

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

IN THE MATTER OF THE APPLICATION)	
OF KERR-MCGEE OIL & GAS ONSHORE)	
LP FOR AN ORDER VACATING OR, IN)	CAUSE NO. 1
THE ALTERNATIVE, WAIVING THE)	
APPLICATION OF, HIGH DENSITY)	DOCKET No. _____
DESIGNATION FOR CERTAIN LANDS IN)	
THE GREATER WATTENBERG FIELD)	
AREA, WELD COUNTY, COLORADO)	

VERIFIED APPLICATION

Kerr-McGee Oil & Gas Onshore LP ("Applicant") by its attorneys, Bjork Lindley Little PC, respectfully submits this application to the Oil and Gas Conservation Commission of the State of Colorado ("Commission") for an order vacating Oil and Gas Conservation Cause No. 1, Order No. 1-41 (formerly Cause No. 1, Order No. 1-153) to remove the "High Density" designation from the below-described Application Lands and allow the drilling of wells on such lands in conformity with applicable Greater Wattenberg Area Rules (Order No. 232-23; Order No. 499-15, 232-89, 407-125, 493-22, 496-3; Commission Rule No. 318A; and superseded Order No. 1R-100), when such wells are drilled from one of four deeded and described 300-foot by 300-foot Development Areas within the following described lands:

Township 1 North, Range 68 West, 6th P.M.
Section 8: N½

In support of this Application, Applicant states as follows:

I. Applicant

The Applicant is a limited partnership authorized to conduct business in the State of Colorado and owns leasehold interests in the Application Lands.

II. Application Lands and Oil and Gas Resources

1. The Application Lands are located in the Greater Wattenberg Special Well Location, Spacing and Unit Designation Rule Area, defined by the Commission in Cause No. 1R, Order No. 1R-100 ("Rule 318A").

2. According to Rule 318A, wells in the Greater Wattenberg Area may be drilled in designated surface locations prescribed by that Rule and may be completed in designated drilling and spacing units not smaller than a governmental quarter-quarter section when such wells are to be completed in an unspaced formation.

3. The Application Lands are undrilled and unspaced, except as Commission Rule 318A applies to them.

4. Rule 318A-e would allow the drilling of up to 15 wells within the Application Lands.

5. There are currently 9 producing wells in the S½ of Section 8 (the half section south of the Application lands). Those wells currently produce from Cretaceous formations. Additional wells in the Application Lands are expected to result in economic production from Cretaceous formations.

6. The Applicant has proposed to drill wells in the Application Lands directionally at its own expense, reducing and consolidating the number of surface wellhead locations and the concomitant potential for surface impact from oil and gas development.

7. If wells are not drilled in the Application Lands, there is a significant risk that oil and gas in the Application Lands will be wasted.

III. Existing Use of the Application Lands

1. The Surface of the Application Lands is now used for a large-lot residential subdivision called Parkland Estates Airpark which includes a private airstrip and ninety-one platted lots on 320 acres. The calculated average density of the Application Lands is one lot per 3.52 acres. According to testimony presented by Jim Hollis before the Commission on Monday August 23, 1993 in Cause No. 1, Docket No. 8-1, the median size of residential lots in the airpark is 2.45 acres. Tr. at p. 4.

2. Commission Rule 603.b defines high density as one building unit per 2 acres.

3. The Application Lands were previously owned by Union Pacific Land Resources Corporation ("UPRC"), the predecessor of Anadarko Minerals Corporation. UPRC sold the surface estate in the Lands to 29 grantees by a Special Warranty Deed dated August 15, 1972, reserving the mineral estate and describing four Development Areas to be set aside for oil and gas development. That Deed is recorded at Book 682, Reception No. 1603550, Weld County Clerk and Recorder. A copy is attached as Exhibit B for convenient reference.

4. The Special Warranty Deed contains language by which UPRC reserved "all minerals and all mineral rights of every kind and character..." in the Application Lands, and specified that the grantor and its successors would have the perpetual right to enter upon and use four "Development Areas" described on pages two through five of the Special Warranty Deed. The Special Warranty Deed also provided that UPRC and its successors would not use the lands outside of the Development Areas for oil and gas operations. The parties to the Special Warranty Deed thus covenanted that oil and gas operations would be conducted within the Development Areas, and not outside of them.

