

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 IN)
THE CODELL AND NIOBRARA FORMATIONS)
IN THREE 400-ACRE AND TWO 200-ACRE)
DESIGNATED WELLBORE SPACING UNITS)
LOCATED IN SECTIONS 28, 29, 32, AND 33,)
TOWNSHIP 1 NORTH, RANGE 67 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 three designated 400-acre wellbore spacing units and two 200-acre wellbore spacing units to produce oil, gas, and associated hydrocarbons from the Codell and Niobrara Formations for the following described lands:

Howard 30C-33HZ Well:

Township 1 North, Range 67 West, 6th P.M.
Section 28: $W\frac{1}{2}W\frac{1}{2}$ ("WSU#1")
Section 29: $E\frac{1}{2}E\frac{1}{2}$
Section 32: $NE\frac{1}{4}NE\frac{1}{4}$
Section 33: $NW\frac{1}{4}NW\frac{1}{4}$

Howard 29C-33HZ Well:

Township 1 North, Range 67 West, 6th P.M.
Section 28: $W\frac{1}{2}$ ("WSU#2")
Section 33: $N\frac{1}{2}NW\frac{1}{4}$

Howard 29N-33HZ Well:

Township 1 North, Range 67 West, 6th P.M.
Section 28: $W\frac{1}{2}$ ("WSU#3")
Section 33: $N\frac{1}{2}NW\frac{1}{4}$

Howard 4C-33HZ Well:

Township 1 North, Range 67 West, 6th P.M.
Section 28: W $\frac{1}{2}$ W $\frac{1}{2}$ ("WSU#4")
Section 33: NW $\frac{1}{4}$ NW $\frac{1}{4}$

Howard 4N-33HZ Well:

Township 1 North, Range 67 West, 6th P.M.
Section 28: W $\frac{1}{2}$ W $\frac{1}{2}$ ("WSU#5")
Section 33: NW $\frac{1}{4}$ NW $\frac{1}{4}$

Weld County, Colorado (together "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.

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 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 Niobrara Formations.

5. Pursuant to Rule 318A.e, Applicant designated three 400-acre wellbore spacing units for the Howard 30C-33HZ Well, the Howard 29C-33HZ Well, and the Howard 29N-33HZ Well, and two 200-acre wellbore spacing units for the Howard 4C-33HZ Well and the Howard 4N-33HZ Well, respectively, for the production of oil, gas, and associated hydrocarbons from Codell and Niobrara Formations. Applicant notified all owners in each proposed wellbore spacing unit pursuant to Rule 318A.e.(6), as applicable. Applicant did not receive any objections to the establishment of the proposed wellbore spacing units within the 30-day response period, and, as such, certifies to the Commission that it did not receive any objections to well location, proposed spacing unit, or proposed formations.

6. 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 Howard 30C-33HZ Well for development and operation of the Codell Formation underlying the following designated 400-acre wellbore spacing unit:

Township 1 North, Range 67 West, 6th P.M.

Section 28: $W\frac{1}{2}W\frac{1}{2}$

Section 29: $E\frac{1}{2}E\frac{1}{2}$

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

Section 33: $NW\frac{1}{4}NW\frac{1}{4}$

(WSU#1).

7. Applicant, pursuant to the provisions of C.R.S. § 34-60-116 (6) & (7) and Commission Rule 530, also seeks an order pooling all interests, including but not limited to, any nonconsenting interests, in the Howard 29C-33HZ Well for development and operation of the Codell Formation underlying the following designated 400-acre wellbore spacing unit:

Township 1 North, Range 67 West, 6th P.M.

Section 28: $W\frac{1}{2}$

Section 33: $N\frac{1}{2}NW\frac{1}{4}$

(WSU#2).

8. Applicant, pursuant to the provisions of C.R.S. § 34-60-116 (6) & (7) and Commission Rule 530, also seeks an order pooling all interests, including but not limited to, any nonconsenting interests, in the Howard 29N-33HZ Well for development and operation of the Niobrara Formation underlying the following designated 400-acre wellbore spacing unit:

Township 1 North, Range 67 West, 6th P.M.

Section 28: $W\frac{1}{2}$

Section 33: $N\frac{1}{2}NW\frac{1}{4}$

(WSU#3).

9. Applicant, pursuant to the provisions of C.R.S. § 34-60-116 (6) & (7) and Commission Rule 530, also seeks an order pooling all interests, including but not limited to, any nonconsenting interests, in the Howard 4C-33HZ Well for development and operation of the Codell Formation underlying the following designated 200-acre wellbore spacing unit:

Township 1 North, Range 67 West, 6th P.M.

