

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 AN EXISTING 640-ACRE DRILLING AND)	Cause No. 535
SPACING UNIT APPLICABLE TO THE)	
DRILLING AND PRODUCING OF WELLS FROM)	Docket No. _____
THE NIOBRARA FORMATION COVERING)	
CERTAIN LANDS IN TOWNSHIP 10 NORTH,)	
RANGE 58 WEST, 6TH P.M., WELD COUNTY,)	
COLORADO.)	

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 amending Order Nos. 535-314 and 535-296 only insofar as they apply to the Application Lands described below and approving additional wells and modified setbacks in the existing 640-acre drilling and spacing unit described in this Application 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 58 West, 6th P.M.
Section 25: ALL

A reference map of the Application Lands is attached hereto.

- 2. By Order No. 535-3 dated February 22, 2011, the Commission approved an application establishing 160 approximate 640-acre drilling and spacing units, including Section 25, Township 10 North, Range 58 West, 6th P.M., with one horizontal well within each unit for the production of oil, gas and associated hydrocarbons from the Niobrara Formation, with the treated interval of the wellbore to be located no closer than 600 feet from the unit boundaries and no closer than 1200 feet from the treated interval of any other wellbore located in the unit.
- 3. By Order No. 535-296 dated March 25, 2013, the Commission approved an application allowing up to eight horizontal wells in 21 approximate 640 to 960-acre drilling and spacing units, including the Application Lands, for the production of oil, gas and associated hydrocarbons from the Niobrara Formation. The Commission further approved the treated interval of the wellbore to be no closer than 100 feet from the unit boundary and no closer than 200 feet from the treated interval of any other wellbore producing from the Niobrara Formation.
- 4. By Order No. 535-314 dated May 6, 2013, the Commission approved an application allowing up to sixteen horizontal wells in 21 approximate 640 to 960-acre drilling and spacing units, including the Application Lands, for the production of oil, gas and associated hydrocarbons from the Niobrara Formation.
- 5. 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.
- 6. 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.

7. To promote efficient drainage of the Niobrara Formation within the Application Lands, and to avoid waste, the Commission should amend Order No. 535-314 only as it applies to the Application Lands to create an exploratory unit which allows an appropriate number of wells, not to exceed 32 wells, in the 640-acre spacing unit within the Application Lands in order to efficiently and economically recover oil, gas and associated hydrocarbons from the Niobrara formation in the proposed unit.

8. Applicant requests that the surface location for each proposed horizontal well be located at a legal location in the above described drilling and spacing units or on adjacent lands. Applicant further requests that the 200 foot treated interval between each wellbore established in Order No. 535-296 be amended and that the new setback be no closer than 100 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 no closer than 100 feet from a unit boundary. If the Commission has not at the time of the drilling permit application granted to owners of 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, 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 Niobrara Formation, prevents waste, does not adversely affect correlative rights and assures the greatest ultimate recovery of oil, gas and associated hydrocarbon substances from the Niobrara Formation. 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.

10. 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 30th day of May, 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 Amended Application and that the statements contained therein are true to the best of his knowledge, information and belief.

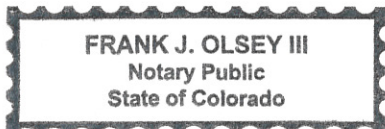
WHITING OIL AND GAS CORPORATION



Scott McDaniel, Regional Landman

Subscribed and sworn to before me this 29th day of May, 2013 by Scott McDaniel, Regional Landman for Whiting Oil and Gas Corporation.

Witness my hand and official seal.



