

**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 AN APPROXIMATE 720-ACRE DESIGNATED HORIZONTAL
WELLBORE SPACING UNIT FOR CERTAIN PORTIONS OF SECTIONS 16, 17, AND 18,
TOWNSHIP 4 NORTH, RANGE 68 WEST, 6TH P.M., FOR THE DEVELOPMENT/OPERATION OF
THE CODELL FORMATION, WATTENBERG FIELD, WELD COUNTY, COLORADO

CAUSE NO. 407
DOCKET NO. 180600460
TYPE: POOLING

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 (“Application”)** to the Oil and Gas Conservation Commission of the State of Colorado (“Commission”) for an order pooling all interests in an approximate 720-acre horizontal wellbore spacing unit established for certain portions of Sections 16, 17, and 18, Township 4 North, Range 68 West, 6th P.M., for the development and operation of the Codell 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 16: S $\frac{1}{2}$ N $\frac{1}{2}$; N $\frac{1}{2}$ S $\frac{1}{2}$

Section 17: S $\frac{1}{2}$ N $\frac{1}{2}$; N $\frac{1}{2}$ S $\frac{1}{2}$

Section 18: SE $\frac{1}{4}$ NE $\frac{1}{4}$; NE $\frac{1}{4}$ SE $\frac{1}{4}$

Wellbore Spacing Unit (“WSU”) No. 1

720 acres, more or less, Weld County, Colorado.

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 720-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 Codell 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. Kennedy 14C Well (API No. 05-123-40300) - Codell 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 Codell 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 Codell 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~~ May 2, 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
216 16th Street, Suite 1100
Denver, Colorado 80202
(303) 407-4499
jfulcher@bwenergylaw.com
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.

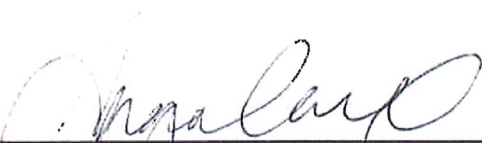


Annie Pierini

Subscribed and sworn to before me this 1 day of May, 2018, by Annie Pierini, Landman for Extraction Oil & Gas Inc.

Witness my hand and official seal.

My commission expires:



Notary Public

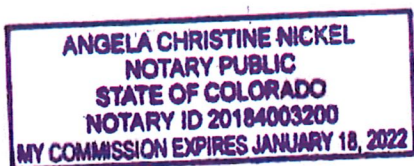


EXHIBIT A

Reference Map for Pooling Application

Township 4 North, Range 68 West, 6th P.M.

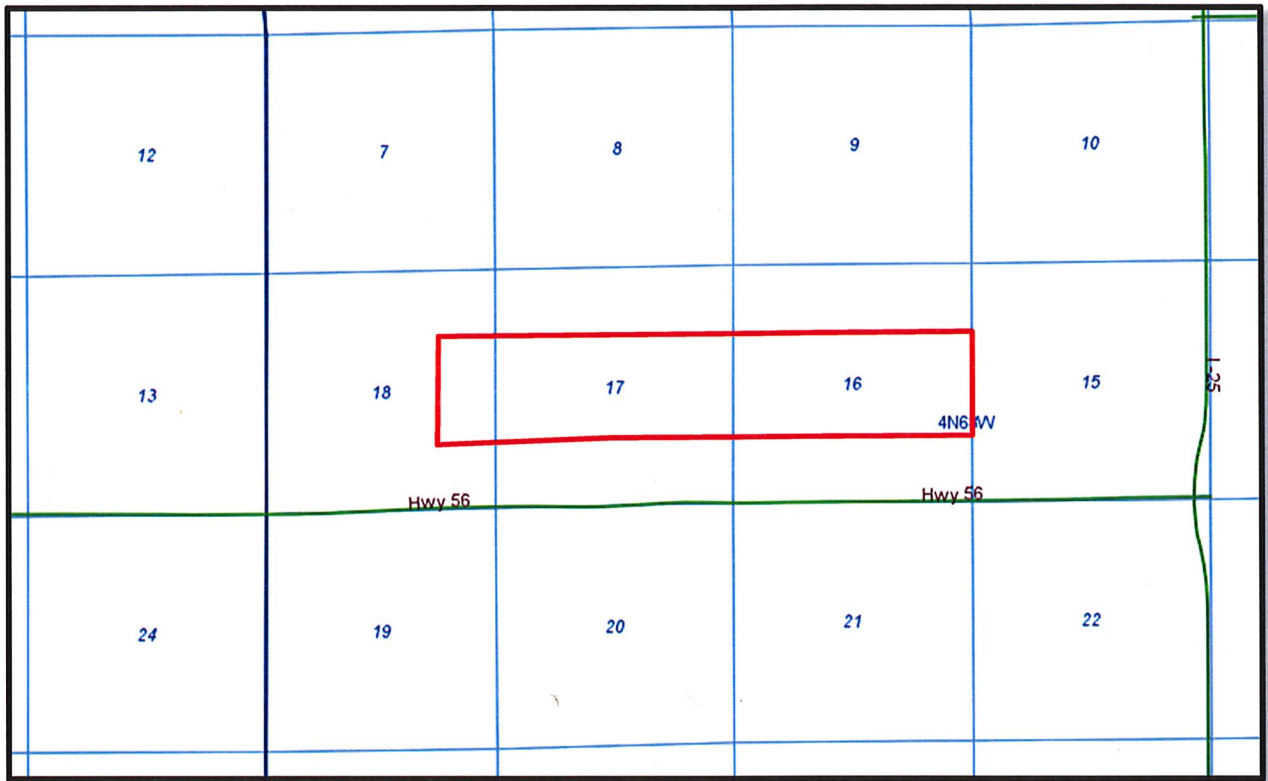
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Wellbore Spacing Unit ("WSU") No. 1

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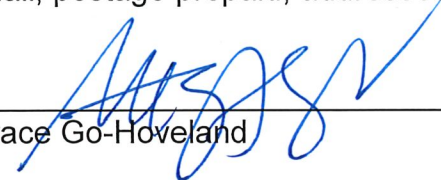
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AFFIDAVIT OF MAILING

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 4th day of May, 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.




Grace Go-Hoveland

Subscribed and sworn to before me this 2nd 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.

SRC ENERGY INC.
1675 BROADWAY, SUITE 2600
DENVER, CO 80202

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

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

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

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