

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

IN THE MATTER OF THE APPLICATION OF)
WHITING OIL AND GAS CORPORATION FOR)
AN ORDER POOLING NONCONSENTING)
INTERESTS IN THE NIOBRARA FORMATION)
COVERING CERTAIN LANDS IN SECTION 5)
OF TOWNSHIP 9 NORTH, RANGE 59 WEST,)
6TH P.M., WELD COUNTY, COLORADO.)

Cause No. 535

Docket No. _____

Intake No. 41

APPLICATION

Whiting Oil and Gas Corporation ("Whiting" or "Applicant"), 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" or "COGCC") for an order pooling all interests in the approximate 640-acre drilling and spacing unit in Section 5, Township 9 North, Range 59 West, 6th P.M., Weld County, Colorado for development and production from the Niobrara Formation. In support thereof, the Applicant states as follows:

1. Applicant is a corporation duly authorized to conduct business in the State of Colorado.
2. Applicant owns a leasehold interest in the following lands ("Application Lands"):

Township 9 North, Range 59 West, 6th P.M.
Section 5: All

A reference map of the Application Lands is attached hereto.

3. On September 19, 2011, the Commission issued Order No. 535-75, which established five approximate 640-acre drilling and spacing units with the option to drill up to four horizontal wells within each unit, for the production of oil, gas and associated hydrocarbons from the Niobrara Formation, with the treated interval of the wellbore for the permitted well to be no closer than 600 feet from the unit boundaries, without exception being granted by the Director. The Application Lands are subject to this order.

4. Applicant drilled the Wildhorse #05-0514H Well (API #05-123-35011) spud October 31, 2012, in NW $\frac{1}{4}$ NW $\frac{1}{4}$ of Section 5, Township 9 North, Range 59 West, 6th P.M., Weld County, Colorado with a surface location of 320' FNL and 780' FWL in the NW $\frac{1}{4}$ NW $\frac{1}{4}$ of Section 5, and a bottomhole location of 660' FSL and 655' FWL in the SW $\frac{1}{4}$ SW $\frac{1}{4}$ of Section 5, Township 9 North, Range 59 West, 6th P.M. The above described horizontal well is designed to test and

produce oil, gas and associated hydrocarbons from the Niobrara Formation underlying the Application Lands.

5. Pursuant to the relevant provisions of Section 34-60-116(6) & (7), C.R.S., and COGCC Rule 530, Applicant seeks an order pooling all interests in the Application Lands for the development and operation of the Niobrara Formation.

6. Applicant certifies that, at least 30 days prior to the date of this Application, each interest owner for which an address could be located, and who was not already leased or voluntarily pooled, was provided with the well proposal and information required by Rule 530 and tendered a reasonable offer to lease (if an unleased mineral owner), or to participate and bear costs associated with the drilling and completion of the Wildhorse #05-0514H Well. Applicant further certifies that each such owner did not elect in writing to lease or consent to participate in such well.

7. Applicant requests that the pooling order entered as a result of this Application be made effective retroactive to the date costs specified in Section 34-60-116(7)(b)(II), C.R.S., were first incurred for the drilling of the Wildhorse #05-0514H Well.

8. Applicant further requests that, for any other well authorized under Commission Order No. 535-75, if any owner to whom notice is delivered as provided in Commission Rule 530 does not elect in writing to lease or participate in such well within the 30-day notice period provided by Commission Rule 530, then such owner shall be deemed non-consenting as to the proposed well, but only if the proposed well is commenced within ninety (90) days after the expiration of the 30-day notice period and completed with due diligence, provided, however, said commencement date may be extended upon written notice by the operator to the other parties for reasons of force majeure.

9. If a proposed well is not commenced within ninety (90) days after expiration of the notice period of thirty (30) days (including any extension thereof caused by force majeure) 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 30-day period within which to lease or consent to participate in such well.

10. With respect to any future well drilled in the spacing unit, in order for this pooling order to apply to such well, the operator of the proposed well shall file with the Commission an affidavit stating that the requirements of Commission Rule 530 have been satisfied for such well.

11. 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.

12. 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 interests) are attached hereto and marked Exhibit A. Applicant certifies that copies of this Application will be served on all interested parties to be pooled within seven (7) days of the date hereof, as required by Commission Rule 507.b(2).

