

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

IN THE MATTER OF THE APPLICATION OF)	CAUSE NO. 535
WHITING OIL AND GAS CORPORATION, FOR)	
AN ORDER POOLING ALL INTERESTS IN THE)	DOCKET NO. 161200486
CODELL FORMATION COVERING CERTAIN)	
LANDS IN SECTIONS 30 AND 31, TOWNSHIP)	TYPE: POOLING
10 NORTH, RANGE 57 WEST, 6TH P.M.,)	
UNNAMED FIELD, WELD COUNTY,)	
COLORADO.)	

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 pooling all interests in an approximate 960-acre drilling and spacing unit established for the S½ of Section 30 and all of Section 31, Township 10 North, Range 57 West, 6th P.M., Weld County, Colorado, for the development and operation of the Codell 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 57 West, 6th P.M.
Section 30: S½
Section 31: All

3. On September 16, 2013, the Commission entered Order No. 535-413, which established six approximate 960-acre and two 640-acre drilling and spacing units and approved up to sixteen 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 July 28, 2014, the Commission entered Order No. 535-508, which modified Order No. 535-413, 535-413, 535-414, and 535-471 to include the Codell Formation in the established drilling and spacing units and approved up to thirty-two horizontal wells within each approximate 640 to 960-acre 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.

5. Applicant drilled and completed, or plans to drill and complete in the near future, the following wells on the Application Lands (the "Horsetail Wells"):

- (a) The Horsetail 30E-3135 Well (API No. 05-123-42875) spud on or about October 3, 2016, for the development and operation of the Codell Formation;
- (b) The Horsetail 30E-3139 Well (API No. 05-123-43032) has an estimated spud date of February 10, 2017, for the development and operation of the Codell Formation; and
- (c) The Horsetail 30E-3143 Well (API No. 05-123-43039) has an estimated spud date of January 6, 2017, for the development and operation of the Codell Formation.

6. Applicant requests that 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 Horsetail Wells or any other well authorized by Order No. 535-508, whichever is earlier.

7. Applicant further requests that for any other Codell Formation well authorized under Commission Order No. 535-508, 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.

8. Applicant further requests that in order to obtain cost recovery under Section 34-60-116(7), C.R.S., for any other Codell Formation well authorized under Commission Order No. 535-508, that Applicant need only submit a certification to the Commission that it has complied with Rule 530 for any such well.

9. 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.

10. 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 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 Horsetail Wells or any other well authorized by Order No. 535-508 on the Application Lands, whichever is earlier;

C. 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 Horsetail 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

D. Providing that for any other Codell Formation well authorized under Commission Order No. 535-508, 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;

E. Providing that 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. 535-508, Applicant need only submit a certification to the Commission that it has complied with Rule 530 for any such well; and

F. 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 12th day of October, 2016

Respectfully submitted,

WELBORN SULLIVAN MECK & TOOLEY, P.C.

By: _____


Joseph C. Pierzchala

Sarah Sorum

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

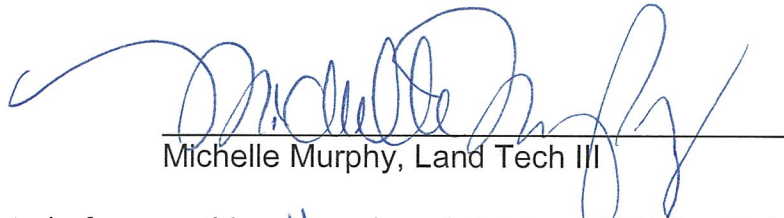
Attn: Michelle Murphy, Land Tech III
Phone: 303-802-8364

VERIFICATION

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

Michelle Murphy, and Tech III 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 her knowledge, information and belief.

WHITING OIL AND GAS CORPORATION



Michelle Murphy, Land Tech III

Subscribed and sworn to before me this 11 day of October, 2016 by Michelle Murphy, Land Tech III for Whiting Oil and Gas Corporation.

Witness my hand and official seal.

