

**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 8, 9, 16, 17, 20, 21, 28, AND 29, 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 8, 9, 16, 17, 20, 21, 28, and 29, 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 8: SE $\frac{1}{4}$ SE $\frac{1}{4}$
Section 9: SW $\frac{1}{4}$ SW $\frac{1}{4}$
Section 16: W $\frac{1}{2}$ W $\frac{1}{2}$
Section 17: E $\frac{1}{2}$ E $\frac{1}{2}$
Section 20: E $\frac{1}{2}$ E $\frac{1}{2}$
Section 21: W $\frac{1}{2}$ W $\frac{1}{2}$
Section 28: W $\frac{1}{2}$ NW $\frac{1}{4}$
Section 29: 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 8-19HZ Well (05-123-46880) – 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

By: James Parrot

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Jillian Fulcher
Jobediah Rittenhouse
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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 8: SE $\frac{1}{4}$ SE $\frac{1}{4}$

Section 9: SW $\frac{1}{4}$ SW $\frac{1}{4}$

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

Section 17: E $\frac{1}{2}$ E $\frac{1}{2}$

Section 20: E $\frac{1}{2}$ E $\frac{1}{2}$

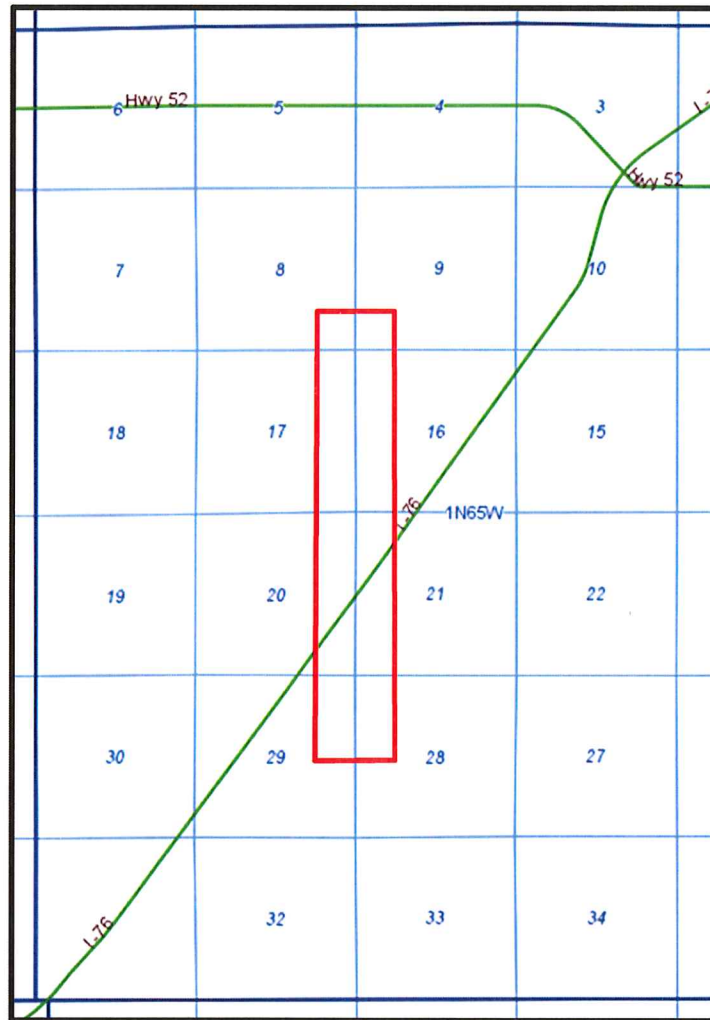
Section 21: W $\frac{1}{2}$ W $\frac{1}{2}$

Section 28: W $\frac{1}{2}$ NW $\frac{1}{4}$

Section 29: E $\frac{1}{2}$ NE $\frac{1}{4}$

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880 acres, more or less, Weld County, Colorado



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TYPE: POOLING

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

Jo Cooks


Notary Public

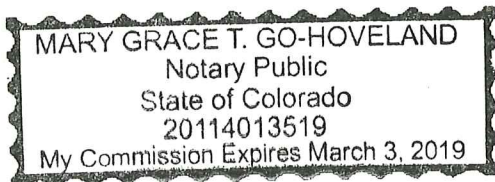


EXHIBIT A

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., Ste. 1800
Denver, CO 80202

