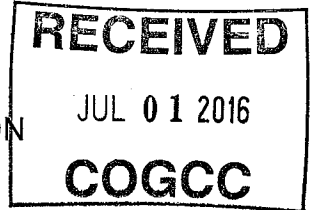


BEFORE THE OIL AND GAS CONSERVATION COMMISSION
OF THE STATE OF COLORADO



IN THE MATTER OF THE APPLICATION OF)
EXTRACTION OIL & GAS, LLC FOR AN)
ORDER POOLING ALL INTERESTS IN THE)
NIOBRARA FORMATION IN TWO 560-ACRE)
WELLBORE SPACING UNITS COVERING)
CERTAIN LANDS IN SECTIONS 16, 17, 20)
AND 21, TOWNSHIP 5 NORTH, RANGE 65)
WEST, 6TH P.M., WATTENBERG FIELD,)
WELD COUNTY, COLORADO.)

Cause No. 407
Docket No. 160800329
Type: POOLING

APPLICATION

Extraction Oil & Gas, LLC ("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 wellbore spacing units ("WSU") established for the S½ of Section 16, the SE¼SW¼ and S½SE¼ of Section 17, the NE¼NW¼ and N½NE¼ of Section 20 and the N½NW¼ and N½NE¼ of Section 21, Township 5 North, Range 65 West, 6th P.M., Weld County, Colorado for the development and production of oil, gas and associated hydrocarbons from the Niobrara Formation in WSU Nos. 1 and 2. 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 5 North, Range 65 West, 6th P.M.
Section 16: S½
Section 17: SE¼SW¼, S½SE¼
Section 20: NE¼NW¼, N½NE¼
Section 21: N½NW¼, N½NE¼

Weld County, Colorado.

A reference map of the Application Lands is attached hereto.

1. 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. The Application Lands are subject to this Rule.

2. Applicant plans to drill and complete the following wells in individual wellbore spacing units covering the Application Lands in the corresponding formation:
 - a. **WSU No. 1:** Vetting 23 well (API No. Pending). Estimated spud date third quarter 2016. Located 1,969 feet FNL and 758 feet FWL, Section 15, Township 5 North, Range 65 West, 6th P.M. to produce oil, gas and associated hydrocarbons from the Niobrara Formation; and
 - b. **WSU No. 2:** Vetting 24 well (API No. Pending). Estimated spud date third quarter 2016. Located 1,966 feet FNL and 782 feet FWL, Section 15, Township 5 North, Range 65 West, 6th P.M. to produce oil, gas and associated hydrocarbons from the Niobrara Formation.

Hereinafter, the "Wells."

3. 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 Niobrara Formation in WSU Nos. 1 and 2.

4. Applicant certifies that, at least thirty-five (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.

5. 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 the Niobrara Formation.

6. 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.

7. 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-five (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 Niobrara Formation in WSU Nos. 1 and 2.

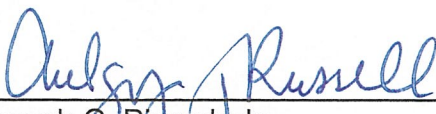
B. Providing that the pooling order is made effective as of the date of this Application, or the date that the costs specified in Section 34-60-116(7)(b)(II), C.R.S., are first incurred for the drilling of a well in the Niobrara Formation in WSU Nos. 1 and 2 on the Application Lands, whichever is earlier;

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 30th day of June, 2016

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

By: 

Joseph C. Pierzchala
Chelsey J. Russell
Welborn Sullivan Meck & Tooley, P.C.
Attorney for Applicant
1125 - 17th Street, Suite 2200
Denver, CO 80202
303-830-2500
jpierzchala@wsmtlaw.com
crussell@wsmtlaw.com

Applicant's Address:

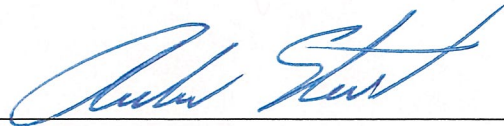
370 17th Street, Suite 5400
Denver, CO 80202
Attn: Drew Stout, Landman
Phone: 720-557-8325

VERIFICATION

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

Drew Stout, Landman 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, Landman

Subscribed and sworn to before me this 30th day of June, 2016 by Drew Stout, Landman for Extraction Oil & Gas, LLC.

