC") for an order pooling all interests in an approximate 600-acre drilling and spacing unit for the N $\frac{1}{2}$ and N $\frac{1}{2}$ N $\frac{1}{2}$ S $\frac{1}{2}$ of Section 32 and the NW $\frac{1}{4}$ and N $\frac{1}{2}$ N $\frac{1}{2}$ SW $\frac{1}{4}$ of Section 33, Township 1 North, Range 68 West, 6th P.M., for the production of oil, gas, and associated hydrocarbons from the Niobrara and Codell Formations. In support thereof, the 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. Applicant owns oil and gas leasehold interests in the following lands ("Application Lands"), and is an owner within the unit to be pooled with standing to maintain this application pursuant to Commission Rule 503.b.(2):

Township 1 North, Range 68 West, 6th P.M.
Section 32: N $\frac{1}{2}$, N $\frac{1}{2}$ N $\frac{1}{2}$ S $\frac{1}{2}$
Section 33: NW $\frac{1}{4}$, N $\frac{1}{2}$ N $\frac{1}{2}$ SW $\frac{1}{4}$

600 acres, more or less

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.

4. On October 24, 2016, the Commission entered Order No. 407-1794, which established one approximate 1,280-acre drilling and spacing unit for Sections 28 and 33, Township 1 North, Range 68 West, 6th P.M., and approved up to a total of 20 horizontal wells within the unit, for the production of oil, gas, and associated hydrocarbons from the Niobrara and Codell Formations.

5. On October 31, 2017, the Commission entered Order No. 407-2209, which established an approximate 1,000-acre drilling and spacing unit for portions of Section 31, 32, and 33, Township 1 North, Range 68 West, 6th P.M., and approved up to 12 horizontal wells within the unit, for the production of oil, gas, and associated hydrocarbons from the Niobrara and Codell Formations with the productive interval of the wellbore being no closer than 150 feet from the productive interval of any other wellbore producing from the Niobrara and Codell Formations, and no closer than 460 feet from the northern, southern, and western unit boundaries, and no closer than 150 feet from the eastern unit boundary, unless an exception is granted by the Director.

6. On April 30, 2018, the Commission entered Order No. 407-2449, which among other things, vacated an approximate 1,000-acre drilling and spacing unit established by Order No. 407-2209 for portions of Sections 31, 32, and 33, Township 1 North, Range 68 West, 6th P.M., for the production of oil, gas, and associated hydrocarbons from the Niobrara and Codell Formations.

7. On July 30, 2018, the Commission entered Order No. 407-2536, which established an approximate 600-acre drilling and spacing unit for the N $\frac{1}{2}$ and N $\frac{1}{2}$ N $\frac{1}{2}$ S $\frac{1}{2}$ of Section 32 and the NW $\frac{1}{4}$ and N $\frac{1}{2}$ N $\frac{1}{2}$ SW $\frac{1}{4}$ of Section 33, Township 1 North, Range 68 West, 6th P.M., and approved a total of up to 12 horizontal wells within the unit, with the productive interval of the wellbore located no closer than 150 feet from the productive interval of any other wellbore located in the unit, no closer than 460 feet from the northern, southern, and western unit boundaries, and no closer than 150 feet from the eastern unit boundary, unless an exception is granted by the Director, for the production of oil, gas and associated hydrocarbons from the Codell and Niobrara Formations.

8. Applicant intends to drill the following wells in 1Q 2019 within the unit established for the Application Lands by Order No. 407-2536:

Well Name	API No.	Estimated Spud Date
COYOTE TRAILS 33W-15-2N	05-123-48251	2Q-3Q 2019
COYOTE TRAILS 33W-15-3C	05-123-48249	2Q-3Q 2019
COYOTE TRAILS 33W-15-4N	05-123-48254	2Q-3Q 2019
COYOTE TRAILS 33W-15-5N	05-123-48247	2Q-3Q 2019
COYOTE TRAILS 33W-15-6C	05-123-48255	2Q-3Q 2019
COYOTE TRAILS 33W-15-7N	05-123-48248	2Q-3Q 2019
COYOTE TRAILS 33W-15-8N	05-123-48250	2Q-3Q 2019
COYOTE TRAILS 33W-15-9C	05-123-48253	2Q-3Q 2019
COYOTE TRAILS 33W-15-10N	05-123-48252	2Q-3Q 2019

(collectively, the "Wells").

