

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

IN THE MATTER OF THE APPLICATION OF WPX)
ENERGY ROCKY MOUNTAIN, LLC FOR AN) Cause No. _____
ORDER TO ESTABLISH AN APPROXIMATE)
2499.80-ACRE DRILLING AND SPACING UNIT) Docket No. _____
ESTABLISHED FOR SECTIONS 31 AND 32,)
TOWNSHIP 6 SOUTH, RANGE 95 WEST, 6TH)
P.M. AND SECTIONS 5 AND 6, TOWNSHIP 7)
SOUTH, RANGE 95 WEST, 6TH P.M., FOR THE)
MANCOS, NIOBRARA, FRONTIER, MOWRY)
AND DAKOTA FORMATIONS, UNNAMED)
FIELD, GARFIELD COUNTY, COLORADO)

APPLICATION

COMES NOW WPX Energy Rocky Mountain, LLC, ("Applicant"), by and through its attorneys, Beatty & Wozniak, P.C., respectfully submits this Application to the Colorado Oil and Gas Conservation Commission (the "Commission"), pursuant to C.R.S. 34-60-116, for an order to establish an approximate 2499.80-acre drilling and spacing unit for the production of oil, gas, and associated hydrocarbons from the Mancos, Niobrara, Frontier, Mowry and Dakota Formations (collectively, the "Mancos Group") underlying the following lands:

Township 6 South, Range 95 West, 6TH P.M.
Section 31: Lots 1-12, SE $\frac{1}{4}$ (ALL)
Section 32: ALL

Township 7 South, Range 95 West, 6TH P.M.
Section 5: Lots 1-11, SE $\frac{1}{4}$ SW $\frac{1}{4}$, SE $\frac{1}{4}$ (ALL)
Section 6: Lots 1-11, SE $\frac{1}{4}$ NW $\frac{1}{4}$, S $\frac{1}{2}$ NE $\frac{1}{4}$, E $\frac{1}{2}$ SW $\frac{1}{4}$, NW $\frac{1}{4}$ SE $\frac{1}{4}$ (ALL)

Garfield County, Colorado ("Application Lands").

In support thereof, the 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 a substantial portion of the leasehold interests on the Application Lands. A reference map of the Application Lands is attached hereto.
3. The Application Lands are unspaced and are subject to Rule 318.a, which provides that a well to be drilled to a depth of two thousand five hundred (2,500) feet or greater shall be located not less than six hundred (600) feet from any lease line, and not less than one thousand two hundred (1200) feet from any other producible oil or gas well or drilling well, when drilling to the same common source of supply, unless authorized by order of the Commission upon hearing.

4. Applicant requests that the Commission create an approximate 2499.80-acre drilling and spacing unit on the Application Lands for the development and operation of the Mancos Group.

5. Applicant requests that it be authorized to drill and complete up to eight (8) horizontal wells within the approximate 2499.80-acre drilling and spacing unit comprised of the Application Lands and that there will be no adverse effect on correlative rights of adjacent owners.

6. Applicant maintains that there be no more than eight (8) wellpads per section and the treated interval of each proposed horizontal well shall be no closer than 600 feet from the boundaries of the unit (regardless of the lease lines within the unit) and no closer than 150 feet from the treated interval of another well within the unit, unless an exception is granted by the Director.

7. Applicant asserts that establishing an approximate 2499.80-acre drilling and spacing on the Application Lands will allow for economic and efficient drainage of the Mancos Group; will prevent waste; will not adversely affect correlative rights and will assure the greatest ultimate recovery of oil and associated hydrocarbon substances from the Mancos Group. A 2499.80-acre drilling and spacing unit is not smaller than the maximum area that can be economically and efficiently drained by the two proposed horizontal wells for the Mancos Group within such unit.

8. That the names and addresses of the interested parties according to the information and belief of the Applicant are set forth in Exhibit A attached hereto and made a part hereof, and the undersigned certifies that copies of this Application shall be served on each interested party within the next seven days as required by Rule 503.e.

WHEREFORE, Applicant respectfully requests that this matter be set for hearing, that notice thereof be given as required by law and that upon such hearing this Commission shall enter an order:

A. Establishing the Application Lands as an approximate 2499.80-acre drilling and spacing unit for the Mancos Group and authorizing up to eight (8) horizontal wells within the unit.

