

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)
SEVEN APPROXIMATE 240 TO 480-ACRE)
DESIGNATED WELLBORE SPACING UNITS)
ESTABLISHED FOR SECTIONS 7, AND 18,)
TOWNSHIP 3 NORTH, RANGE 66 WEST AND)
SECTIONS 12 AND 13, TOWNSHIP 3 NORTH,)
RANGE 67 WEST, 6TH P.M., FOR THE)
CODELL AND NIOBRARA FORMATIONS,)
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 four approximate 240-acre to 480-acre designated wellbore spacing units to produce oil, gas, and associated hydrocarbons from the Codell and Niobrara Formations, as follows:

HENRICKSON 34N-18HZ Well (API No. *Pending*) located on the following lands:

Township 3 North, Range 66 West, 6th P.M.

Section 7: W $\frac{1}{2}$ SW $\frac{1}{4}$

Section 18: W $\frac{1}{2}$ W $\frac{1}{2}$

Township 3 North, Range 67 West, 6th P.M.

Section 12: E $\frac{1}{2}$ SE $\frac{1}{4}$

Section 13: E $\frac{1}{2}$ E $\frac{1}{2}$ ("WSU#1")

HENRICKSON 13C-18HZ Well (API No. *Pending*), located on the following lands:

Township 3 North, Range 66 West, 6th P.M.

Section 7: W $\frac{1}{2}$ SW $\frac{1}{4}$

Section 18: W $\frac{1}{2}$ W $\frac{1}{2}$ ("WSU#2")

HENRICKSON Federal 13N-18HZ Well (API No. *Pending*), located on the following lands:

Township 3 North, Range 66 West, 6th P.M.

Section 7: SW $\frac{1}{4}$

Section 18: W $\frac{1}{2}$ ("WSU#3")

HENRICKSON Federal 35N-18HZ Well (API No. *Pending*), located on the following lands:

Township 3 North, Range 66 West, 6th P.M.

Section 7: SW $\frac{1}{4}$

Section 18: W $\frac{1}{2}$ ("WSU#4")

HENRICKSON Federal 14C-18HZ Well (API No. *Pending*), located on the following lands:

Township 3 North, Range 66 West, 6th P.M.

Section 7: SW $\frac{1}{4}$

Section 18: W $\frac{1}{2}$ ("WSU#5")

HENRICKSON Federal 14N-18HZ Well (API No. *Pending*), located on the following lands:

Township 3 North, Range 66 West, 6th P.M.

Section 7: E $\frac{1}{2}$ SW $\frac{1}{4}$

Section 18: E $\frac{1}{2}$ W $\frac{1}{2}$ ("WSU#6")

HENRICKSON Federal 36C-18HZ Well (API No. *Pending*), located on the following lands:

Township 3 North, Range 66 West, 6th P.M.

Section 7: E $\frac{1}{2}$ SW $\frac{1}{4}$, W $\frac{1}{2}$ SE $\frac{1}{4}$

Section 18: E $\frac{1}{2}$ W $\frac{1}{2}$, W $\frac{1}{2}$ E $\frac{1}{2}$ ("WSU#7")

All Weld County, Colorado (collectively "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 Niobrara Formations.

5. Pursuant to Rule 318A.e, Applicant designated two 240-acre wellbore spacing units for the HENRICKSON 13C-18HZ Well and the HENRICKSON FEDERAL 14N-18HZ Well, and five 480-acre wellbore spacing units for the HENRICKSON 34N-18HZ Well, HENRICKSON Federal 13N-18HZ Well, the HENRICKSON Federal 35N-18HZ Well, the HENRICKSON Federal 14C-18HZ Well, and the HENRICKSON Federal 36C-18HZ Well (all collectively referred to as "Wells"), for the production of oil, gas, and associated hydrocarbons from Codell/Niobrara Formations. Applicant notified all owners in each proposed wellbore spacing unit pursuant to Rule 318A.e.(6), as applicable. Applicant did not receive any objections to the establishment of the proposed wellbore spacing units within the 30-day response period, and, as such, certifies to the Commission that it did not receive any objections to well location, proposed spacing unit, or proposed formations.

