

LEASE INFORMATION

Using standard QtrQtr, Sec, Twp, Rng format, describe one entire mineral lease that will be produced by this well (Describe lease beneath surface location if produced. Attach separate description page or map if necessary.)

Township 1 North, Range 67 West, 6th P.M.

Section 15: SE/4NE/4

From the stratigraphic equivalent of 4900 feet as found in the Guiles 42-15 #2 well located in the SE/4NE/4 of Sec.15-T1N-R67W to the base of the J Sand formation, except the J Sand formation is limited to the well bore of the UPRR 42 Pan Am "M"#1 well located in the SW/4NE/4 of Sec. 15-T1N-R67W.

Section 15: NW/4NE/4

From the stratigraphic equivalent of 4938 feet as found in the Guiles 31-15 #1 well located in the NW/4NE/4 of Sec. 15-T1N-R67W to the base of the J Sand formation, except the J Sand formation is limited to the well bore of the UPRR 42 Pan Am "M"#1 well located in the SW/4NE/4 of Sec. 15-T1N-R67W.

Section 15: NE/4NE/4

All depths and formations from the surface to the base of the J Sand formation, except the J Sand formation is limited to the well bore of the UPRR 42 Pan Am "M"#1 well located in the SW/4NE/4 of Sec. 15-T1N-R67W.

And Ninety-One Percent (91%) interest in and to the oil and gas in and under the leased premises described as follows:

Township 1 North, Range 67 West, 6th P.M.

Section 15: SE/4NE/4, NW/4NE/4, NE/4NE/4

Limited to the J Sand formation but excluding the well bore of the UPRR 42 Pan Am "M"#1 well located in the SW/4NE/4 of Sec. 15-T1N-R67W.

Containing 120 acres, more or less
Weld County, Colorado

Total Acres in Described Lease: 120 Described Mineral Lease is: Fee State Federal Indian

Federal or State Lease # _____

Distance from Completed Portion of Wellbore to Nearest Lease Line of described lease: 0 Feet

CULTURAL DISTANCE INFORMATION

Distance to nearest:

Building:	<u>1011</u> Feet
Building Unit:	<u>1139</u> Feet
High Occupancy Building Unit:	<u>5280</u> Feet
Designated Outside Activity Area:	<u>5280</u> Feet
Public Road:	<u>2075</u> Feet
Above Ground Utility:	<u>2075</u> Feet
Railroad:	<u>5280</u> Feet
Property Line:	<u>355</u> Feet

INSTRUCTIONS:

- All measurements shall be provided from center of the Proposed Well to nearest of each cultural feature as described in Rule 303.a.(5).
- Enter 5280 for distance greater than 1 mile.
- Building - nearest building of any type. If nearest Building is a Building Unit, enter same distance for both.
- Building Unit, High Occupancy Building Unit, and Designated Outside Activity Area - as defined in 100-Series Rules.

DESIGNATED SETBACK LOCATION INFORMATION

Check all that apply. This location is within a: Buffer Zone
 Exception Zone
 Urban Mitigation Area

- Buffer Zone - as described in Rule 604.a.(2), within 1,000' of a Building Unit
- Exception Zone - as described in Rule 604.a.(1), within 500' of a Building Unit.
- Urban Mitigation Area - as defined in 100-Series Rules.

Pre-application Notifications (required if location is within 1,000 feet of a building unit):

Date of Rule 305.a.(1) Urban Mitigation Area Notification to Local Government: _____

Date of Rule 305.a.(2) Buffer Zone Notification to Building Unit Owners: _____

SPACING and UNIT INFORMATION

Distance from Completed Portion of Wellbore to Nearest Wellbore Permitted or Completed in the same formation: 60 Feet

Distance from Completed Portion of Wellbore to Nearest Unit Boundary 517 Feet (Enter 5280 for distance greater than 1 mile.)

