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BEFORE THE OIL AND GAS CONSERVATION COMMISSION
OF THE STATE OF COLORADO

IN THE MATTER OF THE AMENDED)	Cause No. 535
APPLICATION OF WHITING OIL AND GAS)	
CORPORATION FOR AN ORDER VACATING)	Docket No. 170600328
ORDER NO. 535-659 AND ESTABLISHING ONE)	
1280-ACRE DRILLING AND SPACING UNIT)	Type: SPACING AND
AND ESTABLISHING WELL LOCATION RULES)	INCREASED DENSITY
APPLICABLE TO THE DRILLING AND)	
PRODUCING OF WELLS FROM THE CARLILE,)	
FORT HAYS, CODELL AND NIOBRARA)	
FORMATIONS COVERING CERTAIN LANDS IN)	
TOWNSHIP 11 NORTH, RANGE 59 WEST, 6TH)	
P.M., WELD COUNTY, COLORADO.)	

AMENDED APPLICATION

Whiting Oil and Gas Corporation ("Applicant"), Operator No. 96155, by and through its attorneys, Welborn Sullivan Meck & Tooley, P.C., respectfully submits this **Amended** Application to the Oil and Gas Conservation Commission of the State of Colorado ("Commission") for an order vacating Order No. 535-659, establishing one (1) approximate 1,280-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 **Carlile, Fort Hays**, Codell and Niobrara Formations covering certain lands in Weld County, Colorado. In support of its Application, Applicant states as follows:

- Applicant owns leasehold interests in the following lands ("Application Lands"):
Township 11 North, Range 59 West, 6th P.M.
Section 25: All
Section 36: All

A reference map of the Application Lands is attached hereto.

1. 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 Carlile and Fort Hays Formations. The S¹/₂ of Section 25 and Section 36, Township 11 North, Range 59 West, 6th P.M. are subject to this Rule for the Codell and Niobrara Formations.**

2. On April 13, 2015, the Commission entered Order No. 535-659, which established one (1) approximate 960-acre drilling and spacing unit **covering all of Section 24 and the N½ of Section 25, Township 11 North, Range 59 West, 6th P.M.**, and approved thirty-two (32) horizontal wells in said drilling and spacing unit for the production of oil, gas and associated hydrocarbons from the Codell and Niobrara Formations. The N½ of Section 25, Township 11 North, Range 59 West, 6th P.M. is subject to this Order for the Codell and Niobrara Formations.

3. **An Application for Permit to Drill exists for the Retamco State 36-11-59 #1 well (API No. 05-123-42354) located in Section 36, Township 11 North, Range 59 West, 6th P.M., in the name of Retamco Operating, Inc., and expires on October 25, 2017. Whiting owns 100% of the leasehold in Section 36 on which the well is located and intends to allow the Retamco State 36-11-59 #1 APD expire according to its terms.**

4. 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.

5. 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.

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

7. To promote efficient drainage of the **Carlile, Fort Hays**, Codell and Niobrara Formations within the Application Lands and to avoid waste, the Commission should vacate Order No. 535-659 in its entirety and establish one (1) approximate 1,280-acre drilling and spacing unit covering the Application Lands described below for production of oil, gas and associated hydrocarbons from the **Carlile, Fort Hays**, Codell and Niobrara Formations:

Township 11 North, Range 59 West, 6th P.M.

Section 25: All

Section 36: All

8. Applicant is requesting to drill and complete one (1) horizontal well in the approximate 1,280-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 **Carlile, Fort Hays**, Codell and Niobrara 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 **Carlile, Fort Hays**, Codell and/or Niobrara 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.

9. Applicant requests authority to drill only those wells necessary to determine the well density which allows the most efficient drainage of the **Carlile, Fort Hays**, Codell and Niobrara Formations, prevents waste, does not adversely affect correlative rights, and assures the greatest ultimate recovery of oil, gas and associated hydrocarbon substances from the **Carlile, Fort Hays**, Codell and Niobrara Formations. The proposed drilling and spacing unit is not smaller than the maximum area that can be economically and efficiently drained by the authorized wells in such drilling and spacing unit. Applicant further maintains that wells drilled in the above-proposed drilling and spacing unit will have no adverse effect on correlative rights of adjacent owners.

