

**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 CAUSE NO. 407  
POOLING ALL INTERESTS IN AN APPROXIMATE DOCKET NO.  
317.394-ACRE DESIGNATED HORIZONTAL  
WELLBORE SPACING UNIT FOR CERTAIN TYPE: POOLING  
PORTIONS OF SECTIONS 21 AND 22, TOWNSHIP  
6 NORTH, RANGE 67 WEST, 6TH P.M., FOR THE  
DEVELOPMENT/OPERATION OF THE NIOBRARA  
FORMATION, WATTENBERG FIELD, WELD  
COUNTY, COLORADO

**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 an approximate 317.394-acre horizontal wellbore spacing unit established for certain portions of Sections 21 and 22, Township 6 North, Range 67 West, 6th P.M., for the development and operation of the Niobrara Formation. In support of its Application, Applicant states and alleges as follows:

I. Applicant is a corporation duly authorized to conduct business in the State of Colorado, and has registered as an operator with the Commission.

II. Applicant is an Owner in the below-listed lands:

Township 6 North, Range 67 West, 6th P.M.

Section 21: N $\frac{1}{2}$ N $\frac{1}{2}$

Section 22: N $\frac{1}{2}$ N $\frac{1}{2}$

*Wellbore Spacing Unit ("WSU") No. 1*

317.394 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.

III. 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.

IV. Upon information and belief, Applicant designated an approximate 317.394-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. RBF 4 Well (API No. 05-123-44447) – Niobrara Formation – WSU #1;

This well is hereinafter referred to as the “Subject Well.”

V. 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.

VI. 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.

VII. 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.

VIII. 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.

IX. 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.

X. 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.

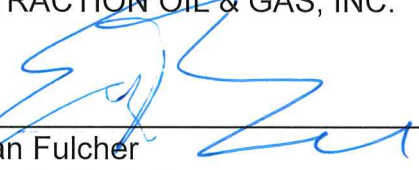
B. Providing that the interests of any owners with whom the Applicant has been unable to secure a lease or other agreement to participate in the drilling of the Subject Well, are made subject to the cost recovery provisions of §34-60-116(7), C.R.S., effective as of the earlier of the date of the Application, 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 30th day of November, 2017.

Respectfully submitted,

EXTRACTION OIL & GAS, INC.

By:   
Jillian Fulcher  
Evan Bekkedahl  
Beatty & Wozniak, P.C.  
Attorneys for Applicant  
216 16th Street, Suite 1100  
Denver, Colorado 80202  
(303) 407-4499  
jfulcher@bwenergylaw.com  
ebekkedahl@bwenergylaw.com

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

**VERIFICATION**

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

Philip Zaranka, 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.



\_\_\_\_\_  
Philip Zaranka

Subscribed and sworn to before me this 30th day of November, 2017, by Philip Zaranka, Landman for Extraction Oil & Gas Inc.

Witness my hand and official seal.

My commission expires:

