

**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 POOLING ALL INTERESTS IN FOUR APPROXIMATE 240-ACRE TO 480-ACRE DESIGNATED HORIZONTAL WELLBORE SPACING UNITS ESTABLISHED FOR CERTAIN PORTIONS OF SECTION 4, TOWNSHIP 1 NORTH, RANGE 66 WEST, 6TH P.M. AND SECTIONS 28 AND 33, TOWNSHIP 2 NORTH, RANGE 66 WEST, 6TH P.M., FOR THE DEVELOPMENT/OPERATION OF THE CODELL AND NIOBRARA FORMATIONS, WATTENBERG FIELD, WELD COUNTY, COLORADO

CAUSE NO. 407

DOCKET NO. *To be assigned*

APPLICATION

Kerr-McGee Oil & Gas Onshore LP, Operator No. 47120 ("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 four approximate 240-acre to 480-acre horizontal wellbore spacing units established for certain portions of Section 4, Township 1 North, Range 66 West, 6th P.M. and Sections 28 and 33, Township 2 North, Range 66 West, 6th P.M., for the development and operation of the Codell and Niobrara Formations. 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 1 North, Range 66 West, 6th P.M.
Section 4: NW $\frac{1}{4}$ NW $\frac{1}{4}$

Township 2 North, Range 66 West, 6th P.M.
Section 28: SW $\frac{1}{4}$ SW $\frac{1}{4}$
Section 33: W $\frac{1}{2}$ W $\frac{1}{2}$

Wellbore Spacing Unit ("WSU") No. 1

Township 1 North, Range 66 West, 6th P.M.
Section 4: N $\frac{1}{2}$ NW $\frac{1}{4}$

Township 2 North, Range 66 West, 6th P.M.
Section 28: S $\frac{1}{2}$ SW $\frac{1}{4}$

Section 33: W½

WSU Nos. 2-4

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 four approximate 240-acre to 480-acre horizontal wellbore spacing units, comprised of the Application Lands, for the below-described wells, for the production of oil, gas and associated hydrocarbons from the Codell or Niobrara Formations. Applicant notified all owners in the proposed wellbore spacing units pursuant to Rule 318A.e.(5). Applicant did not receive objections to the establishment of the proposed horizontal wellbore spacing units within the 30-day response period:

- a. Carter 34N-33HZ Well (API No. Pending) – Niobrara Formation – WSU No. 1;
- b. Carter 13N-33HZ Well (API No. Pending) – Niobrara Formation – WSU No. 2;
- c. Carter 35C-33HZ Well (API No. Pending) – Codell Formation – WSU No. 3; and
- d. Carter 35N-33HZ Well (API No. Pending) – Niobrara Formation – WSU No. 4.

These wells are hereinafter referred to as the “Subject Wells.”

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, in WSU Nos. 1-4 established for the Application Lands, for the development and operation of the Codell and Niobrara Formations.

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

7. 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 each of the Subject Wells, are made subject to the cost recovery

provisions of §34-60-116(7), C.R.S., effective as of the earlier of the date of the Application, or the date the costs specified in §34-60-116(7)(b), C.R.S. are first incurred for the drilling of each of the Subject Wells.

8. 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.

9. 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.

10. 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 WSU Nos. 1-4 established for the Application Lands, for the development and operation of the Codell and Niobrara Formations, 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 each 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, effective as of the earlier of the date of the Application, or the date the costs specified in §34-60-116(7)(b), C.R.S. are first incurred for the drilling of each of the Subject Wells.

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

DATED this 21 day of May, 2015.

Respectfully submitted,

KERR-MCGEE OIL & GAS ONSHORE LP

By: 

James Parrot

Jillian Fulcher

Beatty & Wozniak, P.C.

Attorneys for Applicant

216 16th Street, Suite 1100

Denver, Colorado 80202

(303) 407-4499

jparrot@bwenergylaw.com

jfulcher@bwenergylaw.com

Address of Applicant

Kerr-McGee Oil & Gas Onshore LP

ATTN: Anita Munkres

1099 18th Street, Suite 1800

Denver, Colorado 80202

VERIFICATION

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

R.C. Kimball, Staff Landman with Kerr-McGee Oil & Gas Onshore LP, upon oath deposes and says that he has read the foregoing Application and that the statements contained therein are true to the best of his knowledge, information and belief.

