

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

IN THE MATTER OF THE APPLICATION OF CONDOR
ENERGY TECHNOLOGY LLC FOR AN ORDER
POOLING ALL INTERESTS IN THE NIOBRARA
FORMATION IN A 1280-ACRE EXPLORATORY
DRILLING AND SPACING UNIT LOCATED IN
SECTIONS 16 AND 17, TOWNSHIP 7 NORTH, RANGE
59 WEST, 6th P.M., AN UNNAMED FIELD, IN WELD
COUNTY, COLORADO

CAUSE NO.

DOCKET NO.

APPLICATION

COMES NOW Condor Energy Technology LLC ("Applicant"), by its attorneys, Beatty & Wozniak, P.C., and makes application to the Oil and Gas Conservation Commission of the State of Colorado ("Commission") for an order pooling all interests in a 1,280 acre drilling and spacing unit for the development of the Niobrara Formation on the following described lands:

Township 7 North, Range 59 West, 6th P.M.

Section 16: All

Section 17: All

Weld County, Colorado (hereinafter "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 holds the right to operate for a substantial portion of the Application Lands.
3. Applicant has filed, concurrently with this Application, a spacing application requesting that the Commission establish a 1280-acre exploratory drilling and spacing unit, which applies to the Application Lands. The concurrent spacing application also requests the right to drill and complete one (1) horizontal well with the option to drill seven (7) additional horizontal wells in the 1280-acre exploratory drilling and spacing unit.

Applicant, pursuant to the provisions of C.R.S. § 34-60-116 (6) & (7) and Commission Rule 530, seeks an order pooling of all interests in the Application Lands for the development of the Niobrara Formation, including any nonconsenting interests therein, to accommodate Waves 3H well (API No. to be provided upon filing of Application for Permit to Drill), and any subsequently drilled wells within the 1,280 acre drilling and spacing unit.

5. 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 any horizontal well for the development of the Niobrara Formation on the Application Lands.

6. 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 all wells, and will be provided with the information required by Rule 530. The list of such interested parties is attached hereto as Exhibit A.

7. That in order to prevent waste and to protect correlative rights, all interests in the Application Lands should be pooled for the orderly development of the Niobrara Formation, including any nonconsenting interests therein.

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

A. Pooling all interests in the 1,280 acre drilling and spacing unit on the Application Lands for the development of the Niobrara Formation.

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 any horizontal well drilled to the Niobrara Formation 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 wells are pooled by operation of statute, pursuant to C.R.S. § 34-60-116(7), and made subject to the cost recovery provisions thereof.

D. For such other findings and orders as the Commission may deem proper or advisable in this matter.

WHEREFORE, Applicant respectfully requests that this matter be set for hearing in January 2013, that notice be given as required by law, and that upon such hearing, the Commission enter its order consistent with Applicant's request as set forth above.

Dated: October 31, 2012.

Respectfully submitted:

CONDOR ENERGY TECHNOLOGY LLC

By:



Jamie L. Jost
Beatty & Wozniak, P.C.
Attorneys for Applicant
216 16th Street, Suite 1100
Denver, Colorado 80202

Applicant's Address:

Condor Energy Technology LLC
c/o STXRA
ATTN: Angie Galvan
1416 Campbell, Building B, Suite 204
Houston, Texas 77055

VERIFICATION

STATE OF CALIFORNIA

COUNTY OF Contra Costa

)
) ss.
)

Clark Moore, Executive Vice President, with Condor Energy Technology 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.

CONDOR ENERGY TECHNOLOGY LLC



Name: Clark Moore
Title: Executive Vice President

Subscribed and sworn to before me this 29 day of October, 2012, by Clark Moore,
_____ for Condor Energy Technology LLC.

Witness my hand and official seal.

My commission expires: May 26, 2016



Valentina Babichev
Notary Public

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COUNTY, COLORADO

CAUSE NO.

DOCKET NO.


AFFIDAVIT OF MAILING

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

Jamie L. Jost of lawful age, and being first duly sworn upon her oath, states and declares:

9 That she is the attorney for Condor Energy Technology LLC, that on or before November 2012, 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 A to the Application.

Application to be deposited in the Un
listed on Exhibit A to the Application.



Jamie L. Jost

Subscribed and sworn to before me on November , 2012.

Witness my hand and official seal.

