

**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 TWO
APPROXIMATE 320-ACRE DESIGNATED CAUSE NO. 407
HORIZONTAL WELLBORE SPACING UNITS FOR DOCKET NO.
CERTAIN PORTIONS OF SECTION 8, TOWNSHIP
4 NORTH, RANGE 68 WEST, 6TH P.M., FOR THE TYPE: POOLING
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 two approximate 320-acre horizontal wellbore spacing units established for certain portions of Section 8, 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 8: N½

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

Weld County, Colorado, 320 acres, more or less.

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 approximate 320-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. Berthoud Farms 8E-10-9N Well (API No. 05-123-45732) - Niobrara Formation - WSU #1;
- b. Berthoud Farms 8E-10-11C Well (API No. 05-123-45724) - Codell 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 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. 1-2.

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 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. 1-2.

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 18th 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@bwenergyllaw.com
jrittenhouse@bwenergyllaw.com

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

VERIFICATION

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

Jason Rayburn, Staff Landman for Extraction Oil & Gas Inc., 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 INC.

Jason Rayburn

Subscribed and sworn to before me this 17 day of January, 2018, by Jason Rayburn, Staff Landman for Extraction Oil & Gas Inc.

Witness my hand and official seal.

My commission expires:

Alex Ross
Notary Public

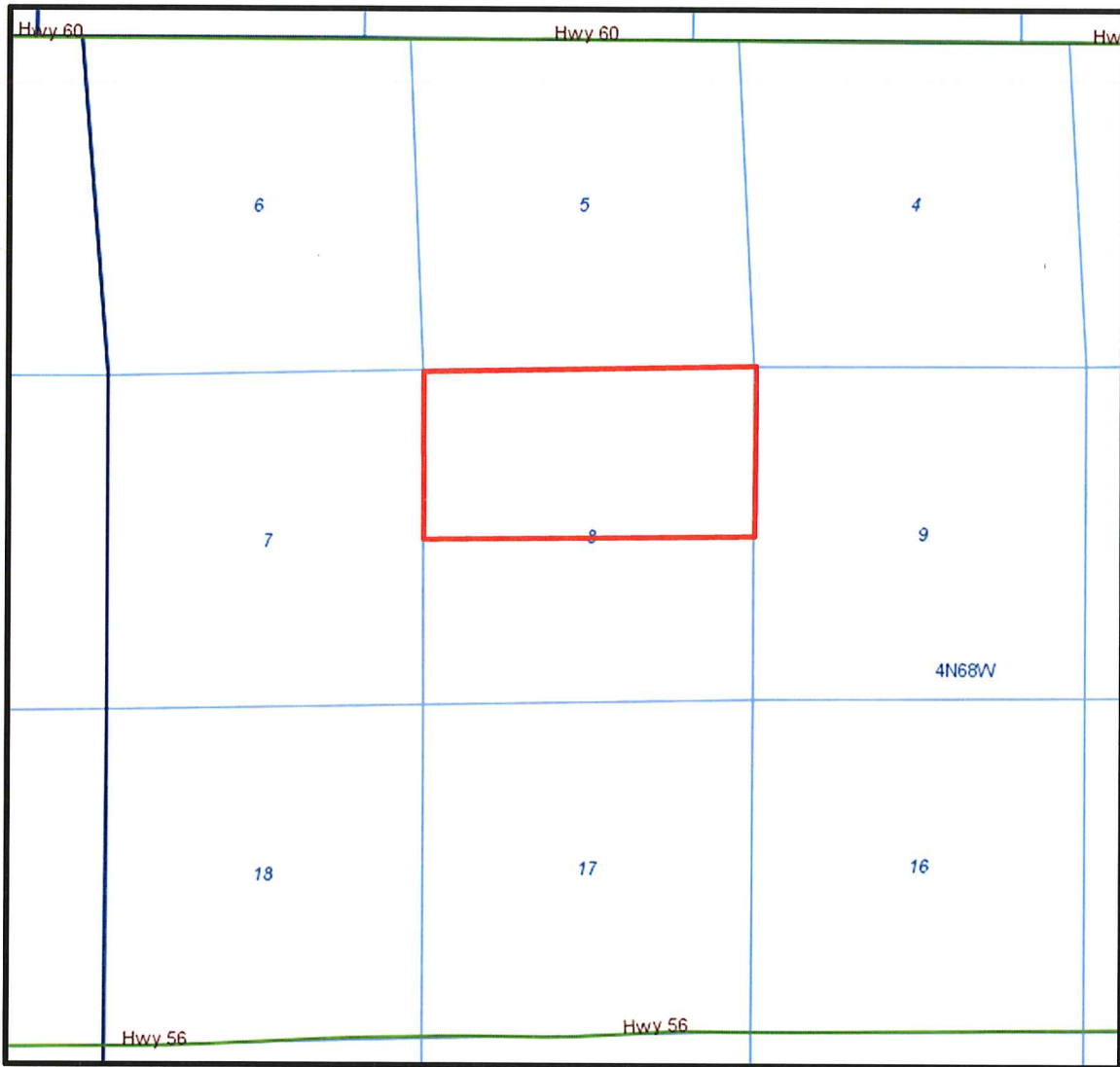
Alex Andrya Ross
Notary Public of Colorado
Commission # 20144025566
Commission Expires 06/27/2018

