

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

IN THE MATTER OF THE APPLICATION OF KERR-)
MCGEE OIL & GAS ONSHORE LP FOR AN ORDER TO)
POOL ALL INTERESTS IN THREE APPROXIMATE) CAUSE NO.
400-ACRE DESIGNATED HORIZONTAL WELLBORE)
SPACING UNITS LOCATED IN SECTIONS 8 AND 17,) DOCKET NO.
TOWNSHIP 1 NORTH, RANGE 66 WEST, 6TH P.M., FOR)
THE DEVELOPMENT/OPERATION OF THE NIOBRARA)
AND CODELL FORMATIONS, WATTENBERG FIELD,)
WELD COUNTY, COLORADO)

APPLICATION

Kerr-McGee Oil & Gas Onshore LP (Operator No. 47120) (“Kerr-McGee” or “Applicant”), by and through its attorneys, Davis Graham & Stubbs LLP, respectfully submits this Application to the Oil and Gas Conservation Commission of the State of Colorado (the “Commission”) for an order to pool all interests in three approximate 400-acre horizontal wellbore spacing units designated for portions of Sections 8 and 17, Township 1 North, Range 66 West, 6th P.M., for development and operation of the Niobrara and Codell 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:

Wellbore Spacing Unit (“WSU”) Nos. 1, 2 and 3

Township 1 North, Range 66 West, 6th P.M.

Section 8: W $\frac{1}{2}$

Section 17: N $\frac{1}{2}$ NW $\frac{1}{4}$

Weld County, Colorado;

These lands are hereinafter collectively referred to as 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.

4. 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, gas and associated hydrocarbons from the Niobrara and Codell Formations underlying certain lands, including the Application Lands, with the permitted well locations in accordance with the provisions of Order No. 407-1.

5. Pursuant to Rule 318A, Applicant designated an approximate 400-acre horizontal wellbore spacing unit (WSU No. 1), comprised of the Application Lands, for the FL Greens Federal 13C-8HZ well, (API No. Pending), for the 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. Applicant did not receive objections to the establishment of the proposed wellbore spacing unit within the 30-day response period.

6. Pursuant to Rule 318A, Applicant designated an approximate 400-acre horizontal wellbore spacing unit (WSU No. 2), comprised of the Application Lands, for the FL Greens Federal 13N-8HZ well, (API No. Pending), for the 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. Applicant did not receive objections to the establishment of the proposed wellbore spacing unit within the 30-day response period.

7. Pursuant to Rule 318A, Applicant designated an approximate 400-acre horizontal wellbore spacing unit (WSU No. 3), comprised of the Application Lands, for the FL Greens Federal 35N-8HZ well, (API No. Pending), for the 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. Applicant did not receive objections to the establishment of the proposed wellbore spacing unit within the 30-day response period.

8. The FL Greens Federal 13C-8HZ well, the FL Greens Federal 13N-8HZ well and the FL Greens Federal 35N-8HZ well are hereinafter collectively referred to as the "Subject Wells."

9. Acting pursuant to the applicable Colorado Statutes and Commission Regulations, Applicant seeks an order pooling all interests, including, but not limited to, any non-consenting interests and leased mineral interests, in three approximate 400-acre horizontal wellbore spacing units designated for the Application Lands for the development and operation of the Niobrara and Codell Formations.

10. Applicant requests that the pooling order entered as a result of this Application be made effective as of the date of this Application, or, as applicable, the date that the costs specified in § 34-60-116(7)(b), C.R.S., are first incurred for the drilling of the Subject Wells in WSU Nos. 1, 2 and 3, whichever is earlier.

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

12. 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.

13. Applicant requests that relief granted under this Application be effective on oral order by the Commission, and Applicant hereby agrees to be bound by said oral order.

