

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

IN THE MATTER OF AN APPLICATION OF)	CAUSE NO. 407
EXTRACTION OIL & GAS, INC. FOR AN)	
ORDER POOLING ALL INTERESTS IN)	DOCKET NO. 18100800
THE NIOBRARA AND CODELL)	
FORMATIONS IN AN APPROXIMATE 640-)	TYPE: POOLING
ACRE DRILLING AND SPACING UNIT)	
ESTABLISHED BY ORDER NOS. 2222)	
AND 2223 COVERING CERTAIN LANDS)	
IN TOWNSHIPS 1 NORTH AND 1 SOUTH,)	
RANGE 68 WEST, 6TH P.M.,)	
WATTENBERG FIELD, ADAMS AND)	
BROOMFIELD COUNTIES, COLORADO)	

APPLICATION

Extraction Oil & Gas, Inc. (“Extraction” or “Applicant”), Operator No. 10459, by its attorneys, Welborn Sullivan Meck & Tooley, P.C., respectfully submits this Application to the Oil and Gas Conservation Commission of the State of Colorado (“Commission” or “COGCC”) for an order pooling all interests in an approximate 640-acre drilling and spacing unit established by Order Nos. 2222 and 2223 covering certain lands in Townships 1 North and 1 South, Range 68 West, 6th P.M., for the development and operation of the Niobrara and Codell Formations. In support thereof, Applicant states:

1. Applicant is a Delaware corporation duly authorized to conduct business in the State of Colorado and is a registered operator in good standing with the Commission.
2. Extraction owns oil and gas leasehold interests in the following lands (“Application Lands”) and therefore is an owner of an interest in the mineral estate of the tracts to be pooled with standing to maintain this application pursuant to Commission Rule 503.b.(2):

Township 1 North, Range 68 West
Section 34: E½

Township 1 South, Range 68 West
Section 3: E½

A reference map of the Application Lands is attached as Exhibit B hereto.

3. On April 27, 1988, the Commission adopted Rule 318A, the Greater Wattenberg Area Special Well Location, Spacing and Unit Designation Rule.

4. On October 24, 2016, the Commission entered Order No. 1829, which among other things established an approximate 640-acre drilling and spacing unit covering the E½ of Sections 3 and 10, Township 1 South, Range 68 West, 6th P.M. for the production of oil, gas, and associated hydrocarbons from the Niobrara and Codell Formations.

5. On October 31, 2017, the Commission entered Order No. 407-2223, which vacated Order No. 1829 and established an approximate 640-acre drilling and spacing unit covering the Application Lands for the production of oil, gas, and associated hydrocarbons from the Niobrara and Codell Formations and approved one horizontal well within the unit with the productive interval to be located no closer than 150 feet from the productive interval of any other wellbore within the unit and no closer than 460 feet from the North and East unit boundaries and no closer than 150 feet from the South and West unit boundaries, without exception being granted by the Director.

6. On October 31, 2017, the Commission entered Order No. 407-2222, which among other things, approved up to ten (10) horizontal wells within the Application Lands for the production of oil, gas, and associated hydrocarbons from the Niobrara and Codell Formations with the productive interval of each wellbore to be located no closer than 150 feet from the productive interval of any other wellbore within the unit and no closer than 460 feet from the North and East unit boundaries and no closer than 150 feet from the South and West unit boundaries, without exception being granted by the Director.

7. Applicant intends to drill the following wells in the Application Lands to the Niobrara and Codell Formation with anticipated spud dates in 1st Quarter 2019:

Well Name and API No.	Formation
Interchange B N35-20-4N (API No. 05-014-20774)	Niobrara
Interchange B N35-20-5C (API No. 05-014-20772)	Codell
Interchange B N35-20-6N (API No. 05-014-20777)	Niobrara
Interchange B N35-20-7N (API No. 05-014-20775)	Niobrara
Interchange B N35-20-8C (API No. 05-014-20776)	Codell
Interchange B N35-20-9N (API No. 05-014-20773)	Niobrara

(collectively, the "Wells").

8. Pursuant to the relevant provisions of Section 34-60-116(6) & (7), C.R.S., as amended, and Commission Rule 530, Applicant seeks an order pooling all interests in the Application Lands for the development and operation of the Niobrara and Codell Formations.

9. Applicant certifies that, at least sixty (60) days prior to the date of the hearing for this Application, each owner which Applicant was able to locate, not already leased or voluntarily pooled, was provided with the well proposal and information required by Section 34-60-116(7), C.R.S. and Commission Rule 530 and tendered a reasonable offer to lease (if an unleased mineral owner), or participate and bear costs associated with the drilling and completion of the Wells. Applicant further certifies that the well proposal and lease offer to unleased mineral owners included the COGCC pooling brochure as required by Section 34-60-116(7)(d)(I), C.R.S.

