

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

IN THE MATTER OF THE AMENDED)	CAUSE NO. 535
APPLICATION OF WHITING OIL AND)	
GAS CORPORATION FOR AN ORDER)	DOCKET NO. 170900541
POOLING ALL INTERESTS IN THE)	
CODELL AND NIOBRARA FORMATIONS)	TYPE: POOLING
WITHIN AN ESTABLISHED 960-ACRE)	
DRILLING AND SPACING UNIT)	
COVERING CERTAIN LANDS IN)	
TOWNSHIP 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 **Amended** 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 Section 6 and the N½ of Section 7, Township 10 North, Range 57 West, 6th P.M., Weld County, Colorado, for the development and operation of the Codell and Niobrara Formations. 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 6: All
Section 7: N½

A reference map of the Application Lands is attached hereto.

3. On July 9, 2012, corrected December 13, 2012, the Commission entered Order No. 535-179, which established six 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 July 28, 2014, the Commission entered Order No. 535-508, which modified Order Nos. 535-314, 413, 414, and 535-471 to include the Codell Formation within each of eleven 960-acre drilling and spacing units and one 640-acre drilling and spacing unit 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.

7. Applicant drilled the following wells on the Application Lands (the "Horsetail Wells"):

Well Name	API No.	Spud Date	Formation
Horsetail 07E-0601	05-123-41651	12/29/2015	Niobrara
Horsetail 07E-0602	05-123-41647	01/24/2016	Codell
Horsetail 07E-0603	05-123-41649	01/30/2016	Niobrara
Horsetail 07E-0604	05-123-41652	02/21/2016	Niobrara
Horsetail 07E-0634	05-123-41650	12/26/2015	Niobrara
Horsetail 07E-0636	05-123-41648	02/26/2016	Niobrara
Horsetail 07F-0607	05-123-41778	02/21/2016	Niobrara
Horsetail 07F-0608	05-123-41770	02/05/2016	Niobrara
Horsetail Fed 07F-0640	05-123- 4177300	02/14/2016	Niobrara
Horsetail Fed 07F-0639	05-123- 4178304	02/27/2016	Codell
Horsetail Fed 07F-0605	05-123- 4176800	04/18/2016	Niobrara
Horsetail Fed 07F-0606	05-123- 4177200	04/25/2016	Niobrara
Horsetail 07G-0609	05-123-42111	03/23/2016	Niobrara
Horsetail 07G-0610	05-123-42114	02/07/2016	Niobrara
Horsetail Fed 07G-0611	05-123- 4211700	04/18/2016	Niobrara
Horsetail Fed 07G-0612	05-123- 4211600	03/13/2016	Niobrara
Horsetail Fed 07G-0642	05-123- 4210900	01/28/2017	Codell
Horsetail Fed 07G-0643	05-123- 4211000	03/17/2016	Niobrara
Horsetail 07H-0613	05-123-41836	06/16/2016	Niobrara
Horsetail 07H-0615	05-123-43043	05/31/2016	Niobrara
Horsetail 07H-0646	05-123-41834	05/12/2017	Niobrara
Horsetail 07H-0647	05-123-41829	05/26/2016	Codell

8. 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 Codell and Niobrara Formation wells authorized by Order No. 535-508, whichever is earlier.

9. Applicant further requests that for any other Codell or Niobrara Formation well authorized under Commission Order No. 535-508 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. If a proposed well is not commenced prior to or within ninety (90) days after expiration of the thirty-five (35) day notice period 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.

10. 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. 535-508 for the Application Lands, Applicant need only submit a certification to the Commission that it has complied with Rule 530 for any such well.

11. 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.

12. 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 deadline to submit Rule 511 testimony, 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 and Niobrara Formations;

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), C.R.S., are first incurred for the drilling of the Horsetail Wells or any other Codell or Niobrara Formation well authorized by Order No. 535-508 on the Application Lands, whichever is earlier,

C. 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. 535-507 for the Application Lands, Applicant will file a notarized certification to the Commission in this Docket Number that it has complied with Rule 530 for any such well and that the proposed well was spudded no later than ninety (90) days after the expiration of the 35-day notice period and will be completed with due diligence. The

certification must identify all parties that received the Rule 530 information for the well, include a copy of the Rule 530 information provided, identify the parties to which cost recovery applies, be filed within 10 days after the later of spudding the well or the expiration of the 35-day notice period, and certify that a copy of the notarized certification was served, by sending it first class U.S. Mail, on all non-consenting parties for which Applicant seeks cost recovery. If a proposed well is not spudded prior to or within ninety (90) days after expiration of the thirty-five (35) day notice period and completed with due diligence, then Applicant will resubmit the written notice proposing such well to all parties in accordance with 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 elect to participate in 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 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

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 ____ day of July, 2017

Respectfully submitted,

WELBORN SULLIVAN MECK & TOOLEY, P.C.

