



August 28, 2013

Colorado Oil & Gas Conservation Commission
1120 Lincoln Street, Suite 801
Denver, Colorado 80203

Attention: Mr. Matthew Lepore
Mr. Thom Kerr

Gentlemen:

Whiting Oil and Gas Corporation ("Whiting") respectfully requests the Director of the Colorado Oil & Gas Conservation Commission ("Commission") grant well location exceptions under Rule 318.c. for the following proposed eight (8) wells (collectively, the "Razor" wells):

Razor 27J Pad

Razor 27J-2209A Well
Razor 27J-2210B Well
Razor 27J-2211A Well
Razor 27J-2212B Well

Razor 27I Pad

Razor 27I-2213A Well
Razor 27I-2214B Well
Razor 27I-2215A Well
Razor 27I-2216B Well

The Razor wells are located in the E½ of the following approximate 960-acre spacing unit ("Spacing Unit"):

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

Section 22: All

Section 27: N½

Weld County, Colorado

On March 25, 2013, the Commission entered Order No. 535-296 which approved up to eight (8) horizontal wells within each of the twenty-one (21) approximate 640 to 960-acre drilling and spacing units, for the production of oil, gas and associated hydrocarbons from the Niobrara Formation, with the treated interval of the wellbore to

*Whiting Petroleum Corporation
and its wholly owned subsidiary
Whiting Oil and Gas Corporation*

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 no closer than 100 feet from the unit boundary, without exception being granted by the Director. If the Commission has not at the time of the drilling permit application granted to the 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, the treated interval of the wellbore shall be no closer than the distance permitted in the adjacent or cornering lands.

On May 6, 2013, the Commission entered Order No. 535-314 which allows up to sixteen (16) horizontal wells within each of the twenty-one (21) approximate 640 to 960-acre drilling and spacing units covered in Order No. 535-296. The Spacing Unit is subject to Order Nos. 535-296 and 535-314 described above.

As shown on the accompanying map, the eight (8) proposed Razor wells would be located at a legal location on two (2) surface pads located on the S½ of Section 27, Township 10 North, Range 58 West, 6th P.M., pursuant to agreements with the surface owners of those lands. The treated interval of each wellbore will be located not less than 100 feet from the boundaries of the Spacing Unit.

Sections 14, 22, 23, 26 and 27 are subject to Order No. 535-296, allowing the treated interval of the wellbores for the Razor wells to be located not less than 100 feet from the north and east unit boundaries. The Razor wells will be located in the E½ of the Spacing Unit and, therefore will also be located not less than 100 feet from the west unit boundary. Currently, Section 15 borders the E½ of the Spacing Unit to the north and is subject to Rule 318.a. which requires a setback of at least 600 feet from the unit boundary. However, on July 18, 2013 (Docket 1309-SP-1146), Whiting filed an application with the Commission for an order establishing two (2) approximate 960-acre drilling and spacing units and up to sixteen (16) wells in each unit for the production of oil, gas and associated hydrocarbons from the Niobrara Formation with 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 no closer than 100 feet from the unit boundary, without exception being granted by the Director. If the Commission has not at the time of the drilling permit application granted to the 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, the treated interval of the wellbore shall be no closer than the distance permitted in the adjacent or cornering lands. Section 15, Township 10 North, Range 58 West, 6th P.M. is subject to this application for the Niobrara Formation. The application

under Docket 1309-SP-1146 is scheduled for review at the September 16 and 17, 2013 Commission Hearing. If the application is approved, Section 15 will then have the same unit setbacks as provided for in the attached waivers, protecting the correlative rights of the mineral owners. Whiting plans to develop the minerals in Section 15 within six (6) to eight (8) months of approval. Due to rig availability and approved drilling permits, Whiting needs approval to drill the Razor wells up to 100 feet from the unit boundary before the September 16 and 17, 2013 Commission Hearing.

Whiting respectfully requests the Director approve exception locations under Rule 318.c. to drill the Razor wells in the E½ of the Spacing Unit with the treated interval of the wellbore no closer than 100 feet from the northern unit boundary. In accordance with Rule 318.c., Whiting, as the operator of the offset drilling and spacing unit in S½ of Section 15, has obtained waivers from the offset mineral interest owners and has attached a copy of the waivers to this letter. Additionally, a representative from Whiting contacted each mineral owner who executed a waiver, by phone, and explained (1) the facts relating to the waiver in detail, (2) that Whiting would protect the mineral owner's correlative rights in Section 15 by developing those lands in Section 15 under the above described pending spacing unit application within six to eight months, and (3) answered questions raised by the mineral owners.

