

BEFORE THE OIL & GAS CONSERVATION COMMISSION
OF THE STATE OF COLORADO

IN THE MATTER OF AN APPLICATION BY KERR-)
MCGEE OIL & GAS ONSHORE LP FOR AN ORDER) CAUSE NO. ____
POOLING ALL INTERESTS IN AN APPROXIMATE)
520-ACRE ESTABLISHED HORIZONTAL WELLBORE) DOCKET NO. *To be assigned*
SPACING UNIT LOCATED IN SECTIONS 5 AND 8,)
TOWNSHIP 1 NORTH, RANGE 67 WEST, 6TH P.M. AND)
SECTIONS 29 AND 32, TOWNSHIP 2 NORTH, RANGE)
67 WEST, 6TH P.M., FOR THE DEVELOPMENT/)
OPERATION OF THE CODELL FORMATION,)
WATTENBERG FIELD, WELD COUNTY, COLORADO)
)

APPLICATION

Kerr-McGee Oil & Gas Onshore LP ("Kerr-McGee" or "Applicant"), by and through its attorneys, Beatty & Wozniak, P.C., respectfully submits this Application to the Oil and Gas Conservation Commission of the State of Colorado (the "Commission") for an order pooling all interests in an approximate 520-acre horizontal wellbore spacing unit established for portions of Sections 5 and 8, Township 1 North, Range 67 West, 6th P.M. and Sections 29 and 32, Township 2 North, Range 67 West, 6th P.M., for development and operation of the Codell Formation. In support of its Application, 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 substantial leasehold interests in the below-listed lands:

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

Section 5: SW¹/₄, E¹/₂NW¹/₄

Section 8: N¹/₂NW¹/₄

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

Section 29: SE¹/₄SW¹/₄

Section 32: E¹/₂W¹/₂

Weld County, Colorado

These lands are hereinafter referred to as the "Application Lands" and depicted in Exhibit A attached hereto.

3. 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.

4. Pursuant to Rule 318A., Applicant designated an approximate 520-acre horizontal wellbore spacing unit, comprised of the Application Lands, for the NRC 3C-32HZ well (API No. Pending) ("Well") for 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). Applicant did not receive objections to the establishment of the proposed horizontal wellbore spacing unit within the 30-day response period.

5. Acting pursuant to the relevant provisions of §34-60-116(6) & (7), C.R.S., and Rule 530., Applicant seeks an order pooling all interests, including, but not limited to, any nonconsenting interests, in the approximate 520-acre horizontal wellbore spacing unit established for the Application Lands for the development and operation of the Codell Formation.

6. Applicant requests that the pooling order entered as a result of this Application be made effective as of the date of this Application.

7. Further, Applicant requests 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 made subject to the cost recovery provisions of §34-60-116(7), C.R.S.

8. The granting of this Application is in accord with the Oil and Gas Conservation Act, found at §34-60-101, *et seq.*, C.R.S., and the Commission rules.

9. Applicant requests that relief granted under this Application should be effective on oral order by the Commission, and Applicant hereby agrees to be bound by said oral order.

10. That the names and addresses of the interested parties (persons who own any interest in the mineral estate of the tracts to be pooled, except owners of overriding royalty interest) according to the information and belief of the Applicant are set forth in Exhibit B attached hereto. The Applicant shall submit a certificate of service for the Application within the seven days as required by Rule 503.e.

WHEREFORE, Applicant respectfully requests that this matter be set for hearing, that notice be given as required by law and that upon such hearing, this Commission enter its order:

A. Pooling all interests in the approximate 520-acre horizontal wellbore spacing unit established for the Application Lands for the development and operation of the Codell Formation, with the pooling order made effective as of the date of this Application.

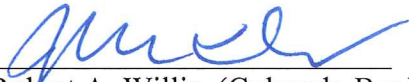
B. Providing that the interests of any owners with whom the Applicant has been unable to secure a lease or other agreement to participate in the drilling of the Well, are pooled by operation of statute, pursuant to §34-60-116(6) & (7), C.R.S., and made subject to the cost recovery provisions thereof.

