

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

IN THE MATTER OF THE APPLICATION OF WARD)
PETROLEUM CORPORATION FOR AN ORDER TO) CAUSE NO. 407
AMEND 640-ACRE DRILLING AND SPACING)
UNITS AND ESTABLISH A 1,280-ACRE DRILLING) DOCKET NO. 171000690
AND SPACING UNIT FOR HORIZONTAL WELLS TO)
THE CODELL AND NIOBRARA FORMATIONS)
IN SECTIONS 18 AND 19, TOWNSHIP 1 SOUTH,) TYPE: SPACING
RANGE 66 WEST, WATTENBERG FIELD)
ADAMS COUNTY, COLORADO)

VERIFIED APPLICATION

COMES NOW, Ward Petroleum Corporation ("Applicant" or "Ward"), by its attorneys, Lohf Shaiman Jacobs Hyman & Feiger PC, and submits it's Verified Application to the Oil and Gas Conservation Commission of the State of Colorado (the "Commission") for an order to amend 640-acre drilling and spacing units, and establish a 1,280-acre drilling and spacing unit in Sections 18 and 19, Township 1 South, Range 66 West, 6th P.M, for horizontal wells to the Codell and Niobrara Formations, Wattenberg Field, Adams County, Colorado, and in support states as follows:

Background and Existing Orders

1. Ward is duly organized and authorized to conduct business in the State of Colorado, and is an operator in good standing with the Commission, Operator No. 10359.

2. Ward owns leasehold interests in the following described lands in Adams County, Colorado, containing approximately 1,280-acres (hereinafter, the "Application Lands"):

Township 1 South, Range 66 West, 6th P.M.
Sections 18 and 19

3. On April 27, 1998, the Commission adopted Rule 318A, the Greater Wattenberg Area Special Well Location, Spacing and Unit Designation Rule. The Application Lands are subject to Rule 318A for the Codell and Niobrara Formations.

4. On April 28, 2014, the Commission entered Order No. 407-996, which established a 640-acre drilling and spacing unit for Section 19, Township 1 South, Range 66 West, 6th P.M., and authorized the drilling of one horizontal well in such unit to the Codell or Niobrara Formations, with the producing interval of the wellbore located no closer than 460-feet from the unit boundaries and no closer than 150 feet from the productive interval of any other wellbore located in the unit without exception being granted by the Director of the Commission. Section 19 of the Application Lands is subject to Order 407-996 for the Codell and Niobrara Formations.

5. On December 15, 2014, the Commission entered Order No. 407-1159, which increased to twelve (12) the number of wells which could be drilled in the 640-acre drilling and spacing unit previously established by Order 407-996 for Section 19, Township 1 South, Range 66 West, 6th P.M., for production of oil, gas and associated hydrocarbons from horizontal wells to the Codell and Niobrara Formations. Section 19 of the Application Lands is subject to Order 407-1159 for the Codell and Niobrara Formations

6. On December 15, 2014, the Commission also entered Order No. 407-1162, which established a 640-acre drilling and spacing unit for Section 18, Township 1 South, Range 66 West, 6th P.M., and authorized the drilling of up to twelve (12) horizontal well in such unit to the Codell or Niobrara Formations, with the productive interval of the wellbores located no closer than 460-feet from the unit boundaries and no closer than 150-feet from the productive interval of any other wellbore located in the unit without exception being granted by the Director of the Commission. Section 18 of the Application Lands is subject to Order 407-1162 for the Codell and Niobrara Formations

7. On January 26, 2016, the Commission entered Order No. 407-1635, which pooled the 640-acre drilling and spacing unit for Section 18, Township 1 South, Range 66 West, 6th P.M., which had been established under Order 407-1162 for production of oil, gas and associated hydrocarbons from horizontal wells to the Codell and Niobrara Formations, and applied the cost recovery provisions of C.R.S. §34-60-116(7) to any non-consenting owners within said unit for the Anderson #18-3-9HC and Anderson #18-3-11HC wells. Section 18 of the Application Lands is subject to Order 407-1635 for the Codell and Niobrara Formations.