Whiting believes the proposed wells are necessary to efficiently and adequately drain the Niobrara Formation in the Spacing Unit. Whiting further believes that failure to drill the Razor wells up to 100 feet from the unit boundary will leave unrecovered resource in the ground.

Whiting respectfully requests the Director approve exception locations for the Razor wells under Rule 318.c. allowing the treated intervals for the Razor wells to be located no closer than 100 feet from the unit boundaries.

Sincerely,

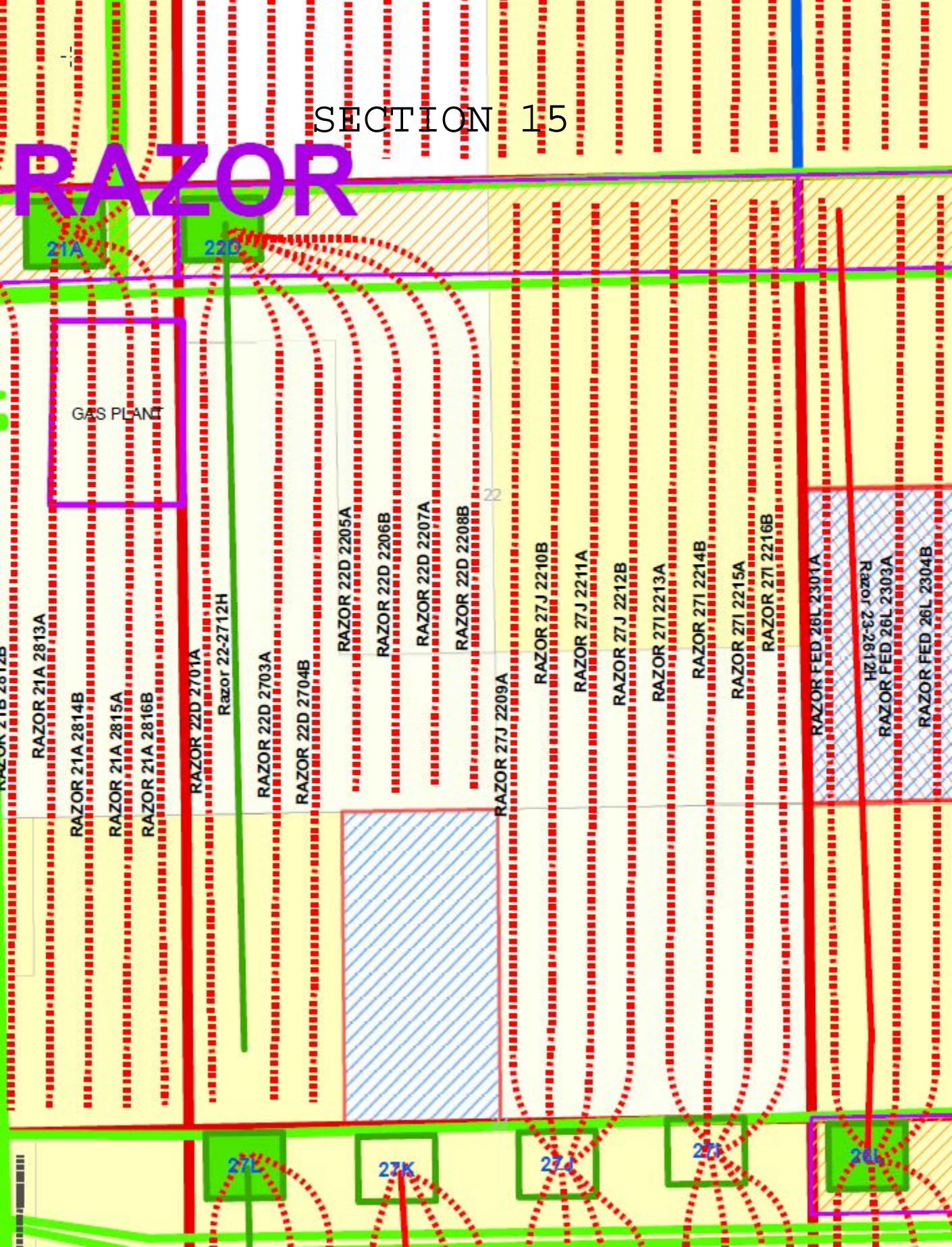
WHITING OIL AND GAS CORPORATION

By: 

Scott McDaniel
Regional Land Manager
1700 Broadway, Suite 2300
Denver, CO 80290
303-390-4261
Scott.McDaniel@whiting.com