5. In 1993, four property owners in Parkland Estates, Jim Hollis, Chuck Clemen, Mark Williams and Lou Waddell, sought and obtained "High Density" designation of the Application Lands under then-existing Rules 127 and 603. The Commission made the designation by Order No. 1-41, September 29, 1993 (formerly designated Order No. 1-153). By its express terms Order No. 1-41 superseded the then-existing Commission Rule 603. See Order No. 1-41, p. 3., (attached as Exhibit C for convenient reference).

6. Order No. 1-41 requires: (a) that surface locations of wellheads shall be located not less than 350 feet from any dwelling or facility (as those terms are defined in the Order); (b) that production tanks and/or associated on-site production equipment shall be located

not less than 350 feet from any dwelling or facility; and (c) all pumps, pits, wellheads and production facilities shall be adequately fenced to prevent access by unauthorized persons.

7. The 1993 Applicants for High Density designation stated in the record of the hearing held on August 23, 1993, that:

We recognize the oil and gas companies' constitutional right to drill in the area. We're not – we have no intention of trying to exclude them from the area. We just seek to increase the minimum distance from housing to enhance our safety and welfare.

Testimony of Jim Hollis, Tr. at 8, lines 3-8. (Transcript attached as Exhibit D for convenient reference.)

8. On June 6, 2005 Applicant notified surface owners of Lot 19, Block 2, Parkland Estates in the Application Lands that it intended to drill a well in one of the Development Areas set aside in the Special Warranty Deed. The surface owner and the Parkland Estates Homeowners Association stated in response that they believed Order No. 1-41 would severely restrict or prevent Applicant's use of the Development Areas in Park Land Estates.

9. In correspondence between Applicant and the Parkland Estates Homeowners' Association and certain of its members, the attorney for the Homeowners' Association and individual members asserted that:

No wellhead or production equipment on [Lot 19, Block 2, Park Land Estates], at the time of their initial installation, may be located closer than 350 feet from any building unit. ...*[I]t appears that there is no longer any location within the Development Area which is farther than 350 horizontal feet from an existing building unit.* For this reason, we regret to inform Kerr-McGee that Sharma and the Homeowners' Association object to the proposed drilling of the Tallgrass 17-8 Well from the Lot, and to the issuance of a Commission permit for such drilling.

Letter from Michael Morgan to Don French, dated September 29, 2005. (Emphasis added.) A copy is attached as Exhibit E for convenient reference.

10. According to this interpretation, the lessee's right to drill wells in the Development Areas, which were described in the Special Warranty Deed specifically for that purpose, must yield to the 350-foot setback imposed by the High Density designation, which was procured by property owners within Parkland Estates who were (and are) successors-in-interest to the Special Warranty Deed and the covenants contained therein. This interpretation, if upheld, would prevent the use of the Development Areas for oil and gas drilling. If the balance of the Application Lands outside the Development Areas are also off limits to drilling, as the surface owners contend, oil and gas development in the entire N½ of Section 8 would be precluded. The result would be a waste of the oil and gas resources that underlie the Application Lands, in violation of the laws and policies of the State of Colorado.

IV. Location Requirement Exceptions and Waivers

1. Colorado Oil and Gas Conservation Commission regulations provide for exceptions to the 350 foot setback requirement:

Exceptions to the location requirements set out in subparagraphs (2) and (3) above shall be granted by the Director if the Director determines that Rule 318 has been complied with and that a copy of waivers from each person owning an occupied building or building permitted for construction within three hundred fifty (350) feet of the proposed location is submitted as part of the Permit to Drill, Form 2, and that the proposed location complies with all other safety requirements of the rules and regulations.

Commission Rule 603.b.(6).

2. The Commission included a similar provision in Order No. 1-41:

Exceptions to the location requirements set out in 1(A) and 1(B) may be granted by the Director if a copy of waivers from each owner of a dwelling or facility within 350 feet of the proposed location is submitted as part of the Application for Permit to Drill, and the proposed location complies with other safety requirements of the Rules and Regulations. *An election by the owner to build a house less than 350 feet from an existing well, constitutes an election to waive the 350 foot setback rule.*

Order No. 1-41, Paragraph H.2(a) (Emphasis added).