10. Applicant requests that a pooling order be entered as a result of this Application, that it be made effective as of the earlier of the date of this Application, or the date costs specified in Section 34-60-116(7)(b), C.R.S., are first incurred for the drilling of each of the Wells and that it specify that a nonconsenting owner is immune from liability for costs arising from spills, releases, damage, or injury resulting from oil and gas operations on the drilling unit.

11. The granting of this Application would be in accord with the Oil and Gas Conservation Act, found at Section 34-60-101, *et seq.*, C.R.S., as amended, and the Commission Rules.

12. The names of the interested parties (persons who own an interest in the mineral estate of the tracts to be pooled, except owners of overriding royalty interest) are attached hereto and marked Exhibit A. Applicant certifies that copies of this Application will be served on all locatable interested parties within seven (7) days of the date hereof, as required by Commission Rule 507.b.(2).

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

A. Pooling all interests in the Application Lands for the development and operation of the Niobrara and Codell Formations;

B. Providing that the pooling order is made effective as of the date of this Application, or the date that the costs specified in Section 34-60-116(7)(b)(II), C.R.S., are first incurred for the drilling of the Wells identified in paragraph 7 above;

C. 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 Wells, are pooled by operation of statute, pursuant to Section 34-60-116(7), C.R.S., and made subject to the cost recovery provisions thereof and that a nonconsenting owner is

immune from liability for costs arising from spills, releases, damage, or injury resulting from oil and gas operations on the drilling unit; and

D. For such other findings and orders as the Commission may deem proper or advisable in the Application Lands.

Dated this 30th day of August, 2018

Respectfully submitted,

WELBORN SULLIVAN MECK & TOOLEY, P.C.

By: 

Joseph C. Pierzchala
Geoffrey W. Storm
Welborn Sullivan Meck & Tooley, P.C.
Attorneys for Applicant
1125 17th Street, Suite 2200
Denver, CO 80202
303.830.2500
jpierzchala@wsmtlaw.com
gstorm@wsmtlaw.com

Applicant's Address:

370 17th Street, Suite 5300
Denver, Colorado 80202
Attn: Jason Rayburn, Staff Landman
Phone: 720.974.7798

VERIFICATION

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

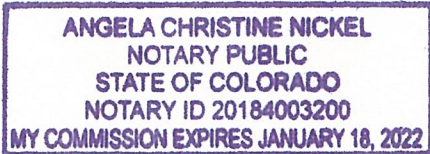
Jason Rayburn, Staff Landman with Extraction Oil & Gas, Inc., upon oath deposes and says that he has read the foregoing Application and that the statements contained therein are true to the best of his knowledge, information and belief.

EXTRACTION OIL & GAS, INC.

Jason Rayburn, Staff Landman

Subscribed and sworn to before me this 30 day of August, 2018 by Jason Rayburn, Staff Landman for Extraction Oil & Gas, Inc.

Witness my hand and official seal.



Angela Nickel
Notary Public
My Commission Expires: 1/18/2022

EXHIBIT A

INTERESTED PARTIES

Working Interest Owners

Crestone Peak Resources Holdings, LLC
Encana Oil & Gas (USA), Inc.
Grizzly Petroleum Company, LLC
Ward Petroleum Corporation
WEP Operating Co. LLC

