

**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 TWO APPROXIMATE 480-ACRE DESIGNATED HORIZONTAL WELLBORE SPACING UNITS 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 NIOBRARA 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 two approximate 480-acre horizontal wellbore spacing units 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 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 2 North, Range 65 West, 6th P.M.

Section 9: S $\frac{1}{2}$ SE $\frac{1}{4}$

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

Section 21: N $\frac{1}{2}$ NE $\frac{1}{4}$

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

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 two approximate 480-acre horizontal wellbore spacing units, comprised of the Application Lands, for the below-described wells, for the production of oil, gas and associated hydrocarbons from the Niobrara Formation. Applicant notified all owners in the proposed horizontal wellbore spacing units pursuant to Rule 318A.e.(5). Applicant did not receive objections to the establishment of the proposed horizontal wellbore spacing units within the 30-day response period:

- a. Cook 27N-16HZ Well (API No. Pending) – Niobrara Formation – WSU No. 1; and
- b. Cook 2N-16HZ Well (API No. Pending) – Niobrara Formation – WSU No. 2.

These wells are hereinafter referred to as the "Subject Wells."

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 Nos. 1 and 2 established for the Application Lands, for the development and operation of the Niobrara 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 Wells within WSU Nos. 1 and 2.

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 each of the Subject Wells, 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 each of the Subject Wells.

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 Nos. 1 and 2 established for the Application Lands, for the development and operation of the Niobrara 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 Wells within WSU Nos. 1 and 2.

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 each 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, 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 each of the Subject Wells.

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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Address of Applicant

Kerr-McGee Oil & Gas Onshore LP
ATTN: Jay Errebo
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Denver, Colorado 80202

VERIFICATION


STATE OF COLORADO

) ss.

CITY & COUNTY OF DENVER

Jay Errebo, 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


Jay Errebo

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

Witness my hand and official seal.

My commission expires: 07/31/2017

Amber Fallo

Notary Public

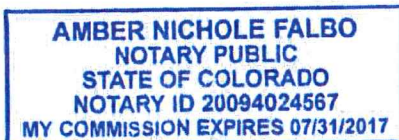


Exhibit A

Reference Map for Pooling Application

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

IN THE MATTER OF AN APPLICATION BY KERR-MCGEE OIL & GAS ONSHORE LP FOR AN ORDER POOLING ALL INTERESTS IN TWO APPROXIMATE 480-ACRE DESIGNATED HORIZONTAL WELLBORE SPACING UNITS 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 NIOBRARA FORMATION, WATTENBERG FIELD, WELD COUNTY, COLORADO

DOCKET NO. 151000613

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.

Subscribed and sworn to before me this 3rd day of September, 2015.

TERESA L. PETERSON
NOTARY PUBLIC
STATE OF COLORADO
 NOTARY ID #000000026
 MY COMMISSION EXPIRES 01/04/2017



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

CALVIN S. LYONS AND CYNTHIA LYONS
20954 WELD COUNTY ROAD 22
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14031 SABLE BLVD
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DAVID KNIEVEL
2381 N I-76 FRONTAGE ROAD
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DEWISEES OF THE ESTATE OF ROBERT G.
MCKINSTER,
DECEASED
13561 SABLE BLVD
BRIGHTON CO 80601

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

HERMAN A. FLADER T/U/W,
FBO CASEY REED, US BANK, NA, TRUSTEE
P.O. BOX 1588
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HERMAN A. FLADER T/U/W, FBO
LAURA BRITT, US BANK, NA, TRUSTEE
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22227 WCR 30
HUDSON, CO 80642

KIM MARIE WOLF
6925 WCR 63
KEENESBURG CO 80643

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DENVER CO 80202

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SEAL BEACH CA 90740

ORVILLE L. THOMASON
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HUDSON CO 80642

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FORT PIERRE SD 57532

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PO BOX 4210
GRAND JUNCTION CO 81501

B F ALBRITTON, LLC
PO BOX 2016
GRAHAM TX 76450

BIRMINGHAM CORPORATION
1800 CANYON PARK CIRCLE #201
EDMOND OK 73013

BRENDA KAY HAFFNER
23510 WCR 6
HUDSON CO 80642

CANDACE BLACK
879 S. 14TH AVE.
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CREEDE EXPLORATION, INC.
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COLLEGE STATION TX 77845

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ELLA K. HEITMAN
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COMPANY
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RONALD WAYNE MARRS, CO-TRUSTEES
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AURORA CO 80015

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CALDWELL,
CO-TRUSTEES OF THE REVOCABLE INTER
VIVOS
TRUST OF KAREN RITCHEY CALDWELL DATED
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