

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

IN THE MATTER OF AN APPLICATION BY KERR-	)	
MC GEE OIL & GAS ONSHORE LP FOR AN ORDER	)	CAUSE NO. _____
POOLING ALL INTERESTS IN TWO APPROXIMATE	)	
800-ACRE ESTABLISHED HORIZONTAL WELLBORE	)	DOCKET NO. <i>To be assigned</i>
SPACING UNITS LOCATED IN SECTIONS 5 AND 8,	)	
TOWNSHIP 1 NORTH, RANGE 67 WEST, 6 <sup>TH</sup> P.M. AND	)	
SECTIONS 29 AND 32, TOWNSHIP 2 NORTH, RANGE	)	
67 WEST , 6 <sup>TH</sup> P.M., FOR THE DEVELOPMENT/	)	
OPERATION OF THE NIOBRARA AND CODELL	)	
FORMATIONS, WATTENBERG FIELD, WELD	)	
COUNTY, COLORADO	)	

APPLICATION

Kerr-McGee Oil & Gas Onshore LP ("Kerr-McGee" or "Applicant"), by and through its attorneys, Beatty & Wozniak, P.C., respectfully submits this Application to the Oil and Gas Conservation Commission of the State of Colorado (the "Commission") for an order pooling all interests in two approximate 800-acre horizontal wellbore spacing units established for portions of Sections 5 and 8, Township 1 North, Range 67 West, 6<sup>th</sup> P.M. and Sections 29 and 32, Township 2 North, Range 67 West, 6<sup>th</sup> P.M., for development and operation of the Codell and Niobrara Formations, as applicable. In support of its Application, 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 substantial leasehold interests in the below-listed lands:

Township 1 North, Range 67 West, 6<sup>th</sup> P.M.

Section 5:      W½  
Section 8:      N½NW¼

Township 2 North, Range 67 West, 6<sup>th</sup> P.M.

Section 29:     S½SW¼  
Section 32:     W½

Weld County, Colorado

These lands are hereinafter referred to as the "Application Lands" and depicted in Exhibit A attached hereto.

3. 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 recompleat 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.

4. Pursuant to Rule 318A., Applicant designated an approximate 800-acre horizontal wellbore spacing unit, comprised of the Application Lands, for the NRC 29N-32HZ well (API No. Pending) for production of oil, gas and associated hydrocarbons from the Niobrara Formation. Applicant notified all owners in the proposed wellbore spacing unit pursuant to Rule 318A.e.(6). Applicant did not receive objections to the establishment of the proposed horizontal wellbore spacing unit within the 30-day response period.

5. Pursuant to Rule 318A., Applicant also designated an approximate 800-acre horizontal wellbore spacing unit, comprised of the Application Lands, for NRC 4C-32HZ well (API No. 05-123-39184) for production of oil, gas and associated hydrocarbons from the Codell Formation. Applicant notified all owners in the proposed wellbore spacing unit pursuant to Rule 318A.e.(6). Applicant did not receive objections to the establishment of the proposed horizontal wellbore spacing unit within the 30-day response period.

6. The NRC 29N-32HZ well and NRC 4C-32HZ well are hereinafter referred to as the "Subject Wells."

7. Acting pursuant to the relevant provisions of §34-60-116(6) & (7), C.R.S., and Rule 530., Applicant seeks an order pooling all interests, including, but not limited to, any nonconsenting interests, in two approximate 800-acre horizontal wellbore spacing units established for the Application Lands for the development and operation of the Codell and Niobrara Formations, as applicable.

8. Applicant requests that the pooling order entered as a result of this Application be made effective as of the date of this Application.

9. Further, Applicant requests 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 Subject Wells, are made subject to the cost recovery provisions of §34-60-116(7), C.R.S.

10. The granting of this Application is in accord with the Oil and Gas Conservation Act, found at §34-60-101, *et seq.*, C.R.S., and the Commission rules.

11. Applicant requests that relief granted under this Application should be effective on oral order by the Commission, and Applicant hereby agrees to be bound by said oral order.

12. That the names and addresses of the interested parties (persons who own any interest in the mineral estate of the tracts to be pooled, except owners of overriding royalty interest) according to the information and belief of the Applicant are set forth in Exhibit B attached hereto. The Applicant shall submit a certificate of service for the Application within the seven days as required by Rule 503.e.

