

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 ALLOWING ADDITIONAL WELLS)
IN EXISTING 960-ACRE AND 640-ACRE)
DRILLING AND SPACING UNITS AND)
ESTABLISHING WELL LOCATION RULES)
APPLICABLE TO THE DRILLING AND)
PRODUCING OF WELLS FROM THE)
NIOBRARA FORMATION COVERING CERTAIN)
LANDS IN TOWNSHIP 10 NORTH, RANGE 57)
WEST, AND TOWNSHIP 10 NORTH, RANGE 58)
WEST, WELD COUNTY, COLORADO.)

Cause No. 535

Docket No. _____

APPLICATION

Whiting Oil and Gas Corporation ("Applicant"), 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 allowing up to eight wells in each of the existing 960-acre and 640-acre drilling and spacing units described in this Application and establishing well location rules applicable to the drilling of wells and producing of oil and gas from the Niobrara Formation 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 57 West, 6th P.M.

Section 6: All (consisting of Lots 1, 2, 3, 4, 5, 6, 7, S $\frac{1}{2}$ NE $\frac{1}{4}$, SW $\frac{1}{4}$ NW $\frac{1}{4}$, E $\frac{1}{2}$ SW $\frac{1}{4}$, SE $\frac{1}{4}$)

Section 7: N $\frac{1}{2}$ (consisting of Lots 1, 2, E $\frac{1}{2}$ NW $\frac{1}{4}$, NE $\frac{1}{4}$)

Township 10 North, Range 57 West, 6th P.M.

Section 7: S $\frac{1}{2}$ (consisting of Lots 3, 4, E $\frac{1}{2}$ SW $\frac{1}{4}$, SE $\frac{1}{4}$)

Section 18: All (consisting of Lots 1, 2, 3, 4, E $\frac{1}{2}$ W $\frac{1}{2}$, E $\frac{1}{2}$)

Township 10 North, Range 57 West, 6th P.M.

Section 19: All (consisting of Lots 1, 2, 3, 4, E $\frac{1}{2}$ W $\frac{1}{2}$, E $\frac{1}{2}$)

Section 30: N $\frac{1}{2}$ (consisting of Lots 1, 2, E $\frac{1}{2}$ NW $\frac{1}{4}$, NE $\frac{1}{4}$)

Township 10 North, Range 57 West, 6th P.M.

Section 8: S $\frac{1}{2}$

Section 17: All

Township 10 North, Range 57 West, 6th P.M.

Section 9: S $\frac{1}{2}$

Section 16: All

Township 10 North, Range 57 West, 6th P.M.

Section 20: All

Section 29: N $\frac{1}{2}$

Township 10 North, Range 57 West, 6th P.M.

Section 29: S $\frac{1}{2}$

Section 32: All

Township 10 North, Range 58 West, 6th P.M.

Section 1: All (consisting of Lots 1, 2, 3, 4, S $\frac{1}{2}$ N $\frac{1}{2}$, S $\frac{1}{2}$)

Section 12: N $\frac{1}{2}$

Township 10 North, Range 58 West, 6th P.M.
Section 2: All (consisting of Lots 1, 2, 3, 4, S $\frac{1}{2}$ N $\frac{1}{2}$, S $\frac{1}{2}$)
Section 11: N $\frac{1}{2}$

Township 10 North, Range 58 West, 6th P.M.
Section 11: N $\frac{1}{2}$
Section 14: All

Township 10 North, Range 58 West, 6th P.M.
Section 20: All
Section 29: N $\frac{1}{2}$

Township 10 North, Range 58 West, 6th P.M.
Section 21: All
Section 28: N $\frac{1}{2}$

Township 10 North, Range 58 West, 6th P.M.
Section 22: All
Section 27: N $\frac{1}{2}$

Township 10 North, Range 58 West, 6th P.M.
Section 23: All
Section 26: N $\frac{1}{2}$

Township 10 North, Range 58 West, 6th P.M.
Section 24: All

Township 10 North, Range 58 West, 6th P.M.
Section 25: All

Township 10 North, Range 58 West, 6th P.M.
Section 26: S $\frac{1}{2}$
Section 35: All

Township 10 North, Range 58 West, 6th P.M.
Section 27: S $\frac{1}{2}$
Section 34: All

