

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

IN THE MATTER OF THE APPLICATION OF KERR-)	CAUSE NO.
MC GEE OIL & GAS ONSHORE LP, FOR AN ORDER)	
TO SUBJECT PREVIOUSLY UNLOCATABLE PARTIES)	DOCKET NO.
TO DOCKET NO. 1404-UP-110 (ORDER NO.)	
PENDING), POOLING ALL INTERESTS IN AN)	
APPROXIMATE 480-ACRE DESIGNATED WELLBORE)	
SPACING UNIT IN SECTIONS 22, 23 AND 24,)	
TOWNSHIP 3 NORTH, RANGE 68 WEST, 6TH P.M.,)	
FOR THE NIOBRARA FORMATION, WATTENBERG)	
FIELD, WELD COUNTY, COLORADO)	

APPLICATION

COMES NOW Kerr McGee Oil & Gas Onshore LP ("Applicant"), by and through its attorneys, Jost & Shelton Energy Group, P.C., and respectfully submits this Application to the Oil and Gas Conservation Commission of the State of Colorado ("Commission"), for an order declaring a prior order of the Commission applicable to previously unlocatable parties. The prior pooling order ("Pooling Order") in Docket No. 1404-UP-110 (Order No. Pending) pooled all interests in an approximate 480-acre designated wellbore spacing unit for the drilling of the Reynolds Cattle 32N-23HZ Well, (API 05-123-39140) ("Well") for the development of the Niobrara Formation underlying:

Township 3 North, Range 68 West, 6th P.M.

Section 22: SE $\frac{1}{4}$ NE $\frac{1}{4}$, NE $\frac{1}{4}$ SE $\frac{1}{4}$

Section 23: S $\frac{1}{2}$ N $\frac{1}{2}$, N $\frac{1}{2}$ S $\frac{1}{2}$

Section 24: SW $\frac{1}{4}$ NW $\frac{1}{4}$, NW $\frac{1}{4}$ SW $\frac{1}{4}$

480-acres, more or less, Weld County, Colorado (hereinafter
"Application Lands")

In support of its application, Applicant states and avers as follows:

1. Applicant is a corporation duly authorized to conduct business in the State of Colorado and is an operator in good standing with the Commission.
2. Applicant owns substantial leasehold interests in the Application Lands.
3. On February 19, 1992, the Commission entered Order No. 407-87 (amended August 20, 1993), which among other things, established 80-acre drilling and spacing units for the production of oil and/or gas from the Niobrara Formation underlying certain lands, with the permitted well locations in accordance with the provisions of Order No. 407-1 and allowed downhole commingling of production from the Codell and Niobrara Formations.

4. 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 the drilling of horizontal wells.

5. As of the date of this filing, the Pooling Order (Order No. Pending) is set to be entered by the Commission on April 28, 2014. The Pooling Order is set to pool all interests in an approximate 480-acre designated wellbore spacing unit for the Application Lands, for the development and operation of the Niobrara Formation, effective as of the date of the Application.

6. Applicant has since located additional interested parties who are the successors in interest to parties who had not been previously located because they appeared to be defunct entities or deceased individuals with no heirs and/or devisees. The interested parties have not previously received notice of the pooling application in Docket No. 1404-UP-110.

7. The grounds upon which Applicant sought the pooling order, and upon which the Pooling Order was entered, still pertain. Specifically:

a. Applicant owns substantial leasehold interests in the Application Lands.

b. The Application Lands were established as an approximate 480-acre designated wellbore spacing unit for the Niobrara Formation.

c. Applicant intends to drill the Reynolds Cattle 32N-23HZ Well for the production of oil and associated hydrocarbons from the Niobrara Formation underlying the Application Lands.

8. Applicant requests that the Commission subject the unnoticed interested parties to the Pooling Order, as such Pooling Order is made as of the earlier of the date of the original pooling application in Docket No. 1404-UP-104.

9. Applicant certifies that copies of this Application will be served on all persons owning an interest in the mineral estate of the tracts to be pooled within seven (7) days of the date hereof, as required by Rule 507.b(2), and that at least thirty (30) days prior to the hearing on this matter. The list of such interested parties is attached hereto as Exhibit A.

WHEREFORE, Applicant requests that this matter be set for hearing, that notice thereof be given as required by law, and that upon such hearing the Commission enter its order declaring the Pooling Order applicable to the said previously unnoticed interest

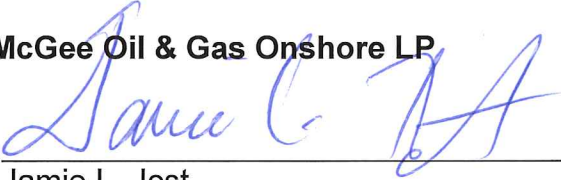
owners, and for such other findings and orders as the Commission may deem proper or advisable in the premises.

DATED this 17 day of April, 2014.

