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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 AMENDING ORDER NO. 535-466)
TO APPLY COST RECOVERY TO ADDITIONAL)
WELLS WITHIN AN ESTABLISHED AND)
POOLED 960-ACRE DRILLING AND SPACING)
UNIT COVERING CERTAIN LANDS IN)
SECTIONS 11 AND 14, TOWNSHIP 10 NORTH,)
RANGE 58 WEST, 6TH P.M., FOR THE)
NIOBRARA FORMATION, UNNAMED FIELD,)
WELD COUNTY, COLORADO.)

Cause No. 535
Docket No. 161200488
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 amending Order No. 535-466 to apply the cost recovery provisions of Section 34-60-116(7), C.R.S., to four additional horizontal wells within an established 960-acre drilling and spacing unit covering the S½ of Section 11 and all of Section 14, Township 10 North, Range 58 West, 6th P.M., for the development and operation of the Niobrara Formation. In support thereof, Applicant states:

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 11: S½
Section 14: All

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 for the Niobrara Formation.

4. On March 25, 2013, the Commission entered Order No. 535-296, which approved up to eight horizontal wells within each of the 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 for the Niobrara Formation.

5. On May 6, 2013, the Commission entered Order No. 535-314, which approved up to sixteen horizontal wells within each of the 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 for the Niobrara Formation.

6. On January 27, 2014, the Commission entered Order No. 535-466, which, pursuant to Section 34-60-116, C.R.S., pooled all interests in a 960-acre drilling and spacing unit for the development and operation of the Niobrara Formation and subjected all nonconsenting interests to the cost recovery provisions of Section 34-60-116(7)(b), C.R.S., for the Razor 14-1143H Well (API No. 05-123-36029). The Application Lands are subject to this Order for the Niobrara Formation.

7. On July 28, 2014, the Commission entered Order No. 535-508, which modified Order No. 535-314, among others, to include the Codell Formation and approved an additional sixteen horizontal wells for a total of up to thirty-two horizontal wells within each 640 and 960-acre drilling and spacing unit. The Application Lands are subject to this Order for the Niobrara and Codell Formations.

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

- (a) The Razor 11E-1401A Well (API No. 05-123-38529) was spud January 17, 2014, for the development and operation of the Niobrara Formation;
- (b) The Razor 11E-1404B Well (API No. 05-123-38532) was spud February 7, 2014, for the development and operation of the Niobrara Formation;
- (c) The Razor 11E-1402B Well (API No. 05-123-38534) was spud January 7, 2014, for the development and operation of the Niobrara Formation; and
- (d) The Razor 11E-1403A Well (API No. 05-123-34535) was spud January 28, 2014, for the development and operation of the Niobrara Formation.

(collectively the "Razor Wells").

9. Applicant requests Order No. 535-466 be amended to apply the cost recovery provisions of Section 34-60-116(7), C.R.S., to the Razor Wells effective retroactive to the date of Order No. 535-466 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, 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. 535-466 to apply the cost recovery provisions of Section 34-60-116(7), C.R.S., effective retroactive to the date of Order No. 535-466 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;

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;

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

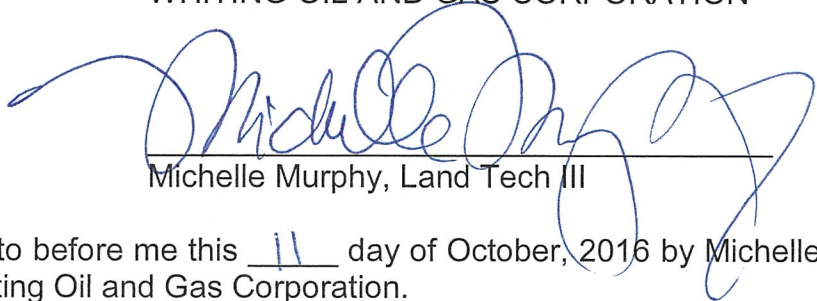
Attn: Michelle Murphy, Land Tech III
Phone: 303-802-8364

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

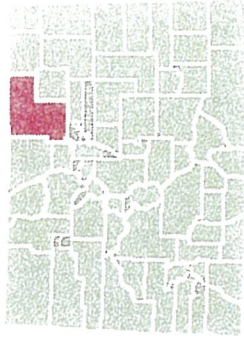
Royalty Interest Owners

Atomic Capital Minerals LLC
Claudia Leslie Hickey
Dennis L Daniels
Donald Fridley
Jean Allan Wilson
John G Daniels
Joyce E Wagner
Judy Gould
Karen E Marvel-Naso
Keith E Fairbairn
Kenneth Fridley
Kenneth L Morrell
Laura Jean Moss
Margot Ann Grant
Michael D Fridley
Smith Family Mineral Trust
Phillip E Coon
Roxanne Klas
Scott Allan
Timbro Ranch & Cattle Co LLC
Top Brass Oil Properties
Weld County School District No. RE-11, a/k/a Prairie School District RE-11J



Working Interest Owners

Calier DP LLC
Chatfield DP LLC
Hymco DP LLC
Okreek Oil and Gas LLC
Vectra Energy OP I-A LLC
Whiting Oil & Gas Corporation

Vicinity Map



Weld County, Colorado

-  Application Lands
-  Existing Spacing Units





 Weld County, Colorado
Redtail Pooling Application
 Exhibit A
 Scale: 1/48,988
 Date: 9/7/2016
 Projector: NAD 1927 BLM Zone 13N
 Author: Land - Deelyn Ingraham
FOR A COMPLETE LIST OF PLAT RECORDS VISIT: www.co.weld.or.us/plat_records

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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:

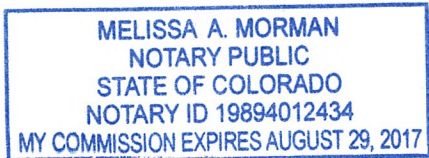
That I am the attorney for Whiting Oil and Gas Corporation and that on or before October 17, 2016, I caused a copy of the attached Application to be deposited in the United States mail, postage prepaid, addressed to the parties listed on Exhibit A to the Application.

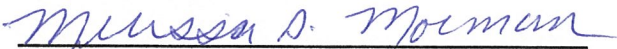


Joseph C. Pierzchala

Subscribed and sworn to before me October 17, 2016.

Witness my hand and official seal.





Notary Public
My commission expires: 8/29/2017