Township 10 North, Range 58 West, 6th P.M.
Section 28: S $\frac{1}{2}$
Section 33: All

Township 10 North, Range 58 West, 6th P.M.
Section 29: S $\frac{1}{2}$
Section 32: All

Township 10 North, Range 58 West, 6th P.M.
Section 30: S $\frac{1}{2}$ (consisting of Lots 3, 4, E $\frac{1}{2}$ SW $\frac{1}{4}$, SE $\frac{1}{4}$)
Section 31: All (consisting of Lots 1, 2, 3, 4, E $\frac{1}{2}$ W $\frac{1}{2}$, E $\frac{1}{2}$)

A reference map of the Application Lands is attached hereto.

2. An application for an order establishing an approximate 960 acre drilling and spacing unit and allowing up to four horizontal wells within each unit for production of oil, gas and associated hydrocarbons from the Niobrara formation, with the surface location of the permitted well to be located anywhere within the proposed unit and the treated interval of the wellbore to be no closer than 600 feet from the unit boundaries, without exception, is being filed with the Commission concurrently with this Application, for the following portion of the Application Lands:

Township 10 North, Range 57 West, 6th P.M.

Section 9: S½

Section 16: All

The following portion of the Application Lands are subject to Commission Orders 535-3 and 535-180 establishing approximate 640-acre drilling and spacing units and allowing up to four horizontal wells within each unit for production of oil, gas and associated hydrocarbons from the Niobrara formation, with the surface location of the permitted well to be located anywhere within the proposed unit and the treated interval of the wellbore to be no closer than 600 feet from the unit boundaries, without exception being granted by the Director.

Township 10 North, Range 58 West, 6th P.M.

Section 24: All

Township 10 North, Range 58 West, 6th P.M.

Section 25: All

The remaining portion of the Application Lands are subject to Commission Orders 535-60, 535-150, 535-178, 535-179 and 535-204 establishing approximate 960-acre drilling and spacing units and allowing up to four horizontal wells within each unit for production of oil, gas and associated hydrocarbons from the Niobrara formation, with the surface location of the permitted well to be located anywhere within the proposed unit and the treated interval of the wellbore to be no closer than 600 feet from the unit boundaries, without exception being granted by the Director.

3. The Niobrara Formation in the area of the Application Lands is defined as the stratigraphic equivalent of the interval between 5,777' (top of the Niobrara) and 6,101' (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.

4. Applicant has drilled, tested and completed wells in the Niobrara Formation on the Application Lands and on lands in close proximity to the Application Lands.

5. Applicant has determined through drilling operations and other geological and engineering analyses that to promote efficient drainage within the Niobrara Formation of the Application Lands, and to avoid waste, the Commission should allow up to eight wells within the Application Lands for production of oil, gas and associated hydrocarbons from the Niobrara formation.

6. Cause 510 analogy: Applicant has determined through drilling operations and other geological and engineering analyses that to promote efficient drainage within the Niobrara Formation of the Application Lands, and to avoid waste, the Commission should allow the treated interval of the wellbore to be no closer than 200 feet from the treated interval of any other wellbore producing from the Niobrara formation, 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 to be located no closer than 100 feet from a unit boundary, without exception (Rule 318.c) being granted by the Director. 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 the distance permitted in the adjacent or cornering lands.

7. The above-proposed drilling and spacing units will allow efficient drainage of the Niobrara Formation, will prevent waste, will not adversely affect correlative rights and will assure the greatest ultimate recovery of gas and associated hydrocarbon substances from the Niobrara Formation. The proposed drilling and spacing units are not smaller than the maximum area that can be economically and efficiently drained by the proposed wells in such drilling and spacing unit. Applicant further maintains that a well drilled in the above-proposed drilling and spacing units will have no adverse effect on correlative rights of adjacent owners.

8. 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 the next seven days 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 24th day of January, 2013.

Respectfully submitted,

WELBORN SULLIVAN MECK & TOOLEY, P.C.

By: Chelsey J. Russell
Stephen J. Sullivan
Chelsey J. Russell
Welborn Sullivan Meck & Tooley, P.C.
Attorneys for Applicant
1125 - 17th Street, Suite 2200
Denver, CO 80202
303-830-2500

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.

