

**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.
320.0389-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 320.0389-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: S $\frac{1}{2}$ N $\frac{1}{2}$

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

Wellbore Spacing Unit ("WSU") No. 1

320.0389 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 320.0389-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 10 Well (API No. 05-123-44442) – 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:

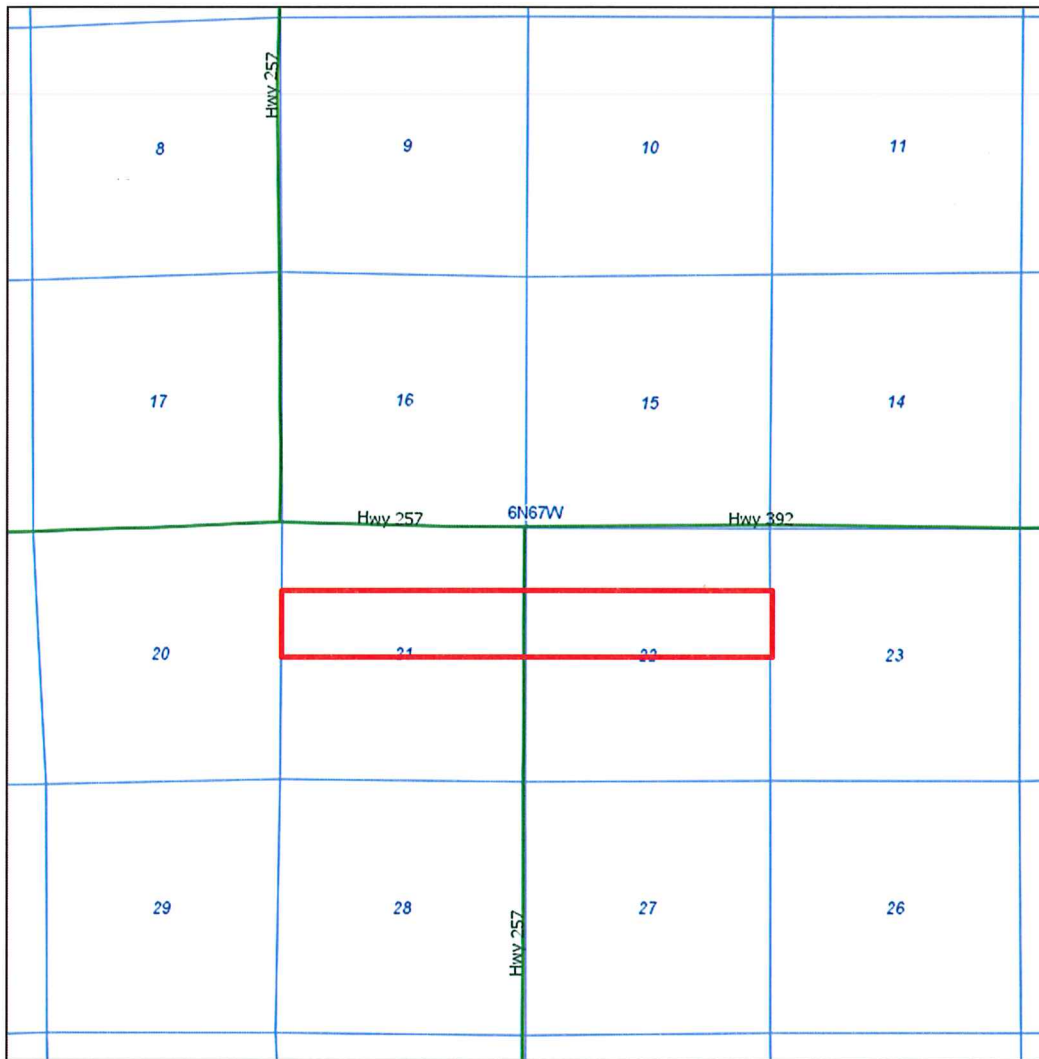
ANNE MICHELLE PIERINI
Notary Public
State of Colorado
Notary ID # 20124036744
My Commission Expires 01-04-2021



