

**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 960-ACRE DESIGNATED HORIZONTAL WELLBORE SPACING UNITS FOR PORTIONS OF SECTIONS 3, 4, 9, 10, 15, 16, 21, AND 22, TOWNSHIP 2 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 960-acre designated horizontal wellbore spacing units for portions of Sections 3, 4, 9, 10, 15, 16, 21, and 22, Township 2 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 2 North, Range 67 West, 6th P.M.

Section 3: SW $\frac{1}{4}$ SW $\frac{1}{4}$

Section 4: SE $\frac{1}{4}$ SE $\frac{1}{4}$

Section 9: E $\frac{1}{2}$ E $\frac{1}{2}$

Section 10: W $\frac{1}{2}$ W $\frac{1}{2}$

Section 15: W $\frac{1}{2}$ W $\frac{1}{2}$

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

Section 21: E $\frac{1}{2}$ NE $\frac{1}{4}$; NE $\frac{1}{4}$ SE $\frac{1}{4}$

Section 22: W $\frac{1}{2}$ NW $\frac{1}{4}$; NW $\frac{1}{4}$ SW $\frac{1}{4}$

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

960 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 960-acre 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. Cowboy 21-7HZ Well (API No. 05-123-47099) - Codell Formation - WSU No. 1;
- b. Cowboy 21-8HZ Well (API No. 05-123-47105) - Niobrara 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 29th of November, 2018.

Respectfully submitted,

KERR-MCGEE OIL & GAS ONSHORE LP

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Jillian Fulcher
Jobediah Rittenhouse
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jrittenhouse@bwenergylaw.com

Applicant's Address:
Kerr-McGee Oil & Gas Onshore LP
ATTN: Justin Shoulders
1099 18th Street, Suite 1480
Denver, Colorado 80202

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 28th day of November, 2018,
by Justin Shoulders, Landman for Kerr-McGee Oil & Gas Onshore LP.

Witness my hand and official seal.

My commission expires: 11/7/2024

CELESTE C CARDOSO
NOTARY PUBLIC
STATE OF COLORADO
NOTARY ID 20134060883
MY COMMISSION EXPIRES 11/07/2021



Notary Public

Exhibit A

Reference Map for Pooling Application

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

Section 3: SW $\frac{1}{4}$ SW $\frac{1}{4}$

Section 4: SE $\frac{1}{4}$ SE $\frac{1}{4}$

Section 9: E $\frac{1}{2}$ E $\frac{1}{2}$

Section 10: W $\frac{1}{2}$ W $\frac{1}{2}$

Section 15: W $\frac{1}{2}$ W $\frac{1}{2}$

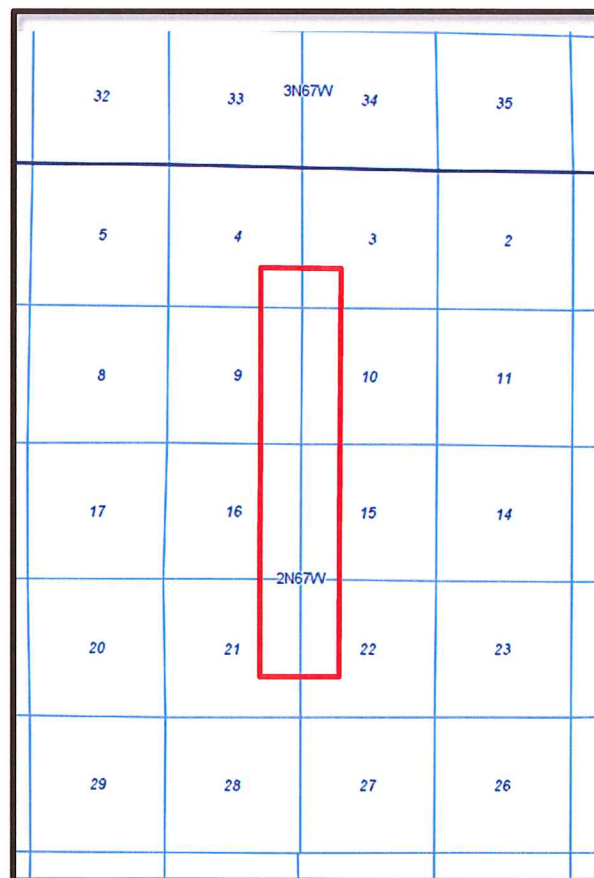
Section 16: E $\frac{1}{2}$ E $\frac{1}{2}$

