

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

IN THE MATTER OF THE APPLICATION OF)	
GULFPORT ENERGY CORPORATION FOR)	
AN ORDER MODIFYING DRILLING AND)	CAUSE NO. _____
SPACING UNITS, ESTABLISHING FIELD)	
RULES AND POOLING NON-CONSENTING)	DOCKET NO. _____
OWNERS IN THE NIOBRARA FORMATION)	
IN AND NEAR THE CRAIG FIELD, MOFFAT)	
COUNTY, COLORADO)	

VERIFIED APPLICATION

Gulfport Energy Corporation (the "Applicant"), through its attorneys, Bjork Lindley Little PC, respectfully submits to the Oil and Gas Conservation Commission of the State of Colorado ("Commission") this application for an order establishing an approximately 640-acre drilling and spacing unit for the drilling of wells in the Niobrara Formation underlying certain lands in Moffat County, Colorado and also for the pooling of non-consenting interests within the proposed 640-acre drilling and spacing unit. In support of this application, Applicant states as follows:

1. The Applicant is a Delaware corporation authorized to conduct business in Colorado.
2. The Applicant owns leasehold interests in the Niobrara Formation underlying the following lands located in and near the Craig Field in Moffat County, Colorado:

Township 6 North, Range 91 West, 6th P.M.

Section 5: S½

Section 8: N½

(the "Application Lands"). The Applicant has standing pursuant to Rule 503(b) to apply for the requested relief.

3. A reference map identifying the Application Lands is attached as Exhibit A. Exhibit A also identifies by order number other nearby fields and lands in which the Commission has issued orders spacing the Niobrara Formation.

4. The Applicant certifies that copies of this Application shall be served on each interested party listed in Exhibit B within seven days of the filing of this Application as provided in Commission Rule 503. A certificate of service attesting to the mailing of the Verified Application to those persons entitled to notice shall also be filed on or before February 23, 2012.

5. Several wells have been drilled on the Application Lands. None of them are presently producing.

6. The Commission has issued two prior Orders applicable to the Niobrara Formation in separate portions of the Application Lands.

7. On February 23, 2009, the Commission issued Order No. 474-5 establishing a stand up 320-acre drilling and spacing unit for production from the Niobrara Formation in the E1/2 of Section 5, Township 6 North, Range 91 West. The Order authorized the operator to drill a total of up to two wells in this drilling and spacing unit.

8. Also, on February 23, 2009, the Commission issued Order No. 474-6 establishing a lay down 320-acre drilling and spacing unit for production from the Niobrara Formation in the N1/2 of Section 8, Township 6 North, Range 91 West. This Order also authorized a total of up to two wells in this drilling and spacing unit.

9. A similar lay down 320-acre drilling and spacing unit was created about a year earlier on March 31, 2008 for production from the Niobrara Formation in lands south of the Application Lands in the SE1/4 of Section 8 and the SW1/4 of Section 9 in Township 6 North, Range 91 West. This Order again authorized up to two wells.

10. On August 8, 2011, the Commission, in Order No. 199-5, established two 640-acre drilling and spacing units immediately to the west of the Application Lands in in the E1/2 of Section 9 and the W1/2 of Section 10 and the E1/2 of Section 10 and the W1/2 of Section 11 in Township 6 North, Range 91 West. Order No. 199-5 authorized up to two vertical, highly deviated or horizontal wells for production from the Niobrara Formation in each 640-acre drilling and spacing unit.

11. The Commission had previously established a 640-acre drilling and spacing unit for the Niobrara Formation in Order No. 103-7, effective September 17, 1990. This Order established a 640-acre drilling and spacing unit for the Niobrara Formation in lands east of the Application Lands in Section 23, Township 6 North, Range 90 West.

Drilling and Spacing Unit Request

12. The Applicant requests the Commission establish an approximately 640-acre drilling and spacing unit consisting of the Application Lands and also authorize, at the option of the Applicant or other operator, the drilling of one vertical, highly deviated or horizontal well in the proposed drilling and spacing unit and, in addition, one other optional vertical, highly deviated or horizontal well, both with bottom hole locations no closer than 660 feet to any outer boundary of the unit with no setback required as to any interior quarter section line.