KERR-MCGEE OIL & GAS ONSHORE LP


R.C. Kimball

Subscribed and sworn to before me this 20th day of May, 2015, by R.C. Kimball, Staff Landman for Kerr-McGee Oil & Gas Onshore LP.

Witness my hand and official seal.

My commission expires: 07/31/2017

Arnell Faller

Notary Public

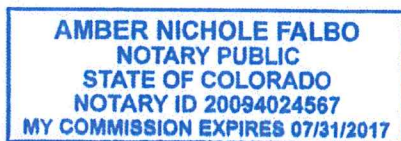


Exhibit A

Reference Map for Pooling Application

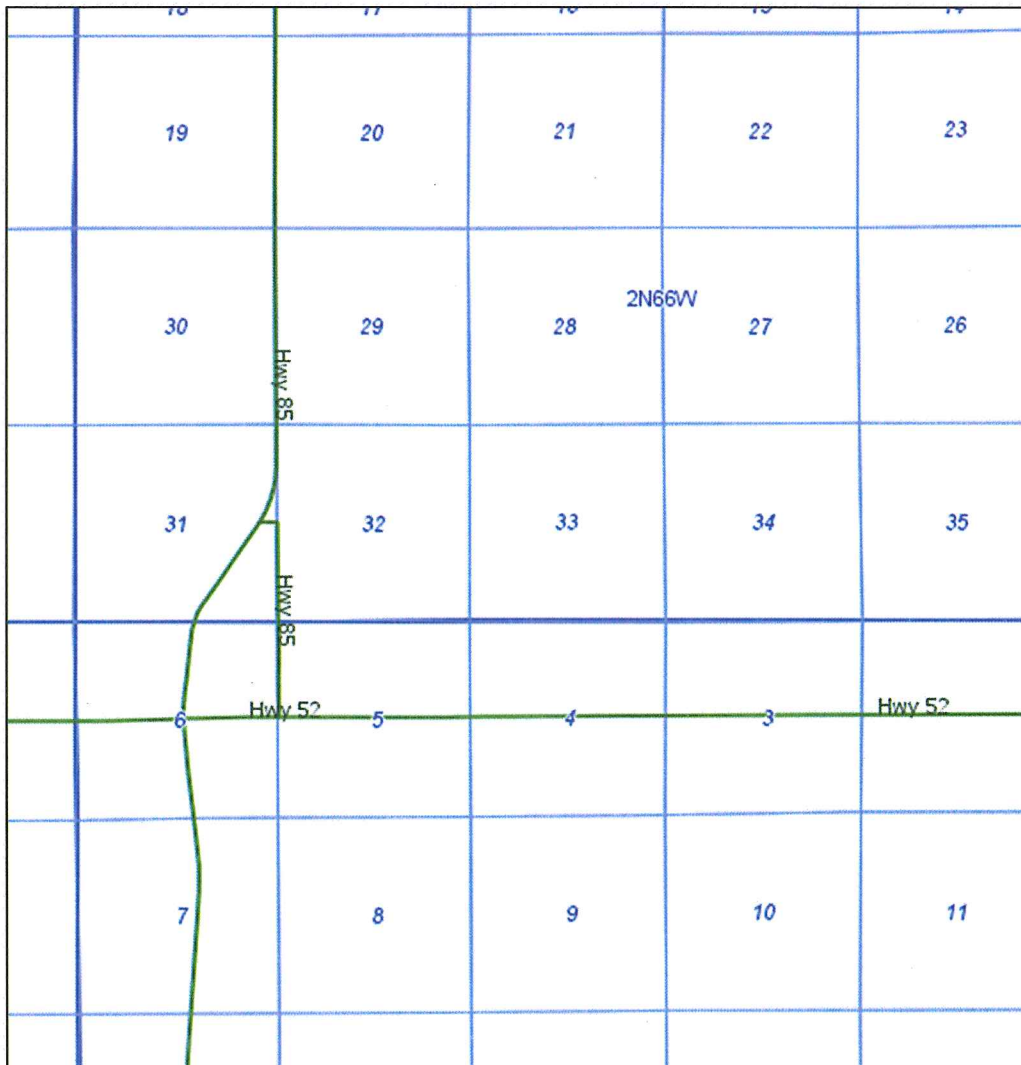


EXHIBIT B

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
Denver, CO 80202

Jillian Fulcher
James Parrot
Beatty & Wozniak, P.C.
216 16th Street, Suite 1100
Denver, Colorado 80202

