

**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 A
1280-ACRE EXPLORATORY DRILLING AND
SPACING UNIT LOCATED IN SECTIONS 13
AND 24, TOWNSHIP 7 NORTH, RANGE 60
WEST, 6th P.M., IN THE NIOBRARA
FORMATION, UNNAMED FIELD, IN MORGAN
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 1280-acre exploratory drilling and spacing unit for the development of the Niobrara Formation on the following described lands:

Township 7 North, Range 60 West, 6th P.M.

Section 13: All

Section 24: 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 a right to operate for a substantial portion of the Application Lands.
3. The Application Lands are subject to Commission Rule 318.a. which provides that a well to be drilled 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. Section 24, Township 7 North, Range 60 West, 6th P.M. is subject to this Order for the Niobrara Formation.
4. On May 29, 2012, the Commission issued Order No. 407-642 & 535-163 which, among other things, authorized up to four horizontal wells within each of four approximate 640-acre drilling and spacing units. Section 13, Township 7 North, Range 60 West, 6th P.M. is subject to this Order for the Niobrara Formation.
5. Applicant has concurrently filed with this Application an application to vacate ("Application to Vacate and Space") a portion of Order No. 40-642 & 535-163 and establish an

exploratory 1280-acre drilling and spacing unit, with the right to drill and complete one (1) horizontal well and the option to drill seven (7) additional horizontal wells in the 1280-acre exploratory drilling and spacing unit for the development of the Niobrara Formation. Said Application to Vacate and Space is scheduled to be heard at the February 11, 2013 Commission Hearing. Approval of the current application is contingent upon Commission approval of Applicant's Application to Vacate and Space.

6. Applicant, pursuant to Commission Rule 530 and the provisions of C.R.S. § 34-60-116 (6) and (7), seeks an order to pool all interests, including but not limited to, any nonconsenting interests, in the Application Lands for the development of the Niobrara Formation.

7. 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 Speaker 24-1H horizontal well and all other wells to the Niobrara Formation on the Application Lands.

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 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.

9. 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 1280-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 the Speaker 24-1H Well and all other horizontal wells 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 February 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: December 13, 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)
) ss.
COUNTY OF _____)

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 13 day of December, 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

EXHIBIT A
INTERESTED PARTIES

Sonny Paul
PO Box 114
La Salle, CO 80645

James K. Ullmann and Sherry K. Ullmann
119 N. Fremont Ave.
Johnston, CO 80206

Hat Creek Royalty, Ltd.
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Midland, TX 79702

Patricia A. Truesdell
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Evans, CO 80206

Antelope Energy Company, LLC
Seymour Hootkins, Trustee
407 N. Big Spring, Ste. 240
Midland, TX 78701

Lois J. Quam and Amanda F. Quam,
as Trustees of The Quam Management Trust
Amanda F. Quam
12938 Kingsbridge Lane
Houston, TX 77077

Louis J. Wuam
No address of Record

Carl Burdett Bruehne
No Address of Record

Seymour Hootkins, Trustee
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Eileen M. Bruhne, devise
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Esenjay Oil and Gas, Ltd
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Corpus Christi, TX 78401

Pacific Energy Development Corp.
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Danville, CA 94506

Winn Exploration Co., Inc.
800 North Shoreline Blvd., Ste 1900 North
Denver, CO 80206

Prima Exploration, Inc.
100 Fillmore St., Ste. 450
Corpus Christi, TX 78401

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

Crain Energy, Ltd.
222 East Tyler St.
Longview, TX 75606

Continental Resources, Inc.
302 N. Independence
Enid, OK 73701

Lacy Properties, Ltd.
222 East Tyler St.
Longview, TX 75606
Gene F. Lang & Co.
Parker Station
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Parker, CO 80138

Apple Creek, LLC
335 South York St.
Denver, CO 80209

Blackland Petroleum, LLC
17190 East Dorado Pl.
Centennial, CO 80015

Prima Exploration, Inc. as Nominee
for Marshall Resources, LLC
4295 South Fox St.
Englewood, CO 80110

Rodeo Energy Partners, LLC
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Houston, TX 77056

Marathon Oil Company
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Englewood, CO 80155

Tindall Operating Company
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Centennial, CO 80111

Richardson Production Company
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Denver, CO 80203

Schibi Oil & Gas Ltd.
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Corpus Christi, TX 78413

Arentee Investments
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Ravco, Inc.
3756 Bratton
Corpus Christi, TX 78413

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City of Wray, Colorado
PO Box 35
Wray, CO 80758

Wray Area Foundation, Inc.
c/o Lance Bohall
PO Box 314
Wray, CO 80758

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

Amber Waves, a General Partnership
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Branson, MO 65616

Patricia Ann Carter
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Stanton L. Young Foundation
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Carlisle Fleetwood and Joan Fleetwood,
Co-Trustees of the Carlisle Fleetwood
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Stanley Lee Crossman
13612 Midway Road 230
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Betty Crossman Marcus
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Edmund M. Hoffman Family Partnership, Ltd.
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Denver, CO 80230

Hoffman Property Trust
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Joseph F. Hoffman Living Trust
Joseph F. Hoffman as Trustee
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Coppell, TX 75019

The Albert E. Radinsky Trust
William Litvak as Trustee
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Speaker Holdings 24, LLC
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