Federal or State Unit Name (if appl): _____ Unit Number: _____

SPACING & FORMATIONS COMMENTS

UNIT CONFIGURATION:
 1N-67W-SEC. 10: SW/4SE/4
 1N-67W-SEC. 15: W/2E/2
 1N-67W-SEC. 22: W/2NE/4, NW/4SE/4

OBJECTIVE FORMATIONS

Objective Formation(s)	Formation Code	Spacing Order Number(s)	Unit Acreage Assigned to Well	Unit Configuration (N/2, SE/4, etc.)
NIOBRARA	NBRR		320	GWA

DRILLING PROGRAM

Proposed Total Measured Depth: 15688 Feet
 Distance to nearest permitted or existing wellbore penetrating objective formation: 60 Feet (Including plugged wells)
 Will a closed-loop drilling system be used? Yes
 Is H₂S gas reasonably expected to be encountered during drilling operations at concentrations greater than or equal to 100 ppm? No (If Yes, attach an H₂S Drilling Operations Plan)
 Will salt sections be encountered during drilling? No
 Will salt based (>15,000 ppm Cl) drilling fluids be used? No
 Will oil based drilling fluids be used? Yes
 BOP Equipment Type: Annular Preventor Double Ram Rotating Head None

GROUNDWATER BASELINE SAMPLING AND MONITORING AND WATER WELL SAMPLING

Water well sampling required per Rule 318A

DRILLING WASTE MANAGEMENT PROGRAM

Drilling Fluids Disposal: OFFSITE Drilling Fluids Disposal Methods: Commercial Disposal
 Cuttings Disposal: OFFSITE Cuttings Disposal Method: Commercial Disposal
 Other Disposal Description:

Please see Comments section. Disposal description will not fit in space provided.

Beneficial reuse or land application plan submitted? Yes
 Reuse Facility ID: _____ or Document Number: _____

CASING PROGRAM

Casing Type	Size of Hole	Size of Casing	Wt/Ft	Csg/Liner Top	Setting Depth	Sacks Cmt	Cmt Btm	Cmt Top
SURF	13+1/2	9+5/8	36	0	1385	520	1385	0
1ST	8+3/4	7	26	0	7790	820	7790	0
1ST LINER	6+1/8	4+1/2	11.6	6789	15688			

Conductor Casing is NOT planned

DESIGNATED SETBACK LOCATION EXCEPTIONS

Check all that apply:

- Rule 604.a.(1)A. Exception Zone (within 500' of Building Unit)
- Rule 604.b.(1)A. Exception Location (existing or approved Oil & Gas Location now within a Designated Setback as a result of Rule 604.a.)
- Rule 604.b.(1)B. Exception Location (existing or approved Oil & Gas Location is within a Designated Setback due to Building Unit construction after Location approval)
- Rule 604.b.(2) Exception Location (SUA or site-specific development plan executed on or before August 1, 2013)

Rule 604.b.(3) Exception Location (Building Units constructed after August 1, 2013 within setback per an SUA or site-specific development plan)

GREATER WATTENBERG AREA LOCATION EXCEPTIONS

Check all that apply:

- Rule 318A.a. Exception Location (GWA Windows).
- Rule 318A.c. Exception Location (GWA Twinning).

RULE 502.b VARIANCE REQUEST

Rule 502.b. Variance Request from COGCC Rule or Spacing Order Number _____

OTHER LOCATION EXCEPTIONS

Check all that apply:

- Rule 318.c. Exception Location from Rule or Spacing Order Number _____
- Rule 603.a.(2) Exception Location (Property Line Setback).

ALL exceptions and variances require attached Request Letter(s). Refer to applicable rule for additional required attachments (e.g. waivers, certifications, SUAs).

OPERATOR COMMENTS AND SUBMITTAL

Comments

OTHER DISPOSAL DESCRIPTION:

Drilling fluids disposal: Water-based drilling fluids will be used to drill the curve of the well. KMG will reuse water-based drilling fluids to the maximum extent at which point they will either be land applied or taken to a licensed, commercial disposal site; decided upon based off of laboratory analysis of fluids.

Oil-based drilling fluids will be used to drill the lateral of the well. KMG will reuse oil-based drilling fluids to maximum extent at which point they will be returned to the fluids manufacturer for re-conditioning or disposal at a licensed, commercial disposal site.

Cuttings disposal: Water based cuttings will be used to drill the curve of the well. If the surface owner authorizes, and if it is feasible for this location at the time of drilling, water-based cuttings will be disposed of onsite using bioremediation/solidification product.

