

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. 407
AN ORDER TO POOL ALL INTERESTS IN AN)	
APPROXIMATE 640-ACRE DESIGNATED)	Docket No. 1401-UP-39
WELLBORE SPACING UNIT LOCATED IN)	
SECTIONS 12 AND 13 , TOWNSHIP 2 NORTH,)	
RANGE 67 WEST, 6 TH P.M., FOR THE)	
NIOBRARA FORMATION, WATTENBERG)	
FIELD, WELD COUNTY, COLORADO)	

AMENDED 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 **640-ACRE DESIGNATED WELLBORE SPACING UNIT** to produce oil, gas and associated hydrocarbons from the Niobrara Formation for the following described lands ("Application Lands"):

Kerr 28N-12HZ Well (API No. 05-123-38982) ("Well"):

Township 2 North, Range 67 West, 6th P.M.
Section 12: W¹/₂E¹/₂, E¹/₂W¹/₂
Section 13: W¹/₂E¹/₂, E¹/₂W¹/₂

Weld County, Colorado

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.

5. Pursuant to Rule 318A.e, Applicant designated an approximate **640-ACRE WELLBORE SPACING UNIT** for the Well for the production of oil, gas, and associated hydrocarbons from Niobrara Formation. Applicant notified all owners in the proposed wellbore spacing unit pursuant to Rule 318A.e.(6), as applicable. Applicant did not receive 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 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 **640-ACRE WELLBORE SPACING UNIT**:

Township 2 North, Range 67 West, 6th P.M.

Section 12: W¹/₂E¹/₂, E¹/₂W¹/₂

Section 13: W¹/₂E¹/₂, E¹/₂W¹/₂

(hereinafter "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.

DATED this 10th day of March, 2014.

Respectfully submitted,

KERR-MCGEE OIL & GAS ONSHORE LP

By: 
Robert A. Willis
Jillian Fulcher
Beatty & Wozniak, P.C.
Attorneys for Applicant
216 16th Street, Suite 1100
Denver, Colorado 80202
rwillis@bwenergylaw.com
jfulcher@bwenergylaw.com

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.



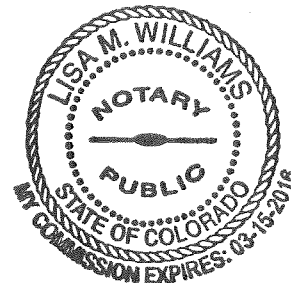
Nancy McDonald
Kerr-McGee Oil & Gas Onshore LP

Subscribed and sworn to before this 10th day of March, 2014.

Witness my hand and official seal.

[SEAL]

My commission expires: 3-15-2016




Notary Public

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OF THE STATE OF COLORADO

IN THE MATTER OF THE APPLICATION OF)
KERR-MCGEE OIL & GAS ONSHORE LP FOR)
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NIOBRARA FORMATION, WATTENBERG)
FIELD, WELD COUNTY, COLORADO)

Cause No. 407

Docket No. 1401-UP-39

AFFIDAVIT OF MAILING

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

Jennifer L. Pittenger 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 March 11, 2014, 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.

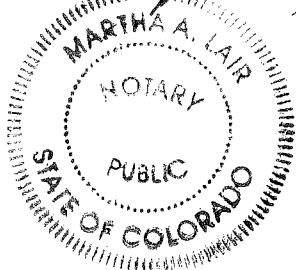

Jennifer L. Pittenger

Subscribed and sworn to before me March 10 2014.

Witness my hand and official seal.

My commission expires:

April 10, 2016




Notary Public

EXHIBIT A

Interested Parties

Karrie K. Glover
259 Kelly Lane
Brighton, CO 80603

Kacey Angel Kuipers
259 Kelly Lane
Brighton, CO 80603

Carole L. Kuipers Living Trust dtd 4-5-2005
259 Kelly Lane
Brighton, CO 80603

The Beeman Irrigating and Milling Company
Attn: Xcel Energy Water Resources
1800 Larimer St., Suite 1300
Denver, CO 80202

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

Thomas M. Bennett and Stephanie Bennett
4409 Coriolis Way
Frederick, CO 80504-5499

CoBank, FCB
f/k/a Federal Land Bank of Wichita
P.O. Box 2940
Wichita, KS 67201-2940

Bradley T. Windell and Heidi G. Hynes-Windell
11044 Weld County Road 22.5
Fort Lupton, CO 80621

Gregory H. Light and Max H. Light
10303 Weld County Road 25
Fort Lupton, CO 80621

Deborah L. Flanagan
P.O. Box 347
Frederick, CO 80530

Dustan Flanagan
P. O. Box 347
Frederick, CO 80530

Richard J. Schara
10298 Weld County Road 25
Fort Lupton, CO 80621

Sandra K. Schara
10298 Weld County Road 25
Fort Lupton, CO 80621

Robert E. Temmer and Lavenia Temmer
10691 WCR 25
Fort Lupton, CO 80621

Barbara J. Vonfeldt Revocable Trust
10933 Weld County Road 22
Fort Lupton, CO 80621

Ronald Shayne O'Hotto
10188 WCR 23
Fort Lupton, CO 80621

Michael E. Phelan
10314 Weld County Road 23
Fort Lupton, CO 80621

Fred M. Karlik
11170 WCR 22.5
Fort Lupton, CO 80621-9639

Eugene J. Wagner and Shirley A. Wagner
9990 WCR 23
Fort Lupton, CO 8062

Franklin J. Stermole and H. Darlene
Stermole
2000 Goldenvue Drive
Golden, CO 80401-1725

Donald Sack
P.O. Box 1091
Brighton, CO 80601-1091

Amy J. Moore, Trustee of the Amy Trust
dated June 5, 1998
6923 Teller Court
Arvada, CO 80003-3431

