

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 SIX APPROXIMATE 400-)
ACRE DESIGNATED HORIZONTAL WELLBORE) DOCKET NO. *To be assigned*
SPACING UNITS LOCATED IN PORTIONS OF SECTIONS)
4 AND 5, TOWNSHIP 1 NORTH, RANGE 67 WEST, 6TH)
P.M. AND 32 AND 33, 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, Operator No. 47120, ("Kerr-McGee" or "Applicant"), 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 six approximate 400-acre horizontal wellbore spacing units established for portions of Sections 4 and 5, Township 1 North, Range 67 West, 6th P.M. and Sections 32 and 33, 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 32: E $\frac{1}{2}$ E $\frac{1}{2}$
Section 33: W $\frac{1}{2}$ W $\frac{1}{2}$

Township 1 North, Range 67 West, 6th P.M.

Section 4: NW $\frac{1}{4}$ NW $\frac{1}{4}$
Section 5: NE $\frac{1}{4}$ NE $\frac{1}{4}$

Weld County, Colorado

Wellbore Spacing Unit ("WSU") No. 1

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

Section 33: W $\frac{1}{2}$

Township 1 North, Range 67 West, 6th P.M.

Section 4: N $\frac{1}{2}$ NW $\frac{1}{4}$

Weld County, Colorado

WSU Nos. 2-4

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

Section 33: W $\frac{1}{2}$ E $\frac{1}{2}$, E $\frac{1}{2}$ W $\frac{1}{2}$

Township 1 North, Range 67 West, 6th P.M.

Section 4: NW¼ NE¼, NE¼ NW¼

Weld County, Colorado

WSU Nos. 5 and 6

These lands are hereinafter collectively referred to as the “Application Lands” and depicted in Exhibits A-1 through A-3 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 400-acre horizontal wellbore spacing unit, comprised of WSU #1, for the Troudt 34C-33HZ well (API No. 05-123-39284) 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.(5). 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 400-acre horizontal wellbore spacing unit, comprised of WSU #2, for the Troudt 13N-33HZ well (API No. 05-123-39283) 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.(5). Applicant did not receive any objections to the establishment of the proposed wellbore spacing unit within the 30-day response period.

6. Pursuant to Rule 318A., Applicant also designated an approximate 400-acre horizontal wellbore spacing unit, comprised of WSU #3, for the Troudt 35C-33HZ well (API No. 05-123-39281) 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.(5). Applicant did not receive any objections to the establishment of the proposed wellbore spacing unit within the 30-day response period.

7. Pursuant to Rule 318A., Applicant also designated an approximate 400-acre horizontal wellbore spacing unit, comprised of WSU #4, for the Troudt 14N-33HZ well (API No. 05-123-39285) 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.(5). Applicant did not receive any objections to the establishment of the proposed wellbore spacing unit within the 30-day response period.

8. Pursuant to Rule 318A., Applicant also designated an approximate 400-acre horizontal wellbore spacing unit, comprised of WSU #5, for the Troudt 36N-33HZ well (API No. 05-123-39280) 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.(5). Applicant did not receive any objections to the establishment of the proposed wellbore spacing unit within the 30-day response period.

9. Pursuant to Rule 318A., Applicant also designated an approximate 400-acre horizontal wellbore spacing unit, comprised of WSU #6, for the Troudt 14C-33HZ well (API No. 05-123-39282) 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.(5). Applicant did not

receive any objections to the establishment of the proposed wellbore spacing unit within the 30-day response period.

10. The Troudt 34C-33HZ well, Troudt 13N-33HZ well, Troudt 35C-33HZ well, Troudt 14N-33HZ well, Troudt 36N-33HZ well, and the Troudt 14C-33HZ well are hereinafter referred to as "Subject Wells."

11. 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 six approximate 400-acre horizontal wellbore spacing units established for the Application Lands for the development and operation of the Codell and Niobrara Formations.

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

13. 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.

14. 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.

15. 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.

16. 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 six approximate 400-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 22nd day of December, 2014.

Respectfully submitted,

KERR-MCGEE OIL & GAS ONSHORE LP

By: 

Michael J. Wozniak
Jillian Fulcher
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

)

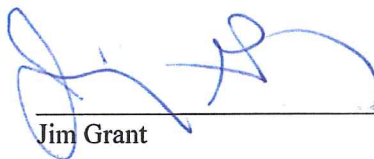
) ss.

CITY & COUNTY OF DENVER

)

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

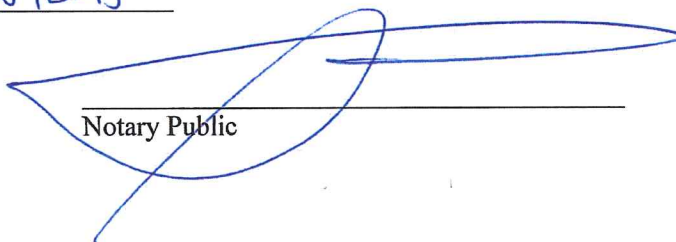


Jim Grant

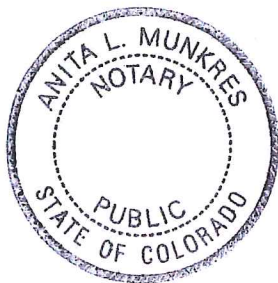
Subscribed and sworn to before me this 22nd day of December, 2014, by Jim Grant, Staff Landman for Kerr-McGee Oil & Gas Onshore LP.