Existing and Proposed Future Horizontal Wells in the Application Lands.

8. Commission records reflect that one well has been drilled and is currently producing from the Codell Formation in the 640-acre unit composed of Section 18, Township 1 South Range 66 West, 6th P.M., the Anderson #18-3-11HC (API #05-01-09941).

9. Commission records also reflect that one well has been drilled and is currently producing from the Codell formation in the 640-acre unit composed of Section 19, Township 1 South Range 66 West, 6th P.M., the Anderson #19-1-10HC (API #05-01-09847).

10. Both the Anderson #18-3-11HC and Anderson #19-1-10HC wells were drilled by Ward from a single pad located in the SW¼ of said Section 18 (the "Anderson Pad").

11. Ward desires to drill up to a total of six (6) horizontal wells from the existing Anderson Pad to the Codell and/or Niobrara Formations in the 640-acre unit composed of Section 18, which was established by Order 407-1162. Ward has already drilled the Anderson #18-3-11HC (API #05-01-09941), and has permitted the Anderson #18-3-9HC (API #05-01-09936), the Anderson #18-3-10HC (API #05-01-09938), the Anderson #18-3-8HN (API #05-01-09939) and the Anderson #18-3-12HN (API #05-01-09940), with one additional well yet to be permitted..

12. Ward also desires to drill up to a total of six (6) horizontal wells from the existing Anderson Pad to the Codell and/or Niobrara Formations in the 640-acre units composed of Section 19, which was established by Orders 407-996 and 407-1159. Ward has already drilled the Anderson #19-1-10HC (API #05-01-09847), and has permitted the Anderson #19-1-8HC (API #05-01-09937), Anderson #19-1-11HN, the (API #05-01-09942), the Anderson #19-1-9HN (API #05-01-

09943), and the Anderson #19-1-12HC (API #05-01-09944), with one additional well yet to be permitted.

13. Ward also desires to drill and complete up to twenty six (26) horizontal wells from its existing Brighton Lakes Pad located in the SW¼ of Section 20, Township 1 South, Range 66 West to the 6th P.M., to the Codell and/or Niobrara Formations on a 1,280-acre drilling and spacing unit composed of the Application Lands, with the treated interval of each such horizontal well being no closer than 460-feet from the boundaries of the unit, and no closer than 150-feet from the treated interval of any well producing from the Codell and/or Niobrara Formations, without exception being granted by the Director of the Commission.

The Order Requested.

14. Applicant therefore requests an order to:

(a) amend spacing Order 407-1162 and pooling Order 407-1635 to reduce the number of authorized horizontal wells in the unit composed of said Section 18 to six (6): the existing Anderson #18-3-11HC well (API #05-01-09941) and up to five (5) additional wells as specified above;

(b) amend spacing Order 407-1162 to reduce the number of authorized wells in the unit composed of Section 19 to six (6): the Anderson #19-1-10HC well (API #05-01-09847), and up to five (5) additional wells as specified above; and

(c) (i) establish the Application Lands as an approximate 1,280-acre drilling and spacing unit for the production of oil, gas and associated hydrocarbons from the Codell and Niobrara Formations, (ii) authorize up to twenty-six (26) horizontal wells to be drilled in such drilling and spacing unit to said Formations from the existing Brighton Lakes pad in the SW¼ of Section 20, Township 1 South, Range 66 West of the 6th P.M. and (iii) provide that the treated interval of any such horizontal well shall be no closer than 460-feet from the boundaries of the unit, and no closer than 150-feet from the treated interval of any well producing from the Codell and/or Niobrara Formations, without exception being granted by the Director of the Commission.

