

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 WELL)	CAUSE NO. 528
LOCATION AND SETBACK RULES FOR THE)	
ILES AND SEGO FORMATIONS OF THE)	DOCKET NO. _____
MESA VERDE GROUP FOR LANDS IN)	
RIO BLANCO COUNTY, COLORADO)	

APPLICATION

Whiting Oil and Gas Corporation ("Applicant") by its attorneys, Welborn Sullivan Meck & Tooley, P.C., respectfully request the Colorado Oil & Gas Conservation Commission ("Commission") enter an order establishing well location and setback rules applicable to wells drilled to and producing from the Iles and Sego formations of the Mesa Verde Group in the following lands ("Application Lands"):

Township 3 South, Range 97 West, 6th P.M.
Section 3: All
Rio Blanco County, Colorado

In support of this Application, Applicant states as follows:

1. Applicant is a corporation authorized to conduct business in Colorado.
2. An affiliated company of Applicant owns leasehold interests in all of the Application Lands.
3. By Order No. 528-1, dated October 23, 2006, the Commission authorized well spacing of one well per 10 acres, for the production of gas and associated hydrocarbons from the Williams Fork, Iles and Sego Formations, with the permitted well to be located no closer than 100 feet from the lease line for Williams Fork Formation wells unless such boundary abuts or corners lands where the Commission has not granted the right to drill 10-acre density wells, in which event the Williams Fork formation wells drilled on the Application Lands shall be drilled downhole no closer than 200 feet from the portion of the boundary which abuts or corners lands where 10-acre density has not been authorized by the Commission.
4. Order 528-1 also required also required Iles and Sego formation wells to be drilled downhole not less than and 400 feet from the lease line, and further ordered that Iles formation and Sego formation wells be drilled only in conjunction with the drilling of Williams Fork formation wells, and that wells drilled under this Order be drilled from no more than one pad on each quarter-quarter section, unless exception is granted by the Commission pursuant to an application made requesting such exception.
5. To promote efficient drainage of the Iles and Sego formations, Applicant requests the Commission amend Order 528-1 to eliminate the requirement that Iles and Sego wells must be drilled in conjunction with Williams Fork wells and also to allow Iles and Sego wells be drilled downhole no closer than 100 feet from the outside boundary of the Application Lands, unless such

boundary abuts or corners lands for which the Commission has not at the time of drilling permit application granted the right to drill 10-acre density Iles and Sego wells, and such abutting or cornering lands are not in a federal unit that allows drilling of 10-acre density Iles and Sego wells. Where the Application Lands abut or corner lands for which the Commission has not at the time of drilling permit application granted the right to drill 10-acre density Iles and Sego wells, and such abutting or cornering lands are not in a federal unit that allows drilling of 10-acre density Iles and Sego wells, Iles and Sego wells shall be located downhole no closer than 200 feet from that portion of the boundary which abuts or corners lands for which 10 acre density has not been ordered by the Commission for the Iles and Sego formations. This would make the setback requirements for the Iles and Sego formations the same as those for the Williams Fork formation.

6. Applicant requests the Commission allow wells drilled on the Application Lands to be drilled either vertically or directionally from no more than one pad located on a given quarter quarter section unless exception is granted by the Commission pursuant to an application made requesting such exception.

7. Applicant requests the Commission authorize the Director of the Commission, without additional notice and hearing, grant exceptions to well locations for good cause shown (including but not limited to surface owner requests) provided a waiver is obtained from the lease owner toward whom the well location is proposed to be moved. If a waiver cannot be obtained, then Applicant requests that the well operator be authorized to apply to the Director of the Commission for a variance.

8. Applicant believes its proposed well location and setback rules (1) will allow more efficient drainage of the Iles and Sego formations, (2) will not promote waste, (3) will not violate correlative rights and (4) will assure the greatest ultimate recovery of gas and associated substances from the reservoir.

9. Names and addresses of the interested parties according to the information and belief of Applicant are set forth in Exhibit A attached hereto and made a part hereof.

Applicant respectfully requests this matter be set for hearing at the November 30 – December 1, 2009 hearing, that notice be given as required by law and that upon such hearing the Commission enter its order consistent with Applicant's proposals as set forth above.

Respectfully submitted on October 13, 2009.

WELBORN SULLIVAN MECK & TOOLEY, P.C.

By: _____
Stephen J. Sullivan
821 17th Street, Suite 500
Denver, CO 80202
Telephone: 303-830-2500
Facsimile: 303-832-2366
ssullivan@wsmtlaw.com

Applicant's Contact Information:
Whiting Oil and Gas Corporation
1700 Broadway, Suite 2300
Denver, Colorado 80290-2300
Attn: Mr. Scott McDaniel
Telephone: 303-390-4261
E-Mail: Scott.McDaniel@whiting.com

VERIFICATION

STATE OF COLORADO)
) ss.
CITY & COUNTY OF DENVER)

Scott McDaniel, of lawful age, being first duly sworn upon oath, deposes and says that he is Senior Land Manager for the Central Rockies Unit of Whiting Oil and Gas Corporation, that he has read the foregoing Application and that the matters therein contained are true to the best of his knowledge, information and belief.

Whiting Oil and Gas Corporation

By: _____
Scott McDaniel

Subscribed and sworn to before me this _____ day of October, 2009.

Witness my hand and official seal.

