

**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 320-ACRE DESIGNATED)
WELLBORE SPACING UNIT ESTABLISHED)
FOR SECTIONS 20 AND 21, TOWNSHIP 1)
NORTH, RANGE 67 WEST, FOR THE)
NIOBRARA FORMATION, WATTENBERG)
FIELD, WELD COUNTY, COLORADO)

Cause No. _____

Docket No. _____

APPLICATION

COMES NOW Kerr-McGee Oil & Gas Onshore LP (referred to herein as "Applicant"), by its attorneys, Beatty & Wozniak, P.C., and makes this application to the Oil and Gas Conservation Commission of the State of Colorado ("Commission") for an order pooling all interests in an approximate 320-acre designated wellbore spacing unit for the drilling of the Howard 30N-21HZ Well (API No. 05-123-36795) ("Well") for the development of the Niobrara Formation on the following described lands:

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

Section 20: E $\frac{1}{2}$ E $\frac{1}{2}$

Section 21: W $\frac{1}{2}$ W $\frac{1}{2}$

Weld County, Colorado (hereinafter "Application Lands").

In support thereof, 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 leasehold 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 and/or gas from the Niobrara Formation 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 Niobrara Formation.

5. Applicant designated an approximate 320-acre wellbore spacing unit as defined below, for the production of oil, gas, and associated hydrocarbons from the Niobrara Formation pursuant to Rule 318A. and notified the appropriate parties under Rule 318A.

6. Applicant, pursuant to Commission Rule 530 and/or the provisions of C.R.S. § 34-60-116 (6) and (7), hereby requests an order to pool all interests, including but not limited to, any nonconsenting interests, in the Application Lands for the development of the Niobrara Formation underlying the following 320-acre designated wellbore spacing unit:

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

Section 20: E $\frac{1}{2}$ E $\frac{1}{2}$

Section 21: W $\frac{1}{2}$ W $\frac{1}{2}$

(hereafter, "the Wellbore Spacing Unit").

7. 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 Well to the Niobrara Formation on the Application Lands.

8. 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 Well, and will be provided with the information required by Rule 530 as applicable. The list of such interested parties is attached hereto as Exhibit A.

9. That in order to prevent waste and to protect correlative rights, all interests in the Wellbore Spacing Unit should be pooled for the orderly development of the Niobrara Formation, 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 the Wellbore Spacing Unit for the development of the Niobrara Formation.

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

D. 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 July, 2013, 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 20th day of May, 2013.

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: Thomas Yaley
1099 18th Street, Suite 1800
Denver, Colorado 80202

VERIFICATION

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

Thomas Yaley, of lawful age, being first duly sworn upon oath, deposes and says that he is Staff 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.

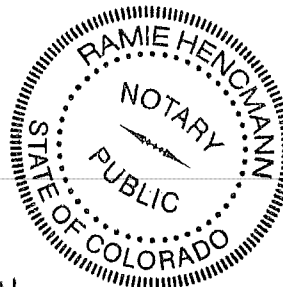
Thomas Yaley
Thomas Yaley
Kerr-McGee Oil & Gas Onshore LP

Subscribed and sworn to before this 29 day of May, 2013.

Witness my hand and official seal.

[SEAL]

My commission expires: 10.17.2015



Ramie Henchmann
Notary Public

EXHIBIT A
Interested Parties

Jens Mark
Pilkaervej 24, 7800
Skive, Denmark, Europe

Helga Serup
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Redsted Mors, Denmark, Europe

Inger Mark
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Hammel, Denmark, Europe

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Glyngore, 7870
Roslev, Denmark, Europe

Jolene Arnold
1494 Weld County Road 63
Keenesburg, CO 80643

Henny Elisa Mark
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Laura L. Williams
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Fort Worth, TX 76179

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Redsted Mors, Denmark, Europe

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Taynja Cipolla
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Northglenn, CO 80233

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Nykoebing Mors, Denmark, Europe

HOG Group, LLC
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Golden, CO 80401

TOG Group, LLC
14995 Foothill Road
Golden, CO 80401

Nancy H. Fichter
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Brighton, CO 80603

Tanya Lockman-Leeper
7253 Weld County Road 6
Brighton, CO 80603

Alvin Keith Fichter
7253 Weld County Road 6
Brighton, CO 80603

Jerry P. Hill
3951 Glen Oaks Manor Dr.
Sarasota, FL 34232

Charlotte Smith
4800 Williamsburg Place
Amarillo, TX 79119-4910

Lena Mae Grant Irrevocable Trust
c/o Errol J. McBride, Trustee
4880 W. Division Road
Crawfordsville, IN 47933

Lorna L. Rogers
2962 Lake Dr.
Loveland, CO 80538

The Connie Lou Mager Trust
dated July 28, 1994
1328 S. Humboldt Street
Denver, CO 80210

Calvin Enterprises, Inc.
7353 Braun Street
Arvada, CO 80005

Don G. Robinson
UNKNOWN ADDRESS

Deborah A. Cable
UNKNOWN ADDRESS

Connie J. Wilkins
UNKNOWN ADDRESS

Marilyn A. Haffner
826 S. 9th Avenue
Brighton, CO 80601

Charles L. Sargent
912 North Hilltop Road
Virginia Beach, VA 23454

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353 Troon Court
Louisville, CO 80027

Michael J. Sargent
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Aurora, CO 80017

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Greeley, CO 80631

Edward O. Holloway
UNKNOWN ADDRESS

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Carbondale, CO 81623-9761

Martin J. Harrington, Jr.
2236 S. Jackson Street
Denver, CO 80210-4933

Noble Energy, Inc.
1625 Broadway, Suite 2000
Denver, CO 80202

Encana Oil & Gas (USA) Inc.
370 17th Street, Suite 1700
Denver, CO 80202

Anadarko E&P Onshore LLC
(fka Anadarko E&P Company, LP)
1099 18th Street, Suite 1800
Denver, CO 80202

Robert S. Pirtle
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Tyler, TX 75710-1310

Robert S. Pirtle
115 E 2nd Street
Tyler, TX 75701

Pirtle Properties, L.P.
3006 Concord Place
Tyler, TX 75701

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FIELD, WELD COUNTY, COLORADO)

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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:

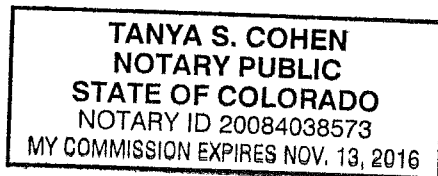
That she is the attorney for Kerr-McGee Oil & Gas Onshore LP, that on or before June 7, 2013, she caused a copy of the attached Application to be deposited in the United States Mail, postage prepaid, addressed to the parties listed on Exhibit A to the Application.

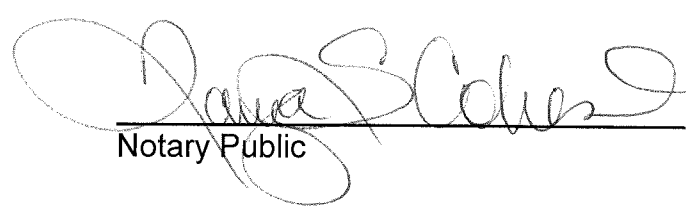

Elizabeth Y. Gallaway

Subscribed and sworn to before me May 30, 2013.

Witness my hand and official seal.

My commission expires: 11/13/2016.




Notary Public