15. The requested order should further provide that all horizontal wells in the existing 640-acre drilling and spacing units composed of Section 18 and Section 19 respectively, must be drilled from the existing Anderson Pad, without exception being granted by the Director of the Commission.

16. The requested order should further provide that all horizontal wells drilled in the 1,280-acre drilling and spacing unit to be formed must be drilled from the existing Brighton Lakes Pad, without exception being granted by the Director of the Commission.

Basis for Requested Order.

17. The granting of the requested order will permit the efficient production of the Codell and Niobrara Formations in the Application Lands, while minimizing surface disturbance and maximizing the efficient use of existing drilling pads and production equipment. The requested order would permit all wells necessary for the efficient and effective drainage of the Codell and

Niobrara Formations in the Application Lands to be drilled from existing pads, and to a large extent without duplication of production equipment.

18. The requested amendments to Orders 407-1162, 407-1635 and 407-1162, together with the establishment of an approximate 1,280-acre drilling and spacing unit on the Application Lands, and the provision for up to twenty-six (26) additional horizontal wells therein, will permit the economic and efficient drainage of the Codell and Niobrara Formations, will prevent waste, will not adversely affect correlative rights and will help assure the greatest ultimate recovery of oil and associated hydrocarbons from the Codell and Niobrara Formations.

19. A drilling and spacing unit of 1,280 acres composed of the Application Lands is not smaller than the maximum area which can be economically and efficiently drained by a single horizontal well to the Codell or Niobrara Formation in the Application Lands.

20. The proposed horizontal wells can be developed in a manner consistent with protection of the environment, public health, safety and welfare.

21. The Commission has previously established 1,280-acre drilling and spacing units in the Wattenberg Field, while leaving previously established 640-acre drilling and spacing units in place for certain wells, with both units covering the same lands. See for instance Order 407- 1307.

22. The names and addresses of the interested parties according to the information and belief of the Applicant are set forth on **Exhibit A** attached hereto and made a part hereof.

23. A location plat for the first proposed horizontal well to be drilled in the requested 1,280-acre drilling and spacing unit, is attached as **Exhibit B** hereto and made a part hereof.

24. A plat showing the proposed 1,280-acre drilling and spacing unit is attached as **Exhibit C** hereto and made a part hereof.

WHEREFORE, the Applicant, Ward Petroleum Corporation, respectfully requests that this matter be set for hearing, that notice be given as required by law, and upon such hearing this Commission enter its order to:

A. Amend spacing Order 407-1162 and pooling Order 407-1635 to reduce the number of authorized horizontal wells to six (6): the existing Anderson #18-3-11HC well (API #05-01-09941); and the permitted Anderson #18-3-9HC (API #05-01-09936), the Anderson #18-3-10HC (API #05-01-09938), the Anderson #18-3-8HN (API #05-01-09939) and the Anderson #18-3-12HN (API #05-01-09940); with one additional well yet to be permitted.

B. Amend spacing Order 407-1162 to reduce the number of authorized wells to six (6), the Anderson #19-1-10HC well (API #05-01-09847), and the permitted the Anderson #19-1-8HC (API #05-01-09937), Anderson #19-1-11HN, the (API #05-01-09942), the Anderson #19-1-9HN (API #05-01-09943), and the Anderson #19-1-12HC (API #05-01-09944); with one additional well yet to be permitted.

C. Establish the Application Lands as an approximate 1,280-acre drilling and spacing unit for the production of oil, gas and associated hydrocarbons from the Codell and Niobrara Formations, and authorize up to twenty-six (26) horizontal wells to be drilled in such drilling

and spacing unit to said Formations from the existing Brighton Lakes pad in the SW¼ of Section 20, Township 1 South, Range 66 West of the 6th P.M. and provide that the treated interval of each such horizontal well shall be no closer than 460-feet from the boundaries of the unit, and no closer than 150-feet from the treated interval of any well producing from the Codell and/or Niobrara Formations, without exception being granted by the Director of the Commission.