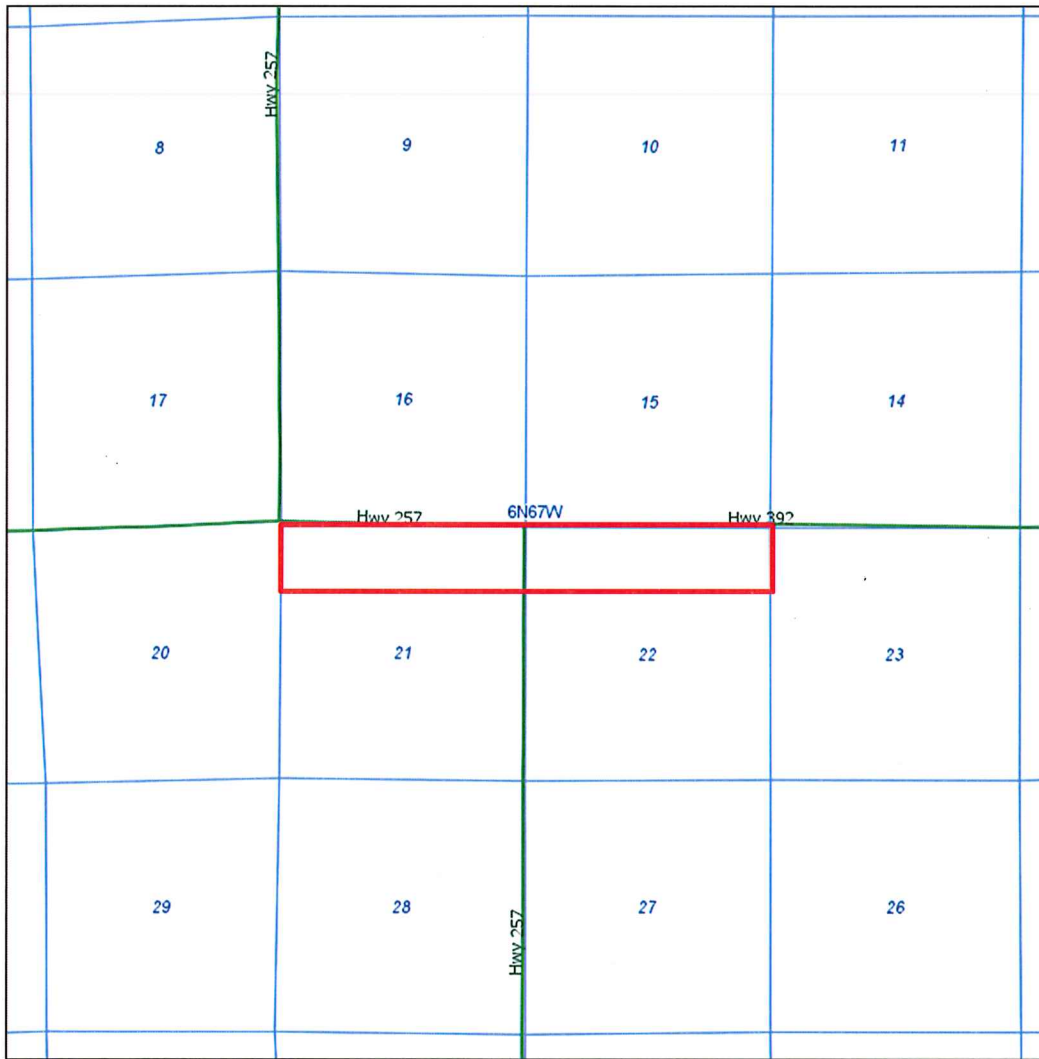


\_\_\_\_\_  
Notary Public

ANNE MICHELLE PIERINI  
Notary Public  
State of Colorado  
Notary ID # 20124036744  
My Commission Expires 01-04-2021

**EXHIBIT A**

Reference Map for Pooling Application















VICKIE S. STIMAC  
515 WALNUT ST.  
WINDSOR, CO 80550

KUROI INU LLC  
99 VERONICA DR.  
WINDSOR, CO 80550

WENDY L. RYAN  
619 WALNUT STREET  
WINDSOR, CO 80550

MELANIE ANN STARCK  
505 CHESTNUT STREET  
WINDSOR, CO 80550

CHARLES L. MCKAY  
623 ELM ST.  
WINDSOR, CO 80550

LELAND J. SEELY AND JESSICA E. SEELY, AS JOINT  
TENANTS  
509 ELM STREET  
WINDSOR, CO 80550

MARIA F. GALLUCCI  
517 ELM STREET  
WINDSOR, CO 80550

KYLE MANDEVILLE  
525 ELM ST.  
WINDSOR, CO 80550

MELISSA A. LELM  
420 FOURTH ST.  
WINDSOR, CO 80550

LOVELAND 1/2 LLC  
295 EAST 29TH ST.  
LOVELAND, CO 80538

H. GLENN WIGGINS AND JACQUELYN K. WIGGINS,  
AS JOINT TENANTS  
103 ELM ST.  
WINDSOR, CO 80550

PAMELA BONNEMA-FOSTER AND MARK C.  
FOSTER, AS JOINT TENANTS  
125 ELM STREET  
WINDSOR, CO 80550

THE FRAZER REVOCABLE TRUST  
407 2ND STREET  
WINDSOR, CO 80550

EARL F. GUENTHER  
17 ELM STREET  
WINDSOR, CO 80550

SHERRY A. BOWEN AND WILLIAM BOWEN, AS  
JOINT TENANTS  
21 ELM ST.  
WINDSOR, CO 80550