Notary Public

EXHIBIT A

Reference Map for Pooling Application



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

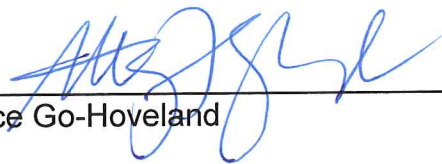
IN THE MATTER OF AN APPLICATION BY
EXTRACTION OIL & GAS, INC. FOR AN ORDER CAUSE NO. 407
POOLING ALL INTERESTS IN AN APPROXIMATE DOCKET NO. 180100112
320.0389-ACRE DESIGNATED HORIZONTAL
WELLBORE SPACING UNIT FOR CERTAIN TYPE: POOLING
PORTIONS OF SECTIONS 21 AND 22, TOWNSHIP
6 NORTH, RANGE 67 WEST, 6TH P.M., FOR THE
DEVELOPMENT/OPERATION OF THE NIOBRARA
FORMATION, WATTENBERG FIELD, WELD
COUNTY, COLORADO

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:

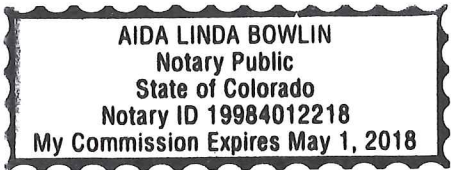
That she is a Legal Assistant at Beatty & Wozniak, P.C., attorneys for Extraction Oil & Gas, Inc., and on or before the 7th day of December, 2017, caused a copy of the attached Application to be deposited in the United States Mail, postage prepaid, addressed to the parties listed on Exhibit A attached hereto.

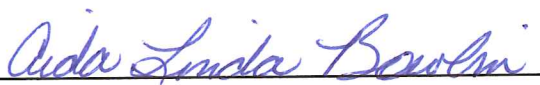


Grace Go-Hoveland

Subscribed and sworn to before me this 5th day of December, 2017.

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.

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

RAISA II, LLC
P. O. BOX 987
DENVER, CO 80201

GERIATRICS, INC.
850 27TH AVENUE
GREELEY, CO 80631

JOEL P. LUDWIG
620 LOCUST STREET
WINDSOR, CO 80550

PHILIFE L. ROMERO AND AMANDA J. ROMERO, AS
JOINT TENANTS
500 LOCUST ST.
WINDSOR, CO 80550

DENVER LOCUST LLC
295 EAST 29TH ST., SUITE 200
LOVELAND, CO 80538

CRAIG G. BONESTEEL
426 LOCUST STREET
WINDSOR, CO 80550

SHERYL LEE LARREAU, ROBERTA JEAN LARREAU,
BERNICE, COLLEN TRUJILLO, MARY ELIZABETH
CLINTON, JAMES LEE LARREAU II AND LORELEI
LYNNETTE LARREAU, AS JOINT TENANTS
18 LOCUST ST.
WINDSOR, CO 80550

