

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

IN THE MATTER OF THE **AMENDED**)
APPLICATION OF KERR-MCGEE OIL & GAS)
ONSHORE LP FOR AN ORDER MODIFYING)
ORDER NO. 407-593 BY WITHDRAWING THE)
CAMP 9N-30HZ WELL FROM THE ORDER)
AND POOLING ALL INTERESTS IN THE)
MODIFIED 260-ACRE WELLBORE SPACING)
UNIT FOR THE NIOBRARA FORMATION IN)
ONE (1) DESIGNATED 260-ACRE WELLBORE)
SPACING UNIT LOCATED IN THE)
WATTENBERG FIELD, WELD COUNTY,)
COLORADO)

Cause No. _____

Docket No. _____

AMENDED APPLICATION

COMES NOW Kerr-McGee Oil & Gas Onshore LP (referred to herein as "Applicant"), by and through its undersigned attorneys, and **files this amended** application to the Colorado Oil and Gas Conservation Commission ("Commission"), for an order to: (i) modify Order No. 407-593 by withdrawing the Camp 9N-30HZ Well, API No. 05-123-35257, ("Well") from the Order, and (ii) to pool all interests within the modified 260-acre wellbore spacing unit for the drilling of the Well to produce oil, gas, and associated hydrocarbons from the Niobrara Formation on the following lands:

Township 3 North, Range 65 West, 6th P.M.

Section 29: W $\frac{1}{2}$ SW $\frac{1}{4}$

Section 30: E $\frac{1}{2}$ SE $\frac{1}{4}$

Section 31: E $\frac{1}{2}$ E $\frac{1}{2}$

Section 32: NW $\frac{1}{4}$ NW $\frac{1}{4}$

Weld County, Colorado ("Application Lands").

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; is duly authorized to conduct business in the State of Colorado; and is a registered operator in good standing with the Commission.

2. Applicant owns certain interests in the Application Lands.

3. 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. The Application Lands are subject to Order No. 407-87 for the Niobrara Formation.

4. 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 Application Lands are subject to this Rule for the Codell and Niobrara Formations.

5. On April 16, 2012, the Commission issued Order No. 407-593 which, among other things, pooled all interests in five (5) designated wellbore spacing units for certain lands including the Application Lands and the Camp 9N-30HZ Well therein, for the development and operation of the Niobrara Formation.

6. Applicant designated the modified 260-acre wellbore spacing unit for the Camp 9N-30HZ Well for the production of oil, gas, and associated hydrocarbons from Niobrara Formation pursuant to Rule 318A.e. and notified all owners in the proposed wellbore spacing unit pursuant to Rule 318A.e.(6). Applicant did not receive any objections to the establishment of the proposed wellbore spacing unit within the 30-day response period, and, as such, certifies to the Commission that it did not receive any objections to the well location, proposed spacing unit, or proposed formations.

7. Applicant, pursuant to the provisions of C.R.S. § 34-60-116 (6) & (7) and Commission Rule 530, seeks an order pooling all interests, including but not limited to, any nonconsenting interests, in the Camp 9N-30HZ Well in the Niobrara Formation underlying the following designated 260-acre wellbore spacing unit, that has been modified since the entry of Order No. 407-593:

Township 3 North, Range 65 West, 6th P.M.

Section 29: W $\frac{1}{2}$ SW $\frac{1}{4}$

Section 30: E $\frac{1}{2}$ SE $\frac{1}{4}$

Section 31: E $\frac{1}{2}$ E $\frac{1}{2}$

Section 32: NW $\frac{1}{4}$ NW $\frac{1}{4}$

(hereafter "Modified Wellbore Spacing Unit").

8. Applicant requests that the Commission's pooling order be made effective as of the earlier of the date of this Application, or the date that the costs specified in C.R.S.

§ 34-60-116(7)(b)(II) are first incurred for the drilling of the Camp 9N-30HZ Well to the Niobrara Formation on the Application Lands.

9. Applicant certifies that copies of this Application will be served on all persons owning an interest in the mineral estate of the tracts to be pooled within seven (7) days of the date hereof, as required by Rule 507.b(2), and that at least thirty (30) days prior to the hearing on this matter, each such interest owner not already leased or voluntarily pooled will be offered the opportunity to lease, or to participate in the drilling of the Camp 9N-30HZ Well and will be provided with the information required by Rule 530. The list of such interested parties is attached hereto as Exhibit A.