SECTION 15

RAZOR



WAIVER OF WELL LOCATION SETBACK

Whiting Oil and Gas Corporation ("Whiting") is the owner of 100% of the working interest covering the following described land ("Offset Lands"):

Township 10 North, Range 58 West, 6th P.M.
Section 15: E/2
Weld County, Colorado

Whiting also owns 100% of the working interest in several oil and gas leases covering lands in the E/2 of Section 22 of that same township ("Section 22 Lands"). The setback requirements of Rule 381.a and orders of the Colorado Oil and Gas Conservation Commission ("COGCC") affecting the Section 15 Lands and Section 22 Lands require that wells drilled to the Niobrara formation in these lands be located not less than 600 feet from any lease line.

Whiting hereby consents to the drilling of horizontal wells in the Section 22 lands the surface locations of which may be located anywhere on the surface and the horizontal segments of which will be oriented in an approximate north-south direction, with the treated interval of the wellbores no closer than 100 feet from the lease line.

Whiting consents to the exception locations permitted by this Waiver and intends this document to be a waiver and consent under the provisions of COGCC Rule 318.c. This Waiver shall be effective so long as any of the leases currently covering the Section 15 Lands and the Section 22 Lands remains in effect and shall be binding upon and inure to the benefit of Whiting and its successors and assigns.

EXECUTED this 24TH day of July, 2013.

WHITING OIL AND GAS CORPORATION

By: _____

Name: _____

Title: _____


David M. Seery
Vice President - Land

WAIVER OF WELL LOCATION SETBACK

Stephen Rayado Safranek ("Mineral Owner") is the owner of 100% of the mineral interest covering the following described land ("Offset Lands"):

Township 10 North, Range 58 West, 6th P.M.
Section 15: W/2
Weld County, Colorado

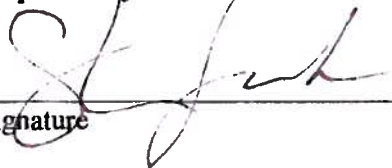
Whiting Oil and Gas Corporation owns 100% of the working interest in several oil and gas leases covering lands in the E/2 of Section 22 of that same township ("Section 22 Lands"). The setback requirements of Rule 318.a and orders of the Colorado Oil and Gas Conservation Commission ("COGCC") affecting the Section 15 Lands and Section 22 Lands require that wells drilled to the Niobrara formation in these lands be located not less than 600 feet from any lease line.

Mineral Owner hereby consents to the drilling of horizontal wells in the Section 22 lands the surface locations of which may be located anywhere on the surface and the horizontal segments of which will be oriented in an approximate north-south direction, with the treated interval of the wellbores no closer than 100 feet from the lease line.

Mineral Owner consents to the exception locations permitted by this Waiver and intends this document to be a waiver and consent under the provisions of COGCC Rule 318.c. This Waiver shall be effective so long as any of the leases currently covering the Section 15 Lands and the Section 22 Lands remains in effect and shall be binding upon and inure to the benefit of Whiting and its successors and assigns.

EXECUTED this 26th day of August, 2013.

Stephen Rayado Safranek


Signature

WAIVER OF WELL LOCATION SETBACK

Jean Allan Wilson ("Mineral Owner") is the owner of 16.666667% of the mineral interest covering the following described land ("Offset Lands"):

Township 10 North, Range 58 West, 6th P.M.
Section 15: E/2
Weld County, Colorado

Whiting Oil and Gas Corporation owns 100% of the working interest in several oil and gas leases covering lands in the E/2 of Section 22 of that same township ("Section 22 Lands"). The setback requirements of Rule 381.a and orders of the Colorado Oil and Gas Conservation Commission ("COGCC") affecting the Section 15 Lands and Section 22 Lands require that wells drilled to the Niobrara formation in these lands be located not less than 600 feet from any lease line.

Mineral Owner hereby consents to the drilling of horizontal wells in the Section 22 lands the surface locations of which may be located anywhere on the surface and the horizontal segments of which will be oriented in an approximate north-south direction, with the treated interval of the wellbores no closer than 100 feet from the lease line.

Mineral Owner consents to the exception locations permitted by this Waiver and intends this document to be a waiver and consent under the provisions of COGCC Rule 318.c. This Waiver shall be effective so long as any of the leases currently covering the Section 15 Lands and the Section 22 Lands remains in effect and shall be binding upon and inure to the benefit of Whiting and its successors and assigns.

EXECUTED this 4th day of August, 2013.

