

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)	Cause No. 407
AN ORDER POOLING ALL INTERESTS IN)	
EIGHT APPROXIMATE 200-ACRE TO 640-ACRE)	Docket No. 1406-UP-184
ESTABLISHED HORIZONTAL WELLBORE)	
SPACING UNITS LOCATED IN SECTIONS 34, 35)	
AND 36, TOWNSHIP 3 NORTH, RANGE 68)	
WEST, 6 TH P.M., AND SECTIONS 1, 2 AND 3,)	
TOWNSHIP 2 NORTH, RANGE 68 WEST, 6 TH)	
P.M., FOR THE DEVELOPMENT/OPERATION OF)	
THE CODELL AND NIOBRARA FORMATIONS,)	
WATTENBERG FIELD, WELD COUNTY,)	
COLORADO)	

SECOND AMENDED APPLICATION

COMES NOW Kerr-McGee Oil & Gas Onshore LP ("Kerr-McGee" or "Applicant"), by and through its attorneys, Beatty & Wozniak, P.C., and makes application to the Oil and Gas Conservation Commission of the State of Colorado (the "Commission"), for an order pooling all interests within eight designated horizontal wellbore spacing units for development and operation of the Codell and Niobrara Formations, as applicable, for the following described lands:

Vogl State 16C-36HZ Well (**API NO. PENDING**):

Township 3 North, Range 68 West, 6th P.M.
Section 35: SE $\frac{1}{4}$ SE $\frac{1}{4}$ ("WSU#1" - 200 Acres - Codell Formation)
Section 36: S $\frac{1}{2}$ S $\frac{1}{2}$

Vogl State 39N-36HZ Well (**API No. 05-123-38834**):

Township 3 North, Range 68 West, 6th P.M.
Section 35: E $\frac{1}{2}$ SE $\frac{1}{4}$ ("WSU#2" - 400 Acres - Niobrara Formation)
Section 36: S $\frac{1}{2}$

Vogl State 38N-36HZ Well (**API NO. PENDING**):

Township 3 North, Range 68 West, 6th P.M.
Section 35: SE $\frac{1}{4}$ SE $\frac{1}{4}$ ("WSU#3" - 400 Acres - Niobrara Formation)
Section 36: S $\frac{1}{2}$ S $\frac{1}{2}$
Township 2 North, Range 68 West, 6th P.M.
Section 1: N $\frac{1}{2}$ N $\frac{1}{2}$
Section 2: NE $\frac{1}{4}$ NE $\frac{1}{4}$

Barefoot State 9C-36HZ Well (**API No. 05-123-38631**):

Township 3 North, Range 68 West, 6th P.M.
Section 35: S $\frac{1}{2}$ ("WSU#4" - 640 Acres - Codell Formation)
Section 36: S $\frac{1}{2}$

Barefoot State 40N-36HZ Well (API No. 05-123-38632):

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

Section 35: S $\frac{1}{2}$ N $\frac{1}{2}$, N $\frac{1}{2}$ S $\frac{1}{2}$ ("WSU#5" - 640 Acres - Niobrara Formation)

Section 36: S $\frac{1}{2}$ N $\frac{1}{2}$, N $\frac{1}{2}$ S $\frac{1}{2}$

Vogl 33N-35HZ Well (API No. 05-123-38835):

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

Section 34: E $\frac{1}{2}$ SE $\frac{1}{4}$ ("WSU#6" - 480 Acres - Niobrara Formation)

Section 35: S $\frac{1}{2}$

Section 36: W $\frac{1}{2}$ SW $\frac{1}{4}$

Vogl 13C-35HZ Well (API No. 05-123-38833):

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

Section 34: SE $\frac{1}{4}$ SE $\frac{1}{4}$ ("WSU#7" - 240 Acres - Codell Formation)

Section 35: S $\frac{1}{2}$ S $\frac{1}{2}$

Section 36: SW $\frac{1}{4}$ SW $\frac{1}{4}$

Vogl 34N-35HZ Well (API NO. PENDING):

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

Section 34: SE $\frac{1}{4}$ SE $\frac{1}{4}$ ("WSU#8" - 480 Acres - Niobrara Formation)

Section 35: S $\frac{1}{2}$ S $\frac{1}{2}$

Section 36: SW $\frac{1}{4}$ SW $\frac{1}{4}$

Township 2 North, Range 68 West, 6th P.M.

