

**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 TWO (2) APPROXIMATE 480-ACRE DESIGNATED HORIZONTAL WELLBORE SPACING UNITS FOR PORTIONS OF SECTIONS 20, 21, 28 AND 29, TOWNSHIP 4 NORTH, RANGE 67 WEST, 6TH P.M., FOR THE DEVELOPMENT/OPERATION OF THE NIOBRARA AND CODELL FORMATIONS, 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 two (2) approximate 480-acre designated horizontal wellbore spacing units established for portions of Sections 20, 21, 28 and 29, Township 4 North, Range 67 West, 6th P.M., for the development and operation of the Niobrara and Codell Formations. 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 4 North, Range 67 West, 6th P.M.

Section 20: S $\frac{1}{2}$ SE $\frac{1}{4}$, SE $\frac{1}{4}$ SW $\frac{1}{4}$

Section 21: SW $\frac{1}{4}$ SE $\frac{1}{4}$, S $\frac{1}{2}$ SW $\frac{1}{4}$

Section 28: NW $\frac{1}{4}$ NE $\frac{1}{4}$, N $\frac{1}{2}$ NW $\frac{1}{4}$

Section 29: N $\frac{1}{2}$ NE $\frac{1}{4}$, NE $\frac{1}{4}$ NW $\frac{1}{4}$

Wellbore Spacing Unit ("WSU") Nos. 1 - 2

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 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 two (2) approximate 480-acre designated horizontal wellbore spacing units comprised of the Application Lands, for the below-described wells, for the production of oil, gas, and associated hydrocarbons from the Niobrara and Codell Formations. Applicant notified all owners in the proposed wellbore spacing units pursuant to Rule 318A.e.(5). Applicant did not receive objections to the establishment of the proposed designated horizontal wellbore spacing units within the 30-day response period:

A. Walters 21-7HZ Well (API No. 05-123-43821) - Niobrara Formation - WSU No. 1;

B. Walters 21-8HZ Well (API No. 05-123-43822) - Codell Formation - WSU No. 2.

These wells are hereinafter referred to as the "Subject Wells."

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 Nos. 1 - 2 established for the Application Lands, for the development and operation of the Niobrara and Codell Formations.

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 Wells within WSU Nos. 1 - 2.

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 Wells, 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 Wells.

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 Nos. 1 - 2 established for the Application Lands, for the development and operation of the Niobrara and Codell Formations, 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 Wells within WSU Nos. 1 - 2.

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 Wells, 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 Wells.

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

DATED this 18th day of October, 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@bwenergylaw.com
jfulcher@bwenergylaw.com
ebekkedahl@bwenergylaw.com

Applicant's Address:

Kerr-McGee Oil & Gas Onshore LP
ATTN: R.C. Kimball
1099 18th Street, Suite 1800
Denver, Colorado 80202

Exhibit A

Reference Map for Pooling Application

Township 4 North, Range 67 West, 6th P.M.

