

**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
THREE APPROXIMATE 480-ACRE
DESIGNATED WELLBORE SPACING UNITS IN
SECTIONS 22, 23 AND 24, TOWNSHIP 3
NORTH, RANGE 68 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 ("Applicant"), by its attorneys, Jost & Shelton Energy Group, P.C., and makes this application to the Oil and Gas Conservation Commission of the State of Colorado ("Commission") for an order to pool all interests within three approximate 480-acre Wellbore Spacing Units ("WSU") for the drilling of the Reynolds Cattle 5C-23HZ Well (API No. Pending) in WSU #1, the Reynolds Cattle 31N-23HZ Well, (API No. Pending) in WSU #2, and the Reynolds Cattle 31C-23HZ Well, (API No. Pending) in WSU #3 ("Wells"), for the development of the Codell and Niobrara Formations on the following described lands:

<u>Township 3 North, Range 68 West, 6th P.M.</u>	WSU #1
Section 22: E $\frac{1}{2}$ NE $\frac{1}{4}$	(Codell)
Section 23: N $\frac{1}{2}$	
Section 24: W $\frac{1}{2}$ NW $\frac{1}{4}$	
 <u>Township 3 North, Range 68 West, 6th P.M.</u>	 WSU #2
Section 22: E $\frac{1}{2}$ NE $\frac{1}{4}$	(Niobrara)
Section 23: N $\frac{1}{2}$	
Section 24: W $\frac{1}{2}$ NW $\frac{1}{4}$	
 <u>Township 3 North, Range 68 West, 6th P.M.</u>	 WSU #3
Section 22: E $\frac{1}{2}$ NE $\frac{1}{4}$	(Codell)
Section 23: N $\frac{1}{2}$	
Section 24: W $\frac{1}{2}$ NW $\frac{1}{4}$	

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

In support thereof, Applicant states and alleges as follows:

1. Applicant is a corporation 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 and/or gas from the Niobrara Formation underlying certain lands, with the permitted well locations in accordance with the provisions of Order No. 407-1 and allowed downhole commingling of production from the Codell and Niobrara Formations.

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 the drilling of horizontal wells.

5. Applicant designated the three 480-acre Wellbore Spacing Units, as defined below, for the production of oil, gas, and associated hydrocarbons from the Codell and Niobrara Formations pursuant to Rule 318A. and notified the appropriate parties under Rule 318A.

6. Applicant, pursuant to the provisions of C.R.S. § 34-60-116(6), hereby requests an order to pool all interests in the Application Lands in the Codell and Niobrara Formations underlying the following three approximate 480-acre designated wellbore spacing units:

<u>Township 3 North, Range 68 West, 6th P.M.</u>	WSU #1
Section 22: E½NE¼	(Codell)
Section 23: N½	
Section 24: W½NW¼	

<u>Township 3 North, Range 68 West, 6th P.M.</u>	WSU #2
Section 22: E½NE¼	(Niobrara)
Section 23: N½	
Section 24: W½NW¼	

<u>Township 3 North, Range 68 West, 6th P.M.</u>	WSU #3
Section 22: E½NE¼	(Codell)
Section 23: N½	
Section 24: W½NW¼	

(hereafter "Wellbore Spacing Unit").

7. Applicant requests that the Commission's pooling order be made effective as of the date of this Application.

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 Wells.

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

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. All interests in the Wellbore Spacing Units are pooled by operation of statute, pursuant to C.R.S. § 34-60-116(6), to develop the Codell and Niobrara Formations in the Wellbore Spacing Units comprising the Application Lands.

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

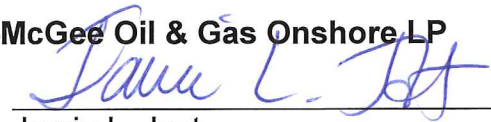
WHEREFORE, Applicant respectfully requests that this matter be set for hearing in April 2014, that notice be given as required by law, and that upon such hearing, the Commission enter its order consistent with Applicant's request as set forth above.

Dated: February 27, 2014.

Respectfully submitted:

Kerr-McGee Oil & Gas Onshore LP

By:



Jamie L. Jost

Joseph M. Evers

Jost & Shelton Energy Group, P.C.

Attorneys for Applicant

1675 Larimer St., Suite 1400

Denver, Colorado 80202

(720) 379-1812

Applicant's Address:


Kerr-McGee Oil & Gas Onshore LP

ATTN: Jamie Sullivan

1099 18th Street, Suite 1800

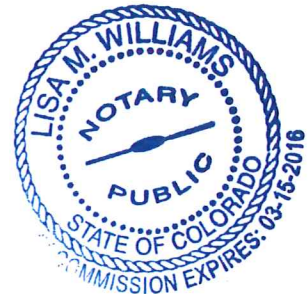
Denver, CO 80202

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


Nancy McDonald
Staff Landman – DJ Basin
Kerr-McGee Oil & Gas Onshore LP

My commission expires: 3-15-2016

 _____
Notary Public



IN THE MATTER OF THE APPLICATION OF
KERR-MCGEE OIL & GAS ONSHORE LP FOR
AN ORDER TO POOL ALL INTERESTS IN
THREE APPROXIMATE 480-ACRE
DESIGNATED WELLBORE SPACING UNITS IN
SECTIONS 22, 23 AND 24, TOWNSHIP 3
NORTH, RANGE 68 WEST, 6TH P.M., FOR
THE CODELL AND NIOBRARA FORMATIONS,
WATTENBERG FIELD, WELD COUNTY,
COLORADO

DOCKET NO.

