

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. 407
POOLING ALL INTERESTS IN TWO APPROXIMATE 640-)
ACRE DESIGNATED HORIZONTAL WELLBORE) DOCKET NO. *To be assigned*
SPACING UNITS LOCATED IN PORTIONS OF SECTIONS)
11 AND 14, TOWNSHIP 2 NORTH, RANGE 67 WEST, 6TH)
P.M., FOR THE DEVELOPMENT/OPERATION OF THE)
CODELL AND NIOBRARA FORMATIONS,)
WATTENBERG FIELD, WELD COUNTY, COLORADO)

APPLICATION

Kerr-McGee Oil & Gas Onshore LP ("Kerr-McGee" or "Applicant", Operator No. 47120), 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 two approximate 640-acre horizontal wellbore spacing units established for portions of Sections 11 and 14, Township 2 North, Range 67 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:

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 11: E $\frac{1}{2}$ W $\frac{1}{2}$, W $\frac{1}{2}$ E $\frac{1}{2}$

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

Weld County, Colorado

Wellbore Spacing Unit ("WSU") No. 1

Township 2 North, Range 67 West, 6th P.M.

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

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

Weld County, Colorado

"WSU" No. 2

These lands are hereinafter collectively referred to as the "Application Lands" and depicted in Exhibits A-1 and A-2 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 640-acre horizontal wellbore spacing unit, comprised of WSU #1, for the Barclay 28C-11HZ well (API No. 05-123-39058) 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. Pursuant to Rule 318A., Applicant also designated an approximate 640-acre horizontal wellbore spacing unit, comprised of WSU #2, for the Barclay 2N-11HZ well (API No. 05-123-39060) for the production of oil, gas and associated hydrocarbons from the Niobrara 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.

6. The Barclay 28C-11HZ well and the Barclay 2N-11HZ well are hereinafter referred to as "Subject Wells."

7. 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 two approximate 640-acre horizontal wellbore spacing units established for the Application Lands for the development and operation of the Codell and Niobrara Formations.

8. Applicant requests that the pooling order entered as a result of this Application be made effective as of the date of this Application.

9. 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 Subject Wells, are made subject to the cost recovery provisions of §34-60-116(7), C.R.S.

10. 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.

11. 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.

12. 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 two approximate 640-acre horizontal wellbore spacing units established for 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.

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 Subject 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 17th day of November, 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

)

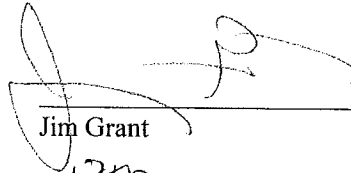
) ss.

CITY & COUNTY OF DENVER

)

Jim Grant, 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

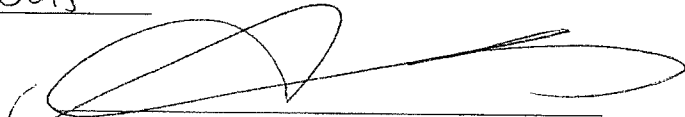


Jim Grant

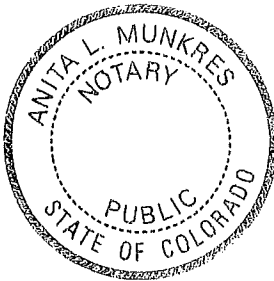
Subscribed and sworn to before me this 13th day of November, 2014, by Jim Grant, Staff Landman for Kerr-McGee Oil & Gas Onshore LP.

Witness my hand and official seal.

