

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. 535-76,)
535-473, AND 535-707 AS THEY PERTAIN TO)
THE APPLICATION LANDS, ESTABLISHING)
THREE 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 10)
NORTH, RANGE 59 WEST, 6TH P.M., WELD)
COUNTY, COLORADO.)

Cause No. 535

Docket No. 160100024

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. 535-76, 535-476, and 535-707 as they pertain to Sections 2, 9, 11, 16 and 23, Township 10 North, Range 59 West, 6th P.M., establishing three (3) 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 10 North, Range 59 West, 6th P.M.

Section 2: All

Section 11: All

Township 10 North, Range 59 West, 6th P.M.

Section 9: All

Section 16: All

Township 10 North, Range 59 West, 6th P.M.

Section 14: All

Section 23: 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 16 and all of Sections 2, 11, 14, and 23, Township 10 North, Range 59 West, 6th P.M. are subject to this Rule for the Codell Formation.

3. On September 19, 2011, the Commission entered Order No. 535-76, which established five (5) 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. Sections 2, 11, 14 and 23, Township 10 North, Range 59 West, 6th P.M. are subject to this Order.

4. On September 16, 2013, the Commission entered Order No. 535-417, which established four (4) approximate 640-acre drilling and spacing units and approved up to sixteen (16) wells within each unit for the production of oil, gas and associated hydrocarbons from the Niobrara Formation with the treated interval no closer than 100 feet from a unit boundary, unless such unit 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 the unit boundary, then the treated interval of the wellbore shall be no closer than the distance permitted in the adjacent or cornering lands. Section 9, Township 10 North, Range 59 West, 6th P.M. is subject to this Order.

5. On April 28, 2014, the Commission entered Order No. 535-473, which approved up to a total of sixteen (16) horizontal wells within each approximate 960-acre drilling and spacing unit subject to the Order for the production of oil, gas and associated hydrocarbons from the Niobrara Formation. Sections 2, 11 and 14, Township 10 North, Range 59 West, 6th P.M. are subject to this Order.

6. On October 26, 2015, the Commission entered Order No. 535-707, which vacated a portion of Order No. 535-417 and established one (1) approximate 960-acre drilling and spacing unit and approved up to thirty-two (32) wells within the unit for the production of oil, gas and associated hydrocarbons from the Niobrara and Codell Formations. Section 9 and the N½ of Section 16, Township 10 North, Range 59 West, 6th P.M. are subject to this Order.

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. 535-76, 535-473, and 535-707 as they pertain to Sections 2, 9, 11, 14, 16 and 23, Township 10 North, Range 59 West, 6th P.M. and establish three (3) approximate 1280-acre drilling and spacing units covering the Application Lands as described below for the production of oil, gas and associated hydrocarbons from the Niobrara and Codell Formations:

DSU #1

Township 10 North, Range 59 West, 6th P.M.

Section 2: All

Section 11: All

DSU #2

Township 10 North, Range 59 West, 6th P.M.

Section 9: All

Section 16: All

DSU #3

Township 10 North, Range 59 West, 6th P.M.

Section 14: All

Section 23: All

11. Applicant is requesting to drill and complete one (1) horizontal well in each of the three (3) 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 units 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 requests that upon the date of first production from the initial well drilled in each unit requested in this Application, any existing wells will be integrated into the new drilling and spacing unit.

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


15. 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:  _____

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Joseph C. Pierzchala
Welborn Sullivan Meck & Tooley, P.C.
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Applicant's Address:

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1700 Broadway, Suite 2300
Denver, CO 80290-2300

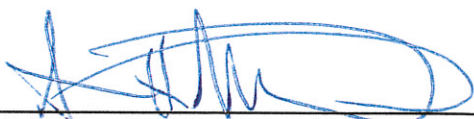
Attn: Scott McDaniel, Regional Land Manager
Phone: 303-390-4261

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.

