

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

IN THE MATTER OF THE APPLICATION OF)
EXTRACTION OIL & GAS, LLC FOR AN)
ORDER POOLING ALL INTERESTS IN THE)
CODELL FORMATION COVERING CERTAIN)
LANDS IN SECTION 5, TOWNSHIP 11 NORTH,)
RANGE 63 WEST, 6TH P.M. AND SECTION 32,)
TOWNSHIP 12 NORTH, RANGE 63 WEST,)
6TH P.M., WELD COUNTY, COLORADO.)

Cause No. 421

Docket No. 1507 00421

Type: POOLING

APPLICATION

Extraction Oil & Gas, LLC ("Extraction" or "Applicant"), 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 1280-acre drilling and spacing unit established for Section 5, Township 11 North, Range 63 West, 6th P.M. and Section 32, Township 12 North, Range 63 West, 6th P.M., Weld County, Colorado for the development and production from the Codell Formation. In support thereof, the Applicant states as follows:

1. Applicant is a limited liability company duly authorized to conduct business in the State of Colorado.

2. Applicant owns a leasehold interest in the following lands ("Application Lands"):

Township 11 North, Range 63 West, 6th P.M.
Section 5: All

Township 12 North, Range 63 West, 6th P.M.
Section 32: All

Weld County, Colorado.

A reference map of the Application Lands is attached hereto.

1. On April 13, 2015, the Commission issued Order No. 421-59, which established a 1280-acre drilling and spacing unit for production of oil, gas, and associated hydrocarbons from the Codell Formation, allowed up to four horizontal wells within the unit, and required that the productive interval of each wellbore shall be no closer than 600 feet from the productive interval of any other wellbore producing from the Codell Formation and no closer than 300 feet from a unit boundary unless such boundary abuts or corners lands for which the

Commission has not at the time of the drilling application granted the right to locate the productive interval of the wellbore no closer than 300 feet from a unit boundary, without exception being granted by the Director. The Application Lands are subject to this Order.

2. Applicant plans to drill and complete the Meader #1 (API# Pending), Meader #2 (API# Pending), Meader #3 (API# Pending), and Meader #4 (API# Pending) wells (the "Wells"). The Wells have the following anticipated spud dates and surface locations:

- a. Meader #1 – Third Quarter 2015, and located 1320 feet FWL; 300 feet FSL in Section 5, Township 11 North, Range 63 West, 6th P.M.;
- b. Meader #2 – Third Quarter 2015, and located 1350 feet FWL; 300 feet FSL in Section 5, Township 11 North, Range 63 West, 6th P.M.;
- c. Meader #3 – Third Quarter 2015, and located 1350 feet FEL; 300 feet FSL in Section 5, Township 11 North, Range 63 West, 6th P.M.; and
- d. Meader #4 – Third Quarter 2015, and located 1320 feet FEL; 300 feet FSL in Section 5, Township 11 North, Range 63 West, 6th P.M.

3. The above-described horizontal wells are designed to test and produce gas and associated substances from the Codell Formation underlying the Application Lands.

4. Pursuant to the relevant provisions of Section 34-60-116(6) & (7), C.R.S., and COGCC Rule 530, Applicant seeks an order pooling all interests in the Application Lands for the development and operation of the Codell Formation.

5. Applicant certifies that, at least 35 days prior to the date of the scheduled protest deadline for this Application, each owner which Applicant was able to locate, not already leased or voluntarily pooled, will be provided with the well proposals and information required by 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.

6. Applicant requests that a pooling order be entered as a result of this Application and 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.

7. 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., and Commission rules.

8. 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 Application will be served on all locatable interested parties within seven (7) days of the date hereof, as required by Commission Rule 507.b(2), and that at least thirty (35) days prior to the date of the scheduled protest deadline for this Application, each such 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 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 Codell 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 a Codell Formation well on the Application Lands, whichever is earlier;

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

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

Dated this 21st day of May, 2015

Respectfully submitted,

WELBORN SULLIVAN MECK & TOOLEY, P.C.

By:


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Chelsey J. Russell
Welborn Sullivan Meck & Tooley, P.C.
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Applicant's Address:

1888 Sherman Street, Suite 200
Denver, CO 80203
Attn: Drew Stout, Land Tech
Phone: 720-557-8325

VERIFICATION

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

Drew Stout, Land Tech with Extraction Oil & Gas, LLC, 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, LLC


Drew Stout, Land Tech

Subscribed and sworn to before me this 21st day of May, 2015 by Drew Stout,
Land Tech for Extraction Oil & Gas, LLC.

Witness my hand and official seal.



Notary Public
My Commission Expires: 10/14/15

Exhibit A

Addresses for Section 5, Township 11 North, Range 63 West, 6th P.M. and Section 32, Township 12 North, Range 63 West, 6th P.M.

Mineral Owners:

Beverly Black and Gordon M. Black
28085 WCR 134
Grover, CO 80729

Meador Ranch, Inc.
65009 WCR 67
Grover, CO 80729

Leasehold Interest Owners

Extraction Oil & Gas, LLC
1888 Sherman Street, Suite 200
Denver, CO 80203

EOG Resources, Inc.
600 17th Street, Suite 1000N
Denver, CO 80202

Anadarko E&P Onshore LLC
1099 18th Street, #1800
Denver, CO 80202

Map of Application Lands - Sec. 5, T11N, R63W/Sec. 32, T12N, R63W



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TOWNSHIP 12 NORTH, RANGE 63 WEST, 6TH)
P.M., WELD COUNTY, COLORADO.)

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AFFIDAVIT OF MAILING

STATE OF COLORADO §
CITY AND COUNTY OF DENVER §

I, Joseph C. Pierzchala, of lawful age, and being first duly sworn upon my oath, state and declare:

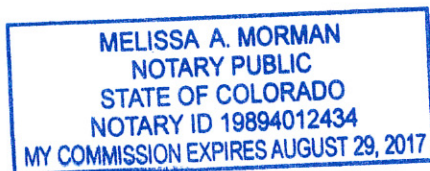
That I am the attorney for Extraction Oil & Gas, LLC and that on or before May 22, 2015, I caused a copy of the attached Application to be deposited in the United States mail, postage prepaid, addressed to the parties listed on Exhibit A to the Application.

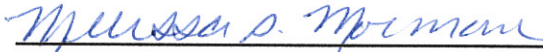


Joseph C. Pierzchala

Subscribed and sworn to before me May 26, 2015

Witness my hand and official seal.





Notary Public
My commission expires: 8/29/2017