

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. 190400295
THE NIOBRARA FORMATION IN TWO)	
APPROXIMATE 560-ACRE RULE 318A)	TYPE: POOLING
DESIGNATED WELLBORE SPACING)	
UNITS COVERING CERTAIN LANDS IN)	
SECTIONS 28, 29, 32 AND 33, TOWNSHIP)	
1 NORTH, RANGE 68 WEST, 6TH P.M.,)	
WATTENBERG FIELD, BROOMFIELD AND)	
WELD COUNTIES, 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 two approximate 560-acre Rule 318A designated wellbore spacing unit, one for the SW $\frac{1}{4}$ SE $\frac{1}{4}$ and S $\frac{1}{2}$ SW $\frac{1}{4}$ of Section 28, the S $\frac{1}{2}$ S $\frac{1}{2}$ of Section 29, the N $\frac{1}{2}$ N $\frac{1}{2}$ of Section 32, and the N $\frac{1}{2}$ NW $\frac{1}{4}$ and NW $\frac{1}{4}$ NE $\frac{1}{4}$ of Section 33, Township 1 North, Range 68 West, 6th P.M., and one for the S $\frac{1}{2}$ N $\frac{1}{2}$ and N $\frac{1}{2}$ S $\frac{1}{2}$ of Section 32, and the S $\frac{1}{2}$ NW $\frac{1}{4}$, SW $\frac{1}{4}$ NE $\frac{1}{4}$, NW $\frac{1}{4}$ SE $\frac{1}{4}$, and 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 Formation. 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 designated Rule 318A wellbore spacing unit ("WSU") to be pooled with standing to maintain this application pursuant to Commission Rule 503.b.(2):

WSU No. 1

Township 1 North, Range 68 West, 6th P.M.

Section 28: SW $\frac{1}{4}$ SE $\frac{1}{4}$, S $\frac{1}{2}$ SW $\frac{1}{4}$

Section 29: S $\frac{1}{2}$ S $\frac{1}{2}$

Section 32: N $\frac{1}{2}$ N $\frac{1}{2}$

Section 33: N $\frac{1}{2}$ NW $\frac{1}{4}$, NW $\frac{1}{4}$ NE $\frac{1}{4}$

560 acres, more or less

WSU No. 2

Township 1 North, Range 68 West, 6th P.M.

Section 32: S $\frac{1}{2}$ N $\frac{1}{2}$, N $\frac{1}{2}$ S $\frac{1}{2}$

Section 33: S $\frac{1}{2}$ NW $\frac{1}{4}$, SW $\frac{1}{4}$ NE $\frac{1}{4}$, NW $\frac{1}{4}$ SE $\frac{1}{4}$, N $\frac{1}{2}$ SW $\frac{1}{4}$

560 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. 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 intends to drill the following wells in 1Q 2019 within the designated horizontal wellbore spacing unit established pursuant to Rule 318A:

a) **WSU No. 1:** Coyote Trails 33W-15-1N Well (API No. PENDING), Niobrara Formation;

b) **WSU No. 2:** Coyote Trails 33W-15-11N Well (API No. PENDING), Niobrara Formation;

(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.

6. 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.

7. 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 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 such unit.

8. 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.

9. 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 Formation;

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 each unit are immune from liability for costs arising from spills, releases, damage, or injury resulting from oil and gas operations on such unit;

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

Dated this 21 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

Operator Representative:

Name: **Jason Rayburn**
Phone: 720.282.4582
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

