

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

IN THE MATTER OF THE APPLICATION OF)	
EXTRACTION OIL & GAS, INC., FOR AN ORDER)	CAUSE NO. 407
INCREASING AUTHORIZED HORIZONTAL WELL)	
DENSITY FROM ONE TO TWENTY WELLS WITHIN)	DOCKET NO. 171200770
THE APPROXIMATE 640-ACRE DRILLING AND)	
SPACING UNIT TO BE ESTABLISHED FOR)	TYPE: Additional wells
SECTION 28, TOWNSHIP 1 NORTH, RANGE 68)	
WEST, 6 TH P.M., FOR PRODUCTION FROM THE)	
CODELL AND NIOBRARA FORMATIONS,)	
WATTENBERG FIELD, WELD COUNTY,)	
COLORADO)	

NOTICE OF WITHDRAWAL AND SUBSTITUTION OF COUNSEL

COMES NOW Extraction Oil & Gas, Inc. ("Extraction" or "Applicant"), by and through its undersigned attorneys, and hereby submits this Notice of Withdrawal and Substitution of Counsel, whereby the Lohf Shaiman Jacobs Hyman & Feiger P.C. law firm is substituted and replaces the Shanor Group LLC law firm as counsel for the Applicant. As of the date of this filing, Shanor Group LLC withdraws from its representation of the Applicant, and Lohf Shaiman Jacobs Hyman & Feiger P.C. enters its appearance on behalf of the Applicant going forward.

DATED this 13th day of December, 2017.

THE SHANOR GROUP LLC



Robert A. Willis
600 17th Street, Suite 2800
Denver, CO 80202
(303) 995-5120
rwillis@shanorgroup.com

LOHF SHAIMAN JACOBS HYMAN & FEIGER P.C.



J. Michael Morgan
950 S. Cherry Street, Suite 900
Denver, CO 80246
(303) 974-4711
mmorgan@lohshaiman.com

CERTIFICATE OF SERVICE

I hereby certify that on the 14th day of December, 2017, a true and correct copy of the foregoing *Notice of Withdrawal and Substitution of Counsel* was delivered, via email, to the following:

Michael T. Jewell
Courtney M. Shephard
Burns, Figa & Will, P.C.
6400 S. Fiddler's Green Circle, Suite 1000
Greenwood Village, CO 80111
(303) 796-2626
mjewell@bfiwlaw.com
cshepard@bfiwlaw.com

An original and two copies of the foregoing *Notice of Withdrawal and Substitution of Counsel* were delivered, and the same was electronically filed, to the following on the foregoing date:

Margaret Humecki, Hearings Assistant
James Rouse, Acting Hearings Manager
Colorado Oil & Gas Conservation Commission
1120 Lincoln Street, Suite 801
Denver, CO 80203
Email: Margaret.Humecki@state.co.us
James.Rouse@state.co.us

By: Sharou Forke

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OF THE STATE OF COLORADO

IN THE MATTER OF THE APPLICATION OF)	
EXTRACTION OIL & GAS, INC., FOR AN ORDER)	CAUSE NO. 407
INCREASING AUTHORIZED HORIZONTAL)	
WELL DENSITY FROM ONE TO TWENTY WELLS)	DOCKET NO. <i>To be determined</i>
WITHIN THE APPROXIMATE 640-ACRE)	
DRILLING AND SPACING UNIT TO BE)	TYPE: Additional wells
ESTABLISHED FOR SECTION 28, TOWNSHIP 1)	
NORTH, RANGE 68 WEST, 6 TH P.M., FOR)	
PRODUCTION FROM THE CODELL AND)	
NIOBRARA FORMATIONS, WATTENBERG)	
FIELD, WELD COUNTY, COLORADO)	

APPLICATION

Extraction Oil & Gas, Inc. (“Extraction” or “Applicant”), Operator #10459, by and through its attorneys, The Shanor Group LLC, respectfully submits this Application to the Oil and Gas Conservation Commission of the State of Colorado (“Commission” or “COGCC”) for an order increasing the authorized number of horizontal wells from one well to 20 wells for the approximate 640-acre drilling and spacing unit established for Section 28, Township 1 North, Range 68 West, 6th P.M., for the production of oil, gas and associated hydrocarbons from the Codell and Niobrara Formations. In support of this Application (“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 COGCC.
2. Applicant owns substantial leasehold interests in the below-described lands (“Application Lands”):