My commission expires: 2-14-2013





Notary Public

EXHIBIT A

Condor Energy Technology LLC
Attn: Clark Moore
3315 Highway 50
Silver Springs, NV 89429

Condor Energy Technology LLC
Attn: Clark Moore
3315 Highway 50
Silver Springs, NV 89429

Esenjay Oil & Gas, Ltd.
Attn: Linda D. Schibi, Vice President, Land
500 N. Water Street, Suite 1100 S
Corpus Christi, TX 78401-0236

Esenjay Oil & Gas, Ltd.
Attn: Linda D. Schibi, Vice President, Land
500 N. Water Street, Suite 1100 S
Corpus Christi, TX 78401-0236

Winn Exploration Co., Inc.
Attn: Michael W. Calley
800 North Shoreline Blvd.,
Suite 1900 North
Corpus Christi, TX 78401

Winn Exploration Co., Inc.
Attn: Michael W. Calley
800 North Shoreline Blvd.
Suite 1900 North
Corpus Christi, TX 78401

Crain Energy, Ltd.
Attn: Darren Groce, Legal/Land
222 East Tyler Street
PO Box 2146
Longview, TX 75606

Crain Energy, Ltd.
Attn: Darren Groce, Legal/Land
222 East Tyler Street
PO Box 2146
Longview, TX 75606

Lacy Properties, Ltd.
Attn: Darren Groce, Legal/Land
222 East Tyler Street
PO Box 2146
Longview, TX 75606

Lacy Properties, Ltd.
Attn: Darren Groce, Legal/Land
222 East Tyler Street
PO Box 2146
Longview, TX 75606

Pacific Energy Development Corp.
4125 Blackhawk Plaza Circle, Suite 201A
Danville, CA 94506

Pacific Energy Development Corp.
4125 Blackhawk Plaza Circle, Suite 201A
Danville, CA 94506

State of Colorado
Board of Land Commissioners
1313 Sherman Street, Room 621
Denver, CO 80203

Bold Resources, LLC
6615 W. Rowland Ave.
Littleton, CO 80128

Billingsley Interests, Ltd.
237 Cape Hatteras
Corpus Christi, TX 78412

Markus Production, Inc.
2100 W. Littleton Blvd., Suite 245
Littleton, CO 80120

Michael C. Layman
5626 Harvest Hill
Corpus Christi, TX 78414

Grindstone Resources, LLC
5228 Lonetree Drive
Loveland, CO 80537

Flatiron Energy Company, Inc.
6666 Gunpark Drive, Suite 200
Boulder, CO 80301

John S. Gibson Production, LLC
P.O. Box 842
Ft. Morgan, CO 80701

Marathon Oil Company
5555 San Felipe
Houston, TX 77253

Marubeni Denver Julesburg LLC
2800 Post Oak Blvd., Suite 6000
Houston, TX 77056

Great Western Oil & Gas Company
1700 Broadway, Suite 650
Denver, CO 80290

Prima Exploration, Inc.
100 Fillmore Street, Suite 450
Denver, CO 80206

Lucille Mathis
201 W. Peter Smith
Fort Worth, TX

Iva L. Jobbins
334 Bridge Street
Ashland, OR

Grace Ullmann
114 N. Columbine
Johnstown, CO 80534

Myrtle A. Hunter Reed
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Ashland, OR

John C. Thomas and
Sarah G. Thomas
Weld County, CO

F. H. Allen
c/o Blakeslee Bros.
Fort Collins, CO

Sallie C. Lutin
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Albuquerque, NM 87110

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Denver, CO 80222

Sarah Joyce Whitaker
4785 E. Amherst
Denver, CO 80222

Billy Robert Rupe
3500 35th Ave.
Greeley, CO 80634

The Eugene J. McGarvey, Jr. Revocable
Trust,
Eugene J. McGarvey, Jr., Trustee
922 Bellevue Place
Kokomo, IN 46901

Vaughn Daniel Yeager
3005 Scenic Hills Drive
Bedford, TX 76021

The William K. McGarvey Revocable Trust,
William K. McGarvey, Trustee
1816 Wood Valley Drive
Carmel, IN 46032

The McClelland Living Trust (Ann's
separate share),
Michael L. McClelland and Ann M.
McClelland, Trustees
7926 Sendero Ridge
Fair Oaks Ranch, TX 78015

William Lawrence Brantley
5228 Wespeth Way
Bethesda, MD 20816

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Las Cruces, NM 88004

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Ashland, OR 97520

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Denver, CO 80202

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Sterling, CO

Howard L. Kosch
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Spokane, WA 99207

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Sterling, CO

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New Raymer, CO 80742

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Evans, CO 80620

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Chris M. Nielsen
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Ashland, OR 97520

