

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 THE APPROXIMATE)
564.137-ACRE RULE 318A. HORIZONTAL WELLBORE) DOCKET NO. *To be assigned*
SPACING UNIT ESTABLISHED FOR CERTAIN LANDS)
LOCATED IN SECTIONS 26, 27, 34 & 35, TOWNSHIP 7) TYPE: Pooling
NORTH, RANGE 67 WEST, 6TH P.M., FOR DEVELOPMENT)
AND OPERATION OF THE NIOBRARA FORMATION,)
AND AUTHORIZING COST RECOVERY AND RISK)
PENALTIES FROM CERTAIN NONCONSENTING)
OWNERS FOR A CERTAIN WELL DRILLED WITHIN THE)
UNIT, 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 an approximate 564.137-acre Rule 318A. horizontal wellbore spacing unit established for certain lands located in Sections 26, 27, 34 and 35, Township 7 North, Range 67 West, 6th P.M., for development and operation of the Niobrara Formation, and authorizing cost recovery and statutory risk penalties from certain nonconsenting owners for a certain authorized horizontal well constructed within said unit. 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: S $\frac{1}{2}$ S $\frac{1}{2}$
Section 27: S $\frac{1}{2}$ SE $\frac{1}{4}$ and SE $\frac{1}{4}$ SW $\frac{1}{4}$
Section 34: N $\frac{1}{2}$ NE $\frac{1}{4}$ and NE $\frac{1}{4}$ NW $\frac{1}{4}$
Section 35: N $\frac{1}{2}$ N $\frac{1}{2}$

The Application Lands comprise 564.137 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 Niobrara Formation.

4. Acting pursuant to notice requirements found in Rule 318A.e.(5), Extraction established the approximate 564.137-acre horizontal wellbore spacing unit (defined by Rule 318A.a.(4)D.) for the Application Lands, for production of oil, gas and associated hydrocarbons from the Niobrara Formation. Following the establishment of the unit, Extraction submitted an Application for Permit-to-Drill (one horizontal well per unit), which was subsequently approved by the Director and described in the table below (the “Well”):

<i>Well Name / Number</i>	<i>API Number</i>	<i>Target Formation</i>
Launer 26W-15-12N	05-123-45178	Niobrara

5. Acting pursuant to relevant provisions of §34-60-116(6), C.R.S., Applicant seeks an order pooling all interests in the approximate 564.137-acre Rule 318A. horizontal wellbore spacing unit established for the Application Lands, for development and operation of the Niobrara Formation.

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 approximate 564.137-acre horizontal wellbore spacing unit 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 Well, 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 Well, from interests belonging to those nonconsenting owners, for development and operation of the Niobrara Formation.

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 the approximate 564.137-acre horizontal wellbore spacing unit established for the Application Lands, for development and operation of the 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 Well, for production of oil, gas and associated hydrocarbons from the Niobrara Formation, 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*
Robert A. Willis (Colorado Bar #26308)
Poulson, Odell & Peterson, LLC
1775 Sherman Street, Suite 1400
Denver, CO 80203
(303) 861-4400 (main)
(303) 264-4418 (direct)
(303) 995-5120 (cell)

Applicant's Address:
Extraction Oil & Gas, Inc.
370 Seventeenth St., Suite 5300
Denver, CO 80202

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.

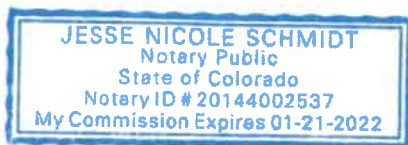
EXTRACTION OIL & GAS, INC.

