

**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 POOLING ALL INTERESTS IN AN APPROXIMATE 640-ACRE DESIGNATED HORIZONTAL WELLBORE SPACING UNIT ESTABLISHED FOR CERTAIN PORTIONS OF SECTIONS 9, 16 AND 21, TOWNSHIP 2 NORTH, RANGE 65 WEST, 6TH P.M., FOR THE DEVELOPMENT/OPERATION OF THE CODELL FORMATION, WATTENBERG FIELD, WELD COUNTY, COLORADO

CAUSE NO. 407

DOCKET NO. *To be assigned*

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 an approximate 640-acre horizontal wellbore spacing unit established for certain portions of Sections 9, 16 and 21, Township 2 North, Range 65 West, 6th P.M., for the development and operation of the Codell 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 2 North, Range 65 West, 6th P.M.

Section 9: SE $\frac{1}{4}$ SW $\frac{1}{4}$, SW $\frac{1}{4}$ SE $\frac{1}{4}$

Section 16: E $\frac{1}{2}$ W $\frac{1}{2}$, W $\frac{1}{2}$ E $\frac{1}{2}$

Section 21: E $\frac{1}{2}$ NW $\frac{1}{4}$, W $\frac{1}{2}$ NE $\frac{1}{4}$, NE $\frac{1}{4}$ SW $\frac{1}{4}$, NW $\frac{1}{4}$ SE $\frac{1}{4}$

Wellbore Spacing Unit ("WSU") No. 1

These lands are hereinafter collectively referred to as the "Application Lands" and depicted in Exhibit A 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 640-acre horizontal wellbore spacing unit, comprised of the Application Lands, for the below-described well, for the production of oil, gas and associated hydrocarbons from the Codell Formation. Applicant notified all owners in the proposed horizontal wellbore spacing unit pursuant to Rule 318A.e.(5). Applicant did not receive objections to the establishment of the proposed horizontal wellbore spacing unit within the 30-day response period:

a. Meguire 28C-16HZ Well (API No. 05-123-41970) – Codell Formation – WSU No. 1.

This well is hereinafter referred to as the “Subject Well.”

5. Acting pursuant to the relevant provisions of §34-60-116(6) & (7), C.R.S., and Rule 530., Applicant seeks an order pooling all interests, including, but not limited to, any nonconsenting interests, in WSU No. 1 established for the Application Lands, for the development and operation of the Codell Formation.

6. Applicant requests that the Commission’s pooling order be made effective as of the earlier 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 within WSU No. 1.

7. Further, Applicant requests that the 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 made subject to the cost recovery provisions of §34-60-116(7), C.R.S., effective as of the earlier of the date of the Application, or the date the costs specified in §34-60-116(7)(b), C.R.S. are first incurred for the drilling of the Subject Well.

8. 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.

9. 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.

10. The undersigned certifies that copies of this Application will be served on each interested party as required by Rule 507 within seven (7) days of the filing hereof, 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 WSU No.1 established for the Application Lands, for the development and operation of the Codell Formation, effective as of the

earlier 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 within WSU No.1.

B. Providing that the 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, effective as of the earlier of the date of the Application, or the date the costs specified in §34-60-116(7)(b), C.R.S. are first incurred for the drilling of the Subject Well.

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

DATED this 27 day of August, 2015.

Respectfully submitted,

KERR-MCGEE OIL & GAS ONSHORE LP

By: 

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Jillian Fulcher
Beatty & Wozniak, P.C.
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Denver, Colorado 80202
(303) 407-4499
jparrot@bwenergylaw.com
jfulcher@bwenergylaw.com

Address of Applicant
Kerr-McGee Oil & Gas Onshore LP
ATTN: Hannah Becker
1099 18th Street, Suite 1800
Denver, Colorado 80202

VERIFICATION

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

Hannah Becker, Landman II with Kerr-McGee Oil & Gas Onshore LP, upon oath deposes and says that she has read the foregoing Application and that the statements contained therein are true to the best of her knowledge, information and belief.