B. Providing that that there be no more than eight (8) wellpads per section and the treated interval of each proposed horizontal well shall be no closer than 600 feet from the boundaries of the unit and no closer than 150 feet from the treated interval of another well within the unit, unless an exception is granted by the Director.

C. Finding that an approximate 2499.80-acre drilling and spacing unit will prevent waste, protect correlative rights, and will maximize the efficient and economic production of the Mancos Group on the Application Lands.

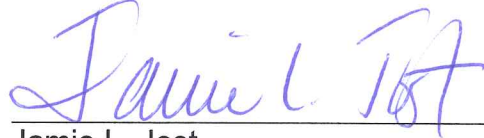
D. Granting any other relief as may be appropriate.

Dated this 18th day of April, 2013.

Respectfully submitted:

WPX ENERGY ROCKY MOUNTAIN, 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:

WPX Energy Rocky Mountain, LLC

ATTN: Maxwell Faith

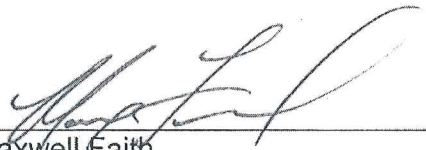
1001 17th Street, Suite 1200

Denver, CO 80202

VERIFICATION

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

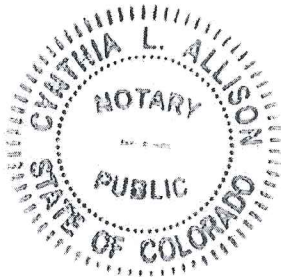
Maxwell Faith, of lawful age, being first duly sworn upon oath, deposes and says that he is Senior Landman – Piceance Basin for WPX Energy Rocky Mountain, LLC and that he has read the foregoing Application and that the matters therein contained are true to the best of his knowledge, information and belief.

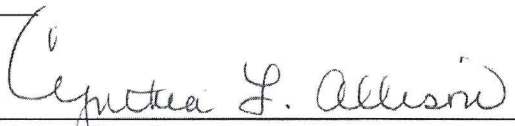
By: 
Maxwell Faith

Subscribed and sworn to before me this 18th day of April, 2013.

Witness my hand and official seal.

My commission expires: 7-31-14




Notary Public

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MANCOS, NIOBRARA, FRONTIER, MOWRY)
AND DAKOTA FORMATIONS, UNNAMED)
FIELD, GARFIELD COUNTY, COLORADO)

AFFIDAVIT OF MAILING

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

Jamie L. Jost, of lawful age, and being first duly sworn upon her oath, states and declares:

21, 2013, That she is an attorney for WPX Energy Rocky Mountain, LLC, that on or before April she caused a copy of the attached Application in the subject docket to be deposited in the United States Mail, postage prepaid, addressed to the parties listed on Exhibit A to the Application.

By: Jamie L. Jost
Jamie L. Jost

Subscribed and sworn to before me this 18 day of April, 2013.

My commission expires: 11/13/2016

TANYA S. COHEN
NOTARY PUBLIC
STATE OF COLORADO
NOTARY ID 20084038573
MY COMMISSION EXPIRES NOV. 13, 2016

Tanya S. Cohen
Notary Public

Exhibit A

ConocoPhillips Company
3300 N. "A" St., Building 6
Midland, TX 79705

Bureau of Land Management
Colorado River Valley Field Office
2300 River Frontage Road
Silt, CO 81652

Bureau of Land Management
Colorado State Office
2850 Youngfield St.
Lakewood, CO 80215

Colorado Dept. of Public Health &
Environment
ATTN: Kent Kuster
4300 Cherry Creek Drive South
Denver, Colorado 80246-1530

Colorado Parks & Wildlife
Northwest Regional Office
ATTN: Michael Warren, Energy Liaison
711 Independent Avenue
Grand Junction, CO 81505

Garfield County
ATTN: Kirby H. Winn
0375 County Road 352, Bldg. 2060
Rifle, CO 81650