EXHIBIT A

Reference Map for Pooling Application

Township 4 North, Range 68 West, 6th P.M.
Section 8: N½

Wellbore Spacing Unit ("WSU") Nos. 1-2
Weld County, Colorado, 320 acres, more or less



 = Application Lands

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POOLING ALL INTERESTS IN TWO
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HORIZONTAL WELLBORE SPACING UNITS FOR
CERTAIN PORTIONS OF SECTION 8, TOWNSHIP
4 NORTH, RANGE 68 WEST, 6TH P.M., FOR THE
DEVELOPMENT/OPERATION OF THE CODELL
AND NIOBRARA FORMATIONS, WATTENBERG
FIELD, WELD COUNTY, COLORADO

CAUSE NO. 407

DOCKET NO. 180300170

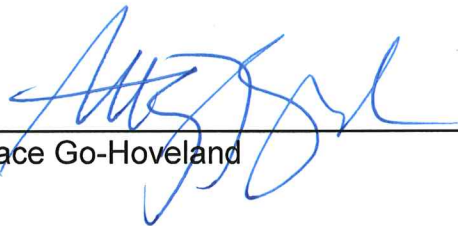
TYPE: POOLING

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:

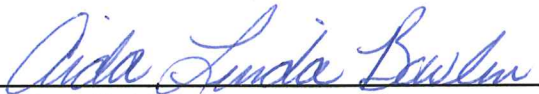
That she is a Legal Assistant at Beatty & Wozniak, P.C., attorneys for Extraction Oil & Gas, Inc., and on or before January ____, 2018, caused a copy of the attached Application to be deposited in the United States Mail, postage prepaid, addressed to the parties listed on Exhibit A attached hereto. Application was resent to all parties on January 31, 2018.



Grace Go-Hoveland

Subscribed and sworn to before me this 1st day of February, 2018.

Witness my hand and official seal.



Notary Public

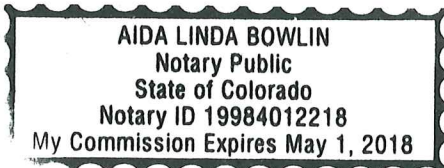


EXHIBIT A

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.

AZTEC EXPLORATION, LLC
PO BOX 621925
LITTLETON, CO 80162

BLUEBIRD ENERGY PARTNERS LLC
9055 E MINERAL CIRCLE, SUITE 110
CENTENNIAL, CO 80112

BRUCE E. CLARK
20312 WELD COUNTY ROAD 3
BERTHOUD, CO 80513

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

LITTLE THOMPSON WATER DISTRICT
835 EAST HIGHWAY 56
BERTHOUD, CO 80513

MAGIC M&R, LLC
1720 S BELLAIRE STREET, SUITE 1209
DENVER, CO 80222

ROY A. PETERSON AN INDIVIDUAL AND
AS ATTORNEY-IN-FACT FOR AVA M.
PETERSON; BRUCE ALFRED PETERSON
LIVING TRUST DTD 12/30/1992
1312 GREYSTONE
BARTLESVILLE, OK 74006

WILLIAM G. MARTY AND
LINDA L. MARTY, JT
2778 E. 124TH CIRCLE
THORNTON, CO 80241

BERTHOUD SMITH FARM, LLC
1777 COUNTY ROAD 46
BERTHOUD, CO 80513

BRUCE A PETERSON LIVING TRUST ,
DTD 12/30/1992; ROY A. PETERSON
AND LELAH T. PETERSON, HIS WIFE;
AND RUTH C. CATLETT- DEC'D
1312 GREYSTONE
BARTLESVILLE, OK 74006

DOUGLAS W. ARNSTAD AND
ANDREA L. KIEHN ARNSTAD, JT
22864 WELD COUNTY ROAD 3
BERTHOUD, CO 80513

JAMES W. GREEN
8870 CODY ST.
WESTMINSTER, CO 80021

LINCOLN ENERGY LLC
852 BROADWAY, SUITE 300
DENVER, CO 80203

LYNETTE D. SPARKS
3858 CRESTONE DR.
LOVELAND, CO 80537

PTL PROPERTIES, LLC
2578 FALLING STAR LOOP
CHEYENNE, WY 82009

SUNFLOWER ROYALTIES LLC
1720 S BELLAIRE STREET, SUITE 1209
DENVER, CO 80222

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

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WELLBORE SPACING UNITS FOR CERTAIN
PORTIONS OF SECTION 8, TOWNSHIP 4 NORTH, DOCKET NO. 180300170
RANGE 68 WEST, 6TH P.M., FOR THE
DEVELOPMENT/OPERATION OF THE CODELL TYPE: POOLING
AND NIOBRARA FORMATIONS, WATTENBERG
FIELD, WELD COUNTY, COLORADO

