



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

IN THE MATTER OF THE APPLICATION)	CAUSE NO. 535
OF WHITING OIL AND GAS)	
CORPORATION FOR AN ORDER)	DOCKET NO. 180100066
POOLING ALL INTERESTS IN THE)	
NIOBRARA FORMATION WITHIN AN)	TYPE: POOLING
ESTABLISHED 960-ACRE DRILLING)	
AND SPACING UNIT COVERING)	
CERTAIN LANDS IN 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"), pursuant to Commission Rule 503.b.(2), for an order pooling all interests and approving cost recovery pursuant to Section 34-60-116(7), C.R.S., against all nonconsenting interests in certain wells within the established approximate 960-acre drilling and spacing unit covering 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 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 leasehold interests in the following lands ("Application Lands") and therefore has standing to file this application pursuant to Commission Rule 503.b.(2):

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 four horizontal wells per 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 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 a total of 16 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 for the Niobrara Formation.

6. On January 27, 2014, the Commission entered Order No. 535-464, which pooled all interests within the Application Lands for the development and operation of the Niobrara Formation, effective as of the date of the Application, 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.

7. On July 28, 2014, the Commission entered Order No. 535-507, which, among other things, amended Order No. 535-314 to include the Codell Formation within the established 960-acre drilling and spacing unit covering the Application Lands and approved up to 32 horizontal wells within the unit for the production of oil, gas, and associated hydrocarbons from the Codell and Niobrara Formations. The Application Lands are subject to this Order for the Codell and Niobrara Formations.

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

Well Name	API No.	Spud Date	Formation
Razor 11E-0201A	05-123-38537	03/03/2014	Niobrara
Razor 11E-0202B	05-123-38531	02/21/2014	Niobrara
Razor 11E-0203A	05-123-38530	03/13/2014	Niobrara
Razor 11E-0204B	05-123-38536	03/22/2014	Niobrara
Razor 11F-0205A	05-123-38701	02/18/2015	Niobrara
Razor 11G-0209A	05-123-38731	01/30/2015	Niobrara
Razor 11H-0215A	05-123-38598	03/08/2015	Niobrara

9. 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 Razor Wells or any other Niobrara Formation wells authorized by Order No. 535-507, whichever is earlier.

10. Applicant further requests that for any other Niobrara Formation wells 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. 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.

11. Applicant further requests 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 for the Application Lands, Applicant need only submit a certification to the Commission that it has complied with Rule 530 for any such well.

12. 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.

13. 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 in the Razor Wells for the development and operation of the Niobrara 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), C.R.S., are 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,

C. Providing 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 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 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.

Dated this 30th day of November, 2017

Respectfully submitted,

WELBORN SULLIVAN MECK & TOOLEY, P.C.

By: _____


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Geoffrey W. Storm
Welborn Sullivan Meck & Tooley, P.C.
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303-830-2500

Applicant's Address:

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

Attn: Michelle Meyer, Landman I
Phone: 303-802-8364

EXHIBIT A

INTERESTED PARTIES

Royalty Interest Owners

Ann Boyd Royall
Atomic Capital Minerals, LLC
Bank of America, Trustee of the Minnie K. Patton Scholarship Foundation
Charles S. Nefsky, Trustee of the Charles S. Nefsky Living Trust dated March 25, 1999
Charter Royalty 96, Ltd.
ChivoOil, LLC
Cobalt Oil & Gas LLC
Claudia Leslie Hickey
Deena Eshom De-Keyrel
Dennis L. Daniels
E&R Royalty Company
Frances Royall Alexander, Trustee of the Frances Royall Trust U/W/O Tucker K. Royall
Frances A. Nefsky
Frances Royall Alexander
Frances Royall Alexander, Trustee of the Frances Royall Trust U/W/O Frances K. Royall
FRANK H GOWER FAMILY TRUST
Gower Family, LLC
Gower Oil & Gas, LLC
James E. Nicola 3G LLC c/o Patty Elick
Jean Allan Wilson
Jill W. Stone
John G. Daniels
Joni B. Piccolo
Joyce E. Wagner
Judy Gould
Juli A. Goldfein
Karen E. Marvel-Naso
Karen Jean Ames
Keith E. Fairbairn
Kenneth L. Morrell
Kerr-McGee Oil & Gas Onshore LP
Laura Jean Moss
Lynn R. Morgenson
Margot Ann Grant
Mark A. Gower and Bette Will Gower, joint tenants
Mark B. Goldfein
Mauzy's CFO, LLC
McGhee Investment Company, LLC
Michael B. Collins
Michael D. Goldfein

Nancy A. Smith and Max A. Smith, Trustees of the Smith Family Mineral Trust
Nicola -Jewell Mineral Co, LLC
Nicola Properties, LLP
Paul Davis, Ltd.
Phillip E. Coon
Rearden Minerals, LLC
Rebecca Royall
Rebecca Royall, Trustee of the Rebecca Royall Trust UW/O Frances K. Royall
Rebecca Royall, Trustee of the Rebecca Royall Trust UW/O Tucker K. Royall
Robert G. Nathan
Robert L. Nefsky
Roxanne Klas
Scott Allan
GOWER RESOURCE MANAGEMENT LLC
Timbro Ranch & Cattle Co., LLC
Top Brass Properties, Inc.
Tucker B. Royall
Tucker B. Royall, Trustee of the Tucker Boyd Royall Trust UW/O Frances K. Royall
Tucker B. Royall, Trustee of the Tucker Boyd Royall Trust UW/O Tucker K. Royall
William F. Nefsky

