WHITING USA TRUST I
Form S-1/A
March 10, 2008

**As filed with the Securities and Exchange Commission on March 7, 2008**
**Registration No. 333-147543**

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

**REGISTRATION STATEMENT UNDER THE SECURITIES ACT OF 1933**

**Amendment No. 1**
**to**
**FORM S-1**
**WHITING USA TRUST I**
*(Exact name of registrant as specified in its charter)*
**Delaware**
*(State or other jurisdiction of incorporation or organization)*
**1311**
*(Primary Standard Industrial Classification Code No.)*
**26-6053936**
*(I.R.S. Employer Identification No.)*
**919 Congress Avenue, Suite 500**
**Austin, Texas 78701**
**(512) 236-6599**
*(Address, including zip code, and telephone number, including area code, of registrant s principal executive offices)*
**Michael J. Ulrich**
**The Bank of New York Trust Company, N.A., Trustee**
**919 Congress Avenue, Suite 500**
**Austin, Texas 78701**
**(512) 236-6599**
*(Name, address, including zip code, and telephone number,*
*including area code, of agent for service)*

**Amendment No. 1**
**to**
**FORM S-3**
**WHITING PETROLEUM CORPORATION**
*(Exact name of registrant as specified in its charter)*
**Delaware**
*(State or other jurisdiction of incorporation or organization)*
**1311**
*(Primary Standard Industrial Classification Code No.)*
**20-0098515**
*(I.R.S. Employer Identification No.)*
**1700 Broadway, Suite 2300**
**Denver, Colorado 80290-2300**
**(303) 837-1661**
*(Address, including zip code, and telephone number, including area code, of registrant s principal executive offices)*
**James J. Volker**
**Chairman, President and Chief Executive Officer**
**1700 Broadway, Suite 2300**
**Denver, Colorado 80290-2300**
**(303) 837-1661**
*(Name, address, including zip code, and telephone number,*
*including area code, of agent for service)*

*with copies to:*

**David P. Oelman, Esq.**
**David H. Stone, Esq.**
**Vinson & Elkins L.L.P.**

**Benjamin F. Garmer, III, Esq.**
**John K. Wilson, Esq.**
**Foley & Lardner LLP**

**1001 Fannin Street, Suite 2300**
**Houston, Texas 77002-6760**
**(713) 758-2222**

**777 East Wisconsin Avenue**
**Milwaukee, Wisconsin 53202-5306**
**(414) 271-2400**

**Approximate date of commencement of proposed sale to the public:** As soon as practicable after this Registration Statement becomes effective.

If the only securities being registered on this Form are being offered pursuant to dividend or interest reinvestment plans, please check the following box. o

If any of the securities being registered on this Form are to be offered on a delayed or continuous basis pursuant to Rule 415 under the Securities Act of 1933, other than securities offered only in connection with dividend or interest reinvestment plans, check the following box. o

If this Form is filed to register additional securities for an offering pursuant to Rule 462(b) under the Securities Act, please check the following box and list the Securities Act registration statement number of the earlier effective registration statement for the same offering. o

If this Form is a post-effective amendment filed pursuant to Rule 462(c) under the Securities Act, check the following box and list the Securities Act registration statement number of the earlier effective registration statement for the same offering. o

If this Form is a registration statement pursuant to General Instruction I.D. or a post-effective amendment thereto that shall become effective upon filing with the Commission pursuant to Rule 462(e) under the Securities Act, check the following box. o

If this Form is a post-effective amendment to a registration statement filed pursuant to General Instruction I.D. filed to register additional securities or additional classes of securities pursuant to Rule 413(b) under the Securities Act, check the following box. o

If this form is a post-effective amendment filed pursuant to Rule 462(d) under the Securities Act, check the following box and list the Securities Act registration statement number of the earlier effective registration statement for the same offering. o

Indicate by check mark whether the registrant is a large accelerated filer, an accelerated filer, a non-accelerated filer, or a smaller reporting company. See the definitions of large accelerated filer, accelerated filer and smaller reporting company in Rule 12b-2 of the Exchange Act. (Check one):

Whiting USA Trust I

| | | | |
|---|---|---|---|
| Large accelerated filer o | Accelerated filer o | Non-accelerated filer þ (Do not check if a smaller reporting company) | Smaller reporting company o |

