

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. 180900666
POOLING ALL INTERESTS IN THE)
FORT HAYS, CODELL, AND CARLILE) TYPE: POOLING
FORMATION 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.)

SECOND AMENDED 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”), 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 **Fort Hays, Codell, and Carlile** 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 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. On February 12, 2018, the Commission entered Order No. 535-949, which pooled all interests in an approximate 960-acre drilling and spacing unit established for the Application Lands for the development and operation of the Niobrara Formation, effective as of the earlier of the date of the Application, or the date that any of the costs specified in §34-60-116(7)(b)(II), C.R.S., are first incurred for the drilling of the Horsetail 30E-1902 Well (API No. 05-123-42880), the Horsetail 30E-1903 Well (API No. 05-123-42870), the Horsetail 30G-1911 Well (API No. 05-123-43031), the Horsetail 30G-1912 Well (API No. 05-123-43038), the Horsetail 30H-1915 Well (API No. 05-123-43127), and the Horsetail 30H-1916 Well (API No. 05-123-43123). The Application Lands are subject to this Order for the Niobrara Formation.

9. Applicant drilled the Horsetail 30G-1943 well (API# 05-123-~~43040~~ 43123) on the Application Lands (the "Horsetail Well"), spud on November 26, 2017, for production of oil, gas and associated hydrocarbons from the Codell Formation. **While the Fort Hays and Carlile Formations are not the target productive formations, due to the thickness of the Codell Formation in this area, there may be either deviation of the wellbore into those formations or production of hydrocarbons therefrom.**

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 Horsetail Well or any other **Fort Hays, Codell, or Carlile** Formation wells authorized by Order No. 535-832, whichever is earlier.

11. Applicant further requests that for any other **Fort Hays, Codell, or Carlile** 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.

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 **Fort Hays**, Codell, or **Carlile** 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.

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 **Amended** 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.

15. Applicant further certifies that there are no unleased mineral owners that would require the tendering of a lease offer and copy of or link to the Commission pooling brochure 60 days' before the hearing pursuant to Section 34-60-116(d)(I), C.R.S.

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 **Fort Hays**, Codell, and **Carlile** 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 Well or any other **Fort Hays**, Codell, or **Carlile** 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 **Fort Hays**, Codell, or **Carlile** 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 Well 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 ____ day of August, 2018

Respectfully submitted,

WELBORN SULLIVAN MECK & TOOLEY, P.C.

By: _____

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Geoffrey W. Storm
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{00649621.4}

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

EXHIBIT A

INTERESTED PARTIES

Royalty Interest Owners

IOLENE CHASTAIN
89666 SHEFFLER RD
ELMIRA, OR 97437

BETTY J OLSEN
4317 BROOKE DR
VALRICO, FL 33594

COMANCHE MINERAL PARTNERS
LLC
8001 S INTERPORT BLVD #260
ENGLEWOOD, CO 80112

CRAIG H WOODWARD
4317 BROOKE DR
VALRICO, FL 33594

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23 WOODCREST AVE NE
ATLANTA, GA 30309

MARK D WOODWARD
3219 BENDING OAK DR
PLANT CITY, FL 33563

KEITH B OLSEN
414 W ARLINGTON PL
CHICAGO, IL 60614

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1210 NE 5TH
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273 SAINT JOHNS GOLF DR
ST AUGUSTINE, FL 32092

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1632 33RD AVE
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8001 S INTERPORT BLVD # 260
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331 MAGELLAN AVE
HALF MOON BAY, CA 94019

BTA OIL PRODUCERS LLC
104 S PECOS
MIDLAND, TX 79701

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6537 E MELROSE STREET
MESA, AZ 85215

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SMELKER
100 SILVER OAK LN
BROUSSARD, LA 70518

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COVINGTON, WA 98042

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1515 CAMP COMFORT ROAD
SPEARFISH, SD 57783

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PRINCIPLE ENERGY LLC
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HOUSTON, TX 77252

ATOMIC CAPITAL MINERALS LLC
2777 ALLEN PKWY STE 1185
HOUSTON, TX 77019

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1600 ROCKY RIVER
CANYON LAKE, TX 78133

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P O BOX 1488
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ROGER WAYNE & SHARON ANNE
BANBURY - TRUSTEES
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OVERLAND PARK, KS 66212

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11594 S. TUMBLEBRUSH ST.
PARKER, CO 80134

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TRUST
PAUL A & PEGGY JO BROWN -
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DAHLONEGA, GA 30533

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BUNKER HILL, KS 67626

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PRINCIPLE ENERGY LLC
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HOUSTON, TX 77252

PETROBELLA ENERGY INC
PO BOX 53451
LAFAYETTE, LA 70505

TEXLA OIL COMPANY LLC
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METAIRIE, LA 70055

TERESA A HAMILTON AND
BRIAN H SMELKER
100 SILVER OAK LN
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PUCKETT LAND CO
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GREENWOOD VILLAGE, CO 80111

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BEATRIZ V BUTLER FAMILY TRUST
U/W OF BEATRIZ V BUTLER
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DENVER, CO 80206

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LITTLETON, CO 80128

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753 BRIGHTFIDGE DR
BRIDGEPORT, WV 26330

ZKB PROPERTIES LLC
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DENVER, CO 80202-4915

BLACKRIVER NIOBRARA PRTNS LL
8001 S INTERPORT BLVD # 260
ENGLEWOOD, CO 80112

COMANCHE MINERAL PARTNERS
LLC
8001 S INTERPORT BLVD #260
ENGLEWOOD, CO 80112

Working Interest Owners

WHITING OIL AND GAS CORPORAT
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MILE HIGH CENTER
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SINK INVESTMENTS LLC
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PARKER, CO 80138

FLANIGAN INVESTMENTS LLC
651 ORCHARD AVE
SANTA BARBARA, CA 93108

Unleased Mineral Owners

None

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. 180900666
ALL INTERESTS IN THE FORT HAYS,)	
CODELL, AND CARLILE 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.)	

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 _____, 2018, 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 **Amended** Application.

Joseph C. Pierzchala

Subscribed and sworn to before me July ____, 2018.

Witness my hand and official seal.

Notary Public

My commission expires: _____