

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


IN THE MATTER OF AN APPLICATION BY)
EXTRACTION OIL & GAS, INC., FOR AN ORDER) CAUSE NO. 407
POOLING ALL INTERESTS IN TWO APPROXIMATE)
640-ACRE DESIGNATED HORIZONTAL) DOCKET NO. 171000746
WELLBORE SPACING UNITS FOR CERTAIN)
PORTIONS OF SECTIONS 26, 27, 28, 33, 34, AND) TYPE: Pooling
35, TOWNSHIP 5 NORTH, RANGE 68 WEST, 6TH)
P.M., FOR THE DEVELOPMENT/OPERATION OF)
THE NIOBRARA FORMATION, WATTENBERG)
FIELD, LARIMER COUNTY, COLORADO)

NOTICE OF WITHDRAWAL AND SUBSTITUTION OF COUNSEL

COMES NOW Extraction Oil & Gas, Inc. ("Extraction"), by and through its undersigned attorneys, and hereby submits this Notice of Withdrawal and Substitution of Counsel, whereby the Shanor Group LLC law firm is substituted and replaces Beatty & Wozniak, P.C., as counsel for Extraction. As of the date of this filing, Beatty & Wozniak, P.C., withdraws from its representation of the Extraction, and the Shanor Group LLC enters its appearance on behalf of the Extraction going forward.

DATED this 20th day of October, 2017.

BEATTY & WOZNIAK, P.C.



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Jobediah J. Rittenhouse
216 16th Street, Suite 1100
Denver, CO 80202
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jfulcher@bwenergylaw.com
jrittenhouse@bwenergylaw.com

THE SHANOR GROUP LLC



Robert A. Willis
600 17th Street, Suite 2800
Denver, CO 80202
(303) 995-5120
rwillis@shanorgroup.com

CERTIFICATE OF SERVICE

I hereby certify that on the 20th day of October, 2017, a true and correct copy of the foregoing *Notice of Withdrawal and Substitution of Counsel* was delivered, via email, to the following:

Michael T. Jewell
Courtney M. Shephard
Burns, Figa & Will, P.C.
6400 S. Fiddler's Green Circle, Suite 1000
Greenwood Village, CO 80111
(303) 796-2626
mjewell@bfwlaw.com
cshepard@bfwlaw.com

An original and two copies of the foregoing *Notice of Withdrawal and Substitution of Counsel* were delivered, and the same was electronically filed, to the following on the foregoing date:

^
via U.S. Mail

Margaret Humecki, Hearings Assistant
Julie Prine, Hearings Manager
Colorado Oil & Gas Conservation Commission
1120 Lincoln Street, Suite 801
Denver, CO 80203
Email: Margaret.Humecki@state.co.us
Julie.Prine@state.co.us

By: _____

Kenna Kenstanty

**BEFORE THE OIL & GAS CONSERVATION COMMISSION
OF THE STATE OF COLORADO**

IN THE MATTER OF AN APPLICATION BY
EXTRACTION OIL & GAS, INC. FOR AN ORDER CAUSE NO. 407
POOLING ALL INTERESTS IN TWO DOCKET NO.
APPROXIMATE 640-ACRE DESIGNATED
HORIZONTAL WELLBORE SPACING UNITS FOR TYPE: POOLING
CERTAIN PORTIONS OF SECTIONS 26, 27, 28,
33, 34, AND 35, TOWNSHIP 5 NORTH, RANGE 68
WEST, 6TH P.M., FOR THE
DEVELOPMENT/OPERATION OF THE NIOBRARA
FORMATION, WATTENBERG FIELD, LARIMER
COUNTY, COLORADO

APPLICATION

Extraction Oil & Gas, Inc., Operator No. 10459 ("Extraction" or "Applicant"), by and through its attorneys, Beatty & Wozniak, P.C., respectfully submits this Application to the Oil and Gas Conservation Commission of the State of Colorado ("Commission") for an order pooling all interests in two (2) approximate 640-acre horizontal wellbore spacing units established for certain portions of Sections 26, 27, 28, 33, 34, and 35, Township 5 North, Range 68 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 has registered as an operator with the Commission.

2. Applicant is an Owner in the below-listed lands:

Township 5 North, Range 68 West, 6th P.M.