Whiting Petroleum Corporation

| | | | |
|---|---|---|---|
| | Accelerated filer o | Non-accelerated filer o | |

| | | |
|---|---|---|
| Large accelerated filer þ | (Do not check if a smaller reporting company) | Smaller reporting company o |

**The co-registrants hereby amend this registration statement on such date or dates as may be necessary to delay its effective date until the co-registrants shall file a further amendment which specifically states that this registration statement shall thereafter become effective in accordance with Section 8(a) of the Securities Act of 1933 or until the registration statement shall become effective on such date as the Securities and Exchange Commission, acting pursuant to said Section 8(a), may determine.**

The information in this preliminary prospectus is not complete and may be changed. We may not sell these securities until the registration statement filed with the Securities and Exchange Commission is effective. This preliminary prospectus is not an offer to sell these securities and it is not soliciting an offer to buy these securities in any state where the offer or sale is not permitted.

**Subject to Completion dated March 7, 2008**

**PRELIMINARY PROSPECTUS**

**Whiting USA Trust I**

**10,300,000 Trust Units**

*This is an initial public offering of units of beneficial interest in the Whiting USA Trust I. Whiting Petroleum Corporation, which we refer to as Whiting in this prospectus, has formed the trust and, immediately prior to the closing of this offering, Whiting will contribute a term net profits interest in oil and natural gas properties to the trust in exchange for 13,161,111 trust units. The net profits interest will entitle the trust to receive 90% of the net proceeds from the sale of production of 9.11 MMBOE (which is equivalent to 8.20 MMBOE attributable to the net profits interest) of proved reserves, after which the trust will terminate. Whiting is offering all of the trust units to be sold in this offering and will receive all proceeds from the offering. Whiting is an independent oil and gas company engaged in acquisition, development, exploitation, production and exploration activities. Whiting s common stock is traded on the New York Stock Exchange under the symbol WLL.*

*There is no current public market for the trust units. Whiting expects that the public offering price will be between $ and $ . The trust intends to apply to have the trust units approved for listing on the New York Stock Exchange under the symbol WHX.*

*Trust units are units of beneficial interest in the trust and represent undivided interests in the trust. They do not represent any interest in Whiting.*

**Investing in the trust units involves a high degree of risk. Before buying any trust units, you should read the discussion of material risks of investing in the trust units in Risk Factors beginning on page 17 of this prospectus.**

*These risks include the following:*

- *The amounts of cash distributions by the trust are subject to fluctuation as a result of changes in oil, natural gas and natural gas liquid prices.*

- *Actual reserves and future production may be less than current estimates, which could reduce cash distributions by the trust and the value of the trust units.*

- *Risks associated with the production, gathering, transportation and sale of oil, natural gas and natural gas liquids could adversely affect cash distributions by the trust.*

- *The trust and the trust unitholders will have no voting or managerial rights with respect to the underlying properties. As a result, trust unitholders will have no ability to influence the operation of the underlying* *properties.*

*The reserves attributable to the underlying properties are depleting assets and production from those reserves will diminish over time. The trust is precluded from acquiring other oil and natural gas properties or net profits interests to replace the depleting assets and production.*

*The amount of cash available for distribution by the trust will be reduced by the amount of any royalties, lease operating expenses, production and property taxes, maintenance expenses, postproduction costs and producing overhead, and payments made with respect to hedge contracts.*

*There has been no public market for the trust units and no independent appraisal of the value of the net profits interest has been performed.*

*Conflicts of interest could arise between Whiting and the trust unitholders.*

*Trust unitholders have limited ability to enforce provisions of the net profits interest.*

*The trust has not obtained a ruling from the IRS regarding the tax treatment of ownership of the trust units. If the IRS were to determine that the trust is not a grantor trust for federal income tax purposes, the trust unitholders may receive different and less advantageous tax treatment than that described in this prospectus.*

**Neither the Securities and Exchange Commission nor any state securities commission has approved or disapproved of these securities or passed upon the adequacy or accuracy of this prospectus. Any representation to the contrary is a criminal offense.**

| | Per Trust Unit | Total |
|---|---|---|
| Initial public offering price | $ | $ |
| Underwriting discounts and commissions(1) | $ | $ |
| Proceeds, before expenses, to Whiting(1) | $ | $ |

(1) Excludes a structuring fee of $ payable to Raymond James & Associates, Inc. for evaluation, analysis and structuring of the trust.

