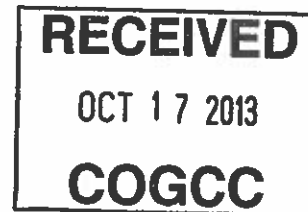




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BEFORE THE OIL AND GAS CONSERVATION COMMISSION
OF THE STATE OF COLORADO

IN THE MATTER OF THE APPLICATION OF)
WHITING OIL AND GAS CORPORATION TO)
AMEND ORDER NO. 535-289 TO APPLY TO)
THE WILDHORSE #06-0634H AND)
WILDHORSE #06-0614H WELLS IN THE)
NIOBRARA FORMATION COVERING)
CERTAIN LANDS IN SECTION 6 OF)
TOWNSHIP 9 NORTH, RANGE 59 WEST, 6TH)
P.M., WELD COUNTY, COLORADO.)



Cause No. 535

Docket No. _____

Intake No. _____

ORIGINAL

APPLICATION

Whiting Oil and Gas Corporation ("Whiting" or "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" or "COGCC") to amend Order No. 535-289 and apply the cost recovery provisions set forth in Order 535-289 to the Wildhorse #06-0634H and Wildhorse #06-0614H Wells drilled by Applicant in an approximate 640-acre drilling and spacing unit in Section 6, Township 9 North, Range 59 West, 6th P.M., Weld County, Colorado. In support thereof, the Applicant states as follows:

1. Applicant is a corporation duly authorized to conduct business in the State of Colorado.
2. Applicant owns a leasehold interest in the following lands ("Application Lands"):

Township 9 North, Range 59 West, 6th P.M.
Section 6: All

Weld County, Colorado.

A reference map of the Application Lands is attached hereto.

3. On September 19, 2011, the Commission issued Order No. 535-75, which established four approximate 640-acre drilling and spacing units with the option to drill up to four horizontal wells within each unit, for the production of oil, gas and associated hydrocarbons from the Niobrara Formation, with the treated interval of the wellbore for the permitted well to be no closer than 600 feet from the unit boundaries, without exception being granted by the Director. The Application Lands are subject to this order.

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4. On March 25, 2013, the Commission issued Order No. 535-280, which authorized the drilling of up to six horizontal wells in the approximate 640-acre drilling and spacing unit for the production of oil, gas and associated hydrocarbons from the Niobrara Formation, with the treated interval of the wellbore for the permitted well to be no closer than 600 feet from the unit boundaries, without exception being granted by the Director. The Application Lands are subject to this order.

5. On March 25, 2013, the Commission issued Order No. 535-289, which pooled all interests in Section 6, Township 9 North, Range 59 West, 6th P.M. for the development and operation of the Niobrara Formation, effective as of the earlier of the date of the Application, or the date that any of the costs specified in Section 34-60-116(7)(b)(II) are first incurred for the drilling of the Timbro Ranch 6-41-9-49 Well in Section 6, Township 9 North, Range 59 West, 6th P.M. The Application Lands are subject to this order.

6. Applicant drilled the Wildhorse #06-0634H Well (API #05-123-34980) spud July 17, 2012, in NW $\frac{1}{4}$ NE $\frac{1}{4}$ of Section 6, Township 9 North Range 59 West, 6th P.M., Weld County, Colorado with a surface location of 320' FNL and 2025' FEL in the NW $\frac{1}{4}$ NE $\frac{1}{4}$ of Section 6, and a bottomhole location of 766' FSL and 2037' FEL in the SW $\frac{1}{4}$ SE $\frac{1}{4}$ of Section 6, Township 9 North, Range 59 West, 6th P.M. The above described horizontal well is designed to test and produce oil, gas and associated hydrocarbons from the Niobrara Formation underlying the Application Lands.

7. Applicant also drilled the Wildhorse #06-0614H Well (API #05-123-34978) spud May 11, 2013, in Lot 4 of Section 6, Township 9 North Range 59 West, 6th P.M., Weld County, Colorado with a surface location of 170' FNL and 660' FWL in the NW $\frac{1}{4}$ NW $\frac{1}{4}$ of Section 6, and a bottomhole location of 660' FSL and 646' FWL in the SW $\frac{1}{4}$ SW $\frac{1}{4}$ of Section 6, Township 9 North, Range 59 West, 6th P.M. The above described horizontal well is designed to test and produce oil, gas and associated hydrocarbons from the Niobrara Formation underlying the Application Lands.

8. Pursuant to the relevant provisions of Section 34-60-116(6) & (7), C.R.S., and COGCC Rule 530, Applicant seeks to amend Order No. 535-289 to apply the cost recovery provisions set forth in Order No. 535-289 to the Wildhorse #06-0614H and Wildhorse #06-0634H Wells, pooling all interests in the Application Lands for the development and operation of the Niobrara Formation. Applicant does not request any modification of Order No. 535-289 insofar as it applies to the Timbro Ranch 6-4-9-49 Well or to lands other than the Application Lands.

9. Applicant certifies that, at least 30 days prior to the date of this Application, each owner not already leased or voluntarily pooled was provided with the well proposal and information required by Rule 530 and tendered a reasonable offer to lease (if an unleased mineral owner), or participate and bear costs associated with the drilling and completion of the Wildhorse #06-0614H and Wildhorse #06-0634H Wells, and did not elect in writing to lease or consent to participate in any of these wells.

10. Applicant requests that the pooling order entered as a result of this Application be made effective retroactive to the date costs specified in Section 34-60-116(7)(b)(II), C.R.S., were first incurred for the drilling of the Wildhorse #06-0614H and Wildhorse #06-0634H Wells.

