

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

IN THE MATTER OF AN APPLICATION BY RED)	
HAWK PETROLEUM, LLC FOR AN ORDER: (1))	CAUSE NOS. 407 & 535
POOLING ALL INTERESTS IN THE 1280-ACRE)	
DRILLING AND SPACING UNIT ESTABLISHED FOR)	DOCKET NO. <i>To be assigned</i>
SECTIONS 13 AND 24, TOWNSHIP 2 NORTH,)	
RANGE 64 WEST, 6 TH P.M., FOR THE)	
DEVELOPMENT/OPERATION OF THE NIOBRARA)	
FORMATION, WATTENBERG FIELD, WELD)	
COUNTY, COLORADO, AND (2) AUTHORIZING)	
ADDITIONAL WELLS IN THE 1280-ACRE DRILLING)	
AND SPACING UNIT ESTABLISHED FOR SECTIONS)	
13 AND 24, TOWNSHIP 2 NORTH, RANGE 64 WEST,)	
6 TH P.M., FOR THE HORIZONTAL WELL)	
DEVELOPMENT OF THE NIOBRARA FORMATION,)	
WATTENBERG FIELD, WELD COUNTY,)	
COLORADO)	

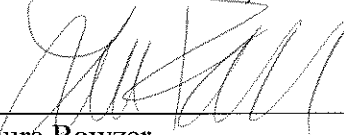
WITHDRAWAL OF COUNSEL

Laura Bowzer of Burleson LLP, executes this pleading to withdraw as counsel in the above-referenced matter. Brent D. Chicken of Fox Rothschild LLP will herein after serve as sole counsel in the above referenced matter.

DATED this 29 day of April, 2014.

Respectfully submitted,

Red Hawk Petroleum, LLC



Laura Bowzer
Burleson LLP
1700 Lincoln Street, Suite 1300
Denver, CO 80203
(303) 801-3200

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DEVELOPMENT OF THE NIOBRARA FORMATION,)	
WATTENBERG FIELD, WELD COUNTY,)	
COLORADO)	

APPLICATION

Red Hawk Petroleum, LLC ("Red Hawk" or "Applicant"), by and through its attorneys, Burleson LLP, respectfully submits this Application to the Oil and Gas Conservation Commission of the State of Colorado (the "Commission") for an order: (1) pooling all interests in the approximate 1280-acre drilling and spacing unit established for Sections 13 and 24, Township 2 North, Range 64 West, 6th P.M., for the development and operation of the Niobrara Formation; and (2) authorizing the drilling of up to an additional fifteen (15) horizontal wells, for a total up to sixteen (16) horizontal wells, in the approximate 1280-acre drilling and spacing unit established for Sections 13 and 24, Township 2 North, Range 64 West, 6th P.M., for the production of oil, gas and associated hydrocarbons from the Niobrara Formation. In support of its Application, Applicant states and alleges as follows:

1. Applicant is a corporation duly authorized to conduct business in the State of Colorado, and has registered as an operator with the Commission.
2. Applicant owns substantial leasehold interests in the below-listed lands:

Township 2 North, Range 64 West, 6th P.M.
Sections 13 and 24: All

These lands are hereinafter referred to as the "Application Lands." A map depicting the acreage comprising the Application Lands is attached hereto and marked as Exhibit A.

3. On April 27, 1998, the Commission adopted Rule 318A. which, among other things, allowed certain drilling locations to be utilized to drill or twin a well, deepen a well or recomplete a well and to commingle any or all Cretaceous Age Formations from the base of the Dakota Formation to the surface. Rule 318A. supersedes all prior Commission drilling and spacing orders affecting well location and density requirements of Greater Wattenberg Area

wells. On December 5, 2005, Rule 318A. was amended, among other things, to allow interior infill and boundary wells to be drilled and wellbore spacing units to be established. On August 8, 2011, Rule 318A. was again amended, among other things, to address drilling of horizontal wells. The Application Lands are subject to certain aspects of this Rule for the Niobrara Formation.

