

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

IN THE MATTER OF THE APPLICATION OF CONDOR
ENERGY TECHNOLOGY LLC FOR AN ORDER
POOLING ALL INTERESTS IN THE NIOBRARA
FORMATION IN A 640-ACRE EXPLORATORY
DRILLING AND SPACING UNIT IN WELD COUNTY,
COLORADO

CAUSE NO.

DOCKET NO.

APPLICATION

COMES NOW Condor Energy Technology LLC ("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 7 North, Range 60 West, 6th P.M.
Section 23: All

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

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

1. Applicant is a limited liability company duly authorized to conduct business in the State of Colorado, and is a registered operator in good standing with the Commission.
2. Applicant holds the right to operate for a substantial portion of the Application Lands.
3. Applicant has filed, concurrently with this Application, a spacing application requesting that the Commission establish an exploratory 640-acre drilling and spacing unit, which applies to the Application Lands. The concurrent spacing application also requests the right to drill and complete one (1) horizontal well with the option to drill up to three (3) additional horizontal wells in the exploratory 640-acre drilling and spacing unit.
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 in the Application Lands for the development of the Niobrara Formation, including any nonconsenting interests therein. As of the date of this Application, no Applications for Permit to Drill has been filed with the Commission.
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 wells, 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 640-acre drilling and spacing unit and the Application Lands for the development of the Niobrara Formation.

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 any of the horizontal wells 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 wells are pooled by operation of statute, pursuant to C.R.S. § 34-60-116(7), and made subject to the cost recovery provisions thereof.

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

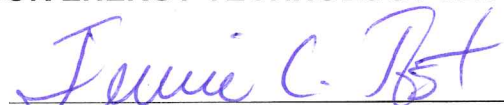
WHEREFORE, Applicant respectfully requests that this matter be set for hearing in October, 2012, that notice be given as required by law, and that upon such hearing, the Commission enter its order consistent with Applicant's request as set forth above.

Dated: August 1, 2012.

Respectfully submitted:

CONDOR ENERGY TECHNOLOGY LLC

By:



Jamie L. Jost
Theresa M. Sauer
Beatty & Wozniak, P.C.
Attorneys for Applicant
216 16th Street, Suite 1100
Denver, Colorado 80202

Applicant's Address:

Condor Energy Technology LLC
c/o STXRA
ATTN: Sean Fitzgerald
1416 Campbell, Building B, Suite 204
Houston, Texas 77055

VERIFICATION

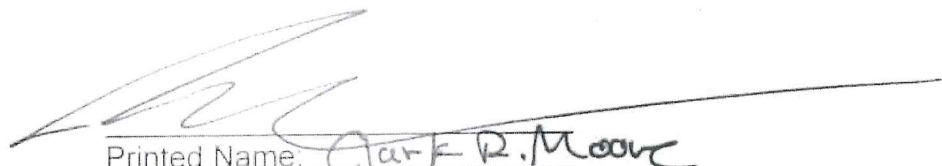
STATE OF CALIFORNIA)

COUNTY OF Contra Costa)

) ss.

Clark Moore, Executive Vice President, with Condor Energy Technology LLC, 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.

CONDOR ENERGY TECHNOLOGY LLC



Printed Name: Clark R. Moore

Title: Executive Vice President

EVP Subscribed and sworn to before me this 31 day of July, 2012, by Clark Moore,
for Condor Energy Technology LLC.

Witness my hand and official seal.

My commission expires: May 26, 2016



Valentina Babichev
Notary Public

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DRILLING AND SPACING UNIT IN WELD COUNTY,
COLORADO

DOCKET NO.

Carolyn P. Boulette
Notary Public

EXHIBIT A
INTERESTED PARTIES

Irwin Lee Jess & Tamara Jess
17265 County Rd. V
Fort Morgan, 80701

Amber Waves
25210 Highway 392
Greeley, CO 80631

BOKF, NA, as Agent
for U.S. Bank N.A.
Agent for Phyllis Bolin
P.O. Box 3499
Tulsa, Oklahoma 74101

Roxanne Honaker
14909 Padero Court
Bakersfield, CA 93306

Bill Paul
1004 Kopra Street
Truth of Consequences, NM 87901

City Of Wray
c/o Kris Jones, Mayor
P.O. Box 35
Wray, CO 80758

Ruby Schmotzer
1012 Ontario Drive
West Columbia, SC 29169

Andrew Prebish
3439 East Poinsettia Drive
Phoenix, AZ 85028

Wray Area Foundation
c/o Lance Bohall
PO Box 314
Wray, CO 80758

Darryl J. Paul
8524 Canterbury Lake Blvd.
Tampa, FL 33619

Gale S. Frady
507 Sulgrave Drive
Columbia, SC 29210

Kristen L. Johnson
Address Unknown

United Methodist Church of Wray
500 Blake Street
Wray, CO 80758

Todd R. Ullmann
Address Unknown

Donald Charles Schmotzer
4115 Barbara Drive
West Columbia, SC 29169

Patricia Anne Carter
108 Residents Lane
Branson, MO 65616

Danielle Ullmann
Address Unknown

Jay Kenneth Littlefield and
Linda L. Littlefield
117 Juniper Drive
Sterling, Colorado 80751

Linda Santora
813 E. 20th St. Dr.
Greeley, CO 80634

Lynn Schild
2000 S. Joliet
Sioux Falls, SD 57110

Jay Kenneth Littlefield and
Linda L. Littlefield, as Trustees of the
Littlefield Family Joint Living Trust
117 Juniper Drive
Sterling, Colorado 80751

Denice L. Paul
1949 Amberwood Dr.
Riverview, FL 33578

Glen Schild
5020 Pierre St.
Rapid City, SD 57702

Winn Exploration Co., Inc.
Attn: Michael W. Calley
800 North Shoreline Blvd.
Suite 1900 North
Corpus Christi, TX 78401

Condor Energy Technology LLC
Attn: Clark Moore
3315 Highway 50
Silver Springs, Nevada 89429

Pacific Energy Development Corp.
Attn: Frank C. Ingriselli, President
and Chief Executive Officer
4125 Blackhawk Plaza Circle,
Suite 201A
Danville, California 94506

Crain Energy, Ltd.
Attn: Darren Groce, Legal/Land
222 East Tyler Street
PO Box 2146
Longview, TX 75606

Esenjay Oil & Gas, Ltd.
Attn: Linda D. Schibi,
Vice President, Land
500 N. Water Street, Suite 1100 S
Corpus Christi, TX 78401-0236

Lacy Properties, Ltd.
Attn: Darren Groce, Legal/Land
222 East Tyler Street
PO Box 2146
Longview, TX 75606

Continental Resources, Inc.
P.O. Box 1032
Enid, OK 73702

Continental Resources, Inc.
302 N. Independence
Enid, OK 73701

Apple Creek, LLC
335 South York Street
Denver, CO 80209

Great Western Oil & Gas Company
1700 Broadway, Suite 650
Denver, CO 80290-1170

Prima Exploration, Inc.
100 Fillmore Street, Suite 450
Denver, CO 80206

Blackhead Petroleum, LLC
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Prima Exploration, Inc.
Nominee for Marshall Resources
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Englewood, CO 80110

Gene F. Lang & Co.
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Patricia A. Truesdell
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Evans, CO 80206

Antelope Energy Company, LLC
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Midland, TX 79701

James K. and Sherry L. Ullmann
119 N. Fremont Ave.
Johnstown, CO 80534

Hat Creek Royalty LTD.
P.O. Box 3240
Midland, TX 79702