



October 26, 2016

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

RE: Request for Expedited Approval of Form 2A and related APDs
COGCC Rule 303.i. Special Circumstances for Permit Issuance without Notice or Consultation
Mickey 5-F Pad: Lot 1 – NE/4, Section 5, Township 6 North, Range 67 West
Weld County, Colorado

Dear Director Lepore,

This letter is a request for expedited approval of the Form 2A and APDs for the Mickey 5-F Pad in order to complete Extraction's reservoir development plan.

Forms to be expedited:

| | |
|--------------------------------|--------------------------------|
| Mickey 5-F 2A: Doc. #401089482 | Mickey 7 APD: Doc. #401089447 |
| Mickey 1 APD: Doc. #401089386 | Mickey 8 APD: Doc. #401089449 |
| Mickey 2 APD: Doc. #401089402 | Mickey 9 APD: Doc. #401089454 |
| Mickey 3 APD: Doc. #401089409 | Mickey 10 APD: Doc. #401089464 |
| Mickey 4 APD: Doc. #401089420 | Mickey 11 APD: Doc. #401089465 |
| Mickey 5 APD: Doc. #401089438 | Mickey 12 APD: Doc. #401089474 |
| Mickey 6 APD: Doc. #401089443 | Mickey 13 APD: Doc. #401089476 |

Pursuant to Colorado Oil and Gas Conservation Commission (COGCC) Rule 303.i.(2), the Director may issue a permit at any time in the event that an operator files a sworn statement and demonstrates therein to the Director's satisfaction that, due to exigent circumstances, significant economic hardship to a drilling contractor will result, and/or significant economic hardship to an operator in the form of drilling stand-by charges will result.

Extraction's anticipated timeline for Mickey 5-F is as follows:

- 11/1/2016 begin pad construction
- 11/7/2016 Rig moves to location

If Extraction is not able to commence drilling operations on the Mickey location on 11/8/2016 we will be facing a rig standby charge of \$35,000 per day.

As it stands now (see anticipated schedule below), we could face standby charges from 11/8/2016 to approximately 12/5/2016 (28 days) resulting in \$980,000 in charges.

- 11/11/2016 – submit permits after 30-day Mineral Notice expires
- 11/13/2016 – pass completeness review
- 12/3/2016 – public comment period ends
- 12/5/2015 – final approval

If Extraction has to wait to submit the APDs until 11/11/2016, and the COGCC waives the 20 day public comment period, this would allow Extraction to significantly reduce the standby charges. If we were to follow a schedule such as:

- 11/11/2016 – submit permits
- Waive comment period
- 11/15/2016 – final approval
- 11/16/2016 – spud first Mickey Well

This would result in 9 days of standby charges, costing \$315,000.

Mineral owner notices for these exact same spacing units were mailed on 8/5/2016. The only change from that notice was that the surface location of the wells moved approximately 235' to the north. No objections were received after the 8/5/2016 notice was sent and the 30 day period ended.

Additionally, other special circumstances exist that necessitate the Mickey 5-F Pad Form 2A and APDs be approved without going through the 20-day Comment Period. Completions are planned to begin on the southern end of Extraction's reservoir development block for our leasehold in the north half of Township 6N-67W on November 1st. Extraction plans to complete wells from south to north in order to give the drilling rig sufficient time to finish drilling the Mickey wells prior to completing the northern portion of the reservoir.

The entire block, with the inclusion of the Mickey wells, will be:

Breniman: 11
Westwind: 13
Winder South: 12
Winder North: 9
Varra: 11
Mickey: 13
Total: 69 Wells

These wells will form the largest amount of Extraction's newest production in the 1st/2nd Qtr of 2017, and have a material impact to the success of our company. Including the Mickey wells in this plan is of significant importance because it prudently develops the reservoir in this area. Leaving the Mickey wells out to be developed at a point in time when the rest of the reservoir has significantly declined runs the risk of wasting resources by damaging the producing wellbores in the future as well as delaying the development of the NE/4 of Sections 5, N/2 of Section 4 and the NW/4 of Section 3 6N-67W.

Extraction has worked diligently over the past year with the surface owner, as well as with their legal counsel, to find a solution around the proposed well pad in SW/4NE/4 Section 5, Township 6 North, Range 67 West (Weld County Parcel #080705100014). We appreciate their willingness to engage with us in this process. At first the surface owner did not want the wells nor the accompanying facility on their surface, although Extraction does have lease rights to an undivided interest in the NE/4 Section 5. At the surface owner's request, Extraction did a comprehensive alternative site analysis in order to look at the possibility of placing the wells on the eastern end of the 2-mile wellbore spacing unit. Due to subsurface geological faulting, No Surface Occupancy Leases, and off-lease sites that were not feasible on the eastern end of the spacing unit, Extraction began to look at alternative sites on the western end of the spacing unit. Extraction explored co-locating a site with PDC in the SE/4NW/4 Section 5 6N-67 but it was determined that is not a feasible location. We also explored working with the property owners to the south and west of the subject property. Since those recent, ongoing discussions with the other landowners, the surface owners have said that they would be willing to have the wells on their property without the facility. Extraction has been working with adjacent landowners to secure flowline easements to place the facility on a nearby property to the west where we have a facility already being built for the Varra wells, Location ID #430411. The surface owner of the Varra pad has agreed to accept the additional facility on his property.

