

BEFORE THE OIL & GAS CONSERVATION COMMISSION
OF THE STATE OF COLORADO

IN THE MATTER OF THE APPLICATION
OF RBF MINERALS, LLC FOR AN ORDER
POOLING ALL MINERAL INTERESTS
INCLUDING ALL UNLEASED AND/OR
NONCONSENTING MINERAL INTERESTS
INVOLUNTARILY IN THE CRETACEOUS
AGE FORMATIONS IN A DESIGNATED
WELLBORE SPACING UNIT LOCATED IN
THE WATTENBERG FIELD, WELD
COUNTY, COLORADO

Cause No. _____

Docket No. _____

APPLICATION

COMES NOW RBF MINERALS, LLC (referred to herein as "Applicant"), by and through its undersigned attorneys, and makes application to the Colorado Oil and Gas Conservation Commission ("Commission"), for an order to pool all mineral interests including all unleased and/or nonconsenting mineral interests within a designated wellbore spacing unit for two wells to produce from the Cretaceous Age Formations located in Section 22: N2NW/4, Township 6 North, Range 67 West, 6th P.M., Weld County, Colorado ("Wellbore Spacing Unit"). In support hereof, the Applicant states and alleges as follows:

1. Applicant is a Colorado limited liability company duly authorized to conduct business in the State of Colorado. It has contracted with Synergy Resources Corporation to operate the RBF #11-22D Well and with Peterson Energy Operating Inc. to drill and operate the 392 Ventures #21-22D Well, both of whom are registered operators in good-standing with the Commission.

2. Applicant owns certain leasehold interests in the Wellbore Spacing Unit requested for pooling.

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. This Rule is in the process of being further amended to allow for additional wells. The lands encompassing the Wellbore Spacing Unit are subject to this Rule, specifically Rule 318A.a (4)(C) and 318A.e.(2), for the Codell and Niobrara Formations.

4. The Commission by Order No. 1 in cause No. 407 previously designated an 80-acre wellbore spacing unit for two wells, as described below, for the production of oil, gas, and associated hydrocarbons from the Codell Formation. In Order No. 407-10, the Commission amended Order No. 407-1 to include production from the Niobrara Formation in certain lands and to allow the downhole commingling of production from the Codell and Niobrara Formations. In Amended Order No. 407-87, the Commission expanded the scope of Niobrara Formation spacing and established 80-acre drilling and spacing with the Codell-Niobrara Formations underlying the

Wellbore Spacing Unit. The RBF #11-22D Well has been previously drilled and is being operated by one of the Applicant's operators, Synergy Resources Corporation. Applicant's operator, Peterson Energy Operating Inc. holds an approved Application for Permit to Drill for the 392 Ventures #21-22D Well within the Wellbore Spacing Unit.

5. Applicant, pursuant to Commission Rules 318A and 530 and pursuant to the provisions of C.R.S. §34-60-116, seeks an order to pool all mineral interests and to involuntarily pool all nonconsenting and/or unleased mineral interests not voluntarily pooled in the Cretaceous Age Formations underlying the following described 80-acre wellbore spacing unit:

Township 6 North, Range 67 West, 6th P.M.
Section 22: N/2NW/4

Weld County, Colorado

(referred to herein as the "Wellbore Spacing Unit")

6. Applicant proposes to drill the 392 Ventures #21-22D Well, API #05-123-33999 (hereinafter the "Proposed Wellbore Spacing Unit Well") within the designated Wellbore Spacing Unit with a proposed surface location of 1510 FNL, 2314 FWL of Section 22, Township 6 North, Range 67 West and a proposed bottomhole location of 661 FNL, 1958 FWL of Section 22, Township 6 North, Range 67 West.

7. Applicant has already drilled the RBF 11-22D Well, API #05-123-33999 (hereinafter the "Drilled Wellbore Spacing Unit Well") within the designated Wellbore Spacing Unit with a surface location of 1065 FSL, 1357 FWL of Section 15, Township 6 North, Range 67 West and a bottomhole location of 600 FNL, 600 FWL of Section 22, Township 6 North, Range 67 West.

8. Exhibit A attached hereto lists the mineral owners for the Wellbore Spacing Unit together with their addresses. All unleased and/or nonconsenting mineral owners have been offered the opportunity to voluntarily participate in both the Proposed Wellbore Spacing Unit Well and the Drilled Wellbore Spacing Unit Well (collectively, the "Wells"). To date, however, not all of such mineral owners have elected to participate by agreeing to bear their respective proportionate shares of the costs and risks of drilling, completing and operating the Wells. AFEs containing the information respecting these Wells required by Commission Rule 530.b. were sent to these mineral owners more than thirty (30) days prior to the date of the hearing on this Application.

9. All mineral owners (not otherwise leased, participating or voluntarily pooled) have been offered the opportunity to lease their minerals to Applicant upon terms consistent with the leases obtained from the other mineral owners in the Wellbore Spacing Unit. To date, however, certain mineral owners have failed or refused such reasonable offers to lease their minerals to Applicant. Reasonable offers to lease required by Commission Rule 530.c. were sent to these mineral owners more than thirty (30) days prior to the date of the hearing on this Application.