Section 1: NW $\frac{1}{4}$ NW $\frac{1}{4}$

Section 2: N $\frac{1}{2}$ N $\frac{1}{2}$

Section 3: NE $\frac{1}{4}$ NE $\frac{1}{4}$

Weld County, Colorado (together "Application Lands").

In support thereof, the 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 Application Lands.

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. for the Codell and Niobrara Formations.

4. Pursuant to Rule 318A., Applicant designated eight approximate 200-acre to 640-acre horizontal wellbore spacing units for the Vogl State 16C-36HZ Well in WSU#1, the Vogl State 39N-36HZ Well in WSU#2, the Vogl State 38N-36HZ Well in WSU#3, the Barefoot State 9C-36HZ Well in WSU#4, the Barefoot State 40N-36HZ Well in WSU#5, the Vogl 33N-35HZ Well in WSU#6, the Vogl 13C-35HZ Well in WSU#7 and the Vogl 34N-35HZ Well in WSU#8 for the production of oil, gas and associated hydrocarbons from Codell and Niobrara Formations, as applicable. Applicant notified all owners in each proposed horizontal wellbore spacing unit pursuant to Rule 318A.e.(6), as applicable. Applicant did not receive objections to the establishment of the proposed horizontal wellbore spacing units within the 30-day response period.

5. Applicant, pursuant to the provisions of C.R.S. § 34-60-116 (6) & (7) and Commission Rule 530., seeks an order pooling all interests, including, but not limited to, any nonconsenting interests and leased mineral interests, in the Vogl State 16C-36HZ Well for development and operation of the Codell Formation underlying the following established 200-acre wellbore spacing unit:

Township 3 North, Range 68 West, 6th P.M.
Section 35: SE $\frac{1}{4}$ SE $\frac{1}{4}$ ("WSU#1")
Section 36: S $\frac{1}{2}$ S $\frac{1}{2}$

6. Applicant, pursuant to the provisions of C.R.S. § 34-60-116 (6) & (7) and Commission Rule 530., also seeks an order pooling all interests, including, but not limited to, any nonconsenting interests and leased mineral interests, in the Vogl State 39N-36HZ Well for development and operation of the Niobrara Formation underlying the following established 400-acre wellbore spacing unit:

Township 3 North, Range 68 West, 6th P.M.
Section 35: E $\frac{1}{2}$ SE $\frac{1}{4}$ ("WSU#2")
Section 36: S $\frac{1}{2}$

7. Applicant, pursuant to the provisions of C.R.S. § 34-60-116 (6) & (7) and Commission Rule 530., also seeks an order pooling all interests, including, but not limited to, any nonconsenting interests and leased mineral interests, in the Vogl State 38N-36HZ Well for development and operation of the Niobrara Formation underlying the following established 400-acre wellbore spacing unit:

Township 3 North, Range 68 West, 6th P.M.
Section 35: SE $\frac{1}{4}$ SE $\frac{1}{4}$ ("WSU#3")
Section 36: S $\frac{1}{2}$ S $\frac{1}{2}$

Township 2 North, Range 68 West, 6th P.M.
Section 1: N $\frac{1}{2}$ N $\frac{1}{2}$
Section 2: NE $\frac{1}{4}$ NE $\frac{1}{4}$

8. Applicant, pursuant to the provisions of C.R.S. § 34-60-116 (6) & (7) and Commission Rule 530., also seeks an order pooling all interests, including, but not limited to, any nonconsenting interests and leased mineral interests, in the Barefoot State 9C-36HZ Well for development and operation of the Codell Formation underlying the following established 640-acre wellbore spacing unit:

