

**BEFORE THE OIL AND 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 480-ACRE DESIGNATED
WELLBORE SPACING UNIT IN SECTIONS 21
AND 22, TOWNSHIP 3 NORTH, RANGE 68
WEST, 6TH P.M., FOR THE CODELL
FORMATION, WATTENBERG FIELD, WELD
COUNTY, COLORADO

CAUSE NO.

DOCKET NO.

APPLICATION

COMES NOW Kerr-McGee Oil & Gas Onshore LP ("Applicant"), by its attorneys, Jost & Shelton Energy Group, P.C., and makes this application to the Oil and Gas Conservation Commission of the State of Colorado ("Commission") for an order to pool all interests within an approximate 480-acre wellbore spacing unit for the drilling of the McKinstry 25C-21HZ Well, (API No. 05-123-36510) ("Well") for the development of the Codell Formation on the following described lands:

Township 3 North, Range 68 West, 6th P.M.

Section 21: S $\frac{1}{2}$ NE $\frac{1}{4}$, N $\frac{1}{2}$ SE $\frac{1}{4}$

Section 22: S $\frac{1}{2}$ N $\frac{1}{2}$, N $\frac{1}{2}$ S $\frac{1}{2}$

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

In support thereof, Applicant states and alleges as follows:

1. Applicant is a corporation 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 and/or gas from the Niobrara Formation underlying certain lands, with the permitted well locations in accordance with the provisions of Order No. 407-1 and allowed downhole commingling of production from the Codell and Niobrara Formations.

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. Applicant designated the 480-acre Wellbore Spacing Unit, as defined below, for the production of oil, gas, and associated hydrocarbons from the Codell Formation pursuant to Rule 318A. and notified the appropriate parties under Rule 318A.

6. Applicant, pursuant to the provisions of C.R.S. § 34-60-116(6), hereby requests an order to pool all interests in the Application Lands in the Codell Formation underlying the following approximate 480-acre designated wellbore spacing unit:

Township 3 North, Range 68 West, 6th P.M.

Section 21: S½NE¼, N½SE¼

Section 22: S½N½, N½S½

(hereafter "Wellbore Spacing Unit").

7. Applicant requests that the Commission's pooling order be made effective as of the date of this Application.

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.

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 Codell Formation.

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. All interests in the Wellbore Spacing Unit are pooled by operation of statute, pursuant to C.R.S. § 34-60-116(6), to develop the Codell Formation in the Wellbore Spacing Unit comprising the Application Lands.

B. 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 March 2014, 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: January 16, 2014.

Respectfully submitted:

Kerr-McGee Oil & Gas Onshore LP

By: _____

Jamie L. Jost

Joseph M. Evers

Jost & Shelton Energy Group, P.C.

Attorneys for Applicant

1675 Larimer St., Suite 1400

Denver, Colorado 80202

(720) 379-1812

Applicant's Address:

Kerr-McGee Oil & Gas Onshore LP

ATTN: Jason Rayburn

1099 18th Street, Suite 1800

Denver, CO 80202

VERIFICATION

STATE OF COLORADO

) ss.

CITY AND COUNTY OF DENVER

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

Name: Jason Rayburn

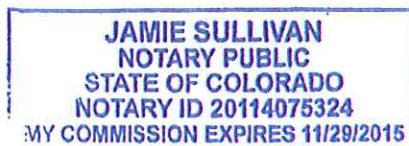
Title: Landmark

Kerr-McGee Oil & Gas Onshore LP


Subscribed and sworn to before me this 15th day of January 2014.

Witness my hand and official seal.

[SEAL]



My commission expires: 11/29/15


Notary Public

Notary Public

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COUNTY, COLORADO

DOCKET NO.

