

**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 AN APPROXIMATE 240.67-ACRE DESIGNATED HORIZONTAL
WELLBORE SPACING UNIT FOR CERTAIN PORTIONS OF SECTIONS 26 AND 27, TOWNSHIP
5 NORTH, RANGE 68 WEST, 6TH P.M., FOR THE DEVELOPMENT/OPERATION OF THE NIOBRARA
FORMATION, WATTENBERG FIELD, LARIMER COUNTY, COLORADO

CAUSE NO. 407
DOCKET NO.
TYPE: POOLING

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 an approximate 240.67-acre horizontal wellbore spacing unit 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 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 5 North, Range 68 West, 6th P.M.

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

Section 27: S $\frac{1}{2}$ NE $\frac{1}{4}$

Wellbore Spacing Unit ("WSU") No. 1

Larimer County, Colorado, 240.67 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

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

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 an approximate 240.67-acre horizontal wellbore spacing unit comprised of certain portions of the Application Lands, for the below-described well, for the production of oil, gas and associated hydrocarbons from the Niobrara Formation. Applicant notified all owners in the proposed wellbore spacing unit pursuant to Rule 318A.e.(5). Applicant did not receive objections to the establishment of the proposed horizontal wellbore spacing unit within the 30-day response period:

a. Northlight 5N Well (API No. 05-069-06498) - Niobrara Formation - WSU #1.

This well is hereinafter collectively referred to as the "Subject Well."

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 No. 1 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 Well within WSU No. 1.

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 Well, 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 Well.

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 No. 1 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 Well within WSU No. 1.

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 Well, 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 Well.

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.
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Denver, Colorado 80202
(303) 407-4499
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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 Application and that the statements contained therein are true to the best of his knowledge, information and belief.

EXTRACTION OIL & GAS INC.

Philip Zaranka

Philip Zaranka

Subscribed and sworn to before me this 18th day of January, 2018, by Philip Zaranka, Landman for Extraction Oil & Gas Inc.

Witness my hand and official seal.

My commission expires: 1/21/22

Jesse Schmidt
Notary Public

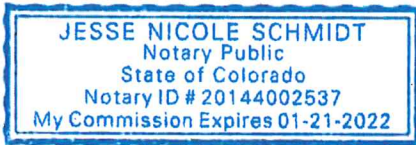


EXHIBIT A

Reference Map for Pooling Application

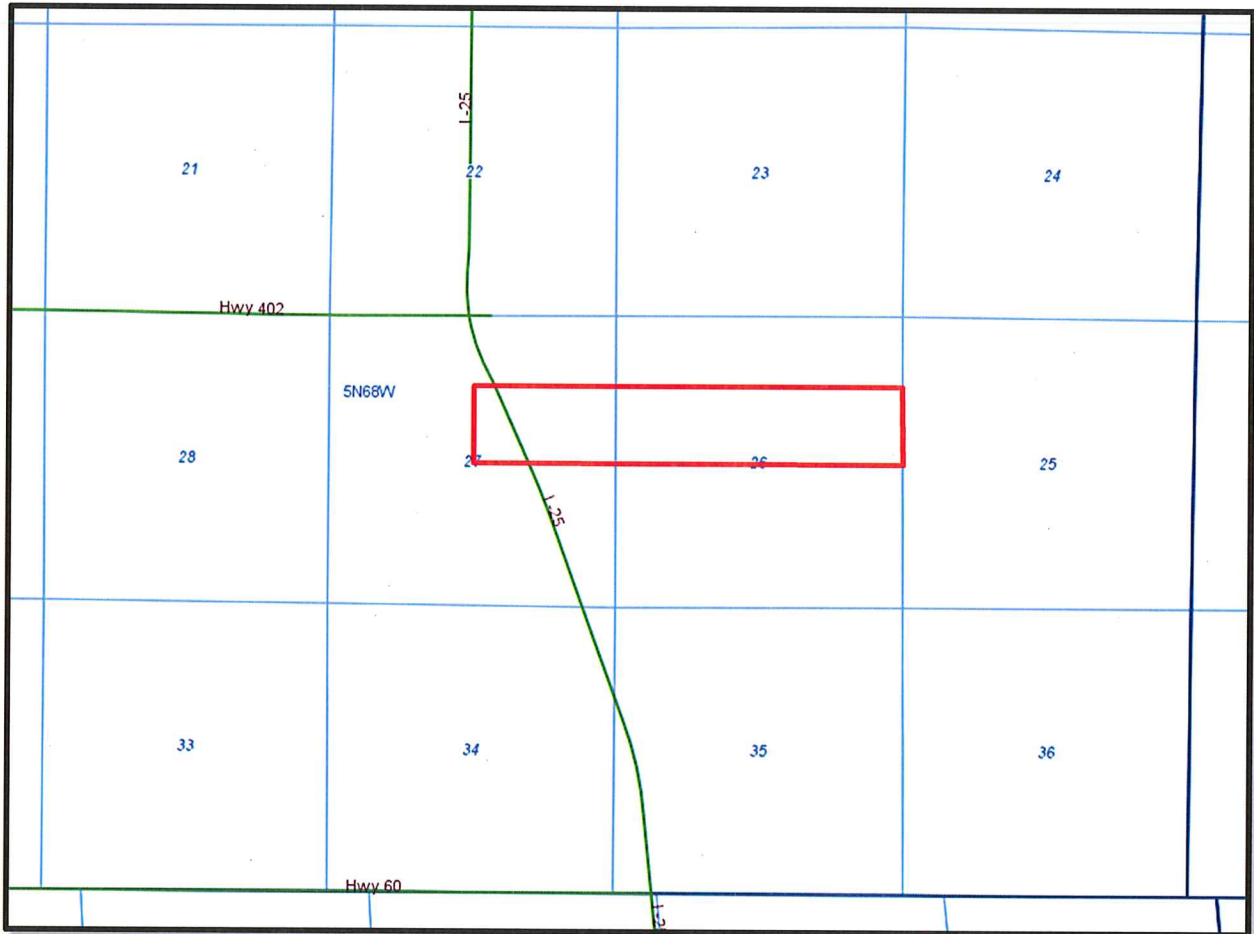
Township 5 North, Range 68 West, 6th P.M.

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P.M., FOR THE DEVELOPMENT/OPERATION OF
THE NIOBRARA FORMATION, WATTENBERG
FIELD, LARIMER COUNTY, COLORADO

CAUSE NO. 407
DOCKET NO. 180300197
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 25th, 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.

[Signature]

Grace Go-Hoveland

Subscribed and sworn to before me this 25th day of January, 2018.

Witness my hand and official seal.

[Signature]

Notary Public

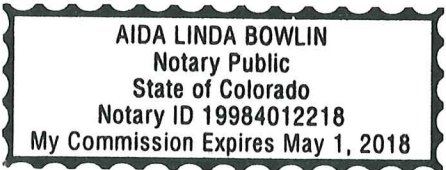


EXHIBIT A

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

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

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

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

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

Kerr-McGee Oil & Gas Onshore LP
1201 Lake Robbins Dr.
The Woodlands, TX 77380

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

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

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