4. On or about December 16, 2011, the Commission entered Order Nos. 407-514 and 535-104 which, among other things, established 1280-acre drilling and spacing units for certain lands, including the Application Lands, and approved one horizontal well for each unit, for the production of oil, gas and associated hydrocarbons from the Niobrara Formation.

Pooling of All Interests in Application Lands for the Development of the Niobrara Formation

5. Acting pursuant to the relevant provisions of §34-60-116(6) & (7), C.R.S., and Rule 530., Applicant seeks an order pooling all interests in the Application Lands for approved horizontal wells drilled within the Application Lands, for the development and operation of the Niobrara Formation.

6. Applicant requests that the pooling order entered as a result of this Application be made effective as of the date of this Application, or the date that the costs specified in §34-60-116(7)(b)(II), C.R.S., are first incurred for the drilling of the initial permitted horizontal Niobrara Formation well, or any subsequent approved horizontal Niobrara Formation well, on the Application Lands, whichever is earlier.

Authority to Drill Additional Horizontal Wells within the Niobrara Formation

7. Pursuant to §34-60-116(4), C.R.S., Applicant requests the Commission authorize the drilling of additional wells with the drilling and spacing unit established for the Application Lands. Applicant requests the Commission order authorize up to fifteen (15) additional horizontal wells, for a total of up to sixteen (16) horizontal wells, for the approximate 1280-acre drilling and spacing unit established for the Application Lands, for the production of oil, gas and associated hydrocarbons from the Niobrara Formation.

8. Applicant states that, for any permitted wells to be drilled under this Application, the treated intervals of the wellbore should be not less than 460 feet from the unit boundaries with an inter-well setback of not less than 150 feet from the treated interval of a well producing from the Niobrara Formation, without exception being granted by the Director.

* * *

9. Applicant states that any horizontal wells to be drilled under this Application will be drilled on the surface of the drilling unit, or on adjacent lands with consent of the landowner, without exception being granted by the Director.

10. The granting of this Application is in accord with the Oil and Gas Conservation Act, found at §34-60-101, *et seq.*, C.R.S., and the Commission rules.

11. That the names and addresses of the interested parties (owners within the Application Lands) are attached hereto under Exhibit B. The Applicant shall submit a certificate of service for the Application within the seven days as required by Rule 503.e.

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

A. Pooling all interests in the Application Lands for any authorized horizontal Niobrara Formation wells, for the development and operation of the Niobrara Formation, with the pooling order made effective as of the date of this Application, or the date that the costs specified in §34-60-116(7)(b)(II), C.R.S., are first incurred for the drilling of a Niobrara Formation well, or any subsequent approved horizontal Niobrara Formation well, on the Application Lands, whichever is earlier.

B. 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 any authorized well on the Application Lands proposed for the Niobrara Formation, are pooled by operation of statute, pursuant to §34-60-116(7), C.R.S., and made subject to the cost recovery provisions thereof.

C. Authorizing the drilling of an additional fifteen (15) horizontal wells, for a total up to sixteen (16) horizontal wells, in the approximate 1280-acre drilling and spacing unit established for Sections 13 and 24, Township 2 North, Range 64 West, 6th P.M., for the production of oil, gas and associated hydrocarbons from the Niobrara Formation, with the treated intervals of the wellbore of any permitted wells to be located not less than 460 feet from the outer boundary of the proposed unit and not less than 150 feet from the treated interval of any well being drilled or producing from the Niobrara Formation, without exception being granted by the Director.

D. Requiring that any permitted wells to be drilled under this Application should be drilled on the surface of the drilling unit, or on adjacent lands with consent of the landowner, without exception being granted by the Director.

E. For such other findings and orders as the Commission may deem proper or advisable in the premises.

DATED this 9th day of April, 2014.