If the surface owner does not authorize onsite disposal and/or it is not feasible for this location at the time of drilling, water-based cuttings will be disposed of using a Centralized E&P Waste Management facility or a private spread field.

Oil based cuttings will be used to drill the lateral of the well. They will be disposed of offsite and at a licensed, commercial disposal site.

Kerr-McGee Oil & Gas Onshore LP ("KMG") respectfully requests the Director to waive Rule 318A.m for this well. KMG is the operator of the encroached upon well(s). Please see attached Anti-Collision Waiver.

This application is in a Comprehensive Drilling Plan _____ CDP #: _____

Location ID: _____

Is this application being submitted with an Oil and Gas Location Assessment application? Yes

I hereby certify all statements made in this form are, to the best of my knowledge, true, correct, and complete.

Signed: _____ Print Name: Ronett Powers

Title: Regulatory Analyst II Date: 4/2/2014 Email: djregulatory@anadarko.com

Operator must have a valid water right or permit allowing for industrial use or purchased water from a seller that has a valid water right or permit allowing for industrial use, otherwise an application for a change in type of use is required under Colorado law. Operator must also use the water in the location set forth in the water right decree or well permit, otherwise an application for a change in place of use is required under Colorado law. Section 37-92-103(5), C.R.S. (2011).

Based on the information provided herein, this Application for Permit-to-Drill complies with COGCC Rules and applicable orders and is hereby approved.

COGCC Approved: Matthew Lee Director of COGCC Date: 7/2/2014

Expiration Date: 07/01/2016

API NUMBER 05 123 39785 00

Conditions Of Approval

All representations, stipulations and conditions of approval stated in the Form 2A for this location shall constitute representations, stipulations and conditions of approval for this Form 2 Permit-to-Drill and are enforceable to the same extent as all other representations, stipulations and conditions of approval stated in this Permit-to-Drill.

<u>COA Type</u>	<u>Description</u>
	Open hole resistivity and gamma logs shall be run to describe the stratigraphy of the entire well bore and to adequately verify the setting depth of surface casing and aquifer coverage. On a multi-well pad, these open hole logs are only required on one of the first wells drilled on the pad and the Drilling Completion Report - Form 5 for every well on the pad shall identify which well was logged.
	Operator acknowledges the proximity of the listed wells. Operator agrees to provide mitigation Option 1 or 2 (per the DJ Basin Horizontal Offset Policy), ensure all applicable documentation is submitted, and submit a Form 42(s) ("OFFSET MITIGATION COMPLETED") for the remediated wells, referencing the API Number of the proposed horizontal well(s) stating what appropriate mitigation occurred and that it has been completed, prior to the hydraulic stimulation of this well. UPRR 42 Pan Am Unit J 1 (API 123-07737) Jack Berger C 1 (API 123-08601) Jack Berger GU "C" 2 (API 123-10039) UPRR 42 Pan Am Unit J 2 (API 123-10201) Frank J Suckla 1 (API 123-07214) Suckla Farms Inc Unit F 2 (API 123-09838) Frank J. Suckla 2 (API 123-09988) UPRR 42 Pan Am Unit M 1 (API 123-08153) Badding Red VV 15-3 (API 123-17214) Badding Red VV 15-6 (API 123-17216) Albert Sack Unit 1 (API 123-07902) Coughlin Red VV 22-1 (API 123-16665) Coughlin Red VV 22-2 (API 123-16666)
	Operator acknowledges the proximity of the listed non-operated wells. Operator agrees to provide mitigation Option 1 or 2 (per the DJ Basin Horizontal Offset Policy), ensure all applicable documentation is submitted, and submit Form 42(s) ("OFFSET MITIGATION COMPLETED") for the remediated wells, referencing the API Number of the proposed horizontal well(s) stating what appropriate mitigation occurred and that it has been completed, prior to the hydraulic stimulation of this well. Suckla Farms Inj Well 1 (API 123-14291)
	1) Submit Form 42 electronically to COGCC 48 hours prior to MIRU. 2) Comply with Rule 317.i and provide cement coverage from end of 7" casing to a minimum of 200' above Niobrara and from 200' below the Sussex to 200' above Sussex. Verify coverage with cement bond log. 3) Comply with Rule 321. Run and submit Directional Survey from TD to base of surface casing. Ensure that the wellbore complies with setback requirements in commission orders or rules prior to producing the well.