FRANK J. OLSEY III
NOTARY PUBLIC
STATE OF COLORADO
NOTARY ID 20104034633
MY COMMISSION EXPIRES 08/31/2018



Notary Public
My Commission Expires: 8-31-18

EXHIBIT A

INTERESTED PARTIES

Royalty Interest Owners

Narberth Investment Company	under the Will of Frances K. Royall	C. James Prieur and Karen A. Prieur, joint tenants
Atomic Capital Minerals, LLC	Tucker Boyd Royall	George Dewitt & Lorraine R. Boice Living Trust
Christopher Paldino	Tucker Boyd Royall, Trustee of the Tucker B. Royall Trust	Kirk Duane Kirkegaard Profit Sharing Plan, Kirk Kirkegaard, Trustee
Acoma Energy, LLC	under the Will of Tucker K. Royall	Jason Meserow and Christina Meserow, joint tenants
Timbro Ranch & Cattle Co., LLC	Tucker Boyd Royall, Trustee of the Tucker B. Royall Trust	Layne G. Johnson
McGhee Investment Company, LLC	under the Will of Frances K. Royall	Layton D. Johnson
Karen Jean Ames	Frances Royall Alexander	Landyn G. Johnson
Jamie Paul Shoemaker	Frances Royall Alexander, Trustee of the Frances Royall Alexander Trust	Johnson Holdings, LLC
Janice Arlene Simmons	under the Will of Tucker K. Royall	George A. Longo
Ardice Kay Bourg	Frances Royall Alexander, Trustee of the Frances Royall Alexander Trust	Grace Wealth Management, LLC
E & R Royalty Company	under the Will of Frances K. Royall	Kurt G. Hofer and Maria G. Hofer
Charter Royalty 96, Ltd.	Charles R. West and Mary Jo West, as Trustees of the Charles R. West and Mary Jo West Trust dated July 28, 1997	David F. Metz Trust
Marie P. Gower and Wells Fargo Bank, N.A., successor by merger to First Interstate Bank of Denver, N.A., as Co-Trustees of the Frank H. Gower Family Trust	Blackriver Niobrara Partners, LLC	Phyllis Fisher and Keith Fisher
Mark A. Gower and Bette Will Gower, joint tenants	Puckett Land Company	Phillip J. Carland
Mauzy's CFO, LLC	Eric R. Stearns	Kenneth B. Lyons
Gower Family LLC	Loren C. Scott	Thomas C. Hansen II TR UA
Gower Oil and Gas, LLC	Samuel Butler, III, Trustee of the Beatriz V. Butler Family Trust, UMW of Beatriz V. Butler, dated November 2, 2002	Helen Hansen CST, Thomas C. Hansen II, Trustee
Steven H. Gower	W. Joris Brinkerhoff	Natcat Investments, LLC
Rearden Minerals, LLC	Nugenco Jet International, Inc.	Doug Gorans
Bank of America, N.A., Trustee of Minnie K. Patton Scholarship Foundation	ZKB Properties LLC	Fidelity Venture Capital, LTD
Michael B. Collins	Futura, LLC	Advantaira Trust, LLC FBO David Kennedy #7237601
Paul Davis, LTD		Pat and Randi Family, LLC
ChivoOil, LLC		Don J. Heinrich
Ann Boyd Royall		Dennis L. Sult
Rebecca Royall		Randall Wayne Donald and Teresa Kay Donald, as joint tenants
Rebecca Royall, Trustee of the Rebecca Royall Trust under the Will of Tucker K. Royall		Joel O. Johnson 2009 Revocable Trust
Rebecca Royall, Trustee of the Rebecca Royall Trust		Liang Rong Hsu

Advantaira Trust, LLC FBO
Wayne Farthing #7124601
Richard H. Thompson
1022 Investments, L.P.,
Richard C. Latham, General
Partner
Thomas E. Shows and Edna
M. Shows, joint tenants
Starbridge Group, LLC
Dr. Felix Jegede
Wade C. Lewis
Barbara Ann Pierce
Derald Casteel and Gloria
Casteel, joint tenants
IRA Resources, Inc. FBO
Roger P. Lundberg Roth IRA
35-22169

Patel Revocable Living Trust
dated March 12, 2014
Trust II Created Pursuant to
the Eugene R. Kirkpatrick
Revocable Trust dated
August 13, 2005 FBO Gary
Kirkpatrick
Joseph Vandehey and Julie
Vandeyhey, joint tenants
ELSR, LP, a Texas Limited
Partnership, Bengal Jones
Group LLC, General Partner
S. Frank Culberson
NOSA Investments, LLC
AEI Holdings, LLC
Hydrocarbon Holdings, LTD

Regional Marketing Group,
LLC
The Thomas and Heather
Buckley Living Trust dated
August 23, 2012, Thomas J.
Buckley, Trustee
Ingraham Living Trust dated
August 14, 1998
Natalia Lewallen
William R. Maddy
Dorothy Parker
Kerr-McGee Oil & Gas
Onshore LP
Melanie Clifford Nedrud as
the Trustee of the Melanie
Nedrud Revocable Trust
u/t/a dated January 27, 2000

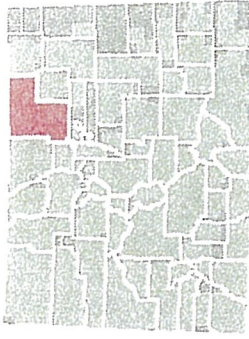
Unleased Mineral Owners

Craig T. Clifford as Trustee of the Clifford Family Intervivos Trust u/t/a dated June 13, 1991
Hutton Oil WOG Co LLC



