

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 FURTHER POOLING NON-)
CONSENTING INTERESTS IN THE)
NIOBRARA FORMATION IN CERTAIN)
LANDS IN AND NEAR THE CRAIG FIELD,)
MOFFAT COUNTY, COLORADO)
)

CAUSE NO. _____

DOCKET NO. _____

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 amending and supplementing Order No. 199-5 entered on August 12, 2011, for the sole purpose of pooling newly identified and discovered owners of mineral interests in a previously pooled drilling and spacing unit consisting of the E½ of Section 9 and W½ of Section 10, Township 6 North, Range 91 West, 6th P.M., Moffat County, Colorado, in which the Ellgen #11-10-1 Well has now been drilled and begun producing.

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 9: E½
Section 10: W½

(the "Application Lands"). The Applicant operates the Ellgen #11-10-1 Well on the Application Lands. A reference map identifying the Application Lands is attached as Exhibit A.

3. The Commission entered Order No. 199-5 on August 12, 2011. A copy of Order No. 199-5 is attached as Exhibit B.

4. Order 199-5 established the Application Lands as a separate approximately 640-acre drilling and spacing unit into which up to two vertical, highly deviated or horizontal wells might be drilled for the production of oil, gas and other associated hydrocarbons from the Niobrara Formation. Order No. 199-5 also pooled "all nonconsenting interests" in the Application Lands "for the development and operation of the Niobrara Formation, retroactive to the earliest date costs were incurred in connection with the initial well within each drilling and spacing unit proposed in the Application, as provided in § 34-60-116, C.R.S., or the date of this Application, whichever is earlier."

5. The Applicant also was the mineral interest owner who filed the application asking the Commission to enter Order No. 199-5. Applicant Gulfport's prior application was Docket No. 1108-SP-102.

6. In paragraph 10 of the application filed in Docket No. 1108-SP-102, the Applicant gave notice that it had or would be submitting requests for permits and approvals to this Commission authorizing it to drill the Ellgen #11-10-1 Well as the initial well within the proposed drilling and spacing unit consisting of the Application Lands. The Commission thereafter issued all permits and approvals necessary for the Applicant to drill the Ellgen #11-10-1 Well on the Application Lands.

7. The Applicant spud the Ellgen #11-10-1 Well in 2011 and began producing oil, gas and other hydrocarbons from it earlier this year as the initial well within the drilling and spacing unit consisting of the Application Lands as ordered in Order No. 199-5.

8. Within seven days of the filing of this Application, the Applicant will file a list of all interested parties as defined in Commission Rules marked as Exhibit C and a Certificate of Service attesting to the service by first class mail postage prepaid of a copy of this Verified Application and all exhibits thereto to each interested party listed in Exhibit C as provided in Commission Rules.

Amended and Supplemental Involuntary Pooling Request

9. As noted above, in Order 199-5 this Commission did order the involuntarily pooling of all interests not voluntarily pooled for the development of the Niobrara Formation within the Application Lands according to the terms set out in § 34-60-116, C.R.S. and COGCC Rule 530. The papers filed by the Applicant in connection with action with Docket No. 1108-SP-102 correctly identified many of the owners of mineral interests in the Application Lands and the effect of Order No. 199-5 was to pool these interests as provided by law.

10. After the spudding of the Ellgen #11-10-1 Well, the Applicant identified and discovered additional owners of mineral interests in the drilling and spacing unit consisting of the Application Lands. These newly identified and discovered owners were not identified in papers filed by the Applicant in connection with Docket No. 1108-SP-102.

11. The Applicant has made reasonable efforts to locate and reach agreement on an oil and gas lease or other agreement with each of these newly identified and discovered interest owners in the Application Lands as provided in § 34-60-116, C.R.S. and COGCC Rule 530. The Applicant now anticipates that it may not be able to reach agreement with all of these newly identified and discovered owners.

12. 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. and COGCC Rule 530.

13. The Applicant asks that the Commission issue an order amending and supplementing Order 199-5 in order to clarify that its terms apply to all of those owners listed in papers filed in connection with Docket No. 1108-SP-102 as well as all of those subsequently

discovered and identified owners of interests to be identified in Exhibit C and other filings in connection with this Application.

14. The amended and supplemented order, like Order No. 199-5, should order the involuntary pooling of all non-consenting mineral or working interest owners in the Application Lands retroactive to the earliest date costs were incurred in connection with the Ellgen #11-10-1 Well.

