

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

IN THE MATTER OF THE APPLICATION OF
AXIA ENERGY, LLC FOR AN ORDER TO
POOL ALL INTERESTS IN AN
APPROXIMATE 2613.44-ACRE UNIT
LOCATED IN SECTIONS 3, 4, 9 AND 10
TOWNSHIP 8 NORTH, RANGE 90 WEST,
6TH P.M., IN AN UNNAMED FIELD, MANCOS
AND NIOBRARA FORMATIONS, MOFFAT
COUNTY, COLORADO.

Cause No. _____

Docket No. _____

APPLICATION

COMES NOW AXIA ENERGY, 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 interests within a 2613.44-acre unit Mancos and Niobrara Formations located on the following lands:

Township 8 North, Range 90 West, 6th P.M.,

Section 3: Lots 2, 5-18; a/d/a SW $\frac{1}{4}$ NE $\frac{1}{4}$; a/d/a ALL

Section 4: Lots 5-20; a/d/a ALL

Section 9: Lots 1-16; a/d/a ALL

Section 10: Lots 1-15; a/d/a SE $\frac{1}{4}$ SE $\frac{1}{4}$; a/d/a ALL

Moffat County, Colorado (the "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 owns leasehold interests in a substantial portion of the Application Lands and will be the operator in the 2613.44-acre unit.

3. Currently, the Application Lands are subject to Commission Rule 318.a. which provides that a well to be drilled in excess of two thousand five hundred (2,500) feet in depth shall be located not less than six hundred (600) feet from any lease line, and shall be located not less than one thousand two hundred (1,200) feet from any other producible or drilling oil or gas well when drilling to the same source of supply, unless authorized by order of the Commission upon hearing. The Application Lands, however, are subject to a 2613.44-acre unit application filed by Applicant concurrently with this 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 consisting of the 2613.44-acre unit for the development of the Mancos and Niobrara Formations, said order to apply to the Bulldog 10-24H-890 Well ("Well") and any subsequent wells 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 the Well, or any subsequent well drilled in the unit to the Mancos and Niobrara Formations 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 and the 2613.44-acre unit for the Mancos and Niobrara Formations should be pooled for the orderly development of the 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 and 2613.44-acre unit for the development of the Mancos and Niobrara Formations.

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 the Well or any subsequent well drilled in the unit to the Mancos and Niobrara Formations 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 Mancos and Niobrara Formations in the 2613.44 acre drilling and spacing unit comprising 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 March, 2013, 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: January 24, 2013

Respectfully submitted,

AXIA ENERGY, LLC

By: Jamie L. Jost

Jamie L. Jost
Gregory J. Nibert Jr.
Beatty & Wozniak, P.C.
Attorneys for Applicant
216 16th Street, Suite 1100
Denver, Colorado 80202
(303)407-4499

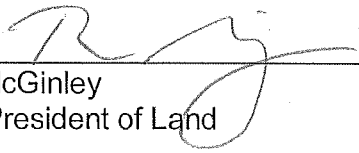
Applicant's Address:

Axia Energy LLC
ATTN: Tab McGinley
1430 Larimer Street, Suite 400
Denver, Colorado 80202

VERIFICATION

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

Tab McGinley, Vice President of Land, of Axia Energy, 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.



Tab McGinley
Vice President of Land

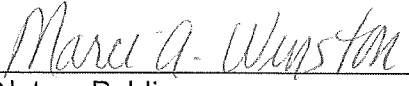
Subscribed and sworn to before this 23RD day of January, 2013.

Witness my hand and official seal.

My commission expires:

[SEAL]





Notary Public

IN THE MATTER OF THE APPLICATION OF
AXIA ENERGY, LLC FOR AN ORDER TO
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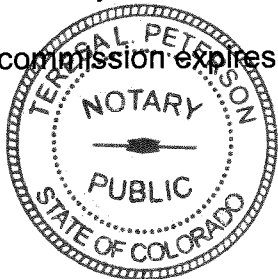
STATE OF COLORADO)
)ss.
CITY AND COUNTY OF DENVER)


That she is the attorney for Axia Energy, LLC, that on or before January 31, 2013, 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.

James L. Jost

Witness my hand and official seal.

My commission expires: 10-04-13




 Notary Public

IN THE MATTER OF THE APPLICATION OF
AXIA ENERGY, LLC FOR AN ORDER TO
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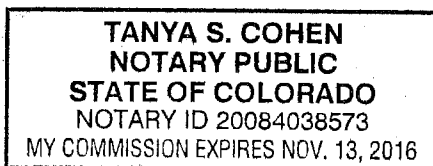
STATE OF COLORADO)
)ss.
CITY AND COUNTY OF DENVER)

That she is the attorney for Axia Energy, LLC, that on or before February 2, 2013, 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.

Fanni C. De

Subscribed and sworn to before me January 31, 2013.

