

**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 360-ACRE DESIGNATED HORIZONTAL WELLBORE SPACING UNIT FOR CERTAIN PORTIONS OF SECTIONS 35 AND 36, TOWNSHIP 2 NORTH, RANGE 67 WEST, 6TH P.M. AND SECTION 31, TOWNSHIP 2 NORTH, RANGE 66 WEST, 6TH P.M., FOR THE DEVELOPMENT/OPERATION OF THE NIOBRARA 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 360-acre horizontal wellbore spacing unit established for certain portions of Sections 35 and 36, Township 2 North, Range 67 West, 6th P.M., and Section 31, Township 2 North, Range 66 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 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 2 North, Range 67 West, 6th P.M.

Section 35: NE $\frac{1}{4}$ NW $\frac{1}{4}$, N $\frac{1}{2}$ NE $\frac{1}{4}$

Section 36: N $\frac{1}{2}$ N $\frac{1}{2}$

Township 2 North, Range 66 West, 6th P.M.

Section 31: N $\frac{1}{2}$ NW $\frac{1}{4}$

Wellbore Spacing Unit ("WSU") No. 1

360 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 360-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 Niobrara 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. White 35-3HZ Well (API No. 05-123-46950) - Niobrara 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 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, 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 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 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 19th day of July, 2018

Respectfully submitted,

KERR-MCGEE OIL & GAS ONSHORE LP

By: 

James Parrot
Jillian Fulcher
Evan Bekkedahl
Beatty & Wozniak, P.C.
Attorneys for Applicant
216 16th Street, Suite 1100
Denver, Colorado 80202
(303) 407-4499
jparrot@bwenerylaw.com
jfulcher@bwenerylaw.com
ebekkedahl@bwenerylaw.com

Applicant's Address:

Kerr-McGee Oil & Gas Onshore LP
ATTN: Tom Yaley
1099 18th Street, Suite 1360
Denver, Colorado 80202

VERIFICATION

STATE OF COLORADO

)

) SS.

CITY & COUNTY OF DENVER

)

Tom Yaley, 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.

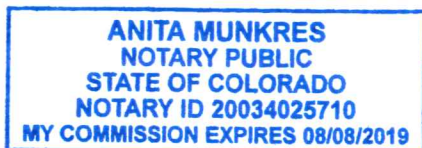
KERR-MCGEE OIL & GAS ONSHORE LP

Tom Yaley
Tom Yaley

Subscribed and sworn to before me this 19th day of July, 2018,
by Tom Yaley, Landman for Kerr-McGee Oil & Gas Onshore LP.

Witness my hand and official seal.

My commission expires: 8/8/2019



Notary Public

Exhibit A

Reference Map for Pooling Application

Township 2 North, Range 67 West, 6th P.M.

