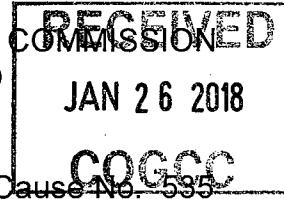


BEFORE THE OIL AND GAS CONSERVATION COMMISSION
OF THE STATE OF COLORADO



IN THE MATTER OF THE APPLICATION OF)
BISON EXPLORATION, LLC FOR AN ORDER)
ESTABLISHING AN APPROXIMATE 1,600-)
ACRE DRILLING AND SPACING UNIT, AND)
ESTABLISHING WELL LOCATION RULES)
APPLICABLE TO THE DRILLING AND)
PRODUCING OF WELLS FROM THE)
NIOBRARA FORMATION COVERING CERTAIN)
LANDS IN SECTIONS 2, 3, AND 4, TOWNSHIP)
3 SOUTH, RANGE 66 WEST, 6TH P.M.,)
UNNAMED FIELD, DENVER AND ADAMS)
COUNTIES, COLORADO.)

Cause No. 535

Docket No. 180300216

Type: SPACING

APPLICATION

Bison Exploration, LLC ("Applicant"), Operator No. 10646, by and through its attorneys, Welborn Sullivan Meck & Tooley, P.C., respectfully submits this Application to the Oil and Gas Conservation Commission of the State of Colorado ("Commission") for an order establishing an approximate 1,600-acre drilling and spacing unit, and establishing well location rules applicable to the drilling of wells and producing of oil, gas and associated hydrocarbons from the Niobrara Formation covering certain lands in Denver and Adams Counties, Colorado. In support of its Application, Applicant states as follows:

1. Applicant is a limited liability company duly authorized to conduct business in Colorado.
2. Applicant owns leasehold interest and/or the right to operate and is an Owner as defined by Commission rules in the following lands ("Application Lands"):

Township 3 South, Range 66 West, 6th P.M.

Section 2: All
Section 3: All
Section 4: E½

A reference map of the Application Lands is attached hereto.

3. Rule 318.a. of the Rules and Regulations of the Oil and Gas Conservation Commission requires that, on unspaced lands, wells drilled in excess of 2,500 feet in depth be located not less than 600 feet from any lease line, and located not less than 1,200 feet from any other producible or drilling oil or gas well when drilling to the same common source of supply.

4. To promote efficient drainage of the Niobrara Formation within the Application Lands and to avoid waste, the Commission should establish an approximate 1,600-acre drilling and spacing unit for the Application Lands described below for production of oil, gas and associated hydrocarbons from the Niobrara Formation:

Township 3 South, Range 66 West, 6th P.M.

Section 2: All

Section 3: All

Section 4: E½

5. Applicant is requesting to drill and complete one (1) horizontal well in the above-described approximate 1,600-acre drilling and spacing unit with the option to drill and complete up to a total of up to sixteen (16) horizontal wells in the unit for production of oil, gas and associated hydrocarbons from the Niobrara Formation with the surface location to be located at a legal location in the above-described drilling and spacing unit or on adjacent lands. Applicant further requests that the treated interval of each wellbore be no closer than 150 feet from the treated interval of any other wellbore producing from the Niobrara Formation, and no closer than 460 feet from the unit boundary, without exception being granted by the Director.

6. Applicant requests authority to drill only those wells necessary to determine the well density which allows the most efficient drainage of the Niobrara Formation, prevents waste, does not adversely affect correlative rights, and assures the greatest ultimate recovery of gas and associated hydrocarbon substances. The proposed drilling and spacing unit is not smaller than the maximum area that can be economically and efficiently drained by the authorized wells in such drilling and spacing unit. Applicant further maintains that the requested setbacks and the wells drilled in the above-proposed drilling and spacing unit will have no adverse effect on correlative rights of adjacent owners.

7. Applicant further requests that the wells are drilled from no more than two (2) well pads within the unit or from a legal location on adjacent lands.

8. The names and addresses of the interested parties according to the information and belief of the Applicant are set forth in Exhibit A attached hereto and made a part hereof, and the undersigned certifies that copies of this Application shall be served on each interested party within seven (7) days after filing of the Application as required by Rules 503.e. and 507.b.(1).

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 consistent with Applicant's proposals as set forth above.

Dated this 12 th day of January, 2018

Respectfully submitted,

WELBORN SULLIVAN MECK & TOOLEY, P.C.

By: 

Joseph C. Pierzchala
Geoffrey W. Storm
Welborn Sullivan Meck & Tooley, P.C.
Attorneys for Applicant
1125 17th Street, Suite 2200
Denver, CO 80202
303-830-2500
jpierzchala@wsmtlaw.com
gstorm@wsmtlaw.com

Applicant's Address:

Bison Exploration, LLC
370 17th St, Ste 5300
Denver, CO 80202

Attn: Pam Kingery
Phone: (720) 557-8300

VERIFICATION

STATE OF COLORADO

)

SS.

CITY & COUNTY OF DENVER

)

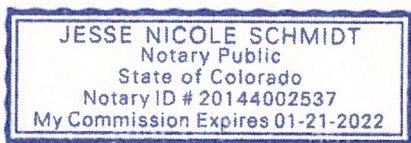
Pam Kingery, Land Advisor for Bison Exploration, LLC, upon oath deposes and says that she has read the foregoing Application and that the statements contained therein are true to the best of her knowledge, information and belief.

BISON EXPLORATION, LLC

Pam Kingery
Pam Kingery
Land Advisor

Subscribed and sworn to before me this 18th day of January 2018 by Pam Kingery, Land Advisor for Bison Exploration, LLC.

Witness my hand and official seal.