My commission expires: 8/8/2015



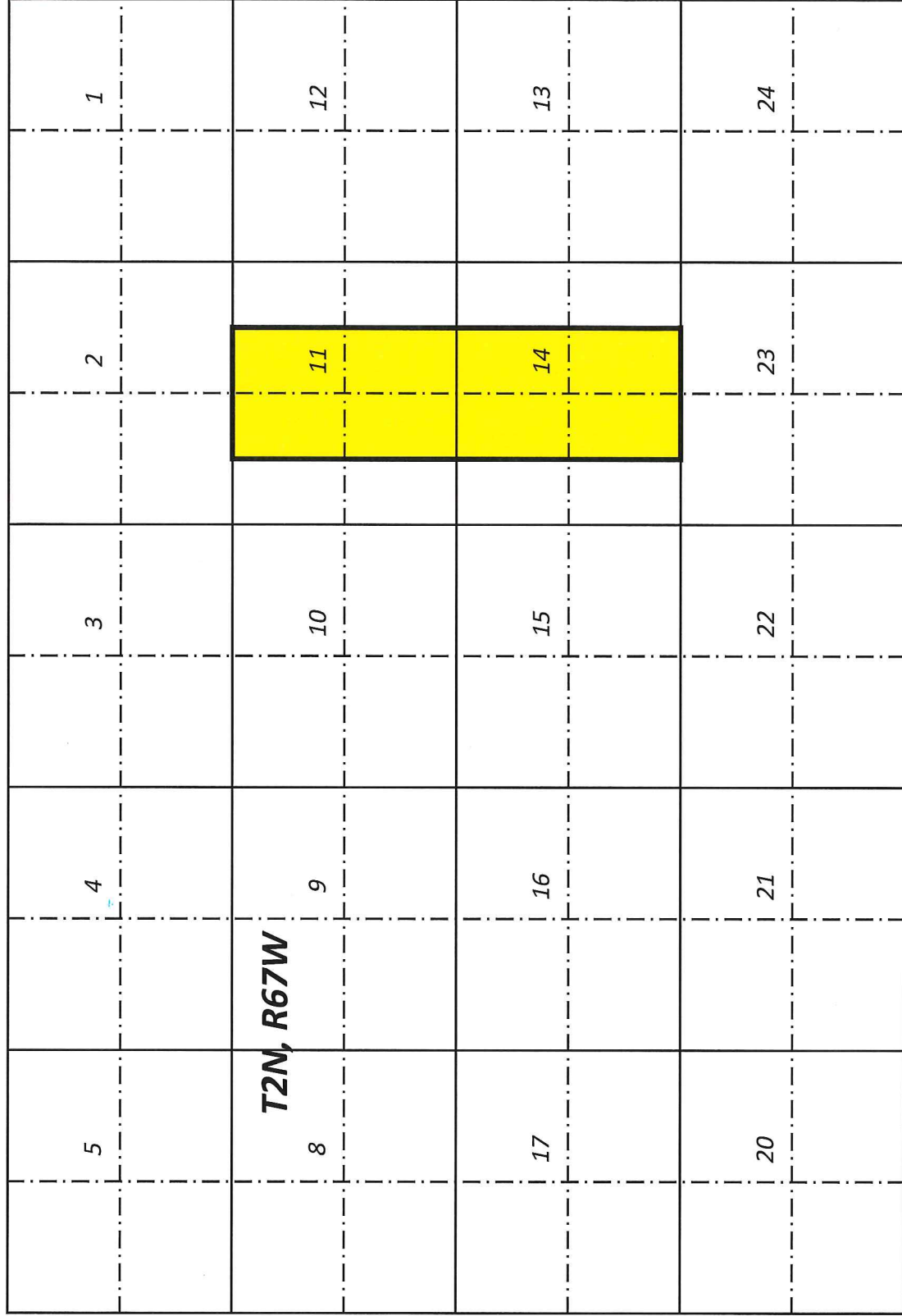
Notary Public



Sections 11 and 14, T2N R67W
Weld County, WSO #1

Exhibit A-1
Application Map

Application Lands - 



Sections 11 and 14, T2N R67W
Weld County, WSU #2

Exhibit A-2
Application Map

Application Lands - 

5	4	3	2	1
8	T2N, R67W		11	12
17	16	15	14	13
20	21	22	23	24

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.