Additionally, the surface owner would like the wells drilled, completed, and reclaimed as soon as possible in order to have this site on normal production when they decide to build their home on the property. As Extraction has shown in past developments within the field, we prefer to completely drill and complete an entire area in order to prudently and fully develop a block of the reservoir as well as minimize the amount of time that our operations affect surrounding land and building unit owners. In other words, we do not want to come back to the same areas year after year, and the surrounding homeowners feel the same way.

With regards to the single Building Unit Owner, Susan Dyke, within the Buffer Zone, Extraction, Jamison McIlvain as Landman for Extraction, met with her on October 14, 2016 at 10 a.m. Weld County LGD, Troy Swain, was in attendance as well. Attached to this Request Letter and incorporated herein are the following e-mails showing the correspondence regarding the Mickey 5-F wellpad and Mickey wells.

1. E-mail from Extraction to Weld County LGD – Jamison McIlvain, Landman for Extraction, to Troy Swain, Weld County LGD on 10/17/2016
2. E-mail from Extraction to Susan Dyke – Jamison McIlvain, Landman for Extraction, to Susan Dyke, Building Unit Owner on 10/18/2016
3. E-mail from Extraction to Susan Dyke – Jamison McIlvain, Landman for Extraction, to Susan Dyke, Building Unit Owner on 10/19/2016

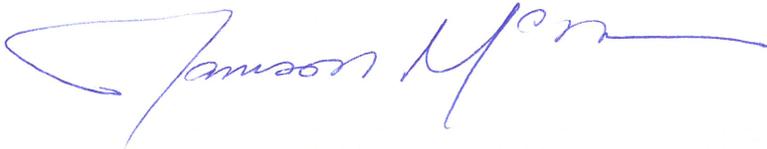
Extraction feels that we have gone above and beyond to accommodate all surface owners in the area to come up with a solution for the Mickey wells. This process took several months longer than anticipated due to the fact that Extraction and all involved (surrounding surface owners) worked to come up with a solution that is satisfactory for all stakeholders.

Pursuant to COGCC Rule 305.d. the Director shall not approve a Form 2A or any associated Form 2 for a proposed Well or Production Facility for 20 days from posting, and shall accept and immediately post on the Commission's website any comments received from the public, the Local Government Designee, the Colorado Department of Public Health and Environment, or Colorado Parks and Wildlife regarding the proposed Oil and Gas location.

Extraction swears to the accuracy of the information contained in this request and the description of the situation necessitating expedited approval. Based on this sworn statement, Extraction respectfully requests issuance without consultation per Rule 303.i.(2) of the Form 2A and APDs for the Mickey 5-F Pad.

If you should have any questions or require additional information regarding this permit, please contact me at 720-974-2021 or via email at jmcilvain@extractionog.com. Thank you in advance for your consideration of this matter.

Respectfully,



Jamison McIlvain
Landman
Extraction Oil & Gas, Inc.

Attachments:

