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 TO POOL ALL INTERESTS IN AN APPROXIMATE 200-ACRE DESIGNATED HORIZONTAL WELLBORE SPACING UNIT IN SECTIONS 32 AND 33, TOWNSHIP 6 NORTH, RANGE 67 WEST, 6TH P.M., FOR THE NIOBRARA FORMATION, WATTENBERG FIELD, WELD COUNTY, COLORADO	CAUSE NO. DOCKET NO.

APPLICATION

COMES NOW Extraction Oil & Gas LLC, Operator No. 10459, ("Extraction" or "Applicant"), by and through its attorneys, Beatty & Wozniak, P.C., and makes this application to the Oil and Gas Conservation Commission of the State of Colorado ("Commission") for an order to pool all interests within an approximate 200-acre designated horizontal Wellbore Spacing Unit ("WSU") established for certain portions of Sections 32 and 33, Township 6 North, Range 67 West, 6th P.M., for the development and operation of the Niobrara Formation. In support of its Application, Applicant states and alleges as follows:

1. Applicant is a 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 substantial leasehold interests in the below-listed lands:

Township 6 North, Range 67 West, 6th P.M.
Section 32: SE¼SE¼
Section 33: S½S½

200 acres, more or less, Weld County, Colorado.

These lands are hereinafter referred to as the "Application Lands" and depicted in Exhibit A attached hereto.

3. On April 27, 1998, the Commission adopted Rule 318A, which among other things, allows certain drilling locations to be utilized to drill or twin a well, deepen a well or recomplete a well and to commingle any or all of the Cretaceous Age Formations from the base of the Dakota Formation to the surface. On December 5, 2005, Rule 318A was amended to allow interior infill and boundary wells to be drilled and wellbore spacing units to be established. On August 8, 2011, Rule 318A was again amended to, among other things, address the drilling of horizontal wells.

4. On February 19, 1992, the Commission entered Order No. 407-87, which among other things, established spacing for the Niobrara Formation for certain lands

previously spaced for the Codell Formation and allowed the downhole commingling of production from the Codell and Niobrara Formations. The Application Lands are subject to Order No. 407-87 for the Niobrara Formation.

5. Pursuant to Rule 318A., Applicant designated an approximate 200-acre horizontal wellbore spacing unit, composed of the Application Lands, for the below-described well, for the production of oil, gas and associated hydrocarbons from the Niobrara Formation. Applicant notified all owners in the proposed wellbore spacing unit pursuant to Rule 318A.e.(5). Applicant did not receive objections to the establishment of the proposed horizontal wellbore spacing unit within the 30-day response period.

(a) Rancho Water Valley #10 Well (API No. 05-123-36438) – Niobrara Formation.

This well is hereinafter referred to as the "Subject Well."

6. Acting pursuant to the relevant provisions of §34-60-116(6) & (7), C.R.S., and Rule 530., Applicant seeks an order pooling all interests, including, but not limited to, any nonconsenting interests, in the WSU established for the Application Lands, for the development and operation of the Niobrara Formation.

7. Applicant requests that the pooling order entered as a result of this Application be made effective as of the date of this Application.

8. Further, Applicant requests 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 Subject Well, are made subject to the cost recovery provisions of §34-60-116(7), C.R.S., effective as of the earlier of the date of the Application, or the date the costs specified in §34-60-116(7)(b), C.R.S. are first incurred for the drilling of the Subject Well.

9. The granting of this Application is in accord with the Oil and Gas Conservation Act, found at §§34-60-101, et seq., C.R.S., and the Commission rules.

10. Applicant requests that relief granted under this Application should be effective on oral order by the Commission, and Applicant hereby agrees to be bound by said oral order.

11. That the names and addresses of the interested parties (persons who own any interest in the mineral estate of the tracts to be pooled, except owners of overriding royalty interest) according to the information and belief of the Applicant are set forth in Exhibit B attached hereto. The Applicant shall submit a certificate of service for the Application within the seven days 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:

A. Pooling all interests in the WSU established for the Application Lands, for the development and operation of the Niobrara Formation, with the pooling order made effective as of the date of this Application.

