

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

IN THE MATTER OF THE **AMENDED**)
APPLICATION OF WHITING OIL AND GAS)
CORPORATION FOR AN ORDER ALLOWING)
ADDITIONAL WELLS IN EXISTING 960-ACRE)
AND 640-ACRE DRILLING AND SPACING)
UNITS APPLICABLE TO THE DRILLING AND)
PRODUCING OF WELLS FROM THE)
NIOBRARA FORMATION COVERING CERTAIN)
LANDS IN TOWNSHIP 10 NORTH, RANGE 57)
WEST, AND TOWNSHIP 10 NORTH, RANGE 58)
WEST, WELD COUNTY, COLORADO.)

Cause No. 535

Docket No. _____

AMENDED APPLICATION

Whiting Oil and Gas Corporation ("Applicant"), 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") for an order allowing additional wells in each of the existing 960-acre and 640-acre drilling and spacing units described in this **AMENDED** Application applicable to the drilling of wells and producing of oil and gas from the Niobrara Formation covering certain lands in Weld County, Colorado. In support of its **AMENDED** Application, Applicant states as follows:

1. Applicant owns leasehold interests in the following lands ("**AMENDED** Application Lands"):

Township 10 North, Range 57 West, 6th P.M.

Section 6: All (consisting of Lots 1, 2, 3, 4, 5, 6, 7, S $\frac{1}{2}$ NE $\frac{1}{4}$, SW $\frac{1}{4}$ NW $\frac{1}{4}$, E $\frac{1}{2}$ SW $\frac{1}{4}$, SE $\frac{1}{4}$)

Section 7: N $\frac{1}{2}$ (consisting of Lots 1, 2, E $\frac{1}{2}$ NW $\frac{1}{4}$, NE $\frac{1}{4}$)

Township 10 North, Range 57 West, 6th P.M.

Section 7: S $\frac{1}{2}$ (consisting of Lots 3, 4, E $\frac{1}{2}$ SW $\frac{1}{4}$, SE $\frac{1}{4}$)

Section 18: All (consisting of Lots 1, 2, 3, 4, E $\frac{1}{2}$ W $\frac{1}{2}$, E $\frac{1}{2}$)

Township 10 North, Range 57 West, 6th P.M.

Section 19: All (consisting of Lots 1, 2, 3, 4, E $\frac{1}{2}$ W $\frac{1}{2}$, E $\frac{1}{2}$)

Section 30: N $\frac{1}{2}$ (consisting of Lots 1, 2, E $\frac{1}{2}$ NW $\frac{1}{4}$, NE $\frac{1}{4}$)

Township 10 North, Range 57 West, 6th P.M.

Section 8: S $\frac{1}{2}$

Section 17: All

Township 10 North, Range 57 West, 6th P.M.

Section 16: All

Township 10 North, Range 57 West, 6th P.M.

Section 20: All

Section 29: N $\frac{1}{2}$

Township 10 North, Range 57 West, 6th P.M.

Section 29: S $\frac{1}{2}$

Section 32: All

Township 10 North, Range 58 West, 6th P.M.

Section 1: All (consisting of Lots 1, 2, 3, 4, S $\frac{1}{2}$ N $\frac{1}{2}$, S $\frac{1}{2}$)

Section 12: N $\frac{1}{2}$

Township 10 North, Range 58 West, 6th P.M.
Section 2: All (consisting of Lots 1, 2, 3, 4, S½ N½, S½)
Section 11: N½

Township 10 North, Range 58 West, 6th P.M.
Section 11: S½
Section 14: All

Township 10 North, Range 58 West, 6th P.M.
Section 20: All
Section 29: N½

Township 10 North, Range 58 West, 6th P.M.
Section 21: All
Section 28: N½

Township 10 North, Range 58 West, 6th P.M.
Section 22: All
Section 27: N½

Township 10 North, Range 58 West, 6th P.M.
Section 23: All
Section 26: N½

Township 10 North, Range 58 West, 6th P.M.
Section 24: All

Township 10 North, Range 58 West, 6th P.M.
Section 25: All

Township 10 North, Range 58 West, 6th P.M.
Section 26: S½
Section 35: All

Township 10 North, Range 58 West, 6th P.M.
Section 27: S½
Section 34: All

Township 10 North, Range 58 West, 6th P.M.
Section 28: S½
Section 33: All

Township 10 North, Range 58 West, 6th P.M.
Section 29: S½
Section 32: All

Township 10 North, Range 58 West, 6th P.M.
Section 30: S½ (consisting of Lots 3, 4, E½ SW¼, SE¼)
Section 31: All (consisting of Lots 1, 2, 3, 4, E½ W½, E½)

A reference map of the Application Lands is attached hereto.