Notary Public

My commission expires: _____

EXHIBIT A

WORKING INTEREST OWNERS, UNLEASED MINERAL INTEREST OWNERS AND OTHER INTERESTED PARTIES

Llewellyn Oil Shale Co.
c/o Price Waterhouse
Attn: William Fong
222 Lakeview Avenue
West Palm Beach, FL 33401

EnCana Oil & Gas (USA) Inc.
Attn: Bob Weaver
370 – 17th Street, Suite 1700
Denver, CO 80202

James W. Tilney
21 Gibraltar Lane
Avon, CT 06001

ExxonMobil Corporation
Attn: Paul Keffer
PO Box 4538
Houston, TX 77252

Kane M. Tilney, Trustee
c/o Peter Whitman
292 Bridge Street
South Hamilton, MA 01982

Whiting Oil & Gas Corporation
1700 Broadway, Suite 2300
Denver, CO 80290

Sheldon Tilney
224 Willow Grove Avenue
Philadelphia, PA 19118

Schmid Properties, Inc.
PO Box 389
Houston, TX 76457

Schuyler M. Tilney
2910 Del Monte Drive
Houston, TX 77019

Rio Blanco County
Attn: Jeff Madison
Local Government Designee
P.O. Box 599
Meeker, Colorado 81641

Cornelia K. Tilney
2047 Green Street
San Francisco, CA 94123

Bureau of Land Management
Attn: Wayne Bankert
2815 "H" Road
Grand Junction, Colorado 81506

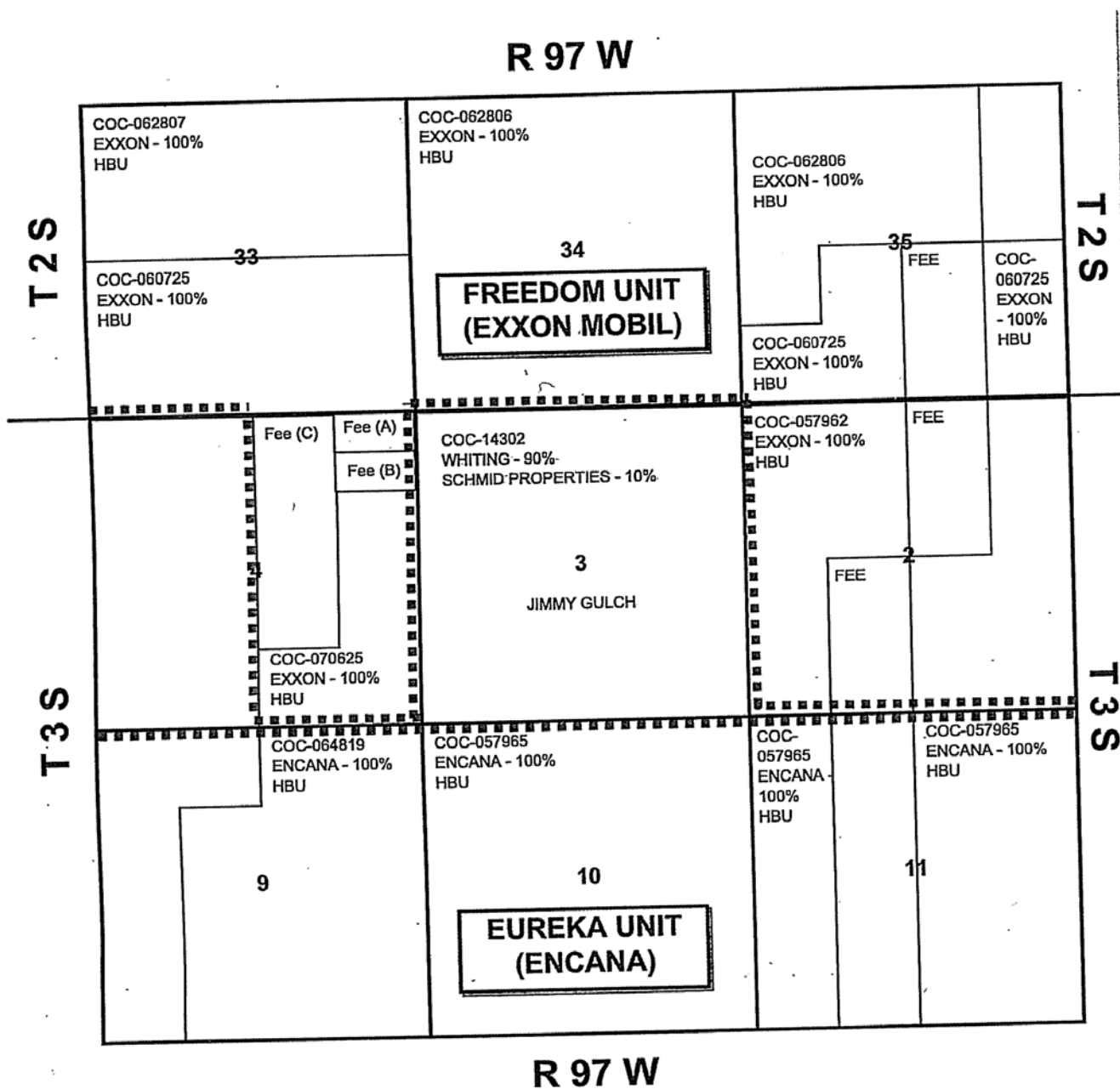
Augusta M. Tilney
25 81st Street
New York, NY 10024

Winifred T. Whitman
5 Wannacomet Rd.
Nantucket, MA 02554

Victoria T. Page
8 Woodruff Road
Farmington, CT 06032

Shell Oil Company
PO Box 576
Houston, TX 77001

EXHIBIT B
REFERENCE MAP



Except for Commission Order No. 528-1, which covers all of Section 3, T3S-R97W, there are no commission spacing orders covering sections within, adjacent to or cornering the Application Lands. Two federal exploratory units, the Freedom Unit and the Eureka Unit, completely surround the Application Lands.