

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 POOLING ALL INTERESTS, )  
PURSUANT TO C.R.S. § 34-60-116 IN THE )  
CODELL AND/OR NIOBRARA FORMATIONS )  
IN NINE DESIGNATED WELLBORE SPACING )  
UNITS LOCATED IN SECTIONS 18 AND 19, )  
TOWNSHIP 2 NORTH, RANGE 65 WEST, IN )  
THE WATTENBERG FIELD, WELD COUNTY, )  
COLORADO )

Cause No. \_\_\_\_\_

Docket No. \_\_\_\_\_

APPLICATION

COMES NOW Kerr-McGee Oil & Gas Onshore LP (referred to herein as "Applicant"), by and through its undersigned attorneys, and makes application to the Colorado Oil and Gas Conservation Commission ("Commission"), for an order to pool all interests within nine designated wellbore spacing units to produce oil, gas, and associated hydrocarbons from, as applicable, the Codell and/or Niobrara Formations, as follows:

- A. the Russian Fiddler 13N-18HZ Well, located in the following lands:

Township 2 North, Range 65 West, 6<sup>th</sup> P.M.

Section 18: SW $\frac{1}{4}$ SW $\frac{1}{4}$

Section 19: W $\frac{1}{2}$ W $\frac{1}{2}$

(hereinafter "Wellbore Spacing Unit 1")

- B. the Russian Fiddler 14N-18HZ Well, located in the following lands:

Township 2 North, Range 65 West, 6<sup>th</sup> P.M.

Section 18: SE $\frac{1}{4}$ SW $\frac{1}{4}$

Section 19: E $\frac{1}{2}$ W $\frac{1}{2}$

(hereinafter "Wellbore Spacing Unit 2")

- C. the Russian Fiddler 35C-18HZ Well, located in the following lands:

Township 2 North, Range 65 West, 6<sup>th</sup> P.M.

Section 18: S $\frac{1}{2}$ SW $\frac{1}{4}$

Section 19: W $\frac{1}{2}$

(hereinafter "Wellbore Spacing Unit 3")

- D. the Russian Fiddler 35N-18HZ Well, located in the following lands:

Township 2 North, Range 65 West, 6<sup>th</sup> P.M.

Section 18: S $\frac{1}{2}$ SW $\frac{1}{4}$

Section 19: W $\frac{1}{2}$

(hereinafter "Wellbore Spacing Unit 4")

- E. the Russian Fiddler 36N-18HZ Well, located in the following lands:

Township 2 North, Range 65 West, 6<sup>th</sup> P.M.

Section 18: SE $\frac{1}{4}$ SW $\frac{1}{4}$ , SW $\frac{1}{4}$ SE $\frac{1}{4}$

Section 19: E $\frac{1}{2}$ W $\frac{1}{2}$ , W $\frac{1}{2}$ E $\frac{1}{2}$

(hereinafter "Wellbore Spacing Unit 5")

- F. the Russian Fiddler 15N-18HZ Well, located in the following lands:

Township 2 North, Range 65 West, 6<sup>th</sup> P.M.

Section 18: SW $\frac{1}{4}$ SE $\frac{1}{4}$

Section 19: W $\frac{1}{2}$ E $\frac{1}{2}$

(hereinafter "Wellbore Spacing Unit 6")

- G. the Russian Fiddler 36C-18HZ Well, located in the following lands:

Township 2 North, Range 65 West, 6<sup>th</sup> P.M.

Section 18: SE $\frac{1}{4}$ SW $\frac{1}{4}$ , SW $\frac{1}{4}$ SE $\frac{1}{4}$

Section 19: E $\frac{1}{2}$ W $\frac{1}{2}$ , W $\frac{1}{2}$ E $\frac{1}{2}$

(hereinafter "Wellbore Spacing Unit 7")

- H. the Russian Fiddler 37C-18HZ Well, located in the following lands:

Township 2 North, Range 65 West, 6<sup>th</sup> P.M.

Section 18: S $\frac{1}{2}$ SE $\frac{1}{4}$

Section 19: E $\frac{1}{2}$

(hereinafter "Wellbore Spacing Unit 8")

- I. the Russian Fiddler 37N-18HZ Well, located in the following lands:

Township 2 North, Range 65 West, 6<sup>th</sup> P.M.

