

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 ESTABLISHING A 1280-ACRE)
DRILLING AND SPACING UNIT AND)
ESTABLISHING WELL LOCATION RULES)
APPLICABLE TO THE DRILLING AND)
PRODUCING OF WELLS FROM THE)
NIOBRARA AND CODELL FORMATIONS)
COVERING CERTAIN LANDS IN TOWNSHIP 9)
NORTH, RANGE 57 WEST, 6TH P.M., WELD)
COUNTY, COLORADO.)

Cause No. 535

Docket No. 1503XXXXX

Type: SPACING

APPLICATION

Whiting Oil and Gas Corporation ("Applicant"), Operator No. 96155, 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 establishing a 1280-acre drilling and spacing unit and establishing well location rules applicable to the drilling of wells and producing of oil, gas and associated hydrocarbons 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 9 North, Range 57 West, 6th P.M.

Section 6: All

Section 7: 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. The Application Lands are subject to this Rule for the Codell Formation.

3. On June 27, 2011, the Commission entered Order No. 535-42, which established eight (8) approximate 640-acre drilling and spacing units and approved one (1) horizontal well within each unit for the production of oil, gas and associated hydrocarbons from the Niobrara Formation. Section 7, Township 9 North, Range 57 West, 6th P.M. is subject to this Order for the Niobrara Formation.

4. On April 28, 2014, the Commission entered Order No. 535-481, which vacated two (2) approximate 640-acre drilling and spacing units established by Order No. 535-42 and established four (4) approximate 960-acre drilling and spacing units allowing for up to sixteen (16) horizontal wells within each unit for production of oil, gas and associated hydrocarbons from the Niobrara Formation. Section 6 and the N½ of Section 7, Township 9 North, Range 57 West, 6th P.M. are subject to this Order for the Niobrara Formation.

5. 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.

6. 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.

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

8. To promote efficient drainage of the Niobrara and Codell Formations within the Application Lands and to avoid waste, the Commission should vacate Order No. 535-481 as it pertains to Section 6 and the N½ of Section 7, Township 9 North, Range 57 West, 6th P.M. and establish a drilling and spacing unit of approximately 1280 acres covering the Application Lands.

9. Applicant is requesting to drill and complete one (1) horizontal well in the approximate 1280-acre drilling and spacing unit described above, with the option to drill and complete up to a total of thirty-two (32) horizontal wells in the unit for production of oil, gas and associated hydrocarbons from the Niobrara and Codell Formations in the Application Lands with the surface location to be located at a legal location in the above described drilling and spacing unit or on adjacent lands. Applicant further requests that the treated interval of each wellbore 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 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 300 feet from the unit boundary, without exception being granted by the Director.

10. 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 wells drilled in the above-proposed drilling and spacing units will have no adverse effect on correlative rights of adjacent owners.

11. Applicant further requests that the wells are drilled from no more than eight (8) well pads within the unit.

12. 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 22nd day of December, 2014.

Respectfully submitted,

WELBORN SULLIVAN MECK & TOOLEY, P.C.

By: Chelsey J. Russell

Chelsey J. Russell
Joseph C. Pierzchala
Welborn Sullivan Meck & Tooley, P.C.
Attorneys for Applicant
1125 - 17th Street, Suite 2200
Denver, CO 80202
303-830-2500
crussell@wsmtlaw.com
jpierzchala@wsmtlaw.com

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 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 22nd day of December, 2014 by Scott McDaniel, Regional Landman for Whiting Oil and Gas Corporation.

Witness my hand and official seal.

FRANK J. OLSEY III
NOTARY PUBLIC
STATE OF COLORADO
NOTARY ID 20104034633
MY COMMISSION EXPIRES 08/31/2018



Notary Public
My Commission Expires: 8-31-18

EXHIBIT A

INTERESTED PARTIES

USA
BLM COLORADO STATE OFFICE
2850 YOUNGFIELD STREET
LAKEWOOD, CO 80215-7093

MR. DAVID BAUER
WELD COUNTY
1111 H STREET
GREELEY, CO 80632

THE PROSPECT COMPANY
P.O. BOX 1100
EDMOND, OK 73083-1100

BERENERGY CORPORATION
1801 CALIFORNIA, SUITE 3900
DENVER, CO 80201

DAVEN CORPORATION
P.O. BOX 5850
DENVER, CO 80217

SPORT RESOURCES, INC.
P.O. BOX 5850
DENVER, CO 80217

ZAB, INC
P.O. BOX 5850
DENVER, CO 80217

NOBLE ENERGY WYCO LLC
P O BOX 910083
DALLAS, TX 75391-0083

KARL ALEXANDER BRUMAGE
P.O. BOX 307
FLORENCE, AZ 85232

ATOMIC CAPITAL MINERALS
2777 ALLEN PARKWAY, SUITE 1185
HOUSTON, TX 77019

ROY F. SUNDBERG
3062 KIOWA DR.
LOVELAND, CO 80538

ANNETTE S. MOLINE
1284 WEST 101ST AVE.
NORTHGLENN, CO 80260-6216

JOAN CLAUDETTE HAMILTON
2557 SOUTH DOVER STREET, #25
LAKEWOOD, CO 80227-3153

MATTHEW BRUMAGE
C/O DIANE BOUDREAUX
4398 BELL MOUNTAIN DRIVE
CASTLE ROCK, CO 80104

KATHLEEN D. KERKSIEK AND CARL J.
KERKSIEK
24435 HIGHWAY.392
GREELEY, CO 80631



Existing Spacing Orders

- Application Lands
- Operated Units
- Non-Operated Units

WELL STATUS

- COMPLETING
- DRILLING
- PRODUCING

Color Legend:

- WOGC Leasehold
- Open Federal Land



Scale: 1:11,702

Date: 12/18/2014

Proprietor: UDR Zone 19N

Author: Johny Ingemansen

Reference Plat

Weld County, Colorado

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 ESTABLISHING A 1280-)
ACRE DRILLING AND SPACING UNIT AND)
ESTABLISHING WELL LOCATION RULES)
APPLICABLE TO THE DRILLING AND)
PRODUCING OF WELLS FROM THE)
NIOBRARA AND CODELL FORMATIONS)
COVERING CERTAIN LANDS IN TOWNSHIP)
9 NORTH, RANGE 57 WEST, 6TH P.M.,)
WELD COUNTY, COLORADO.)

Cause No. 535

Docket No. 150300115

Type: SPACING

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 December 23, 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 December 30, 2014.

Witness my hand and official seal.

MELISSA A. MORMAN
NOTARY PUBLIC
STATE OF COLORADO
NOTARY ID 19894012434
MY COMMISSION EXPIRES AUGUST 29, 2017

Melissa A. Morman
Notary Public
My commission expires: 8/29/17