

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 AN)
APPROXIMATE 400-ACRE DESIGNATED)
WELLBORE SPACING UNIT LOCATED IN)
SECTIONS 28, 29, 32 AND 33, 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 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 an approximate 400-acre wellbore spacing unit to produce oil, gas, and associated hydrocarbons from the Niobrara Formation for the following described lands:

D&C Farms 34N-33HZ Well (API No. 05-123-37891) ("Well"):

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

Section 28: SW $\frac{1}{4}$ SW $\frac{1}{4}$

Section 29: SE $\frac{1}{4}$ SE $\frac{1}{4}$

Section 32: E $\frac{1}{2}$ E $\frac{1}{2}$

Section 33: W $\frac{1}{2}$ 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 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. Pursuant to Rule 318A.e, Applicant designated an approximate 400-acre wellbore spacing unit for the Well for the production of oil, gas, and associated hydrocarbons from Niobrara Formation. 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 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: SW $\frac{1}{4}$ SW $\frac{1}{4}$

Section 29: SE $\frac{1}{4}$ SE $\frac{1}{4}$

Section 32: E $\frac{1}{2}$ E $\frac{1}{2}$

Section 33: 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 each 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 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.



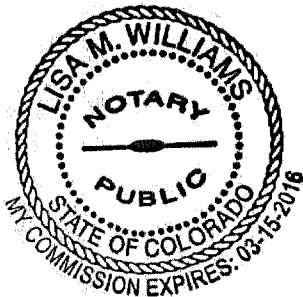
Nancy McDonald
Kerr-McGee Oil & Gas Onshore LP

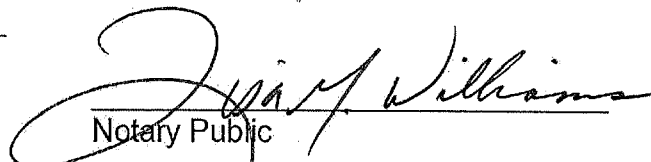
Subscribed and sworn to before this 28th day of August, 2013.

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
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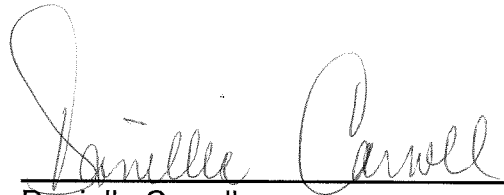
Docket No. _____

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.

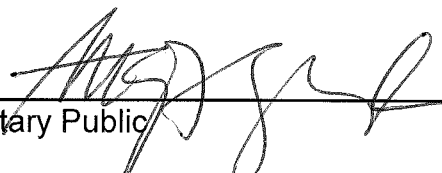


Danielle Carroll

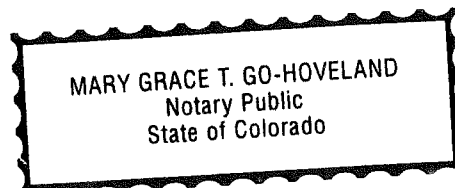
Subscribed and sworn to before me August 29 2013.

Witness my hand and official seal.

My commission expires: 3/3/2015.



Notary Public



BEFORE THE OIL & GAS CONSERVATION COMMISSION
OF THE STATE OF COLORADO

IN THE MATTER OF THE APPLICATION OF)
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Cause No. _____

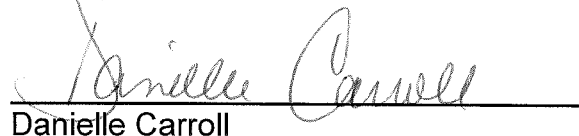
Docket No. _____

AFFIDAVIT OF MAILING

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

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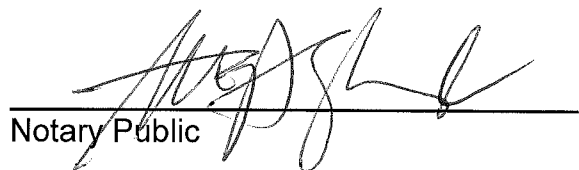
That she is a Legal Assistant at Beatty & Wozniak, P.C., attorneys for Kerr-McGee Oil & Gas Onshore LP, and on or before September 5, 2013, caused a copy of the attached Application to be deposited in the United States Mail, postage prepaid, addressed to the parties listed on Exhibit A to the Application.

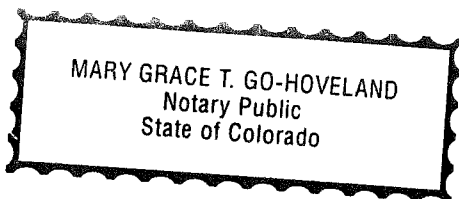

Danielle Carroll

Subscribed and sworn to before me September 4 2013.

Witness my hand and official seal.

My commission expires: 3/31/15.


Notary Public



D&C Farms, LLLP
8709 County Road 4
Brighton, CO 80601

Donald Gary Howard,
John Edward Howard and
Marla Sue Howard, TC
8709 County Road 4
Brighton, CO 80601

Christopher R. Howard and
Virginia Howard, TC
8679 WCR 4
Brighton, CO 80601

John James Jacobucci aka
John J. Jacobucci
135 South 1st Avenue
Brighton, CO 80603

Joseph Charles Jacobucci aka
Joseph C. Jacobucci
483 WCR 17
Brighton, CO 80603

Jeffrey John Jacobucci aka
Jeffrey J. Jacobucci
479 WCR 17
Brighton, CO 80603

Carl Schreiner and Lois Mae Schreiner, JT
403 WCR 17
Brighton, CO 80603

The Earl and Margaret L. Taylor
Revocable Trust
2515 E 104th Ave, #849
Denver, CO 80233

Carl F. Weaver
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Linda Ann Rupert and
Stanley B. Watkins, JT
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Federal National Mortgage Association
405 Mallard Drive
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Billy A. Burris
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Brenda Marie Rask and
Michael L. Rask, JT
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McKinney, TX 75070

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Katy, TX 77450-8107

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Fort Worth, TX 76102

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Granbury, TX 76049

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OGLE Enterprises, LLC
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Laura Elizabeth Leonard Insurance Trust
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Belton Oak Village 401K, Karen Barge Trustee
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Dallas, TX 75225

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941 Patrician CT
Fairview, TX 75069

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Dallas, TX 75201

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Dallas, TX 75220

David Richardson
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Austin, TX 78746

DKL Investments, LP
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Dallas, TX 75220

Equity Trust Company, Custodian, F/B/O
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Brownwood, TX 76801

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Fairview, TX 75069

J. Fred Perry
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Brownwood, TX 76801

Jon O'Sullivan
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Dallas, TX 75201

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Lubbock, TX 79408

Linda Boscamp
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Brownwood, TX 76801

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Madison, WI 53719

Madison Capital Energy income Fund III LP
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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
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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
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Graham, TX 76450-3142

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

Cherie L. MacDonald
15437 6200 Rd
Montrose, CO 81403

Terry J. Allan
12426 East Grandview Rd
Phoenix, AZ 85032-2921

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 Rd, #11
Dallas, TX 97338

Laurie Ulner
1221 S E Godsey Rd, #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 80202

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