B. 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 Subject Well are pooled by operation of statute, pursuant to §34-60-116(6) & (7), C.R.S., and made subject to the cost recovery provisions thereof, effective as of the earlier of the date of the Application, or the date the costs specified in §34-60-116(7)(b), C.R.S. are first incurred for the drilling of the Subject Well.

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

WHEREFORE, Applicant respectfully requests that this matter be set for hearing in May 2015, that notice be given as required by law, and that upon such hearing, the Commission enter its order consistent with Applicant's request as set forth above.

Dated: March 19, 2015.

Respectfully submitted:

Extraction Oil & Gas LLC

By: _____

James Parrot
Jillian Fulcher
Beatty & Wozniak, P.C.
Attorneys for Applicant
216 16th Street, Suite 1100
Denver, Colorado 80202
(303) 407-4499
jparrot@bwenergylaw.com
jfulcher@bwenergylaw.com

Applicant's Address:
Extraction Oil & Gas LLC
Destenie McMillen, Senior Landman
1888 Sherman Street, Suite 200
Denver, Colorado 80203

VERIFICATION

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

Destenie McMillen, Senior Landman for 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

Destenie McMillen

Subscribed and sworn to before me this 18th day of March, 2015, by Destenie McMillen, Senior Landman for Extraction Oil & Gas LLC.

Witness my hand and official seal.

My commission expires: 9-27-2017

Notary Public

JENNIFER PITTENGER
Notary Public
State of Colorado
Notary ID 20134062771
My Commission Expires Sep 27, 2017

