

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)
ESTABLISHING AN APPROXIMATE 1280-)
ACRE DRILLING AND SPACING UNIT AND)
ESTABLISHING WELL LOCATION RULES)
APPLICABLE TO THE DRILLING AND)
PRODUCING OF WELLS FROM THE)
NIOBRARA AND CODELL FORMATIONS)
COVERING LANDS IN SECTIONS 29 AND 32,)
TOWNSHIP 11 NORTH, RANGE 65 WEST, 6TH)
P.M., WELD COUNTY, COLORADO.)

Cause NO. 535

Docket NO. _____

Intake NO. 11

APPLICATION

Extraction Oil & Gas, LLC ("Applicant" or "Extraction"), Operator ID No. 10459, by and through 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") for an order establishing an approximate 1280-acre drilling and spacing unit and establishing well location rules applicable to the drilling of wells and producing of oil and gas from the Niobrara and Codell Formations covering certain lands in Weld County, Colorado. In support of its Application, Applicant states as follows:

1. Applicant owns leasehold interests in the following lands ("Application Lands"):

- Township 11 North, Range 65 West, 6th P.M.
- Section 29: All
- Section 32: All

A reference map of the Application Lands is attached hereto.

2. Rule 318.a. provides that a well drilled in excess of 2,500 feet in depth shall be located not less than 600 feet from any lease line, and shall be located not less than 1,200 feet from any other producible or drilling oil or gas well when drilling to the same source of supply, unless authorized by order of the Commission upon hearing. The Application Lands are subject to this Rule for the Codell Formation

3. On April 4, 2011, the Commission entered Order No. 535-7, which established fifty-one (51) approximate 640-acre drilling and spacing units and approved one horizontal well within each unit for the production of oil, gas and associated hydrocarbons from the Niobrara Formation. Section 29, Township 11 North, Range 65 West, 6th P.M. is subject to this Order.

4. On August 8, 2011, the Commission entered Order No. 535-56, which established an approximate 640-acre drilling and spacing unit and approved one horizontal well within the unit for the production of oil, gas and associated hydrocarbons from the Niobrara Formation. Section 32, Township 11 North, Range 65 West, 6th P.M. is subject to this Order.

5. The Niobrara and Codell Formations are a common source of supply under the Application Lands.

6. To promote efficient drainage of the Niobrara and Codell Formations within the Application Lands and to avoid waste, the Commission should vacate Order Nos. 535-7 and 535-56 only as they pertain to the Application Lands and establish a drilling and spacing unit of approximately 1280-acres covering the Application Lands.

7. The above-proposed drilling and spacing unit will allow efficient drainage of the Niobrara and Codell Formations, will prevent waste, will not adversely affect correlative rights, and will assure the greatest ultimate recovery of oil, gas and associated hydrocarbon substances from the Niobrara and Codell Formations. The proposed drilling and spacing unit is not smaller than the maximum area that can be economically and efficiently drained by the proposed wells in such drilling and spacing unit. Applicant further maintains that a well drilled in the above-proposed drilling and spacing unit will have no adverse effect on correlative rights of adjacent owners.

8. Applicant requests that the order authorize the drilling and completion of one horizontal Niobrara and/or Codell well in the approximate 1280-acre drilling and spacing unit described above, with the option to drill and complete up to four (4) wells in the drilling and spacing unit with the surface location to be located at a legal location in the above described drilling and spacing unit or on adjacent lands. Applicant further requests that the treated interval of each wellbore be no closer than 600 feet from the treated interval of any other wellbore producing from the Niobrara and/or Codell Formations, 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 permit application granted the right to locate the treated interval of the wellbore no closer than 300 feet from a unit boundary. If the Commission has not at the time of the drilling permit application granted to the owners of the adjacent or cornering lands the right to locate the treated interval of the wellbore no closer than 300 feet from a unit boundary, then the treated interval of the wellbore shall be located no closer than the distance permitted in the adjacent or cornering lands, without exception being granted by the Director.