Section 18: S $\frac{1}{2}$ SE $\frac{1}{4}$

Section 19: E $\frac{1}{2}$

(hereinafter "Wellbore Spacing Unit 9")

all located in Weld County, Colorado (together the "Application Lands").

In support thereof, the 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 certain interests in the Application Lands.

3. On February 19, 1992, the Commission issued 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 and Niobrara Formations underlying certain lands, including the Application Lands, with the permitted well locations in accordance with the provisions of Order No. 407-1.

4. 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 for the Codell and/or Niobrara Formations.

5. Applicant seeks to pool all interests within the following nine designated wellbore spacing units to produce oil, gas, and associated hydrocarbons from, as applicable, the Codell and/or Niobrara Formations, as follows:

**A. Russian Fiddler 13N-18HZ Well:**

6. Applicant designated a 200-acre wellbore spacing unit for the Russian Fiddler 13N-18HZ Well for the production of oil, gas, and associated hydrocarbons from the Niobrara Formation pursuant to Rule 318A.e. and notified all owners in the proposed wellbore spacing unit pursuant to Rule 318A.e.(6). Applicant did not receive any objections to the establishment of the proposed wellbore spacing unit within the 30-day response period, and, as such, certifies to the Commission that it did not receive any objections to the well location, proposed spacing unit, or proposed formations.

7. Applicant, pursuant to the provisions of C.R.S. § 34-60-116 (6) & (7) and Commission Rule 530, seeks an order pooling all interests, including but not limited to, any nonconsenting interests, in the Russian Fiddler 13N-18HZ Well in the Niobrara Formation underlying the following designated 200-acre wellbore spacing unit:

Township 2 North, Range 65 West, 6<sup>th</sup> P.M.

Section 18: SW $\frac{1}{4}$ SW $\frac{1}{4}$

Section 19: W $\frac{1}{2}$ W $\frac{1}{2}$

(Wellbore Spacing Unit 1).

8. Applicant requests that the Commission's pooling order be made effective as of the earlier of the date of this Application, or the date that the costs specified in C.R.S.



§ 34-60-116(7)(b)(II) are first incurred for the drilling of the Russian Fiddler 13N-18HZ Well to the Niobrara Formation on the Application Lands.

**B. Russian Fiddler 14N-18HZ Well:**

9. Applicant designated a 200-acre wellbore spacing unit for the Russian Fiddler 14N-18HZ Well for the production of oil, gas, and associated hydrocarbons from the Niobrara Formation pursuant to Rule 318A.e. and notified all owners in the proposed wellbore spacing unit pursuant to Rule 318A.e.(6). Applicant did not receive any objections to the establishment of the proposed wellbore spacing unit within the 30-day response period, and, as such, certifies to the Commission that it did not receive any objections to the well location, proposed spacing unit, or proposed formations.

10. Applicant, pursuant to the provisions of C.R.S. § 34-60-116 (6) & (7) and Commission Rule 530, seeks an order pooling all interests, including but not limited to, any nonconsenting interests, in the Russian Fiddler 14N-18HZ Well in the Niobrara Formation underlying the following designated 200-acre wellbore spacing unit:

Township 2 North, Range 65 West, 6<sup>th</sup> P.M.

Section 18: SE $\frac{1}{4}$ SW $\frac{1}{4}$

Section 19: E $\frac{1}{2}$ W $\frac{1}{2}$

(Wellbore Spacing Unit 2).

11. Applicant requests that the Commission's pooling order be made effective as of the earlier of the date of this Application, or the date that the costs specified in C.R.S. § 34-60-116(7)(b)(II) are first incurred for the drilling of the Russian Fiddler 14N-18HZ Well to the Niobrara Formation on the Application Lands.

**C. Russian Fiddler 35C-18HZ Well:**

12. Applicant designated a 400-acre wellbore spacing unit for the Russian Fiddler 35C-18HZ Well for the production of oil, gas, and associated hydrocarbons from the Codell Formation pursuant to Rule 318A.e. and notified all owners in the proposed wellbore spacing unit pursuant to Rule 318A.e.(6). Applicant did not receive any objections to the establishment of the proposed wellbore spacing unit within the 30-day response period, and, as such, certifies to the Commission that it did not receive any objections to the well location, proposed spacing unit, or proposed formations.

