

**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 AN APPROXIMATE DOCKET NO.
640-ACRE DESIGNATED HORIZONTAL
WELLBORE SPACING UNIT FOR CERTAIN TYPE: POOLING
PORTIONS OF SECTIONS 26, 27, 34, AND 35,
TOWNSHIP 5 NORTH, RANGE 68 WEST, 6TH
P.M., FOR THE DEVELOPMENT/OPERATION OF
THE CODELL 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 an approximate 640-acre horizontal wellbore spacing unit established for certain portions of Sections 26, 27, 34, and 35, Township 5 North, Range 68 West, 6th P.M., for the development and operation of the Codell 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 $\frac{1}{2}$ S $\frac{1}{2}$

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

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

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

Wellbore Spacing Unit ("WSU") No. 1

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 an approximate 640-acre horizontal wellbore spacing unit comprised of certain portions of the Application Lands, for the below-described well, for the production of oil, gas, and associated hydrocarbons from the Codell 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. McGirr 12C Well (API No. 05-069-06488) – Codell Formation – WSU #1.

This well is hereinafter referred to as the “Subject Well.”

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 No. 1 established for the Application Lands, for the development and operation of the Codell 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 Well within WSU No. 1.

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 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.

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 No. 1 established for the Application Lands, for the development and operation of the Codell 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 Well within WSU No. 1.

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 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.

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

VERIFICATION

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

Ellen Brown, Landman for Extraction Oil & Gas Inc., 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 INC.




Ellen Brown

Subscribed and sworn to before me this 31st day of August, 2017, by Ellen Brown, Landman for Extraction Oil & Gas Inc.

Witness my hand and official seal.