9. Applicant requests authority to drill only those wells necessary to determine the well density which allows the most efficient drainage of the Niobrara and Codell Formations, prevents waste, does not adversely affect correlative rights, and assures the greatest ultimate recovery of oil, gas and associated hydrocarbon substances from the Niobrara and Codell Formations. The proposed drilling and spacing unit is not smaller than the maximum area that can be economically and efficiently drained by the proposed wells in such drilling and spacing unit. Applicant further maintains that wells drilled in the above-proposed drilling and spacing unit will have no adverse effect on correlative rights of adjacent owners.

10. The names and addresses of the interested parties according to the information and belief of the Applicant are set forth in Exhibit A attached hereto and made a part

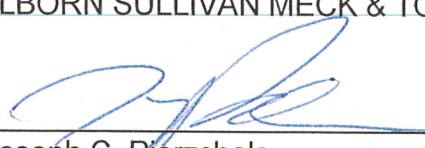
hereof, and the undersigned certifies that copies of the original Application shall be served on each interested party as required by Rule 503.e.

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 consistent with Applicant's proposals as set forth above.

Dated this 17th day of November, 2014.

Respectfully submitted,
WELBORN SULLIVAN MECK & TOOLEY, P.C.

By: _____


Joseph C. Pierzchala
Stephen J. Sullivan
Welborn Sullivan Meck & Tooley, P.C.
Attorneys for Applicant
1125 - 17th Street, Suite 2200
Denver, CO 80202
303-830-2500

Applicant's Address:

1888 Sherman Street, Suite 200
Denver, CO 80203

Attn: Allyson Vistica, Land Manager
Phone: 720-382-5225

VERIFICATION

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

Allyson Vistica, Land Manager with Extraction Oil & Gas, LLC, upon oath deposes and says that she has read the foregoing Application and that the statements contained therein are true to the best of her knowledge, information and belief.

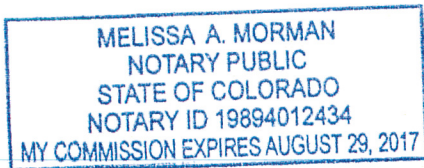
EXTRACTION OIL & GAS, LLC

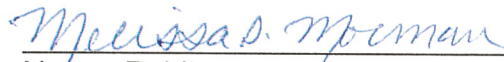


Allyson Vistica, Land Manager

Subscribed and sworn to before me this 13th day of November, 2014 by Allyson Vistica, Land Manager for Extraction Oil & Gas, LLC.

Witness my hand and official seal.





Notary Public
My Commission Expires: 8/29/2017

EXHIBIT A

INTERESTED PARTIES

K&V Rice Limited Partnership
2026 Via Vineda
San Antonio, TX 78258

BLM – Colorado State Office
Attn: Mr. Pat Gallagher
2850 Youngfield St.
Lakewood, CO 80215

30 Mile Ranch
P.O. Box 528
Kersey, CO 80644

Tom Parko
Weld County
1555 North 17th Street
Greeley, CO 80631

RAWAH Resources, LLC
2725 Rocky Mountain Avenue, Suite 400
Loveland, CO 80538

Weld County
c/o Board of County Commissioners
915 10th Street
P.O. Box 758
Greeley, CO 80632