KERR-MCGEE OIL & GAS ONSHORE LP

Hannah Becker
Hannah Becker

Subscribed and sworn to before me this 27th day of August, 2015, by Hannah Becker, Landman II for Kerr-McGee Oil & Gas Onshore LP.

Witness my hand and official seal.

My commission expires: 07/31/2017

Amber Falbo
Notary Public



Exhibit A

Reference Map for Pooling Application

1	6	5	4	3	2
12	7	8	9	10	11
13	18	17	16	15	14
			2N65W		
24	19	20	21	22	23
25	30	29	28	27	26
36	31	32	33	34	35

IN THE MATTER OF AN APPLICATION BY KERR-MCGEE OIL & GAS ONSHORE LP FOR AN ORDER POOLING ALL INTERESTS IN AN APPROXIMATE 640-ACRE DESIGNATED HORIZONTAL WELLBORE SPACING UNIT ESTABLISHED FOR CERTAIN PORTIONS OF SECTIONS 9, 16 AND 21, TOWNSHIP 2 NORTH, RANGE 65 WEST, 6TH P.M., FOR THE DEVELOPMENT/OPERATION OF THE CODELL FORMATION, WATTENBERG FIELD, WELD COUNTY, COLORADO

DOCKET NO. *To be assigned*

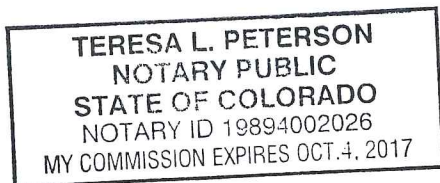
STATE OF COLORADO)
) ss.
CITY AND COUNTY OF DENVER)

That she is a Legal Assistant at Beatty & Wozniak, P.C., attorneys for Kerr-McGee Oil & Gas Onshore LP, and on or before September 3, 2015, 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 attached hereto.

Chanda Thomsen

Subscribed and sworn to before me this 28 day of August, 2015.

Witness my hand and official seal.




Notary Public

EXHIBIT A

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 A.

ANADARKO E&P ONSHORE LLC
1099 18TH STREET, SUITE 1800
DENVER, CO 80202

CRAIG E. RITCHEY AND MARY C. RITCHEY, JT
14031 SABLE BLVD
BRIGHTON CO 80601

DAVID A. KNIEVEL
2381 N I-76 FRONTAGE ROAD
WIGGINS CO 80654

DEWISEES OF THE ESTATE OF
ROBERT G. MCKINSTER, DECEASED
13561 SABLE BLVD
BRIGHTON CO 80601

ELLA K. HEITMAN
18860 WCR 31
PLATTEVILLE CO 80651

GRANT A. RITCHEY AND DAWN D. RITCHEY, JT
13408 WCR 43
HUDSON CO 80642

HERMAN A. FLADER T/U/W FBO CASEY REED,
US BANK, NA, TRUSTEE
PO BOX 1588
TULSA OK 74101

HERMAN A. FLADER T/U/W FBO LAURA BRITT,
US BANK, NA, TRUSTEE
PO BOX 1588
TULSA OK 74101

JOEL EUGENE RITCHEY
22227 WCR 30
HUDSON CO 80642

KIM MARIE WOLF
6925 WCR 63
KEENESBURG CO 80643

MCLISH RESOURCES LP, LLLP
633 17TH STREET SUITE 1650
DENVER CO 80202

MELISSA A. KNIEVEL-NATANSON
12300 MONTECITO ROAD #17
SEAL BEACH CA 90740

MICHAEL DAVID ADAMSON AND LINDA SUE ADAMSON,
CO-TRUSTEES OF THE MICHAEL AND LINDA ADAMSON
LIVING TRUST, U/A DATED JANUARY 9, 2014
12212 SUNGROVE ST
GARDEN GROVE CA 92840