Section 35: NE $\frac{1}{4}$ NW $\frac{1}{4}$, N $\frac{1}{2}$ NE $\frac{1}{4}$

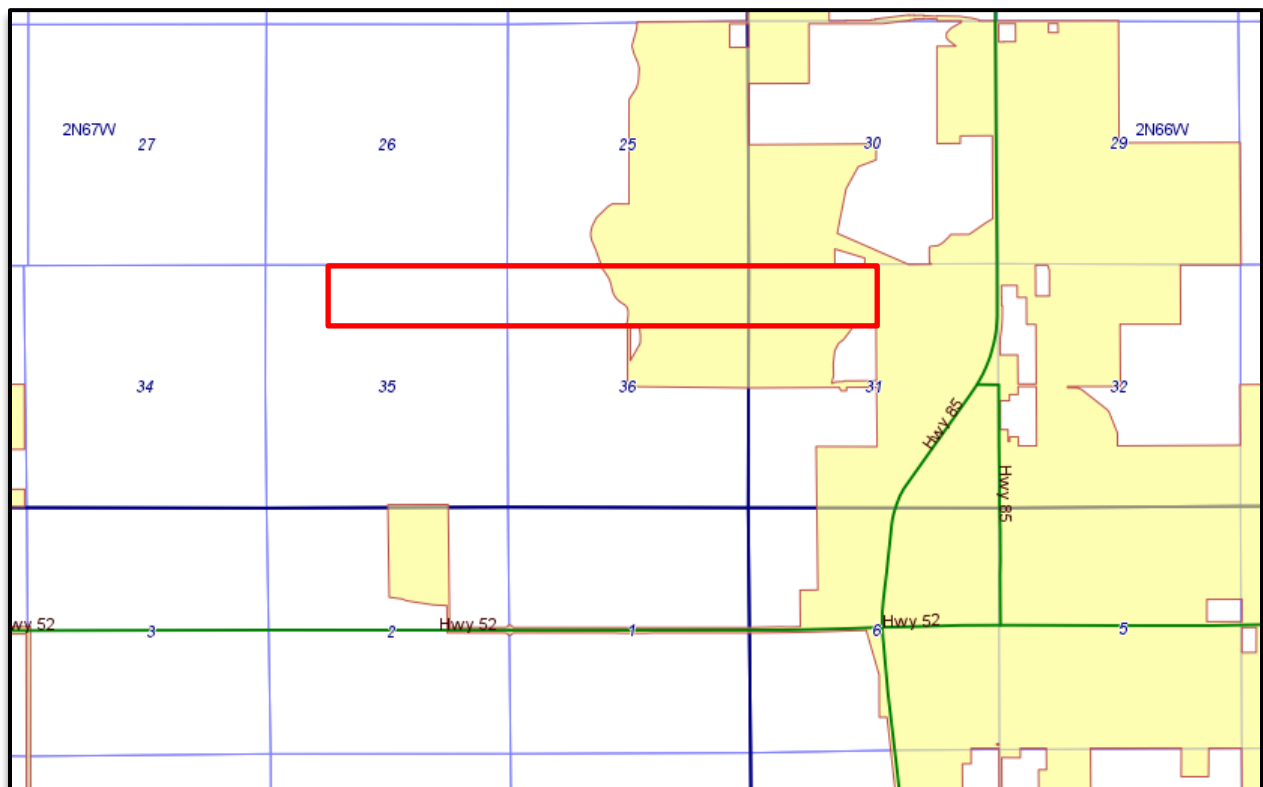
Section 36: N $\frac{1}{2}$ N $\frac{1}{2}$

Township 2 North, Range 66 West, 6th P.M.

Section 31: N $\frac{1}{2}$ NW $\frac{1}{4}$

Wellbore Spacing Unit ("WSU") No. 1

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



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TYPE: POOLING

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 the 26th day of July, 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.

Jo Cooks

Subscribed and sworn to before me this 26th day of July, 2018

Witness my hand and official seal.

Notary Public

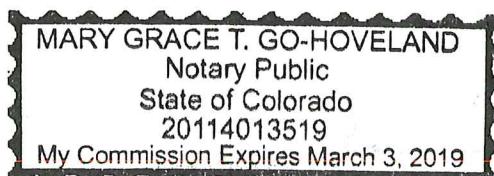


EXHIBIT A

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.

Kerr-McGee Oil & Gas Onshore, LP
1099 18th Street, Suite 1800
Denver, CO 80202

Robin A. Parker
10 Cedar St
Norwood, MA 02062

Sam S. Funakoshi Living Trust
6757 Weld County Road 23 1/2
Fort Lupton, CO 80621

Atomic Capital Minerals, LLC
2777 Allen Parkway, Suite 1185
Houston, TX 77019

Frances R. Funakoshi Living Trust
6757 Weld County Road 23 1/2
Fort Lupton, CO 80621

Josephine C. Rangel
204 W Heritage Dr.
Raymore, MO 64083

US Mineral Resources II, LLC
c/o US Mineral Resources, LLC
11757 West Ken Caryl Ave., Suite F
#506
Littleton, CO 80127

Annette B. Montoya
101 elite Heights
Hurricane, WV 25526

Linda Kay Kiyota Jelden
315 S Reynolds Ave
Holyoke, CO 80734

Dorothy Fernandez
17200 W Bell Rd Apt 578
Surprise, AZ 85374

The Nancy L. Kiyota Living Trust
U/A April 20, 2015
485 South Vine St
Denver, CO 80209

Principle Energy, LLC
PO Box 2228
Houston, TX 77252

Donna Rose Kiyota
1 Fox Meadow Dr
Bow, NH 3304

Timothy J. Mahoney, II
213 Bendel Rd, Suite 116
Lafayette, LA 70503

The Parker Revocable Trust under
Amended and Restated Agreement
dated August 17, 2004
1035 37th Ave Ct
Greeley, CO 80634