Section 26: S $\frac{1}{2}$ SW $\frac{1}{4}$

Section 27: S $\frac{1}{2}$ S $\frac{1}{2}$

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

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

Section 34: N $\frac{1}{2}$ N $\frac{1}{2}$

Section 35: N $\frac{1}{2}$ NW $\frac{1}{4}$

Wellbore Spacing Unit ("WSU") Nos. 1-2

640 acres, more or less, Larimer County, Colorado.

These lands are hereinafter collectively 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, allowed 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 drilling of horizontal wells. The Application Lands are subject to Rule 318A.

4. Upon information and belief, Applicant designated two (2) approximate 640-acre horizontal wellbore spacing units comprised of certain portions of the Application Lands, for the below-described wells, for the production of oil, gas, and associated hydrocarbons from the Niobrara Formation. Applicant notified all owners in the proposed wellbore spacing units pursuant to Rule 318A.e.(5). Applicant did not receive objections to the establishment of the proposed horizontal wellbore spacing units within the 30-day response period:

a. Johnsons Corner 2-N Well (API No. 05-069-06460) – Niobrara Formation – WSU #1; and

b. Johnsons Corner 5-N Well (API No. 05-069-06461) – Niobrara Formation – WSU #2.

These wells are hereinafter collectively referred to as the “Subject Wells.”

5. 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 WSU Nos. 1-2 established for the Application Lands, for the development and operation of the Niobrara Formation.

6. Applicant requests that the Commission’s pooling order be made effective as of the earlier of the date of this Application, or the date that the costs specified in §34-60-116(7)(b), C.R.S. are first incurred for the drilling of the Subject Wells within WSU Nos. 1-2.

7. 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 Wells, 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 Wells.

8. 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.

9. 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.

10. The undersigned certifies that copies of this Application will be served on each interested party as required by Rule 507 within seven (7) days of the filing hereof, 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, the Commission enter its order:

A. Pooling all interests in WSU Nos. 1-2 established for the Application Lands, for the development and operation of the Niobrara Formation, effective as of the earlier of the date of this Application, or the date that the costs specified in §34-60-116(7)(b), C.R.S. are first incurred for the drilling of the Subject Wells within WSU Nos. 1-2.

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 Wells, 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 Wells.

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

DATED this 31st day of August, 2017.

Respectfully submitted,

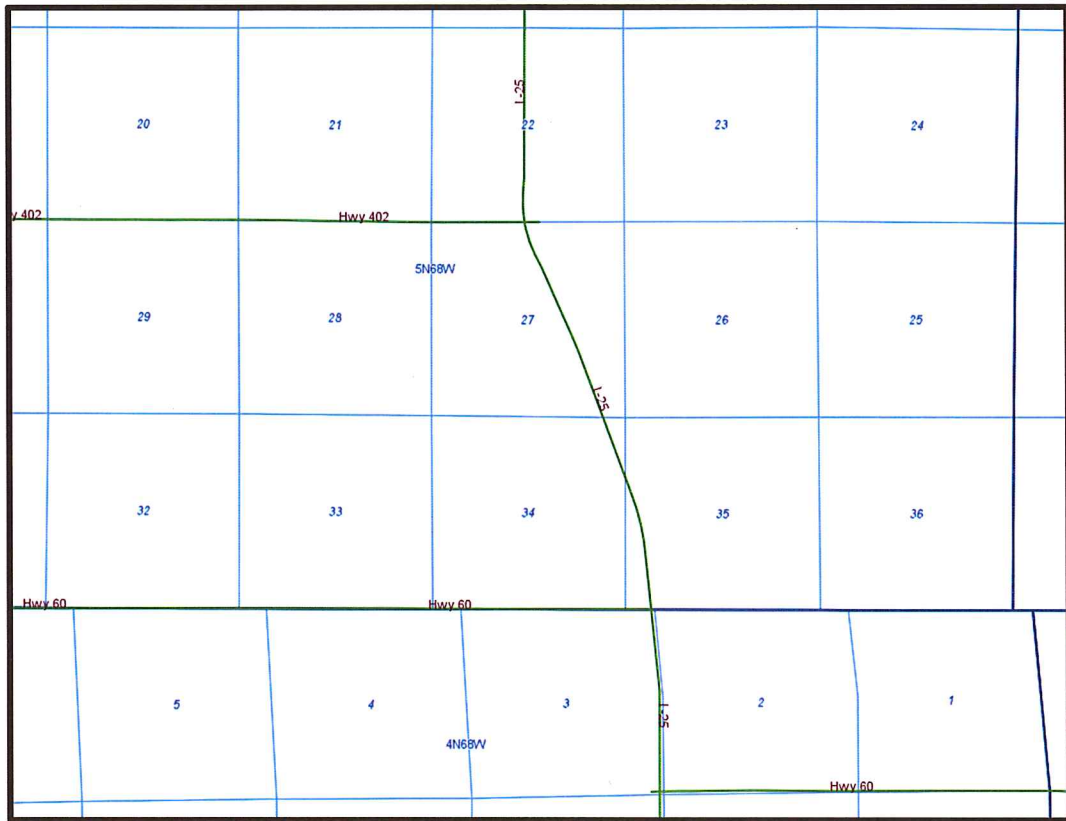
EXTRACTION OIL & GAS, INC.

