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May 30, 2018

John Noto  
Oil and Gas Location Assessment Supervisor  
Colorado Oil & Gas Conservation Commission  
1120 Lincoln St, Suite 801  
Denver, Colorado 80203

*RE: Agreement to Toll Commission Rule 303.c.2 Right to Request Hearing*

Dear John,

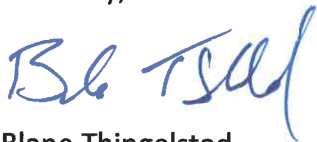
Extraction Oil & Gas Inc. ("Extraction") is currently working with Commerce City (the "City") on the local land use permitting process for several oil and gas locations within the city limits. Discussions and negotiations regarding the local permitting process may take several months to complete. In an act of good faith and in the spirit of our ongoing negotiations with the City, Extraction temporarily tolls its rights to a hearing under Commission Rule 303.c.2 and Commission Rule 503.b.(6) on its pending COGCC Forms 2A and 2 currently filed and pending with the Colorado Oil and Gas Conservation Commission ("Commission") for the oil and gas locations and associated wells planned to be located in Commerce City until September 30, 2018.

A list of the pending permits is attached as Exhibits A & B for which Extraction tolls its rights to seek a hearing under Commission Rule 303.c.2. Additionally, Extraction has submitted Drilling and Spacing Unit Applications for the Owl and the Hawk wells and anticipates submitting Form 2s for those associated wells in the near future. Extraction reserves the right to lift its request to toll the time to pursue a Rule 303.c.2. hearing in the event that Extraction and the City complete its negotiations in advance of four months. In that instance, Extraction will submit notice to the Commission staff, of the continuation of the COGCC permitting approval process on the pending permits.

Additionally, when the toll is lifted for the 303.c.2 hearing, Extraction requests a 10-day comment period under Rule 305.d.

Extraction and Commerce City request that you acknowledge receipt of this toll of Commission Rule 303.c.2. in writing or via email. Thank you for your attention.

Sincerely,



Blane Thingelstad  
Regulatory Manager  
720-557-2016  
[bthingelstad@extractionog.com](mailto:bthingelstad@extractionog.com)

cc: Matthew Sura, Esq.  
Chris Cramer, Commerce City Director of Community Development

63818195.3

**Exhibit A**

Extraction has filed with the Colorado Oil and Gas Conservation Commission the following Form 2A Applications for Oil and Gas Location Assessment:

<b>Name of Pad</b>	<b>Form 2A Document No.</b>	<b>Posted Date</b>
Falcon Pad	401590904	May 10, 2018
Blue Jay Pad	401555816	April 27, 2018
Condor Pad	401532326	March 26, 2018
Red Tail		

**Exhibit B**

Extraction has filed the following Form 2s Applications for Permits-to-Drill:

<b>Well Pad</b>	<b>Well Name</b>	<b>Posted Date</b>
Falcon Pad	Falcon W6-30-16N Falcon W6-30-15N Falcon W6-30-14N Falcon W6-30-13C Falcon W6-30-12N Falcon W6-30-11N Falcon W6-30-10N Falcon W6-30-9C Falcon W6-30-8N Falcon W6-30-7N Falcon W6-30-6N Falcon W6-30-5C Falcon W6-30-4N Falcon W6-30-3N Falcon W6-30-2N Falcon W6-30-1C	May 1, 2018
Blue Jay Pad	Blue Jay S15-20-6N Blue Jay S15-20-3N Blue Jay S15-20-2N Blue Jay S15-20-16N Blue Jay S15-20-15N Blue Jay S15-20-14N Blue Jay S15-20-13C Blue Jay S15-20-12N Blue Jay S15-20-11N Blue Jay S15-20-10N Blue Jay S15-20-9C Blue Jay S15-20-8N Blue Jay S15-20-7N Blue Jay S15-20-5C Blue Jay S15-20-4N Blue Jay S15-20-1C	May 29, 2018
Condor Pad	Condor E23-10-8N Condor E23-10-7N Condor E23-10-6N Condor E23-10-5C Condor E23-10-4N Condor E23-10-3N Condor E23-10-2N Condor E23-10-1C Condor W21-20-8N Condor W21-20-7N Condor W21-20-6N Condor W21-20-5C Condor W21-20-4N Condor W21-20-3N Condor W21-20-2N Condor W21-20-1C	March 26, 2018
Falcon Pad	Owl W8-20-16N Owl W8-20-15N Owl W8-20-14N	March 29, 2018

	Owl W8-20-13C Owl W8-20-12N Owl W8-20-11N Owl W8-20-10N Owl W8-20-9C Owl W8-20-8N Owl W8-20-7N Owl W8-20-6N Owl W8-20-4N Owl W8-20-3N Owl W8-20-2N Owl W8-20-1C	
Blue Jay Pad	Kestral S14-20-15N Kestral S14-20-2N	April 26, 2018
Blue Jay Pad	Kestral S14-20-16N Kestral S14-20-9C Kestral S14-20-3N Kestral S14-20-14N Kestral S14-20-13C	April 18, 2018
Red Tail Pad	Red Tail N34-15-16N Red Tail N34-15-15N Red Tail N34-15-14N Red Tail N34-15-13C Red Tail N34-15-11N Red Tail N34-15-12N Red Tail N34-15-10N Red Tail N34-15-9C Red Tail N34-15-8N Red Tail N34-15-6N Red Tail N34-15-4N Red Tail N34-15-3N Red Tail N34-15-1C Red Tail N34-15-7N	April 24, 2018