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 AN APPROXIMATE 480-ACRE DESIGNATED WELLBORE SPACING UNIT LOCATED IN SECTIONS 4 AND 5, TOWNSHIP 2 NORTH, RANGE 67 WEST, 6TH P.M. AND SECTIONS 32 AND 33, TOWNSHIP 3 NORTH, RANGE 67 WEST, 6TH P.M., 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 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 an approximate 480-acre wellbore spacing unit to produce oil, gas, and associated hydrocarbons from the Niobrara Formation for the following described lands:

Scott 26N-32HZ Well (API No. Pending) ("Well"):

Township 2 North, Range 67 West, 6th P.M.
Section 4: W½NW¼
Section 5: E½NE¼

Township 3 North, Range 67 West, 6th P.M.
Section 32: E½E½
Section 33: W½W½

Weld County, Colorado ("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 entered 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 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. Portions of the Application Lands are also included in Commission Order Nos. 407-395. However, this order do not apply and does not affect the relief requested in this Application.

5. 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, 4805, 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. Rule 318A applies to the Application Lands.

6. Pursuant to Rule 318A.e, Applicant designated an approximate 480-acre wellbore spacing unit for the Well for the production of oil, gas, and associated hydrocarbons from Niobrara Formation. Applicant notified all owners in the 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 unit 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.

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 Well for development and operation of the Niobrara Formation underlying the following designated 480-acre wellbore spacing unit:

<u>Township 2 North, Range 67 West, 6th P.M.</u>
Section 4: W½NW¼
Section 5: E½NE¼

<u>Township 3 North, Range 67 West, 6th P.M.</u>
Section 32: E½E½
Section 33: W½W½

(hereafter, "the Wellbore Spacing Unit").

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 Well to the Niobrara Formation on the Application Lands.

9. 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.

10. 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 each 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.

DATED this 26TH day of November, 2013.

Respectfully submitted,

KERR-MCGEE OIL & GAS ONSHORE LP

By:_____

Michael Wozniak
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: Gordon R. Palmer
1099 18th Street, Suite 1800
Denver, Colorado 80202

VERIFICATION

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

Gordon R. Palmer 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.

Gordon R. Palmer
Kerr-McGee Oil & Gas Onshore LP

Subscribed and sworn to before this 21st day of November, 2013.

Witness my hand and official seal.

[SEAL]

My commission expires: 8/8/2015

ANITA L. MUNKRES NOTARY PUBLIC STATE OF COLORADO

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 AN APPROXIMATE 480-ACRE DESIGNATED WELLBORE SPACING UNIT LOCATED IN SECTIONS 4 AND 5, TOWNSHIP 2 NORTH, RANGE 67 WEST, 6TH P.M. AND SECTIONS 32 AND 33, TOWNSHIP 3 NORTH, RANGE 67 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)

Jennifer L. Pittenger of lawful age, and being first duly sworn upon her oath, states and declares:

That she is a Legal Assistant at Beatty & Wozniak, P.C., attorneys for Kerr-McGee Oil & Gas Onshore LP, and on or before December 3, 2013, 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 attached hereto.

Jennifer L. Pittenger

Subscribed and sworn to before me November 26, 2013.

Witness my hand and official seal.

My commission expires: 10-04-17.

TERESA L. PETERSON
NOTARY PUBLIC
STATE OF COLORADO
NOTARY ID 19894002026
MY COMMISSION EXPIRES OCT.4, 2017

Notary Public

Exhibit A
Interested Parties

Dorothy Alice McHale, Trustee of the Dorothy Alice McHale Living Trust
7572 Weld County Rd 26
Longmont, CO 80504

Harold Rhoades
7127 WCR 26 ¾
Longmont, CO 80504

Toni J. Ordway
3312 66th Ave
Greeley, CO 80634

Larry Scott
3312 66th Ave
Greeley, CO 80634

Terrence S. Haley and Lisa M. Haley
12840 Weld County Rd 17
Longmont, CO 80504

Ralph Shimon
4738A US HWY 26/85
Torrington, WY 82240-8448

Harry Shimon
PO Box 295
Fort Lupton, CO 80621-0295

Rodeo Mineral Partners, LLC
PO Box 4631
Englewood, CO 80155

Shirley L. Kelley Revocable Trust
5860 Wood Sorrel Drive
Littleton, CO 80123

Acord St. Vrain Valley Ranch LLC
7541 Weld County Rd 26 ¾
Longmont, CO 80504

Barbara Ann Nelson
4140 Onyx Place
Johnstown, CO 80534

William Nelson Amen
7987 Ute Highway
Longmont, CO 80503

Misty B. Nelson
210 Hillwood Blvd
Apt 1009
Murfreesboro, TN 37128

Mary Jeanine Amen a.k.a. Mary Jeanine Hirsch
140 Mt Massive Way
Longmont, CO 80504

Trudy F. Perry
4809 Foothills Drive
Berthoud, CO 80513

Raymond O. Nelson
3333 Southeast Jefferson
Stuart, FL 34994

Deborah M. Sullivan
3245 Lakeshore Drive
Longmont, CO 80503

Lidwina L. Clements
3525 Larkspur Drive
Longmont, CO 80503

Harold E. Nelson
11955 WCR 15
Longmont, CO 80504

Richard J. Vogl and Margaret L. Vogl Trustees of the Richard and Margaret Vogl Living Trust Dated May 11, 1990
11995 Weld City Rd 11 ¼
Longmont, CO 80504-9557

Joseph C. Weber and Carol J. Weber
PO Box 72
Golden, CO 80402

Anadarko E&P Company, LP n.k.a. Anadarko E&P Onshore, LLC
1099 18th Street, Ste. 1800
Denver, CO 80202

Constance K. Bobka
12150 Washington Center Pkwy 9-106
Thornton, CO 80241

Linda K. Scott
1784 Highway 89
Fort Shaw, MT 59443

Estate Of Steven H. Lofing
1784 Highway 89
Ft Shaw, MT 59443

Gloria H. Anson
1073 Paseo Iris
Green Valley, AZ 85614

Larry E. Kientz
3947 Fairway Hills Drive
Rapid City, SD 57702-5315

Freida K. Strome
18002 North 12th St, #22
Phoenix, AZ 85022

Lenita J. Wheelis
2715 Northridge Drive
Colorado Springs, CO 80918

Andrea Summerville
1681 Westview Drive
Laramie, WY 82070

J. Larry Bettis and Elizabeth L. Bettis
12232 West Dakota Drive
Lakewood, CO 80228

Carron Center for the Developmental Disabled
3801 E Florida Ave, Ste208
Denver, CO 80210

B2 Energy, LLC
c/o John Voigt
PO Box 630825
Highlands Ranch, CO 80163

JOA Investments, LLC
1123 East Phipps Court
Highlands Ranch, CO 80126

Meagher Oil & Gas Properties, Inc.
PO Box 4782
Englewood, CO 80155-4782

Urban Atencio and Bernadette Atencio
2635 South Grove Street
DENVER, CO 80219

C. Dorothy Cottrell as Trustee of the C. Dorothy Cottrell Trust
1745 E. Fairway Drive #205
Orange, CA 92866-3362

Linda Kleinert
5891 Madison
Taylor, MI 48180

Cynthia Ellen Parker
1790 Iris Ave
Fairfield, IA 52556

Boulder and Weld Reservoir Company
PO Box 1826
Longmont, CO 80502-1826