Angela Christine Nickel

Notary Public

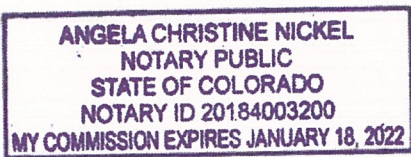
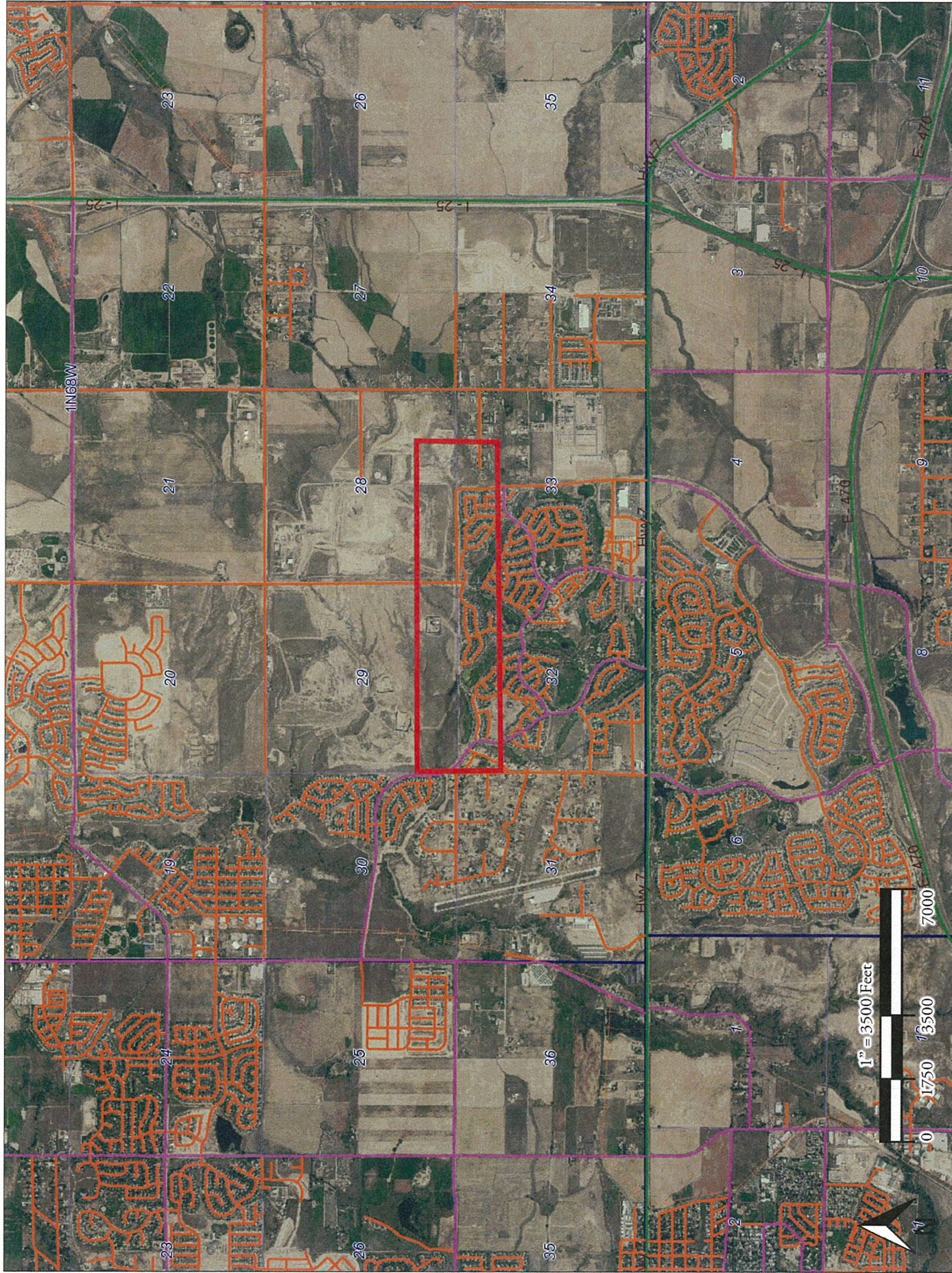


EXHIBIT A

INTERESTED PARTIES

Beverly Rae Trujillo, nee Meikle
Colorado National Golf Club, LLC
Crestone Peak Resources Holdings LLC
Extraction Oil & Gas Inc.
Kerr-McGee Oil & Gas Onshore LP
Marla Decker and William Decker, as Joint Tenants
NRC-CO 1, LLC
Sharon Bury
Shirley Major and Joseph Major, as Joint Tenants
The Seventh Day Adventist Association of Colorado
Town of Erie Colorado
Vista Ridge Development Corporation
Vista Ridge Golf Club Venture, LLC

Exhibit B - Application Lands



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RANGE 68 WEST, 6TH P.M., WATTENBERG)	
FIELD, BROOMFIELD AND WELD)	
COUNTIES, 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:

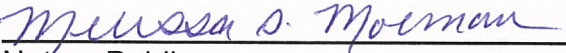
That I am the attorney for Extraction Oil & Gas, Inc. and that on or before the 22nd day of February, 2019, I caused a true and correct copy of the Application and Notice of Hearing to be deposited in the United States mail, postage prepaid, addressed to the parties listed on Exhibit A to the Application, 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.



Notary Public
My commission expires: 8/29/2021