*The underwriters may also exercise their option to purchase from Whiting up to 1,545,000 additional trust units to cover over-allotments, if any, at the initial public offering price, less the underwriting discounts and commissions, within 30 days of the date of this prospectus.*

*The underwriters are offering the trust units as set forth under Underwriting. Delivery of the trust units will be made on or about , 2008.*

**RAYMOND JAMES**

**The date of this prospectus is , 2008**

**TABLE OF CONTENTS**



You should rely only on the information contained in this prospectus. The trust has not, Whiting has not and the underwriters have not, authorized any other person to provide you with different information. If anyone provides you with different or inconsistent information, you should not rely on it. The trust has not, Whiting has not, and the underwriters are not, making an offer to sell these securities in any jurisdiction where an offer or sale is not permitted. You should assume that the information appearing in this prospectus is accurate as of the date on the front cover of this prospectus only.

**PROSPECTUS SUMMARY**

*This summary highlights information contained elsewhere in this prospectus. To understand this offering fully, you should read the entire prospectus carefully, including the risk factors and the financial statements and notes to those statements. You will find definitions for terms relating to the oil and natural gas business in Glossary of Certain Oil and Natural Gas Terms. Cawley, Gillespie & Associates, Inc., an independent engineering firm, provided the estimates of proved oil and natural gas reserves for the underlying properties described in this prospectus, in a reserve report as of December 31, 2007, which is referred to in this prospectus as the reserve report. A summary of the reserve report is located at the back of this prospectus as Appendix A. References to Whiting in this prospectus include Whiting Petroleum Corporation and its wholly-owned subsidiaries, Whiting Oil and Gas Corporation and Equity Oil Company. Unless otherwise indicated, all information in this prospectus assumes no exercise of the underwriters option to purchase additional trust units.*

Whiting USA Trust I was formed in October 2007, by Whiting Petroleum Corporation. Immediately prior to the closing of this offering, Whiting Petroleum Corporation s wholly-owned subsidiaries, Whiting Oil and Gas Corporation and Equity Oil Company, will convey a term net profits interest to the trust that represents the right to receive 90% of the net proceeds (calculated as described below) from Whiting s interests in certain existing oil and natural gas producing properties after the effective date of the conveyance of the net profits interest to the trust, which we refer to as the net profits interest. The net profits interest will entitle the trust to receive 90% of the net proceeds from the sale of production of 9.11 MMBOE (which is equivalent to 8.20 MMBOE attributable to the net profits interest) of proved reserves, after which the trust will terminate. These producing properties are located primarily in the Rocky Mountains, Mid-Continent, Permian Basin and Gulf Coast regions of the United States. We refer to Whiting s net interests in such producing properties, after deduction of all royalties and other burdens on production thereon existing as of the date of the conveyance of the net profits interest to the trust, as the underlying properties .

The underlying properties include interests in 3,051 gross (385.8 net) producing wells located in 172 fields in 14 states. As of December 31, 2007, the total proved reserves attributable to the underlying properties, as estimated in the reserve report, were 13.85 MMBOE with a pre-tax PV10% value of $311.4 million. All of these reserves were classified as proved developed producing reserves. For the month of December 2007, the average daily net production from these properties was approximately 4,643 BOE/d or 4,179 BOE/d attributable to the net profits interest and was approximately 54% oil and natural gas liquids and 46% natural gas. Based on the pre-tax PV10% value in the reserve report, Whiting operates approximately 60.9% of these properties. The underlying properties are located in mature fields and have established production profiles.

The net profits interest will terminate at the time when 9.11 MMBOE have been produced from the underlying properties and sold, which is the equivalent of 8.20 MMBOE in respect of the trust s right to receive 90% of the net proceeds from such production pursuant to the net profits interest. The 9.11 MMBOE represents the proved reserves attributable to the underlying properties that the reserve report projects to be produced by December 31, 2017. However, the exact rate of production cannot be predicted with certainty and such amount may be produced before or after that date. Although it is not required to do so, Whiting plans to make capital expenditures at its sole expense for recompletions and development it deems attractive to increase production on the underlying properties without regard to the burden of the net profits interest on the underlying properties. These capital expenditures could potentially accelerate the production and sale of 9.11 MMBOE from the underlying properties.