Section 28: $W\frac{1}{2}W\frac{1}{2}$

Section 33: NW $\frac{1}{4}$ NW $\frac{1}{4}$

(WSU#4).

10. Applicant, pursuant to the provisions of C.R.S. § 34-60-116 (6) & (7) and Commission Rule 530, also seeks an order pooling all interests, including but not limited to, any nonconsenting interests, in the Howard 4N-33HZ Well for development and operation of the Niobrara Formation underlying the following designated 200-acre wellbore spacing unit:

Township 1 North, Range 67 West, 6th P.M.

Section 28: W $\frac{1}{2}$ W $\frac{1}{2}$

Section 33: NW $\frac{1}{4}$ NW $\frac{1}{4}$

(WSU#5).

11. 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 Howard 29N-33HZ Well, the Howard 30C-33HZ Well, the Howard 30N-33HZ Well, the Howard 29C-33HZ Well, the Howard 4C-33HZ Well, and the Howard 4N-33HZ Well ("Wells") to the Codell and Niobrara Formations, as applicable.

12. 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 Wells and will be provided with the information required by Rule 530 as applicable. The list of such interested parties is attached hereto as Exhibit A.

13. That in order to prevent waste and to protect correlative rights, all interests in WSU#1 through WSU#5 be pooled for the orderly development of the Codell and Niobrara Formations 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 Howard 30C-33HZ Well and WSU#1 for the development of the Codell Formation.

B. Providing that the Commission's pooling order with respect to WSU#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 WSU#1 to the Codell Formation.

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 Howard 30C-33HZ 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 WSU#1.

D. Pooling all interests in the Howard 29C-33HZ Well and WSU#2 for the development of the Codell Formation.

E. Providing that the Commission's pooling order with respect to WSU#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 WSU#2 to the Codell Formation.

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 Howard 29C-33HZ 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 WSU#2.

G. Pooling all interests in the Howard 29N-33HZ Well and WSU#3 for the development of the Niobrara Formation.

H. Providing that the Commission's pooling order with respect to WSU#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 WSU#3 to the Niobrara Formation.

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 Howard 29N-33HZ 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 WSU#3.

J. Pooling all interests in the Howard 4C-33HZ Well and WSU#4 for the development of the Codell Formation.

K. Providing that the Commission's pooling order with respect to WSU#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 WSU#4 to the Codell Formation.

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 Howard 4C-33HZ 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 WSU#4.

M. Pooling all interests in the Howard 4N-33HZ Well and WSU#5 for the development of the Niobrara Formation.

N. Providing that the Commission's pooling order with respect to WSU#5 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 WSU#5 to the Niobrara Formation.

O. 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 Howard 4N-33HZ 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 WSU#5.

P. 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 February 2013, 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 13th day of December, 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: Gordon R. Palmer
1099 18th Street, Suite 1800
Denver, Colorado 80202

VERIFICATION

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

Gordon R. Palmer, of lawful age, being first duly sworn upon oath, deposes and says that he is Staff 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.


Gordon R. Palmer
Kerr-McGee Oil & Gas Onshore LP

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

Witness my hand and official seal.

[SEAL]

My commission expires: 8/8/2025

Notary Public

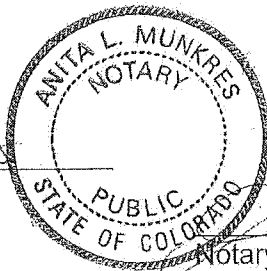


EXHIBIT A
Interested Parties

Melvin Dinner and H. Michael Miller,
Trustees of the Joe Miller Liquidating Trust, Dated December 24, 1992
822 7th Street, #540
Greeley, CO 80631

Patricia Lynne Lorie Trust
C/O Robert L. Mueller, VP
AMG National Trust Bank
1155 Canyon Boulevard,
#310
Boulder, CO 80302

Patricia Lynne Lorie
1900 E. Girard Place, #908
Englewood, CO 80113

Lee S. Silensky
71 York Street
Denver, CO 80206

Andrea G. Vertner
16104 Stone Briar Drive
Parker, CO 80134

Claire L. Bray
5720 South Kenton Way
Englewood, CO 80111

Jerome W. Karsh
650 South Cherry Street,
#500
Denver, CO 80246

Harvey B. Karsh
400 South Steele Street, #20
Denver, CO 80209

Geist Mineral Trust
925 Red Fir Place
Loveland, CO 80538

J. Daniel Malloy and Susan R. Malloy
1718 East Highway 402
Loveland, CO 80537

Timothy J. Pivonka
2116 East Highway 402
Loveland, CO 80537

Anadarko E&P Company,
LP¹
1099 18th Street, Suite 1800
Denver, CO 80202
D&C Farms, LLLP
8709 Weld County Road 4
Brighton, CO 80601