2. An application for an order in **DOCKET** 1303-SP-46 establishing an approximate 960 acre drilling and spacing unit and allowing up to four horizontal wells within each unit for production of oil, gas and associated hydrocarbons from the Niobrara formation, with the treated interval of the wellbore to be no closer than 600 feet from the unit boundaries, without exception, was filed on January 24, 2013, for the following portion of the Application Lands:

Township 10 North, Range 57 West, 6th P.M.
Section 9: S½
Section 16: All

ON MARCH 22, 2013 APPLICANT FILED AN AMENDED APPLICATION WITHDRAWING SECTION 9, TOWNSHIP 10 NORTH, RANGE 57 WEST, 6TH P.M. FROM DOCKET 1303-SP-46. ON MARCH 25, 2013 THE COMMISSION ISSUED ORDER NO. 535-298 WHICH ESTABLISHED ONE APPROXIMATE 640-ACRE DRILLING AND SPACING UNIT COVERING SECTION 16, TOWNSHIP 10 NORTH, RANGE 57 WEST, 6TH P.M., FOR THE PRODUCTION OF OIL, GAS AND ASSOCIATED HYDROCARBONS FROM THE NIOBRARA FORMATION, WITH THE TREATED INTERVAL OF THE WELLBORE TO BE LOCATED NO CLOSER THAN 600 FEET FROM THE UNIT BOUNDARIES, AND NO CLOSER THAN 150 FEET FROM THE TREATED INTERVAL OF ANY OTHER WELLBORE LOCATED IN THE UNIT, WITHOUT EXCEPTION BEING GRANTED BY THE DIRECTOR.

The following portion of the Application Lands are subject to Commission Orders 535-3 and 535-180 establishing approximate 640-acre drilling and spacing units and allowing up to four horizontal wells within each unit for production of oil, gas and associated hydrocarbons from the Niobrara formation, with the surface location of the permitted well to be located anywhere within the proposed unit and the treated interval of the wellbore to be no closer than 600 feet from the unit boundaries, without exception being granted by the Director.

Township 10 North, Range 58 West, 6th P.M.
Section 24: All

Township 10 North, Range 58 West, 6th P.M.
Section 25: All

The remaining portion of the Application Lands are subject to Commission Orders 535-60, 535-150, 535-178, 535-179 and 535-204 establishing approximate 960-acre drilling and spacing units and allowing up to four horizontal wells within each unit for production of oil, gas and associated hydrocarbons from the Niobrara formation, with the surface location of the permitted well to be located anywhere within the proposed unit and the treated interval of the wellbore to be no closer than 600 feet from the unit boundaries, without exception being granted by the Director.

3. On January 24, 2013 an application was filed for an order in **DOCKET 1303-AW-17** allowing up to eight horizontal wells within each unit for production of oil, gas and associated hydrocarbons from the Niobrara formation, and to allow the treated interval of the wellbore to be no closer than 200 feet from the treated interval of any other wellbore producing from the Niobrara formation, and no closer than 100 feet from a unit boundary unless such boundary abuts or corners lands for which the Commission has not at the time of the drilling permit application granted the right to locate the treated interval of the wellbore no closer than 100 feet from a unit boundary. If the Commission has not at the time of the drilling permit application granted to the owners of the adjacent or cornering lands the right to locate the treated interval of the wellbore no closer than 100 feet from a unit boundary, then the treated interval of the wellbore shall be located no closer than the distance permitted in the adjacent or cornering lands, without exception being granted by the Director. **ON MARCH 25, 2013, THE COMMISSION ISSUED ORDER NO. 535-296 APPROVING UP TO EIGHT WELLS WITHIN EACH OF THE 21 APPROXIMATE 640 AND 960-ACRE SPACING UNITS COVERING THE AMENDED APPLICATION LANDS FOR THE PRODUCTION OF OIL, GAS AND ASSOCIATED HYDROCARBONS FROM THE NIOBRARA FORMATION WITH THE TREATED INTERVAL OF THE WELLBORE NO CLOSER THAN 200 FEET FROM THE TREATED INTERVAL OF ANY OTHER WELLBORE PRODUCING FROM THE NIOBRARA FORMATION, AND NO CLOSER THAN 100 FEET FROM A UNIT BOUNDARY UNLESS SUCH BOUNDARY ABUTS OR CORNERS LANDS FOR WHICH THE COMMISSION HAS NOT AT THE TIME OF THE DRILLING PERMIT APPLICATION GRANTED THE RIGHT TO LOCATE THE TREATED INTERVAL OF THE WELLBORE NO CLOSER THEN 100 FEET FROM A UNIT BOUNDARY, WITHOUT EXCEPTION BEING GRANTED BY THE DIRECTOR.**

