

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 TH 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, 6th 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, 6th P.M.

Section 25: W½NW¼

Section 26: N½

Section 27: E½NE¼

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 480-acre horizontal wellbore spacing unit, comprised of the Application Lands, for the Douthit 1N-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.

5. Pursuant to Rule 318A., Applicant also designated an approximate 480-acre horizontal wellbore spacing unit, comprised of the Application Lands, for the Douthit 41C-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.

6. The Douthit 1N-27HZ well and the Douthit 41C-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.

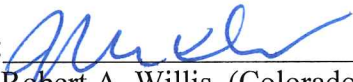
B. Providing that the interests of any owners with whom the Applicant has been unable to secure a lease or other agreement to participate in the drilling of the Subject Wells, are pooled by operation of statute, pursuant to §34-60-116(6) & (7), C.R.S., and made subject to the cost recovery provisions thereof.

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

DATED this 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)
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Address of Applicant
Kerr-McGee Oil & Gas Onshore LP
ATTN: Nikkie Nigro
1099 18th Street, Suite 1800
Denver, Colorado 80202

VERIFICATION

)

) SS.

)

Lauren Anderson, Landman II for Kerr-McGee Oil & Gas Onshore LP, upon oath deposes and says that she has read the foregoing Application and that the statements contained therein are true to the best of her knowledge, information and belief.

KERR-MCGEE OIL & GAS ONSHORE LP

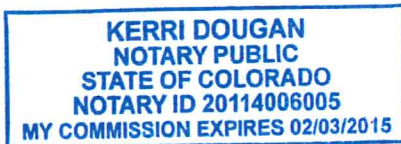
LAURENZA ANDERSON

Lauren Anderson

Subscribed and sworn to before me this 15th day of April, 2014, by Lauren Anderson,
Landman II for Kerr-McGee Oil & Gas Onshore LP.

Witness my hand and official seal.

My commission expires: 02/03/2015



Keri Dougan
Notary Public

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 & Wozniak, P.C.
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AMERCO REAL ESTATE COMPANY
272 N CENTRAL AVE.
PHOENIX, AZ 85004

FLOWER SOUTH BEACH, LLC
909 THIRD AVE
NEW YORK, NY 10022

ASHWORTH AT 60TH, L.C.
6400 WESTOWN PKWY WEST
DES MOINES, IA 50266

GILBERT C. SWANSON, JR.
300 RIVERVIEW CT.
LONGMONT, CO 80501

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

HARVEY KATZ AND MIRELLE KATZ, JOINT TENANTS
5151 SAN FELIPE, SUITE 2325
HOUSTON, TX 77056

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549 LONGHURST PL.
BRIGHTON CO 80601

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LONGMONT, CO 80504

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

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

COLORADO LAND SERVICES, LLC
1051 D WEST HIGHWAY 34
LOVELAND CO 80537

JASMINE MORAN CHILDREN'S MUSEUM
FOUNDATION, INC.
P.O. BOX 1828
SEMINOLE, OK 74818-1828

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

JEFFREY W. RANKIN, TRUSTEE OF THE JAY
SWANSON RESIDUARY TRUST
900 ROCKMEAD DRIVE, UNIT 102
KINGWOOD, TEXAS 77339-2285

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

JMH INVESTMENTS, INC.
8110 RUSSELL CURRY ROAD
ARLINGTON, TX 76001

ESTATE OF GENEVIEVE JACOBS
C/O TR BEECHER JR ESQUIRE
2100 MAIN PLACE TOWER
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UNIT D AURORA CO 80014

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

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8451 OREGON PLACE
DENVER, CO 80231

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1651 DOPPLER ST.
STRASBURG CO 80136

L & J LAND, LLC
13184 WCR 13
LONGMONT, CO 80504

LONGS PEAK EQUIPMENT PROPERTIES, LLC
4322 STATE HIGHWAY 66
LONGMONT, CO 80504

LYONS 66 PACIFIC LLC
7262 S BOULDER RD.
BOULDER, CO 80303

MADANT ENERGY, LLC
3751 S PONTIAC WAY
DENVER, CO 80237

MADISON REYNOLDS
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SAUSALITO, CA 94965

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

MEAD CROSSINGS, LLC
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NAUMAN FAMILY LLC
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LAURA B. MEREDITH
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RICHARD L. WURTELE AND PATRICIA ANN
WURTELE, TRUSTEES OF THE RICHARD AND
PATRICIA WURTELE FAMILY TRUST
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RAMONA CA 92065-6965

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MEREDITH IRREVOCABLE TRUST, ESTABLISHED
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RAMONA CA 92065

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ROBERT R. RADEMACHER AND DIANE
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THE FIRST NATIONAL BANK OF OMAHA, TRUSTEE OF
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PO BOX 3480
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LONGMONT, CO 80504-9613

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TOPEKA, KS 66614

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MAHTOWA, MINNESOTA 55707-8640

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LA BARGE, WY 83123

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OMAHA, NEBRASKA 68114

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LONGMONT, CO 80504

CARMA BAYSHORE LLC
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ENGLEWOOD, CO 80112

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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

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)

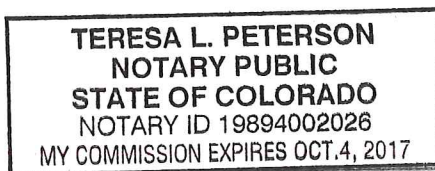
Jennifer Pittenger, of lawful age, and being first duly sworn upon her oath, states and declares:


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 17th day of April, 2014.

Witness my hand and official seal.




Notary Public