COLORADO MINERAL RESOURCES, LLC
A TEXAS LIMITED LIABILITY COMPANY
6620 CYPRESSWOOD DRIVE, #100
SPRING, TX 77379

CARL A. SCHELLINGER
PO BOX 447
ROSWELL, NM 88202

BARRY K. WALLACE
8015 EAST BYERS AVENUE
DENVER, CO 80230

MEGAN WALLACE
2031 DRACENA DRIVE, #103
LOS ANGELES, CA 90027

PAUL GREGORY CATON
4078 BLUEGRASS DRIVE
LAKE HAVASU CITY, AZ 86406

SCOTT MICHAEL CATON
921 SOUTH LEWIS STREET
DENVER, CO 80226

GARY D. NOWLEN
3093 SOUTH YAMPA WAY
AURORA, CO 80013

LINDA G. CAIRNS
5515 SEDALIA STREET
AURORA, CO 80015

RICHARD L. HEIN
5290 EAST YALE CIRCLE, STE 103
DENVER, CO 80222

GERALDINE FELS
6187 SOUTH WESTVIEW STREET
LITTLETON, CO 80120

JANET BREWER
PO BOX 401
COLUMBUS, MT 59019

RONDA THIESEN
1000 SHORTLINE DRIVE
FORT LUPTON, CO 80621

BERNICE MASTERS
36641 HWY 133
HOTCHKISS, CO 81419-7319

LEAH MCGRAW
1393 SOUTH QUIETO CT
DENVER, CO 80223

MARY JO DOUGHTY
26013 COUNTY ROAD 5
WEDONA, CO 80653

MARY E. CARLSON
10777 WCR 23
FORT LUPTON, CO 80621

SYLVIA S. HALLDORSON REVOCABLE LIVING
TRUST DATED FEBRUARY 2, 2005
163 BLACKBEARD ROAD
SUMMERLAND KEY, FL 33042-5539

MICHAEL PISCIOTTA
2458 XAVIER STREET
DENVER, CO 80212

BENEDICT PISCIOTTA
6621 WELCH COURT
ARVADA, CO 80004

ANTONETTE WOOLLEY, FKA ANTONETTE
PISCIOTTA AND AKA ANTOINETTE PISCIOTTA
16091 WEST 64TH WAY
ARVADA, CO 80007-6984

ANTHONY PISCIOTTA, JR.
2715 G ROAD
GRAND JUNCTION, CO 81506

JOSEPH PISCIOTTA AKA FATHER JUSTIN
235 SOUTH PINE DRIVE
FULLERTON, CA 92833

PATRICIA NELAN
3602 ALLISON
WHEAT RIDGE, CO 80033-6122

GERHARD MICHAEL HOOF
612 SPLIT ROCK DRIVE
LOVELAND, CO 80537

JANET LEE SCHOLZ
6002 ALKIRE COURT
ARVADA, CO 80004-3970

SHARON BUCKHALTER FKA SHARON MUIR
141 LA QUESTA DRIVE
DANVILLE, CA 94526

CAROL OSGOOD
900 SOUTH MEADOWS PARKWAY
RENO, NV 89521

ARCHIE M. PAULSON AKA ARCHIE MARK
PAULSON
3616 OSCEOLA
DENVER, CO 80212

KATHLEEN MARGARET BALCOM
7448 WATERMARK DRIVE
ALLENDALE, MI 49401

MARGARET DEBRA BLEVINS AKA DEBBIE
BLEVINS
1006 CROSSFIELD
KATY, TX 77450

MARY MARGARET URGGLES AKA MARY
RUGGLES
5119 VILLAGE SPRINGS DRIVE
KINGWOOD, TX 77339

DOUGLAS A. TRETTER
10423 WCR 23
FORT LUPTON, CO 80621

BEVERLY A. MACK
PO BOX 293
PLAINS, MT 59859

DUNTILE CORPORATION
PO BOX 19902
RENO, NV 89511-9902

CAROL A. SCARPELLO
10700 WEST 38TH AVENUE, APT 205
WHEAT RIDGE, CO 80033-3986

ANITA LOUISE POLLACK
541 PIPER POINT
ROGERSVILLE, MO 65742

ANTHONY M. PISCIOTTA
1405 SIOUX TRAIL
RENO, NV 89521

PETER MICHAEL PISCIOTTA AKA PETER
PISCIOTTA
355 OLD WASHOE CIRCLE
CARSON, NV 89704

