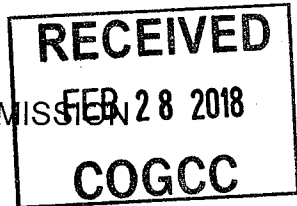


BEFORE THE OIL AND GAS CONSERVATION COMMISSION
OF THE STATE OF COLORADO



IN THE MATTER OF AN APPLICATION BY)
EXTRACTION OIL & GAS, INC FOR AN)
ORDER TO ESTABLISH AN)
APPROXIMATE 960-ACRE DRILLING AND)
SPACING UNIT WITH WELL LOCATION)
RULES APPLICABLE TO THE DRILLING)
OF WELLS AND PRODUCING OF OIL,)
GAS, AND ASSOCIATED)
HYDROCARBONS FROM THE NIOBRARA)
AND CODELL FORMATIONS FOR)
CERTAIN LANDS IN SECTIONS 12 AND)
13, TOWNSHIP 2 SOUTH, RANGE 67)
WEST, 6TH P.M., WATTENBERG FIELD,)
ADAMS COUNTY, COLORADO.)

Cause No. 407
Docket No. 180400304
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 to establish one approximate 960-acre drilling and spacing unit for certain lands in Sections 12 and 13, Township 2 South, Range 67 West, 6th P.M., and to approve up to 16 horizontal wells within the unit, for the production of oil, gas, and associated hydrocarbons from the Niobrara and Codell Formations. 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 is an Owner with the right to drill in the following lands ("Application Lands"):

Township 2 South, Range 67 West, 6th P.M.
Section 12: S½
Section 13: All

A reference map of the Application Lands is attached as Exhibit B 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 is 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 one approximate 960-acre drilling and spacing unit covering the Application Lands described below, and approve up to 16 horizontal wells within the unit, for the production of oil, gas and associated hydrocarbons from the Niobrara and Codell Formations:

Township 2 South, Range 67 West, 6th P.M.

Section 12: S½

Section 13: All

4. Applicant requests authority to drill and complete one (1) horizontal well in the approximate 960-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. Applicant further requests that the Commission authorize the treated interval of each wellbore to 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 for the most efficient drainage of the Niobrara and Codell Formations, prevents waste, protects correlative rights, and assures the greatest ultimate recovery of oil, 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 requested number of wells in the 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, 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 21 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

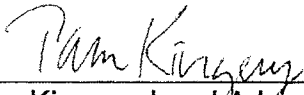
Phone: 720-557-8300

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.

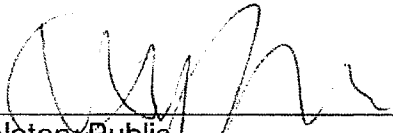


Pam Kingery, Land Advisor

Subscribed and sworn to before me this 16 day of February, 2018 by Pam Kingery, Land Advisor for Extraction Oil & Gas, Inc.

Witness my hand and official seal.

