

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

IN THE MATTER OF THE APPLICATION OF)
KERR-MCGEE OIL & GAS ONSHORE LP FOR)
AN ORDER POOLING ALL WORKING)
AND/OR NONCONSENTING INTERESTS IN)
THE CODELL, NIOBRARA AND J SAND)
FORMATIONS IN A DESIGNATED)
WELLBORE SPACING UNIT LOCATED IN)
THE WATTENBERG FIELD, WELD COUNTY,)
COLORADO)

Cause No. _____

Docket No. _____

APPLICATION

COMES NOW Kerr-McGee Oil & Gas Onshore LP (referred to herein as "Applicant"), by and through its undersigned attorneys, and makes application to the Colorado Oil and Gas Conservation Commission ("Commission"), for an order to pool all interests within a designated wellbore spacing unit for the drilling of a well to produce oil, gas, and associated hydrocarbons from the Codell, Niobrara and J Sand Formations located in Section 21, Township 4 North, Range 65 West, 6th P.M. Weld County, Colorado. In support thereof, the Applicant states and alleges as follows:

1. Applicant is a limited partnership formed under the laws of the State of Delaware, is a wholly owned subsidiary of Anadarko Petroleum Corporation, and is duly authorized to conduct business in the State of Colorado.

2. Applicant owns certain interests in the following lands:

Township 4 North, Range 65 West, 6th P.M.

Section 16: SW $\frac{1}{4}$ SW $\frac{1}{4}$

Section 17: SE $\frac{1}{4}$ SE $\frac{1}{4}$

Section 20: NE $\frac{1}{4}$ NE $\frac{1}{4}$

Section 21: NW $\frac{1}{4}$ NW $\frac{1}{4}$

Weld County, Colorado ("Application Lands").

3. On October 19, 1981, the Commission issued Order No. 232-23 which, among other things, established 320-acre drilling and spacing units for the production of gas and associated hydrocarbons from the J-Sand Formation for the Application Lands and allowed up to two (2) wells to be drilled within each 320-acre drilling and spacing unit.

4. On February 19, 1992, the Commission issued Order No. 407-87 (amended August 20, 1993), which among other things, established 80-acre drilling and spacing units for the production of oil and/or gas from the Codell and Niobrara Formations underlying certain lands, including the Application Lands, with the permitted well locations in accordance with the provisions of Order No. 407-1. Order No. 407-1 (amended on March 29, 2000 in accordance with Order No. 407-17, entered November

18, 1985), among other things, established 80-acre drilling and spacing units for the production of oil and/or gas and associated hydrocarbons from the Codell Formation underlying certain lands, including the Application Lands, with the drilling and spacing unit to be designated by the operator drilling the first well in the quarter section, (or the Director, if the operator fails to designate). The permitted well shall be located in the center of either 40-acre tract within the drilling and spacing unit with a tolerance of 200 feet in any direction. The operator shall have the option to drill an additional well on the undrilled 40-acre tract in each 80-acre drilling and spacing unit.

5. On April 27, 1998, the Commission adopted Rule 318A, which, among other things, allowed certain drilling locations to be utilized to drill or twin a well, deepen a well or recomplete a well and to commingle any or all of the Cretaceous Age Formation from the base of the Dakota Formation to the surface. On December 5, 2005, Rule 318A was amended to allow interior infill and boundary wells to be drilled and wellbore spacing units to be established. The lands encompassing the wellbore spacing unit are subject to this Rule for the Codell, Niobrara, and J-Sand Formations.

6. Applicant designated a 160-acre wellbore spacing unit, as described below, for the production of oil, gas, and associated hydrocarbons from the Codell, Niobrara, and J-Sand Formations pursuant to Rule 318A and notified the appropriate parties under Rule 318A.e. Applicant did not receive any objections to the establishment of the proposed 160-acre wellbore spacing unit within the 20-day response period. Applicant hereby certifies to the Commission that it has not received any objections to the well location, proposed spacing unit or proposed formations. Applicant holds an approved Application for Permit to Drill for the JR 30-21 Well within the designated 160-acre wellbore spacing unit.

7. Applicant, pursuant to Commission Rule 530 and pursuant to the provisions of C.R.S. § 34-60-116 (6) and (7), seeks an order to involuntarily pool all interests not voluntarily pooled (including working interests) in the Codell and Niobrara Formations underlying the following described 160-acre wellbore spacing unit:

Township 4 North, Range 65 West, 6th P.M.

Section 16: SW $\frac{1}{4}$ SW $\frac{1}{4}$

Section 17: SE $\frac{1}{4}$ SE $\frac{1}{4}$

Section 20: NE $\frac{1}{4}$ NE $\frac{1}{4}$

Section 21: NW $\frac{1}{4}$ NW $\frac{1}{4}$

(referred to herein as the "Wellbore Spacing Unit").

8. Applicant proposes to drill the JR 30-21 Well (hereinafter the "Wellbore Spacing Unit Well") within the designated Wellbore Spacing Unit with a surface location in the SW $\frac{1}{4}$ NW $\frac{1}{4}$ of Section 21, Township 4 North, Range 65 West, and a bottomhole location 70' FNL, 70' FWL of Section 21, Township 4 North, Range 65 West. A well location certificate for the JR 30-21 Well is attached hereto.