ORVILLE L. THOMASON
20529 WCR 22
HUDSON CO 80642

REBECCA A. SCOTT
21940 291ST AVENUE
FORT PIERRE SD 57532

ROY MILES NICHOLS, JR.
21500 WCR 22
HUDSON CO 80642

ARGONAUT VENTURES, LLC
PO BOX 4210
GRAND JUNCTION CO 81501

B.F. ALBRITTON, LLC
PO BOX 2016
GRAHAM TX 76450

BERNICE B. FRANK TRUST U/A DEC. 1, 2006
2701 VALLEY OAK DRIVE
LOVELAND CO 80538

BIRMINGHAM CORPORATION
1800 CANYON PARK CIRCLE #201
EDMOND OK 73013

BRENDA KAY HAFFNER
23510 WCR 6
HUDSON CO 80642

CONSTANCE A. NICHOLSON
1750 STERLING LANE
LEWISVILLE TX 75067

CREEDE EXPLORATION, INC.
2429 S EARL RUDDER FREEWAY #100
COLLEGE STATION TX 77845

CTR HOLDINGS, LLC, A COLORADO
LIMITED LIABILITY COMPANY
11225 WCR 39
HUDSON CO 80642

DARRELL D. NICHOLS
PO BOX 962
TOWNSEND MT 59644

DAVID WESLEY RITCHEY
2941 M ROAD A
WIGGINS CO 80654

DEBORAH A. BUTTERFIELD
1772 MINEOLA STREET
COLORADO SPRINGS CO 80915

DONELLE J. KAUFFMAN
5664 VISTANCIA COURT
PARKER CO 80134

DORIS J. ADAMS
5697 COUNTY ROAD 47
TORRINGTON WY 82240

DOUGLAS A. COON
3630 HOLLYBERRY CIRCLE
ANCHORAGE AK 99507

E G ENERGY, L.L.C.
PO BOX 624
LEAWOOD KS 66206

ELEANORE J. ADAMSON
43003 CORTE FRESCA
TEMECULA CA 92592

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

FBO INVESTMENTS, LLP
PO BOX 4210
GRAND JUNCTION CO 81501

G.E. ROGERS, LLC
PO BOX 2016
GRAHAM TX 76450

GLENNA LOUISE MARRS AND RONALD WAYNE MARRS,
CO-TRUSTEES OF THE GLENNA LOUISE MARRS TRUST
DATED MARCH 5, 2004, AS AMENDED
376 GILMORE GULCH
LARAMIE WY 82070

GRACE CAMPBELL
9517 WCR 41
FORT LUPTON CO 80621

H.M. BETTIS, INC.
PO BOX 1240
GRAHAM TX 76450

IRENE PEVLER
61497 WELD COUNTY ROAD 63
GROVER CO 80729

JAMES E. FRANK
2309 KIRKVIEW DRIVE
LOVELAND CO 80538

JAMES THOMASON
225 19TH AVENUE COURT
GREELEY CO 80631

JIM DE FENDER, F/K/A JIMMY EUGENE FENDER
22809 E ALAMO LANE
AURORA CO 80015

JOHNNY SHERRILL DUNAGAN
1341 BIRCHIM LANE
BISHOP CA 93514

KAREN RITCHEY CALDWELL AND TIM S. CALDWELL,
CO-TRUSTEES OF THE REVOCABLE INTER VIVOS
TRUST OF KAREN RITCHEY CALDWELL DATED
JUNE 21, 2001
2249 E 32ND STREET
TULSA OK 74105

KENNETH E. LUCAS
4613 BUCKNELL
GARLAND TX 75042

KENNETH L. FENDER
6241 WHIRLWIND DRIVE
COLORADO SPRINGS CO 80923

KENNETH LEE POWERS AND ELIZABETH POWERS,
CO-TRUSTEES UNDER THE POWERS LIVING TRUST, 8/4/1992
1200 MIRA MAR AVE
MEDFORD OR 97504-8554