DANIELLE E CARROLL
Notary Public
State of Colorado
Notary ID 20134059312
My Commission Expires Sep 18, 2017

EXHIBIT A

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

Jim H. McKinstry Trust
U/A dated October 25, 1979
3750 Weld County Road 32
Mead, CO 80542

Lynda L. McKinstry Trust
U/A dated 6/14/01
3750 Weld County Road 32
Mead, CO 80542

PDC Energy, Inc., f/k/a
Petroleum Development Corporation
1775 Sherman Street, Suite 3000
Denver, CO 80203

The Highland Ditch Company
P.O. Box 649
Mead, CO 80542-0649

Longmont United Hospital Foundation
P.O. Box 1159
Longmont, CO 80502

Zeek Partnership, LLLP
P.O. Box 189
Mead, CO 80452

Realty Income Corporation
600 La Terraza Blvd
Escondido, CA 92025

Devisee(s) of the Estate of
Theodore J. Rademacher
c/o Louis J. Rademacher
13184 WCR 13
Longmont, CO 80501

Louis J. and Frances J. Rademacher,
Trustees of the Rademacher Living Trust
dated 3-3-1994
13184 WCR 13
Longmont, CO 80501

Rademacher Trust LLC
P.O. Box 978
Longmont, CO 80502-0978

Rosemary Ann Ames
7075 Brigadoon Drive
Longmont, CO 80503

Edward C. and Magdalen Rademacher
Living Trust dtd 5-19-1993
2439 Eagleview Circle
Longmont, CO 80504

Teresa M. Applehans
11335 Franklin Street
Denver, CO 80233

Rita M. Regnier
1325 11th Ave.
Longmont, CO 80501

Helen P. Wadle
9631 Majestic Drive
Longmont, CO 80504

Theodore A. Rademacher
10227 Echo Circle
Longmont, CO 80504

Robert M. Rademacher
13774 E I-25 Frontage Road
Longmont, CO 80504

Josephine E. Warren
12795 Columbine Drive
Longmont, CO 80504

Heirs of Pearl M. Nauman
Nauman Family LLC
5660 Dudley Street
Arvada, CO 80002

PBR Properties Joint Venture
P.O. Box 2802
Midland, TX 79702

Colorado Land Services, LLC
1051-D West Highway 34
Loveland, CO 80537

Kings Court Properties, LLLP
224 Mulligan Lake Drive
Mead, CO 80542

Jay Swanson Residuary Trust
Jeffery W. Rankin, Successor Trustee
900 Rockmead Drive, Unit 102
Kingwood, TX 77339

Gilbert C. Swanson, Jr. and
Nancy L. Swanson
300 Riverview Court
Longmont, CO 80501

Gilbert C. Swanson Testamentary Trust
c/o Farmers National, Co-Agent
P. O. Box 3480
Omaha, NE 68103-0480

LN Real Estate LLC
801 Second Avenue, Ste # 1300
Seattle, WA 98104

Garage Storage II, LLC
4075 Camelot Cir Unit 200
Longmont, CO 80504

Robert M., Janice M. and
Theodore A. Rademacher
13774 E I-25 Frontage Road
Longmont, CO 80504

The Reynolds Cattle Co.
P.O. Box 675
Longmont, CO 80502

The Leeper Family Revocable Trust
7290 Magnolia Street
Commerce City, CO 80022

Barbara M. White
549 Longhurst Place
Brighton, CO 80601

Esther K. Offen
P.O. Box 706
Eagle, CO 81631

Zundel, LLC
2510 White Wing Road
Johnstown, CO 80534

John E. White
2032 Meadow Vale Road
Longmont, CO 80504

4064 Camelot, LLC
c/o Bruce E. Miller
HC 62, Box 61
Raton, NM 87740

Apollo, LLC
c/o Anton Dworak
P. O. Box 978
Longmont, CO 80501

Kristine Bowyer
1651 Doppler Street
Strasburg, CO 80136

Kim Scaff
21931 East Ridge Trail Circle
Aurora, CO 80016

Investors Independent Trust Company
Trustee of George S. Reynolds Marital Trust
P.O. Box 8052
Boulder, CO 80306-8052

Guaranty Bank and Trust Company
Trustee of George S. Reynolds Marital Trust
1331 17th Street, Suite 345
Denver, CO 80202

Maxica Group, LLC
6788 Harvest Road
Boulder, CO 80301
HP-Farms Royalty, LLC

6850 TPC Drive, Suite 202
McKinney, TX 75070

William B. Preston Living Trust
U/A 08/26/97
William B. and Linda L. Preston, Trustees
11904 Arbor Street, Suite 200
Omaha, NE 68114

Two Sisters, LLC
1712 Pioneer Avenue, Suite 470
Cheyenne, WY 82001

Next Energy, LLC
c/o The Fleischaker Companies
100 Broadway, Suite 2460
Oklahoma City, OK 73102

R.L. Zinn et al #2, Ltd.
3400 Bissonnet, Suite 250
Houston, TX 77005

Peyton Energy, LP
6850 TPC Drive, Suite 202
McKinney, TX 75070

Kleimor Energy, LLC
8451 East Oregon Place
Denver, CO 80231

Sidney Moran
18 Hudson Circle
Houston, TX 77024

Jasmine Moran
Children's Museum Foundation, Inc.
P.O. Box 1828
Seminole, OK 74818-1828

Harvey Katz and Mireille Katz, JTROS
5161 San Felipe, Suite 2325
Houston, TX 77056

AW et al
c/o Alan Woodbury
4641 Wild Indigo, #441
Houston, TX 77027

Wattenberg III, LP
150 Filbert Avenue #4
Sausalito, CA 94965

Sealark Investments, LLC
4900 Woodway Drive, Suite 800
Houston, TX 77056

Flower South Beach, LLC
c/o Emerald Development Managers LP
909 Third Avenue
New York, NY 10022

Madant Energy, LLC
P.O. Box 100728
Denver, CO 80250