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	Cause No.
AN ORDER TO POOL ALL INTERESTS IN AN	
APPROXIMATE 720-ACRE DESIGNATED	Docket No.
WELLBORE SPACING UNIT LOCATED IN	
SECTIONS 15, 16, 21, 22, 27 AND 28,	
TOWNSHIP 2 NORTH, RANGE 66 WEST, 6 TH	
P.M., FOR THE CODELL FORMATION,	
WATTENBERG FIELD, WELD COUNTY,	
COLORADO	1

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 720-acre wellbore spacing unit to produce oil, gas, and associated hydrocarbons from the Codell Formation for the following described lands:

Cannon State 34C-27HZ Well (API No. Pending) ("Well"):

Township 2 North, Range 66 West, 6th P.M.

Section 15: SW1/4SW1/4

Section 16: SE1/4SE1/4

Section 21: E½E½

Section 22: W½W½

Section 27: W½W½

Section 28: E½E½

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

In support thereof, the Applicant states and alleges as follows:

- 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.
- 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 Formation underlying certain lands, including the Application Lands, with the permitted well locations in accordance with the provisions of Order No. 407-1. Order 407-781 includes portions of the Application Lands, but does not apply and has no effect on the relief requested in this Application.

- On April 27, 1998, the Commission adopted Rule 318A, which, among other things, 4. 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.
- 5. Pursuant to Rule 318A.e, Applicant designated an approximate 720-acre wellbore spacing unit for the Well for the production of oil, gas, and associated hydrocarbons from Codell Formation. Applicant notified all owners in the 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 Codell Formation underlying the following designated 720-acre wellbore spacing unit:

Township 2 North, Range 66 West, 6th P.M.

Section 15: SW1/4SW1/4

Section 16: SE1/4SE1/4

Section 21:

E1/2E1/2

Section 22: W½W½

Section 27:

W1/2W1/2

Section 28: E½E½

(hereafter, "the Wellbore Spacing Unit").

- 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 Codell Formation on the Application Lands.
- 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.
- 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 Codell 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 Codell 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 Codell 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 Codell 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.

DATED this Tday of October, 2013.

Respectfully submitted,

KERR-MCGEE OIL & GAS ONSHORE LP

By:

Michael J. Woźniak

⊊lizabeth 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: Dave Sullivan

1099 18th Street, Suite 1800 Denver, Colorado 80202

VERIFICATION

STATE OF COLORADO)	
CITY AND COUNTY OF DENVER)	SS.
Landman for Kerr-McGee Oil & Gas	eing first duly sworn upon oath, deposes and says that he is Staff Onshore LP and that he has read the foregoing Application and true to the best of his knowledge, information and belief.
	DES III
	Dave Sullivan
	Kerr-McGee Oil & Gas Onshore LP
Subscribed and sworn to before this	day of October, 2013.
Witness my hand and official seal.	TEL CASA
[SEAL]	NOTARY
My commission expires: 2/4/201	hrust Costro
	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 AN APPROXIMATE 720-ACRE DESIGNATED WELLBORE SPACING UNIT LOCATED IN SECTIONS 15, 16, 21, 22, 27 AND 28, TOWNSHIP 2 NORTH, RANGE 66 WEST, 6 TH P.M., FOR THE CODELL FORMATION, WATTENBERG FIELD, WELD COUNTY, COLORADO) Cause No Docket No))))))
<u>AFFIDAVIT</u>	OF MAILING
STATE OF COLORADO)	
)ss. CITY AND COUNTY OF DENVER)	
Jennifer L. Pittenger of lawful age, and I declares:	being first duly sworn upon her oath, states and
Gas Onshore LP, and on or before October 24th,	& Wozniak, P.C., attorneys for Kerr-McGee Oil & 2013, caused a copy of the attached Application tage prepaid, addressed to the parties listed on
Je	ennifer L. Pittenger
Subscribed and sworn to before me Octob	er <u>17</u> 2013.
Witness my hand and official seal.	
My commission expires: TERESA L. PETERSON NOTARY PUBLIC STATE OF COLORADO NOTARY ID 19894002026 MY COMMISSION EXPIRES OCT.4, 2017	Lesser Delesson

EXHIBIT A Interested Parties

Kerr-Mcgee Oil And Gas Onshore LP 1099 18th Street, Suite 1800 Denver, CO 80202

Anadarko E&P Compnay LP 1099 18th Street, Suite 1800 Denver, CO 80202

Noble Energy, Inc. 1625 Broadway, Suite 2200 Denver, CO 80202

Encana Oil & Gas (USA) Inc 370 17th Street, Suite 1700 Denver, Colorado 80202

PDC Energy, Inc. 1775 Sherman Street, Suite 3000 Denver, CO 80203

Mission Oil Corporation Gunter B. Hafer 410 17th Street, Suite 1170 Denver, CO 80202

Mission Oil Corporation (a dissolved corporation) 1600W. First St. Loveland, CO 80537