4. The Niobrara Formation in the area of the **AMENDED** Application Lands is defined as the stratigraphic equivalent of the interval between 5,777' (top of the Niobrara) and 6,101' (base of the Niobrara) as found in the Walker #3 Well located in Section 31, Township 10 North, Range 58 West, 6th P.M., Weld County, Colorado. The Niobrara Formation is a common source of supply under the Application Lands.

5. Applicant has drilled, tested and completed wells in the Niobrara Formation on the Application Lands and on lands in close proximity to the Application Lands.

6. Applicant has determined through drilling operations and other geological and engineering analyses that to promote efficient drainage within the Niobrara Formation of the **AMENDED** Application Lands, and to avoid waste, the Commission should allow up to sixteen wells per 960-acre spacing unit within the **AMENDED** Application Lands for production of oil, gas and associated hydrocarbons from the Niobrara formation.

7. Applicant requests that a total of up to sixteen horizontal wells be authorized for production of oil, gas and associated hydrocarbons from the Niobrara formation in the **AMENDED** Application Lands with the surface location to be located at a legal location in the above described drilling and spacing units or on adjacent lands. Applicant further requests that the treated interval of each wellbore be no closer than 200 feet from the treated interval of any other wellbore producing from the Niobrara formation, and no closer than 100 feet from a unit boundary unless such boundary abuts or corners lands for which the Commission has not at the time of the drilling permit application granted the right to locate the treated interval of the wellbore no closer than 100 feet from a unit boundary. If the Commission has not at the time of the drilling permit application granted to the owners of the adjacent or cornering lands the right to locate the treated interval of the wellbore no closer than 100 feet from a unit boundary, then the treated interval of the wellbore shall be located no closer than the distance permitted in the adjacent or cornering lands, without exception being granted by the Director.

8. The above-proposed drilling and spacing units will allow efficient drainage of the Niobrara Formation, will prevent waste, will not adversely affect correlative rights and will assure the greatest ultimate recovery of gas and associated hydrocarbon substances from the Niobrara Formation. The proposed drilling and spacing units are not smaller than the maximum area that can be economically and efficiently drained by the proposed wells in such drilling and spacing unit. Applicant further maintains that a well drilled in the above-proposed drilling and spacing units will have no adverse effect on correlative rights of adjacent owners.

9. The names and addresses of the interested parties according to the information and belief of the Applicant are set forth in Exhibit A attached hereto and made a part hereof, and the undersigned certifies that copies of this Application shall be served on each interested party within seven days after filing of the original application as required by Rules 503.e, 507.b.1 and 507.b.5.

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 consistent with Applicant's proposals as set forth above.

Dated this 3rd day of **APRIL**, 2013.

Respectfully submitted,

WELBORN SULLIVAN MECK & TOOLEY, P.C.

By: Chelsey J. Russell
Stephen J. Sullivan
Chelsey J. Russell
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: Scott McDaniel, Regional Land Manager
Phone: 303-390-4261

VERIFICATION

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

Scott McDaniel, Regional Landman with Whiting Oil and Gas Corporation, upon oath deposes and says that he has read the foregoing Amended Application and that the statements contained therein are true to the best of his knowledge, information and belief.

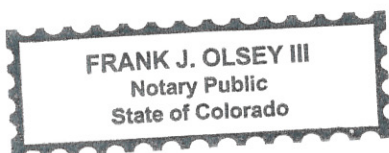
WHITING OIL AND GAS CORPORATION



Scott McDaniel, Regional Landman

Subscribed and sworn to before me this 2nd day of April, 2013 by Scott McDaniel, Regional Landman for Whiting Oil and Gas Corporation.