13. Applicant, pursuant to the provisions of C.R.S. § 34-60-116 (6) & (7) and Commission Rule 530, seeks an order pooling all interests, including but not limited to, any nonconsenting interests, in the Russian Fiddler 35C-18HZ Well in the Codell Formation underlying the following designated 400-acre wellbore spacing unit:

Township 2 North, Range 65 West, 6<sup>th</sup> P.M.

Section 18: S½SW¼

Section 19: W½

(Wellbore Spacing Unit 3).

14. Applicant requests that the Commission's pooling order be made effective as of the earlier of the date of this Application, or the date that the costs specified in C.R.S. § 34-60-116(7)(b)(II) are first incurred for the drilling of the Russian Fiddler 35C-18HZ Well to the Codell Formation on the Application Lands.

**D. Russian Fiddler 35N-18HZ Well:**

15. Applicant designated a 400-acre wellbore spacing unit for the Russian Fiddler 35N-18HZ Well for the production of oil, gas, and associated hydrocarbons from the Niobrara Formation pursuant to Rule 318A.e. and notified all owners in the proposed wellbore spacing unit pursuant to Rule 318A.e.(6). Applicant did not receive any objections to the establishment of the proposed wellbore spacing unit within the 30-day response period, and, as such, certifies to the Commission that it did not receive any objections to the well location, proposed spacing unit, or proposed formations.

16. Applicant, pursuant to the provisions of C.R.S. § 34-60-116 (6) & (7) and Commission Rule 530, seeks an order pooling all interests, including but not limited to, any nonconsenting interests, in the Russian Fiddler 35N-18HZ Well in the Niobrara Formation underlying the following designated 400-acre wellbore spacing unit:

Township 2 North, Range 65 West, 6<sup>th</sup> P.M.

Section 18: S½SW¼

Section 19: W½

(Wellbore Spacing Unit 4).

17. Applicant requests that the Commission's pooling order be made effective as of the earlier of the date of this Application, or the date that the costs specified in C.R.S. § 34-60-116(7)(b)(II) are first incurred for the drilling of the Russian Fiddler 35N-18HZ Well to the Niobrara Formation on the Application Lands.

**E. Russian Fiddler 36N-18HZ Well:**

18. Applicant designated a 400-acre wellbore spacing unit for the Russian Fiddler 36N-18HZ Well for the production of oil, gas, and associated hydrocarbons from the Niobrara Formation pursuant to Rule 318A.e. and notified all owners in the proposed wellbore spacing unit pursuant to Rule 318A.e.(6). Applicant did not receive any objections to the establishment of the proposed wellbore spacing unit within the 30-day response period, and, as such, certifies to the Commission that it did not receive any objections to the well location, proposed spacing unit, or proposed formations.



19. Applicant, pursuant to the provisions of C.R.S. § 34-60-116 (6) & (7) and Commission Rule 530, seeks an order pooling all interests, including but not limited to, any nonconsenting interests, in the Russian Fiddler 36N-18HZ Well in the Niobrara Formation underlying the following designated 400-acre wellbore spacing unit:

Township 2 North, Range 65 West, 6<sup>th</sup> P.M.

Section 18: SE $\frac{1}{4}$ SW $\frac{1}{4}$ , SW $\frac{1}{4}$ SE $\frac{1}{4}$

Section 19: E $\frac{1}{2}$ W $\frac{1}{2}$ , W $\frac{1}{2}$ E $\frac{1}{2}$

(Wellbore Spacing Unit 5).

20. Applicant requests that the Commission's pooling order be made effective as of the earlier of the date of this Application, or the date that the costs specified in C.R.S. § 34-60-116(7)(b)(II) are first incurred for the drilling of the Russian Fiddler 36N-18HZ Well to the Niobrara Formation on the Application Lands.

**F. Russian Fiddler 15N-18HZ Well:**

21. Applicant designated a 200-acre wellbore spacing unit for the Russian Fiddler 15N-18HZ Well for the production of oil, gas, and associated hydrocarbons from the Niobrara Formation pursuant to Rule 318A.e. and notified all owners in the proposed wellbore spacing unit pursuant to Rule 318A.e.(6). Applicant did not receive any objections to the establishment of the proposed wellbore spacing unit within the 30-day response period, and, as such, certifies to the Commission that it did not receive any objections to the well location, proposed spacing unit, or proposed formations.

