

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

IN THE MATTER OF AN APPLICATION BY KERR- )  
MCGEE OIL & GAS ONSHORE LP FOR AN ORDER ) CAUSE NO. \_\_\_\_  
POOLING ALL INTERESTS IN AN APPROXIMATE )  
480-ACRE ESTABLISHED HORIZONTAL WELLBORE ) DOCKET NO. *To be assigned*  
SPACING UNIT LOCATED IN SECTIONS 22 )  
THROUGH 27, TOWNSHIP 3 NORTH, RANGE 68 )  
WEST, 6<sup>TH</sup> P.M., FOR THE )  
DEVELOPMENT/OPERATION OF THE CODELL )  
FORMATION, 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 an approximate 480-acre horizontal wellbore spacing unit established for portions of Sections 22 through 27, Township 3 North, Range 68 West, 6<sup>th</sup> P.M., for development and operation of the Codell Formation. 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 3 North, Range 68 West, 6<sup>th</sup> P.M.

Section 22: SE $\frac{1}{4}$ SE $\frac{1}{4}$   
Section 23: S $\frac{1}{2}$ S $\frac{1}{2}$   
Section 24: SW $\frac{1}{4}$ SW $\frac{1}{4}$   
Section 25: NW $\frac{1}{4}$ NW $\frac{1}{4}$   
Section 26: N $\frac{1}{2}$ N $\frac{1}{2}$   
Section 27: NE $\frac{1}{4}$ NE $\frac{1}{4}$

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 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.

4. Pursuant to Rule 318A., Applicant designated an approximate 480-acre horizontal wellbore spacing unit, comprised of the Application Lands, for the Douthit 26C-27HZ well (API No. Pending) ("Well") 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.

5. 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 and leased mineral interests, in the approximate 480-acre horizontal wellbore spacing unit established for the Application Lands for the development and operation of the Codell Formation.

6. That certain royalty owners whose oil and gas leases pre-date the widespread use of horizontal drilling and did not contemplate formation of horizontal wellbore spacing units under Rule 318A. have not agreed to participate in the wellbore spacing unit for purposes of royalty payments. Applicant has contacted each of these royalty owners, or has made diligent efforts to do so, to obtain their consent to participate in the wellbore spacing unit for purposes of royalty payments. Applicant has not been able to contact some of these individuals, or has received no response from them.

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

8. 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 Well, are made subject to the cost recovery provisions of §34-60-116(7), C.R.S.

9. 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.

10. 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.

11. 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 approximate 480-acre horizontal wellbore spacing unit established for the Application Lands for the development and operation of the Codell Formation, 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 Well, 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.  
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(303) 407-4499  
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Address of Applicant  
Kerr-McGee Oil & Gas Onshore LP  
ATTN: Nikkie Nigro  
1099 18<sup>th</sup> Street, Suite 1800  
Denver, Colorado 80202

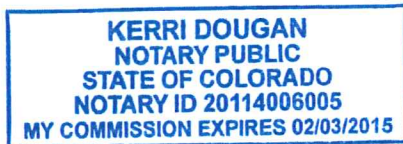
STATE OF COLORADO )  
 ) ss.  
CITY & COUNTY OF DENVER )

KERR-MCGEE OIL &amp; GAS ONSHORE LP

Lauren Anderson  
Lauren Anderson

Witness my hand and official seal.