10. In order to prevent waste, protect correlative rights and foster the best interests of conservation of oil and gas resources, all mineral interests of parties entitled to participate in

production from the Wells, as listed on Exhibit A hereto, should be pooled and unleased and/or nonconsenting mineral owners should be involuntarily pooled as to production from the Cretaceous Age Formations in accordance with C.R.S. §34-60-116 and Commission Rules 318A and 530.

11. Applicant requests that the Commission's involuntary pooling order issued with respect to this Application be made retroactive to the date of the spudding of the Drilled Wellbore Spacing Unit Well, November 25, 2010.

12. Notice of this Application has been provided to those parties listed on Exhibit A attached hereto.

WHEREFORE, Applicant respectfully requests that this matter be set for hearing in December, 2011, that notice thereof be given as required by law and that upon such hearing this Commission enter its order:

A. Pooling involuntarily as to production from the Cretaceous Age Formations all of the unleased and/or nonconsenting mineral interest owners listed on Exhibit A with whom Applicant has been unable to secure a lease or an agreement for the drilling of the Wells as described in paragraphs 6 and 7 above and that such owners be treated as non-consenting owners under C.R.S. §34-60-116 and made subject to the terms and penalties provided for therein.

B. That all interest owners in the Wellbore Spacing Unit which have granted an oil and gas lease to Applicant in the Wellbore Spacing Unit be pooled as to production from the Cretaceous Age Formations with such terms as are just and reasonable affording to each owner the opportunity to receive his or her equitable share of production, and further providing that production from the Wellbore Spacing Unit be allocated to each mineral interest owner on the basis of the proportion that the mineral acres owned by each owner bears to the total mineral acres within the Wellbore Spacing Unit.

C. That the effective date of the Commission's involuntary pooling order will be made retroactive to the date of spudding of the Drilled Wellbore Spacing Unit Well, November 25, 2010.

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

DATED this 13th day of October, 2011.

Respectfully submitted,

RBF MINERALS, LLC

By: _____

Randall J. Feuerstein, Esq. (#10479)
Dufford & Brown, P.C.
Attorney for Applicant
1700 Broadway, Suite 2100
Denver, Colorado 80290
(303) 832-3804

Applicant's Address:
7251 West 20th Street, Suite D-1
Greeley, CO 80634

VERIFICATION

STATE OF COLORADO)
) ss.
COUNTY OF WELD)

Richard Bartels, Manager of RBF Minerals, LLC, of lawful age, being first duly sworn 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.

Richard Bartels as Manager of RBF Minerals, LLC, a Colorado limited liability company

Subscribed and sworn to before me this day of October, 2010.

Witness my hand and official seal. [SEAL]

My commission expires: _____

Notary Public

EXHIBIT A

Interested Parties

Leased Mineral Interest Owners:

Great Western Railway of Colorado, LLC
252 South Clayton Street
Denver, CO 80206

1996 Erna M. Butler Revocable Trust (May 13, 1996),
Erna M. Butler, aka Erna W. Butner, individually and as Trustee
725 Las Colinitas Road
San Rafael, CA 94903

Ruth Winder, individually and as Trustee of
The Ruth Winder Revocable Trust dated April 24, 2001
1051 6th Street #314
Greeley, CO 80631

The City of Greeley, Colorado
1001 10th Street
Greeley, CO 80631

Public Service Company of Colorado
1800 Larimer Street #900
Denver, CO 80002

392 Ventures LLC
P.O. Box 99
Windsor, CO 80550

Ed Duggan
32758 State Highway 257
Windsor, CO 80550

Larry L. Schupbach
P.O. Box 962
Graham, TX 76450

Unleased Mineral Interest Owners:

CC Land, LLC
c/o Champion Chevrolet
P.O. Box 676
Windsor, CO 80550

CC Land, LLC
c/o Mr. Edwin John Chamberlain
Registered Agent for CC Land, LLC
871 Champion Drive
Windsor, CO 80550

E-mail: chamberlainfam@msn.com

Pinecrest Associates, a New York Partnership
1400 St. Paul St.
Rochester, NY 14621

Cc: Phillip D. Barber, Esq.
Phillip D. Barber PC
1675 Larimer St., #620
Denver, CO 80202-1520

The Burlington Northern and Santa Fe Railway Company, nka BNSF Railway Company
2500 Lou Menk Drive
Fort Worth, TX 76131-2830

The Burlington Northern and Santa Fe Railway Company, nka BNSF Railway Company
Lock Box 676167
Dallas, TX 75267-6167

Cc: Ms. Debbie Pringer, CMM
Mineral Manager
Farmers National Company
5110 S. Yale, Suite 400
Tulsa, OK 74135

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AMENDED AFFIDAVIT OF MAILING

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

Randall J. Feuerstein of lawful age, and being first duly sworn upon his oath, states and declares:

That he is the attorney for RBF Minerals, LLC, that on October 13, 2011, he 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 to the Application.

Randall J. Feuerstein

Subscribed and sworn to before me on October 13, 2011.

Witness my hand and official seal.

My commission expires: _____

Notary Public