

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 INTERESTS,)
PURSUANT TO C.R.S. § 34-60-116 IN THE)
CODELL AND/OR NIOBRARA FORMATIONS)
IN FOUR DESIGNATED WELLBORE)
SPACING UNITS LOCATED IN SECTION 4,)
TOWNSHIP 2 NORTH, RANGE 65 WEST, 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 four designated wellbore spacing units to produce oil, gas, and associated hydrocarbons from, as applicable, the Codell and/or Niobrara Formations, as follows:

the Reigle 27N-4HZ Well, located in the following lands:

Township 2 North, Range 65 West, 6th P.M.
Section 4: E $\frac{1}{2}$;

the Reigle 28C-4HZ Well, located in the following lands:

Township 2 North, Range 65 West, 6th P.M.
Section 4: E $\frac{1}{2}$ W $\frac{1}{2}$, W $\frac{1}{2}$ E $\frac{1}{2}$;

the Reigle 28N-4HZ Well, located in the following lands:

Township 2 North, Range 65 West, 6th P.M.
Section 4: E $\frac{1}{2}$ W $\frac{1}{2}$, W $\frac{1}{2}$ E $\frac{1}{2}$

the Reigle 2N-4HZ Well, located in the following lands:

Township 2 North, Range 65 West, 6th P.M.
Section 4: W $\frac{1}{2}$ E $\frac{1}{2}$

all located in Weld County, CO (together the "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, gas and associated hydrocarbons from the Niobrara Formation underlying certain lands, including the Application Lands, with the permitted well locations in accordance with the provisions of Order No. 407-1.

5. On July 9, 2012, the Commission issued Order No. 407-663, which among other things, pooled all interests in two approximate 200-acre and four approximate 400-acre designated wellbore spacing units for the development and operation of the Codell and Niobrara Formations. A portion of the Application Lands are subject to Order No. 407-663.

6. 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 Formations 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. On August 8, 2011, Rule 318A was again amended to, among other things, address drilling of horizontal wells. The Application Lands are subject to Rule 318A for the Codell and/or Niobrara Formations.

7. Applicant designated a 320-acre wellbore spacing unit for the Reigle 27N-4HZ Well for the production of oil, gas, and associated hydrocarbons from the 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.

8. 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 Reigle 27N-4HZ Well in the Niobrara Formation underlying the following designated 320-acre wellbore spacing unit:

Township 2 North, Range 65 West, 6th P.M.
Section 4: E½;

(hereafter "Wellbore Spacing Unit 1").

9. 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 Reigle 27N-4HZ Well to the Niobrara Formation on the Application Lands.

10. Applicant designated a 320-acre wellbore spacing unit for the Reigle 28C-4HZ Well for the production of oil, gas, and associated hydrocarbons from the Codell 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.

11. 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 Reigle 28C-4HZ Well in the Codell Formation underlying the following designated 320-acre wellbore spacing unit:

Township 2 North, Range 65 West, 6th P.M.
Section 4: E $\frac{1}{2}$ W $\frac{1}{2}$, W $\frac{1}{2}$ E $\frac{1}{2}$;

(hereafter "Wellbore Spacing Unit 2").

12. 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 Reigle 28C-4HZ Well to the Codell Formation on the Application Lands.

13. Applicant designated a 320-acre wellbore spacing unit for the Reigle 28N-4HZ Well for the production of oil, gas, and associated hydrocarbons from the 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.

14. 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 Reigle 28N-4HZ Well in the Niobrara Formation underlying the following designated 320-acre wellbore spacing unit:

Township 2 North, Range 65 West, 6th P.M.
Section 4: E $\frac{1}{2}$ W $\frac{1}{2}$, W $\frac{1}{2}$ E $\frac{1}{2}$

(hereafter "Wellbore Spacing Unit 3").

15. 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 Reigle 28N-4HZ Well to the Niobrara Formation on the Application Lands.

16. Applicant designated a 160-acre wellbore spacing unit for the Reigle 2N-4HZ Well for the production of oil, gas, and associated hydrocarbons from the 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.

17. 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 Reigle 2N-4HZ Well in the Niobrara Formation underlying the following designated 160-acre wellbore spacing unit:

Township 2 North, Range 65 West, 6th P.M.
Section 4: W½E½
(hereafter "Wellbore Spacing Unit 4").

18. 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 Reigle 2N-4HZ Well to the Niobrara Formation on the Application Lands.

19. 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 Reigle 27N-4HZ Well, the Reigle 28C-4HZ Well, the Reigle 28N-4HZ Well, and/or the Reigle 2N-4HZ Well, as applicable, and will be provided with the information required by Rule 530. The list of such interested parties is attached hereto as Exhibit A.

20. That in order to prevent waste and to protect correlative rights, all interests in the Application Lands and Wellbore Spacing Unit 1, Wellbore Spacing Unit 2, Wellbore Spacing Unit 3, and Wellbore Spacing Unit 4 be pooled for the orderly development of the Codell and/or Niobrara Formations, 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 Wellbore Spacing Unit 1 for the development of the Niobrara Formation.

B. Providing that the Commission's pooling order with respect to Wellbore Spacing Unit 1 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

any well in the Wellbore Spacing Unit 1 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 Reigle 27N-4HZ 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 Wellbore Spacing Unit 1 as comprised of the Application Lands.

D. Pooling all interests in the Application Lands and Wellbore Spacing Unit 2 for the development of the Codell and Niobrara Formations.

