

BEFORE THE OIL AND GAS CONSERVATION COMMISSION
OF THE STATE OF COLORADO

IN THE MATTER OF THE APPLICATION OF)
WHITING OIL AND GAS CORPORATION FOR)
AN ORDER POOLING ALL INTERESTS IN THE)
CODELL FORMATION AND AMENDING)
ORDER NO. 535-464 TO APPLY COST)
RECOVERY TO ADDITIONAL WELLS IN THE)
NIOBRARA FORMATION WITHIN AN)
ESTABLISHED 960-ACRE DRILLING AND)
SPACING UNIT COVERING CERTAIN LANDS)
IN SECTIONS 2 AND 11, TOWNSHIP 10)
NORTH, RANGE 58 WEST, 6TH P.M.,)
UNNAMED FIELD, WELD COUNTY,)
COLORADO.)

CAUSE NO. 535

DOCKET NO. 161000466

TYPE: POOLING

APPLICATION

Whiting Oil and Gas Corporation ("Applicant"), Operator No. 96155, by and through its attorneys, Welborn Sullivan Meck & Tooley, P.C., respectfully submits this Application to the Oil and Gas Conservation Commission of the State of Colorado ("Commission") for an order (1) pooling all interests in an approximate 960-acre drilling and spacing unit established for Section 2 and the N½ of Section 11, Township 10 North, Range 58 West, 6th P.M., Weld County, Colorado, for the development and operation of the Codell Formation and (2) amending Order No. 535-464 to apply the cost recovery provisions of Section 34-60-116(7), C.R.S., to an additional three wells within the same lands for the development and operation of the Niobrara Formation. In support thereof, Applicant states as follows:

1. Applicant is a corporation duly authorized to conduct business in the State of Colorado and is an operator in good standing with the Commission.

2. Applicant owns substantial leasehold in the following lands ("Application Lands"):

Township 10 North, Range 58 West, 6th P.M.
Section 2: All
Section 11: N½

A reference map of the Application Lands is attached hereto.

3. On March 5, 2012, the Commission entered Order No. 535-150, which established three approximate 960-acre drilling and spacing units and approved up to four horizontal wells within each unit, for the production of oil, gas and associated hydrocarbons from the Niobrara Formation. The Application Lands are subject to this Order.

4. On March 25, 2013, the Commission entered Order No. 535-296, which approved up to eight horizontal wells within each of 21 approximate 640 to 960-acre drilling and spacing units, for the production of oil, gas and associated hydrocarbons from the Niobrara Formation. The Application Lands are subject to this Order.

5. On May 6, 2013, the Commission entered Order No. 535-314, which approved up to sixteen horizontal wells within each of 21 approximate 640 to 960-acre drilling and spacing units, for the production of oil, gas and associated hydrocarbons from the Niobrara Formation. The Application Lands are subject to this Order.

6. On February 21, 2014, the Commission entered Order No. 535-464, which pooled all interests in the 960-acre drilling and spacing unit covering the Application Lands for the development and operation of the Niobrara Formation effective as of the earlier of the date of the Application, or the date that any of the costs specified in §34-60-116(7)(b), C.R.S. were first incurred for the drilling of the Razor 11-0241H Well (API No. 05-123-36057) and subjected all nonconsenting interests to the cost recovery provisions of Section 34-60-116(7), C.R.S., for the drilling of the Razor 11-0241H Well.

7. On July 28, 2014, the Commission entered Order No. 535-507, which modified Order Nos. 535-314 and 535-471 to include the Codell Formation within each of three 960-acre drilling and spacing units and approved up to thirty-two horizontal wells within each of the drilling and spacing units for the production of oil, gas and associated hydrocarbons from the Codell and Niobrara Formations. The Application Lands are subject to this Order.

8. Applicant drilled and completed the following wells on the Application Lands (the "Razor Wells"):

- (a) The Razor 11F-0205A Well (API No. 05-123-38701) was spud June 2, 2015, for the development and operation of the Niobrara Formation;
- (b) The Razor 11F-0206B Well (API No. 05-123-38703) was spud on January 25, 2015, for the development and operation of the Codell Formation;
- (c) The Razor 11G-0209A Well (API No. 05-123-38731) was spud on January 30, 2015, for the development and operation of the Niobrara Formation;
- (d) The Razor 11G-0210B Well (API No. 05-123-38730) was spud on March 3, 2015, for the development and operation of the Codell Formation; and
- (e) The Razor 11H-0215A Well (API No. 05-123-38598) was spud on March 8, 2015, for the development and operation of the Niobrara Formation.