15. Moreover, the Commission's order should be made applicable to all subsequent wells drilled in the Application Lands.

16. Entry of such an order will promote the prevention of waste, the protection of correlative rights and the efficient and effective drainage of oil, gas and associated hydrocarbons from the Niobrara Formation underlying the Application Lands.

Conclusion and Request for Relief

17. Applicant respectfully requests that this matter be set for hearing on November 15, 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 September 17, 2012.

BJORK LINDLEY LITTLE PC

By: 

David R. Little #18340
Bjork Lindley Little PC
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Applicant's Contact Information:

Gulfport Energy Corporation
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Oklahoma City, OK 73134

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 FURTHER POOLING NON-)
CONSENTING INTERESTS IN THE)
NIOBRARA FORMATION IN CERTAIN)
LANDS IN AND NEAR THE CRAIG FIELD,)
MOFFAT COUNTY, COLORADO)
)

CAUSE NO. _____

DOCKET NO. _____

VERIFICATION

STATE OF OKLAHOMA)
) ss.
COUNTY OF OKLAHOMA)

I, Candace Robinson, am employed as Senior Landman for the Applicant, Gulfport Energy Corporation. I have read the foregoing 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: Candace Robinson

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

Subscribed and sworn to before me this 17th day of September, 2012.

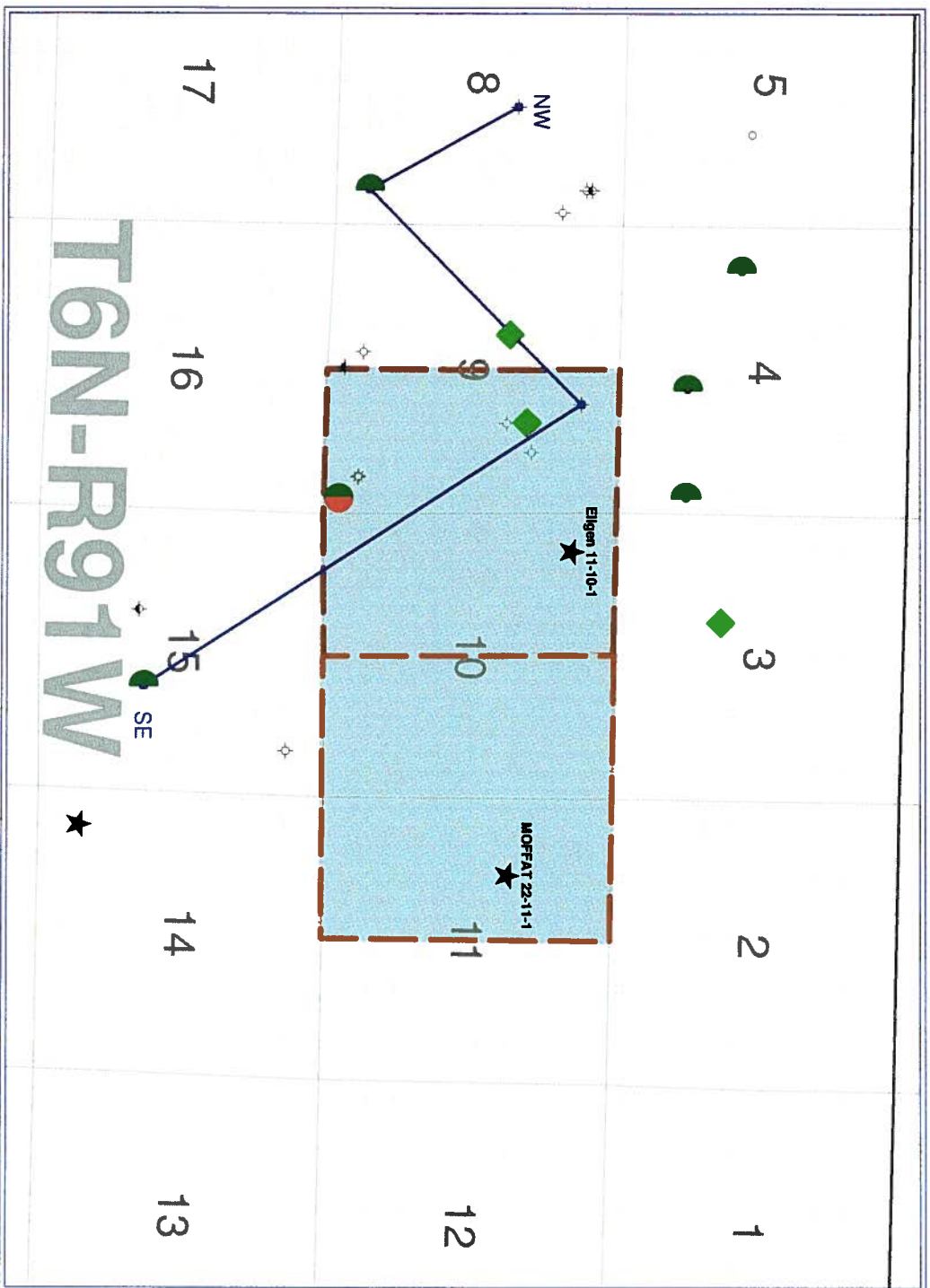
Witness my hand and official seal.

