

**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. 160100_____
SPACING UNIT FOR SECTION 18, TOWNSHIP 1)	
SOUTH, RANGE 66 WEST, 6 TH P.M., FOR THE)	TYPE: POOLING
CODELL AND NIOBRARA FORMATIONS,)	
WATTENBERG FIELD, ADAMS COUNTY,)	
COLORADO	

VERIFIED APPLICATION

COMES NOW, Ward Petroleum Corporation, Operator No. 10359 ("Ward" or "Applicant"), by its attorneys, Lohf Shaiman Jacobs Hyman & Feiger PC, and submits its 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 and has registered as an operator with the Commission.

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

Township 1 South, Range 66 West, 6th P.M.
Section 18

3. By Order 1412-SP-2225, entered on or about December 15, 2014, the Commission established 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, and approved up to 12 horizontal wells within the Unit.

4. Applicant currently proposes to drill and complete the horizontal Anderson 18-3-9HC to the Codell Formation, the horizontal Anderson 18-3-10HN wells to the Niobrara Formation, and the horizontal Anderson 18-3-11HC to the Codell Formation (the "Wells") on the 640-acre Unit.

5. Applicant has been unable to obtain consent to voluntary pooling by all interest owners in the Unit. As a result, Applicant requests that all interests in the Unit, including but not limited to the nonconsenting interests, be involuntarily pooled pursuant to C.R.S. §34-60-116.

6. As to the Wells, the Applicant also requests that the 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, effective as of the date of this 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 the Wells, whichever is first in time.

7. 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 Verified Application shall be served on all such owners within seven (7) days of the date of this Application, as required by Commission Rule 503.e.

8. At least thirty (30) days prior to the hearing on this 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, also an offer to lease which is reasonable based on the factors listed in Commission Rule 530.c. The Applicant agrees 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 to such subsequent well.

9. To date, one or more of such owners has failed or refused to respond to such offer to lease and/or to participate in the drilling, completion and operation of one or more of such Wells, and Ward anticipates that one or more of such owners will continue to fail or refuse to so respond, and shall be deemed non-consenting parties under Commission Rule 530.b and c.

10. Ward therefore anticipates that an order of the Commission pooling all interests in the Unit for production from the Codell and Niobrara Formations shall 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.

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

12. The requested order should be effective upon oral order of the Commission, by which Ward agrees to be bound.

REQUEST FOR HEARING AND ORDER

WHEREFORE, Ward prays that this matter be set for hearing on January 25 or 26, 2016, notice of said Hearing be given as required by law, if no protest is timely received the matter be considered pursuant to Rule 511.b, and the Commission enter an Order pooling all interests in the Unit 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 Unit 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); effective as of the date of this 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 the Wells, whichever is first in time; and

(4) For such other and further findings and orders as the Commission may deem appropriate consistent with the foregoing requests.

RESPECTFULLY SUBMITTED this 24th day of November, 2015.

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.
COUNTY OF LARIMER)

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

1. He is Landman - Rockies for the Applicant, Ward Petroleum Corporation and maintains his office at 215 West Oak Street, Suite 1000, Fort Collins, Colorado 80521.
2. He has read the forgoing Verified 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.



Kent Craig

Subscribed and sworn to before me this 30th day of November, 2015.

Witness my hand and official seal.
My commission expires: 11/17/2018



Notary Public

LAUREN FORD
NOTARY PUBLIC
STATE OF COLORADO
NOTARY ID 20144044153
MY COMMISSION EXPIRES NOV. 17, 2018

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:

Jennifer Rutter
Adams County Community & Economic Development
4300 South Adams County Parkway
Brighton CO 80601-8218

Unleased Mineral Owners:

Brighton Marketplace, LLC
by James M. Sullivan, Title Manager
201 Columbine Street, Suite 300
Denver, CO 80202

City of Brighton
500 South 4th Avenue
Brighton, CO 80601

Mayo J. Hottman Estate
Edward A. Brown, Trustee
of Mayo J. Hottman Marital Trust
105 Bridge Street
Brighton, Colorado 80601

PPI Brighton Associates,
c/o Pitcairn Properties, Inc.
41 University Drive, Suite 206
Newton, Pennsylvania 18940

Byler Miller Sorrento, LLC
5445 DTC Parkway, Penthouse 4
Greenwood Village, Colorado 80111