Witness my hand and official seal.

MELISSA A. MORMAN
NOTARY PUBLIC
STATE OF COLORADO
NOTARY ID 19894012434
MY COMMISSION EXPIRES AUGUST 29, 2017



Notary Public
My Commission Expires: 8/29/2017

EXHIBIT A
VETTING SOUTH

MICHAEL B. SMITH AND JO
ELLEN SMITH
TROY SCOTT
ARMSTRONG
CAROLYN E. SUNDBERG &
JOHN L. SUNDBERG
THEODORE MARCUS
OLSEN
ELIZABETH A. RAPP
GERRY KAVENY
LINDA G. BLACKBURN
RAYMOND KAVENY
SHELLY KNOTT
STEPHEN MESSICK
PATRICIA A. RAPP
CURTIS R. SEARS
JENNIFER D. SEARS
JUDY KAVENY
KIP M KAVENY
PATRICK L KAVENY
STEVEN D. SEARS
RICHARD P. KOBEL AND
SANDRA M. KOBEL
9TH AVENUE
APARTMENTS LLC
A&A CORDERO LLC
AAM INVESTMENTS LLC
ADAMS DEBRA JEAN
ADAMS PHILLIP J
AGUILAR-GUTIERREZ
LORETTA LALA MELISSA
All-Well LLC
AMETHYST SOLUTIONS
LLC
APODADA MARY LOUISE
ARELLANO GERARDO
ARELLANO JULIA
Noble Energy, Inc.
Kerr-McGee Oil and Gas
United States of America
ARMIJO JUAN ARTURO
B & B LOCAL
CONSTRUCTION LLC
B&B REAL ESTATE LLC
BATREZ GERMAN
BLACK, ROBERT M.;
HERZBERGER, MARIAN L.;
JER
BMC WEST CORPORATION
BOSE DORIS E
BOSE FLOYD R
BROWN MICHAEL W
BRUCKNER TRUCK SALES,
INC.
BURROWS RONALD R

BURROWS SHARON A
BUSS KARA
BUXMAN BETTY J
BUXMAN LARRY D
CHAVEZ DELIA JIMENEZ
CITY OF GREELEY
CLARK LORI L
CLARK RODNEY N
CLEAR FORK MINERALS,
LLC
COLLEGE ESTATES LLC
COOKSTON HELEN C/O
TODD COOKSTON
COPELAND FRANK A
COPELAND JANETT
CORNFORTH JAMES W
DAILY DAN M
DEIBEL CAROL L
DEIBEL CLIFFORD P
DIEDRICHS KEITH
DOPI LLC
DOTY GENE D
DOTY JOYCE A
DVORAK & ASSOC, LLC
EASI-EQUIPMENT &
SUPPLY CO
END-IRA INC FBO FBO
DARYL BOHLENDER IRA
ESTATE OF FRANKLIN,
FRED
ESTATE OF SMITH, RUTH
A.
FARRINGTON CHILDREN'S
TRUST
FERGUSON LOWELL
FLEET WASH CORP
FOOS BETTY J
FOOS MICHAEL E
FOSTER MARC D
FRED GROSSAINT
GARCIA ANNA M
GARCIA ELIAS I
GARCIA RICKY L
GARCIA STEPHANIE M
GARDEN CITY TOWN OF
GC4L INC
GESICK DONALD L AND
JERAN L
GONZALEZ LUIS
GRAHAM KIMBERLY
GREELEY CITY OF
GREELEY COLUMBUS
CLUB ASSOCIATION INC
GREELEY IRRIGATION
COMPANY