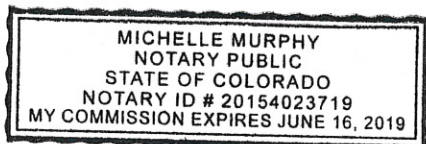
WHITING OIL AND GAS CORPORATION



Scott McDaniel, Regional Landman

Subscribed and sworn to before me this 23rd 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

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 William Parnell
Townley #7287501
1520 Royal Palm Square Boulevard
No. 320
Fort Myers, FL 33919

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

Angel Clark Scalia
706 North Birch Street
Creston, Iowa 50801

Barbara Ann Pierce
609 Hickory Court
Hurst, TX 76054

Betsy Vogel
6116 South Grand Boulevard
Saint Louis, MO 63111

Brenda J. Smith
34 Lincoln Avenue
Holden, MA 01520

Buckley Family LLC
2310 Royal Oaks Drive
Mansfield, TX 76063

C. James Prieur and Karen A. Prieur
1300 N. State Parkway
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Chicago, IL 60610

Cheridan Oil & Gas Investments, LLC
PO Box 3285
Wenatchee, WA 98807

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2000 32nd Street SE
No. 249
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PO Box 2940
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1800 Norwood, Suite 104
Hurst, TX 76054

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15692 Carrie Drive
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Futura, LLC
9302 South 83rd Court
Hickory Hills, IL 60457

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Columbus, OH 43209

Gary Alan Buhler
474 Centennial Circle
Sterling, CO 80751

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

Heirs of Edna Davison
10746 Marclif Road
Conifer, CO 80433

Hydrocarbon Holdings, LTD
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Hickory Hills, IL 60457

Joel F. Hoyer
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Coopersville, MI 49404

Joel O. Johnson 2009 Revocable Trust
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Cedar Rapids, IA 52403

Keiser Family Properties, LLC
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Raleigh, NC 27615

Keiser Holding, LLC
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Castle Rock, CO 80104

Kirk Duane Kirkegaard Profit Sharing Plan
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Cirque Brennsee, LLC
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Noble Energy, Inc.
1625 Broadway
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Denver, CO 80202

OIL India (USA) Inc.
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Houston, TX 77002

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Red Lodge, MT 59068

PL Investments, LLC
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Aurora, CO 80016

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Denver, CO 80206

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Investment Co.
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Englewood, CO 80113

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Aurora, CO 80016

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Gallup, NM 87301

Richard H. Thompson and Marjorie L.
Thompson
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Lucas, TX 75002

Tyrone A. Thompson
Drawer 5150
Avon, CO 81620

Calier DP, LLC
2305 West Berry Avenue
Littleton, CO 80120

Chatfield DP, LLC
10320 North Chatfield Drive
Littleton, CO 80125

Lincoln Energy, LLC
P.O. Box 6975
Denver, CO 80206

Okreek Oil and Gas, LLC
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Denver, CO 80202

Synergy Resources Corporation
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Platteville, CO 80651

John A. Ehmke
John A. Ehmke Ranch
P.O. Box 58519 CR 107
Grover, CO. 80729

Hillman Land & Livestock
61331 Highway 71
Stoneham, CO. 80754.