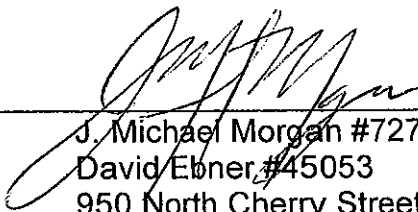
D. Provide that all horizontal wells in the existing 640-acre drilling and spacing units composed of Section 18 and Section 19 respectively, must be drilled from the existing Anderson Pad without exception being granted by the Director of the Commission.

E. Provide that all horizontal wells drilled in the 1,280-acre drilling and spacing unit to be formed must be drilled from the existing Brighton Lakes Pad without exception being granted by the Director of the Commission.

F. Provide such other and further relieve consistent with the above requests that the Commission deems just and appropriate.

Dated: August 30, 2017.

LOHF SHAIMAN JACOBS HYMAN & FEIGER PC

By: 

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David Ebner #45053
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Applicant's Address:
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Fort Collins, Colorado 80521
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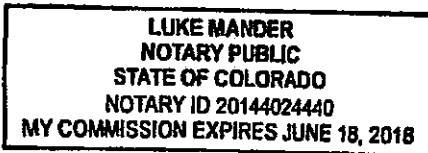
VERIFICATION

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

Kent Craig

Subscribed and sworn to before me this 30th day of August, 2017.

Witness my hand and official seal.
My commission expires: 06-18-2018

[Signature]

Notary Public

EXHIBIT "A"

TO APPLICATION OF WARD PETROLEUM CORPORATION

Christopher Simmons
Adams County Community
and Economic Development
4300 S. Adams County Pkwy
Brighton, CO 80601

Kent Kuster, Oil & Gas Cons.Coor.
Colorado Dept Health & Environment
4300 Cherry Creek Drive South
Denver, CO 80246-1500

Tom Shreiner, Energy Liaison
Colorado Div of Parks & Wildlife
6060 Broadway
Denver, CO 80216

U.S. Department of the Interior
Bureau of Land Management
2850 Youngfield Street
Lakewood, CO 80215

Sean Flanagan
Extraction Oil & Gas
370 17th Street, Ste. 5300
Denver, CO 80202

Matt Acree
Great Western Operating Co.
1801 Broadway, Ste. 500
Denver, CO 80202

Robert H. Hattendorf
17126 Road 32
Chappell, NE 69129

RVP Incorporated
7839 Spruce Court
Thornton, CO 80602

Colorado Dept Transportation
c/o Receipts & Deposits
4201 E. Arkansas Ave, #212
Denver, CO 80222

Debora M. Palizzi
14840 Sable Boulevard
Brighton, CO 80601

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

Jim Rivas & Janet Rivas
10297 Dowling Way
Highlands Ranch, CO 80126

Eugene L & A Marilyn Anderson
286 Apache Plume Street
Brighton, CO 80601

Sampson Family LTD Partnership
Attn: John J. Sampson
P. O. Box 468
Brighton, CO 80601

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Lara L & Mark A Mitchell
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aka Nora Lee Von Struve
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Donald L & Winona S Woodworth
14575 Young Drive
Brighton, CO 80601

Judy A. Stevens
14570 Young Drive
Brighton, CO 80601

Lammers Family Trust
Terry Lammers, Trustee
23602 E Mississippi Circle
Aurora, CO 80018

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

Petro Operating Company
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Englewood, CO 80150

Lois Fretter
14505 Country Hills Drive
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Eddie Stewart-Dunbar
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Brighton, CO 80601

Sharon K. Schaub
7577 Parkview Mountain
Littleton, CO 80127

SLKL Properties LLC
180 E Bromley Lane
Brighton, CO 80601

Larry D. Wambolt
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Fulton Irrigating Ditch Co.
25 S 4th Avenue
Brighton, CO 80601

