

**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 THREE APPROXIMATE 721.3536-ACRE DESIGNATED HORIZONTAL WELLBORE SPACING UNITS FOR CERTAIN PORTIONS OF SECTIONS 32, 33 AND 34, TOWNSHIP 7 NORTH, RANGE 67 WEST, 6TH P.M. AND CERTAIN PORTIONS OF SECTIONS 3, 4 AND 5, TOWNSHIP 6 NORTH, RANGE 67 WEST, 6TH P.M., FOR THE DEVELOPMENT/OPERATION OF THE CODELL AND NIOBRARA FORMATIONS, WATTENBERG FIELD, WELD COUNTY, COLORADO

CAUSE NO. 407
DOCKET NO. 180300210
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 three approximate 721.3536-acre horizontal wellbore spacing units established for certain portions of Sections 32, 33 and 34, Township 7 North, Range 67 West, 6th P.M. and certain portions of Sections 3, 4 and 5, Township 6 North, Range 67 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 7 North, Range 67 West, 6th P.M.

Section 32: S $\frac{1}{2}$ SE $\frac{1}{4}$

Section 33: S $\frac{1}{2}$ S $\frac{1}{2}$

Section 34: S $\frac{1}{2}$ SW $\frac{1}{4}$, SW $\frac{1}{4}$ SE $\frac{1}{4}$

Township 6 North, Range 67 West, 6th P.M.

Section 3: N $\frac{1}{2}$ NW $\frac{1}{4}$, NW $\frac{1}{4}$ NE $\frac{1}{4}$

Section 4: N $\frac{1}{2}$ N $\frac{1}{2}$

Section 5: N $\frac{1}{2}$ NE $\frac{1}{4}$

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

Weld County, Colorado, 721.3536 acres, more or less.

These lands are hereinafter collectively referred to as the "Application Lands" and depicted in **Amended 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 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 721.3536-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. Mickey 1 Well (API No. 05-123-43853) - Codell Formation - WSU #1;
- b. Mickey 2 Well (API No. 05-123-43850) - Niobrara Formation - WSU #2;
- c. Mickey 3 Well (API No. 05-123-43852) - Niobrara Formation - 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 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. 1-3.

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.

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.

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 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. 1-3.

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 30th 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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jrittenhouse@bwenergyllaw.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 29th day of January, 2018, by Philip Zaranka, Landman for Extraction Oil & Gas Inc.

Witness my hand and official seal.

My commission expires:



Notary Public

ANNE MICHELLE PIERINI
Notary Public
State of Colorado
Notary ID # 20124036744
My Commission Expires 01-04-2021

AMENDED EXHIBIT A

Reference Map for Pooling Application

Township 7 North, Range 67 West, 6th P.M.

Section 32: S $\frac{1}{2}$ SE $\frac{1}{4}$

Section 33: S $\frac{1}{2}$ S $\frac{1}{2}$

Section 34: S $\frac{1}{2}$ SW $\frac{1}{4}$, SW $\frac{1}{4}$ SE $\frac{1}{4}$

Township 6 North, Range 67 West, 6th P.M.

