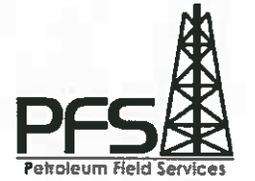


August 1, 2014

Mr. Matt Lepore, Director
Colorado Oil and Gas Conservation Commission
1120 Lincoln Street, Suite 801
Denver, Colorado 80203



7535 Hilltop Circle
Denver, CO 80221
www.petro-fs.com

**RE: COGCC Rule 318A.a.: Exception Location Request
Thornton 8-P Pad: NWSW Section 8, Township 7 North, Range 66 West
Weld County, Colorado**

Dear Mr. Lepore:

Extraction Oil & Gas, LLC (Extraction) is planning to drill 12 horizontal wells on the above referenced pad to the formations as follows:

| | | | |
|-------------|---------------------------|----------------|----------|
| Thornton 1 | SHL = 1465' FSL, 329' FWL | Sec 8-T7N-R66W | Niobrara |
| Thornton 2 | SHL = 1437' FSL, 330' FWL | Sec 8-T7N-R66W | Niobrara |
| Thornton 3 | SHL = 1409' FSL, 330' FWL | Sec 8-T7N-R66W | Codell |
| Thornton 4 | SHL = 1381' FSL, 330' FWL | Sec 8-T7N-R66W | Niobrara |
| Thornton 5 | SHL = 1353' FSL, 330' FWL | Sec 8-T7N-R66W | Niobrara |
| Thornton 6 | SHL = 1325' FSL, 330' FWL | Sec 8-T7N-R66W | Codell |
| Thornton 7 | SHL = 1297' FSL, 331' FWL | Sec 8-T7N-R66W | Niobrara |
| Thornton 8 | SHL = 1269' FSL, 331' FWL | Sec 8-T7N-R66W | Niobrara |
| Thornton 9 | SHL = 1241' FSL, 331' FWL | Sec 8-T7N-R66W | Codell |
| Thornton 10 | SHL = 1213' FSL, 331' FWL | Sec 8-T7N-R66W | Niobrara |
| Thornton 11 | SHL = 1185' FSL, 331' FWL | Sec 8-T7N-R66W | Niobrara |
| Thornton 12 | SHL = 1157' FSL, 332' FWL | Sec 8-T7N-R66W | Codell |

The surface locations of Extraction's proposed wells have been staked outside of the COGCC Rule 318A.a. Greater Wattenberg Area (GWA) Drilling Window and are being permitted as exception locations. Extraction has obtained written permission from the surface owner by way of signed waiver.

Extraction respectfully requests the COGCC to review the enclosed information and approve the requested exception location waiver and Application for Permit to Drill for the wells on the subject pad. Many thanks.

Respectfully,

Jeff Annable
Regulatory Technician
Agent for Extraction Oil & Gas, LLC

We are what we repeatedly do. Excellence, then, is not an act, but a habit.

-Aristotle