Gerhard Maier 4605 Reed St. Wheat Ridge, CO 80030

Ursula Coltharp 2298 E. Piazza Place Grand Junction, CO 81506

Xcel Energy, Inc. (as successor to Public Service Company of Colorado) 414 Nicollet Mall Minneapolis, MN 55401

Robin P. Valois and Michelle A. Valois, JT 14950 County Road 18 Fort Lupton, CO 806021 Carmona Margarita 420 South 2nd Street LaSalle, CO 80645

Weld County, Colorado c/o Board of County Commissioners 1150 "O" Street P.O. Box 758 Greeley, CO 80632

Martin Gutierrez and Bertha A. Gutierrez, joint tenants 7717 County Road 31 Fort Lupton, CO 80621-4036

William I. McQueary, Sr. and Ann McQueary, joint tenants 14519 County Road 16 Fort Lupton, Colorado 80621

Jonathan Mahann Glover and Dona Jeanne Glover, joint tenants 7241 County Road 31 Fort Lupton, Colorado 80621

Jonathan D. Glover and Jonathan M. Glover, joint tenants 7261 County Road 31 Fort Lupton, Colorado 80621

Fort Lupton East, LLP, a Colorado limited liability partnership 8791 Circle Drive Westminster, Colorado 80631

Mary Elizabeth Boston, a/k/a Mary Elizabeth Dempsey 2117 Diane Way Lakeport, CA 95453

John Thomas Boston, an incapacitated person Patrick M. Groom, Trustee Witwer, Oldenburg, Barry, et al. 822 7th Street, Suite 760 Greeley, Colorado 80631 John Michael Farrell 8145 West 71st Ave. Arvada, Colorado 80004

Dorothy May Bird 7241 Weld County Road 31 Fort Lupton, Colorado 80621

D5 Minerals, LP, a Texas limited partnership P.O. Box 61111 San Antonio, Texas 78209

Nancy Louise Holton 7241 Weld County Road 31 Fort Lupton, Colorado 80621

Beverly Hamm Route 1 Box 1430 Thorsby, Alabama 35171

Elaine M. Martin 121 Foxdale Place Escondido, CA 92027

Robert John Schlegel and Edna Mae Schlegel, Co-Trustees of the Schlegel Trust dated March 14, 1988 2895 Brentwood Court Carlsbad, California 92008

David Breickler P.O. Box 424 Hudson, Colorado 80642

Estate of Douglas E. Breickler, Shirley Breickler, Personal Representative 15169 Nancy Ave. Fort Lupton, Colorado 80621

Jacobson Family Trust no address available

Jackie A. Scott 3442 South 62nd Road B-3 Humansville, Missouri 65674

Kevin Clark Scott 11570 Scout Camp Bismark, Missouri 63624 Leslie Renee Scott RR#1 Box 71 Weaubleau, Missouri 65774

Tracy Lyn Mason 511 North Arthur Humansville, Missouri 65674

Kelly W.Scott 201 E. 368th Road Dunnegan, Missouri 65640

K & J Royalty Corporation, a Colorado corporation 10735 Yates Drive Westminster, Colorado 80031

K. P. Kauffman Company, Inc 1675 Broadway, Suite 2800 Denver, CO 80202

Macey & Mershon Oil Inc P.O. Box 2210 Denver, CO 80201

U.S. National Bank Association, Trustee of Paul Girard Schomber Trust U.S. National Bank Association c/o US Bank Real Estate Tax Desk Box 64142, St. Paul, MN 55164-0142

Ruth M. Martin 8592 WCR 24 Ft. Lupton, CO 80504

Mindy Rene Sprague 10732 WCR 17 Longmont, CO 80504

Justin Robert Sprague 430 Creekside St. Anchorage, AL 99504

Tina Kay Sprague Trust 818 Busch St. Longmont, CO 80501 John Jay Pointer and Susan Stambaugh-Pointer, joint tenants 15104 WCR 20 Ft. Lupton, CO 80621-9124

Marjorie Ainsworth 5023 Guinevere Dr. San Antonio, TX 78218

Alan Travis and Mary Travis 1927 East Betty Elyse Lane, Phoenix, AZ 85022

Jane Elizabeth Carlson 3400 Exmoor Mile Rd. Byers, CO 80103

Adantes Marlene Enrici 11403 N. 113th Dr. Youngstown, AZ 85363

Michelle Leggins Tantarelli 1316 Miller Dr. Santa Rosa, CA 95405

Michael Leggins 2052 Bigham Ct. Eureka, CA 95503

Greg Leggins 1029 Badger Ct. Santa Rosa, CA 95405

Douglas Leggins 2149 Bluebird Lane Sacramento, CA 95821

Denise Leggins 1316 Miller Dr. Santa Rosa, CA 95405

Lynn Leggins Russell 25 Caulfield Ct. Petaluma, CA 94952

Rick Leggins aka David Rick Leggins 99 E. Middlefield Rd., #3 Mountain View, CA 94043 Dorothy Leggins Ako 216 Ezra Ave., Santa Rosa, CA 95401