Ruby N. Clements
8525 SE Orchard Lane, #25
Portland, OR 97266

Gladys Marie Conner and
Samuel L. Conner
2404 Siskiyou Blvd.
Ashland, OR 97520

Charles W. Jobbins and Barbara F. Jobbins
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Costa Mesa, CA 92626

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Windsor, CO 80550

Markus Royalty, LLC
2100 W. Littleton Blvd., Suite 245
Littleton, CO 80120

Scott R. Clark
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Arvada, CO 80005

The Revocable Trust of Douglas P. Battin
78 Sutton Drive
Vernon, CT 06066

Clarice B. Mayfield
33 Rose Ave.
Medford, OR 97501

Melvin H. Brantley
4960 SE 148th Street
Summerfield, FL 34491

Richard C. Brantley and Lodean L. Brantley
1107 S. Mariam St.
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James H. Elliff
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Fleming, CO 80728

John E. Elliff
P.O. Box 951
Sterling, CO 80751

Eagle Venture I
c/o Walter K. Zott
1887 N. Margie Lane
Castle Rock, CO 80104

Mike L. Livengood and Shanna Livengood
40501 WCR 113
New Raymer, CO 80742

Betty Marie Fay
P.O. Box 7276
Boulder, CO 80603

Jay V. Boggs
8502 N. 67th Ave., Apt. 155
Glendale, AZ 85302

Winifred June Kane
21 Vaughus Gap Rd., Apt. 46
Nashville, TN 37205-4325

BOKF, NA, Agent for Trinity Episcopal
Church of Tulsa, Inc.
P.O. Box 3499
Tulsa, OK 74101

Cecile Wagner Revocable Trust dated
November 29,
1990 by A.F. Ringold, Trustee
525 S. Main, Suite 700
Tulsa, OK 74103

Billingsley Interests, Ltd.
237 Cape Hatteras
Corpus Christi, TX 78412

Michael C. Layman
5626 Harvest Hill
Corpus Christi, TX 78414

Rodney S. Marcum
19880 Indi Dr.
Monument, CO 80132

Virginia R. Potter
13400 Tejon Street
Denver, CO 80234

Sharon Colson
1620 Dumont Place
Loveland, CO 80538

Jay Kenneth Littlefield and Linda L.
Littlefield, individually and as Trustees of the
LittlefieldFamily Joint Living Trust dated
May 10, 2006 and as Trustees of the
Littlefield Living Trust
117 Juniper Drive
Sterling, CO 80751

Nicholas C. Bezzerides
8438 S.E. Clackamas Road
Clackamas, OR 97267

Cheyenne Royalties, LLC
P.O. Box 1706
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Patricia Ann Carter
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Branson, MO 65616

Paul D. Hess
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Drain, OR 97435

SR Royalty LLC
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Danielle Ullmann
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Ft. Collins, CO 80525

Todd R. Ullmann
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Longmont, CO 80501

Eloise Williams
304 Summit Ridge
Glen Rose, TX 76043

Wray Area Foundation, Inc.
P.O. Box 314
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119 N. Fremont Ave.
Johnstown, CO 80534

Linda Santora
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Greeley, CO 80634

The Irene M. Kosch Living Trust
dated January 31, 2006
P.O. Box 403
West Lynn, OR 97068

Daniel F. Brooks
3237 N. Forest Lakes
Wichita, KS 67205

Amber Waves
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Greeley, CO 80631

Doris L. Poush
4109 Boulder Street
Evans, CO 80620

City of Wray, Colorado
P.O. Box 35
Wray, CO 80758

The United Methodist Church of Wray
500 Blake Street
Wray, CO 80758

Jerry Dilsaver
[address not known]

Nicholas D. Francis
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Steven W. Shefte
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Louisville, CO 80027

Fina Oil and Chemical Company
1601 NW Expressway, Suite 900
Oklahoma City, OK 73118

IN THE MATTER OF THE APPLICATION OF)	CAUSE NO. 535
CONDOR ENERGY TECHNOLOGY LLC FOR)	
AN ORDER POOLING ALL INTERESTS IN THE)	DOCKET NO. 1301-UP-03
NIOBRARA FORMATION IN A 1280-ACRE)	
DRILLING AND SPACING UNIT LOCATED IN)	
SECTIONS 16 AND 17, TOWNSHIP 7 NORTH,)	
RANGE 59 WEST, 6 th P.M., AN UNNAMED)	
FIELD, IN WELD COUNTY, COLORADO)	

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

29 That she is the attorney for Condor Energy Technology LLC, that on or before November 2012, she caused a copy of the attached Application to be deposited in the United States Mail, postage prepaid, addressed to the parties listed below.

James L. Jost

My commission expires: 6/13/13

