

BEFORE THE OIL AND GAS CONSERVATION COMMISSION
OF THE STATE OF COLORADO



IN THE MATTER OF THE APPLICATION)
OF EXTRACTION OIL & GAS, INC FOR AN)
ORDER ESTABLISHING AN)
APPROXIMATE 1,600-ACRE DRILLING)
AND SPACING UNIT, AND ESTABLISHING)
WELL LOCATION RULES FOR THE)
DRILLING OF WELLS AND PRODUCING)
OF OIL, GAS, AND ASSOCIATED)
HYDROCARBONS FROM THE NIOBRARA)
AND CODELL FORMATIONS, COVERING)
CERTAIN LANDS IN SECTIONS 26, 27,)
AND 28, TOWNSHIP 2 SOUTH, RANGE 66)
WEST, 6TH P.M., WATTENBERG FIELD,)
ADAMS AND DENVER COUNTIES,)
COLORADO)

Cause No. 407
Docket No. 180400284
Type: SPACING

APPLICATION

Extraction Oil & Gas, Inc. ("Applicant"), Operator No. 10459, by its attorneys, Welborn Sullivan Meck & Tooley, P.C., respectfully submits this Application to the Oil and Gas Conservation Commission of the State of Colorado ("Commission") for an order establishing an approximate 1,600-acre drilling and spacing unit, and establishing well location rules applicable to the drilling of wells and producing of oil, gas and associated hydrocarbons from the Niobrara and Codell Formations covering certain lands in Adams and Denver Counties, Colorado. In support of its Application, Applicant states as follows:

1. Applicant is a corporation duly authorized to conduct business in the State of Colorado, is a registered operator in good standing, and owns leasehold interests in the following lands ("Application Lands"):

- Township 2 South, Range 66 West, 6th P.M.
- Section 26: W½
- Section 27: All
- Section 28: All

A reference map of the Application Lands is attached hereto.

2. On April 27, 1988, the Commission adopted Rule 318A, the Greater Wattenberg Area Special Well Location, Spacing and Unit Designation Rule, which was amended on August 8, 2011 to, among other things, address the drilling of horizontal wells and requires that a horizontal wellbore spacing unit must include any governmental quarter-quarter section that are located less than 460' from the completed

interval of the wellbore lateral. Rule 318A supersedes all prior Commission drilling and spacing orders affecting well location and density requirements of the Greater Wattenberg Area. The Rule does not, however, prohibit the establishment of drilling and spacing units within the Greater Wattenberg Area.

3. To promote efficient drainage of the Niobrara and Codell Formations within the Application Lands and to avoid waste, the Commission should establish an approximate 1,600-acre drilling and spacing unit covering the Application Lands described below for production of oil, gas and associated hydrocarbons from the Niobrara and Codell Formations:

Township 2 South, Range 66 West, 6th P.M.

Section 26: W½

Section 27: All

Section 28: All

4. Applicant is requesting to drill and complete one (1) horizontal well in the approximate 1,600-acre drilling and spacing unit with the option to drill and complete up to a total of sixteen (16) horizontal wells in the unit for production of oil, gas and associated hydrocarbons from the Niobrara and Codell Formations in the Application Lands with the surface location to be located at a legal location in the above-described drilling and spacing unit or on adjacent lands. Applicant further requests that the treated interval of each wellbore be no closer than 150 feet from the treated interval of any other wellbore producing from the Niobrara and Codell Formations, and no closer than 460 feet from the unit boundary, without exception being granted by the Director.

5. Applicant requests authority to drill only those wells necessary to determine the well density which allows the most efficient drainage of the Niobrara and Codell Formations, prevents waste, does not adversely affect correlative rights, and assures the greatest ultimate recovery of gas and associated hydrocarbon substances. The proposed drilling and spacing unit is not smaller than the maximum area that can be economically and efficiently drained by the authorized wells in such drilling and spacing unit. Applicant further maintains that the requested setbacks and the wells drilled in the above-proposed drilling and spacing unit will have no adverse effect on correlative rights of adjacent owners.

