

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 AMENDING ORDER NO. 535-464)	DOCKET NO. 161200487
TO APPLY COST RECOVERY TO ADDITIONAL)	
WELLS IN THE NIOBRARA FORMATION)	TYPE: POOLING
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.)	

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 amending Order No. 535-464 to apply the cost recovery provisions of Section 34-60-116(7), C.R.S., to an additional four 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 January 27, 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 11E-0203A Well (API No. 05-123-38530) was spud March 14, 2014, for the development and operation of the Niobrara Formation;

(b) The Razor 11E-0202B Well (API No. 05-123-38531) was spud on February 21, 2014, for the development and operation of the Niobrara Formation;

(c) The Razor 11E-0204B Well (API No. 05-123-38536) was spud on March 22, 2014, for the development and operation of the Niobrara Formation; and

(d) The Razor 11E-0201A Well (API No. 05-123-38537) was spud on March 3, 2014, for the development and operation of the Niobrara Formation.

9. Applicant 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 11E-0203A, Razor 11E-0202B, Razor 11E-0204B, and Razor 11E-0201A Wells (the "Razor Wells") 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, whichever is earlier.

10. 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.

11. 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. Amending Order No. 535-464 to 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 Wells or any other Niobrara Formation well authorized by Order No. 535-507 on the Application Lands, whichever is earlier;

B. 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

C. 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

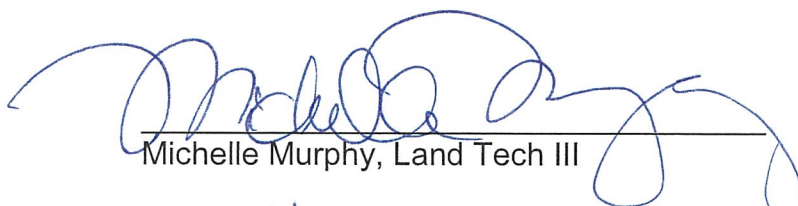
Attn: Michelle Murphy, Land Tech III
Phone: 303-802-8364

VERIFICATION

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

Michelle Murphy, Land 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

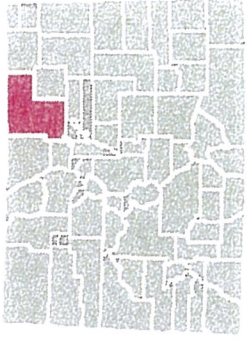
Timbro Ranch & Cattle Co., LLC
Kerr-McGee Oil & Gas Onshore LP
McGhee Investment Company, LLC
Sherry Cady, Trustee of the James E. Nicola Trust dated November 15, 1975
Nicola Properties, LLP
Marathon Oil
Nicola -Jewell Mineral Co, LLC
Karen Jean Ames
Jamie Paul Shoemaker
Ardice K. Bourg
Janice Arlene 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