James D. Brownlie 135 Lafayette, Denver, CO 80206

Hoefle Royalty Partners, a Montana general partnership 2812 1st Avenue North, Suite 502 Billings, Montana 59101

JPFP Family, LLC, a New Mexico limited liability company P.O. Box 0051, Broomfield, CO 80038-0051

Mark S. Wallace 2200 South Corona Denver, CO 80210

Eileen M. Hladky 14168 WCR 18.5 Ft. Lupton, CO 80621

William D. Lansdown 15697 E. Monmouth Place Aurora, CO 80015

Manuel Luis, Sr 14705 WCR 18, Ft. Lupton, CO 80621

Ronald K. Barnes 1908 New Hampshire Ave. NW Washington, DC 20009

Barry Remington, Trustee of the Marilyn V. Stone Irrevocable Trust 645 East Wiggens St. Superior, CO 80027

Richard L. Hein 6578 WCR 23, Ft. Lupton, CO 80621 Timothy J. Gonzales 14477 WCR 18 Ft. Lupton, CO 80621

Public Service Company of Colorado P.O. Box 1979, Denver, CO 80201-1979

Weld County, CO 915 10th Street Greeley, CO 80631

State of Colorado Acting By and Through The State Board of Land Commissioners 1313 Sherman St., Room 620 Denver, CO 80203

CANNON STATE 34C-27HZ LOCATED IN SECTIONS 15, 22 & 27 T2N, R66W, 6TH P.M. WELD COUNTY, COLORADO

Gas Onshore L.P.

1099 18th Street Denver, Colorado 80202

2155 North Main Street Sheridan, Wyoming 82801 Phone 307-674-0609

1635 Foxtrail Drive, Suite 204 Loveland, Colorado 80538 Phone 970-776-4331

DRAFTED BY:	APF	CHECKED BY:	BJR
DATE DRAFTED:	8/26/13	DATE SURVEYED:	8/21/13
REVISED:		FILE NAME:	13-83

FEATURE NOTES

- OVERHEAD POWER LINES ARE ±560' S AND ±809' SW.
- BURIED FIBER OPTIC LINE IS ±5631 S. 2.
- 3. EXISTING BURIED TELEPHONE LINE IS ±606' S.
- EXISTING FENCES ARE $\pm 557^{\circ}$ S, $\pm 618^{\circ}$ S, $\pm 620^{\circ}$ S, $\pm 778^{\circ}$ S, ±461' SW, ±525' SW AND ±635' NW.
- 5. COUNTY ROAD 20 IS ±5851 S.
- EXISTING PRIMITIVE ROADS ARE ±411 NE, ±9921 NE, ±392' E, ±396' E, ±544' S AND ±588' S.
- EXISTING STOCK TANK IS ±7281 SW.
- EXISTING BUILDINGS/RESIDENCES ARE ±752' S, ±798' S AND ±8811 S.
- EXISTING BURIED PIPELINES ARE ±30' N, ±380' E, ±382' E, $\pm 422^{\circ}$ E, $\pm 621^{\circ}$ SE, $\pm 459^{\circ}$ S, $\pm 460^{\circ}$ S, $\pm 461^{\circ}$ S, $\pm 526^{\circ}$ S AND ±1221 NW.
- EXISTING PRODUCTION FACILITIES ARE ±608' SE, 10. ±510' SW, ±645' SW AND ±729' SW.
- **EXISTING WATER WELL (WELL CONSTRUCTED #228963)** IS ±860' S. (NOT FIELD VERIFIED)
- **EXISTING WATER WELL (WELL CONSTRUCTED #34176)** IS ±7981 SW.
- EXISTING WELL: CANNON RED W 15-13 IS $\pm 30^{\circ}$ N.
- EXISTING WELL: CANNON LAND USX W 15-23 IS ±862' NE.
- PROPOSED WELL PAD: CANNON STATE 34C-27HZ 15.
- 16. WELL PAD 500' BUFFER
- **PROPOSED WELL: CANNON STATE 34C-27HZ** 17.

LEGEND

EXISTING WELL PROPOSED WELL

WATER WELL

EXISTING FENCE COUNTY ROAD IMPROVED ROAD

PRIMITIVE ROAD 500' BUFFER

WELL PAD

PROPOSED FACILITY PAD

DATE:

REVISED:

- EPL - EXISTING PIPELINE

OVERHEAD POWER LINE **BURIED POWER LINE**

BURIED FIBER OPTIC

BURIED TELEPHONE DITCH/CANAL/DRAINAGE **ELECTRIC BOX**

PRODUCTION FACILITY **BUILDINGS/RESIDENCES**

POND

WETLANDS

STOCK TANK

LOCATION DRAWING - CANNON STATE 34C-27HZ

WELL PAD - LOCATION DRAWING CANNON STATE 34C-27HZ LOCATED IN SW1/4 SW1/4 SECTION 15, T2N, R66W, 6TH P.M. WELD COUNTY, COLORADO

Kerr-McGee Oil & Gas Onshore L.P.