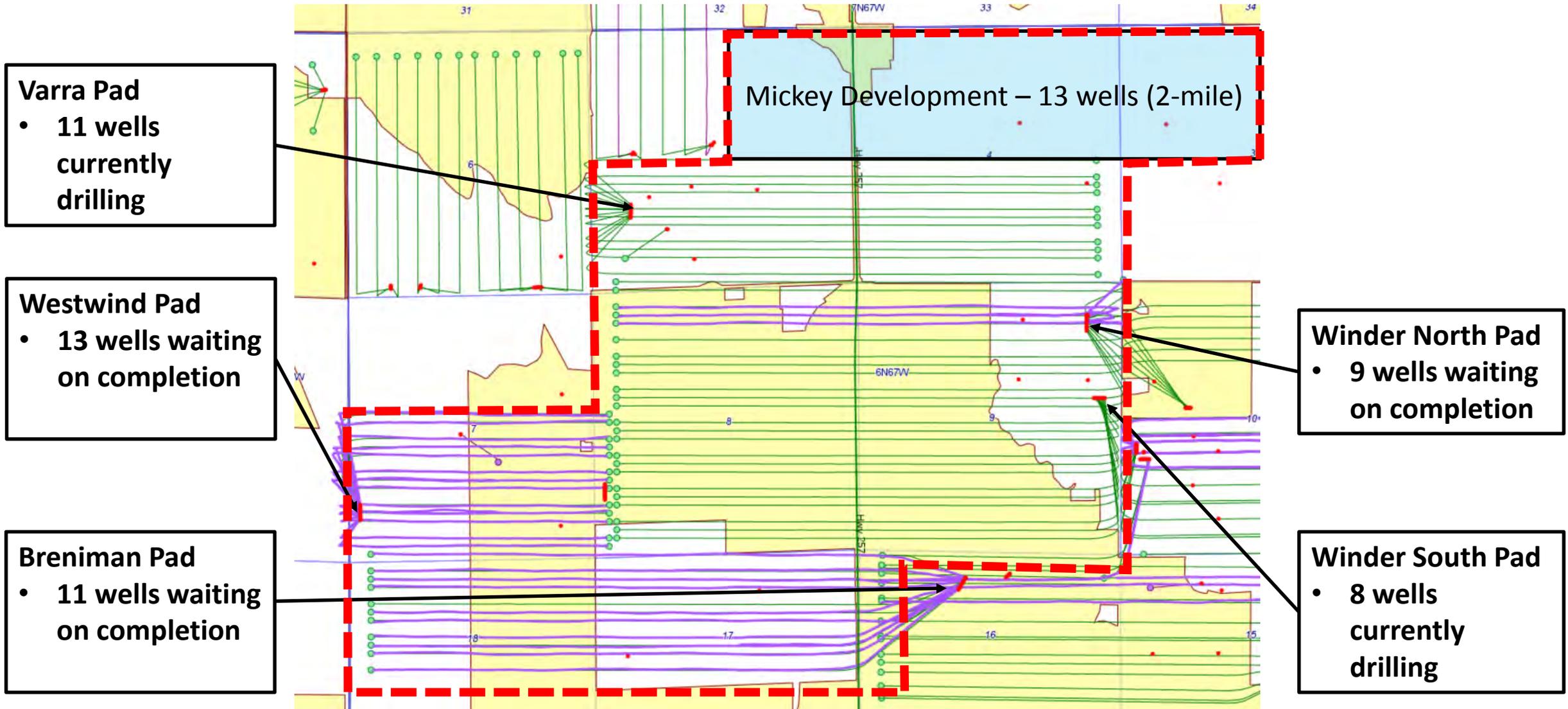
Extraction's Reservoir Development Plan

E-mail – Extraction to Weld County LGD dated 10/17/2016

E-mail – Extraction to Building Unit Owner dated 10/18/2016

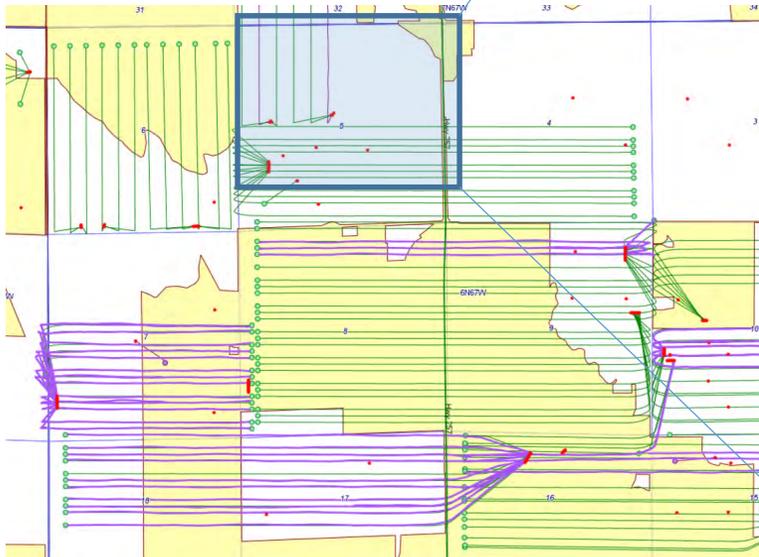
E-mail – Extraction to Building Unit Owner dated 10/19/2016

Extraction North Windsor Development – Mickey Request



Alternative Site Analysis

- Multiple locations explored
 - Shonka, Hall, Ochsner & Leazer
- Final proposal
 - Wellheads located on Shonka
 - Facility located on Varra



From: Jamison McIlvain
Sent: Monday, October 17, 2016 3:41 PM
To: 'Troy Swain'
Cc: Alyssa Andrews; Erin Mathews
Subject: Expedited Approval - LGD Waiver
Attachments: Expedited Approval - LGD Waiver.docx; Extraction North Windsor Development - Mickey Request.pptx; Mickey ZA.PDF; Mickey 5-F Pad 6N67W5 Access Road Map.pdf; Mickey 5-F Pad 6N67W5 Location Drawing.pdf

Troy,

Attached is the Expedited Approval – LGD Waiver from Extraction for the Mickey wells located on the Shonka property. I was not sure if after our meeting with Susan Dyke, if you were willing to sign this waiver. Below are my notes from the meeting with Susan:

Meeting with Susan Dyke at her home located at 35630 Valleyview Terrace, Windsor, CO 80550:

Attendees:

Troy Swain: Weld County LGD
Jamison McIlvain: Extraction Oil and Gas Landman
Susan Dyke: Building Unit Owner

Location: Susan Dyke's home – 35630 Valleyview Terrace, Windsor, CO 80550

Date and Time: October 14, 2016 at 10:00 a.m.

Consultation:

Troy Swain and I, Jamison McIlvain, met with Susan Dyke at her home to discuss the Mickey wellpad on the adjacent property owned by John and Jill Shonka. Mrs. Dyke had four main questions that were addressed:

Question 1: If the ground shifts, and there is cracking in the pool or home will Extraction pay for the damage?

I explained that the wellbores would be approximately 6800-7400' below the surface of the earth and that there would be multiple layers of impenetrable rock formations between the surface locations, the Mickey wellbores, and Susan's home. I explained to Susan that to my knowledge there is no evidence showing that oil and gas wells and hydraulic fracturing have caused damage to homes in the area. Both Troy and I discussed injection wells and the seismic activity that has been associated with these wells in the Greeley area and other parts of the country. The distinction between oil and gas wells and injections wells was clearly explained to Susan.

Question 2: Will there be drilling and fracing involved at this site?