Anselmo Rodriguez
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Brighton, CO 80601

RBK LLC
Attn: W. Russell Pilcher
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Highlands Ranch, CO 80126

Milton C. Wambolt Trust
fbo Deborah A Fredrickson
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Westminster, CO 80023

The Bernard Wagner Trust
14801 E. 144th Avenue
Brighton, CO 80601

Phyllis K. Mayhew Trust
14801 E. 144th Avenue
Brighton, CO 80601

PT Petro Holdings LLC
500 Newport Center Dr, #850
Newport Beach, CA 92660

A R Hallock & Co.
c/o Anne Smith
P. O. Box 16548
Golden, CO 80402

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Brighton, CO 80601

Joe Butler
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Boulder, CO 80303

Alys Veal
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Westminster, CO 80031

148th & Sable Blvd Bldg LLC
1289 S 4th Avenue, #100
Brighton, CO 80601

RV Storage LLC
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Joanna Sakata Living Trust
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Caprice Realty Investments
201 Steele Street, #3C
Denver, CO 80206

Gloria A Bennett Estate
14840 Sable Boulevard
Brighton, CO 80601

Solaire Apartments LLC
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Wilmington, DE 19801

Carol Wright
aka Carol Schloo-Wright
P. O. Box 40
Julian, CA 92036

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Brighton, CO 80601

Jerry W & Lisa H Spainhower, JT
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Brighton, CO 80601

Darlene L Grayson
14470 Country Hills Dr
Brighton, CO 80601

Linda L Johnson
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Brighton, CO 80601

Walmart RE Business Trust
c/o Property Tax Department
POB 8050 MS 0555
Bentonville, AR 72712

State of Colorado
Dept of Human Services
1575 N Sherman Street
Denver, CO 80203

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

Ling Motor Company
10850 Riverdale Road
Thornton, CO 80233

Kristina Estelle Unrein
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Rachelle D Dunbar Tstee
Trust Agmt Marion Elliott
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Brighton, CO 80601

PPI Brighton Associates
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Newton, PA 18940

Carson-Parkhill II LLC
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Denver, CO 80218

Brighton Marketplace LLC
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Denver, CO 80206

Byler Miller Sorrento LLC
5445 DTC Pkwy, PH4
Greenwood Village CO 80111

O'Neal Flat Rolled Metals
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Birmingham, AL 35205

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WEP Operating LLC
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Palizzi Farms LLC
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Kathleen D Yarbrough
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Steven E & Bonita M Simcox
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Brighton, CO 80601

Patrick C Connelly
14370 Country Hills Dr
Brighton, CO 80601

Arthur A & Virginia L Hale
14120 Country Hills Drive
Brighton, CO 80601

La Vary L Hager
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Sam Tsuji
14201 Sable Blvd
Brighton, CO 80601

Chiye Mathews
14201 Sable Blvd
Brighton, CO 80601

Brighton Lakes LLC
200 W Hampden Ave, #201
Englewood, CO 80110

R&R Minerals LLC
13408 County Rd 43
Hudson, CO 80642

Double O Bar LLC
21940 291st Avenue
Fort Pierre, SD 57532

R7 Minerals LLC
14031 Sable Blvd
Brighton, CO 80601

Sachi M Fujimoto
900 Worthington Cir #331
Fort Collins, CO 80526

James M Sullivan
100 Jackson St, #102
Denver, CO 80206

DJ Homestead LLC
9033 E Easter Pl, #112
Centennial CO 80112

Dona R Jones
14475 Country Hills Rd
Brighton, CO 80601

Matin Schloo and
Clara Young Estate
c/o Carol Wright
P. O. Box 40
Julian, CA

Sheri Beatti (Deceased)
c/o Lyal S Beattie
1981 E 138th Avenue
Brighton, CO 80602

Exhibit "C"

1S-66W Sections 18 & 19

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| 24 | 19 | 20 | |
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