11. Applicant further requests that, for any other well authorized under Commission Order No. 535-280, if any owner to whom notice is delivered as provided in Commission Rule 530 does not elect in writing to lease or participate in such well within the 30-day notice period provided by Commission Rule 530, then such owner shall be deemed non-consenting as to the proposed well, but only if the proposed well is commenced within ninety (90) days after the expiration of the 30-day notice period and completed with due diligence, provided, however, said commencement date may be extended upon written notice by the operator to the other parties for reasons of force majeure.

12. If a proposed well is not commenced within ninety (90) days after expiration of the notice period of thirty (30) days (including any extension thereof caused by force majeure) and completed with due diligence, then written notice proposing such well must be resubmitted to all parties in accordance with Commission Rule 530 as if no prior proposal had been made, and the parties shall have a new 30-day period within which to lease or consent to participate in such well.

13. With respect to any future well drilled in the spacing unit, in order for this pooling order to apply to such well, the operator of the proposed well shall file with the Commission an affidavit stating that the requirements of Commission Rule 530 have been satisfied for such well.

14. The granting of this Application is in accord with the Oil and Gas Conservation Act, found at Section 34-60-101, *et seq.*, C.R.S., and the Commission Rules.

15. The names and addresses of the interested parties (persons who own an interest in the mineral estate of the tracts to be pooled, except owners of overriding royalty interest) are attached hereto and marked Exhibit A. Applicant certifies that copies of this Application will be served on all interested parties to be pooled within seven (7) days of the date hereof, as required by Commission Rule 507.b(2), and that at least thirty (30) days prior to the hearing on this matter, each such owner not already leased or voluntarily pooled will be offered the opportunity to lease, or to participate in the drilling of the respective wells, and will be provided with the information required by Rule 530.

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:

A. Amending Order No. 535-289 to apply the cost recovery provisions to the Wildhorse #06-0614H and the Wildhorse #06-0634H Wells in the Application Lands, for the development and operation of the Niobrara Formations.

B. Providing that the amended pooling order is made effective as of the date of this Application, or the date that the costs specified in Section 34-60-116(7)(b)(II), C.R.S., are first incurred for the drilling of a Niobrara Formation well on the Application Lands, whichever is earlier.

C. Providing that the interests of any owners, with whom the Applicant has been unable to secure a lease or other agreement to participate in the drilling of the authorized well, are

pooled by operation of statute, pursuant to Section 34-60-116(7), C.R.S., and made subject to the cost recovery provisions thereof.

D. Providing that for any other well authorized under Commission Order No. 535-280, if any owner to whom notice is delivered as provided in Commission Rule 530 does not elect in writing to lease or participate in such well within the 30-day notice period provided by Commission Rule 530, then such owner shall be deemed non-consenting as to the proposed well, but only if the proposed well is commenced within ninety (90) days after the expiration of the 30-day notice period and completed with due diligence, provided, however, said commencement date may be extended upon written notice by the operator to the other parties for reasons of force majeure.

E. Providing that, if a proposed well is not commenced within ninety (90) days after expiration of the notice period of thirty (30) days (including any extension thereof caused by force majeure) and completed with due diligence, then written notice proposing such well must be resubmitted to all parties in accordance with Commission Rule 530 as if no prior proposal had been made, and the parties shall have a new 30-day period within which to lease or consent to participate in such well.

F. Providing that with respect to any future well drilled in the spacing unit, in order for this pooling order to apply to such well, the operator of the proposed well shall file with the Commission an affidavit stating that the requirements of Commission Rule 530 have been satisfied for such well.

G. For such other findings and orders as the Commission may deem proper or advisable in the premises.

Dated this 17th day of October, 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.
Attorney for Applicant
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Denver, CO 80202
303-830-2500
ssullivan@wsmtlaw.com
crussell@wsmtlaw.com

Applicant's Address:

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 16th day of October, 2013 by Scott McDaniel, Regional Landman for Whiting Oil and Gas Corporation.

Witness my hand and official seal.



Notary Public

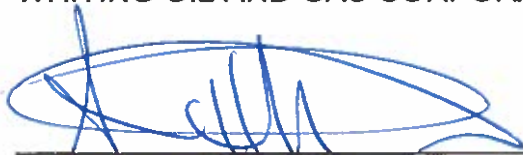
My Commission Expires: 3/10/15

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.

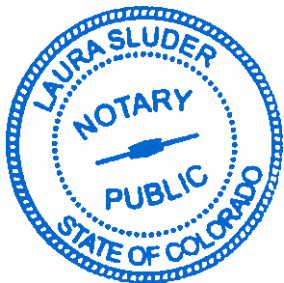
WHITING OIL AND GAS CORPORATION



Scott McDaniel, Regional Landman

Subscribed and sworn to before me this 16th day of October, 2013 by Scott McDaniel, Regional Landman for Whiting Oil and Gas Corporation.

Witness my hand and official seal.





Notary Public
My Commission Expires: 3/10/15

Exhibit A

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

Carrizo Oil & Gas Corporation
500 Dallas St, Suite 2300
Houston, TX 77002

Oil India (USA) Inc.
333 Clay Street, Suite 3300
Houston, TX 77002

IOCL (USA) Inc.
333 Clay Street, Suite 3300
Houston, TX 77002

Haimo Oil & Gas LLC
2901 Wilcrest Dr., Suite 285
Houston, TX 77042

Denise Hamlin (UMI)
Unknown

Evelyn Genevieve Brown (UMI)
Unknown

Don Helvie (UMI)
Unknown

Roger Helvie (UMI)
Unknown

Michele Helvie (UMI)
Unknown

Isabelle Clark (UMI)
Unknown