3. Applicant has made significant efforts to negotiate a mutually acceptable drilling plan on the Application Lands. On November 16, 2005, Applicant representatives appeared before a meeting of the Parkland Estates Homeowners' Association and presented a development plan that would have clustered all wellheads in and adjacent to a single Development Area in the NE $\frac{1}{4}$ NW $\frac{1}{4}$ of the Application Lands, and all tanks and processing facilities in one of two locations, both of which were adjacent to the north boundary of the Application Lands. No facility or wellhead would have been closer than 350 feet to a dwelling. The plan would have required directional drilling, which Applicant proposed to do at its own expense. The plan also would have required that the surface owners agree to allow the use of Association-owned property for separators and tank batteries, and to allow the drilling of wells and installation of surface facilities outside of the Development Areas. (A copy of the development proposal is attached as Exhibit F). The Homeowners' Association rejected that proposal at a general meeting held February 18, 2006. See Exhibit G.

4. Following rejection of Applicant's development proposal, on March 9, 2006, Applicant held an onsite consultation with Nawal Sharma, an owner of Lot 19 Block 2, as part of its stated intent to drill the "Tallgrass 17-8" Well in the SW $\frac{1}{4}$ of the NE $\frac{1}{4}$ of Section 8, 1,626 feet from the north line and 2,014 feet from the east line. Lot 19 has no occupied structure on it. Mr. Sharma was represented at that meeting by his counsel, Michael Morgan, who is also counsel for

the Parkland Estates Homeowners' Association. At that meeting and in a follow-up letter, Mr. Morgan reiterated the Association's position that the 350 foot setback requirement applies to the proposed well, even though it would be located in an agreed-on Development Area. Mr. Morgan's position was that no such well location could be approved within 350 feet of a building unless the owner of such a building provided a waiver of the setback. See Exhibit H.

5. Following the March 9, 2006 onsite meeting, Applicant sent a waiver request on May 5 to the owners of the property adjacent to the above-described Development Area. Applicant did this not because it accepts the legal argument of the Homeowners' Association, but because it has sought to engage and address the concerns of the residents and the Homeowners' Association throughout this process. All of the property owners from whom Applicant requested waivers declined to execute them. See response letters, attached as Exhibit I.

6. Applicant's attempts to work with the owners of the surface of the Application Lands have been consistently and unreasonably rejected.

7. The position of the Homeowners' Association and the surface owners is that Applicant may not use any part of the Development Area for oil and gas development unless wellheads and equipment will be at least 350 feet from any building on the Application Lands. However, the owners of lots in Parkland Estates have built houses and other structures closer than 350 feet to the Development Area, making it difficult or impossible for the Applicant to use the covenanted Development Areas and satisfy the Homeowners' interpretation of Order No. 1-41. Their position, if sustained, would prevent the use of the Development Areas for drilling wells and siting production equipment, which in turn would result in the waste of oil and gas resources under the Application Lands. Such an outcome would also breach the covenant contained in the Special Warranty Deed, in which the Grantor and its successors in interest relinquished the right to drill on other locations in the Application Lands in exchange for an express affirmation by the Grantees and their successors in interest that the mineral owner and lessees would have the right in perpetuity to use the Development Areas for drilling.

V. Request for Relief.

1. Applicant requests that the Commission use its authority to vacate Order No. 1-41 as it affects the Application Lands, on the grounds that the Order was improvidently granted. The Application Lands are not high density as that term is defined in Rule 603(b). Because homeowners procured the Order and have since built houses less than 350 feet from the Development Areas, the use of those Areas is potentially affected by the Order. If Order 1-41 is allowed to prohibit the drilling of oil and gas wells in the Development Areas on the Application Lands, waste will occur in violation of C.R.S. 34-60-101 et seq.

2. In the alternative, Applicant requests an exception from the requirements of Paragraphs A and B of Order 1-41, to allow it to drill wells and locate surface facilities within the Development Areas on the Application Lands, whether or not such wellheads and surface facilities are closer than 350 feet to a building.

3. Relief is appropriate for the following reasons:

- a) The Application Lands are not High Density in fact as defined in Regulation 603(b).