9. 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 and Codell Formations.

10. Applicant certifies that, not less than ninety (90) days prior to the date of the hearing for this Application, each Owner which Applicant was able to locate was tendered with a 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 and/or participate and bear costs associated with the drilling and completion of the Wells.

11. Applicant requests that a pooling order be entered as a result of this Application, that it be made effective as of the earlier of the date of this Application, or the date costs specified in Section 34-60-116(7)(b)(II), C.R.S., are first incurred for the drilling of each of the Wells, and that the order 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 unit.

12. The granting of this 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.

13. The names and addresses of the interested parties, pursuant to Rule 507.b.(2), are attached hereto and marked Exhibit A. Applicant certifies that copies of this Application will be served on all locatable interested parties at least sixty (60) days prior to the date of the hearing for this Application, as required by Rule 507.a.(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:

A. Pooling all interests in the Application Lands for the production of oil, gas, and associated hydrocarbons from the Niobrara and Codell Formations;

B. Providing that the pooling order is made effective as of the date of this 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 Wells;

C. Providing that the interests of any Owner, 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 Commission Rule 530 and Section 34-60-116(7), C.R.S., and made subject to the cost recovery provisions thereof;

D. Providing that any nonconsenting owners within the unit 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.

Dated this 29 day of January, 2019.

Respectfully submitted,

WELBORN SULLIVAN MECK & TOOLEY, P.C.

By: 

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Geoffrey W. Storm
Welborn Sullivan Meck & Tooley, P.C.
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Operator Representative:

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Email: jrayburn@extractionog.com
Address: 370 17th St., Suite 5300
Denver, Colorado 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 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 25 day of January, 2019, by Jason Rayburn, Staff Landman for Extraction Oil & Gas Inc.

Witness my hand and official seal.

