

**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 AN APPROXIMATE 630.70-ACRE CAUSE NO. 407
DESIGNATED HORIZONTAL WELLBORE SPACING UNIT DOCKET NO.
FOR CERTAIN PORTIONS OF SECTIONS 32 AND 33,
TOWNSHIP 6 NORTH, RANGE 67 WEST, 6TH P.M. FOR TYPE: POOLING
THE DEVELOPMENT/OPERATION OF THE CODELL
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 in an approximate 630.70-acre horizontal wellbore spacing unit established for certain portions of Sections 32 and 33, Township 6 North, Range 67 West, 6th P.M., for the development and operation of the Codell Formation. 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 6 North, Range 67 West, 6th P.M.

Section 32: N $\frac{1}{2}$

Section 33: N $\frac{1}{2}$

Weld County, Colorado

Wellbore Spacing Unit ("WSU") No. 1

630.70 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. Applicant designated an approximate 630.70-acre horizontal wellbore spacing unit composed of the Application Lands, for the below-described well, for the production of oil, gas, and associated hydrocarbons from the Codell 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. Raindance 29E-20-4C Well (API No. 05-123-35170) - Codell Formation - WSU # 1;

This well is hereinafter referred to as the "Subject Well."

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 No. 1 established for the Application Lands, for the development and operation of the Codell Formation.

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 Well within WSU No. 1.

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 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.

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 No. 1 established for the Application Lands, for the development and operation of the Codell 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.

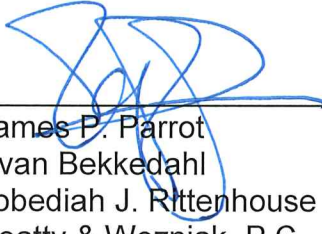
C. For such other findings and orders as the Commission may deem proper or advisable in the premises.

DATED this 29 day of November, 2018.

Respectfully submitted,

EXTRACTION OIL & GAS INC.

By: _____


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Evan Bekkedahl
Jobediah J. Rittenhouse
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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 Amended 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 29 day of November, 2018, by Philip Zaranka, Landman for Extraction Oil & Gas Inc.

Witness my hand and official seal.

My commission expires:



Notary Public

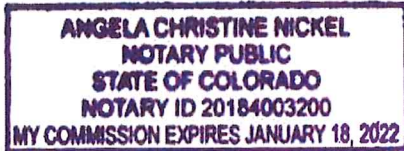


EXHIBIT A

Reference Map for Pooling Application

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

Section 32: N½

Section 33: N½

Weld County, Colorado

Wellbore Spacing Unit ("WSU") No. 1

630.70 acres, more or less.

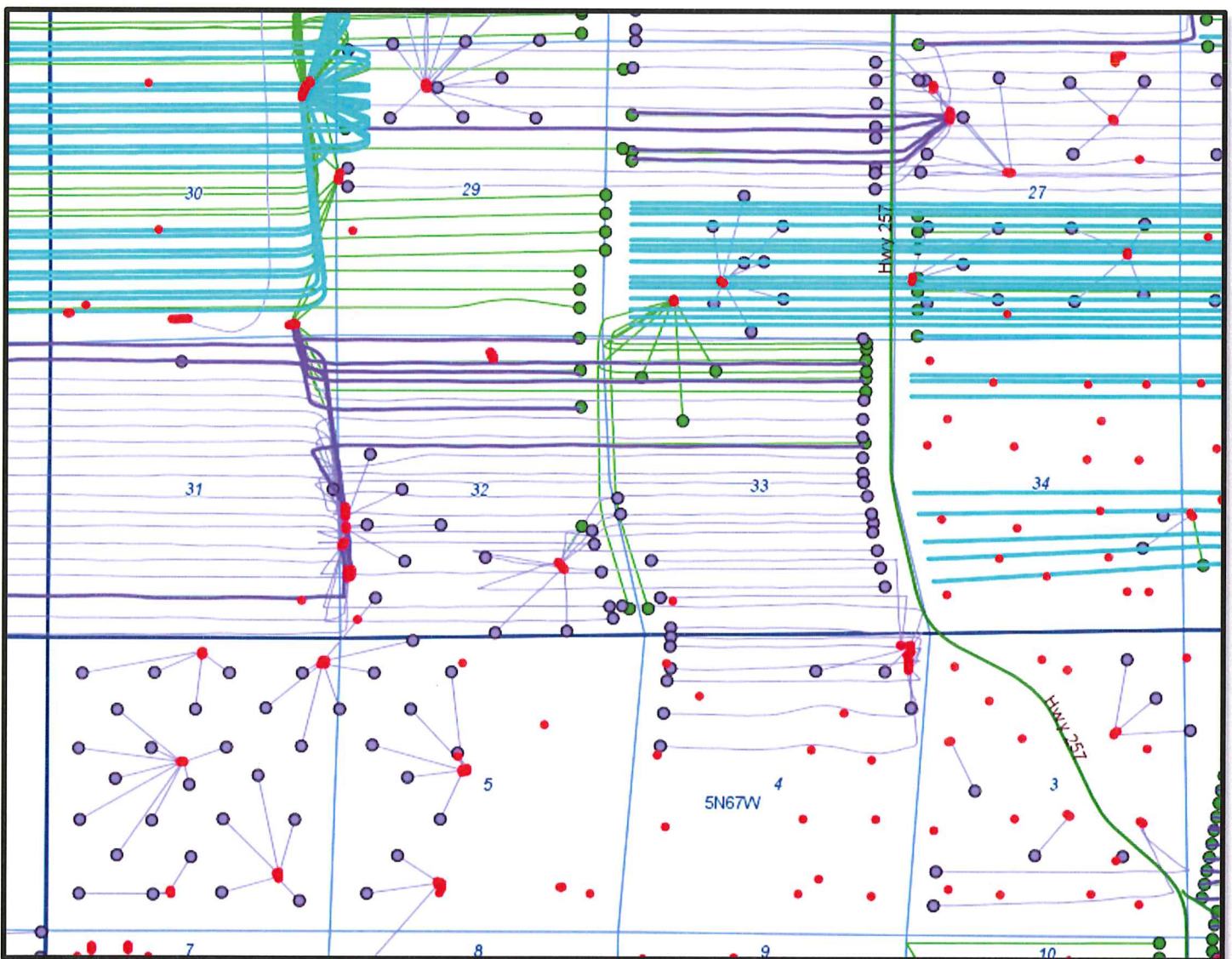


EXHIBIT A

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.

DAVID R. SOLECKI AND NICOLE R. SOLECKI,
JOINT TENANTS
688 DAKOTA WAY
WINDSOR, CO 80550-4308

DIANA J. FRUDDEN
1424 HILLTOP DRIVE
WINDSOR, CO 80550-3340

ROSANA MARIA GUIMARAES, TRUSTEE OF
THE ROSANA MARIA GUIMARAES
REVOCABLE TRUST DATED JUNE 5, 2014
1120 WHITE WATER COURT, CITY OF
CHEYENNE, COUNTY OF LARAMIE AND
STATE OF WYOMING, 82009

KERR MCGEE OIL & GAS ONSHORE LP
1099 18TH STREET, SUITE 1800
DENVER, CO 80202

DEBORAH LEIGH STEWART
1369 EAGLE COURT
WINDSOR, CO 80550

RAINDANCE AQUATIC INVESTMENTS, INC.
1625 PELICAN LAKES POINT, STE. 201
WINDSOR, CO 80550

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