13. The proposed Order will have the effect of updating the current spacing on the Application Lands—consisting of a lay down 320-acre drilling and spacing unit and the south one half of a stand up 320-acre drilling and spacing unit in the SE1/4 of Section 5—by establishing a new 640-acre drilling and spacing unit. This new, larger unit will permit the Operator to better develop the Application Lands.

14. Evidence to be presented by the Applicant including, but not limited to, evidence accepted by the Commission to support other prior orders in nearby lands, will establish the presence of the Niobrara Formation as a source of common supply beneath the Application Lands and show that the Niobrara Formation is capable of producing economic volumes of oil, gas and associated hydrocarbons from each of the proposed drilling and spacing units.

15. The evidence will show the Applicant or other operator should have the option of designing its drilling program so as to most efficiently and effectively explore for, encounter and establish production from the most highly fractured calcareous benches within the Niobrara Formation underlying the Application Lands.

16. Following further study, the Applicant intends to apply to drill one well in the proposed drilling and spacing unit to encounter and establish production from fractures in the Niobrara Formation. A determination has not yet been made as to whether highly deviate or horizontally drill the well in order to encounter the highest occurrence of fractures possible and to produce the unit most efficiently.

17. The Applicant also believes an additional optional vertical, highly deviated or horizontal well in the proposed drilling and spacing unit may be needed to effectively drain and produce the spacing unit, but this determination may be better made after the first well is drilled and completed.

18. Vesting the Applicant or other operator with this discretion will best promote the efficient and effective drainage of oil, gas and associated hydrocarbons from the Niobrara Formation underlying the Application Lands, prevent waste and protect correlative rights in a manner consistent with the requirements of § 34-60-116, C.R.S. (2011), and COGCC 530.

19. The evidence also shall establish that one well and one other option well may be drilled and produced within each proposed drilling and spacing unit in a manner consistent with the protection of public health, safety and welfare, including the protection of the environment and wildlife resources.

Involuntary Pooling Request

20. The Applicant also asks that the Commission order the involuntarily pooling of all interests not voluntarily pooled for the development of the Niobrara Formation within the proposed 640-acre drilling and spacing unit in the Application Lands.

21. The Applicant has made reasonable efforts to locate and reach agreement with all known working interest and mineral interest owners in the Application Lands as provided in § 34-60-116, C.R.S. (2010), and COGCC Rule 530. The Applicant now anticipates that it may not be able to reach agreement with all owners.

22. Offers to lease or other applicable offers have been or shall be made to all known interest owners in the Application Lands not already leased or pooled at least thirty days prior to the hearing on this Application as provided in § 34-60-116, C.R.S. (2011), and COGCC Rule 530.

23. The order involuntarily pooling all non-consenting mineral or working interest owners in each 640-acre drilling and spacing unit should be made retroactive to the earliest date costs were incurred in connection with the initial well within each drilling and spacing unit proposed in this Application, as provided in § 34-60-116, C.R.S. (2011), or the date of this Application, whichever is earlier.

24. Moreover, the Commission's order should be made applicable to all subsequent wells drilled in the drilling and spacing unit proposed in this Application.

25. In order to prevent waste, protect correlative rights and promote the efficient and effective drainage of oil, gas and associated hydrocarbons from the Niobrara Formation underlying the Application Lands, the Commission should order that the interests of all non-consenting owners of interests to participate in the production from the proposed 640-acre drilling and spacing units in the Application Lands be pooled as to production from the Niobrara Formation in accordance with § 34-60-116, C.R.S. (2011), and COGCC Rule 530.

Conclusion and Request for Relief

26. Applicant respectfully requests that this matter be set for hearing in April 2012, that notice be given as required by law, and that upon such hearing the Commission enter its order consistent with Applicant's requests and proposals as set forth above.

Respectfully submitted on February 16, 2012.

