

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 APPROVING UP TO 32-WELLS IN)
A 640-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: INCREASED
DENSITY

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 approving up to 32 wells in 640-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 29: All

A reference map of the Application Lands is attached hereto.

2. 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. The Application Lands are subject to this Order.

3. On July 9, 2012, the Commission entered Order No. 535-174, which established three (3) approximate 640-acre drilling and spacing units and approved up to four (4) horizontal wells within each unit for the production of oil, gas and associated hydrocarbons from the Codell Formation. The Application Lands are subject to this Order.

4. On August 20, 2012, the Commission entered Order No. 535-193, which approved up to four (4) wells within each unit for the production of oil, gas and associated hydrocarbons from the Niobrara Formation. The Application Lands are subject to this Order.

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 modify Order Nos. 535-174 and 535-193 as they pertain to Section 29, Township 9 North, Range 57 West, 6th P.M. and approve up to 32 wells for production of oil, gas and associated hydrocarbons from the Niobrara and Codell Formations in the drilling and spacing unit covering the Application Lands.

9. Applicant is requesting to drill and complete one (1) horizontal well in the approximate 640-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

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Joseph C. Pierzchala
Welborn Sullivan Meck & Tooley, P.C.
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Denver, CO 80290-2300

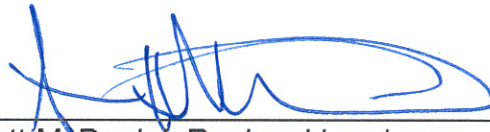
Attn: Scott McDaniel, Regional Land Manager
Phone: 303-390-4261

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

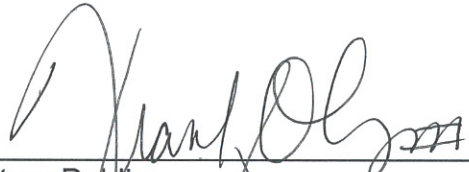


Scott McDaniel, Regional Landman

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

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

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

JOHN R. BROWN
4898 EAST LA CANADA
SIERRA VISTA, AZ 85635



Application Lands

- Existing Spacing Orders
- Operated Units
- Non-Operated Units

WELL STATUS

- COMPLETING
- DRILLING
- PRODUCING
- WOGC Leasehold
- Open Federal Land



Reference Plat
 Wild County, Colorado

Scale: 1:11,702
 Population: 117,206 (2014)
 Date: 12/10/2014

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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

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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 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