I explained that both drilling and fracing/completion operations would be used at this site in order to develop the oil and gas minerals underlying her home and the other minerals along the wellbores. The timeline for operations was explained:

1. Site buildout and sound walls installed
2. Drilling rig drills 13 wells
3. Completion/fracing operations with a complement of pump trucks, mixing trucks, sand delivery, etc.
4. Drillout Operations using a workover rig or coil tubing
5. Flowback Operations
6. Initiate Normal Production Operations
7. Interim Reclamation

Explained to Mrs. Dyke that the production facility/tank battery would be located at the Varra site approximately $\sim \frac{1}{2}$ to $\frac{3}{4}$ of a mile away from her home. Also discussed the access point for the site coming from the west of the Shonka property and that all truck traffic would enter and exit from the west. She was concerned that a part of the operation would be placed on her property. I explained to her that the entire operation would be on the adjacent Shonka property and nothing would be located on her property.

Question 3: Can the wells be moved further west?

I explained to Mrs. Dyke that the wells could not be moved further west as the current layout had been negotiated with the Shonkas after several months of discussions with them as well as adjacent landowners for possible siting of the wells. I explained to her that while the wells would be adjacent to her property, the facility would be located a considerable distance from her home.

Question 4: The noise from the Varra's location quite loud at night. Will the noise be even louder at the Shonka/Mickey location?

Susan said that the noise from the Varra location became louder in the evening. I explained to Susan that we would be using a sound wall on the eastern, northern, and western side of the Mickey location. The Dyke home is located east of the Mickey wells, and I committed to placing a sound wall on the east side of location to shield her from sound and light from the Mickey well location. I told her that we could also place hay bales on the west side of her home if desired in order to place a second layer of sound protection for her home. It should be noted that Susan Dyke [REDACTED]

Overall, the meeting went well, and Susan thanked both Troy and I for our time explaining the planned oil and gas operations west of her home.



Jamison McIlvain

Landman

370 17th Street, Suite 5300, Denver, CO 80202

Cell: 214.471.2718 | Office: 720.974.2021 | E-mail: jmcilvain@extractionog.com

From: Jamison McIlvain
Sent: Tuesday, October 18, 2016 4:13 PM
To: 'sydwin@frii.com'; 'Troy Swain'
Cc: Alyssa Andrews
Subject: Susan Dyke (35630 Valleyview Terrace, Windsor, CO 80550) - Adjacent Building Unit Owner Meeting - Mickey Wells
Attachments: Mickey Expedited Approval - BUO Waiver.docx

Susan,

On behalf of Extraction, I would like to thank you for opening your home to Troy Swain, Weld County LGD, and I on Friday, 14 October at 35630 Valleyview Terrace, Windsor, CO 80550.

On the phone today, you expressed that our meeting was beneficial for you to understand the drilling and completion/fracing process more fully. While Extraction cannot move the wells from their current location, I am confident that the Best Management Practices that Extraction utilizes throughout the basin will help to mitigate some of the disturbances encountered in oil and gas drilling and completion operations. Additionally, as discussed at your home, the Mickey facility/tank battery will be located over ½ mile away from your home on the Varra property to the west.

Extraction has submitted the Form 2A (Oil and Gas Location Assessment) for the Mickey wells on the Shonka property to the Colorado Oil and Gas Conservation Commission (COGCC) today, and we are awaiting the COGCC's completeness review in order to begin the comment period. Once their review is complete, you will be able to log onto the Commission website and submit your comments concerning these wells. As stated over the phone, in order to expedite the permit process for Extraction, I have attached a waiver for you as the only adjacent building unit owner within 1000' of the wellheads to waive the comment period. If you would be so inclined to waive the 20 day comment period after you have had a chance to submit your comments to the Commission, this would be appreciated. Troy Swain or I would be happy to assist you in submitting your comments to the COGCC. The Shonkas have waived the 20 day comment period.

Below is what was sent to Troy Swain concerning our meeting at your home on 14 October. Feel free to respond to my e-mail if you believe I have missed something from our meeting or would like to make an any additional comments.

Respectfully,



Jamison McIlvain

Landman

370 17th Street, Suite 5300, Denver, CO 80202

Cell: 214.471.2718 | Office: 720.974.2021 | E-mail: jmcilvain@extractionog.com

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Troy Swain: Weld County LGD

Jamison McIlvain: Extraction Oil and Gas Landman

Susan Dyke: Building Unit Owner

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Overall, the meeting went well, and Susan thanked both Troy and I for our time explaining the planned oil and gas operations west of her home.

From: Jamison McIlvain
Sent: Wednesday, October 19, 2016 6:22 AM
To: 'sydwin@frii.com'; 'Troy Swain'
Cc: Alyssa Andrews; Erin Mathews; John Noto - DNR
Subject: Mickey 5-F Form 2A - Comment Period