My commission expires: *1/21/2018*

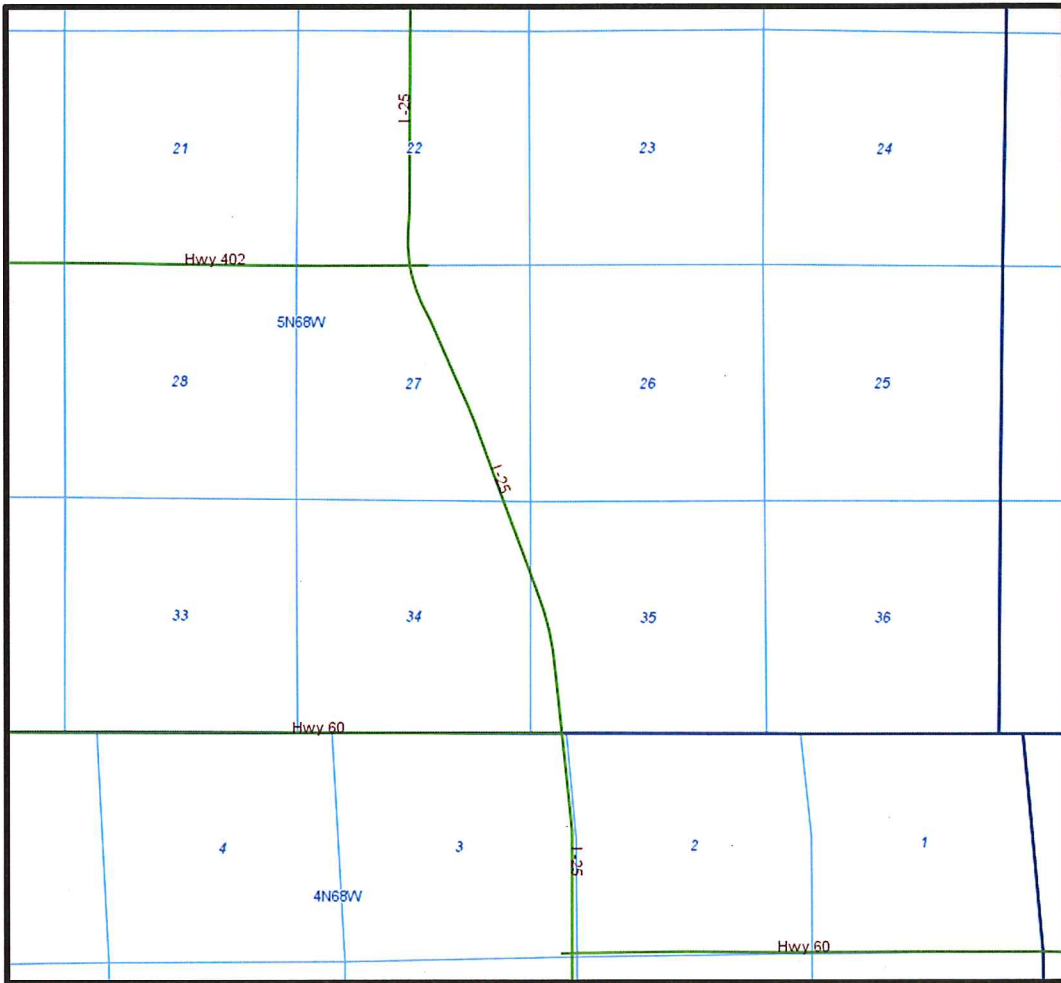


Notary Public

JESSE NICOLE SCHMIDT
NOTARY PUBLIC
STATE OF COLORADO
NOTARY ID 20144002537
MY COMMISSION EXPIRES JANUARY 21, 2018

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 CAUSE NO. 407
EXTRACTION OIL & GAS, INC. FOR AN ORDER
POOLING ALL INTERESTS IN AN APPROXIMATE DOCKET NO. 171000757
640-ACRE DESIGNATED HORIZONTAL
WELLBORE SPACING UNIT FOR CERTAIN TYPE: POOLING
PORTIONS OF SECTIONS 26, 27, 34, AND 35,
TOWNSHIP 5 NORTH, RANGE 68 WEST, 6TH
P.M., FOR THE DEVELOPMENT/OPERATION OF
THE CODELL FORMATION, WATTENBERG
FIELD, LARIMER COUNTY, COLORADO

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 the 7th day of September, 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 11th day of September, 2017.

Witness my hand and official seal.

Notary Public

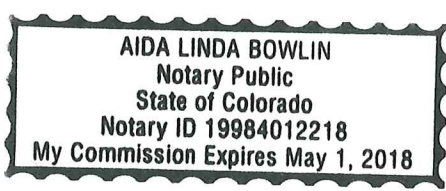


EXHIBIT A

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.

Albert L. Cross
1907 South Country Road 3E
Johnstown, CO 80534

Black River Royalties, LLC
1499 Blake St., Suite 4 I
Denver, CO 80202

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

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

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

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

Dunklee Company
3507 Wessinger Rd.
Chapin, SC 29036

H&C Colton Company
P.O. Box 3705
Littleton, CO 80161

6701 Marketplace Drive, LLC
4777 Marketplace Drive
Johnstown, CO 80534

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

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

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

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

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

Margaret Virginia Heinrichy
1903 Northmoor Terrace
Pueblo, CO 81008

Oryx Mineral Leaseholds, Inc.
430 First Avenue, Suite 640
Minneapolis, MN 55401

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

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

TEnergy Corporation
P.O. Box 359
Loveland, CO 80536-0359

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 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

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

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

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

Buckeye Limited Liability Company
2415 Regal View Court
Colorado Springs, CO 80919

Carylon J. Richmann
14552 Cherry Street
Brighton, CO 80602

Dorothy Hamilton Trust u/a dated 6/11/1993, Scott
B. Hamilton, Successor Trustee
7114 Stove Prairie Rd.
Bellvue, CO 80512

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

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

Hari Sachanandani
320 Starfire Way
Golden, CO 80401

Heirs/Devises of Effie Cross, Deceased
8045 E County Rd 16
Johnstown, CO 80534

HJJ, LLC
14154 Lexington Cir.
Westminster, CO 80023

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

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

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

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

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

Patchen Family Partners, Ltd.
5175 Shavano Court
Windsor, CO 80550

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

Synergy Resources Corporation
20203 Highway 60
Platteville, CO 80651

Elster Oil & Gas, LLC
200 Plaza Drive, Suite 100
Highlands Ranch, CO 80129

Teryl J. Richmann
14552 Cherry Street
Brighton, CO 80601

The Home State Bank
935 North Cleveland
Loveland, CO 80537

Vaughan McTernan
2609 Rigel Dr.
Colorado Springs, CO 80906

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

Heirs/Devises of Virginia M. Johnson
1389 South Dusk
Milliken, CO 80543