

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

IN THE MATTER OF THE APPLICATION OF KERR-) CAUSE NO. 407
MCGEE OIL & GAS ONSHORE LP FOR AN)
ORDER TO POOL ALL INTERESTS IN EIGHT) DOCKET NO. 1403-UP-86
APPROXIMATE 160-ACRE TO 640-ACRE)
DESIGNATED WELLBORE SPACING UNITS)
LOCATED IN SECTIONS 35 AND 36, TOWNSHIP 3)
NORTH, RANGE 68 WEST, 6TH P.M., AND)
SECTIONS 1 AND 2, TOWNSHIP 2 NORTH,)
RANGE 68 WEST, 6TH P.M. FOR THE CODELL)
AND NIOBRARA FORMATIONS, WATTENBERG)
FIELD, WELD COUNTY, COLORADO)

NOTICE OF HEARING

TO ALL INTERESTED PARTIES AND TO WHOM IT MAY CONCERN:

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 Codell and Niobrara Formations, with the permitted well locations in accordance with the provisions of Order No. 407-1. Sections 35 and 36, Township 3 North, Range 68 West, 6th P.M. and Sections 1 and 2, Township 2 North, Range 68 West, 6th P.M. are subject to this Order for the Codell and Niobrara Formations.

On April 27, 1988 (As of February 1, 2014), the Commission adopted Rule 318A, the Greater Wattenberg Area Special Well Location, Spacing and Unit Designation Rule. Sections 35 and 36, Township 3 North, Range 68 West, 6th P.M. and Sections 1 and 2, Township 2 North, Range 68 West, 6th P.M. are subject to this Order for the Codell and Niobrara Formations.

On January 16, 2014, Kerr-McGee Oil & Gas Onshore LP ("Kerr-McGee" or "Applicant"), by its attorneys, filed with the Commission pursuant to §34-60-116, C.R.S., a verified application ("Application") for an order to pool all interests, including leased mineral interest owners, in eight approximate 160 to 640-acre designated wellbore spacing units established for the below-described lands ("Application Lands"), for the development and operation of the Codell and Niobrara Formations, effective as of the earlier of the date of the Application, or the date that any of the costs specified in §34-60-116(7)(b), C.R.S. were first incurred for the drilling of each of the following wells and to subject any nonconsenting interests to the cost recovery provisions of §34-60-116(7), C.R.S.:

Vogel State 16C-36HZ Well (API No. Pending):

Township 3 North, Range 68 West, 6th P.M.
Section 36: S½ S½ ("WSU#1" - 160 Acres - Codell Formation)

Vogel State 39N-36HZ Well (API No. Pending):

Township 3 North, Range 68 West, 6th P.M.
Section 36: S $\frac{1}{2}$ ("WSU#2" - 320 Acres - Niobrara Formation)

Vogel State 38N-36HZ Well (API No. Pending):

Township 3 North, Range 68 West, 6th P.M.
Section 36: S $\frac{1}{2}$ S $\frac{1}{2}$

Township 2 North, Range 68 West, 6th P.M.
Section 1: N $\frac{1}{2}$ N $\frac{1}{2}$ ("WSU#3" - 320 Acres - Niobrara Formation)

Barefoot State 9C-36HZ Well (API No. Pending):

Township 3 North, Range 68 West, 6th P.M.
Section 35: S $\frac{1}{2}$
Section 36: S $\frac{1}{2}$ ("WSU#4" - 640 Acres - Codell Formation)

Barefoot State 40N-36HZ Well (API No. Pending):

Township 3 North, Range 68 West, 6th P.M.
Section 35: S $\frac{1}{2}$ N $\frac{1}{2}$, N $\frac{1}{2}$ S $\frac{1}{2}$
Section 36: S $\frac{1}{2}$ N $\frac{1}{2}$, N $\frac{1}{2}$ S $\frac{1}{2}$ ("WSU#5" - 320 Acres - Niobrara Formation)

Barefoot State 39N-35HZ Well (API No. Pending):