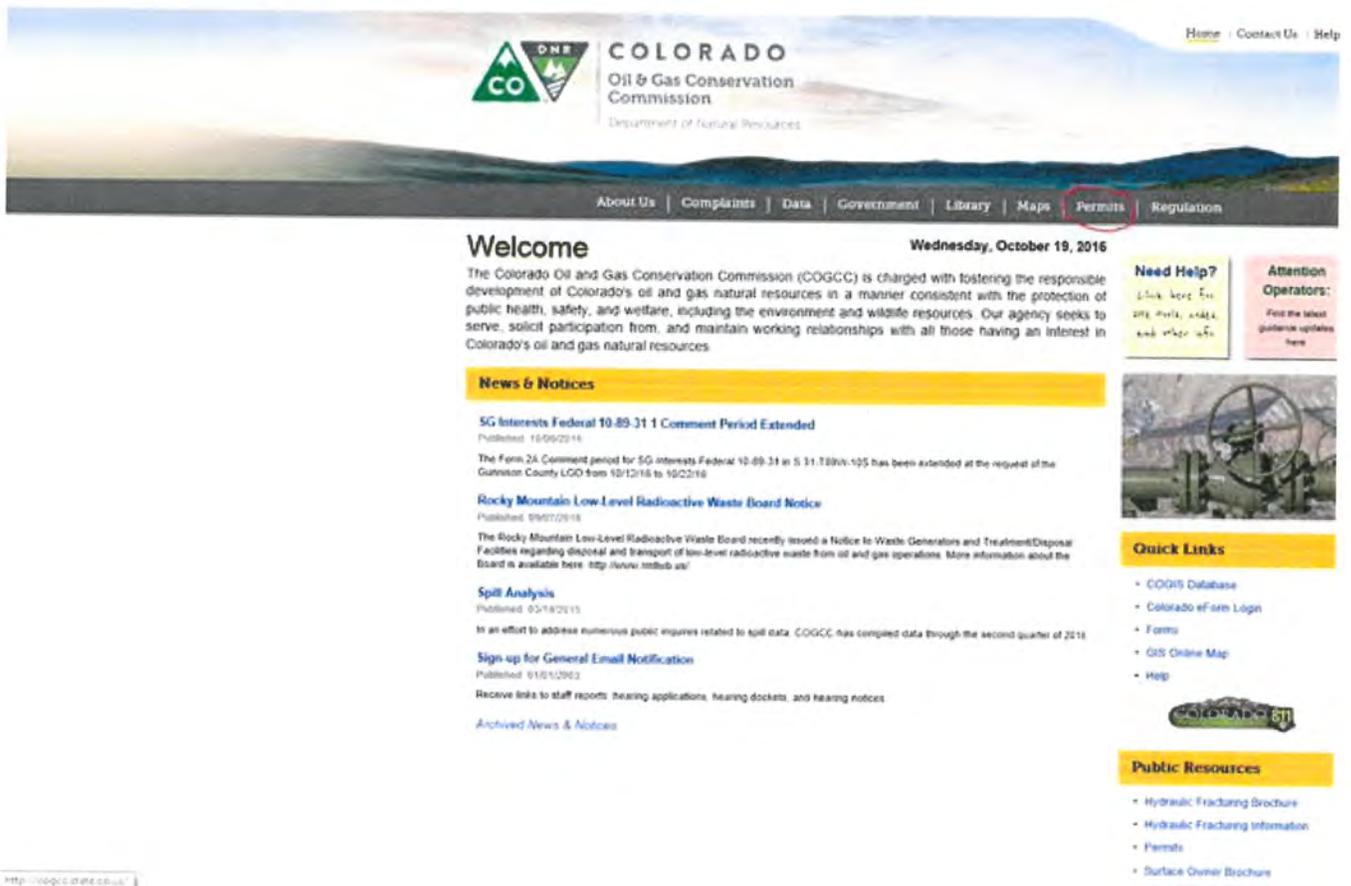
Susan,

The Mickey 5-F wellpad which is the set of wells west of your home on the Shonka property has passed completeness on the Colorado Oil and Gas Conservation Commission website. You are now able to make your own comments concerning this site. In order to access the comment portion of the COGCC website for the Mickey 5-F pad, please use the following steps.

1. Go to:

<http://cogcc.state.co.us/#/home>

The home screen will look like:



2. Click on Permits in the grey menu at the top of the page. Permits is circled in red above.
3. The below window will come up. Find toward the top "ALL PENDING PERMIT APPLICATIONS", then find "Pending Applications for Location Assessment Permits (Form 2A) for: All Counties" Select **WELD** and press Go!

[Click here to open page in a new tab/window](#)

Website Scheduled Maintenance Friday 9/23 5 PM

Our Web servers will be undergoing maintenance on September 23rd at 5PM. Some resources including COGIS Database and the Permit Search may be unavailable until Monday 9/24.

COGIS- Search for Drilling Permits (Form 2) and Oil & Gas Location Assessment Permits (Form 2A)

ALL PENDING PERMIT APPLICATIONS

List of pending applications includes links to eForms for Public Comments, submitted documents, and map location for each application.

Pending Applications for Permits to Drill (Form 2) for: County

Pending Applications for Location Assessment Permits (Form 2A) for: County

PERMITS APPROVED WITHIN THE LAST 12 MONTHS

List of approved permits includes links to Scout Card and File for each well and location.

Approved Drilling Permits(Form 2) for: County

Approved Location Assessment Permits (Form 2A) for: County

PERMITS APPROVED MORE THAN 12 MONTHS AGO

[Click HERE](#) for COGIS webpage and use the 'Facilities' link.

For Form 2s, select 'WELL' as the 'Facility Type'.

For Form 2As, select 'LOCATION' as the 'Facility Type'.

PERMITS REMOVED FROM PROCESSING

List of applications that have been withdrawn, rejected, denied, or deleted within the last 12 months and have not been re-submitted for further review. Re-submitted applications will be listed under Pending Applications.

