

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

IN THE MATTER OF THE APPLICATION
OF HRM RESOURCES, LLC FOR AN
ORDER POOLING ALL INTERESTS IN A
160-ACRE WELLBORE SPACING UNIT
LOCATED IN SECTION 36, TOWNSHIP 6
NORTH, RANGE 66 WEST 6TH P.M., FOR
DEVELOPMENT OF THE CODELL AND
NIOBRARA FORMATIONS, BRACEWELL
FIELD, WELD COUNTY, COLORADO

CAUSE NO.

DOCKET NO.

APPLICATION

HRM Resources, LLC ("Applicant"), by its attorneys, Beatty & Wozniak, P.C., submits this application to the Oil and Gas Conservation Commission of the State of Colorado ("Commission") for an order pooling all interests within an approximate 160-acre wellbore spacing unit for the development of the Codell and Niobrara Formations by the drilling of the Hiner 4-2-36 Well ("the Well") on the following described lands:

Township 6 North, Range 66 West, 6th P.M.
Section 36: W $\frac{1}{2}$ NE $\frac{1}{4}$, E $\frac{1}{2}$ NW $\frac{1}{4}$

Weld County, Colorado
("Application Lands" or "Wellbore Spacing Unit").

In support thereof, 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 substantial leasehold interests in the Application Lands.
3. On April 27, 1998, the Commission adopted Rule 318A, which, among other things, allowed certain drilling locations to be utilized to drill or twin a well, deepen a well or recomplete a well and to commingle any or all of the Cretaceous Age Formations from the base of the Dakota Formation to the surface. On December 5, 2005, Rule 318A was amended to allow interior infill and boundary wells to be drilled and wellbore spacing units to be established by operator designation. Rule 318A has been recodified as Rule 318A(I) with respect to the Greater Wattenberg Area outside of the City and County of Broomfield. The Application Lands are subject to Rule 318A(I) for the Codell and Niobrara Formation.

4. On January 17, 2013, Applicant sent notice letters designating a (boundary) wellbore spacing unit comprised of the Application Lands, pursuant to Rules 318A(l): a(4)C, e(2) and e(6). As of the date of this Application, no objections to the designation of the unit have been received.

5. Applicant, pursuant to Commission Rule 530 and the provisions of C.R.S. § 34-60-116 (6) and (7), seeks an order pooling all interests, including but not limited to, any nonconsenting interests, in the Wellbore Spacing Unit for development of the Codell and Niobrara Formations.

6.. 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.

7.. 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 as applicable.

8. 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 Codell and Niobrara Formations, including any nonconsenting interests therein.

WHEREFORE, Applicant requests that this matter be set for hearing at the next available opportunity, 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:

A. Pooling all interests in the Application Lands for the development of the Codell 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 any of the costs specified in C.R.S. § 34-60-116(7)(b)(II) are first incurred for the drilling of the Well.

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 Well are pooled by operation of statute, pursuant to C.R.S. § 34-60-116(6) and (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.

Dated: January 24, 2013.

Respectfully submitted:

HRM RESOURCES, LLC

By:



Kenneth A. Wonstolen

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:

HRM Resources LLC.

c/o L. Roger Hutson

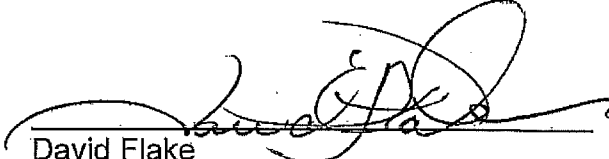
410 17th St., Suite 1200

Denver, CO 80202

VERIFICATION

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

David Flake, of lawful age, being first duly sworn upon oath, deposes and says that he is the Chief Financial Officer of HRM Resources 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.

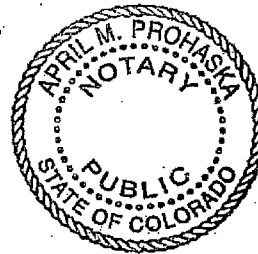


David Flake
Chief Financial Officer
HRM Resources LLC

Subscribed and sworn to before this 24th day of January, 2013.

Witness my hand and official seal.

[SEAL]



My commission expires: 6-16-2014

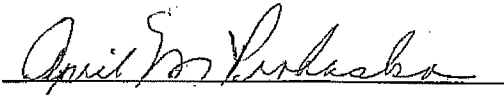


EXHIBIT A

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Pearl Gomez as Guardian of the Estate of Michael
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Michael Gomez
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Colorado Springs, CO 80906

Estate of Viola Anne Merrill c/o John Mark Merrill
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Jose Mendoza and Rosie Aguilar a/k/a Rosita Elvira
Aguilar
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Joseph C. Filipponi, Trustee of the Joseph Filipponi
Trust dated 3/21/2012
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Greeley, CO 80633

Juana Rodriguez, Antonio Rodriguez and Yolanda
Jorgensen
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Greeley, CO 80631

Manuel Varela
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Manuel Varela and Aurora Varela
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Maria G. Martinez, Ignacio Martinez, and Valentino
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Saul Cisneros
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Denver, CO 80202

Noble Energy Production, Inc.
1626 Broadway, Suite 2200
Denver, CO 80202

Estate of H.L. Willett
518 17th Street, Suite 250
Denver, CO 80202

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)ss.

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That he is the attorney for HRM Resources LLC, that on or before January 31, 2013, he 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.

Gregory J. Nibert Jr.

Subscribed and sworn to before me on January 24, 2013.

Witness my hand and official seal.

My commission expires: 11/13/2016

