

WHITING PETROLEUM CORP  
Form 305B2  
September 09, 2013

**UNITED STATES**  
**SECURITIES AND EXCHANGE COMMISSION**  
**Washington, D.C. 20549**

**FORM T-1**

**STATEMENT OF ELIGIBILITY**  
**UNDER THE TRUST INDENTURE ACT OF 1939**  
**OF A CORPORATION DESIGNATED TO ACT AS TRUSTEE**

**CHECK IF AN APPLICATION TO DETERMINE ELIGIBILITY OF A TRUSTEE PURSUANT TO SECTION 305(b)(2)**

**THE BANK OF NEW YORK MELLON TRUST COMPANY, N.A.**

**(Exact name of trustee as specified in its charter)**

**N/A**  
**(Jurisdiction of incorporation**  
**if not a U.S. national bank)**

**95-3571558**  
**(I.R.S. employer**  
**identification no.)**

**400 South Hope Street, Suite 400**

**Los Angeles, California**  
**(Address of principal executive offices)**

**90071**  
**(Zip code)**

**Legal Department**

**The Bank of New York Mellon Trust Company, N.A.**

**One Wall Street, 15<sup>th</sup> Floor**

**New York, NY 10286**

**(212) 635-1270**

**(Name, address and telephone number of agent for service)**

**WHITING PETROLEUM CORPORATION**

**(Exact name of obligor as specified in its charter)**

**(See table of additional co-obligors on following page)**

**Delaware**  
**(State or other jurisdiction of**  
**incorporation or organization)**

**20-0098515**  
**(I.R.S. employer**  
**identification no.)**

**1700 Broadway, Suite 2300**

**Denver, Colorado**  
**(Address of principal executive offices)**

**80290-2300**  
**(Zip code)**

**Debt Securities**

**(Title of the indenture securities)**

**TABLE OF ADDITIONAL CO-OBLIGORS**

<b>Name, Address and Telephone Number of Co-Obligor</b>	<b>Jurisdiction of Incorporation or Organization</b>	<b>I.R.S. Employer Identification</b>
Whiting Oil and Gas Corporation 1700 Broadway, Suite 2300  Denver, Colorado 80290-2300  (303) 837-1611	Delaware	84-0918829

**Item 1. General information.**

Furnish the following information as to the trustee:

- (a) Name and address of each examining or supervising authority to which it is subject.

Name	Address
Comptroller of the Currency United States Department of the Treasury	Washington, D.C. 20219
Federal Reserve Bank	San Francisco, California 94105
Federal Deposit Insurance Corporation	Washington, D.C. 20429

- (b) Whether it is authorized to exercise corporate trust powers.

Yes.

**Item 2. Affiliations with Obligor.**

If the obligor is an affiliate of the trustee, describe each such affiliation.

None.

**Item 16. List of Exhibits.**

**Exhibits identified in parentheses below, on file with the Commission, are incorporated herein by reference as an exhibit hereto, pursuant to Rule 7a-29 under the Trust Indenture Act of 1939 (the Act ) and 17 C.F.R. 229.10(d).**

1. A copy of the articles of association of The Bank of New York Mellon Trust Company, N.A. (Exhibit 1 to Form T-1 filed on September 8, 2008 in connection with Registration Statement No. 333-135006)
2. A copy of certificate of authority of the trustee to commence business. (Exhibit 2 to Form T-1 filed January 11, 2005 in connection with Registration Statement No. 333-121948).
3. A copy of the authorization of the trustee to exercise corporate trust powers. (Exhibit 3 to Form T-1 filed on September 8, 2008 in connection with Registration Statement No. 333-135006).
4. A copy of the existing by-laws of the trustee. (Exhibit 4 to Form T-1 filed on September 8, 2008 in connection with Registration Statement No. 333-135006).