Cox Ranches Limited Liability Company
8809 Happy Jack Road
Cheyenne, WY 82001

Chesapeake Energy
P.O. Box 18496
Oklahoma City, OK 73154

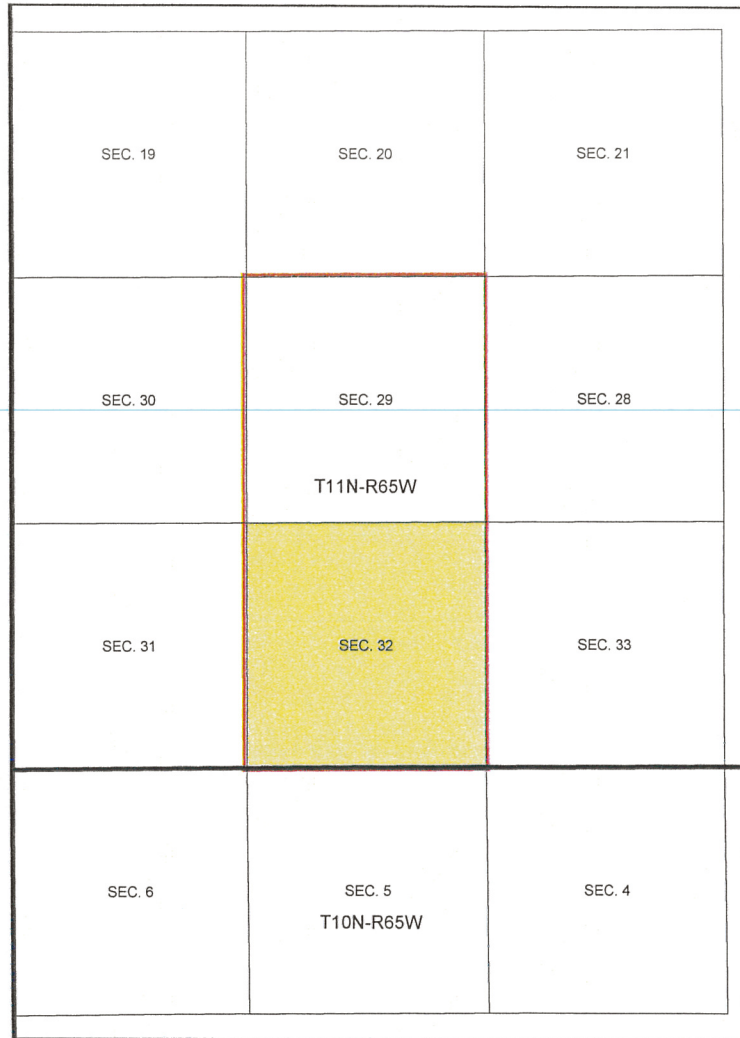
Jamestown Resources, LLC
P.O. Box 18496
Oklahoma City, OK 73154

Kent Kuster
Oil & Gas Consultant Coordinator
CDPHE
4300 Cherry Creek Drive South
Denver, CO 80246-1500

Tom Schreiner
Northeast Region Office
Energy Liaison – Colorado Parks and Wildlife
6060 Broadway
Denver, CO 80216

SPACING UNIT

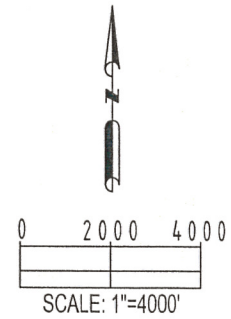
SECTION 29 & 32, TOWNSHIP 11 NORTH, RANGE 65 WEST, 6TH P.M.



SPACING UNIT AREA = 1275.22 ACRES

LEGEND

-  = SPACING UNIT
-  = EXTRACTION LEASE



<small>PREPARED BY:</small> PFS Petroleum Field Services, LLC 7535 Hilltop Circle Denver, CO 80221	<small>DRAWING DATE:</small> 11-10-14	<small>SPACING UNIT:</small> SEC. 29 & 32 T11N, R65W, 6TH P.M. WELD COUNTY, COLORADO
	<small>BY:</small> MDCA	<small>CHECKED:</small> WDW

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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:

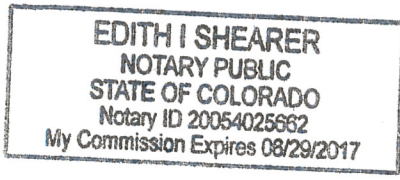
That I am the attorney for Extraction Oil & Gas, LLC and that on or before 11/20, 2014, I caused a copy of the attached Application to be deposited in the United States mail, postage prepaid, addressed to the parties on the Exhibit A to the Application.

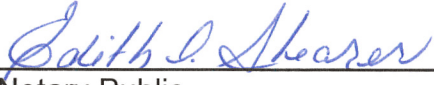


Joseph C. Pierzchala

Subscribed and sworn to before me Nov. 20, 2014.

Witness my hand and official seal.





Notary Public
My commission expires: 06/29/2017