C. For such other findings and orders as the Commission may deem proper or advisable in the premises.

DATED this 7th day of April, 2014.

Respectfully submitted,

KERR-MCGEE OIL & GAS ONSHORE LP

By: 
Robert A. Willis (Colorado Bar No. 26038)
Jillian Fulcher (Colorado Bar No. 45010)
Beatty & Wozniak, P.C.
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Address of Applicant

Kerr-McGee Oil & Gas Onshore LP
ATTN: Nikkie Nigro
1099 18th Street, Suite 1800
Denver, Colorado 80202

VERIFICATION

STATE OF COLORADO

)

) ss.

CITY & COUNTY OF DENVER

)

Lauren Anderson, Landman II for Kerr-McGee Oil & Gas Onshore LP, upon oath deposes and says that she has read the foregoing Application and that the statements contained therein are true to the best of her knowledge, information and belief.

KERR-MCGEE OIL & GAS ONSHORE LP

LAURENCE ANDERSON

Lauren Anderson

Subscribed and sworn to before me this 15th day of April, 2014, by Lauren Anderson,
Landman II for Kerr-McGee Oil & Gas Onshore LP.

Witness my hand and official seal.

My commission expires: 02/03/2015



Keri Dorgan
Notary Public

Notary Public

T1N, R67W & T2N, R67W
Weld County

Exhibit A
Application Map

Application lands - 

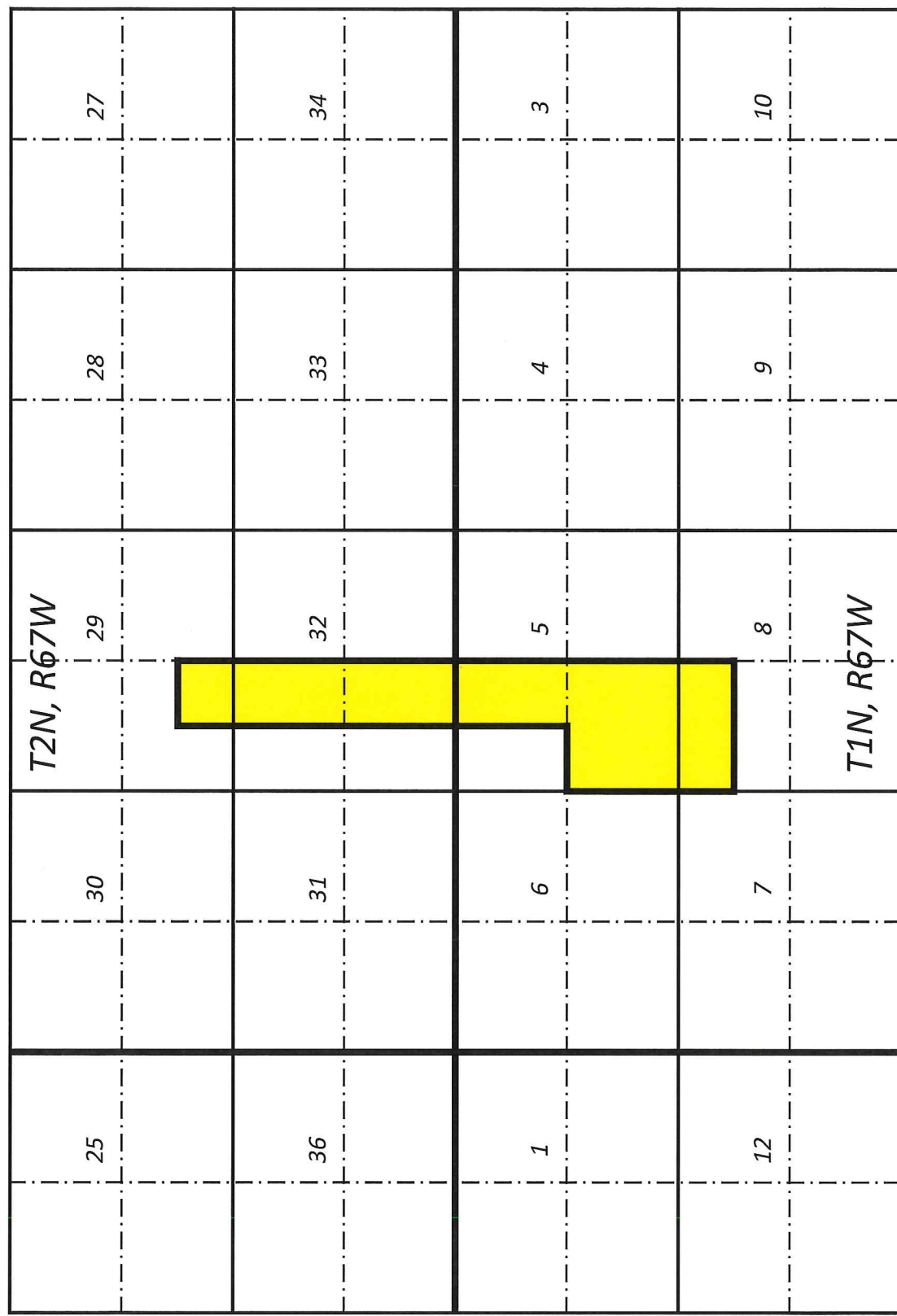


EXHIBIT B

INTERESTED PARTIES

The names and addresses of the interested parties (persons who own any interest in the mineral estate of the tracts to be pooled, except owners of overriding royalty interest) according to the information and belief of the Applicant are set forth in this Exhibit B.