My commission expires: 01/24/15, 2012.

[SEAL]



Janet G. Small
Notary Public



PRODUCTION	
	NIOBRARA FM.
	FRONTIER FM.
	WILLIAMS FORK FM.

★ PROPOSED WELL
 — LINE OF X-SECTION

LOCATION MAP

GULFPORT
ENERGY CORPORATION

CRAIG FIELD, MOFFAT CO.

0 2,000 4,000
FEET



Blumberg No. 5208
EXHIBIT
A p. 2

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

IN THE MATTER OF THE PROMULGATION AND)	CAUSE NO. 199
ESTABLISHMENT OF FIELD RULES TO GOVERN)	
OPERATIONS IN THE CRAIG FIELD, MOFFAT)	ORDER NO. 199-5
COUNTY, COLORADO)	

REPORT OF COMMISSION

This cause came on for hearing before the Commission on August 8, 2011, in Suite 801, The Chancery Building, 1120 Lincoln Street, Denver, Colorado, for an order to: (1) establish two approximate 640-acre drilling and spacing units for certain lands located in Sections 9, 10, and 11, Township 6 North, Range 91 West, 6th P.M., and approve up to two vertical, highly deviated or horizontal wells within each unit, for the production of oil, gas and associated hydrocarbons from the Niobrara Formation; and (2) pool all nonconsenting interests for the proposed drilling and spacing units, for the development and operation of the Niobrara Formation.

FINDINGS

The Commission finds as follows:

1. Gulfport Energy Corporation ("Gulfport" or "Applicant"), as applicant herein, is an interested party in the subject matter of the above-referenced hearing.
2. Due notice of the time, place and purpose of the hearing has been given in all respects as required by law.
3. The Commission has jurisdiction over the subject matter embraced in said Notice, and of the parties interested therein, and jurisdiction to promulgate the hereinafter prescribed order pursuant to the Oil and Gas Conservation Act.
4. Rule 318.a. of the Rules and Regulations of the Oil and Gas Conservation Commission requires that wells drilled in excess of 2,500 feet in depth be located not less than 600 feet from any lease line, and located not less than 1,200 feet from any other producible or drilling oil or gas well when drilling to the same common source of supply. This Rule applies to certain lands located in Sections 9, 10 and 11, Township 6 North, Range 91 West, 6th P.M., for the production of oil, gas and associated hydrocarbons from the Niobrara Formation.
5. On June 9, 2011, Gulfport, by its attorney, filed with the Commission a verified application (the "Application") for an order to: (1) establish two approximate 640-acre drilling and spacing units for the below-listed lands (the "Application Lands"), and approve up to two vertical, highly deviated or horizontal wells within each unit, for the production of oil, gas and associated hydrocarbons from the Niobrara Formation, with no setback requirements as to any interior quarter section line, with the treated interval of the wellbore for the permitted wells to be no closer than 660 feet from the unit boundaries, without exception being granted by the Director; and (2) pool all nonconsenting interests for the proposed approximate 640-acre drilling and spacing units listed below, for the development and operation of the Niobrara Formation, retroactive to the earliest date costs were incurred in connection with the initial well within each drilling and spacing unit proposed in the Application, as provided in §34-60-116, C.R.S., or the date of the Application, whichever is earlier:

Drilling and Spacing Unit #1

Township 6 North, Range 91 West, 6th P.M.
Section 9: E½
Section 10: W½

Drilling and Spacing Unit #2

Township 6 North, Range 91 West, 6th P.M.
Section 10: E½
Section 11: W½

6. On July 26, 2011, Gulfport, by its attorney, filed with the Commission a written



request to approve the Application based on the merits of the verified Application and the supporting exhibits. Sworn written testimony and exhibits were submitted in support of the Application.