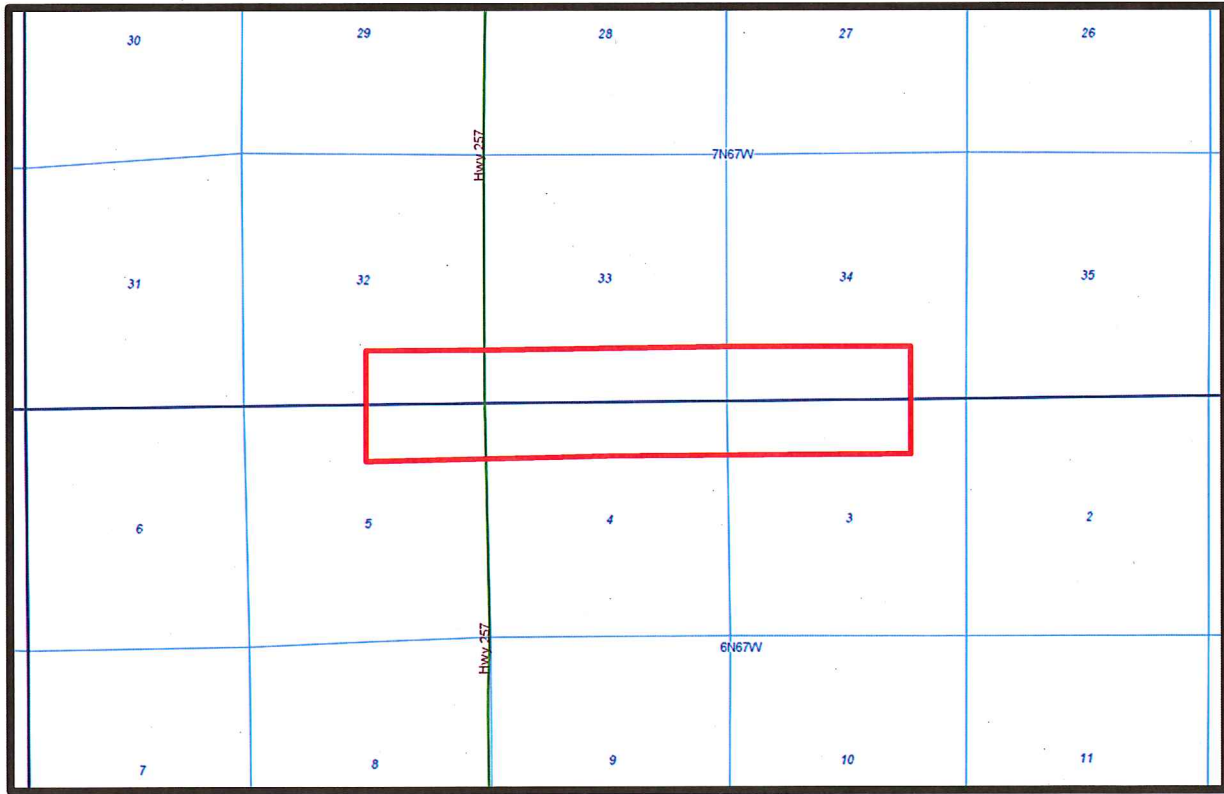
Section 3: N $\frac{1}{2}$ NW $\frac{1}{4}$, NW $\frac{1}{4}$ NE $\frac{1}{4}$


Section 4: N $\frac{1}{2}$ N $\frac{1}{2}$

Section 5: N $\frac{1}{2}$ NE

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

Weld County, Colorado, 721.3536 acres, more or less.



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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 the 6th day of February, 2018, caused a copy of the attached AMENDED 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 30th day of January, 2018.

Witness my hand and official seal.



Notary Public

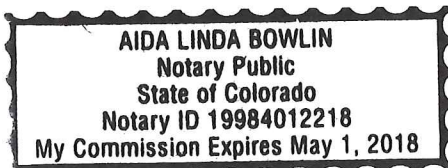


EXHIBIT A

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.

