

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 240-)
ACRE TO 480-ACRE DESIGNATED HORIZONTAL) DOCKET NO. *To be assigned*
WELLBORE SPACING UNITS LOCATED IN PORTIONS)
OF SECTIONS 20, 21, 28, 29, 32 AND 33, TOWNSHIP 3)
NORTH, RANGE 65 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 240-acre to 480-acre horizontal wellbore spacing units established for portions of Sections 20, 21, 28, 29, 32 and 33, Township 3 North, Range 65 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 3 North, Range 65 West, 6th P.M.

Section 20:	SE $\frac{1}{4}$ SE $\frac{1}{4}$
Section 21:	SW $\frac{1}{4}$ SW $\frac{1}{4}$
Section 28:	W $\frac{1}{2}$ W $\frac{1}{2}$
Section 29:	E $\frac{1}{2}$ E $\frac{1}{2}$
Section 32:	NE $\frac{1}{4}$ NE $\frac{1}{4}$
Section 33:	NW $\frac{1}{4}$ NW $\frac{1}{4}$

Weld County, Colorado

Wellbore Spacing Unit ("WSU") No. 1

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

Section 21:	SW $\frac{1}{4}$ SW $\frac{1}{4}$
Section 28:	W $\frac{1}{2}$ W $\frac{1}{2}$
Section 33:	NW $\frac{1}{4}$ NW $\frac{1}{4}$

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 480-acre horizontal wellbore spacing unit, comprised of WSU #1, for the Skim 34C-28HZ well (API No. Pending) 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 240-acre horizontal wellbore spacing unit, comprised of WSU #2, for the Skim 34N-28HZ well (API No. Pending) 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 Skim 34C-28HZ well and the Skim 34N-28HZ 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 240-acre to 480-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 240-acre to 480-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

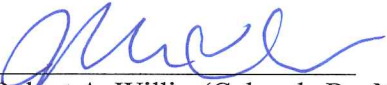
pooled by operation of statute, pursuant to §34-60-116(6) & (7), C.R.S., and made subject to the cost recovery provisions thereof.

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.
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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

)

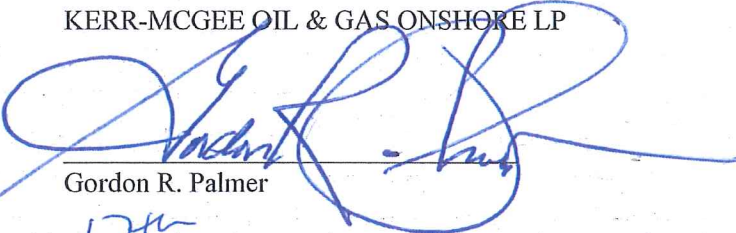
) ss.

CITY & COUNTY OF DENVER

)

Gordon R. Palmer, 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


Gordon R. Palmer

Subscribed and sworn to before me this 17th day of November, 2014, by Gordon R. Palmer, Staff Landman for Kerr-McGee Oil & Gas Onshore LP.

Witness my hand and official seal.

My commission expires: 8/8/2015




Notary Public

Sections 20, 21, 28, 29, 32 and 33, T3N R65W
Weld County, WSO #1

Exhibit A-1
Application Map

Application Lands - 

17	16	15	14	13
20	21	22	T3N, R65W	24
29	28	27	26	25
32	33	34	35	36

Sections 21, 28 and 33, T3N R65W
Weld County, WSO #2

Exhibit A-2
Application Map

Application Lands - 

17	16	15	14	13
20	21	22	T3N, R65W	24
29	28	27	26	25
32	33	34	35	36

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

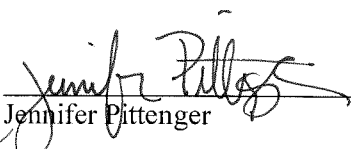
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DEVELOPMENT/OPERATION OF THE CODELL AND)
NIOBRARA FORMATIONS, WATTENBERG FIELD,)
WELD COUNTY, COLORADO)