HALEY ZEPESKI
NOTARY PUBLIC
STATE OF COLORADO
NOTARY ID 20184004172
MY COMMISSION EXPIRES JAN 25, 2022



Notary Public
My Commission Expires: 1/25/22

EXHIBIT A

INTERESTED PARTIES

Adams County

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

Brighton Municipality

Holly Prather
City of Brighton
500 S. 4th Avenue
Brighton, CO 80601

Commerce City Municipality

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

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

104TH AVENUE INVESTMENTS PARTNERS LLC
2011 DDI INVESTORS LLC
7-ELEVEN, INC.
ABEL SANCHEZ
ABRAHAM ABRAHMS
ACCREDITED HOME LENDERS, INC
ADAM & KRISTA BRESSON
ADARE HOMES POTOMAC FARMS FILING 2, LLC
ADARE HOMES POTOMAC FARMS LLC
ALFREDO J. AMPARANZA
ALVIN & JANETTE JOHNSON
AMANDA KAY ULMER
ANCHOR COMMERCIAL HOLDINGS, LLC
ANDREA WEMPLE
ANDREW & RENAE COX
ANNETTE F BALTAZAR
APRIL BROCKHAUS
ARBELLE YOCONO & TYLER FARBER
ARTHUR TUCKER
ARTHUR A. AND ALICE M.SCHAFFER
ASEM SWAKED & GHADEER BSHARAT
AVANCIA AND TERRANCE KENNEDY
BA NGUYEN
BANK OF NEW YORK AS TRUSTEE FOR THE CERTIFICATE HOLDERS OF CWABS
2004-01 C/O COUNTRYWIDE LOANS
BARBARA A COLEMAN
BEATRIX A. ADKINS
BEN R GONZALES
BENJAMIN & ASHLEE CROWDEN
BNSF RAILROAD
BRAD NELSON
BRANDON MCKAY ULMER
BRENDA K RYAN
BRIAN ARONSON
BRIAN AND NICOLE CLINE
BRIAN AND SHERYL CARLSON
BRIDGET GARRAMONE
BRIDGETTE SOCEY
BROOKE & JASON TORRES
BRUCE & CHESTA SWAN
BRYAN L CANNON
CAITLIN & JUSTIN CREASON

CANDELARIO RODRIGUEZ
CANDICE BRAY
CARISA HULL
CARTER SUMMERS
CATHY J GROOMS
CHAD & MISHA SLAVEN
CHARLES & MARY CARLTON
CHRISTEN & TIMOTHY GARCIA
CHRISTOPHER SOCEY
CHRISTOPHER & DEBORAH LARCINESE
CHRISTOPHER & LEANN ONESKY
CHRISTOPHER AND BABISH CLAIRE LANCASTER
CITY OF COMMERCE CITY
CLAYTON AND SHERYL DEAN
CLAYTON PROPERTIES GROUP II, INC.
CLYDE GALLEGOS
CODY C WITHAM
COURTNEY STEVENS
DAKOTA & CHELSEY TONEY
DAN SGRAFF
DANA L SMITH
DANIEL COHEN
DARREN MARTINEZ & MICHELLE SPREUTELS
DAVID & CORRISA HARDING
DAVID & KIPLING SANDOVAL
DAVID P ADAMS
DAVID PATRICK BLAKE
DAWN L SOPER
DEANN GLASMANN & ROBERT HANNON
DEBORAH CUTLER
DEREK & ELIZABETH HEYL
DESIREE FRANSUA
DEUTSCHE BANK NATIONAL TRUST COMPANY AS INDENTURE TRUSTEE
DINO & KRISTEN RIVERA
DMITRIY KOPTEV
DOM A. KICKBUSH
DONALD C JENKINS
DONNA M DAVIS
DONNIE R GARRETT
DORINDA L WAYLAND GRAFF
DOUGLAS & SHAUNA DIETEL
DOUGLAS & SHELLIE DAMERON
DUNG VAN NGUYEN
DUSTIN I BALDWIN
DYLAN R AND MIRANDA LYNN BAKER
EARLENE MCGEE & HENRY WESLEY

EDWARD & MEGHAN AVENDT
ELEUTERIO F MENDOZA
ELIZABETH RODROCK
ELLIOT RIEHL & MEGAN ANDERSON
ERIC BROWN
ERIC J NAVARRO
ERNEST J HOHN
ESTATE OF MATTHEW J BARR
ESTELLA ZUNIGA
FARMERS RESERVOIR & IRRIGATION CO.
FELIX JOE RIVERA
FERNANDO PINEDA & ADRIANA VALLES
FILBERTO ECHEZABAL
FORD PATRICIA AND ARCHULETA PAUL V.
FRANK CHAN
FRED & SIEW BEARDSLEY
FRED B AND SCARLETT-BEARDSLEY SIEW T
GARTH & AMY WRIGHT
GARY OVERTON
GARY L SR BILLINGS
GENESIS REAL ESTATAE, INC.
GEORGE & ANITA FORD
GRED & SHERRI MADEO
GREG A. ARNETTE
GREGORY A COLLINS
GREGORY A. AND PENNY MONTANO
HARLO ENTERPRISES LTD LLP
HARMAN MANAGEMENT CORP.
HARRY & ELO RIDDLE
HEATHER L GOOCH
HENRY SCHAFFER
HENRY VALADEZ & ISABEL JUNCO
HILARIA ALARICE DE LA ROSA
HOLLY L WILSON
HOMER & ROSEMARY PADDOCK
HONEY HALBE
HUNG T NGUYEN
HW2, LLC
ISAAC I. AND VIVIANA LOPEZ
IVAN PEREZ & TANIA & STEFANI FONSECA
JACQUELINE & PATRICK MAHONEY
JAGDIP SINGH GILL
JAMES RODROCK
JAMES & DENISE ROTH
JAMES J. VITERA
JAMES T MARTIN