The gross proceeds from the underlying properties used to calculate the net profits interest will be based on prices realized for oil, natural gas and natural gas liquids attributable to the underlying properties for each calendar quarter during the term of the net profits interest and calculated on an aggregate basis for all these properties. In calculating the net proceeds used to calculate the net profits interest, Whiting will deduct from the gross proceeds from oil and natural gas sales all royalties, lease operating expenses (including costs of workovers), production and property taxes, hedge payments made by Whiting to the hedge contract counterparty, maintenance expenses, postproduction costs (including plugging and abandonment liabilities) and producing overhead, all calculated on an aggregate basis for all of these properties. These expenses and costs will be reduced by hedge payments received by Whiting under the hedge contracts and other non-production revenue.

However, if the hedge payments received by Whiting under the hedge contracts and other non-production revenue exceed the operating expenses during a quarterly period, the ability to use such excess amounts to offset operating expenses will be deferred, with interest accruing on such amounts at the prevailing money market rate, until the next quarterly period when the hedge payments and the other non-production revenue are less than such expenses. Capital expenditures for recompletions and development drilling will not be deducted from gross proceeds. For a more complete description of the calculation of net proceeds, see Computation of Net Proceeds.

Net proceeds payable to the trust will depend upon production quantities, sale prices of oil, natural gas and natural gas liquids, and costs to produce the oil, natural gas and natural gas liquids. If at any time costs should exceed gross proceeds, neither the trust nor the trust unitholders would be liable for the excess costs; the trust, however, would not receive any net proceeds until future net proceeds exceed the total of those excess costs, plus interest at the prevailing money market rate.

Whiting has entered into hedge contracts, which are structured as costless collar arrangements, to hedge approximately 80% of the anticipated production from the reserves attributable to the underlying properties in the reserve report for the period from April 1, 2008 through December 31, 2012 at prices ranging from $ to $ per Bbl of oil and at prices ranging from $ to $ per Mcf of natural gas. We refer to the hedge contracts to which Whiting is a party at the time of the closing of this offering that relate to the underlying properties as the hedge contracts. Whiting expects the hedge contracts will reduce the commodity price-related risks inherent in holding interests in oil and natural gas properties that have historically been characterized by significant price volatility, during the term of the hedge contracts, although they will also limit the potential for upside during the hedged period if oil and gas prices increase. As the hedge contracts cease to exist after 2012, unitholders exposure to fluctuations in commodity prices will increase. Under the terms of the conveyance, Whiting will be prohibited from entering into hedging arrangements covering the oil and natural gas production from the underlying properties following the completion of this offering.

The trust will make quarterly cash distributions of substantially all of its quarterly cash receipts of net proceeds attributable to the trust, after deduction of fees and expenses for the administration of the trust, to holders of its trust units during the term of the trust. The first quarterly distribution is expected to be made prior to or on May 30, 2008 to trust unitholders owning trust units on May 20, 2008. The trust s first quarterly distribution will consist of an amount in cash paid by Whiting equal to the amount that would have been payable to the trust had the net profits interest been in effect during the period from January 1, 2008 through March 31, 2008. The second quarterly distribution is expected to be made prior to or on August 29, 2008 to trust unitholders owning trust units on August 19, 2008. The trust s second quarterly distribution will consist of an amount in cash paid by Whiting equal to the amount that would have been payable to the trust had the net profits interest been in effect during the period from April 1, 2008 through the day prior to close of this offering plus the amount payable under the net profits interest for the period from the day of closing of the offering through June 30, 2008. The amount of quarterly cash distributions will be based on the cash attributable to the net profits interest that has been remitted by Whiting to the trustee with respect to the applicable quarter. Because the payments to the trust are on a cash basis and receipt of proceeds for natural gas sales typically lags a month behind those for oil sales, Whiting expects that the first quarterly distribution will include sales of oil for three months but sales of natural gas for only two months. Thereafter, quarterly distributions will generally include sales of both oil and natural gas for three months, with one month of the natural gas sales attributable to the prior quarter. Because payments to the trust will be generated by depleting assets and the trust has a finite life with the production from the underlying properties diminishing over time, a portion of each distribution will represent a return of your original investment.

