

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 25, 26, 27, 34,)
35 AND 36, TOWNSHIP 3 NORTH, RANGE 68 WEST,)
6TH P.M., FOR THE DEVELOPMENT/OPERATION OF)
THE NIOBRARA 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 25, 26, 27, 34, 35 and 36, Township 3 North, Range 68 West, 6th P.M., for development and operation of the Niobrara 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: SW¹/₄SW¹/₄
Section 26: S¹/₂S¹/₂
Section 27: SE¹/₄SE¹/₄
Section 34: NE¹/₄NE¹/₄
Section 35: N¹/₂N¹/₂
Section 36: NW¹/₄NW¹/₄

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 State 38N-27HZ well (API No. Pending) ("Well") 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. 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 Niobrara 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 Niobrara 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: 

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@bwenenergylaw.com

jfulcher@bwenenergylaw.com

Address of Applicant

Kerr-McGee Oil & Gas Onshore LP

ATTN: Nikkie Nigro

1099 18th Street, Suite 1800

Denver, Colorado 80202

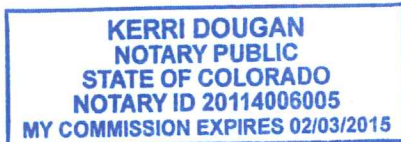
STATE OF COLORADO)
) ss.
CITY & COUNTY OF DENVER)

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

CONRAD DALE HOPP
11413 WELD COUNTY ROAD #13
LONGMONT, CO 80501

ARTHUR AND RUTH ADLER LIVING TRUST, A/K/A
LOVING® TRUST, DATED JANUARY 24, 1991
2806 LAKE PARK WAY
LONGMONT, CO 80503

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

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

DALE ADLER
7083 INGALLS STREET
ARVADA, CO 80003-3720

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

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

CAROLYN ROE
1788 W 113TH AVE.
DENVER, CO 80234-2606

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

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

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

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

EVA JANE KONG
19803 REDBEAM AVE
TORRANCE, CA 90503-1137

FLOYD ADLER
401 WESTVIEW COURT
LONGMONT, CO 80501-5223

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

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

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

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

MARTHA ANN HOPP
11413 WELD COUNTY ROAD 13
LONGMONT, COLORADO 80501

JERALD OIL, LLC
3835 E HARMONY AVE.
MESA, AZ 85206

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

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

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

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

LILY WOODEN
712 WEST STREET
FORT MORGAN, CO 80701-2839

LINDA L. ADLER
2210 69TH AVENUE
GREELEY, COLORADO 80634

ROSE C. HANSEN TRUST, DATED JULY 22, 1998
PAUL W & ROSE C HANSEN, TRUSTEES
6625 WELD COUNTY ROAD 5
ERIE, COLORADO 80516

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

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

SECOND ROYALTY LLC
9800 MT PYRAMID CT #340
ENGLEWOOD, CO 80112

SHIRLEY ANDERSON
630 LOOMIS COURT
LONGMONT, CO 80501-4753

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

MARY MCCAIN
6660 VAN GORDON COURT
ARVADA, CO 80004-2440

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

MICHAEL U. SIEGRIST
875 WEST 64TH AVENUE
DENVER, CO 80221

MICHELLE L. SANDOVAL
875 WEST 64TH AVENUE
DENVER, CO 80221

PALLAS MINERALS, LLC
302 FAIRWAY COURT
WEATHERFORD, TX 76087

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

ROBERT L. SIEGRIST
13774 E I-25 FRONTAGE ROAD
LONGMONT, COLORADO 80504

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

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

VICKI LYNN STEPHENSON
P.O. BOX 65
MEAD, CO 80542

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

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

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

WINIFRIED J. SIEGRIST
875 WEST 64TH AVENUE
DENVER, CO 80221

STATE OF COLORADO
1127 SHERMAN ST, STE 300
DENVER, CO 80203
CARMA BAYSHORE LLC
188 INVERNESS DRIVE STE 150
ENGLEWOOD, CO 80112

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

IN THE MATTER OF AN APPLICATION BY KERR-)
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THE NIOBRARA FORMATION, WATTENBERG FIELD,)
WELD COUNTY, COLORADO)

AFFIDAVIT OF MAILING

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

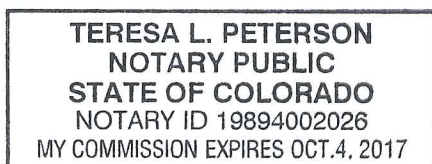
Jennifer Pittenger, of lawful age, and being first duly sworn upon her oath, states and declares:

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, 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

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

IN THE MATTER OF THE PROMULGATION AND) CAUSE NO. 407
ESTABLISHMENT OF FIELD RULES TO GOVERN)
OPERATIONS FOR THE NIOBRARA FORMATION,) DOCKET NO. 1406-UP-165
WATTENBERG FIELD, WELD COUNTY,)
COLORADO)

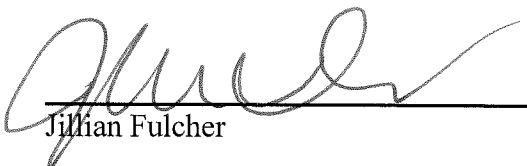
SUPPLEMENTAL AFFIDAVIT OF MAILING

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

Jillian Fulcher, of lawful age, and being first duly sworn upon her oath, states and declares:

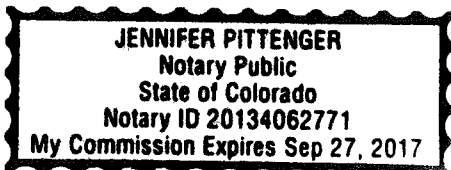
That she is the attorney for Kerr-McGee Oil & Gas Onshore LP, and that on or before August 26, 2014 she caused a copy of the above-captioned Application to be deposited in the United States Mail, postage prepaid, addressed to the party listed below.

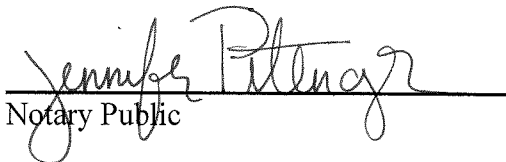
Paul W. Hansen Living Trust
Dated July 22, 1998,
Paul W. & Rose C. Hansen, Trustees
6625 Weld County Road 5
Erie, CO 80516


Jillian Fulcher

Subscribed and sworn to before me August 26, 2014.

Witness my hand and official seal.




Notary Public