Township 3 North, Range 68 West, 6th P.M.
Section 35: S $\frac{1}{2}$ ("WSU#4")
Section 36: S $\frac{1}{2}$

9. Applicant, pursuant to the provisions of C.R.S. § 34-60-116 (6) & (7) and Commission Rule 530., also seeks an order pooling all interests, including, but not limited to, any nonconsenting interests and leased mineral interests, in the Barefoot State 40N-36HZ Well for development and operation of the Niobrara Formation underlying the following established 640-acre wellbore spacing unit:

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

Section 35: S $\frac{1}{2}$ N $\frac{1}{2}$, N $\frac{1}{2}$ S $\frac{1}{2}$ ("WSU#5")

Section 36: S $\frac{1}{2}$ N $\frac{1}{2}$, N $\frac{1}{2}$ S $\frac{1}{2}$

10. Applicant, pursuant to the provisions of C.R.S. § 34-60-116 (6) & (7) and Commission Rule 530., also seeks an order pooling all interests, including, but not limited to, any nonconsenting interests and leased mineral interests, in the Vogl 33N-35HZ Well for development and operation of the Niobrara Formation underlying the following established 480-acre wellbore spacing unit:

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

Section 34: E $\frac{1}{2}$ SE $\frac{1}{4}$ ("WSU#6")

Section 35: S $\frac{1}{2}$

Section 36: W $\frac{1}{2}$ SW $\frac{1}{4}$

11. Applicant, pursuant to the provisions of C.R.S. § 34-60-116 (6) & (7) and Commission Rule 530., also seeks an order pooling all interests, including, but not limited to, any nonconsenting interests and leased mineral interests, in the Vogl 13C-35HZ Well for development and operation of the Codell Formation underlying the following established 240-acre wellbore spacing unit:

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

Section 34: SE $\frac{1}{4}$ SE $\frac{1}{4}$ ("WSU#7")

Section 35: S $\frac{1}{2}$ S $\frac{1}{2}$

Section 36: SW $\frac{1}{4}$ SW $\frac{1}{4}$

12. Applicant, pursuant to the provisions of C.R.S. § 34-60-116 (6) & (7) and Commission Rule 530., also seeks an order pooling all interests, including, but not limited to, any nonconsenting interests and leased mineral interests, in the Vogl 34N-35HZ Well for development and operation of the Niobrara Formation underlying the following established 480-acre wellbore spacing unit:

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

Section 34: SE $\frac{1}{4}$ SE $\frac{1}{4}$ ("WSU#8")

Section 35: S $\frac{1}{2}$ S $\frac{1}{2}$

Section 36: SW $\frac{1}{4}$ SW $\frac{1}{4}$

Township 2 North, Range 68 West, 6th P.M.

Section 1: NW $\frac{1}{4}$ NW $\frac{1}{4}$

Section 2: N $\frac{1}{2}$ N $\frac{1}{2}$

Section 3: NE $\frac{1}{4}$ NE $\frac{1}{4}$

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

14. 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 A attached hereto. The Applicant shall submit a certificate of service for the Application within the seven days as required by Rule 503.e.

15. That in order to prevent waste and to protect correlative rights, all interests in WSU#1, WSU#2, WSU#3, WSU#4, WSU#5, WSU#6, WSU#7 and WSU#8 be pooled for the orderly development of the Codell and Niobrara Formations, as applicable, including any nonconsenting and/or leased mineral interests therein.

WHEREFORE, Applicant requests that this matter be set for hearing at the next available opportunity, that notice be given as required by law, and that upon such hearing, the Commission enter its order:

A. Pooling all interests in the Vogl State 16C-36HZ Well and WSU#1 for the development of the Codell Formation.

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 Vogl State 16C-36HZ Well are pooled by operation of statute, pursuant to C.R.S. § 34-60-116(6) and (7), and made subject to the cost recovery provisions thereof with respect to all wells drilled to develop the Codell Formation in WSU#1.