By: _____
Joseph C. Pierzchala
Geoffrey W. Storm
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

{00567467.1}

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 _____ day of July, 2017 by Scott McDaniel, Regional Landman for Whiting Oil and Gas Corporation.

Witness my hand and official seal.

Notary Public
My Commission Expires:_____

EXHIBIT A

INTERESTED PARTIES

Royalty Interest Owners

Ardice Kay Bourg
Bank of America, N.A., Trustee of Minnie K. Patton Scholarship Foundation
BHMT Resources, LLC
Brent Eugene Fiscus
Carolyn Gilliland
Charter Royalty 96, Ltd.
ChivoOil, LLC
Clinton E. Fiscus
Cynthia A. E. Zeren
David Sheets
E & R Royalty Company
Ernest N. Scheller
Ethel Eleanor Oestereick
Glenda Hughes
Gower Family LLC
Gower Oil & Gas, LLC, c/o Matthew L. Gower
Jackie Lee Fiscus and Shirley Fiscus, JT
James C. Sheets
Jime Paul Shoemaker
Janice Arlene Simmons
Jim M. Gollehon
Karen Jean Ames
Kenneth E. Sheets
Kerr-McGee Oil & Gas Onshore LP
Marie P. Gower and Wells Fargo Bank, N.A., successor by merger to First Interstate Bank
of Denver, N.A., as Co-Trustee's of the Frank H. Gower Family Trust
Mark A. Gower and Bette Will Gower, H/W, JT
Mauzy's CFO, LLC
McGhee Investment Company, LLC
Michael B. Collins
Paul Davis, Ltd.
Petrobella Energy, Inc.
Principle Energy, LLC
Rearden Minerals, LLC
Richard C. Grimmette
Steven H. Gower
Tammy Ann Coughlin
Timbro Ranch & Cattle Co., LLC
United States of America
Virginia O'Hare

Wayne Kline
William Lee Fiscus
Ann Boyd Royall
Frances Royall Alexander
Frances Royall Alexander, Trustee of the Frances Royall Trust U/W/O Frances K. Royall
Frances Royall Alexander, Trustee of the Frances Royall Trust U/W/O Tucker K. Royall
Georgia G. Ballou
Jim M. Gollehon
Rebecca Royall
Rebecca Royall, Trustee of the Rebecca Royall Trust U/W/O Frances K. Royall
Rebecca Royall, Trustee of the Rebecca Royall Trust U/W/O Tucker K. Royall
Tucker B. Royall
Tucker B. Royall, Trustee of the Tucker Boyd Royall Trust U/W/O Frances K. Royall
Tucker B. Royall, Trustee of the Tucker Boyd Royall Trust U/W/O Tucker K. Royall

Working Interest Owners

Flatirons Resources LLC
Kerr-McGee Oil & Gas Onshore LP
Whiting Oil and Gas Corporation

Unleased Mineral Owners

Heirs of Ernest L. O'Hare

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

IN THE MATTER OF THE **AMENDED**) Cause No. 535
APPLICATION OF WHITING OIL AND GAS)
CORPORATION FOR AN ORDER POOLING) Docket No. 170900541
ALL INTERESTS IN THE CODELL AND)
NIOBRARA FORMATIONS WITHIN AN) Type: POOLING
ESTABLISHED 960-ACRE DRILLING AND)
SPACING UNIT COVERING CERTAIN LANDS)
IN TOWNSHIP 10 NORTH, RANGE 57 WEST,)
6TH P.M., UNNAMED FIELD, WELD)
COUNTY, COLORADO.)

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 July ____, 2017, I caused a copy of the attached **Amended** 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 July ____, 2017.

Witness my hand and official seal.

Notary Public
My commission expires: _____