1099 18th Street Denver, Colorado 80202



LOVELAND OFFICE 1635 Foxtrail Drive, Suite 204 Loveland, Colorado 80538 Phone 970-776-4331

SHERIDAN OFFICE 2155 North Main Street Sheridan, Wyoming 82801 Phone 307-674-0609

CONSULTING, LLC

DATA SOURCES:

AERIAL COURTESY OF ESRI, INC. WATER WELLS COURTESY OF COLORADO DIVISION OF WATER RESOURCES

SURFACE USE: RANGELAND

SCALE:

LAT: 40.132516° (NAD83) LONG:-104.769598° (NAD83) EXISTING GROUND ELEVATION= 5000.51 WELL FOOTAGES: 588' FSL & 900' FWL

ALL MEASUREMENTS ARE MADE FROM

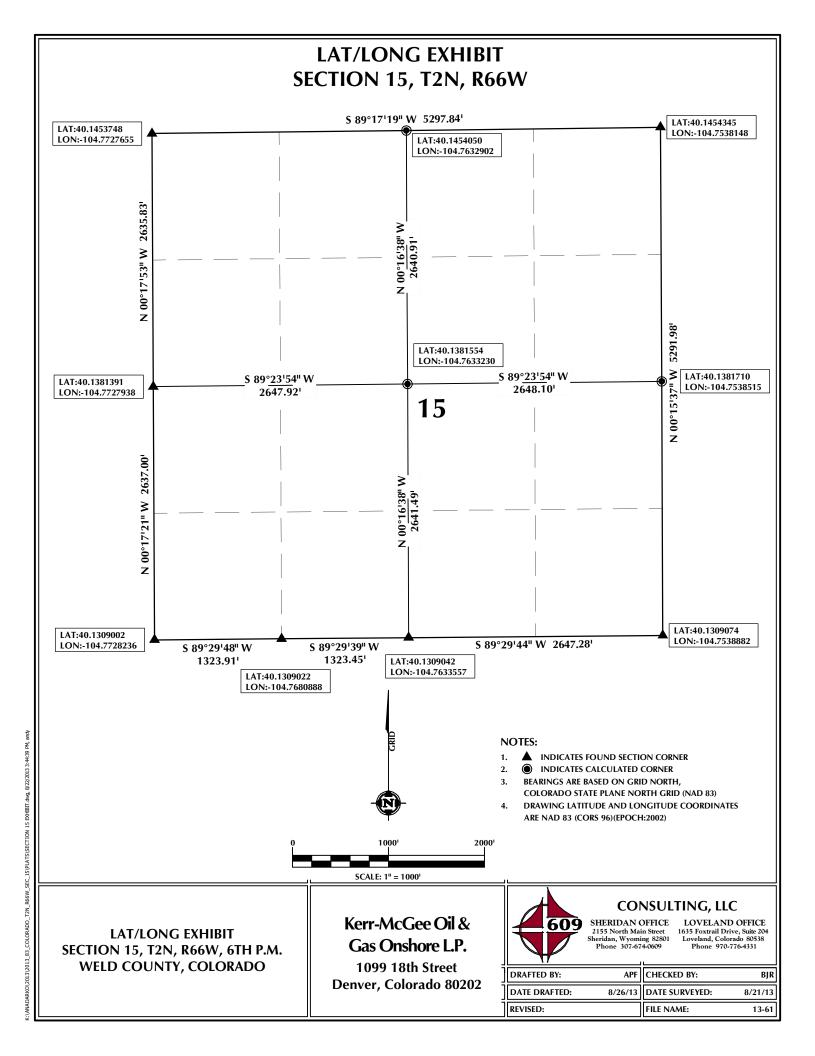
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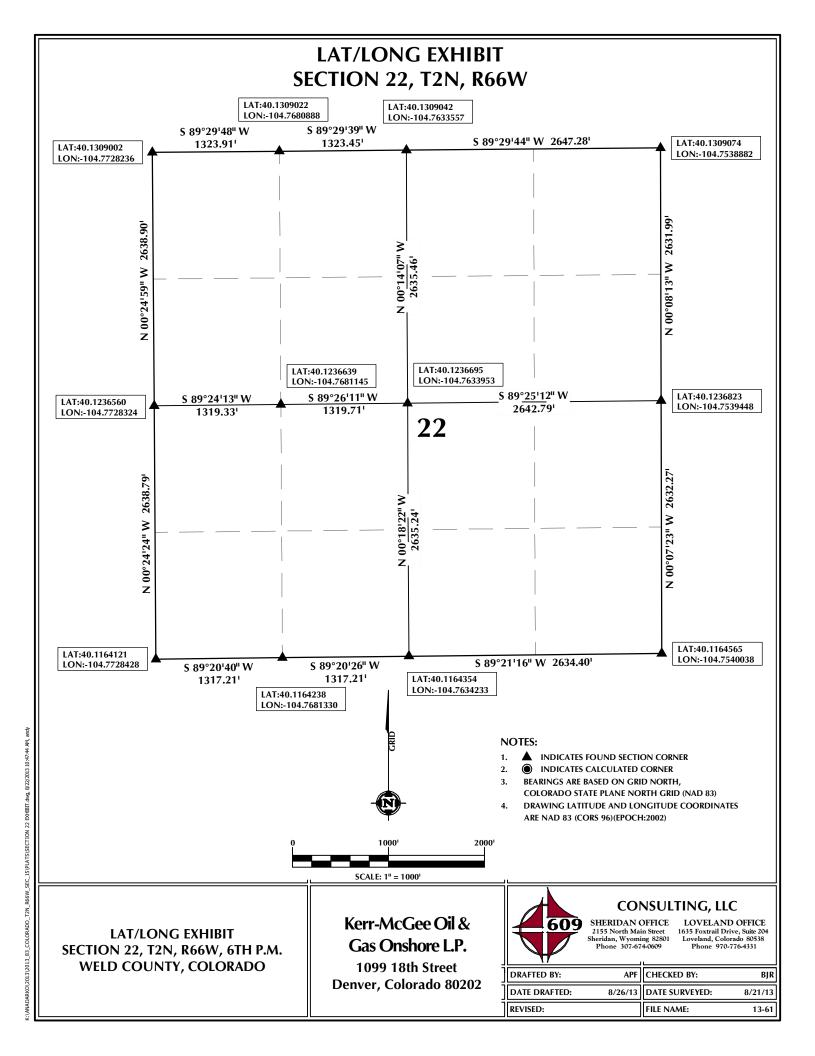
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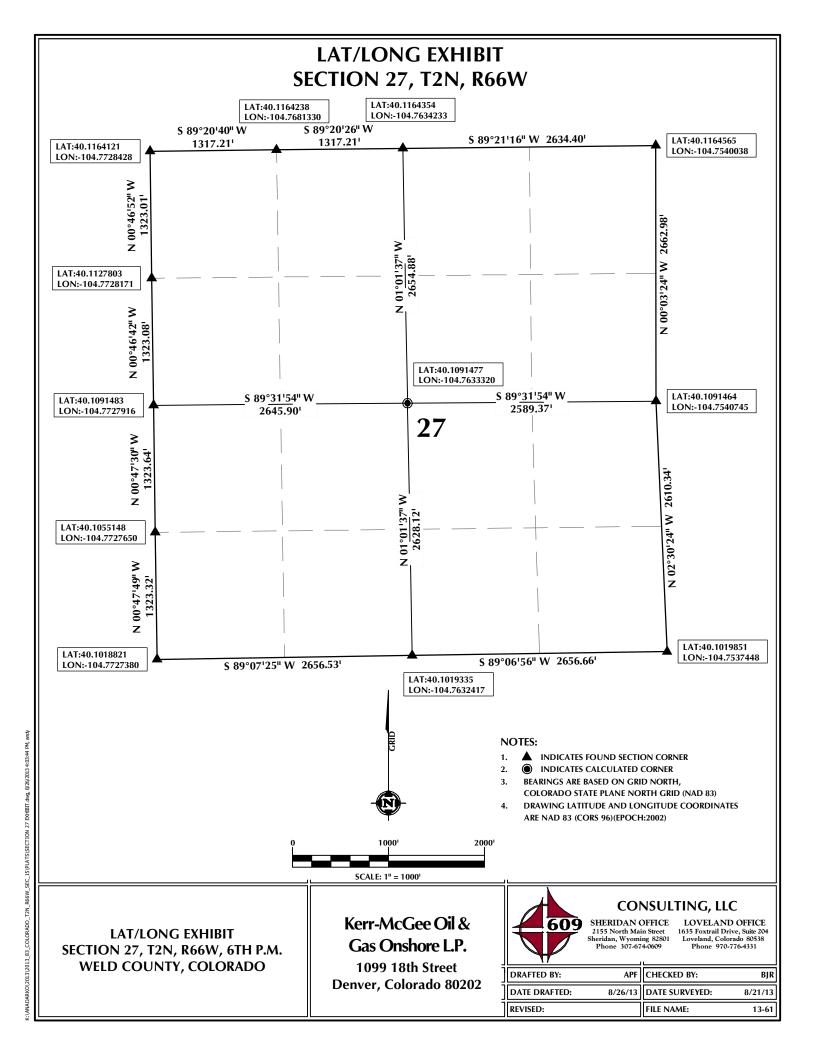
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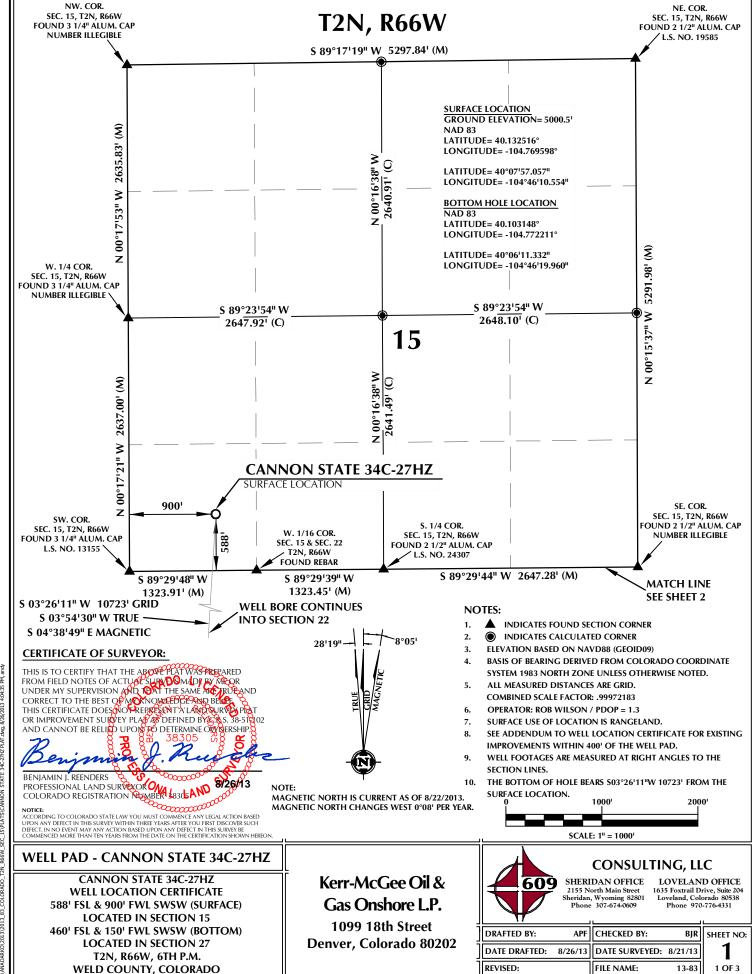
8/26/13