Removed Drilling Permits(Form 2) for: County

Removed Location Assessment Permits (Form 2A) for: County

Any member of the public may comment on Location Assessments and Applications for Permit to Drill within the public comment period which lasts a minimum of 20 days after the application is posted on the website.

Guides for using the COGCC website tools to evaluate and submit comments on pending applications are available [HERE](#).

COGIS- Search for Drilling Permits (Form 2) and Oil & Gas Location Assessment Permits (Form 2A)

ALL PENDING PERMIT APPLICATIONS

List of pending applications includes links to eForms for Public Comments, submitted documents, and map location for each application.

Pending Applications for Permits to Drill (Form 2) for: County

Pending Applications for Location Assessment Permits (Form 2A) for: County

4. The below screen: Pending Location Assessment Permits
Your Requested Permits for: WELD County will come up

Look for **EXTRACTION OIL AND GAS LLC** under **Operator Name**, and then look for **Mickey 5-F** under Location Name/Number. Once you find that line Click on the numbers under **Status**. It says **IN PROCESS 401089482** (circled in red below)



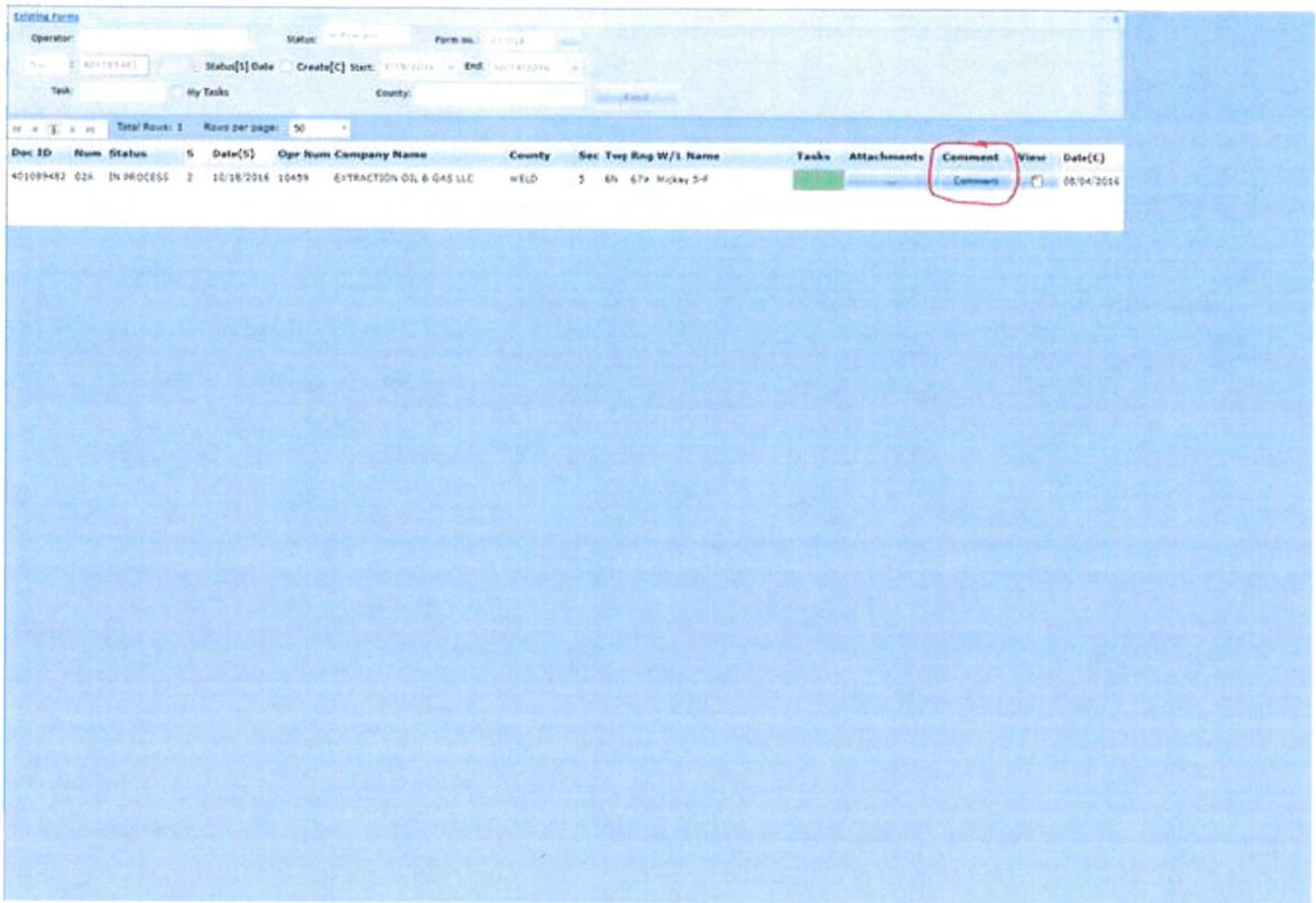
[Click here to open page in a new tab/window](#)