KERR-MCGEE OIL & GAS ONSHORE LP
1099 18TH STREET, SUITE 1800
DENVER, COLORADO 80202

BEATTY & WOZNAK, P.C.
216 16TH STREET, SUITE 1100
DENVER, COLORADO 80202

CHARLES EMERSON HAMLY
7808 MULBERRY BOTTOM LANE
SPRINGFIELD, VIRGINIA 22153-2311

C&M RESOURCES, LLC
16 SUNSET CIRCLE
LONGMONT, CO 80501

COLORADO NATIONAL BANK OF DENVER, TRUSTEE
PO BOX 17532
DENVER, CO 80217

C. ROBERT MORRIS AND SANDRA M. MORRIS, JT
1200 KENWOOD PARKWAY
MINNEAPOLIS, MINNESOTA 55405

CROSIER, HALL & KELLY PARTNERSHIP
5285 S LAREDO WAY
CENTENNIAL, COLORADO 80015

CHARLES GRANT
PO BOX 908
LONGMONT, CO 80502-0908

IRENE H. HAMLY, TRUSTEE OF
THE IRENE H. HAMLY TRUST
PO BOX 1061
BLACK MOUNTAIN, NC 28711-1061

CHARLES STROMQUIST
12467 OXFORD ROAD
LONGMONT, COLORADO 80504

JLW INVESTMENTS, LLC
351 GLENCOE ST
DENVER, COLORADO 80220

COLUMBINE JERSEY FARMS, INC.
1133 PUNTA
GORDA, FLORDIA 33950

LOUISE C. NULL
7613 EAST GOLF LINKS
TUCSON, ARIZONA 85730-1117

DOROTHA STROMQUIST EKV
1097 PURDUE DRIVE
LONGMONT, COLORADO 80503-3649

MARGARET BOYLE JORGENSON
46 HACIENDA CARMEL
CARMEL, CALIFORNIA 93923

DOROTHEA STROMQUIST EKV
1097 PURDUE DRIVE
LONGMONT, CO 80503-3649

ROWLAND EMERSON HAMLY
106 TERRACE LANE
INTERNATIONAL FALLS, MINNESOTA 56649

DOUGLAS GRANT
1217 FOX HILL DR
LONGMONT, COLORADO 80501-5212

ANADARKO E&P ONSHORE, LLC
PO BOX 1330
HOUSTON, TX 77251-1330

EDWARD L. HANKS
PO BOX 572
MAYER, AZ 86333-0572

ANDREW B. RICE AND IMRIE RICE ANDERSON, CO-
TRUSTEES OF THE JAMES AND SUSAN RICE FAMILY
TRUST DATED JULY 19, 1990
1424 FAWN ST
ONTARIO, CA 91762