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)(b)(II), C.R.S., are first incurred for the drilling of a Niobrara Formation well on the Application Lands, whichever is earlier.

C. 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 authorized 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.

D. Providing that for any other well authorized under Commission Order No. 535-75, if any owner to whom notice is delivered as provided in Commission Rule 530 does not elect in writing to lease or participate in such well within the 30-day notice period provided by Commission Rule 530, then such owner shall be deemed non-consenting as to the proposed well, but only if the proposed well is commenced within ninety (90) days after the expiration of the 30-day notice period and completed with due diligence, provided, however, said commencement date may be extended upon written notice by the operator to the other parties for reasons of force majeure.

E. Providing that, if a proposed well is not commenced within ninety (90) days after expiration of the notice period of thirty (30) days (including any extension thereof caused by force majeure) 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 30-day period within which to lease or consent to participate in such well.

F. Providing that with respect to any future well drilled in the spacing unit, in order for this pooling order to apply to such well, the operator of the proposed well shall file with the Commission an affidavit stating that the requirements of Commission Rule 530 have been satisfied for such well.

G. For such other findings and orders as the Commission may deem proper or advisable in the premises.

Dated this 29th day of August, 2013.

Respectfully submitted,
WELBORN SULLIVAN MECK & TOOLEY, P.C.

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Stephen J. Sullivan
Chelsey J. Russell
Welborn Sullivan Meck & Tooley, P.C.
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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 Application and that the statements contained therein are true to the best of his knowledge, information and belief.

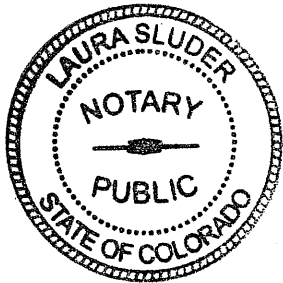
WHITING OIL AND GAS CORPORATION




Scott McDaniel, Regional Landman

Subscribed and sworn to before me this 29 day of August, 2013 by Scott McDaniel, Regional Landman for Whiting Oil and Gas Corporation.

Witness my hand and official seal.