10. That in order to prevent waste and to protect correlative rights, all interests in the Application Lands and the Modified Wellbore Spacing Unit for the Camp 9N-30HZ Well should be pooled for the orderly development of the Niobrara Formation, as applicable, including any nonconsenting interests therein.

WHEREFORE, Applicant requests that this matter be set for hearing at the next available opportunity that notice be given as required by law, and that upon such hearing, the Commission enter its order:

A. Pooling all interests in the Application Lands and Modified Wellbore Spacing Unit for the Camp 9N-30HZ Well for the development of the Niobrara Formation.

B. Providing that the Commission's pooling order with respect to the Modified Wellbore Spacing Unit for the Camp 9N-30HZ Well is made effective as of the earlier of the date of this Application, or the date that the costs specified in C.R.S. § 34-60-116(7)(b)(II) are first incurred for the drilling of the Camp 9N-30HZ Well in the Modified Wellbore Spacing Unit to the Niobrara Formation on the Application Lands.

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 the Camp 9N-30HZ Well are pooled by operation of statute, pursuant to C.R.S. § 34-60-116(6) and (7), and made subject to the cost recovery provisions thereof with respect to all wells drilled to develop the Niobrara Formation in the Modified Wellbore Spacing Unit as comprised of the Application Lands.

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


WHEREFORE, Applicant respectfully requests that this matter be set for hearing in August 2012, that notice be given as required by law, and that upon such hearing, the Commission enter its order consistent with Applicant's request as set forth above.

DATED this 23rd day of July, 2012.

Respectfully submitted:

KERR-MCGEE OIL & GAS ONSHORE LP

By:



Jamie L. Jost
Elizabeth Y. Gallaway
Beatty & Wozniak, P.C.
Attorneys for Applicant
216 16th Street, Suite 1100
Denver, Colorado 80202

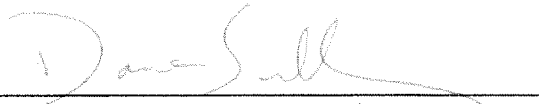
Applicant's Address:

Kerr-McGee Oil & Gas Onshore LP
ATTN: Dave Sullivan
1099 18th Street, Suite 1800
Denver, Colorado 80202

VERIFICATION

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

Dave Sullivan, of lawful age, being first duly sworn upon oath, deposes and says that he is a Senior Landman for Kerr-McGee Oil & Gas Onshore LP and that he has read the foregoing Application and that the matters therein contained are true to the best of his knowledge, information and belief.



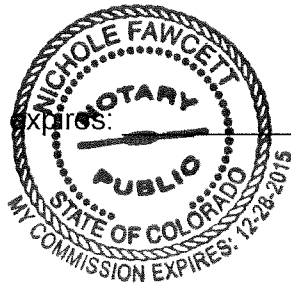
Dave Sullivan, Senior Landman

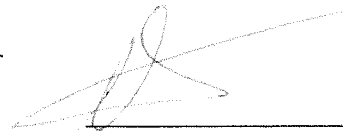
Subscribed and sworn to before this 23 day of July, 2012.

Witness my hand and official seal.

[SEAL]

My commission expires:





Notary Public

EXHIBIT A
Interested Parties

Kerr-McGee Onshore Oil & Gas
1099 18th St. #1800
Denver, CO 80202

Phyllis Edith Camp Nelson
1454 Red Fox Circle
Windsor, CO 80550-2742

Anadarko E&P Company
1099 18th St. #1800
Denver, CO 80202

Frank H. Presley
3000 East Floyd Drive
Denver, CO 80210

Noble Energy, Inc.
1625 Broadway, Suite 2000
Denver, CO 80202

Oliver Dean Presley
3000 East Floyd Drive
Denver, CO 80210

MRJ Camp Holdings, LLLP
PO Box 127
Platteville, CO 80651

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AFFIDAVIT OF MAILING

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

Jamie L. Jost of lawful age, and being first duly sworn upon her oath, states and declares:

That she is the attorney for Kerr-McGee Oil & Gas Onshore LP, that on or before July 25th, 2012, she caused a copy of the attached Application to be deposited in the United States Mail, postage prepaid, addressed to the parties listed on Exhibit A to the Application.

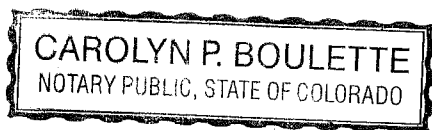


Jamie L. Jost


Subscribed and sworn to before me July 23 2012.

Witness my hand and official seal.

My commission expires: October 22, 2015.



My Comm. Expires October 22, 2015



Notary Public