Respectfully submitted:

Kerr-McGee Oil & Gas Onshore LP

By:



Jamie L. Jost

Joseph M. Evers

Jost & Shelton Energy Group, P.C.

Attorneys for Applicant

1675 Larimer St., Suite 420

Denver, Colorado 80202

(720) 379-1812

Applicant's Address:

Kerr-McGee Oil & Gas Onshore LP

ATTN: Jamie Sullivan

1099 18th Street, Suite 1800

Denver, CO 80202

VERIFICATION

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

Jay Errebo, of lawful age, being first duly sworn upon oath, deposes and says that he is Project Land Advisor for Kerr-McGee Oil & Gas Onshore LP, and that he has read the foregoing Application and that the matters therein contained are true to the best of his knowledge, information and belief.

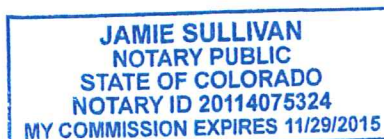


Jay Errebo
Project Land Advisor
Kerr-McGee Oil & Gas Onshore LP

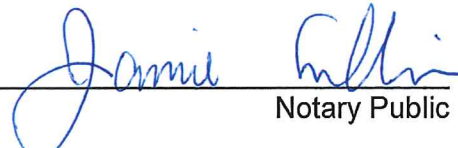
Subscribed and sworn to before me this 17th day of April 2014.

Witness my hand and official seal.

[SEAL]



My commission expires: 11/29/15



Notary Public

**BEFORE THE OIL AND GAS CONSERVATION COMMISSION
OF THE STATE OF COLORADO**

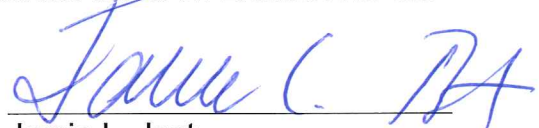
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FOR THE NIOBRARA FORMATION, WATTENBERG)
FIELD, WELD COUNTY, COLORADO)

AFFIDAVIT OF MAILING

STATE OF COLORADO)
) ss.
COUNTY OF DENVER)

Jamie L. Jost, 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, that on or before April 24, 2014, she caused a copy of the attached Application to be deposited in the United States Mail, postage prepaid, addressed to the parties listed on Exhibit A to the Application.



Jamie L. Jost

Subscribed and sworn to before me this 17 day of April, 2014.

Witness my hand and official seal.

My commission expires: 9/18/17



Notary Public

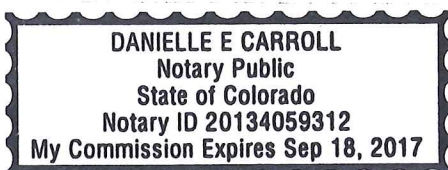


Exhibit A
Interested Parties
Statutory Pooling – Reynolds Cattle 32N-23HZ

Kerr-McGee Oil & Gas Onshore LP
1099 18th Street, Suite 1800
Denver, CO 80202

Donald C. Hilgers Revocable Living
Trust dated 8/31/04
2322 S. Rogers #20
Mesa, AZ 85202

Donald C. Hilgers
2322 S. Rogers #20
Mesa, AZ 85202

Colorado Department of Transportation
Property Leasing Mgr: DAVID FOX
4201 East Arkansas Ave., Room 212
Denver, CO 80222

Jim H. McKinstry Trust U/A dated
October 25, 1979
3750 Weld County Road 32
Mead, CO 80542

Lynda L. McKinstry Trust U/A dated
6/14/01
3750 Weld County Road 32
Mead, CO 80542

Longmont United Hospital Foundation
P.O. Box 1159
Longmont, CO 80502

Zeek Partnership, LLLP
P.O. Box 189
Mead, CO 80452

Realty Income Corporation
600 La Terraza Blvd
Escondido, CA 92025

Devisee(s) of the Estate of Theodore J.
Rademacher
c/o Louis J. Rademacher
13184 WCR 13
Longmont, CO 80501

Louis J. and Frances J. Rademacher,
Trustees of the Rademacher Living
Trust dated 3-3-1994
13184 WCR 13
Longmont, CO 80501

Rademacher Trust LLC
P.O. Box 978
Longmont, CO 80502-0978

Rosemary Ann Ames
7075 Brigadoon Drive
Longmont, CO 80503

Edward C. and Magdalen Rademacher
Living Trust dtd 5-19-1993
2439 Eagleview Circle
Longmont, CO 80504

