

**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 TWO APPROXIMATE 400-ACRE DESIGNATED HORIZONTAL WELLBORE SPACING UNITS ESTABLISHED FOR CERTAIN PORTIONS OF SECTIONS 27, 28, 33 AND 34, 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 two approximate 400-acre horizontal wellbore spacing units established for certain portions of Sections 27, 28, 33 and 34, 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 2 North, Range 66 West, 6th P.M.

Section 27: SW $\frac{1}{4}$ SW $\frac{1}{4}$

Section 28: SE $\frac{1}{4}$ SE $\frac{1}{4}$

Section 33: E $\frac{1}{2}$ E $\frac{1}{2}$

Section 34: W $\frac{1}{2}$ W $\frac{1}{2}$

Wellbore Spacing Unit ("WSU") Nos. 1 and 2

These lands are hereinafter collectively 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 two approximate 400-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 horizontal 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. Thermo 38C-33HZ Well (API No. Pending) – Codell Formation – WSU No. 1;
- b. Thermo 38N-33HZ Well (API No. Pending) – Niobrara Formation – WSU No. 2.

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 and 2 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. The undersigned certifies that copies of this Application will be served on each interested party as required by Rule 507 within seven (7) days of the filing hereof, 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 and 2 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 16 day of July, 2015.

Respectfully submitted,

KERR-MCGEE OIL & GAS ONSHORE LP

By: 
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Jillian Fulcher
Beatty & Wozniak, P.C.
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Denver, Colorado 80202
(303) 407-4499
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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 16th day of July, 2015, by R.C. Kimball, Staff Landman for Kerr-McGee Oil & Gas Onshore LP.

Witness my hand and official seal.