EXHIBIT A

Reference Map for Pooling Application

Township 6 North, Range 67 West, 6th P.M.
Section 32: SE¼SE¼
Section 33: S½S½

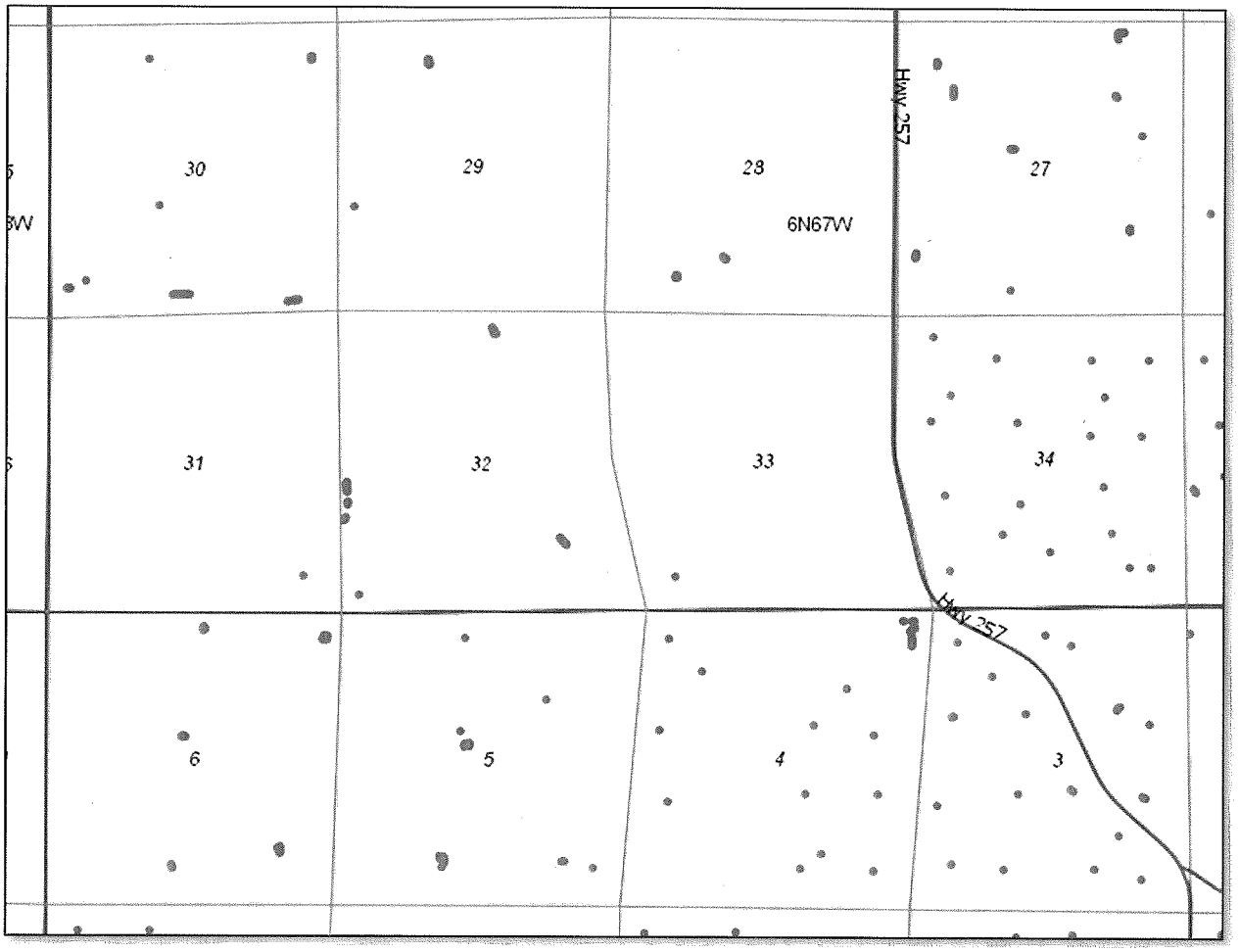

EXHIBIT B
INTERESTED PARTIES

Anadarko Land Corporation
1099 18th Street. Suite 1800
Denver, CO 80202

J. Michael Carrigan and
Sandi H. Carrigan
2131 Cape Hatteras Court
Windsor, CO 80550

Great Western Railway Company
252 Clayton Street 4th Floor
Denver, CO 80204

Larry L. Schupbach
730 Virginia Street
Graham, TX 76450-3142

Jeffrey B. Lewis and
Susan L. Lewis
30037 State Highway 257
Windsor, CO 80550

Trollco, Inc.
1625 Pelican Lakes Point, Suite 201
Windsor, CO 80550

Pelican Lakes, LLC
1625 Pelican Lakes Point, Suite 201
Windsor, CO 80550

Vima Partners, LLC
1625 Pelican Lakes Point, Suite 201
Windsor, CO 80550

Windsor Royalty Company, LLC
1625 Pelican Lakes Point, Suite 201
Windsor, CO 80550

James L. Abbott and
Grace M. Abbott
8944 County Road 62
Windsor, CO 80550

Kerr McGee Oil & Gas Onshore LP
1099 18th Street, Suite 1800
Denver, CO 80202

Patriot Energy, LLC
1625 Pelican Lakes Point, Suite 201
Windsor, CO 80550

Affirm Energy, LLC
P.O. Box 692
Niwot, CO 80544-0692

Viki J. Lind
29486 Weld County Road 13
Windsor, CO 80550

Frye Farms Investments, LLC
1625 Pelican Lakes Point, Suite 201
Windsor, CO 80550

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IN THE MATTER OF THE APPLICATION OF EXTRACTION OIL & GAS LLC FOR AN ORDER TO POOL ALL INTERESTS IN AN APPROXIMATE 200-ACRE DESIGNATED HORIZONTAL WELLBORE SPACING UNIT IN SECTIONS 32 AND 33, TOWNSHIP 6 NORTH, RANGE 67 WEST, 6TH P.M., FOR THE NIOBRARA FORMATION, WATTENBERG FIELD, WELD COUNTY, COLORADO	CAUSE NO. DOCKET NO.

AFFIDAVIT OF MAILING

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

Jennifer Pittenger, of lawful age, and being first duly sworn upon her oath, states and declares:

That she is a Legal Assistant at Beatty & Wozniak, P.C., attorneys for Extraction Oil & Gas LLC, and on or before March 26, 2015, caused a copy of the attached Application to be deposited in the United States Mail, postage prepaid, addressed to the parties listed on Exhibit B to the Application.

Jennifer Pittenger

Witness my hand and official seal.

My commission expires: 10-4-17

Notary Public

TERESA L. PETERSON
NOTARY PUBLIC
STATE OF COLORADO
NOTARY ID 19894002026
MY COMMISSION EXPIRES OCT.4, 2017