

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 POOLING ALL INTERESTS IN)	Docket No. 180600427
THE CODELL AND NIOBRARA)	
FORMATIONS IN AN ESTABLISHED)	Type: POOLING
1,360-ACRE DRILLING AND SPACING)	
UNIT COVERING CERTAIN LANDS IN)	
TOWNSHIPS 1 NORTH AND 1 SOUTH,)	
RANGE 68 WEST, 6TH P.M.,)	
WATTENBERG FIELD, BROOMFIELD)	
AND WELD COUNTIES, COLORADO.)	

APPLICATION

Extraction Oil & Gas, Inc. ("Extraction" or "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 pooling all interests in an established 1,360-acre drilling and spacing unit covering certain lands in Townships 1 North and 1 South, Range 68 West, 6th P.M., Broomfield and Weld Counties, Colorado for the development and production of oil, gas and associated hydrocarbons from the Codell and Niobrara Formations. In support thereof, the Applicant states:

1. Applicant is a Delaware corporation duly authorized to conduct business in the State of Colorado and is a registered operator in good standing with the Commission.
2. Applicant owns leasehold interests in the following lands ("Application Lands") and therefore has standing pursuant to Commission Rule 503.b.(2):

Township 1 North, Range 68 West, 6th P.M.
 Section 33: E½
 Section 34: W½

Township 1 South, Range 68 West, 6th P.M.
 Section 3: W½
 Section 4: E½, E½E½W½

Broomfield and Weld Counties, Colorado.

A reference map of the Application Lands is attached hereto.

3. 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.

4. On October 24, 2016, the Commission entered Order No. 407-1794 which established one approximate 1,280-acre drilling and spacing unit for Sections 28 and 33, Township 1 North, Range 68 West, 6th P.M., and approved up to a total of 20 horizontal wells within the unit, for the production of oil, gas and associated hydrocarbons from the Codell and Niobrara Formations.

5. On October 24, 2016, the Commission entered Order No. 407-1825 which established one approximate 320-acre drilling and spacing unit for the W½ of Section 3, Township 1 South, Range 68 West, 6th P.M., and approved up to a total of 10 horizontal wells within the unit, for the production of oil, gas and associated hydrocarbons from the Codell and Niobrara Formations.

6. On October 24, 2016, the Commission entered Order No. 407-1826 which established one approximate 640-acre drilling and spacing unit for Section 4, Township 1 South, Range 68 West, 6th P.M., and approved up to a total of 20 horizontal wells within the unit, for the production of oil, gas and associated hydrocarbons from the Codell and Niobrara Formations.

7. On October 31, 2017, the Commission entered Order No. 407-2208, which vacated Order Nos. 407-1794, 407-1825, and 407-1826 and established an approximate 1,360-acre drilling and spacing unit for the Application Lands and approved up to a total of 20 horizontal wells within the unit for the production of oil, gas, and associated hydrocarbons from the Codell and Niobrara Formations. The Application Lands are subject to this Order.

8. Applicant plans to drill and complete the following wells in the Application Lands in the 2nd-3rd Quarter 2018 (the "Coyote Trails Wells"):

Well Name	API No.	Formation
Coyote Trails 33S-20-7N	05-123-45989	Niobrara
Coyote Trails 34S-20-8C	05-123-45986	Codell
Coyote Trails 34S-20-9N	05-123-45985	Niobrara

9. Pursuant to the relevant provisions of Section 34-60-116(6) & (7), C.R.S., and COGCC Rule 530, Applicant seeks an order pooling all interests in the Application Lands for the development and operation of the Codell and Niobrara Formations.

10. Applicant requests that the order entered as a result of this Application be made effective retroactive to the date of this Application or the date that the costs specified in Section 34-60-116(7), C.R.S., were first incurred for the drilling of the Coyote Trails Wells, whichever is earlier.

11. The granting of this Application would be in accord with the Oil and Gas Conservation Act, found at Section 34-60-101, *et seq.*, C.R.S., and Commission rules.

