

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 VACATING ORDER NOS. 535-3,)
535-180, 535-296, 535-314 AND 535-508 AS)
THEY APPLY TO SECTIONS 24 AND 25,)
TOWNSHIP 10 NORTH, RANGE 58 WEST, 6TH)
P.M., ESTABLISHING AN APPROXIMATE 1280-)
ACRE DRILLING AND SPACING UNIT, AND)
APPROVING UP TO 32-WELLS WITHIN THE)
UNIT FOR PRODUCING OF OIL, GAS AND)
ASSOCIATED HYDROCARBONS 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. 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 vacating Order Nos. 535-3, 535-180, 535-296, 535-314 and 535-508 as they apply to Sections 24 and 25, Township 10 North, Range 58 West, 6th P.M., establishing an approximate 1280-acre drilling and spacing unit, and approving up to 32 wells within the unit for the 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 10 North, Range 58 West, 6th P.M.

Section 24: All

Section 25: All

A reference map of the Application Lands is attached hereto.

2. On July February 22, 2011, the Commission entered Order No. 535-3, which established 160 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 25, Township 10 North, Range 58 West, 6th P.M. is subject to this Order.

3. On July 9, 2012, the Commission entered Order No. 535-180, which establish one(1) 640-acre drilling and spacing unit and approved up to four (4) wells within the unit for the production of oil, gas and associated hydrocarbons from the Niobrara Formation. Section 24, Township 10 North, Range 58 West, 6th P.M. is subject to this Order.

4. On March 25, 2013, the Commission entered Order No. 535-296, which approved a total of eight (8) horizontal wells within each approximate 640 to 960-acre drilling and spacing unit for the production of oil, gas and associated hydrocarbons from the Niobrara and Codell Formations, with the productive interval of the wellbores no closer than 200 feet from any other wellbore producing from the Niobrara and/or Codell Formations and no closer than 100 feet from the 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 productive interval of the wellbore no closer than 100 feet from the 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 productive interval of the wellbore no closer than 100 feet from a unit boundary, then the productive 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. The Application Lands are subject to this Order.

5. On May 6, 2013, the Commission entered Order No. 535-314, which approved up to a total of 16 horizontal wells within each approximate 640 to 960-acre drilling and spacing unit for the production of oil, gas and associated hydrocarbons from the Niobrara and Codell Formations. The Application Lands are subject to this Order.

6. On July 28, 2014, the Commission entered Order No. 535-508, which modified Order Nos. 535-314, 535-413, 535-414, and 535-471 to include the Codell Formation in Sections 6, 7, 18, 30 and 31 Township 10 North, Range 57 West, 6th P.M. and Sections 9-16, 21, 23, 24, 26, 28 and 35, Township 10 North, Range 58 West, 6th P.M. This Order also approved up to 32 horizontal wells within each approximate 640 to 960-acre drilling and spacing unit for the production of oil, gas and associated hydrocarbons from the Niobrara and Codell Formations, with the productive interval of the wellbores no closer than 100 feet from any other wellbore producing from the Niobrara and/or Codell Formations and no closer than 100 feet from the 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 productive interval of the wellbore no closer than 100 feet from the 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 productive interval of the wellbore no closer than 100 feet from a unit boundary, then the productive 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.

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 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 vacate Order Nos. 535-3, 535-180, 535-296, 535-314 and 535-508 as they pertain to Sections 24 and 25, Township 10 North, Range 58 West, 6th P.M. and establish an approximate 1280-acre drilling and spacing unit and approve up to 32 wells within the unit for production of oil, gas and associated hydrocarbons from the Niobrara and Codell Formations in the drilling and spacing unit covering the Application Lands.

11. 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.

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

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

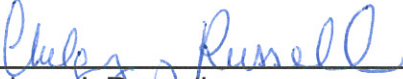
14. The names and addresses of the interested parties according to the information and belief of the Applicant are set forth in Exhibit A attached hereto and made a part hereof, and the undersigned certifies that copies of this Application shall be served on each interested party within seven days after 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
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

CARRIZO NIOBARA LLC
500 DALLAS ST STE 2300
HOUSTON, TX 77002

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

OIL INDIA (USA) INC
C/O THOMPSON & KNIGHT LLP
ATTN ARTHUR WRIGHT
333 CLAY ST STE 3300
HOUSTON, TX 77002

IOCL (USA) INC
C/O THOMPSON & KNIGHT LLP
ATTN ARTHUR WRIGHT
333 CLAY ST STE 3300
HOUSTON, TX 77002

HAIMO OIL & GAS LLC
2901 WILCREST DR STE 285
HOUSTON, TX 77042

VECTRA ENERGY OP I-A LLC
2301 W BERRY AVE
LITTLETON, CO 80120

HYMCO DP LLC
215 SOUTH LAUREL AVENUE
BROKEN ARROW, OK 74012

ATOMIC CAPITAL MINERALS LLC
2777 ALLEN PKWY STE 1185
HOUSTON, TX 77019

GREG R THOME
17737 E BELLEVIEW PLACE
CENTENNIAL, CO 80015

BAYSHORE MINERALS LLC
2305 W BERRY AVE
LITTLETON, CO 80120

RODELLA MINERALS LLC
10320 N CHATFIELD DRIVE
LITTLETON, CO 80125
STA, LLC

PRINCIPLE ENERGY LLC
P O BOX 2228
HOUSTON, TX 77252

PETROBELLA ENERGY INC.
115 MIRADA LANE
LAFAYETTE, LA 70508

CHATFIELD DP LLC
10320 N CHATFIELD DR
LITTLETON, CO 80125

GT REED & ASSOCIATES LLC
17737 E BELLEVIEW PL
CENTENNIAL, CO 80015



Application Lands

- Application Lands
- Existing Spacing Orders
- Operated Units
- Non-Operated Units

Niobrara Spacing Units

STATUS

- Anticipated
- Applied
- Approved
- Drilled / Producing Units
- WOGC Leasehold
- Open Federal Land



Reference Plat

Weld County, Colorado

Scale: 1:61,528

Projection: UTM Zone 13N

Date: 12/19/2014

Author: Jason Ingerson

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508 AS THEY APPLY TO SECTIONS 24 AND)
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APPROXIMATE 1280-ACRE DRILLING AND)
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WELLS WITHIN THE UNIT FOR PRODUCING)
OF OIL, GAS AND ASSOCIATED)
HYDROCARBONS 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. 150300131

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AFFIDAVIT OF MAILING

STATE OF COLORADO §
CITY AND COUNTY OF DENVER §

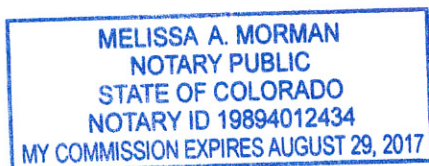
I, Chelsey J. Russell, of lawful age, and being first duly sworn upon my oath, state and declare:

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
My commission expires: 8/29/17