

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 2360-
ACRE UNIT LOCATED IN SECTIONS 13, 14, 23
AND 24, TOWNSHIP 8 NORTH, RANGE 93
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 2360-acre drilling and spacing unit or the development of the Mancos and Niobrara Formations on the following described lands:

Township 8 North, Range 93 West, 6TH P.M.

Section 13: All

Section 14: N $\frac{1}{2}$, N $\frac{1}{2}$ SW $\frac{1}{4}$, SE $\frac{1}{4}$ SW $\frac{1}{4}$, SE $\frac{1}{4}$

Section 23: E $\frac{1}{2}$ W $\frac{1}{2}$, E $\frac{1}{2}$

Section 24: 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 2360-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 2360-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 2360-acre drilling and spacing unit for the development of the Mancos and Niobrara Formations, said order to apply to the Bulldog EDSU 13-14-23-24-893 ("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 2360-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 2360-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 2360-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 2360-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 2360-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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MOFFAT COUNTY, COLORADO.

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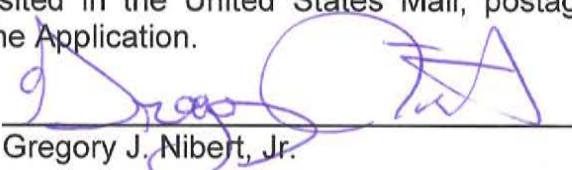
Docket No. _____

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: 3/21/15.



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

BEAKON OIL AND GAS, INC.
PO BOX 1264
BROWNWOOD, TX 76804

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

BILLY WAYNE BLAIR
480 GUNNISON WAY
GRAND JUNCTION, CO 81504

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

BORD GULCH RANCH, LLC
PO BOX 36
CRAIG, CO 81626-0036

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

BP AMERICA PRODUCTION COMPANY
200 EAST RANDOLPH
CHICAGO, IL 60601

ANADARKO PETROLEUM CORPORATION
P.O. BOX 1330
HOUSTON, TX 77251

CAROL LEE HOLLY
1378 WEST 250 SOUTH
VERNAL, UT 8407-2926

ANDREW PEROULIS AND ARGIE T
PEROULIS AS INDIVIDUALS AND AS
MANAGERS OF THE ANDY AND ARGIE
PEROULIS FAMILY LIMITED
PARTNERSHIP, A COLORADO LIMITED
PARTNERSHIP, AND AS TRUSTEES OF
THE ANDREW AND ARGIE T PEROULIS
MINERAL TRUST DATED OCTOBER 27,
1999
PO BOX 683
CRAIG, CO 81626-0683
ANN B. STUBBLEFIELD
15389 AUDRAIN ROAD 821
MEXICO, MO 65265

CAROLYN R. MOON REVOCABLE TRUST
DTD 7/12/2006
PO BOX 23
HAYDEN, CO 81639

COUNTY OF MOFFAT, STATE OF
COLORADO
221 WEST VICTORY WAY, SUITE 130
CRAIG, CO 81625

COUNTY OF MOFFAT, STATE OF
COLORADO
221 W VICTORY WAY
CRAIG, CO 81625

CRYSTAL LEE SMITH
1378 WEST 250 SOUTH
VERNAL, UT 8407-2926

ANNA LEE HARRIS
201 MUSTANG ISLAND TRAIL
GEORGETOWN, TX 78633

C-WALL INVESTMENT COMPANY, LLC
685 WEST ESCALANTE DRIVE
ST GEORGE, UT 84790

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RICHARD W HALEY, 11923 BROKEN
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HOUSTON, TX, 77024-0000

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SPRINGVILLE, UT 84633-1195

LARRY K. WINSLOW, TRUSTEE OF THE
LARRY K. WINSLOW LIVING TRUST DTD
11/6/98
700 SHOSHONE AVENUE, #37
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LUCY ROONEY FAMILY TRUST
PO BOX 54829
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HAYS, KS 67601

FRANK GLENN SHEPHERD
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WESTMINSTER, CO 80031

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GRECO
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VAIL, CO 81657

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FAMILY TRUST
137 WOODBURY DRIVE
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MARY B. MCLEOD ESTATE
C/O LORNA M HUGHES
RT 3 BOX 250
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CRAIG, CO 81625
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KANSAS CITY, MO 64113

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REMAINDERMEN
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SANDRA V MARIS
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JACKSON MS 39211

NATIONAL FEDERATION OF THE BLIND
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