

IN THE MATTER OF THE APPLICATION OF)
KERR-MCGEE OIL & GAS ONSHORE LP FOR)
AN ORDER TO POOL ALL INTERESTS IN)
FIVE DESIGNATED WELLBORE SPACING)
UNITS ESTABLISHED FOR SECTIONS 20, 21,)
28, AND 29 TOWNSHIP 1 NORTH, RANGE 67)
WEST, 6th P.M. FOR THE CODELL AND)
NIOBRARA FORMATIONS, WATTENBERG)
FIELD, WELD COUNTY, COLORADO)

Docket No. _____

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 five designated wellbore spacing units for the production of oil, gas, and associated hydrocarbons from the Codell and Niobrara Formations for the following described lands:

Howard 3C-28HZ Township 1 North, Range 67 West, 6th P.M.
Section 21: SE $\frac{1}{4}$ SW $\frac{1}{4}$ (WSU#5)
Section 28: E $\frac{1}{2}$ W $\frac{1}{2}$

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 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-28HZ Well, the Howard 29C-28HZ Well, and the Howard 29N-28HZ Well, and two 200-acre wellbore spacing units for the Howard 4N-28HZ Well and Howard 3C-28HZ 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-28HZ 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 20: SE $\frac{1}{4}$ SE $\frac{1}{4}$ (WSU#1)
Section 21: SW $\frac{1}{4}$ SW $\frac{1}{4}$
Section 28: W $\frac{1}{2}$ W $\frac{1}{2}$
Section 29: E $\frac{1}{2}$ E $\frac{1}{2}$

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-28HZ 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 21: S $\frac{1}{2}$ SW $\frac{1}{4}$ (WSU#2)
Section 28: W $\frac{1}{2}$

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-28HZ 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 21: S $\frac{1}{2}$ SW $\frac{1}{4}$ (WSU#3)
Section 28: W $\frac{1}{2}$

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 4N-28HZ 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 21: SW $\frac{1}{4}$ SW $\frac{1}{4}$ (WSU#4)
Section 28: W $\frac{1}{2}$ W $\frac{1}{2}$

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 3C-28HZ 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 21: SE $\frac{1}{4}$ SW $\frac{1}{4}$ (WSU#5)
Section 28: E $\frac{1}{2}$ W $\frac{1}{2}$.

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 30C-28HZ Well, the Howard 29C-28HZ Well, the Howard 29N-28HZ Well, the Howard 4N-28HZ Well, and the Howard 3C-28HZ 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 each WSU#1 through WSU#5 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 Howard 30C-28HZ 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 Howard 30C-28HZ 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-28HZ 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-28HZ 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 the Howard 29C-28HZ 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-28HZ 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-28HZ 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 the Howard 29N-28HZ 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-28HZ 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 4N-28HZ Well and WSU#4 for the development of the Niobrara 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 the Howard 4N-28HZ Well in WSU#4 to the Niobrara 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 4N-28HZ 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#4.

M. Pooling all interests in the Howard 3C-28HZ Well and WSU#5 for the development of the Codell 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 the Howard 3C-28HZ Well in WSU#5 to the Codell 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-28HZ 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#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 September 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 July, 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: Gordon R. Palmer

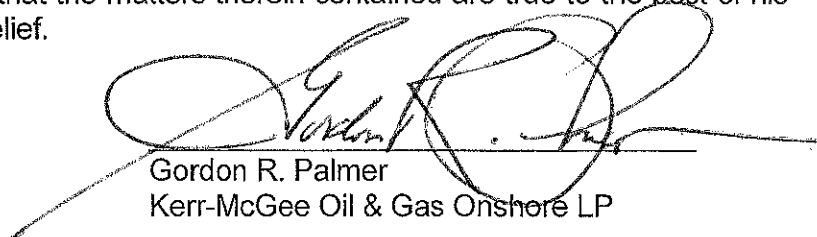
1099 18th Street, Suite 1800

Denver, Colorado 80202

VERIFICATION

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

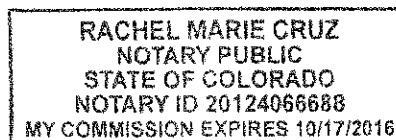
Gordon R. Palmer, of lawful age, being first duly sworn upon oath, deposes and says that he is Staff Landman for Kerr-McGee Oil & Gas Onshore LP and that he has read the foregoing Application and that the matters therein contained are true to the best of his knowledge, information and belief.


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

Subscribed and sworn to before this 20 day of June, 2013.

Witness my hand and official seal.

[SEAL]



My commission expires: 10/17/2016

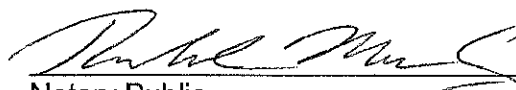

Notary Public

Exhibit A

Howard 4N-28HZ, Howard 29C-28HZ,
Howard 29N-28HZ, and Howard 30C-28HZ

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

ANADARKO E&P ONSHORE LLC
1099 18TH STREET, SUITE 1800
DENVER, CO 80202

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

IRIS L. SMITH AND CAROL ELAINE CAMPBELL,
AS SUCCESSOR CO-TRUSTEES OF THE
LARRY L. SMITH AND IRIS L. SMITH
REVOCABLE LIVING TRUST
DATED JULY 17, 2007
5118 KENDALL
TOPEKA, KS 66618

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

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

JOHN PATRICK DUFFY AKA JOHN P. DUFFY
PO BOX 1307
KAUNAKAKAI, HI 96748-9999

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

NANCY H. FICHTER AND ALVIN KEITH FICHTER
8706 WELD COUNTY ROAD 8
BRIGHTON, CO 80603

TANYA LOCKMAN-LEEPER
7253 WELD COUNTY ROAD 6
BRIGHTON, CO 80603

NOBLE ENERGY, INC.
1625 BROADWAY, SUITE 2000
DENVER, CO 80202

MARTIN J. HARRINGTON, JR.
2236 S. JACKSON STREET
DENVER, CO 80210

ENCANA OIL & GAS (USA) INC.
370 17TH STREET, SUITE 1700
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 POOL ALL INTERESTS IN FIVE)
DESIGNATED WELLBORE SPACING UNITS)
ESTABLISHED FOR SECTIONS 20, 21, 28,)
AND 29 TOWNSHIP 1 NORTH, RANGE 67)
WEST, 6th P.M. FOR THE CODELL AND)
NIOBRARA FORMATIONS, WATTENBERG)
FIELD, WELD COUNTY, COLORADO)
)

Cause No. _____

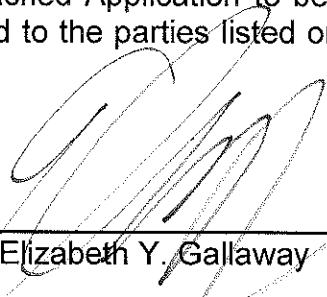
Docket No. _____

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 July 25, 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 July 18, 2013.

Witness my hand and official seal.

My commission expires: 3/3/15.


Notary Public

MARY GRACE T. GO-HOVELAND
Notary Public
State of Colorado