7. Land testimony and exhibits submitted in support of the Application by Jay Thomas, Director of Business Development for Gulfport, showed that Gulfport is the lessee of mineral interests in the lands identified in the Application and has the legal right to drill wells in these lands.

8. Geologic testimony and exhibits submitted in support of the Application by Steve Bridges, Consulting Geologist for Gulfport, demonstrated that the Niobrara Formation is present below the Application lands with a thickness range of just less than 220 feet to just over 280 feet. Oil may be economically extracted from this reservoir from those calcareous rich intervals which are more brittle, and have a greater ability to fracture, than the overlying and underlying shales. Natural fractures within these brittle calcareous intervals are the predominant reservoir target within the Niobrara Formation in this area.

9. Engineering testimony and exhibits submitted in support of the Application by Steve Baldwin, Senior Reservoir Engineer for Gulfport, demonstrated that the success of a vertical well in the Application lands depends on its drilling to, encountering and completion into naturally fractured intervals. A horizontal or highly deviated lateral increases the chance and frequency of encountering these fractured intervals. It can be economic to drill both vertical and highly deviated or horizontal wells within the units and according to the field rules described in the Application of the Niobrara in the Craig Dome Area.

10. Testimony and exhibits demonstrated that the establishment of the proposed units and the proposed field rules, which include optional rights to pursue horizontal laterals and to drill an additional option well, will best promote efficient drainage of the lands identified in the verified application and also protect correlative rights and prevent waste. The proposed field rules will permit the operator to locate and produce from the reservoir's most productive areas but not drain lands outside of the proposed units. Units of 640 acres in these locations will vest the operator with the discretion to produce as much oil and gas as possible and also equitably permit all owners in these lands to share production and the associated costs of production.

11. The Application was reviewed by the Colorado Department of Public Health and Environment ("CDPHE") pursuant to consultation provisions of Rule 306.d. In a letter dated July 29, 2011, the CDPHE Oil & Gas Coordinator indicated that CDPHE does not believe any additional conditions of approval are necessary for approving the Application.

12. Gulfport agreed to be bound by oral order of the Commission.

13. Based on the facts stated in the verified Application, having received no protests, and based on the Hearing Officer review of the Application under Rule 511., the Commission should enter an order: (1) establishing two approximate 640-acre drilling and spacing units for the Application Lands located in Sections 9, 10, and 11, Township 6 North, Range 91 West, 6th P.M., and approve up to two vertical, highly deviated or horizontal wells within each unit, for the production of oil, gas and associated hydrocarbons from the Niobrara Formation; and (2) pooling all nonconsenting interests for the proposed drilling and spacing units for the Application Lands, for the production of oil, gas and associated hydrocarbons from the Niobrara Formation.

ORDER

NOW, THEREFORE IT IS ORDERED, that two approximate 640-acre drilling and spacing units are hereby established for the below-listed lands, and up to two vertical, highly deviated or horizontal wells within each unit are approved, for the production of oil, gas and associated hydrocarbons from the Niobrara Formation, with no setback requirements as to any interior quarter section line, with the treated interval of the wellbore for the permitted wells to be no closer than 660 feet from the unit boundaries, without exception being granted by the Director:

Drilling and Spacing Unit #1

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

Section 9: E½

Section 10: W½

Drilling and Spacing Unit #2

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

Section 10: E½

Section 11: W½

IT IS FURTHER ORDERED, that:

1. Pursuant to the provisions of §34-60-116, C.R.S., as amended, of the Oil and Gas Conservation Act, all nonconsenting interests for the proposed approximate 640-acre drilling and spacing units listed below, for the development and operation of the Niobrara Formation, retroactive to the earliest date costs were incurred in connection with the initial well within each drilling and spacing unit proposed in the Application, as provided in §34-60-116, C.R.S., or the date of the Application, whichever is earlier:

Drilling and Spacing Unit #1

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

Section 9: E½

Section 10: W½

Drilling and Spacing Unit #2

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

Section 10: E½

Section 11: W½

2. The production obtained from the drilling and spacing unit shall be allocated to each owner in the unit on the basis of the proportion that the number of acres in such tract bears to the total number of mineral acres within the drilling and spacing unit; each owner of an interest in the drilling and spacing unit shall be entitled to receive its share of the production of the Well located on the drilling and spacing unit applicable to its interest in the drilling and spacing unit.

