

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)	CAUSE NO.
TO POOL ALL INTERESTS IN AN APPROXIMATE)	
560-ACRE DESIGNATED HORIZONTAL WELLBORE)	DOCKET NO.
SPACING UNIT LOCATED IN SECTIONS 11, 12, 13,)	
14, 23 AND 24, TOWNSHIP 1 NORTH, RANGE 68)	
WEST, 6TH P.M., FOR THE DEVELOPMENT/)	
OPERATION OF THE NIOBRARA FORMATION,)	
WATTENBERG FIELD, WELD AND BROOMFIELD)	
COUNTIES, 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 560-acre designated horizontal wellbore spacing unit designated for portions of Sections 11, 12, 13, 14, 23 and 24, Township 1 North, Range 68 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 1 North, Range 68 West, 6th P.M.

Section 11: E $\frac{1}{2}$ SE $\frac{1}{4}$

Section 12: W $\frac{1}{2}$ SW $\frac{1}{4}$

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

Section 14: E $\frac{1}{2}$ E $\frac{1}{2}$

Section 23: NE $\frac{1}{4}$ NE $\frac{1}{4}$ (Broomfield)

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

560-acres, more or less, Weld and
Broomfield Counties, 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 560-acre horizontal wellbore spacing unit, comprised of the Application Lands, for the Front Range Farms 16N-14HZ Well, (API No. 05-123-39435) ("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 560-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 15 day of August, 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.

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Address of Applicant

Kerr-McGee Oil & Gas Onshore LP

ATTN: Tom Yaley

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

Tom Yaley

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

RACHEL MARIE CRUZ
NOTARY PUBLIC
STATE OF COLORADO
NOTARY ID 20124066688
MY COMMISSION EXPIRES 10/17/2016


Notary Public

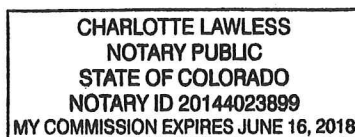


Exhibit A
Interested Party List
Front Range Farms 16N-14HZ

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

Linda Ann Vavra
1152 South Taylor
Oak Park, Illinois 60304-2234

Encana Oil & Gas (USA) Inc.
370 17th Street, Suite 1700
Denver, CO 80202

Janet Dee Vavra
3150 E Morgan Rd
Ann Arbor, Michigan 48108

Juanita Straight
13801 E Yale Ave. #329
Aurora, CO 80014

Susan Joy Vavra
732 South Gunderson Avenue
Oak Park, Illinois 60304-1424

Merle M. Maser and N. Eileen Maser, JT
12599 Jordan Road
Fountain, CO 80817

Jean Pinder Riordan
117 Bosley Avenue
Cockeysville, Maryland 21030-2333

The Les and Tyra Lallo Living Trust
dated 1/9/2004
15107 East Crestline Place
Aurora, CO 80015

Barbara Pinder McInnes
300 Bowers Street
Martinsburg, West Virginia 25401-3130

Dana W. Lallo and Georgia C. Lallo, JT
6838 W Elmhurst Ave.
Littleton, CO 80128

James M. Pinder
706 Weber Avenue N E
Canton, Ohio 44720-2148

Longmont United Hospital Foundation
PO BOX 1159
Longmont, Colorado 80502-1159

Gene A. Keller
5910 Greenville Rd
Kinsman, Ohio 44428

Forestar (USA) Real Estate Group, Inc.
6300 Bee Cave RD BLDG Two, STE 500
Austin, Texas 78746-5149

Susan K. Foltz
1279-F Pine View Trail
Newark, OH 43055

Betty J. LeBleu, Life State
with Remainder to Linda Ann Vavra,
Janet Dee Vavra and Susan Joy Vavra
The Inn at Freedom Plaza #306
13725 N 93RD Ave
Peoria, Arizona 85381

Susemihl, Lohman, Kent, Carlson &
McDermott
660 Southpointe Court #210
Colorado Springs, Colorado 80906-3874

Norma Jean Vavra, Life Estate
with remainder to Linda Ann Vavra,
Janet Dee Vavra and Susan Joy Vavra
2033 Butterfly LN #119
Naperville, Illinois 60563

Heirs/Devisees of William F. McKee,
Deceased
606 D S. Trimble Rd
Mansfield, Ohio 44906

Margaret Cumston
Dover Estates Lot 55
Marysville, OH 43040

Glada A. Osborne
425 Catalpa Lane
Mount Gilead, OH 43338

Venetia C. Smith
748 Cheryl Lane
Lexington, Kentucky 40504

Dorothy L. Davis, Trustee
UDT dated 9/21/91
2095 Rainbow Ave. N
Lake Havasu City, Arizona 86403

Elaine Annette Davis
111 W. 33rd St.
Latunia, KY 41015

Faye E. Brown
2976 Rock Road
Shelby Ohio, 44875-9010

Marian C. Dever, Trustee of the
Keith L. Dever Testamentary Trust
11733 HWY 7
Allenspark, Colorado 80510

Denison University
PO BOX F
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Thomas C. Woolley
PO BOX 223
Allenspark, Colorado 80510

Mary Alice Billings
2246 Riverside Drive
Lyons, Colorado 80540-8960

Mary Alice Billings and the
First National Bank of Longmont, Trustees

PO BOX 1159
Longmont, Colorado 80502

Lillian Elizabeth Davis
1645 South Cape Street
Lakewood, Colorado 80232

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Longmont, Colorado 80501

Sue Ann Babcock, Trustee of the
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Living Trust,
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PO BOX 32341
Phoenix, Arizona 85064-2341

Kerry Lynn Ruff
1203 Farming Creek Dr.
Simpsonville, South Carolina 29680

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Thornton, Colorado 80241

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3246 Hilldale Ave.
Oroville, California 95965

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Family Trust of Barbara M. Myers
17140 Mockingbird Canyon Rd.
Riverside, California 92504

Robert D. Myers
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Simi Valley, California 93065-6709

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Anadarko/Kerr-McGee
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