C. Pooling all interests in the Vogl State 39N-36HZ Well and WSU#2 for the development of the Niobrara Formation.

D. 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 Vogl State 39N-36HZ Well are pooled by operation of statute, pursuant to C.R.S. § 34-60-116(6) and (7), and made subject to the cost recovery provisions thereof with respect to all wells drilled to develop the Niobrara Formation in WSU#2.

E. Pooling all interests in the Vogl State 38N-36HZ Well and WSU#3 for the development of the Niobrara Formation.

F. 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 Vogl State 38N-36HZ Well are pooled by operation of statute, pursuant to C.R.S. § 34-60-116(6) and (7), and made subject to the cost recovery provisions thereof with respect to all wells drilled to develop the Niobrara Formation in WSU#3.

G. Pooling all interests in the Barefoot State 9C-36HZ Well and WSU#4 for the development of the Codell Formation.

H. 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 Barefoot State 9C-36HZ Well are pooled by operation of statute, pursuant to C.R.S. § 34-60-116(6) and (7), and made subject to the cost recovery provisions thereof with respect to all wells drilled to develop the Codell Formation in WSU#4.

I. Pooling all interests in the Barefoot State 40N-36HZ Well and WSU#5 for the development of the Niobrara Formation.

J. 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 Barefoot State 40N-36HZ Well are pooled by

operation of statute, pursuant to C.R.S. § 34-60-116(6) and (7), and made subject to the cost recovery provisions thereof with respect to all wells drilled to develop the Niobrara Formation in WSU#5.

K. Pooling all interests in the Vogl 33N-35HZ Well and WSU#6 for the development of the Niobrara Formation.

L. 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 Vogl 33N-35HZ Well are pooled by operation of statute, pursuant to C.R.S. § 34-60-116(6) and (7), and made subject to the cost recovery provisions thereof with respect to all wells drilled to develop the Niobrara Formation in WSU#6.

M. Pooling all interests in the Vogl 13C-35HZ Well and WSU#7 for the development of the Codell Formation.

N. 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 Vogl 13C-35HZ Well are pooled by operation of statute, pursuant to C.R.S. § 34-60-116(6) and (7), and made subject to the cost recovery provisions thereof with respect to all wells drilled to develop the Codell Formation in WSU#7.

O. Pooling all interests in the Vogl 34N-35HZ Well and WSU#8 for the development of the Niobrara Formation.

P. 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 Vogl 34N-35HZ Well are pooled by operation of statute, pursuant to C.R.S. § 34-60-116(6) and (7), and made subject to the cost recovery provisions thereof with respect to all wells drilled to develop the Niobrara Formation in WSU#8.

Q. Providing that the pooling order entered as a result of this Application be made effective as of the date of this Application.

R. For such other findings and orders as the Commission may deem proper or advisable in the premises.

DATED this 29 day of May, 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: Anita Munkres


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VERIFICATION

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

R.C. Kimball of lawful age, being first duly sworn upon oath, deposes and says that he is a Staff Landman 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.



R.C. Kimball
Kerr-McGee Oil & Gas Onshore LP

Subscribed and sworn to before this 29th day of May, 2014.

Witness my hand and official seal.

[SEAL]

My commission expires: 8/1/2015



Notary Public



EXHIBIT A
Interested Parties

THE ESTATE OF CLEMONTINE RANDALL
1925 S TAM OSHANTER AVE
TUCSON, AZ 85710

DEBRA J. STINAR & CARL D. STINAR
28850 WCR 46
KERSEY, CO 80644

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11997 WCR 11 ¼
LONGMONT, CO 80504

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& DENISE L. VOGL
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LONGMONT, CO 80504

