

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

IN THE MATTER OF THE APPLICATION OF KERR-)	
MC GEE OIL & GAS ONSHORE LP FOR AN ORDER)	CAUSE NO.
TO POOL ALL INTERESTS IN AN APPROXIMATE)	
200-ACRE DESIGNATED HORIZONTAL WELLBORE)	DOCKET NO.
SPACING UNIT LOCATED IN SECTION 1,)	
TOWNSHIP 3 NORTH, RANGE 66 WEST, 6 TH P.M.,)	
AND SECTION 36, TOWNSHIP 4 NORTH, RANGE 66)	
WEST, 6 TH P.M., FOR THE)	
DEVELOPMENT/OPERATION OF THE CODELL)	
FORMATION, WATTENBERG FIELD, WELD)	
COUNTY, COLORADO)	

APPLICATION

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 an approximate 200-acre designated horizontal wellbore spacing unit designated for portions of Section 1, Township 3 North, Range 66 West, 6th P.M., and portions of Section 36, Township 4 North, Range 66 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 1: NE $\frac{1}{4}$ NE $\frac{1}{4}$

Township 4 North, Range 66 West, 6th P.M.
Section 36: E $\frac{1}{2}$ E $\frac{1}{2}$

200-acres, more or less, Weld County, Colorado.

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. Pursuant to Rule 318A., Applicant designated an approximate 200-acre wellbore spacing unit, comprised of the Application Lands, for the DeJane State 1C-36HZ Well, (API No. 05-123-39963), for the production of oil, gas and associated hydrocarbons from the Codell Formation ("Well"). Applicant notified all owners in the proposed designated wellbore spacing unit pursuant to Rule 318A.e.(6). Applicant did not receive objections to the establishment of the proposed designated 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 200-acre designated wellbore spacing unit designated for the Application Lands for the development and operation of the Codell 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 Codell 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 14th day of November, 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

jevers@jsenergygroup.com

Address of Applicant

Kerr-McGee Oil & Gas Onshore LP

ATTN: Will Vaughan

1099 18th Street, Suite 1800

Denver, Colorado 80202

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


Will Vaughan

Will Vaughan
Senior Landman
Kerr-McGee Oil & Gas Onshore LP

Subscribed and sworn to before me this 11/4 day of November 2014.

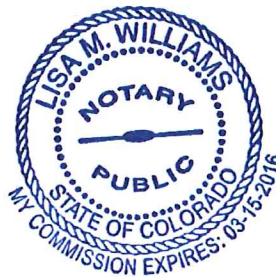
Witness my hand and official seal.

[SEAL]

My commission expires: 3-15-2016

W. M. Williams Not


Notary Public



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KERR-MCGEE OIL & GAS ONSHORE LP FOR
AN ORDER TO POOL ALL INTERESTS IN AN
APPROXIMATE 200-ACRE DESIGNATED
HORIZONTAL WELLBORE SPACING UNIT
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NORTH, RANGE 66 WEST, 6TH P.M., AND
SECTION 36, TOWNSHIP 4 NORTH, RANGE
66 WEST, 6TH P.M., FOR THE
DEVELOPMENT/OPERATION OF THE
CODELL FORMATION, 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 November 14, 2014.

My commission expires: 9/18/17

Maricela Carrillo

 Notary Public

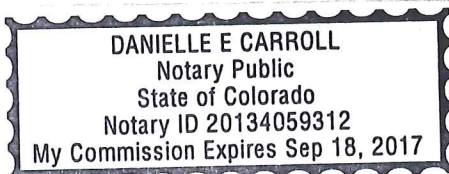


Exhibit A
Dejane State 1C-36HZ

State of Colorado, acting by and through
The State Board of Land
Commissioners
1313 Sherman Street, Suite 620
Denver, CO 80203

Cimmaron Resources Inc.
P.O. Box 103310
Denver, CO 80250-3310

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

Kerr-McGee Oil & Gas Onshore LP
P.O. Box 173779
Denver, CO 80217-3779

Noble Energy, Inc.
1625 Broadway, Suite 2200
Denver, CO 80202

Foster Dennis
600 Haverkamp Drive
Glendale, CA 91206

Robert C. Newman Oil, LLC
Attn: Randolph E. Newman, Manager
950 Woodland Pass SE
Smyrna, GA 30082-4118

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

Tenison Oil Trust
Attn: Robert B. Tenison, Trustee
1925 Hospital Place
Abilene, TX 79606

Christopher Edwards
P.O. Box 21270
Oklahoma City, OK 76156-1270