GREENWOOD TERRY
GRIEGO JERRY
GRIEGO SELANI
GUTIERREZ-CASILLAS
GILBERTO
HALLMARK THOMAS A
HEMPHILL TRUCKING INC
HERNANDEZ ERNESTO
HERNANDEZ GUADALUPE
HERNANDEZ LUCIANO
HERNANDEZ CRISTELA
HUBBARD WILLIAM Y III
AND LINDA S
HUDSON, LOUIS C. AND
VALDA A.
IRA SERVICES TRUST
COMPANY
JANDREAU NEAL J
JANDREAU RAQUEL
JOHNSON 725 LLC
KENDRICK DENNIS L
KINCAID KELLY
KNIGHT JOSH
KOSKI ELEANOR W
KRIEGER CLARENCE J
LIVING TRUST
KWON LILY
KWON YOUNG JIN
LE MICHAEL CHONG
LENHARDT TINA M
LEWIS, DAVID M.
LUNA PEDRO
LUNA AURELIN LOPEZ DE
MACIEL CESAR
MARLIN W NESS
SHIRLEY J NESS
MARTINEZ JENNIE
MARTINEZ JOE
MARTINEZ LEOPOLDO
MATSON LESLIE D
MC WHIRT GWEN
MEDINA MARIA E
MERRIMAN RANDY K
MERRIMAN LORAIN G
MIDFIRST BANK, C/O
JANEWAY LAW FIRM, PC
MILLER LISA H
MILLER MELISSA
MILLER TYLER
MINERALS ONLY
MINERALS ONLY
MINERALS ONLY
MOHRLANG DOUGLAS A
MONTOYA SANTIAGO
MOORE NICOLE M