The business and affairs of the trust will be managed by the trustee. Whiting has no ability to manage or influence the operations of the trust. The principal offices of the trustee are located at 919 Congress Avenue, Suite 500, Austin, Texas 78701, and its telephone number is (512) 236-6599.

**Summary of Risk Factors**

An investment in the trust units involves risks associated with fluctuation in energy commodity prices, the operation of the underlying properties, certain regulatory and legal matters, the structure of the trust and the tax characteristics of the trust units. The following list of factors is not exhaustive. Please read carefully these risks and other risks described under Risk Factors.

The amounts of cash distributions by the trust are subject to fluctuation as a result of changes in oil, natural gas and natural gas liquid prices, subject to the hedge contracts. The hedge contracts will limit the potential for increases in cash distributions due to oil and natural gas price increases from April 1, 2008 through December 31, 2012.

Actual reserves and future production may be less than current estimates, which could reduce cash distributions by the trust and the value of the trust units.

Financial returns to purchasers of trust units will vary based in part on how quickly 9.11 MMBOE are produced from the underlying properties and sold, and it is not known when that will occur.

Risks associated with the production, gathering, transportation and sale of oil, natural gas and natural gas liquids could adversely affect cash distributions by the trust and the value of the trust units.

The trust and the trust unitholders will have no voting or managerial rights with respect to the underlying properties. As a result, trust unitholders will have no ability to influence the operation of the underlying properties.

Whiting has limited control over activities on certain of the underlying properties Whiting does not operate, which could reduce production from the underlying properties and cash available for distribution to trust unitholders.

Shortages or increases in costs of oil field equipment, services and qualified personnel could reduce the amount of cash available for distribution.

Market conditions or operational impediments may hinder access to oil and natural gas markets or delay production.

Whiting is not required to make capital expenditures on the underlying properties at historical levels or at all. If Whiting does not make capital expenditures, then the timing of production from the underlying properties may not be accelerated.

Whiting may abandon individual wells or properties that it reasonably believes to be uneconomic.

The reserves attributable to the underlying properties are depleting assets and production from those reserves will diminish over time. Furthermore, the trust is precluded from acquiring other oil and natural gas properties or net profits interests to replace the depleting assets and production.

The amount of cash available for distribution by the trust will be reduced by the amount of any royalties, lease operating expenses, production and property taxes, maintenance expenses, postproduction costs and producing overhead, and payments made with respect to the hedge contracts.

If the payments received by Whiting under the hedge contracts and certain other non-production revenue exceed operating expenses during a quarterly period, then the ability to use such excess amounts to offset operating expenses will be deferred until the next quarterly period when such amounts are less than such expenses.

An increase in the differential between the NYMEX or other benchmark price of oil and natural gas and the wellhead price received could reduce cash distributions by the trust and the value of trust units.

Under certain circumstances, the trust provides that the trustee may be required to sell the net profits interest and dissolve the trust prior to the expected termination of the trust. As a result, trust unitholders may not recover their investment.

The disposal by Whiting of its remaining trust units may reduce the market price of the trust units.

There has been no public market for the trust units and no independent appraisal of the value of the net profits interest has been performed.

The market price for the trust units may not reflect the value of the net profits interest held by the trust.

Conflicts of interest could arise between Whiting and the trust unitholders.

The trust is managed by a trustee who cannot be replaced except at a special meeting of trust unitholders.

Trust unitholders have limited ability to enforce provisions of the net profits interest.

Courts outside of Delaware may not recognize the limited liability of the trust unitholders provided under Delaware law.

The operations of the underlying properties may result in significant costs and liabilities with respect to environmental and operational safety matters, which could reduce the amount of cash available for distribution to trust unitholders.

The operations of the underlying properties are subject to complex federal, state, local and other laws and regulations that could adversely affect the cash distributions to the trust unitholders.

The trust has not obtained a ruling from the IRS regarding the tax treatment of ownership of the trust units. If the IRS were to determine (and be sustained in that determination) that the trust is not a grantor trust for federal income tax purposes, or that the net profits interest is not a debt instrument for federal income tax purposes, the trust unitholders may receive different and less advantageous tax treatment than that described in this prospectus.

