

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 2572.41-ACRE UNIT
LOCATED IN SECTIONS 15, 16, 21 AND 22
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 2572.41-acre unit Mancos and Niobrara Formations located on the following lands:

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

Section 15: Lots 1-14, E $\frac{1}{2}$ NE $\frac{1}{4}$; a/d/a ALL

Section 16: ALL

Section 21: Lots 1-16; a/d/a ALL

Section 22: Lots 1-16; 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 2572.41-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 2572.41-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 2572.41-acre unit for the development of the Mancos and Niobrara Formations, said order to apply to the Bulldog 15-11H-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 2572.41-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 2572.41-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 2572.41-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

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

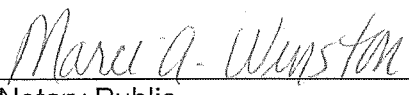
Subscribed and sworn to before this 23RD day of January, 2013.

Witness my hand and official seal.

My commission expires:

[SEAL]





Notary Public

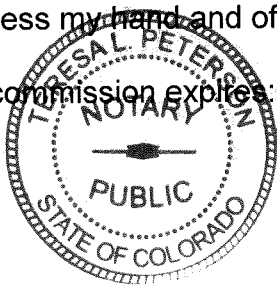
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AND NIOBRARA FORMATIONS, MOFFAT
COUNTY, COLORADO.

Docket No. _____

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.

My commission expires: 10-04-13



Notary Public

IN THE MATTER OF THE APPLICATION OF
AXIA ENERGY, LLC FOR AN ORDER TO
POOL ALL INTERESTS IN AN
APPROXIMATE 2572.41-ACRE UNIT
LOCATED IN SECTIONS 15, 16, 21 AND 22
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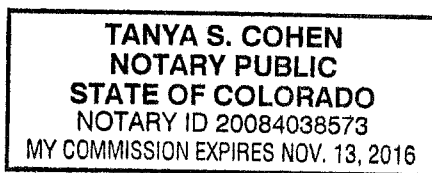
STATE OF COLORADO)
)ss.
CITY AND COUNTY OF DENVER)

That she is the attorney for Axia Energy, LLC, that on or before February 8, 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.

Tamir B

Subscribed and sworn to before me January 31, 2013.

My commission expires: 11/13/2016




Notary Public

EXHIBIT A

AXIA ENERGY, LLC
ATTN: TAB MCGINLEY
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5 GREENWAY PLAZA, SUITE 110
HOUSTON, TEXAS 77046

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905 MYLAR PARK DRIVE
CHEYENNE, WY 82009

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13727 NOEL ROAD, STE 500
DALLAS, TX 75240

BEARTHOOH OIL & GAS COMPANY
1316 HIGHWAY 6 AND 50
LOMA, CO 81524

MERIT MANAGEMENT PARTNERS II, LP
13727 NOEL ROAD, STE 500
DALLAS, TX 75240

CONLEY P. SMITH, LLC
325 VINE ST.
DENVER, CO 80206

MERIT MANAGEMENT PARTNERS III, L.P
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DAB RESOURCES
1776 LINCOLN ST., SUITE 500,
DENVER, CO 80203

ONEOK RESOURCES CO
F/K/A ANDERMAN OILS, LLC
100 W 5TH STREET #450
TULSA, OK 74103

HERITAGE ENERGY RESOURCES, INC.
7310 SOUTH ALTON WAY, SUITE 6D,
CENTENNIAL, CO 80112

QEP ENERGY COMPANY
1050 17TH STREET, STE 500
DENVER, CO 80265

KAISER-FRANCIS OIL COMPANY
6733 SOUTH YALE AVE
TULSA, OK 74136

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225 UNION BLVD, STE 450
LAKEWOOD, CO 80228

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