3. The nonconsenting leased (working interest) owners must reimburse the consenting working interest owners for their share of the costs and risks of drilling and operating the Well (including penalties as provided by §34-60-116(7)(b), C.R.S.) out of production from the drilling and spacing unit representing the cost-bearing interests of the nonconsenting working interest owners as provided by §34-60-116(7)(a), C.R.S.

4. Any unleased owners are hereby deemed to have elected not to participate and shall therefore be deemed to be nonconsenting as to the Well and be subject to the penalties as provided for by §34-60-116 (7), C.R.S.

5. Each nonconsenting unleased owner within the drilling and spacing unit shall be treated as the owner of the landowner's royalty to the extent of 12.5% of its record title interest, whatever that interest may be, until such time as the consenting owners recover, only out of each nonconsenting owner's proportionate 87.5% share of production, the costs specified in §34-60-116(7)(b), C.R.S. as amended. After recovery of such costs, each unleased nonconsenting mineral owner shall then own its proportionate 8/8ths share of the Well, surface facilities and production, and then be liable for its proportionate share of further costs incurred in connection with the Well as if it had originally agreed to the drilling.

6. The operator of the well drilled on the above-described drilling and spacing unit shall furnish the nonconsenting owners with a monthly statement of all costs incurred, together with the quantity of oil and gas produced, and the amount of proceeds realized from the sale of production during the preceding month.

7. Nothing in this order is intended to conflict with §34-60-116, C.R.S., as amended. Any conflict that may arise shall be resolved in favor of the statute.

IT IS FURTHER ORDERED, that the provisions contained in the above order shall become effective immediately.

IT IS FURTHER ORDERED, that the Commission expressly reserves its right, after notice and hearing, to alter, amend or repeal any and/or all of the above orders.

IT IS FURTHER ORDERED, that under the State Administrative Procedure Act the Commission considers this Order to be final agency action for purposes of judicial review within 30 days after the date this Order is mailed by the Commission.

IT IS FURTHER ORDERED, that an application for reconsideration by the Commission of this Order is not required prior to the filing for judicial review.

ENTERED this 12th day of August, 2011, as of August 8, 2011.

OIL AND GAS CONSERVATION COMMISSION
OF THE STATE OF COLORADO

By


Robert A. Willis, Acting Secretary

Dated at Suite 801
1120 Lincoln Street
Denver, Colorado 80203
August 12, 2011

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 FURTHER POOLING NON-)
CONSENTING INTERESTS IN THE)
NIOBRARA FORMATION IN)
CERTAIN LANDS IN AND NEAR)
THE CRAIG FIELD, MOFFAT)
COUNTY, COLORADO

CAUSE No. _____
DOCKET No. _____

**AFFIDAVIT OF MAILING AND CERTIFICATE OF SERVICE OF VERIFIED
APPLICATION**

Being first sworn upon her oath, Linda Van der Veer states and declares
as follows:

1. I work for Bjork Lindley Little PC, as a paralegal. Bjork Lindley Little
PC is the attorney for the applicant, Gulfport Energy Corporation.

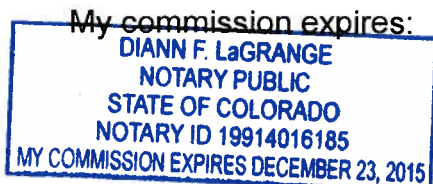
2. I hereby certify that on September 21, 2012, a true and correct
copy of the Application filed with the COGCC on September 17, 2012, was
placed in the United States Mail, postage prepaid, and addressed to each of the
parties listed on the attached Exhibit C.


Linda Van der Veer

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

Subscribed and sworn to before me by Linda Van der Veer this 24th day
of September, 2012.

Witness my hand and official seal.





Notary Public

Exhibit C

List of Persons Entitled to Receive
Notice of Application

Applicant

(Application filed on September 17, 2012)

Gulfport Energy Corporation
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Applicant's Attorney

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Jerri Eddings, Trustee
Jerri Eddings Revocable Living Trust
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Louise Ficht
c/o Filosa & Filosa
Estate of JC Groce
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Craig, CO 81625

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Museum of Northwest Colorado
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Debra Patricia Frazier
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Colorado Department of Transportation
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