

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

IN THE MATTER OF AN APPLICATION BY WPX
ENERGY ROCKY MOUNTAIN, LLC, FOR AN ORDER
POOLING ALL INTERESTS IN THE APPROXIMATE
1132-ACRE DRILLING AND SPACING UNIT
ESTABLISHED FOR SECTIONS 28 AND 33,
TOWNSHIP 6 SOUTH, RANGE 96 WEST, 6TH P.M.,
FOR THE DEVELOPMENT AND OPERATION OF
THE MANCOS, NIOBRARA, FRONTIER, MOWRY,
AND DAKOTA FORMATIONS, GRAND VALLEY
FIELD, GARFIELD COUNTY, COLORADO

CAUSE NO.

DOCKET NO.

APPLICATION

WPX Energy Rocky Mountain, LLC, Colorado Operator No. 96850 ("WPX" or "Applicant"), by and through its attorneys, Beatty and Wozniak, P.C., respectfully submits this Application to the Oil and Gas Conservation Commission of the State of Colorado (the "Commission") for an order pooling all interests in the approximate 1132-acre drilling and spacing unit established for Sections 28 and 33, Township 7 South, Range 95 West, 6th P.M., for the development and operation of the Mancos (including the Sego Formation), Niobrara, Frontier, Mowry, and Dakota Formations (collectively, the "Deep Formations"). In support of its Application, Applicant states and alleges as follows:

1. Applicant is a corporation duly authorized to conduct business in the State of Colorado, and has registered as an operator with the Commission.

2. Applicant owns substantial leasehold interests in the below-listed lands:

Township 6 South, Range 96 West, 6th P.M.

Section 28: Lots 5 thru 13, S $\frac{1}{2}$ NW $\frac{1}{4}$, NE $\frac{1}{4}$ SW $\frac{1}{4}$ (a.k.a. S $\frac{1}{2}$ N $\frac{1}{2}$, S $\frac{1}{2}$)

Section 33: All (Lots 1 thru 12, NW $\frac{1}{4}$ NW $\frac{1}{4}$, SE $\frac{1}{4}$ NW $\frac{1}{4}$, SW $\frac{1}{4}$ NE $\frac{1}{4}$, NW $\frac{1}{4}$ SE $\frac{1}{4}$)

Garfield County, Colorado ("Application Lands")

A map depicting the acreage comprising the Application Lands is attached hereto and marked as Exhibit A.

3. On July 29, 2014, the Commission entered Order No. 547-9, which established an approximate 1132-acre exploratory drilling unit for the Deep Formations and approved up to 40 horizontal, vertical or directional wells within the unit with the productive interval of the wellbore to be located no closer than 600 feet from the eastern and western unit boundaries and not less than 300 feet from the northern and southern unit boundaries, and no closer than 300 feet from the treated interval of any other wellbore located in the unit, without exception being granted by the Director.

4. Acting pursuant to the relevant provisions of §34-60-116(6) & (7), C.R.S., and Rule 530., Applicant seeks an order pooling all interests, including, but not limited to, any nonconsenting interests, for the development and operation of the Deep Formations within the Drilling and Spacing Unit established by Order No. 547-9.

5. Applicant requests that the pooling order entered as a result of this Application be made effective as of the earlier of the date of this Application, or the date that the costs specified in §34-60-116(7)(b), C.R.S., are first incurred for the drilling of the initial well on the Application Lands.

6. The granting of this Application is in accord with the Oil and Gas Conservation Act, C.R.S. §34-60-101, *et seq.*, and the Commission rules.

7. Applicant requests that relief granted under this Application should be effective on oral order by the Commission, and Applicant agrees to being bound by said oral order.

8. Copies of this Application will be submitted to the interested parties (persons who own any interest in the mineral estate of the tracts to be pooled, except owners of overriding royalty interest), who are listed on Exhibit B, attached hereto and incorporated herein to the Application, within seven days as required by Rule 503.e.

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

A. Pooling all interests in the Application Lands for the development and operation of the Mancos (including the Sego Formation), Niobrara, Frontier, Mowry, and Dakota Formations within the Drilling and Spacing Unit established by Order No. 547-9, with the pooling order made effective as of the earlier of the date of this Application, or the date that the costs specified in §34-60-116(7)(b), C.R.S., are first incurred for the drilling of the initial well on the Application Lands.

B. 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 an authorized well proposed for the Deep Formations, are pooled by operation of statute, pursuant to §34-60-116(7), C.R.S., and made subject to the cost recovery provisions thereof, for all authorized wells to be drilled under Order No. 547-9, for the development and operation of the Deep Formations.

C. For such other findings and orders as the Commission may deem proper or advisable in the premises.

DATED this 11th day of February, 2015.