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



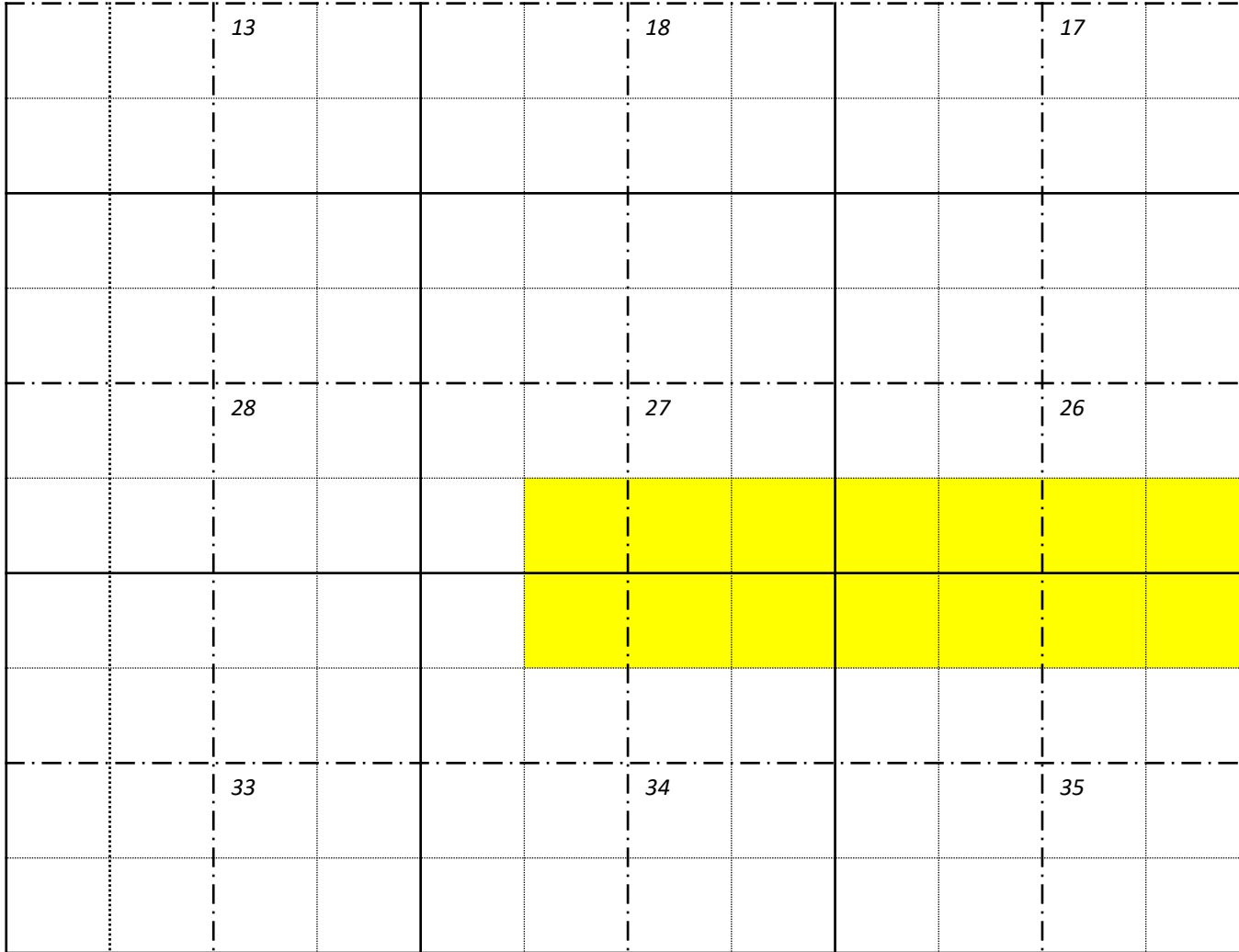
Jesse Schmidt
Notary Public



**Application
Lands**

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

Exhibit A
Application Map




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 THE)
APPROXIMATE 564.137-ACRE RULE 318A.) DOCKET NO. 181000825
HORIZONTAL WELLBORE SPACING UNIT)
ESTABLISHED FOR CERTAIN LANDS LOCATED IN) TYPE: Pooling
SECTIONS 26, 27, 34 & 35, TOWNSHIP 7 NORTH,)
RANGE 67 WEST, 6TH P.M., FOR DEVELOPMENT)
AND OPERATION OF THE NIOBRARA FORMATION,)
AND AUTHORIZING COST RECOVERY AND RISK)
PENALTIES FROM CERTAIN NONCONSENTING)
OWNERS FOR A CERTAIN WELL DRILLED WITHIN)
THE UNIT, WATTENBERG FIELD, WELD COUNTY,)
COLORADO)

CERTIFICATE OF MAILING

I, Bridget Wittrock, hereby certify that on the 6th day of May, 2019, I caused a copy of (i) the Application and (ii) the Second Notice of Hearing in the above-referenced Docket Number to be deposited in the U.S. Mail, postage prepaid, addressed to the parties listed on Exhibit B attached hereto.

DATED this 7th day of May, 2019.



Bridget Wittrock
Poulson, Odell & Peterson, LLC
1660 Lincoln Street, Suite 1500
Denver, Colorado 80264

EXHIBIT B

INTERESTED PARTIES

AK Resources LLC
PO Box 6975
Denver, CO 80206
181000825

Alma B. Gerbitz f/k/a Alma Brunner
1902 Ptarmigan Tr #9
Estes Park, CO 80517
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Andrew Rohan, indiv. & as successor-
in-interest to Estate of Mrs. George C.
Sweeney aka Winifred Sweeney, dec.
1132 East Gilbert Ave.
Coeur d'Alene, ID 83815 181000825

Ann W. Copenhaver, Trustee of Ann
W. Copenhaver Trust dtd 9-22-89
710 South Green Bay Rd.
Lake Forest, IL 60045
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Anne Tarbel
1423 East 34th St.
Tulsa, OK 74015
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Arthur A. Schulte, Jr.
15936 NW Tullamorie Way
Portland, OR 97229
181000825

Arthur A. Schulte, Jr. & Ruth E. Schulte,
Trustees of Arthur A. Schulte, Jr. & Ruth
E. Schulte Living Trust dtd 2-1-10
15936 NW Tullamorie Way
Portland, OR 97229 181000825

Babit Limited Partnership
13 Trapper Land (PO Box 245)
Story, WY 82842
181000825

Brian Lute Morton
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Denver, CO 80204
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Brian M. Schulte
1121 East 21st St.
Casper, WY 82601
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Clarence David Hergert Trust, originally
created October 3, 1997, and amended
in total on February 12, 2015
1424 Avenue B
Scottsbluff, NE 69361 181000825

Colorado State Bank and Trust, as
Trustee of the Kent and Caroline B.
Rickenbaugh Grandchildren's Trust
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Tulsa, OK 74101 181000825

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Donna Kay Morton
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Jack D. McDowell and Anne L.
McDowell, joint tenants
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JoAnne Koehler and E.J. Koehler, as
Trustees of JoAnne Koehler Liv. Trust,
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Margaret C. Tobin, Trustee of Margaret
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Windsor, CO 80550
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Michael T. McDonnell, Successor
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280 E 1st Ave, Unit 879
Broomfield, CO 80038
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370 17th Street, Suite 5300
Denver, CO 80202
181000825

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Norblom, Trst of Wm J. Coulter Trst 4
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Denver, CO 80274 181000825

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