COLTON D. BECK AND ALEXANDRA E. BECK, AS
JOINT TENANTS
12 OAK STREET
WINDSOR, CO 80550

JAMES M. KAPITY
5 LOCUST ST.
WINDSOR, CO 80550

DEVIN M. TROTTER AND JANNA E. TROTTER, AS
JOINT TENANTS
22 OAK STREET
WINDSOR, CO 80550

COLLEEN SAUNDERS
406 14TH STREET
WINDSOR, CO 80550

SCOTT E. GOFF
521 FIRST ST.
WINDSOR, CO 80550

DAIN JOHNSON AND COLLEEN JOHNSON, AS JOINT
TENANTS
514 1ST STREET
WINDSOR, CO 80550

STEVE W. BRISTOL AND CYNTHIA L. BRISTOL, AS
JOINT TENANTS
120 OAK ST.
WINDSOR, CO 80550

ANDREW W. BECK
200 OAK STREET
WINDSOR, CO 80550

VINCENTE JARAMILLO AND MARY JARAMILLO, AS
JOINT TENANTS
212 OAK STREET
WINDSOR, CO 80550

JAMES J. BERG
519 3RD STREET
WINDSOR, CO 80550

MARK DESPAIN
317 S 7TH ST.
WINDSOR, CO 80550

ROGER E. WEINMEISTER AND KIMBERLY J.
WEINMEISTER, AS JOINT TENANTS
231 N. CHIMNEY PARK DR.
WINDSOR, CO 80550

RON SOMMER
215 MAPLE COURT
WINDSOR, CO 80550

CHRISTOPHER P. BOYD AND LISA A. BOYD, AS
JOINT TENANTS
3711 CLAY STREET
DENVER, CO 80211

CHRISTOPHER M. JOHNSON
508 OAK STREET
WINDSOR, CO 80550

SHAWN A. CRABTREE AND BONNIE M. CRABTREE,
AS JOINT TENANTS
516 OAK STREET
WINDSOR, CO 80550

JOLENE R. LOCKWOOD
521 LOCUST STREET
WINDSOR, CO 80550

KRISTIN E. JANUS
625 LOCUST ST.
WINDSOR, CO 80550

MARY K. SHORTRIDGE AND RICHARD SEAN
SHORTRIDGE, AS JOINT TENANTS
1531 RIVERSIDE AVE., UNIT A
FT. COLLINS, CO 80524

KARLA MARIE FEYE REVOCABLE LIVING TRUST
615 OAK STREET
WINDSOR, CO 80550

KYLE JOSEPH LEGG AND CHERYL E. LEGG, AS
JOINT TENANTS
517 OAK ST.
WINDSOR, CO 80550

MARC PFISTER AND CAILLE GASH, AS JOINT
TENANTS
605 6TH ST.
WINDSOR, CO 80550

PAULETTE J. KARASCH
624 3RD ST.
WINDSOR, CO 80550

DANIELE O'LEARY REED
301 OAK STREET
WINDSOR, CO 80550

CHARLES H. DIEDIKER
621 4TH STREET
WINDSOR, CO 80550

ELIZABETH J. GONZALES
140 SUSAN ROAD
ST. LOUIS, MO 63129

TERRY D. BIRD AND DOROTHY MAY BIRD, AS JOINT
TENANTS
P.O. BOX 123
WINDSOR, CO 80550

LONNIE R. EDER AND DEBRA S. EDER, AS JOINT
TENANTS
125 OAK STREET
WINDSOR, CO 80550

CHRISTINE A. KAVALEC, NOW KNOWN AS
CHRISTINE A. KADLUB
424 MAIN STREET
WINDSOR, CO 80550

BARRY KADLUB AND CHRISTINE SOLOMAN, AS CO-
PERSONAL REPRESENTATIVES OF ESTATE OF
MARJORIE A. KADLUB, DECEASED
906 EAST DONA STREET
CHEYENNE, WY 82009