Notary Public
My Commission Expires: 1/24/22

EXHIBIT A

INTERESTED PARTIES

Adams County

Chris LaMere
Adams County
4430 South Adams County Pkwy
Brighton, CO 80601

Aurora Municipality

Stephen Rodriguez
City of Aurora Planning Dept.
15151 E. Alameda Parkway
Aurora, CO 80012

Denver County

Francisco Alonzo
City of Denver
8500 Pena Blvd.
Denver, CO 80249

Denver Municipality

Francisco Alonzo
City of Denver
8500 Pena Blvd.
Denver, CO 80249

Colorado Department of Public Health and Environment

Kent Kuster
4300 Cherry Creek Drive South
Denver, CO 80246-1500

Colorado Parks and Wildlife

Tom Schreiner
Northeast Region Office
6060 Broadway
Denver, CO 80216

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EXHIBIT A CONTINUED ON NEXT PAGE

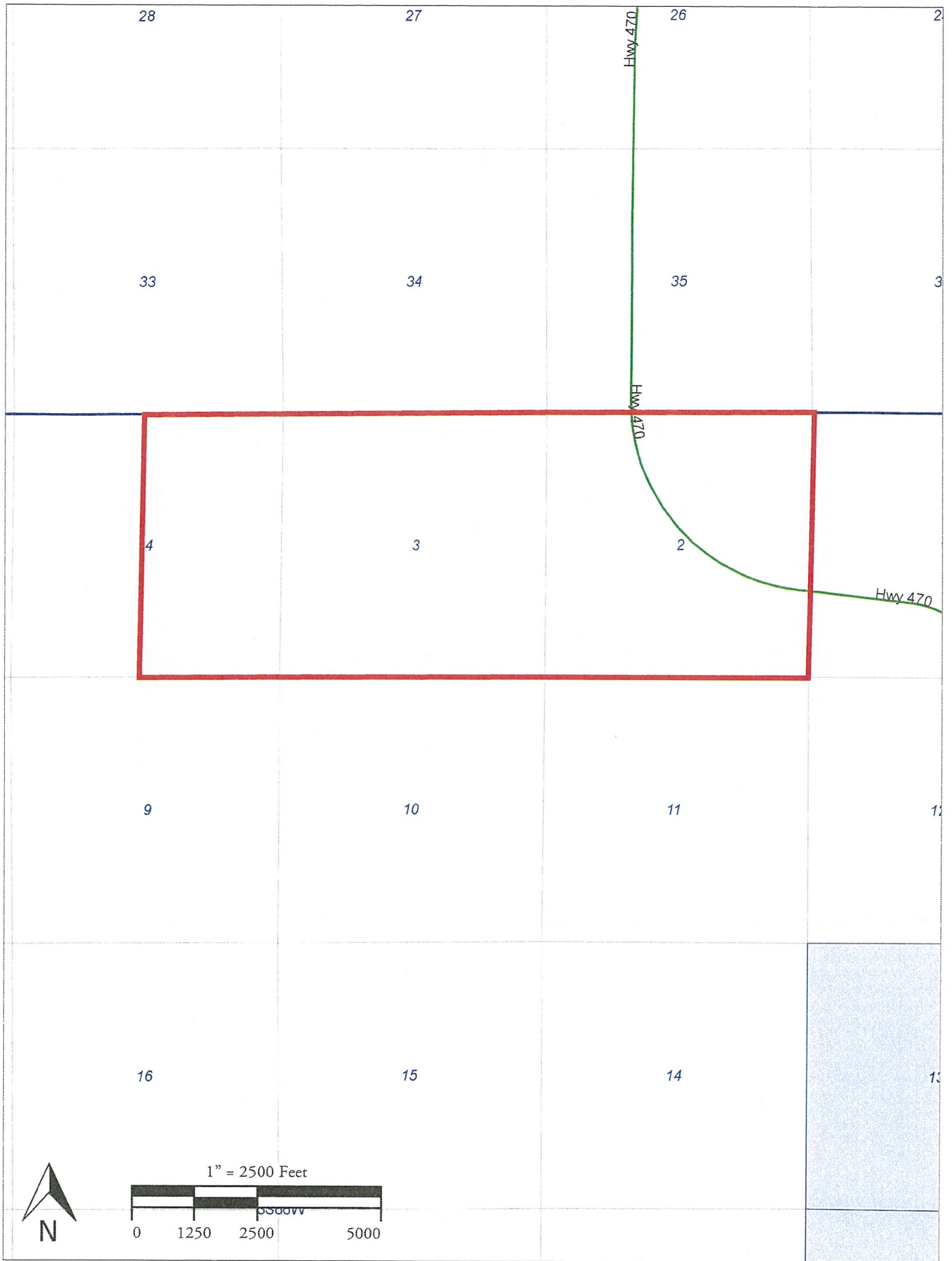
EXHIBIT A

INTERESTED PARTIES

ARC HOSPITALITY SMT FIS DENCO
OWNER, LLC
ARC HOSPITALITY SMT SHS DENCO
OWNER, LLC
Arthur R. Hoglund
Aurora Convention Center Hotel, LLC
Aurora10 Land, LLC
BD OMNI #1
Beaver Trust Company, Executor of the
Estate of Martha H. Kittridge, deceased
Bernard R. Quire
Bison Exploration, LLC
Bison Oil & Gas, LLC
BRE/LQ PROPERTIES LLC
Bruce Gissing
Carol Lacy Mackie
Charlotte Logsdon
City and County of Denver
City of Aurora
Copper Trail Energy Fund I, LP
Debbie Anne (Davis) Legrotte
DIA HIFS, LLC
Estate of Emilie Cunningham, Deceased
Estate of Lewis M. Nelson c/o Alice
JoAnn Nelson
Evan E. Moody
Ferdinand L. Belz, III c/o L.C.
Fulenwider, Inc.
Fred R. Cref
Estate of Frederick McIntosh, presumed
deceased
Freeman Investments
Gateway Seventy-One, LLC
Gateway Sixty-Nine, LLC
George S. Huisken
H. Rickey Wells
HH DENVER LLC c/o Highland
Corporation
High Point PA-20, LLC

