

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 ORDERS NOS. 535-267 )  
AND 535-693 AS THEY PERTAIN TO THE )  
APPLICATION LANDS, ESTABLISHING TWO )  
1280-ACRE DRILLING AND SPACING UNITS )  
AND ESTABLISHING WELL LOCATION RULES )  
APPLICABLE TO THE DRILLING AND )  
PRODUCING OF WELLS FROM THE )  
NIOBRARA AND CODELL FORMATIONS )  
COVERING CERTAIN LANDS IN TOWNSHIP 11 )  
NORTH, RANGE 57 WEST, 6TH P.M., WELD )  
COUNTY, COLORADO. )

Cause No. 535

Docket No. 160100023

Type: SPACING AND  
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. 535-267 and 535-693 as they pertain to Sections 14, 23, 26 and 35, Township 11 North, Range 57 West, 6th P.M., establishing two (2) approximate 1280-acre drilling and spacing units, 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 11 North, Range 57 West, 6th P.M.

Section 14: All

Section 23: All

Township 11 North, Range 57 West, 6th P.M.

Section 26: All

Section 35: All

A reference map of the Application Lands is attached hereto.

2. Rule 318.a. of the Rules and Regulations of the Oil and Gas Conservation Commission requires that, on unspaced lands, wells drilled in excess of 2,500 feet in depth be located not less than 600 feet from any lease line, and located not less than 1,200 feet from any other producible or drilling oil or gas well when drilling to the same common source of supply. The S½ of Section 26 and all of Section 35, Township 11 North, Range 57 West, 6th P.M. are subject to this Rule for the Codell Formation.

3. On February 11, 2013, the Commission entered Order No. 535-267, which established twelve (12) approximate 960-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 Niobrara Formation. The Application Lands are subject to this Order for the Niobrara Formation.

4. On September 14, 2015, the Commission entered Order No. 535-693, which modified Order No. 535-267 and approve up to 32 additional horizontal wells within two existing approximate 960-acre drilling and spacing units for the production of oil, gas, and associated hydrocarbons from the Niobrara and Codell Formations. The S½ of Section 11, all of Sections 14 and 23 and the N½ of Section 26, Township 11 North, Range 57 West, 6th P.M. are subject to this Order for the Niobrara and Codell Formations.

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 Nos. 535-267 and 535-693 as they pertain to Sections 11, 14, 23, 26 and 35, Township 11 North, Range 58 West, 6th P.M. and establish two (2) approximate 1280-acre drilling and spacing units the Application Lands as described below for the production of oil, gas and associated hydrocarbons from the Niobrara and Codell Formations:

**DSU #1**

Township 11 North, Range 57 West, 6th P.M.

Section 14: All

Section 23: All

**DSU #2**

Township 11 North, Range 57 West, 6th P.M.

Section 26: All

Section 35: All

9. Applicant is requesting to drill and complete one (1) horizontal well in each of the two approximate 1280-acre drilling and spacing units described above, with the option to drill

and complete up to a total of thirty-two (32) horizontal wells in each 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 23rd day of November, 2015.

Respectfully submitted,

WELBORN SULLIVAN MECK & TOOLEY, P.C.

By: Chelsey J. Russell

Chelsey J. Russell  
Joseph C. Pierzchala  
Welborn Sullivan Meck & Tooley, P.C.  
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1125 - 17th Street, Suite 2200  
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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         )

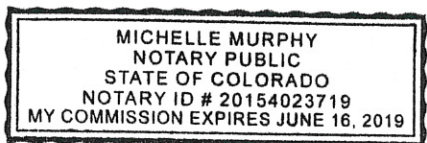
Scott McDaniel, Regional Landman with Whiting Oil and Gas Corporation, upon oath deposes and says that he has read the foregoing Application and that the statements contained therein are true to the best of his knowledge, information and belief.

WHITING OIL AND GAS CORPORATION

  
\_\_\_\_\_  
Scott McDaniel, Regional Landman

Subscribed and sworn to before me this 23<sup>rd</sup> day of November, 2015 by Scott McDaniel, Regional Landman for Whiting Oil and Gas Corporation.

Witness my hand and official seal.



