

**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 DRILLING AND SPACING
UNIT LOCATED SECTION 36, TOWNSHIP
6 NORTH, RANGE 66 WEST, AND
SECTION 31, TOWNSHIP 6 NORTH,
RANGE 65 WEST 6TH P.M., IN 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 8-2-36 Well ("the Well") on the following described lands:

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

Township 6 North, Range 65 West, 6th P.M.
Section 31: W $\frac{1}{2}$ 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(I): 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

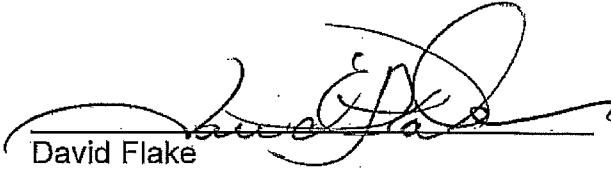
Applicant's Address:

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.

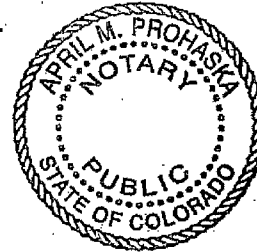


David Flake
Chief Financial Officer
HRM Resources LLC

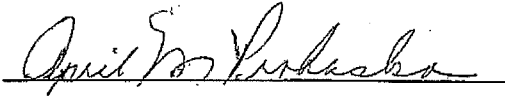
Subscribed and sworn to before this 31st day of January, 2013.

Witness my hand and official seal.

[SEAL]



My commission expires: 6-10-2014



April M. Prohaska

EXHIBIT A

Alfredo Nava and Carmela Nava
1406 N. 25th Ave. Ct.
Greeley, CO 80631

Anselmo Ortega
1408 N. 26th Ave.
Greeley, CO 80631

AVG and Company, LLP c/o Annabelle M.
Canzona
3527 W. 12th St.
Greeley, CO 80634

Bernadette Wendy Duran
1514 N. 25th Ave. Ct.
Greeley, CO 80631

Byron Kent Grams and Jenny Lynette Grams
1501 N. 25th Ave.
Greeley, CO 80631

City of Greeley, acting by and through its
Water Enterprise c/o Greeley Water and
Sewer Department
1100 10th St.
Greeley, CO 80631

Collier C. Foose
727 Peyton Dr.
Ft Collins, CO 80525

Colony Improvement Corporation
1408 N. 26th Ave.
Greeley, CO 80631

Darrell D. Wells
1831 Chesapeake Cir.
Johnstown, CO 80534

David and Tammy Miracle
1509 N. 26th Ave.
Greeley, CO 80631

Donaciano Andres Garcia and Andrea Garcia
408 11th Ave.
Greeley, CO 80631

Emma Jean Silva
1516 N. 25th Ave.
Greeley, CO 80631

Florentina Cavazos
1508 N. 25th Ave. Ct.
Greeley, CO 80631

Francisco J. Madrigal
1415 N. 25th Ave.
Greeley, CO 80631

Huga Nava and Rosario A. Ortiz
1414 N. 25th Ave. Ct.
Greeley, CO 80631

Inez and Pedro R. Gutierrez
401 N. 21st Ave.
Greeley, CO 80631

Javier and Leticia Gurrola
1409 N. 25th Ave Ct.
Greeley, CO 80631

Pearl Gomez
1515 N. 26th Ave.
Greeley, CO 80631

Pearl Gomez as Guardian of the Estate
of Michael Gomez
1512 N. 26th Ave.
Greeley, CO 80631

Michael Gomez
1512 N. 26th Ave.
Greeley, CO 80631

Estate of Viola Anne Merrill
c/o Jessica Anne Merrill
247 Chatham Dr.
Colorado Springs, CO 80906

Estate of Viola Anne Merrill
c/o John Mark Merrill
P.O. Box 771767
Steamboat Springs, CO 80487

