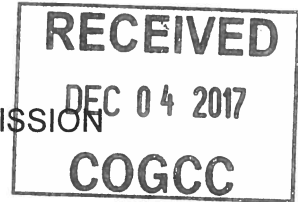


BEFORE THE OIL AND GAS CONSERVATION COMMISSION  
OF THE STATE OF COLORADO



IN THE MATTER OF THE APPLICATION ) CAUSE NO. 535  
OF WHITING OIL AND GAS )  
CORPORATION FOR AN ORDER ) DOCKET NO. 180100069  
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 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 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 in an approximate 960-acre drilling and spacing unit established for Section 19 and the N½ of Section 30, Township 10 North, Range 57 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 57 West, 6th P.M.  
Section 19: All  
Section 30: 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 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 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 for the Niobrara Formation.

6. On July 29, 2013, the Commission entered Order No. 535-369, which approved 32 horizontal wells within an approximate 960-acre drilling and spacing 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.

7. On July 24, 2017, the Commission entered Order No. 535-832, which amended Order Nos. 535-179 and 535-369 to include the Fort Hays, Codell, and Carlile Formations within an approximate 960-acre drilling and spacing unit for the production of oil, gas and associated hydrocarbons from the Niobrara Fort Hays, Codell, and Carlile Formations. The Application Lands are subject to this Order for the Niobrara Fort Hays, Codell, and Carlile Formations.

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

Well Name	API No.	Spud Date	Formation
Horsetail 30E-1902	05-123-42880	10/23/2016	Niobrara
Horsetail 30E-1903	05-123-42870	10/11/2016	Niobrara
Horsetail 30G-1911	05-123-43031	12/18/2016	Niobrara
Horsetail 30G-1912	05-123-43038	11/13/2016	Niobrara
Horsetail 30H-1915	05-123-43127	05/07/2017	Niobrara
Horsetail 30H-1916	05-123-43123	04/19/2017	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 Horsetail Wells or any other Niobrara Formation wells authorized by Order No. 535-832, whichever is earlier.

10. Applicant further requests that for any other Niobrara Formation wells authorized under Commission Order No. 535-832 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. 535-832 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 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 Horsetail Wells or any other Niobrara Formation well authorized by Order No. 535-832 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. 535-832 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.

Dated this 30<sup>th</sup> 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 30<sup>th</sup> day of November, 2017 by Michelle Meyer, Landman I for Whiting Oil and Gas Corporation.

Witness my hand and official seal.

**JOHN VAN ACKEREN**  
**NOTARY PUBLIC**  
**STATE OF COLORADO**  
**NOTARY ID 20154006899**  
**MY COMMISSION EXPIRES FEBRUARY 18, 2019**

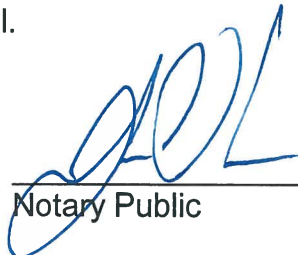
  
\_\_\_\_\_  
Notary Public  
My Commission Expires: 2/18/2019

EXHIBIT A

INTERESTED PARTIES

**Royalty Interest Owners**

Aspen Leaf LLC  
Atomic Capital Minerals LLC  
Banbury Living Trust  
Blackriver Niobrara Prtns LLC  
Nancy Boodel  
W. Joris Brinkerhoff  
Paul & Peggy Brown Family Trust, Paul A. & Peggy Jo Brown, Trustees  
BTA Oil Producers LLC  
Iris Byler  
Carbon Peak Energy LLC  
Iolene Chastain  
Comanche Mineral Partners LLC  
John Daily  
E. Hayes Sieber Trst  
Estella Helen Rogg Trust  
Gene F. Lang & Co.  
Hydrocarbon Holdings Ltd.  
Crystal Ann Kessler  
The Stephen J. Kessler Trust  
Donald L. Kilian  
William S. Kilian  
Judith Mai Kroger  
Robert A. Lundy Revocable Trust  
Christopher David Mai  
Janine Mai  
Kamaryn M. Mai  
Sheridan S. Mantor  
Shirley McKinnon  
Deanna Meredith  
Thomas R. Mertens, Agent for RJM Land Company LLC  
Deborah Moorman  
William C. Morris Jr. Family Trust  
Lori Ann Nessel  
Christopher L. Northern & Cheryl M. Northern  
Nugenco Jet International Inc.  
Betty J. Olsen  
Keith B. Olsen  
Kent E. Olsen  
Laura J. Parker  
Pawnee Butte Royalties LLC

Petrobella Energy Inc.  
Principle Energy LLC  
Puckett Land Co.  
Rhino Captial Holding LLC  
Royalty Asset Holdings LP  
Michael S. Ruley  
Stephen O. Ruley  
Samuel Butler III Trustee of the Beatriz V. Butler Fam Trust  
Gretchen Wendegatz Sater  
Loren C. Scott  
Teresa A. Hamilton and Brian H. Smelker  
Eric R. Stearns  
Texla Oil Company LLC  
John E. Trull  
Bonnie L. Vanek  
Sheila R. Vochatzer  
Patricia D. Walker, aka Patricia D. Kilian  
James Scott Wendegatz  
Wolfhawk Energy Holdings LLC  
Craig H. Woodward  
John Kerry Woodward  
Mark D. Woodward  
Neoma Wyatt  
Shirley J. Wyatt  
ZKB Properties LLC