BJORK LINDLEY LITTLE PC

By: /s/ David R. Little
David R. Little #13340
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Facsimile: 303-892-1401
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Applicant's Contact Information:

Gulfport Energy Corporation
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Oklahoma City, OK 73134

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IN AND NEAR THE CRAIG FIELD, MOFFAT)	
COUNTY, COLORADO)	

VERIFICATION

STATE OF OKLAHOMA)	
)	ss.
COUNTY OF OKLAHOMA)	

I, Bill Eischeid, am employed as the Senior Landman for the Applicant, Gulfport Energy Corporation. I have read the foregoing Verified Application, have personal knowledge of the facts asserted in it and hereby swear upon oath that the matters discussed in the Verified Application are true and correct to the best of my knowledge, information and belief.

Name: /s/ Bill Eischeid
 Bill Eischeid

Address: 14313 N. May Avenue
 Suite 100
 Oklahoma City, OK 73134

Subscribed and sworn to before me this 16th day of February, 2012.

Witness my hand and official seal.

My commission expires: 01/24/15.

/s/ Janet G. Small
Notary Public

[SEAL]

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COUNTY, COLORADO)

CAUSE NO. _____

DOCKET NO. _____

CERTIFICATE OF SERVICE AND AFFIDAVIT OF MAILING

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

Linda L. Van der Veer, of lawful age, being first duly sworn upon oath, states and declares:

1. On February 16, 2012, Gulfport Energy Corporation (the "Applicant") filed a Verified Application for an order establishing an approximately 640-acre drilling and spacing unit for the drilling of wells in the Niobrara Formation underlying certain lands in Moffat County, Colorado and also for the pooling of non-consenting interests within the proposed 640-acre drilling and spacing unit. The COGCC intake number for this application is sixty nine (69).

2. I am a legal assistant with Bjork Lindley Little PC, counsel for the Applicant. I have personal knowledge of the matters discussed in this Affidavit.

3. The Applicant has prepared a list of those persons entitled to notice of the Verified Application as required by Commission Rules 503.e, 507.b(1) and 507.b(2). This list of persons is attached to this Certificate of Service and Affidavit of Mailing and marked as Exhibit B.

4. On February 23, 2012, I arranged the mailing of a copy of the Verified Application, including both Exhibits A and B (attached hereto), via first class mail, postage prepaid, to each person listed on Exhibit B.

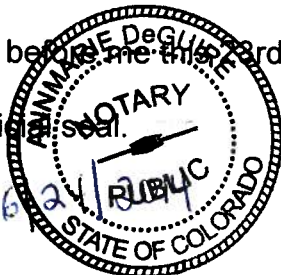
By: _____

Linda L. Van der Veer

Subscribed and sworn to before me this 23rd day of February 2012.

Witness my hand and official seal.

My commission expires: 6/21/2014



Notary Public

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EXHIBIT B

On February 16, 2012, Gulfport Energy Corporation (the "Applicant") filed a Verified Application for an order establishing an approximately 640-acre drilling and spacing unit for the drilling of wells in the Niobrara Formation underlying certain lands in Moffat County, Colorado and also for the pooling of non-consenting interests within the proposed 640-acre drilling and spacing unit. The COGCC intake number for this application is sixty nine (69).

Attached hereto is a list of those persons entitled to notice of the Verified Application as required by Commission Rules 503.e, 507.b(1) and 507.b(2).

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2278 HOMESTEAD DRIVE
GRAND JUNCTION, CO 81505

ALLEN, LUKE S.
637 GALLIER STREET
NEW ORLEANS, LA 70117-0000

GAIL R. PETCH
498 WAGON TRAIL DRIVE
GRAND JUNCTION, CO 81507

HENDLIN, SYLVIA A
559 CHADWICK WAY
GOLETA, CA 93117-0000

NORMAN AND CAROL FEDDE
2602 COUNTY ROAD 30
CRAIG, CO 81625

ROBERT AND ELIZABETH ALLEN REVOCABLE
TRUST
559 CHADWICK WAY
GOLETA, CA 93117-0000

DANIEL LEE SIMS
11175 WEST ASBURY AVENUE
LAKEWOOD, CO 80227-0000

SNARE, MAX S. & SHIRLEY A. SNARE
2090 COUNTY ROAD 30
CRAIG, CO 81625

CHARLES F. SIS AND PATRICIA P. SIS
578 CHAPARAL DRIVE
GRAND JUNCTION, CO 81503-0000

REFERENCE MAP (EXHIBIT A)

