

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 TWO APPROXIMATE	)	
480-ACRE ESTABLISHED HORIZONTAL WELLBORE	)	DOCKET NO. <i>To be assigned</i>
SPACING UNITS LOCATED IN SECTIONS 25	)	
THROUGH 27, TOWNSHIP 3 NORTH, RANGE 68	)	
WEST, 6 <sup>TH</sup> P.M., FOR THE	)	
DEVELOPMENT/OPERATION OF THE CODELL AND	)	
NIOBRARA 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 480-acre horizontal wellbore spacing units established for portions of Sections 25 through 27, Township 3 North, Range 68 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 3 North, Range 68 West, 6<sup>th</sup> P.M.  
Section 25: SW<sup>1</sup>/<sub>4</sub>NW<sup>1</sup>/<sub>4</sub>, NW<sup>1</sup>/<sub>4</sub>SW<sup>1</sup>/<sub>4</sub>  
Section 26: S<sup>1</sup>/<sub>2</sub>N<sup>1</sup>/<sub>2</sub>, N<sup>1</sup>/<sub>2</sub>S<sup>1</sup>/<sub>2</sub>  
Section 27: SE<sup>1</sup>/<sub>4</sub>NE<sup>1</sup>/<sub>4</sub>, NE<sup>1</sup>/<sub>4</sub>SE<sup>1</sup>/<sub>4</sub>

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 40C-27HZ well (API No. Pending) 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. Pursuant to Rule 318A., Applicant also designated an approximate 480-acre horizontal wellbore spacing unit, comprised of the Application Lands, for the Douthit 40N-27HZ 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.

6. The Douthit 40C-27HZ well and the Douthit 40N-27HZ 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 and leased mineral interests, in two approximate 480-acre horizontal wellbore spacing units established for the Application Lands for the development and operation of the Codell and Niobrara Formations, as applicable.

8. 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 units 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 units for purposes of royalty payments. Applicant has not been able to contact some of these individuals, or has received no response from them.

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

10. 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.

11. 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.

12. 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.

13. 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 two approximate 480-acre horizontal wellbore spacing units established for 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.

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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

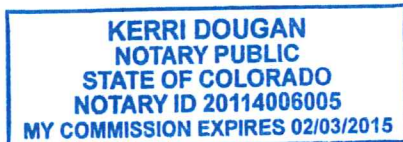
STATE OF COLORADO )  
 ) ss.  
CITY & COUNTY OF DENVER )

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	26	25	30
33	34	35	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 18TH STREET, SUITE 1800  
DENVER, COLORADO 80202

ALEXANDER PACE SCHNEIDER  
420 THROCKMORTON SUITE 710  
FORT WORTH, TX 76102-3724

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

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

BARBARA M. FOOS  
C/O GUARANTY BANK & TRUST  
ATTN: SARAH STERKEL  
PO BOX 1159  
LONGMONT, CO 80502

BARBARA M. WHITE  
549 LONGHURST PL.  
BRIGHTON CO 80601

BRETT G. TAYLOR ROYALTY TRUST  
PO BOX 9  
ALED0, TX 76008

CENTENNIAL BANK OF THE WEST, TRUSTEE OF THE  
EDWIN ANDERSON FAMILY TRUST  
ATTN: AMY LOVELL CONTROLLER  
100 OAK AVE  
EATON, CO 80615

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

BEATTY & WOZNIAK, 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

COURTENAY A. TAYLOR ROYALTY TRUST  
PO BOX 720429  
DALLAS, TX 75372

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

ECAP III & COMPANY  
420 THROCKMORTON SUITE 710  
FORT WORTH, TX 76102-3724

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

EQUITY TRUST COMPANY, CUSTODIAN FBO  
WILLIAM K. GOEKEN IRA  
15683 CESSNA ROAD  
JUSTIN, TX 76247

JAMES E. ANDERSON  
6876 COUNTY ROAD 5  
ERIE, CO 80516

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

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

HELEN P. WADLE  
9631 MAJESTIC DRIVE  
LONGMONT, CO 80504

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

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

KLABZUBA OIL & GAS, INC.  
PO BOX 961102  
FORT WORTH, TX 76161-1102

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

LEIGH S. TAYLOR  
420 THROCKMORTON SUITE 710  
FORT WORTH, TX 76102-3724

LOUISE ANDERSON  
C/O GUARANTY BANK & TRUST  
ATTN: SARAH STERKEL  
PO BOX 1159  
LONGMONT, CO 80502

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

PALLAS MINERALS, LLC  
302 FAIRWAY COURT  
WEATHERFORD, TX 76087

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

JENNIFER LEIGH PACE  
420 THROCKMORTON SUITE 710  
FORT WORTH, TX 76102-3724

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C/O GUARANTY BANK & TRUST  
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LONGMONT, CO 80502