WHEREFORE, Applicant respectfully requests that this matter be set for hearing, that notice be given as required by law and that upon such hearing, this Commission enter its order:

A. Pooling all interests in the Application Lands for the development and operation of the Codell and Niobrara Formations, as applicable, with the pooling order made effective as of the date of this Application.

B. 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 Subject Wells, are pooled by operation of statute, pursuant to §34-60-116(6) & (7), C.R.S., and made subject to the cost recovery provisions thereof.

C. For such other findings and orders as the Commission may deem proper or advisable in the premises.

DATED this 17<sup>th</sup> day of April, 2014.

Respectfully submitted,

**KERR-MCGEE OIL & GAS ONSHORE LP**

By: 

Robert A. Willis (Colorado Bar No. 26038)

Jillian Fulcher (Colorado Bar No. 45010)

Beatty & Wozniak, P.C.

Attorneys for Applicant

216 16th Street, Suite 1100

Denver, Colorado 80202

(303) 407-4499

rwillis@bwenergylaw.com

jfulcher@bwenergylaw.com

Address of Applicant

Kerr-McGee Oil & Gas Onshore LP

ATTN: Nikkie Nigro

1099 18<sup>th</sup> Street, Suite 1800

Denver, Colorado 80202

## VERIFICATION

STATE OF COLORADO

)

) ss.

CITY &amp; COUNTY OF DENVER

)

Lauren Anderson, Landman II for Kerr-McGee Oil & Gas Onshore LP, upon oath deposes and says that she has read the foregoing Application and that the statements contained therein are true to the best of her knowledge, information and belief.

KERR-MCGEE OIL &amp; GAS ONSHORE LP

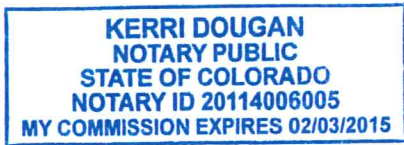
WATERBURY

Lauren Anderson

Subscribed and sworn to before me this 15th day of April, 2014, by Lauren Anderson,  
Landman II for Kerr-McGee Oil & Gas Onshore LP.

Witness my hand and official seal.