Township 1 North, Range 68 West, 6th P.M.
Section 28: All

3. On April 27, 1988, 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 Cretaceous Age Formations from the base of the Dakota Formation to the surface. Rule 318A supersedes all prior Commission drilling and spacing orders affecting well location and density requirements of Greater Wattenberg Area (“GWA”) wells. On December 5, 2005, Rule 318A was amended, among other things, 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, among other things, to address drilling of horizontal wells. The Application Lands are subject to Rule 318A for the Codell and Niobrara Formations.

4. On October 24, 2016, the Commission issued Order No. 407-1794 which, among other things, established an approximate 1,280-acre drilling and spacing unit for Sections 28 and 33, Township

1 North, Range 68 West, 6th P.M., and authorized the drilling of 20 horizontal wells within said unit, for the production of oil, gas and associated hydrocarbons from the Codell and Niobrara Formations.

5. Under a separate application (which should be considered prior to the Commission considering this Application), the Applicant has requested a Commission order to: **(1)** vacate Order No. 407-1794 which established an approximate 1,280-acre drilling and spacing unit for Sections 28 and 33, Township 1 North, Range 68 West, 6th P.M., for the production of oil, gas and associated hydrocarbons from the Codell and Niobrara Formations, **(2)** establish an approximate 640-acre drilling and spacing unit for Section 28, Township 1 North, Range 68 West, 6th P.M., and authorize the drilling of one horizontal well within the proposed unit, for the production of oil, gas and associated hydrocarbons from the Codell and Niobrara Formations, and **(3)** maintain allocation of proceeds for any existing wells located within the 640-acre drilling unit proposed for said Section 28 and producing from the Codell and/or Niobrara Formations.

6. Applicant herein seeks to increase authorized well density from one horizontal well to 20 horizontal wells for the approximate 640-acre drilling and spacing unit established for the Application Lands, for the production of oil, gas and associated hydrocarbons from the Codell and Niobrara Formation.

7. Applicant herein requests the treated intervals of any horizontal well permitted under this Application should be located not less than 460 feet from the North, West and East section lines of the proposed unit boundaries, 150 feet from the South section line of the proposed unit boundaries, and not less than 150 feet from any other well producing or drilling from the Codell and Niobrara Formations, without exception being granted by the Director.

8. Applicant herein requests any permitted well drilled under this Application should be located: **(1)** on lands overlying the drilling and spacing unit from either inside a Rule 318A GWA drilling window or lands outside the GWA windows with landowner consent, absent exception granted by the Director, or **(2)** on lands outside the drilling and spacing unit with landowner consent, absent exception granted by the Director. Further, Applicant requests that permitted wells under this Application should be drilled from no more than two multi-well pads.

9. 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 COGCC rules.

10. Applicant requests that relief granted as result of this Application should be effective on oral order by the Commission, and Applicant hereby agrees to be bound by the oral order of the Commission.

11. That the names and addresses of interested parties (owners within the Application Lands) according to the information and belief of the Applicant are set forth in Exhibit B attached hereto. The Applicant shall submit a certificate of service for the Application within seven days as required by Rule 503.e.

WHEREFORE, Applicant respectfully requests this matter be set for hearing, notice be given as required by law, and that upon such hearing the Commission enter its order:

A. Increasing the authorized number of horizontal wells from one well to 20 wells for the approximate 640-acre drilling and spacing unit established for Section 28, Township 1 North, Range 68 West, 6th P.M., for the production of oil, gas and associated hydrocarbons from the Codell and Niobrara Formations, with the treated intervals of any horizontal well permitted under this Application located not less than 460 feet from the North, West and East section lines of the proposed unit boundaries, 150 feet from the South section line of the proposed unit boundaries, and not less than 150 feet from any other well producing or drilling from the Codell and/or Niobrara Formations, without exception being granted by the Director.