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119 HIGHLAND DRIVE  
ALED0, TX 76008

LOWRY ENERGY PARTNERS  
ATTN: LEN LOWRY  
1106 ASPEN COURT  
ROCKWALL, TX 75087

MADANT ENERGY, LLC  
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DENVER, CO 80237

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

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

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

MICHAEL C. BARTON AND KATHRYN S. BARTON  
1412 KEENELAND HILL  
ALED0, TX 76008

NAUMAN FAMILY LLC  
5660 DUDLEY ST.  
ARVADA, CO 80002

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(ALSO T.J. RADEMACHER ESTATE)  
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LONGMONT CO 80504

ROBERT R. RADEMACHER AND DIANE  
RADEMACHER, JOINT TENANTS  
13728 E I-25 FRONTAGE ROAD  
LONGMONT, COLORADO 80504-9653

ROGER MEREDITH  
13184 WCR 13  
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R. L. ZINN, ET AL. #2, LTD.  
3400 BISSONNET, SUITE 250  
HOUSTON, TX 77005

RADEMACHER TRUST LLC  
13184 WCR 13  
LONGMONT CO 80504

REMLAP, LLC  
ATTN: MICHAEL PALMER  
2319 COLONIAL PKWY  
FORT WORTH, TX 76109

RITA M. REGNIER  
1325 10TH AVENUE  
LONGMONT, CO 80501

ROBERT AND JANICE RADEMACHER LIVING TRUST  
DATED JULY 10, 2007  
13774 E 1-25 FRONTAGE ROAD  
LONGMONT, COLORADO 80504

SARAH SYKES LAMENSDORF  
420 THROCKMORTON SUITE 710  
FORT WORTH, TX 76102-3724

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420 THROCKMORTON SUITE 710  
FORT WORTH, TX 76102-3724

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4900 WOODWAY DRIVE, SUITE 800  
HOUSTON, TX 77056

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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 BILLY R. TAYLOR AND JOYCE C. TAYLOR TRUST  
210 WILLOWOOD LANE  
LEVELLAND, TX 79336

THE BURNETT FOUNDATION, A TEXAS NON-PROFIT  
CORPORATION  
801 CHERRY STREET, UNIT 16, SUITE 1585  
FORT WORTH, TX 76102

JOHN E. MEREDITH  
126 RAMONA REAL  
RAMONA CA 92065

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

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

ROSEMARY A. AMES  
7075 BRIGADOON DR.  
LONGMONT, CO 80503

THE HIGHLAND DITCH COMPANY  
P.O. BOX 649  
MEAD, CO 80542-0649

THE ROACH 2002 TRUST II  
FORT WORTH CLUB TOWER PEN II-J  
777 TAYLOR STREET  
FORT WORTH, TX 76102-4919

THE ROACH FOUNDATION  
FORT WORTH CLUB TOWER PEN II-J  
777 TAYLOR STREET  
FORT WORTH, TX 76102-4919

THE TRUSTEES OF THE WILLIAM EDWARDS TRUST  
MOUNTAIN PARKS BANK  
PO BOX 1704  
BOULDER, CO 80308-7040

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

TIMOTHY I. AND GINNY L. BUTTERFIELD  
REVOCABLE TRUST  
185 LAKEVIEW DRIVE  
ALED0, TX 76008

TRINITY MINERALS, A JOINT VENTURE  
ATTN: MARY ANN GIORDANO  
PO BOX 17418  
FORT WORTH, TX 76102

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



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

BERNICE L. BONDE  
2018 RIDGEVIEW DRIVE  
LONGMONT, CO 80504

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

CHRISTOPHER J. WAGNER  
13600 WELD COUNTY ROAD 11  
LONGMONT, CO 80504

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

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

WILMA L. GANTZ REVOCABLE TRUST  
2306 CALLE DE RAFAEL NE  
ALBUQUERQUE, NM 87122

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

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

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

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WELD COUNTY, COLORADO )

AFFIDAVIT OF MAILING

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

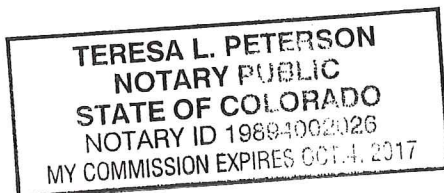
Jennifer Pittenger, of lawful age, and being first duly sworn upon her oath, states and declares:

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, 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