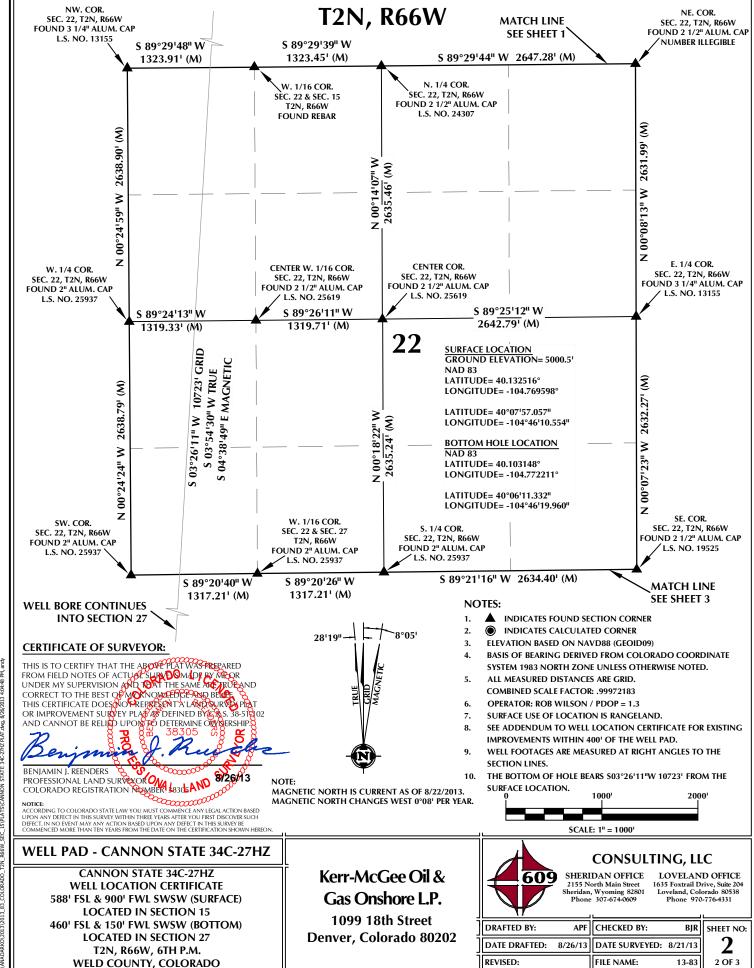
8/21/13

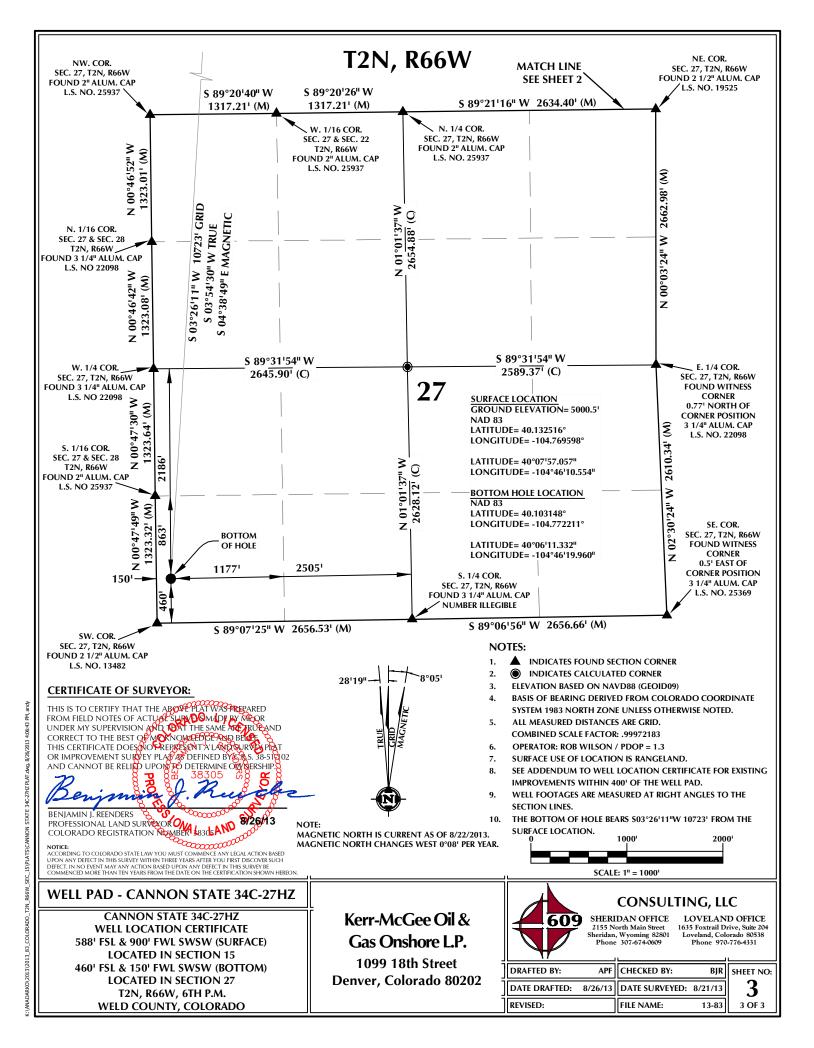


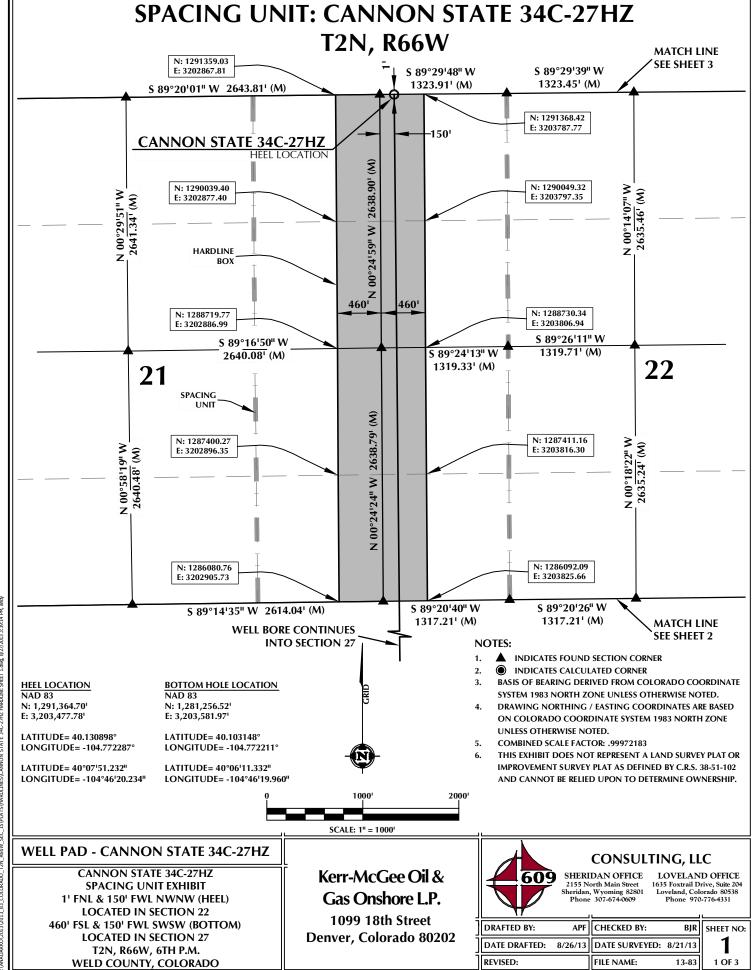