William Walter Fehr, Jr. and
Lawrence N. Fehr
1845 14th Street
Fort Lupton, CO 80621

Dale L. Tedford and
Eleanor G. Tedford
325 Stanford Street
Brush, CO 80273-1623

Renee Tedford
14013 County Road 16
Fort Lupton, CO 80621

Bar Diamond, Inc.
2084 Clearwater Lake Drive
Henderson, NV 89044

Samuel Scheinberg And Cheryl Anne
Scheinberg, Trustees Or Their Successors In
Trust, Under The Scheinberg Family Trust
Agreement Dated February 18, 1993,
and any Amendments Thereto
1900 SW River Drive #1002 North
Portland, OR 97201

Elliott Marvin Appel
7235 44th Avenue NE
Olympia, WA 98516

Sandra K. Conner Trust,
Dated January 26, 1984
2 Osprey Circle
Thornton, CO 80241

The Kurt W. Conner Family Trust,
Created January 7, 2013
aka The Conner Family Trust
2797 Buckner Lane
Thompsons Station, TN 97179

Nancy S. Keeth
1001 Evans Street
Franklin, TN 37064

Clifford Carter And Elizabeth Carter aka
Clifford D. Carter And Elizabeth A. Carter
1621 14th Street
Fort Lupton, CO 80621

City Of Fort Lupton
130 South McKinley Avenue
Fort Lupton, CO 80621

Philip T. Apel And Patricia Dale Apel Trust
Dated April 15, 1996
40 Maraine Drive
Henderson, NV 89052-6626

B.T. Griffith Wife's Trust
340 Cr 239
Durango, CO 81301

Barbara J. Conn Revocable Trust
Dated July 26, 2013
135 Riverview Drive
Durango, CO 81301

Russell E. Steele
2704 NE 87th Street
Seattle, WA 98115-3456

Patricia Steele
1105 Grand Avenue
Everett, WA 98201-1508

Jacobson Family Trust
320 Gregory Drive
Golden, CO 80403

Estate Of Douglas E. Breickler, Shirley
Breickler, Personal Representative
15169 Nancy Avenue
Fort Lupton, CO 80621

Tracy Lyn Mason
511 North Arthur Street
Humansville, MO 65674

Kelly W. Scott
201 E. 368th Road
Dunnegan, MO 65640

Paradize, LLC
921 Indian Peak Road
Golden, CO 80403

Virginia K. Eggleston Trust U/A/D
June 12, 1997
4 Timothy Court
Novato, CA 94949

Robert T. Eggleston
P.O. Box 4174
Pagosa Springs, CO 81157

Jana Rae Steele
4339 1st Ct
Lake Worth, FL 33462-2159

Rowley Downs Land Company
260 Krameria Street
Denver, CO 80220

David Breickler
P.O. Box 424
Hudson, CO 80642-0424

Jackie A. Scott
3442 South 62nd Road
Humansville, MO 65674

Kevin Clark Scott
11570 Scout Camp
Bismarck, MO 63624


Leslie Renee Scott
511 North Arthur Street
Humansville, MO 65674

IN THE MATTER OF AN APPLICATION BY KERR-MCGEE OIL & GAS ONSHORE LP FOR AN ORDER POOLING ALL INTERESTS IN FOUR APPROXIMATE 240-ACRE TO 480-ACRE DESIGNATED HORIZONTAL WELLBORE SPACING UNITS ESTABLISHED FOR CERTAIN PORTIONS OF SECTION 4, TOWNSHIP 1 NORTH, RANGE 66 WEST, 6TH P.M. AND SECTIONS 28 AND 33, TOWNSHIP 2 NORTH, RANGE 66 WEST, 6TH P.M., FOR THE DEVELOPMENT/OPERATION OF THE CODELL AND NIOBRARA FORMATIONS, WATTENBERG FIELD, WELD COUNTY, COLORADO

DOCKET NO. *To be assigned*

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

That she is a Legal Assistant at Beatty & Wozniak, P.C., attorneys for Kerr-McGee Oil & Gas Onshore LP, and on or before May 28, 2015, 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 21st day of May, 2015.

TERESA L. PETERSON
NOTARY PUBLIC
STATE OF COLORADO
NOTARY ID 19894002026
MY COMMISSION EXPIRES OCT.4, 2017


Notary Public