B. Limiting the drilling of any permitted wells under this Application to no more than two multi-well pads located either: (1) on lands overlying the drilling and spacing unit from either inside a Rule 318A GWA drilling window or lands outside the GWA windows with landowner consent, absent exception granted by the Director, or (2) on lands outside the drilling and spacing unit with landowner consent, absent exception granted by the Director.

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

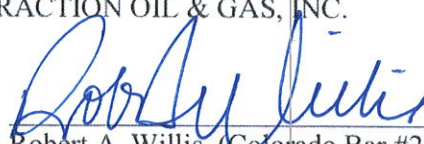
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DATED this 14th day of September, 2017.

Respectfully submitted,

EXTRACTION OIL & GAS, INC.

By:



Robert A. Willis (Colorado Bar #26308)
The Shanor Group LLC
600 Seventeenth Street, Suite 2800
Denver, CO 80202
(303) 995-5120

Applicant's Address:

370 Seventeenth Street, Suite 5300
Denver, CO 80202

VERIFICATION

STATE OF COLORADO

)

) ss.

CITY & COUNTY OF DENVER

)

Jason Rayburn, Landman for 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

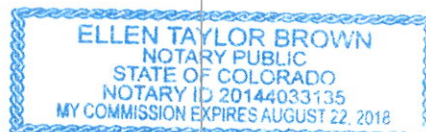
Subscribed and sworn to before me this 14th day of September, 2017, by Jason Rayburn, Landman for Extraction Oil & Gas, Inc.

Witness my hand and official seal.

My commission expires: 8/22/18



Notary Public





- Application Lands

Township 1 North, Range 68 West, 6th P.M.