Jean Allan Wilson

By: Jean Allan Wilson
Name:
Title

WAIVER OF WELL LOCATION SETBACK

Roxanne Klas ("Mineral Owner") is the owner of 5.555556% of the mineral interest covering the following described land ("Offset Lands"):

Township 10 North, Range 58 West, 6th P.M.
Section 15: E/2
Weld County, Colorado

Whiting Oil and Gas Corporation owns 100% of the working interest in several oil and gas leases covering lands in the E/2 of Section 22 of that same township ("Section 22 Lands"). The setback requirements of Rule 381.a and orders of the Colorado Oil and Gas Conservation Commission ("COGCC") affecting the Section 15 Lands and Section 22 Lands require that wells drilled to the Niobrara formation in these lands be located not less than 600 feet from any lease line.

Mineral Owner hereby consents to the drilling of horizontal wells in the Section 22 lands the surface locations of which may be located anywhere on the surface and the horizontal segments of which will be oriented in an approximate north-south direction, with the treated interval of the wellbores no closer than 100 feet from the lease line.

Mineral Owner consents to the exception locations permitted by this Waiver and intends this document to be a waiver and consent under the provisions of COGCC Rule 318.c. This Waiver shall be effective so long as any of the leases currently covering the Section 15 Lands and the Section 22 Lands remains in effect and shall be binding upon and inure to the benefit of Whiting and its successors and assigns.

EXECUTED this 2th day of August, 2013.

Roxanne Klas

By: Roxanne Klas
Name:
Title

WAIVER OF WELL LOCATION SETBACK

Scott Allan ("Mineral Owner") is the owner of 5.555556% of the mineral interest covering the following described land ("Offset Lands"):

Township 10 North, Range 58 West, 6th P.M.
Section 15: E/2
Weld County, Colorado

Whiting Oil and Gas Corporation owns 100% of the working interest in several oil and gas leases covering lands in the E/2 of Section 22 of that same township ("Section 22 Lands"). The setback requirements of Rule 381.a and orders of the Colorado Oil and Gas Conservation Commission ("COGCC") affecting the Section 15 Lands and Section 22 Lands require that wells drilled to the Niobrara formation in these lands be located not less than 600 feet from any lease line.

Mineral Owner hereby consents to the drilling of horizontal wells in the Section 22 lands the surface locations of which may be located anywhere on the surface and the horizontal segments of which will be oriented in an approximate north-south direction, with the treated interval of the wellbores no closer than 100 feet from the lease line.

Mineral Owner consents to the exception locations permitted by this Waiver and intends this document to be a waiver and consent under the provisions of COGCC Rule 318.c. This Waiver shall be effective so long as any of the leases currently covering the Section 15 Lands and the Section 22 Lands remains in effect and shall be binding upon and inure to the benefit of Whiting and its successors and assigns.

EXECUTED this 6 day of August, 2013.

Scott Allan

By: 

Name:

Title

WAIVER OF WELL LOCATION SETBACK

Top Brass Oil Properties, Inc. ("Mineral Owner") is the owner of 33.33% of the mineral interest covering the following described land ("Offset Lands"):

Township 10 North, Range 58 West, 6th P.M.
Section 15: E/2
Weld County, Colorado

Whiting Oil and Gas Corporation owns 100% of the working interest in several oil and gas leases covering lands in the E/2 of Section 22 of that same township ("Section 22 Lands"). The setback requirements of Rule 381.a and orders of the Colorado Oil and Gas Conservation Commission ("COGCC") affecting the Section 15 Lands and Section 22 Lands require that wells drilled to the Niobrara formation in these lands be located not less than 600 feet from any lease line.

Mineral Owner hereby consents to the drilling of horizontal wells in the Section 22 lands the surface locations of which may be located anywhere on the surface and the horizontal segments of which will be oriented in an approximate north-south direction, with the treated interval of the wellbores no closer than 100 feet from the lease line.

Mineral Owner consents to the exception locations permitted by this Waiver and intends this document to be a waiver and consent under the provisions of COGCC Rule 318.c. This Waiver shall be effective so long as any of the leases currently covering the Section 15 Lands and the Section 22 Lands remains in effect and shall be binding upon and inure to the benefit of Whiting and its successors and assigns.

EXECUTED this 9 day of August, 2013.

Top Brass Oil Properties, Inc.