14. Applicant certifies that copies of this Application will be served on the interested parties (persons who own any interest in the mineral estate of the tracts to be pooled, except owners of overriding royalty interest) within seven (7) days of the date hereof, as required by Rule 507.b.(2). The Applicant shall submit a certificate of service for the Application, along with the names and addresses of the interested parties according to the information and belief of the Applicant, 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 three approximate 400-acre designated horizontal wellbore spacing units established for the Application Lands, for the development and operation of the Niobrara and Codell Formations, with the pooling order made effective as of the date of this Application, or, the date that the costs specified in § 34-60-116(7)(b), C.R.S. are first incurred for the drilling of the Subject Wells in WSU Nos. 1, 2, and 3, whichever is earlier.

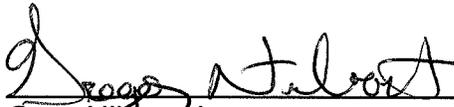
B. Providing that the non-consenting interests of any owners with whom the Applicant has been unable to secure a lease or other agreement to participate in the drilling of the Subject Wells, are pooled by operation of statute, pursuant to § 34-60-116(6) & (7), C.R.S., and made subject to the cost recovery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

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

DATED this 16 day of July, 2015.

Respectfully submitted,

KERR-MCGEE OIL & GAS ONSHORE LP

By: 
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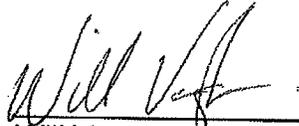
Address of Applicant

Kerr-McGee Oil & Gas Onshore LP
Attention: Will Vaughan
1099 18th Street, Suite 1800
Denver, Colorado 80202

VERIFICATION

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

Will Vaughan, of lawful age, being first duly sworn upon oath, deposes and says that he is a Senior 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.



Will Vaughan - Senior Landman
Kerr-McGee Oil & Gas Onshore LP

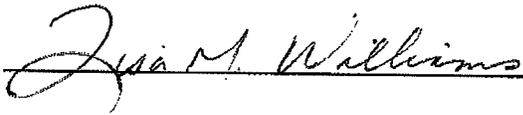
Subscribed and sworn to before me this 16th day of July, 2015.

Witness my hand and official seal.

[SEAL]



My commission expires: 3-15-2016



Notary Public

Exhibit A
Interested Parties

Erich Helm
315 South Denver Ave.
Fort Lupton, CO 80621

United Power
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Service Company of Colorado
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Richard James Gabel
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Fort Lupton, CO 80621

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Westminster, CO 80031

The City of Fort Lupton
130 South McKinley Ave.
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Vincent Properties, Inc.
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Arlington, VA 22207

Estate of Ralph Vincent
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Boulder, CO 80306

Fort Lupton Fire Protection
District
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Fort Lupton, CO 80621

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Fort Lupton, CO 80621

Deborah Ann Tiffany
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Brighton, CO 80601

Pamela Ann Trostel
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Longmont, CO 80504

Philip T. Gabel and Joan R.
Gabel
13504 County Road 12
Fort Lupton, CO 80621

Lone Pine Corporation
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Fort Lupton, CO 80621

Kathleen Moser Peake and
Rick Moser as Co-Conservators
for the Estate of Bruce Moser
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Hudson, CO 80642

Rick Moser
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Hudson, CO 80642

Kathleen Moser Peake
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Hudson, CO 80642

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Audrey Dowdy
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LP
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Denver, CO 80217

Grizzly Petroleum Company,
LLC
1801 Broadway, Ste 500
Denver, CO 80202

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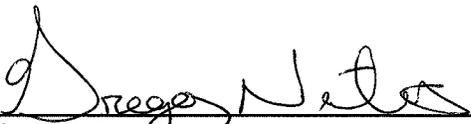
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WELD COUNTY, COLORADO)

CERTIFICATE OF SERVICE

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

Greg Nibert Jr., of lawful age, and being first duly sworn upon his oath, states and declares:

That he is an attorney for Kerr-McGee Oil & Gas Onshore LP, and that on or before July 23, 2015, he 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.



Greg Nibert Jr.

Subscribed and sworn to before me July 16, 2015.

Witness my hand and official seal.

My commission expires: 1-21-2017.



Notary Public