6. Applicant further requests that the wells are drilled from no more than one (1) well pad within the unit or from a legal location on adjacent lands.

7. The names and addresses of the interested parties according to the information and belief of the Applicant are set forth in Exhibit A attached hereto and made a part hereof., and the undersigned certifies that copies of this Application shall be served on each interested party within seven days after filing of the application as required by Rules 503.e. and 507.b.(1).

WHEREFORE, Applicant respectfully requests that this matter be set for hearing at the April 30-May1, 2018 hearing cycle, that notice be given as required by law and that, upon such hearing, this Commission enter its order consistent with Applicant's proposals as set forth above.

Dated this 12th day of February , 2018.

Respectfully submitted,

WELBORN SULLIVAN MECK & TOOLEY, P.C.

By: _____

Joseph C. Pierzchala

Geoffrey W. Storm

Welborn Sullivan Meck & Tooley, P.C.

Attorneys for Applicant

1125 17th Street, Suite 2200

Denver, CO 80202

303-830-2500

jpierzchala@wsmtlaw.com

gstorm@wsmtlaw.com

Applicant's Address:

Extraction Oil & Gas, Inc.

370 17th Street, Suite 5300

Denver, CO 80202

Attn: Pam Kingery, Land Advisor

Phone: 720-557-8300

VERIFICATION

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

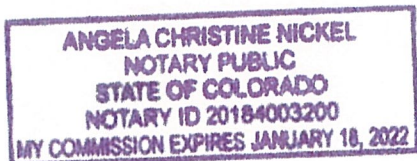
Pam Kingery, Land Advisor with Extraction Oil & Gas, Inc., upon oath deposes and says that she has read the foregoing Application and that the statements contained therein are true to the best of her knowledge, information and belief.

EXTRACTION OIL & GAS, INC.

Pam Kingery
Pam Kingery, Land Advisor

Subscribed and sworn to before me this 12th day of February, 2018 by Pam Kingery, Land Advisor for Extraction Oil & Gas, Inc.

Witness my hand and official seal.



Angela Christine Nickel
Notary Public
My Commission Expires: 1/18/2022

EXHIBIT A

INTERESTED PARTIES

Adams County

Christine Dougherty
4430 South Adams County Pkwy.
Brighton, CO 80601-8218

Commerce City Municipality

Chris Cramer
City of Commerce City
7887 East 60th Avenue
Commerce City, CO 80022

Denver Municipality

Francisco Alonzo
City of Denver
8500 Pena Blvd.
Denver, CO 80249

Denver County

Francisco Alonzo
Denver County
8500 Pena Blvd.
Denver, CO 80249

Colorado Department of Public Health and Environment

Kent Kuster
4300 Cherry Creek Drive South
Denver, CO 80246-1500

Colorado Parks and Wildlife

Brandon Marette
Northeast Region Office
6060 Broadway
Denver, CO 80216

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EXHIBIT A CONTINUED ON NEXT PAGE

EXHIBIT A

INTERESTED PARTIES

Kerr McGee Oil & Gas Onshore LP
Crestone Peak Resources Holdings LLC
PDC Energy inc
Noble Energy Inc
Hafer & Associates Corp
Farrell Enterprises LLC
Larry Rider
Socorro Energy & Resources LLC
Ruth Bernhardt & the Estate of Johnnie Bernhardt
Nancy K Hartley
O Douglas Fogg
The Estate of Buck Lowrey & the Estate of Betty Lowrey
Diane L Osgood fka Diane K Rider
Robert E Bruce
Michael & Stephanie Murphy
Paul Richard
G Cal Setzer
Joseph Whisenhand
Jim Wright aka James S Wright
Art Arndt
Roland Arndt
Gary Bruce
Cynthia H Burden
The Estate of Lynn Cavender c/o Rita Collard
JC Chambers (heirs of)
RJ Christman aka Richard J Christman
I Hunter Crittenden
Larry & Theresa Danielson
Eldon & Patricia Harrell
The Estate of Caryl Haverluk c/o William August Haverluk
Marvin Huck
Guss & Frances Jahnke
Paul & Dorothy Keil
Barbara Lohmann & The Estate of Edgar Lohmann
Norris Mundy
Matador Inc
PENRAI
Marvene Solberg & The Estate of John Solberg
Sykes Ent. Cor. Defined Ben. Plan c/o Sykes Enterprises Inc
Gerald & Kathleen Unrein
James K Winn
Mark Arndt

