

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)	Cause No. _____
AN ORDER TO POOL ALL INTERESTS IN AN)	
APPROXIMATE 360-ACRE DESIGNATED)	Docket No. _____
WELLBORE SPACING UNIT LOCATED IN)	
SECTIONS 12, 13 AND 24, TOWNSHIP 2)	
NORTH, RANGE 67 WEST, 6 th P.M., FOR THE)	
CODELL FORMATION, WATTENBERG FIELD,)	
WELD COUNTY, COLORADO)	

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 360-acre wellbore spacing unit to produce oil, gas, and associated hydrocarbons from the Codell Formation for the following described lands:

Gee 2C-12HZ Well (API No. Pending) ("Well"):

Township 2 North, Range 67 West, 6th P.M.
Section 12: W $\frac{1}{2}$ E $\frac{1}{2}$
Section 13: W $\frac{1}{2}$ E $\frac{1}{2}$
Section 24: NW $\frac{1}{4}$ NE $\frac{1}{4}$

Weld County, Colorado (together "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 Codell 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.

5. Pursuant to Rule 318A.e, Applicant designated an approximate 360-acre wellbore spacing unit for the Well for the production of oil, gas, and associated hydrocarbons from the Codell 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 formation.

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 Well for development and operation of the Codell Formation underlying the following designated 360-acre wellbore spacing unit:

Township 2 North, Range 67 West, 6th P.M.

Section 12: W $\frac{1}{2}$ E $\frac{1}{2}$

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

Section 24: NW $\frac{1}{4}$ NE $\frac{1}{4}$

(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 Codell 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 Codell 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 Codell 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 Codell 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 Codell 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 17th day of October, 2013.

Respectfully submitted,

KERR-MCGEE OIL & GAS ONSHORE LP

By:

Michael J. 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: Nancy McDonald
1099 18th Street, Suite 1800
Denver, Colorado 80202

VERIFICATION

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

Nancy McDonald of lawful age, being first duly sworn upon oath, deposes and says that she is Staff 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.



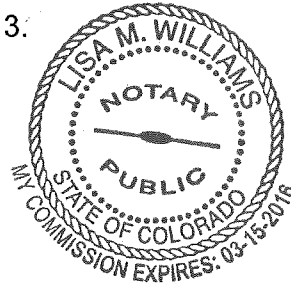
Nancy McDonald
Kerr-McGee Oil & Gas Onshore LP

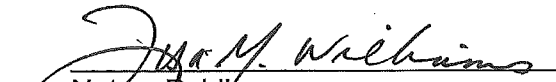
Subscribed and sworn to before this 17th day of October, 2013.

Witness my hand and official seal.

[SEAL]

My commission expires: 3-15-2016





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 360-ACRE DESIGNATED)
WELLBORE SPACING UNIT LOCATED IN)
SECTIONS 12, 13 AND 24, TOWNSHIP 2)
NORTH, RANGE 67 WEST, 6th P.M., FOR THE)
CODELL FORMATION, WATTENBERG FIELD,)
WELD COUNTY, COLORADO)

Cause No. _____

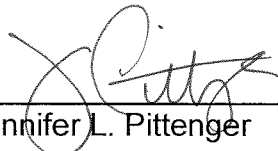
Docket No. _____

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 October 24th, 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 to the Application.

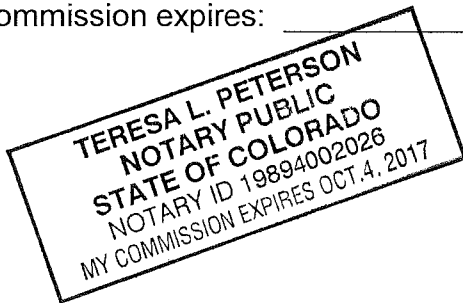


Jennifer L. Pittenger

Subscribed and sworn to before me October 17 2013.

Witness my hand and official seal.

My commission expires: _____.