Working Interest Owners

Kerr-McGee Oil & Gas Onshore LP
Whiting Oil and Gas Corporation

Vicinity Map

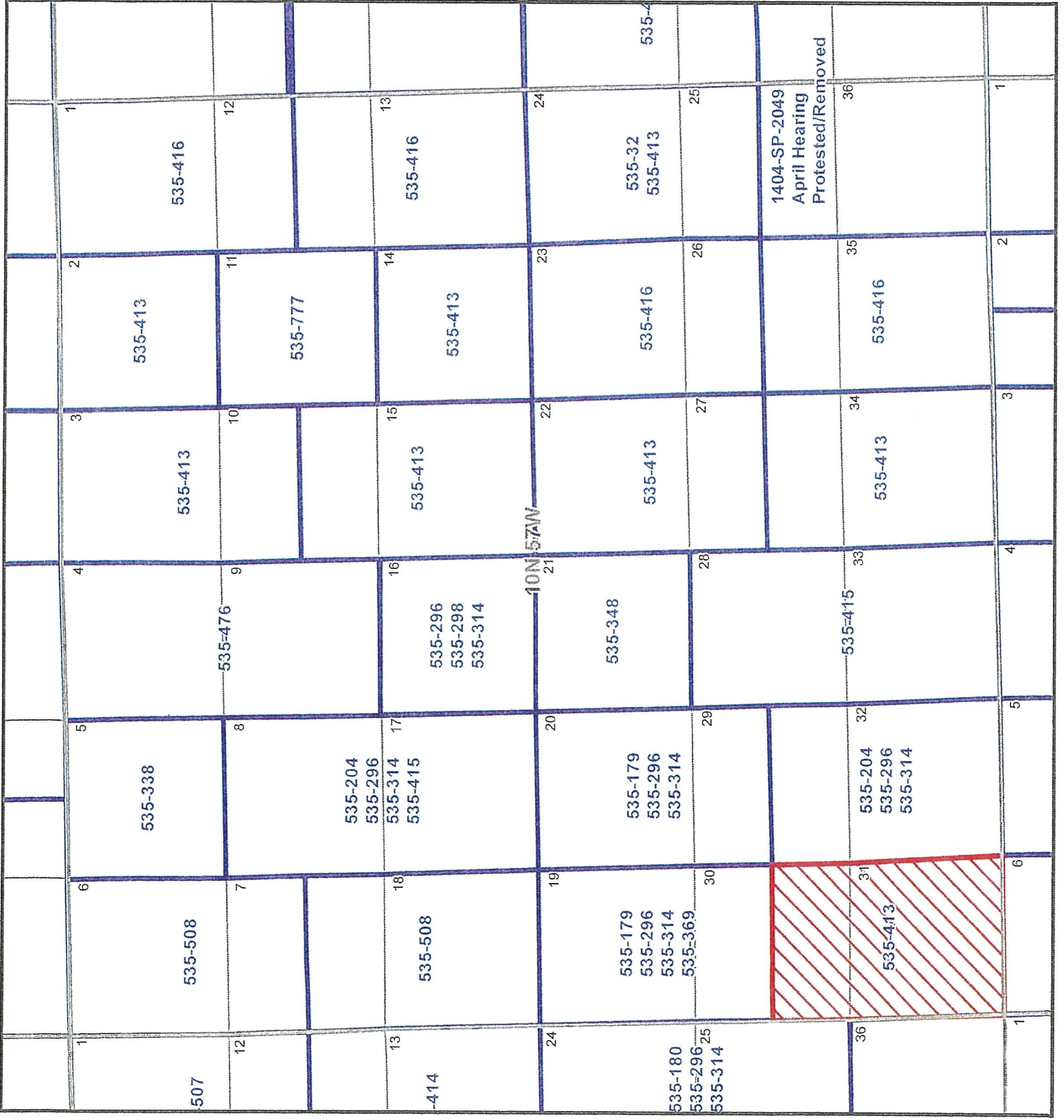


Weld County, Colorado

-  Application Lands
-  Existing Spacing Units



 N
 Winters Wildlife Solutions Corporation
Redtail Pooling Application
 Exhibit A
 Weld County, Colorado
 Scale: 1:52,880 Projection: NAD 1983 BLM Zone 13N
 Date: 9/7/2016 Author: Land - Jodyln Ingleton
For viewing purposes only. This is not a legal document. For legal purposes, please refer to the original document.



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COLORADO.)

Cause No. 535
Docket No. 161200486
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:

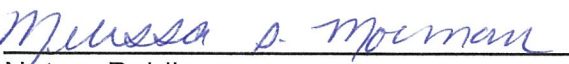
That I am the attorney for Whiting Oil and Gas Corporation and that on or before October 17, 2016, I caused a copy of the attached Application to be deposited in the United States mail, postage prepaid, addressed to the parties listed on Exhibit A to the Application.



Joseph C. Pierzchala

Subscribed and sworn to before me October 17, 2016.

Witness my hand and official seal.



Notary Public
My commission expires: 8/29/2017

MELISSA A. MORMAN
NOTARY PUBLIC
STATE OF COLORADO
NOTARY ID 19894012434
MY COMMISSION EXPIRES AUGUST 29, 2017