

**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 880-ACRE DESIGNATED HORIZONTAL WELLBORE SPACING UNIT FOR PORTIONS OF SECTIONS 7, 8, 17, 18, 19, 20, 29, AND 30, TOWNSHIP 1 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.

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 880-acre designated horizontal wellbore spacing unit established for portions of Sections 7, 8, 17, 18, 19, 20, 29, and 30, Township 1 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 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 65 West, 6th P.M.

Section 7: SE $\frac{1}{4}$ SE $\frac{1}{4}$
Section 8: SW $\frac{1}{4}$ SW $\frac{1}{4}$
Section 17: W $\frac{1}{2}$ W $\frac{1}{2}$
Section 18: E $\frac{1}{2}$ E $\frac{1}{2}$
Section 19: E $\frac{1}{2}$ E $\frac{1}{2}$
Section 20: W $\frac{1}{2}$ W $\frac{1}{2}$
Section 29: W $\frac{1}{2}$ NW $\frac{1}{4}$
Section 30: E $\frac{1}{2}$ NE $\frac{1}{4}$

Wellbore Spacing Unit ("WSU") No. 1

880 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 880-acre designated 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 designated horizontal wellbore spacing unit within the 30-day response period:

- a. English Farms 8-2HZ Well (05-123-46524) – 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 22nd day of August, 2018.

Respectfully submitted,

KERR-MCGEE OIL & GAS ONSHORE LP

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James Parrot
Jillian Fulcher
Jobediah Rittenhouse
Beatty & Wozniak, P.C.
Attorneys for Applicant
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jfulcher@bwenerylaw.com
jrittenhouse@bwenerylaw.com

Applicant's Address:

Kerr-McGee Oil & Gas Onshore LP
ATTN: Steve Miller
1099 18th Street, Suite 1880
Denver, Colorado 80202

VERIFICATION

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

Steve Miller, 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

Steve Miller

Subscribed and sworn to before me this 21st day of August, 2018,
by Steve Miller, Landman for Kerr-McGee Oil & Gas Onshore LP.

Witness my hand and official seal.

My commission expires: 8/8/2019

ANITA MUNKRES
NOTARY PUBLIC
STATE OF COLORADO
NOTARY ID 20034025710
MY COMMISSION EXPIRES 08/08/2019

Notary Public

Exhibit A

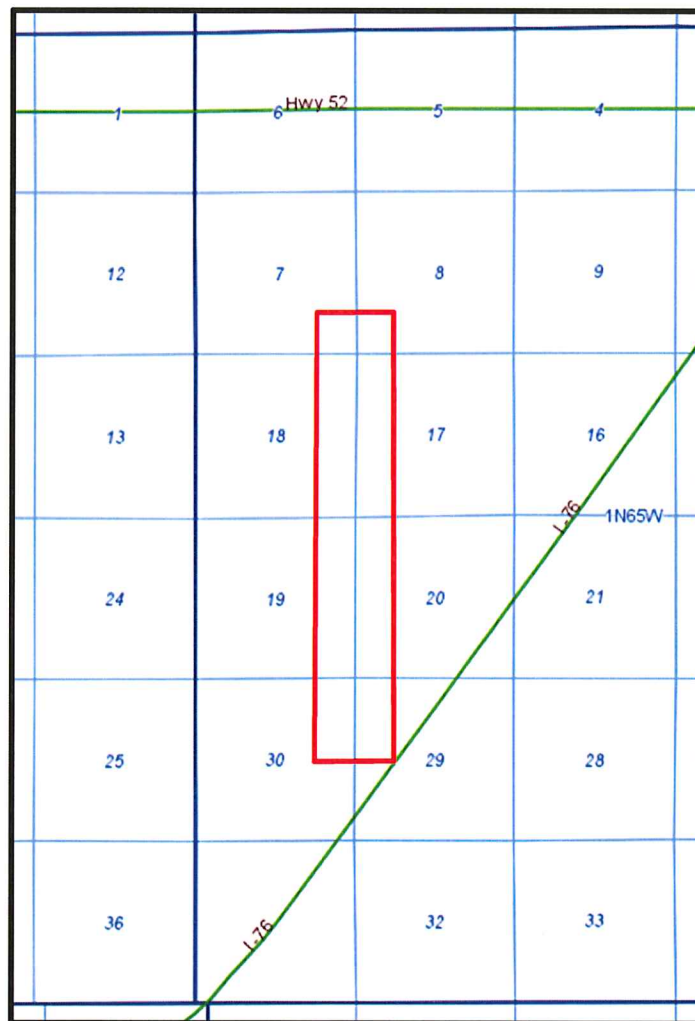
Reference Map for Pooling Application

Township 1 North, Range 65 West, 6th P.M.

