

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)
480.993-ACRE DESIGNATED HORIZONTAL) DOCKET NO. *To be assigned*
WELLBORE SPACING UNIT LOCATED IN SECTIONS)
13, 24 AND 25, TOWNSHIP 3 NORTH, RANGE 66)
WEST, 6TH P.M. AND SECTIONS 18, 19 AND 30,)
TOWNSHIP 3 NORTH, RANGE 65 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 the approximate 480.993-acre horizontal wellbore spacing unit established for portions of Sections 13, 24 and 25, Township 3 North, Range 66 West, 6th P.M. and Sections 18, 19 and 30, Township 3 North, Range 65 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 3 North, Range 66 West, 6th P.M.

Section 13: SE¹/₄SE¹/₄

Section 24: E¹/₂E¹/₂

Section 25: NE¹/₄NE¹/₄

Township 3 North, Range 65 West, 6th P.M.

Section 18: SW¹/₄SW¹/₄

Section 19: W¹/₂W¹/₂

Section 30: NW¹/₄NW¹/₄

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 480.993-acre horizontal wellbore spacing unit, comprised of the Application Lands, for the Cruickshank 1C-24HZ well (API No. 05-123-39498) ("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). Applicant did not receive any objections to the establishment of the proposed wellbore spacing unit within the 30-day response period.

5. Acting pursuant to the applicable Colorado statutes and COGCC regulations, Applicant seeks an order pooling all interests, including, but not limited to, any nonconsenting interests and leased mineral interests, in the approximate 480.993-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 any nonconsenting interests 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 480.993-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.

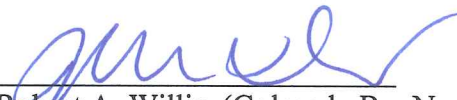
B. Providing that the nonconsenting interests of any owners with whom the Applicant has been unable to secure a lease or other agreement to participate in the drilling of the Well, are pooled by operation of statute, pursuant to §34-60-116(6) & (7), C.R.S., and made subject to the cost recovery provisions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

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

DATED this 29 day of May, 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.
Attorneys for Applicant
216 16th Street, Suite 1100
Denver, Colorado 80202
(303) 407-4499
rwillis@bwenergylaw.com
jfulcher@bwenergylaw.com

Address of Applicant

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

VERIFICATION

STATE OF COLORADO

)

) ss.

CITY & COUNTY OF DENVER

)

R.C. Kimball, Staff Landman for Kerr-McGee Oil & Gas Onshore LP, upon oath deposes and says that he has read the foregoing Application and that the statements contained therein are true to the best of his knowledge, information and belief.

KERR-MCGEE OIL & GAS ONSHORE LP

Revised

R.C. Kimball

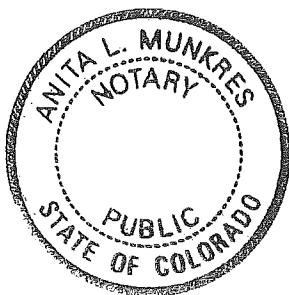
Subscribed and sworn to before me this 27th day of May, 2014, by R.C. Kimball, Staff Landman for Kerr-McGee Oil & Gas Onshore LP.

Witness my hand and official seal.

My commission expires: 8/8/2015

9/5

Notary Public



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

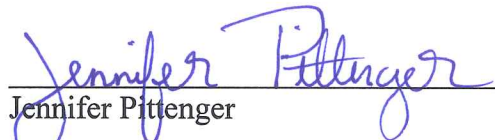
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COLORADO)

AFFIDAVIT OF MAILING

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

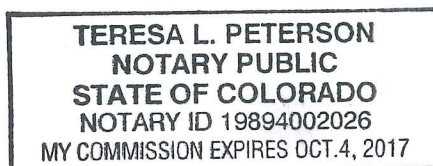
Jennifer Pittenger, of lawful age, and being first duly sworn upon her oath, states and declares:

That she is a Legal Assistant at Beatty & Wozniak, P.C., attorneys for Kerr-McGee Oil & Gas Onshore LP, and on or before June 5th, 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 29th day of May, 2014.

Witness my hand and official seal.




Teresa L. Peterson
Notary Public

Application lands -



T3N, R65W & T3N, R66W
Weld County

T3N, R65W
T3N, R66W

Exhibit A
Application Map

15	14	13	18	17
22	23	24	19	20
27	26	25	30	29
34	35	36	30	31

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
1099 18th Street, Suite 1800
Denver, CO 80202

Jill Fulcher
Beatty & Wozniak, P.C.
216 16th Street, Suite 1100
Denver, CO 80202

Tenison Oil Trust
1925 Hospital Place
Abilene, TX 79606

Christopher Edwards
PO Box 21270
Oklahoma City, OK 76156-1270

MadAnt Energy, LLC
2600 S. Yosemite, Suite 320
Denver, CO 80237

Robert C. Newman Oil, LLC
950 Woodland Pass SE
Smyrna, GA 30082-4118

Foster Dennis
600 Haverkamp Drive
Glendale, CA 91206

Clyde L. Raisley and Cornelia E. Raisley
605 40th Avenue
Greeley, CO 80634

The Esperanza Corporation
475 17th St., Suite 980
Denver, CO 80202

Jeraldine L. Shook, life estate
4711 S W Coast Highway
Waldport, OR 97394

Gary J. Carr, remainderman
1012 Pamona West
The Dalles, OR 97058

Marc J. Carr, remainderman
1012 Pamona West
The Dalles, OR 97058

Ricky J. Carr, remainderman
PO Box 563
Hermiston, OR 97838

Russell C. Terry
1860 SE Highland Road
Princeville, OR 97754

Henry A. Terry
1155 South Dusty Lane
Prineville, OR 97754

Lawrence E. Terry Jr.
706 J Street
Springfield, OR 97477

Williard H. Terry
650 Mill Street #3
Springfield, OR 97477-3834

Thomas C. Wallace
14 Parkway Drive
Englewood, CO 80113-4222

John C. Wallace
4153 Country Club Drive
Long Beach, CA 90807

Grayrock Minerals, LLC
5950 Cedar Springs Rd, Suite 200
Dallas, TX 75235

George W. Clay IV and Dana D. Clay
1505 P B Lane
Wichita Falls, TX 76302

Old West Tours
110 E. Center St, PMB 1989
Madison, SD 57042-2908

Alma L. Tisher and Kelly B. Tisher
PO Box 533
Littleton, CO 80160

Wardell Family Ltd., LLLP
C/O J H Wardell
7 Meadow Rose Lane
Littleton, CO 80127

MRJ Camp Holdings
PO Box 127
Platteville, CO 80651

Louis A. Oswald III, Trustee of the Oswald Family
Trust dated April 27, 1988
1557 Ogden, Suite 300
Denver, CO 80218

Jonathan S. Roderick, Trustee of the Jonathan S.
Roderick Living Trust dated February 8, 2007
PO Box 7961
Boulder, CO 80306-7961

Pumpkin Buttes LLC
PO Box 1989
Casper, WY 82602

Phyllis Edith Camp Nelson
1454 Red Fox Circle
Windsor, CO 80550-2742

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