Section 21: E $\frac{1}{2}$ NE $\frac{1}{4}$; NE $\frac{1}{4}$ SE $\frac{1}{4}$

Section 22: W $\frac{1}{2}$ NW $\frac{1}{4}$; NW $\frac{1}{4}$ SW $\frac{1}{4}$

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

960 acres, more or less, Weld County, Colorado



 = Application Lands

IN THE MATTER OF AN APPLICATION BY KERR-MCGEE OIL & GAS ONSHORE LP FOR AN ORDER POOLING ALL INTERESTS IN TWO (2) APPROXIMATE 960-ACRE DESIGNATED HORIZONTAL WELLBORE SPACING UNITS FOR PORTIONS OF SECTIONS 3, 4, 9, 10, 15, 16, 21, AND 22, TOWNSHIP 2 NORTH, RANGE 67 WEST, 6TH P.M., FOR THE DEVELOPMENT/OPERATION OF THE NIOBRARA AND CODELL FORMATIONS, WATTENBERG FIELD, WELD COUNTY, COLORADO

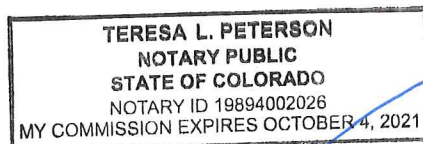
TYPE: POOLING

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 & Gas Onshore LP, and on or before the 6th day of December, 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.

Subscribed and sworn to before me this 29 day of November, 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.

2004 PATTERSON FAMILY REVOCABLE
TRUST U/T/D 8/31/2004
785 EL PINTADO RD.
DANVILLE, CA 94526

BARTELS MINERALS LLC A COLORADO
LIMITED LIABILITY COMPANY
3620 W. 10TH ST.
GREELEY, CO 80634

CHARLA HOLLOWELL
9251 WCR 24
FORT LUPTON, CO 80621

ECM RESOURCES, INC.
PO BOX 3668
LITTLETON, CO 80161

HOWARD J. FRANCIS AND SUSAN P.
FRANCIS, AS JOINT TENANTS
16503 BADMINTON RD. N.
PLATTEVILLE, CO 80651

JEFFREY LYONS
3312 ABBOTTSFORD ROAD
FORT COLLINS, CO 80524

JONATHAN L. S. GRILL AND RENEAY M.
GRILL, JOINT TENANTS
9145 WCR 24
FORT LUPTON, CO 80621

LOUISE A. LUHMAN
8727 WCR 24
FORT LUPTON, CO 80621

MARY L. LAPOINT
1719 VISCONTI DRIVE
SANDY, UT 84093

MICHAEL LYONS
612 PETERSON STREET
FORT COLLINS, CO 80524

MYRTLE A. TELEP
2315 54TH AVENUE
GREELEY, CO 80634

NANCY V. WALTER
2516 17TH AVE. CT.
GREELEY, CO 80631

PARKER REVOCABLE TRUST UNDER
AMENDED AND RESTATED TRUST
AGREEMENT DATED AUGUST 17, 2004
7134 RUANE STREET
SAN DIEGO, CA 92119