Elizabeth Ann Wethington Trust dated
December 14, 1988
4520 Weld County Road 27
Fort Lupton, CO 80621

Anna Schmidt aka Anne Schmitdt aka Ann
B. Schmidt
855 N 7th
Johnstown, CO 80534

Michael Wuertz, PR of the Estate of Katie
Wertz aka Katherine Wuertz
4424 Weld County Road 47
Hudson, CO 80642

Helen T. Heit Revocable Trust
814 S 7th Street
Rocky Ford, CO 81067

Carol A. Pearson
3780 Harper
Houston, TX 77005

James M. Morgan and Sarah Morgan
2605 Chestnut Valley Drive
Lancaster, PA 17601-1955

Philip E. Morgan and Sara Morgan
208 Bradstreet Road
Centerville, OH 45459-4506

Eileen Buckley
2600 Ridge Drive
Broomfield, CO 80020

Shirley L. Elliot
1174 Franklin Ave
Louisville, CO 80027

Betty Ann Hurley
760 S McKinley Ave
Fort Lupton, CO 80621

Carla Jean Morrissey
7098 Torrey
Arvada, CO 80007

George A. Sack
14323 WCR 6
Fort Lupton, CO 80621

Leonard Sack
605 Voiles St
Brighton, CO 80601

Leroy Sack
13540 Weld County Road 10
Fort Lupton, CO 80621

Robert L. Sack
804 S 12th Ave.
Brighton, CO 80601

Diane Schissler
223 S 16th Ave
Brighton, CO 80601

Sandra Kay Amen
3991 WCR 47
Hudson, CO 80642

Deborah Ann Tiffany, PR for
the Estate of Gottlieb Heit
703 E Egbert St
Brighton, CO 80601

Jacquelyn A. Smith
P. O. Box 710
Fort Lupton, CO 80621

Deborah Ann Tiffany
703 E Egbert St
Brighton, CO 80601

Pamela A. Trostel
11678 Montgomery Circle
Longmont, CO 80504

Gary Wuertz
3726 Rue De Buillion
Montreal, Quebec CAN H2X 3A3

Michael T. Wuertz
4424 Weld County Road 47
Hudson, CO 80642

Central Colorado Water Conservancy
District, Ground Water Management
Subdistrict
3209 West 28th Street
Greeley, CO 80634

Robert W. Kerr and Mary Ann Kerr
11104 Weld County Road 20
Fort Lupton, CO 80621

Colorado Mineral Resources, LLC
Attn: Eric G. Politte
6620 Cypresswood Drive, #100
Spring, TX 77379

Leonard J. Vargas and Dorothy Vargas
650 S 5th Ave.
Brighton, CO 80601

Angelina Goodeill
42235 Edgewood St
Fremont, CA 94538

Antonia E. Rojas
4844 Roosevelt Ave
Loveland, CO 80538

Felix Michael Rojas
844 Scotch Elm Drive
Loveland, CO 80538-2803

Gabriel M. Vargas
2488 Fern Trail
Sunol, CA 94586-9436

Gabriel M. Vargas and Angelina Goodeill
Co-Trustees of the Ebelia Vargas
Revocable Living Trust
1914 109th Ave
Oakland, CA 94603

Henry Chavez, Jr. and Frances R. Chavez
11494 WCR 20
Fort Lupton, CO 80621

Mary Padilla
1350 Newton St
Denver, CO 80204

Charles Bueno
11488 Weld County Road 20
Fort Lupton, CO 80621

The Heirs of Pete Garcia aka Pedro Garcia
And the Heirs of Hazel Garcia
11530 County Road 20
Fort Lupton, CO 80621

The Heirs of Pete Garcia aka Pedro Garcia
11530 County Road 20
Fort Lupton, CO 80621

Weld County, Colorado
c/o Board of County Commissioners
915 10th Street
Greeley, CO 80632

John Trujillo and Gloria Trujillo
8175 City View Drive
Denver, CO 80229

Romie Trujillo
8175 City View Drive
Denver, CO 80229

Nancy McCracken
46855 Whistle Road
Isle, MN 56342

Joe R. Gonzales, Jr.
11491 WCR 20
Fort Lupton, CO 80621

Ralph Chavez
11494 CR 20
Fort Lupton, CO 80621

Juanita Vazquez
26 17th Ave.
Longmont, CO 80501

Theresa B. Garcia
11530 WCR 20
Fort Lupton, CO 80621

Joe Refugio Gonzales
11491 WCR 20
Fort Lupton, CO 80621

Theresa B. Garcia and Raymond Garcia
11530 WCR 20
Fort Lupton, CO 80621

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

Heirs of Michaelleen F. Carlson
c/o Cathee Carlson
P. O. Box 741201
Arvada, CO 80006-1201

Solomon Bueno
12974 Lackland Drive
Denver, CO 80239

Anthony Chavez
11494 Weld County Road 20
Fort Lupton, CO 80261

The Heirs of A.H. Chavez and the Heirs of
Elena Chavez
c/o Henry Chavez
11494 Weld County Road 20
Fort Lupton, CO 80261

Greek Orthodox Church of Denver
c/o Hellenic Community Center
Marianne Anton, Parish Council President
4610 E Alameda Ave.
Denver, CO 80222

Luis M. Minjares
11498 CR 20
Fort Lupton, CO 80261

La Socida de Naiestero Padre Jesus
Nasereno
11494 WCR 20
Fort Lupton, CO 80621

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

Hana Trust
Robert A. Fullop, Trustee
5225 Coralberry Ct.
Fort Collins, CO 80525

Simla Corporation
5611 Blue Sage Drive
Littleton, CO 80123

Heirs of J. M. Schwartz
1420 Busseron St
Vincennes, IN 47591-4521