Township 3 North, Range 68 West, 6th P.M.
Section 35: S $\frac{1}{2}$
Section 36: W $\frac{1}{2}$ SW $\frac{1}{4}$ ("WSU#6" - 400 Acres - Niobrara Formation)

Barefoot State 16C-35HZ Well (API No. Pending):

Township 3 North, Range 68 West, 6th P.M.
Section 35: S $\frac{1}{2}$ S $\frac{1}{2}$
Section 36: SW $\frac{1}{4}$ SW $\frac{1}{4}$ ("WSU#7" - 360 Acres - Codell Formation)

Barefoot State 38N-35HZ Well (API No. Pending):

Township 3 North, Range 68 West, 6th P.M.
Section 35: S $\frac{1}{2}$ S $\frac{1}{2}$
Section 36: SW $\frac{1}{4}$ SW $\frac{1}{4}$

Township 2 North, Range 68 West, 6th P.M.
Section 1: NW $\frac{1}{4}$ NW $\frac{1}{4}$
Section 2: N $\frac{1}{2}$ N $\frac{1}{2}$ ("WSU#8" - 400 Acres - Niobrara Formation)

NOTICE IS HEREBY GIVEN, pursuant to: 1) the general jurisdiction granted to the Oil and Gas Conservation Commission of the State of Colorado under §34-60-105, C.R.S.; 2) specific powers granted pursuant to §34-60-106, C.R.S.; 3) the State Administrative Procedures Act at §24-4-105, C.R.S.; and 4) the Commission's Series 500 Rules at 2 CCR 404-1, that the

Commission has scheduled the above-entitled matter for hearing on:

Date: Monday, March 17, 2014
Tuesday, March 18, 2014

Time: 9:00 a.m.

Place: Colorado Oil and Gas Conservation Commission
1120 Lincoln Street, Suite 801
Denver, Colorado 80203

In accordance with the Americans with Disabilities Act, if any party requires special accommodations as a result of a disability for this hearing, please contact Margaret Humecki at (303) 894-2100 ext. 5139, prior to the hearing and arrangements will be made.

Pursuant to said hearing in the above-entitled matter at the time and place aforesaid, or at any adjourned meeting, the Commission will enter such orders as it deems appropriate to protect the health, safety and welfare of the public and to prevent the waste of oil and gas, either or both, in the operations of said field, and to carry out the purposes of the statute.

In accordance with Rule 509., any interested party desiring to protest the granting of the application or to intervene on the application should file with the Commission a written protest or intervention no later than March 3, 2014, briefly stating the basis of the protest or intervention. Such interested party shall, at the same time, serve a copy of the protest or intervention to the person filing the application. One electronic (cogcc.hearings_unit@state.co.us), one original and two copies shall be filed with the Commission. **Anyone who files a protest or intervention must be able to participate in a prehearing conference during the week of March 3, 2014.** Pursuant to Rule 503.g., if a party who has received notice under Rule 503.b. wishes to receive further pleadings in the above-referenced matter, that party must file a protest or intervention in accordance with these rules. In accordance with the practices of the Commission, should no protests or interventions be filed in this matter by **March 3, 2014, the Applicant may request that an administrative hearing be scheduled beginning March 4, 2014.** In the alternative, pursuant to Rule 511., if the matter is uncontested, the applicant may request, and the Director may recommend approval on the basis of the merits of the verified application and the supporting exhibits.

OIL AND GAS CONSERVATION COMMISSION
OF THE STATE OF COLORADO

By  _____
Robert J. Frick, Secretary

Dated: February 7, 2014

Colorado Oil and Gas Conservation Commission
1120 Lincoln Street, Suite 801
Denver, Colorado 80203
Website: <http://cogcc.state.co.us>
Phone: (303) 894-2100
Fax: (303) 894-2109

Attorneys for Kerr-McGee:
Robert A. Willis
Gregory J. Nibert Jr.
Beatty & Wozniak, P.C.
216 Sixteenth Street, Suite 1100
Denver, Colorado 80202
(303) 407-4499
rwillis@bwenergylaw.com
gnibert@bwenergylaw.com