Notary Public

EXHIBIT A
Interested Parties

Karrie K. Glover
259 Kelly Lane
Brighton, CO 80603

Kacey Angel Kuipers
259 Kelly Lane
Brighton, CO 80603

The Beeman Irrigating and Milling
Company
Attn: Xcel Energy Water Resources
1800 Larimer St., Suite 1300
Denver, CO 80202

Thomas M. Bennett and Stephanie
Bennett, JT
4409 Coriolis Way
Frederick, CO 80504-5499

Farm Credit Bank of Wichita
P.O. Box 2940
Wichita, KS 67201-2940

Bradley T. Windell and Heidi G. Hynes-
Windell
11044 Weld County Road 22.5
Fort Lupton, CO 80621

Gregory H. Light and Max H. Light, JT
10303 Weld County Road 25
Fort Lupton, CO 80621

Deborah L. Flanagan
P. O. Box 347
Frederick, CO 80530

Dustan Flanagan
P. O. Box 347
Frederick, CO 80530

Richard J. Schara
10298 Weld County Road 25
Fort Lupton, CO 80621

Sandra K. Schara
10298 Weld County Road 25
Fort Lupton, CO 80621

Robert E. Temmer and Lavenia
Temmer, JT
10691 WCR 25
Fort Lupton, CO 80621

Franklin J. Stermole and H. Darlene
Stermole
2000 Goldenvue Drive
Golden, CO 80401-1725

Donald Sack
P.O. Box 1091
Brighton, CO 80601-1091

Amy J. Moore, Trustee of the Amy Trust
dated June 5, 1998
6923 Teller Court
Arvada, CO 80003-3431

Elizabeth Ann Wethington Trust dated
December 14, 1988
4520 Weld County Road 27
Fort Lupton, CO 80621

Anna Schmidt aka Anne Schmidt aka
Ann B. Schmidt
855 N 7th
Johnstown, CO 80534

Gottlieb Heit
11678 Montgomery Circle
Longmont, CO 80504

Michael Wuertz, PR of the Estate of
Katie Wertz aka Katherine Wuertz
4424 Weld County Road 47
Hudson, CO 80642

Heirs of John Heit
814 S 7th Street
Rocky Ford, CO 81067

Carol A. Pearson
3780 Harper St
Houston, TX 77005

James M. Morgan and Sarah Morgan,
JT
2605 Chestnut Valley Drive
Lancaster, PA 17601-1955

Philip E. Morgan and Sara Morgan, JT
208 Bradstreet Road
Centerville, OH 45459-4506

Eileen Buckley
2600 Ridge Drive
Broomfield, CO 80020

Shirley L. Elliot
1174 Franklin Ave
Louisville, CO 80027

Betty Ann Hurley
760 S McKinley Ave
Fort Lupton, CO 80621

Carla Jean Morrissey
7098 Torrey
Arvada, CO 80007

George A. Sack
14323 WCR 6
Fort Lupton, CO 80621

Leonard Sack
605 Voiles St
Brighton, CO 80601

Leroy Sack
13540 Weld County Road 10
Fort Lupton, CO 80621

Robert L. Sack
804 S 12th Ave.
Brighton, CO 80601

Diane Schissler
223 S 16th Ave
Brighton, CO 80601

Sandra Kay Amen
3991 WCR 47
Hudson, CO 80642

Jacquelyn Smith
19618 Sombrero Circle
Sun City, AZ 85373

Deborah Ann Tiffany
703 E Egbert St
Brighton, CO 80601

Pamela A. Trostel
11678 Montgomery Circle
Longmont, CO 80504

Gary Wuertz
3726 Rue De Buillion
Montreal, Quebec CAN H2X 3A3

Michael T. Wuertz
4424 Weld County Road 47
Hudson, CO 80642

Kerr-McGee Oil & Gas Onshore LP
1099 18th Street, Suite 1800
Denver, CO 80202

Central Colorado Water Conservancy
District, Ground Water Management
Subdistrict
3209 West 28th Street
Greeley, CO 80634