GRANT BROTHERS, LLP
P O BOX 908
LONGMONT, COLORADO 80502-0908

HELLEN RICE CROWE LIVING TRUST
PO BOX 31101
FLAGSTAFF, ARIZONA 86003

NRC-CO 1, LLC
755 E MULBERRY AVE
SAN ANTONIO, TX 78212

HURLEY HOLDING CO., LLC
9 WICKERSELL CT
COLUMBIA, S. CAROLINA 29212

JAMES PERRIN RICE
733 EAST GLENHAVEN DRIVE
PHOENIX AZ 85048

JAMIE MODRALL
7168 BUENA VISTA STREET
PRAIRIE VILLAGE KS 66208

JERRI LYNN MODRALL DOERING
9025 SILVER BIRCH BLVD
FREDERICK, COLORADO 80504

JON MCCLELLAN RICE
PO BOX 352
BAILEY, CO 80421

KBL MINERAL COMPANY, LLC
410 17TH ST STE 1150
DENVER, COLORADO 80202

KIM WALLACE HARTMAN
3337 S CHESTER CT
DENVER, CO 80231

LORRAINE STROMQUIST KNAUS
8152 N 119TH ST
LONGMONT, COLORADO 80504

MALLARD LLC
1649 METROPOLITAN DR
LONGMONT, COLORADO 80501

PYRAMID TRUST
P.O. BOX 941332
HOUSTON, TX 77094-8332

KERR-MCGEE OIL & GAS ONSHORE LP
P.O. BOX 173779
DENVER, CO 80217-3779

NRC-CO 2, LLC
755 E MULBERRY AVE
SAN ANTONIO, TX 78212

NRC-CO 3, LLC
755 E MULBERRY AVE
SAN ANTONIO, TX 78212

RICHARD JOHN HARTMAN
1651 ADAMS ST
DENVER, CO 80206

RONALD L. ANDERSON AND IMRIE V. ANDERSON, CO-
TRUSTEES OF THE RONALD AND IMRIE ANDERSON
FAMILY TRUST DATED JULY 21, 2006
2855 BLUE SKY CIRCLE
ERIE, CO 80516

WALLACE GRANT
PO BOX 908
LONGMONT, CO 80502-0908

ALGAR LAND & MINERAL TRUST
P.O. BOX 5382
KATY, TX 77491

AQUARIUS LAND & MINERAL TRUST
P.O. BOX 941332
HOUSTON, TX 77094-8332

CORNERSTONE LAND & MINERAL TRUST
P.O. BOX 440783
HOUSTON, TX 77244-0783

J.M. NASH, JR.
22502 TULLIS TRAIL COURT
KATY, TX 77494

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AFFIDAVIT OF MAILING

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

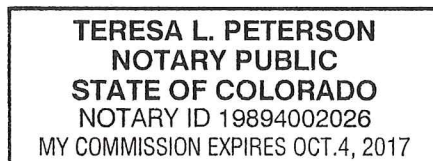
Jennifer Pittenger, of lawful age, and being first duly sworn upon her oath, states and declares:

That she is a Legal Assistant at Beatty & Wozniak, P.C., attorneys for Kerr-McGee Oil & Gas Onshore LP, and on or before April 24th, 2014, caused a copy of the attached Application to be deposited in the United States Mail, postage prepaid, addressed to the parties listed on Exhibit B to the Application.


Jennifer Pittenger

Subscribed and sworn to before me this 17th day of April, 2014.

Witness my hand and official seal.




Notary Public