My commission expires: 02/03/2015



Keri Dorgan  
Notary Public

T3N, R68W  
Weld County

**Exhibit A**  
Application Map



Application lands -

16	15	14	13	18
21	22	T3N, R68W	24	19
28	27		25	30
33	34		36	31

## 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 18<sup>TH</sup> STREET, SUITE 1800  
DENVER, CO 80202

AMERCO REAL ESTATE COMPANY  
272 N CENTRAL AVE.  
PHOENIX, AZ 85004

ANADARKO E&P COMPANY, LP  
1201 LAKE ROBBINS DRIVE  
SPRINT, TEXAS 77380

ASHWORTH AT 60TH, L.C.  
6400 WESTOWN PKWY WEST  
DES MOINES, IA 50266

AW ET AL.  
C/O ALAN WOODBURY  
4641 WILD INDIGO, #441  
HOUSTON, TX 77027

BARBARA M. WHITE  
549 LONGHURST PL.,  
BRIGHTON, CO 80601

ESTATE OF GENEVIEVE JACOBS  
C/O TR BEECHER JR ESQUIRE  
2100 MAIN PLACE TOWER  
BUFFALO, NEW YORK, 14202-3721

ESTER K. OFFEN  
2459 S. WORCHESTER CT. UNIT D  
AURORA CO 80014

FLOWER SOUTH BEACH, LLC  
909 THIRD AVE  
NEW YORK, NY 10022

GILBERT C. SWANSON, JR.  
300 RIVERVIEW CT.  
LONGMONT, CO 80501

HARVEY KATZ AND MIRELLE KATZ, JOINT TENANTS  
5151 SAN FELIPE, SUITE 2325  
HOUSTON, TX 77056

JOSEPHINE E. WARREN (T.J. RADEMACHER ESTATE)  
12795 COLUMBINE DR.  
LONGMONT CO 80504

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

COLORADO DEPARTMENT OF TRANSPORTATION  
ATTN: DAVID FOX  
15285 S. GOLDEN ROAD BLDG 47  
GOLDEN, CO 80401

COLORADO LAND SERVICES, LLC  
1051 D WEST HIGHWAY 34  
LOVELAND CO 80537

DONALD C. HILGERS REVOCABLE LIVING TRUST DATED  
AUGUST 31, 2004  
2322 S ROGERS VILLA 20  
MEA, AZ 85202

DOUTHIT MINERALS, LLC  
4886 STATE HWY 66  
LONGMONT, CO 80504

EDWARD AND MAGDALEN RADEMACHER LIVING TRUST  
2439 EAGLE VIEW CIR.  
LONGMONT CO 80504

HELEN P. WADLE  
9631 MAJESTIC DRIVE  
LONGMONT, CO 80504

HP-FARMS ROYALTY, LLC  
6850 TPC DRIVE, SUITE 202  
MCKINNEY, TX 75070

JASMINE MORAN CHILDREN'S MUSEUM FOUNDATION,  
INC.  
P.O. BOX 1828  
SEMINOLE, OK 74818-1828

JEFFREY W. RANKIN, TRUSTEE OF THE JAY SWANSON  
RESIDUARY TRUST  
900 ROCKMEAD DRIVE, UNIT 102  
KINGWOOD, TEXAS 77339-2285

JMH INVESTMENTS, INC.  
8110 RUSSELL CURRY ROAD  
ARLINGTON, TX 76001

LONGS PEAK EQUIPMENT PROPERTIES, LLC  
4322 STATE HIGHWAY 66  
LONGMONT, CO 80504

KIM SCAFF  
21931 E. RIDGE TRAIL CIR.  
AURORA CO 80016

KLEIMOR ENERGY, LLC  
8451 OREGON PLACE  
DENVER, CO 80231

KRISTINE BOWYER  
1651 DOPPLER ST.  
STRASBURG CO 80136

L & J LAND, LLC  
13184 WCR 13  
LONGMONT, CO 80504

MEAD CROSSINGS, LLC  
1200 17TH ST., SUITE 850  
DENVER, CO 80202-5835

NAUMAN FAMILY LLC  
5660 DUDLEY ST.  
ARVADA, CO 80002

NEXT ENERGY, LLC  
100 BROADWAY SUITE, 2460  
OKLAHOMA CITY, OK 73102

PEYTON ENERGY, LP  
6850 TPC DR STE 202  
MCKINNEY, TX 75070

R. L. ZINN, ET AL. #2, LTD.  
3400 BISSONNET, SUITE 250  
HOUSTON, TX 77005

LAURA B. MEREDITH  
704 HIDEAWAY TERRACE  
VISTA CA 92081

RICHARD L. WURTELE AND PATRICIA ANN WURTELE,  
TRUSTEES OF THE RICHARD AND PATRICIA WURTELE  
FAMILY TRUST  
17323 TARTAN TERRACE  
RAMONA CA 92065-6965

ROSEMARY A. AMES (T.J.RADEMACHER ESTATE)  
7075 BRIGADOON DR.  
LONGMONT, CO 80503

JOHN E. MEREDITH, TRUSTEE OF THE ROGER  
MEREDITH IRREVOCABLE TRUST, ESTABLISHED  
AUGUST 31, 2012  
126 RAMONA REAL  
RAMONA CA 92065

SEALARK INVESTMENTS, LLC  
4900 WOODWAY DRIVE, SUITE 800  
HOUSTON, TX 77056

LYONS 66 PACIFIC LLC  
7262 S BOULDER RD.  
BOULDER, CO 80303

MADANT ENERGY, LLC  
3751 S PONTIAC WAY  
DENVER, CO 80237

MADISON REYNOLDS  
150 FILBERT AVE. NO. 1  
SAUSALITO, CA 94965

MAXICA GROUP, LLC  
6788 HARVEST RD.  
BOULDER, CO 80301

RADEMACHER TRUST, LLC  
13184 WCR 13  
LONGMONT CO 80504

RITA M. REGNIER (T.J. RADEMACHER ESTATE)  
1325 10TH AVENUE  
LONGMONT, CO 80501

ROBERT M. RADEMACHER (ALSO T.J. RADEMACHER  
ESTATE)  
13774 E. I-25 FRONTAGE RD  
LONGMONT CO 80504

ROGER MEREDITH  
13184 WCR 13  
LONGMONT, COLORADO 8050  
4  
JOHN E. MEREDITH  
126 RAMONA REAL  
RAMONA CA 92065

SHIRLEY K. LEEPER  
11245 LEWISTOWN ST.  
COMMERCE CITY CO 80022-9763

SIDNEY MORAN  
18 HUDSON CIRCLE  
HOUSTON, TX 77024

TERESA M. APPLEHANS  
11335 FRANKLIN ST.  
NORTHGLENN, CO 80233

THE FIRST NATIONAL BANK OF OMAHA, TRUSTEE OF THE  
TESTAMENTARY TRUST ESTABLISHED UNDER THE WILL  
OF GILBERT C. SWANSON  
PO BOX 3480  
OMAHA, NEBRASKA 68103-0480

