

**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 320-ACRE DESIGNATED HORIZONTAL WELLBORE SPACING UNIT FOR CERTAIN PORTIONS OF SECTIONS 2 AND 11, TOWNSHIP 1 NORTH, RANGE 68 WEST, 6TH P.M. AND CERTAIN PORTIONS OF SECTION 35, TOWNSHIP 2 NORTH, RANGE 68 WEST, 6TH P.M., FOR THE DEVELOPMENT/OPERATION OF THE CODELL FORMATION, WATTENBERG FIELD, WELD COUNTY, COLORADO

CAUSE NO. 407

DOCKET NO.

TYPE: POOLING

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 ("Commission") for an order pooling all interests in an approximate 320-acre horizontal wellbore spacing unit established for certain portions of Sections 2 and 11, Township 1 North, Range 68 West, 6th P.M. and certain portions of Section 35, Township 2 North, Range 68 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 duly authorized to conduct business in the State of Colorado, and has registered as an operator with the Commission.

2. Applicant owns a leasehold interest in the below-listed lands:

Township 1 North, Range 68 West, 6th P.M.

Section 2: W¹/₂E¹/₂

Section 11: NW¹/₄SE¹/₄; W¹/₂NE¹/₄

Township 2 North, Range 68 West, 6th P.M.

Section 35: SW¹/₄SE¹/₄

Wellbore Spacing Unit ("WSU") No. 1

320 acres, more or less, Weld County, Colorado.

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. Upon information and belief, Applicant designated an approximate 320-acre horizontal wellbore spacing unit comprised of certain portions 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 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. Cochran 27C-2HZ Well (API No. 05-123-44872) - Codell Formation - WSU #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, the

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 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.

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

DATED this 18th day of March, 2018.

Respectfully submitted,

KERR-MCGEE OIL & GAS ONSHORE LP

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Applicant's Address:

Kerr-McGee Oil & Gas Onshore LP
ATTN: Tom Yaley
1099 18th Street, Suite 1320
Denver, Colorado 80202

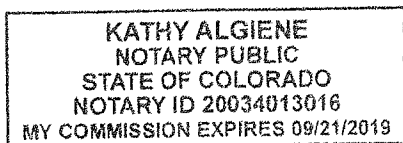
STATE OF COLORADO)
) ss.
CITY & COUNTY OF DENVER)

KERR-MCGEE OIL & GAS ONSHORE LP

Tom Yaley
Tom Yaley

Witness my hand and official seal.

My commission expires: 9/21/2019



Kathy Algren
Notary Public

Exhibit A

Reference Map for Pooling Application

Township 1 North, Range 68 West, 6th P.M.

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

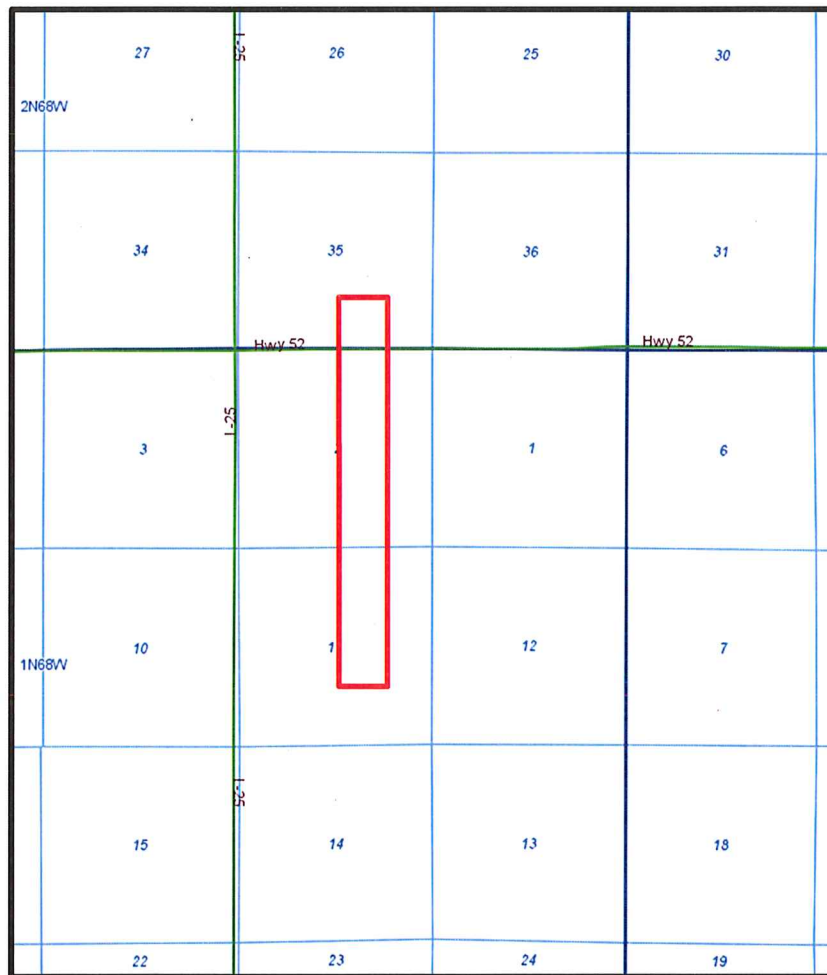
Section 11: $NW\frac{1}{4}SE\frac{1}{4}$; $W\frac{1}{2}NE\frac{1}{4}$

Township 2 North, Range 68 West, 6th P.M.

Section 35: $SW\frac{1}{4}SE\frac{1}{4}$

Wellbore Spacing Unit ("WSU") No. 1

320 acres, more or less, Weld County, Colorado.



 = Application Lands

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CAUSE NO. 407

DOCKET NO. 180400362

TYPE: POOLING

AFFIDAVIT OF MAILING

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

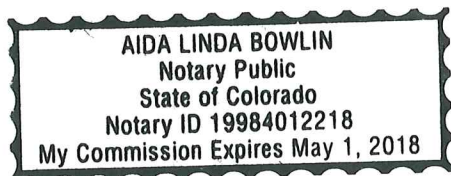
Grace Go-Hoveland, of lawful age, and being first duly sworn upon her oath,
states and declares:

That she is a Legal Assistant at Beatty & Wozniak, P.C., attorneys for Kerr-McGee Oil & Gas Onshore, LP, and on or before the 8th day of March, 2018, 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.

Grace Go-Hoveland

Subscribed and sworn to before me this 14 day of March, 2018.

Witness my hand and official seal.



Aida Lucia Bowen
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 ST, SUITE 1800
DENVER, CO 80202

GRANT GILKINSON
16008 N.E 26TH STREET
BELLEVUE, WA 98008

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1099 18TH STREET, SUITE 1800
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JUNE ANN PEASE
33800 SE FREDERICK ST APT. 119
SCAPPOOSE OR 97056

BRETT WILCOX, TRUSTEE FOR BENEFIT OF
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