JANICE VAN GUNDY
JARED MARTIN & BRITTANY MARIE OWEN
JARROD WITZKE
JASON YBARRA
JASON R FRASER
JAVIER & LETICIA AVITIA
JAY E LUCERO
JEFFREY BUSH
JEFFREY & KRISTIN HENNING
JEFFREY & MELISSA LIVINGSTON
JENNIE NEYENS & PATRICK GARCIA
JENNIFER VAN GUNDY
JENNIFER AND FRANCISCO SALAZAR
JENNIFER CARMEN WELCH
JENNIFER E LOWTHER
JENNIFER MFRASER
JENNIFER NICHOLE HACKENBERG
JENNIFER NICOLE NORDSIEK
JERRY WORLEY
JERRY L III WEMPLE
JEWELLY BOWMAN
JIMMY NGUYEN & NARY THO
JOANN WINDHOLZ
JODEE K JENKINS
JODY DOBSON
JOHN NELSON
JOHN & ERIN WINDHEIM & PATRICIA SHEAFFER
JOHN & PAMELASZYMANSKI
JOHN CASTRO & MONA DOLGUIN
JOHN D AND JENNIFER A DIMAMBRO
JOHN F JR SOPER
JOHN PAUL GARCIA
JOHN ROBERT WELCH
JONATHAN & NICOLE FOBES
JOSE PEREZ
JOSE GARCIA & JACOBO PEREZ
JOSEPH & PATRICIA ARMIJO
JOSEPH BUZZITTA & TARA GURSS
JOSHUA & TARA VIGIL
JUAN & JOHNNA CARRERA
JUDITH F JANOWSKI
JUSTIN M HOPPE
JUSTIN W SUTTON
KA VANG
KATHLEEN C.BASQUEZ
KATHRYN M PADDERUD

KATHY M DAVIS
KEITH AND DEBBIE INMAN
KELLY M TAKEUCHI
KENENTH & SHAWN LUTZ
KINGKEO ROBLES
KIRK PIATT
KMRASSEL ZAHID & SUZETTE PIMENTEL
KRIS A & PAMELA S OLESEN
KRISTINE J KNUDSON
KURT W MELVIN
KYLE BLUME
KYLE ALBERT AND DESERAY M. LEVIN
KYLE LUNT, DARAH KROPP & STACIA KABBASH
LAI HOANG
LANCE HUCKABY & MARANDA CASTLE
LANETTE STEWART & JANET MCCOMB
LARRY DAVID HALBE
LAURA PEREA
LAURA L MCAVOY
LAURIE & BRUCE COLLINS
LAWRENCE WINDHOLZ
LEONID PALAMARCHUK
LETEBERAN GEBRELIBANOS
LIDIYA KOPTEV
LILIANA GARFIO
LINDSEY BERBEE
LOIS EDMONDSON & NORMAN & MARIETTA HEINMILLER
LONG HONG CA
LUIS & SUE NIETO & ROMINA NIETO
LUIS PEREZ & YASHIRA RAMIREZ
MAI YING VANG
MALGORZATA OBRZUT
MAO VANG
MARCUS VILLA
MARCY YBARRA
MARGIE BRADY
MARIA H GARRETT
MARIA L MOSQUEDA
MARIE ANDERS & FRANCES VIGIL
MARIO LEBARON & KELSY JOHNSON
MARK WILLIAM GORSLINE
MARSELINO RODRIGUEZ
MARTIN MENDEZ
MARTIN J ESCOTO
MARVIN F DORRELL
MARY WITZKE