Section 7: SE $\frac{1}{4}$ SE $\frac{1}{4}$
Section 8: SW $\frac{1}{4}$ SW $\frac{1}{4}$
Section 17: W $\frac{1}{2}$ W $\frac{1}{2}$
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Wellbore Spacing Unit ("WSU") No. 1

880 acres, more or less, Weld County, Colorado



 = Application Lands

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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 29th day of August, 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 22nd day of August, 2018.

Witness my hand and official seal.

Notary Public

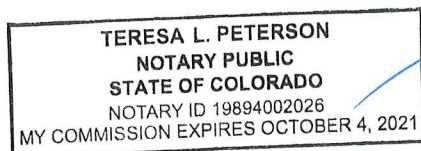


EXHIBIT A

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.

EXTRACTION OIL & GAS, INC.
370 17TH ST., STE. 5300,
DENVER, CO 80202

ROBERT S. PIRTLE
PO BOX 1310
TYLER, TX 75710

AMERICAN MINERALS II LLC
8001 S. INTERPORT BLVD., STE. 260
ENGLEWOOD, CO 80112

ANDREW JOHN WILSON
4917 NOBEL PARK
BOULDER, CO 80301

ANITA M. REINPOLD
PO BOX 767
COMMERCE CITY, CO 80037

ANTHONY L. GASPAROVICH AND DAMARIS
GASPAROVICH, JT
19281 E. 195TH AVE.
HUDSON, CO 80642

ATOMIC CAPITAL MINERALS LLC
2777 ALLEN PARKWAY STE. 1185
HOUSTON, TX 77019

BEN J. ELLS LIVING TRUST, DATED MAY 17, 1999
2247 WCR 39
BRIGHTON, CO 80603

BRAD RHODEBECK AND ANGIE RHODEBECK, JT
19190 WCR 10
HUDSON, CO 80642

CAROL A. STEELE
28500 EAST 168TH AVE.
BRIGHTON, CO 80603

CASE BYPASS "B" TRUST
3179 WESTERN DRIVE
HUDSON, CO 80642

CATHERINE A. NEWTON
443 SOUTH RACE STREET
DENVER, CO 80209

CHRISTINE J. UNREIN
19203 E. 197TH WAY
HUDSON, CO 80642

COLLEEN M. KILKER
17877 6300 ROAD
MONTROSE, CO 81401

CYNTHIA L. MARTIN AND JOSEPH H. MARTIN, JT
19150 E. 195TH AVE.
HUDSON, CO 80642

DALE A. BEIER AND KAREN K. BEIER, JT
1568 WCR 39
BRIGHTON, CO 80601

DENNIS D. KILKER
PO BOX 452
KENNESBURG, CO 80643

DONALD E. TAVES AND CATHERINE A. TAVES, JT
3241 WESTERN DR.
HUDSON, CO 80642

EGAN DEVELOPMENT, LLC
PO BOX 4678
ENGLEWOOD, CO 80155

GEORGE G. VAUGHT, JR.
PO BOX 13557
DENVER, CO 80201

JAIME PINEDO ROBLES AND FLOR DE MARIA
ACEVES LOVATOS, JT
19243 197TH WAY
HUDSON, CO 80642

JEROME FARNHOLTZ AND HELEN FARNHOLTZ, JT
2706 BAYVIEW DR.
EUSTIS, FL 32726

JOANN F. PETTINGER LIVING TRUST, DATED
JANUARY 16, 2013
18437 WCR 8
BRIGHTON, CO 80603

JUSTINE C. VAN GORDER, LIFE ESTATE, TANIA
GEE, REMAINDERMAN
292 MAIN STREET, APT. F
MADISON, NJ 07940

KEENE 4-H BOOSTERS
19273 197 WAY
HUDSON, CO 80642

LEN D. PETTINGER LIVING TRUST, DATED
JANUARY 16, 2013
18437 WCR 8
BRIGHTON, CO 80601

MARK P. REINPOLD
PO BOX 767
COMMERCE CITY, CO 80037

NORAH C. BISHOP
PO BOX 2948
TAOS, NM 87571

PAUL L. MCCULLISS
PO BOX 3248
LITTLETON, CO 80161

RAYSIB, LLC
18437 COUNTY ROAD 8
BRIGHTON, CO 80603

ROSKOP FARMS, LLC
2647 CR 39
BRIGHTON, CO 80603

RUDY'S HOLDING COMPANY LLC
15700 E. JAMISON DRIVE, #7304
ENGLEWOOD, CO 80112

SCOTT MINERAL PARTNERS LLC
1705 VIEW POINT RD.
BOULDER, CO 80305

SHEILA M. ROTH
41285 WCR 15
FORT COLLINS, CO 80524

STEPHEN L. BOURGEOIS
19151 EAST 195 AVE.
HUDSON, CO 80642

SUPERIOR TURF FARMS, INC.
19180 WCR 10
HUDSON, CO 80642

THE FARMERS RESERVOIR AND IRRIGATION
COMPANY