PATRICIA JO DERR
1821 CHESAPEAKE CIR.
JOHNSTOWN, CO 80534

PAUL L. MCCULLIS
PO BOX 3248
LITTLETON, CO 80161

RICHARD C. EDWARDS
59 LAKEVIEW DRIVE
BURBANK, WA 99323

ROBERT B. BROWN
1038 EAST BRYAN AVE.
SALT LAKE CITY, UT 84105

ROBIN M. GOLDEN
2431 EAGLEVIEW CIRCLE
LONGMONT, CO 80504

RUTH M. MARTIN
8592 WCR 24
FORT LUPTON, CO 80621

STREAR PROPERTIES – WILDCAT BASIN LLC
6825 EAST TENNESSEE #235
DENVER, CO 80224

THE JOHN D. STEPHENSON FAMILY TRUST
1575 OCEAN SHORE BLVD. #602
ORMOND BEACH, FL 32176

TROY LYONS
4431 QUEST DR.
FORT COLLINS, CO 80524

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

ANNETTE ZIEGLER
PO BOX 2810
GLENWOOD SPRINGS, CO 81602

CARL R. DEEPE AND
JULIA A. DEEPE, AS TRUSTEES
UNDER THE CARL R. DEEPE AND
JULIA A. DEEPE REVOCABLE LIVING
TRUST DATED JANUARY 20, 1994
23618 SW SHUMWAY ROAD
ROCK, KS 67131

DEBORA LYNN SPITZER
9179 WCR 24
FORT LUPTON, CO 80621

EMELIA E. WILMOTH
601 HORIZON PLACE APT. 136
GRAND JUNCTION, CO 81506

J. R. HART
11142 CR 19
FORT LUPTON, CO 80502

JOHN DAVID JOHNSON AND JUDITH NIX
JOHNSON, TRUSTEES OF THE JOHN DAVID
JOHNSON AND JUDITH NIX JOHNSON
REVOCABLE TRUST UTA 8/12/2004
1280 VISTA DEL MONTE
LAS CRUCES, NM 88007

KATHRYN B. STAHLMAN AND ROBBIN L.
PEPPLER, AS TRUSTEES OF THE
GRANDCHILDREN'S TRUST I
2131 62ND AVE.
GREELEY, CO 80634

MARILYN R. HUNT REVOACABLE LIVING
TRUST
7900 W. HARVARD PL.
LAKEWOOD, CO 80227

MICHAEL O. ECKSTINE AND LINDA R.
ECKSTINE, JT
1314 HWY 66
LONGMONT, CO 80504

MICHAEL OWEN ECKSTINE
1314 HWY 66
LONGMONT, CO 80504

NANCY E. BROWN
2808 BENT AVE.
CHEYENNE, WY 82001

PARADIZE LLC
921 INDIAN PEAK RD.
GOLDEN, CO 80403

PATRICIA A JONES
13600 WCR 11
LONGMONT, CO 80504

PATSY LUSK
1310 REDWOOD DRIVE
WINDSOR, CO 80550

REVINA JOHNSON
256 63RD AVE.
GREELEY, CO 80634

RICHARD J. BARTELS AND ROBBIN L.
PEPPLER, AS TRUSTEES OF THE
GRANDCHILDREN'S TRUST II
2131 62ND AVE.
GREELEY, CO 80634

ROBIN A. PARKER
10 CEDAR STREET
NORWOOD, MA 02062

ROY H. SPITZER
9179 WCR 24
FORT LUPTON, CO 80621

STREAR FARMS COMPANY, INC.
6825 EAST TENNESSEE #235
DENVER, CO 80224

THE HAROLD W. LUHMAN FAMILY TRUST
8737 WCR 24
FORT LUPTON, CO 80621

THOMAS E. BROWN
1719 VISCONTI DRIVE
SANDY, UT 84093

CRESTONE PEAK RESOURCES HOLDINGS
LLC
1801 CALIFORNIA ST., STE. 2500
DENVER, CO 80202

KERR-MCGEE OIL & GAS ONSHORE LP
1099 18TH ST., SUITE 1800
DENVER, CO 80202