

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

IN THE MATTER OF THE APPLICATION OF)	
WARD PETROLEUM CORPORATION FOR AN)	CAUSE NO. 407
ORDER TO POOL ALL INTERESTS WITHIN AN)	
APPROXIMATE 640-ACRE DRILLING AND)	DOCKET NO. 1406-UP-____
SPACING UNIT FOR SECTION 25, TOWNSHIP 1)	
SOUTH, RANGE 67 WEST, 6 TH P.M., FOR THE)	
CODELL AND NIOBRARA FORMATIONS,)	
WATTENBERG FIELD, ADAMS COUNTY,)	
COLORADO		

AMENDED APPLICATION

COMES NOW, Ward Petroleum Corporation ("**Ward**" or "Applicant") by its attorneys, Lohf Shaiman Jacobs Hyman & Feiger PC, and submits its **Amended** Application to the Oil and Gas Conservation Commission of the State of Colorado, for an order pooling all interests in an approximate 640-acre drilling and spacing unit for production of oil, gas and associated hydrocarbons from the Codell and Niobrara Formations in certain lands in the Wattenberg Field, Adams County, Colorado, and in support states as follows:

1. Applicant is duly organized and authorized to conduct business in the State of Colorado.

2. Applicant owns leasehold interests in the following described lands in Adams County, Colorado, containing approximately 640-acres (hereinafter, the "Application Lands"):

Township 1 South, Range 67 West, 6th P.M.
Section 25

3. On April 17, 2014, the Applicant filed a companion application to establish a 640-acre drilling and spacing unit comprised of the Application Lands for production of oil gas and associated hydrocarbons from the Codell and Niobrara Formations. Approval of this pooling application is contingent on Commission approval of the companion spacing application.

4. Applicant proposes to drill and complete the horizontal Schaefer 25-1-4HC to the Codell Formation and the horizontal Schaefer 25-1-3HN wells to the Niobrara Formation (the "Wells") on the Application Lands on a 640-acre unit composed of the Application Lands (the "Unit").

5. Applicant has been unable to obtain consent to voluntary pooling by all interest owners in the proposed Unit. As a result, Applicant requests that all interests in the Unit composed of the Application Lands be involuntarily pooled pursuant to C.R.S. §34-60-116, and as to the Wells, consenting parties be allowed to recover from any non-consenting owner's share of production the penalty costs provided in C.R.S. § 34-60-116 (7) of the Colorado Oil and Gas Conservation Act.

6. The names and addresses of those persons who own any interest in the mineral estate in the Application Lands, exclusive of overriding royalty interests, according to the information and belief of the Applicant are set forth on **Exhibit A**. Copies of this **Amended Application** shall be served on all such owners within seven (7) days of the date of this **Amended Application**, as required by Commission Rule 503.e.

7. At least thirty (30) days prior to the hearing on this **Amended Application**, the Applicant will have sent all owners listed on **Exhibit A**, who have not previously consented to lease or otherwise participate in the drilling and completion of the Wells, an Authority for Expenditures (AFE) and/or supporting documents which contain all information required by Commission Rule 530.b., and in case of unleased mineral owners, an offer to lease which is reasonable based on the factors listed in Commission Rule 530.c. The Applicant shall also agree to first comply with the requirements of Rule 530.b and c with respect to any subsequent well in the pooled unit, prior to applying the cost recovery provisions of said statute.

8. Applicant anticipates that one or more of such owners will refuse or fail to respond to such offer to lease and/or to participate in the drilling, completion and operation of such Wells, and shall be deemed non-consenting parties under Commission Rule 530.b and c.

9. An order of the Commission pooling all interests in the Unit for production from the Codell and Niobrara Formations shall therefore be necessary in order to afford each owner of an interest in the Unit the opportunity to recover and receive its just and equitable share of the oil and/or gas from the common source of supply underlying the unit.

10. The granting of the requested order would not be prejudicial to the owners in the Unit and would protect correlative rights.

11. The requested pooling order should be effective as of the date of this **Amended Application** or the date which costs specified by C.R.S. §34-60-116(7)(b) were first incurred by Applicant for the drilling of either of the Wells, whichever is first in time.

REQUEST FOR HEARING AND ORDER

WHEREFORE, Ward prays that this matter be set for hearing on June 16 or 17, 2014, Notice of said Hearing be given as required by law, if no protests are timely received the matter be considered pursuant to Rule 511.b, and the Commission enter an Order pooling all interests in the Unit comprised of the Application Lands with respect to production of the Codell and Niobrara formations, and that such pooling Order:

(1) be upon terms and conditions which are just and reasonable and afford to the owner of each interest the opportunity to recover or receive, without unnecessary expense, his just and equitable share of oil and gas;

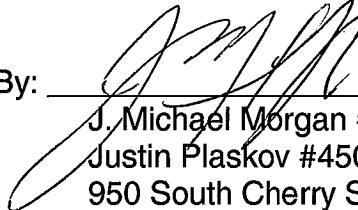
(2) provide that production obtained from the pooled tract be allocated to each owner therein on the basis of the proportion that the number of mineral acres held by each owner in the Unit bears to the total number of mineral acres within the Unit;

(3) provide that with respect to the Wells the consenting parties be allowed to recover from any non-consenting owner's share of production the penalty costs as provided in C.R.S. § 34-60-116 (7)(b); and

(4) require the operator to provide each non-consenting interest owner in the Unit with monthly statement of costs incurred together with the quantity of oil and gas produced and proceeds realized, pursuant to C.R.S. §34-60-116(8).

RESPECTFULLY SUBMITTED this 29th day of April, 2014.

