

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
POOLING ALL INTERESTS WITHIN TWO)	
APPROXIMATE 562.108-ACRE RULE 318A.)	DOCKET NO. <i>To be assigned</i>
HORIZONTAL WELLBORE SPACING UNITS)	
ESTABLISHED FOR CERTAIN LANDS LOCATED IN)	TYPE: Pooling
SECTIONS 26 & 27, TOWNSHIP 7 NORTH, RANGE 67)	
WEST, 6 TH P.M., FOR DEVELOPMENT AND OPERATION)	
OF THE CODELL AND NIOBRARA FORMATIONS, AND)	
AUTHORIZING COST RECOVERY AND RISK)	
PENALTIES FROM CERTAIN NONCONSENTING)	
OWNERS FOR CERTAIN WELLS TO BE DRILLED)	
WITHIN THE UNITS, WATTENBERG FIELD, WELD)	
COUNTY, COLORADO)	

APPLICATION

Extraction Oil & Gas, Inc. (“Extraction” or “Applicant”), Operator #10459, by and through its below-signed attorneys, Poulson, Odell & Peterson, LLC, 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 within two approximate 562.108-acre Rule 318A. horizontal wellbore spacing units established for certain lands located in Sections 26 and 27, Township 7 North, Range 67 West, 6th P.M., for development and operation of the Codell and Niobrara Formations, and authorizing cost recovery and statutory risk penalties from certain nonconsenting owners for certain authorized horizontal wells to be constructed within said units. 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-listed lands (“Application Lands”):

Township 7 North, Range 67 West, 6th P.M.
Section 26: S½
Section 27: SE¼ and E½ SW¼

The Application Lands comprise 562.108 acres, more or less. An Application Map depicting the Application Lands is attached hereto and marked Exhibit A.

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 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. Acting pursuant to notice requirements found in Rule 318A.e.(5), Extraction established two approximate 562.108-acre horizontal wellbore spacing units (defined by Rule 318A.a.(4)D.) for the Application Lands, for the production of oil, gas and associated hydrocarbons from the Codell and Niobrara Formations. Following the establishment of the units, Extraction submitted two Applications for Permit-to-Drill (one horizontal well per unit), which were subsequently approved by the Director and described in the table below (the “Wells”):

<i>Well Name / Number</i>	<i>API Number</i>	<i>Target Formation</i>
Launer 26W-15-6N	05-123-45173	Niobrara
Launer 26W-15-8C	05-123-45176	Codell

5. Acting pursuant to relevant provisions of §34-60-116(6), C.R.S., Applicant seeks an order pooling all interests in two approximate 562.108-acre Rule 318A. horizontal wellbore spacing units established for the Application Lands, for the development and operation of the Codell and Niobrara Formations.

6. Rule 530. provides that an application for involuntary pooling may be filed at any time prior or after the drilling of a well, with any pooling order retroactive to the date the application is filed with the Commission unless the payor agrees otherwise. Extraction will provide Rule 530. well proposal materials to putative nonconsenting owners within the two approximate 562.108-acre horizontal wellbore spacing units established for the Application Lands, thereby allowing those owners at least 60 days to make an election as to their participation in the drilling of the Wells, or leasing their interests, if unleased.

7. Acting pursuant to §34-60-116(6) & (7), C.R.S., and Rule 530., Applicant hereby seeks an order authorizing cost recovery and statutory risk penalties associated with the drilling, completion and operation of the Wells, from interests belonging to those nonconsenting owners, for the development and operation of the Codell and Niobrara Formations.

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 COGCC rules.

9. 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.

10. That the names and addresses of interested parties (those 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 will be set forth in Exhibit B and submitted with 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. Pooling all interests in two approximate 562.108-acre horizontal wellbore spacing units established for the Application Lands, for development and operation of the Codell and Niobrara Formation, with the pooling order effective as of the date of the Application.

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 Wells, for production of oil, gas and associated hydrocarbons from the Codell and Niobrara Formations, having been pooled by operation of statute, pursuant to §34-60-116(6) & (7), C.R.S., are made subject to cost recovery and risk penalties provided therein.

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

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DATED this 30th day of August, 2018.

Respectfully submitted,

EXTRACTION OIL & GAS, INC.

By: *Robert A. Willis*
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Applicant's Address:
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VERIFICATION

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

Sean Flanagan, 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.

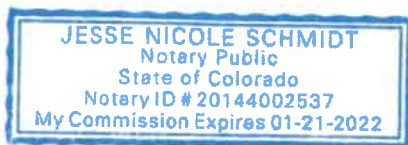
EXTRACTION OIL & GAS, INC.

Sean Flanagan
Sean Flanagan

Subscribed and sworn to before me this 29th day of August, 2018, by Sean Flanagan, Landman for Extraction Oil & Gas, Inc.

Witness my hand and official seal.

My commission expires: 1/21/22



Jesse Schmidt
Notary Public



**Application
Lands**

Township 7 North, Range 67 West, 6th P.M.

Exhibit A
Application Map