Anadarko E&P Onshore, LLC
1099 18th Street, Suite 1800
Denver, CO 80202

Paradize, LLC
921 Indian Peak Rd
Golden, CO 80403

IN THE MATTER OF AN APPLICATION BY KERR-MCGEE OIL & GAS ONSHORE LP FOR AN ORDER POOLING ALL INTERESTS IN AN APPROXIMATE 360-ACRE DESIGNATED HORIZONTAL WELLBORE SPACING UNIT FOR CERTAIN PORTIONS OF SECTIONS 35 AND 36, TOWNSHIP 2 NORTH, RANGE 67 WEST, 6TH P.M. AND SECTION 31, TOWNSHIP 2 NORTH, RANGE 66 WEST, 6TH P.M., FOR THE DEVELOPMENT/OPERATION OF THE NIOBRARA FORMATION, WATTENBERG FIELD, WELD COUNTY, COLORADO

TYPE: POOLING

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

That she is a Legal Assistant at Beatty & Wozniak, P.C., attorneys for McGee Oil & Gas Onshore LP, and on 31st day of July, 2018, caused a copy of the above-captioned Application to be deposited in the United States Mail, postage prepaid, addressed to following:

Jo Cooks

Witness my hand and official seal.

Notary Public



EXHIBIT A
INTERESTED PARTIES

THE HEIRS AND DEVISEES OF THE ESTATE
OF NORA D. DAVIS
4242 WOODS EDGE ST.
SAGINAW, MI 48603-4242

JUSTIN T. GUNESCH
1333 OLD SPANISH TRAIL APT 3168
HOUSTON, TX 77054-1866

KEVIN J. GUNESCH
7340 S JACKSON GAP WAY
AURORA, CO 80016-2449

PETER A. GUNESCH TRUST U/A 9-22-75,
RUTH H. GUNESCH TRUSTEE
330 SHADYCROFT DRIVE
LITTLETON, CO 80120

KENNETH S. HENRY, JR.
406 W. MANTUA AVE.
WENONAH, NJ 08090

MELANIE K. HUMMEL
6409 WOODS EDGE DR
ARLINGTON, TX 76016-5150

KIRK W. JOHNSTON
21827 COUNTY ROAD 43
LASALLE, CO 80645-8810

THE HEIRS AND DEVISEES OF THE ESTATE
OF EDGAR J. KINCKINER
450 E HIGH STREET, APT 202
POTTSTOWN, PA 19464-6600

DONNA C. SUMMERS
259 CEDAR BROOK RD
SICKLERVILLE, NJ 08081-9378

ESTATE OF ANNIE NEIMAN YOCUM
ATTN: CANDICE MCCONNELL, PARALEGAL,
17 WEST MINER ST., PO BOX 660
WEST CHESTER, PA 19381

ERIC M. GUNESCH
9924 SILVER MAPLE WAY
HIGHLANDS RANCH, CO 80129-5419

JEREMY O. GUNESCH
15037 E LOUISIANA DR APT B
AURORA, CO 80012-7749

THE HEIRS AND DEVISEES OF THE ESTATE
OF MICHAEL L. GUNESCH
PO BOX 246
FORT LUPTON, CO 80621

WILLIAM E. GUNESCH RESIDUARY TRUST,
FRANK A. MIHODA, TRUSTEE
5101 SOUTH ESTES
LITTLETON, CO 80123

JACK RICHARD HENRY
9100 LAUREN LANE
JACKSON, CA 95642-9207

JOANN L. JOHNSTON AKA JOANN L. CLUGG
916 LAUREL LANE
MONTROSE, CO 81401-5653

MARIANN R. JOHNSTON
179 STATE ROAD 399
ESPANOLA, NM 87532-3169

THE HEIRS AND DEVISEES OF THE ESTATE
OF KATHRYN NEIMAN LACHMAN
PO BOX 498
FREDERICK, PA 19435-0498

THOMAS C. TROUTMAN AND WILLIAM E.
TROUTMAN
2469 E HIGH ST.
POTTSTOWN, PA 19464-6600

THE HEIRS AND DEVISEES OF THE ESTATE
OF CHARLES F. YOCUM, JR.
20 LAKEVIEW TERRACE DRIVE
ALTOONA, FL 37202-9617