

**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 800-ACRE DESIGNATED HORIZONTAL WELLBORE SPACING UNIT ESTABLISHED FOR CERTAIN PORTIONS OF SECTIONS 15, 16, 21, 22, 27, 28, 33 AND 34, 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 an approximate 800-acre horizontal wellbore spacing unit established for certain portions of Sections 15, 16, 21, 22, 27, 28, 33 and 34, 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 15: SW $\frac{1}{4}$ SW $\frac{1}{4}$

Section 16: SE $\frac{1}{4}$ SE $\frac{1}{4}$

Section 21: E $\frac{1}{2}$ E $\frac{1}{2}$

Section 22: W $\frac{1}{2}$ W $\frac{1}{2}$

Section 27: W $\frac{1}{2}$ W $\frac{1}{2}$

Section 28: E $\frac{1}{2}$ E $\frac{1}{2}$

Section 33: NE $\frac{1}{4}$ NE $\frac{1}{4}$

Section 34: NW $\frac{1}{4}$ NW $\frac{1}{4}$

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 800-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 Niobrara 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. Cook 38N-28HZ Well (API No. Pending) – Niobrara 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 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 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 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 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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Address of Applicant
Kerr-McGee Oil & Gas Onshore LP
ATTN: Jay Errebo
1099 18th Street, Suite 1800
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

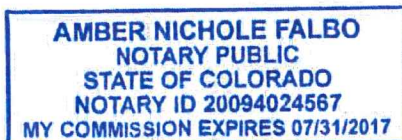
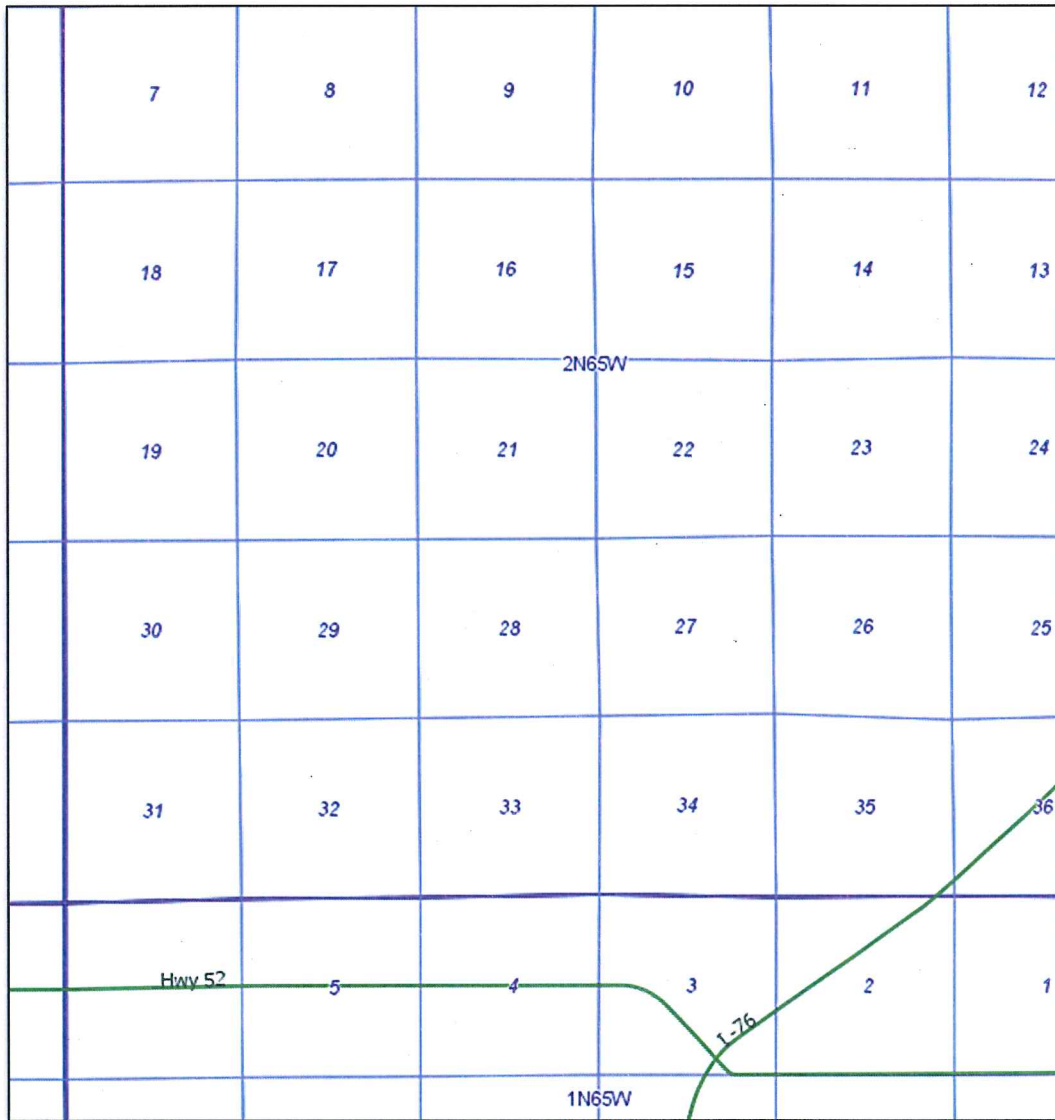