Benita Arndt (Benita Annette Hakim)
Bruce & Lynn Billington
The Estate of Dan B Burden c/o Cynthia H Burden
Cletus Carlton Jr
David & Tami Fawsett
Danny & Debbie Finnigan
Alda Hodgson
Colleen Jahnke aka Colleen McClain
John R Lautz
Mariella Pariseau aka Mariell P Severence
Charles & Sonya Russell
Stacey M Skinner
Bill Smith (2015)
Donald L Smith
Daisy Stewart
KP Kaufman Co Operating
True Oil LLC
Allied Waste Systems of Colorado LLC aka BFI Waste Systems of North America aka
Landfill Inc.
City and County of Denver
Commerce City, a Colorado Muncipal Corp.
Extraction Oil & Gas Inc.
Farrell Enterprises LLC
Harvard C.G. Properties, LLC
L. C. Fulenwider
Mt. Baldy Limited Partnership
Van Schaack Holdings, Inc.

EXHIBIT B - APPLICATION LANDS



BEFORE THE OIL AND GAS CONSERVATION COMMISSION
OF THE STATE OF COLORADO

IN THE MATTER OF THE APPLICATION)	Cause No. 407
OF EXTRACTION OIL & GAS, INC FOR AN)	
ORDER ESTABLISHING AN)	Docket No. 180300284
APPROXIMATE 1,600-ACRE DRILLING)	
AND SPACING UNIT, AND ESTABLISHING)	Type: SPACING
WELL LOCATION RULES FOR THE)	
DRILLING OF WELLS AND PRODUCING)	
OF OIL, GAS, AND ASSOCIATED)	
HYDROCARBONS FROM THE NIOBRARA)	
AND CODELL FORMATIONS, COVERING)	
CERTAIN LANDS IN SECTIONS 26, 27,)	
AND 28, TOWNSHIP 2 SOUTH, RANGE 66)	
WEST, 6TH P.M., WATTENBERG FIELD,)	
ADAMS AND DENVER COUNTIES,)	
COLORADO)	

AFFIDAVIT OF MAILING

STATE OF COLORADO §
CITY AND COUNTY OF DENVER §

I, Geoffrey W. Storm, of lawful age, and being first duly sworn upon my oath, state and declare:

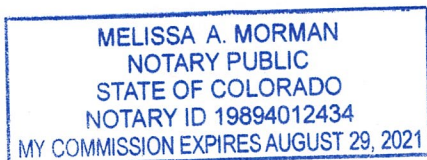
That I am the attorney for Extraction Oil & Gas, Inc. and that on or before February 20, 2018, I caused a copy of the attached Application to be deposited in the United States mail, postage prepaid, addressed to the parties listed on Exhibit A to the Application.




Geoffrey W. Storm

Subscribed and sworn to before me February 27, 2018.

Witness my hand and official seal.





Notary Public

My commission expires: 8/29/2021

BEFORE THE OIL AND GAS CONSERVATION COMMISSION
OF THE STATE OF COLORADO

IN THE MATTER OF THE APPLICATION)	
OF EXTRACTION OIL & GAS, INC FOR)	Cause No. 535
AN ORDER ESTABLISHING AN)	
APPROXIMATE 1,600-ACRE DRILLING)	Docket No. 180400284
AND SPACING UNIT, AND)	
ESTABLISHING WELL LOCATION RULES)	Type: SPACING
FOR THE DRILLING OF WELLS AND)	
PRODUCING OF OIL, GAS, AND)	
ASSOCIATED HYDROCARBONS FROM)	
THE NIOBRARA AND CODELL)	
FORMATIONS, COVERING CERTAIN)	
LANDS IN SECTIONS 26, 27, AND 28,)	
TOWNSHIP 2 SOUTH, RANGE 66 WEST,)	
6TH P.M., WATTENBERG FIELD, ADAMS)	
AND DENVER COUNTIES, COLORADO)	

