

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 2537.82-
ACRE UNIT LOCATED IN SECTIONS 17, 18, 19
AND 20, 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 its attorneys, Beatty & Wozniak, P.C., and makes this application to the Oil and Gas Conservation Commission of the State of Colorado ("Commission") for an order to pool all interests within an approximate 2537.82-acre drilling and spacing unit or the development of the Mancos and Niobrara Formations on the following described lands:

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

Section 17: Lots 1-16; a/d/a ALL

Section 18: Lots 5-20; a/d/a ALL

Section 19: Lots 5-20; a/d/a ALL

Section 20: 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 2537.82-acre unit.
3. Rule 318.a. of the Rules and Regulations of the Oil and Gas Conservation Commission requires that wells drilled in 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. There are no other specific Commission Orders applicable to the Mancos and Niobrara Formations underlying the Application Lands.
4. Applicant has concurrently filed with this Application a spacing application ("Spacing Application") requesting that the Commission establish an approximate 2537.82-acre drilling and spacing unit for the Application Lands, requesting to drill and complete an appropriate number of wells in order to efficiently and economically recover the oil, gas and associated hydrocarbons from within the unit for the development of the Mancos and Niobrara Formations. Said Spacing Application is scheduled to be heard at the September 19, 2013 Commission Hearing.

5. Applicant, pursuant to Commission Rule 530 and/or the provisions of C.R.S. § 34-60-116 (6) and (7), hereby requests an order pooling all interests, including, but not limited to, any nonconsenting interests, in the Application Lands consisting of the 2537.82-acre drilling and spacing unit for the development of the Mancos and Niobrara Formations, said order to apply to the Bulldog EDSU 17-18-19-20-890 ("Well") and the seven subsequent wells drilled in the unit.

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, or any of the seven subsequent well drilled in the unit to the Mancos and Niobrara Formations on the Application Lands.

7. Applicant confirms that the nonconsenting parties' interests in the first eight wells drilled and completed in the 2537.82-acre drilling and spacing unit will be subject to the nonconsent penalties set forth in C.R.S. § 34-60-116(7). If Applicant elects to drill more than eight wells, Applicant will notify nonconsenting parties and give them an opportunity to participate pursuant to Rule 530.

8. 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 wells, and will be provided with the information required by Rule 530. The list of such interested parties is attached hereto as Exhibit A.

9. That in order to prevent waste and to protect correlative rights, all interests in the Application Lands and the 2537.82-acre drilling and spacing unit for the Mancos and Niobrara Formations should be pooled for the orderly development of the formation, including any nonconsenting interests therein.

WHEREFORE, Applicant respectfully requests that this matter be set for hearing in September, 2013, 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 2537.82-acre drilling and spacing 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 of the seven subsequent wells 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 the first eight wells drilled to develop the Mancos and Niobrara Formations in the 2537.82-acre drilling and spacing unit comprising the Application Lands.

D. Providing that the nonconsenting parties' interests in the first eight wells drilled and completed in the 2537.82-acre drilling and spacing unit will be subject to the nonconsent penalties set forth in C.R.S. § 34-60-116(7).

E. For such other findings and orders as the Commission may deem proper or advisable in this matter.

Dated: July __, 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.

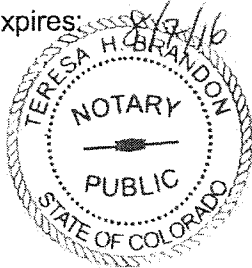


Tab McGinley
Vice President of Land

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

Witness my hand and official seal.

My commission expires: 8/2/16





Notary Public

[SEAL]

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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 Axia Energy, LLC, that on or before July ____, 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 July 18, 2013.

Witness my hand and official seal.

My commission expires: 3/31/15.