Section 20: S $\frac{1}{2}$ SE $\frac{1}{4}$, SE $\frac{1}{4}$ SW $\frac{1}{4}$

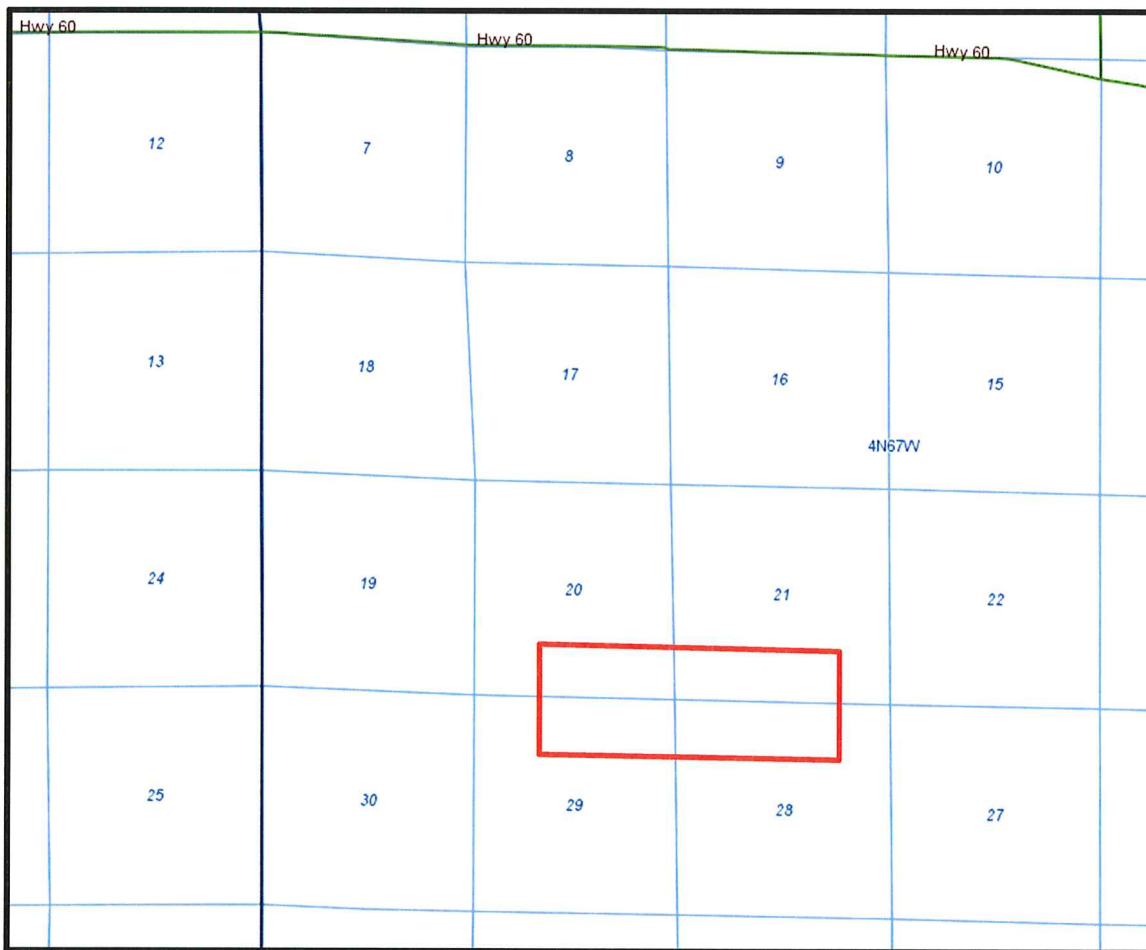
Section 21: SW $\frac{1}{4}$ SE $\frac{1}{4}$, S $\frac{1}{2}$ SW $\frac{1}{4}$

Section 28: NW $\frac{1}{4}$ NE $\frac{1}{4}$, N $\frac{1}{2}$ NW $\frac{1}{4}$

Section 29: N $\frac{1}{2}$ NE $\frac{1}{4}$, NE $\frac{1}{4}$ NW $\frac{1}{4}$

Wellbore Spacing Unit ("WSU") Nos. 1 - 2

480 acres, more or less, Weld County, Colorado



 = Application Lands

VERIFICATION

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

R.C. Kimball, 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

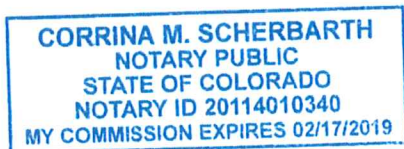



R.C. Kimball

Subscribed and sworn to before me this 18TH day of OCTOBER, 2018,
by R.C. Kimball, Landman for Kerr-McGee Oil & Gas Onshore LP.

Witness my hand and official seal.

My commission expires: 2/17/2019





Notary Public

IN THE MATTER OF AN APPLICATION BY KERR-MCGEE OIL & GAS ONSHORE LP FOR AN ORDER POOLING ALL INTERESTS IN TWO (2) APPROXIMATE 480-ACRE DESIGNATED HORIZONTAL WELLBORE SPACING UNITS FOR PORTIONS OF SECTIONS 20, 21, 28 AND 29, TOWNSHIP 4 NORTH, RANGE 67 WEST, 6TH P.M., FOR THE DEVELOPMENT/OPERATION OF THE NIOBRARA AND CODELL FORMATIONS, 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 Kerr-McGee Oil a& Gas Onshore LP, and on or before the 25th day of October, 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 18th day of October, 2018.



Notary Public

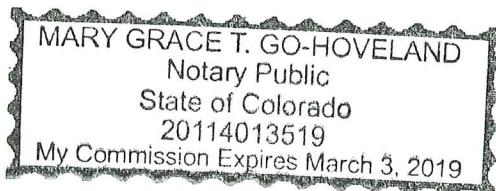


EXHIBIT A

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**.

