

IN THE MATTER OF THE APPLICATION OF KERR-)
MCGEE OIL & GAS ONSHORE LP FOR AN ORDER) CAUSE NO.
TO POOL ALL INTERESTS IN TWO APPROXIMATE)
400-ACRE DESIGNATED HORIZONTAL WELLBORE) DOCKET NO.
SPACING UNITS LOCATED IN SECTIONS 6 AND 7,)
TOWNSHIP 1 NORTH, RANGE 65 WEST, 6TH P.M.,)
AND SECTIONS 1 AND 12, TOWNSHIP 1 NORTH,)
RANGE 66 WEST, 6TH P.M., FOR THE)
DEVELOPMENT/OPERATION OF THE CODELL AND)
NIOBRARA FORMATIONS, WATTENBERG FIELD,)
WELD COUNTY, COLORADO)

Kerr-McGee Oil & Gas Onshore LP (Operator No. 47120) ("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 two (2) approximate 400-acre designated horizontal wellbore spacing units designated for portions of Sections 6 and 7, Township 1 North, Range 65 West, 6th P.M., and portions of Sections 1 and 12, Township 1 North, Range 66 West, 6th P.M., for development and operation of the Codell and Niobrara Formations. In support of its Application, Applicant states and alleges as follows:

- Township 1 North, Range 65 West, 6th P.M.
Section 6: SW¹/₄SW¹/₄
Section 7: W¹/₂W¹/₂

Township 1 North, Range 66 West, 6th P.M.
Section 1: SE¼SE¼
Section 12: E½E½

These lands are hereinafter referred to as the "Application Lands."

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. 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.

5. On December 16, 2013, the Commission entered Order No. 407-907, which among other things, approves the request for an order to pool all interests in an approximate 400-acre designated wellbore spacing unit established for portions of the Application Lands, for the development and operation of the Niobrara Formation. Order No. 407-907 does not affect this Application.

6. On April 28, 2014, the Commission entered Order No. 407-1018, which among other things, approves the request for an order to pool all interests, including leased mineral interest owners, in an approximate 200-acre designated wellbore spacing unit, for the drilling of the Pettinger 30C-18HZ Well (API No. 05-123-38019). Order No. 407-1018 does not affect this Application.

7. On April 28, 2014, the Commission entered Order No. 407-1019, which among other things, approves the request for an order to pool all interests, including leased mineral interest owners, in two approximate 400-acre designated wellbore spacing unit, for the drilling of the Pettinger 4NE-18HZ Well (API No. 05-123-38021), and the Pettinger 4C-18HZ Well (API No. 05-123-38020). Order No. 407-1019 does not affect this Application.

8. Pursuant to Rule 318A., Applicant designated two (2) approximate 400-acre wellbore spacing units, comprised of the Application Lands, for the Steward 13C-6HZ Well, (API No. 05-123-39596), for the production of oil, gas and associated hydrocarbons from the Codell Formation, and for the Steward 34N-6HZ Well (API No. 05-123-39593) (collectively "Wells"), for the production of oil, gas, and associated hydrocarbons from the Niobrara Formation. Applicant notified all owners in the proposed designated wellbore spacing units pursuant to Rule 318A.e.(6). Applicant did not receive objections to the establishment of the proposed designated wellbore spacing units within the 30-day response period.

9. 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 two (2) approximate 400-acre designated wellbore spacing units designated for the Application Lands for the development and operation of the Codell and Niobrara Formations.

10. 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 Wells on the Application Lands, whichever is earlier.

11. 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 Wells, 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.

12. 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.

13. 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.

14. 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 Codell and Niobrara Formations, 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 Wells 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 Wells, 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.

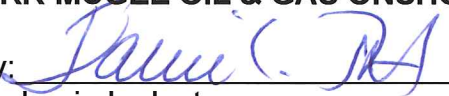
C. For such other findings and orders as the Commission may deem proper or advisable in the premises.

DATED this 16th day of October, 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 Street, Suite 420

Denver, Colorado 80202

jjost@jsenergygroup.com

jeverson@jsenergygroup.com

Address of Applicant

Kerr-McGee Oil & Gas Onshore LP

ATTN: Jay Errebo

1099 18th Street, Suite 1800

Denver, Colorado 80202

VERIFICATION

STATE OF COLORADO

)

SS.

CITY AND COUNTY OF DENVER

)

Jay Errebo, of lawful age, being first duly sworn upon oath, deposes and says that he is Project Land Advisor 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.

~~Jay Errebo~~

Project Land Advisor

Kerr-McGee Oil & Gas Onshore LP

Subscribed and sworn to before me this 16 day of October 2014.

Witness my hand and official seal.

[SEAL]

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

My commission expires: 10/17/2016

Notary Public

IN THE MATTER OF THE APPLICATION OF
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AN ORDER TO POOL ALL INTERESTS IN
TWO APPROXIMATE 400-ACRE DESIGNATED
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LOCATED IN SECTIONS 6 AND 7, TOWNSHIP
1 NORTH, RANGE 65 WEST, 6TH P.M., AND
SECTIONS 1 AND 12, TOWNSHIP 1 NORTH,
RANGE 66 WEST, 6TH P.M., FOR THE
DEVELOPMENT/OPERATION OF THE
CODELL AND NIOBRARA FORMATIONS,
WATTENBERG FIELD, WELD COUNTY,
COLORADO

DOCKET NO.