James Fletcher Davis
Jan Gipson
Jerry B. Urban
John Herbert Beyers, Jr.
John L. Chambers
Karen Miles
Kenneth C. Egan
L. C. Fulenwider, III c/o L.C. Fulenwider,
Inc.
Larry Jarboe Davis
Lawrence R. Rydiger
Lee Cubbison
Marcia A. Lujan c/o L.C. Fulenwider,
Inc.
Mark Throckmorton c/o L.C. Fulenwider,
Inc.
Estate of Mary Grace Catalano,
deceased
Mary Louise Self
Moore Realty Co.
Phyllis Jo Parret
Realty Income Corporation
Rida High Point Land, LLC
Robert C. Dedricks
Robert N. Poole & Co., a partnership
Rolf M. Lippert
Ron Michael Allen
RT DENVER FRANCHISE, L.P.
Shirley R. Neal
The City and County of Denver
The County of Adams
TODAY'S V, INC.
Veryl Guinevere McBride
Vinay I. Sikka and Anita Sikka
Vittorio Di Cicco
Walter J. Grund
William Averill Lacy
Willis J. Coates

Exhibit B - Application Lands



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


IN THE MATTER OF THE APPLICATION OF	)	Cause No. 535
BISON EXPLORATION, LLC FOR AN ORDER)	
ESTABLISHING AN APPROXIMATE 1,600-	)	Docket No. 180300216
ACRE DRILLING AND SPACING UNIT, AND)	
ESTABLISHING WELL LOCATION RULES	)	Type: SPACING
APPLICABLE TO THE DRILLING AND)	
PRODUCING OF WELLS FROM THE)	
NIOBARRA FORMATION COVERING CERTAIN)	
LANDS IN SECTIONS 2, 3, AND 4, TOWNSHIP)	
3 SOUTH, RANGE 66 WEST, 6TH P.M.,)	
UNNAMED FIELD, DENVER AND ADAMS)	
COUNTIES, COLORADO.)	

AFFIDAVIT OF MAILING

STATE OF COLORADO §
 §
CITY AND COUNTY OF DENVER §

I, Geoffrey W. Storm, of lawful age, and being first duly sworn upon my oath, state and declare:

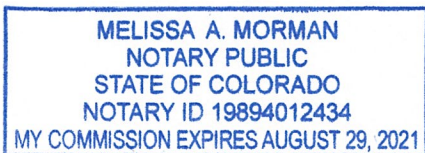
That I am the attorney for Bison Exploration, LLC and that on or before January 26, 2018, I caused a copy of the attached Application to be deposited in the United States mail, postage prepaid, addressed to the parties listed on Exhibit A to the Application.




Geoffrey W. Storm

Subscribed and sworn to before me January 26, 2018

Witness my hand and official seal.





Notary Public
My commission expires: 8/29/2021

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

IN THE MATTER OF THE APPLICATION)	
OF BISON EXPLORATION, LLC FOR AN	)	Cause No. 535
ORDER ESTABLISHING AN)	
APPROXIMATE 1,600-ACRE DRILLING	)	Docket No. 180300216
AND SPACING UNIT, AND)	
ESTABLISHING WELL LOCATION RULES	)	Type: SPACING
APPLICABLE TO THE DRILLING AND)	
PRODUCING OF WELLS FROM THE)	
NIOBRARA FORMATION COVERING)	
CERTAIN LANDS IN SECTIONS 2, 3, AND)	
4, TOWNSHIP 3 SOUTH, RANGE 66)	
WEST, 6TH P.M., UNNAMED FIELD,)	
DENVER AND ADAMS COUNTIES,)	
COLORADO.)	

MOTION FOR AN ORDER OF SERVICE BY PUBLICATION

Bison Exploration, LLC ("Bison" or "Applicant"), Operator No. 10646, by its attorneys, Welborn Sullivan Meck & Tooley, P.C., respectfully submits this Motion for Service by Publication to the Oil and Gas Conservation Commission of the State of Colorado (the "Commission") pursuant to Section 34-60-108(4) and Colorado Rule of Civil Procedure 4(g) and, as grounds therefore, Applicant states:

A. Factual and Procedural History

1. Bison is a limited liability company duly authorized to conduct business in the State of Colorado, is a registered operator in good standing with the Commission, and is an interested party in the subject matter of the above-referenced Docket as the applicant and owner of certain leasehold interests in the Application Lands described below:

Township 3 South, Range 66 West, 6th P.M.

Section 2: All
Section 3: All
Section 4: E½

2. The Commission has jurisdiction over the subject matter embraced in said Docket, and of the parties interested therein, and jurisdiction to promulgate the hereinafter prescribed order pursuant to the Oil and Gas Conservation Act.

3. On January 18, 2018, Bison filed an application pursuant to Section 34-60-116, C.R.S., for an order establishing an approximate 1,600-acre drilling and spacing unit covering the above-described lands, approving up to sixteen (16) horizontal wells within the unit, and establishing well location rules applicable to the drilling of wells and producing of oil, gas and associated hydrocarbons from the Niobrara Formation covering Application Lands.

4. Bison made diligent efforts to locate all interested parties, both before and after filing the Application, and to serve them with a copy of the Application. Despite its best efforts, Bison has been unable to locate several interested parties. With no means for service, Bison now moves the Commission for permission to serve the below-identified interested parties by publication.