D&C Farms, LLLP, life estate
for the lives of Carol C.
Howard,
Donald Gary Howard, John
Edward Howard, and Marla
Sue Howard
8709 Weld County Road 4
Brighton, CO 80601

D. Gary Howard and Donna
Howard
8739 Weld County Road 4
Brighton, CO 80601

John E. Howard & Diana G.
Howard
8679 Weld County Road 4
Brighton, CO 80601

Christopher R. Howard &
Virginia Howard
773 County Road 17
Brighton, CO 80603

Terry J. Allan
12426 West 16th Place
Lakewood, CO 80215

Cherie L. MacDonald
15437 6200 Road
Montrose, CO 81403

Tamera L. Edelman
1209 Elizabeth Street, #1A
Denver, CO 80206

Edith H. Hageman
6718 West Hinsdale Avenue
Littleton, CO 80123

The Estate of Larry Smith
C/O Iris Smith
432 South 1st Avenue
Norton, KS 67654

Jon R. Smith aka John S.
Smith
HC1 Box 68,
Clayton, KS 67629

Alvin Smith
201 West Crane
Norton, KS 67654

Vern Smith
2611 East Grandview Road
Phoenix, AZ 85078

Arline King aka Arline C. King
PO Box 54473
Phoenix, AZ 85078

The Estate of Billie H. Smith
1006 Kenney Drive, #A
Norton, KS 67654

Robert L. Arrington
60 Willow Creek Court
Parachute, CO 81635

¹ Effective January 1, 2013, Anadarko E&P Company LP will become: "Anadarko E&P Onshore LLC".

Melinda D. Way and Beverly
Tipton Sherman
As Personal Representatives
of the Estate of Minna E.
Swain

2765 South Mabry Way
Denver, CO 80236

Lorraine Frost
824 South Hoyt Street
Denver, CO 80226

Laurie Ulner
1221 S E Godsey Road, #11
Dallas, OR 97338

Laurie Ulner
15535 Ferns Corner
Dallas, OR 97338

Kathleen Collins
15535 Ferns Corner
Dallas, OR 97338

The Estate of Beverley
O'Connor
1221 S E Godsey Road, #11
Dallas, OR 97338

The Estate of Beverley
O'Connor
15535 Ferns Corner
Dallas, OR 97338

Robert O'Connor
8021 Longdale
Lemon Grove, CA 91945

Colleen Bush aka Colleen M.
Bush
8726 Ellsworth Circle
Santee, CA 82071

The Estate of P.E. O'Connor
C/O Mark Dennis O'Connor
4059 Cortez Way
Spring Valley, CA 91977

Marjorie Lee Fisher
14500 North Frank L. Wright
Boulevard, #359
Scottsdale, AZ 85260

The Estate of Harriet W.
Lucke
Marjorie Lee Fisher
14500 North Frank L. Wright
Boulevard, #359
Scottsdale, AZ 85260

The Estate of Elizabeth C.
Walsh
Marjorie Lee Fisher
14500 North Frank L. Wright
Boulevard, #359
Scottsdale, AZ 85260

Larry L. Schupbach
730 Virginia Street
Graham, TX 76450

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

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 IN)
THE CODELL, NIOBRARA AND J SAND)
FORMATIONS IN TWO 480-ACRE)
DESIGNATED WELLBORE SPACING UNITS)
LOCATED IN SECTIONS 34 AND 35,)
TOWNSHIP 2 NORTH, RANGE 65 WEST,)
AND SECTION 2 AND 3, TOWNSHIP 1)
NORTH, RANGE 65 WEST, IN THE)
WATTENBERG FIELD, WELD COUNTY,)
COLORADO)

Cause No. _____

Docket No. _____

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:

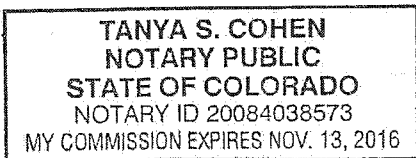
That she is the attorney for Kerr-McGee Oil & Gas Onshore LP, that on or before December 20 2012, she caused a copy of the attached Application to be deposited in the United States Mail, postage prepaid, addressed to the parties listed on Exhibit A to the Application.


