

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)
POOLING ALL INTERESTS IN THE)
NIOBRARA FORMATION WITHIN AN)
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.)

CAUSE NO. 535
DOCKET NO. 180100068
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"), 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 the S½ of Section 28 and all of Section 33, 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 28: S½
Section 33: All

A reference map of the Application Lands is attached hereto.

3. On February 22, 2011, the Commission entered Order No. 535-3, which established 160 approximate 640-acre drilling and spacing units and approved one horizontal well per unit, for the production of oil, gas, and associated hydrocarbons from the Niobrara Formation. The Application Lands were subject to this Order for the Niobrara Formation.

4. On July 9, 2012, the Commission entered Order No. 535-178, which vacated eight approximate 640-acre drilling and spacing units established by Order No.

535-3 and established eight 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.

5. 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 were subject to this Order for the Niobrara Formation.

6. 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 were subject to this Order for the Niobrara Formation.

7. On March 17, 2014, the Commission entered Order No. 535-470, 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 33-2813H Well (API No. 05-123-36579), and subjected all nonconsenting interests to the cost recovery provisions of Section 34-60-116(7), C.R.S.

8. On July 28, 2014, the Commission entered Order No. 535-506, 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 were subject to this Order for the Codell and Niobrara Formations.

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

Well Name	API No.	Spud Date	Formation
Razor 33M-2801	05-123-39256	01/10/2015	Niobrara
Razor 33M-2803	05-123-39257	12/31/2015	Niobrara
Razor 33M-2804	05-123-39258	12/20/2014	Niobrara
Razor 33N-2805	05-123-39260	12/07/2014	Niobrara
Razor 33N-2806	05-123-39261	11/17/2014	Niobrara
Razor 33N-2807	05-123-39259	12/23/2014	Niobrara
Razor 33N-2808	05-123-39264	11/27/2014	Niobrara
Razor 33O-2809	05-123-39307	01/04/2015	Niobrara
Razor 33O-2810	05-123-39306	12/25/2014	Niobrara
Razor 33O-2811	05-123-39308	12/13/2014	Niobrara
Razor 33O-2812	05-123-39305	11/30/2014	Niobrara
Razor 33P-3313	05-123-40216	11/23/2014	Niobrara
Razor 33P-3314	05-123-40219	11/14/2014	Niobrara

Well Name	API No.	Spud Date	Formation
Razor 33P-3315	05-123-40218	12/01/2014	Niobrara
Razor 33P-3316	05-123-40220	12/08/2014	Niobrara

10. 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. 535-506, whichever is earlier.

11. Applicant further requests that for any other Niobrara Formation wells authorized under Commission Order No. 535-506 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.

12. 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. 535-506 for the Application Lands, Applicant need only submit a certification to the Commission that it has complied with Rule 530 for any such well.

13. 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.

14. 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. 535-506 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. 535-506 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.

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Dated this 30th day of November, 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
1700 Broadway, Suite 2300
Denver, CO 80290-2300

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

VERIFICATION

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

Michelle Meyer, Landman I with Whiting Oil and Gas Corporation, upon oath deposes and says that she has read the foregoing Application and that the statements contained therein are true to the best of her knowledge, information and belief.

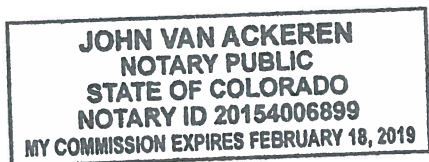
WHITING OIL AND GAS CORPORATION



Michelle Meyer, Landman I

Subscribed and sworn to before me this 30th day of November, 2017 by Michelle Meyer, Landman I for Whiting Oil and Gas Corporation.

Witness my hand and official seal.





Notary Public
My Commission Expires: 2/18/2019

EXHIBIT A

INTERESTED PARTIES

Royalty Interest Owners

American Innovative Royalty Sys
American Minerals LLC
Amroy Co.
Alvin R. Andres
Marilyn R. Andres
Athene Annuity & Live Asrn Co.
Hunter C. Baar
Bryson Dean Bain
Elysia Pearle Bain
Ronald Edward Bain
Tara Jean Bain
Blackriver Niobrara Prtns LLC
Bradford Putnam Minerals LLC
BTA Oil Producers LLC
Centennial Mineral Holdings LLC
Cobank FCB
Colorado Land Services
Linda Frances Denne
Christine J. Dyer
Mina Evenden
The Michael P. Figour & Lowe R. Figour
Revocable Trust
Firefly Resources LLC
Craig Allan Fisher
Richard Stinson Fisher, Jr.
Gower Family LLC
Frank H. Gower Family Trust
Mark and Bette Will Gower
Gower Oil & Gas LLC
Gower Resource Management LLC
Grayrock Minerals LLC
GRP Energy LP
Penny D. Hammac
Hat Creek Royalty Ltd.
Gerald Orville Herman
Hydrocarbon Holdings Ltd.
Walter E. Johnson Jr.