  
\_\_\_\_\_  
Notary Public  
My Commission Expires: 6/16/19

EXHIBIT A

INTERESTED PARTIES

Attn: Pete Milonas  
Colorado State Board of Land Commissioners  
1127 Sherman St., #300  
Denver, CO 80203

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

Mr. David Bauer  
Weld County  
1111 H Street  
Greeley, CO 80632  
1022 Investments, LP  
8625 King George Drive  
No. 236  
Dallas, TX 75235

Advantaira Trust, LLC FBO Paul Koenig  
#6535802  
1520 Royal Pain Square Boulevard  
No. 320  
Fort Myers, FL 33919

Advantaira Trust, LLC FBO Ronald Carpenter  
#7215601  
1520 Royal Pain Square Boulevard  
No. 320  
Fort Myers, FL 33919

Advantaira Trust, LLC FBO Wayne Farthing  
#7124601  
1520 Royal Pain Square Boulevard  
No. 320  
Fort Myers, FL 33919

Advantaira Trust, LLC FBO William Parnell  
Townley #7287501  
1520 Royal Pain Square Boulevard  
No. 320  
Fort Myers, FL 33919

AEI Holdings, LLC  
14901 Quorum Drive  
No. 800  
Dallas, TX 75254

Alphonso Ragland, III  
6936 Helsem Way  
Dallas, TX 75230

Badger Oil Company  
700 Colfax Street  
Fort Morgan, CO 80701

Barbara Ann Pierce  
609 Hickory Court  
Hurst, TX 76054

Barbara J. Cochran  
4046 Lee Circle  
Wheat Ridge, CO 80033

Blackriver Niobrara Partners II, LLC  
8001 S. Interport Boulevard  
No. 260  
Englewood, CO 80112

Brian Blank  
0382 West 250 S.  
LaPorte, IN 46350

Buckley Family LLC  
2310 Royal Oaks Drive  
Mansfield, TX 76063

C&K Oil, Inc.  
PO Box 574  
Cheyenne Wells, CO 80810  
C. James Prieur and Karen A. Prieur  
1300 North State Parkway  
Unit 302  
Chicago, IL 60610

Carl Schenk  
1952 SW Panther Trace  
Stuart, FL 34997

Charles E. Poole, II  
No. 5 North Hills Drive  
Parkersburg, WV 26104

Charles T. Hansen and Elise Day Hansen  
5740 Melvin Avenue  
Tarzana, CA 91356

Cheridan Oil & Gas Investments, LLC  
PO Box 3285  
Wenatchee, WA 98807  
Continental US Management Corp  
14131 Midway Road  
No. 650  
Addison, TX 75001

David F. Metz Trust  
6890 Jennifer Lynn Drive  
Cincinnati, OH 45248

David M. Patterson  
7813 Texas Plume Road  
Austin, TX 78759

Denis P. Burns  
PO Box 69  
Kimball, NE 69145

Dennis L. Sult  
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Ankeny, IA 50021

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4521 Road 6 South  
Kimball, NE 69145

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PO Box 596  
Slaton, TX 79364

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Lake Lillian, MN 56253

Edward C. Wood and Eva Marie Wood  
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Yuma, CO 80759

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ELSR, LP  
8080 North Central Expressway  
Suite 1420  
Dallas, TX 75206  
Equity Trust Company Custodian FBO  
Albert Ruffin IRA  
1 Equity Way  
Westlake, OH 44145

Equity Trust Company Custodian FBO  
Arthur R. Seaman IRA  
1 Equity Way  
Westlake, OH 44145

Equity Trust Company Custodian FBO Glen  
William Fairbourn #Z150699  
1 Equity Way  
Westlake, OH 44145

Equity Trust Company Custodian FBO Jungsuk  
SUH IRA  
1 Equity Way  
Westlake, OH 44145

Equity Trust Company Custodian FBO Robert H.  
Gattis, Jr., #Z088246  
1 Equity Way  
Westlake, OH 44145

Estate of Ralph F. Bomeke  
535 Little Fox Court  
Longmont, CO 80504

Felix Jegede  
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1800 Norwood  
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Hurst, TX 76054

Frances Du Chene  
409 Monroe Street  
Kimball, NE 69145

Franklin D. Boatright and Joyce A. Boatright  
375 Coyote Road  
Mershon, GA 31551

Futura Capital Partners, LLC  
9302 South 83rd Court  
Hickory Hills, IL 60457

Futura, LLC  
9302 South 83rd Court  
Hickory Hills, IL 60457

George A. Longo  
4 North 611 Mountain Ash Drive  
Wayne, IL 60184

George Dewitt & Lorraine R. Boice Living Trust  
2626 SE Stonebriar Way  
Stuart, FL 34997

George G. Vaught, Jr.  
PO Box 13557  
Denver, CO 80121

Gerald E. Casteel and Gloria Casteel  
828 Parkwood Court  
McKinney, TX 75070

Grace Wealth Management, LLC  
10512 Lady Grace Lane  
Charlotte, NC 28270

GSP Capital, LLC  
10609 Turtle Creek Lane  
Frisco, TX 75035

Harbor Energy, Inc.  
PO Box 720754  
Norman, OK 73070

HCG, LLC  
PO Box 606  
Encampment, WY 82325

Howard Tavel  
306 South Westgate Avenue  
Jacksonville, IL 62650

Hydrocarbon Holdings, LTD.  
9302 South 83rd Court  
Hickory Hills, IL 60457

Ingraham Living Trust dated August 14, 1998  
6456 Glennox Lane  
Dallas, TX 75214