Respectfully submitted,

RED HAWK PETROLEUM, LLC

By: [Signature]

Brent D. Chicken (Colorado Bar No. 36217)

Laura Bowzer (Colorado Bar No. 45013)

Burleson LLP

1700 Lincoln Street, Suite 1300

Denver, CO 80203

(303) 801-3200

Applicant's Address:

Red Hawk Petroleum, LLC

Clark Moore, Executive Vice President

4125 Blackhawk Plaza Circle, Suite 201A

Danville, CA 94506

VERIFICATION

STATE OF CALIFORNIA)

) ss

COUNTY OF Contra Costa)

Clark Moore, Executive Vice President for and on behalf of Red Hawk Petroleum, 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 her knowledge, information and belief.

RED HAWK PETROLEUM, LLC

[Signature]
Clark Moore

On the 07 day of April, 2014, before me, Valentina Babichev, a Notary Public, personally appeared Clark Moore, Executive Vice President for Red Hawk Petroleum, LLC, who proved to me on the basis of satisfactory evidence to be the person whose name is subscribed to the within instrument, and acknowledged to me that he executed the same in his authorized capacity, and that by his signature on the instrument the person, or entity on behalf of which the person acted, executed the instrument

I certify under PENALTY OF PERJURY under the laws of the State of California that the foregoing paragraph is true and correct. WITNESS my hand and official seal.



Name: [Signature]

Notary Public

State of California

My commission expires: May 26, 2016

Application Lands - 

Sections 13 & 24, T2N, R64W
Weld County, Colorado

Exhibit A
Application Map

13	18	17	16	15	14	13	18	17
24	19	20	T2N R64W 21	22	23	24	19	20
25	30	29	28	27	26	25	30	29
36	31	32	33	34	35	36	31	32
1	6	5	4	3	2	1	6	5
12	7	8	T1N R64W 9	10	11	12	7	8
13	18	17	16	15	14	13	18	17

EXHIBIT B

INTERESTED PARTIES

The names and addresses of the interested parties (owners within Sections 13 and 24, Township 2 North, Range 64 West, 6th P.M.) according to the information and belief of the Applicant are set forth in this Exhibit B.

Red Hawk Petroleum, LLC
4125 Blackhawk Plaza Circle
Suite 201A
Danville, CA 94506

Brent D. Chicken
Laura Bowzer
Burleson LLP
1700 Lincoln Street, Suite 1300
Denver, CO 80203

Daryl L. Arnold and Mary Arnold, Joint
Tenants
8728 Weld Co. Rd. 59
Keensburg, CO 80634

Weld County Colorado
1150 O Street
PO Box 758
Greeley, CO 80632

Robert H. Green
9270 County Road 59
Keensburg, CO 80643

Carole Gerkin
23035 Weld Co. Rd. 22
Hudson, CO 80642

Vince Gerkin and Helena Gerkin,
Joint Tenants
23035 Weld Co. Rd. 22
Hudson, CO 80642

Edna M. Green
Rt. 1, Box 282
Brighton, CO

Blanche I. Koeneke
160 So. 14th Ave.
Brighton, CO

Clarence R. Arnold and wife,
Wynona Mae Arnold
Hudson, Colorado
Clarence R. Arnold, Deceased

Marc D. Sirios, Sheri L. Sirios, and Helen I.
Sirios, Jtens
180 N. Main Street
Keenesburg, CO 80643

Grayrock Minerals LLC, a Texas limited
liability company
5950 Cedar Springs Rd, Ste 200
Dallas, TX 75235

Ida Reichert, Life Estate
Keenesburg, CO

Ruth E. Glantz
2619 Yampa
Colorado Springs, CO

Richard R. Arnold
923 Rolling Green Drive
Rio Vista, CA

Leo Everett Osburnsen and Darlaine
Dawson, Jtens
8986 County Road 59
Keenesburg, CO 80643-9625