5. Copies of the Application were prepared, and were served on all locatable Interested Parties pursuant to Rule 507.b.(1) and pursuant to Rule 503.e.

6. Upon reasonable due diligence, which is further detailed herein, Bison was unable to find address information for the following Interested Parties:

Fred R. Cref
John L. Chambers
Heirs of Willis J. Coates
Kenneth C. Egan
Walter J. Grund
George S. Huiskens
Charlotte Logsdon
Robert N. Pool & Co., a partnership
Heirs of Lawrence R. Rydiger

(hereinafter "Unlocatable Interested Parties").

7. The Commission has determined that in order for publication by notice to be effective as to persons with unknown addresses, the Applicant must first comply with Colorado Rule of Civil Procedure 4(g), which authorizes service of process by publication only after the Applicant files a verified motion with the Commission detailing Applicant's attempts to provide actual notice of the proceedings and the Commission grants the motion.

B. Applicable Standard

8. Colorado's Oil and Gas Conservation Act, allows for service of unit applications by publication. Section 34-60-108(4), C.R.S., provides in relevant part:

"Any notice required by this article, except as provided in this section, shall be given by the commission either by mailing a copy thereof, postage prepaid, to the last known mailing address of the person to be given notice, or by personal service. In addition, the commission shall cause one publication of such notice, at least ten days prior to the hearing, in a newspaper of general circulation in the city and county of Denver and in a newspaper of general circulation in the county where the land affected, or some part thereof, is situated...In all cases where there is an application for the entry of a pooling order or unitization order...notice of the hearing to be held on such application or complaint shall be served on the interested parties either by mail as provided in this subsection (4) or in the same manner as is provided in the Colorado rules of civil procedure for the service of process in civil actions in the district courts of this state."

9. Commission Rule 519 also states that the Colorado Rules of Civil Procedure ("C.R.C.P.") apply to Commission proceedings unless they are inconsistent with Commission Rules or the Colorado Oil and Gas Conservation Act.

10. C.R.C.P. Rule 4(g) provides:

"Except as otherwise provided by law, service by mail or publication shall be allowed only in actions affecting specific property or status or other proceedings in rem. When service is by publication, the complaint need not be published with the summons. The party desiring service of process by mail or publication under this section (g) shall file a motion verified by the oath of such party or of someone in the party's behalf for an order of service by mail or publication. It shall state the facts authorizing such service, and shall show the efforts, if any, that have been made to obtain personal service and shall give the address, or last known address, of each person to be served or shall state that the address and last known address are unknown. The court, if satisfied that due diligence has been used to obtain personal service or that efforts to obtain the same would have been to no avail, shall:

(1) Order the party to send by registered or certified mail a copy of the process addressed to such person at such address, requesting a return receipt signed by the addressee only. Such service shall be complete on the date of the filing of proof thereof, together with such return receipt attached thereto signed by such addressee, or

(2) Order publication of the process in a newspaper published in the county in which the action is pending. Such publication shall be made once each week for five successive weeks. Within 14 days after the order the party shall mail a copy of the process to each person whose

address or last known address has been stated in the motion and file proof thereof. Service shall be complete on the day of the last publication. If no newspaper is published in the county, the court shall designate one in some adjoining county."

C. Bison's Due Diligence in Attempting to Locate the Unlocatable Interested Parties

11. In attempting to locate a last known address for the Unlocatable Interested Parties, Bison researched the public records maintained by the clerk and recorders of Denver and Adams Counties, reviewed internal land and well records, and utilized the third party online research tool TransUnion TLO. However, as of the date of this Motion, Bison is unable to find addresses for the Unlocatable Interested Parties.

D. Relief Requested

1. That the Commission order publication of process, in the form attached hereto, in the Applications subject to the above-referenced Dockets in a newspaper published in Denver and Adams Counties, Colorado.
2. Grant such other findings and orders as the Commission may deem proper or advisable in this matter.

DATED this 7th day of February, 2018.

Respectfully submitted,

BISON EXPLORATION, LLC

By: 

Joseph C. Pierzchala
Geoffrey W. Storm
Welborn Sullivan Meck & Tooley, P.C.
Attorneys for Applicant
1125- 17th Street, Suite 2200
Denver, CO 80202
303-830-2500
jpierzchala@wsmtlaw.com
gstorm@wsmtlaw.com

VERIFICATION

STATE OF COLORADO)
) ss.
COUNTY OF DENVER)

Pam Kingery, Land Advisor with Bison Exploration, LLC, upon oath deposes and says that she has read the foregoing Motion for an Order of Service by Publication and that the statements contained therein are true to the best of her knowledge, information and belief.

BISON EXPLORATION, LLC



Pam Kingery
Land Advisor

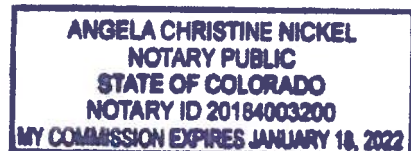
Subscribed and sworn to before me this 7th day of February, 2018, by Pam Kingery, Land Advisor with Bison Exploration, LLC.

Witness my hand and official seal.

My commission expires: 1/18/2022



Notary Public



CERTIFICATE OF SERVICE

I hereby certify that, on February 7, 2018, I caused a copy of BISON EXPLORATION, LLC'S MOTION FOR AN ORDER OF SERVICE BY PUBLICATION to be served to the addressed listed below.