THE GLEN S. DOUTHIT IRREVOCABLE MARITAL TRUST  
4886 STATE HWY 66  
LONGMONT, CO 80504-9613

THEODORE A. RADEMACHER (ALSO T.J.RADEMACHER  
ESTATE)  
13774 E. I-25 FRONTAGE RD  
LONGMONT CO 80504

TOWN OF MEAD  
P.O. BOX 626  
MEAD, CO 80542

TWO SISTERS, LLC  
DIXIE FOLZENLOGEN, AIF  
CHEYENNE, WY 82001

WILLIAM B. PRESTON LIVING TRUST U/A 08/26/97  
11904 ARBOR STREET, SUITE 200  
OMAHA, NEBRASKA 68114

BENSON FARMS, LLC  
530 HOLYOKE COURT  
FT. COLLINS, CO 80525-7022

CARMA BAYSHORE LLC  
188 INVERNESS DRIVE STE 150  
ENGLEWOOD, CO 80112

DAVID R. HEIL  
13977 WELD COUNTY ROAD 5  
LONGMONT, CO 80504

JAMIE MARIE HEIL  
2248 10TH AVENUE, APT K206  
LONGMONT, CO 80501

JOYCE LYNN WAGNER-KNIGHT  
12811 SW 35TH STREET  
TOPEKA, KS 66614

JUNE A. DOLAN  
2800 DESERT ZINNIA LANE  
LAS VEGAS, NV 89135

DARRELL FELTON  
9738 WELD COUNTY ROAD 4  
BRIGHTON, COLORADO 80601

ESTATE OF LESLIE T. MAJOR  
8985 E 162 AVE.  
BRIGHTON, COLORADO 80602

GARY WOODS FAMILY TRUST  
ATTN: SANDRA WOODS  
80 COMSTOCK PLACE  
CASTLE ROCK, CO 80108

MARCIA L. GREEN TRUST  
1049 HARRISON  
LOVELAND, CO 80537

SHARYL J. HARSTON REVOCABLE TRUST  
7976 SOUTH SHAWNEE STREET  
AURORA, CO 80016

WOODS FAMILY TRUST  
530 HOLYOKE COURT  
FORT COLLINS, CO 80525

BERNICE L. BONDE  
2018 RIDGEVIEW DRIVE  
LONGMONT, CO 80504

MICHAEL H. WAGNER  
3499 PARK RIDGE ROAD  
MAHTOWA, MINNESOTA 55707-8640

TIMOTHY S. HEIL  
PO BOX 173  
LA BARGE, WY 83123

TIMOTHY S. HEIL, TRUSTEE FOR ASHLEY MARIE HEIL...  
PO BOX 173  
LA BARGE, WY 83123

TIMOTHY S. HEIL, TRUSTEE FOR TONI RANAE HEIL...  
PO BOX 173  
LA BARGE, WY 83123

DARRELL BECK, JR.  
12231 NORTH 63RD STREET  
LONGMONT, CO 80503

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



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IN THE MATTER OF AN APPLICATION BY KERR- )  
MCGEE OIL & GAS ONSHORE LP FOR AN ORDER ) CAUSE NO. \_\_\_\_\_  
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SPACING UNIT LOCATED IN SECTIONS 22 )  
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WEST, 6<sup>TH</sup> P.M., FOR THE )  
DEVELOPMENT/OPERATION OF THE CODELL )  
FORMATION, WATTENBERG FIELD, WELD COUNTY, )  
COLORADO )

AFFIDAVIT OF MAILING

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

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

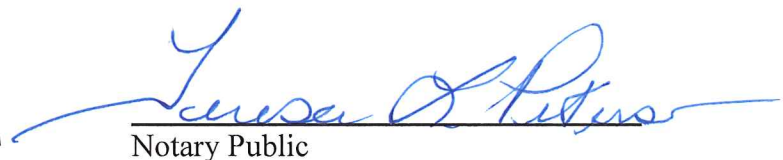
That she is a Legal Assistant at Beatty & Wozniak, P.C., attorneys for Kerr-McGee Oil & Gas Onshore LP, and on or before April 24<sup>th</sup>, 2014, caused a copy of the attached Application to be deposited in the United States Mail, postage prepaid, addressed to the parties listed on Exhibit B to the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