Respectfully submitted,

WPX ENERGY ROCKY MOUNTAIN, LLC

By: _____



James P. Parrot
Jillian Fulcher
Beatty & Wozniak, P.C.
216 Sixteenth Street, Suite 1100
Denver, CO 80202
(303) 407-4499

Applicant's Address:

WPX Energy Rocky Mountain, LLC
Christopher M. Walsh, Senior Staff Landman
1001 17th Street, Suite 1200
Denver, CO 80202

VERIFICATION

STATE OF COLORADO

)

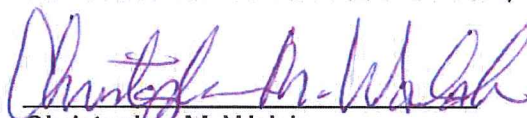
) ss.

CITY & COUNTY OF DENVER

)

Christopher M. Walsh, Senior Staff Landman for WPX Energy Rocky Mountain, 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.


WPX ENERGY ROCKY MOUNTAIN, LLC


Christopher M. Walsh

Subscribed and sworn to before me this 9th day of February, 2015, by Christopher M. Walsh, Senior Staff Landman for WPX Energy Rocky Mountain, LLC.

Witness my hand and official seal.

My commission expires: 10/22/18


Notary Public

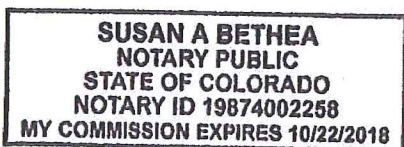


EXHIBIT A

Reference Map

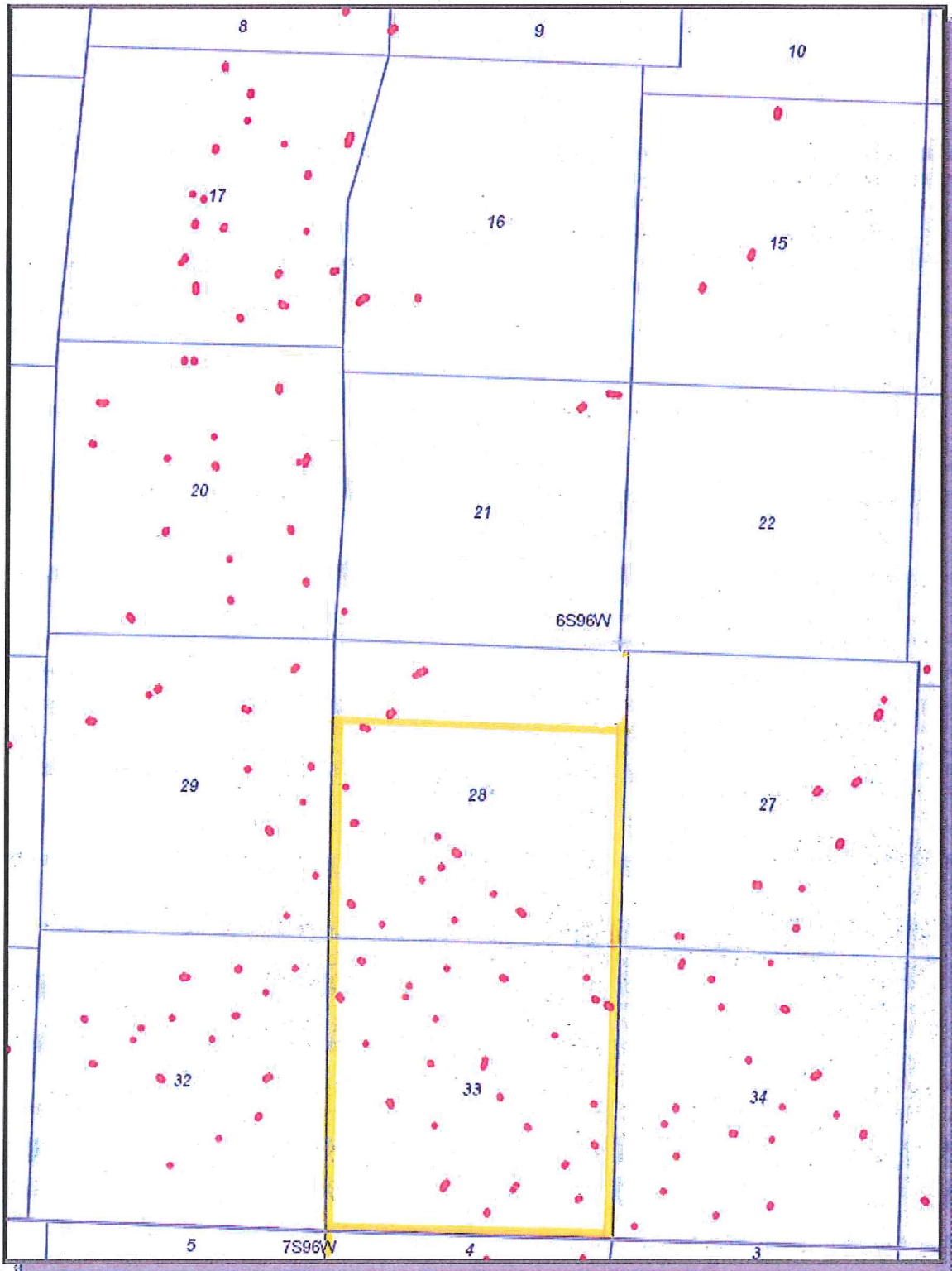


EXHIBIT B

INTERESTED PARTIES

The names and addresses of the interested parties (persons who own any interest in the mineral estate of the tracts to be pooled, except owners of overriding royalty interest) according to the information and belief of the Applicant are set forth in this Exhibit B.