Via electronic mail and courier:

Colorado Oil and Gas Conservation Commission
ATTN: James Rouse, Jennifer Hazelton, Julie Prine
1120 Lincoln Street, Suite 810
Denver, CO 80203
james.rouse@state.co.us
jennifer.hazelton@state.co.us
julie.prine@state.co.us



Joan E. Hoover

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

IN THE MATTER OF THE AMENDED	)	Cause No. 535
APPLICATION OF AXIS EXPLORATION, LLC)	
BISON EXPLORATION, LLC FOR AN ORDER	)	Docket No. 180300216
ESTABLISHING AN APPROXIMATE 1906.96-)	
ACRE 1,600-ACRE DRILLING AND SPACING	)	Type: SPACING
UNIT, AND ESTABLISHING WELL LOCATION)	
RULES APPLICABLE TO THE DRILLING AND)	
PRODUCING OF WELLS FROM THE)	
NIOBRARA FORMATION COVERING CERTAIN)	
LANDS IN SECTIONS 2, 3, AND 4, TOWNSHIP)	
3 SOUTH, RANGE 66 WEST, 6TH P.M.,)	
UNNAMED FIELD, DENVER AND ADAMS)	
COUNTIES, COLORADO.)	

AMENDED APPLICATION

Axis Exploration, LLC, formerly known as Bison Exploration, LLC ("Applicant"), Operator No. 10646, by and through its attorneys, Welborn Sullivan Meck & Tooley, P.C., respectfully submits this **Amended** Application to the Oil and Gas Conservation Commission of the State of Colorado ("Commission") for an order establishing an approximate **1,906.96-acre** ~~1,600-acre~~ drilling and spacing unit, and establishing well location rules applicable to the drilling of wells and producing of oil, gas and associated hydrocarbons from the Niobrara Formation covering certain lands in Denver and Adams Counties, Colorado. In support of its **Amended** Application, Applicant states as follows:

1. Applicant is a limited liability company duly authorized to conduct business in Colorado.
2. Applicant owns leasehold interest and/or the right to operate and is an Owner as defined by Commission rules in the following lands ("**Amended** Application Lands"):

Township 3 South, Range 66 West, 6th P.M.

Section 2: All

Section 3: All

Section 4: **All** ~~E½~~

A reference map of the Amended Application Lands is attached hereto.

3. Rule 318.a. of the Rules and Regulations of the Oil and Gas Conservation Commission requires that, on unspaced lands, wells drilled in excess of 2,500 feet in depth be

located not less than 600 feet from any lease line, and located not less than 1,200 feet from any other producible or drilling oil or gas well when drilling to the same common source of supply.

4. To promote efficient drainage of the Niobrara Formation within the **Amended** Application Lands and to avoid waste, the Commission should establish an approximate **1,906.96-acre** ~~1,600-acre~~ drilling and spacing unit for the **Amended** Application Lands described below for production of oil, gas and associated hydrocarbons from the Niobrara Formation:

Township 3 South, Range 66 West, 6th P.M.

Section 2: All

Section 3: All

Section 4: **All** ~~E½~~

5. Applicant is requesting to drill and complete one (1) horizontal well in the above-described approximate **1,906.96-acre** ~~1,600-acre~~ drilling and spacing unit with the option to drill and complete up to a total of up to sixteen (16) horizontal wells in the unit for production of oil, gas and associated hydrocarbons from the Niobrara Formation with the surface location to be located at a legal location in the above-described drilling and spacing unit or on adjacent lands. Applicant further requests that the treated interval of each wellbore be no closer than 150 feet from the treated interval of any other wellbore producing from the Niobrara Formation, and no closer than 460 feet from the unit boundary, without exception being granted by the Director.

6. Applicant requests authority to drill only those wells necessary to determine the well density which allows the most efficient drainage of the Niobrara Formation, prevents waste, does not adversely affect correlative rights, and assures the greatest ultimate recovery of gas and associated hydrocarbon substances. The proposed drilling and spacing unit is not smaller than the maximum area that can be economically and efficiently drained by the authorized wells in such drilling and spacing unit. Applicant further maintains that the requested setbacks and the wells drilled in the above-proposed drilling and spacing unit will have no adverse effect on correlative rights of adjacent owners.

7. Applicant further requests that the wells are drilled from no more than two (2) well pads within the unit or from a legal location on adjacent lands.

8. The names and addresses of the interested parties according to the information and belief of the Applicant are set forth in **Exhibit A** attached hereto and made a part hereof, and the undersigned certifies that copies of this Application shall be served on each **new** interested party within seven (7) days after filing of the **Amended** Application as required by Rules 503.e. and 507.b.(1). **Applicant further certifies that all parties will receive notice of the Amended Application at least 35 days in advance of the hearing.**

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 consistent with Applicant's proposals as set forth above.

Dated this 24th day of **September** ~~January~~, 2018

Respectfully submitted,

WELBORN SULLIVAN MECK & TOOLEY, P.C.

By: 

Joseph C. Pierzchala
Geoffrey W. Storm
Welborn Sullivan Meck & Tooley, P.C.
Attorneys for Applicant
1125 17th Street, Suite 2200
Denver, CO 80202
303-830-2500
jpierzchala@wsmtlaw.com
gstorm@wsmtlaw.com

Applicant's Address:
Axis Exploration, LLC
370 17th St, Ste 5300
Denver, CO 80202

Attn: Pam Kingery
Phone: (720) 974-7769

VERIFICATION

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

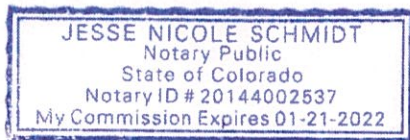
Pam Kingery, Land Advisor for Axis Exploration, LLC, upon oath deposes and says that she has read the foregoing Application and that the statements contained therein are true to the best of her knowledge, information and belief.

AXIS EXPLORATION, LLC

Pam Kingery
Pam Kingery
Land Advisor

Subscribed and sworn to before me this 24th day of September 2018 by Pam Kingery, Land Advisor for Axis Exploration, LLC.