Delilah Fiechter
2121 24th Street Rd.
Greeley, CO 80631

Johnny Gomez
4588 Hooker St.
Denver, CO 80211

Joe Anthony Gutierrez and Linda Mae Rios
1405 N. 25th Ave. Ct.
Greeley, CO 80631

Joe Anthony Gutierrez
1401 N. 25th Ave. Ct.
Greeley, CO 80631

Jose A. and Beneranda Marquez
1513 N. 25th Ave.
Greeley, CO 80631

Jose Mendoza
325 23rd Ave. Ct.
Greeley, CO 80631

Jose Mendoza and Rosie Aguilar
a/k/a Rosita Elvira Aguilar
1507 N. 25th Ave. Ct.
Greeley, CO 80631

Joseph C. Filippini, Trustee of the
Joseph Filippini Trust dated 3/21/2012
Box 337012
Greeley, CO 80633

Juana Rodriguez, Antonio Rodriguez and Yolanda
Jorgensen
1405 N. 26th Ave.
Greeley, CO 80631

Manuel Varela
1411 N. 26th Ave.
Greeley, CO 80631

Manuel Varela and Aurora Varela
1411 N. 26th Ave.
Greeley, CO 80631

Maria G. Martinez, Ignacio Martinez, and
Valentino Martinez c/o Mary J. Martinez
4507 W. 3rd St.
Greeley, CO 80634

Michael Anthony Gutierrez-Segura
4728 Everglade Ct.
Greeley, CO 80634-9274

Nicolas R. Brownwood
24707 County Rd. #1
LaSalle, CO 80645

Pedro and Ernestina Rodriguez
1508 N. 25th Ave.
Greeley, CO 80631

Pedro P. Gutierrez
1400 N. 25th Ave. Ct.
Greeley, CO 80631

Peter B. and Zulema B. Gutierrez
1406 N. 26th Ave.
Greeley, CO 80631

Peter N. Gutierrez, Joe B. Gutierrez,
and Zulema B. Gutierrez
2511 M St.
Greeley, CO 80631

Ruben Montoya
1413 N. 25th Ave. Ct.
Greeley, CO 80631

Rose M. Castillo c/o Susie M. Jojola
1421 N. 25th Ave. Ct.
Greeley, CO 80634-9274

Ruby Dee Gutierrez
1506 N. 26th Ave.
Greeley, CO 80631

Saul Cisneros
1511 N. 25th Ave. Ct.
Greeley, CO 80631

Sunshine Valley Petroleum Corp.
950 Stafford
Casper, WY 82609

Washington Properties IV, LLC c/o Patti M.
Stickler and David B. Stickler
P.O. Box 7063
Loveland, CO 80537

Weld County, Colorado
1150 O. St. Room #107
Greeley, CO 80631

Jordance Energy, Inc.
1615 California St., Suite 702
Denver, CO 80202

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

Kerr-McGee Oil and Gas Onshore, LP
1999 Broadway, Suite 3700
Denver, CO 80202

Wellstar Corporation
1616 Glenarm, Suite 1900
Denver, CO 80202

Pro-Active Investments, a Colorado Corporation
4070 S. Ivy Lane
Englewood, CO 80111

Michael D. Zeitlin Grantor Trust
4181 S. Quebec Street
Denver, CO 80237

MOGPI, a Colorado Corporation
3000 E. Geddes Place
Littleton, CO 80122

Haynie Oil Company, Inc.
1580 Lincoln Street, Suite 400
Denver, CO 80203

Frank Wilson III and Deborah Z. Wilson,
Trustees of the Wilson Family 2010
Trust dated 4/3/10
Colton, LLC
621 17th Street
Denver, CO 80293

Milton V. Spencer,
C-120 Petroleum Center
San Antonio, TX 78209

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AFFIDAVIT OF MAILING

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

Gregory J. Nibert Jr. of lawful age, and being first duly sworn upon his oath,
states and declares:

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.

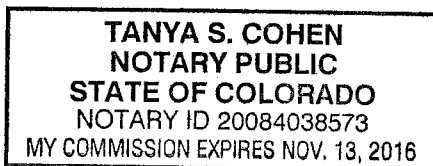



Gregory J. Nibert Jr.

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

Witness my hand and official seal.

My commission expires: 11/13/2016.





Notary Public