9. Applicant requests that, as to the Codell Formation, the order entered as a result of this Application be made effective retroactive to the date of this Application or the date that the costs specified in Section 34-60-116(7), C.R.S., were first incurred for the drilling of the Razor 11F-0206B and Razor 11G-0210B Wells (the "Razor Codell Wells") and for any other Codell Formation well authorized by Commission Order No. 535-507, whichever is earlier.

10. Applicant further requests that Order No. 535-464 be amended to apply the cost recovery provisions of Section 34-60-116(7), C.R.S., to the Razor 11F-0205A, 11G-0209A, and Razor 11H-0215A Wells (the "Razor Niobrara Wells") and for any other Niobrara Formation well authorized by Commission Order No. 535-507 and be made effective retroactive to the date of Order No. 535-464 or the date that the costs specified in Section 34-60-116(7), C.R.S., were first incurred for the drilling of the Razor Niobrara Wells or any other Niobrara Formation well authorized by Commission Order No. 535-507, whichever is earlier.

11. Applicant further requests that for any other Codell or Niobrara Formation well authorized under Commission Order No. 535-507 for the Application Lands, if any owner to whom notice is delivered as provided in Commission Rule 530 and who does not elect in writing to lease or participate in such well within the 35-day notice period provided by Commission Rule 530, then such owner shall be deemed nonconsenting as to the proposed well and subject to the cost recovery provisions of Section 34-60-116(7), C.R.S., but only if the proposed well is commenced no later than ninety (90) days after the expiration of the 35-day notice period and completed with due diligence, provided, however, said commencement date may be extended upon written notice by the operator to the other parties for reasons of force majeure. If a proposed well is not commenced prior to or within ninety (90) days after expiration of the thirty-five (35) day notice period (including any extension thereof caused by force majeure) and completed with due diligence, then written notice proposing such well must be resubmitted to all parties in accordance with Commission Rule 530 as if no prior proposal had been made, and the parties shall have a new 35-day period within which to lease or consent to participate in such well.

12. Applicant further requests that in order for Applicant to obtain cost recovery under Section 34-60-116(7), C.R.S., for any other Codell or Niobrara Formation well authorized under Commission Order No. 535-507 for the Application Lands, Applicant need only submit a certification to the Commission that it has complied with Rule 530 for any such well.

13. The granting of this Application is in accord with the Oil and Gas Conservation Act, found at Section 34-60-101, *et seq.*, C.R.S., and the Commission Rules.

14. The names and addresses of the interested parties (persons who own an interest in the mineral estate of the tracts to be pooled, except owners of overriding royalty interest) are attached hereto and marked Exhibit A. Applicant certifies that copies of this Application will be served on all locatable interested parties to be pooled within seven (7) days of the date hereof, as required by Commission Rule 507.b(2), and that at least thirty-five (35) days prior to the protest deadline, each such owner not already leased or voluntarily pooled will be offered the opportunity to lease, or to participate in the drilling of the respective wells, and will be provided with the information required by Rule 530.

WHEREFORE, Applicant respectfully requests that this matter be set for hearing, that notice be given as required by law and that upon such hearing this Commission enter its order:

A. Pooling all interests in the Application Lands for the development and operation of the Codell Formation;

B. Providing that (1) the pooling order is made effective as of the date of this Application, or the date that the costs specified in Section 34-60-116(7)(b)(II), C.R.S., are first incurred for the drilling of the Razor Codell Wells or any other Codell Formation well authorized by Order No. 535-507 on the Application Lands, whichever is earlier, (2) for any other Codell Formation well authorized under Commission Order No. 535-507, if any owner to whom notice is delivered as provided in Commission Rule 530 does not elect in writing to lease or participate in such well within the 35-day notice period provided by Commission Rule 530, then such owner shall be deemed nonconsenting as to the proposed well and subject to the cost recovery provisions of Section 34-60-116(7), C.R.S., but only if the proposed well is commenced no later than ninety (90) days after the expiration of the 35-day notice period and completed with due diligence, provided, however, said commencement date may be extended upon written notice by the operator to the other parties for reasons of force majeure. If a proposed well is not commenced prior to or within ninety (90) days after expiration of the notice period of thirty-five (35) days (including any extension thereof caused by force majeure) and completed with due diligence, then written notice proposing such well must be resubmitted to all parties in accordance with Commission Rule 530 as if no prior proposal had been made, and the parties shall have a new 35-day period within which to lease or consent to participate in such well, and (3) in order for Applicant to obtain cost recovery under Section 34-60-116(7), C.R.S., for any other Codell Formation well authorized under Commission Order No. 535-507 on the Application Lands, Applicant shall submit a certification to the Commission that it has complied with Rule 530 for any such well;

C. Amending Order No. 535-464 to (1) apply the cost recovery provisions of Section 34-60-116(7), C.R.S., effective retroactive to the date of Order No. 535-464 or the date that the costs specified in Section 34-60-116(7), C.R.S., were first incurred for the drilling of the Razor Niobrara Wells or any other Niobrara Formation well authorized by Order No. 535-507 on the Application Lands, whichever is earlier, (2) provide that for any other Niobrara Formation well authorized under Commission Order No. 535-507, if any owner to whom notice is delivered as provided in Commission Rule 530 does not elect in writing to lease or participate in such well within the 35-day notice period provided by Commission Rule 530, then such owner shall be deemed nonconsenting as to the proposed well and subject to the cost recovery provisions of Section 34-60-116(7), C.R.S., but only if the proposed well is commenced no later than ninety (90) days after the expiration of the 35-day notice period and completed with due diligence, provided, however, said commencement date may be extended upon written notice by the operator to the other parties for reasons of force majeure. If a proposed well is not commenced prior to or within ninety (90) days after expiration of the notice period of thirty-five (35) days (including any extension thereof caused by force majeure) and completed with due diligence, then written notice proposing such well must be resubmitted to all parties in accordance with Commission Rule 530 as if no prior proposal had been made, and the parties shall have a new 35-day period within which to lease or consent to participate in such well, and (3) provide that in order for Applicant to obtain cost recovery under Section 34-60-116(7), C.R.S., for any other Niobrara Formation well authorized

under Commission Order No. 535-507 on the Application Lands, Applicant shall submit a certification to the Commission that it has complied with Rule 530 for any such well;

D. 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 Razor Wells, are pooled by operation of statute, pursuant to, Section 34-60-116(7), C.R.S., and made subject to the cost recovery provisions thereof; and

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

WHEREFORE, Applicant respectfully requests that this matter be set for hearing, that notice be given as required by law and that, upon such hearing, this Commission enter its order consistent with Applicant's proposals as set forth above.

Dated this 9th day of September, 2016.

Respectfully submitted,

WELBORN SULLIVAN MECK & TOOLEY, P.C.

By: 
Stephen J. Sullivan
Joseph C. Pierzchala
Welborn Sullivan Meck & Tooley, P.C.
Attorneys for Applicant
1125 - 17th Street, Suite 2200
Denver, CO 80202
303-830-2500

Applicant's Address:

Whiting Oil and Gas Corporation
1700 Broadway, Suite 2300
Denver, CO 80290-2300

Attn: Scott McDaniel, Regional Land Manager
Phone: 303-390-4261

VERIFICATION

STATE OF COLORADO)
) ss.
CITY & COUNTY OF DENVER)

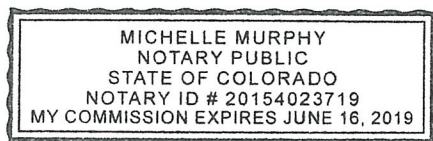
Scott McDaniel, Regional Landman with Whiting Oil and Gas Corporation, upon oath deposes and says that he has read the foregoing Application and that the statements contained therein are true to the best of his knowledge, information and belief.