Gail F. Langley
Donald Larkin
Edward K. Larkin
Margaret Rubey Lynch
Marian Rubey Trust u/w Wm. B. Rubey
Sr.
Jack Clarence Martin
Estate of Johnnie M. Martin
Mauzys CFO LLC
E. Carol McGuire Living Trust
Joel S. Miller
Suzan Nadi
Nelson Ranches Inc.
NG Resources LLC
Charlotte J. Norgren
Office of Natural Resources Revenue
Penn Royalty Co.
David Paul Pierson
Elizabeth S. Purcell
Gloria J. Rasmussen
Rearden Minerals LLC
Red Bear Resources LLC
Residuary Trusts A&B
Betty Ferrol Riddle
Robert Rohn
Catherine Bonner Rubey
Robert Bonner Rubey
Robert Neal Rubey Trust
Marilyn J. Samber
Beverly Elaine Bain Sessions
James Blake Smith
Spindletop Exploration Co. Inc.
Daniel R. Stanley
Allan L. Turner
W K Rogers LP
Catherine J. Wash
Deborah Ann Zommermaand

Working Interest Owners

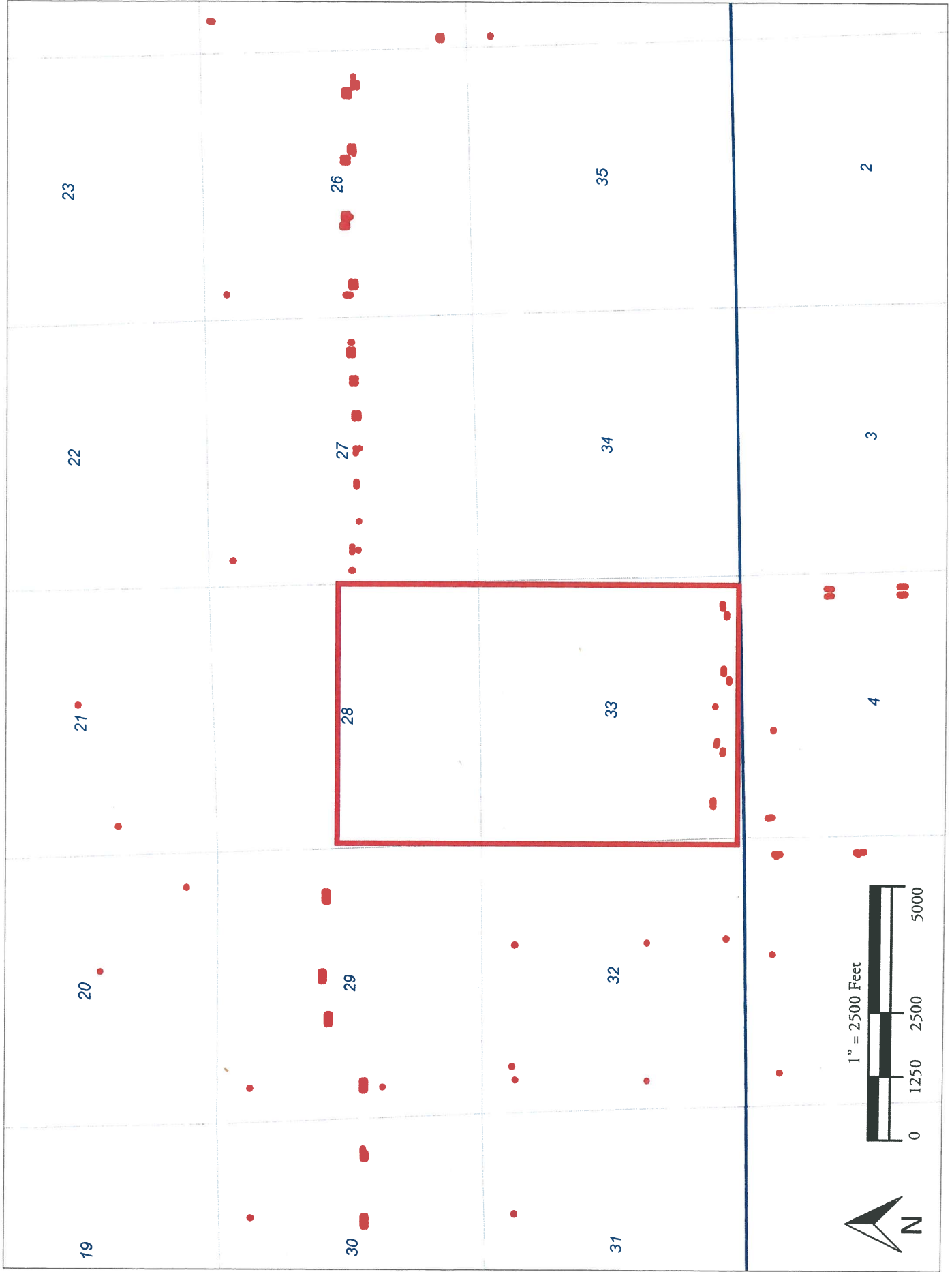
Acme Oil Corp. LLC
Haimo Oil & Gas LLC

Incline Niobrara Partners LP
IOCL USA Inc.
Kerr-McGee O & G Onshore LP
McCulliss Oil & Gas Inc.
McCulliss Resources Co. Inc.
George G. Vaught, Jr.
Whiting Oil and Gas Corporation
Carrizo (Niobrara) LLC
Oil India (USA) Inc.

Unleased Mineral Owners

Craig T. Clifford
Emma M. Griggs
Hutton Oil WOG Co LLC
Melanie Clifford Nedrud

Map of Application Lands: S/2 of Sec. 28 and All of Sec. 33, T10N, R58W



1" = 2500 Feet



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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:

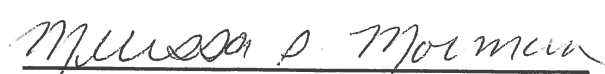
That I am the attorney for Whiting Oil and Gas Corporation and that on or before December 7, 2017, I caused a copy of the attached Application to be deposited in the United States mail, postage prepaid, addressed to the parties listed on Exhibit A to the Application.



Joseph C. Pierzchala

Subscribed and sworn to before me December 7, 2017.

Witness my hand and official seal.



Notary Public

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

My commission expires: 8/29/2021