Darlene L. Grayson
14470 Country Hills Drive
Brighton, CO 80601

O'Neal Metals, Inc.
1229 Fulton Avenue
Brighton, CO 80601

Rachelle D. Dunbar, Trustee
Trust Agreement of Marion Elliott
14291 East 144th Avenue
Brighton, Colorado 80601

Carlson Parkhill II, LLC
1820 Platte Street
Denver, Colorado 80202

Debora May Palizzi, PR
Estate of Margaret M. Palizzi
14840 Sable Boulevard
Brighton, Colorado 80601

P.F. #5, LLC
3930 Max Place
Boynton Beach, Florida 33436

RBK, LLC
1177 South 4th Avenue
Brighton, Colorado 80601

Donna R. Jones
14475 Country Hill Drive
Brighton, Colorado 80601

Animal Clinic Inc.
180 E. Bromley Lane
Brighton, Colorado 80601

Jerry Wayne Spainhower
and Lisa Helen Spainhower, JT
14531 Country Hill Drive
Brighton, Colorado 80601

State of Colorado for the Benefit of
Department of Human Services
1575 Sherman Street
Denver, Colorado 80203

Linda L. Johnson
13821 East 144th Avenue
Brighton, Colorado 80601

Leased Mineral Owners

148th & Sable Boulevard Building LLC
1289 S. 4th Avenue
Brighton, CO 80601

Jose A. Archuleta
and Patricia L. Archuleta, JT
14401 Sable Boulevard
Brighton, Colorado 80601

Judy A. Stevens
14570 Country Hills Drive
Brighton, Colorado 80601

Kurt R. Gross
14561 Young Drive
Brighton, Colorado 80601

A. R. Hallock and Co., LLLP
P. O. Box 621785
Littleton, CO 80162

United States of America (BLM)
2850 Youngfield Street
Lakewood, Colorado 80215

Ling Motor Company, Inc.
10850 Riverdale Road
Thornton, Colorado

Wal-Mart Real Estate Business Trust
a Delaware statutory trust
P. O. Box 8050 MS 0555
Bentonville, Arkansas 72712

Martin H. Schloo Estate
& Clara L. Young Estate, T/C
unknown address

Milton C. Wambolt Trust
Fbo Deborah A. Fredrickson
14805 Pecos Street
Westminster, Colorado 80023

Lammers Family Trust
Terry D. Lammers, Garly L. Lammers
and Diana Lentz, Co-Trustees
23602 East Mississippi Circle
Denver, Colorado 80222

Anselmo Rodriguez
445 Dogwood Avenue
Brighton, Colorado 80601

Lara L. Mitchell and Mark A. Mitchell JT
14599 Country Hills Drive
Brighton, Colorado 80601

Brighton Security Storage
2969 Baseline Road
Boulder, Colorado 80303

Larry W. Cooper and
Deborah G. Cooper JT
14540 Young Drive
Brighton, Colorado 80601

Caprice Realty Investments, LLC
c/o Intertape Polymer Group
100 Paramount Drive, Suite 300
Sarasota, Florida 34232

Lois Fretter
14505 Country Hills Drive
Brighton, Colorado 80601

Larry D Wambolt
14805 Pecos Street
Westminster, Colorado 80023

Colorado Department of Transportation
c/o Receipts and Deposits
4201 E. Arkansas Ave., Rm. 212
Denver, CO 80222

Nora Lee Bradley
aka Nora Lee VonStruve
1441 Country Hills Drive
Brighton, Colorado 80601

Debora M. Palizzi
14840 Sable Boulevard
Brighton, Colorado 80601

Palizzi & Son, Inc.
14820 Sable Boulevard
Brighton, Colorado 80601

Donald L. Woodworth and
Winona S. Woodworth, JT
14575 Young Drive
Brighton, Colorado 80601

Phyllis K. Mayhew, Trustee
The Phyllis K. Mayhew Trust and
The Bernard Wagner Trust
14801 E. 144th Avenue
Brighton, Colorado 80601

Edie Stewart-Dunbar
14291 East 144th Avenue
Brighton, Colorado 80601

Eugene L. Anderson and
Marilyn Anderson, JT
7774 Raritan Street
Denver, Colorado 80221