American National Bank and Robert
Bruce Fickel II, as Co-Trustees of the
Jane Frances King Trust
PO Box 1588
Tulsa, OK 74101-1588

Anadarko Land Corporation
PO Box 173779
Denver, CO 80217

Argonaut Ventures, LLC
4643 S Ulster St Suite 1210
Denver, CO 80237

Binder Family Farms, LLC
9783 County Rd 46 ½
Milliken, CO 80543

Bobby G. Evans and Edna C. Evans,
Trustees of the Bobby G. and Edna C.
Evans Family Trust
9000 Highway 251
Pocahontas, AR 72455

Brian J. Vincent and Elaine Vincent,
Trustees of the Vincent Family Trust
3851 Castle Butte Drive
Castle Rock, CO 80109

Charleen Evans
776 Santa Anna
Tilden, IL 62292
Charles A. Robison, Jr., Trustee of the
David Case Dunlap 2012 GS Ex Trust
8226 Douglas Ave, Suite 709
Dallas, TX 75225

Charles A. Robison, Jr., Trustee of the
Kristin Diane Dunlap 2012 GS Ex Trust
8226 Douglas Ave, Suite 709
Dallas, TX 75225

CKT Energy Investments, LLC
941 Patrician Court
Fairview, TX 75069

Comanche Enterprises, Inc.
1800 Shady Grove Road
Weatherford, TX 76088

CRJR Investments, LP
8226 Douglas Ave, Suite 709
Dallas, TX 75225

David P. Leonard
PO Box 1718
Fort Worth, TX 76101

DDFS Partnership
5956 Sherry Lane, Suite 1221
Dallas, TX 75225

Elmer J. McGregor and Patty Jo
McGregor, Trustees of the Living Trust of
Elmer Joseph McGregor and Patty
Weymeyer McGregor
PO Box 111
Polson, MT 59860

Eric J. Weissgarber and Angela T.
Weissgarber, Trustees of the GTG Living
Trust, dated March 6, 2013
4620 Sotol Lane
San Antonio, TX 78261

Fougasse Ventures
2429 Bissonnet, #532
Houston, TX 77005

Gary & Judy Tedford Trust
620 Oak Bluff
Fairview, TX 75069

Gregory L. Dove
1905 North D Street
Midland, TX 79705

GRP Energy, LP
5956 Sherry Lane, Suite 1221
Dallas, TX 75225

Hunter Mahan
10719 Bridge Hollow Court
Dallas, TX 75229

James Mitchell
6605 Park Lane
Dallas, TX 75225

Jeffery Michael Griffith
11 Holton Street, Apt 2
Boston, MA 02134

Jon O' Sullivan
2215 Cedar Springs, Suite 1401
Dallas, TX 75201

Kandi Mahan
10719 Bridge Hollow Court
Dallas, TX 75229

Kastman Oil Company
PO Box 5930
Lubbock, TX 75201

Landes Investments Wattenberg, LLC
2521 Fairmount Street
Dallas, TX 75201

Lennan Main, Ltd
PO Box 1718
Fort Worth, TX 76101

Madison Capital Energy Income Fund II,
LP
402 Gammon Place, Ste 200
Madison, WI 53719

Madison Capital Investments, LLC
402 Gammon Place, Ste 200
Madison, WI 53719

Michael E. Horejsi and Patricia H.
Horejsi, Trustees of the Horejsi Family
2002 Revocable Trust
PO Box 2883
Castro Valley, CA 74546

Michael H. McCarty, Trustee of the
Michael H. McCarty Revocable Trust,
dated November 26, 2001
PO Box 1418
Cody, WY 82414

Norma J. Evans
PO Box 756
Tomball, TX 77377

OAG Reserve, LLC
12770 Merit Drive, Suite 1000
Dallas, TX 75251

Ogle Enterprises
4643 Ulster St, Suite 1210
Denver, CO 80237

PSE Investments, LLC
5429 LBJ Freeway, Ste 400
Dallas, TX 75240

Reeves Family Investments, LP
4001 W Lawther Drive
Dallas, TX 75214

Richard O. Taff
2323 S. Morgan Ave
Granbury, TX 76048

Robert H. Johnson
PO Box 400
Brownwood, TX 76804

Ronald E. Rogers and Sandra K.
Rogers, joint tenants
17866 Country Club Dr
Kemp, TX 75143

