

**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 TWO (2) CAUSE NO. 407
APPROXIMATE **720-400**-ACRE DESIGNATED DOCKET NO. 180600435
HORIZONTAL WELLBORE SPACING UNITS FOR
CERTAIN PORTIONS OF SECTIONS 7 AND 8, TYPE: POOLING
TOWNSHIP 4 NORTH, RANGE 68 WEST, 6TH P.M.
~~AND CERTAIN PORTIONS OF SECTION 12,~~
~~TOWNSHIP 4 NORTH, RANGE 69 WEST, 6TH~~
~~P.M.~~, FOR THE DEVELOPMENT/OPERATION OF
THE CODELL AND NIOBRARA FORMATIONS,
WATTENBERG FIELD, ~~LARIMER AND WELD~~
~~COUNTIES~~COUNTY, COLORADO

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 to the Oil and Gas Conservation Commission of the State of Colorado ("Commission") for an order pooling all interests in two (2) approximate **720-400**-acre horizontal wellbore spacing units established for certain portions of Sections 7 and 8, Township 4 North, Range 68 West, 6th P.M. ~~and certain portions of Section 12, Township 4 North, Range 69 West, 6th P.M.~~, for the development and operation of the Codell and Niobrara Formations. In support of its **Amended** 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 7: S $\frac{1}{2}$ N $\frac{1}{2}$; N $\frac{1}{2}$ S $\frac{1}{2}$

Section 8: SW $\frac{1}{4}$ NW $\frac{1}{4}$; NW $\frac{1}{4}$ SW $\frac{1}{4}$

Weld County, Colorado

~~Township 4 North, Range 69 West, 6th P.M.~~

~~Section 12: S $\frac{1}{2}$ N $\frac{1}{2}$; N $\frac{1}{2}$ S $\frac{1}{2}$~~

~~Larimer County, Colorado~~

Wellbore Spacing Unit ("WSU") Nos. 1 - 2

720 400 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 two (2) approximate ~~720-400~~-acre horizontal wellbore spacing units comprised 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. Trott 7W-~~2010~~-2C Well (API No. 05-123-45721) - Codell Formation - WSU # 1;
- b. Trott 7W-~~2010~~-4N Well (API No. 05-123-45725) - Niobrara Formation - WSU #2.

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 - 2 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 **Amended** 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 - 2.

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 **Amended** 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.

8. The granting of this **Amended** 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 **Amended** 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 **Amended** 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 - 2 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 **Amended** 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 - 2.

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 **Amended** 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 3rd day of ~~April~~ May, 2018.

Respectfully submitted,

EXTRACTION OIL & GAS INC.

By: 

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James P. Parrot
Evan Bekkedahl
Beatty & Wozniak, P.C.
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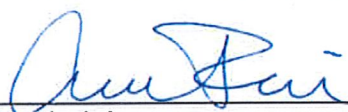
Applicant's Address:
Extraction Oil & Gas Inc.
ATTN: Jason Rayburn
370 17th Street, Suite 5300
Denver, CO 80202

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 3rd day of May, 2018, by Annie Pierini, Landman for Extraction Oil & Gas Inc.

Witness my hand and official seal.

My commission expires: 01/25/22



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 7: S $\frac{1}{2}$ N $\frac{1}{2}$; N $\frac{1}{2}$ S $\frac{1}{2}$