- i) The standard for high density designation is an average density of one building unit per 2 acres (id.);
 - ii) The number of lots on the 320 acres of Applications Lands is 91; that is an average density of 3.46 acres per lot;
 - iii) The 1993 hearing testimony of Jim Hollis was that the median lot size of Parkland Estates is 2.45 acres (Tr. P.4, lines 14 and 18).
 - iv) By either measure, the N½ of Section 8, Township 1 North, Range 68 West, is not high density.
- b) Even assuming for the sake of argument that the Application Lands could satisfy the actual average density requirement of 2 acres or less per building unit, the owners of lots on the Application Lands have waived their claim to enforce the 350 foot setback requirement on the Application Lands. An exception to the 350 foot setback should be granted on the basis of Rule 603.e.(6)'s provision that exceptions are appropriate where such waivers have been given, as they have here:
 - i) The Grantees of the N½ of Section 8, Township 1 North, Range 68 West acquired the Application Lands by Special Warranty Deed from UPRC.
 - ii) UPRC reserved mineral rights and relinquished its implied easement of surface access in exchange for the express agreement of the grantees that the Development Areas would be reserved for oil and gas and other mineral operations.
 - iii) All of the Grantees signed the Special Warranty Deed and thereby agreed to its covenants, which touch and concern the land. The Special Warranty Deed was recorded. All of the successors in interest to the Grantees had notice, and were bound by this covenant running with the land.
 - iv) The Grantees and their successors agreed that the Grantor and its successors in interest would have "the perpetual right to enter upon and use those certain surface locations referred to as 'Development Areas' for the exploration for, removal and disposal of, [reserved] minerals..."
 - v) Because the Development Areas were and are expressly reserved for the use of mineral development, the election by individual lot owners to build a house less than 350 feet from a designated existing Development Area boundary constitutes an election to waive the 350 setback rule for wells drilled in the Development Areas, as provided in Paragraph H.2(b) of Order No. 1-41 and in Commission Rule 603.e.(1).

4. Applicant is willing to commit to conducting its operations on the Application Lands in conformance with the applicable safety requirements of Rule 603.e.

5. Parkland Estates is a private airpark, which may present unique issues of coordinating flight operations and oil and gas activities. Applicant will commit to an effort to minimize the effect its drilling operations may have on flight operations on the airstrip within the Application Lands.

VI. The names and addresses of the interested parties according to the information and belief of Applicant are set forth in Exhibit A attached hereto and made a part hereof.

VII. Applicant respectfully requests this matter be set for hearing in May, 2007, that notice be given as required by law, and that upon such hearing the Commission enter its order consistent with Applicant's proposals as set forth above.

Respectfully submitted on March ____, 2007

BJORK LINDLEY LITTLE PC

By: /s/ Christopher G. Hayes

David R. Little
Christopher G. Hayes
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VERIFICATION

STATE OF COLORADO)
) ss.
CITY & COUNTY OF DENVER)

Joseph H. Lorenzo of lawful age, being first duly sworn upon oath, deposes and says that he is the Attorney-in-Fact for Kerr-McGee Oil & Gas Onshore LP, that he has read the foregoing Application, and that the matters therein contained are true to the best of his knowledge, information, and belief.

/s/ Joseph H. Lorenzo
Joseph H. Lorenzo

SUBSCRIBED AND SWORN TO before me this 20th day of March, 2007.

Witness my hand and official seal.

/s/ Carolyn A. Gilroy
Notary Public

My commission expires: 12/28/07

Exhibit A

WORKING INTEREST OWNER, UNLEASED MINERAL INTEREST OWNERS AND OTHER INTERESTED PARTIES

- 1. Applicant is the Working Interest Owner**
- 2. There are no unleased mineral interests.**
- 3. Other interested parties are:**
 - i. Anadarko Minerals Corporation, the owner of the mineral estate and Applicant's lessor; and**
 - ii. The following persons, who are owners of surface lots in Parkland Estates:**

Harry Ogden
4677 Cathy Lane
Erie, Colorado 80516
Parcel No. 146708103008

Michael S. Murray
2087 County Road 512
Divide, Colorado 80814-7901
Parcel No. 146708102018

Thomas R. Thoesnsen
4731 Cathy Lane
Erie, Colorado 80516
Parcel No. 146708103007

Eric W. & Patricia A. Gray
4761 Edie Place
Erie, Colorado 80516
Parcel No. 146708103014