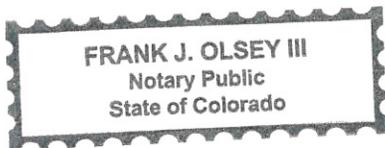
WHITING OIL AND GAS CORPORATION

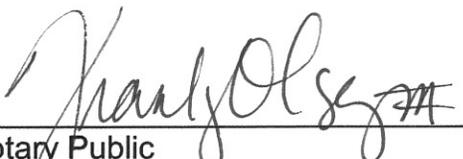


Scott McDaniel, Regional Landman

Subscribed and sworn to before me this 23rd day of January, 2013 by Scott McDaniel, Regional Landman for Whiting Oil and Gas Corporation.

Witness my hand and official seal.





Notary Public
My Commission Expires: 8-31-2014

EXHIBIT A

INTERESTED PARTIES

Mr. David Bauer
Weld County
1111 H Street
Greeley, CO 80632

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

HRM Resources LLC
410 – Seventeenth Street, Suite 1200
Denver, CO 80202

Noble Energy
100 Glenborough Drive, Ste. 100
Houston, TX. 77067

Estate of Adeline I. Ryden
c/o Valera Graham
3491 Mining Brook Road
Placerville, CA 95667

GFL & Associates, LLC
19751 East Main Street, Suite 334
Parker, CO 80138

Estate of Armada Keefauver
c/o Suzanne Basile
1148 Rosewood Ave.
San Carlos, CA 94070-4808

W. K. Rogers, LLC,
a Limited Partnership
C/O Warren K. Rogers
1371 Seagull Drive South
St. Petersburg, FL 33707

Charter Royalty 96, LTD
110 N Marienfield #101
Midland, TX 79702

Gloria J. Rasmussen
1915 E Evergreen Boulevard
Vancouver, WA 98661

Penny Hammac
4707 NW Lavina Street
Vancouver, WA 98663

Grady Hubbard
3440 W 66 Ave.
Denver, CO 80221

William W. Hubbard
3161 Westcliff Dr W
Colorado Springs CO 80906-4591

Mary M. Stewart
40 Eastview Dr
Hollister CA 95023-5501

Robert M. Allan and
Bonnie J. Allan, joint tenants
186 Phoebus Drive
Florissant, CO 80816

Paul Davis, LTD, a Texas Limited Partnership
P.O. Box 871
Midland, TX 79702

Continental Royalties
Box 1585
Amarillo, TX 79105-1585

Gene F. Lang & Co.
19751 East Mainstreet, Suite 334
Parker, CO 80138

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

H. S. Resources, Inc.
1999 Broadway, Suite 3600
Denver, CO 80202

Antelope Energy Company, LLC
P.O. Box 577
Kimball, NE 69145

Southwest Guaranty Trust Company,
National Association, and Marian Neal Lyeth,
Co-Trustees under the Will of William Bonner Rubey
2121 Sage Road, Suite 150
Houston, TX 77056

Hunter Baar
PO Box R
Aspen CO 81612-7419

Penn Royalty Company
204 N. Robinson Ave
Suite 1900
Oklahoma City, OK 73102

Marie Ellinghausen and Mary Elizabeth Ellinghausen
PO Box 2300
Tulsa, OK 74102-2300

Michael Moose Watson and Katrina A. Watson
5839 East Abbey Road
Flagstaff, AZ 86004

Hattie Hammer
715 South Normandie Ave.
Los Angeles, CA 90005-2267

Robert B. Lockwood
27 Norris Street
Gamerville, NY 10923-120

Hyman I. Fischbach
19 W Flagler Street APT
Miami, FL 33130-4400

Estate of Emma M. Griggs, deceased
c/o Susan G. Young, Administrator
109 South Fulton Avenue, Mt. Vernon, NY 10550-5105

Gail Clifford Hutton
16761 Coral Cay Lane
Huntington Beach, CA 92649

Craig T. Clifford
818 West Riverside Ave #880
Spokane, WA 99201

Melanie Clifford Nedrud, aka,
Melanie P. Nedrud
1217 Lincoln Road
Missoula, MT 59802