WHITING OIL AND GAS CORPORATION


Scott McDaniel, Regional Landman

Subscribed and sworn to before me this 8th day of September, 2016 by Scott McDaniel, Regional Landman for Whiting Oil and Gas Corporation.

Witness my hand and official seal.



Notary Public
My Commission Expires: 6/14/2019

EXHIBIT A

INTERESTED PARTIES

Royalty Interest Owners

Timbro Ranch & Cattle Co., LLC
Kerr-McGee Oil & Gas Onshore LP
McGhee Investment Company, LLC
Sherry Cady, Trustee of the James E. Nicola Trust dated November 15, 1975
Nicola Properties, LLP
Marathon Oil
Nicola -Jewell Mineral Co, LLC
Karen Jean Ames
Jamie Paul Shoemaker
Ardice K. Bourg
Janice Arlene Simmons
Charles S. Nefsky, Trustee of the Charles S. Nefsky Living Trust dated March 25, 1999
Bank of America, Trustee of the Minnie K. Patton Scholarship Foundation
Charter Royalty 96, Ltd.
Wells Fargo Bank, NA, formerly First Interstate Bank, Trustee of the Frank H. Gower Family Trust
Rearden Minerals, LLC
E&R Royalty Company
Robert G. Nathan
Jill W. Stone
Top Brass Properties, Inc.
Michael D. Goldfein
Michael B. Collins
Judy Gould
Margot Ann Grant
William F. Nefsky
Robert L. Nefsky
Frances A. Nefsky
Mark A. Gower and Bette Will Gower, joint tenants
Deena Eshom De-Keyrel
Jean Allan Wilson
Nancy A. Smith and Max A. Smith, Trustees of the Smith Family Mineral Trust
Gower Oil & Gas, LLC
Gower Family, LLC
Mauzy's CFO, LLC
ChivoOil, LLC
Paul Davis, Ltd.
Juli A. Goldfein
Mark B. Goldfein
Joni B. Piccolo
Lynn R. Morgenson
Joyce E. Wagner
Kenneth L. Morrell
Keith E. Fairbairn

Steven H. Gower
Phillip E. Coon
Dennis L. Daniels
Karen E. Marvel-Naso
Roxanne Klas
Scott Allan
Atomic Capital Minerals, LLC
John G. Daniels
Laura Jean Moss
Claudia Leslie Hickey
Ann Boyd Royall
Tucker B. Royall, Trustee of the Tucker Boyd Royall Trust U/W/O Frances K. Royall
Tucker B. Royall
Tucker B. Royall, Trustee of the Tucker Boyd Royall Trust U/W/O Tucker K. Royall
Frances Royall Alexander, Trustee of the Frances Royall Trust U/W/O Frances K. Royall
Frances Royall Alexander
Frances Royall Alexander, Trustee of the Frances Royall Trust U/W/O Tucker K. Royall
Rebecca Royall, Trustee of the Rebecca Royall Trust U/W/O Frances K. Royall
Rebecca Royall
Rebecca Royall, Trustee of the Rebecca Royall Trust U/W/O Tucker K. Royall

Working Interest Owners

Whiting Oil and Gas Corporation
Kerr-McGee Oil & Gas Onshore LP
Calier DP, LLC
Chatfield DP, LLC
Hymco DP, LLC
Okreek Oil & Gas, LLC
Vectra Energy Operating I-A, LLC

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Type: POOLING

AFFIDAVIT OF MAILING

STATE OF COLORADO

§
§
§

CITY AND COUNTY OF DENVER

I, Joseph C. Pierzchala, of lawful age, and being first duly sworn upon my oath, state and declare:

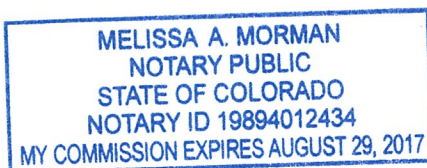
15 That I am the attorney for Whiting Oil and Gas Corporation and that on or before September 15, 2016, I caused a copy of the attached Application to be deposited in the United States mail, postage prepaid, addressed to the parties listed on Exhibit A to the Application.



Joseph C. Pierzchala

Subscribed and sworn to before me September 15, 2016.

Witness my hand and official seal.





Notary Public

My commission expires: 8/29/2017