By: Jobediah J. Rittenhouse
Jillian Fulcher
Jobediah J. Rittenhouse
Beatty & Wozniak, P.C.
Attorneys for Applicant
216 16th Street, Suite 1100
Denver, Colorado 80202
(303) 407-4499
jfulcher@bwenergyllaw.com
jrittenhouse@bwenergyllaw.com

Applicant's Address:
Extraction Oil & Gas, Inc.
ATTN: Ellen Brown
370 17th Street, Suite 5300
Denver, CO 80202

EXHIBIT A

Reference Map for Pooling Application



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

IN THE MATTER OF AN APPLICATION BY
EXTRACTION OIL & GAS, INC. FOR AN ORDER
POOLING ALL INTERESTS IN TWO
APPROXIMATE 640-ACRE DESIGNATED
HORIZONTAL WELLBORE SPACING UNITS FOR
CERTAIN PORTIONS OF SECTIONS 26, 27, 28,
33, 34, AND 35, TOWNSHIP 5 NORTH, RANGE 68
WEST, 6TH P.M., FOR THE
DEVELOPMENT/OPERATION OF THE
NIOBRARA FORMATION, WATTENBERG FIELD,
LARIMER COUNTY, COLORADO

CAUSE NO. 407
DOCKET NO. 171000746
TYPE: POOLING

AFFIDAVIT OF MAILING

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

Grace Go-Hoveland, 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, Inc., and on or before September 7, 2017, 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 attached hereto.



Grace Go-Hoveland

Subscribed and sworn to before me this 5th day of September, 2017.

Witness my hand and official seal.



Notary Public

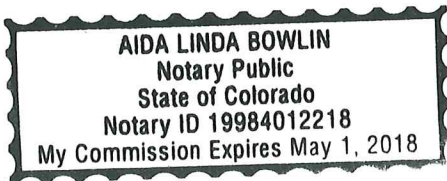


EXHIBIT A

INTERESTED PARTIES

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 this Exhibit A.

Beverly E. Davis
13643 N. 107th Dr.
Sun City, AZ 85351

BS Holdings, Inc.
4660 Chapman Road
Loveland, OK 80534

Carl L. Tate and Janet S. Tate,
Joint Tenants
4640 E. County Rd. 16
Loveland, CO 80537

Corey Price
5130 Lynnwood Court
Loveland, CO 80537

Daniel L. Younger
6830 West County Road 20
Loveland, CO 80537

Dorothy Hamilton Trust u/a
dated 6/11/1993,
Scott B. Hamilton, Successor Trustee
P.O. Box 97
Bellvue, CO 80512

Dunklee Company
3507 Wessinger Rd.
Chapin, SC 29036

Extraction Oil & Gas, Inc.
8040 E. Orchard Rd, Suite 2000
Greenwood Village, CO 80111

Hamilton Family Trust dated April 8, 1988,
James Mark Hamilton and Sara S.
Hamilton, Trustees
820 Coronel St.
Santa Barbara, CA 93109

HJJ, LLC
14154 Lexington Cir.
Westminster, CO 80023

James R. McCreery and
Susan M. McCreery,
Joint Tenants
4549 E County Rd. 16
Loveland, CO 80537

Julie L. Geist
P.O. Box 182
Ennis, MT 59729

Karen L. Graybill
P.O. Box 320
Johnstown, CO 80534

Lincoln Energy Partners II, LLC
852 Broadway Ave., Suite 300
Denver, CO 80203

Magnolia, L.L.C.
P.O. Box 51510
Midland, TX 79710

Margaret V. Heinricy
1903 Northmoor Terrace
Pueblo, CO 81008

Mark V. Gregg and Diane D. Gregg,
Joint Tenants
811 N. 7th St.
Red Oak, IA 51566

Paul Hach
1413 Teakwood Dr.
Fort Collins, CO 80525

Reta Lou Heinricy Trust,
Reta Lou Heinricy, Trustee
P.O. Box 966
Leadville, CO 80461