257-74 VENTURES, LLC
3030 S. COLLEGE AVENUE, S203
FORT COLLINS, CO 80525

ALASKAN OIL AND RESOURCES, LLC
PO BOX 210
EATON, CO 20615

ANADARKO LAND CORP.
1099 18TH STREET, SUITE 1800
DENVER, CO 80202

ATOMIC CAPITAL MINERALS
2777 ALLEN PARKWAY STE 1185
HOUSTON, TX 77019

COLORADO DEPARTMENT OF
TRANSPORTATION
4201 EAST ARKANSAS AVE.
DENVER, CO 80222

ELEANOR I. JOHNSON
181 IVY
DENVER, CO 80220

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

GRIZZLY PETROLEUM COMPANY LLC
1801 BROADWAY, STE 500
DENVER, CO 80202

HES, LLC
1853 CHESAPEAKE CIRCLE
JOHNSTON, CO 80534

JOHN M. HOUSTOUN REVOCABLE LIVING
TRUST UA DATED JUNE 21, 2000
8962 CO. RD. 74
WINDSOR, CO 80550

K&M COMPANY
1230 COUNTRY CLUB ROAD
FT. COLLINS, CO 80524

LINCOLN ENERGY, LLC
PO BOX 6975
DENVER, CO 80206

MOUNTAINTOP MINERALS, LLC
370 17TH STREET, SUITE 5300
DENVER, CO 80202

PDC ENERGY, INC.
1775 SHARMAN STREET STE 3000
DENVER, CO 80203

SARAH ANN VAN HEMERT
8236 COUNTY ROAD 74
WINDSOR, CO 80550

SRC ENERGY, INC.
1675 BROADWAY, SUITE 2600
DENVER, CO 80202

TEMPLE CORPORATION
C/O W.W. SCHRAM
PO BOX 28
KANKAKEE, IL 60901

TIMNATH LANDS, LLC
PO BOX 399
TIMNATH, CO 80547

TOWN OF WINDSOR, COLORADO
301 WALNUT STREET
WINDSOR, CO 80550

VALERIE A. MOODY
PO BOX 210
EATON, CO 80615

WENDY L. HOUSTOUN REVOCABLE LIVING
TRUST UA DATED JUNE 21, 2000
8962 CO. RD. 74
WINDSOR, CO 80550

WINDSOR FARM INVESTMENTS, LLC
8020 S CR 5 STE 200
WINDSOR, CO 80550

ACME OIL CORP. LLC
1051--D W. HWY. 34
LOVELAND, CO 80537

AMIGO FARMS, INC.
1853 B CHESAPEAKE CIRCLE
JOHNSTOWN, CO 80534

ATHENA PENSON MINERALS, LTD.
C/O PENSON PROPERTIES, INC.
5950 BERKSHIRE LANE, SUITE 1040
DALLAS, TX 75225

CHERIE L. ROADES, AS TRUSTEE OF THE
WILLIAM T. HUDSON SPOUSE'S TRUST
600 17TH STREET, 1800 NORTH TOWER
DENVER, CO 80202

COLORADO LAND SERVICES, LLC
1051-D WEST HIGHWAY 34
LOVELAND, CO 80537

WRCC, INC.
PO BOX 206
EATON, CO 80615

GLORIA J. GASLIN
7 COTTONWOOD COURT
WINDSOR, CO 80550

GRIZZLY PETROLEUM COMPANY, LLC
1700 BROADWAY, SUITE 650
DENVER, CO 80209

JACK W. HOLMES, TRUSTEE UNDER THE
JACK W. HOLMES LIVING TRUST
4707 SOUTH BELL STREET APT. NO. 317
AMARILLO, TX 79109

JUDY BOX QUARTER HORSES, LLC
8632 COUNTY ROAD 74
WINDSOR, CO 80550

LILA R. BOND
1903 HOMESTEAD ROAD
GREELEY, CO 80634

MDW2, LLC
700 AUTOMATION DRIVE STE H
WINDSOR, CO 80550

MY AMERICAN DREAM, LLC
185 N. COLLEGE AVE., SECOND FLOOR
FT. COLLINS, CO 80524

RENEE L. HOLLOWAY
3892 TAYSIDE CT.
TIMNATH, CO 80547

SHERRY REDMOND
325 W. PLATTE AVENUE
FORT MORGAN, CO 80701

TEMPLE CORPORATION
C/O W.W. SCHRAM
PO BOX 28
KANKAKEE, IL 60901

THOMAS G. FRANCIS
P.O. BOX 10
WINDSOR, CO 80550

TOWN OF SEVERANCE
PO BOX 339
SEVERANCE, CO 80546

TRES NO LE HACE
PO BOX 398
PORT ARANSAS, TX 78373

WARREN P. EHRLICH AND NORMA J.
EHRLICH AS JOINT TENANTS
PO BOX 833
WINDSOR, CO 80550

WILLIAM E. STERN
1721 CENTRAL AVE, BILLINGS, MT 59102
BILLINGS, MT 59102

WOLFHAWK ENERGY HOLDINGS, LLC
1580 LINCOLN STREET, SUITE 1110
DENVER, CO 80203