My commission expires: 1/18/2022

Notary Public

Angela Christine Nickel

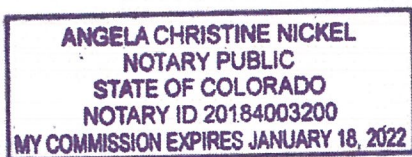


EXHIBIT A

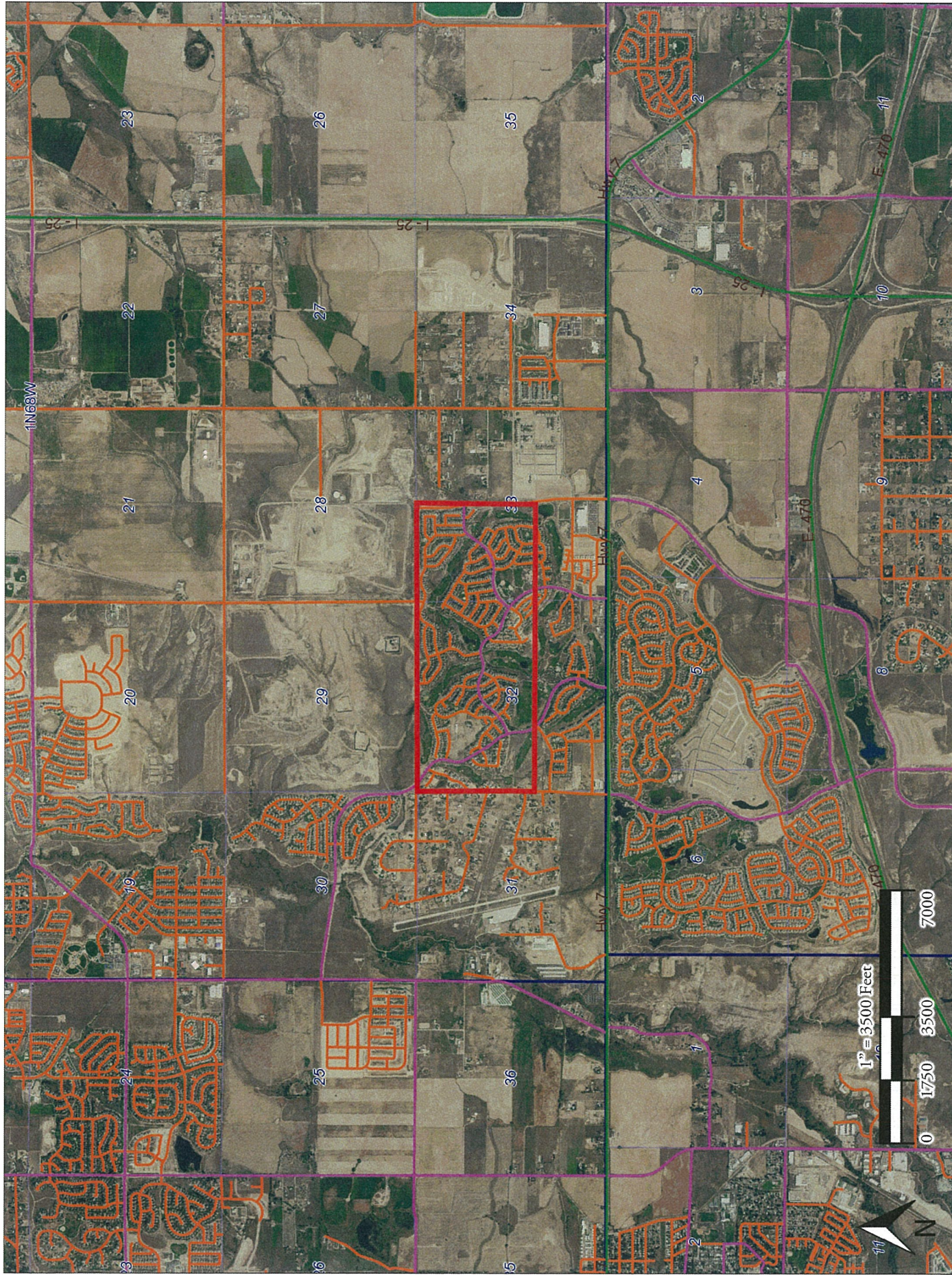
INTERESTED PARTIES

Anadarko E&P Onshore LLC
Arif M. Rohilla and Aisha Rohilla, joint tenants
Bradley J. Wilcox and Colleen M. Wilcox, joint tenants
Brandi Bottoms-Riedel and Scott Riedel, joint tenants
Bridgefield Homes Incorporated
Carl Nahuaolelo Maunakea and Lynn Carol Ziemianski Maunakea, joint tenants
Cathleen Burns and Jack Burns, joint tenants
Cindy Sober and Randy Sober, joint tenants
Coenen Land Company, LLC
Colorado National Golf Club, LLC
Daniel L. Ocel and Kimberly A. Ocel, joint tenants
Darcey J. Macken
David Duane Campbell and Cammie Jensen Campbell, joint tenants
David F. Burkey
David Nassar and Tracy Nassar, joint tenants
David R. Berge and Karen E. Berge, joint tenants
Diana Diminenco
Douglas A. Foulk and Kristine A. Foulk, joint tenants
Elisabeth E. Dickinson Revocable Trust U/A dated July 1, 2015
Eric Winter and Heather L. Stamm-Winter, joint tenants
Extraction Oil & Gas, Inc.
Fred Scott Martin and Jayna Katherine Martin, joint tenants
Gary A. Fisher and Judy Fisher, joint tenants
George B. Carter and Courtney A. Carter, joint tenants
Grady Halamicek and Kim Halamicek, joint tenants
Gregory Allen Voss
James C. Saunders and Gail T. Saunders, joint tenants
James E. Kreitman and Terri Kreitman, joint tenants
James L. Coenen Revocable Trust DTD 10/24/2004
Jan Radnoti
Jason Alan Mannon and Shawna M. Mannon, joint tenants
Jason Hurd and Rachelle M. Hurd, joint tenants
Jeffrey C. Nelson
Jessica Griffith
Joseph L. Maren and Sylvia J. Maren, joint tenants
Kenneth G. Vogel, Jr. and Margaret A. Pool, joint tenants
Kenneth P. Watson and Donna Jean Watson, joint tenants
Kevin H. King and Cathy A. King, joint tenants
Kimberly Ann Schumacher
Kimberly S. Burkey
Leonard Ray Smith
Leslie L. Murphy and Marci Jean Murphy, joint tenants
Luke C. Palmer and Amanda L. Palmer, joint tenants
Michael Colohan and Sandra Colohan, joint tenants
Michael E. McElroy and Anne Marie McElroy, joint tenants
Michael Henry Fall and Staci Jo Fall, joint tenants