Witness my hand and official seal.



Frank Olson

Notary Public

My Commission Expires: 8-31-2014

EXHIBIT A

INTERESTED PARTIES

Mr. David Bauer
Weld County
1111 H Street
Greeley, CO 80632

USA
BLM Colorado State Office
2850 Youngfield Street
Lakewood, Colorado 80215-7093

HRM Resources LLC
410 – Seventeenth Street, Suite 1200
Denver, CO 80202

Noble Energy
100 Glenborough Drive, Ste. 100
Houston, TX. 77067

Estate of Adeline I. Ryden
c/o Valera Graham
3491 Mining Brook Road
Placerville, CA 95667

GFL & Associates, LLC
19751 East Main Street, Suite 334
Parker, CO 80138

Estate of Armada Keefauver
c/o Suzanne Basile
1148 Rosewood Ave.
San Carlos, CA 94070-4808

W. K. Rogers, LLC,
a Limited Partnership
C/O Warren K. Rogers
1371 Seagull Drive South
St. Petersburg, FL 33707

Charter Royalty 96, LTD
PO Box 2865
Midland, TX 79702

Gloria J. Rasmussen
1915 E Evergreen Boulevard
Vancouver, WA 98661

Penny Hammac
4707 NW Lavina Street
Vancouver, WA 98663

Grady Hubbard
3440 W 66 Ave.
Denver, CO 80221

**William W. Hubbard
7667 Silverwood Ct.
Lakewood Ranch, FL 34202-7922**

Mary M. Stewart
40 Eastview Dr
Hollister CA 95023-5501

Robert M. Allan and
Bonnie J. Allan, joint tenants
386 Phoebus Drive
Florissant, CO 80816

Paul Davis, LTD, a Texas Limited Partnership
P.O. Box 871
Midland, TX 79702

Continental Royalties
Box 1585
Amarillo, TX 79105-1585

Gene F. Lang & Co.
19751 East Mainstreet, Suite 334
Parker, CO 80138

Kerr McGee Rocky Mountain Corporation
1099 Eighteenth Street, Suite 1800
Denver, CO 80202

Infinity Oil & Gas, Inc.
730 17th Street, Suite 250
Denver, CO 80202

Antelope Energy Company, LLC
P.O. Box 577
Kimball, NE 69145

Encore Trust and Marion Seward Rubey Co-Trustees of the Marian Seward Rubey Trust
under the will of William B. Rubey
Nine Greenway Plaza, Suite 1000
Houston, Texas 77056

Encore Trust and Robert Neal Rubey Co-Trustees of the Robert Neal Rubey Rubey Trust
under the will of William B. Rubey
Nine Greenway Plaza, Suite 1000
Houston, Texas 77056

Hunter Baar
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Aspen CO 81612-7419

Penn Royalty Company
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Oklahoma City, OK 73102

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c/o Marie Ellinghausen
1512 S. Denver, Ave.
Tulsa, OK 74119

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Loveland, CO 80537-9777

Michael Moose Watson and Katrina A. Watson
924 County Road 174

Cotter, AR 72626

Hattie Hammer
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Duncanville, TX 75137-4511

Robert B. Lockwood
27 Norris Street
Garnerville, NY 10923-120

Hyman I. Fischbach
301 W. 108th Street
New York, NY 10025

Estate of Emma M. Griggs, deceased
c/o Susan G. Young, Administrator
109 South Fulton Avenue,
Mt. Vernon, NY 10550-5105

Gail Clifford Hutton
16761 Coral Cay Lane
Huntington Beach, CA 92649

Craig T. Clifford
818 West Riverside Ave #880
Spokane, WA 99201

Melanie Clifford Nedrud, aka,
Melanie P. Nedrud
1217 Lincoln Road
Missoula, MT 59802

SKV, LLC
PO Box 300687
Denver, CO 80218

Pauline Bonnicksen,
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Greeley, CO 80631

Beth Bonnickson
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Boulder, CO 80303-4322

Tucker B. Royall
P.O. Box 202
Palestine, Texas 75802

Bank of America, N.A., Trustee of the
Minnie K. Patton Scholarship Foundation
P. O. Box 830308
Dallas, TX 75283-0308