MOTION FOR AN ORDER OF SERVICE BY PUBLICATION

Extraction Oil & Gas, Inc. ("Extraction" or "Applicant"), Operator No. 10459, by its attorneys, Welborn Sullivan Meck & Tooley, P.C., respectfully submits this Motion for Service by Publication to the Oil and Gas Conservation Commission of the State of Colorado (the "Commission") pursuant to Section 34-60-108(4) and Colorado Rule of Civil Procedure 4(g) and, as grounds therefore, Applicant states:

A. Factual and Procedural History

1. Extraction is a corporation duly authorized to conduct business in the State of Colorado, is a registered operator in good standing with the Commission, and is an interested party in the subject matter of the above-referenced Docket as the applicant and owner of certain leasehold interests in the Application Lands described below:

Township 2 South, Range 66 West, 6th P.M.

Section 26: W½

Section 27: All

Section 28: All

2. The Commission has jurisdiction over the subject matter embraced in said Docket, and of the parties interested therein, and jurisdiction to promulgate the hereinafter prescribed order pursuant to the Oil and Gas Conservation Act.

3. On February 12, 2018, Extraction filed an application pursuant to Section 34-60-116, C.R.S., for an order establishing an approximate 1,600-acre drilling and spacing unit covering the above-described lands, approving up to sixteen (16) horizontal wells within the unit, and establishing well location rules applicable to the drilling of wells and producing of oil, gas and associated hydrocarbons from the Niobrara and Codell Formations covering Application Lands.

4. Extraction made diligent efforts to locate all interested parties, both before and after filing the Application, and to serve them with a copy of the Application. Despite its best efforts, Extraction has been unable to locate one interested party. With no means for service, Extraction now moves the Commission for permission to serve the below-identified interested party by publication.

5. Copies of the Application were prepared, and were served on all locatable Interested Parties pursuant to Rule 507.b.(1) and pursuant to Rule 503.e.

6. Upon reasonable due diligence, which is further detailed herein, Extraction was unable to find address information for the following Interested Party:

Bill Smith

(hereinafter the "Unlocatable Interested Party").

7. The Commission has determined that in order for publication by notice to be effective as to persons with unknown addresses, the Applicant must first comply with Colorado Rule of Civil Procedure 4(g), which authorizes service of process by publication only after the Applicant files a verified motion with the Commission detailing Applicant's attempts to provide actual notice of the proceedings and the Commission grants the motion.

B. Applicable Standard

8. Colorado's Oil and Gas Conservation Act allows for service of unit applications by publication. Section 34-60-108(4), C.R.S., provides in relevant part:

"Any notice required by this article, except as provided in this section, shall be given by the commission either by mailing a copy thereof, postage prepaid, to the last known mailing address of the person to be given notice, or by personal service. In addition, the commission shall cause one publication of such notice, at least ten days prior to the hearing, in a newspaper of general circulation in the city and county of Denver and in a newspaper of general circulation in the county where the land affected, or some part thereof, is situated...In all cases where there is an application

for the entry of a pooling order or unitization order...notice of the hearing to be held on such application or complaint shall be served on the interested parties either by mail as provided in this subsection (4) or in the same manner as is provided in the Colorado rules of civil procedure for the service of process in civil actions in the district courts of this state.”

9. Commission Rule 519 also states that the Colorado Rules of Civil Procedure (“C.R.C.P.”) apply to Commission proceedings unless they are inconsistent with Commission Rules or the Colorado Oil and Gas Conservation Act.