Witness my hand and official seal.



Notary Public
My Commission Expires: 1/21/22

EXHIBIT A

INTERESTED PARTIES

Adams County

Christine Dougherty
Adams County
4430 South Adams County Pkwy
Brighton, CO 80601

Aurora Municipality

Stephen Rodriguez
City of Aurora Planning Dept.
15151 E. Alameda Parkway
Aurora, CO 80012

Denver County

Jessica R. Brody
Denver City Attorneys Office
201 W. Colfax Avenue, Dept 1207
Denver CO 80202

Denver Municipality

Jessica R. Brody
Denver City Attorneys Office
201 W. Colfax Avenue, Dept 1207
Denver CO 80202

Colorado Department of Public Health and Environment

Attn: Oil and Gas Liaison
4300 Cherry Creek Drive South
Denver, CO 80246-1500

Colorado Parks and Wildlife

Tom Schreiner
Northeast Region Office
6060 Broadway
Denver, CO 80216

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EXHIBIT A CONTINUED ON NEXT PAGE

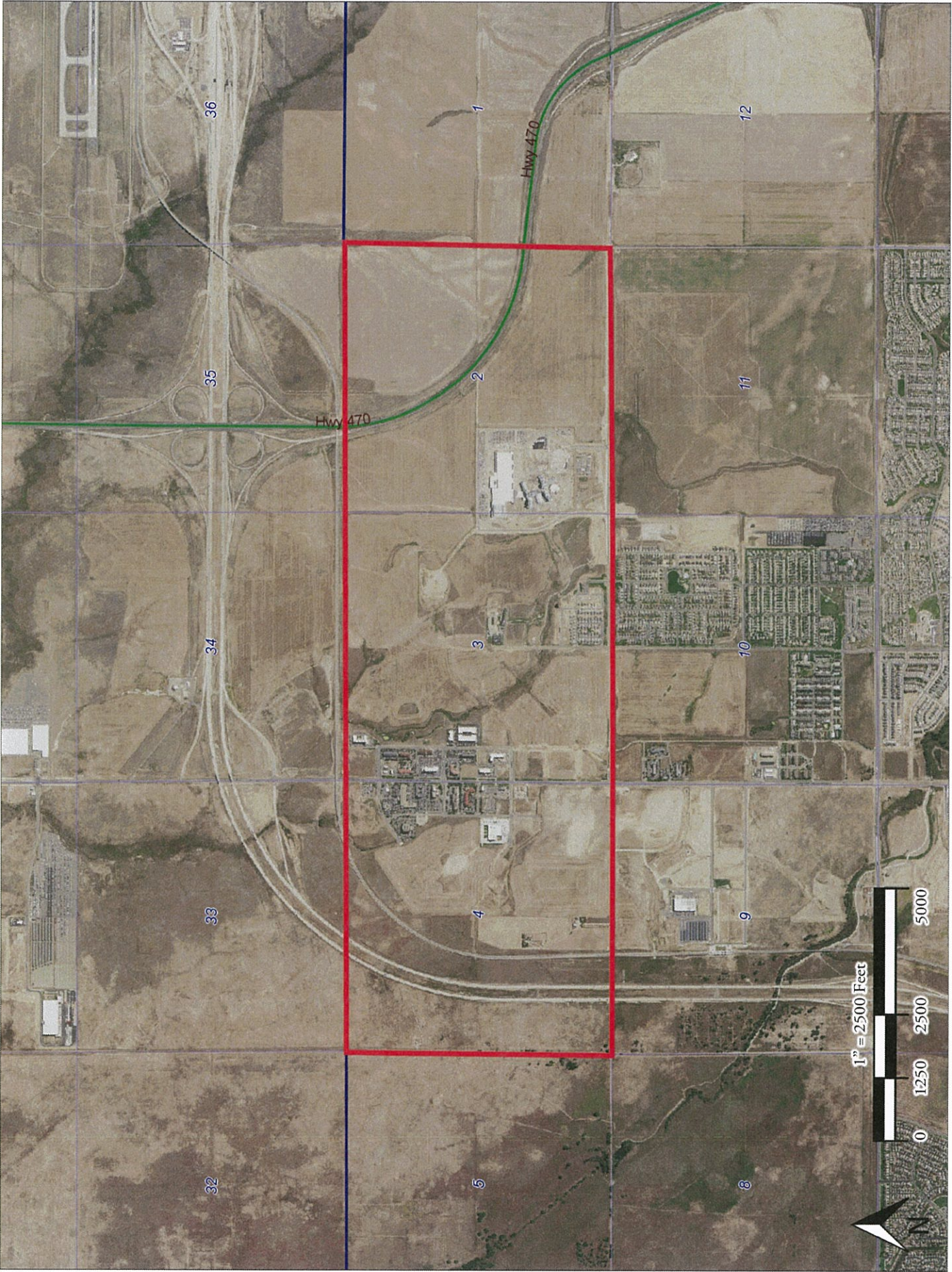
EXHIBIT A

INTERESTED PARTIES

64th Minerals, LLC
AN and DC Irrevocable Trust
ARC HOSPITALITY SMT FIS DENCO
OWNER, LLC
ARC HOSPITALITY SMT SHS DENCO
OWNER, LLC
Aspired Energy, Inc.
Aurora Convention Center Hotel, LLC
Aurora Convention Center Hotel, LLC, Attn:
Rita Conner c/o Fairfield and Woods, PC
Aurora High Point at DIA Metropolitan
District
Aurora10 Land, LLC
Aviation Station North Metropolitan District
No. 5
BD OMNI #1
Beaver Trust Company, Executor of the
Estate of Martha H. Kittridge, deceased
Bernice S. McKelvey
Axis Exploration, LLC
Bison Oil & Gas, LLC
BRE/LQ PROPERTIES LLC
Charlotte Logsdon
CHMP-LCP Hotel Denver I, LLC
Christian W. Reither Estate
City and County of Denver
City of Aurora
Copper Trail Energy Fund I, LP
Daniel J. O'Shaughnessy Trust dated
8/1/1990
Denver Gateway Center Joint Venture
Denver Gateway Center JV
DIA HIFS, LLC
DIA Hospitality, LLC
Everdeen Resources, LLC
Hilltop at DIA, LLC
Huy Le
HH DENVER LLC
High Point PA-20, LLC
James G. Schuler
John L. Chambers