Garfield County
144 E. 3rd, Suite 203
Rifle, CO 80165

Marks Oil Inc.
1775 Sherman St. Suite 2990
Denver, CO 80203

Rock Eagle Ranch Corporation
PO Box 458
Bellaire, TX 77402

ROEC, Inc.
PO Box 33440
Santa Fe, NM 87594

Ward N. Adkins, Jr.
5519 Tupper Ln.
Houston, TX 77056

Paladin, Inc.
PO Box 5062
Scottsdale, AZ 85261

Thomas Family, LP
PO Box 80123
Phoenix, AZ 85060

Blue Ridge Energy LLC
PO Box 26567
Phoenix, AZ 85068

John Santos
300 N. Sorrell Ct.
Show Low, AZ 85901

Crosswind Resources LLC
931 Lagoon Dr.
Gilbert, AZ 85233

XTO Energy, Inc.
810 Houston St.
Ft. Worth, TX 76102
Attn: Paul Keffer

Chevron North America E&P Company
1400 Smith St, Rm. 47160
Houston, Texas 77002
Attn: Walter Jones

Yates Petroleum Corporation
105 S. 4th St.
Artesia, NM 88210

MYCO Industries, Inc.
105 S. 4th St.
Artesia, NM 88210

ABO Petroleum Corporation
105 S. 4th St.
Artesia, NM 88210

OXY Y-1
PO Box 27570
Houston, TX 77227-7570

Mark L. Shidler, Inc.
1313 Campbell Rd.
Houston, TX 77055

Energy Resources Group One
1601 E. 19th
Edmond, OK 73013

JC Petroleum Inc.
PO Box 1433
Chickasha, OK 73023



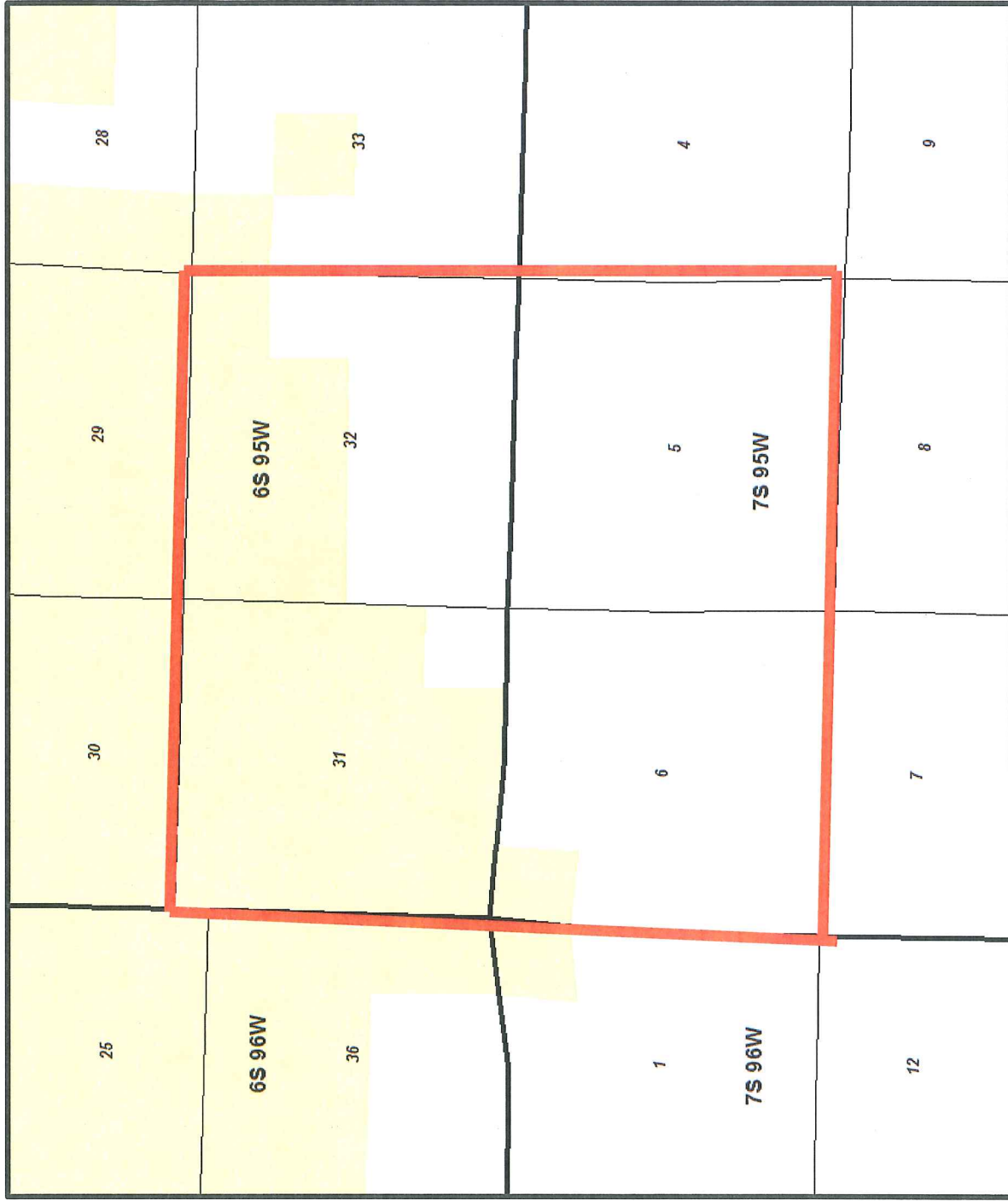
Application Lands



BLM Lands



Fee Lands



WPX Energy Rocky Mountain, LLC
1001 17th Street, Suite 1200
Denver, CO 80202

Application for ~2,560 acre Drilling & Spacing Unit
Garfield County, Colorado

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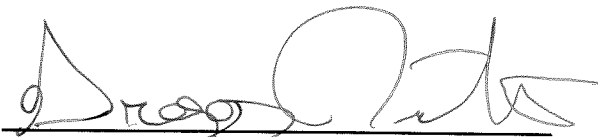
SUPPLEMENTAL AFFIDAVIT OF MAILING

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 WPX Energy Rocky Mountain, LLC and that on or before April 26, 2013 he caused a copy of the above-captioned Application to be deposited in the United States Mail, postage prepaid, addressed to the parties listed below.