My commission expires: 02/03/2015



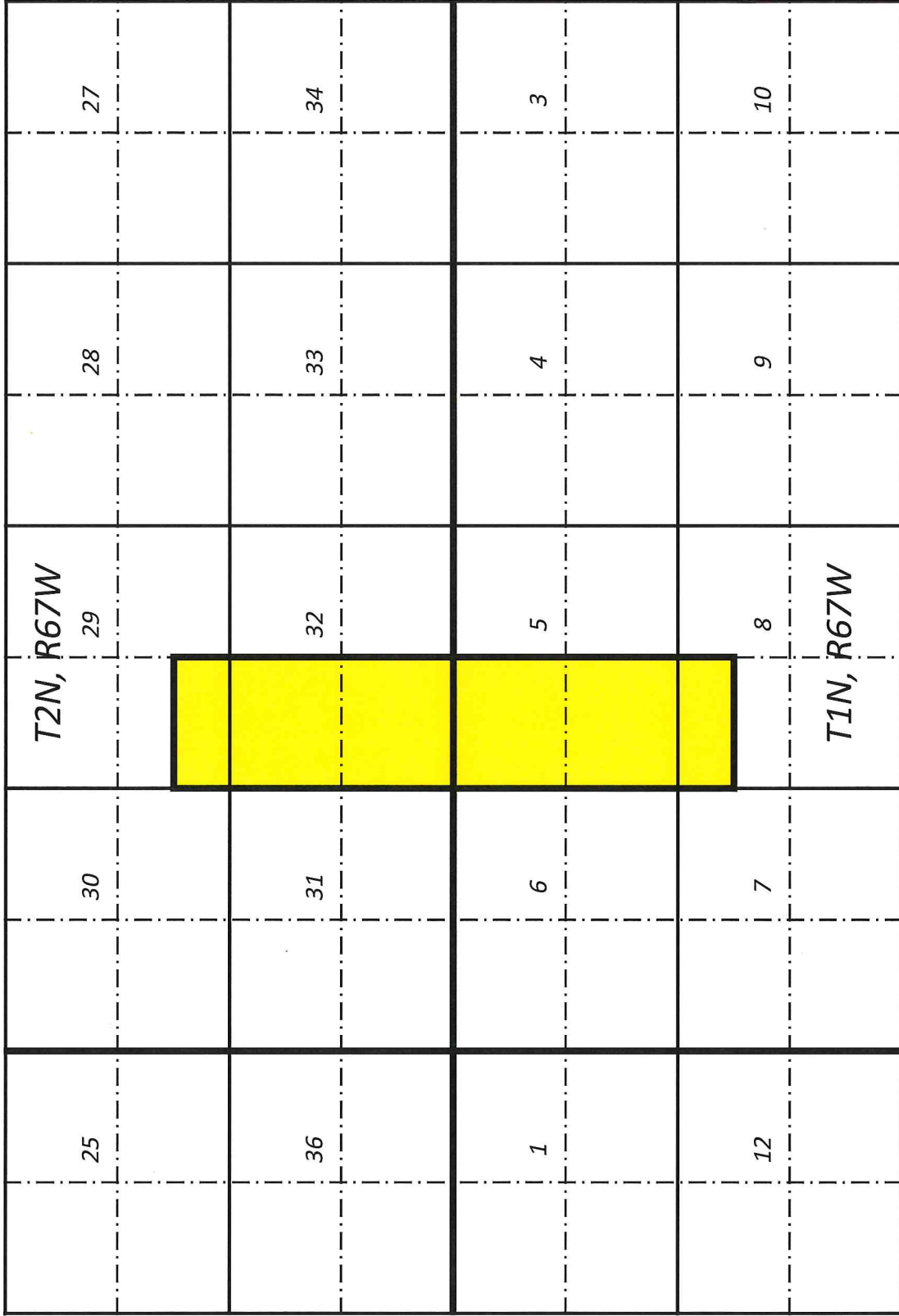
Keri Dorgan  
Notary Public

Notary Public

**Exhibit A**  
Application Map

T1N, R67W & T2N, R67W  
Weld County

Application lands - 



## EXHIBIT B

### INTERESTED PARTIES

The names and addresses of the interested parties (persons who own any interest in the mineral estate of the tracts to be pooled, except owners of overriding royalty interest) according to the information and belief of the Applicant are set forth in this Exhibit B.

KERR-MCGEE OIL & GAS ONSHORE LP  
1099 18TH STREET, SUITE 1800  
DENVER, COLORADO 80202

ANADARKO E&P ONSHORE, LLC  
PO BOX 1330  
HOUSTON, TX 77251-1330

ANDREW B. RICE AND IMRIE RICE ANDERSON, CO-  
TRUSTEES OF THE JAMES AND SUSAN RICE FAMILY  
TRUST DATED JULY 19, 1990  
1424 FAWN ST  
ONTARIO, CA 91762