The trust s net profits interest may be characterized as an executory contract in bankruptcy, which could be rejected in bankruptcy, thus relieving Whiting from its obligations to make payments to the trust with respect to the net profits interest.

If the financial position of Whiting degrades in the future, Whiting may not be able to satisfy its obligations to the trust.

The trust s receipt of payments based on the hedge contracts depends upon the financial position of the hedge contract counterparty and Whiting. A default by the hedge contract counterparty could reduce the amount of cash available for distribution to the trust unitholders.

**Whiting Petroleum Corporation**

Whiting is an independent oil and gas company engaged in acquisition, development, exploitation, production and exploration activities primarily in the Permian Basin, Rocky Mountains, Mid-Continent, Gulf Coast and Michigan regions of the United States. Since Whiting s inception in 1980, Whiting has built a strong asset base and achieved steady growth through property acquisitions, development and exploration activities. Whiting s common stock trades on the New York Stock Exchange under the symbol of WLL. Whiting s principal executive offices are located at 1700 Broadway, Suite 2300, Denver, Colorado 80290-2300, and its telephone number is (303) 837-1661.

**Structure of the Trust**

The trust will issue 13,161,111 units to Whiting prior to the completion of this offering, and Whiting Petroleum Corporation will sell approximately 78.3% of these units in this offering, or approximately a combined 90.0% if the underwriters option to purchase additional trust units from Whiting is exercised in full. The following chart shows the relationship of Whiting Petroleum Corporation, Whiting Oil and Gas Corporation, Equity Oil Company, the trust and the trust unitholders, assuming no exercise of the underwriters option to purchase additional trust units.

(1) Prior to the closing of this offering, Whiting Petroleum Corporation s wholly-owned subsidiaries, Whiting Oil and Gas Corporation and Equity Oil Company, will convey the net profits interest to the trust in consideration for the issuance by the trust of 13,161,111 units, which will be distributed as a dividend to Whiting Petroleum Corporation. Whiting Petroleum Corporation is offering 10,300,000 trust units to the public pursuant to this offering. The underwriters may exercise their option to purchase up to 1,545,000 trust units in the aggregate at the initial offering price, less the underwriting discounts and commissions, to cover over-allotments, if any, within 30 days of the date of this prospectus from Whiting Petroleum Corporation.

(2) Represents Whiting Oil and Gas Corporation s and Equity Oil Company s interests in the underlying properties. For those underlying properties for which Whiting is designated as the operator and those it is not, these interests on average consist of an approximate 68.4% and 17.3%, respectively, working interest in the leasehold interests to which the underlying properties relate (and, after taking into account royalty interests and other non-working interests burdening this working interest, an approximate 55.7% and 14.2%, respectively, net revenue interest in the oil and natural gas properties to which the underlying properties relate).

**The Underlying Properties**

The underlying properties consist of Whiting s net interests in certain of its oil and natural gas producing properties located primarily in the Rocky Mountains, Mid-Continent, Permian Basin and Gulf Coast regions of the United States, after deduction of all royalties and other burdens on production thereon. The underlying properties include interests in 3,051 gross (385.8 net) producing oil and natural gas wells in 172 fields on

215,376 gross acres in 14 states. Whiting has acquired interests in these properties through various acquisitions that have occurred during its 28 year existence. For the month ended December 2007, the average daily net production from these properties was 4,643 BOE/d (which is equivalent to 4,179 BOE/d attributable to the net profits interest). Whiting s interests in these properties require Whiting to bear its proportionate share, along with the other working interest owners, of the costs of development and operation of such properties. The net profits interest entitles the trust to receive 90% of the net proceeds from the sale of production of 9.11 MMBOE (which is equivalent to 8.20 MMBOE attributable to the net profits interest) of proved reserves during the term of the trust. The 9.11 MMBOE represents the proved reserves attributable to the underlying properties that the reserve report projects to be produced by December 31, 2017. As of December 31, 2007, proved reserves attributable to the underlying properties, as estimated in the reserve report, were 13.85 MMBOE with a pre-tax PV10% value of $311.4 million. The reserves attributable to the underlying properties include all reserves expected to be economically produced during the life of the properties, whereas the trust is entitled to only receive 90% of the net proceeds from the sale of production of oil, natural gas and natural gas liquids attributable to the underlying properties until the underlying properties have produced 9.11 MMBOE.