Exhibit A
Application Map

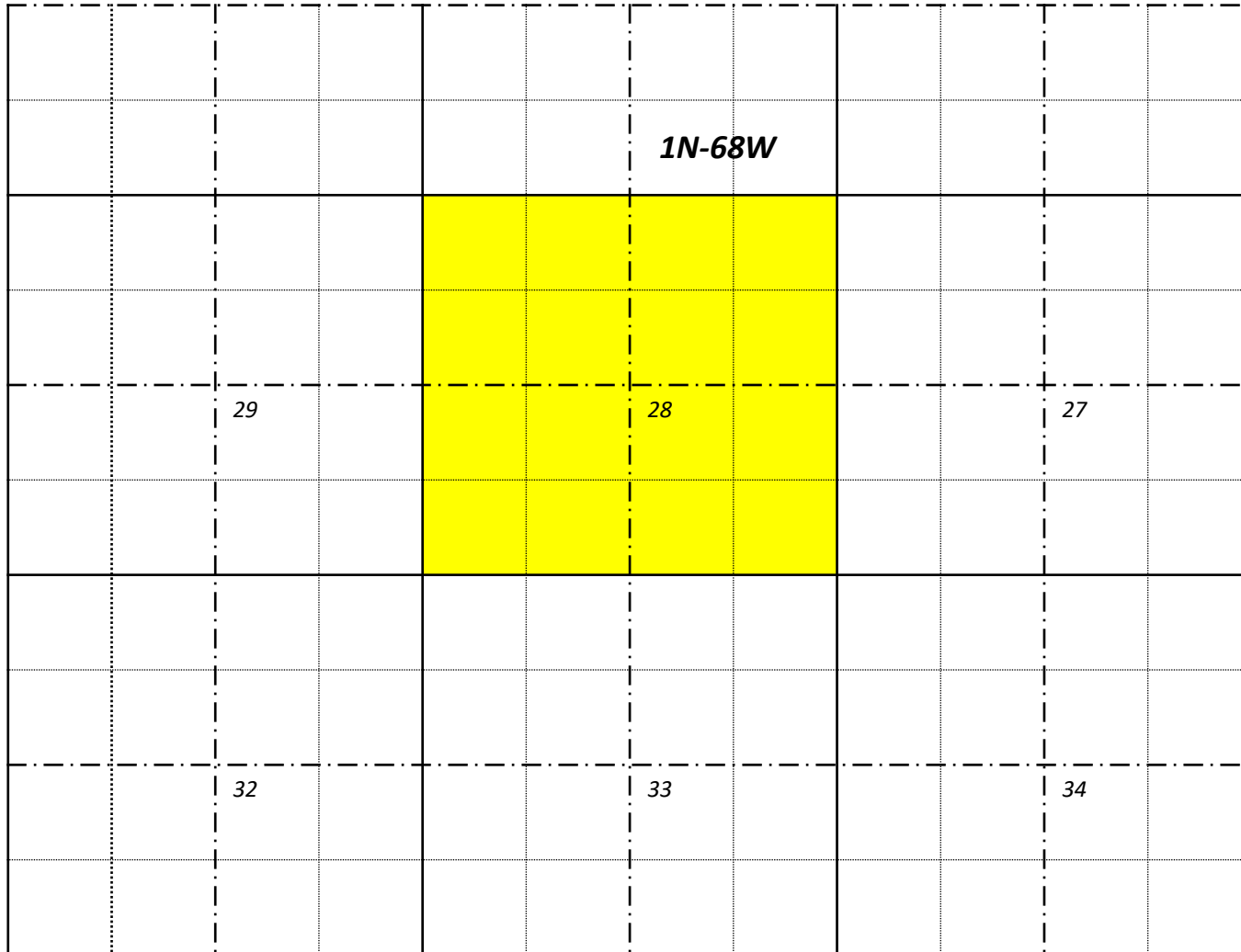


EXHIBIT B

INTERESTED PARTIES

The names and addresses of the interested parties (owners within Section 28, Township 1 North, Range 68 West, 6th P.M.) according to the information and belief of the Applicant are set forth in this Exhibit B.

Extraction Oil & Gas, Inc.
370 17th Street, Suite 5300
Denver, CO 80202

Robert A. Willis
The Shanor Group
600 Seventeenth St., Suite 2800
Denver, CO 80202

Troy Swain
Weld County
Department of Planning Services
1555 North 17th Avenue
Greeley, CO 80631

Colorado Parks & Wildlife
6060 Broadway
Denver, CO 80216

Colorado Department of Public Health &
Environment
Attn: Kent Kuster
4300 Cherry Creek Drive South
Denver, CO 80246-1530

Kerr-McGee Oil & Gas Onshore LP
1099 18th Street, Suite 1800
Denver, CO 80202

R. Martin Ostholthoff
Town of Erie
P.O. Box 750
Erie, CO 80516

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TO TWENTY WELLS WITHIN THE)	TYPE: Additional wells
APPROXIMATE 640-ACRE DRILLING AND)	
SPACING UNIT TO BE ESTABLISHED FOR)	
SECTION 28, TOWNSHIP 1 NORTH, RANGE 68)	
WEST, 6 TH P.M., FOR PRODUCTION FROM)	
THE CODELL AND NIOBRARA)	
FORMATIONS, WATTENBERG FIELD, WELD)	
COUNTY, COLORADO)	

CERTIFICATE OF MAILING

I, Kara Konstanty, hereby certify that on the 22nd day of September, 2017, I caused a copy of the Application in the above referenced caption/docket to be deposited in the United States Mail, postage prepaid, addressed to the parties listed on the supplemented Exhibit B attached hereto. The supplemented Exhibit B hereto contains three (3) additional interested parties from the original Exhibit B that was filed with the Application on September 15, 2017.

DATED this 22nd day of September, 2017.


Kara Konstanty
The Shanor Group LLC
600 17th Street, Suite 2800
Denver, CO 80202

EXHIBIT B

INTERESTED PARTIES

The names and addresses of the interested parties (owners within Section 28, Township 1 North, Range 68 West, 6th P.M.) according to the information and belief of the Applicant are set forth in this Exhibit B.

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Denver, CO 80202

R. Martin Ostholthoff
Town of Erie
P.O. Box 750
Erie, CO 80516

Montex (Vista Ridge LLC)
4915 South Gaylord St
Englewood, CA 80113

Seventh Day Adventist
3100 Ridgeview Drive
Erie, CO 80516

Colorado National Golf Club
2700 Vista Parkway
Erie, CO 80516