22. Applicant, pursuant to the provisions of C.R.S. § 34-60-116 (6) & (7) and Commission Rule 530, seeks an order pooling all interests, including but not limited to, any nonconsenting interests, in the Russian Fiddler 15N-18HZ Well in the Niobrara Formation underlying the following designated 200-acre wellbore spacing unit:

Township 2 North, Range 65 West, 6<sup>th</sup> P.M.

Section 18: SW $\frac{1}{4}$ SE $\frac{1}{4}$

Section 19: W $\frac{1}{2}$ E $\frac{1}{2}$

(Wellbore Spacing Unit 6).

23. Applicant requests that the Commission's pooling order be made effective as of the earlier of the date of this Application, or the date that the costs specified in C.R.S. § 34-60-116(7)(b)(II) are first incurred for the drilling of the Russian Fiddler 15N-18HZ Well to the Niobrara Formation on the Application Lands.

**G. Russian Fiddler 36C-18HZ Well:**

24. Applicant designated a 400-acre wellbore spacing unit for the Russian Fiddler 36C-18HZ Well for the production of oil, gas, and associated hydrocarbons from the Codell Formation pursuant to Rule 318A.e. and notified all owners in the proposed wellbore spacing unit pursuant to Rule 318A.e.(6). Applicant did not receive any

objections to the establishment of the proposed wellbore spacing unit within the 30-day response period, and, as such, certifies to the Commission that it did not receive any objections to the well location, proposed spacing unit, or proposed formations.

25. Applicant, pursuant to the provisions of C.R.S. § 34-60-116 (6) & (7) and Commission Rule 530, seeks an order pooling all interests, including but not limited to, any nonconsenting interests, in the Russian Fiddler 36C-18HZ Well in the Codell Formation underlying the following designated 400-acre wellbore spacing unit:

Township 2 North, Range 65 West, 6<sup>th</sup> P.M.

Section 18: SE $\frac{1}{4}$ SW $\frac{1}{4}$ , SW $\frac{1}{4}$ SE $\frac{1}{4}$

Section 19: E $\frac{1}{2}$ W $\frac{1}{2}$ , W $\frac{1}{2}$ E $\frac{1}{2}$

(Wellbore Spacing Unit 7).

26. Applicant requests that the Commission's pooling order be made effective as of the earlier of the date of this Application, or the date that the costs specified in C.R.S. § 34-60-116(7)(b)(II) are first incurred for the drilling of the Russian Fiddler 36C-18HZ Well to the Codell Formation on the Application Lands.

H. **Russian Fiddler 37C-18HZ Well:**

27. Applicant designated a 400-acre wellbore spacing unit for the Russian Fiddler 37C-18HZ Well for the production of oil, gas, and associated hydrocarbons from the Codell Formation pursuant to Rule 318A.e. and notified all owners in the proposed wellbore spacing unit pursuant to Rule 318A.e.(6). Applicant did not receive any objections to the establishment of the proposed wellbore spacing unit within the 30-day response period, and, as such, certifies to the Commission that it did not receive any objections to the well location, proposed spacing unit, or proposed formations.

28. Applicant, pursuant to the provisions of C.R.S. § 34-60-116 (6) & (7) and Commission Rule 530, seeks an order pooling all interests, including but not limited to, any nonconsenting interests, in the Russian Fiddler 37C-18HZ Well in the Codell Formation underlying the following designated 400-acre wellbore spacing unit:

Township 2 North, Range 65 West, 6<sup>th</sup> P.M.

Section 18: S $\frac{1}{2}$ SE $\frac{1}{4}$

Section 19: E $\frac{1}{2}$

(Wellbore Spacing Unit 8).

29. Applicant requests that the Commission's pooling order be made effective as of the earlier of the date of this Application, or the date that the costs specified in C.R.S. § 34-60-116(7)(b)(II) are first incurred for the drilling of the Russian Fiddler 37C-18HZ Well to the Codell Formation on the Application Lands.



I. **Russian Fiddler 37N-18HZ Well:**

30. Applicant designated a 400-acre wellbore spacing unit for the Russian Fiddler 37N-18HZ Well for the production of oil, gas, and associated hydrocarbons from the Niobrara Formation pursuant to Rule 318A.e. and notified all owners in the proposed wellbore spacing unit pursuant to Rule 318A.e.(6). Applicant did not receive any objections to the establishment of the proposed wellbore spacing unit within the 30-day response period, and, as such, certifies to the Commission that it did not receive any objections to the well location, proposed spacing unit, or proposed formations.