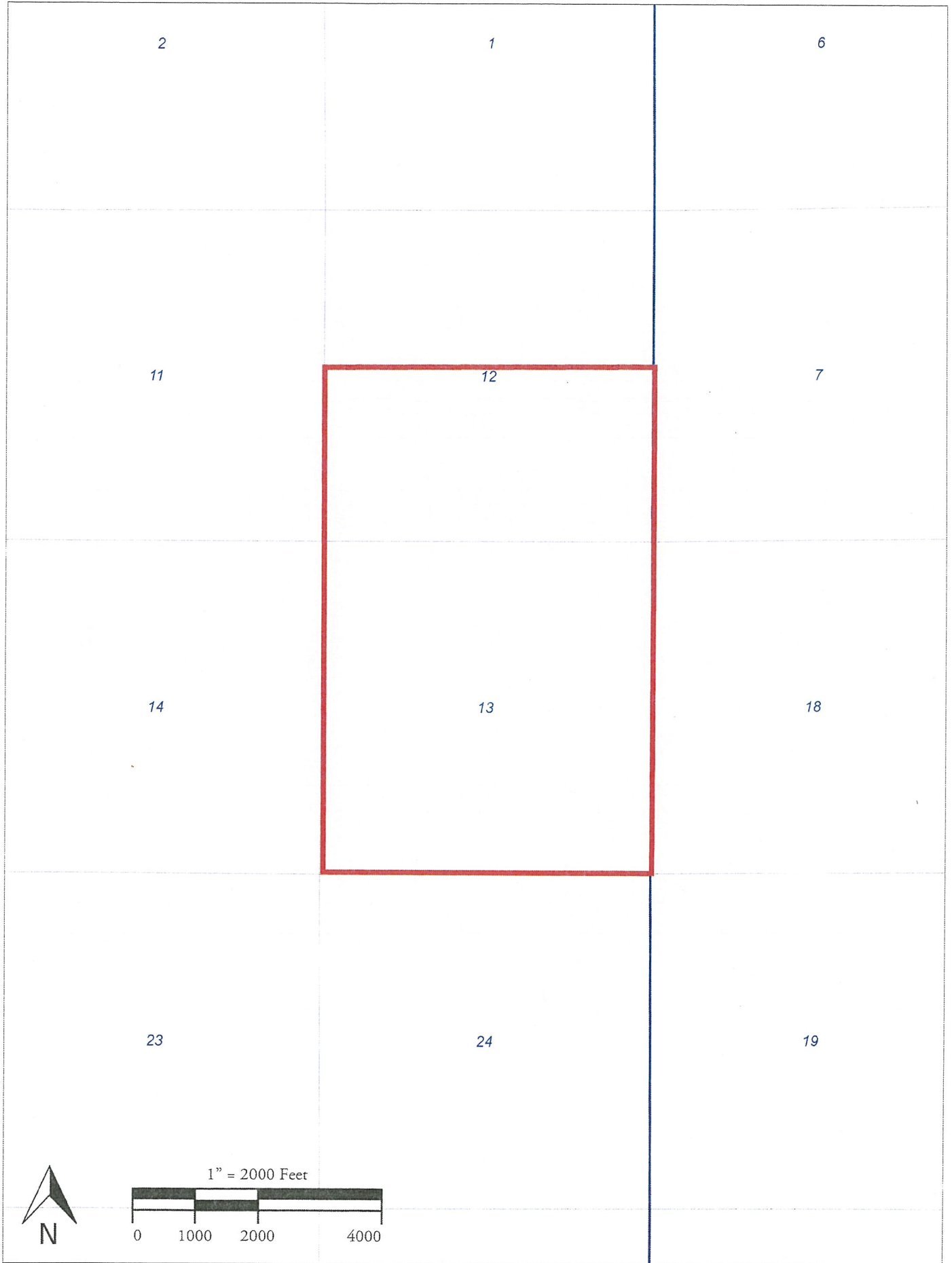
MARY A SMITH
MARY G BOLING
MATTHEW MARKLEY
MEGAN GILBERTSON
MELANIE BRIGGS
MELODY HOMES, INC.
MICHAEL HEBDON
MICHAEL & JESSICA MONTOYA
MICHAEL & MICHELLE ELDER
MICHAEL & MONICA PORTILLO
MICHAEL & TIFFANY WHEELER
MICHAEL A ADESHEWO
MICHAEL A AND DORA G RANDALL
MICHAEL A SR BANES
MICHAEL D ROBINSON
MICHAEL D AND TIFFANY G WHEELER
MICHAEL E ROWLEY
MICHAEL M KROEGER
MICHAEL P FROST
MICHAEL WALSH SULLIVAN
MICHELLE MELVIN
MICHELLE SINCLAIR
MICHELLE L WITHAM
MICHELLE MESCOTO
MIGUEL CORTEZ
MISSI DENNING & TROY GALYON
MITCHELL & JOSEPH NAGLE
MONISA RIVERA
NADINE & ALAN SMITH
NANCY G ADAMS
NATHAN PICKARD
NEIL JFARNIK
NEW JESSICA AND MINH NGUYEN
NICHOLAS KLINE
NICHOLAS DMCAVOY
NICK R AND TAMMY M CROOPE
NORA PORTILLO
NOU THAO
OAKWOOD HOMES
OAKWOOD HOMES LLC
OSVALDO AND DESIREE DIAZ
OUNKHAM PANYAVONG
PAMELA TROMANHAUSER
PATRICIA RODRIGUEZ
PATRICIA A MCMURTRAY
PATRICK & MICHELLE CRUMBAUGH