E. Providing that the Commission's pooling order with respect to Wellbore Spacing Unit 2 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 any well in the Wellbore Spacing Unit 2 to the Codell Formation on the Application Lands.

F. 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 Reigle 28C-4HZ 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 Codell Formation in Wellbore Spacing Unit 2 as comprised of the Application Lands.

G. Pooling all interests in the Application Lands and Wellbore Spacing Unit 3 for the development of the Codell Formation.

H. Providing that the Commission's pooling order with respect to Wellbore Spacing Unit 3 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 any well in the Wellbore Spacing Unit 3 to the Niobrara Formation on the Application Lands.

I. 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 Reigle 28N-4HZ 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 Wellbore Spacing Unit 3 as comprised of the Application Lands.

J. Pooling all interests in the Application Lands and Wellbore Spacing Unit 4 for the development of the Niobrara Formation.

K. Providing that the Commission's pooling order with respect to Wellbore Spacing Unit 4 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

any well in the Wellbore Spacing Unit 4 to the Niobrara Formation on the Application Lands.

L. 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 Reigle 2N-4HZ 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 Wellbore Spacing Unit 4 as comprised of the Application Lands.

M. 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 November 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 17 day of September, 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

Address of Applicant

Kerr-McGee Oil & Gas Onshore LP

ATTN: Jay Errebo

1099 18th Street, Suite 1800

Denver, Colorado 80202

VERIFICATION

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

Jay Errebo, of lawful age, being first duly sworn upon oath, deposes and says that he is [TITLE] 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.



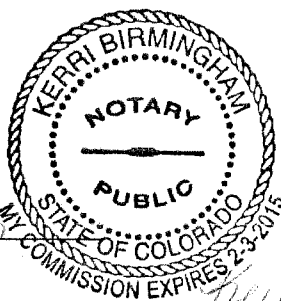
Jay Errebo
Kerr-McGee Oil & Gas Onshore LP

Subscribed and sworn to before this 13th day of September, 2012.

Witness my hand and official seal.

[SEAL]

My commission expires: 12/09/2015





Notary Public

EXHIBIT A
Interested Parties

Herman Moser Jr.
3054 West Tufts Avenue
Englewood CO 80110-5319

Jerry L. Howard
12642 E. Bates Cir.
Aurora CO 80014

Don Mcendaffer
1155 S. Saint Vrain Ave. #3-6
Estes Park, CO 80517

Charles S. Brant
PO BOX 46063
Denver, CO 80201

Albert D. Lorenz, Deceased
910 N. E. OILWELL RD.
Corvallis, MT 59868

William H. Lorenz
4050 Wyoming State Highway 158
Torrington, WY 82240

James F. Lorenz, Deceased
626 North Wabash
Glendora, CA 91741

Kerr-McGee Oil and Gas Onshore, LP
1099 18th Street, Suite 1800
Denver, CO 80202

Noble Energy WYCO, LLC
1625 Broadway, Ste 2200
Denver CO 80202

Jerald L. Stugart and
Joanne Stugart, joint tenants
1333 31st Avenue
Greeley, Colorado

John G. Brant
PO BOX 46063
Denver, CO 80201

Gerald L Moser, Devisee of Herman Moser
3054 West Tufts Avenue
Englewood CO 80110-5319

Lois A Todd, Devisee of Herman Moser
3054 West Tufts Avenue
Englewood CO 80110-5319

Evelyn L Reed, Devisee of Herman Moser
3054 West Tufts Avenue
Englewood CO 80110-5319

Joseph F. Zufall and LaVeta A. Zufall, JT
PO BOX 62
Douglas, WY 82633-0062

John G. Brant, Jr.
9 Red Birch
Littleton, CO 80127

John G. Brant, custodian for Charles S. Brant
under the Colorado Uniform
Transfer to Minors Act
PO BOX 46063
Denver, CO 80201

Keith E. Key
7930 West Fairview Avenue
Littleton, CO 80128-8259

Daniel T. Moyle, Jr., P.C.,
Profit Sharing Plan,
a Colorado professional corporation
4250 South Aspen Lane
Evergreen, CO 80439

Colorado Energy Minerals, Inc.
PO BOX 899
Denver, Colorado 80201

Russell Roundtree
2006 Arapahoe St.
Golden, Colorado 80401

Benjamin L. Howard
617 Summit Drive
Huntington WV 25701-4845

Platte Valley Management Company
merged into Noble Energy WYCO, LLC
1625 Broadway, Ste 2200
Denver CO 80202

Judith L Harris, Trustee of 10/7/2003 Trust
715 S Lillis Lane Denison, Texas 75020

Devisees of Estate of
Viola V Cheese, deceased
1455 153rd Avenue
San Leandro, California 94578

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OF THE STATE OF COLORADO

IN THE MATTER OF THE APPLICATION OF)
KERR-MCGEE OIL & GAS ONSHORE LP FOR)
AN ORDER POOLING ALL INTERESTS,)
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SPACING UNITS LOCATED IN SECTION 4,)
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THE WATTENBERG FIELD, WELD COUNTY,)
COLORADO

Cause No. _____

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AFFIDAVIT OF MAILING

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

Elizabeth Y. Gallaway 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 September 24, 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.



Elizabeth Y. Gallaway

Subscribed and sworn to before me September 17 2012.

Witness my hand and official seal.

My commission expires: October 22, 2015.



My Comm. Expires October 22, 2015



Notary Public