Ryan Thomas Rogers, Trustee of the
Revocable Management Trust of Ryan
Thomas Rogers
16251 Dallas Parkway
Addison, TX 75001

Scott F. Bundrant, Trustee of the Reeves
Children's Trust
5760 E Fall Creek Pkwy N Drive
Indianapolis, IN 46226

Southwest Exploration, Inc.
201 W Adams
Brownwood, TX 76801

Stream Family Limited Partnership
PO Box 400
Lake Charles, LA 70602

Thomas Hill Puff
1320 Lake St
Fort Worth, TX 76102

Vicki James
PO Box 400
Brownwood, TX 76804

Wendy O'Sullivan
4611 Belclaire Ave
Dallas, TX 75209

Wilkins Family Investments, LP
4925 Greenville Avenue, Suite 1200
Dallas, TX 75206

William F. Griffith
254 Covered Bridge D
Fort Worth, TX 76108

American Investment Bank –
(David S. Toth, DPM)
13050 Kenyon Dr
Chesterland, OH 44026

Cimarron Petroleum Corporation
PO Box 2768
Amarillo, TX 79105

Debra Foerstel
738 Johnson Road
Bloomsdale, MO 63627

Gary Van Shafter
2 Timberline Drive
Wayne, NJ 07470

Gregory J. Bunten

11437 St. Charles Rock Road
Bridgeton, MO 63044

Incline Energy, LLC
5019 N Central Expressway, Ste. B
Dallas TX 75205

Jack I. Tompkins
304 Longwoods Ln
Houston, TX 77024

Kenneth Stull
1309 County Meadows Lane
MT. Sterling, KY 40353

L. Gordon Pfefferkorn, Jr.
PO Box 3081 [D4001-116]
Winston Salem, NC 27150

Meyer Lewshin
1253 N Vine St. #16
Los Angeles, CA 90038

PDC Energy, Inc.
1775 Sherman Street, Suite 3000
Denver, CO 80203

Raisa II, LLC
PO Box 987
Denver, CO 80201

Richard R. Chotin
1074 N Spoede Rd
Saint Louis, MO 63146

SRC Energy, Inc.
1675 Broadway, Suite 2600
Denver CO 80202

Anadarko E&P Onshore, LLC
PO Box 173779
Denver, CO 80217

Anthony, Energy, Ltd
7900 Monticello Drive
Granbury, TX 76049

Barge Legacy Fund
2005 Birdcreek Dr, #211
Temple, TX 76502

Bionic Woman
3640 Beverly
Dallas, TX 75205

Boscamp Family Limited Partnership
5531 Winston Ct
Dallas, TX 75220

Catherine A. Taff
2323 S. Morgan Ave
Granbury, TX 76048

Charles A. Robison, Jr., Trustee of the
Craig Broyles Dunlap 2012 Ex Trust
8226 Douglas Ave, Suite 709
Dallas, TX 75225

Charles A. Robison, Jr., Trustee of the
James Michael Dunlap 2012 GS Ex
Trust
8226 Douglas Ave, Suite 709
Dallas, TX 75225

Charles A. Robison, Jr., Trustee of the
William Richard Dunlap 2012 GS Ex
Trust
8226 Douglas Ave, Suite 709
Dallas, TX 75225

Cole B. Ramey
2001 Ross Ave, Suite 4400
Dallas, TX 75201

CPJ Hydrocarbons, LLC
3521 Centenary Ave
Dallas, TX 75225

David Holl
5226 Brookview Drive
Dallas, TX 75220

David Richardson
2301 S Captl TX Hwy, STE J102
Austin, TX 78746

DKL Investments, LP
5531 Winston Ct
Dallas, TX 75220

Equity Trust Company, custodian f/b/o
William A. Hamilton, IRA

611 Oak Park Drive
Brownwood, TX 76801

FBO Investments, LLLP
4643 S Ulster St, Suite 1210
Denver, CO 80237

Frances R. McCarty
811 Panaroma Circle
Longmont, CO 80501

Great Western Railway of Colorado, LLC
252 Clayston Street, 4th floor
Denver, CO 80206