RUSSELL E. BURROWS AND LILA J. BURROWS, AS
JOINT TENANTS
117 CHESTNUT ST.
WINDSOR, CO 80550

MICHAEL S. EDWARDS AND DAYNA K. EDWARDS,
AS JOINT TENANTS
708 CORNERSTONE DR.
WINDSOR, CO 80550

DONALD B. FAIRBANKS
265 BASSWOOD AVENUE
JOHNSTOWN, CO 80534

VICTOR C. TALLON AND PAMELA R. TALLON, AS
JOINT TENANTS
608 CORNERSTONE DR.
WINDSOR, CO 80550

HPA BORROWER 2016 ML LLC
180 NORTH STETSON AVE., SUITE 3650
CHICAGO, IL 60601

SARAH KILBOURN
724 KENOSHA CT.
WINDSOR, CO 80550

TERRY L. ROMERO AND GERALDINE B. SANTOS,
AS JOINT TENANTS
613 KENOSHA CT.
WINDSOR, CO 80550

SMITH-OBEROI DEVELOPMENT, LLC
2614 POWELL PLACE
FORT COLLINS, CO 80526

WESLEY P. LEGGETT AND DEA D. LEGGETT, AS
JOINT TENANTS
706 LILAC DRIVE
WINDSOR, CO 80550

MCCAULEY PROPERTIES, LLC
913 APPALOOSA COURT
WINDSOR, CO 80550

THE FILLINGIM FAMILY REVOCABLE TRUST OF
2003
65 CHESTNUT ST.
WINDSOR, CO 80550

LUANN K. JOHNSON
60 LODGEPOLE DRIVE
WINDSOR, CO 80550

KAREN L. BOYLES
3916 SUNSET DR.
FORT COLLINS, CO 80526

RONALD D. ISMAY AND DEBORAH J. ISMAY, AS
JOINT TENANTS
207 E. CHESTNUT ST.
WINDSOR, CO 80550

GARY D. CROUCH AND LOUISE I. CROUCH, AS
JOINT TENANTS
701 APPLE CT.
WINDSOR, CO 80550

MARTHA R. SHARPE
707 APPLE CT.
WINDSOR, CO 80550

CHRISTOPHER W. MANLEY, JESSICA N. MANLEY
AND RICKEY S. MANLEY, AS JOINT TENANTS
723 2ND STREET
WINDSOR, CO 80550

GRIZZLY PETROLEUM COMPANY, LLC
1700 BROADWAY, SUITE 650
DENVER, CO 80209

RBF MINERALS, LLC
361 71ST AVENUE
GREELEY, CO 80634

DANIEL R. BEAN AND ROBERTA K. BEAN, AS JOINT
TENANTS
519 LOCUST STREET
WINDSOR, CO 80550

MICHAEL J. GORDON
8925 N. 80TH WAY
SCOTTSDALE, AZ 85258

GENELLE C. ANDREWS, N/K/A GENELLE C. DAVIS
404 LOCUST STREET
WINDSOR, CO 80550

SCOTT OWEN MCWILLIAMS AND CHANDRA RAE-
ANN MCWILLIAMS, AS JOINT TENANTS
416 LOCUST ST.
WINDSOR, CO 80550

JENNIFER A. STACKLER
130 LOCUST STREET
WINDSOR, CO 80550

MICHAEL GRAY SMITH AND HELEN SMITH, AS
JOINT TENANTS
30 LOCUST STREET
WINDSOR, CO 80550

PATRICK PITT AND JEAN PAKECH, AS JOINT
TENANTS
1522 WOOD LN.
FORT COLLINS, CO 80524

SUSAN M. J. DIAZ
4210 LAKE MEAD DRIVE
GREELEY, CO 80634

JAMES SAUNDERS
406 14TH STREET
WINDSOR, CO 80550

TAMMY SAUNDERS
406 14TH STREET
WINDSOR, CO 80550

CHRISTINE A. STURGES
528 1ST ST.
WINDSOR, CO 80550

LISA M. MICHIE AND JEFFREY O. MICHIE, AS JOINT
TENANTS
112 OAK STREET
WINDSOR, CO 80550

WELD COUNTY
PO BOX 758
GREELEY, CO 80632

WILLIAM C. WEST AND SARAH WEST, AS JOINT
TENANTS
209 LOCUST
WINDSOR, CO 80550

ANDREW L. SIMMERING
217 LOCUST ST.
WINDSOR, CO 80550

JENNIFER J. WEDDLE
P. O. BOX 112
WALDEN, CO 80480

LUCRETIA KRAUSE AND JAMES ULRICK, AS JOINT
TENANTS
515 4TH STREET
WINDSOR, CO 80550

CURTIS D. LANHAM AND DEBRA LEE LANHAM, AS
JOINT TENANTS
401 LOCUST STREET
WINDSOR, CO 80550

TAMMIE JEAN ALDERIN
412 OAK STREET