PATRICK AND RENEE LINEBERGER
PAUL CHAVEZ
PAULA & DEREK SEIFRIED
PAULA NEWTON & WILLIAM BEAMER
PAULING G HOHN
PENNY GARCIA
PETER & KATHEE HER
PHILLIP BOWMAN
PHILLIP & RACHEL DAIGLE
PHOENIX, LP
PHONG NGUYEN
PONCIETTA CHAVEZ
PRECIOUS CORCILIOUS
PUBLIC SERVICE OF COMPANY OF COLORADO
PULUTAUSA J. AND LISA G. NUU
QIONG YUAN TAM RUI
RAFAEL & RENE RAMIREZ
RANI & MARK FUGATE
RAYMOND & PATRICIA GIRON
RENE GREEN
RENEE M LAHANES
RENERIA LORENZA & ADELA OROZCO
RICHARD & AMBER CORTEZ
RICHARD C DAVIS
RICHARD S AND CHERI L WHITE
RICKIE GOLD & ROBERT, CATHERINE & LAURA SPEER
ROBERT & KATHLEEN PAYNE
ROBERT & RACHEL HURKETT
ROBERTO GAYTAN AND IBARRA-FLORES SOILA CONTRERAS
ROBIN R KOVASH
ROGER A COMER
ROGER S. AND ELLEN F. COMER
RONALD M. AND BERNADETTE ESPINOSA
ROSALIE ECHEZABAL
ROXANNE BICKELHAUPT
RW BELT LLC
RYAN HOLMES
RYAN & DIANA KOPROWSKI & CESAR OCAMPO
RYAN AND RAEGAN HEDLUND
RYAN AND STACEY JOHNSON
RYAN E LOWTHER
SARAH BETH RAWLINGS
SCOTT NORDBY
SEGOVIA ALEJANDRO GALLEGOS
SERENA A HOPPE
SHANE E BRISENDINE