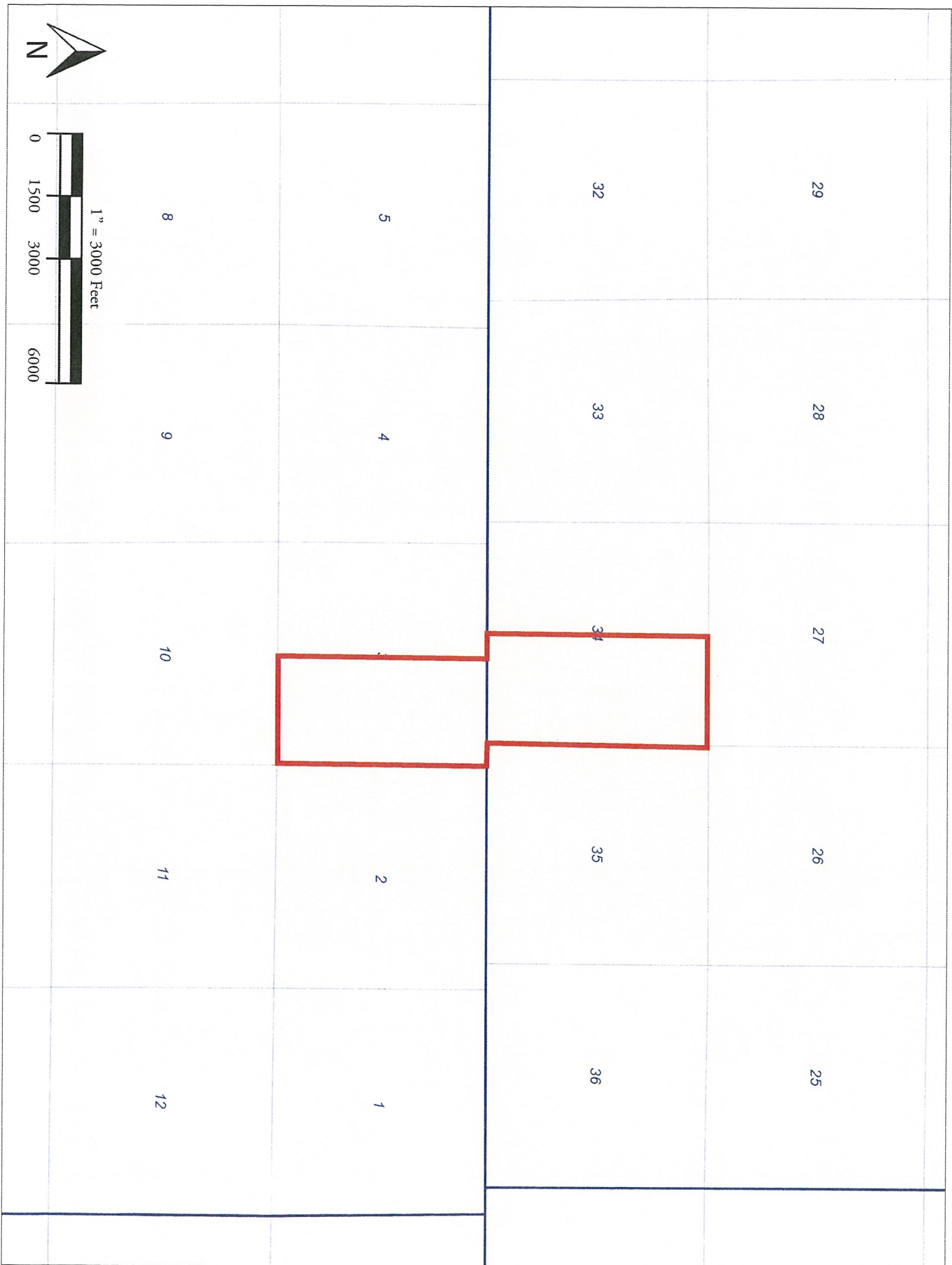
Unleased Mineral Owners

Big Banana LLC
City and County of Broomfield
Estate of Jake C. Wagner, Deceased
IKEA Property, Inc.
Northwest Parkway Public Highway Authority
US Bank National Association as SUBI Trustee of SRC Facilities Statutory Trust No. 2003-A
"VDC, Inc.,c/o Central Bank of Denver"

Royalty Owners

Broomfield Urban Renewal Authority
Caddo Minerals, Inc.
CCOB Oil Investments, LLC
Colorado Department of Transportation
Farmers Reservoir & Irrigation Company
Heartland Reserves, LLC
JP Thornton, LLC
McWhinney CCOB Land Investments
Stonemor Colorado LLC
Thornton 164 LLC
US Bank National Association as SUBI Trustee of SRC Facilities Statutory Trust No. 2003-A

Exhibit B



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

IN THE MATTER OF AN APPLICATION OF)	CAUSE NO. 407
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BROOMFIELD COUNTIES, COLORADO)	

AFFIDAVIT OF MAILING

STATE OF COLORADO §
 §
 CITY AND COUNTY OF DENVER §

I, Joseph C. Pierzchala, of lawful age, and being first duly sworn upon my oath, state and declare:

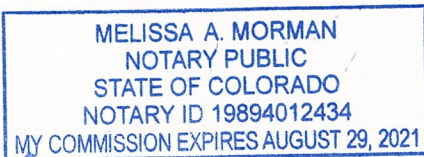
That I am the attorney for Extraction Oil & Gas, Inc. and that on or before September 6, 2018, I caused a copy of the attached Application to be deposited in the United States mail, postage prepaid, addressed to the parties listed on Exhibit A to the Application.



Joseph C. Pierzchala

Subscribed and sworn to before me September 20 2018.

Witness my hand and official seal.



Melissa A. Morman
 Notary Public
 My commission expires: 8/29/2021