

**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
POOLING ALL INTERESTS IN TWO (2) CAUSE NO. 407
APPROXIMATE 560-ACRE DESIGNATED DOCKET NO.
HORIZONTAL WELLBORE SPACING UNITS FOR
CERTAIN PORTIONS OF SECTION 18, TYPE: POOLING
TOWNSHIP 4 NORTH, RANGE 68 WEST, 6TH P.M.
AND CERTAIN PORTIONS OF SECTION 13,
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, 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 in two (2) approximate 560-acre horizontal wellbore spacing units established for certain portions of Section 18, Township 4 North, Range 68 West, 6th P.M. and certain portions of Section 13, Township 4 North, Range 69 West, 6th P.M., for the development and operation of the Codell and Niobrara Formations. 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 18: SW¹/₄; NW¹/₄SE¹/₄; SW¹/₄SE¹/₄

Weld County, Colorado

Township 4 North, Range 69 West, 6th P.M.
Section 13: S¹/₂

Larimer County, Colorado

Wellbore Spacing Unit (“WSU”) Nos. 1 - 2
560 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 560-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. Enright 8C Well (API No. to be assigned) - Codell Formation - WSU #1;
- b. Enright 10N Well (API No. to be assigned) - 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 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 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 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 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 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 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, 2018.

Respectfully submitted,

EXTRACTION OIL & GAS INC.

By: Jobediah J. Rittenhouse

Jillian Fulcher

James P. Parrot

Jobediah J. Rittenhouse

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
Annie Pierini

Subscribed and sworn to before me this 12th day of April, 2018, by Annie Pierini, Landman for Extraction Oil & Gas Inc.

Witness my hand and official seal.

My commission expires: 1/25/22

Haley Zepeski
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 18: SW¹/₄; NW¹/₄SE¹/₄; SW¹/₄SE¹/₄