VETTING SOUTH

EXHIBIT A
VETTING SOUTH

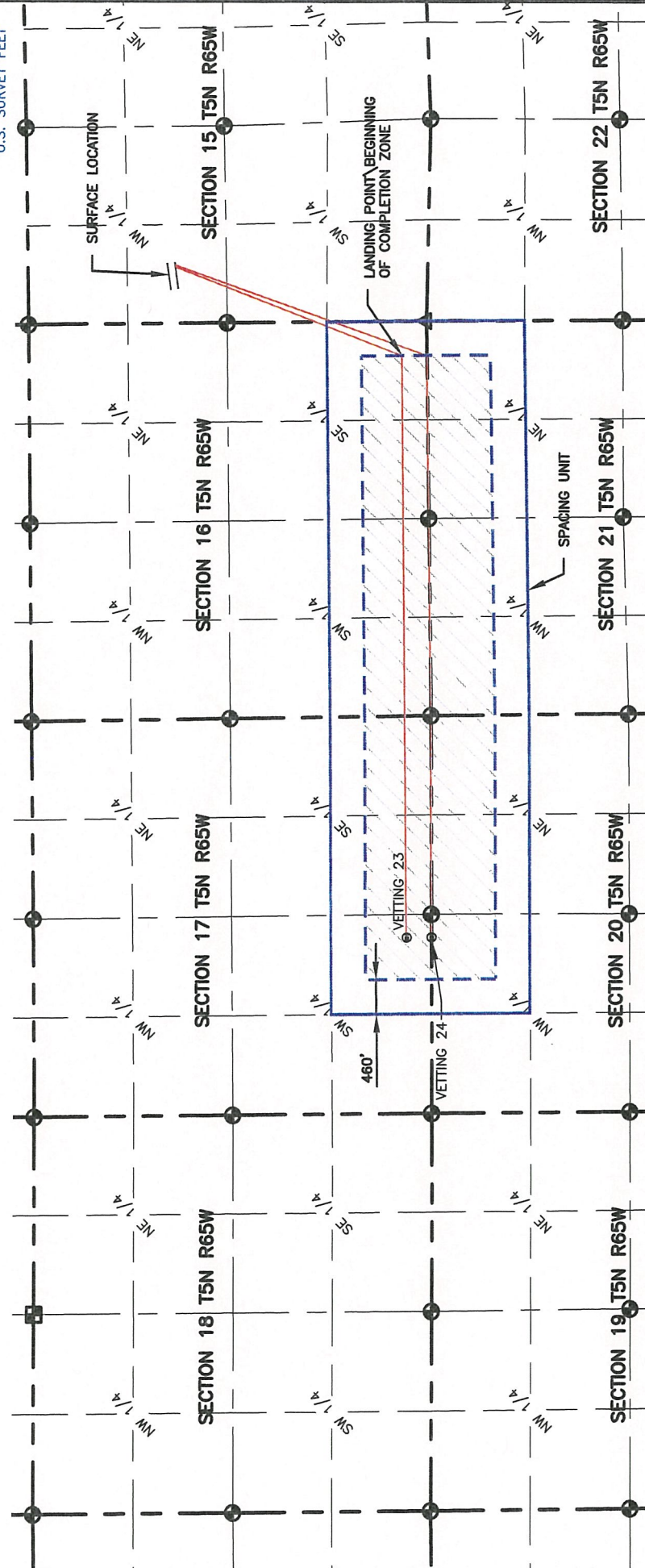
PLATTEL DONALD F	SEVERED; SEE NOTE
MORENO MANUEL C	SMITH BRIAN J
MUCK ALICE H	SMITH COLLEEN H
MUCK DENNIS R	SORENSEN GARY L
MUCK DONALD H	SORENSEN LEIGH A
NARANJO LEO	SOUTHERN FOODS
NELSON SANDRA	GROUP LP
NESS MARLIN W	STERLING BLACK GOLD
NESS SHIRLEY	LLC
NICHOLS ANNE	STROMO, LLC
NIENHUSER RICK DONALD	STUBBS LAURA M
NIENHUSER KATHY ANN	STUBBS MATTHEW A
OCHOA ALFREDO	SUPER AMERICA LLC
OCHOA ESTHER H	SUSSEX PARTNERS
ORTIZ NARCIZO	TALAMANTES MARCO
LOZANO BERHA IRMA	ANTONIO REYES
BONIFACIO	TAN MITZE
PARRA-RODARTE ALMA B	TERLASK JILL MARIE
PATRICIA H. FARRINGTON	TRIMAC
TRUST	TRANSPORTATION
PAYAN FRANCISCO	CENTRAL INC
PARRA	TRUNG THANH MINH
PBRJD GREELEY LAND	TWENTY-SIX 08 CLUB OF
ENTERPRISES LLC	GREELEY
PEAK3 LLC	USBANK, NA C/O
PET INN LLC	MALCOLM & CISNEROS
PIZARRO BERNARINO	VALENZUELA JOSE
REED NORENE S	REFUGIO
REED ROBERT W	VALENZUELA NICANDRA
RICHMARK	VANBEBER DAWN R
DEVELOPMENT, LLC	VANBEBER MARK A
RICHMARK MINERAL	VARGAS CARLOS
PARTNERS, LLC	VEGA JESUS
RIVERA SILVIA	VETTING JAMES E AND
ROCHA VALENTINA	MICHELE I
OCHOA	WALKER MINDY
RODELL GIAVONNA	WALTER L. FARRINGTON
ROTH JIM	III
ROTH JODY LYNN	WALTER L. FARRINGTON
RUBIO DIANE	JR
SAENZ GABRIEL L	WESTCO FAMILY LIMITED
SAKURAI ENTERPRISES	PARTNERSHIP
LLC	WHITE PHILIP R AND
SALGADO ARMANDO A JR	DENISE
SCHAEFER	WILLIAMS ELBERTA F
REHABILITATION CENTER	WILLIAMS FRANCIS S JR
INC	YURK NORMAN W JR
SCHOOL DIST No. 6	
SCHULTE CATHY L	
SCHULTE DENNIS L	
SCUDDER, D. REA	
SE2 LAND LLC	
SEIFRIED BRIAN F	
SELF MEGAN S	
SELF WILLIAM J	