Best Management Practices

No	BMP/COA Type	Description
1	Planning	The nearest building unit is located 1109' away from this oil and gas location, therefore it is not within a Designated Setback Location and is exempt from 604.c.
2	Drilling/Completion Operations	Kerr McGee acknowledges and will comply with the COGCC Policy for Bradenhead Monitoring during Hydraulic Fracturing Treatments in the Greater Wattenberg Area dated May 29, 2012.
3	Drilling/Completion Operations	<p>Prior to drilling operations, Operator may perform an anti-collision review of existing offset wells that have the potential of being within close proximity of the proposed well. This anti-collision review may include MWD or gyro surveys and surface locations of the offset wells with included error of uncertainty per survey instrument, and compared against the proposed wellpath with its respective error of uncertainty. If current surveys do not exist for the offset wells, Operator may have gyro surveys conducted to verify bottomhole location. The proposed well may only be drilled if the anti-collision review results indicate that the risk of collision is sufficiently low as defined by the anti-collision plan, with separation factors greater than 1.5, or if the risk of collision has been mitigated through other means including shutting in wells, plugging wells, increased drilling fluid in the event of lost returns or as is appropriate for the specific situation. In the event of an increased risk of collision, that risk will be mitigated to prevent harm to people, the environment or property. For the proposed well, upon conclusion of drilling operations, an as-constructed directional survey will be submitted to COGCC with the Form 5.</p> <p>Please see the attached 318A.m letter for a list of well(s) identified by the operator as being within 150 feet of the proposed well(s). If no letter is attached, the operator has not identified any wells as being within 150 feet of the proposed well(s) at the time of permitting.</p>

Total: 3 comment(s)

Applicable Policies and Notices to Operators

Notice Concerning Operating Requirements for Wildlife Protection.

Policy for Bradenhead Monitoring During Hydraulic Fracturing Treatments in the Greater Wattenberg Area.

Attachment Check List

Att Doc Num	Name
1696257	ANTI-COLLISION WAIVER
2482703	SURFACE CASING CHECK
400580924	FORM 2 SUBMITTED
400580944	OffsetWellEvaluations Data
400580945	DIRECTIONAL DATA
400580947	DEVIATED DRILLING PLAN
400580948	WELL LOCATION PLAT
400581595	PROPOSED SPACING UNIT
400581596	EXCEPTION LOC REQUEST
400598669	SURFACE AGRMT/SURETY
400599553	EXCEPTION LOC WAIVERS

Total Attach: 11 Files

General Comments

<u>User Group</u>	<u>Comment</u>	<u>Comment Date</u>
Permit	Final Review Completed. No LGD or public comment received.	7/1/2014 9:22:53 AM
Permit	ON HOLD: w/o form 2's.	6/16/2014 9:08:00 AM
Permit	Removed Request for omission of open hole logging letter and added open hole COA. ok to pass.	6/16/2014 9:07:59 AM
Engineer	Offset wells evaluated.	6/11/2014 8:57:45 AM
Permit	ON HOLD: request removal of Exception to Open Hole Logging Rule 317.o letter and addition of Open Hole logging COA.	5/19/2014 10:53:39 AM
Permit	Operator requests approval of an Anti-Collision Waiver for Rule 318Am. Wellbore is to be located less than 150' from an existing wellbore. Request and waivers attached.	5/19/2014 10:53:38 AM
Permit	Passed completeness. SUA covers S/2SW/4 & S/2.	4/30/2014 4:50:17 PM
Permit	Return to draft. The minerals beneath this Oil and Gas Location will be developed by this well is blank	4/30/2014 4:27:32 PM
Permit	Returned to draft. SUA incorrect. It covers a portion of S/2SW/4. SHL is in SWSE/4 and the map attached by opr is inconclusive for surface rights.	4/30/2014 10:52:48 AM
Permit	Returned to draft. SUA incorrect. It covers a portion of S/2SW/4. SHL is in SWSE/4 and the map attached by opr is inconclusive for surface rights.	4/8/2014 9:38:31 AM
Permit	Returned to draft. SUA covers portion of S/2SW/4. SHI is in SWSE.	4/3/2014 1:28:53 PM

Total: 11 comment(s)