RVP, Inc.
16675 Jasmine Street
Brighton, Colorado 80602

Fulton Irrigating Ditch Company
13698 East 139th Avenue
Brighton, Colorado 80601

Sharon K. Schaub
7577 Parkview Mountain
Littleton, Colorado 80127

Gloria A. Bennett
15180 Sable Boulevard
Brighton, Colorado 80601

SLKL Properties, LLC
180 E. Bromley Lane
Brighton, Colorado 80601

Jerry D. Anderson, Anne E. Anderson
and Robert H. Hattendorf, JT
14605 Sable Boulevard
Brighton, Colorado 80601

Solaire Apartments, LLC
300 Water Street, Ste. 300
Wilmington, Delaware 19801

Jim J. Rivas and Janet J. Rivas, JT
14515 Sable Boulevard
Brighton, Colorado 80601

The Sampson Family LP
P. O. Box 468
Brighton, Colorado 80601

Joanna Sakata, Trustee of
Joanna Sakata Living Trust Agreement
P.O. Box 508
Brighton, Colorado 80601

Alys Veal
3342 W. 109th Court
Westminster, Colorado 80031

Joe Butler
795 Newland Court
Boulder, Colorado 80303

Virgilio Licona & Barbara B. Licona JT
14461 Country Hills Drive
Brighton, Colorado 80601

Working Interest Owners

Carrizo, LLC
500 Dallas Street, Suite 2300
Houston, Texas 77002

Steele Creek Investments, LLC
1430 Larimer Square, Ste. 400
Denver, Colorado 80202

Extraction Oil & Gas, LLC
1888 Sherman Street, Suite 200
Denver, Colorado 80203

Upland Exploration, Inc.
424 S. Main Street
Enid, Oklahoma 73702

Grizzly Petroleum Company, LLC
252 Clayton Street, 4th Floor
Denver, Colorado 80206

Ward Petroleum
14000 Quail Springs Pkwy, Ste. 3500
Oklahoma City, Oklahoma 73134

Land Rights Services, LLC
1919 14th Street, Suite 702
Boulder, Colorado 80302

WEP Operating Co., LLC
P. O. Box 1187
Enid, Oklahoma 73702

Lincoln Energy, LLC
P.O. Box 6975
Denver, Colorado 80206

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

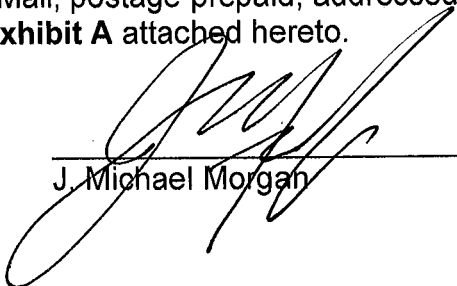
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ORDER TO POOL ALL INTERESTS WITHIN AN)
APPROXIMATE 640-ACRE DRILLING AND) DOCKET NO. 160100071
SPACING UNIT FOR SECTION 18, TOWNSHIP 1)
SOUTH, RANGE 66 WEST, 6TH P.M., FOR THE) TYPE: POOLING
CODELL AND NIOBRARA FORMATIONS,)
WATTENBERG FIELD, ADAMS COUNTY,)
COLORADO)

SUPPLEMENTAL 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:

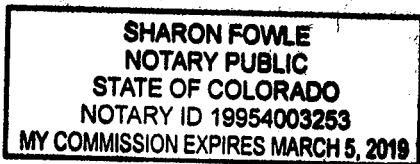
That he is the attorney for Ward Petroleum Corporation in the above-captioned matter. On December 14, 2015, he caused a copy of the Verified Application in this matter to be deposited in the United States Mail, postage prepaid, addressed to the additional parties listed on **Supplemental Exhibit A** attached hereto.

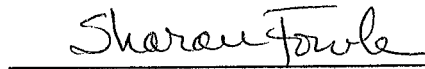


J. Michael Morgan

Subscribed and sworn to before me this 14 day of December, 2015.

Witness my hand and official seal.
My commission expires: 3/5/2019





Notary Public

SUPPLEMENTAL EXHIBIT "A"

TO POOLING APPLICATION OF WARD PETROLEUM CORPORATION

Docket No. 160100071

OIL India (USA) Inc.
c/o Thompson Knight, LLP
Attn: Arthur Wright
333 Clay Street Suite 3300
Houston, TX 77002

IOCL (USA) Inc.
c/o Thompson Knight, LLP
Attn: Arthur Wright
333 Clay Street Suite 3300
Houston, TX 77002