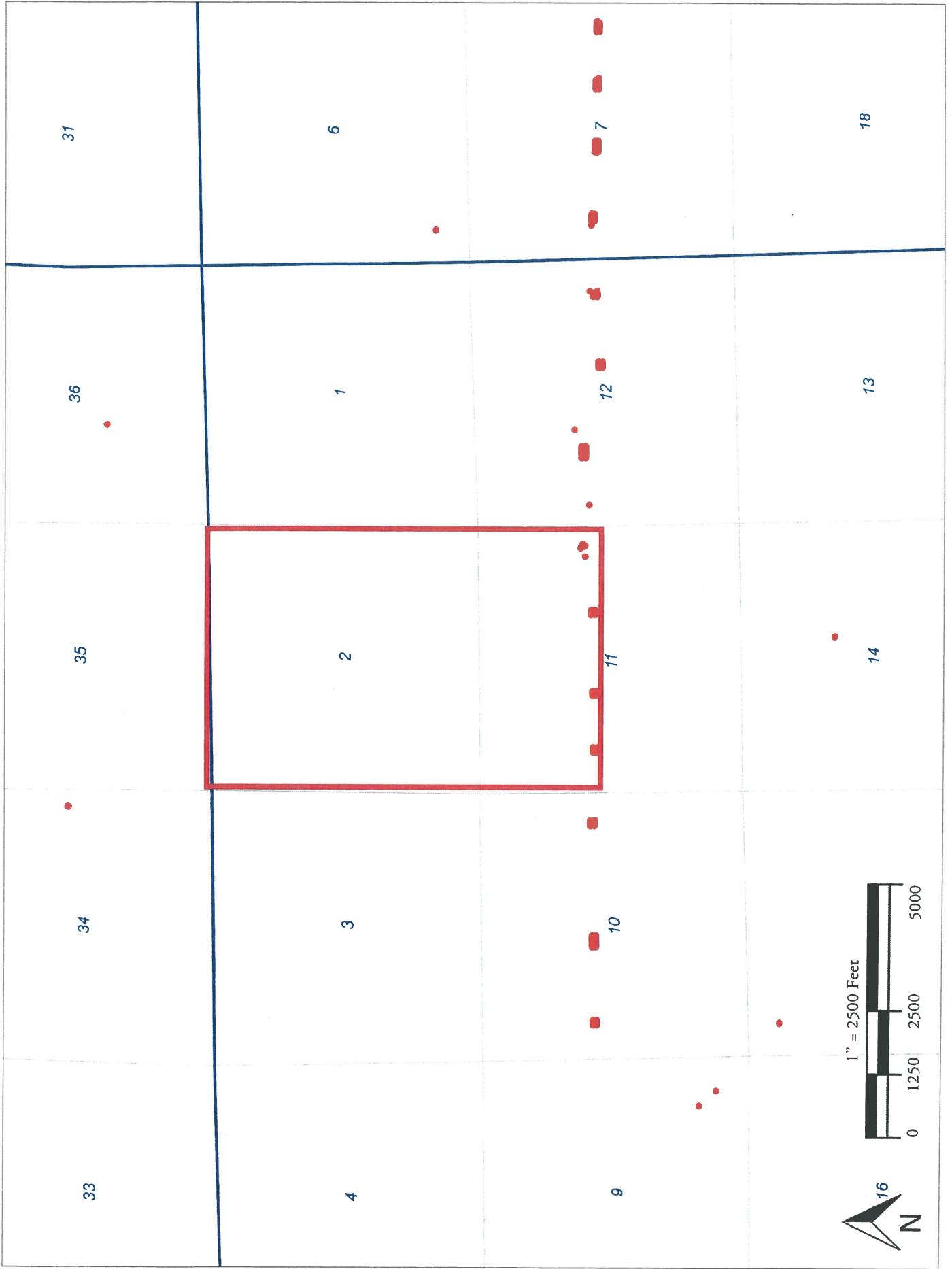
Working Interest Owners

Flatirons Resources LLC
Whiting Oil and Gas Corporation

Unleased Mineral Owners

Wolfhawk Energy Holdings LLC

Map of Application Lands: Sec. 2 and the N/2 of Sec. 11, T10N, R58W



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SPACING UNIT COVERING CERTAIN LANDS)
IN TOWNSHIP 10 NORTH, RANGE 58 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:

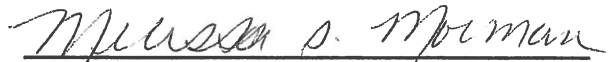
That I am the attorney for Whiting Oil and Gas Corporation and that on or before December 7, 2017, I caused a copy of the attached Application to be deposited in the United States mail, postage prepaid, addressed to the parties listed on Exhibit A to the Application.



Joseph C. Pierzchala

Subscribed and sworn to before me December 7, 2017.

Witness my hand and official seal.



Notary Public

My commission expires: 8/29/2021

MELISSA A. MORMAN
NOTARY PUBLIC
STATE OF COLORADO
NOTARY ID 19894012434
MY COMMISSION EXPIRES AUGUST 29, 2021