By: _____

Name: _____

Title _____

[Handwritten signature]
Daniel E. Smith
President

WAIVER OF WELL LOCATION SETBACK

Smith Family Mineral Trust ("Mineral Owner") is the owner of 16.666666% of the mineral interest covering the following described land ("Offset Lands"):

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

Section 15: E/2

Veld County, Colorado

Whiting Oil and Gas Corporation owns 100% of the working interest in several oil and gas leases covering lands in the E/2 of Section 22 of that same township ("Section 22 Lands"). The setback requirements of Rule 381.a and orders of the Colorado Oil and Gas Conservation Commission ("COGCC") affecting the Section 15 Lands and Section 22 Lands require that wells drilled to the Niobrara formation in these lands be located not less than 600 feet from any lease line.

Mineral Owner hereby consents to the drilling of horizontal wells in the Section 22 lands the surface locations of which may be located anywhere on the surface and the horizontal segments of which will be oriented in an approximate north-south direction, with the treated interval of the wellbores no closer than 100 feet from the lease line.

Mineral Owner consents to the exception locations permitted by this Waiver and intends this document to be a waiver and consent under the provisions of COGCC Rule 318.c. This Waiver shall be effective so long as any of the leases currently covering the Section 15 Lands and the Section 22 Lands remains in effect and shall be binding upon and inure to the benefit of Whiting and its successors and assigns.

EXECUTED this 7 day of August, 2013.

Smith Family Mineral Trust

By: [Signature]
Name: SMITH FAMILY MINERAL TRUST
Title: TRUSTEE

WAIVER OF WELL LOCATION SETBACK

Timbro Ranch & Cattle Co., LLC ("Mineral Owner") is the owner of 16.666666% of the mineral interest covering the following described land ("Offset Lands"):

Township 10 North, Range 58 West, 6th P.M.
Section 15: E/2
Weld County, Colorado

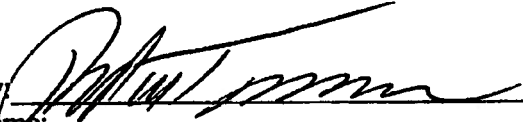
Whiting Oil and Gas Corporation owns 100% of the working interest in several oil and gas leases covering lands in the E/2 of Section 22 of that same township ("Section 22 Lands"). The setback requirements of Rule 381.a and orders of the Colorado Oil and Gas Conservation Commission ("COGCC") affecting the Section 15 Lands and Section 22 Lands require that wells drilled to the Niobrara formation in these lands be located not less than 600 feet from any lease line.

Mineral Owner hereby consents to the drilling of horizontal wells in the Section 22 lands the surface locations of which may be located anywhere on the surface and the horizontal segments of which will be oriented in an approximate north-south direction, with the treated interval of the wellbores no closer than 100 feet from the lease line.

Mineral Owner consents to the exception locations permitted by this Waiver and intends this document to be a waiver and consent under the provisions of COGCC Rule 318.c. This Waiver shall be effective so long as any of the leases currently covering the Section 15 Lands and the Section 22 Lands remains in effect and shall be binding upon and inure to the benefit of Whiting and its successors and assigns.

EXECUTED this 10 day of August, 2013.

Timbro Ranch & Cattle Co., LLC

By: 
Name: Mansing Portner
Title: Mansing Portner

WAIVER OF WELL LOCATION SETBACK

Craig R. Allan ("Mineral Owner") is the owner of 5.555556% of the mineral interest covering the following described land ("Offset Lands"):

Township 10 North, Range 58 West, 6th P.M.
Section 15: E/2
Weld County, Colorado

Whiting Oil and Gas Corporation owns 100% of the working interest in several oil and gas leases covering lands in the E/2 of Section 22 of that same township ("Section 22 Lands"). The setback requirements of Rule 381.a and orders of the Colorado Oil and Gas Conservation Commission ("COGCC") affecting the Section 15 Lands and Section 22 Lands require that wells drilled to the Niobrara formation in these lands be located not less than 600 feet from any lease line.

Mineral Owner hereby consents to the drilling of horizontal wells in the Section 22 lands the surface locations of which may be located anywhere on the surface and the horizontal segments of which will be oriented in an approximate north-south direction, with the treated interval of the wellbores no closer than 100 feet from the lease line.

Mineral Owner consents to the exception locations permitted by this Waiver and intends this document to be a waiver and consent under the provisions of COGCC Rule 318.c. This Waiver shall be effective so long as any of the leases currently covering the Section 15 Lands and the Section 22 Lands remains in effect and shall be binding upon and inure to the benefit of Whiting and its successors and assigns.

EXECUTED this 12th day of August, 2013.

Craig R. Allan

By: Craig R Allan
Name:
Title