MOTION FOR PUBLICATION OF SUMMONS

Extraction Oil & Gas, Inc. (Operator No. 10459) ("Extraction" or "Applicant"), by and through its through its attorneys, Beatty & Wozniak, P.C., respectfully files this Motion for Publication of Summons ("Motion") to the Colorado Oil and Gas Conservation Commission of the State of Colorado ("COGCC" or "Commission") for an Order to serve unlocatable interested parties by Publication of Summons. In support of its Motion, Extraction states and alleges the following:

1. On January 18, 2018, Extraction filed a verified application with the COGCC ("Pooling Application") for an order to, among other things, pool all interests in two approximate 320-acre designated horizontal wellbore spacing units established for the Application Lands (as described below) for the development and operation of the Codell and Niobrara Formations. The Application Lands are as follows:

Township 4 North, Range 68 West, 6th P.M.
Section 8: N½

Wellbore Spacing Unit ("WSU") Nos. 1-2
Weld County, Colorado, 320 acres, more or less

2. Pursuant to Commission Rule 507.b.(2), notice of involuntary pooling applications must be served on those persons who own any interest in the mineral estate of the tracts to be pooled, except owners of an overriding royalty interest. Section 34-60-108(4), C.R.S. of the Oil and Gas Conservation Act mandates that where notice of an application for the entry of a pooling order is not served to interested parties by mail, the same shall be served in accordance with the Colorado Rules of Civil Procedure for the service of process in civil actions in the district courts of the state.

3. Rule 4(g), C.R.C.P., authorizes service by publication where a party cannot effect personal service or service by mail. If the court, here the Commission, is satisfied that due diligence has been used to obtain personal service or that efforts to

obtain the same would have been to no avail, the Commission may order publication of process in a newspaper published in the county in which the action is pending. See Rule 4(g)(2), C.R.C.P. Such publication shall be made once a week for five successive weeks, with service deemed complete on the day of the last publication.

4. Despite diligent efforts, Extraction has been unable to locate an address for service for the following interested party to the Pooling Application: Samuel Wilson and/or the Heirs/Devises of Samuel Wilson (“Unlocatable Parties”).

5. Extraction’s efforts to locate the Unlocatable Parties included an internal and third-party review of the clerk and recorder of Weld County, Colorado, accessed via ICRIS (being the county in which the Application Lands are located), which indicate that Samuel Wilson acquired his interest in June 1893. According to Extraction’s search, the last document of record pertaining to the Samuel Wilson’s interest was the 1893 deed. No deeds, assignments, or conveyances have since been recorded in Weld County pertaining to the Samuel Wilson.

6. Furthermore, Extraction engaged a third party to perform a genealogy report for Samuel Wilson in an effort to determine his heirs and/or devisees; however, ultimately no conclusive evidence was uncovered to ascertain the true heirs and/or devisees of Samuel Wilson.

7. Furthermore, upon information and belief, Extraction completed a Google-search and Lexis-search for Samuel Wilson. No information was obtained as a result of these performed searches.

8. Lastly, upon information and belief, Extraction performed a search of the Probate Court of Weld County, Colorado. Extraction located no information pertaining to Mr. Wilson. Upon information and belief, Samuel Wilson is now deceased, and no deeds have been filed of record transferring Mr. Wilson’s interest to successor(s)-in-interest.

Relief Requested

WHEREFORE, Extraction respectfully requests the following relief:

1. The Commission authorize service by publication in a newspaper published in the county in which this action is pending for purposes of providing notice of the Pooling Application to the Unlocatable Parties.

2. Require publication to be made once weekly for five successive weeks from the date of the Order.

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

DATED this 5th day of February, 2018.

Respectfully submitted,

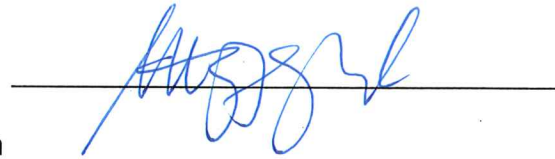
EXTRACTION OIL & GAS, INC.

By: Jobediah J. Rittenhouse
Jillian Fulcher
Jobediah J. Rittenhouse
Beatty & Wozniak, P.C.
Attorneys for Applicant
216 16th Street, Suite 1100
Denver, Colorado 80202
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jfulcher@bwenergylaw.com
jrittenhouse@bwenergylaw.com

Jason Rayburn
Staff Landman
Extraction Oil & Gas, Inc.

CERTIFICATE OF SERVICE

I hereby certify that, on February 5, 2018, Beatty & Wozniak, P.C. caused Extraction Oil & Gas, Inc.'s Motion for Publication of Summons to be served via electronic mail to the Colorado Oil and Gas Conservation Commission pursuant to Rule 509.3.(E), and by U.S. mail at the addressed listed below.



Colorado Oil and Gas Conservation Commission
ATTN: James Rouse and Jennifer Hazelton
1120 Lincoln Street, Suite 810
Denver, CO 80203
James.Rouse@state.co.us
Jennifer.Hazelton@state.co.us