

**BEFORE THE OIL AND 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 AN)
APPROXIMATE 640-ACRE DESIGNATED)
WELLBORE SPACING UNIT ESTABLISHED)
FOR SECTIONS 17, 18, 19 AND 20,)
TOWNSHIP 1 NORTH, RANGE 67 WEST,)
FOR THE NIOBRARA FORMATION,)
WATTENBERG FIELD, WELD COUNTY,)
COLORADO)

Cause No. _____

Docket No. _____

APPLICATION

COMES NOW Kerr-McGee Oil & Gas Onshore LP (referred to herein as "Applicant"), by its attorneys, Beatty & Wozniak, P.C., and makes this application to the Oil and Gas Conservation Commission of the State of Colorado ("Commission") for an order pooling all interests in an approximate 640-acre designated wellbore spacing unit for the drilling of the Griffiths 34N-20HZ Well (API No. 05-123-36634) ("Well") for the development of the Niobrara Formation on the following described lands:

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

Section 17: W $\frac{1}{2}$ W $\frac{1}{2}$

Section 18: E $\frac{1}{2}$ E $\frac{1}{2}$

Section 19: E $\frac{1}{2}$ E $\frac{1}{2}$

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

Weld County, Colorado (hereinafter "Application Lands").

In support thereof, 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 leasehold 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 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 Niobrara Formation.

5. Applicant designated an approximate 640-acre wellbore spacing unit as defined below, for the production of oil, gas, and associated hydrocarbons from the Niobrara Formation pursuant to Rule 318A. and notified the appropriate parties under Rule 318A.

6. Applicant, pursuant to Commission Rule 530 and/or the provisions of C.R.S. § 34-60-116 (6) and (7), hereby requests an order to pool all interests, including but not limited to, any nonconsenting interests, in the Application Lands for the development of the Niobrara Formation underlying the following 640-acre designated wellbore spacing unit:

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

Section 17: W $\frac{1}{2}$ W $\frac{1}{2}$

Section 18: E $\frac{1}{2}$ E $\frac{1}{2}$

Section 19: E $\frac{1}{2}$ E $\frac{1}{2}$

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

(hereafter, "the Wellbore Spacing Unit").

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 Well to the Niobrara Formation on the Application Lands.

8. 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 Well, 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.

9. That in order to prevent waste and to protect correlative rights, all interests in the Wellbore Spacing Unit should be pooled for the orderly development of the Niobrara Formation, 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 the Wellbore Spacing Unit for the development of the Niobrara Formation.

B. Providing that the Commission's pooling order is made effective as of the earlier of the date of this Application, or the date that any of the costs specified in C.R.S. § 34-60-

116(7)(b)(II) are first incurred for the drilling of the Well 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 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 the Well drilled to develop the Niobrara Formation in the Wellbore Spacing Unit comprising 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 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.

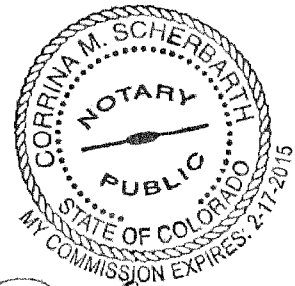
Jason Rayburn
Kerr-McGee Oil & Gas Onshore LP

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. Scherbarth
Notary Public

EXHIBIT A
Interested Parties

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

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

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

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

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

JOHN LAURIDSON &
LINDA LEE LAURIDSON FRISKNEY
14570 YOUNG DR.
BRIGHTON, CO 80601

JOHN LAURIDSON &
LINDA LEE LAURIDSON FRISKNEY
16692 W. 61ST PL.
GOLDEN, CO 80403

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

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

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

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

DAVID L GLARDON
1303 LASHLEY ST.
LONGMONT, CO 80501

JAMES L GLARDON
6743 WCR 6
BRIGHTON, CO 80603

MARTHA J QUENZER
7193 WCR 6
BRIGHTON, CO 80603

ARLYNE E. GLARDON
6989 WCR 6
BRIGHTON, CO 80603

JOHN C and EURALIE LAURIDSON JTS
14570 YOUNG DR.
BRIGHTON, CO 80601-6704

JOHN M PIERCE
5006 NIGHTHAWK WAY
OCEANSIDE, CA 92056

KAREN SCHROEDEL
5006 NIGHTHAWK WAY
OCEANSIDE, CA 952056

BRIDLE CREEK, LLC
911 HILDEBRAND, NE SUITE 203
BAINBRIDGE ISLAND, WA 98110

THE REGGIE L. PIERCE LIVING TRUST
4705 STOCKTON RD.
CONWAY, AR 72034

NORMA JEAN BROWN
2519 E. EGBERT ST
BRIGHTON, CO 80601

FOUNDATION ENERGY FUND I, LLC
1801 BROADWAY, SUITE 408
DENVER, CO 80202

ROBERT S. PIRTLE
P.O. BOX 1310
TYLER, TX 75710-1310

PIRTLE PROPERTIES, L.P.
3006 CONCORD PL.
TYLER, TX 75710-7546

OILFIELD SALVAGE & SERVICE COMPANY
5435 SOUTH PRINCE STREET
LITTLETON, CO 80120

ENCANA OIL & GAS (USA) INC.
370 17TH ST. SUITE 1700
DENVER, CO 80202

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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:

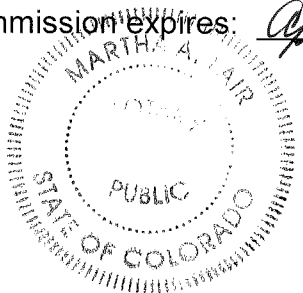
That she is the attorney for Kerr-McGee Oil & Gas Onshore LP, that on or before April 26, 2013, she caused a copy of the attached Application to be deposited in the United States Mail, postage prepaid, addressed to the parties listed on Exhibit A to the Application.


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

**BEFORE THE OIL AND GAS CONSERVATION COMMISSION
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WATTENBERG FIELD, WELD COUNTY,)
COLORADO)

Cause No. _____

Docket No. _____

SUPPLEMENTAL 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 and that on or before April 26, 2013 she caused a copy of the above-captioned Application to be deposited in the United States Mail, postage prepaid, addressed to the parties listed below.

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

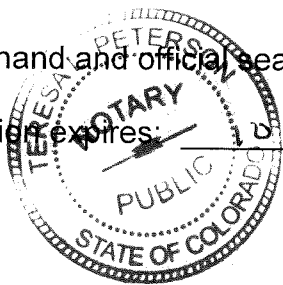


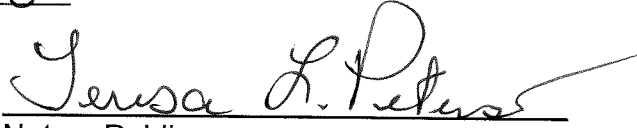
Elizabeth Y. Gallaway

Subscribed and sworn to before me April 26, 2013.

Witness my hand and official seal.

My commission expires: 10-04-13





Notary Public

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WATTENBERG FIELD, WELD COUNTY,)
COLORADO)

Cause No. 1306-UP-99

Docket No. 407

SECOND SUPPLEMENTAL AFFIDAVIT OF MAILING

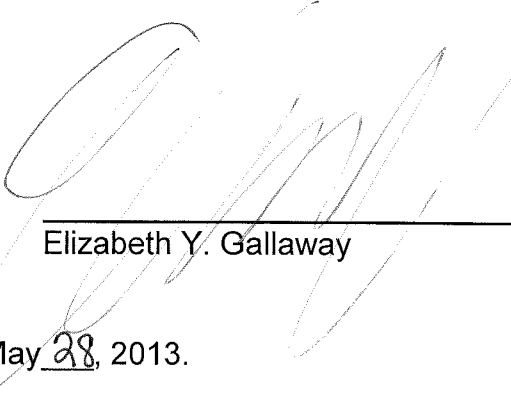
STATE OF COLORADO)
) ss.
CITY AND COUNTY OF DENVER)

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 and that on or before May 28, 2013 she caused a copy of the above-captioned Application to be deposited in the United States Mail, postage prepaid, addressed to the parties listed below.

Norma Jean Brown
243 Elm St.
Everett, WA 98203

Karen Schrodel
1726 44th Ave SW
Seattle, WA 98116

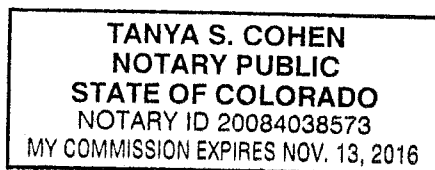


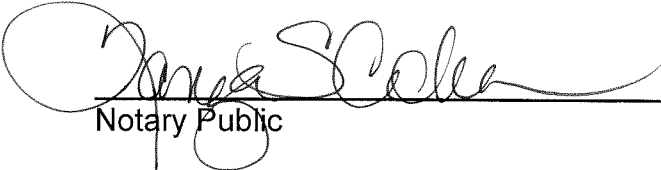
Elizabeth Y. Gallaway

Subscribed and sworn to before me May 28, 2013.

Witness my hand and official seal.

My commission expires: 11/13/2016.





Notary Public