

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 APPROXIMATE 400-ACRE)
DESIGNATED WELLBORE SPACING UNITS)
LOCATED IN SECTIONS 28 AND 33,)
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 designated 400-acre wellbore spacing units to produce oil, gas, and associated hydrocarbons from the Codell and Niobrara Formations for the following described lands:

D&C Farms 35N-33HZ Well (API No. 05-123-37890):

Township 1 North, Range 67 West, 6th P.M.
Section 28: S½SW¼ ("WSU#1")
Section 33: W½

D&C Farms 35C-33HZ Well (API No. 05-123-37892):

Township 1 North, Range 67 West, 6th P.M.
Section 28: S½SW¼ ("WSU#2")
Section 33: W½

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 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, 2405, 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 400-acre wellbore spacing units for the, the D&C Farms 35C-33HZ Well and the D&C Farms 35N-33HZ Well 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 D&C Farms 35N-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: S½SW¼ ("WSU#1")
Section 33: W½

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 D&C Farms 35C-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: S½SW¼ ("WSU#2")
Section 33: W½

8. 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 D&C Farms 35N-33HZ Well and D&C Farms 35C-33HZ Well ("Wells") to the Codell and Niobrara Formations, as applicable.

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 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 D&C Farms 35N-33HZ Well and WSU#1 for the development of the Niobrara 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 Niobrara 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 D&C Farms 35N-33HZ 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#1.

D. Pooling all interests in the D&C Farms 35C-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 D&C Farms 35C-33HZ 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. 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 October 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 29th day of August, 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: Nancy McDonald

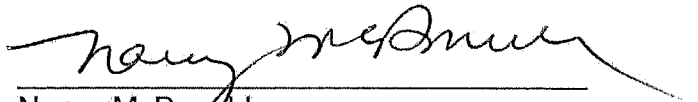
1099 18th Street, Suite 1800

Denver, Colorado 80202

VERIFICATION

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

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




Nancy McDonald
Kerr-McGee Oil & Gas Onshore LP

Subscribed and sworn to before this 28th day of August, 2013.

Witness my hand and official seal.

[SEAL]

My commission expires: 3-15-2016



Notary Public

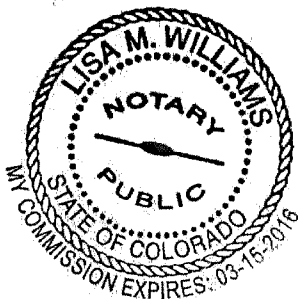


EXHIBIT A
Interested Parties

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 APPROXIMATE 400-ACRE)
DESIGNATED WELLBORE SPACING UNITS)
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TOWNSHIP 1 NORTH, RANGE 67 WEST,)
FOR THE CODELL AND NIOBRARA)
FORMATIONS, WATTENBERG FIELD, WELD)
COUNTY, COLORADO)

Cause No. _____

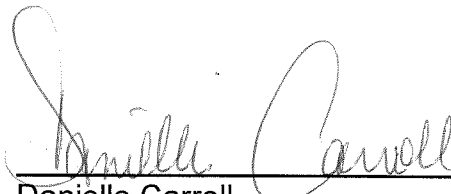
Docket No. _____

AFFIDAVIT OF MAILING

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

Danielle Carroll of lawful age, and being first duly sworn upon her oath, states and declares:

That she is a Legal Assistant at Beatty & Wozniak, P.C., attorneys for Kerr-McGee Oil & Gas Onshore LP, and on or before September 5, 2013, 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.

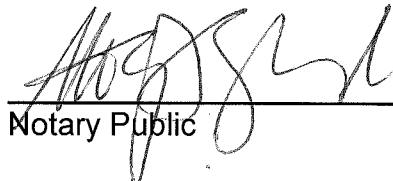


Danielle Carroll

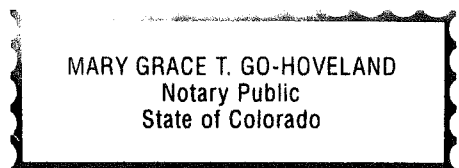
Subscribed and sworn to before me August 29 2013.