6. 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 HENRICKSON 34N-18HZ Well for development and operation of the Niobrara Formation underlying the following designated 480-acre wellbore spacing unit:

Township 3 North, Range 66 West, 6th P.M.

Section 7: $W\frac{1}{2}SW\frac{1}{4}$

Section 18: $W\frac{1}{2}W\frac{1}{2}$

Township 3 North, Range 67 West, 6th P.M.

Section 12: $E\frac{1}{2}SE\frac{1}{4}$

Section 13: $E\frac{1}{2}E\frac{1}{2}$

("WSU#1")

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 HENRICKSON 34N-18HZ Well to the Niobrara Formation.

8. Applicant, pursuant to the provisions of C.R.S. § 34-60-116 (6) & (7) and Commission Rule 530, also seeks an order pooling all interests, including but not limited to, any nonconsenting interests, in the HENRICKSON 13C-18HZ Well for development and operation of the Codell Formation underlying the following designated 240-acre wellbore spacing unit:

Township 3 North, Range 66 West, 6th P.M.

Section 7: $W\frac{1}{2}SW\frac{1}{4}$

Section 18: $W\frac{1}{2}W\frac{1}{2}$

("WSU#2")

9. 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 HENRICKSON 13C-18HZ Well to the Codell Formation.

10. Applicant, pursuant to the provisions of C.R.S. § 34-60-116 (6) & (7) and Commission Rule 530, also seeks an order pooling all interests, including but not limited to, any nonconsenting interests, in the HENRICKSON Federal 13N-18HZ Well for development and operation of the Niobrara Formation underlying the following designated 480-acre wellbore spacing unit:

Township 3 North, Range 66 West, 6th P.M.

Section 7: SW $\frac{1}{4}$

Section 18: W $\frac{1}{2}$

("WSU#3")

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 HENRICKSON Federal 13N-18HZ Well to the Niobrara Formation.

12. Applicant, pursuant to the provisions of C.R.S. § 34-60-116 (6) & (7) and Commission Rule 530, also seeks an order pooling all interests, including but not limited to, any nonconsenting interests, in the HENRICKSON Federal 35N-18HZ Well for development and operation of the Niobrara Formation underlying the following designated 480-acre wellbore spacing unit:

Township 3 North, Range 66 West, 6th P.M.

Section 7: SW $\frac{1}{4}$

Section 18: W $\frac{1}{2}$

("WSU#4")

13. 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 HENRICKSON Federal 35N-18HZ Well to the Niobrara Formation.

14. Applicant, pursuant to the provisions of C.R.S. § 34-60-116 (6) & (7) and Commission Rule 530, also seeks an order pooling all interests, including but not limited to, any nonconsenting interests, in the HENRICKSON Federal 14C-18HZ Well for development and operation of the Codell Formation underlying the following designated 480-acre wellbore spacing unit:

Township 3 North, Range 66 West, 6th P.M.

Section 7: SW $\frac{1}{4}$

Section 18: W $\frac{1}{2}$

("WSU#5")

15. 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 HENRICKSON Federal 14C-18HZ Well to the Codell Formation.

16. Applicant, pursuant to the provisions of C.R.S. § 34-60-116 (6) & (7) and Commission Rule 530, also seeks an order pooling all interests, including but not limited to, any nonconsenting interests, in the HENRICKSON Federal 14N-18HZ Well for development and operation of the Niobrara Formation underlying the following designated 240-acre wellbore spacing unit:

Township 3 North, Range 66 West, 6th P.M.

Section 7: E $\frac{1}{2}$ SW $\frac{1}{4}$

Section 18: E $\frac{1}{2}$ W $\frac{1}{2}$

("WSU#6")

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 HENRICKSON Federal 14N-18HZ Well to the Niobrara Formation.