J.S. Tamborello, Jr.  
7547 Inwood Drive  
Houston, TX 77063

Jason Meserow and Christina Meserow  
2322 Curley Cut  
West Palm Beach, FL 33411

Jay Caudill  
11268 Quivas Loop  
Westminister, CO 80234

Jeffrey Brian Lewallen  
6512 Geneseo Circle  
Plano, TX 75023

Joel O. Johnson 2009 Revocable Trust  
18501 13th Street NE  
New London, MN 56273

Johnson Holdings, LLC  
221 2nd Avenue NE  
Kulm, ND 58456

Joseph Vandehey and Julie Vandehey  
20120 218th Avenue NE  
Woodinville, WA 98077

Karen D. Robinson  
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Lebanon, NJ 08833

Kent C. Nygren  
24410 West 61st Terr.  
Shawnee, KS 66226

Kirk Duane Kirkegaard Profit Sharing Plan  
8779 Fulton Street  
Indianola, IA 50125

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Thibodaux, LA 70301

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Lynda L. Lent  
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Lakeport, CA 95433

Marceil Malak  
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Ledbetter, TX 78946



Margaret C. Ragland  
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Dallas, TX 75230

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Tallahassee, FL 32304

Mary E. Cantrell  
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Mary Lou Cromie White  
PO Box 1540  
Lakeport, CA 95453

Melvin L. Neufeld  
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Lebanon, OR 97355

Natalia Lewallen  
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Plano, TX 75023

Natcat Investments, LLC  
5431 Lobello Drive  
Dallas, TX 75229

Neumayer 1999 Trust dated  
September 3, 1999  
PO Box 19056  
San Diego, CA 92159

Nichelle Marie Cromie Poff  
PO Box 832  
Lakeport, CA 95453

Michael J. Poff  
5653 Single Springs Road  
Kelseyville, CA 95451  
NOSA Investments, LLC  
14901 Quorum Drive  
No. 800  
Dallas, TX 75254  
Overland Minerals & Royalties, LLC  
518 17th Street  
Suite 1005  
Denver, CO 70202

Pat and Randi Family, LLC  
2555 Florence Road  
Southlake, TX 76092

Penny Letterly  
11268 Quivas Loop  
Westminister, CO 80234

Phillip J. Carland  
4102 North San Andros  
West Palm Beach, FL 33411

Phyllis Fisher and Keith Fisher  
4002 North San Andros  
West Palm Beach, FL 33411

Randall Wayne Donald and Teresa  
Kay Donald  
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Highland Village, TX 75077  
Regional Marketing Group, LLC  
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No. 800  
Dallas, TX 75254

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Lucas, TX 75002

Ridgely Parters, LTD  
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Dallas, TX 75380

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HC 35 Box 80  
Mountain City, NV 89831

Roger P. Lundberg Rev. Living Trust  
UAD 12-29-1992  
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Northville, MI 48168

Ruth Ann Poff  
76-6345 Kololia Street  
Kailua Kona, Hawaii 96740

S. Frank Culberson  
2680 Misty Meadow Drive  
Prosper, TX 75078

Starbridge Group, LLC  
13611 Greystone Drive  
Dallas, TX 75244

The Thomas and Heather Buckley Living  
Trust Dated August 23, 2012  
2310 Royal Oaks Drive  
Mansfield, TX 76063

Thomas C. Hansen II TR UA Helen Hansen  
CST  
383 Villa Drive South  
Lake Worth, FL 33462

Thomas E. Shows and Edna M. Shows  
150 Tom Shows Road  
Seminary, MS 39479

Wade C. Lewis  
3817 Diamond Loch Lane  
North Richland Hills, TX 76180

Whitetail Energy, Inc.  
3910 West 6th Avenue  
No. 203  
Stillwater, OK 74074

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

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

HRM Resources II, LLC  
410 17th St. Ste. 1100  
Denver, CO 80202

Infinity Oil & Gas, Inc.  
730 17th St., Suite 250  
Denver, CO 80202

IOCL (USA) Inc.  
c/o Thompson Knight, LLP  
333 Clay Street  
Suite 3300  
Houston, TX 77002

OIL India (USA) Inc.  
c/o Thompson Knight, LLP  
333 Clay Street  
Suite 3300  
Houston, TX 77002

Okreek Oil and Gas, LLC  
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Denver, CO 80202

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PO Box 790  
Red Lodge, MT 59068