Notary Public

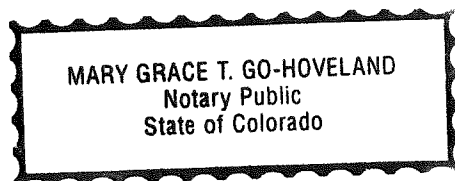


EXHIBIT A

AXIA ENERGY, LLC
1430 LARIMER STREET, SUITE 400
DENVER, CO 80202

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

OXY USA INC.
5 GREENWAY PLAZA, SUITE 110
HOUSTON, TEXAS 77046

ROBERT P. VERNON
1125 17TH STREET, SUITE 2360
DENVER, CO 80202

BEARTOOTH OIL AND GAS COMPANY
PO BOX 2654
BILLINGS, MT 59103

R & M OIL AND GAS, LTD.
PO BOX 426
GOLDEN, CO 80402

HRM RESOURCES, LLC
410 17TH STREET, SUITE 1200
DENVER, CO 80202

WEXPRO COMPANY
180 EAST 100 SOUTH
PO BOX 45601
SALT LAKE CITY, UT 81845-0601

SWEPI LP
PO BOX 576
HOUSTON, TX 77001

A.S. GENECOV
POB 132450
TYLER, TX, 75713-2450

KAISER-FRANCIS OIL COMPANY
6733 SOUTH YALE AVENUE
TULSA, OK 74121-1468

ADDIE BRACKEN PRICE
PO BOX 130129
TYLER, TX, 75713-0129

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

ADDIE BRACKEN PRICE TRUST
J A & R S BRACKEN TRUSTEES
PO BOX 130129, TYLER, TX, 75713-0129

ANDERMAN OILS WYOMING, INC.
1776 LINCOLN STREET, SUITE 500
DENVER, CO 80203

BRAD A. WINDER
1082 BREEZE ST
CRAIG, CO 81625-0000

DAB RESOURCES
1776 LINCOLN STREET, SUITE 500
DENVER, CO 80203

GENERAL COUNCIL OF THE ASSEMBLY OF
GOD
1661 NORTH BOONEVILLE AVE.
SPRINGVILLE, MO 65803

A. G. ANDRIKOPOULOS RESOURCES, INC.
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CHEYENNE, WY 82003

GLEN H. BRACKEN
3420 BLACKBURN
DALLAS, TX, 75219

GLEN H. BRACKEN TRUST
J A & R S BRACKEN TRUSTEES
3420 BLACKBURN
DALLAS, TX, 75219

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PO BOX 34087
SAN ANTONIO, TX, 78265-4087

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8826 VISTA OAKS CIRCLE
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JA & RS BRACKEN-TRUSTEES
3600 OLD BULLARD RD
TYLER, TX, 75701

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JOHN N. MERKERT AND D. ROBERT
MCINTYRE
7466 SOUTH KENDALL BLVD
LITTLETON, CO 80123-0000

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GRAPVINE, TX, 76051

LAWRENCE CONSOLIDATED ENTERPRISES
POB 180
TYLER, TX, 75710-0000

MARTHA MARSHALL
POB 91139
SAN ANTONIO, TX, 78209-0000

MARY JON BRYAN
ATTN: MELINDA K ERICKSON,
445 E CHEYENNE MTN BLVD, STE C #403-
PMB
COLORADO SPRINGS, CO, 80906
PLC O&G PROPERTIES LP
PO BOX 470574
FORT WORTH, TX, 76147-0574

RANCHO GRECO
893 STOUT ST
CRAIG, CO 81625

REX N. WINDER
1082 BREEZE ST
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SAM T. BRACKEN
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TYLER, TX, 75711-8029

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J A & R S BRACKEN TRUSTEES
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TYLER, TX, 75711-8029

SATER FAMILY PARTNERSHIP LP
ATTN: RONALD SATER
POB 2509
EVANSVILLE, IN, 47728-0509

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CRAIG, CO 81625-0000

SMITH RANCH LAND & LIVESTOCK LLC
PO BOX 215
CRAIG, CO, 81626-0215

THE RUDMAN PARTNERSHIP
1700 PACIFIC AVE, STE 4700
DALLAS, TX, 75201-4670

ALLEN C SHIELDS VERNON R SHIELDS
TRUST
5215 INGALLS ST
ARVADA, CO 80002

ANN W LAMBERT, A MARRIED WOMAN
DEALING IN HER SOLE AND SEPARATE
PROPERTY
3375 CHEROKEE LANE
PROVO, UT 84601-0000

ARDISS GINKENS, A WIDOW
200 SAXTON CIR
CITRUS HEIGHTS, CA 95621

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633 AMERICANA DR
GRAND JUNCTION, CO 81504

CAROL JEAN MORLANG C/O EVA M. KROUT
633 AMERICANA DR
GRAND JUNCTION, CO 81504

CAROL STOCKMAN
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PITTSBURGH, PA, 15232

DAVID R OLSEN, A MARRIED MAN DEALING
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389 ISLE COURT
PALM BEACH GARDENS, FL 33418

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IN HIS SOLE AND SEPARATE PROPERTY
639 PINE ST
MONTEREY, CA 93940

DEEP CREEK INVESTMENTS, A UTAH
GENERAL PARTNERSHIP
2400 SUNNYSIDE AVENUE
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288 28 1/2 RD
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C/O DOUG DAVIS
195 W JOHNSON LOOP
CRAIG, CO, 81625

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633 AMERICANA DR
GRAND JUNCTION, CO 81504

FRIEDMAN LIVING TRUST
1107 S. ELISEO DR.
GREENBRAE, CA 94904

GARY L WIXOM, TRUSTEE UNDER
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06/27/88
1737 NALULU PLACE
HONOLULU, HI 96821

GUY DALE BOND C/O EVA M. KROUT
633 AMERICANA DR
GRAND JUNCTION, CO 81504

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HIS SOLE AND SEPARATE PROPERTY
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LAVERNE MONTIJO, A WIDOW
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BRENTWOOD, TN 37209

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MCMURRAY INVESTMENT COMPANY
5335 ROSELEAF DRIVE
MURRAY, UT 84123

MCWILLIAMS 1981 TRUST HUGH MCWILLIAM,
TRUSTEE
5860 COYOTE RIDGE RD
RENO, NV 89523-1513

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TUSTIN, CA 92680-0000
MUSEUM OF NORTHWEST COLORADO
590 YAMPA AVENUE
CRAIG, CO 81625

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TORRINGTON, WY 82240-0000

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CHESTERFIELD, MO 63017

NORMAN SHEYA
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COSTA MESA, CA 92627-1482

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HOUSTON, TX 77008

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SMITHWICK, SD 57782-0000

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PORT LAVACA, TX 77979

STEWART FAMILY TRUST DTD 09/28/06
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SALT LAKE CITY, UT 84108

WILSON B. BOND
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JOPLIN, MO 64801-8249

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LAKEWOOD, CO 80215