WPX Energy Rocky Mountain, LLC
Christopher M. Walsh, Senior Staff Landman
1001 17th Street, Suite 1200
Denver, CO 80202

Bureau of Land Management
Attention: Mr. Steve Ficklin
2300 River Frontage Road
Silt, CO 81652

Bureau of Land Management
Attention: Mr. Bob Hartman
2300 River Frontage Road
Silt, CO 81652

Kirby H. Wynn
Garfield County
0375 County Road 352, Bldg 2060
Rifle, CO 81650-8412

Bureau of Land Management
Colorado State Office
Attn: Ms. Sherri Thompson
2850 Youngfield St.
Lakewood, CO 80215

Yates Petroleum Corporation
Attention: Ms. Kathy Porter
105 S. 4th Street
Artesia, NM 88210

Garfield County
144 E. 3rd, Suite 203
Rifle, CO 81650

MYCO Industries, Inc.
Attention: Ms. Kathy Porter
105 S. 4th Street
Artesia, NM 88210

ABO Petroleum Corporation
Attention: Ms. Kathy Porter
105 S. 4th Street
Artesia, NM 88210

Ms. Helen Capps
Encana Oil & Gas (USA) Inc.
370 17th St, Suite 1700
Denver, CO 80202

OXY Y-1 Company
Attention: Ms. Susannah Russell
5 Greenwood Plaza, Ste 110
Houston, TX 77047-0521

Robert W. Miner Jr.
Robert Wilson Miner Trust
P O Box 190266
Anchorage, AK 99519

Puckett Land Company
Attn: Mr. Ray Anderson
5460 South Quebec St., #250
Greenwood Village, CO 80111-1917

Carol Eaton Preston
281 MALLORY HEIGHTS DR
GRANTS PASS, OR 97526

Stephen D. Threlkeld and Pauline Threlkeld
The Threlkeld Family Trust
7738 E 3RD ST
SCOTTSDALE, AZ 85251

Pavillion Land Development, LLC
370 17TH STREET, SUITE 1700
DENVER, CO 80202

Dana P. Ivers
Trustee of the Mary E. O'Neil Family Trust
1011 COUNTY ROAD 525
BAYFIELD, CO 81122

Della Hittle Vanbeber
317 W 9TH ST
RIFLE, CO 81650

Robin Delp
1772 202ND RD
OXFORD, KS 67119

Joe D. Dillon
9869 E OPALITE PL
TUCSON, AZ 85749

Rose M. Huibsch, Trustee of
Rose Huibsch Revocable Living Trust
6074 E 52ND ST
TULSA, OK 74145

Mr. Kent Kuster, Energy Liaison
Colorado Department of Public Health &
Environment
4300 Cherry Creek Drive South
Denver, CO 80246-1530

Schuyler E. Cone
6279 N COOLVILLE RIDGE RD
ATHENS, OH 45701

Sherrill LeDonne, Life Estate
424 32 ROAD 366
CLIFTON, CO 81520
Robert Ringol
3615 RICHMOND DR
COLORADO SPRINGS, CO 80922

Estate of Edmund M. Huibsch
5367 E 21ST ST
TULSA, OK 74114-2213

Hurley Gregory
1182 268 AVE
WEST POINT, IA 52656


Michael Warren, Energy Liaison
Colorado Parks & Wildlife
711 Independent Avenue
Grand Junction, CO 81505

IN THE MATTER OF AN APPLICATION BY WPX ENERGY ROCKY MOUNTAIN, LLC, FOR AN ORDER POOLING ALL INTERESTS IN THE APPROXIMATE 1132-ACRE DRILLING AND SPACING UNIT ESTABLISHED FOR SECTIONS 28 AND 33, TOWNSHIP 6 SOUTH, RANGE 96 WEST, 6TH P.M., FOR THE DEVELOPMENT AND OPERATION OF THE MANCOS, NIOBRARA, FRONTIER, MOWRY, AND DAKOTA FORMATIONS, GRAND VALLEY FIELD, GARFIELD COUNTY, COLORADO

DOCKET NO.

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

That she is a Legal Assistant for Beatty & Wozniak P.C. the attorneys for WPX Energy Rocky Mountain, LLC, that on or before February 18th, 2015, she caused a copy of the attached Application to be deposited in the United States Mail, postage prepaid, addressed to the parties listed on Exhibit B to the Application.


Jennifer Pittenger

Subscribed and sworn to before me on February 11, 2015.

TERESA L. PETERSON
NOTARY PUBLIC
STATE OF COLORADO
NOTARY ID: 1002026
MY COMMISSION EXPIRES OCT. 4, 2017

Laura R. Peters
Notary Public