Exhibit A

Reference Map for Pooling Application



IN THE MATTER OF AN APPLICATION BY KERR-MCGEE OIL & GAS ONSHORE LP FOR AN ORDER POOLING ALL INTERESTS IN AN APPROXIMATE 800-ACRE DESIGNATED HORIZONTAL WELLBORE SPACING UNIT ESTABLISHED FOR CERTAIN PORTIONS OF SECTIONS 15, 16, 21, 22, 27, 28, 33 AND 34, TOWNSHIP 2 NORTH, RANGE 65 WEST, 6TH P.M., FOR THE DEVELOPMENT/OPERATION OF THE NIOBRARA FORMATION, WATTENBERG FIELD, WELD COUNTY, COLORADO

DOCKET NO. 151000615

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 19894002026
MY COMMISSION EXPIRES OCT.4, 2017

Lisa L. Peters
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.

ANTHONY EDWARD ARNDT
522 OLD ORCHARD DR.
DANVILLE, CA 94526-3654

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

DAVID 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

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
P.O. BOX 1588
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JOEL EUGENE RITCHEY
22227 WCR 30
HUDSON, CO 80642

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CANDACE BLACK
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CLOYD DOWNS CAMPBELL
1536 RANCO VIEW DRIVE
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COLFER LIVING TRUST
2341 MERIDIAN CT.
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COLLEGE STATION TX 77845

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DEBORAH A. BUTTERFIELD
1772 MINEOLA STREET
COLORADO SPRINGS CO 80915

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WIGGINS CO 80654

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SCOTT THOMASON
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SHARON WARNER
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SONIC MINERALS, L.P.
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STEIN TRUST DATED AUGUST 12, 2011
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DENVER CO 80227

TC ENERGY, LLC
PO BOX 2016
GRAHAM TX 76450

THE HAROLD AND ASTA CARWIN
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POWAY, CA 92064

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FORT WORTH TX 76102

THOMAS S. DEUSSEN
601 LONESTAR PARK
PONDER, TX 76259

TOM PUFF, INC.
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FORT WORTH TX 76102

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TSM TRUST
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IN THE MATTER OF AN APPLICATION BY KERR-MCGEE OIL & GAS ONSHORE LP FOR AN ORDER POOLING ALL INTERESTS IN AN APPROXIMATE 800-ACRE DESIGNATED HORIZONTAL WELLBORE SPACING UNIT ESTABLISHED FOR CERTAIN PORTIONS OF SECTIONS 15, 16, 21, 22, 27, 28, 33 AND 34, TOWNSHIP 2 NORTH, RANGE 65 WEST, 6TH P.M., FOR THE DEVELOPMENT/OPERATION OF THE NIOBRARA FORMATION, WATTENBERG FIELD, WELD COUNTY, COLORADO

DOCKET NO. 151000615

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 10, 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 10th day of September, 2015.

MARTHA A. LAIR
Notary Public
State of Colorado
20044012086
My Commission Expires April 16, 2016

Martha C. Lai
Notary Public