

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 TO)	
POOL ALL INTERESTS IN AN APPROXIMATE 400-ACRE)	CAUSE NO.
DESIGNATED HORIZONTAL WELLBORE SPACING UNIT)	
LOCATED IN SECTIONS 8 AND 17, TOWNSHIP 1 NORTH,)	DOCKET NO.
RANGE 66 WEST, 6 TH P.M., FOR THE DEVELOPMENT/)	
OPERATION OF THE NIOBRARA 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, Davis Graham & Stubbs LLP, respectfully submits this Application to the Oil and Gas Conservation Commission of the State of Colorado (the "Commission") for an order to pool all interests in an approximate 400-acre horizontal wellbore spacing unit designated for portions of Sections 8 and 17, Township 1 North, Range 66 West, 6th P.M., for development and operation of the Niobrara 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 1 North, Range 66 West, 6th P.M.
Section 8: W $\frac{1}{2}$ E $\frac{1}{2}$, E $\frac{1}{2}$ W $\frac{1}{2}$
Section 17: NW $\frac{1}{4}$ NE $\frac{1}{4}$, NE $\frac{1}{4}$ NW $\frac{1}{4}$

Weld County, Colorado;

These lands are hereinafter collectively 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 400-acre horizontal wellbore spacing unit, comprised of the Application Lands, for the FL Greens 14N-8HZ well, (API No. Pending) ("Subject Well"), 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. Applicant did not receive objections to the establishment of the proposed 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 non-consenting interests and leased mineral interests, in an approximate 400-acre horizontal wellbore spacing unit designated for the Application Lands for the development and operation of the Niobrara 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 Subject Well, whichever is earlier.

8. Further, Applicant requests that any non-consenting interests with whom the Applicant has been unable to secure a lease or other agreement to participate in the drilling of the Subject Well, be 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 be effective on oral order by the Commission, and Applicant hereby agrees to be bound by said oral order.

11. Applicant certifies that copies of this Application will be served on the interested parties (persons who own any interest in the mineral estate of the tracts to be pooled, except owners of overriding royalty interest) within seven (7) days of the date hereof, as required by Rule 507.b.(2). The Applicant shall submit a certificate of service for the Application, along with the names and addresses of the interested parties according to the information and belief of the Applicant, 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 an approximate 400-acre designated horizontal wellbore spacing unit established for the Application Lands, for the development and operation of the Niobrara Formation, with the pooling order made effective as of the date of this Application, or, the date that the costs specified in § 34-60-116(7)(b), C.R.S. are first incurred for the drilling of the Subject Well, whichever is earlier.

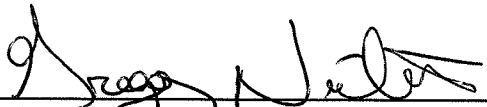
B. Providing that the non-consenting interests of any owners with whom the Applicant has been unable to secure a lease or other agreement to participate in the drilling of the Subject Well, are pooled by operation of statute, pursuant to § 34-60-116(6) & (7), C.R.S., and made subject to the cost recovery provisions thereof.

C. For such other findings and orders as the Commission may deem proper or advisable in the premises.

DATED this 16 day of July, 2015.

Respectfully submitted,

KERR-MCGEE OIL & GAS ONSHORE LP

By: 

Greg Nibert, Jr.

John Jacus

Eric Waeckerlin

Davis Graham & Stubbs LLP

1550 17th Street, Suite 500

Denver, Colorado 80202

greg.nibert@dgsllaw.com

john.jacus@dgsllaw.com

eric.waeckerlin@dgsllaw.com

Address of Applicant

Kerr-McGee Oil & Gas Onshore LP

Attention: Will Vaughan

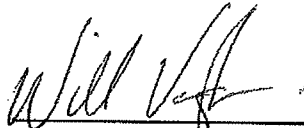
1099 18th Street, Suite 1800

Denver, Colorado 80202

VERIFICATION

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

Will Vaughan, of lawful age, being first duly sworn upon oath, deposes and says that he is a Senior Landman for Kerr-McGee Oil & Gas Onshore LP, and that he has read the foregoing Application and that the matters therein contained are true to the best of his knowledge, information and belief.