JOHN E. VOGL & MIRACLE D. VOGL
7250 WCR 26
LONGMONT, CO 80504

STATE OF COLORADO
STATE BOARD OF LAND COMMISSIONERS
127 SHERMAN ST, #300
DENVER, CO 80203

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PO BOX 17130
BOULDER, CO 80308

RIVER RUNS THROUGH IT, LLC
PO BOX 17130
BOULDER, CO 80308

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A COLORADO LLC
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ENGLEWOOD, CO 80112

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DATED 7/22/1998
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ERIE, CO 80516

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GEORGIA LEHR AND THE
JENNIFER GERBER SPECIAL
NEEDS TRUST U/A DATED 2/9/10
C/O GEORGIA LEHR, TRUSTEE
6362 S. REED CT
LITTLETON, CO 80123

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KIMBERLY WACHHOLTZ
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LONGMONT, CO 80504

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ANNA B. WEBER
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CATHERINE D. AITES
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MARTHA ANN HOPP
11413 WELD COUNTY ROAD #13
LONGMONT, CO 80501

ANDERSON SOUTH FARM LLC
C/O JAMES E. ANDERSON
6876 COUNTY ROAD 5
ERIE, CO 80516

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

SARATOGA OIL, LTD, A TEXAS LIMITED
PARTNERSHIP
420 THROCKMORTON SUITE 710
FORT WORTH, TX 76102-3724

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

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

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

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

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PO BOX 9
ALED0, TX 76008

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

LEIGH S. TAYLOR
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FORT WORTH, TX 76102-3724

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

PALLAS MINERALS, LLC
302 FAIRWAY COURT
WEATHERFORD, TX 76087

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

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

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ECAP III & COMPANY
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FORT WORTH, TX 76102-3724

ALEXANDER PACE SCHNEIDER
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FORT WORTH, TX 76102-3724

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ALEDO, TX 76008

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

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

CENTENNIAL BANK OF THE WEST TRUSTEE OF THE
EDWIN ANDERSON FAMILY TRUST
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ERIE, CO 80516

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

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

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

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

WATERFRONT AT FOSTER LAKE, LLC,
A COLO LLC
5290 DTC PKWY, SUITE 150
ENGLEWOOD, CO 80111

ANDERSON HOMESTEAD LLC,
A COLO LLC
C/O JAMES E. ANDERSON
6876 COUNTY ROAD 5
ERIE, CO 80516

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AND 36, TOWNSHIP 3 NORTH, RANGE 68)
WEST, 6TH P.M., AND SECTIONS 1, 2 AND 3,)
TOWNSHIP 2 NORTH, RANGE 68 WEST, 6TH)
P.M., FOR THE DEVELOPMENT/OPERATION OF)
THE CODELL AND NIOBRARA FORMATIONS,)
WATTENBERG FIELD, WELD COUNTY,)
COLORADO)

Cause No. 407

Docket No. **1406-UP-184**

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:

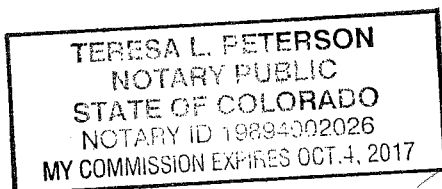
That she is a Legal Assistant at Beatty & Wozniak, P.C., attorneys for Kerr-McGee Oil & Gas Onshore LP, and on or before May 30th, 2014, caused a copy of the attached **Second Amended Application** to be deposited in the United States Mail, postage prepaid, addressed to the parties listed on Exhibit A to the Application.

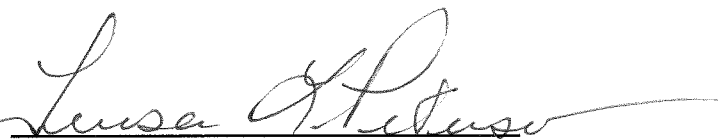

Jennifer Pittenger

Subscribed and sworn to before me May 29 2014.

Witness my hand and official seal.

My commission expires: 10-04-17.




Notary Public