

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 AN APPROXIMATE) CAUSE NO.
238.66-ACRE DESIGNATED HORIZONTAL WELLBORE)
SPACING UNIT LOCATED IN SECTIONS 5 AND 8,) DOCKET NO.
TOWNSHIP 1 NORTH, RANGE 66 WEST, AND SECTION)
32, TOWNSHIP 2 NORTH, RANGE 66 WEST, 6TH P.M.,)
FOR THE DEVELOPMENT/OPERATION OF THE CODELL)
FORMATION, 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 an approximate 238.66-acre horizontal wellbore spacing unit designated for portions of Sections 5 and 8, Township 1 North, Range 66 West, and Section 32, Township 2 North, Range 66 West, 6th P.M., for development and operation of the Codell Formation.

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 5: E $\frac{1}{2}$ W $\frac{1}{2}$

Section 8: NE $\frac{1}{4}$ NW $\frac{1}{4}$

Township 2 North, Range 66 West, 6th P.M.

Section 32: SE $\frac{1}{4}$ SW $\frac{1}{4}$

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 Codell Formation 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 238.66-acre horizontal wellbore spacing unit, comprised of the Application Lands, for the FL Greens 29C-5HZ well, (API No. Pending) ("Subject Well"), 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. 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 an approximate 238.66-acre horizontal wellbore spacing unit designated for the Application Lands for the development and operation of the Codell Formation.

7. 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 Well, whichever is earlier.

8. 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 Well, 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.

9. 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.

10. 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.

11. 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 an approximate 238.66-acre designated horizontal wellbore spacing unit established for the Application Lands, for the development and operation of the Codell Formation, 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 Well, 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 Well, 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: 

Greg Nibert, Jr.
John Jacus
Eric Waeckerlin
Davis Graham & Stubbs LLP
1550 17th Street, Suite 500
Denver, Colorado 80202
greg.nibert@dgsllaw.com
john.jacus@dgsllaw.com
eric.waeckerlin@dgsllaw.com

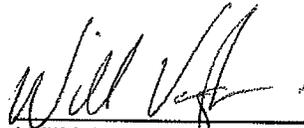
Address of Applicant

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

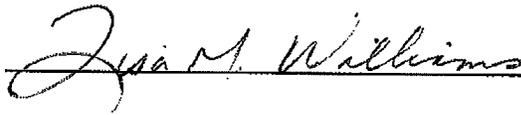
Subscribed and sworn to before me this 16th day of July, 2015.

Witness my hand and official seal.



[SEAL]

My commission expires: 3-15-2016



Notary Public

Exhibit A
Interested Parties

Housing Authority of the Town of Fort
Lupton
400 2nd St.
Fort Lupton, CO 80621

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

United Power
PO Box 929
Brighton, CO 80601

Xcel Energy, Inc. fka Public Service
Company of Colorado
1800 Larimer St., Ste 1400
Denver, CO 80202

Ft. Lupton Commercial
8791 Circle Drive
Westminster, CO 80031

Joanne C. Brokaw
150 Siesta Dr.
Aptos, CA 95003

Gregory Eugene Reiva, Conservator of
Jeanette H. Reiva
3331 Jennings St.
Sioux City, IA 51104

Shirley May Bell
950 South Fulton Ave.
Fort Lupton, CO 80621

Richard James Gabel
6192 Sage Ave.
Longmont, CO 80504

Patricia Ann Glynn
9841 E. 157th Ave.
Brighton, CO 80601

Leroy Joseph Gabel
301 Moser Rd.
Louisville, KY 40223

Mary Maxine Hilderbrand
5900 Winkler Dr.
Amarillo, TX 79109

Blanca Sanchez
210 South Denver Ave.
Fort Lupton, CO 80621

Rudy Sanchez
210 South Denver Ave.
Fort Lupton, CO 80621

Santos Sanchez
210 South Denver Ave.
Fort Lupton, CO 80621

Ft. Lupton 110
8791 Circle Drive
Westminster, CO 80031

The City of Fort Lupton
130 South McKinley Ave.
Fort Lupton, CO 80621

Vincent Properties, Inc.
3711 North Glebe Road
Arlington, VA 22207

Estate of Ralph Vincent
PO Box 4575
Boulder, CO 80306

Fort Lupton Fire Protection District
1121 Denver Avenue
Fort Lupton, CO 80621

Fort Lupton Greens, LLP
8791 Circle Drive
Westminster, CO 80031

Jacquelyn Ann Smith
PO Box 710
Fort Lupton, CO 80621

Deborah Ann Tiffany
703 East Egbert Street
Brighton, CO 80601

Pamela Ann Trostel
11678 Montgomery Circle
Longmont, CO 80504

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

Lone Pine Corporation
1762 N. Denver Ave.
Fort Lupton, CO 80621

Kathleen Moser Peake and Rick Moser as
Co-Conservators for the Estate of
Bruce Moser
PO Box 495
Hudson, CO 80642

Rick Moser
11488 Weld County Road 41
Hudson, CO 80642

Kathleen Moser Peake
PO Box 495
Hudson, CO 80642

Artina Campbell
10437 Nucla Street
Commerce City, CO 80022

Audrey Dowdy
PO Box 555
Hudson, CO 80642

Kerr-McGee Oil & Gas Onshore LP
P. O. Box 173779
Denver, CO 80217

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

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BEFORE THE OIL AND GAS CONSERVATION COMMISSION
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IN THE MATTER OF THE APPLICATION OF KERR-)
MCGEE OIL & GAS ONSHORE LP FOR AN ORDER TO)
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32, TOWNSHIP 2 NORTH, RANGE 66 WEST, 6TH P.M.,)
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FORMATION, WATTENBERG FIELD, WELD COUNTY,)
COLORADO)

CAUSE NO.