WINDSOR, CO 80550

GREELEY CHURCH OF THE LIVING GOD
416 OAK STREET
WINDSOR, CO 80550

LARRY G. CLARK AND EMILY M. CLARK, AS JOINT
TENANTS
512 OAK ST.
WINDSOR, CO 80550

524 OAK, LLC
4845 PEARL EAST CIRCLE, SUITE 101
BOULDER, CO 80301

MILTON GEIGER AND CHERYL M. GEIGER, AS
JOINT TENANTS
605 LOCUST STREET
WINDSOR, CO 80550

SUSAN QUIROZ
629 LOCUST ST.
WINDSOR, CO 80550

MARY K. SHORTRIDGE AND RICHARD SEAN
SHORTRIDGE, AS JOINT TENANTS
605 OAK ST.
WINDSOR, CO 80550

ARNOLD A. GERTONSON AND NITA L. JOHL, AS
JOINT TENANTS
625 OAK ST.
WINDSOR, CO 80550

STEPHANIE LINDNER
621 6TH STREET
WINDSOR, CO 80550

LAURA LYNN SCHULTZ
401 OAK ST.
WINDSOR, CO 80550

LYNN DALY
620 3RD STREET
WINDSOR, CO 80550

RONALD L. SCHULTZ AND OLIVIA J. SCHULTZ, AS
JOINT TENANTS
P.O. BOX 1853
FORT COLLINS, CO 80522

JOHN M. JENKINS
328 CHESTNUT STREET
WINDSOR, CO 80550

RICHARD E. WERBER II
620 2ND STREET
WINDSOR, CO 80550

JOHN V. MASTERS AND BARBARA K. MASTERS, AS
JOINT TENANTS
129 OAK ST.
WINDSOR, CO 80550

RAMON Z. LUNA AND TERESA G. LUNA, AS JOINT
TENANTS
P.O. BOX 314
MILLIKEN, CO 80543

BARRY KADLUB AND CHRISTINE SOLOMAN, AS CO-
PERSONAL REPRESENTATIVES OF ESTATE OF
MARJORIE A. KADLUB, DECEASED
309 LOCUST STREET
WINDSOR, CO 80550

SHAWN VANDENBOS AND SHELLIE VANDENBOS,
AS JOINT TENANTS
121 CHESNUT ST.
WINDSOR, CO 80550

MIGUEL A. CHABOT AND JACKIE A. CHABOT, AS
JOINT TENANTS
3619 CARSON CT.
EVANS, CO 80620

LUIS CARLOS LEGUIZAMON AND LEAH C.
LEGUIZAMON, AS JOINT TENANTS
624 CORNERSTONE DR.
WINDSOR, CO 80550

614 CORNERSTONE DRIVE LLC
2413 TURNBERRY ROAD
FORT COLLINS, CO 80524

RYAN MATTSON AND LISA MATTSON, AS JOINT
TENANTS
604 KENOSHA COURT
WINDSOR, CO 80550

KATHRYN E. REEVES AND STEVEN URBAN, AS
JOINT TENANTS
613 CORNERSTONE DRIVE
WINDSOR, CO 80550

ILIANA R. THOMPSON
717 KENOSHA COURT
WINDSOR, CO 80550

JASON OLSGARD AND JACLYN OLSGARD, AS
JOINT TENANTS
603 KENOSHA COURT
WINDSOR, CO 80550

JOSE VALDIVIA AND GUADALUPE VALDIVIA, AS
JOINT TENANTS
330 AMBER DR.
WINDSOR, CO 80550

HOAG RESIDENTIAL RENTALS, LLC
6602 SPANISH BAY DR.
WINDSOR, CO 80550

RUSSELL DICKERSON AND REBECCA DICKERSON,
AS JOINT TENANTS
705 LILAC DRIVE
WINDSOR, CO 80550

DAVID W. CROMLEY
45 CHESTNUT STREET
WINDSOR, CO 80550

JAMES E. ROBERTS AND MARY E. ROBERTS, AS
JOINT TENANTS
90 LODGEPOLE DRIVE
WINDSOR, CO 80550

CHARLES LEE SIMS AND ELAINE C. SIMS, AS JOINT
TENANTS
205 E. CHESTNUT STREET
WINDSOR, CO 80550

EGLÉ ZABLECKAS AND ROMUALDA
MILUSAUSKIENE, AS JOINT TENANTS
1747 DOLORES RIVER DR.
WINDSOR, CO 80550

BRONWYN A. MOUNT
705 APPLE COURT
WINDSOR, CO 80550

GIULIANO & FATHER CONSTRUCTION, INC.
308 COMMERCE DRIVE, UNIT A
FT. COLLINS, CO 80521

GLENROCK PLACE HOMEOWNER'S ASSOCIATION,
INC. C/O TOUCHSTONE PROPERTY MANAGEMENT,
LLC
2850 MCCLELLAND DRIVE, SUITE 1000
FORT COLLINS, CO 80525