C&M RESOURCES, LLC  
16 SUNSET CIRCLE  
LONGMONT, CO 80501

C. ROBERT MORRIS AND SANDRA M. MORRIS, JOINT  
TENANTS  
1200 KENWOOD PARKWAY  
MINNEAPOLIS, MINNESOTA 55405

CHARLES EMERSON HAMLY  
7808 MULBERRY BOTTOM LANE  
SPRINGFIELD, VIRGINIA 22153-2311

CHARLES GRANT  
PO BOX 908  
LONGMONT, CO 80502-0908

CHARLES STROMQUIST  
12467 OXFORD ROAD  
LONGMONT, COLORADO 80504

COLORADO NATIONAL BANK OF DENVER, TRUSTEE  
PO BOX 17532  
DENVER, CO 80217

COLUMBINE JERSEY FARMS, INC.  
1133 PUNTA  
GORDA, FLORDIA 33950

CROSIER, HALL & KELLY PARTNERSHIP  
5285 S LAREDO WAY  
CENTENNIAL, COLORADO 80015

DOROTHA STROMQUIST EKK  
1097 PURDUE DRIVE  
LONGMONT, COLORADO 80503-3649

BEATTY & WOZNIAK, P.C.  
216 16TH STREET, SUITE 1100  
DENVER, COLORADO 80202

HELLEN RICE CROWE LIVING TRUST  
PO BOX 31101  
FLAGSTAFF, ARIZONA 86003

HURLEY HOLDING CO., LLC  
9 WICKERSELL CT  
COLUMBIA, S. CAROLINA 29212

IRENE H. HAMLY, TRUSTEE OF THE IRENE H. HAMLY  
TRUST  
PO BOX 1061  
BLACK MOUNTAIN, NC 28711-1061

JAMES PERRIN RICE  
733 EAST GLENHAVEN DRIVE  
PHOENIX AZ 85048

JAMIE MODRALL  
7168 BUENA VISTA STREET  
PRAIRIE VILLAGE KS 66208

JERRI LYNN MODRALL DOERING  
9025 SILVER BIRCH BLVD  
FREDERICK, COLORADO 80504

JLW INVESTMENTS, LLC  
351 GLENCOE ST  
DENVER, COLORADO 80220

JON MCCLELLAN RICE  
PO BOX 352  
BAILEY, CO 80421

KBL MINERAL COMPANY, LLC  
410 17TH ST STE 1150  
DENVER, COLORADO 80202

KIM WALLACE HARTMAN  
3337 S CHESTER CT  
DENVER, CO 80231

LORRAINE STROMQUIST KNAUS  
8152 N 119TH ST  
LONGMONT, COLORADO 80504

DOROTHEA STROMQUIST EKX  
1097 PURDUE DRIVE,  
LONGMONT, CO 80503-3649

DOUGLAS GRANT  
1217 FOX HILL DR  
LONGMONT, COLORADO 80501-5212

EDWARD L. HANKS  
PO BOX 572  
MAYER, AZ 86333-0572

GRANT BROTHERS, LLP  
P O BOX 908  
LONGMONT, COLORADO 80502-0908

NRC-CO 1, LLC  
755 E MULBERRY AVE  
SAN ANTONIO, TX 78212

NRC-CO 2, LLC  
755 E MULBERRY AVE  
SAN ANTONIO, TX 78212

NRC-CO 3, LLC  
755 E MULBERRY AVE  
SAN ANTONIO, TX 78212

RICHARD JOHN HARTMAN  
1651 ADAMS ST  
DENVER, CO 80206

RONALD L. ANDERSON AND IMRIE V. ANDERSON, CO-  
TRUSTEES OF THE RONALD AND IMRIE ANDERSON  
FAMILY TRUST DATED JULY 21, 2006  
2855 BLUE SKY CIRCLE  
ERIE, CO 80516

ROWLAND EMERSON HAMLY  
106 TERRACE LANE  
INTERNATIONAL FALLS, MINNESOTA 56649

LOUISE C. NULL  
7613 EAST GOLF LINKS  
TUCSON, ARIZONA 85730-1117

MALLARD LLC  
1649 METROPOLITAN DR  
LONGMONT, COLORADO 80501

MARGARET BOYLE JORGENSEN  
46 HACIENDA CARMEL  
CARMEL, CALIFORNIA 93923

WALLACE GRANT  
PO BOX 908  
LONGMONT, CO 80502-0908

ALGAR LAND & MINERAL TRUST  
P.O. BOX 5382  
KATY, TX 77491

AQUARIUS LAND & MINERAL TRUST  
P.O. BOX 941332  
HOUSTON, TX 77094-8332

CORNERSTONE LAND & MINERAL TRUST  
P.O. BOX 440783  
HOUSTON, TX 77244-0783

J.M. NASH, JR.  
22502 TULLIS TRAIL COURT  
KATY, TX 77494

PYRAMID TRUST  
P.O. BOX 941332  
HOUSTON, TX 77094-8332

KERR-MCGEE OIL & GAS ONSHORE LP  
P.O. BOX 173779  
DENVER, CO 80217-3779

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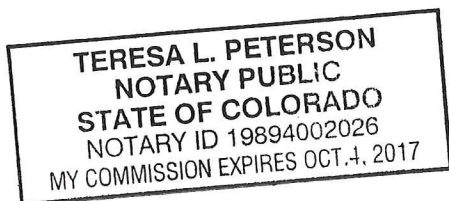
Jennifer Pittenger, of lawful age, and being first duly sworn upon her oath, states and declares:

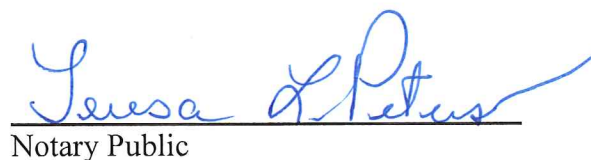
That she is a Legal Assistant at Beatty & Wozniak, P.C., attorneys for Kerr-McGee Oil & Gas Onshore LP, and on or before April 24<sup>th</sup>, 2014, caused a copy of the attached Application to be deposited in the United States Mail, postage prepaid, addressed to the parties listed on Exhibit B to the Application.

  
Jennifer Pittenger

Subscribed and sworn to before me this 17<sup>th</sup> day of April, 2014.

Witness my hand and official seal.



  
Notary Public