12. The names of the interested parties (persons who own an interest in the mineral estate of the tracts to be pooled, except owners of overriding royalty interest) are attached hereto and marked Exhibit A. Applicant certifies that copies of this Application will be served on all locatable interested parties within seven (7) days of the date hereof, as required by Commission Rule 507.b.(2), and that at least thirty-five (35) days prior to the date of the scheduled protest deadline for this Application, each such owner not already leased or voluntarily pooled will be offered the opportunity to lease, or to participate in the drilling of the Coyote Trails Wells, and will be provided with the information required by Rule 530.

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:

A. Pooling all interests in the Application Lands for the development and operation of the Codell and Niobrara Formations;

B. Providing that the pooling order is made effective as of the date of this Application, or the date that the costs specified in Section 34-60-116(7)(b)(II), C.R.S., are first incurred for the drilling of the Coyote Trails Wells, whichever is earlier;

C. 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 authorized wells, are pooled by operation of statute, pursuant to Section 34-60-116(7), C.R.S., and made subject to the cost recovery provisions thereof;

D. For such other findings and orders as the Commission may deem proper or advisable in the premises.

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Dated this 12 day of April, 2018

Respectfully submitted,

WELBORN SULLIVAN MECK &
TOOLEY, P.C.

By: _____

Joseph C. Pierzchala

Geoffrey W. Storm

Welborn Sullivan Meck & Tooley, P.C.

Attorney for Applicant

1125 - 17th Street, Suite 2200

Denver, CO 80202

303-830-2500

jpierzchala@wsmtlaw.com

gstorm@wsmtlaw.com

Applicant's Address:

370 17th Street, Suite 5400

Denver, CO 80202

Attn: Jason Rayburn, Staff Landman

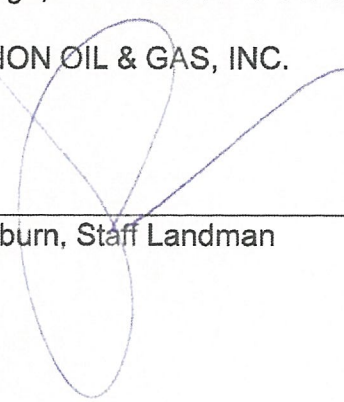
Phone: 720-974-7798

VERIFICATION

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

Jason Rayburn, Staff Landman with 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.

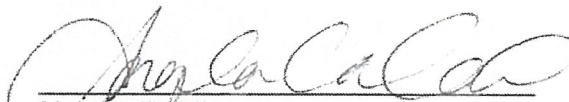
EXTRACTION OIL & GAS, INC.



Jason Rayburn, Staff Landman

Subscribed and sworn to before me this 12 day of April, 2018 by Jason Rayburn, Staff Landman for Extraction Oil & Gas, Inc.

Witness my hand and official seal.



