

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 2607.87-
ACRE UNIT LOCATED IN SECTIONS 21, 22, 27
AND 28, TOWNSHIP 7 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 2607.87-acre drilling and spacing unit or the development of the Mancos and Niobrara Formations on the following described lands:

Township 7 North, Range 90 West, 6TH P.M.

Section 21: Lots 1-14, N½NW¼; a/d/a ALL

Section 22: Lots 1-16; a/d/a ALL

Section 27: Lots 1-15, SW¼SE¼; a/d/a ALL

Section 28: 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 2607.87-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 2607.87-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 2607.87-acre drilling and spacing unit for the development of the Mancos and Niobrara Formations, said order to apply to the Bulldog EDSU 21-22-27-28-790 ("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 2607.87-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 2607.87-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 2607.87-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 2607.87-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 2607.87-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.

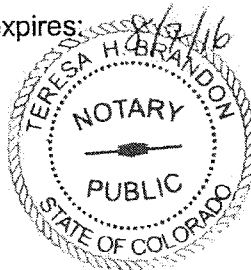


Tab McGinley
Vice President of Land

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

Witness my hand and official seal.

My commission expires:





Notary Public

[SEAL]

IN THE MATTER OF THE APPLICATION OF
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WEST, 6TH P.M., IN AN UNNAMED FIELD,
MANCOS AND NIOBRARA FORMATIONS,
MOFFAT COUNTY, COLORADO.

Docket No.

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

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.

Subscribed and sworn to before me July 18, 2013.

My commission expires: 3/3/18

MARY GRACE T. GO-HOVELAND
Notary Public
State of Colorado

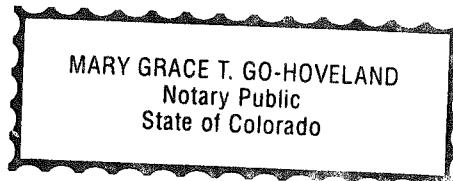


EXHIBIT A

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

DAVID A. JOHNSON
4 LYNBROOK COURT
GREENVILLE, SC 29608

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

JOY L. GUNTER
3496 W., 3965 S
WEST VALLEY CITY, UT 84119

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

JULIA M. WHITEKER
1467 TRAIL CREEK COURT
CARMEL, IN 46032

QUICKSILVER RESOURCES, INC.
801 CHERRY STREET, STE. 3700
FORT WORTH, TEXAS 76102

MARTHA G. BEST
11633 W RANIER AVENUE
NAMPA, ID 83651

SWEPI LP
PO BOX 576
HOUSTON, TX 77001

MARVIA VALDEZ
1275 BIRCH ST
DENVER, CO, 80220-0000

U.S.A. C/O BUREAU OF LAND MANAGEMENT
2850 YOUNGFIELD STREET,
LAKEWOOD, CO 80215

PIERRE & KAYE JOHNSON, CO-TRUSTEES
OF THE PIERRE AND KAYE JOHNSON
FAMILY TRUST
160 CO RD 78
CRAIG, CO, 81625

ANNA M. SCHAAF
3365 E. DONALD LANE
WINNEMUCCA, NV 89445

TREAVA YANDLE
8814 N WAGNER ST
WESTMINSTER, CO, 80030

ARDITH TAYLOR
2716 WALNUT LOOP NW
OLYMPIA, WA, 98502-4418

BLANCHE P. ELLIOTT ESTATE
C/O PATRICIA ELLIOTT,
BOX 1942 OLD CHELSEA STA
NEW YORK, NY, 10113-1942

BEL & TRUDY SANTISTEVAN
2126 1/2 RAINBOW CT
GRAND JUNCTION, CO, 81507

COLLEEN J. FORD
4437 E ARAPAHOE ST
PHOENIX, AZ, 85044-3201

DANIEL W. JOHNSON
1192 JOHNSON RD
CRAIG, CO, 81625

CURTIS & DEBORA COOK
PO BOX 1342
CRAIG, CO, 81626-1342

JIM F KOWACH
747 ROSE ST
CRAIG, CO, 81625

GIG CODIGA
1134 BAY STREET
ALAMEDA, CA 94501

MCCOY FAMILY TRUST
12508 HAY COURT
EL CAJON, CA, 92021M

KIM CODIGA
112 OLD MORRIS TRAIL
WHITEFISH, MT, 59937

MELVIN M. NORMAN CONSTRUCTION INC.
PO BOX 429
COOLIDGE, TX, 77635-0429

MURIAL STEPHENS & JOHN STEPHENS
127 TYSON DR
COTTAGE GROVE, OR, 97424-9548

ROBIN D HERRING
848 E 11TH
CRAIG, CO, 81625

NICKI OSBORNE
419 BOUNTY WAY
BAY POINT, CA 94565

ARTHUR & FRANCIS ESTES REVOCABLE
LIVING TRUST
1255 E CRESTVIEW DR
COTTONWOOD, AZ, 86326-4547

SHANE MALONEY
8185 OAK AVE.
BEN LOMOND, CA 95005

ARTHUR LLOYD LAWTON
6040 SO MULLEN
TACOMA, WA, 98409-0000

ROBERT EDWIN & JUSTIN QUAY DUZIK
95313 E HWY 40
CRAIG, CO, 81625

CLYDE H. PORTERFIELD
C/O PATRICIA ELLIOTT,
BOX 1942 OLD CHELSEA STA
NEW YORK, NY, 10113-1942

WILLARD E. MOSS ESTATE
ATTN: ELIZABETH GATES
1015 MADDEN LANE, #238
ROSEVILLE, CA, 95661

EMORY M. PORTERFIELD
C/O PATRICIA ELLIOTT,
BOX 1942 OLD CHELSEA STA
NEW YORK, NY, 10113-1942

WILLIAM J. CRYER JR & MURIAL CRYER
3255 ALTA LANE
LAFAYETTE, CA, 94549

FLORENCE IRENE HILL ESTATE
ATTN: TERRY BARIKMAN
1521 SE COLE RD
SHELTON, WA, 98584

ANTELOPE RANCH LLC
ATTN: GARY SCHNURR
9701 E HAPPY VALLEY RD, #21
SCOTTSDALE, AZ, 85258

GEORGE A AND EVELYN DUZIK TRUST
94824 EAST HIGHWAY 40
CRAIG, CO, 81625

IDA E. GORDON, F/K/A IDA MAY DAVIS
532 TAYLOR ST
CRAIG, CO, 81625

SPENCER FAMILY IRREVOCABLE FAMILY
TRUST, SUSAN SMITH (TRUSTEE)
344 ARNO WAY
PACIFIC PALISADES, CA, 90272

JAMES B. OLIPHANT
PO BOX 771843
STEAMBOAT SPRINGS, CO, 80477-1843

JULIA ANN EASUM GREEN, A WIDOW
150 DU RHU DRIVE #606
MOBILE, AL, 36608

THOMAS P. EASUM, JR.
3450 SUNSET RIDGE DR
MERRITT ISLAND, FL, 32953-8636