KERMIT DEAN HEITMAN
15422 WCR 6
FORT LUPTON CO 80621

KERR-MCGEE OIL & GAS COMPANY ONSHORE LP
1099 18TH STREET, SUITE 1800
DENVER, CO 80202

KLB ENERGY, LLC
917 PARK STREET
GRAHAM TX 76450

LANDES PROPERTIES, INC.
6850 TPC DRIVE SUITE 202
MCKINNEY TX 75070

LEIGH ANN GERK
2701 VALLEY OAK DRIVE
LOVELAND CO 80538

LILY L. BINGHAM
5740 MAGNOLIA STREET
COMMERCE CITY CO 80022

LYLE M. NICHOLS AND JOANN NICHOLS, JT
14787 CR E
ORDWAY CO 80642

MARY G. NICHOLS
1817 13TH STREET
GREELEY CO 80631

NANCY BROWN RANDOLPH, A/K/A NANCY
ANN RANDOLPH
1906 15TH AVENUE
LONGMONT CO 80501

NANCY STEIN
3018 S EATON STREET
DENVER CO 80227

OGLE ENTERPRISES, LLC
PO BOX 4210
GRAND JUNCTION CO 81501

PIVONKA ROYALTY LP
6850 TPC DRIVE SUITE 202
MCKINNEY TX 75070

RECCE INVESTMENTS, LLC
1300 FISHER
GRAHAM TX 76450

RIO BRAZOS MINERAL COMPANY, LLC
PO BOX 2017
GRAHAM TX 76450

ROBB A. KNIEVEL
2381 N I-76 FRONTAGE ROAD
WIGGINS CO 80654

SCOTT T. FRANK
1269 HILLTOP CIRCLE
WINDSOR CO 80550

SCOTT THOMASON
9760 WCR 41
FORT LUPTON CO 80621

SONIC MINERALS, L.P.
PO BOX 1240
GRAHAM TX 76450

SONJA DEE DUNAGAN
30022 MCKENNA HEIGHTS COURT
VALLEY CENTER CA 92082

T C ENERGY, LLC
PO BOX 2016
GRAHAM TX 76450

THE TSM TRUST
3924 SIMMS STREET
WHEAT RIDGE CO 80033

THOMAS HILL PUFF
1320 LAKE STREET
FORT WORTH TX 76102

TOM PUFF, INC.
1320 LAKE STREET
FORT WORTH TX 76102

TRINITY RESOURCES, LLC
1001 FANNIN, SUITE 900
HOUSTON TX 77002

VAN EARL DUNAGAN
PO BOX 1576
CRESCENT CITY CA 95531

WILLIAM A. MEGUIRE, JR.
8754 COUNTY ROAD 41
FORT LUPTON CO 80621

IN THE MATTER OF AN APPLICATION BY KERR-MCGEE OIL & GAS ONSHORE LP FOR AN ORDER POOLING ALL INTERESTS IN AN APPROXIMATE 640-ACRE DESIGNATED HORIZONTAL WELLBORE SPACING UNIT ESTABLISHED FOR CERTAIN PORTIONS OF SECTIONS 9, 16 AND 21, TOWNSHIP 2 NORTH, RANGE 65 WEST, 6TH P.M., FOR THE DEVELOPMENT/OPERATION OF THE CODELL FORMATION, WATTENBERG FIELD, WELD COUNTY, COLORADO

DOCKET NO. 151000587

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

That she is an Attorney at Beatty & Wozniak, P.C., attorneys for Kerr-McGee Oil & Gas Onshore, LP, (Operator No. 47120), and on or before September 11, 2015, caused a copy of the attached Application to be deposited in the United States Mail, postage prepaid, addressed to the parties listed below:


Jillian Fulcher

Subscribed and sworn to before me this 11 day of September, 2015.

TERESA L. PETERSON
NOTARY PUBLIC
STATE OF COLORADO
NOTARY ID 19894002026
MY COMMISSION EXPIRES OCT.4, 2017


Notary Public