9. Exhibit A attached hereto lists working interest owners and royalty interest owners for the Wellbore Spacing Unit together with their addresses. All working interest

owners (not otherwise voluntarily pooled) have been offered the opportunity to voluntarily participate in the drilling of the Wellbore Spacing Unit Well. As applicable, to date, however, not all of such working interest owners have elected to participate by agreeing to bear their respective proportionate shares of the costs and risks of drilling, completing and operating the well. An Authority for Expenditure ("AFE") containing the information respecting this well required by Commission Rule 530.b. was sent to each of these working interest owners more than thirty (30) days prior to the date of the hearing on this application.

10. Applicant requests that the Commission's involuntary pooling order, and all costs associated with the JR 30-21 Well and this involuntary pooling, issued with respect to this Application be retroactive to the earliest date costs are incurred for the JR 30-21 Well as allowed by C.R.S. § 34-60-116(7), or the date of this Application, whichever is earlier.

11. Notice of this Application has been provided to those parties listed on Exhibit A attached hereto.

WHEREFORE, Applicant respectfully requests that this matter be set for hearing, that notice thereof be given as required by law and that upon such hearing this Commission enter its order:

A. Pooling involuntarily all of the working interest owners listed on Exhibit A with whom Applicant has been unable to secure an agreement for the drilling of the Wellbore Spacing Unit Well and establishing that such working interest owners be treated as non-consenting owners under C.R.S. § 34-60-116 and made subject to the all of the terms, costs, and penalties provided for therein.

B. That all interest owners in the Wellbore Spacing Unit which are not voluntarily pooled in the Wellbore Spacing Unit be involuntarily pooled.

C. Establishing that the Commission's involuntary pooling order, and all costs associated with the JR 30-21 Well and this involuntary pooling, issued with respect to this Application be retroactive to the earliest date costs are incurred for the JR 30-21 Well as allowed by C.R.S. § 34-60-116(7), or the date of this Application, whichever is earlier.

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

DATED this ___ day of April, 2011.

Respectfully submitted,

KERR-MCGEE OIL & GAS ONSHORE LP

By: _____

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Elizabeth Y. Gallaway
Beatty & Wozniak, P.C.
Attorneys for Applicant
216 16th Street, Suite 1100
Denver, Colorado 80202
(303) 407-4499

Applicant's Address:
1099 18th Street, Suite 1800
Denver, Colorado 80202

VERIFICATION

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

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

Agent and Attorney-in-Fact
Kerr-McGee Oil & Gas Onshore LP

Subscribed and sworn to before this ____ day of April, 2011.

Witness my hand and official seal.

[SEAL]

My commission expires: _____

Notary Public

EXHIBIT A
Interested Parties

Working Interest Owners:

Merit Partners LP, Merit Energy Partners III, L.P.
and Merit Energy Partners D-III, L.P. (non-
consenting)
13727 Noel Road, Ste. 500
Dallas, TX 75240

Merit Partners LP, Merit Energy Partners III, LP,
and Merit Energy D-III, L.P. (non-consenting)
PO Box 843755
Dallas, TX 75284

Noble Energy, Inc. (Consenting)
1625 Broadway, Ste. 2000
Denver, CO 80202

Royalty Owners:

Anadarko E & P Company, LP
P.O. Box 1330
Houston, TX 77251

State of Colorado
1375 Sherman Street
Denver, CO 80261

Colorado DOT
4201 East Arkansas Ave.
Denver, CO 80222

Shable Land Co., LLC
19320 Weld County Road 44
La Salle, CO 80645

Harold Walker and Janell M. Walker, JT
21025 WCR 41
LaSalle, CO 80645

Platte Valley Irrigation Company
P.O. Box 445
Greeley, CO 80632

Patricia JoAnne Adler
17667 West Buena Vista Drive
Surprise, AZ 85374

Elmer Willard Schmidt
18420 Weld County Road 42
La Salle, CO 80645

John Walter Schmidt
6819 Spanish Bay Dr.
Windsor, CO 80550-7029

Maxine K. Schmidt
2420 10th Avenue Court
Greeley, CO 80631

Monte Ray Schmidt
9863 W. Valley Ranch Parkway, #1112
Irving, TX 75063

Sally Jo Schmidt Ashby
9400 E. Iliff #293
Denver, CO 80231

T.E. McClintock T/W fbo Elizabeth M. Nikoloric,
Colorado State Bank and Trust, N.A., Trustee
P.O. Box 1588
Tulsa, OK 74101

T.E. McClintock T/W fbo Mary M. Swift,
U.S. Bank, N.A., Trustee
P.O. Box 3499
Tulsa, OK 74101

Kenneth D. Surratt
1166 North Madison Ave. #117
Loveland, CO 80537

Thomas A. Richey and Viola L. Richey, JT
4480 S. Bannock St.
Englewood, CO 80110-5704

Grant Phillip Schmidt
No address found

Janis S. Schmidt
No address found

APOs:

K-C Operations, Inc.
520 Champions Hills Drive
Alpharetta, GA 30004

Robert D. Johnson
637 South Grant Street
Denver, CO 80209-4117

Kenneth Heinle
412 Oak Meadow Drive
Pflugerville, TX 78660

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Notary Public