

**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 FOUR APPROXIMATE 480.32-ACRE DESIGNATED HORIZONTAL WELLBORE SPACING UNITS FOR CERTAIN PORTIONS OF SECTIONS 26 AND 27, TOWNSHIP 5 NORTH, RANGE 68 WEST, 6TH P.M., FOR THE DEVELOPMENT/OPERATION OF THE CODELL AND NIOBRARA FORMATIONS, WATTENBERG FIELD, LARIMER COUNTY, COLORADO

CAUSE NO. 407
DOCKET NO. 180300196
TYPE: POOLING

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 four approximate 480.32-acre horizontal wellbore spacing units established for certain portions of Sections 26 and 27, Township 5 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 5 North, Range 68 West, 6th P.M.

Section 26: N $\frac{1}{2}$

Section 27: NE $\frac{1}{4}$

Wellbore Spacing Unit ("WSU") Nos. 1-4

Larimer County, Colorado, 480.32 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

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.

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 four approximate 480.32-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. Northlight 1C Well (API No. 05-069-06497) - Codell Formation - WSU #1;
- b. Northlight 2N Well (API No. 05-069-06495) - Niobrara Formation - WSU #2;
- c. Northlight 3N Well (API No. 05-069-06496) - Niobrara Formation - WSU #3;
- d. Northlight 4C Well (API No. 05-069-~~06498~~ **06494**) - Codell Formation - WSU #4.

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. 1-4 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. 1-4.

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. 1-4 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. 1-4.

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~~ of January 1st of February, 2018.

Respectfully submitted,

EXTRACTION OIL & GAS, INC.

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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: Philip Zaranka
370 17th Street, Suite 5300
Denver, CO 80202

VERIFICATION

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

Philip Zaranka, 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.



Philip Zaranka

Subscribed and sworn to before me this 31st day of January, 2018, by Philip Zaranka, Landman for Extraction Oil & Gas Inc.

Witness my hand and official seal.

My commission expires:

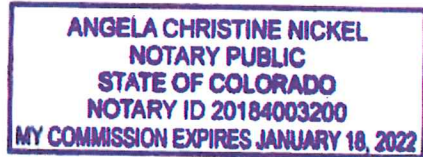

Notary Public

EXHIBIT A

Reference Map for Pooling Application

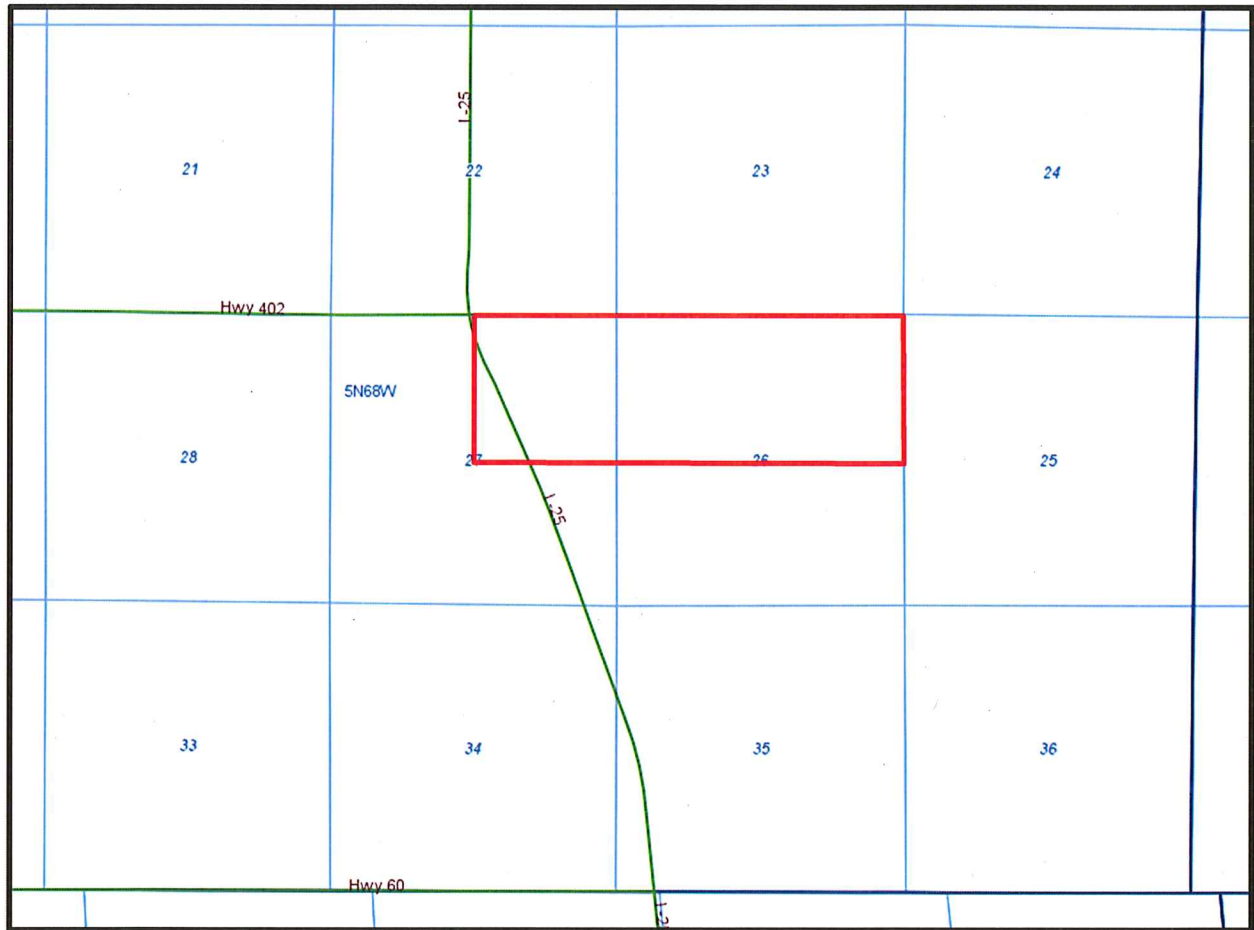
Township 5 North, Range 68 West, 6th P.M.