Mary Public

Notary Public

My Commission Expires: 8-31-2014

EXHIBIT A

INTERESTED PARTIES

Noble Energy WYCO, LLC
1625 Broadway, Suite 2000
Denver, CO 80202

The Estate of Lloyd Laverne Keslar
c/o Paul Keslar
2411 Ammon Ave
Lincoln, NE 68507-2735

Jamie Paul Shoemaker
19977 Highway 14
Walden, CO 80480

The Estate of Grady Hubbard
c/o Evelyn Peterson
9715 Kapowsin Hwy. E.
Graham, WA 98338

United States of America
c/o BLM Colorado State Office
2850 Youngfield Street
Lakewood, Colorado 80215-7093

GFL & Associates, LLC
19751 East Main Street, Suite 336
Parker, CO 80138

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

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

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

Haimo Oil & Gas LLC
F6, TowerB, Grand Place,
No. 5, Huizhong Road
Chaoyang District, Beijing, 100101, China

Anadarko E&P Company LP
1099 – 18th Street, Suite 1800
Denver, CO 80202

Chesapeake Exploration, L.L.C.
6100 North Western Avenue
Oklahoma City, OK 73118

Gerald F. Williams
(No known address of record)

The Estate of Charles S. Williams
c/o Marilyn J. Williams, Personal
Representative
1901 E. Almeria Road
Phoenix, AZ 85006-2330

OOGC America, Inc.
c/o CNOOC International Limited
P.O. Box 4705, No. 25
Chaoyangmenbei Dajie,
Dongcheng District,
Beijing, 100010, P.R. China

Uni Royalty Group, Ltd.
P.O. Box 3009
Greenwood Village, CO 80155

Gary L. Williams
1125 Live Oak Ct.
Fort Collins, CO 80525-5514

Gregory B. Williams
1590 S. Hazel Ct.
Denver, CO 80219-4633

Robin L. Williams
1143 Tupelo Dr.
Loveland, CO 80538-3355

The Estate of Emma Mae Thompson
c/o Jacqueline K. Gleichauf
888 Trail Ridge Rd
Aiken, SC 29803-5286

The Estate of Martha Golden
c/o Dixie Lee Sanders
6470 Aquatic Cir
Colorado Springs, CO 80923-4468

Edna Davison
c/o Culver Davison, Conservator
4403 S. Lowell Blvd.
Denver, CO 80236

The Moore Realty and Investment
Company
260 East Horsetooth
Fort Collins, CO 80525

SKV, LLC
P.O. Box 300687
Denver, CO 80218

Ivy Energy, Inc.
5110 S. Yale Avenue, Suite 410
Tulsa, OK 74135

Estate of Julius A. Mai
540 Oakdale
Russell, KS 67665
(Last known address)

Leona M. Lundy
P.O. Box 369
Russell, KS 67665

Robert Alan Lundy
1555 – 132nd Avenue NE
Bellevue, WA 98005

Iolene Chastain
822 Hardy Springs Cir, Apt D
McAlester, OK 74501-7358

Holt Royalty, LLC
P.O. Box 8050
Edmund, OK 73083

Estate of Betty Dee Peterson, a/k/a
Elizabeth Peterson
5622 Charlotte
Kansas City, MO 64110
(Last known address)

Estate of Duane I. Peterson
405 W. Glen Arbor Rd.
Kansas City, MO 64114
(Last known address)

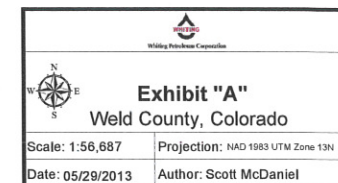
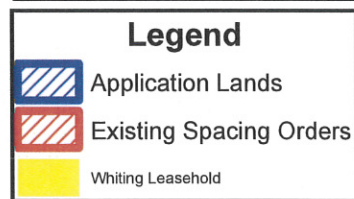
Estate of L. G. Wendegatz
c/o Gerald M. Wendegatz
1556 N Horne
Mesa, AZ 85203-3638

Paul A. Ruley
3913 NE Woodbridge Dr.
Lees Summit, MO 64064

Estate of Bert H. Lundmark
5926 Howe Drive
Shawnee Mission, KS 66205
(Last known address)

Marathon Oil Company
5555 San Felipe St.
Houston, TX 77056

Marubeni Denver Julesberg LLC
2800 Post Oak Blvd., Suite 6000
Houston, TX 77056



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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 June 3, 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 June 4, 2013.

Witness my hand and official seal.



Melissa A. Morman
Notary Public
My commission expires: 8/29/2013