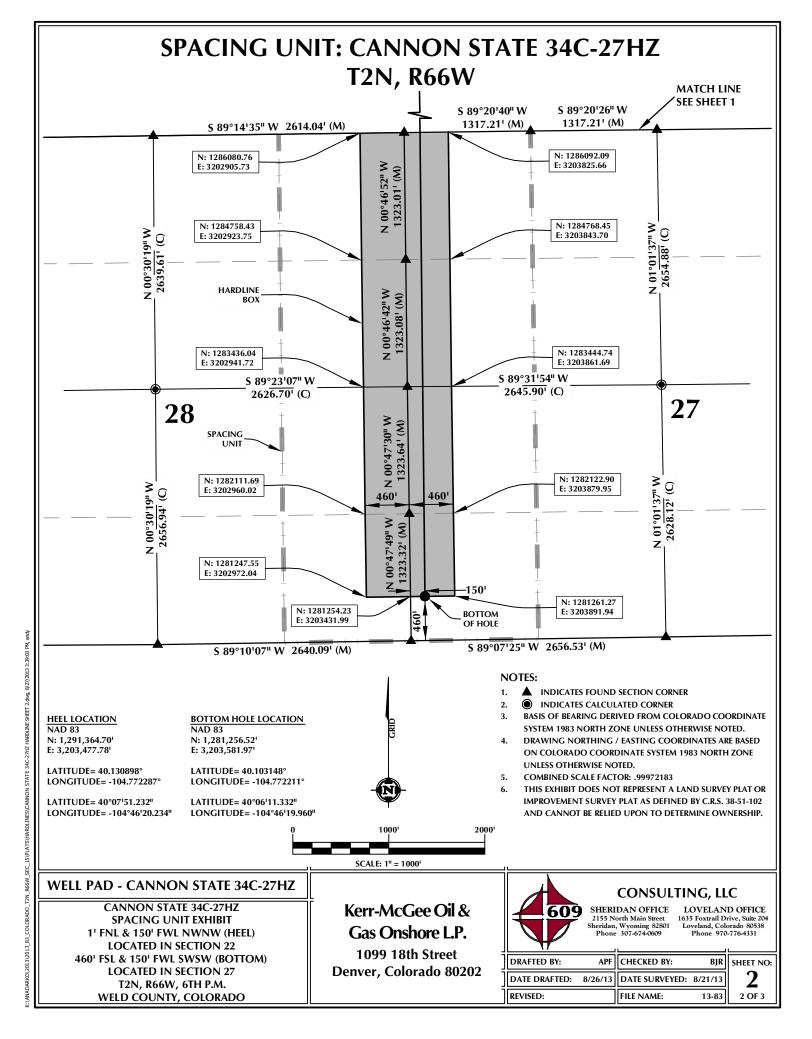


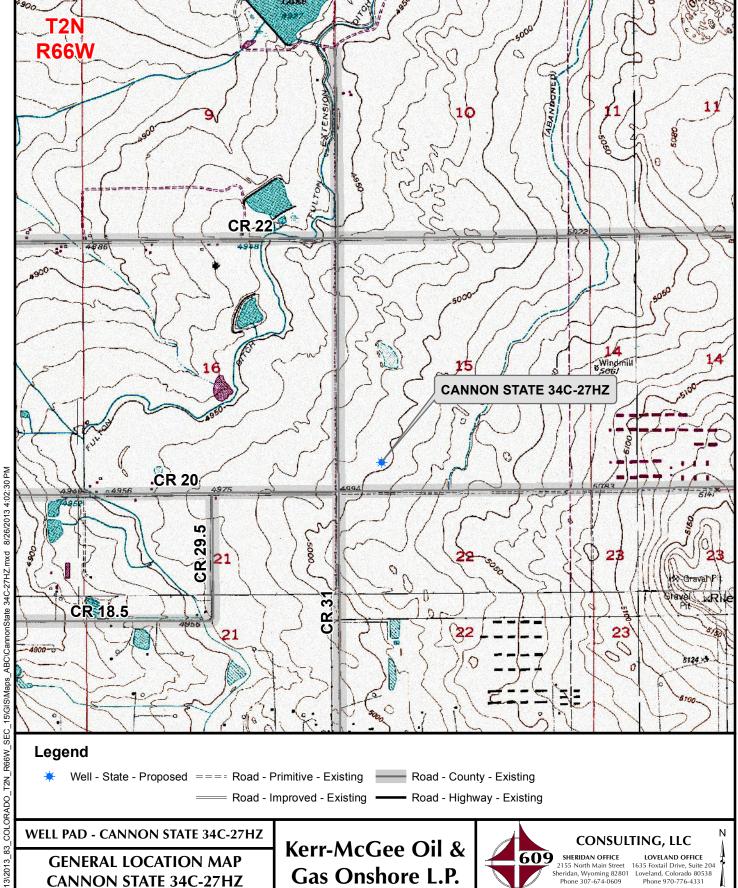












1099 18th Street

Denver, Colorado 80202

NAD83 CO-Nft

26 Aug 2013

DATE:

DATE:

1" = 2,000ft

JELo

DRAWN:

REVISED:

K:\ANADARKO\2013\2013_83_COLORADO_T2N_R66W_SEC_15\(

LOCATED IN SECTION 15

T2N, R66W, 6th P.M.

WELD COUNTY, COLORADO