John Reither Family Trust, Clara Reither,
Trustee
Mary Grace Catalano
Mary Emilie Cunningham
Realty Income Corporation
Rida High Point Land, LLC
Robert N. Poole & Co., a partnership
Robert W. Reither Estate
San Isidro Six Investments, LLC
SCM-Neal, LLLP
SCM-Whiteman, LLLP
SCM-Zaharis, LLLP
SCM-Pendleton, LLLP
SCM-Wilson, LLLP
SCM D Hat, LLLP
SCM Lasky, LLLP
SCM Spectrum, LLLP
SCM-POG, LLLP
SCM Wayne, LLLP
SCM KDL, LLLP
Shirley R. Neal
SMT Investors LP
Stanley Ibe Reither Estate
Store Master Funding XIV, LLC
The City and County of Denver
The City and County of Denver, a municipal
corporation of the State of Colorado
The County of Adams
TODAY'S V, INC.
TWR Investments, LTD
United States of America
United States of America
Rose Winkler, heir of Barbara G. Devlin,
deceased
Marie Haber, heir of Barbara G. Devlin,
deceased
Matthew G. Devlin, heir of Barbara G.
Devlin, deceased
Barbara L. Luders, heir of Barbara G.
Devlin, deceased

Exhibit B - Application Lands



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

IN THE MATTER OF THE SECOND AMENDED	)	Cause No. 535
APPLICATION OF AXIS EXPLORATION, LLC)	
FOR AN ORDER ESTABLISHING AN	)	Docket No. 180300216
APPROXIMATE 1906.96-ACRE 1,588.82-ACRE)	
DRILLING AND SPACING UNIT, AND	)	Type: SPACING
ESTABLISHING WELL LOCATION RULES)	
APPLICABLE TO THE DRILLING AND)	
PRODUCING OF WELLS FROM THE)	
NIOBRARA FORMATION COVERING CERTAIN)	
LANDS IN SECTIONS 2, 3, AND 4, TOWNSHIP)	
3 SOUTH, RANGE 66 WEST, 6TH P.M.,)	
UNNAMED FIELD, DENVER AND ADAMS)	
COUNTIES, COLORADO.)	

SECOND AMENDED APPLICATION

Axis Exploration, LLC, formerly known as Bison Exploration, LLC ("Applicant"), Operator No. 10646, by and through its attorneys, Welborn Sullivan Meck & Tooley, P.C., respectfully submits this **Second** Amended Application to the Oil and Gas Conservation Commission of the State of Colorado ("Commission") for an order establishing an approximate ~~1,906.96-acre~~ **1,588.82-acre** drilling and spacing unit, and establishing well location rules applicable to the drilling of wells and producing of oil, gas and associated hydrocarbons from the Niobrara Formation covering certain lands in Denver and Adams Counties, Colorado. In support of its **Second** Amended Application, Applicant states as follows:

1. Applicant is a limited liability company duly authorized to conduct business in Colorado.
2. Applicant owns leasehold interest and/or the right to operate and is an Owner as defined by Commission rules in the following lands ("**Second** Amended Application Lands"):

Township 3 South, Range 66 West, 6th P.M.

Section 2: All
Section 3: All
Section 4: All **E** $\frac{1}{2}$

A reference map of the Second Amended Application Lands is attached hereto.

3. Rule 318.a. of the Rules and Regulations of the Oil and Gas Conservation Commission requires that, on unspaced lands, wells drilled in excess of 2,500 feet in depth be

located not less than 600 feet from any lease line, and located not less than 1,200 feet from any other producible or drilling oil or gas well when drilling to the same common source of supply.

4. To promote efficient drainage of the Niobrara Formation within the **Second** Amended Application Lands and to avoid waste, the Commission should establish an approximate ~~1,906.96-acre~~ **1,588.82-acre** drilling and spacing unit for the **Second** Amended Application Lands described below for production of oil, gas and associated hydrocarbons from the Niobrara Formation:

Township 3 South, Range 66 West, 6th P.M.

Section 2: All

Section 3: All

Section 4: All **E**½

5. Applicant is requesting to drill and complete one (1) horizontal well in the above-described approximate ~~1,906.96-acre~~ **1,588.82-acre** drilling and spacing unit with the option to drill and complete up to a total of up to sixteen (16) horizontal wells in the unit for production of oil, gas and associated hydrocarbons from the Niobrara Formation with the surface location to be located at a legal location in the above-described drilling and spacing unit or on adjacent lands. Applicant further requests that the treated interval of each wellbore be no closer than 150 feet from the treated interval of any other wellbore producing from the Niobrara Formation, and no closer than 460 feet from the unit boundary, without exception being granted by the Director.

6. Applicant requests authority to drill only those wells necessary to determine the well density which allows the most efficient drainage of the Niobrara Formation, prevents waste, does not adversely affect correlative rights, and assures the greatest ultimate recovery of gas and associated hydrocarbon substances. The proposed drilling and spacing unit is not smaller than the maximum area that can be economically and efficiently drained by the authorized wells in such drilling and spacing unit. Applicant further maintains that the requested setbacks and the wells drilled in the above-proposed drilling and spacing unit will have no adverse effect on correlative rights of adjacent owners.