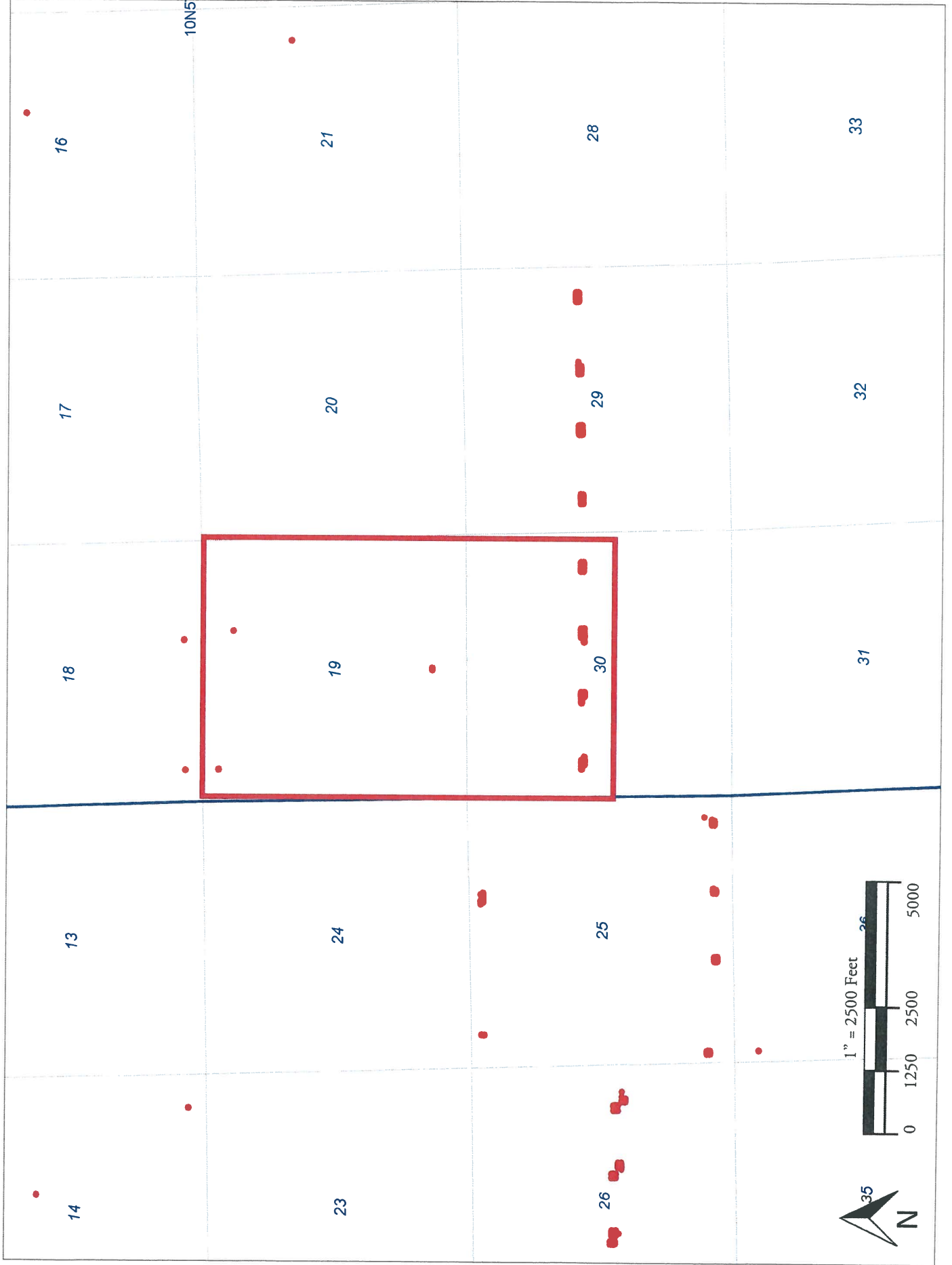
**Working Interest Owners**

Ann B. Freeman and Daniel P. Flanigan, JTWROS  
Clearfield Energy LLC  
Flanigan Investments LLC  
Sink Investments  
Whiting Oil and Gas Corporation  
Pivotal DJ Basin LP

**Unleased Mineral Owners**

Morris and Tabor Minerals LLC

Map of Application Lands: Sec. 19 and N/2 of Sec. 30, T10N, R57W





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OF THE STATE OF COLORADO

IN THE MATTER OF THE APPLICATION OF	)	Cause No. 535
WHITING OIL AND GAS CORPORATION	)	
FOR AN ORDER POOLING ALL INTERESTS	)	Docket No. 180100069
IN THE NIOBRARA FORMATION WITHIN AN	)	
ESTABLISHED 960-ACRE DRILLING AND	)	Type: POOLING
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 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