Section 8: SW $\frac{1}{4}$ NW $\frac{1}{4}$; NW $\frac{1}{4}$ SW $\frac{1}{4}$

Weld County, Colorado

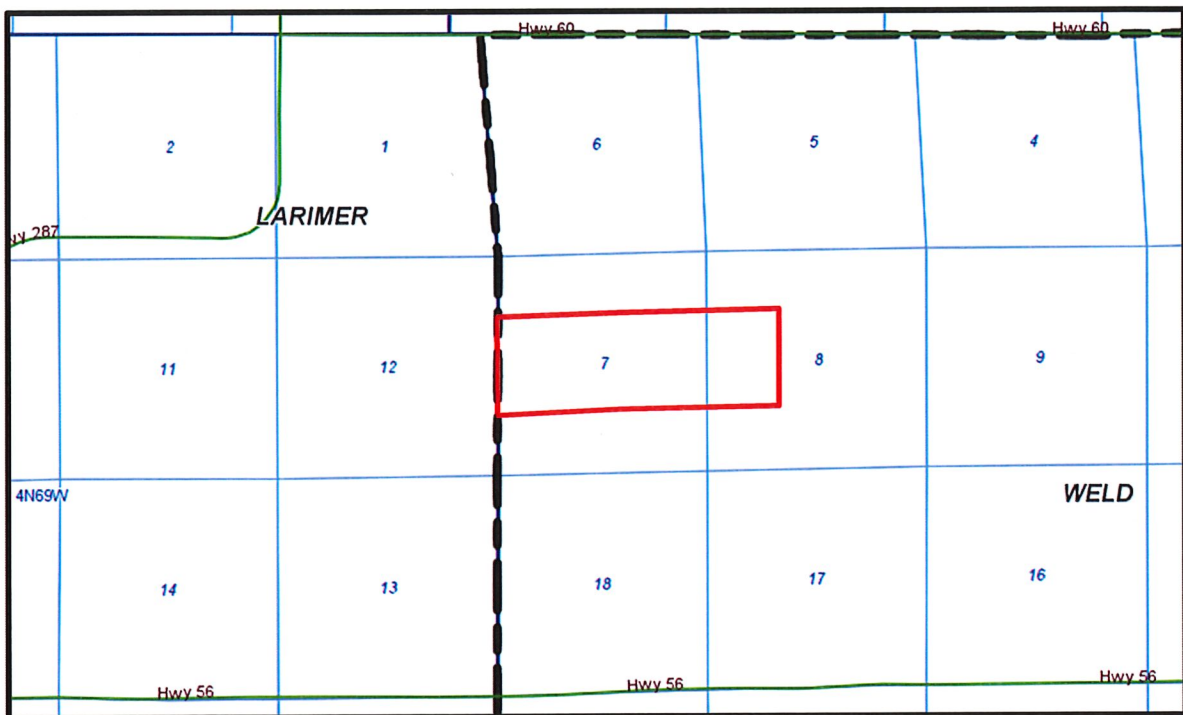
~~Township 4 North, Range 69 West, 6th P.M.~~

~~Section 12: S $\frac{1}{2}$ N $\frac{1}{2}$; N $\frac{1}{2}$ S $\frac{1}{2}$~~

~~Larimer County, Colorado~~

Wellbore Spacing Unit ("WSU") Nos. 1 - 2

720 400 acres, more or less



 = Application Lands

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

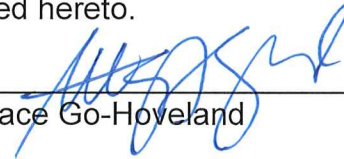
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COUNTIESCOUNTY, COLORADO

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 and Gas and on or before the 7th day of May, 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 3rd day of May, 2018

Witness my hand and official seal.

AIDA LINDA BOWLIN
NOTARY PUBLIC
STATE OF COLORADO
NOTARY ID 19984012218
MY COMMISSION EXPIRES 05/01/2022



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.

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

LINCOLN ENERGY LLC
852 BROADWAY, SUITE 300
DENVER, CO 80203

COUNTY OF LARIMER
200 W. OAK STREET
FORT COLLINS, CO 80521

CANYON OIL & GAS COMPANY
6301 ASPEN RIDGE COURT
FORT COLLINS, CO 80524

KERR-MCGEE OIL AND GAS ONSHORE LP
1099 18TH STREET, SUITE 1800
DENVER, CO 80202

GERALD R. ARMSTRONG
910 15TH STREET #754
DENVER, CO 80202

LARSON FRONT RANGE FARMS LLC
925 N. COUNTY ROAD 13
BERTHOUD, CO 80513

SAMUELCO LLC
106 E. SPRING STREET
ALEXANDRIA, VA 223012