Witness my hand and official seal.

My commission expires: 3/31/2015.



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 TO POOL ALL INTERESTS IN TWO)
APPROXIMATE 400-ACRE DESIGNATED)
WELLBORE SPACING UNITS LOCATED IN)
SECTIONS 28 AND 33, 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)

Danielle Carroll of lawful age, and being first duly sworn upon her oath, states and declares:

That she is a Legal Assistant at Beatty & Wozniak, P.C., attorneys for Kerr-McGee Oil & Gas Onshore LP, and on or before September 5, 2013, 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.


Danielle Carroll

Subscribed and sworn to before me September 4 2013.

Witness my hand and official seal.

My commission expires: 8/31/15.


Notary Public

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

EXHIBIT A
Interested Parties

Geist Mineral Trust
925 Red Fir Place
Loveland, CO 80538

J. Daniel Malloy and Susan R. Malloy, JT
1718 East Highway 56
Berthoud, CO 80513

Shoreline Energy Holdings, Inc.
400-209 8th Ave. St.
Calgary, Alberta T2P 1B8

Ryland Royalty
6850 TPC Dr. Suite 202
McKinney, TX 75070

Shoreline Energy, Corp
5410 Highland Falls Ln.
Katy, TX 77450-8107

Thomas Hill Puff
1320 Lake St.
Fort Worth, TX 76102

Anthony Energy, Ltd.
7900 Monticello Dr.
Granbury, TX 76049

Lennan Main, Ltd.
P.O. Box 1718
Fort Worth, TX 76101

FBO Investments, LLLP
P.O. Box 4210
Grand Junction, CO 81502

Fougasse Ventures, LLC
2429 Bissonnet, Suite 532
Houston, TX 77005

Argonaut Ventures, LLC
P.O.Box 4210
Grand Junction, CO 81502

OGLE Enterprises, LLC
P.O. Box 4210
Grand Junction, CO 81502

O. Paul Leonard, III
P.O. Box 1718
Fort Worth, TX 76101

Comanche Enterprises, Inc.
1800 Shady Grove Road
Weatherford, TX 76088

Daniel M. Leonard
P.O. Box 471692
Fort Worth, TX 76147-1401

David P. Leonard
P.O. Box 1718
Fort Worth, TX 76101

Laura Elizabeth Leonard Insurance Trust
P.O. Box 1718
Fort Worth, TX 76101

GRP Energy, LP
5956 Sherry Ln, Suite 1221
Dallas, TX 75225

Alistair Holdings Management, LLC
2005 Birdcreek Dr. No. 211
Temple, TX 76502

Belton Oak Village 401K, Karen Barge Trustee
8214 Westchester Dr. Suite 735
Dallas, TX 75225

CKT Energy Investments, LLC
941 Patrician CT
Fairview, TX 75069

Cole B. Ramey
2001 Ross Ave. Suite 4400
Dallas, TX 75201

Darwin D. Boscamp
5531 Winston Ct.
Dallas, TX 75220

David Richardson
2301 S. Capital of Texas
Austin, TX 78746

DKL Investments, LP
5531 Winston Ct.
Dallas, TX 75220

Equity Trust Company, Custodian, F/B/O
William A. Hamilton, IRA
611 Oak Park Dr.
Brownwood, TX 76801

Gary and Judy Tedford Trust
620 Oak Bluff
Fairview, TX 75069

J. Fred Perry
2501 11th St.
Brownwood, TX 76801

Jon O'Sullivan
2215 Cedar Springs, Suite 1401
Dallas, TX 75201

Kastman Oil Company
P.O. Box 5930
Lubbock, TX 79408

Linda Boscamp
8450 Cr. 464
Brownwood, TX 76801

Madison Capital Energy Income Fund II LP
402 Gammon Place, Suite 200
Madison, WI 53719