COGIS - Pending Location Assessment Permits

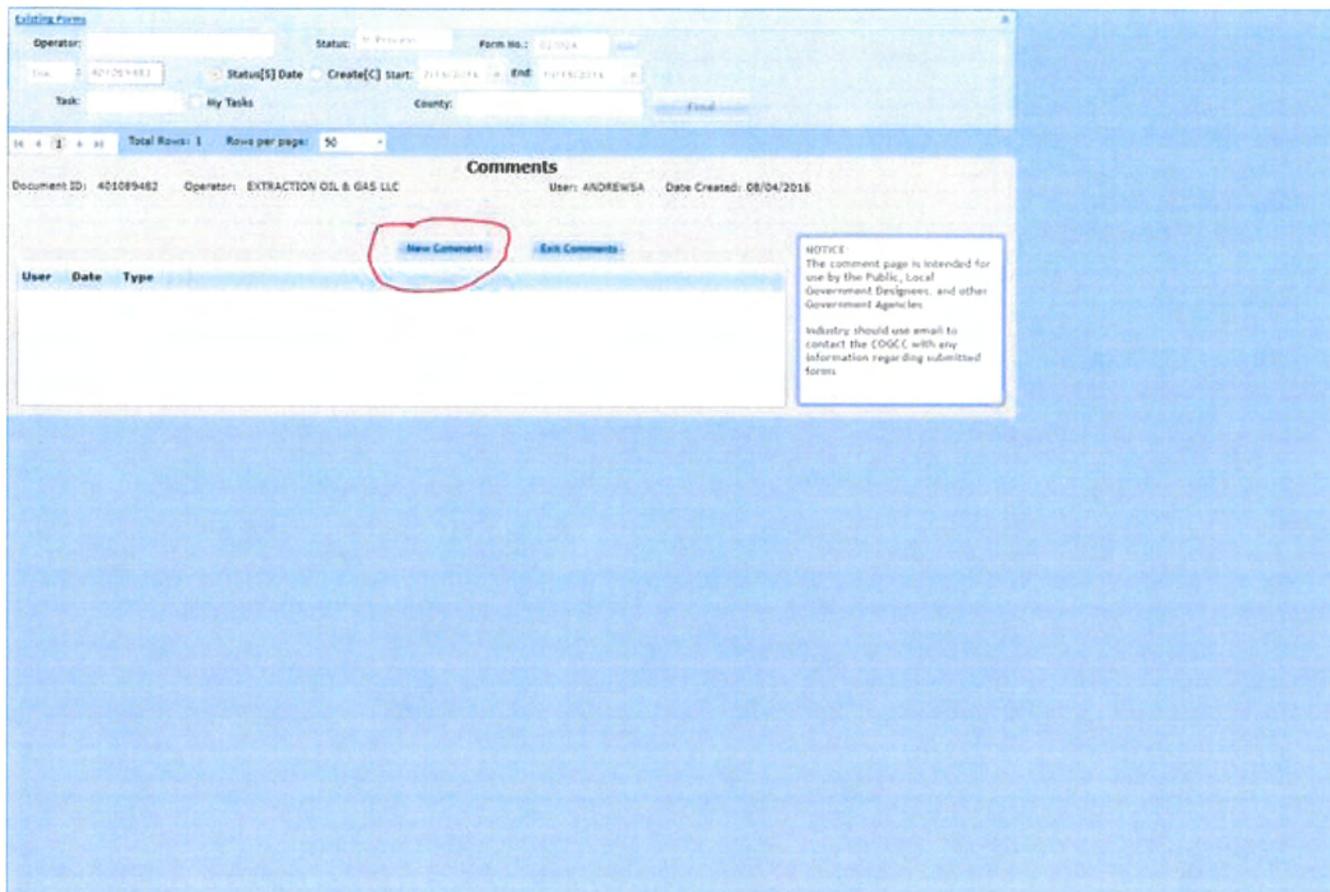
You Requested Permits for: WELD County

| Received Posted | Operator Name Number | Operator Contact | Contact Phone | Status | Status Date | Type of Permit |
|--------------------------|--|-------------------|----------------|---|-------------|------------------------|
| 08/04/2016 10/18/2016 | EXTRACTION OIL & GAS LLC 10459 | Alyssa Andrews | (720) 481-2379 | IN PROCESS 401089482 | 10/18/2016 | New Location |
| 08/19/2016 10/18/2016 | EXPEDITION WATER SOLUTIONS COLORADO LLC 10580 | Jeremiah Demuth | (303) 290-9414 | IN PROCESS 401096489 | 10/18/2016 | Amend Existing Locatic |
| 08/22/2016 09/26/2016 | PDC ENERGY INC 69175 | Kelsi Welch | (303) 831-3974 | ON HOLD 401097040 | 10/18/2016 | Amend Existing Locatic |
| 09/15/2016 10/18/2016 | WHITING OIL & GAS CORPORATION 96155 | Michael Brown | (307) 237-9310 | IN PROCESS 401110326 | 10/18/2016 | Amend Existing Locatic |
| 04/06/2016 09/13/2016 | KERR MCGEE OIL & GAS ONSHORE LP 47120 | STEPHANIE MADRID | (720) 929-6888 | ON HOLD 401022757 | 10/14/2016 | New Location |
| 09/13/2016 10/12/2016 | NOBLE ENERGY INC 100322 | Justin Garrett | (303) 228-4449 | IN PROCESS 401107967 | 10/12/2016 | New Location |
| 03/15/2016 09/22/2016 | GRYNBERG JACK DBA GRYNBERG PETROLEUM CO 36200 | Randy Edelen | (303) 850-7490 | IN PROCESS 401095112 | 10/12/2016 | New Location |
| 08/22/2016 09/23/2016 | GREAT WESTERN OPERATING COMPANY LLC 10110 | Allison Schieber | (303) 398-0355 | ON HOLD 401097315 | 10/12/2016 | New Location |
| 09/19/2016 10/11/2016 | KERR MCGEE OIL & GAS ONSHORE LP 47120 | STEPHANIE MADRID | (720) 929-6888 | IN PROCESS 401114405 | 10/11/2016 | New Location |
| 04/26/2016 06/17/2016 | KERR MCGEE OIL & GAS ONSHORE LP 47120 | SHAYELYN MARSHALL | (720) 929-6907 | ON HOLD 401035747 | 10/11/2016 | New Location |
| 10/08/2015 09/13/2016 | GREAT WESTERN OPERATING COMPANY LLC 10110 | Callie Fiddes | (303) 398-0550 | IN PROCESS 400914364 | 10/11/2016 | New Location |
| 09/13/2016 10/07/2016 | NOBLE ENERGY INC 100322 | Justin Garrett | (303) 228-4449 | IN PROCESS 401107891 | 10/07/2016 | New Location |
| 11/19/2015 10/07/2016 | NOBLE ENERGY INC 100322 | Jan Kajiwara | (303) 228-4092 | IN PROCESS 400939996 | 10/07/2016 | New Location |
| 11/19/2015 10/07/2016 | NOBLE ENERGY INC 100322 | Jan Kajiwara | (303) 228-4092 | IN PROCESS 400939965 | 10/07/2016 | New Location |
| 11/19/2015 10/07/2016 | NOBLE ENERGY INC 100322 | Jan Kajiwara | (303) 228-4092 | IN PROCESS 400939971 | 10/07/2016 | New Location |
| 08/22/2016 10/04/2016 | EXTRACTION OIL & GAS LLC 10459 | Alyssa Andrews | (720) 481-2379 | IN PROCESS 401096665 | 10/04/2016 | New Location |
| 09/14/2016 10/04/2016 | PDC ENERGY INC 69175 | Venessa Chase | (303) 318-6102 | IN PROCESS 401109092 | 10/04/2016 | New Location |