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

Jamie L. Jost

DANIELLE E. CARROLL
Notary Public
State of Colorado
Notary ID 20134059312
My Commission Expires **SEP 28, 2017**

Danielle Carroll
Notary Public

EXHIBIT A
Interested Parties

Kerr-McGee Oil & Gas Onshore LP
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Denver, CO 80202

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

Petroleum Development Corporation
1775 Sherman Street, Suite 3000
Denver, CO 80203

Grizzly Petroleum Company, LLC
1700 Broadway, Suite 650
Denver, CO 80290

Great Western Railway Company
C/O Landrail LLC
50 South Steel Street, Suite 374
Denver, CO 80209

Christina L. Snyder
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Lakewood, CO 80228

Taku Resources, LLC
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Centennial, CO 80161-3190

1280 Horizons, LLC
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Oklahoma City, OK 73156-1270

Wattenberg Royalty
6850 TPC Drive, Suite 202
McKinney, TX 75070

Danakil LP
2301 Cedar Springs Road, Suite 345
Dallas, TX 75201

Peyton Energy LP
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McKinney, TX 75070

Tall Grass Energy, LLC
5 Red Tail Drive
Highlands Ranch, CO 80126

Trinity Resources, LLC
1520 W Canal Court, Suite 220
Littleton, CO 80120

Wattenberg I, LP
150 Filbert Avenue, No. 1
Sausalito, CA 94965

Thomas Hill Puff
1320 Lake Street
Fort Worth, TX 76102

Evergreen Marque L.L.C.
1685 S Colorado Blvd, Suite S-361
Denver, CO 80222

Two Sisters LLC
1712 Pioneer Avenue, Suite 470
Cheyenne, WY 82001

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Denver, CO 80250

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McKinney, TX 75070

McLish Resources LP, LLLP
633 17th Street, Suite 1650
Denver, CO 80202

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Grand Junction, CO 81502

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

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

Madison Reynolds, LLC
150 Filbert Avenue, No. 1
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Ryland Royalty
6850 TPC Drive, Suite 202
McKinney, TX 75070

Anthony Energy Ltd., a Texas limited
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Fort Worth, TX 76101

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O. Paul Leonard, III, an individual
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Fort Worth, TX 76101

Comanche Enterprises, Inc., a Texas
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1800 Shady Grove Road
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Daniel M. Leonard, an individual
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Fort Worth, TX 76147-1401

David P. Leonard, individual
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Laura Elizabeth Leonard Insurance Trust
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GRP Energy LP
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Dallas, TX 75225

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

Wendy O'Sullivan, an individual
5845 Lupton Drive
Dallas, TX 75225

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

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

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2501 11th Street
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2301 S Capital of Texas
Austin, TX 78746

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P.O. Box 5930
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Kemp, TX 75143

Belton Oak Village 401k Karen Barge
Trustee
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Dallas, TX 75225

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Fairview, TX 75069

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J. Fairservis, Trustee
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Casper, WY 82601

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Justin, TX 76247

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Dallas, TX 75201

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

PSE Investments, LLC
5420 LBJ Freeway, Suite 400
Dallas, TX 75240

Stream Family Limited Partnership
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Lake Charles, LA 70602

Roman Marketing, LLC
7209 E Aurora
Scottsdale, AZ 85266

Linda Boscamp, an individual
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Brownwood, TX 76801

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Amarillo, TX 79118

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The Highland Ditch Company
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*BP America Production Company
P.O. Box 696493
San Antonio, TX 78269-6493

Jim H. McKinstry Trust U/A dated October
25, 1979
3750 WCR 32
Mead, CO 80542

Lynda L. McKinstry Trust U/A dated June
14, 2001
3750 WCR 32
Mead, CO 80542

Timothy E. Rosatti
14500 Weld CR 7
Mead, CO 80542

Tracey E. Ochs
14500 Weld CR 7
Mead, CO 80542

Hurt Family Revocable Trust dated June 12,
2008
14278 Weld County Road 7
Mead, CO 80542

Rodney and Cindy Schmidt, JT
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Longmont, CO 80504-6207

Donald C. Hilgers Revocable Living Trust
dated August 31, 2004
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Colorado Department of Transportation
Property Management Program
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Golden, CO 80401

Donald C. Hilgers
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14710 CR 7
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Neil and Linda Poole, JT
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Mead, CO 80542-0279

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Jeffrey and Lori McKuster, JT
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James and Danean Burglin, JT
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Mead, CO 80542

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