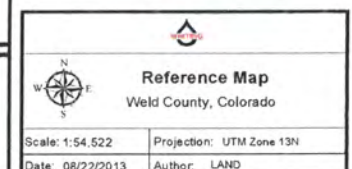
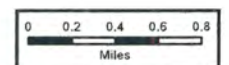
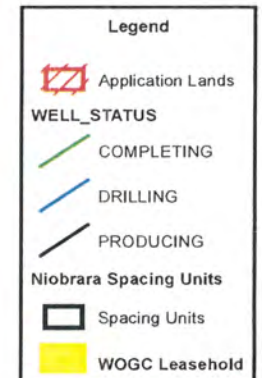
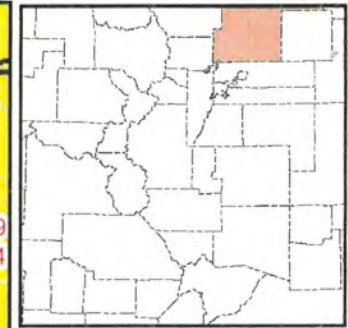
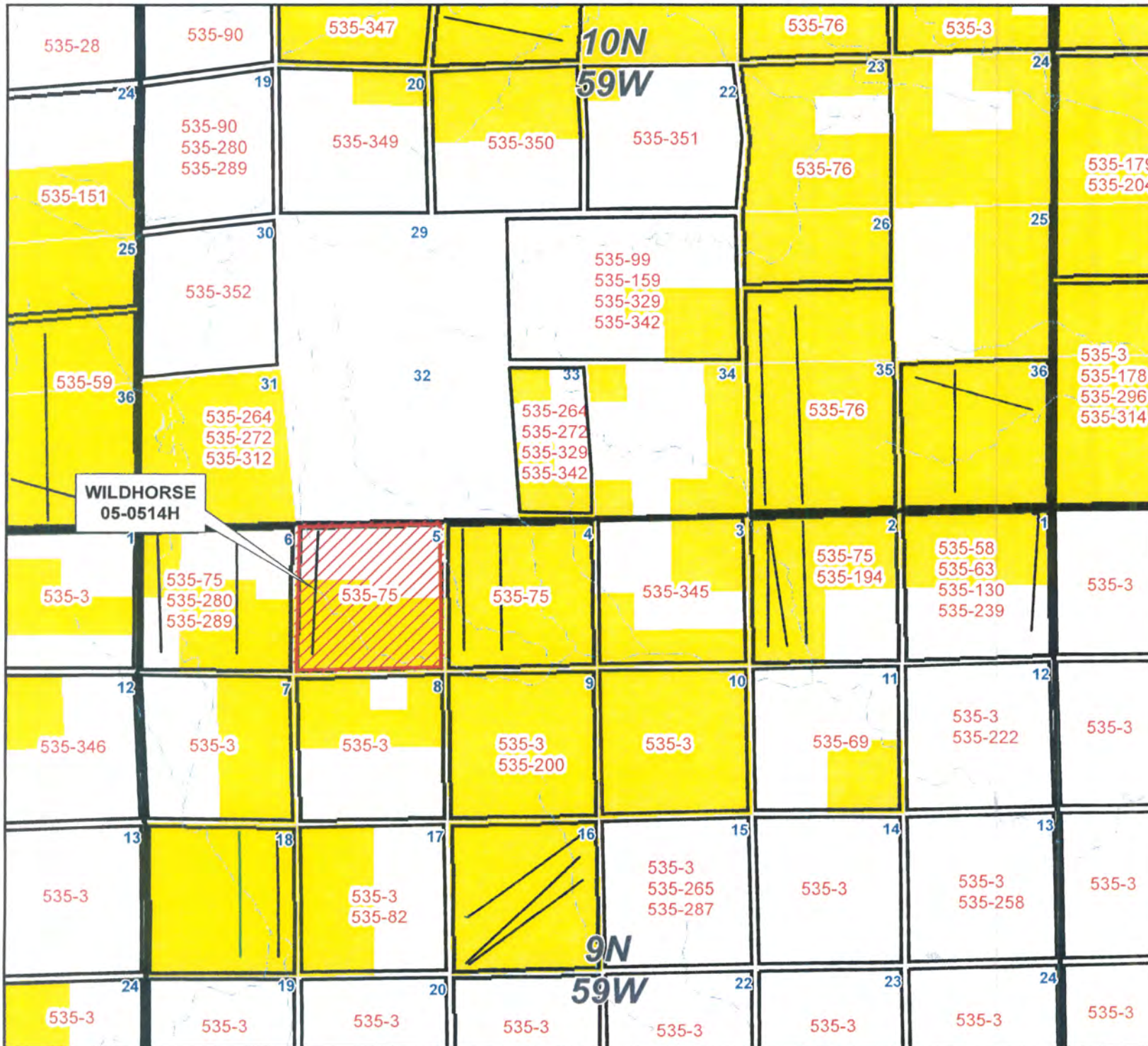




Notary Public
My Commission Expires: 3/10/15

Exhibit A

Whiting Oil and Gas Corporation 1700 Broadway, Suite 2300 Denver, CO 80290-2300	Douglas Andrew Bailey (UMI) Unknown Address
Carrizo Oil & Gas Corporation 500 Dallas St, Suite 2300 Houston, TX 77002	Estate of Don Bailey, deceased (UMI) Unknown Address
Oil India (USA) Inc. 333 Clay Street, Suite 3300 Houston, TX 77002	Christopher Parker Bailey (UMI) Unknown Address
IOCL (USA) Inc. 333 Clay Street, Suite 3300 Houston, TX 77002	Craig Russell Bailey (UMI) Unknown Address
Haimo Oil & Gas LLC 2901 Wilcrest Dr., Suite 285 Houston, TX 77042	Estate of Leslie E. Harnish, Jr., deceased (UMI) Unknown Address
The First National Bank and Trust Company of Wyoming, as Trustee of the Pauline M. Becker Trust Agreement dated January 25, 1967 (UMI) Unknown Address	
The Omaha National Bank, as Trustee of the Edd H. Bailey Trust Agreement dated October 19, 1984 Unknown Address	
Mary L. Bailey (UMI) 3054 Homestead Ave. Cheyenne, WY 82001	
Fred Schmoker (UMI) 640 Kirkwood Drive, R-28 Ft. Collins, CO 80525	
Estate of James Robert Bailey, deceased (UMI) Unknown Address	



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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 September 4, 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 September 4, 2013.

Witness my hand and official seal.



Margaret M. Deas
Notary Public
My commission expires: September 26, 2017