31. Applicant, pursuant to the provisions of C.R.S. § 34-60-116 (6) & (7) and Commission Rule 530, seeks an order pooling all interests, including but not limited to, any nonconsenting interests, in the Russian Fiddler 37N-18HZ Well in the Niobrara Formation underlying the following designated 400-acre wellbore spacing unit:

Township 2 North, Range 65 West, 6<sup>th</sup> P.M.  
Section 18: S $\frac{1}{2}$ SE $\frac{1}{4}$   
Section 19: E $\frac{1}{2}$   
(Wellbore Spacing Unit 9).

32. Applicant requests that the Commission's pooling order be made effective as of the earlier of the date of this Application, or the date that the costs specified in C.R.S. § 34-60-116(7)(b)(II) are first incurred for the drilling of the Russian Fiddler 37N-18HZ Well to the Niobrara Formation on the Application Lands.

33. Applicant certifies that copies of this Application will be served on all persons owning an interest in the mineral estate of the tracts to be pooled within seven (7) days of the date hereof, as required by Rule 507.b(2), and that at least thirty (30) days prior to the hearing on this matter, each such interest owner not already leased or voluntarily pooled will be offered the opportunity to lease, or to participate in the drilling of the Russian Fiddler 13N-18HZ Well, Russian Fiddler 14N-18HZ Well, Russian Fiddler 35C-18HZ Well, Russian Fiddler 35N-18HZ Well, Russian Fiddler 36N-18HZ Well, Russian Fiddler 15N-18HZ Well, Russian Fiddler 36C-18HZ Well, Russian Fiddler 37C-18HZ Well, and/or the Russian Fiddler 37N-18HZ Well, as applicable, and will be provided with the information required, as applicable, by Rule 530. The list of such interested parties is attached hereto as Exhibit A.

34. That in order to prevent waste and to protect correlative rights, all interests in the Application Lands and Wellbore Spacing Unit 1 through Wellbore Spacing Unit 9 be pooled for the orderly development of the Codell and/or Niobrara Formations, as applicable, including any nonconsenting interests therein.

WHEREFORE, Applicant requests that this matter be set for hearing at the next available opportunity that notice be given as required by law, and that upon such hearing, the Commission enter its order:

A. Pooling all interests in the Application Lands and Wellbore Spacing Unit 1 for the development of the Niobrara Formation.



B. Providing that the Commission's pooling order with respect to Wellbore Spacing Unit 1 is made effective as of the earlier of the date of this Application, or the date that the costs specified in C.R.S. § 34-60-116(7)(b)(II) are first incurred for the drilling of any well in the Wellbore Spacing Unit 1 to the Niobrara Formation on the Application Lands.

C. 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 the authorized the Russian Fiddler 13N-18HZ Well are pooled by operation of statute, pursuant to C.R.S. § 34-60-116(6) and (7), and made subject to the cost recovery provisions thereof with respect to all wells drilled to develop the Niobrara Formation in Wellbore Spacing Unit 1 as comprised of the Application Lands.

D. Pooling all interests in the Application Lands and Wellbore Spacing Unit 2 for the development of the Niobrara Formation.

E. Providing that the Commission's pooling order with respect to Wellbore Spacing Unit 2 is made effective as of the earlier of the date of this Application, or the date that the costs specified in C.R.S. § 34-60-116(7)(b)(II) are first incurred for the drilling of any well in the Wellbore Spacing Unit 2 to the Niobrara Formation on the Application Lands.

F. 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 the authorized the Russian Fiddler 14N-18HZ Well are pooled by operation of statute, pursuant to C.R.S. § 34-60-116(6) and (7), and made subject to the cost recovery provisions thereof with respect to all wells drilled to develop the Niobrara Formation in Wellbore Spacing Unit 2 as comprised of the Application Lands.

G. Pooling all interests in the Application Lands and Wellbore Spacing Unit 3 for the development of the Codell Formation.

H. Providing that the Commission's pooling order with respect to Wellbore Spacing Unit 3 is made effective as of the earlier of the date of this Application, or the date that the costs specified in C.R.S. § 34-60-116(7)(b)(II) are first incurred for the drilling of any well in the Wellbore Spacing Unit 3 to the Codell Formation on the Application Lands.