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6. The consent of the trustee required by Section 321(b) of the Act. (Exhibit 6 to Form T-1 filed on September 8, 2008 in connection with Registration Statement No. 333-135006).
7. A copy of the latest report of condition of the Trustee published pursuant to law or to the requirements of its supervising or examining authority.
8. Not applicable.
9. Not applicable.

**SIGNATURE**

Pursuant to the requirements of the Act, the trustee, The Bank of New York Mellon Trust Company, N.A., a banking association organized and existing under the laws of the United States of America, has duly caused this statement of eligibility to be signed on its behalf by the undersigned, thereunto duly authorized, all in the City of Los Angeles, and State of California, on the 9<sup>th</sup> day of September, 2013.

**THE BANK OF NEW YORK MELLON  
TRUST COMPANY, N.A.**

By: /s/ Julie Hoffman-Ramos

Name: Julie Hoffman-Ramos

Title: Vice President

## Consolidated Report of Condition of

## THE BANK OF NEW YORK MELLON TRUST COMPANY, NATIONAL ASSOCIATION

of 400 South Hope Street, Suite 400, Los Angeles, CA 90071

At the close of business June 30, 2013, published in accordance with Federal regulatory authority instructions.

	Dollar Amounts in Thousands
<b>ASSETS</b>	
Cash and balances due from depository institutions:	
Noninterest-bearing balances and currency and coin	3,555
Interest-bearing balances	243
Securities:	
Held-to-maturity securities	0
Available-for-sale securities	706,791
Federal funds sold and securities purchased under agreements to resell:	
Federal funds sold	80,200
Securities purchased under agreements to resell	0
Loans and lease financing receivables:	
Loans and leases held for sale	0
Loans and leases, net of unearned income	0
LESS: Allowance for loan and lease losses	0
Loans and leases, net of unearned income and allowance	0
Trading assets	0
Premises and fixed assets (including capitalized leases)	4,961
Other real estate owned	0
Investments in unconsolidated subsidiaries and associated companies	0
Direct and indirect investments in real estate ventures	0
Not applicable	
Intangible assets:	
Goodwill	856,313
Other Intangible Assets	144,885
Other assets	144,427
Total assets	\$ 1,941,375



**LIABILITIES**

Deposits:	
In domestic offices	541
Noninterest-bearing	541
Interest-bearing	0
Not applicable	
Federal funds purchased and securities sold under agreements to repurchase:	
Federal funds purchased	0
Securities sold under agreements to repurchase	0
Trading liabilities	0
Other borrowed money:	
(includes mortgage indebtedness and obligations under capitalized leases)	0
Not applicable	
Not applicable	
Subordinated notes and debentures	0
Other liabilities	249,025
Total liabilities	249,566
Not applicable	
<b>EQUITY CAPITAL</b>	
Perpetual preferred stock and related surplus	0
Common stock	1,000
Surplus (exclude all surplus related to preferred stock)	1,121,667
Not available	
Retained earnings	566,137
Accumulated other comprehensive income	3,005
Other equity capital components	0
Not available	
Total bank equity capital	1,691,809
Noncontrolling (minority) interests in consolidated subsidiaries	0
Total equity capital	1,691,809
Total liabilities and equity capital (sum of items 21 and 28)	1,941,375

I, Cherisse Waligura, CFO of the above-named bank do hereby declare that the Reports of Condition and Income (including the supporting schedules) for this report date have been prepared in conformance with the instructions issued by the appropriate Federal regulatory authority and are true to the best of my knowledge and belief.

Cherisse Waligura ) CFO

We, the undersigned directors (trustees), attest to the correctness of the Report of Condition (including the supporting schedules) for this report date and declare that it has been examined by us and to the best of our knowledge and belief has been prepared in conformance with the instructions issued by the appropriate Federal regulatory authority and is true and correct.

Troy L. Kilpatrick, President )

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Frank P. Sulzberger, Director        )  
William D. Lindelof, Director        )       Directors (Trustees)