Weld County, Colorado

Township 4 North, Range 69 West, 6th P.M.
Section 13: S¹/₂

Larimer County, Colorado

Wellbore Spacing Unit ("WSU") Nos. 1 - 2
560 acres, more or less



 = Application Lands

DAVID MURRAY AND DONNA MURRAY, JOINT
TENANTS
545 MOUNT MASSIVE ST
BERTHOUD, CO 80513

MICHAEL JAY COPPLE AND ANDRIA L.
COPPLE, JOINT TENANTS
785 GRAYS PEAK LN
BERTHOUD, CO 80513

CYNTHIA LEE ROCEK AND ROGER DONALD
ROCEK, JOINT TENANTS
160 E. TURNER AVE.
BERTHOUD, CO 80513

WILLIAM H. MONCRIEF AND SHARON M.
MONCRIEF, JOINT TENANTS
541 WINTERBERRY WAY
SAN JOSE, CA 95129

KYLE GLENDON TILLEY
775 MOUNT MASSIVE ST.
BERTHOUD, CO 80513

DOUGLAS D. DIETZ
140 E TURNER AVE
BERTHOUD, CO 80513

KIM WIECK AND CHRIS WIECK, JOINT
TENANTS
580 PYRAMID PEAK ST.
BERTHOUD, CO 80513

KARLA D. HIGGS
835 PYRAMID PEAK ST
BERTHOUD, CO 80513

KRISTI BODDY
830 PYRAMID PEAK ST
BERTHOUD, CO 80513

DEREK J. OTT
785 MOUNT MASSIVE ST.
BERTHOUD, CO 80513

BETH J. RAYON
145 RED CLOUD AVE.
BERTHOUD, CO 80513

LESTER B. THORNE SR. AND KAREN C.
THORNE, JOINT TENANTS
625 PYRAMID PEAK ST.
BERTHOUD, CO 80513

TYLER SCHLAGEL AND ARIKA L. SCHLAGEL,
JOINT TENANTS
145 QUANDARY AVE.
BERTHOUD, CO 80513

TODD L. GABRIEL AND MARIA L. GABRIEL,
JOINT TENANTS
845 PYRAMID PEAK ST.
BERTHOUD, CO 80513

ADAM S. ERDESKY AND MARYA C. ERDESKY,
JOINT TENANTS
635 MOUNT MASSIVE ST
BERTHOUD, CO 80513

RACHEL A. REESE AND GARRETT M. REESE,
JOINT TENANTS
645 TORREYS PEAK LN.
BERTHOUD, CO 80513

TOM LATINA
155 REDCLOUD AVE
BERTHOUD, CO 80513

RYAN SHEETS
860 PYRAMID PEAK ST
BERTHOUD, CO 80513

CONSTANCE D. WALLACE
665 MOUNT MASSIVE ST.
BERTHOUD, CO 80513

CHRISTOPHER M. BUCKRIDGE
665 TORREYS PEAK LN.
BERTHOUD, CO 80513

BILLY DEAN WAGNER
205 REDCLOUD AVE.
BERTHOUD, CO 80513

KURT ALBERS AND URSULA ALBERS, JOINT
TENANTS
165 QUANDARY AVE
BERTHOUD, CO 80513

RONNIE R. HILL
870 PYRAMID PEAK LN.
BERTHOUD, CO 80513

TIM PRICE AND HELENE PRONK, JOINT
TENANTS
890 MT. MASSIVE ST.
BERTHOUD, CO 80513

JOHNSON FAMILY TRUST
890 HUMBOLDT PEAK LN
BERTHOUD, CO 80513

SILVER STREAM CONSTRUCTION, INC.
660 MOUNT MASSIVE ST.
BERTHOUD, CO 80513

RALPH DRAKE AND JULIANNE L. DRAKE,
JOINT TENANTS
870 HUMBOLDT PEAK LN.
BERTHOUD, CO 80513

ERIC FALLDIN AND JILL FALLDIN, JOINT
TENANTS
640 MOUNT MASSIVE ST.
BERTHOUD, CO 80513

JOY E. WOODRUFF
840 MOUNT MASSIVE ST.
BERTHOUD, CO 80513

JAMES C. DOYLE AND CECILIA JAMIESON,
JOINT TENANTS
620 TORREYS PEAK LN
BERTHOUD, CO 80513

ARMAND V. DANFORTH AND LORRAINE C.
DANFORTH, JOINT TENANTS
830 MOUNT MASSIVE ST.
BERTHOUD, CO 80513

CLAY SHARP
580 WINDOM PEAK LN.
BERTHOUD, CO 80513

MELVIN L. LYNCH
780 MOUNT MASSIVE ST
BERTHOUD, CO 80513

MICHAEL B. HUSS AND MISTY A. HUSS,
JOINT TENANTS
780 GRAYS PEAK LN.
BERTHOUD, CO 80513

LUCAS B. CAUDILL AND STEPHANIE M.
CAUDILL, JOINT TENANTS
685 MOUNT MASSIVE ST
BERTHOUD, CO 80513

JEFFREY M. LARSON AND NINA M. LARSON,
JOINT TENANTS
895 HUMBOLDT PEAK LANE
BERTHOUD, CO 80513

THE DAVIS FAMILY TRUST, EDWARD M.
DAVIS AND SUSAN M. DAVIS, TRUSTEES,
DATED OCTOBER 23, 2015
11346 LEWISTOWN STREET
COMMERCE CITY, CO 80022

RONALD T. BALDRIDGE AND TERRI R. S.
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BERTHOUD, CO 80513

SARA RAVER
PO BOX 1692
BERTHOUD, CO 80513

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EVANS-ORNELAS, JOINT TENANTS
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BERTHOUD, CO 80513

DAVID A. BLAKE AND KAREN A. BLAKE,
JOINT TENANTS
640 TORREYS PEAK LN.
BERTHOUD, CO 80513

LARRY D. PYGOTT AND PAMELA A.
PYGOTT
175 QUANDRY AVE.
BERTHOUD, CO 80513

STEPHEN L. DAY
618 E. COUNTY ROAD 8
BERTHOUD, CO 80513