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 480-ACRE DESIGNATED HORIZONTAL WELLBORE SPACING UNIT FOR PORTIONS OF SECTIONS 7, 18, AND 19, 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 480-acre designated horizontal wellbore spacing unit established for portions of Sections 7, 18, and 19, 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: S½SE¼
Section 18: E½
Section 19: N½NE¼

Wellbore Spacing Unit ("WSU") No. 1
480 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 unit 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 480-acre designated 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 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. Pettinger 18-6HZ Well (API No. 05-123-47353) - 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, 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.

VERIFICATION

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

Justin Shoulders, 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

Justin Shoulders

Subscribed and sworn to before me this 29 day of August, 2018, by Justin Shoulders, Landman for Kerr-McGee Oil & Gas Onshore LP.

Witness my hand and official seal.

My commission expires: 04/18/2022

ALISSA MARKHAM
NOTARY PUBLIC
STATE OF COLORADO
NOTARY ID 20184017059
MY COMMISSION EXPIRES 04/18/2022

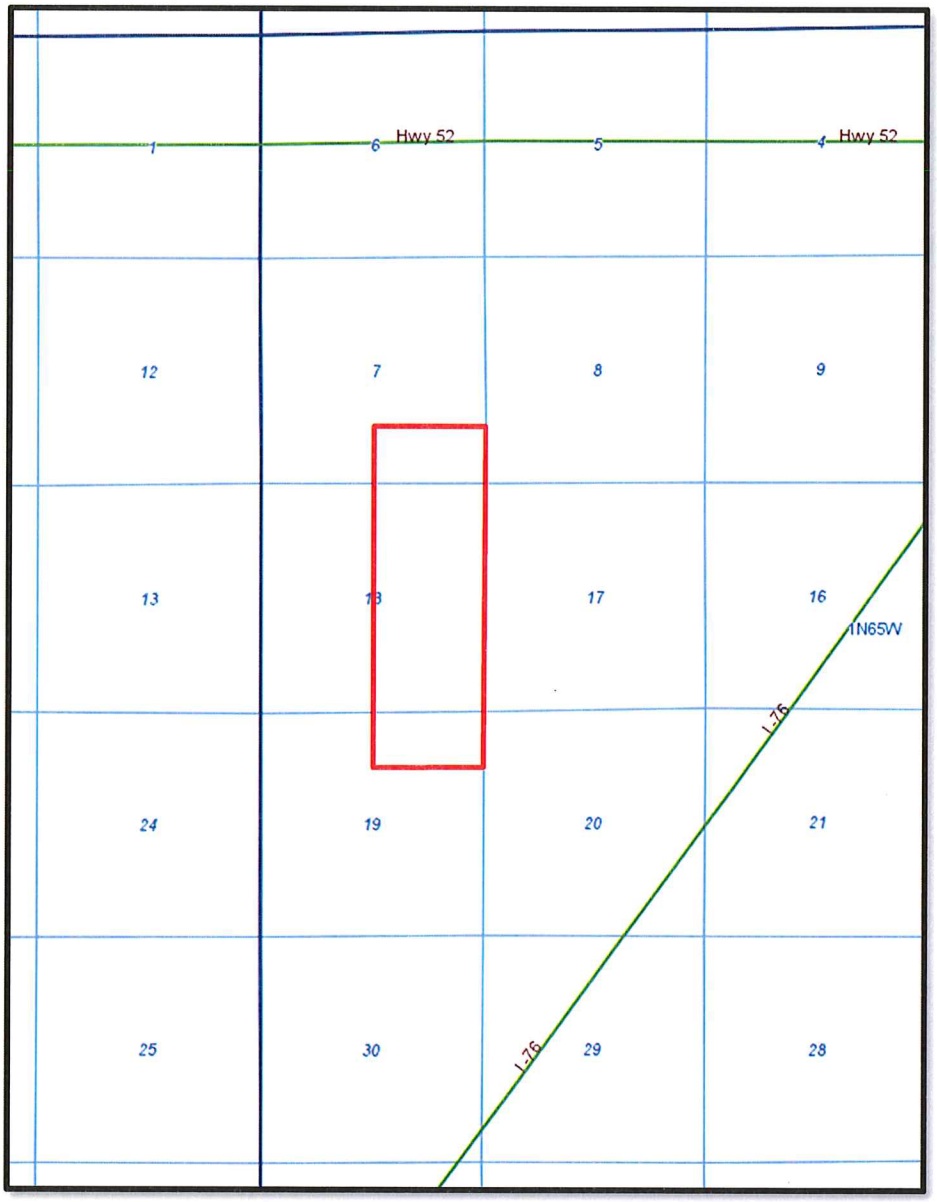
Notary Public

Exhibit A

Reference Map for Pooling Application

Township 1 North, Range 65 West, 6th P.M.
Section 7: S½SE¼
Section 18: E½
Section 19: N½NE¼

Wellbore Spacing Unit ("WSU") No. 1
480 acres, more or less, Weld County, Colorado



= Application Lands

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AFFIDAVIT OF MAILING

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

Jo Cooks, 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 5th day of September, 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 29th day of August, 2018.

Witness my hand and official seal.

Notary Public

MARY GRACE T. GO-HOVELAND
Notary Public
State of Colorado
20114013519
My Commission Expires March 3, 2019

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
PO BOX 173779
DENVER, CO 80217

BRONCO MINERAL PARTNERS, LLC
PO BOX 4631
ENGLEWOOD, CO 80155

CANDACE L. DEAN
14920 GALAPAGO ST, APT 109
WESTMINSTER, CO 80023

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

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

RAYSIB, LLC
18437 COUNTY ROAD 8
BRIGHTON, CO 80603

ANITA M. ROSSI
19150 WELD COUNTY ROAD 10
HUDSON, CO 80642

THOMAS A. SCHUPMAN SR. AND
YVETTE B. SCHUPMAN, JT
18598 WELD COUNTY ROAD 8
BRIGHTON, CO 80603

JUDY A. SNYDER
18536 COUNTY ROAD 8
BRIGHTON, CO 80603

THEODORE A. MARTIN AND ROBERT C.
MARTIN, CO-TRUSTEES OF
THE MARTIN FAMILY TRUST
3974 COUNTY ROAD 37
BRIGHTON, CO 80603

CIPRIANO G. AND OLYMPIA H. GRIEGO, JT
18856 WELD COUNTY RAOD #8
BRIGHTON, CO 80601

ANADARKO E&P ONSHORE LLC
PO BOX 173779
DENVER, CO 80217

CHARLES MAURICE KINCAID AND
JANET MARIE KINCAID, TRUSTEES
FOR THE KINCAID FAMILY TRUST U/A
DATED SEPTEMBER 28, 2010
126 MCNAB PARKWAY
SAN MANUEL, AZ 85631

THOMAS T. KRAFT AND
SUSAN K. DEMEL, JT
18796 COUNTY ROAD 8
BRIGHTON, CO 80603

JOANN PETTINGER LIVING TRUST,
DATED JANUARY 16, 2013
18437 COUNTY ROAD 8
BRIGHTON, CO 80603

LEN D. PETTINGER LIVING TRUST,
DATED JANUARY 16, 2013
18437 COUNTY ROAD 8
BRIGHTON, CO 80603

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

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

SANTOS SIMENTAL
18526 WELD COUNTY ROAD 8
BRIGHTON, CO 80603

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

JANICE M. AND LEO W. GREEN
18886 COUNTY ROAD 8
BRIGHTON, CO 80601