

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

IN THE MATTER OF THE APPLICATION OF
LARAMIE ENERGY II, LLC FOR AN ORDER
POOLING ALL NON-CONSENTING
INTERESTS IN THE WILLIAMS FORK AND
ILES FORMATION OF THE MESAVERDE
GROUP AND FOR THE MANCOS, NIOBRARA,
FRONTIER, MOWRY AND DAKOTA
FORMATIONS ("DEEP FORMATIONS") IN AN
ESTABLISHED DRILLING AND SPACING UNIT
LOCATED IN THE BUZZARD CREEK FIELD
AREA, MESA COUNTY, COLORADO

CAUSE NO:

DOCKET NO:

APPLICATION

COMES NOW, Laramie Energy II, LLC (referred to herein as "Applicant"), by and through its undersigned attorneys, and makes application to the Oil and Gas Conservation Commission of the State of Colorado ("COGCC"), for an order to pool all non-consenting interests for the drilling of ten (10) acre density wells within the Williams Fork Formation and the Iles Formation of the Mesaverde Group and also for the Mancos, Niobrara, Frontier, Mowry and Dakota Formations ("Deep Formations") in a described drilling and spacing unit in portion of Section 19 and 30, Township 9 South, Range 93 West, 6th P.M., Mesa, Colorado. In support of its application, Applicant states and avers as follows:

1. That the Applicant is duly authorized to conduct business in the State of Colorado.

2. That the Applicant owns certain leasehold interests in a substantial portion of the following described lands:

Township 9 South Range 93 West, 6th P.M.
Section 19: Lot 4, SE/4NW/4, E/2SW/4, SE/4
Section 30: Lots 1-3, NE/4SW/4, E/2NW/4, E/2

(Containing approximately 885.16 acres)

(hereinafter "Application Lands")

3. That concurrently with the filing of this application, Applicant has filed an application with the Commission to create a drilling and spacing unit consisting of the Application Lands for the production of gas and associated hydrocarbons produced from the Williams Fork Formation and the Iles Formation of the Mesaverde Group and for the Deep Formations.

4. Applicant has plans to commence the drilling of wells upon the Application Lands, which wells will be drilled into and produce from the Williams Fork Formation and the Iles

Formation of the Mesaverde Group and/or from the Deep Formations. More specifically, Applicant currently plans to drill the wells which are listed on Exhibit A attached.

5. At least 30 days prior to hearing on this application, Applicant will have sent to affected owners an appropriate AFE (containing the information required the Commission's Rule 530.a) detailing the estimated costs of drilling each of the wells listed on Exhibit A. Applicant anticipates, however, that one or more of such owners may refuse to participate in the drilling, testing and completion of the wells.

6. That in order to prevent waste, protect correlative rights and in the best interests of conservation, all interests of parties entitled to participate in the production from the wells listed on Exhibit A (such parties and their addresses being listed in Exhibit B attached hereto) should be pooled as to production from the Williams Fork Formation and the Iles Formation of the Mesaverde Group and/or from the Deep Formations in accordance with C.R.S. § 34-60-116 and Rule 530 of the COGCC.

7. That the names and addresses of the interested parties with respect to this Application are as set forth in Exhibit B hereto.

WHEREFORE, Applicant respectfully requests that this matter be set for hearing, that notice thereof be given as required by law and that upon such hearing this Commission enter its order that all working interest owners in these formations who have refused to execute Applicant's AFE and otherwise join in the drilling of the wells listed on Exhibit A attached hereto, or otherwise have not elected to participate in the costs of drilling the described wells and future wells be treated as non-consenting owners under C.R.S. § 34-60-116 for these wells and future drilled on the unit and made subject to the terms and penalties provided for therein and for such other findings and orders as the Commission may deem proper or advisable in the premises.

DATED this ____day of October, 2010.

Respectfully submitted:

Laramie Energy II, LLC

By:

William A. Keefe
Beatty & Wozniak, P.C.
216 Sixteenth St., Suite 1100
Denver, Colorado 80202
Telephone No.: (303) 407-4475

Applicant's Address:

Laramie Energy II, LLC
Attn: Mark Petry
1512 Larimer Street, Suite 1000
Denver, CO 80202

VERIFICATION

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

Mark R. Petry, of lawful age, being first duly sworn upon oath, deposes and says that he is a Vice President of Business Development for Laramie Energy II, LLC and that he has read the foregoing Application and that the matters therein contained are true to the best of his knowledge, information and belief.

Mark R. Petry

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

Witness my hand and official seal.

My commission expires:

Notary Public

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

IN THE MATTER OF THE APPLICATION OF
LARAMIE ENERGY II, LLC FOR AN ORDER
POOLING ALL NON-CONSENTING
INTERESTS IN THE WILLIAMS FORK AND
ILES FORMATION OF THE MESAVERDE
GROUP AND THE MANCOS, NIOBRARA,
FRONTIER, MOWRY AND DAKOTA
FORMATIONS ("DEEP FORMATIONS") IN AN
ESTABLISHED DRILLING AND SPACING UNIT
LOCATED IN THE BUZZARD FIELD AREA,
MESA COUNTY, COLORADO

CAUSE NO:

DOCKET NO:

AFFIDAVIT OF MAILING

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

William A. Keefe, of lawful age, and being first duly sworn upon his oath, states and declares:

That he is the attorney for Laramie Energy II, LLC, that on or before October __, 2010, he caused a copy of the attached Application in the subject docket to be deposited in the United States Mail, postage prepaid, addressed to the parties listed on Exhibit B to the Application.

By: William A. Keefe

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

Witness my hand and official seal.

My commission expires: _____.

Notary Public

EXHIBIT A

<u>Well Name</u>	<u>API Number</u>
Bruton 19-14B	05-077-10094-00
Bruton 19-06C	05-077-10093-00
Bruton 19-10C	05-077-10091-00
Bruton 30-02B	05-077-10092-00
Bruton 30-06B	05-077-10104-00
Bruton 30-08B	05-077-10103-00
Bruton 30-10B	05-077-10102-00
Bruton 30-16B	05-077-10101-00

EXHIBIT B

Laramie Energy II, LLC
1512 Larimer Street, Suite 1000
Denver, CO 80202

OXY USA, Inc.
10889 Wilshire Blvd.
Los Angeles, CA 90024

The C. Warren and Bettie G. Bruton
Family Trust, dated July 19, 2007 and
Eric T. Bruton, JTS
P.O. Box 42
Mesa, CO 81643

Charles C. DuCray and Sandra R. DuCray, JTs
174 31 Road
Grand Junction, CO 81503

DuCray Holdings Ltd.
3274 F 3/10ths Road
Clifton, CO 81520

Harrell C. Young
14348 58 Road
Collbran, CO 81624

Georgia C. Young
12449 58 Road
Collbran, CO 81624