Robert W. Kerr and Mary Ann Kerr, JT
11104 Weld County Road 20
Fort Lupton, CO 80621

Leonard J. Vargas and Dorothy Vargas,
JT
650 S 5th Ave.
Brighton, CO 80601

Gabriel M. Vargas and Angelina
Goodeill
Co-Trustees of the Ebelia Vargas
Revocable Living Trust
1914 109th Ave.
Oakland, CA 94603

Charles Bueno
11488 Weld County Road 20
Fort Lupton, CO 80621

The Heirs of Pete Garcia aka Pedro
Garcia
And the Heirs of Hazel Garcia
11530 County Road 20
Fort Lupton, CO 80621

Joe R. Gonzales, Jr.
11491 WCR 20
Fort Lupton, CO 80621

Ralph Chavez
11494 CR 20
Fort Lupton, CO 80621

Benito Rodriguez
15 Kodiak Court
Longmont, CO 80501

Theresa B. Garcia
11530 WCR 20
Fort Lupton, CO 80621

Joe Refugio Gonzales
11491 WCR 20
Fort Lupton, CO 80621

Theresa B. Garcia and Raymond Garcia
11530 WCR 20
Fort Lupton, CO 80621

Anadarko E&P Onshore LLC
1099 18th Street, Suite 1800
Denver, CO 80202

Heirs of Michaelleen F. Carlson

Anthony Chavez
11494 Weld County Road 20
Fort Lupton, CO 80621

The Heirs of A.H. Chavez and the Heirs
of Elena Chavez
c/o Henry Chavez
11494 Weld County Road 20
Fort Lupton, CO 80621

Greek Orthodox Church of Denver
c/o Hellenic Community Center
Marianne Anton, Parish Council
President
4610 E Alameda Ave.
Denver, CO 80222

Luis M. Minjares
11498 CR 20
Fort Lupton, CO 80621

La Socida de Naiestero Padre Jesus
Nasereno
11494 WCR 20
Fort Lupton, CO 80621

William E. Gee Trust dated 8/19/1996
8995 Weld County Road 25
Fort Lupton, CO 80621-9305

Wiesner Educational Foundation, Inc.
Attn: Philip Martin
309 W 14th St.
Ellis, KS 67637

Jack A. McCartney and Karen L.
McCartney, JT
8955 W 10th Ave
Lakewood, CO 80215

William G. McCanne
554 Mountain View Rd
Carbondale, CO 81623-9761

Kerr-McGee Oil & Gas Onshore LP
1099 18th Street, Suite 1800
Denver, CO 80202

Noble Energy, Inc.
1625 Broadway, Suite 2200
Denver, CO 80202

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 720-ACRE DESIGNATED)
WELLBORE SPACING UNIT LOCATED IN)
SECTIONS 12, 13 AND 24, TOWNSHIP 2)
NORTH, RANGE 67 WEST, 6TH P.M. AND)
SECTIONS 7, 18 AND 19, TOWNSHIP 2)
NORTH, RANGE 66 WEST, 6TH P.M., FOR)
THE CODELL FORMATION, WATTENBERG)
FIELD, WELD COUNTY, COLORADO)

Cause No. _____

Docket No. _____

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 October 30, 2013 she caused a copy of the above-captioned Application to be deposited in the United States Mail, postage prepaid, addressed to the party listed below:

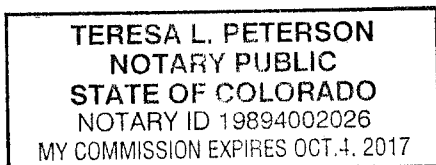
Solomon Bueno
12974 Lackland Drive,
Denver, CO 80239



Elizabeth Y. Gallaway

Subscribed and sworn to before me October 30, 2013.

Witness my hand and official seal.





Notary Public