Farmers National Company, Agent for:
Union Pacific Railroad Co.
1400 Douglas St. Mail Stop 1690
Omaha, NE 68179

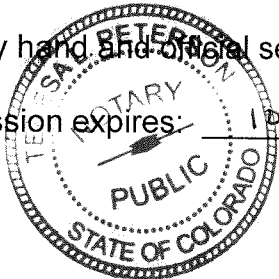



Gregory J. Nibert, Jr.

Subscribed and sworn to before me April 26, 2013.

Witness my hand and official seal.

My commission expires: 10-04-13.





Notary Public

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Docket No. _____

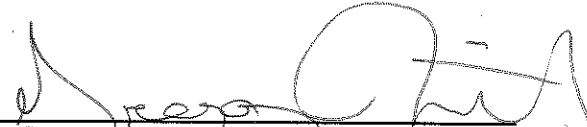
SECOND SUPPLEMENTAL AFFIDAVIT OF MAILING

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 WPX Energy Rocky Mountain, LLC and that on or before April 26, 2013 he caused a copy of the above-captioned Application to be deposited in the United States Mail, postage prepaid, addressed to the parties listed below.

Encana Oil and Gas (USA) Inc.
370 17th St. Suite 1700
Denver, CO 80202




Gregory J. Nibert, Jr.

Subscribed and sworn to before me April 29, 2013.

Witness my hand and official seal.

My commission expires: April 16, 2016.





Notary Public

BEFORE THE OIL & GAS CONSERVATION COMMISSION
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MANCOS, NIOBRARA, FRONTIER, MOWRY)
AND DAKOTA FORMATIONS, UNNAMED)
FIELD, GARFIELD COUNTY, COLORADO)


THIRD SUPPLEMENTAL 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 WPX Energy Rocky Mountain, LLC and that on or before April 26, 2013 he caused a copy of the above-captioned Application to be deposited in the United States Mail, postage prepaid, addressed to the parties listed below.

Bajo Reserve, LLC
7701 Will Rogers Blvd.
Ft. Worth, TX 76140-6025




Gregory J. Nibert, Jr.

Subscribed and sworn to before me April 29, 2013.

Witness my hand and official seal.

My commission expires: 10-04-13





Notary Public