| 07/22/2016 10/04/2016 | WHITING OIL & GAS CORPORATION 96155 | Michael Brown | (307) 237-9310 | IN PROCESS 401082567 | 10/04/2016 | New Location |
| 09/12/2016 10/04/2016 | KERR MCGEE OIL & GAS ONSHORE LP 47120 | SHAYELYN MARSHALL | (720) 929-6907 | IN PROCESS 401107597 | 10/04/2016 | New Location |
| 09/06/2016 09/29/2016 | NOBLE ENERGY INC 100322 | Justin Garrett | (303) 228-4449 | IN PROCESS 401103951 | 09/29/2016 | New Location |
| 08/25/2016 | WHITING OIL & GAS CORPORATION | | | IN PROCESS | | |

5. You will then come to the following screen below. Click on Comment (circled in red)



6. The following screen will come up. Click on **New Comment**



7. Type in the areas that are highlighted in yellow and then click save.

Existing Forms

Operator: [redacted] Status: In Process Form No.: 02/02A

Doc: 401089482 Status[S] Date Create[C] Start: 7/19/2016 End: 10/19/2016

Task: [redacted] My Tasks County: [redacted] Find

Total Rows: 1 Rows per page: 50

Comments

Document ID: 401089482 Operator: EXTRACTION OIL & GAS LLC User: ANDREWSA Date Created: 08/04/2016

Subject: [redacted]

[Rich Text Editor: Bold, Italic, Underline, Bulleted List, Numbered List, Indent, Outdent, Undo, Redo, Link, Unlink, Image, Table, Table Border, Table Cell Selection, Table Cell Merge, Table Cell Split, Table Cell Resizing, Table Cell Copy, Table Cell Paste, Table Cell Move, Table Cell Delete, Table Cell Insert, Table Cell Resize, Table Cell Copy, Table Cell Paste, Table Cell Move, Table Cell Delete, Table Cell Insert, Table Cell Resize]

Comment: [redacted]

Name: [redacted]

eMail: [redacted] Phone #: [redacted]

Save **Cancel**

Submitted comments will be viewable within a few days.
 The comments here do not necessarily reflect the opinions of the COGCC, the State of Colorado or any associated agencies.
 Due to the volume of comments received, we cannot respond individually to every comment.

- That should complete the comment portion for you. Feel free to contact me, Troy Swain, or the COGCC if you have further questions regarding this information.

As stated in my e-mail yesterday, once you have entered your comments, please consider signing the Consultation, Meeting, and Comment Period Waiver that was sent to you yesterday as this will expedite the approval process for the Form 2A for Extraction. If you have questions regarding the waiver, the COGCC website and comment portion, or any further questions regarding the Mickey 5-F site and wells and/or Extractions operations, please do not hesitate to give me a call. Thank you for your time and consideration.

Respectfully,



Jamison McIlvain

Landman

370 17th Street, Suite 5300, Denver, CO 80202

Cell: 214.471.2718 | Office: 720.974.2021 | E-mail: jmcilvain@extractionog.com