

**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 280-ACRE DESIGNATED HORIZONTAL
WELLBORE SPACING UNIT FOR CERTAIN PORTIONS OF SECTION 18, TOWNSHIP 4
NORTH, RANGE 68 WEST, 6TH P.M. AND CERTAIN PORTIONS OF SECTION 13,
TOWNSHIP 4 NORTH, RANGE 69 WEST, 6TH P.M., FOR THE DEVELOPMENT/OPERATION OF
THE NIOBRARA FORMATION, WATTENBERG FIELD, LARIMER AND WELD COUNTIES,
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 280-acre horizontal wellbore spacing unit established for certain portions of Section 18, Township 4 North, Range 68 West, 6th P.M. and certain portions of Section 13, Township 4 North, Range 69 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 4 North, Range 68 West, 6th P.M.
Section 18: NW $\frac{1}{4}$ SE $\frac{1}{4}$; N $\frac{1}{2}$ SW $\frac{1}{4}$

Weld County, Colorado

Township 4 North, Range 69 West, 6th P.M.
Section 13: N $\frac{1}{2}$ S $\frac{1}{2}$

Larimer County, Colorado

Wellbore Spacing Unit (“WSU”) No. 1
280 acres, more or less.

These lands are hereinafter collectively referred to as the “Application Lands” and

depicted in Exhibit A, attached hereto.

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 an approximate 280-acre horizontal wellbore spacing unit comprised 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. Enright 6N Well (API No. to be assigned) - Niobrara Formation - WSU #1.

This well is hereinafter 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 12th day of April, 2018

Respectfully submitted,

EXTRACTION OIL & GAS INC.

By: Jobediah J. Rittenhouse
Jillian Fulcher
James P. Parrot
Jobediah J. Rittenhouse
Beatty & Wozniak, P.C.
Attorneys for Applicant
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Denver, Colorado 80202
(303) 407-4499
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jparrot@bwenergylaw.com
jrittenhouse@bwenergylaw.com


Applicant's Address:
Extraction Oil & Gas Inc.
ATTN: Jason Rayburn
370 17th Street, Suite 5300
Denver, CO 80202

VERIFICATION

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

Annie Pierini, Landman for Extraction Oil & Gas Inc., upon oath deposes and says that she has read the foregoing Amended Application and that the statements contained therein are true to the best of her knowledge, information and belief.

EXTRACTION OIL & GAS INC.

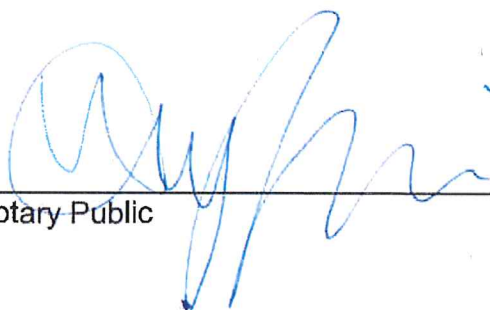


Annie Pierini

Subscribed and sworn to before me this 12th day of April, 2018, by Annie Pierini, Landman for Extraction Oil & Gas Inc.

Witness my hand and official seal.

My commission expires: 1/25/22



Notary Public

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

EXHIBIT A

Reference Map for Pooling Application

Township 4 North, Range 68 West, 6th P.M.
Section 18: NW $\frac{1}{4}$ SE $\frac{1}{4}$; N $\frac{1}{2}$ SW $\frac{1}{4}$

Weld County, Colorado

Township 4 North, Range 69 West, 6th P.M.
Section 13: N $\frac{1}{2}$ S $\frac{1}{2}$

Larimer County, Colorado

Wellbore Spacing Unit ("WSU") No. 1
280 acres, more or less



 = Application Lands

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DOCKET NO. 180600429

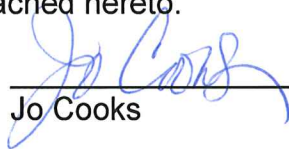
TYPE: POOLING

AFFIDAVIT OF MAILING

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

Jo Cooks, 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 and Gas, Inc. and on or before the 19th day of April, 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.



Jo Cooks

Subscribed and sworn to before me this 13th day of April, 2018

Witness my hand and official seal.



Notary Public

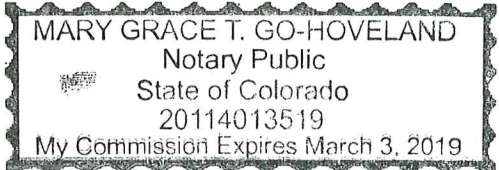


EXHIBIT A
INTERESTED PARTIES

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.

AZTEC EXPLORATION, LLC
P.O. BOX 621925
LITTLETON, CO 80162

THOMPSON RIVERS STORAGE AND
IRRIGATION COMPANY, LLC
247 E. 4TH STREET
LOVELAND, CO 80537

MABEL VENABLE PEDERSEN F/K/A
MABEL K. VENABLE
816 1ST ST
BERTHOUD, CO 80513

JAMES H. PARSONS, JR.
828 1ST STREET
BERTHOUD, CO 80513

JOHN J. CARPENTER AND ELSIE E.
CARPENTER, JOINT TENANTS
828 1ST STREET
BERTHOUD, CO 80513

HEIRS OR DEVISEES OF I. K. HOYLE,
DECEASED
ROUTE 3, BOX 648
BROOMFIELD, CO 80020

MILTON LITTLEFIELD JR.
ROUTE 3, BOX 648
BROOMFIELD, CO 80020

HEIRS OR DEVISEES OF ARDIS LITTLEFIELD
BAZATA, DECEASED
ROUTE 3, BOX 648
BROOMFIELD, CO 80020

C. DAVID TAPPY
RT. #2 BOX 648
BROOMFILED, CO 80020

LARRI R. TAPPY
RT. #2 BOX 648
BROOMFILED, CO 80020

IVAR W. LARSON AND DONNA M. LARSON,
JOINT TENANTS
925 NORTH COUNTY ROAD 13
BERTHOUD, CO 80513

LINCOLN ENERGY PARTNERS II, LLC
852 BROADWAY AVE, SUITE 300
DENVER, CO 80203

WONDERLAND RETIREMENT, LLC
14090 N. 95TH
LONGMONT, CO 80504

RANDY H. WOLF AND JESSICA J. WOLF,
JOINT TENANTS

816 1ST ST
BERTHOUD, CO 80513

END-IRA INC. F/B/O JAMES H. PARSONS, JR.
IRA, A COLORADO CORPORATION
828 1ST STREET
BERTHOUD, CO 80513

CASSIE HOYLE WARREN
ROUTE 3, BOX 648
BROOMFIELD, CO 80020

ROBERT LITTLEFIELD
ROUTE 3, BOX 648
BROOMFIELD, CO 80020

LLOYD LITTLEFIELD
ROUTE 3, BOX 648
BROOMFIELD, CO 80020

HEIRS OR DEVISEES OF PHYLLIS A. MOORE,
DECEASED
231 E. RIVERVIEW AVE., SPACE 20
FT. MORGAN, CO 80701

FORREST E. TAPPY
RT. #2 BOX 648
BROOMFILED, CO 80020

HEIRS OR DEVISEES OF MICHELLE R.
KRAGER, DECEASED
RT. #2 BOX 648
BROOMFILED, CO 80020

JOEL H. FLOWERS AND NANCY L. FLOWERS,
JOINT TENANTS
809 N COUNTY ROAD 13
BERTHOUD, CO 80513