10. C.R.C.P. Rule 4(g) provides:

“Except as otherwise provided by law, service by mail or publication shall be allowed only in actions affecting specific property or status or other proceedings in rem. When service is by publication, the complaint need not be published with the summons. The party desiring service of process by mail or publication under this section (g) shall file a motion verified by the oath of such party or of someone in the party's behalf for an order of service by mail or publication. It shall state the facts authorizing such service, and shall show the efforts, if any, that have been made to obtain personal service and shall give the address, or last known address, of each person to be served or shall state that the address and last known address are unknown. The court, if satisfied that due diligence has been used to obtain personal service or that efforts to obtain the same would have been to no avail, shall:

(1) Order the party to send by registered or certified mail a copy of the process addressed to such person at such address, requesting a return receipt signed by the addressee only. Such service shall be complete on the date of the filing of proof thereof, together with such return receipt attached thereto signed by such addressee, or

(2) Order publication of the process in a newspaper published in the county in which the action is pending. Such publication shall be made once each week for five successive weeks. Within 14 days after the order the party shall mail a copy of the process to each person whose address or last known address has been stated in the motion and file proof thereof. Service shall be complete on the day of the last publication. If no newspaper is published in the county, the court shall designate one in some adjoining county.”

C. Extraction's Due Diligence in Attempting to Locate the Unlocatable Interested Party

11. In attempting to locate a last known address for the Unlocatable Interested Party, Extraction researched the public records maintained by the clerk and recorders of Denver and Adams Counties, reviewed internal land and well records, researched the Commission's public records and prior filings, and conducted a thorough search through third party online services, including Whitepages and other public search databases. However, as of the date of this Motion, Extraction is unable to find an address for the Unlocatable Interested Party.

D. Relief Requested

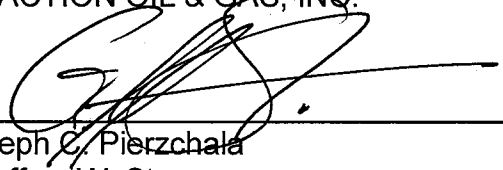
1. That the Commission order publication of process, in the form attached hereto, in the Application subject to the above-referenced Docket in a newspaper published in Adams and Denver Counties, Colorado.
2. Grant such other findings and orders as the Commission may deem proper or advisable in this matter.

DATED this 13th day of February, 2018

Respectfully submitted,

EXTRACTION OIL & GAS, INC.

By: _____




Joseph C. Pierzchala
Geoffrey W. Storm
Welborn Sullivan Meck & Tooley, P.C.
Attorneys for Applicant
1125 17th Street, Suite 2200
Denver, CO 80202
303-830-2500
jpierzchala@wsmtlaw.com
gstorm@wsmtlaw.com

VERIFICATION

STATE OF COLORADO)
) ss.
COUNTY OF DENVER)

Pam Kingery, Land Advisor with Extraction Oil & Gas, Inc., upon oath deposes and says that she has read the foregoing Motion for an Order of Service by Publication and that the statements contained therein are true to the best of her knowledge, information and belief.

EXTRACTION OIL & GAS, INC.

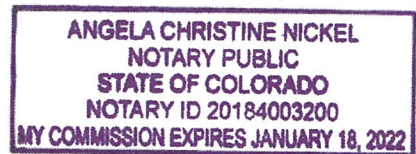


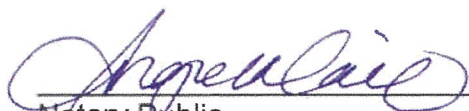
Pam Kingery
Land Advisor

Subscribed and sworn to before me this 13th day of February, 2018, by Pam Kingery, Land Advisor with Extraction Oil & Gas, Inc..

Witness my hand and official seal.

My commission expires: 1/18/2022





Notary Public

CERTIFICATE OF SERVICE

I hereby certify that, on February 13, 2018, I caused a copy of EXTRACTION OIL & GAS, INC.'S MOTION FOR AN ORDER OF SERVICE BY PUBLICATION to be served to the addressed listed below.

Via electronic mail and courier:

Colorado Oil and Gas Conservation Commission
ATTN: James Rouse, Jennifer Hazelton, Julie Prine
1120 Lincoln Street, Suite 810
Denver, CO 80203
james.rouse@state.co.us
jennifer.hazelton@state.co.us
julie.prine@state.co.us

Mirissa S. Norman