My commission expires: 8/8/2015

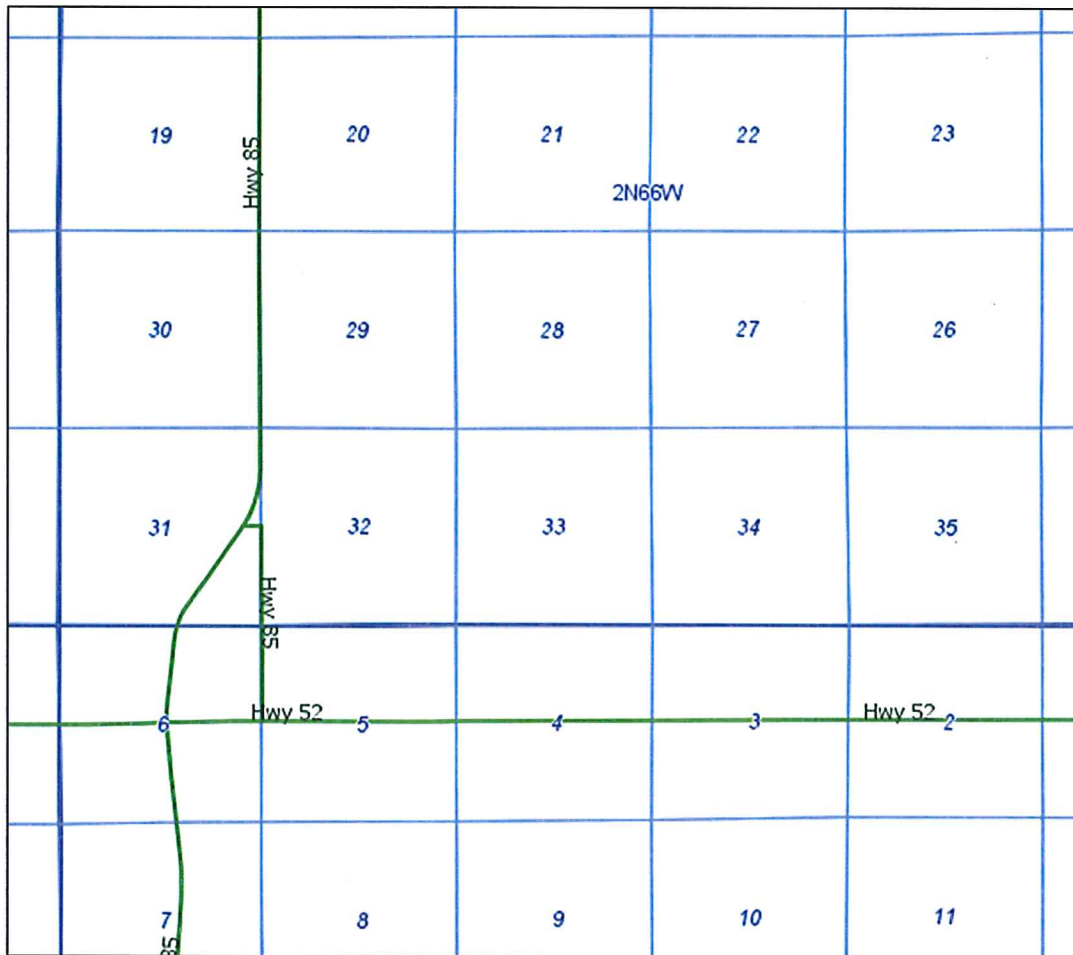


Notary Public



Exhibit A

Reference Map for Pooling Application



IN THE MATTER OF AN APPLICATION BY KERR-MCGEE OIL & GAS ONSHORE LP FOR AN ORDER POOLING ALL INTERESTS IN TWO APPROXIMATE 400-ACRE DESIGNATED HORIZONTAL WELLBORE SPACING UNITS ESTABLISHED FOR CERTAIN PORTIONS OF SECTIONS 27, 28, 33 AND 34, 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. 150900551

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 July 23, 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 A to the Application.

Witness my hand and official seal.

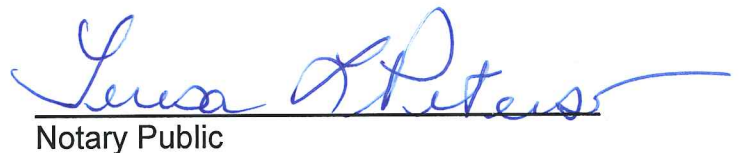


EXHIBIT A

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 A.

ANADARKO E&P ONSHORE, LLC
1099 18TH STREET, SUITE 1800,
DENVER, CO 80202

KURT W. CONNER
2797 BUCKNER LANE
THOMPSON STATION, TN 37179

THE SANDRA K. CONNER TRUST DATED
JANUARY 26, 1984
2 OSPREY CIRCLE
THORNTON, CO 80241

NANCY S. KEETH
1001 EVANS STREET
FRANKLIN, TN 37064

DAVID C. CONNER TRUST DATED OCTOBER 2,
1978
2 OSPREY CIRCLE
THORNTON, CO 80241

DAVID BREICKLER
P.O. BOX 424
HUDSON, CO 80642-0424

ROBERT JOHN SCHLEGEL AND EDNA MAE
SCHLEGEL, CO-TRUSTEES OF THE SCHLEGEL
TRUST DATED MARCH 14, 1988
2855 CARLSBAD BLVD. N216
CARLSBAD, CA 82008

HEIRS OF EVELYN B. MONSON, DECEASED, AND
GEORGE B. MONSON, JR., TRUSTEE UNDER
REVOCABLE TRUST AGREEMENT RECORDED IN
BOOK 2591 AT PAGE 10, JEFFERSON COUNTY,
COLORADO RECORDS
C/O KRISTAN LYNN MONSON
568 SOBRATO DR.
CAMPBELL, CA 95008-4620

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

TRACY LYN MASON
511 NORTH ARTHUR STREET
HUMANSVILLE, MO 65674

KELLY W. SCOTT
201 E. 368TH ROAD
DUNNEGAN, MO 65640

ELAINE M. MARTIN
1751 WEST CITRACADO PARKWAY #295
ESCONDIDO, CA 92029

SHIRLEY BREICKLER, PERSONAL
REPRESENTATIVE OF THE ESTATE OF DOUGLAS
E. BREICKLER
15169 NANCY AVENUE
FORT LUPTON, CO 80621

THE JACOBSON FAMILY TRUST
ADDRESS UNKNOWN

MARTHA M. RICHARDSON AKA MARTHA J.
RICHARDSON
14 GLENMORE DRIVE
DURHAM, NC 27707-3923

MELVIN C. ANDERSON IRREVOCABLE TRUST
P.O. BOX 268
STRASBURG, CO 80136

PUBLIC SERVICE COMPANY OF COLORADO
1800 LARIMER STREET, SUITE 1400
DENVER, CO 80202

MISSION OIL CORPORATION, A DISSOLVED
CORPORATION
4602 CAPTAINS WAY 4602
ATTN: GUNTER B. HAER
JUPITER, FL 33477-4086

KERR-MCGEE OIL & GAS ONSHORE, LP
1099 18TH STREET, SUITE 1800,
DENVER, CO 80202

ENCANA OIL & GAS (USA) INC.
370 17TH STREET, SUITE 1700
ATTN: MS. COURTNEY DIAFERIO
DENVER, CO 80202