Notary Public

My Commission Expires: 1/18/2022

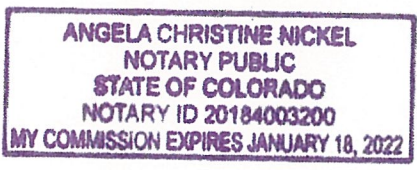


EXHIBIT A

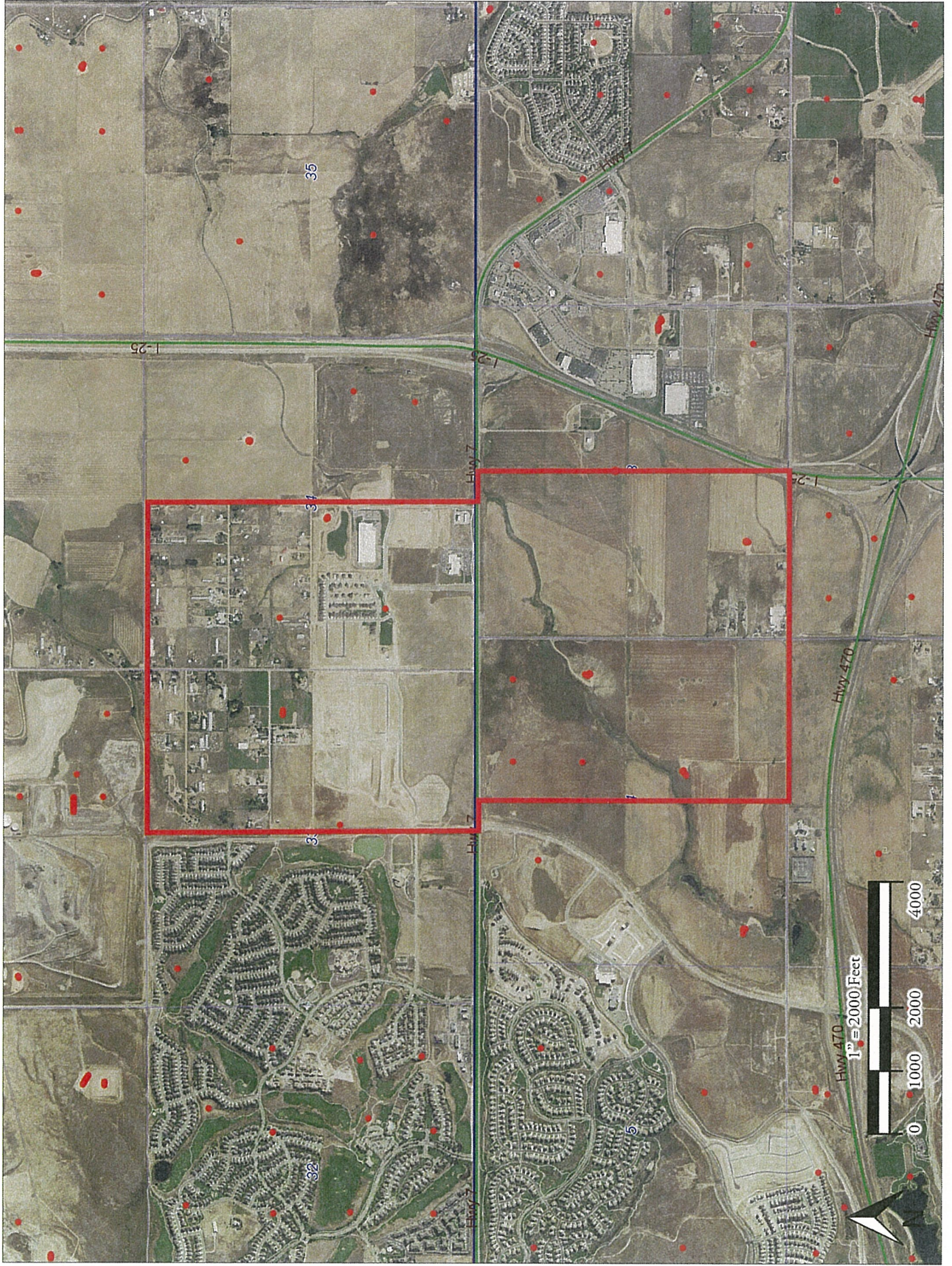
INTERESTED PARTIES

Adams 84
Adams County, Colorado
Alexandra L. Janowiecki
Alice E. Frederick and Gloria J. Martin, as Co-Trustees of the Floyd L. Frederick Residuary Trust u/a dated January 6, 2008
Anadarko E&P Onshore, LLC
Anadarko Land Corporation
Andrea M. Johnson, Glenna D. Criggar, John E. Johnson, Herman T. Johnson, and Stacy N. Johnson
Anthony E. Struble and Charlotte M. Struble, JT
Arthur Maroney, Jr.
Beverly J. Collins
Bradley S. Howe
Brett E. Wilcox, individually and as Trustee of the Betty C. Gilkinson Testamentary Trust f/b/o Glenn Gilkinson
Brett E. Wilcox, Trustee of the Betty C. Gilkinson Testamentary Trust F/B/O Glenn Gilkinson
BWAB Oil and Gas LLC
BWAB-Sovereign Energy Group LLC
CCOB Oil Investments, LLC
Chandler Energy, LLC
Cliffwood Oil and Gas Corp.
Crestone Peak Resources Holdings LLC
Dan Bennett Corporation
Daniel Ray Timmons and Gloria Timmons, JT
Deanna J. Goss
Department of Highways, Division of Highways, State of Colorado
Dirk Marlatt
Donald L. Webber Revocable Trust
Eddie C. Johnson and Fred E. Abernathy, as joint tenants
Extraction Oil & Gas, Inc.
Farmers Reservoir and Irrigation Company
Forest Yelverton
Fred E. Simpson III
Grant Gilkinson
GTT, Inc.
Guy C. Pinckley
Herbert E. Riehl and Cathryn L. Riehl, JT
Horst W. Mueller and Donna M. Mueller, JT
Horst W. Mueller and Donna Mueller
Huberto Weber Chavez and Georgina Rodriguez Mariscal
Huron Heights Investment, Ltd.
Huron Street Investments LLC

