

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 TO POOL ALL INTERESTS IN)
TWO 640-ACRE DESIGNATED WELLBORE)
SPACING UNITS ESTABLISHED FOR)
SECTIONS 17 AND 20, TOWNSHIP 1 NORTH,)
RANGE 67 WEST, FOR THE CODELL AND)
NIOBRARA FORMATIONS, 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 two approximate 640-acre designated wellbore spacing units for the production of oil, gas, and associated hydrocarbons from the Codell and Niobrara Formations for the following described lands:

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

Section 17: W $\frac{1}{2}$ (WSU#1 - Griffiths 35C-20HZ - API No. 05-123-36635)

Section 20: W $\frac{1}{2}$

Section 17: W $\frac{1}{2}$ (WSU#2 - Griffiths 35N-20HZ - API No. 05-123-36633)

Section 20: W $\frac{1}{2}$

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 entered 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 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.

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 two 640-acre wellbore spacing units for the Griffiths 35C-20HZ Well and the Griffiths 35N-20HZ Well for the production of oil, gas, and associated hydrocarbons from Codell and Niobrara Formations respectively. 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 Griffiths 35C-20HZ Well for development and operation of the Codell Formation underlying the following designated 640-acre wellbore spacing unit:

Township 1 North, Range 67 West, 6th P.M.
Section 17: W½ (WSU#1 - Griffiths 35C-20HZ)
Section 20: W½

7. 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 Griffiths 35C-20HZ Well to the Codell Formation.

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 Griffiths 35N-20HZ Well for development and operation of the Niobrara Formation underlying the following designated 640-acre wellbore spacing unit:

Township 1 North, Range 67 West, 6th P.M.
Section 17: W½ (WSU#2 - Griffiths 35N-20HZ)
Section 20: W½

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 Griffiths 35N-20HZ Well to the Niobrara Formation.

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 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.

10. That in order to prevent waste and to protect correlative rights, all interests in WSU#1 and WSU#2 be pooled for the orderly development of the Codell and 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 Griffiths 35C-20HZ 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 the Griffiths 35C-20HZ 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 Griffiths 35C-20HZ 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 Griffiths 35N-20HZ Well and WSU#2 for the development of the Niobrara 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 the Griffiths 35N-20HZ Well in WSU#2 to the Niobrara 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 Griffiths 35N-20HZ 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#2.

G. 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 June 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 18th day of April, 2013.

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: Jason Rayburn

1099 18th Street, Suite 1800

Denver, Colorado 80202

VERIFICATION

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

Jason Rayburn, of lawful age, being first duly sworn upon oath, deposes and says that he is a 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.

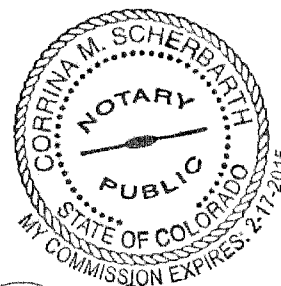
Jason Rayburn
Kerr-McGee Oil & Gas Onshore LP

Subscribed and sworn to before this 17th day of April, 2013.

Witness my hand and official seal.

[SEAL]

My commission expires: 2/17/2015



Corrina M. Scheraga
Notary Public

EXHIBIT A
Interested Parties

TANYA LOCKMAN-LEEPER
7253 WCR 6
BRIGHTON, CO 80603

TIMOTHY A TOTEMS and JANICE L TOTEMS JT
7173 WCR 6
BRIGHTON, CO 80601

EARL JAMES JACOBSON
9251 EAST CORNELL AVE.
DENVER, CO 80231

JANE L KALINA & KURTIS D KALINA JTS
1989 58TH ST.
VINTON, IOWA 52349

HELEN H. WELLS
9524 SURREY RD.
CASTLE ROCK, CO 80108-9132

DAVID L GLARDON and CYNTHIANN GLARDON JTS
1303 LASHLEY ST.
LONGMONT, CO 80501

JOANN H. ORR
9332 AVALON GATES
TRUMBULL, CT 06611-5834

DAVID L GLARDON
1303 LASHLEY ST.
LONGMONT, CO 80501

JELTS LLC
14711 ZUNI ST.
BROOMFIELD, CO 80023-6291

ARLYNE E. GLARDON
6989 WCR 6
BRIGHTON, CO 80603

JOHN H. GRUENLER
1018 LAUREL VALLEY DR.
NEW BERN, NC 28562-2936

JAMES L. GLARDON
6743 WCR 6
BRIGHTON, CO 80603

JOHN C LAURIDSON TRUST – DATED January 31,
1994
14570 YOUNG DR.
BRIGHTON, CO 80601-6704

MARTHA J. QUENZER
7193 WCR 6
BRIGHTON, CO 80603

JOHN LAURIDSON
14570 YOUNG DR.
BRIGHTON, CO 80601-6704

HARRY W. HOWLETT
7439 WCR 6
BRIGHTON, CO 80603

RUTH E. MACY AND DANIEL R MACY JTS
24814 165TH ST.
GLENWOOD, Minnesota 56334

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 TO POOL ALL INTERESTS IN)
TWO 640-ACRE DESIGNATED WELLBORE)
SPACING UNITS ESTABLISHED FOR)
SECTIONS 17 AND 20, TOWNSHIP 1 NORTH,)
RANGE 67 WEST, FOR THE CODELL AND)
NIOBRARA FORMATIONS, 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 April 26, 2013, 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.

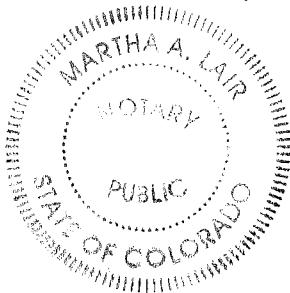


Elizabeth Y. Gallaway

Subscribed and sworn to before me April 18, 2013.

Witness my hand and official seal.

My commission expires: April 16, 2016.





Notary Public