Whiting s interest in the underlying properties after deducting the net profits interest entitles it to 10% of the net proceeds from the sale of production of oil, natural gas and natural gas liquids attributable to the underlying properties during the term of the net profits interest and all of the net proceeds thereafter. The trust units retained by Whiting, which represent 21.7% of the trust units following the closing of this offering, assuming no exercise of the underwriters option to purchase additional trust units, are subject to lock-up arrangements. See Trust Units Eligible for Future Sale Lock-up Agreements. Whiting believes that its retained ownership interests in the underlying properties and its ownership of trust units, which together entitle Whiting to receive approximately 29.5% of the net proceeds from the underlying properties, assuming no exercise of the underwriters option to purchase additional trust units, will provide incentive to operate (or cause to be operated) the underlying properties in an efficient and cost-effective manner. In addition, Whiting has agreed to operate these properties as a reasonably prudent operator in the same manner that it would operate if these properties were not burdened by the net profits interest and Whiting has agreed to use commercially reasonable efforts to cause the other operators to operate these properties in the same manner.

**Major Producing Areas**

The following table summarizes the estimated proved reserves by region attributable to the net profits interest according to the reserve report, the corresponding pre-tax PV10% value as of December 31, 2007 and the average daily net production attributable to the net profits interest for the month of December 2007.

| | | Proved Reserves (1) | | | | | | December 2007 Average Daily Net |
|---|---|---|---|---|---|---|---|---|
| Region | Number of Fields | Oil (Mbbl) | Natural Gas (MMcf) | Total (MBOE)(2) | % of Total Reserves | Pre-Tax PV10% Value(2)(3) (In millions) | % of Total Pre-Tax PV10% Value | Production (BOE/d) |
| Rocky Mountains | 62 | 2,574 | 2,784 | 3,038 | 37.0% | $ 106.4 | 42.6% | 1,357 |
| Mid-Continent | 56 | 1,535 | 10,352 | 3,260 | 39.8 | 88.1 | 35.3 | 1,598 |
| Permian Basin | 27 | 811 | 2,021 | 1,148 | 14.0 | 35.6 | 14.2 | 536 |
| Gulf Coast | 27 | 190 | 3,402 | 757 | 9.2 | 19.7 | 7.9 | 688 |

| | | | | | | | | |
|---|---|---|---|---|---|---|---|---|
| Total | 172 | 5,110 | 18,559 | 8,203 | 100.0% | $ 249.8 | 100.0% | 4,179 |

(1) The net profits interest entitles the trust to receive 90% of the net proceeds from the sale of production of 9.11 MMBOE from the underlying properties, taken as a whole. The allocation and makeup of such reserves among regions is from the reserve report and may not reflect the actual location and makeup from which reserves will be produced under the net profits interest.

(2) The total proved reserves attributable to the underlying properties, as estimated in the reserve report, were 13.85 MMBOE with a pre-tax PV10% value of $311.4 million, although the net profits interest will terminate when 9.11 MMBOE have been produced. The amounts in the table reflect the trust s 90% net profits interest in such reserves. Proved reserves reflected in the table above for the net profits interest are based on NYMEX oil and natural gas prices as of December 31, 2007 of $96.00 per Bbl of oil and $7.10 per

Mcf of natural gas less field transportation, quality and basis differentials of $8.34 per Bbl of oil and $0.61 per Mcf of natural gas, resulting in field adjusted prices of $87.66 per Bbl of oil and $6.49 per Mcf of natural gas.

(3) Pre-tax PV10% value may be considered a non-GAAP financial measure as defined by the SEC and is derived from the standardized measure of discounted future net cash flows, which is the most directly comparable GAAP financial measure. Pre-tax PV10% value is computed on the same basis as the standardized measure of discounted future net cash flows but without deducting future income taxes. However, as of December 31, 2007, no provision for federal or state income taxes has been provided because taxable income is passed through to the unitholders of the trust. Therefore, the standardized measure of discounted future net cash flows attributable to the net profits interest is equal to the pre-tax PV10% value. The pre-tax PV10% value and the standardized measure of discounted future net cash flows do not purport to present the fair value of the oil and natural gas reserves attributable to the net profits interest.

