

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

IN THE MATTER OF AN **AMENDED** APPLICATION
BY EXTRACTION OIL & GAS, INC. FOR AN
ORDER POOLING ALL INTERESTS IN TWO
APPROXIMATE 400-ACRE DESIGNATED CAUSE NO. 407
HORIZONTAL WELLBORE SPACING UNITS FOR DOCKET NO. 180300173
CERTAIN PORTIONS OF SECTIONS 7, 8, 17 AND
18, TOWNSHIP 4 NORTH, RANGE 68 WEST, 6TH TYPE: POOLING
P.M., FOR THE DEVELOPMENT/OPERATION OF
THE ~~CODELL AND~~ NIOBRARA FORMATIONS,
WATTENBERG FIELD, WELD COUNTY,
COLORADO

AMENDED APPLICATION

Extraction Oil & Gas, Inc., Operator No. 10459 ("Extraction" or "Applicant"), by and through its attorneys, Beatty & Wozniak, P.C., respectfully submits this **Amended Application ("Application")** to the Oil and Gas Conservation Commission of the State of Colorado ("Commission") for an order pooling all interests in two approximate 400-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 7: SE $\frac{1}{4}$ SE $\frac{1}{4}$

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

Section 17: N $\frac{1}{2}$ N $\frac{1}{2}$

Section 18: NE $\frac{1}{4}$ NE $\frac{1}{4}$

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

Weld County, Colorado, 400 acre, 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 400-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-10-17N Well (API No. 05-123-45728) - WSU #1;
- b. Trott 17E-10-19N Well (API No. 05-123-45718) - 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 ~~January 18, 2018~~ February 1, 2018.

Respectfully submitted,

EXTRACTION OIL & GAS, INC.

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Jillian Fulcher
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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 Amended 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 ____ 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

**ANGELA CHRISTINE NICKEL
NOTARY PUBLIC
STATE OF COLORADO
NOTARY ID 20184003200
MY COMMISSION EXPIRES JANUARY 18, 2022**

EXHIBIT A

Reference Map for Pooling Application

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

Section 7: SE $\frac{1}{4}$ SE $\frac{1}{4}$

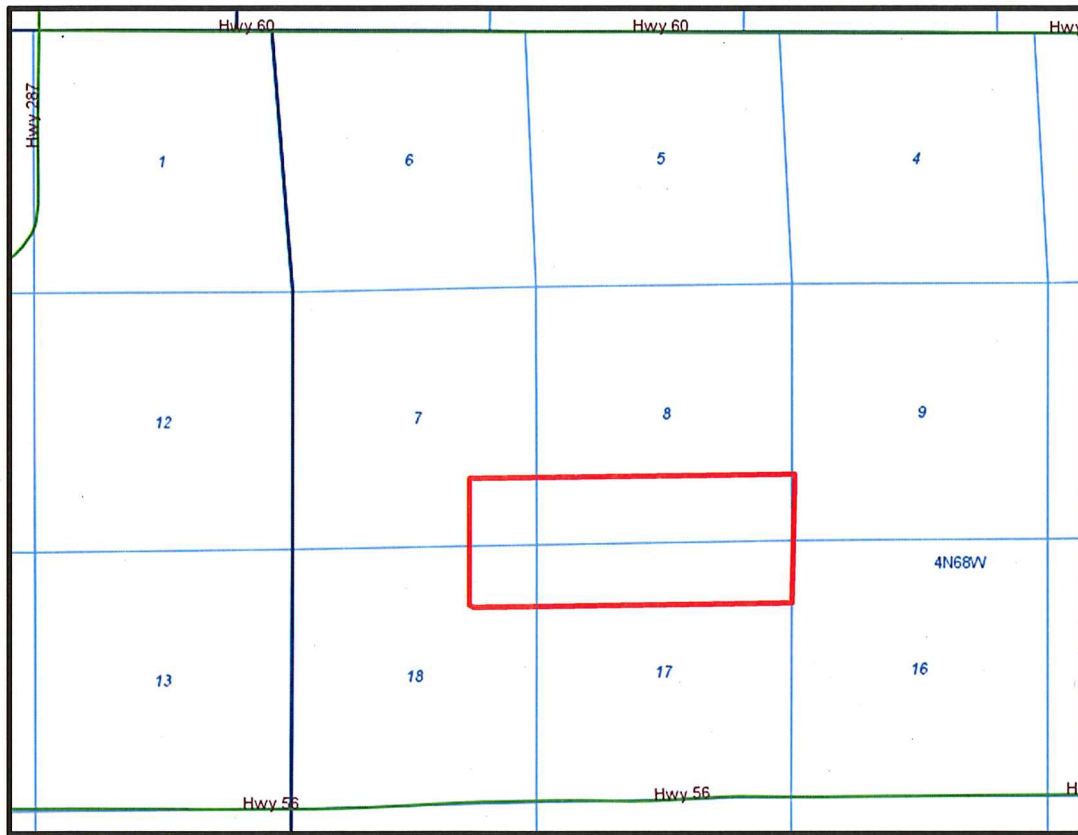
Section 8: S $\frac{1}{2}$ S $\frac{1}{2}$

Section 17: N $\frac{1}{2}$ N $\frac{1}{2}$

Section 18: NE $\frac{1}{4}$ NE $\frac{1}{4}$

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

Weld County, Colorado, 400 acre, 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.

AZTEC EXPLORATION, LLC
PO BOX 621925
LITTLETON, CO 80162

JAMES L. BERTOLIN
1308 SPRUCE AVE
LONGMONT, CO 80501

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

LYN A. MILLIKEN
1308 SPRUCE AVE
LONGMONT, CO 80501

TERRY KENNEDY A/K/A TERRY SNOW
5417 EAST MULBERRY
FORT COLLINS, CO 80524

THE MICHAEL WAGGENER TRUST
HOME STATE BANK, LYNN A. HAMMOND,
MORRISON L. HETH AND JANE VIELEHR,
TRUSTEES C/O HOME STATE BANK,
300 E. 29TH STREET
LOVELAND, CO 80538

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

GALE R. KENNEDY
2616 GRANADA DRIVE
LOVELAND, CO 80538-2452

JOHN MICHAEL WAGGENER
1707 WCR 46
BERTHOUD, CO 80513

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

MARTY LAND COMPANY, LLLP
PO BOX 1697
BERTHOUD, CO 80513

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

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