

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 ALLOWING ADDITIONAL WELLS)
IN AN EXISTING 960-ACRE DRILLING AND)
SPACING UNIT APPLICABLE TO THE)
DRILLING AND PRODUCING OF WELLS FROM)
THE NIOBRARA AND CODELL FORMATIONS)
COVERING CERTAIN LANDS IN TOWNSHIP 10)
NORTH, RANGE 58 WEST, 6TH P.M., WELD)
COUNTY, COLORADO.)

Cause No. 535

Docket No. _____

Intake No. _____

APPLICATION

Whiting Oil and Gas Corporation ("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") for an order amending Order No. 535-314 only insofar as it applies to the Application Lands described below and approving additional wells and modified well setbacks in an existing 960-acre drilling and spacing unit described in this Application, applicable to the drilling of wells and producing of oil and gas from the Niobrara and Codell Formations covering certain lands in Weld County, Colorado. In support of its Application, Applicant states as follows:

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

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

A reference map of the Application Lands is attached hereto.

2. Rule 318.a. provides that a well drilled in excess of 2,500 feet in depth shall be located not less than 600 feet from any lease line, and shall be located not less than 1,200 feet from any other producible or drilling oil or gas well when drilling to the same source of supply, unless authorized by order of the Commission upon hearing. There are no other specific Commission Orders applicable to the Codell Formation underlying the Application Lands.

3. By Order No. 535-3 dated February 22, 2011, the Commission approved an application establishing 160 approximate 640-acre drilling and spacing units and allowing one horizontal well within each unit for the production of oil, gas and associated hydrocarbons from the Niobrara Formation. The order further allows for the surface location to be located anywhere in the designated drilling and spacing unit with the initial perforation and the bottomhole location being no

closer than 600 feet from the boundaries of the drilling and spacing unit without exception being granted by the Director. The Application Lands are subject to this Order.

4. By Order No. 535-178 dated July 9, 2012, the Commission approved an application establishing eight approximate 960-acre drilling and spacing units and authorized 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 wellbores located no closer than 600 feet from the unit boundaries and no closer than 1200 feet from the treated interval of any other wellbore located in the unit. The Application Lands are subject to this Order.

5. By Order No. 535-296 dated March 25, 2013, the Commission approved an application allowing up to eight horizontal wells in 21 approximate 640 to 960-acre drilling and spacing units, including the Application Lands, for the production of oil, gas and associated hydrocarbons from the Niobrara Formation. The Commission further approved the treated interval of the wellbore to be no closer than 100 feet from the unit boundary and no closer than 200 feet from the treated interval of any other wellbore producing from the Niobrara Formation. The Application Lands are subject to this Order.

6. By Order No. 535-314 dated May 6, 2013, the Commission approved an application allowing up to sixteen horizontal wells in 21 approximate 640 to 960-acre drilling and spacing units, for the production of oil, gas and associated hydrocarbons from the Niobrara Formation. The Commission further approved the treated interval of the wellbore to be no closer than 100 feet from the unit boundary and no closer than 200 feet from the treated interval of any other wellbore producing from the Niobrara Formation. The Application Lands are subject to this Order.

7. The Niobrara Formation in the area of the Application Lands is defined as the stratigraphic equivalent of the interval between 5,777 feet (top of the Niobrara) and 6,101 feet (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.

8. The Codell Formation in the area of the Application Lands is defined as the stratigraphic equivalent of the interval between 6,101 feet (top of Codell) and 6,115 feet (base of Codell) as found in the Walker #3 Well located in Section 31, Township 10 North, Range 58 West, 6th P.M., Weld County, Colorado. The Codell Formation is a common source of supply under the Application Lands.

9. Applicant has drilled, tested and completed wells in the Niobrara and Codell Formations on the Application Lands and on lands in close proximity to the Application Lands.

10. To promote efficient drainage of the Niobrara and Codell Formations within the Application Lands and to avoid waste, the Commission should amend Order No. 535-314 only as it applies to the Application Lands to allow an appropriate number of wells, not to exceed 32 wells, in the 960-acre drilling and spacing unit covering the Application Lands in order to efficiently and economically recover oil, gas and associated hydrocarbons from the Niobrara and Codell Formations.

