

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 15: All

Section 22: 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 Niobrara and Codell Formations.

3. 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.

4. 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.

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

6. To promote efficient drainage of the Niobrara and Codell Formations within the Application Lands and to avoid waste, the Commission should establish a drilling and spacing unit of approximately 1280 acres covering the Application Lands.

7. 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.

8. The Bureau of Land Management owns eighty (80) acres of federal minerals in the SE $\frac{1}{4}$ SW $\frac{1}{4}$ and SW $\frac{1}{4}$ SE $\frac{1}{4}$ of Section 22, Township 9 North, Range 57 West, 6th P.M. Applicant requests no internal setbacks between the treated interval of the wellbore and the lease line of the federal minerals.

9. 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.

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

11. 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

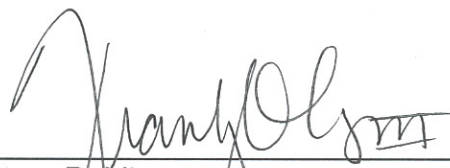


Scott McDaniel, Regional Landman

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: 8-31-14

EXHIBIT A

INTERESTED PARTIES

USA

ATTN: PAT GALLAGHER
BLM COLORADO STATE OFFICE
2850 YOUNGFIELD STREET
LAKEWOOD, CO 80215-7093

MR. KENT KUSTER
OIL & GAS CONSULTANT
COORDINATOR
CDPHE
4300 CHERRY CREEK DRIVE SOUTH
DENVER, CO 80246-1500

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

SANDRA LEE SCHIMSCHAL
3880 TAYSIDE COURT
TIMNATH, CO 80547

ESTATE OF MARGARET A. BURGESS
4501 LOWELL BLVD
DENVER, CO 80217

LOUIE E. MYERSON TRUST
P.O. BOX 5383
DENVER, CO 80217

DANIEL R. STANLEY AND HELEN L.
STANLEY
46779 COUNTY ROAD 22
WIGGINS, CO 80654

DOROTHY MAE WADDELL
1911 SOUTH 17TH STREET
OMAHA, NE 68108

EDITH L. FOX
24265 SARADELLA CT.
MURRIETA, CA 92562

ESTHER ALICE DAY
11180 GRANT DR.
NORTHGLENN, CO 80234

H. KATHERINE KNIFTON
P.O. BOX 2073
GEARHART, OR 97138

H. E. MONTGOMERY
555 EAST VERNON
LONG BEACH, CA 90806

SUNDANCE ENERGY
633 17TH STREET, SUITE 1950
DENVER, CO 80202

DAVID L. VANGRAEFSCHPE
10029 ELLIOT CIRCLE
DENVER, CO 80260

GOLDIE MAE LITTLEFIELD, TRUSTEE OF
THE JAMES E. LITTLEFIELD AND
GOLDIE M. LITTLEFIELD TRUST
2101 S. GARFIELD AVE., #151
LOVELAND, CO 80537

GLENDIA R. BAILEY
4331 WEST 3RD STREET
GREELEY, CO 80634

EMILY VERLENE CARLSON
820 CAROL STREET, APT. 501
TOMBALL, TX 77375

PATRICIA ANN CARTER
108 RESIDENTS LANE
BRANSON, MO 65616

ROBERTA L. SMITH AND TIMOTHY J.
PIVONKA, CO PERSONAL
REPRESENTATIVES OF THE ESTATE
OF LORRAINE LOIS PIVONKA,
DECEASED
12706 SHILOH ROAD
GREELEY, CO 80631

CHARLES MARION GREY
63 TURNBURY LANE
IRVINE, CA 92620

J. KENNETH LITTLEFIELD
117 JUPITER DRIVE
STERLING, CO 80751

JOY BELLE JOHNSON
8234 CALABAR
PLAYA DEL REY, CA 90291

EDITH DIANE COLSON
7404 E. 68TH PLACE
TULSA, OK 74133

RICHARD CLARK
4164 N. 24TH ROAD
ARLINGTON, VA 22207

DAISY CLARK
769 E. MONTROSE ST.
CLERMONT, FL 34711

STATE BOARD OF LAND
COMMISSIONERS
ATTN: TIMOTHY KELLY
1127 SHERMAN STREET, SUITE 300
DENVER, CO 80203

TOM SCHREINER
NORTHEAST REGION OFFICE
ENERGY LIAISON – COLORADO PARKS
AND WILDLIFE
6060 BROADWAY
DENVER, CO 80216

BERENERGY CORPORATION
1801 CALIFORNIA, SUITE 3900
DENVER, CO 80201

JOSEPH B. PARKER
1020 NE LOOP. SUITE 550
SAN ANTONIO, TX 78209

JOHN M. PARKER REVOCABLE TRUST
5 LAZEE TRAIL
HOUSTON, TX 77024

LANUS L. HARSH, PERSONAL
REPRESENTATIVE OF THE
ESTATES OF VIOLA M. KUHN AND
LESLIE L. KUHN, DECEASED
39563 COUNTY ROAD PP
WRAY, CO 80758

U.S. AGBANK, FCB
245 NORTH WACO STREET
WICHITA, KS 67202

JANEENE DEELEY HAGAN,
GARY ALLAN HAGAN, JOY LOUISE ASH
AND MARK DEELEY HAGAN, TRUSTEES
UNDER THE WILL OF GEORGE ALLEN
HAGAN, A/K/A GEORGE A HAGAN,
DECEASED
3000 HOLIDAY DRIVE, APT. 1405
FORT LAUDERDALE, FL 33316

AMANDA MARIE SHARP PARKER
306 SE 28TH TERRACE
CAPE CORAL, FL 33904

JESSICA DAWN SHARP
536 S. SPRING ST., APT. D
CAPE GIRARDEAU, MO 63701

EMILY MICHELLE SHARP
710 JAMES ST.
SINKING SPRINGS, PA 19608










CHRISTOPHER ROLAND SHARP
290 WESTDALE DRIVE
SANTA CRUZ, CA 95060

JERRY D. KELLNER
BOX 1055
BAKER, MT 59313

JULIA M. SIMS
P.O. BOX 423
LINGLE, WY 82223

LARRY K. KELLNER
129 BUSH STREET
HULETT, WY 82720



-  Application Lands
 -  Existing Spacing Orders
 -  Operated Units
 -  Non-Operated Units
- WELL STATUS**
-  COMPLETING
 -  DRILLING
 -  PRODUCING
 -  WOGC Leasehold
 -  Open Federal Land

Reference Plat
 Weld County, Colorado
 Scale: 1:11,702
 Date: 07/19/2014
 Author: JAD/MS/BJP/STW



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WELD COUNTY, COLORADO.)

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Type: SPACING

AFFIDAVIT OF MAILING

STATE OF COLORADO §
CITY AND COUNTY OF DENVER §

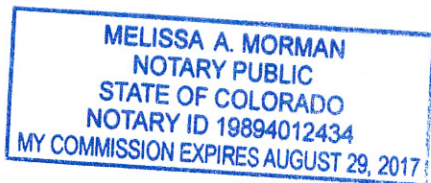
I, Chelsey J. Russell, of lawful age, and being first duly sworn upon my oath, state and declare:

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
My commission expires: 8/29/17