Naomi K. McEndaffer
61331 Highway 71
Stoneham, CO. 80754

Danny Paul Hart & Joann Mary Hart
33049 Pikes Peak Drive
Greely, CO. 80634

Terry J. Cammon
10455 W 73 rd. Place
Arvada, CO 80005

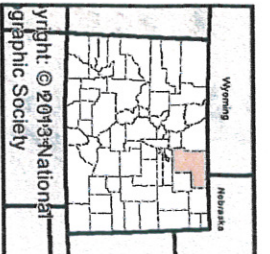
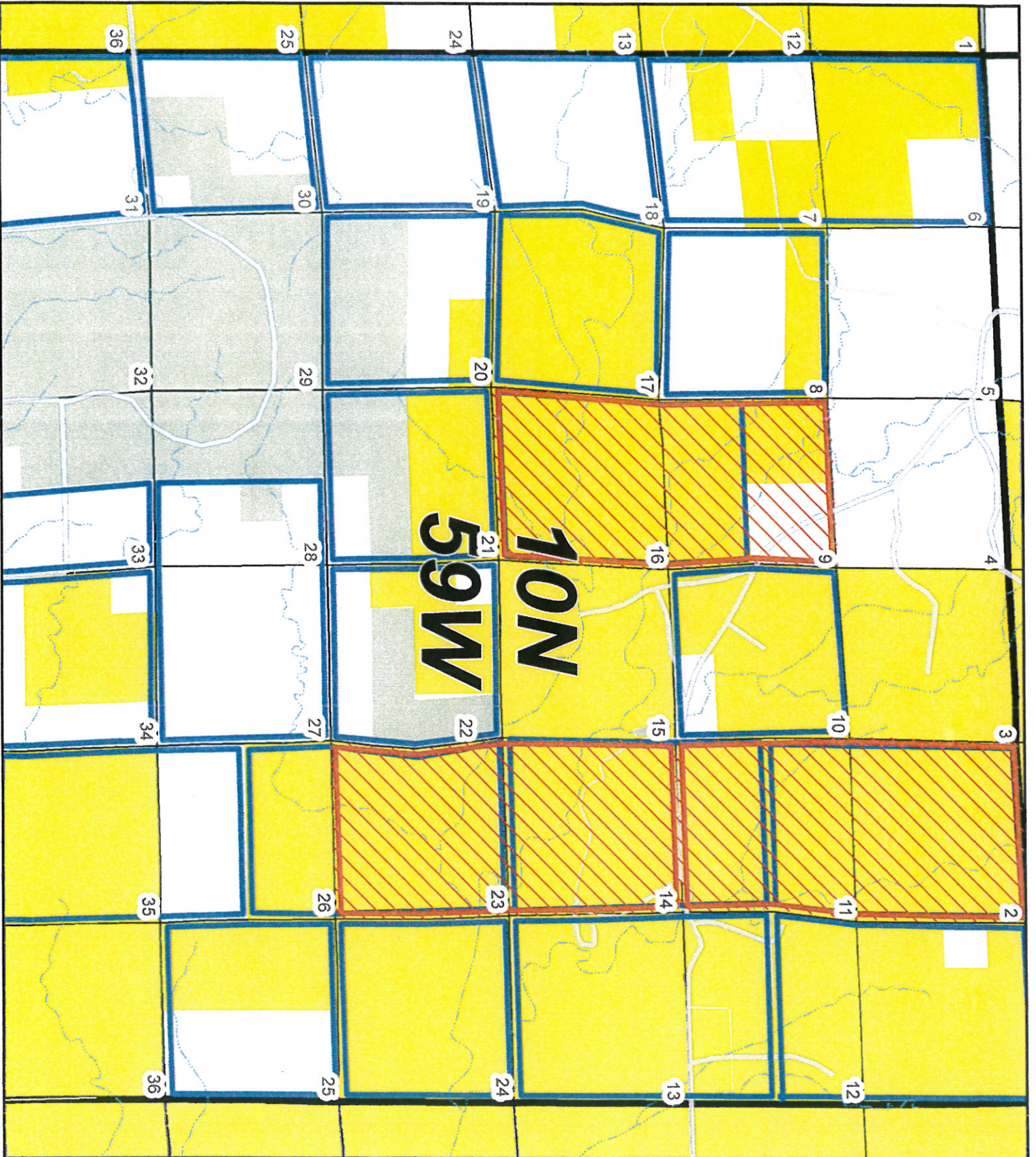
Foundation Energy Fund IV-A, L.P.
16000 Dallas Parkway
Suite 875
Dallas, TX 75248

Foundation Energy Fund IV-B Holding,
L.L.C.
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Suite 875
Dallas, TX 75248

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


Foundation Energy Management, LLC
Attn: Scott Ryan
1801 Broadway, Suite 1500
Denver, CO 80202

Synergy Resources Corporation
Attn: Matt Jones
1625 Broadway, Suite 300
Denver, CO 80202



-  Application Lands
-  Existing Spacing Units
-  WOGC Leasehold
-  Open Federal Land



 **MapInfo** *Working Partners & Separates*

Reference Plat

Weld County, Colorado

Scale: 1:45,704 | Projection: UTM zone 13N

Date: 11/23/2011 | Author: Scott McDaniel

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 THREE)
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)
10 NORTH, RANGE 59 WEST, 6TH P.M.,)
WELD COUNTY, COLORADO.)

Cause No. 535

Docket No. 160100024

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:

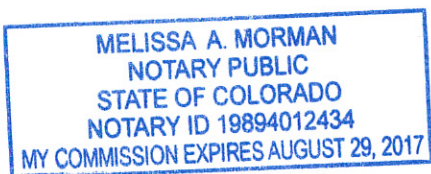
That I am the attorney for Whiting Oil and Gas Corporation and that on or before December 1, 2015, I caused a copy of the attached Application to be deposited in the United States mail, postage prepaid, addressed to the parties listed on Exhibit A to the Application.

Chelsey J. Russell

Chelsey J. Russell

Subscribed and sworn to before me December 1, 2015.

Witness my hand and official seal.



Melissa A. Morman

Notary Public
My commission expires: 8/29/2017