

**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
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 NIOBRARA
FORMATION, 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 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 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 4 North, Range 68 West, 6th P.M.
Section 8: N $\frac{1}{2}$ S $\frac{1}{2}$, S $\frac{1}{2}$ N $\frac{1}{2}$

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

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 three 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 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. Trott 8E-10-1N Well (API No. 05-123-45716) - WSU #1;
- b. Trott 8E-10-3N Well (API No. 05-123-45709) - WSU #2;
- c. Trott 8E-10-5N Well (API No. 05-123-45714) - 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 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. 1-3.

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 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. 1-3.

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 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@bwenergylaw.com
jrittenhouse@bwenergylaw.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:



Notary Public

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

EXHIBIT A

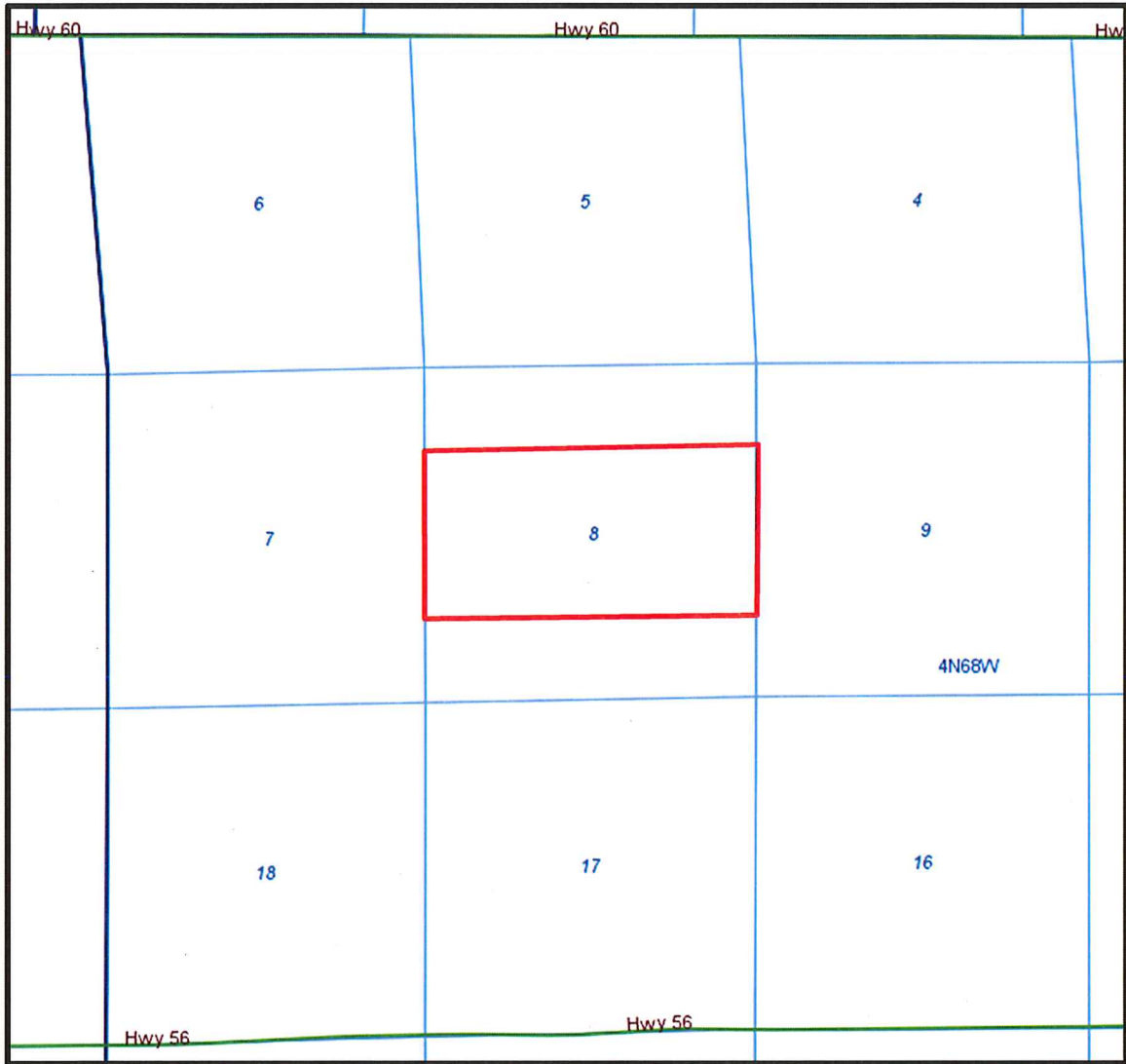
Reference Map for Pooling Application

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

Section 8: N $\frac{1}{2}$ S $\frac{1}{2}$, S $\frac{1}{2}$ N $\frac{1}{2}$

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

Weld County, Colorado, 320 acre, more or less



= Application Lands

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CERTAIN PORTIONS OF SECTION 8, TOWNSHIP
4 NORTH, RANGE 68 WEST, 6TH P.M., FOR THE
DEVELOPMENT/OPERATION OF THE
NIOBRARA FORMATION, WATTENBERG FIELD,
WELD COUNTY, COLORADO

CAUSE NO. 407
DOCKET NO. 180300171
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 25, 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

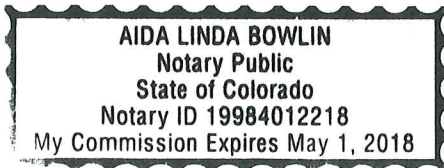


EXHIBIT A

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.

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

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

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

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

MICHAEL A. AND CHRISTINA E. THOREN
22408 WELD COUNTY RD. 1
BERTHOUD, CO 80513

ROBERT AND ELIZABETH DAVIS
22327 COUNTY RD. 3
BERTHOUD, CO 80513

THE MICHAEL WAGGENER TRUST
HOME STATE BANK, TRUST DEPARTMENT,
P.O. BOX 179
LOVELAND, CO 80539

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

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

GREGORY A. HOLLOWAY AND
ADRIENNE J. HOLLOWAY
22302 SCHULTZ LANE
BERTHOUD, CO 80513

JOHN MICHAEL WAGGENER
1707 WCR 46
BERTHOUD, CO 80513

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

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

PTL PROPERTIES, LLC
20312 WELD COUNTY ROAD 3
BERTHOUD, CO 80513

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
2778 E. 124TH CIRCLE
THORNTON, CO 80241