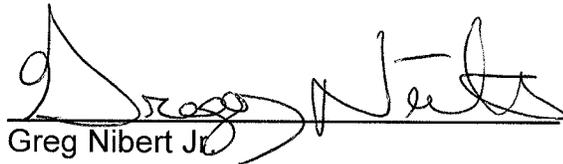
DOCKET NO.

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.

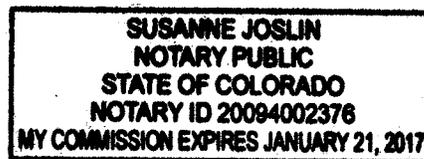

Greg Nibert Jr.

Subscribed and sworn to before me July 16, 2015.

Witness my hand and official seal.

My commission expires: 1-21-2017.


Notary Public



BEFORE THE OIL AND 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 AN APPROXIMATE) CAUSE NO. 407
238.66-ACRE DESIGNATED HORIZONTAL WELLBORE)
SPACING UNIT LOCATED IN SECTIONS 5 AND 8,) DOCKET NO. 150900510
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32, TOWNSHIP 2 NORTH, RANGE 66 WEST, 6TH P.M.,)
FOR THE DEVELOPMENT/OPERATION OF THE CODELL)
FORMATION, WATTENBERG FIELD, WELD COUNTY,)
COLORADO)

SUPPLEMENTAL AFFIDAVIT OF MAILING

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:

1. The above docketed application was filed on July 16, 2014 for the September Docket ("Application") and was subsequently continued to the October Docket on August 5, 2015;
2. Notice of Hearing for the Application was deferred to the October Hearing cycle; and
3. On or before August 28, 2015, he caused a copy of the above referenced Application to be deposited in the United States Mail, postage prepaid, addressed to the parties listed below.

Maris Isabel Chavez
904 Lancaster Ave.
Fort Lupton, CO 80621

Debra A. Garcia
915 Lancaster Ave.
Fort Lupton, CO 80621

Nancy A. Cox and Linda C. Forest
901 Lancaster Ave.
Fort Lupton, CO 80621

Jeffrey J. Hill and Amy Lee Anderson Hill
1104 Lancaster Ave.
Fort Lupton, CO 80621

Delbert L. Fast and Mary Jane Fast
DBA D&F Builders
1357 43rd Ave., Apt. 40
Greeley, CO 80634

Robert N. Krumtum and Lorie D. Krumtum
912 Lancaster Ave.
Fort Lupton, CO 80621

Cayetano Lujan-Espinoza and Maria
Rodriquez-Lujan
914 Lancaster Ave.
Fort Lupton, CO 80621

David C. Lambeth
1015 South Lancaster Ave.
Fort Lupton, CO 80621

Ricardo Llamas
1105 Village Dr.
Fort Lupton, CO 80621

Robert A. Maul
1204 Lancaster Ct.
Fort Lupton, CO 80621

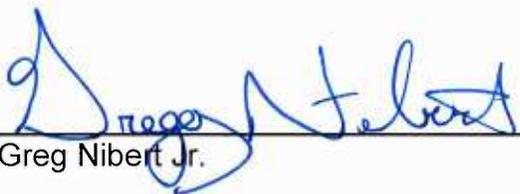
Edgar Ortiz
903 Lancaster Ave.
Fort Lupton, CO 80621

Marta L. Sanders
910 Lancaster Ave.
Fort Lupton, CO 80621

Allen Sickler and Gina Sickler
1009 Village Dr.
Fort Lupton, CO 80621

George G. Vaught, Jr and Paul L. McCulliss
PO Box 3248
Littleton, CO 80161

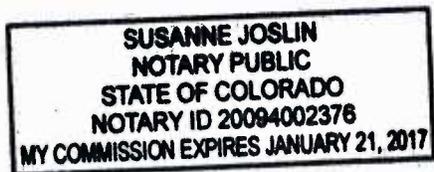
Lone Pine Corporation
c/o Delbert L. Fast
1357 43rd Ave., Apt. 40
Greeley, CO 80634

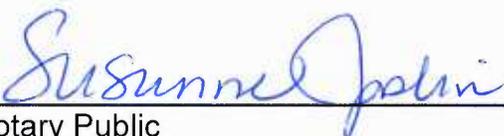

Greg Nibert Jr.

Subscribed and sworn to before me August 27, 2015.

Witness my hand and official seal.

My commission expires: 1-21-2017.




Notary Public