10. Applicant further requests that the wells are drilled from no more than four (4) 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 **Amended** Application shall be served on each interested party within seven days after filing of the 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 5th day of May, 2017.

Respectfully submitted,

WELBORN SULLIVAN MECK & TOOLEY, P.C.

By: 

Joseph C. Pierzchala

Sarah Sorum

Welborn Sullivan Meck & Tooley, P.C.

Attorneys for Applicant

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Denver, CO 80202

303-830-2500

jpierzchala@wsmtlaw.com

ssorum@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 Land Manager with Whiting Oil and Gas Corporation, upon oath deposes and says that he has read the foregoing **Amended** Application and that the statements contained therein are true to the best of his knowledge, information and belief.

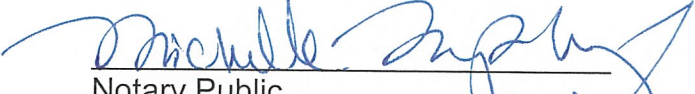
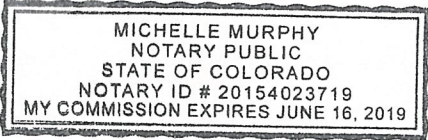
WHITING OIL AND GAS CORPORATION



Scott McDaniel, Regional Landman

Subscribed and sworn to before me this 8th day of May, 2017 by Scott McDaniel, Regional Land Manager for Whiting Oil and Gas Corporation.

Witness my hand and official seal.



Notary Public
My Commission Expires: 6/16/2019

EXHIBIT A

INTERESTED PARTIES

Weld County Department of Planning Services

Troy Swain
1555 North 17th Avenue
Greeley, CO 80631

Colorado Department of Public Health and Environment

Kent Kuster
4300 Cherry Creek Drive South
Denver, CO 80246-1500

Colorado Parks and Wildlife

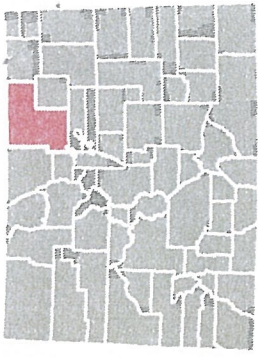
Brandon Marette
Northeast Region Office
6060 Broadway
Denver, CO 80216

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EXHIBIT A CONTINUED ON NEXT PAGE

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INTERESTED PARTIES

Bar Y Bar Ranch, Inc.
Mark Weisbrook and Sarah Weisbrook
Kathryn A. Higgins, as Guardian of Mary E. Merz
Richard L. Henninger, a/k/a Richard Lee Henninger
Richard L. Henninger
Donald F. Henninger
Donald F. Henninger
The Vicki Bonner Family Trust dated March 13, 2013
Dorace Dena Smith
Weld County, Colorado
Continental Resources, Inc.



Reference Plat
Weld County, Colorado

- Application Lands
- Existing Spacing Unit

BEFORE THE OIL AND GAS CONSERVATION COMMISSION
OF THE STATE OF COLORADO

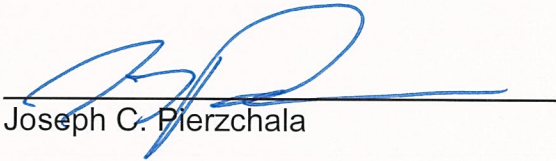
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NIOBRARA FORMATIONS COVERING)	
CERTAIN LANDS IN TOWNSHIP 11 NORTH,)	
RANGE 59 WEST, 6TH P.M., WELD)	
COUNTY, COLORADO.)	

AFFIDAVIT OF MAILING

STATE OF COLORADO §
 §
CITY AND COUNTY OF DENVER §

I, Joseph C. Pierzchala, 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 May 10, 2017, I caused a copy of the attached **Amended** Application to be deposited in the United States mail, postage prepaid, addressed to the parties listed on Exhibit A to the Application.

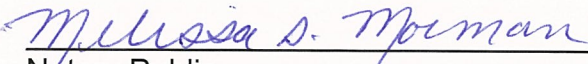


Joseph C. Pierzchala

Subscribed and sworn to before me May 10, 2017.

Witness my hand and official seal.

MELISSA A. MORMAN
NOTARY PUBLIC
STATE OF COLORADO
NOTARY ID 19894012434
MY COMMISSION EXPIRES AUGUST 29, 2017



Notary Public
My commission expires: 8/29/2017