My commission expires: 11/13/2016



Janet A. Scoll
Notary Public

EXHIBIT A

AXIA ENERGY, LLC
ATTN: TAB MCGINLEY
1430 LARIMER STREET, SUITE 400
DENVER, CO 80202

YATES PETROLEUM CORPORATION
105 S. 4TH STREET
ARTESIA, NM 88210

OXY USA INC.
ATTN: KATHLEEN BONI
5 GREENWAY PLAZA, SUITE 110
HOUSTON, TEXAS 77046

MYCO INDUSTRIES, INC.
423 WEST MAIN STREET
ARTESIA, NM 88210

QUICKSILVER RESOURCES, INC.
ATTENTION: CLAY BLUM
801 CHERRY STREET, STE. 3700
FORT WORTH, TEXAS 76102

ABO PETROLEUM CORPORATION
105 S. 4TH STREET
ARTESIA, NM 88210

YATES DRILLING COMPANY
105 S. 4TH STREET
ARTESIA, NM 88210

U.S.A. C/O BUREAU OF LAND MANAGEMENT
2850 YOUNGFIELD STREET, LAKEWOOD, CO
80215

BILL M. & MARYLOU WISDOM
43637 N HWY 13
CRAIG, CO, 81625

STATE OF COLORADO, STATE BOARD OF
LAND COMMISSIONERS
1127 SHERMAN STREET, SUITE 300,
DENVER, CO 80202

JIM F KOWACH
747 ROSE ST.
CRAIG, CO 81625

THE BOARD OF COUNTY COMMISSIONERS
OF MOFFAT COUNTY, STATE OF COLORADO
221 W. VICTORY WAY
CRAIG, CO 81625

MCCOY FAMILY TRUST
12508 HAY COURT
EL CAJON, CA 92021

20 MILE SHEEP COMPANY, LLC
35513 N. HWY 13
CRAIG, CO 81625

LEONA DANNER (DEC) C/O THOMAS
DANNER
8 RODMAN LANE
PLYMOUTH, MA 02360

ISABELLE FEATHERS C/O DIANA HUNT
300 TUDOR CT.
SANTA ROSA, CA 95401

LINDA MILLER C/O SALLY MILLER SAKALA,
7533 W CO RD 20
LOVELAND, CO 80537

BARBARA J. GORAL & DONNA R. MAHONEY
P.O. BOX 30
VICTOR, MT 59875-0030

PIERRE & KAYE JOHNSON, CO-TRUSTEES
OF THE PIERRE AND KAYE JOHNSON
FAMILY TRUST
160 COUNTY ROAD 78
CRAIG, CO 81625

ROBIN HERRING
848 E. 11TH
CRAIG, CO 81625

C. WILLIAM HOORNBECK
PO BOX 4
GRANBY, CO 80446

KRISTIN L. PRESCOTT
17512 83RD PLACE NE, APT. C204
KENMORE, WA 98028-1891

GEORGE G. MERCHANT
PO BOX 2613
EVERGREEN CO 80437

GAIL LYNN REUST & DIANE SUE BUTLER
1701 NEW HAVEN DR.
GLEN ALLEN, VA 23059

CAROLYN L. OWER
26223 COUNTY ROAD M
CORTEZ, CO 81321

EVELYN RICE C/O SALLEY A. GRIFFIN PR
830 FRANK ROAD
BELGRADE, MT 59714

BRYCE MILLER
2629 MCGREGOR BLVD
FERNANDINA BEACH, FL 32034

FROSTY ACRES RANCH PARTNERSHIP, LTD.
41380 NORTH HIGHWAY 13
CRAIG, CO 81625

CYNTHIA L. GASKILL
PO BOX 13726
LEXINGTON, KY 40583

KIM W. MILLER, TRUSTEE OF THE KIM
WESLEY MILLER REVOCABLE LIVING TRUST
DATED JANUARY 27, 1999
C/O SALLY MILLER SAKALA,
7533 W CO RD 20, LOVELAND, CO 80537

SALLY MILLER SAKALA
6723 E. HEATHER DRIVE
MESA, AZ 85215

SALLY MILLER SAKALA
7533 W CO RD 20
LOVELAND, CO 80537

FRANK MILLER JR.
3935 DOUGLAS MOUNTAIN DRIVE
GOLDEN, CO 80403

LINDA M. MILLER
6723 E. HEATHER DRIVE
MESA, AZ 85215

CAROL DEAN MURPHY
PO BOX 97
FRASER, CO 80442

TRENT A. MILLER
3935 DOUGLAS MOUNTAIN DRIVE
GOLDEN, CO 80403

JARRETT F. COOK, AS TRUSTEE OF THE
JARRETT F. COOK LIVING TRUST, DATED
4/7/2005
4055 COUNTY ROAD 501
BAYFIELD, CO 81122

ROSALYN CULVER TRUST DATED 9/10/2009
PO BOX 81045
SAN DIEGO, CA 92138

TONIA L. REARDON FKA TONIA L. WENDT
166 GREENLINKS AVENUE
MIDDLETON, ID 83664

OIL AND GAS TRUST UNDER A.M. CULVER
TRUST DATED 11/18/1970
PO BOX 81045
SAN DIEGO, CA 92138

CHARLES W. JORDAN (DEC.) C/O CAROLYN
JORDAN
718 SOUTH 10TH STREET, UNIT B
CANON CITY, CO 81212

POMONA COLLEGE
550 NORTH COLLEGE AVENUE,
CLAREMONT, CA 91711

RONALD LAWTON & SHIRLEY L. LAWTON
PO BOX 421
CRAIG, CO 81626

EXCO, INC.
PO BOX 6046
DENVER, CO 80206

THE TRUST AGREEMENT OF GORDON
DELOSS BOOCO
PO BOX 970
HAYDEN, CO 81639

GEORGE HARPER
PO BOX 1738
CARBONDALE, CO 81623

THE TRUST AGREEMENT OF ILDA RUTH
BOOCA
PO BOX 970
HAYDEN, CO 81639

JUDITH C. AMBER, AS TRUSTEE OF THE
JUDITH C. AMBER REVOCABLE LIVING
TRUST DATED JULY 1, 1992
3634 S. 40TH ST.
LINCOLN, NE 68506