7. Applicant further requests that the wells are drilled from no more than two (2) well pads within the unit or from a legal location on adjacent lands.

8. The names and addresses of the interested parties according to the information and belief of the Applicant are set forth in **Exhibit A** attached hereto and made a part hereof, and the undersigned certifies that copies of this Application shall be served on each ~~new~~ interested party within seven (7) days after filing of the **Second** Amended Application as required by Rules 503.e. and 507.b.(1).

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 consistent with Applicant's proposals as set forth above.

Dated this 13th day of ~~December~~ September, 2018

Respectfully submitted,

WELBORN SULLIVAN MECK & TOOLEY, P.C.

By: 

Joseph C. Pierzchala
Geoffrey W. Storm
Welborn Sullivan Meck & Tooley, P.C.
Attorneys for Applicant
1125 17th Street, Suite 2200
Denver, CO 80202
303-830-2500
jpierzchala@wsmtlaw.com
gstorm@wsmtlaw.com

Applicant's Address:
Axis Exploration, LLC
370 17th St, Ste 5300
Denver, CO 80202

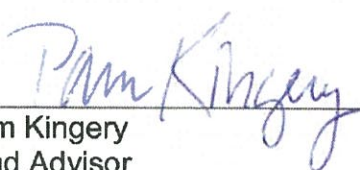
Attn: Pam Kingery
Phone: (720) 974-7769

VERIFICATION

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

Pam Kingery, Land Advisor for Axis Exploration, LLC, upon oath deposes and says that she has read the foregoing Application and that the statements contained therein are true to the best of her knowledge, information and belief.

AXIS EXPLORATION, LLC




Pam Kingery
Land Advisor

Subscribed and sworn to before me this 4 day of December 2018 by Pam Kingery, Land Advisor for Axis Exploration, LLC.

Witness my hand and official seal.





Notary Public
My Commission Expires: 7/8/2020

EXHIBIT A

INTERESTED PARTIES

Adams County

Christine Dougherty
Adams County
4430 South Adams County Pkwy
Brighton, CO 80601

Aurora Municipality

Stephen Rodriquez
City of Aurora Planning Dept.
15151 E. Alameda Parkway
Aurora, CO 80012

Denver County

Jessica R. Brody
Denver City Attorneys Office
201 W. Colfax Avenue, Dept 1207
Denver CO 80202

Denver Municipality

Jessica R. Brody
Denver City Attorneys Office
201 W. Colfax Avenue, Dept 1207
Denver CO 80202

Colorado Department of Public Health and Environment

Attn: Oil and Gas Liaison
4300 Cherry Creek Drive South
Denver, CO 80246-1500

Colorado Parks and Wildlife

Tom Schreiner
Northeast Region Office
6060 Broadway
Denver, CO 80216

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EXHIBIT A CONTINUED ON NEXT PAGE

EXHIBIT A

INTERESTED PARTIES

64th Minerals, LLC
AN and DC Irrevocable Trust
ARC HOSPITALITY SMT FIS DENCO
OWNER, LLC
ARC HOSPITALITY SMT SHS DENCO
OWNER, LLC
Aspired Energy, Inc.
Aurora Convention Center Hotel, LLC
Aurora Convention Center Hotel, LLC, Attn:
Rita Conner c/o Fairfield and Woods, PC
Aurora High Point at DIA Metropolitan
District
Aurora10 Land, LLC
Aviation Station North Metropolitan District
No. 5
BD OMNI #1
Beaver Trust Company, Executor of the
Estate of Martha H. Kittridge, deceased
Bernice S. McKelvey
Axis Exploration, LLC
Bison Oil & Gas, LLC
BRE/LQ PROPERTIES LLC
Charlotte Logsdon
CHMP-LCP Hotel Denver I, LLC
Christian W. Reither Estate
City and County of Denver
City of Aurora
Copper Trail Energy Fund I, LP
Daniel J. O'Shaughnessy Trust dated
8/1/1990
Denver Gateway Center Joint Venture
Denver Gateway Center JV
DIA HIFS, LLC
DIA Hospitality, LLC
Everdeen Resources, LLC
Hilltop at DIA, LLC
Huy Le
HH DENVER LLC
High Point PA-20, LLC
James G. Schuler
John L. Chambers

John Reither Family Trust, Clara Reither,
Trustee
Mary Grace Catalano
Mary Emilie Cunningham
Realty Income Corporation
Rida High Point Land, LLC
Robert N. Poole & Co., a partnership
Robert W. Reither Estate
San Isidro Six Investments, LLC
SCM-Neal, LLLP
SCM-Whiteman, LLLP
SCM-Zaharis, LLLP
SCM-Pendleton, LLLP
SCM-Wilson, LLLP
SCM D Hat, LLLP
SCM Lasky, LLLP
SCM Spectrum, LLLP
SCM-POG, LLLP
SCM Wayne, LLLP
SCM KDL, LLLP
Shirley R. Neal
SMT Investors LP
Stanley Ibe Reither Estate
Store Master Funding XIV, LLC
The City and County of Denver
The City and County of Denver, a municipal
corporation of the State of Colorado
The County of Adams
TODAY'S V, INC.
TWR Investments, LTD
United States of America
United States of America
Rose Winkler, heir of Barbara G. Devlin,
deceased
Marie Haber, heir of Barbara G. Devlin,
deceased
Matthew G. Devlin, heir of Barbara G.
Devlin, deceased
Barbara L. Luders, heir of Barbara G.
Devlin, deceased

Exhibit B - Application Lands