18. Applicant, pursuant to the provisions of C.R.S. § 34-60-116 (6) & (7) and Commission Rule 530, also seeks an order pooling all interests, including but not limited to, any nonconsenting interests, in the HENRICKSON Federal 36C-18HZ Well for development and operation of the Codell Formation underlying the following designated 240-acre wellbore spacing unit:

Township 3 North, Range 66 West, 6th P.M.

Section 7: E½SW¼, W½SE¼

Section 18: E½W½, W½E½ ("WSU#7")

19. 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 HENRICKSON Federal 36C-18HZ Well to the Codell Formation.

20. 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 each of the Wells 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.

21. That in order to prevent waste and to protect correlative rights, all interests in WSU#1, WSU#2, WSU#3, WSU#4, WSU#5, WSU#6, WSU#7, be pooled for the orderly development of the Codell/Niobrara Formations 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 HENRICKSON 34N-18HZ Well and WSU#1 for the development of the Niobrara Formation.

B. Providing that the Commission's pooling order with respect to WSU#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 WSU#1 to the Niobrara Formation.

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 HENRICKSON 34N-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 WSU#1.

D. Pooling all interests in the HENRICKSON 13C-18HZ Well and WSU#2 for the development of the Codell Formation.

E. Providing that the Commission's pooling order with respect to WSU#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 WSU#2 to the Codell Formation.

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 HENRICKSON 13C-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 WSU#2.

G. Pooling all interests in the HENRICKSON Federal 13N-18HZ Well and WSU#3 for the development of the Niobrara Formation.

H. Providing that the Commission's pooling order with respect to WSU#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 WSU#3 to the Niobrara Formation.

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 HENRICKSON Federal 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 WSU#3.

S. Pooling all interests in the HENRICKSON Federal 35N-18HZ Well and WSU#4 for the development of the Niobrara Formation.

N. Providing that the Commission's pooling order with respect to WSU#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 WSU#4 to the Niobrara Formation.

T. 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 HENRICKSON Federal 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 WSU#4.

U. Pooling all interests in the HENRICKSON Federal 14C-18HZ Well and WSU#5 for the development of the Codell Formation.

V. Providing that the Commission's pooling order with respect to WSU#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 WSU#5 to the Codell Formation.

W. 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 HENRICKSON Federal 14C-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 WSU#5.

X. Pooling all interests in the HENRICKSON Federal 14N-18HZ Well and WSU#6 for the development of the Niobrara Formation.

Y. Providing that the Commission's pooling order with respect to WSU#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 WSU#6 to the Niobrara Formation.

Z. 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 HENRICKSON Federal 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 WSU#6.

AA. Pooling all interests in the HENRICKSON Federal 36C-18HZ Well and WSU#7 for the development of the Codell Formation.

AB. Providing that the Commission's pooling order with respect to WSU#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 WSU#7 to the Codell Formation.

AC. 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 HENRICKSON Federal 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 WSU#7.

AD. 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 30th day of May, 2013.

Respectfully submitted,

KERR-MCGEE OIL & GAS ONSHORE LP

By: 

Jamie L. Jost
Elizabeth Y. Gallaway
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Attorneys for Applicant
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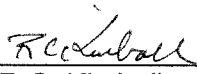
Address of Applicant

Kerr-McGee Oil & Gas Onshore LP
ATTN: R.C. Kimball
1099 18th Street, Suite 1800
Denver, Colorado 80202

VERIFICATION

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

R.C. Kimball, 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.



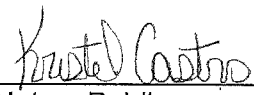
R.C. Kimball
Kerr-McGee Oil & Gas Onshore LP

Subscribed and sworn to before this 30th day of May, 2013.

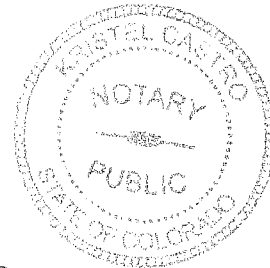
Witness my hand and official seal.