I. 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 the authorized the Russian Fiddler 35C-18HZ Well are pooled by operation of statute, pursuant to C.R.S. § 34-60-116(6) and (7), and made subject to the cost recovery provisions thereof with respect to all wells drilled to develop the Codell Formation in Wellbore Spacing Unit 3 as comprised of the Application Lands.

J. Pooling all interests in the Application Lands and Wellbore Spacing Unit 4 for the development of the Niobrara Formation.

K. Providing that the Commission's pooling order with respect to Wellbore Spacing Unit 4 is made effective as of the earlier of the date of this Application, or the date that the costs specified in C.R.S. § 34-60-116(7)(b)(II) are first incurred for the drilling of any well in the Wellbore Spacing Unit 4 to the Niobrara Formation on the Application Lands.

L. 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 the authorized the Russian Fiddler 35N-18HZ Well are pooled by operation of statute, pursuant to C.R.S. § 34-60-116(6) and (7), and made subject to the cost recovery provisions thereof with respect to all wells drilled to develop the Niobrara Formation in Wellbore Spacing Unit 4 as comprised of the Application Lands.

M. Pooling all interests in the Application Lands and Wellbore Spacing Unit 5 for the development of the Niobrara Formation.

N. Providing that the Commission's pooling order with respect to Wellbore Spacing Unit 5 is made effective as of the earlier of the date of this Application, or the date that the costs specified in C.R.S. § 34-60-116(7)(b)(II) are first incurred for the drilling of any well in the Wellbore Spacing Unit 5 to the Niobrara Formation on the Application Lands.

O. 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 the authorized the Russian Fiddler 36N-18HZ Well are pooled by operation of statute, pursuant to C.R.S. § 34-60-116(6) and (7), and made subject to the cost recovery provisions thereof with respect to all wells drilled to develop the Niobrara Formation in Wellbore Spacing Unit 5 as comprised of the Application Lands.

P. Pooling all interests in the Application Lands and Wellbore Spacing Unit 6 for the development of the Niobrara Formation.

Q. Providing that the Commission's pooling order with respect to Wellbore Spacing Unit 6 is made effective as of the earlier of the date of this Application, or the date that the costs specified in C.R.S. § 34-60-116(7)(b)(II) are first incurred for the drilling of any well in the Wellbore Spacing Unit 6 to the Niobrara Formation on the Application Lands.

R. 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 the authorized the Russian Fiddler 15N-18HZ Well are pooled by operation of statute, pursuant to C.R.S. § 34-60-116(6) and (7), and made subject to the cost recovery provisions thereof with respect to all wells drilled to develop the Niobrara Formation in Wellbore Spacing Unit 6 as comprised of the Application Lands.

S. Pooling all interests in the Application Lands and Wellbore Spacing Unit 7 for the development of the Codell Formation.



T. Providing that the Commission's pooling order with respect to Wellbore Spacing Unit 7 is made effective as of the earlier of the date of this Application, or the date that the costs specified in C.R.S. § 34-60-116(7)(b)(II) are first incurred for the drilling of any well in the Wellbore Spacing Unit 7 to the Codell Formation on the Application Lands.

U. 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 the authorized the Russian Fiddler 36C-18HZ Well are pooled by operation of statute, pursuant to C.R.S. § 34-60-116(6) and (7), and made subject to the cost recovery provisions thereof with respect to all wells drilled to develop the Codell Formation in Wellbore Spacing Unit 7 as comprised of the Application Lands.

V. Pooling all interests in the Application Lands and Wellbore Spacing Unit 8 for the development of the Codell Formation.

W. Providing that the Commission's pooling order with respect to Wellbore Spacing Unit 8 is made effective as of the earlier of the date of this Application, or the date that the costs specified in C.R.S. § 34-60-116(7)(b)(II) are first incurred for the drilling of any well in the Wellbore Spacing Unit 8 to the Codell Formation on the Application Lands.

X. 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 the authorized the Russian Fiddler 37C-18HZ Well are pooled by operation of statute, pursuant to C.R.S. § 34-60-116(6) and (7), and made subject to the cost recovery provisions thereof with respect to all wells drilled to develop the Codell Formation in Wellbore Spacing Unit 8 as comprised of the Application Lands.