Incline Niobrara Partners, LP
James K. Barnett and Carolyn E. Barnett, JT
Jamie Merritt
Johannes Lauer, Jr. and Dorothy Ann Lauer, JT
John W. Zahn and Rachelle L. Zahn, JT
Johnson Lane, LLC
Julie S. Harrington, Custodian for Ann D. Harrington, minor
Julie S. Harrington, Custodian for Thomas S. Harrington, minor
June Ann Pease
Kathleen S. Armitage Trust u/a dated October 14, 2009 and Ashleigh Armitage, T/C
Lucille Armstrong
Margaret A. Webber Revocable Trust
Mark D. Wennstedt and Stephanie M. Wennstedt, Trustees of the Mark D. Wennstedt
Revocable Trust dated 2/19/2013
McWhinney CCOB Land Investments
Metzger Energy, LLC
Michael Francis Schwertzer
Nancy Loghry
Northwest Parkway Public Highway Authority
Pat N. New Family Trust dated November 11, 2003
Patricia Ann Simpson
Randolph C. Tappan
Randolph C. Tappan, Jr.
Rejoice Lutheran Church
Richard F. Duran, Jr. and Kim K. Duran, as Joint Tenants
Richard Neubauer
Richard R. Lucas and Shellie L. Lucas
Robert A. Tallarico
Robert J. Harmoush Trust dated June 1, 2000
Robert L Weil Trust FBO Richard F. Weil, Investors Independent Trust Company and Richard
F. Weil, Co-Trustees
Robert L. Weil Trust FBO Linda Detweiler B2 c/o BOKF, N.A. d/b/a Colorado State Bank and
Trust, Trustee
Roberta A. Hensley
Roland G. Murren and Marlena J. Murren, Trustees of the Marlena J. Murren Living Trust
(1/2) and Roland G. Muren and Marlena J. Murren, Trustees of the Roland G. Murren Living
Trust (1/2)
Ronald W. Hocker and Mary Ann Hocker, JT
Scott A. Rairden and Beverly A. Rairden, T/C
Sherri R. Struble Living Trust
Sondra L. Mumaw and Virginia A. Sear and Carl G. Sear, JT
South Street Builderings, LLC
Stephanie M. Wennstedt and Mark D. Wennstedt, Trustees of the Stephanie M. Wennstedt
Revocable Trust dated 2/19/2013
Swallow Living Trust dated September 13, 2002
The Jerry P. Hill Living Trust

Timothy J. Rockwell and Arlene F. Rockwell, JT
VDC, Inc.
Viola Lara
WCR7, LLC
Wendell D. Stahl
William A. Sheppard, Jr.
William D. Barnett and Sandra S. Barnett, JT
William F. Provance
William S. Raimo and Christina R. Raimo, JT
WS-ACB Development, LLC
Wyoming Trust Company, Trustee of the Robert L. Weil Trust FBO Ronald Weil B2

Exhibit B - Application Lands



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

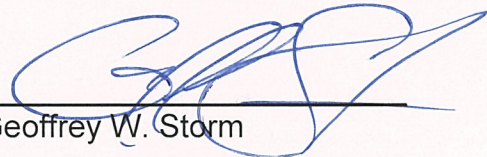
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WELD COUNTIES, COLORADO.)

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:

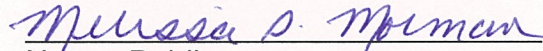
That I am the attorney for Extraction Oil & Gas, Inc. and that on or before April 19, 2018, I caused a copy of the attached Application to be deposited in the United States mail, postage prepaid, addressed to the parties listed on Exhibit A to the Application.



Geoffrey W. Storm

Subscribed and sworn to before me April 23, 2018

Witness my hand and official seal.



Notary Public

My commission expires: 8/29/2021

MELISSA A. MORMAN
NOTARY PUBLIC
STATE OF COLORADO
NOTARY ID 19894012434
MY COMMISSION EXPIRES AUGUST 29, 2021