

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

IN THE MATTER OF THE APPLICATION OF KERR-)
MCGEE OIL & GAS ONSHORE LP FOR AN ORDER)
TO POOL ALL INTERESTS IN TWO APPROXIMATE) CAUSE NO.
480-ACRE DESIGNATED HORIZONTAL WELLBORE)
SPACING UNITS LOCATED IN SECTIONS 23, 24, 25,) DOCKET NO.
AND 26, TOWNSHIP 4 NORTH, RANGE 68 WEST,)
6TH 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 two approximate 480-acre horizontal wellbore spacing units designated for portions of Sections 23, 24, 25, and 26, Township 4 North, Range 68 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:

Wellbore Spacing Unit ("WSU") Nos. 1 and 2

Township 4 North, Range 68 West, 6th P.M.

Section 23: S $\frac{1}{2}$ SE $\frac{1}{4}$

Section 24: S $\frac{1}{2}$ S $\frac{1}{2}$

Section 25: N $\frac{1}{2}$ N $\frac{1}{2}$

Section 26: N $\frac{1}{2}$ NE $\frac{1}{4}$

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 480-acre horizontal wellbore spacing unit (WSU No. 1), comprised of the Application Lands, for the Whisper Rock 1N-25HZ well, (API No. 05-123-41320), 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. Pursuant to Rule 318A, Applicant designated an approximate 480-acre horizontal wellbore spacing unit (WSU No. 2), comprised of the Application Lands, for the Whisper Rock 2N-25HZ well, (API No. 05-123-41319), 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.

7. The Whisper Rock 1N-25HZ well and the Whisper Rock 2N-25HZ well are hereinafter collectively referred to as the "Subject Wells."

8. 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 two approximate 480-acre horizontal wellbore spacing units designated for the Application Lands for the development and operation of the Niobrara Formation.

9. 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 Wells in WSU Nos. 1, 2 and 3, whichever is earlier.

10. 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 Wells, 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.

11. 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.

12. 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.

13. 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 two approximate 480-acre designated horizontal wellbore spacing units 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 Wells in WSU Nos. 1, 2, and 3, 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 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.

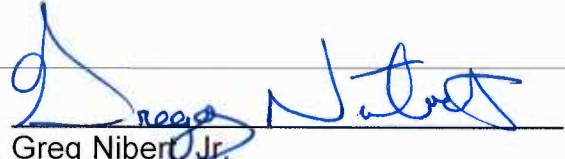
C. For such other findings and orders as the Commission may deem proper or advisable in the premises.

DATED this 27th day of August, 2015.

Respectfully submitted,

KERR-MCGEE OIL & GAS ONSHORE LP

By:

A handwritten signature in blue ink, appearing to read "Greg Nibert Jr.", is written over a horizontal line.

Greg Nibert Jr.

John Jacus

Eric Waeckerlin

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Address of Applicant

Kerr-McGee Oil & Gas Onshore LP

Attention: Nancy McDonald


1099 18th Street, Suite 1800

Denver, Colorado 80202

VERIFICATION

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

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


Nancy McDonald, CPL – Staff Landman
Kerr-McGee Oil & Gas Onshore LP

Subscribed and sworn to before me this 24th day of August, 2015.

Witness my hand and official seal.



[SEAL]

My commission expires: 3-15-2016


Notary Public

Exhibit A
Interested Parties

Charlotte E. Burch
1601 Heber Drive
Fort Collins, CO 80524-2213

Shawn G. Rieke and Myra L. Rieke
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Johnstown, CO 80534

Podtburg Dairy Limited Partnership,
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McClain
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Johnstown, CO 80534

Rearden Minerals, LLC
5914 W Courtyard Drive, Suite 200
Austin, TX 78730

Nancy L. Rutt and Roy R. Rutt
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Johnstown, CO 80534

Northmoor Acres Home Owners
Association
P. O. Box 158
Johnstown, CO 80534

Cynthia Ann and James Lauffenberger
5033 Saguaro Court
Johnstown, CO 80534

Kevin J. and Ivy Rhoades
20253 Cactus Dr.
Johnstown, CO 80534

Little Thompson Water District
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Berthoud, CO 80513

Henry J. Bramlet and Heidi E. Bramlet
5259 County Road 42
Johnstown, CO 80534

Front Range Investment Holdings, LLC
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Michael A. Martin and Nancy L. Martin
20164 Cactus Drive
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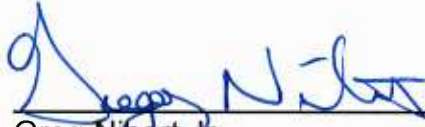
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CERTIFICATE OF SERVICE

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 September 3, 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.

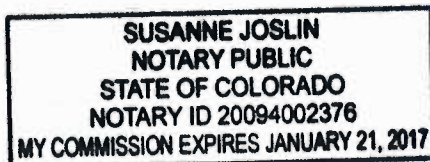


Greg Nibert Jr.

Subscribed and sworn to before me August 27, 2015.

Witness my hand and official seal.

My commission expires: 1-21-2017.





Notary Public