SPACING UNIT: SE/4 SW/4 & S/2 SE/4 SEC 17, S/2 SEC 16, NE/4 NW/4 & N/2 NE/4 SEC 20, N/2 NW/4 & N/2 NE/4 SEC 21 T5N, 65W
 NAME: VETTING SOUTH
 UNIT ACREAGE: 560

WELL NAME	SURFACE LOCATION			LANDING POINT BEGIN HORIZONTAL COMPLETION ZONE			BOTTOM HOLE/END HORIZONTAL COMPLETION ZONE			COMPLETION ZONE BEARING	COMPLETION ZONE LENGTH
	DIST.	DIR.	FNL	DIST.	DIR.	FSL	DIST.	DIR.	FSL		
VETTING 23	1969'		758'	330'	FSL	460'	330'	FSL	2346'	S89°24'14"W	7795.64'
VETTING 24	1966'		782'	0'	FSL	460'	0'	FSL	2348'	S89°11'11"W, S89°12'12"W, S89°44'34"W & S89°44'10"W	2182.39', 2643.05', 2659.14' & 310.00'



0 2000
 SCALE: 1" = 2000'
 U.S. SURVEY FEET



LEGEND

- ALIQUOT CORNER
- ⊙ BOTTOM HOLE
- ⊕ COMPUTED ALIQUOT CORNER FROM MONUMENT ACCESSORIES
- ⊖ COMPUTED FROM GLO RECORDS
- SECTION LINE
- SIXTEENTH LINE
- QUARTER SECTION LINE

PLANNED SPACING UNIT EXHIBIT
 VETTING 15-H
 VETTING SOUTH SPACING UNIT

SURFACE - LOCATION
 SW /4, NW /4, SEC 15 T5N R65W

4715 Innovation Drive 970.226.0342 | P
 Fort Collins, CO 80525 970.226.0879 | F
 www.LRA-Inc.com

LAMP RYNEARSON & ASSOCIATES

DRAWN BY: KJW
 DATE: 10/30/15
 PATH/FILENAME: P:\Engineering\0215036 Vetting_15 H\DRAWINGS\EXHIBITS\0215036PSU-Vetting-S.dwg

PROJECT - TASK NUMBER: 0215036.00
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COGCC ID: [blank]
 BOOK AND PAGE: [blank]

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 NIOBRARA)
FORMATION IN TWO 560-ACRE WELLBORE)
SPACING UNITS COVERING CERTAIN LANDS)
IN SECTIONS 16, 17, 20 AND 21, TOWNSHIP 5)
NORTH, RANGE 65 WEST, 6TH P.M.,)
WATTENBERG FIELD, WELD COUNTY,)
COLORADO.)

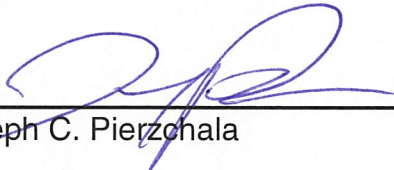
Cause No. 407
Docket No. 160800329
Type: POOLING

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:

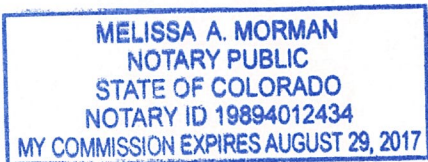
That I am the attorney for Extraction Oil & Gas, LLC and that on or before July 8, 2016, I caused a copy of the attached Application to be deposited in the United States mail, postage prepaid, addressed to the parties listed on Exhibit A to the Application.

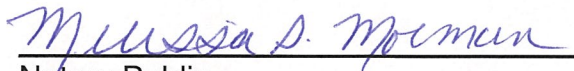


Joseph C. Pierzchala

Subscribed and sworn to before me July 8, 2016

Witness my hand and official seal.





Notary Public
My commission expires: 8/29/2017