Madison Capital Energy income Fund III LP
402 Gammon Place, Suite 200
Madison, WI 53719

PSE Investments, LLC
5429 LBJ Frwy, Suite 400
Dallas, TX 75240

Richard J. Fairservis Living Trust, Richard J.
Fairservis, Trustee
1721 Goodstein Dr.
Casper, WY 82601

Roman Marketing, LLC
7209 E. Aurora
Scottsdale, AZ 85266

Ronald E. Rodgers
5070 Workman Rd.
Mount Perry, OH 73760

Shirley L. Goodrum
6571 Bus Hwy 287
Vernon, TX 76384

Stream Family Limited Partnership
P.O. Box 40
Lake Charles, LA

Wendy O'Sullivan
5845 Lupton Dr.
Dallas, TX 75225

Larry L. Schupbach
730 Virginia St
Graham, TX 76450-3142

Melvin Dinner and H. Michael Miller, Trustees
for the Joe Miller Liquidating Trust dated
December 245, 1992
822 17th Street, #540
Greeley, CO 80631

M. H. Karsh
300 Livestock Exchange Bldg
Denver, CO 80216

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

Patricia Lynne Lorie Trust
Farmers National CO., Agent
P.O. Box 3480
Omaha, NE

Lee S. Silensky
741 York St.
Denver, CO 80206

Andrea G. Vertner
16104 Stonebriar Dr.
Parker, CO 80134

Claire L. Bray
5720 S. Kenton Wy
Englewood, CO 80111

Jerome W. Karsh
630 S. Dahlia Cir. Apt. N101
Denver, CO 80246-1378

Harvey B. Karsch
400 S. Steele St. Unit 20
Denver, CO 80209

Harriet W. Lucke
Unlocatable

Elizabeth C. Walsh
Unlocatable

Marjorie Lee Fisher
14500 N. Frank L. Wright Blvd. Apt. #359
Scottsdale, AZ 85260-8829

Tamera L. Edleman
1209 Elizabeth St, #1A
Denver, CO 80206

Edith H. Hageman, Life Estate in Royalties, and
Terry J. Allan and
Cherie L. MacDonald, remainderman
6718 W 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
HC1 Box 68
Clayton, KS 67629

Alvin Smith
201 West Crane
Norton, KS 67654

Vern Smith
2611 East Grandview Rd.
Phoenix, AZ 85032-2921

Arlene King
PO Box 54473
Phoenix, AZ 85078

The Estate of Billie H. Smith-Deceased
1006 Kennedy Drive, #A
Norton, KS 67654-2301

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

Francis E. Swain
Unlocatable

Beverly Tipton Sherman
2765 S Mabry Way
Denver, CO 80236-2235

Lorraine Frost
824 S Hoyt St
Denver, CO

Patrick J. O'Connor
Unlocatable

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

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

Colleen Bush aka Colleen M. Bush
8726 Ellsworth Circle
Santee, CA 92071

Robert O'Connor
8021 Longdale
Lemon Grove, CA 91945-3040

Kathleen Collins
15535 Ferns Corner
Dallas, OR 97338

John Patrick Duffy
P.O. Box 1307
Kaunakakai, HI

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

Edward W. Swain
Unlocatable

Anadarko E&P Onshore, LLC
1099 18th Street, Suite 1800
Denver, CO 80202

Kerr-McGee Oil & Gas Onshore LP
1099 18th Street, Suite 1800
Denver, CO 80201

Bayswater Exploration & Production, LLC
730 17th Street, Suite 610
Denver, CO 80202

Bayswater Blenheim Holdings, LLC
730 17th Street, Suite 610
Denver, CO 80202

PDC Energy, Inc.
1773 Sherman Street, Suite 3000
Denver, CO 80202