Clemens Sheet Metal Works, Inc.
610 Roaring Springs Road
Fort Worth, TX 76114

Hickman Oil Company
6777 Camp Bowie Blvd., Ste. 600
Fort Worth, TX 76116

Hickman's LSM, Inc.
6777 Camp Bowie Blvd., Ste. 600
Fort Worth, TX 76116

Kerr-McGee Oil & Gas Onshore LP
1099 18th St., Ste. 1800
Denver, CO 80202

OOGC America, Inc.
945 Bunker Hill Rd., Ste. 1000
Houston, TX 77024

Raisa II, LLC
PO Box 987
Denver, CO 80201

Robert S. Pirtle
PO Box 1310
Tyler, TX 75710

Verdad Resources LLC
5950 Cedar Springs Rd., Ste. 200
Dallas, TX 75235

Wild Plum Petroleum Corp.
500 Throckmorton Street, Ste. 2803
Fort Worth, TX 76102

Wildcat Energy LLC
1008 W. Broadway
Hobbs, NM 88240

Wolf Resources, LLC
621 17th St. #1601
Denver, CO 80293

American Minerals II LLC
8001 S. Interport Blvd., Ste. 260
Englewood, CO 80112

Anadarko E&P Onshore, LLC
1099 18th St., Ste.
Denver, CO 80202

Aspect Holdings, LLC
1775 Sherman Street, Ste. 2400 1800
Denver, CO 80203

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

BB Resources LLC
1860 Blake Street
Denver, CO 80202

Beverley J. Capra
7600 Bradburn Boulevard
Westminster, CO 80030

Blackriver Holdings, LLC
8001 S. Interport Blvd., Ste. 260
Englewood, CO 80112

Bonnie L. Reed
1435 WCR 41
Hudson, CO 80642

Brian L. Wall and Eve E. Wall, JT
1501 CR 41
Hudson, CO 80642

D & V Minerals, LLC
14659 CR 2
Wiggins, CO 80654

Daniel Dean Sauer and Debra Sauer, JT
5120 Eldridge Street
Golden, CO 80403

Donald R. Reed and Joyce E. Reed, JT
PO Box 548
Brighton, CO 80601

Douglas Haiar and Deanne Haiar, JT
1831 WCR 41
Hudson, CO 80642

Douglas W. Wilch and
Kathleen A. Wilch, JT
19751 East 195th Ave.
Hudson, CO 80642

Egan Development, LLC
PO Box 4678
Englewood, CO 80155

Eleanor Cooke
303 Rd. 357
Ismay, MT 59336

Farmers Reservoir and Irrigation Company
80 South 27th Ave. 1800
Brighton, CO 80601

Gerardo Moreno and Velma Moreno, JT
3591 CR 41
Hudson, CO 80642

Glen A. Young
1952 CR 41
Hudson, CO 80642

Incline Niobrara Partners LP
5019 N. Central Expressway Ste. B
Dallas, TX 75205

Jason A. Bell and Melissa A. Bell, JT
19906 CR 10 1800
Hudson, CO 80642

Jeraldine E. Kraus, Rosemarie Grace Gale
and David Andrew Gale, JT
135 Ash Street
Hudson, CO 80642

John B. Moore
2801 CR 41
Hudson, CO 80642

John Richard Marks
13420 Milwaukee Court
Thornton, CO 80241

Kelli K. Neumann and Marcia K. Carden, JT
19824 WCR 6
Hudson, CO 80642

Lois E. Wall
1501 CR 41
Hudson, CO 80642

Michael B. Lane
3621 WCR 41
Hudson, CO 80642

Monte Peak Minerals LLC
5950 Cedar Springs Road, Ste 200
Dallas, TX 75235

Principle Energy, LLC
PO Box 2228
Houston, TX 77252

Ray Lewis Leonard
3471 CR 41
Hudson, CO 80642

Rearden Minerals, LLC
5914 W. Courtyard Dr., Ste. 200 1800
Austin, TX 78730

Regal Petroleum, L.L.C.
PO Box 3126
Houston, TX 77253

Rudy's Holding Company LLC
15700 E. Jamison Drive, #7304
Englewood, CO 80112

Scott Mineral Partners LLC
1705 View Point Rd. 1800
Boulder, CO 80305

Steve C. Freshour
19757 CR 8
Hudson, CO 80642

The Keith Albert and Angie Sue Kuehn Revocable
Trust dated November 13, 2007
15 East 5th Street, Ste. 3800
Tulsa, OK 74103

Tristan B. Beymer
3015 CR 41
Hudson, CO 80642

Westchase Properties, LLC
720 S. Colorado Blvd. #940N
Denver, CO 80246

Russell T. Rudy Energy, LLC
5701 Woodway Dr., Ste. 346
Houston, TX 77057

State of Colorado
1860 Blake Street
Denver, CO 80202

Terry Roger Hall
19890 WCR 10
Hudson, CO 80642

Timothy J. Mahoney, II
213 Bendel Road, Ste. 116
Lafayette, LA 70503

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Hudson, CO 80642