

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)	CAUSE NO. ____
POOL ALL INTERESTS IN AN APPROXIMATE 400-)	
ACRE DESIGNATED HORIZONTAL WELLBORE)	DOCKET NO.
SPACING UNIT LOCATED IN SECTIONS 14, 15, 22)	
AND 23, TOWNSHIP 2 NORTH, RANGE 67 WEST, 6TH)	
P.M., FOR THE DEVELOPMENT/OPERATION OF THE)	
NIOBRARA FORMATION, WATTENBERG FIELD,)	
WELD COUNTY, COLORADO)	

APPLICATION

Kerr-McGee Oil & Gas Onshore LP ("Kerr-McGee" or "Applicant"), by and through its attorneys, Jost & Shelton Energy Group, 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 400-acre designated horizontal wellbore spacing unit designated for portions of Sections 14, 15, 22 and 23, Township 2 North, Range 67 West, 6th P.M., for development and operation of the Niobrara 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 2 North, Range 67 West, 6th P.M.

Section 14: SW $\frac{1}{4}$ SW $\frac{1}{4}$

Section 15: SE $\frac{1}{4}$ SE $\frac{1}{4}$

Section 22: E $\frac{1}{2}$ E $\frac{1}{2}$

Section 23: W $\frac{1}{2}$ W $\frac{1}{2}$

400 acres, more or less, Weld County, Colorado.

These lands are hereinafter referred to as 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. 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.

5. Pursuant to Rule 318A., Applicant designated an approximate 400-acre horizontal wellbore spacing unit, comprised of the Application Lands, for the Spotted 30N-23HZ Well, (API No. 05-123-39428) ("Well"), for the production of oil, gas and associated hydrocarbons from the Niobrara Formation. Applicant notified all owners in the proposed designated horizontal wellbore spacing unit pursuant to Rule 318A.e.(6). Applicant did not receive objections to the establishment of the proposed designated horizontal wellbore spacing unit within the 30-day response period.

6. Acting pursuant to the applicable Colorado Statutes and Commission Regulations, Applicant seeks an order pooling all interests, including, but not limited to, any nonconsenting interests and leased mineral interests, in an approximate 400-acre designated horizontal wellbore spacing unit designated for the Application Lands for the development and operation of the Niobrara Formation.

7. Applicant requests that the pooling order entered as a result of this Application be made effective as of the date of this Application, or, as applicable, the date that the costs specified in §34-60-116(7)(b), C.R.S., are first incurred for the drilling of the Well on the Application Lands, whichever is earlier.

8. Further, Applicant requests that any nonconsenting 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.

9. 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.

10. 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.

11. 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 A 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 Application Lands for the development and operation of the Niobrara Formation, with the pooling order made effective as of the date of this Application, or, as applicable, the date that the costs specified in §34-60-116(7)(b), C.R.S. are first incurred for the drilling of the Well on the Application Lands, whichever is earlier.

B. Providing that the nonconsenting 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 28 day of May, 2014.

Respectfully submitted,

KERR-MCGEE OIL & GAS ONSHORE LP

By: Jamie L. Jost

Jamie L. Jost

Joseph M. Evers

Jost & Shelton Energy Group, P.C.

Attorneys for Applicant

1675 Larimer Street, Suite 420

Denver, Colorado 80202

jjost@jsenergygroup.com

jevers@jsenergygroup.com

Address of Applicant

Kerr-McGee Oil & Gas Onshore LP

ATTN: Rachel Cruz

1099 18th Street, Suite 1800

Denver, Colorado 80202

VERIFICATION

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

Tom Yaley, 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.

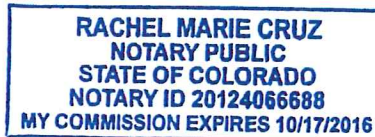
Tom Yaley

Tom Yaley
Staff Landman
Kerr-McGee Oil & Gas Onshore LP

Subscribed and sworn to before me this 28th day of May 2014.

Witness my hand and official seal.