11. Applicant requests the surface location for each proposed horizontal well be located at a legal location in the above-described drilling and spacing units or on adjacent lands. Applicant further requests that the 200 foot distance between treated intervals of each wellbore established in Order No. 535-314 be amended and that the new setback be no closer than 100 feet from the treated interval of any other wellbore producing from the Niobrara and/or Codell Formations, 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 owners of 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.

12. Applicant requests authority to drill only those wells necessary to determine the well density which allows the most efficient drainage of the Niobrara and Codell Formations, prevents waste, does not adversely affect correlative rights, and assures the greatest ultimate recovery of oil, gas and associated hydrocarbon substances from the Niobrara and Codell Formations. 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.

13. 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 29th day of May, 2014.

Respectfully submitted,

WELBORN SULLIVAN MECK & TOOLEY, P.C.

By: Stephen J. Sullivan
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 29th day of May, 2014 by Scott McDaniel, Regional Landman for Whiting Oil and Gas Corporation.

Witness my hand and official seal.



Samuel
Notary Public

Notary Public

My Commission Expires: 3/10/15

EXHIBIT A

INTERESTED PARTIES

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

Carrizo (Niobrara), LLC
500 Dallas Street, Suite 2300
Houston, TX 77002

Oil India USA
333 Clay Street, Suite 3300
Houston, TX 77002

IOCL USA, Inc.
333 Clay Street, Suite 3300
Houston, TX 77002

Haimo Oil & Gas LLC
2901 Wilcrest Drive, Suite 285
Houston, TX 77042

Noble Energy WYCO, LLC
1625 Broadway, Suite 2200
Denver, CO 80202-4720

NG Resources, LLC
9896 Clariton Way
Highlands Ranch, CO 80126

Hat Creek Royalty, Ltd.
PO Box 3240
Midland, TX 79702

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

Vectra DFP, LLC
2305 W. Berry Ave.
Littleton, CO 80120

NorthStar Energy Company, LLC
1800 Glenarm Pl., Suite 1203
Denver, CO 80202

GT Reed and Associates, LLC
17737 E. Belleview Pl.
Centennial, CO 80015

Greg R. Thome
17737 E. Belleview Pl.
Centennial, CO 80015

Bayshore Minerals, LLC
1520 West Canal Court, Suite 200
Littleton, CO 80120

Rodella Minerals, LLC
10320 N. Chatfield Drive
Littleton, CO 80120

HYMCO Ventures, LLC
3833 W. Dallas Street
Broken Arrow, OK, 74012

Wells Fargo Bank, N.A., as
Conservator for the Betty Jean
Castor Conservatorship
P.O. Box 41779
Austin, TX 78704

Marie Ellinghausen and Mary Elizabeth
Ellinghausen
PO Box 2300
Tulsa, OK 74102-2300

Hattie Hammer
2167 Bluridge Drive
Duncanville, TX 75137

Hyman I. Fischbach
19 W Flagler Street APT
Miami, FL 33130-4400

McCulliss Resources Co., Inc.
PO Box 3248
Littleton, CO 80161

McCulliss Oil and Gas Inc.
PO Box 221515
Denver, CO 80222

George G. Vaught, Jr.
P.O. Box 13557
Denver, CO 80201-3557

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

Penn Royalty Company
204 N. Robinson Ave., Suite 1900
Oklahoma City, OK 73102

Tom Parko
Local Governmental Designee, Weld County
1555 North 17th Street
Greeley, CO 80631

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

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

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

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

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

Kent Kuster
Oil & Gas Consultant Coordinator
CDPHE
4300 Cherry Creek Drive South
Denver, CO 80246-1500

Tom Schreiner
Northeast Region Office
Energy Liaison – Colorado Parks and Wildlife
6060 Broadway
Denver, CO 80216

SKV, LLC
PO Box 300687
Denver, CO 80218



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AFFIDAVIT OF MAILING

STATE OF COLORADO §
CITY AND COUNTY OF DENVER §

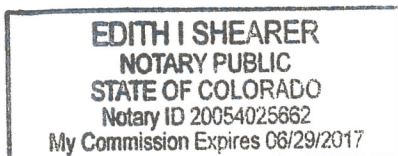
I, Chelsey J. Russell, of lawful age, and being first duly sworn upon my oath, state and declare:

That I am the attorney for Whiting Oil and Gas Corporation and that on or before 5/30, 2014, 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 June 4, 2014.

Witness my hand and official seal.



Edith I. Shearer
Notary Public
My commission expires: 06/29/2017