Kent Kuster  
Colorado Department of Public Health & Environment  
4300 Cherry Creek Drive South  
Denver, CO 80246-1530

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



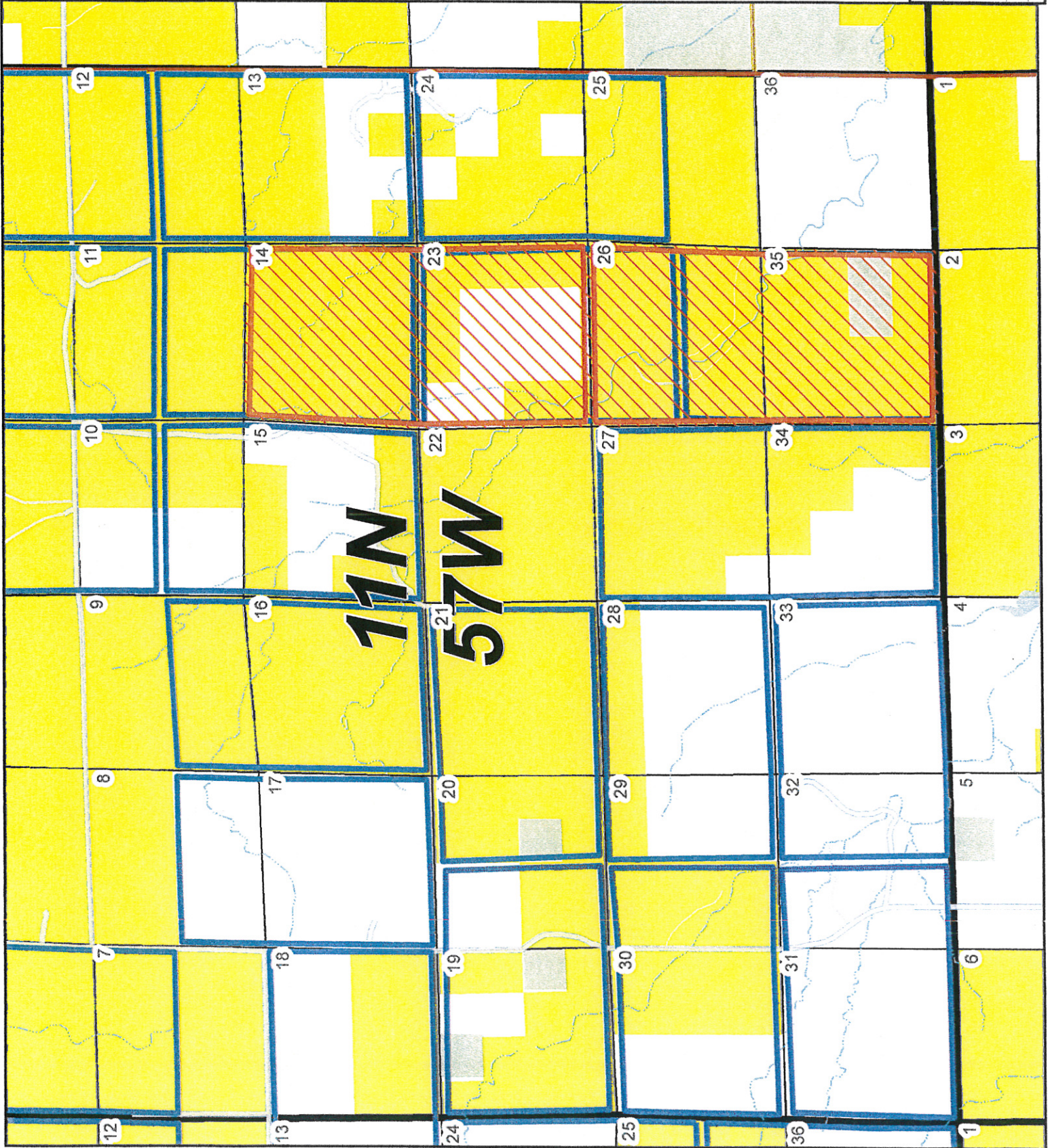


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**Application Lands**  
 Existing Spacing Units  
 WOCC Leasehold  
 Open Federal Land



**Reference Plat**  
Weid County, Colorado  
Scale: 1:45,704 | Projection: UTM Zone 13N  
Date: 11/23/2014 | Author: Scott McDaniel





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FORMATIONS COVERING CERTAIN LANDS )  
IN TOWNSHIP 11 NORTH, RANGE 57 WEST, )  
6TH P.M., WELD COUNTY, COLORADO. )

Cause No. 535

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INCREASED  
DENSITY

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 November 30, 2015, 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 November 30, 2015.

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: 8/29/2017