AFFIDAVIT OF MAILING

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

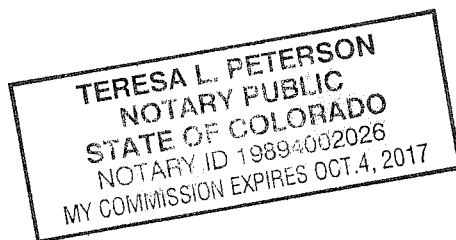
Jennifer Pittenger, of lawful age, and being first duly sworn upon her oath, states and declares:

That she is a Legal Assistant at Beatty & Wozniak, P.C., attorneys for Kerr-McGee Oil & Gas Onshore LP, and on or before 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 20th day of November, 2014.

Witness my hand and official seal.




Notary Public

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.

MCENDAFFER MINERALS, LLC, A
COLORADO LIMITED LIABILITY COMPANY
1155 S. SAINT VRAIN AVE APT 3-6
ESTES PARK, CO 80517-5449

KEITH E. KEY
7930 WEST FAIRVIEW AVENUE
LITTLETON, CO 80128-8259

JOHN G. BRANT
PO BOX 46063
DENVER, CO 80201

CHARLES S. BRANT
PO BOX 46063
DENVER, CO 80201

MIKE & JIM KRUSE PARTNERSHIP, A
COLORADO PARTNERSHIP
72 CASCADE AVENUE
ALAMOSA, CO 81101

RICHARD L. HYDE
105 MORNINGSIDE DRIVE
GREER, SC 29651

NORMA MALMBORG
5008 HOY ROAD
CHEYENNE, WY 82009

DANIEL G. LORENZ
903 NE 127TH STREET
PORTLAND, OR 97230

ERVIN DALE GRAY
20321 HIGHWAY Y
MILAN, MO 63556

NANCY D. ADLER
4008 BOXELDER
LOVELAND, CO 80538

JACK R. SLAPPER
2513 STONEWALL LANE
FORT WORTH, TX 76123

JOSEPH F. ZUFALL AND
LAVETA A. ZUFALL
PO BOX 62
DOUGLAS, WY 82633-0062

DANIEL T. MOYLE, JR., P.C. AND DANIEL T.
MOYLE, JR AS THEIR INTERESTS MAY APPEAR
4250 SOUTH ASPEN LANE
EVERGREEN, CO 80439

JOHN G. BRANT, JR
9 RED BIRCH
LITTLETON, CO 80127

NORMAN A. MOSER, DECEASED
PO BOX 495
HUDSON, CO 80642

CAROL J. BUTTERFIELD
18195 MORGAN COUNTY ROAD 17 3/10
FORT MORGAN, CO 80701

BARBARA J. SCOFIELD
5601 WEST 18TH STREET, #49
GREELEY, CO 80634

JILL C. HOLMES
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AURORA, CO 800014

DENNIS W. GRAY
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OLATHE, KS 66061

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GRESHAM, OR 97080

SANDRA L. DOLL
1958 BALSAM AVE.
GREELEY, CO 80631

JAMES G. WEST
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HIDEAWAY, TX 75771

SHIRLEY A. WEST
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LOVELAND, CO 80538

KATHALEEN ANN EASTMAN-LORENZ
PO BOX 1863
LIHUE, HI 96766

CAMDEN CAROL LORENZ
PO BOX 1863
LIHUE, HI 96766

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ANADARKO E&P ONSHORE, LLC
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PDC ENERGY, INC.
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CORNELISA E. RAISLEY
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MORGAN JANE LORENZ
PO BOX 1863
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STATE OF COLORADO
STATE BOARD OF LAND COMMISSIONERS
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DENVER, CO 80203

ROBERT G. TENISON, TRUSTEE
OF THE TENISON OIL TRUST
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