Y. Pooling all interests in the Application Lands and Wellbore Spacing Unit 9 for the development of the Niobrara Formation.

Z. Providing that the Commission's pooling order with respect to Wellbore Spacing Unit 9 is made effective as of the earlier of the date of this Application, or the date that the costs specified in C.R.S. § 34-60-116(7)(b)(II) are first incurred for the drilling of any well in the Wellbore Spacing Unit 9 to the Niobrara Formation on the Application Lands.

AA. 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 the authorized the Russian Fiddler 37N-18HZ Well are pooled by operation of statute, pursuant to C.R.S. § 34-60-116(6) and (7), and made subject to the cost recovery provisions thereof with respect to all wells drilled to develop the Niobrara Formation in Wellbore Spacing Unit 9 as comprised of the Application Lands.

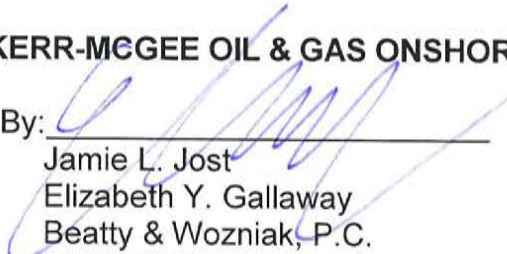
BB. For such other findings and orders as the Commission may deem proper or advisable in this matter.

WHEREFORE, Applicant respectfully requests that this matter be set for hearing in November 2012, that notice be given as required by law, and that upon such hearing, the Commission enter its order consistent with Applicant's request as set forth above.

DATED this 12 day of September, 2012.

Respectfully submitted,

**KERR-MCGEE OIL & GAS ONSHORE LP**

By:   
Jamie L. Jost  
Elizabeth Y. Gallaway  
Beatty & Wozniak, P.C.  
Attorneys for Applicant  
216 16th Street, Suite 1100  
Denver, Colorado 80202

Address of Applicant  
Kerr-McGee Oil & Gas Onshore LP  
ATTN: Katie Baker  
1099 18<sup>th</sup> Street, Suite 1800  
Denver, Colorado 80202



VERIFICATION

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

Katie Baker, of lawful age, being first duly sworn upon oath, deposes and says that she is Landman for Kerr-McGee Oil & Gas Onshore LP and that she has read the foregoing Application and that the matters therein contained are true to the best of her knowledge, information and belief.

Katie Baker

Katie Baker  
Kerr-McGee Oil & Gas Onshore LP

Subscribed and sworn to before this 14<sup>th</sup> day of September, 2012.

Witness my hand and official seal.

[SEAL]

My commission expires: 11/29/15

Jamie Valentine  
Notary Public



**EXHIBIT A**  
**Interested Parties**

Kerr-McGee Oil & Gas Onshore LP  
1099 18th St  
Denver, CO 80202

Eugene D. Muse  
36341 Appy Road  
Eaton, CO 80615

Noble Energy, Inc  
1625 Broadway, STE 2000  
Denver, CO 80202

HUDCO  
P.O. Box 185  
Henderson, CO 80640

Anadarko E&P Company LP  
1099 18th St  
Denver, CO 80202

Weld County, CO  
PO Box 758  
Greeley, CO 80632



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 POOLING ALL INTERESTS, )  
PURSUANT TO C.R.S. § 34-60-116 IN THE )  
CODELL AND/OR NIOBRARA FORMATIONS )  
IN NINE DESIGNATED WELLBORE SPACING )  
UNITS LOCATED IN SECTIONS 18 AND 19, )  
TOWNSHIP 2 NORTH, RANGE 65 WEST, IN )  
THE WATTENBERG FIELD, WELD COUNTY, )  
COLORADO )

Cause No. \_\_\_\_\_

Docket No. \_\_\_\_\_

**AFFIDAVIT OF MAILING**

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

Elizabeth Y. Gallaway of lawful age, and being first duly sworn upon her oath, states and declares:

That she is the attorney for Kerr-McGee Oil & Gas Onshore LP, that on or before September 24, 2012, she 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.

  
\_\_\_\_\_  
Elizabeth Y. Gallaway

Subscribed and sworn to before me September 17 2012.

Witness my hand and official seal.

My commission expires: 10-04-13.



  
\_\_\_\_\_  
Notary Public