

**BEFORE THE OIL AND GAS CONSERVATION COMMISSION
OF THE STATE OF COLORADO**

IN THE MATTER OF THE APPLICATION FOR AN
ORDER POOLING ALL INTERESTS IN THE NIOBRARA
FORMATION IN A 320-ACRE DRILLING AND SPACING
UNIT IN MOFFAT COUNTY, COLORADO

CAUSE NO.

DOCKET NO.

APPLICATION

COMES NOW Quicksilver Resources, Inc. ("Applicant"), by its attorneys, Beatty & Wozniak, P.C., and makes application to the Oil and Gas Conservation Commission of the State of Colorado ("Commission") for an order pooling all interests for the development of the Niobrara Formation on the following described lands:

Township 6 North, Range 92 West, 6th P.M.
Section 12: W½

Moffat County, Colorado (hereinafter "Application Lands").

In support of its application, Applicant states and alleges as follows:

1. Applicant is a corporation duly authorized to conduct business in the State of Colorado, and is a registered operator in good standing with the Commission.
2. Applicant owns leasehold interests in a substantial portion of the Application Lands.
3. The Application Lands are unspaced as to the Niobrara Formation and comprise a proposed drilling and spacing unit for development of the Niobrara Formation. The application establishing said proposed unit is being filed concurrently with this pooling application for the Commission's April, 2012 hearing, and approval of this pooling application is contingent upon Commission approval of said companion application.
4. Applicant, pursuant to the provisions of C.R.S. § 34-60-116 (6) & (7) and Commission Rule 530, seeks an order pooling all interests, including, but not limited to, any nonconsenting interests, in the Application Lands for the development of the Niobrara Formation, said order to apply to the currently-allowed well and any subsequent well drilled in the unit..
5. 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 C.R.S. § 34-60-116(7)(b)(II) are first incurred for the drilling of a horizontal well to the Niobrara Formation on the Application Lands.
6. Applicant certifies that copies of this Application will be served on all persons owning an interest in the mineral estate of the tracts to be pooled within seven (7) days of the date hereof, as required by Rule 507.b(2), and that at least thirty (30) days prior to the hearing on this matter, each such interest owner not already leased or voluntarily pooled will be offered the opportunity to lease, or to participate in the drilling of the well, and will be provided with the information required by Rule 530. The list of such interested parties is attached hereto as Exhibit A.

7. That in order to prevent waste and to protect correlative rights, all interests in the Application Lands should be pooled for the orderly development of the Niobrara Formation, including any nonconsenting interests therein.

WHEREFORE, Applicant requests that this matter be set for hearing at the next available opportunity, that notice be given as required by law, and that upon such hearing, the Commission enter its order:

A. Pooling all interests in the Application Lands for the development of the Niobrara Formation, including the currently-allowed well and all subsequent wells.

B. Providing that the Commission's pooling order is made effective as of the earlier of the date of this Application, or the date that the costs specified in C.R.S. § 34-60-116(7)(b)(II) are first incurred for the drilling of a horizontal well to the Niobrara Formation on the Application Lands.

C. 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 authorized well are pooled by operation of statute, pursuant to C.R.S. § 34-60-116(7), and made subject to the cost recovery provisions thereof with respect to all wells drilled to develop the Niobrara Formation in the drilling unit comprised of the Application Lands.

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

WHEREFORE, Applicant respectfully requests that this matter be set for hearing in April, 2012, notice be given as required by law, and that upon such hearing, the Commission enter its order consistent with Applicant's request as set forth above.

Dated this _____ day of February, 2012.

BEATTY & WOZNIAK, P.C.

By: _____
Kenneth A. Wonstolen
Elizabeth Gallaway
Beatty & Wozniak, P.C.
216 Sixteenth Street-Suite 1100
Denver, CO 80202-5115

Applicant's address:
Quicksilver Resources, Inc.
ATTN: Oscar Duarte
801 Cherry Street
Suite 3700, Unit 19
Fort Worth, TX 76102

VERIFICATION

STATE OF TEXAS)
)
COUNTY OF TARRANT) ss.

Oscar Duarte, of lawful age, being first duly sworn upon oath, deposes and says that he is Senior Landman for Quicksilver Resources, Inc. 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.

Oscar Duarte

Subscribed and sworn to before me this _____ day of February, 2012.

Witness my hand and official seal.

My commission expires:_____

Notary Public

EXHIBIT A

Quicksilver Resources Inc.
801 Cherry Street
Suite 3700, Unit 19
Fort Worth, TX 76102

A.S. Robinson
Address unknown

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AFFIDAVIT OF MAILING

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

Elizabeth Y. Gallaway, of lawful age, and being first duly sworn upon her oath, states and declares:

That she is the attorney for Quicksilver Resources, Inc., and that on or before February __, 2012 she 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.

Elizabeth Y. Gallaway

Subscribed and sworn to before me on February __, 2012.

Witness my hand and official seal.

My commission expires: _____.

Notary Public