Lon D. Waddell
4772 Edie Place
Erie, Colorado 80516-9006
Parcel No. 146708103013

James A. & Victoria E. Hollis
4729 Edie Place
Erie, Colorado 80516
Parcel No. 146708103015

Tracy D. Harmer
4728 Edie Place
Erie, Colorado 80516-9006
Parcel No. 146708103012

Donald L. Black Trust
4679 Edie Place
Erie, Colorado 80516
Parcel No. 176708103016

Edward L. Altshuler
4678 Edie Place
Erie, Colorado 80516
Parcel No. 146708103011

Clyde Richard & Gisela Luzia Farrell
1747 Rue De Trust
Erie, Colorado 80516-9027
Parcel No. 146708103017

William S. Prentice
1837 Rue De Trust
Erie, Colorado 80516-9026
Parcel No. 146708103010

Brian J. & Lori L. Schwallier
1758 Rue De Trust
Erie, Colorado 80516
Parcel No. 146708102017

Michael L. & Janice L. Cressman
1840 Rue De Trust
Erie, Colorado 80516
Parcel No. 146708102019

Richard A. & Doneda C. Medenwaldt
1718 Rue De Trust
Erie, Colorado 80516
Parcel No. 146708102016

James R. Willer
4764 Beverly Lane
Erie, Colorado 80516
Parcel No. 146708703020

John Wiltfang
4673 Beverly Lane
Erie, Colorado 80516
Parcel No. 146708103024

Nawal & Uibha Sharma
1641 W. 116th Court
Westminster, Colorado 80234
Parcel No. 146708103019

Angelo & Evie M. Sobliros
4625 Beverly Lane
Erie, Colorado 80516
Parcel No. 146708103025

William E. Ferreira
PO Box 809
Erie, Colorado 80516-0809
Parcel No. 146708103018

Thomas W. & Patricia E. Fisher
1594 Rue De Trust
Erie, Colorado 80516
Parcel No. 146708102013

Mahlon & Janet Miller
12924 Cherry Way
Thornton, Colorado 80241
Parcel No. 1467084102015

Richard M. & Janalyn S. Ellinger
1550 Rue De Trust
Erie, Colorado 80516-9033
Parcel No. 146708102012

Robert Latham
4767 Beverly Land
Erie, Colorado 80516-9040
Parcel No. 146708102014

Craig C. Drake
4762 Betty Place
Erie, Colorado 80516
Parcel No. 146708203029

Stephen G. Mellott
4747 Beverly Lane
Erie, Colorado 80516
Parcel No. 146708103022

Peter C. & Nancy L. Clinton
4726 Betty Place
Erie, Colorado 80516
Parcel No. 146708203028

Vernon E. & Cheryl V. Randel
PO Box 662
Erie, Colorado 80516
Parcel No. 146708103023

Lawrence L. & Gail S. Lewis
4676 Betty Place
Erie, Colorado 80516-9007
Parcel No. 146708203027

Herbert Ross Chessman
4626 Betty Place
Erie, Colorado 80516
Parcel No. 146708203026

James R. & Alice Louise Ernst
4763 Betty Place
Erie, Colorado 80516
Parcel No. 146708203030

Jennifer M. Caine
1526 Rue De Trust
Erie, Colorado 80516
Parcel No. 146708202011

Trent D. Culver
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Erie, Colorado 80516
Parcel No. 146708203031

Donald A. Mobley
c/o Burton Mobley
1500 Bonnie Circle
Erie, Colorado 80516
Parcel No. 146708105003

David C. Dooley
4675 Betty Place
Erie, Colorado 80516
Parcel No. 146708203032

Parkland Estates Homeowners Association
c/o J. Michael Morgan
Lohf Shaiman Jacobs Hyman & Feiger PC
900 Cherry Tower
900 South Cherry Street
Denver, Colorado 80246
Parcel No. 146708200999

Michael R. Bogan
4627 Betty Place
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Parcel No. 146708203033

Paul S. & Christine L. Weis
1246 Doris Circle
Erie, Colorado 80516
Parcel No. 146708204008

Mark L. & Diana C. Williams
4732 Sylvia Lane
Erie, Colorado 80516
Parcel No. 146708203037

Paul A. & Maureen P. Hartigan
1242 Doris Circle
Erie, Colorado 80516
Parcel No. 146708204007