SKV, LLC
PO Box 300687
Denver, CO 80218

Sheets, Kenneth, James, David
7201 County Rd 301
Rifle, CO 81650

Pauline Bonnicksen,
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Greeley, CO 80631

Beth Bonnicksen
6966 S Boulder Rd
Boulder, CO 80303-4322

Tucker B. Royall
P.O. Box 202
Palestine, Texas 75802

Bank of America, N.A., Trustee of the
Minnie K. Patton Scholarship Foundation
P. O. Box 830308
Dallas, TX 75283-0308

Michael B. Collins
3433 FM 2843
Florence, TX 76527-3925

Kerr-McGee Oil & Gas Onshore LP,
A Delaware limited partnership
P.O. Box 1330
Houston, TX. 77251-1330

Philomena Edmonson
2304 Belleview Avenue
La Junta, CO 81050

Ferrell Davis
P.O. Box 3061
Midland, TX 79702

Karen M. Woodward
P.O. Box 1581
Ventura, CA 93002-1581

L. C. Trull
3903 Jasmine
Colorado Springs, CO 83909

J.C. Byler
1123 N Waddington Ave.
Wichita, KS 67212-4010

George E. Campbell
16820 West Rd APT 127
Houston, TX 77095-5573

Leona Lundy
P.O. Box 369
Russell, KS 67665-0369

John A. Moore Trust dated June 12, 1979
c/o: Peter Benson, trustee
6445 Overbrook Rd
Mission Hills KS 66208-1939

Bill Morris
19624 4 Corners Rd
Bunker Hill, KS 67626-9425

Iolene Chastain
292 Firestone Addition Rd
McAlester, OK 74501-9137

Lena D. Mai
540 Oakdale
Russell, KS 67665

Curt Ryden
422 N Persimmon Dr
Olathe, KS 66061-5072

Duane E. Peterson
405 W. Glen Arbor Rd.
Kansas City, MO 64114

Norman V. King
10829 State Line
Kansas City, MO 84114

L.G. Wendegatz
4413 N Parkway Ave Apt.
Scottsdale AZ 85251-3750

Yvonne Sue Ruley
500 N Pinon St.
Olathe, KS 66061-5925

Phyllis C. Lundmark
491 Williams St
Denver, CO 80218-4025

Evelyn L Stark
32 Friendship Ln
Colorado Springs, CO 80904-1811

Marathon Oil Company
5555 San Felipe
Houston, TX 77253

Carrizo Oil & Gas, Inc.
500 Dallas Street, Suite 2300
Houston, TX 77002

Springfield Oil Company
27619 Brook Drive
Hot Springs, SD 57747

Anadarko E & P Company LP
PO Box 173779
Denver, CO 80217

Cirque Resources LP
475 17th ST, Suite 1600
Denver, CO 80202

Bruce F. Evertson
P. O. Box 577
Kimball, NE 69145

Mathilda Fregeau
C/O Maryanne Tebedo
1916 Snyder Ave.
Colorado Springs, CO 80909

Ottis A. Davis, heirs/assigns
c/o Leisure Lounge
17 N. Clinton Street
Albia, Iowa 52531

