

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

IN THE MATTER OF THE APPLICATION OF
DAKOTA EXPLORATION, LLC FOR AN
ORDER TO POOL ALL INTERESTS IN AN
APPROXIMATE 960-ACRE DRILLING AND
SPACING UNIT ESTABLISHED FOR
SECTIONS 10 AND 15, TOWNSHIP 11 NORTH,
RANGE 58 WEST, 6TH P.M., FOR THE
NIOBRARA FORMATION, UNNAMED FIELD,
WELD COUNTY, COLORADO

CAUSE NO.

DOCKET NO.

APPLICATION

COMES NOW Dakota Exploration, LLC ("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 960-acre drilling and spacing unit for the drilling of the Huckleberry 1-10-11-58H Well, the Huckleberry 2-10-11-58H Well, the Huckleberry 3-10-11-58H Well, and the Huckleberry 4-10-11-58H Well (collectively, the "Wells")¹ for the development of the Niobrara Formation on the following described lands:

Township 11 North, Range 58 West, 6th P.M.
Section 10: S½
Section 15: All

Weld County, Colorado (hereinafter "Application Lands").

In support thereof, 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 certain leasehold interests in the Application Lands.
3. On February 11, 2013, the Commission entered Order No. 535-268, which among other things, established ten approximate 960-acre drilling and spacing units for certain lands, including Application Lands, and authorized four horizontal wells within each unit, for development and production of oil, gas and related hydrocarbons from the Niobrara Formation.
4. Applicant, pursuant to Commission Rule 530 and/or the provisions of C.R.S. § 34-60-116 (6) and (7), hereby requests an order to pool all interests, including but not limited to, any nonconsenting interests, in the Application Lands in the Niobrara Formation underlying the following approximate 960-acre drilling and spacing unit:

¹ API Numbers for the Wells are currently unknown.

Township 11 North, Range 58 West, 6th P.M.

Section 10: S½

Section 15: All

(hereafter "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 each of the Wells to 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 the Wells, and will be provided with the information required by Rule 530 as applicable. 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 Drilling and Spacing Unit 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 Application Lands and the Drilling and Spacing Unit 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 any of the costs specified in C.R.S. § 34-60-116(7)(b)(II) are first incurred for the drilling of each of the Wells in the Drilling and Spacing Unit 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 Wells are pooled by operation of statute, pursuant to C.R.S. § 34-60-116(6) and (7), and made subject to the cost recovery provisions thereof with respect to each of the Wells drilled to develop the Niobrara Formation in the Drilling and Spacing Unit comprising the Application Lands.

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

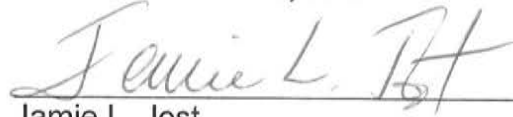
WHEREFORE, Applicant respectfully requests that this matter be set for hearing in July 2013, that notice be given as required by law, and that upon such hearing, the Commission enter its order consistent with Applicant's request as set forth above.

Dated: May 30, 2013.

Respectfully submitted:

DAKOTA EXPLORATION, 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:

Dakota Exploration, LLC

ATTN: Jake Cinnamon

8801 S. Yale Ave., Suite 120

Tulsa OK 74137

VERIFICATION

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

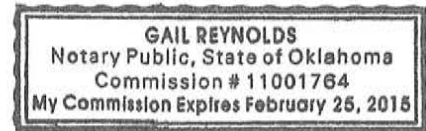
Paul Collins, of lawful age, being first duly sworn upon oath, deposes and says that he is Managing Member of Dakota Exploration, LLC, and that he has read the foregoing Application and that the matters therein contained are true to the best of his knowledge, information and belief.


Paul Collins, Managing Member
Dakota Exploration, LLC

Subscribed and sworn to before this 30th day of May, 2013.

Witness my hand and official seal.

[SEAL]



My commission expires: 2/25/2015


Notary Public

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FORMATION, UNNAMED FIELD, WELD
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:

That she is the attorney for Dakota Exploration, LLC, that on or before June 7, 2013, 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.

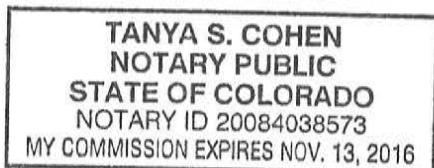


Jamie L. Jost

Subscribed and sworn to before me on May 30, 2013.

Witness my hand and official seal.

My commission expires: 11/13/2016.





Notary Public

EXHIBIT A

Joyce E. Smock
46715 WCR 128
Grover, CO 80729

Darline Marie Butler
P.O Box 567
Pine Bluffs, WY 82082

Larry L. & Geraldine Highland
62205 WCR 130
New Raymer, CO 80742

Arlene Gloria Christensen
P.O Box 624
Scottsbluff, NE 69361

D&J Oil Company, Inc. (Dakota Partner)
P.O. Box 10129
Enid, OK 73706

Contex Energy
621 17th Street
Denver, CO 80293

Ronald Kindvall
38012 County Road 47
Eaton CO 80615

Whiting Petroleum Corporation (a/k/a
Whiting Oil and Gas Corporation
1700 Broadway, Suite 2300
Denver, CO 80202

George Kindvall
63741 County Road 131
New Raymer CO 80742

Alma Louise O'Hare Living Trust
P.O Box 146
Reliance, WY 82943

Larry Kindvall
1702 3rd Ave.
Greeley, CO 80631

Heirs to Doris Fritz (Frank Fritz)
P.O Box 247
Pine Bluffs, WY 82082

Frank Myron Fritz
P.O Box 247
Pine Bluffs, WY 82082

Wayne Earl Fritz
6190 Bradley Drive
Mohave Valley, AZ 86440

Marcia Earlene Johnson
98 Terry Boulevard
Gering, NE 69341

Mildred Ruth Meroney
2632 Oxbow Drive
Great Bend, KS 67530

Karel Lea Smock
P.O Box 37
Grover, CO 80729