Vicinity Map

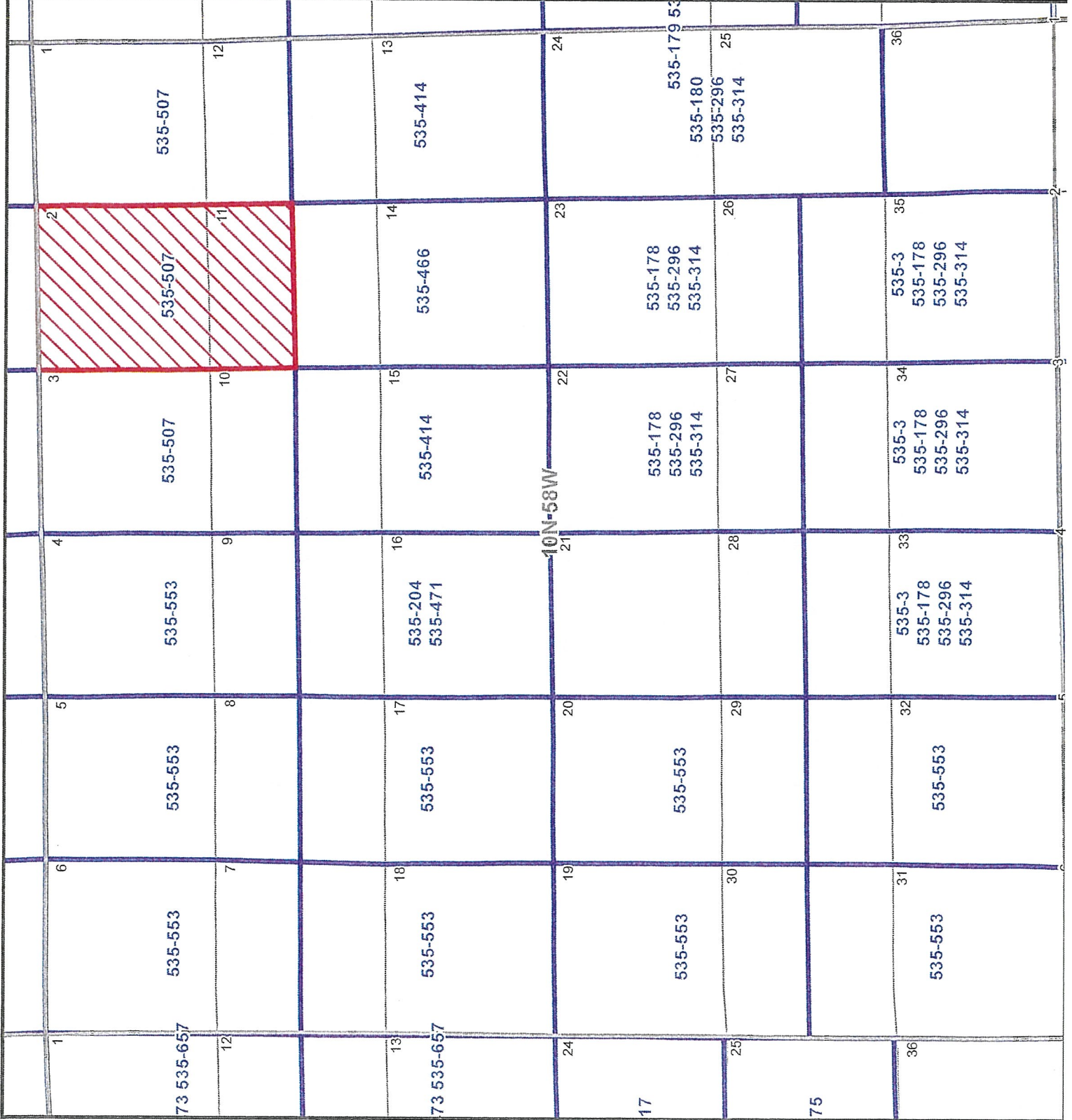


Weld County, Colorado

-  Application Lands
-  Existing Spacing Units



 N
 Weld County, Colorado
Redtail Pooling Application
Exhibit A
Scale: 1:40,000
Date: 9/7/2016
Projection: NAD 1927 BLM Zone 13N
Author: Land - Jody Inghelton
File: C:\wmg_data\land\2016\Redtail\Redtail\Redtail.aprx



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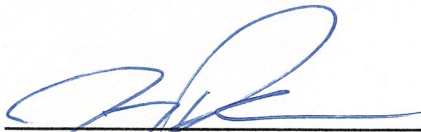
Cause No. 535
Docket No. 161200487
Type: POOLING

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:

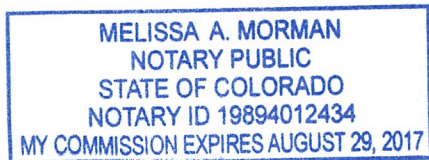
That I am the attorney for Whiting Oil and Gas Corporation and that on or before October 17, 2016, I caused a copy of the attached Application to be deposited in the United States mail, postage prepaid, addressed to the parties listed on Exhibit A to the Application.




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