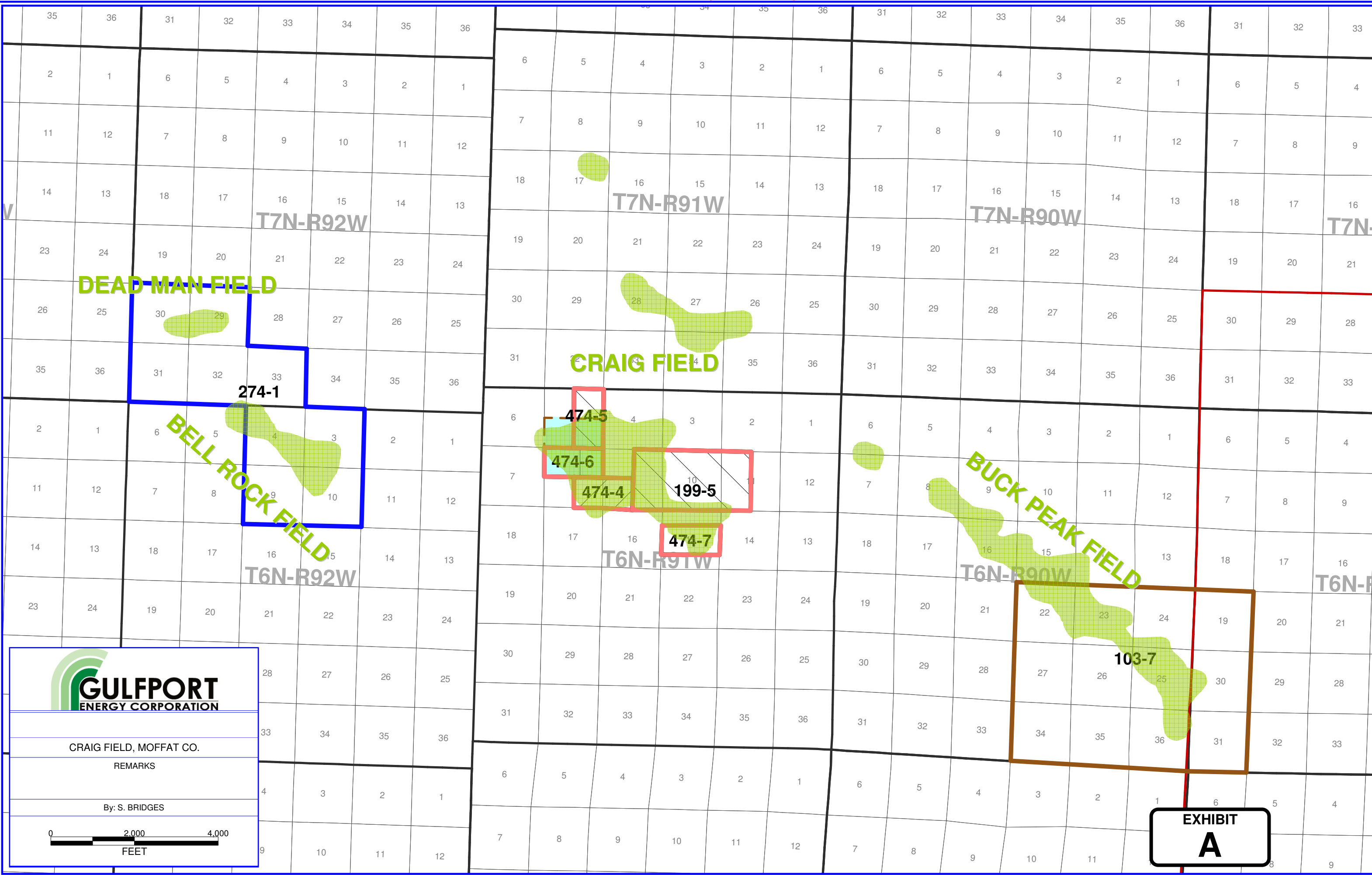


EXHIBIT
A