

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 2560-
ACRE UNIT LOCATED IN SECTIONS 11, 12, 13
AND 14, TOWNSHIP 7 NORTH, RANGE 92
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 2560-acre drilling and spacing unit or the development of the Mancos and Niobrara Formations on the following described lands:

Township 7 North, Range 92 West, 6TH P.M.

Section 11: ALL

Section 12: ALL

Section 13: ALL

Section 14: 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 2560-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 2560-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 2560-acre drilling and spacing unit for the development of the Mancos and Niobrara Formations, said order to apply to the Bulldog EDSU 11-12-13-14-792 ("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 2560-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 2560-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 2560-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 2560-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 2560-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.

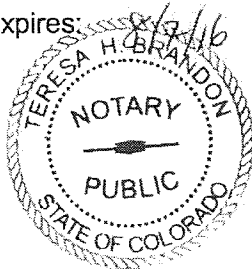


Tab McGinley
Vice President of Land

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

Witness my hand and official seal.

My commission expires:



[SEAL]



Notary Public

BEFORE THE OIL & GAS CONSERVATION COMMISSION
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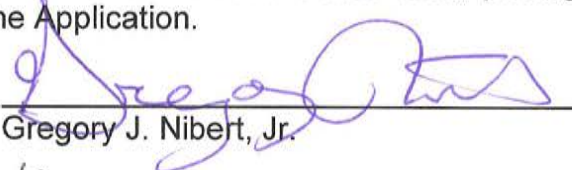
Docket No. _____

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: 3/3/15.



Notary Public

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

EXHIBIT A

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

BETTINA MAGAS
2916 PINERIDGE DR
CRAIG, CO 81625

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

BRAD A. WINDER
212 HARRISON ST.
PORT ALLEGANY, PA 16743

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

C.A. AND MARY E. KERSTE FAMILY
REVOCABLE TRUST, DATED 4/27/1999
35971 N HWY 13
CRAIG, CO 81625

IPR LAY CREEK, LLC
10111 RICHMOND AVE, STE 500
HOUSTON, TX 77042

CATHY J REININGER
148 ALLISON LANE
MADISON, MS 39110

NORTHWESTERN MUTUAL LIFE INSURANCE
CO.
720 EAST WISCONSIN AVE.
MILWAUKEE, WI 53202

CRYSTAL LEE SMITH
1378 WEST 250 SOUTH
VERNAL, UT 84078

SWEPI LP
PO BOX 576
HOUSTON, TX 77001

C-WALL INVESTMENT COMPANY, LLC
685 W. ESCALANTE DR.
ST. GEORGE, UT 84790

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

CYNTHIA L. DAISLEY
36 HAMILTON RUN RD.
PORT ALLEGANY, PA 16743

ALICE MAE STACK FNA ALICE MAE MCKINNON
PO BOX 338
CONCHO, AZ 85924-0338

DOROTHY BECKETT
1444 NORTH RECKER ROAD APT 160
MESA, AZ 85205

ALMA L. & KELLY B. TISHER, AS JT
PO BOX 533
LITTLETON, CO 80160-0533

EARL E AND LA VETA MARTIN
102 ALAMILLO RD
SAN ACACIA, NM 87831

ANN E EBENER
1850 POMERELLE DR.
TWIN FALLS, ID 83301

EAV, LLC
418 SETTER TRAIL
WINTER PARK, FL 32789

ANN E. EHEMER, BETTINA C. MAGAS AND
STANLEY FOSTER BECKETT, AS JT
1850 POMERELLE DR.
TWIN FALLS, ID 83301

ELEANOR JANE MCDONALD, DECEASED C/O
JOHN BLAIR MCDONALD
PO BOX 1744
STERLING, CO 80751-1744

ELIZABETH B. CARBELLO, FKA ELIZABETH B
ELDER
1155 NORTH 150 EAST
SPRINGVILLE, UT 84663

FLORENCE HANSON
8387 OAK KNOLL DRIVE
GRANITE BAY, CA 95746

FREDA SIMON
107 N BUSINESS 60
MANSFIELD, MO 65704

GEORGIA LUJAN
575 SLOAN ST.
DELTA, CO 81416

HEATHER ELLEN MCDONALD
6820 COUNTY RD. 104, LOT 16
SALIDA, CO 81201

HOOLEY FAMILY TRUST
11055 N. 129TH WAY
SCOTTSDALE, AZ 85259

JAMES DARREN KENNEDY
572 BERTRAND RD
DE RIDDER, LA 70634

JERRY WAYNE KENNEDY
14286 HAMMER ROAD
NEOSHO, MO 64850-0000

JOE BILL GATES
625 LEGION ST.
CRAIG, CO 81625

JOHN A. KEATING
POB 1134
ELGIN, OR 97827-1134

JOHN ALBERT GATES
146 PATTAWATOMIE TRAIL
RED FEATHER LAKES, CO 80545

JOHN BLAIR MCDONALD
PO BOX 1744
STERLING, CO 80751-1744

JOHSON, SHERRIE
2100 E FRONTIER AVENUE
FLAGSTAFF, AZ 86001

JONATHON S. RODERICK, TRUSTEE OF THE
JONATHAN S. RODERICK TRUST
PO BOX 7961
BOULDER, CO 80306

KELLY B TISHER AND ALMA L TISHER, H/W
JTWROS
PO BOX 533
LITTLETON, CO 80160-0533

KERSTE FAMILY REV TRUST
35971 N HWY 13
CRAIG, CO 81625

KIRK E. BINDER
1507 DESERT GOLD
BOERNE, TX 78006

L. PIERRE JOHNSON & MARY KAYE JOHNSON,
TRUSTEES OF THE PIERRE AND KAYE
JOHNSON TRUST DATED 3/23/1999
160 CO RD 78
CRAIG, CO 81625