L&W Ventures, LLC
6995 S. Chapparal Circle W.
Centennial, CO 80016

Gail Craig PR for Barbara Gorshing
410 10TH Street
Windsor, CO 80550

Carrie G. Nickell
c/o Keith Fairbairn
403 Park St
Metaline Falls, WA 99153-0000

ABO Petroleum Corp
105 S. 4th Street
Artesia, NM 88210-2177

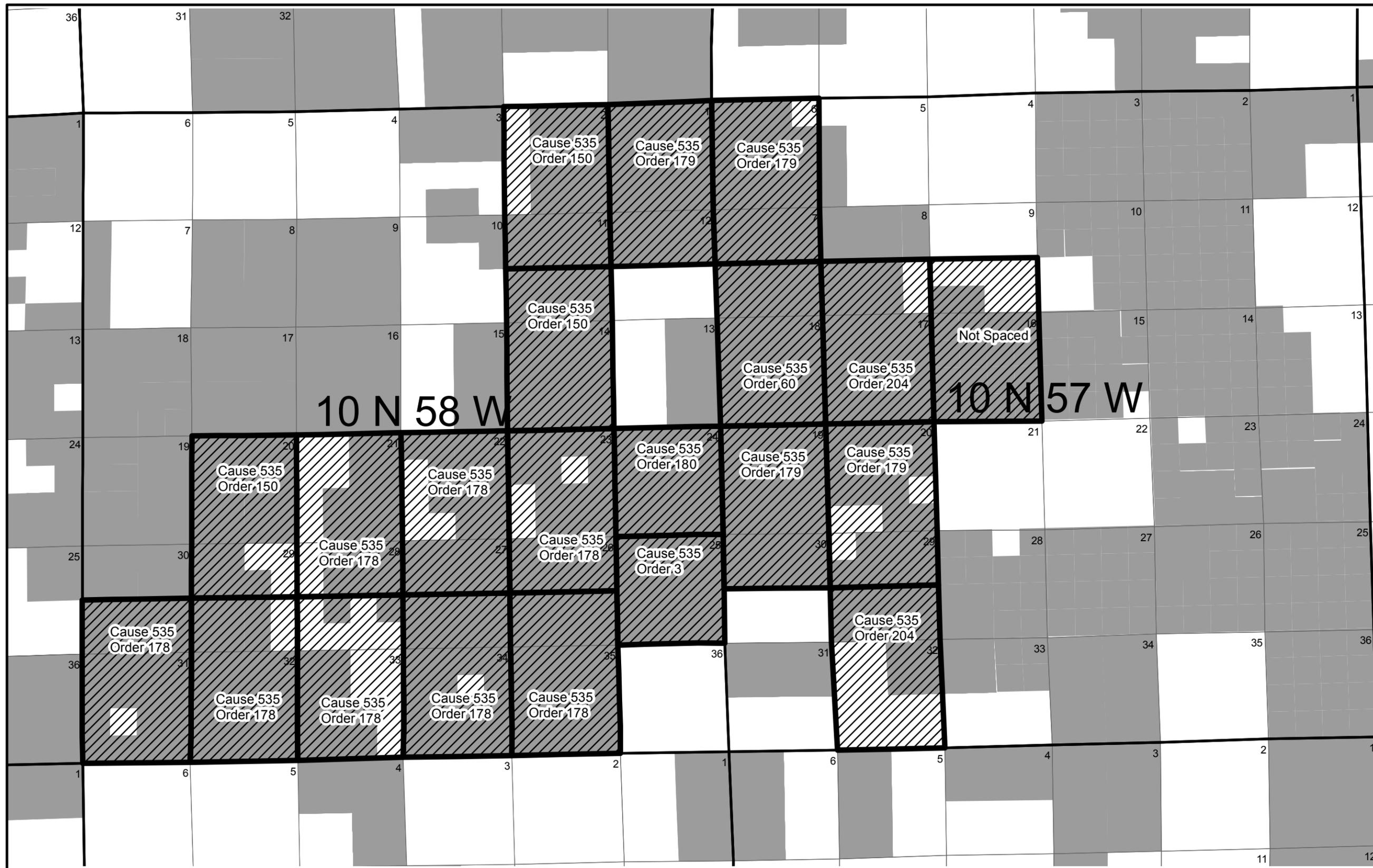
MYCO Industries, Inc.
105 S. 4th Street
Artesia, NM 88210-2177

Yates Petroleum Corp.
105 S. 4th Street
Artesia, NM 88210-2177

Kerr McGee Oil & Gas Onshore (USA) LLC
PO Box 173779
Denver, CO 80217

Sterling Energy
1200 17th Street, Suite 2850
Denver, CO 80202

ACME Oil Corp., LLC
1501-D W. Hwy 34
Loveland, CO 80537



Legend

 Application Lands

 Whiting Leasehold




Whiting Petroleum Corporation

 Exhibit "A"
Weld County, Colorado

Scale: 1:56,687	Projection: NAD 1983 UTM Zone 13N
Date: 7/24/2012	Author: Scott McDaniel

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OF THE STATE OF COLORADO

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WEST, WELD COUNTY, COLORADO.)

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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 January 28, 2013, 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 January 28, 2013.

Witness my hand and official seal.

Melissa D. Morman
Notary Public
My commission expires: Aug. 29, 2013