Teresa M. Applehans
11335 Franklin Street
Denver, CO 80233

Rita M. Regnier
1325 11th Ave.
Longmont, CO 80501

Helen P. Wadle
9631 Majestic Drive
Longmont, CO 80504

Theodore A. Rademacher
10227 Echo Circle
Longmont, CO 80504

Robert M. Rademacher
13774 E I-25 Frontage Road
Longmont, CO 80504

Josephine E. Warren
12795 Columbine Drive
Longmont, CO 80504

Heirs of Pearl M. Nauman
Nauman Family LLC
5660 Dudley Street
Arvada, CO 80002

PBR Properties Joint Venture
P.O. Box 2802
Midland, TX 79702

Colorado Land Services, LLC
1051-D West Highway 34
Loveland, CO 80537

Kings Court Properties, LLLP
224 Mulligan Lake Drive
Mead, CO 80542

Gilbert C. Swanson, Jr. and
Nancy L. Swanson
300 Riverview Court
Longmont, CO 80501

Gilbert C. Swanson Testamentary Trust
c/o Farmers National, Co-Agent
P. O. Box 3480
Omaha, NE 68103-0480

LN Real Estate LLC
801 Second Avenue, Ste # 1300
Seattle, WA 98104

Garage Storage II, LLC
4075 Camelot Cir Unit 200
Longmont, CO 80504

Robert M., Janice M. and
Theodore A. Rademacher
13774 E I-25 Frontage Road
Longmont, CO 80504

The Reynolds Cattle Co.
P.O. Box 675
Longmont, CO 80502

The Leeper Family Revocable Trust
7290 Magnolia Street
Commerce City, CO 80022

Barbara M. White
549 Longhurst Place
Brighton, CO 80601

Esther K. Offen
P.O. Box 706
Eagle, CO 81631

Zundel, LLC
2510 White Wing Road
Johnstown, CO 80534

John E. White
2032 Meadow Vale Road
Longmont, CO 80504

4064 Camelot, LLC
c/o Bruce E. Miller
HC 62, Box 61
Raton, NM 87740

Apollo, LLC
c/o Anton Dworak
P. O. Box 978
Longmont, CO 80501

Kristine Bowyer
1651 Doppler Street
Strasburg, CO 80136

Kim Scaff
21931 East Ridge Trail Circle
Aurora, CO 80016

Investors Independent Trust Company
Trustee of George S. Reynolds Marital
Trust
P.O. Box 8052
Boulder, CO 80306-8052

Guaranty Bank and Trust Company
Trustee of George S. Reynolds Marital
Trust
1331 17th Street, Suite 345
Denver, CO 80202

Anadarko E&P Onshore LLC
1018 18th Street, Suite 1800
Denver, CO 80202

Benson Farms, LLC
c/o William B. Woods
530 Holyoke Court
Fort Collins, CO 80525-7022

Centennial Mineral Holdings, LLC
5950 Cedar Springs Rd, Suite 200
Dallas, TX 75235

Marcia L. Green Trust
1049 Harrison Avenue
Loveland, Colorado 80537

Sharyl J. Harston Revocable Trust
c/o 4725 S. Monaco Street, Suite 205
Denver, CO 80237

Woods Family Trust
c/o 4725 S. Monaco Street, Suite 205
Denver, CO 80237

Gary Woods Family Trust
c/o 4725 S. Monaco Street, Suite 205
Denver, CO 80237

Maxica Group, LLC
6788 Harvest Road
Boulder, CO 80301

HP-Farms Royalty, LLC
6850 TPC Drive, Suite 202
McKinney, TX 75070

William B. Preston Living Trust U/A
08/26/97
William B. and Linda L. Preston,
Trustees
11904 Arbor Street, Suite 200
Omaha, NE 68114

Two Sisters, LLC
1712 Pioneer Avenue, Suite 470
Cheyenne, WY 82001

Next Energy, LLC
c/o The Fleischaker Companies
100 Broadway, Suite 2460
Oklahoma City, OK 73102

R.L. Zinn et al #2, Ltd.
3400 Bissonnet, Suite 250
Houston, TX 77005

Peyton Energy, LP
6850 TPC Drive, Suite 202
McKinney, TX 75070

Kleimor Energy, LLC
8451 East Oregon Place
Denver, CO 80231

Sidney Moran
18 Hudson Circle
Houston, TX 77024

Jasmine Moran Children's Museum
Foundation, Inc.
P.O. Box 1828
Seminole, OK 74818-1828

Harvey Katz and Mireille Katz, JTROS
5161 San Felipe, Suite 2325
Houston, TX 77056

AW et al
c/o Alan Woodbury
4641 Wild Indigo, #441
Houston, TX 77027

Wattenberg III, LP
150 Filbert Avenue #4
Sausalito, CA 94965

Sealark Investments, LLC
4900 Woodway Drive, Suite 800
Houston, TX 77056

Flower South Beach, LLC
c/o Emerald Development Managers LP
909 Third Avenue
New York, NY 10022

Madant Energy, LLC
P.O. Box 100728
Denver, CO 80250

Lee Gilbert Swanson
450 Camino Don Miguel
Sante Fe, NM 87505

Jay Fulbright Swanson, Jr.
2306 West Main Street
Houston, TX 77098-3219