Richard L. Farasyn and Janet Farasyn,
Joint Tenants
4683 E County Rd. 16
Loveland, CO 80537

Sandra D. Carlson
5081 E County Rd. 16
Loveland, CO 80537

Synergy Resources Corporation
20203 Highway 60
Platteville, CO 80651

TEnergy Corporation
P.O. Box 359
Loveland, CO 80539-0359

The David and Diane Cumpsten Living
Trust dated February 19, 2016, David A.
Cumpsten
and Diane Cumpsten, Trustees
4550 East County Road 16
Loveland, CO 80537

The Pulliam Non-Exempt Family Trust, U/A
January 23, 1987, as Amended, Sandra S.
Olson, Jennifer O. Kelly and Julia D. Olson,
Co-Trustees
4977 Homestead St.
Littleton, CO 80123

Therese L. Geist, a/k/a Therese L. Starnes
W6015 Sobieski Rd. #8
Menominee, MI 49858

VMJ Properties LLC
P.O. Box 359
Loveland, CO 80539-0359

Wildflower Revocable Living Trust,
Beverly Eldene Davis, Trustee
13643 N. 107th Dr.
Sun City, AZ 85351

Yellow Roof Development, LLC
701 Parkcenter
Santa Ana, CA 92705

Brent W. Graybill
1113 N. 6th St.
Johnstown, CO 80534

Buckley D. Graybill
P.O. Box 320
Johnstown, CO 80534

Carylon J. Richmann
14552 Cherry Street
Brighton, CO 80601

Cruz Ana Calvillo
6683 E. County Road 16
Johnstown, CO 80534

Diana K. Woods Living Trust
dated November 7, 1990
590 Hwy 105, Unit 313
Monument, CO 80132

DSK Resources, LLC
1416 Harris Drive
Fort Collins, CO 80524

Edward F. Dunklee
9250 Tennyson St.
Westminster, CO 80031

Geist-Pivonka Inv. Partnership
1351 N. Cleveland Ave.
Loveland, CO 80537

Hari Sachanandani
4660 Chapman Road
Loveland, OK 80534

James J. Davis
11615 North Walapai Circle
Fountain Hills, AZ 85268

Johnson-Taylor Family Properties, LLLP
P.O. Box 359
Loveland, CO 80539

Julio Calvillo
6683 E. County Road 16
Johnstown, CO 80534

Kerr-McGee Oil & Gas Onshore LP
123 Robert S. Kerr
Oklahoma City, OK 73102

Lincoln Energy, LLC
P.O. Box 6975
Denver, CO 80206

Magpie Operating, Inc.
2707 S CR 11
Loveland, CO 80537

Marilyn Minor Johnson
5132 N. Monroe Ave.
Loveland, CO 80538

Matthew Lawrence Kolz
8020 Orchard Path Road
Colorado Springs, CO 80919

Randall W. Carlson
5081 E County Rd. 16
Loveland, CO 80537

Richard A. and Nancy A. Mollandor Trust,
Richard A. Mollandor and
Nancy A. Mollandor, Trustees
4513 West 14th Street
Greeley, CO 80634

Roger Bowman
2809 S. County Road 7
Loveland, CO 80537-8703

State of Colorado, Department
of Transportation
of the City and County of Denver
4201 East Arkansas Avenue
Denver, CO 80222

TA Operating LLC
24601 Center Ridge Rd.
Westlake, OH 44145-5634

Teryl J. Richmann
14552 Cherry Street
Brighton, CO 80601

The Gregg Family Revocable Trust dated
March 10, 1992, Ben H. Gregg, Jr. or
Margery H. Gregg, Trustees
18602 Avenida Del Rey
Rio Verde, AZ 85263

The Roger R. Lee and Marjie J. Lee Trust
dated October 17, 2000, Roger R. Lee
and Marjie J. Lee, Trustees
3455 S. Corona Street
Inglewood, CO 80013

Vaughan McTernan
2609 Rigel Dr.
Colorado Springs, CO 80906

Walker & Lee Farm, LLC
2932 So Cty Rd 7
Loveland, CO 80537

WYOCO Royalty Partners LLC
410 17th Street, Suite 1150
Denver, CO 80202

6701 Marketplace Drive, LLC
320 Starfire Way
Golden, CO 80401