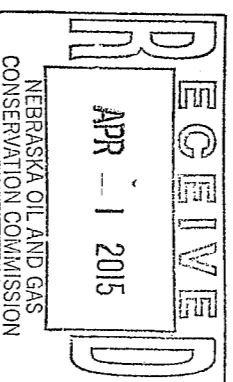


BEFORE THE NEBRASKA OIL AND GAS CONSERVATION COMMISSION

IN THE MATTER OF THE APPLICATION OF)
ROXANNA NEBRASKA, LLC, FOR AN ORDER)
RESCINDING ORDER NO. R-889 WHICH)
ESTABLISHED THE RIGHTS AND EQUITIES AND)
POOLED ALL INTERESTS IN THE HUNTON)
FORMATION IN AN 80-ACRE POOLING AND)
SPACING UNIT FOR THE PRODUCTION OF OIL)
AND GAS FROM THE HUNTON FORMATION IN)
PART OF THE NORTH HALF NORTHEAST)
QUARTER (N/2NE/4) OF SECTION EIGHTEEN (18,))
AND PART OF THE NORTH HALF NORTHWEST)
QUARTER (N/2NW/4) OF SECTION SEVENTEEN)
(17), TOWNSHIP ONE (1) NORTH, RANGE)
SIXTEEN (16) EAST OF THE 6TH P.M.,)
RICHARDSON COUNTY, NEBRASKA,)

Case No. 14-23



APPLICATION

COMES NOW Roxanna Nebraska, LLC, Applicant in the above-entitled cause, and herewith represents unto this Honorable Commission, as follows:

1. Applicant is a Limited Liability Company organized and existing under and by virtue of the laws of Texas, having its principal place of business at 952 Echo Ln. Suite 364, Houston, Texas 77024, and is duly authorized to transact business in the State of Nebraska.
2. Pursuant to an Application filed October 1, 2014, and after Notice and Hearing, Order No. R-889 was entered in Case No. 14-23 on October 28, 2014, pooling the various interests in an 80-acre pooling and spacing unit for the production of oil and gas from the Hunton Formation, from an 80-acre pooling unit described as follows:

Township 1 North, Range 16 East of the 6th P.M.,
Richardson County, Nebraska
Section 17 and 18: Beginning at the Northwest Corner of Section Seventeen (17), Township One (1) North, Range Sixteen (16) East of the 6th P.M., Richardson County, Nebraska, thence Eastward 1,650 feet, thence South 1,056 feet, thence West 3,300 feet, thence North 1,056 feet, thence East 1,650 feet to the point of origin at the Northwest Corner of Section Seventeen (17)

3. The proposed initial test well had a surface location in the North Half Northwest Quarter (N/2NW/4) of Section Seventeen (17) with the bottom hole location being in the North Half Northeast Quarter (N/2NE/4) of Section Eighteen (18), to be drilled to 2,320 true vertical depth and 4,950 measured depth, with said test well to be

completed from intervals no closer than 300 feet from the boundaries of the 80-acre spacing unit.

4. Said prior Order No. R-889 entered on October 28, 2014 provided that the Commission shall retain jurisdiction.
5. Applicant has no current intention to drill the previously approved and described Well.
6. Applicant is filing with this Commission, an Application to establish the rights and equities and pool all interests in the Hunton Formation in an 80-acre spacing unit to be located in the East Half Southeast Quarter (E/2SE/4) of Section Seven (7) and in the East Half Northeast Quarter (E/2NE/4) of Section Eighteen (18), Township One (1) North, Range Sixteen (16) East of the 6th P.M., Richardson County, Nebraska, which proposed spacing and pooling unit will not conform with the previously approved by Order No. R-889, and will in direct conflict to the previously approved Order of the Commission.

7. Attached hereto, marked Exhibit "A" and by this reference specifically incorporated herein, is a tabulation showing the names and addresses of all interested parties, including those persons owning any oil and gas leasehold and mineral or royalty interest in the pooling unit previously approved by Order R-889, in Case No. 14-23 on October 28, 2014, together with the names and addresses of each owner as defined in the Act, or Operator, as shown by the Commission Records of all Governmental Quarter Sections or Lots equivalent thereto, constituting the previous "offset or boundary area" of the previously approved 80-acre spacing tract, directly or diagonally offsetting the previously approved spacing and pooling area, and including each person owning a fee, leasehold, mineral or royalty interest, all as disclosed by the Public Records of Richardson County, Nebraska.