LOUIS A. OEWARD, III, TRUSTEE OF THE
OSWALD FAMILY TRUST
PO BOX 280969
LAKEWOOD, CO 80228

MAP 2006 OK
101 N. ROBINSON, STE. 1000
OKLAHOMA CITY, OK 73102

MARRI HUST
2037 VAY ROAD
PRIEST RIVER, ID 83856

MARY ANN SPARKS
18401 BRYANT RD.
LEXINGTON, OK 73051

MARY B DOCKSTADER FKA MARY B. GRECO
3987 LUPINE DRIVE-EAST 1/2
VAIL, CO 81657

MARY F DAVIS
1418 WOODLAND ST.
DECATUR, AL 35601

MARY L SIMON
676 BARCLAY ST.
CRAIG, CO 81625

MARY PREECE
595 LEDFORD ST. #315
CRAIG, CO 81625

MCFARLIN, VERNON A.
755 S MCKINLEY AVE
FORT LUPTON, CO 80621

MICHAEL WAYNE CONWAY
1901 EAST ROSE RD.
MARLOW, OK 73055

MONTANA VAUGHEY FAMILY PARTNERSHIP
PO BOX 6999
HELENA, MT 59604

MOREENERGY EXPLORATION COMPANY
410 17TH STREET SUITE 1150
DENVER, CO 80202-4414

NEIL A. BINDER
321 BROAD ST.
PORT ALLEGANY, PA 16743

ORLEY R. STROUSE, DECEASED - (POSS.
HEIR JAMES MARION STROUSE 615/964)
10535 LINDLEY, APT. #49
NORTHRIDGE, CA 91326 (1990)

OSWALD FAMILY TRUST, LOUIS A. OSWALD III
PO BOX 280969
LAKEWOOD, CO 80228-0969

PATRICIA D. BOEKER & HAROLD M. BOEKER,
WIFE AND HUSBAND
612 DALMATION DR
CANON CITY, CO 81212

PATRICIA GAIL CONWAY
18401 BRYANT RD
LEXINGTON, OK 73051

PATRICIA VAUGHEY
3670 LAKELAND LANE
JACKSON, MS 39216

PUMPKIN BUTTES, LLC, LOUIS A. OSWALD III
MANAGER
PO BOX 1989
CASPER, WY 82602

REX ROSS WALKER
911 KIMBARK ST.
LONGMONT, CO 80501

RICHARD B. SCHUMANN AND RUTH ANN
SCHUMANN TRUST
7949 E 5TH AVE.
DENVER, CO 80230-6490

RODERICK TRUST, JONATHAN S.
POB 7961
BOULDER, CO 80306-7961

ROSS OIL COMPANY
1012 FIRST PLACE
TYLER, TX 75702

ROY GATES
PO BOX 1355
SALOME, AZ 85348

SANDRA V MARIS
257 BRAE BURN DR.
JACKSON MS 39311

STANLEY FOSTER BECKETT
2916 PINERIDGE DR.
CRAIG, CO 81625

STEVEN MARR CONWAY
18401 BRYANT RD.
LEXINGTON, OK 73051

VIRGINIA R SMITH
9650 S BELLMORE LANE
HIGHLANDS RANCH, CO 81026

STEVENSON FAMILY LLC
782 LOGAN AVE.
SALT LAKE CITY, UT 84105

WILLIAM J. BINDER, II
5 MORSELL PLACE
OLD BRIDGE, NEW JERSEY 08857

SUE F MCBRIDE
483 EAST CRAFTSMAN WAY
MIDWAY, UT 84049

WILMA SWARTZ
28191 CALICO DR.
BARSTOW, CA 92311-0000

THE DOROTHY F. BECKETT REVOCABLE
TRUST UTA, DATED 8/8/1989, DOROTHY F.
BECKETT INITIAL TRUSTEE
1444 NORTH RECKER ROAD APT 160
MESA, AZ 85205

THE LYNN LOUIS BOWER AND CATHY LOUISE
BOWER REVOCABLE LIVING TRUST, DATED
1/22/04
PO BOX 1211
CRAIG, CO 81626

THE SKEETERS COMPANY
18221 SANDY COVE
NASSAU BAY, TX 77058

TOMMY GENE GATES
6955 WEST 87TH WAY #280
ARVADA, CO 80030

COBANK, FCB FKA FARM CREDIT BANK OF
WICHITA
245 N WACO ST.
WICHITA, KS 67202

USA
2850 YOUNGFIELD STREET
LAKEWOOD, CO 80215

VAUGHEY INVESTMENTS, LLC
300 VINE ST.
DENVER, CO 80206