[SEAL]

My commission expires: 2/4/2015



Notary Public



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)
FOUR APPROXIMATE 360 TO 720-ACRE)
DESIGNATED WELLBORE SPACING UNITS)
ESTABLISHED FOR SECTIONS 7, 18, AND)
19, TOWNSHIP 3 NORTH, RANGE 66 WEST,)
6TH P.M., FOR THE NIOBRARA FORMATION,)
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 June 10, 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 June 10 2013.

Witness my hand and official seal.

My commission expires: 10-04-13.




Notary Public

EXHIBIT A

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A COLORADO NONPROFIT CORPORATION
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EXHIBIT A

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AND TRUST, TRUSTEE
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CHURCH
C/O HAROLD W. SCHMIDT
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CDOT OR ANADARKO
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BRIGHTON, CO 80602

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A COLO LLC
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SOCORRO ESTRADA
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THE TRUSTEE OF THE GENUA FAMILY
TRUST, MARILYN J. GENUA ND RICHARD M.
GENUA, TRUSTEES UTA DTD 3/22/07
166 SARAH LANE, BRANSON, MO 65616

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PACO SANCHEZ DEVELOPMENT CORP
UNKNOWN ADDRESS

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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)
SEVEN APPROXIMATE 240 TO 480-ACRE)
DESIGNATED WELLBORE SPACING UNITS)
ESTABLISHED FOR SECTIONS 7, AND 18,)
TOWNSHIP 3 NORTH, RANGE 66 WEST AND)
SECTIONS 12 AND 13, TOWNSHIP 3 NORTH,)
RANGE 67 WEST, 6TH P.M., FOR THE)
CODELL AND NIOBRARA FORMATIONS,)
WATTENBERG FIELD, WELD COUNTY,)
COLORADO)

Cause No.

Docket No. 1307-UP-164

SUPPLEMENTAL 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:

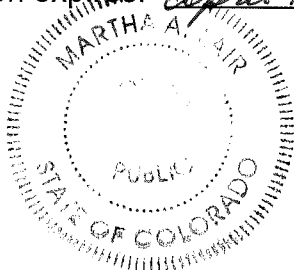
That she is the attorney for Kerr-McGee Oil & Gas Onshore, LP and that on or before July 1, 2013 she caused a copy of the above-captioned Application to be deposited in the United States Mail, postage prepaid, addressed to the parties listed below.


Elizabeth Y. Gallaway

Subscribed and sworn to before me June 28, 2013.

Witness my hand and official seal.

My commission expires April 16, 2016.




Notary Public

EXHIBIT A

50400 E COUNTY RD 18, LLC
11777 WELD COUNTY ROAD 36
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C/O MICHAEL D. YOUEL
11777 WELD COUNTY ROAD 36
PLATTEVILLE, CO 80651

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)
SEVEN APPROXIMATE 240 TO 480-ACRE)
DESIGNATED WELLBORE SPACING UNITS)
ESTABLISHED FOR SECTIONS 7, AND 18,)
TOWNSHIP 3 NORTH, RANGE 66 WEST AND)
SECTIONS 12 AND 13, TOWNSHIP 3 NORTH,)
RANGE 67 WEST, 6TH P.M., FOR THE)
CODELL AND NIOBRARA FORMATIONS,)
WATTENBERG FIELD, WELD COUNTY,)
COLORADO)

Cause No. 407

Docket No. 1307-UP-164

SECOND SUPPLEMENTAL 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 and that on or before July 31, 2013 she caused a copy of the above-captioned Application to be deposited in the United States Mail, postage prepaid, addressed to the parties listed below.

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15991 WELD COUNTY ROAD 25
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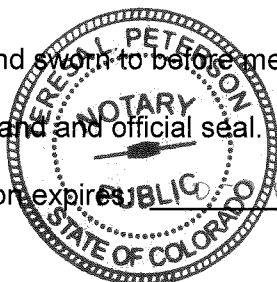
POGG ENTERPRISES, LLC
7091 CERNEY CIRCLE
CASTLE PINES NORTH, CO 80108


Elizabeth Y. Gallaway

Subscribed and sworn to before me July 31, 2013.

Witness my hand and official seal.

My commission expires 1-13.




Notary Public