The underlying properties are located in several major onshore producing basins in the continental United States. Whiting believes this broad distribution provides a buffer against regional trends that may negatively impact production or prices. Based on the pre-tax PV10% value in the reserve report, approximately 60.9% of these properties were operated by Whiting. Based on December 2007 production attributable to the net profits interest, approximately 54% was oil and natural gas liquids and 46% was natural gas. These properties are located in mature fields and have established production profiles. However, production and distributions to the trust will decline over time.

*Rocky Mountains Region.* The underlying properties in the Rocky Mountains region are located in two distinct areas. The first, from which oil is primarily produced, includes the Williston Basin in North Dakota and Montana and the Bighorn and Powder River Basins of Wyoming and the second, from which natural gas is primarily produced, includes southwest Wyoming, Colorado and Utah. These properties include 62 fields of which Whiting operates wells in 32 of these fields. The major North Dakota fields in this region include Bell Field and Fryberg Field that produce from Tyler sandstone; Whiskey Joe, Teddy Roosevelt, Sherwood and Davis Creek Fields that produce from various intervals in the Madison; Hiline Unit A Lodgepole Producer and Big Dipper Field that produce from the Duperow and Red River zones. In Montana, the major fields include the Bainville Field and Palomino Fields that produce primarily from the Nisku zone and Oxbow Field that produces from the Nisku and Red River zones. The major Wyoming fields in this region include the Sage Creek Field in the Bighorn Basin that produces from the Tensleep and Madison zones and the Kiehl Field in the Powder River Basin, which produces from the Minnelusa formation and is under waterflood. The Ignacio Blanco Field is the major Colorado field in this region and produces from the Fruitland Coal zone. Average daily net production attributable to the net profits interest from these properties was 1,357 BOE/d for the month of December 2007 from 717 gross (105.8 net) wells that will be burdened by the net profits interest.

*Mid-Continent Region.* The underlying properties in the Mid-Continent region are located in Arkansas, Oklahoma, Kansas and Michigan. These properties include 56 fields of which Whiting operates wells in 29 of these fields. There are two significant fields located in Arkansas. The Magnolia Smackover Pool Unit, the largest single field in the underlying properties produces from the Smackover Lime. The second Arkansas field is the Stephens-Smart field, producing from the Buckrange and Travis Peak. The major fields and areas in Oklahoma are located in the Anadarko Basin and include Putnam Field, Mocane-Laverne Gas Area, Sho-Vel-Tum Field and Nobscot Northwest Field, which primarily produce from the Oswego, Hunton, Penn, Morrow, Red Fork and Cottage Grove zones. Case Field is the major Michigan field in the region and produces from the Silurian Niagaran zone. Average daily net production attributable to the net profits interest from these properties was 1,598 BOE/d for the month of December 2007 from 443 gross (175.3 net) wells that will be burdened by the net profits interest.

*Permian Basin Region.* The Permian Basin Region of West Texas and New Mexico is one of the major hydrocarbon producing provinces in the continental United States. The underlying properties in the Permian Basin region are located in Texas and New Mexico. These properties include 27 fields of which Whiting operates wells in 10 of these fields. The major fields in this region include Iatan East Howard Field, which produces from the San Andres, Glorieta and Clearfork zones; the Fullerton Field, which is unitized and produces from the Clearfork zone; and Patricia Field, which produces from the Sprayberry and Fusselman zones. Average daily net production attributable to the net profits interest from these properties was 536 BOE/d for the month of December 2007 from 1,620 gross (84.3 net) wells that will be burdened by the net profits interest.

*Gulf Coast Region.* The underlying properties in the Gulf Coast region are located in Texas, Louisiana, Mississippi and Alabama. These properties include 27 onshore fields of which Whiting operates wells in two of these fields. The major field in this region is the Mestena Grande Field located in Texas, which produces from the Queen City zone. Average daily net production attributable to the net profits interest from these properties was 688 BOE/d for the month of December 2007 from 271 gross (20.4 net) wells that will be burdened by the net profits interest.