

**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
POOLING ALL INTERESTS IN THREE CAUSE NO. 407
APPROXIMATE 314.99-ACRE DESIGNATED DOCKET NO.
HORIZONTAL WELLBORE SPACING UNITS FOR
CERTAIN PORTIONS OF SECTION 3, TOWNSHIP TYPE: POOLING
4 NORTH, RANGE 68 WEST, 6TH P.M., FOR THE
DEVELOPMENT/OPERATION OF THE CODELL
AND NIOBRARA FORMATIONS, WATTENBERG
FIELD, WELD 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 three approximate 314.99-acre horizontal wellbore spacing units established for certain portions of Section 3, Township 4 North, Range 68 West, 6th P.M., for the development and operation of the Codell and Niobrara Formations. 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 4 North, Range 68 West, 6th P.M.
Section 3: N½

Wellbore Spacing Unit ("WSU") Nos. 1-3

Weld County, Colorado, 314.99 acres, more or less.

These lands are hereinafter collectively referred to as the "Application Lands" and depicted in Exhibit A, attached hereto.¹

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

¹ The Application Lands contain irregular lots. Accordingly, the acreage comprising the wellbore spacing units has been modified to reflect the presence of irregular quarter-quarter sections.

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 three approximate 314.99-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 Codell and Niobrara Formations. 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. Jesser 3E-10-4N Well (API No. 05-123-45672) - Niobrara Formation - WSU #1;
- b. Jesser 3E-10-5N Well (API No. 05-123-45660) - Niobrara Formation - WSU #2;
- c. Jesser 3E-10-6C Well (API No. 05-123-45668) - Codell Formation - WSU #3.

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. 1-3 established for the Application Lands, for the development and operation of the Codell and Niobrara Formations.

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. 1-3.

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. 1-3 established for the Application Lands, for the development and operation of the Codell and Niobrara Formations, 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. 1-3.

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 15th day of January, 2018.

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@bwenergylaw.com
jrittenhouse@bwenergylaw.com

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

EXHIBIT A

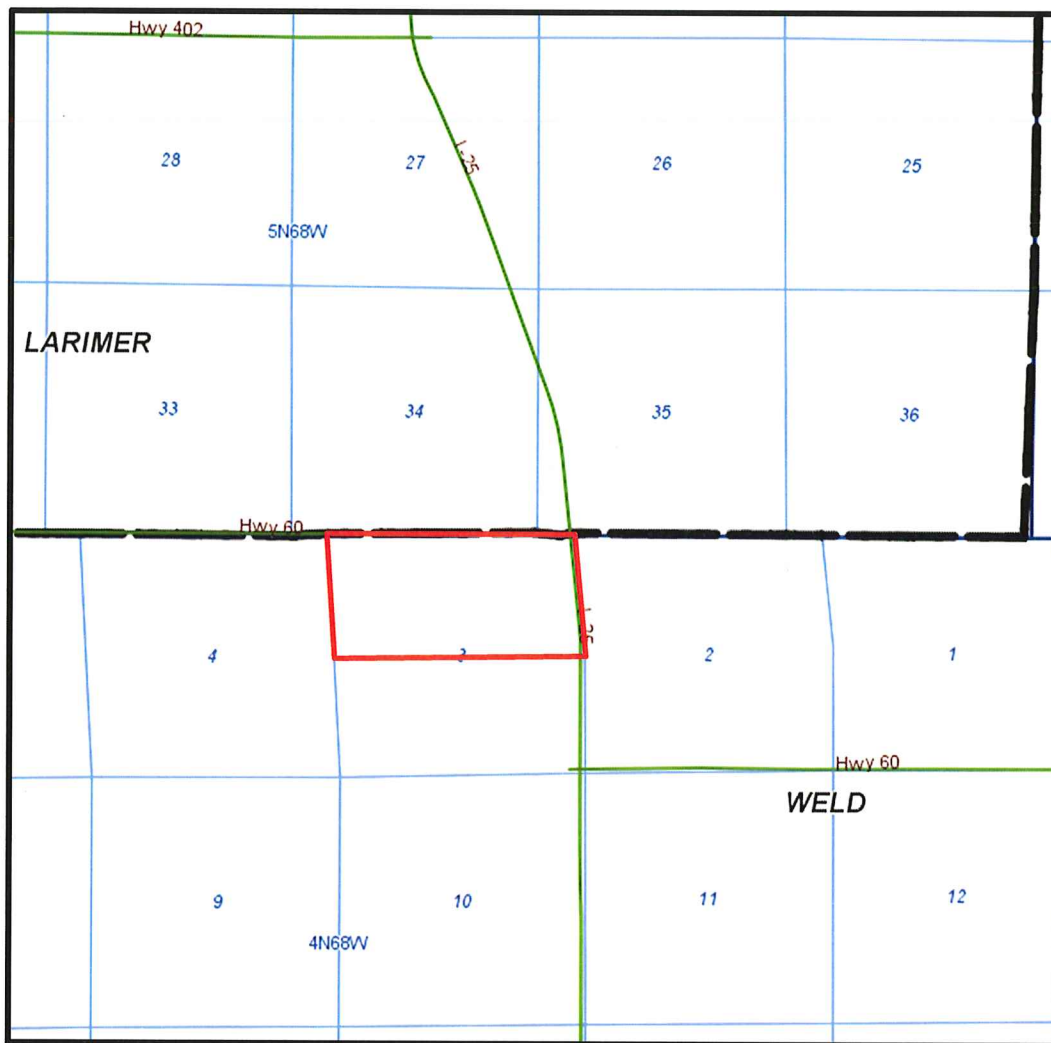
Reference Map for Pooling Application

Township 4 North, Range 68 West, 6th P.M.

Section 3: N½

Wellbore Spacing Unit ("WSU") Nos. 1-3

Weld County, Colorado, 314.99 acres, more or less.



= Application Lands

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.

MARK V. GREGG AND DIANE D. GREGG
811 N. 7TH STREET
RED OAK, IA 51566

ESTATE OF EDWARD F. DUNKLEE, DEC'D
6550 W 46TH AVE
WHEAT RIDGE, CO 80033

ANADARKO E&P ONSHORE LLC
1099 18TH STREET, STE 1800
DENVER, CO 80202

STRATEGIC ENERGY INCOME FUND III LP
ATTN: KEVIN SULLEY, US ENERGY
1521 N COOPER STREET, SUITE 700
ARLINGTON, TX 76011

MAGNOLIA, L.L.C.
PO BOX 51555
MIDLAND, TX 79710

KERR-MCGEE OIL & GAS ONSHORE LP
1099 18TH STREET, SUITE 1800
DENVER, CO 80202

THE GREGG FAMILY TRUST
DATED MARCH 10, 1992,
BY BEN H. GREGG, JR., AS TRUSTEE
18602 E. AVENIDA DEL RAY
RIO VERDE, AZ 85263-8118

PULLIAM NON-EXEMPT FAMILY TRUST
U/A 1-23-87
4977 HOMESTEAD ST
LITTLETON, CO 80123

DUNKLEE COMPANY, LP
NO 10 JUNIPER LANE
DOVER, MA 02030

STRATEGIC ENERGY INCOME FUND IV LP
ATTN: KEVIN SULLEY, US ENERGY
1521 N COOPER STREET, SUITE 700
ARLINGTON, TX 76011

DORCAS MARY VAUGHAN &
DURKEE MCTERNAN
2609 RIGEL DRIVE
COLORADO SPRINGS, CO 80906

EXTRACTION OIL & GAS, INC.
370 17TH ST., SUITE 5300
DENVER, CO 80202