Boyd Arnold and Andrew Arnold, Jtens
28667 County Road 20
Keenesburg, CO 80643-9602

Roberta Shaklee
5050 Cherry Creek S. Drive
Denver, CO 80246

T.E. McClintock T/W fbo Elizabeth M.
Nikoloric, Colorado State Bank and Trust,
N.A., Trustee
P.O. Box 1588
Tulsa, OK 74101

T.E. McClintock T/W fbo Mary M. Swift,
Colorado State Bank and Trust,
N.A., Trustee
P.O. Box 17532
Denver, CO 80217

Lottie A. Warren, Individually and as
Trustee for Ruth E. Glantz, a mentally
incompetent person

Lottie A. Warren
Rt. 1, Box 60
Commerce City, CO

CoBank, FCB, fka U.S. Bank, FCB, fka
Farm Credit Bank of Wichita
5500 S. Quebec St.
Greenwood Village, CO 80111

Daryl L. Arnold and Mary M. Arnold, Jtens
8738 County Road 59
Keenesburg, CO 80643-9625

Bonnie Stevens
126 Eagle Ave
Mead, CO 80542

Marilyn Ann Zickefoose
446 North Forest
Jenks, OK 74037

Lawrence D. Gill, Trustee of the James L.
Sirios Residuary Trust
10139 S. Piedmont Ct.
Highlands Ranch, CO 80126

Daryl Arnold, Marie A. Beckett, Claude
Arnold, Stella A. Meints, Shirley A. Graybill,
Pearl A. Whitman, Larry Arnold and Pamela
Timm

Red Hawk Petroleum
1425 Blackhawk Plaza Circle, Ste. 201A
Danville, CA 94506

Continental Resources, Inc
PO Box 269007
Oklahoma City, OK 73126

Verdad Oil & Gas Corporation
5950 Cedar Springs Road, Suite 200
Dallas, TX 75235

Wildcat Energy LLC
245 E. 54th Street
New York, NY 10022

Main Energy, Inc.
1111 Fannin, Suite 1340
Houston, TX 77002

EnCana Oil and GasUSA
370 17th Street, Ste 1700
Denver, CO 80202

Hunt Oil Corporation
1900 North Akard Street
Dallas, TX 75201-2300

Charles W. Best, Personal Representative of
the Estate of James H. Blinn, Jr., Deceased
No Known Address

Denver Joint Stock Land Bank
No Known Address

Glen A. Leonard, aka Glen A. Leonard, III
and Sharon R. Leonard, Jtens
P.O. Box 695
Sheridan, MT 59749-0695

RJ Resources Corp.
c/o Platinum Partners
Carnegie Hall Tower
152 West 57th Street, 4th Floor
New York, NY 10019
Noble Energy, Inc.
1625 Broadway
Denver, CO 80202

ISRAMCO Resources LLC,
a Texas limited liability company
4801 Woodway, Suite 100E
Houston, TX 77056

P & O Oil Corporation
1717 St. James Place, Suite 602
Houston, TX 77056

Laneer Resources, Ltd.
P.O. Box 6987
Abilene, TX 79606

Exxon Mobil Corporation
5959 Las Colinas Blvd
Irving, TX 75039

Continental Resources, Inc.
20 N. Broadway
Oklahoma City, OK 73102

Clarkson Corporation
1350 Washington St.
Denver, CO 80203
Mary Ellen Williams, Registered Agent

Donald A. Hyde
29517 Road 18-1/2
Keenesburg, CO 80643

Grayrock Minerals LLC, a Texas limited
liability company
5950 Cedar Springs Rd, Ste 200
Dallas, TX 75235

Estate of Kenneth E. Shaklee
Heirs of Kenneth E. Shaklee
and/or their assigns
No Address Known

Julianne Raia
8766 Lamar Cir
Arvada, CO 80003-1251

Lawrence D. Gill, Trustee of the James L.
Sirios Residuary Trust
10139 S. Piedmont Ct.
Highlands Ranch, CO 80126