SHAWN W AND TIFFANY C MOSS
SHEENA, ERIC & LAWRENCE ABEYTA
SHEILA RENEE MARTIN
SHELL OIL COMPANY
SHERRY A. ARAGON
SHI HUIMIN
SIMRET G WOLDESELISSIE
SITTHAN SRIPRATES
SOMMANY KHOUNSAVATH
SOUTH ADAMS COUNTY FIRE PROTECTION DIST NO. 5
STACIE BORDERS & JOSEPH RILEY
STACY & JOSEPH KNIGHT
STEPHEN CALVERT
STEPHEN L AND SAM LYNA RAINWATER
STEVEN HAUG
STEVEN STOVER
STEVEN C DAVIS
SUE CAROLE GARCIA
SUSAN VUE
SUSAN E ZARBOCK
SUSAN R CONE
TAMARA M COMER
TANYA & MANUEL IBARRA
TARA TAFOYA
THANOUSACK PHAVISETH & SOFIA ZAVALA
THE BANK OF NEW YORK AS TRUSTEE FOR THE CERTIFICATE HOLDERS CWABS,
INC.
THE BUY-OUT COMPANY, LLLP
THI KIM DAM PHUONG & CHARLES NGUYEN
THOMAS KIVETT
TIFFANY JANE BLAIR
TINA M WINZENT
TINO V WILSON
TONI SPANN
TONY AND DONNAPAULEY
TRACY J BRISENDINE
TRISHA M LEWIS
TURNBERRY MEADOWS HOMEOWNERS ASSOCIATION, INC.
VALERIE DURAN
VERONICA M RAY
VLADIMIR L PALAMARCHUK
WANG JIAO RUAN
WENDIE J CANNON
WESLY & NICKI HILL
WESTSTAR BANK
WILLIAM G. AND LORI K. UTZ

WILLIAM CASTLEBERRY
WILLIAM & LANNY PANELLA
WILLIAM CHARLESRAWLINGS
WILLIAM HENRY NORDSIEK
YANZHEN CHEN
YE ELAINE XIU
YOUNG YOO & PAUL MARTINEZ
ZHENGNING LIN & RIGU HE
ZHENYU YOU & KAI ZHEN TAN

Exhibit B - Application Lands



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

IN THE MATTER OF AN APPLICATION BY)
EXTRACTION OIL & GAS, INC FOR AN)
ORDER TO ESTABLISH AN)
APPROXIMATE 960-ACRE DRILLING AND)
SPACING UNIT WITH WELL LOCATION)
RULES APPLICABLE TO THE DRILLING)
OF WELLS AND PRODUCING OF OIL,)
GAS, AND ASSOCIATED)
HYDROCARBONS FROM THE NIOBRARA)
AND CODELL FORMATIONS FOR)
CERTAIN LANDS IN SECTIONS 12 AND)
13, TOWNSHIP 2 SOUTH, RANGE 67)
WEST, 6TH P.M., WATTENBERG FIELD,)
ADAMS COUNTY, COLORADO.)


Cause No. 407
Docket No. 180400304
Type: SPACING

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:

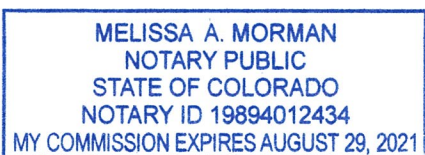
That I am the attorney for Extraction Oil & Gas, Inc. and that on or before March 5, 2018, I caused a copy of the attached Application to be deposited in the United States mail, postage prepaid, addressed to the parties listed on Exhibit A to the Application.

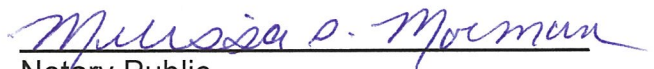


Geoffrey W. Storm

Subscribed and sworn to before me March 5, 2018.

Witness my hand and official seal.





Notary Public
My commission expires: 8/29/2021