Gregory M. & Dorothy K. Kielian
4763 Sylvia Lane
Erie, Colorado 80516
Parcel No. 146708203038

Sam Wray
1238 Doris Circle
Erie, Colorado 80516
Parcel No. 146708204006

Mark L. & Diana C. Williams
4732 Sylvia Lane
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Parcel No. 146708203036

Robert J. Jones
4674 Sylvania Lane
Erie, Colorado 80516
Parcel No. 146708203035

Keith R. & Nanette J. Serkes
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Parcel No. 146708105013

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Parcel No. 146708203039

Jon C. Sandberg
1904 Clemma Court
Erie, Colorado 80516
Parcel No. 146708105011

Timothy & Doris Barton
4715 Sylvia Lane
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Parcel No. 146708203040

James D. & Shari J. Kelsey
1668 Sandy Circle
Erie, Colorado 80516
Parcel No. 146708105010

Stanley R. Abbott
4673 Sylvia Lane
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Parcel No. 146708203041

Joan M. & David L. Hawkins
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Parcel No. 146708105009

John & Sheree Seabury
4748 Anne Place
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Parcel No. 146708203045

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Parcel No. 146708105007

Neill K. & Valerie J. Doertenbach
1616 Della Court
Erie, Colorado 80516-9000
Parcel No. 146708105006

Gordon K. Gibson
4747 Anne Place
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Parcel No. 146708203046

Michael D. & Kim M. Hughes
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Parcel No. 146708105005

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Parcel No. 146708203048

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Erie, Colorado 80516
Parcel No. 146708204005

Melvin C. Cannon
4627 Anne Place
Erie, Colorado 80516
Parcel No. 146708203049

Nancy L. Reublin
1116 Barbara Circle
Erie, Colorado 80516
Parcel No. 146708204004

Tom L. & Doris J. McFeeters
4696 Anne Place
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Parcel No. 146708203044

Brenda A. Dunn
1112 Barbara Circle
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Parcel No. 146708204003

Linda Nalwalk Kroll
1137 Rue De Trust
Erie, Colorado 80516
Parcel No. 146708203043

James A. Schumacher
1108 Barbara Circle
Erie, Colorado 80516
Parcel No. 146708204002

Joseph Edward & Carol M. Brookshire
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Parcel No. 146708203042

Charles Arthur Clamen
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Patrick C. Lehman
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Parcel No. 146708102023

William C. Kuhn
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Erie, Colorado 80516
Parcel No. 146708103009

Leroy Eldon & Alissa W. Wirthlin
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Parcel No. 146708102022

John M. & Cathy A. Lafleur
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Erie, Colorado 80516
Parcel No. 146708103005

Debra L. Kuzemchak Trust
1920 Rue De Trust
Erie, Colorado 80516
Parcel No. 146708102021

Curtiss L. & Margaret L. Bing
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Parcel No. 146708103004

Gary D. & Carolyn A. Morgan
1900 Rue De Trust
Erie, Colorado 80516
Parcel No. 146708102020

Ralph F. & Coreene K. Hanson
1430 Cathy Lane
Erie, Colorado 80516
Parcel No. 146708103003

David & Jeanette Bynum
1460 Rue De Trust
Erie, Colorado 80516-9032
Parcel No. 146708202010

Todd E. & Loretta J. Harvey
4676 Cathy Lane
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Parcel No. 146708103002

Ralph C. Nations
1420 Rue De Trust
Erie, Colorado 80516
Parcel No. 146708202009

James L. & Terri L. Miller
1977 Rue De Trust
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Parcel No. 146708103001

Bryn J. Near
1380 Rue De Trust
Erie, Colorado 80516
Parcel No. 146708202008

James J. Hunzeker
1338 Rue De Trust
Erie, Colorado 80516
Parcel No. 146708202007

Joseph Wade Fott Revocable Trust
1100 Rue De Trust
Erie, Colorado 80516
Parcel No. 146708202001

James E. & Diana M. Denly
1278 Rue De Trust
Erie, Colorado 80516
Parcel No. 146708202006

David J. Rowland
1136 Rue De Trust
Erie, Colorado 80516
Parcel No. 146708202002

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PO Box 731
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Lee Morrison
Weld County Commissioner
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(Local Government Designee)

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