Marc D. Sirios, Sheri L. Sirios, and
Helen I. Sirios,
180 N. Main Street
Keenesburg, CO 80643

Ray E. Newman and Anna M. Newman
P.O. Box 378
Keenesburg, CO 80643-0378

Suzanne Hefner
714 Cedar Grove Road
Parkersburg, WV 26104

John W. Nichols
3300 Liberty Tower
Oklahoma City, OK 73102

South Park Royalty Company, LLC
P.O. Box 8946
Denver, CO 80201-8946

Douglas J. Guion
P.O. Box 899
Denver, CO 80201-0899

Henry A. Hull
29989 County Road 398
Keenesburg, CO 80643-9119

L.A. Wellington
P.O. Box 509
Keenesburg, CO 80643-0509

MAP2012-OK, an OK general partnership,
c/o MAP Royalty, Inc.
101 N. Robinson, Suite 1000
Oklahoma City, OK 73102-5514

Public Service Company of Colorado
Tax Service Department
P.O. Box 1979
Denver, CO 80201-1979

Shriners Hospitals for Crippled Children
c/o El Jebel Temple
4625 W. 50th Avenue
Denver, CO 80212

Hunt Oil Corporation
1900 North Akard Street
Dallas, TX 75201-2300

James P. Murphy
P.O. Box 899
Denver, CO 80201-0899

Robert G. James
P.O. Box 899
Denver, CO 80201-0899

Journey's End, Inc, a CO Corp.
P.O. Box 899
Denver, CO 80201-0899

Cathy James Paglia
P.O. Box 899
Denver, CO 80201-0899

Tom Schreiner, Energy Liaison
Colorado Parks & Wildlife
6060 Broadway
Denver, CO 80216

David Bauer
Weld County LGD
1111 H Street
Greeley, CO 80632

Oil & Gas Liaison
Colorado Dep't of Public Health &
Environment
4300 Cherry Creek Drive South
Denver, CO 80246-1530

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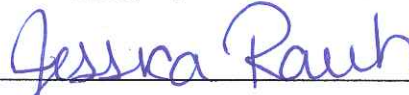
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FORMATION, WATTENBERG FIELD, WELD COUNTY,)
COLORADO, AND (2) AUTHORIZING ADDITIONAL)
WELLS IN THE 1280-ACRE DRILLING AND SPACING)
UNIT ESTABLISHED FOR SECTIONS 13 AND 24,)
TOWNSHIP 2 NORTH, RANGE 64 WEST, 6TH P.M., FOR)
THE HORIZONTAL WELL DEVELOPMENT OF THE)
NIOBRARA FORMATION, WATTENBERG FIELD,)
WELD COUNTY, COLORADO)

AFFIDAVIT OF MAILING

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

Jessica Rauh, of lawful age, and being first duly sworn upon her oath, states and declares that she caused a copy of the **APPLICATION** for an order: (1) pooling all interests in the approximate 1280-acre drilling and spacing unit established for Sections 13 and 24, Township 2 North, Range 64 West, 6th P.M., for the development and operation of the Niobrara Formation; and (2) authorizing the drilling of up to an additional fifteen (15) horizontal wells, for a total up to sixteen (16) horizontal wells, in the approximate 1280-acre drilling and spacing unit established for Sections 13 and 24, Township 2 North, Range 64 West, 6th P.M., for the production of oil, gas and associated hydrocarbons from the Niobrara Formation, in the above-captioned matter to be deposited in the United States Mail, postage prepaid, addressed to the interested parties on the attached Exhibit B on this 14th day of April, 2014.



Jessica Rauh

Subscribed and sworn to before me on the 14th day of April, 2014.

Witness my hand and official seal.

Colleen Colvin
Notary Public

My commission expires: 10/7/2015

4852-8957-8522, v. 1