Elizabeth Y. Gallaway

Subscribed and sworn to before me December 13, 2012.

Witness my hand and official seal

My commission expires: 11/13/2016.




Notary Public

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 IN)
THE CODELL AND NIOBRARA FORMATIONS)
IN THREE 400-ACRE AND TWO 200-ACRE)
DESIGNATED WELLBORE SPACING UNITS)
LOCATED IN SECTIONS 28, 29, 32, AND 33,)
TOWNSHIP 1 NORTH, RANGE 67 WEST, IN)
THE WATTENBERG FIELD, WELD COUNTY,)
COLORADO)

Cause No. 407

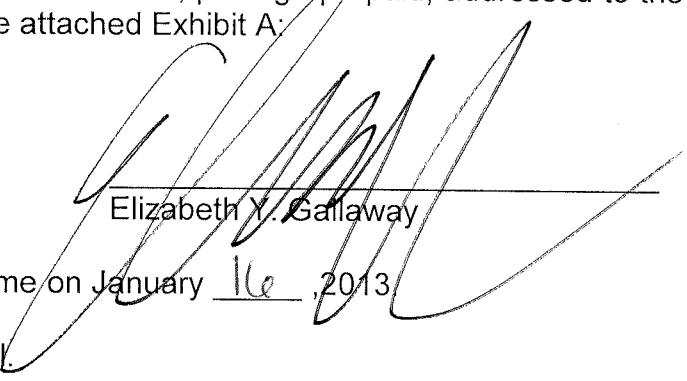
Docket No. 1302-UP-43

SUPPLEMENTAL AFFIDAVIT OF MAILING

STATE OF COLORADO)
CITY AND COUNTY OF DENVER)

Elizabeth Y. Gallaway, of lawful age, and being first duly sworn upon her oath, states and declares:

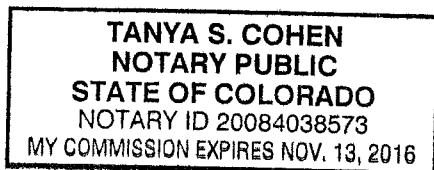
That she is the attorney for Kerr-McGee Oil & Gas Onshore, LP and that on or before January 16, 2013, she caused a copy of the attached Application and Notice of Hearing to be deposited in the United States Mail, postage prepaid, addressed to the additional interested parties listed on the attached Exhibit A:


Elizabeth Y. Gallaway

Subscribed and sworn to before me on January 16, 2013.

Witness my hand and official seal.

My commission expires: 11/13/2016.




Notary Public

EXHIBIT A

GRP ENERGY LP
5956 SHERRY LANE, SUITE 1221
DALLAS, TX 75225

RYLAND ROYALTY
6850 TPC DRIVE, SUITE 202
MCKINNEY, TX 75070

SHORELINE ENERGY CORP
400, 209 - 8TH AVE S.W.
CALGARY, ALBERTA T2P 1B8

SHORELINE ENERGY HOLDINGS, INC.
400, 209 - 8TH AVE S.W.
CALGARY, ALBERTA T2P 1B8

THOMAS HILL PUFF
1320 LAKE STREET
FORT WORTH, TX 76102

ANTHONY ENERGY LTD.
7900 MONTECELLO DRIVE
GRANBURY, TX 76049

LENNAN MAIN, LTD.
PO BOX 1716
FORT WORTH, TX 76101

FBO INVESTMENTS, LLLP
131 NORTH 6TH STREET, SUITE 330
GRAND JUNCTION, CO 81501

FOUGASSE VENTURES, LLC
2429 BISSONNET, SUITE 532
HOUSTON, TX 77005

ARGONAUT VENTURES, LLC
131 NORTH 6TH STREET, SUITE 330
GRAND JUNCTION, CO 81501

OGLE ENTERPRISES, LLC
131 NORTH 6TH STREET, SUITE 330
GRAND JUNCTION, CO 81501

O. PAUL LEONARD, III
PO BOX 1718
FORT WORTH, TX 76101

COMANCHE ENTERPRISES, INC.
1800 SHADY GROVE ROAD
WEATHERFORD, TX 76088

DANIEL M. LEONARD
PO BOX 1718
FORT WORTH, TX 76101

DAVID P. LEONARD
PO BOX 1718
FORT WORTH, TX 76101

LAURA ELIZABETH LEONARD INSURANCE
TRUST
PO BOX 1718
FORT WORTH, TX 76101