80 SOUTH 27TH AVE.
BRIGHTON, CO 80601

THEODORE A. MARTIN AND ROBERT C. MARTIN,
CO-TRUSTEES OF THE MARTIN FAMILY TRUST
3910 WCR 37
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FORT LUPTON, CO 80621

WELD COUNTY, COLORADO
1150 O STREET
GREELEY, CO 80631

WYNONA M. HEPP AND DONALD R. HEPP, JT
7444 WCR 40
JOHNSTOWN, CO 80534

JANICE M. GREEN AND LEO W. GREEN, TIC
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ANITA M. ROSSI
19150 WCR 10
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ASPECT HOLDINGS, LLC
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BB RESOURCES LLC
1860 BLAKE STREET
DENVER, CO 80202

BLACKRIVER HOLDINGS, LLC
8001 S. INTERPORT BLVD., STE. 260
ENGLEWOOD, CO 80112

BRONCO MINERAL PARTNERS, LLC
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CASE SURVIVOR "A" TRUST
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JT
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HUDSON, CO 80642

CRYSTAL TERRY
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JULESBURG, CO 80737

D & V MINERALS, LLC
14659 CR 2
WIGGINS, CO 80654

DEBRA J. DINGES
176 BLUE BONNET DR.
BRIGHTON, CO 80601

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818 UNIVERSITY AVE.
BOULDER, CO 80302

DONALD G. ROTH AND ANNA M. ROTH, JT
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EVANS, CO 80634

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ISMAY, MT 59336

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JAVIER FERNANDEZ AND GABRIELA GUTIERREZ,
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HUDSON, CO 80642

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1042 GRIFFITH STREET
LOUISVILLE, CO 80027

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JOACHIM, JT
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HUDSON, CO 80642

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ENGLEWOOD, CO 80111

LUIS J. RODRIGUEZ-ORTEGA
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HUDSON, CO 80642

MEGAN LEIGH KAZMER
2894 JONES MILL ROAD
ATLANTA, GA 30360

OTIS GORDLEY, JR. AND PATRICIA M. GORDLEY, JT
19433 ROAD Q.
FT. MORGAN, CO 80701

RAISA II MINERALS, LLC
PO BOX 987
DENVER, CO 80201

REARDEN MINERALS, LLC
5914 W. COURTYARD DR., STE. 200
AUSTIN, TX 78730

RUBY WHITSON FAMILY TRUST DATED OCTOBER
25, 2017
800 BERYL ST.
BROOMFIELD, CO 80020

SCOTT HOWARD MENDELSBERG
19113 E. FAIR DR.
AURORA, CO 80016

SHARON A. DUVALL
2889 E. 18TH ST.
GREELEY, CO 80631

SHELTON T. BERKOWITZ
10259 E. BERRY AVE.
GREENWOOD VILLAGE, CO 80111

STEPHEN R. KILKER
PO BOX 353
HUDSON, CO 80642

SUSAN K. CHASE AND NORRIS D. CHASE, JT
39658 WCR 33
AULT, CO 80610

THE JOANNA SAKATA LIVING TRUST
PO BOX 508
BRIGHTON, CO 80601

THOMAS L. ALBANO III AND DEBRA D. ALBANO, JT
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HUDSON, CO 80642

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3904 YOSEMITE DRIVE
GREELEY, CO 80631

WOLF RESOURCES, LLC
621 17TH ST., \$1601
DENVER, CO 80293

CIPRIANO G. GRIEGO AND OLYMPIA H. GRIEGO, JT
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BRIGHTON, CO 80601