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

Jamie L. Jost

Subscribed and sworn to before me October 16th, 2014.

My commission expires: 9/18/17

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

Exhibit A
Steward 13C-6HZ, Steward 34N-6HZ

Kerr-McGee Oil & Gas Onshore LP
1099 18th street suite 1800
Denver, CO 80209

Kathy L. Robertson
9953 West 86th Ave.
Arvada, CO 80005

Swan Exploration LLC
8100 E. Maplewood Ave., Suite 240
Greenwood Village, CO 80111

Loyd K. Quinby
909 West Buffalo Street
Rawlins, WY 82301

Carlos A. Cisneros
4943 County Road 37
Fort Lupton, CO 80621

James L. Quinby
1327 High Street
Denver, CO 80218

Lee Ann Jackson
4123 37 CR
Brighton, CO 80603

Richard O. Quinby
9620 Fairmead Drive
Charlotte, NC 28269

Doyle L. Jackson
4123 37 CR
Brighton, CO 80603

Cynthia McDaniel &
David McDaniel
4110 Elizabeth Street
Brighton, CO 80603

Anadarko E&P Onshore LLC
1099 18th street suite 1800
Denver, CO 80209

The Farmers Reservoir and
Irrigation Company
80 South 27th Ave.
Brighton, CO 80601

Martin Brothers, L.L.C
3711 North Glene Road
Arlington, Virginia 22207

McIrvin Brothers Inc.
511 Saffer
Lehigh, Kansas 67073

Andria M. Wallace
2062 King Arther Court
St. Louis, Missouri 63146

Ruth E. Brewer
13701 WCR 39
Platteville, CO 80651

Barbara Isbell
853 South Hoover
Fort Lupton, CO 80621

Leonard F. Thomason
21442 WCR 22
Hudson, CO 80642

Robert D. Quinby
13531 Wet 85th Drive
Arvada, CO 80005

Jose Luis Barrutia and
Teresa Barrutia, as joint tenants
17952 Clara Lee Street
Brighton, CO 80603

Ray M. Thomason
212 Pacific Ave.
Fort Lupton, CO 80621

Calvin R. Allen, Jr. and
Debra J. Allen, as joint tenants
17835 County Road
Brighton, CO 80603

Bruce C. Hunter and
Susan Jo Hunter, as joint tenants
17965 County Road 10
Brighton, CO 80603

Roger W. Watson and
Tiffany N. Watson, as joint tenants
4021 Sunrise Land
Brighton, CO 80603

Waylon Allen Johnson and
Stephanie R. Johnson, as joint tenants
4080 Martin Street
Brighton, CO 80603

Billie Joan Hitchcock,
Beverly Jean Leady, Frank Arthur
Quinby,
John William Quinby and
Janet Carol Groneberg, as joint tenants
34830 Pine Ridge Circle
Elizabeth, CO 80107

James Anderson and
Janice Bertapelle-Anderson, as joint
tenants
4120 Martin Street
Brighton, CO 80603

David L. Tolle and
Debra S. Tolle, as joint tenants
17765 Weld County Road 10
Brighton, CO 80601

Allen E. Froid Sr. and
Carol J. Froid, as joint tenants
4112 Sunrise Lane
Brighton, CO 80603

J.B. Comer
1044 Galena St.
Aurora, CO 80010

The Martha Lard and
Shirley Handy Trust
4061 Sunrise Lane
Brighton, CO 80603

Larry F. Spies and
Pamela K. Spies, as joint tenants
4121 Sunrise Lane
Brighton, CO 80603

Joseph L. McConnell, Trustee of
the Donald L. Stoutner Trust Agreement
dated May 8, 2007
211 West Washington Street
Washington, IA 52353

James Goodrick
4206 Elizabeth Street
Brighton, CO 80603

Roxanne Goodrick
4206 Elizabeth Street
Brighton, CO 80603

Troy A. Trevena and Andrea M.
Trevena,
as joint tenants
4883 Weld County Road 37
Fort Lupton, CO 80621

Everett Ray Spears and
Carolyn June Spears, as joint tenants
17782 Weld County road 12
Fort Lupton, CO 80621

The Helen A. Gaines Trust,
UTD 4/27/95
15622 Duquesne Circle
Brighton, CO 80603

The Robert D. Gaines Trust,
UTD 4/27/95
15622 Duquesne Circle
Brighton, CO 80603

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DOCKET NO.

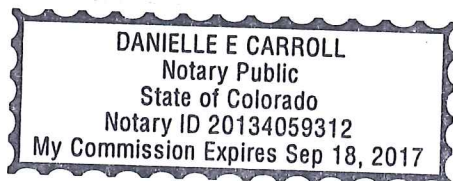
STATE OF COLORADO)
) ss.
CITY AND COUNTY OF DENVER)


Joseph M. Evers

Subscribed and sworn to before me November 6th, 2014.

Witness my hand and official seal.

My commission expires: 9/18/17



Notary Public