Michael J. Kramer and Beth A. Kramer, joint tenants
Michael Thomas Filiaggi
Mike Elings
Miller Family Living Trust

Montex (Vista Ridge), LLC
Mountain View Fire Protection District
Nikolay Darmanchev and Lyudmila
Kishcun, joint tenants
Patrick Alan Tackwell
Ramu Raju and Arathi Rao, joint tenants
Randall James and Jana James, joint
tenants
Raymond Joseph Middleton and
Rebecca Ragan Middleton, joint tenants
Rearden Minerals, LLC
Robert B Mussack and Dorothy M
Mussake, JT
Robert C. Greenlee and Carey L.
Greenlee, joint tenants
Ross A. Anderson and Tammy L.
Anderson, joint tenants
Samir Tailor and Sejal Tailor, joint
tenants
Sopris Development, L.L.C.
Steve Greene and Lindsey Hillman, joint
tenants

Steven Aaron and Cindy Aaron, joint
tenants
The Larry Rule Trust, dated July 6, 2012
The Nancy K. Rule Trust, dated July 6,
2012
The Seventh Day Adventist Association
of Colorado
Thomas J. Corah and Sally J. Corah,
joint tenants
Town of Erie
Trevor Haak and Patricia Remias, joint
tenants
Valerie J. Swanson and Nathan R.
Swanson, joint tenants
Venkat S. Devraj and Hema M. Ayyar,
joint tenants
Vista Ridge Development Corporation
Vista Ridge Golf Club Venture LLC
Vista Ridge Master Homeowners
Association, Inc.
Vista Ridge Partners, LLC
W. Patrick Fisher and Wanda L. Fisher,
joint tenants

Exhibit B - Application Lands



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AND SPACING UNIT FOR CERTAIN LANDS)
IN SECTIONS 32 AND 33, TOWNSHIP 1)
NORTH, RANGE 68 WEST, 6TH P.M.,)
WATTENBERG FIELD, WELD COUNTY,)
COLORADO)

CERTIFICATE OF SERVICE

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 the 27th day of February, 2019, I caused a true and correct copy of the Application and Notice of Hearing to be deposited in the United States mail, postage prepaid, addressed to the parties listed on Exhibit A to the Application, as required by Commission Rule 507.a.(1), 507.b.(2), and §34-60-108(4), C.R.S.

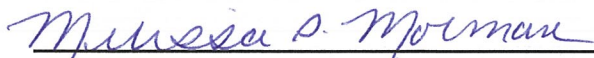


Geoffrey W. Storm

Subscribed and sworn to before me March 20, 2019.

Witness my hand and official seal.

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



Notary Public
My commission expires: 8/29/2021