Section 26: N $\frac{1}{2}$

Section 27: NE $\frac{1}{4}$

Wellbore Spacing Unit ("WSU") Nos. 1-4

Larimer County, Colorado, 480.32 acres, more or less



 = Application Lands

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CAUSE NO. 407
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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:

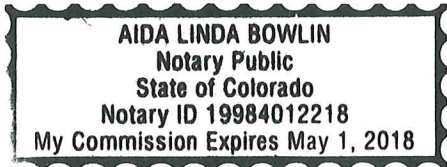
That she is a Legal Assistant at Beatty & Wozniak, P.C., attorneys for Extraction Oil & Gas, Inc., and on or before February 8, 2018, caused a copy of the attached Application to be deposited in the United States Mail, postage prepaid, addressed to the parties listed on Exhibit A attached hereto.



Grace Go-Hoveland

Subscribed and sworn to before me this 15th 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.

Extraction Oil & Gas, Inc.
370 17th St Ste 5300
Denver, CO 80202

SRC Energy Inc.
1675 Broadway, Suite 2600
Denver, CO 80202

Magellan Pipeline Company, L.P.
One Williams Center, Suite 2800
Tulsa, OK 74172

Gary F. Wolf and Jane L. Werth
Cleveland Branch, 935 Cleveland Ave.
P.O. Box 329
Loveland, CO 80539-0329

Steven W. Leschinsky and Edelwina C.
Leschinsky
6228 E. County Road 18
Johnstown, CO 80534

L. Vernon Rider and Dorothy L. Rider
4921 W. Quarles Dr.
Littleton, CO 80123-6413

Mountaintop Minerals, LLC
370 17th St., Suite 5300
Denver, CO 80202

Robert Burch
456 Escobar Ave.
Pagosa Springs, CO 81147

Brad Froseth
810 KC Court
Stillwater, OK 74075

La Paz Homeowner's Association
7508 Paul Place
Johnstown, CO 80534

Matthew R. Gustafson
502 Sherri Drive
Loveland, CO 80537

BAI Corporation
PO Box 63
Berthoud, CO 80513

Cross Girls LLC
210 East 29th Street
Loveland, CO 80538

Keith Sweet
6330 East County Road 18
Johnstown, CO 80534

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

Magpie Operating, Inc
2707 S. County Road 11
Loveland, CO 80537

Helen Joyce Nelson
1621 South County Road 3E
Loveland, CO 80537

Larimer County
P.O. Box 1190
Fort Collins, CO 80522

Incline Niobrara Partners, LP
5019 N. Central Expy
Dallas, TX 75205

C. M. Morgan
4921 W. Quarles Dr.
Littleton, CO 80123-6413

Renee Lee
7810 W. Peoria Ave., Lot 141
Peoria, AZ 85345

Ronald Froseth
4332 Bentgrass Meadows NE
Rio Rancho, NM 87144

Bruce Froseth
2501 2nd Street N.
Fargo, ND 58102

Benjamin Gindl
7166 E. County Road 18
Johnstown, CO 80534

Charles W. Keeling and
Pamela G. Keeling
2044 South County Road 3E
Johnstown, CO 80534

6766 Partners, LLC
6766 E. Cnty Rd. 18
Johnstown, CO 80534

Anadarko E&P Onshore LLC
1201 Lake Robbins Dr.
The Woodlands, TX 77380

De Vries Properties, LLC
4248 Citrus Drive
Fallbrook, CA 92028