Michael B. Collins
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Florence, TX 76527-3925

Kerr-McGee Oil & Gas Onshore LP,
A Delaware limited partnership
P.O. Box 1330
Houston, TX. 77251-1330

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La Junta, CO 81050

Ferrell Davis
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Midland, TX 79702

Karen M. Woodward
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Ventura, CA 93002-1581

Heirs or Devisees of L.C. Trull
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Colorado Springs, CO 83909

J.C. Byler
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Wichita, KS 67212-4010

George E. Campbell
1005 Pine Avenue
Rockport, TX 78382-6009

Leona Lundy
P.O. Box 369
Russell, KS 67665-0369

John A. Moore Trust dated June 12, 1979
c/o: Peter Benson, trustee
P.O. Box 30288
Kansas City, MO 64112

Bill Morris
19624 4 Corners Rd
Bunker Hill, KS 67626-9425

Iolene Chastain
292 Firestone Addition Rd
McAlester, OK 74501-9137

Leon Mai
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Parker, CO 80138

Lorraine Mai
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Russell, KS 67665

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Olathe, KS 66061-5072

Duane E. Peterson
405 W. Glen Arbor Rd.
Kansas City, MO 64114

Norman V. King
1903 Austin Way
Clinton, MO 64735

James Wendegatz, Heir of L. G. Wendegatz
5324 Willow Avenue
Raytown, MO 64133-2842

Yvonne Sue Ruley
500 N Pinon St.
Olathe, KS 66061-5925

Phyllis C. Lundmark
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Denver, CO 80218-4025

Evelyn L Stark
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Houston, TX 77253

Carrizo Oil & Gas, Inc.
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Houston, TX 77002

Springfield Oil Company
27619 Brook Drive
Hot Springs, SD 57747

Anadarko E & P Company LP
PO Box 173779
Denver, CO 80217

Cirque Resources LP
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Denver, CO 80202

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Mathilda Fregeau
C/O Maryanne Tebedo
1916 Snyder Ave.
Colorado Springs, CO 80909

Ottis A. Davis, heirs/assigns
c/o Leisure Lounge
17 N. Clinton Street
Albia, Iowa 52531

L&W Ventures, LLC
19751 E. Mainstreet, Suite 339
Parker, CO 80138

Gail Marie Craig
410 10TH Street
Windsor, CO 80550

Crossroads Safehouse, Inc.
P.O. Box 993
Fort Collins, CO 80522

Food Bank for Larimer County
1301 Blue Spruce Drive
Fort Collins, CO 80524

Polly Hilgers
20096 Flint Lane
Morrison, CO 80465

Steven Kent Gorshing
7553 W. Elmhurst Drive
Littleton, CO 80123

Catholic Charities and Community Services of
the Archdiocese of Denver, Inc.
c/o Catholic Charities of Larimer County
460 Linden Center Drive
Fort Collins, CO 80524

Jill Purdy
7348 Hawks Nest Trail
Littleton, CO 80125

Donald Bruce Gorshing
5209 Dreamgarden Loop
Roseville, CA 95747

Robert Keith Fullerton
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Harvest, AL 35749

Paula S. Brown
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Fort Collins, CO 80525

Carrie G. Nickell
c/o Keith Fairbairn
403 Park St
Metaline Falls, WA 99153-0000

ABO Petroleum Corp
105 S. 4th Street
Artesia, NM 88210-2177

MYCO Industries, Inc.
105 S. 4th Street
Artesia, NM 88210-2177

Yates Petroleum Corp.
105 S. 4th Street
Artesia, NM 88210-2177

Kerr McGee Oil & Gas Onshore (USA) LLC
PO Box 173779
Denver, CO 80217

Sterling Energy
1200 17th Street, Suite 2850
Denver, CO 80202

ACME Oil Corp., LLC
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Loveland, CO 80537

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AFFIDAVIT OF MAILING

STATE OF COLORADO §
 §
CITY AND COUNTY OF DENVER §

I, Chelsey J. Russell, 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 April 3rd, 2013, 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.

Chelsey J. Russell
Chelsey J. Russell

Subscribed and sworn to before me April 3rd, 2013.

Witness my hand and official seal.

Melissa S. Morman
Notary Public
My commission expires: 8/29/2013