Witness my hand and official seal.

My commission expires: 8/8/2015



Notary Public



Sections 32 and 33, T2N R67W and Sections 4 and 5, T1N R67W, Weld County
WSU #1

Exhibit A-1
Application Map

Application Lands - 

29	28	27	26	25
32	T2N, R67W	34	35	36
5	T1N, R67W	3	2	1
8	9	10	11	12

Section 33, T2N R67W and Section 4, T1N R67W,

Weld County
WSU Nos. 2-4

Exhibit A-2
Application Map

Application Lands - 

29	28	27	26	25
32	T2N, R67W 33	34	35	36
5	4	3	2	1
8	9	10	11	12

Section 33, T2N R67W and Section 4, T1N R67W,
Weld County
WSU Nos. 5 and 6

Exhibit A-3
Application Map

Application Lands - 

	29	28	27	26	25
32	T2N, R67W 33		34	35	36
5	4	3	2	1	
8	9	10	11	12	

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.

GARY L. HEIN
PO BOX 290
GOLDENDALE, WA 98620

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DENVER, CO 80222

TERRY A. HEIN
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SASKATCHEWAN, CANADA S0M2M0

DEBORAH Y. HEIN
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JACKSON, MI 39211

LISA C. HEIN
1322 ROXBURY CT
JACKSON, MI 39211

STACY M. HEIN
5201 MEMORIAL DRIVE #203
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SARAH N. HEIN AKA SARAH N. STENSON
7990 SHAMROCK CIRCLE
FREDERICK, CO 80530

JUNE A. HANKS
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WEST DES MOINES, IA 50265

JANICE SUE OVERTON
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GITTLEIN FAMILY FARMS, LLC,
A COLORADO LLC
5820 WELD COUNTY ROAD 19
FORT LUPTON, CO 80621

SHIRLEY TYLER
18625 N. 35TH PLACE
PHOENIX, AZ 85050

BUD W. HUNZIKER
7037 ROAD 19
FORT LUPTON, CO 80621

JOYCE M. HUNZIKER
7037 ROAD 19
FORT LUPTON, CO 80621

KIMBERLY RICHMEIER AND
LAWRENCE J. RICHMEIER
8511 WELD COUNTY RD 16
FORT LUPTON, CO 80621

ESTATE OF LILLIAN
GUMESON PERRINE
3230 INGALLS ST
WHEATRIDGE, CO 80033

JAMES A. BRUNEMEIER AND
BEVERLY J. BRUNEMEIER
2526 WCR 10
ERIE, CO 80516

ZANE NELSON AND PATRICIA HUNZIKER
6505 COUNTY ROAD 17
FORT LUPTON, CO 80621

BRETT R. CARY AND KATHLEEN P. CARY
7772 WELD COUNTY ROAD 16
FORT LUPTON, CO 80621

J. ROBERT GUMESON AND
WILLIAM C. GUMESON
PO BOX 382
GOLDEN, CO 80401

THELMA I. CANTU
7542 S. QUAY CT.
LITTLETON, CO 80128

SARAH J. JONES ESTATE
C/O ELIZABETH C. POLK
6006 SIMMS ST.
ARVADA CO 80004

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ARVADA, CO 80004

LOUDON D. ROSENOFF
AKA L. DOUGLAS ROSENOFF
AKA LOUDON DOUGLAS ROSENOFF
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MYRON R. ROSENOFF
AKA MYRON ROGER ROSENOFF
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CASTLE ROCK, CO 80104

W.E. ROSENOFF
8499 COUNTY ROAD 14
FORT LUPTON, CO 80621

FARMERS RESERVOIR AND
IRRIGATION COMPANY
80 SOUTH 27TH AVE
BRIGHTON, CO 80601

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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:

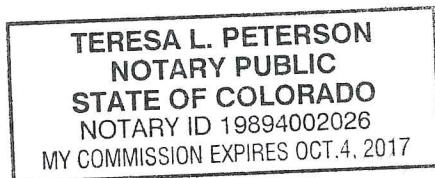
That she is a Legal Assistant at Beatty & Wozniak, P.C., attorneys for Kerr-McGee Oil & Gas Onshore LP, and on or before December 29, 2014, caused a copy of the attached Application to be deposited in the United States Mail, postage prepaid, addressed to the parties listed on Exhibit B to the Application.



Jennifer Pittenger

Subscribed and sworn to before me this 22nd day of December, 2014.

Witness my hand and official seal.





Notary Public