[SEAL]



My commission expires: 10/17/2016

[Signature]
Notary Public


Notary Public

Exhibit A
Interested Party List
Spotted 30N-23HZ

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

Welco Venture
7586 West Jewel Ave. # 204
Denver, Colorado 80232-6838

Parker Revocable Trust Under
Amended And Restated Trust Agreement
Dated August 17, 2004
8809 N Seldon Lane
Peoria, Arizona 85345

Robin A. Parker
10 Cedar Street
Norwood, Massachusetts 02062

Paradize, LLC, A Colorado Limited
Liability Company
921 Indian Peak Rd
Golden, Colorado 80403

George P. Sandlin And
B. Charles Sandlin, As Joint Tenants
13317 Birch Circle
Thornton, Colorado 80241

Marth Gaspar, Karen M. Meyers And
John Neal Gaspar, As Joint Tenants
1418 Mariposa Ave
Boulder, Colorado 80302

George G. Knox
1912 Eastlake Blvd, APT 611,
Colorado Springs, CO 80910

Dewey D. Knox
1010 E. Bobier Dr. #46,
Vista, CA 92084

William W. Knox, Trustee or
his successors in trust of the
William W. Knox Living Trust
dated September 1, 2011
380 High Lonesome Dove Rd,
Virginia Dale, CO 80536

Frank L. Knox
76975 ROAD 444,
Sumner, Ne 68878

Leo Gene Bomareto and
Peggy Ann Bomareto, as joint tenants
2040 E 68th Ave
Denver, Colorado 80229-7319

Rose M. Guildner
6313 Urban Street
Arvada, Colorado 80004

Stephen R. Ferguson and Maxine Ferguson,
as Trustees of the Ferguson Family Trust
dated July 10, 2013
5000 Moss Lane
Granite Bay, California 95746

Heirs or Devisees of Fred Guildner,
Deceased
6465 Ascot Drive
Oakland, California 94611

Bradley R. Guildner
9794 Norfolk St
Commerce City, Colorado 80022-7137

Janet Guildner Williams
1468 Cherrywood Dr
Brighton, Colorado 80601-3673

Douglas J. Guildner, II
2760 Decatur Dr
Broomfield, Colorado 80020

Gerald Guildner
5135 Weld County Road 63
Keenesburg, Colorado 80643

Kelly Guildner Froyen
18795 W 59TH Pl.
Golden, Colorado 80403

The Rozell Watson Trust
dated January 31, 2010
10444 Victor St
Commerce City, Colorado 80022

Kent David Linder
4214 Carroll Wood Village Dr
Tampa, Florida 33618

Gordon Clyde Linder
3372 S 7780
West Magna, Utah 84044-2041

Kathryn Fernandez
600 Randi Lane
Hoffman Estates, Illinois 60169-2712

Cheryl Wessman
2465 Tanya Ave
West Jordan, Utah 84088

Rosalyn Munyan
65 North 100
West Millville, Utah 84326

Garth Alan Linder
8183 S Tuckford
West Jordan, Utah 84081

Ramona Leishman
959 East Main St
Wellsville, Utah 84339

Henry E. Linder
10162 Forest Springs Drive
Grass Valley, California 95949

Strear Farms Company
6825 East Tennessee # 235
Denver, Colorado 80224-1606

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OF THE STATE OF COLORADO**

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P.M., FOR THE DEVELOPMENT/OPERATION OF
THE NIOBRARA FORMATION, WATTENBERG
FIELD, WELD COUNTY, COLORADO

CAUSE NO.

DOCKET NO.

SUPPLEMENTAL AFFIDAVIT OF MAILING

STATE OF COLORADO

)

)ss.

COUNTY OF DENVER

)

James P. Parrot of lawful age, and being first duly sworn upon his oath, states and declares:

That he is an attorney for Kerr-McGee Oil & Gas Onshore LP., that on the 10th day of June, 2014, he caused a copy of the above-captioned Application to be deposited in the United States Mail, postage prepaid, addressed to the following additional parties.

Stephen R. Ferguson and Maxine Ferguson,
as Trustees of the Ferguson Family Trust
dated July 10, 2013
5150 W. Brazos Drive
Columbia, MO 65203

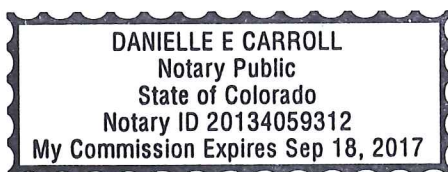


James P. Parrot

Subscribed and sworn to before me this 10th day of June, 2014.

Witness my hand and official seal.

My commission expires: 9/18/17





Notary Public