ROSE MARY MOSCOSO
PO BOX 321
ST. ANTHONY, ID 83445

MICHAEL ANTHONY PAULSON AKA MICHAEL
PAULSON
12441 ALBION STREET
THORNTON, CO 80241

FRED CHARLES GENNARO AKA FRED GENNARO
2740 EAST OTERO PLACE #1
CENTENNIAL, CO 80122

JOSEPH LEONARD GENNARO AKA JOE GENNARO
9668 KEMPER DRIVE
LONE TREE, CO 80124

DANIEL L. VONFELDT REVOCABLE TRUST,
DATED APRIL 24, 2003
10933 WCR 22
FORT LUPTON, CO 80621

BARBARA J. VONFELDT REVOCABLE TRUST,
DATED APRIL, 24, 2003
10933 WELD COUNTY RD 23
FORT LUPTON, CO 80621

NEAL DEVORE AND DEANNA LEE DEVORE,
TRUSTEES OF THE NEAL DEVORE AND DEANNA
LEE DEVORE FAMILY TRUST
875 WILDDOMAR LANE
LINCOLN, CA 95648

RONALD D. SMITH, IN LIFE ESTATE
13764 SPRING GROVE
DALLAS, TX 75240-3729

SHARON VAN EARWAGE, REMAINDERMAN
127 SOUTH 358TH STREET
FEDERAL WAY, WA 98003

WILLIAM H. FERGUSON, TRUSTEE OF THE
FERGUSON REVOCABLE TRUST DATED 11/26/96
4475 EAST KNOX ROAD, APT 241
PHOENIX, AZ 85044

RICHARD D. PLUE AND RICHARD H. PLUE
9829 WEST 53 PLACE
ARVADA, CO 80002

PHILIP S. MCCOY LIVING TRUST DATED
DECEMBER 18, 1998
PO BOX 825
LONGMONT, CO 80502

PUBLIC SERVICE COMPANY OF COLORADO
RIGHT OF WAY & PERMITS DEPT
1800 LARIMER ST, SUITE 1400
DENVER, CO 80202

CHARLES H. SCHNURR AND SHARON R.
SCHNURR
10103 WELD COUNTY ROAD 22
FORT LUTPON, CO 80621

2004 PATTERSON FAMILY REVOCABLE TRUST
UTD AUGUST 31, 2004
785 EL PINTADO ROAD
DANVILLE, CA 94526

TAMMY MOORE, REMAINDERMAN
312 SOUTH KHEDIVE
MAIZE, KS 67101

ROSLYN H. HEPNER GRUESKIN
2552 EAST ALAMEDA AVENUE, UNIT 94
DENVER, CO 80209

JOYCE M. MOXLEY
2150 LAURA STREET SPACE #105
SPRINGFIELD, OR 97477-7106

HERMAN E. ENDERSON
101 TYRK AVE
CHEYENNE, WY 82007

GARY GARDNER AND LINDA GARDNER,
TRUSTEES OF THE GARDNER FAMILY TRUST
DTD FEBRUARY 29, 1996
10808 CIMARRON STREET #1105
FIRESTONE, CO 80504

SPECTRA ENERGY TRANSMISSION, LLC
5400 WESTHEIMER COURT
HOUSTON, TX 77056-5310

WELCO VENTURE
C/O PETERSON MGT CO.
7586 WEST JEWELL AVE, #204
DENVER, CO 80232

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AFFIDAVIT OF MAILING

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

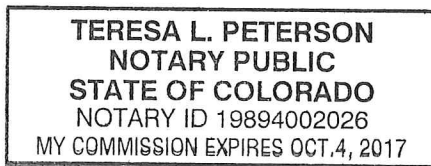
Jennifer Pittenger, of lawful age, and being first duly sworn upon her oath, states and declares:

That she is a Legal Assistant at Beatty & Wozniak, P.C., attorneys for Kerr-McGee Oil & Gas Onshore LP, and on or before November 24, 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 17th day of November, 2014.

Witness my hand and official seal.




Notary Public