GRP Employee Fund, LLC
5956 Sherry Lane, Suite 1221
Dallas, TX 75225

Hillcrest Investors, Ltd
PO Box 1449
Alamo, CA 94507

J. Fred Perry
2501 11th Street
Brownwood, TX 76801

Jaunita F. Bunning, Trustee of the
Bunning Trust, dated November 3, 2006,
Life Estate
762 North Burritt
Buffalo, WY 82834

Jerry A. Griffith and Judy F. Griffith,
Trustees of the Griffith Family Trust
672 County Road 1175
Mountain Home, AR 72653

Julie L. Haase
3596 E Ascot Dr
Sun Tan Valley, AZ 85140

Karen Barge, Trustee of the Belton Oak
Village 401K
8214 Westchester Dr, Suite 735
Dallas, TX 75225

Kim James
PO Box 400
Brownwood, TX 76804

Laura Elizabeth Leonard Insurance Trust
PO Box 1718
Fort Worth, TX 76101

Linda Boscamp
8450 CR 464
Brownwood, TX 76801

Madison Capital Energy Income Fund III,
LP
402 Gammon Place, Ste 200
Madison, WI 53719

McCarty Weld Farms
801 Panorama Circle
Longmont, CO 80501

Michael H. McCarty, Life Estate
PO Box 1418
Cody, WY 82414

Nicholas Brandon Griffith
1585 Woodridge Place
Vestavia, AL 35216

O. Paul Leonard III
PO Box 1718
Fort Worth, TX 76101

OAGRCV, LLC
12770 Merit Drive, Suite 1000
Dallas, TX 75251

Patrick W. McCarty
665 Battlement Creek Trail
Parachute, CO 81635

R. Bruce Fickel II
PO Box S
Berthoud, CO 80513

Richard Fairservis, Trustee of the
Richard J. Fairservis Living Trust
1721 Goodstein Drive
Casper, WY 82601

Richard R. Rogers II, Trustee of the
Ryan Thomas Rogers Texas Trust
16251 Dallas Parkway
Addison, TX 75001

Robert L. Johnson
5956 Decatur Ave N
New Hope, MN 55428

Russell Sampson
14534 Glendale Ave SE
Prior Lake, MN 55372

Ryland Royalty
6850 TPC Drive, Suite 202
McKinney, TX 75070

Shirley L. Goodrum
6571 Bus. Hwy 287
Vernon, TX 76384

SSS Holdings, LLP
25 Fairway Lane
Littleton, CO 80123

Thomas Edward Mahoney, LLC
5314 West University Boulevard
Dallas, TX 75209

Van Pelt Family, LLC
5000 Legacy Drive, Suite 250
Plano, TX 75024

W.A.L.K. Investments
4827 Sea Pines Drive
Dallas, TX 75287

Westco Family Limited Partnership
PO Box 1888
Gilmer, TX 75644

William Craig Dunlap, Trustee of the
William Craig Dunlap Lifetime Trust
3136 Caruth Boulevard
Dallas, TX 75225

Acoma Energy, LLC
4100 E Mississippi Ave, Suite 400
Denver, CO 80246

American Investment Bank –
(Leslie Wint)
79 Esplanade
Mount Vernon, NY 10553

CL Energy Rockies, LLC
201 Main Street, Suite 1900
Fort Worth, TX 76102

Edward Foerstel
738 Johnson Road
Bloomsdale, MO 63627

Graham B. Blanton
1804 Pugh Street
Fayetteville, NC 28305

Grizzly Petroleum Company, LLC
1001 17th Street, Suite 2000
Denver, CO 80202

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

Joyce T. Merrill
1830 Chimney Top Farms Rd
Glencoe, MO 63038

Kerr-McGee Oil & Gas Onshore, LP
PO Box 173779
Denver CO 80217

Maureen Ardolino Trust UAD 10/5/2000
8871 Sailport Dr
Huntington Beach, CA 92646

Michael R. Freeman, MD
1001 Wolf Lane
Cape Girardeau, MO 63701

Peter C. Merrill
1830 Chimney Top Farms Rd
Glencoe, MO 63038

Richard M. Haber
5701 Mariner Street 604
Tampa, FL 33609

Robert G. Rager
2351 Grape Street
Denver, CO 80207

TAPS I Energy, LLC
29 South Main Street, Suite 216
West Hartford, CT 06107