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

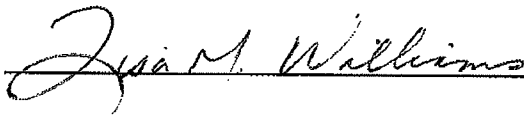
Subscribed and sworn to before me this 16th day of July, 2015.

Witness my hand and official seal.

[SEAL]



My commission expires: 3-15-2016



Notary Public

Exhibit A
Interested Parties

A. F. Schmidt & Co.
13539 Weld County Road 10
Fort Lupton, CO 80621

Ray E. Schmidt and Helen J.
Schmidt, Trustees of The Schmidt
Estate Revocable Trust
5735 East McDowell Rd 21
Mesa, AZ 85215

Fort Lupton Fire Protection District
1121 Denver Avenue
Fort Lupton, CO 80621

Fort Lupton Greens, LLP
8791 Circle Drive
Westminster, CO 80031

Jacquelyn Ann Smith
PO Box 710
Fort Lupton, CO 80621

Deborah Ann Tiffany
703 East Egbert Street
Brighton, CO 80601

Pamela Ann Trostel
11678 Montgomery Circle
Longmont, CO 80504

Philip T. Gabel and Joan R. Gabel
13504 County Road 12
Fort Lupton, CO 80621

V. J. Schmidt & Co.
13539 Weld County Road 10
Fort Lupton, CO 80621

Daniel J. Richmeier and Marcus D.
Richmeier, JTs
13041 County Road 10
Fort Lupton, CO 80621

Brighton Industrial North, LLP
8791 Circle Drive
Westminster, CO 80030

Steven Lee Webb and Gayle Ann
Webb
13280 Weld County Road 10
Fort Lupton, CO 80621

Villano Brothers Properties, Inc.
13050 Weld County Road 10
Fort Lupton, CO 80621

Greenfield Industrial Park, LLC
3450 Weld County Road 27
Fort Lupton, CO 80621

Devin S. Lenz
3302 US Highway 85
Fort Lupton, CO 80621

Claude LeBlanc
3352 Weld County Road 27
Fort Lupton, CO 80621

Matthew LeBlanc
3352 Weld County Road 27
Fort Lupton, CO 80621

Joseph L. Hubert and Sue Hubert
Living Trust, dtd 10-2-2006
1115 3rd Street
Fort Lupton, CO 80621

Brighton Industrial North, LLP
8791 Circle Drive
Westminster, CO 80030

Joyce Yamamoto
106 Oak Lane
Euless, TX 76039

Keith Okamoto
401 Harvard St
Brush, CO 80723

Naomi Ishiguro
1505 South Bolivar Road
Vardale, WA 99037

Wes Okamoto
PO Box 1206
Portland, OR 97207

Harry M. Rapp and Thomas A. Rapp
DBA Rapp's Enterprises
Address Unknown

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

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OF THE STATE OF COLORADO

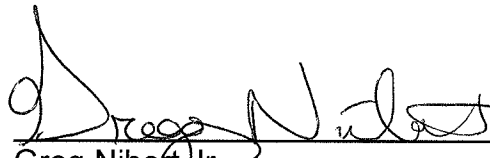
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WATTENBERG FIELD, WELD COUNTY, COLORADO)

CERTIFICATE OF SERVICE

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

Greg Nibert Jr., of lawful age, and being first duly sworn upon his oath, states and declares:

That he is an attorney for Kerr-McGee Oil & Gas Onshore LP, and that on or before July 23, 2015, he caused a copy of the attached Application to be deposited in the United States Mail, postage prepaid, addressed to the parties listed on Exhibit A to the Application.

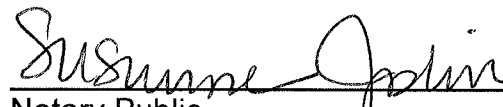


Greg Nibert Jr.

Subscribed and sworn to before me July 16, 2015.

Witness my hand and official seal.

My commission expires: 1-21-2017.



Notary Public