WHEREFORE, Applicant prays that the Application be set for hearing, that notice of the pendency thereof be given in the manner provided by law and upon the evidence presented at such hearing, an Order be made and entered as follows:

- A. Rescinding previous Order No. R-889 entered on October 28, 2014 in Case No. 14-23;
- B. Confirming that the previously approved pooling unit described as follows:

Township 1 North, Range 16 East of the 6th P.M.,

Richardson County, Nebraska:

Section 18 and 17: Beginning at the Northwest Corner of Section Seventeen (17), Township One (1) North, Range Sixteen (16) East of the 6th P.M., Richardson County, Nebraska, thence Eastward 1,650 feet, thence South 1,056 feet, thence West 3,300 feet, thence North 1,056 feet, thence East 1,650 feet to the point of origin at the Northwest Corner of Section Seventeen (17), Township One (1) North, Range Sixteen (16) East of the 6th P.M., Richardson County, Nebraska

is no longer subject to any pooling Order and in particular, is no longer subject to

Order No. R-889 entered in Case No. 14-23 on October 28, 2014.

C. For such other and further Orders as may be just and equitable in the premises.

DATED this 1st day of April, 2015.

Respectfully submitted,

Roxanna Nebraska, LLC,
Applicant

By:



Steven F. Mattoon, NSBA No. 151110

For: Matzke & Mattoon L.L.C.
907 Jackson Street
P.O. Box 316
Sidney, Nebraska 69162-0316
(308) 254-5595
Attorneys for Applicant

Exhibit "A"

BNSF
2500 Lou Menk Dr AOB 3
Fort Worth, Texas 76131-2830

Reesman Investment Corporation
6411 S 179th Street
Omaha, Nebraska 68315

DM Crop, INC.
c/o Elizabeth Esther Duerfeldt, President
71871 657 Blvd
Falls City, Nebraska 68355

Mr. and Mrs. Dennis Hullman
2003 Lane Street
Falls City, Nebraska 68355

Roxanna Nebraska, LLC
952 Echo Ln. Ste. 340
Houston, Texas 77024

Thomas J. Witt
P. O. Box 186
Falls City, Nebraska 68355

Lewis R. Weick and Darlene M. Weick
Co-Trustees of the Trust Agreement of
Darlene M. Weick Dated April 27, 1999
1123 N. Main Street
Washington, Illinois 61571

Dorothy A. Koelzer
No Address of Record
c/o Joy's Machine Shop & Supply, Inc.
1512 W 14th Street
Falls City, Nebraska 68355 (Lessee)

Josephine A. Austin
No Address of Record
c/o Joy's Machine Shop & Supply, Inc.
1512 W 14th Street
Falls City, Nebraska 68355 (Lessee)

Marilyn J. Thomas

No Address of Record

c/o Joy's Machine Shop & Supply, Inc.

1512 W/ 14th Street

Falls City, Nebraska 68355 (Lessee)

Angela M. Hussenoeder

No Address of Record

c/o Joy's Machine Shop & Supply, Inc.

1512 W/ 14th Street

Falls City, Nebraska 68355 (Lessee)

Regina Wheeler

No Address of Record

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1512 W/ 14th Street

Falls City, Nebraska 68355 (Lessee)

Stefan A. Hussenoeder

No Address of Record

c/o Joy's Machine Shop & Supply, Inc.

1512 W/ 14th Street

Falls City, Nebraska 68355 (Lessee)

Sabrina King

No Address of Record

c/o Joy's Machine Shop & Supply, Inc.

1512 W/ 14th Street

Falls City, Nebraska 68355 (Lessee)

Joy's Machine Shop & Supply, Inc.

1512 W/ 14th Street

Falls City, Nebraska 68335

International Petroleum Service, LLC

700 N. Main Street

Eureka, Kansas 67045

Saenger Mineral Trust

The Dennis E. Hedke & Annette B.

Hedke Revocable Trust, UTA

Antero Energy and Minerals, LLC

Hedke Saenger Geoscience, Ltd

8100 E. 22nd St North

Bldg 2200 Su 3

Wichita, Kansas 67226

J. Fred Hambright, Inc.
125 N Market #1415
Wichita, Kansas 67202

O. William Von Seggern
308 N Ave C-4
Cheyenne, Wyoming 82007

Donald J. Von Seggern
308 N Ave C-4
Cheyenne, Wyoming 82007

William Von Seggern
105 E 17th Street
Falls City, Nebraska 68355