LOHF SHAIMAN JACOBS HYMAN & FEIGER PC

By: 
J. Michael Morgan #7279
Justin Plaskov #45053
950 South Cherry Street, Suite 900
Denver, Colorado 80246
(303) 753-9000
(303) 75-9997 (fax)
mmorgan@lohfsheiman.com

Address of Applicant:

Ward Petroleum Corporation
215 West Oak Street, Suite 1000
Fort Collins, Colorado 80521

VERIFICATION

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

The undersigned, of lawful age, having been first sworn upon his oath, deposes and states that:

1. He is contract landman for the Applicant, Ward Petroleum Corporation and maintains his office at 1800 Glenarm Place, Suite 703, Denver, CO 80202.
2. He has read the within **Amended** Application, is familiar with the facts set forth therein, and states that said facts are true and correct to the best of his knowledge, information and belief.

Further Affiant sayeth not.


Ben Schuessler

EXHIBIT "A"

TO POOLING APPLICATION OF WARD PETROLEUM CORPORATION

Applicant:

Ward Petroleum Corporation
215 West Oak Street, Suite 1000
Fort Collins, CO 80521

Applicant's Attorney:

J. Michael Morgan, Esq.
Lohf Shaiman Jacobs Hyman & Feiger PC
950 South Cherry Street, Suite 900
Denver, CO 80246

Local Government Designee:

Gordon Stevens, Construction Manager
Adams County Public Works
4430 South Adams County Parkway
Brighton CO 80601-8218

Unleased Mineral Owners:

Fulton Irrigating Ditch Company
25 S 4th Avenue
Brighton CO 80601

Rozelle W Hezlep
12890 Tucson Street
Brighton CO 80601

Centennial Mineral Holdings
5950 Cedar Springs Rd
Dallas TX 75235

City of Brighton
c/o Chris Ernest
500 S 4th Avenue
Brighton CO 80601

Sasaki Family Partnership LLLP
c/o Kathy K Yoshimoto
697 Voiles Drive
Brighton CO 80601

Michael Vaughn
12650 Tucson Street
Henderson CO 80640

Marilyn B. Walker and
Carolyn M Read
1623 Silverado Lane
Ft Lupton CO 80621

US Department of Interior
Bureau of Land Management
2850 Youngfield Street
Lakewood CO 80215

Gene N & Janice D Read
13442 E 132nd
Brighton CO 80601

Colorado Highway Commission
4201 E Arkansas Avenue
Denver CO 80222

Robert L Warner
PO Box 9
Brighton CO 80601

Sampson Family Limited Partnership
PO Box 468
Brighton CO 80601

Noe Valeriano
12890 Tucson Street
Brighton CO 80601

Neal N Wall
241 Tamalpais Drive
Mill Valley CA 94925

Marjorie A Anderson
6016 S Monaco Way
Englewood CO 80111

Warren & Shirley Wall
287 S 13th Avenue
Brighton CO 80601

Catherine A Stevens and
Erlinda M Valeriano
12890 Tucson Street
Brighton CO 80601

Joe Sasaki et al
1821 County Rd Unit
Brighton CO 80603

E-470 Public Hwy Authority
22470 E 6th Parkway
Aurora CO 80018

Katherine & Robert Sakaguchi
1208 Brighton Drive
Brighton CO 80601

Working Interest Owners:

Grizzly Petroleum Company
1801 Broadway #500
Denver CO 80202

Anadarko E&P Company
1099 18th Street #1800
Denver CO 80202

Sharp Resources
1801 Broadway #500
Denver CO 80202

Leased Mineral Owners:

Lois E Wall
1831 Weld County Road
Hudson CO 80642

Kenneth O Ehlen
PO Box 1233
Northville NY 12134

HF Investments Company
201 University Blvd #20
Denver CO 80206

Gertrude L Fike
13022 E 136th Avenue
Brighton CO 80601

John H & Cynthia I Thorngren
12980 E 136th Avenue
Brighton CO 80601

Louis J & Esther M DeCrescentis
13372 E 124th Avenue
Brighton CO 80601

Raymond L DeCrescentis
767 S 10th Avenue
Brighton CO 80601

Robert H Arlt
1240 W 500 S
North Judson IN 46366

Market Place 85 GP
8791 Circle Drive
Westminster CO 80030

Okada Farms Inc.
12670 E 132nd
Brighton CO 80601

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THE STATE OF COLORADO**

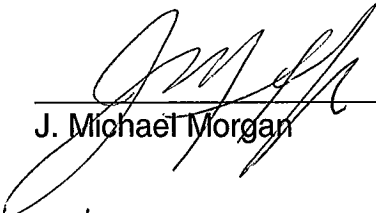
IN THE MATTER OF THE APPLICATION OF) WARD PETROLEUM CORPORATION FOR AN) ORDER TO POOL ALL INTERESTS WITHIN AN) APPROXIMATE 640-ACRE DRILLING AND) SPACING UNIT FOR SECTION 25, TOWNSHIP 1) SOUTH, RANGE 67 WEST, 6 TH P.M., FOR THE) CODELL AND NIOBRARA FORMATIONS,) WATTENBERG FIELD, ADAMS COUNTY,) COLORADO)	CAUSE NO. 407 DOCKET NO. 1406-UP-____
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AFFIDAVIT OF MAILING

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

J. Michael Morgan, of lawful age and being first duly sworn upon his oath, states and declares:

That he is the attorney for Ward Petroleum Corporation in the above-captioned matter. On April 29th, 2014, he caused a copy of the attached **Amended** Application to be deposited in the United States Mail, postage prepaid, addressed to the parties listed on **Exhibit A** to said **Amended** Application.



J. Michael Morgan

Subscribed and sworn to before me this 29th day of April, 2014.

Witness my hand and official seal.
My commission expires: 3/5/15





Notary Public