

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)
240-ACRE ESTABLISHED HORIZONTAL WELLBORE) DOCKET NO. *To be assigned*
SPACING UNIT LOCATED IN SECTIONS 25)
THROUGH 27, TOWNSHIP 3 NORTH, RANGE 68)
WEST, 6TH 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 240-acre horizontal wellbore spacing unit established for portions of Sections 25 through 27, Township 3 North, Range 68 West, 6th 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, 6th P.M.

Section 25: NW¹/₄SW¹/₄

Section 26: N¹/₂S¹/₂

Section 27: NE¹/₄SE¹/₄

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 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 240-acre horizontal wellbore spacing unit, comprised of the Application Lands, for the Douthit 9C-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 240-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 240-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 17th day of April, 2014.

Respectfully submitted,

KERR-MCGEE OIL & GAS ONSHORE LP

By: 
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Jillian Fulcher (Colorado Bar No. 45010)
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Address of Applicant

Kerr-McGee Oil & Gas Onshore LP
ATTN: Nikkie Nigro
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Denver, Colorado 80202

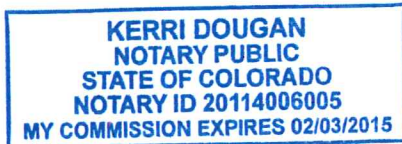
STATE OF COLORADO)
) ss.
CITY & COUNTY OF DENVER)

KERR-MCGEE OIL & 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

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

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

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

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

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

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

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

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

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

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

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

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

KENT S. AND ROBIN L. BOOMER REVOCABLE TRUST
119 HIGHLAND DRIVE
ALED0, TX 76008

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

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

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

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

LOUISE ANDERSON
C/O GUARANTY BANK & TRUST, ATTN: SARAH
STERKEL, PO BOX 1159, LONGMONT, CO 80502
LOWRY ENERGY PARTNERS
ATTN: LEN LOWRY
1106 ASPEN COURT
ROCKWALL, TX 75087

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

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

PALLAS MINERALS, LLC
302 FAIRWAY COURT
WEATHERFORD, TX 76087

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

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

SARATOGA OIL, LTD.
420 THROCKMORTON SUITE 710
FORT WORTH, TX 76102-3724

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

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

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

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

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

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

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

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AFFIDAVIT OF MAILING

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

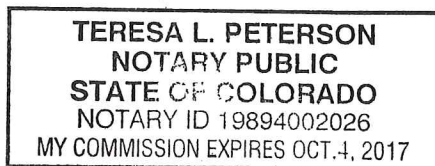
Jennifer Pittenger, of lawful age, and being first duly sworn upon her oath, states and declares:

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 17th day of April, 2014.

Witness my hand and official seal.




Notary Public