

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
ESTABLISHING A 320-ACRE DRILLING AND)
SPACING UNIT FOR THE E/2 OF SECTION 25,) DOCKET NO. *To be assigned*
TOWNSHIP 6 NORTH, RANGE 62 WEST, 6TH P.M., FOR)
HORIZONTAL WELL DEVELOPMENT OF THE)
NIOBRARA FORMATION, WATTENBERG FIELD,)
WELD COUNTY, COLORADO AND (2) POOLING ALL)
INTERESTS IN THE 320-ACRE DRILLING AND)
SPACING UNIT ESTABLISHED FOR THE E/2 OF)
SECTION 25, TOWNSHIP 6 NORTH, RANGE 62 WEST,)
6TH P.M., FOR THE DEVELOPMENT/OPERATION OF)
THE NIOBRARA FORMATION, WATTENBERG FIELD,)
WELD COUNTY, COLORADO)

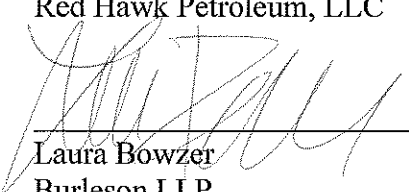
WITHDRAWAL OF COUNSEL

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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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) establishing an approximate 320-acre drilling and spacing unit for the E/2 of Section 25, Township 6 North, Range 62 West, 6th P.M., and authorizing the drilling of up to four (4) horizontal wells within the proposed unit, for the production of oil, gas and associated hydrocarbons from the Niobrara Formation; and (2) pooling all interests in the approximate 320-acre drilling and spacing unit established for the E/2 of Section 25, Township 6 North, Range 62 West, 6th P.M., for the development and operation of 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 6 North, Range 62 West, 6th P.M.
Section 25: E/2

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.

Establishment of a 320-Acre Drilling and Spacing Unit Consisting of the Application Lands for the Development of the Niobrara Formation

4. On or about April 5, 2013, the Commission entered Order Nos. 407-769 and 535-303 which, among other things, ordered that the Application Lands would no longer be subject to a spacing order, and would revert back to Rule 318A. for well location, spacing and unit designation, for the production of oil, gas and associated hydrocarbons from the Niobrara Formation.

5. Applicant requests the Commission establish the Application Lands as an approximate 320-acre drilling and spacing unit for the Niobrara Formation pursuant to Rule 503.b.(1) and §34-60-116(2), C.R.S. For the Application Lands, the proposed drilling unit is not smaller than the maximum area that can be economically and efficiently drained by the horizontal well proposed to be drilled under this Application and completed in the Niobrara Formation.

6. Applicant requests it be authorized to drill and complete up to four (4) horizontal wells in the approximate 320-acre drilling and spacing unit for the Application Lands, for the production of oil, gas and associated hydrocarbons from the Niobrara Formation, as necessary to economically and efficiently recover resources, while minimizing surface impacts, creating efficiencies for drilling and production, increasing the ultimate recovery of the reserves, preventing waste, and protecting correlative rights.

7. 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.

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

8. 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.

9. 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.

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10. Applicant states that any horizontal wells to be drilled under this Application will be drilled on the surface of the drilling unit from prescribed Rule 318A. drilling windows, or on adjacent lands with consent of the landowner, without exception being granted by the Director.

11. 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.

12. 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. Establishing an approximate 320-acre drilling and spacing unit for the E/2 of Section 25, Township 6 North, Range 62 West, 6th P.M., and authorizing the drilling of up to four (4) horizontal wells within the proposed unit, 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.

B. 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.

C. 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.

D. Requiring that any permitted wells to be drilled under this Application should be drilled on the surface of the drilling unit from prescribed Rule 318A. drilling windows, 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.



[Signature]
Name: Valentina Babichev
Notary Public
State of California
My commission expires: May 26, 2016

E/2 of Section 25, T6N, R62W
Weld County, Colorado

Exhibit A
Application Map

Application Lands - 

13	18	17	16	15	14	13	18	17
24	19	20	T6N 21	R62W 22	23	24	19	20
25	30	29	28	27	26	W/2 25 E/2 25	30	29
36	31	32	33	34	35	36	31	32
1	6	5	4	3	2	1	6	5
12	7	8	T5N 9	R62W 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 the E/2 of Section 25, Township 6 North, Range 62 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
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Suite 1300
Denver, CO 80203

L & S Capital, LP
800 US Highway 36
Byers, CO 80103

Karen Hutchcraft
P.O. Box 1622
Harrison, AR 72602-1622

Judy Tournillon
2530 E. Bijou Street
Colorado Springs, CO 80909

Kathleen L. McLaughlin Ganske
2733 S. 122nd E. Ave.
Tulsa, OK 74129

Kathy Kerr Williamson
866 Mary Drive
North Pole, AK 99705

Donna L. McLaughlin Cole
Box 748
St. Michaels, MD 21663

Keith D. Allison
3750 North Cascade Ave. #9
Colorado Springs, CO 80907

Jackie McLaughlin Ditaranto, also known as
Jacqueline McLaughlin Ditaranto
108 Arrowhead Ct. #D4
Phillipsburg, NJ 08865

Devona Carline Wear a/k/a Devona C.
Wear
RR 1, Box 39
Luray, MO 63453

Barbara McLaughlin Stidham
4048 Fern Ave.
Lyons, II 60534

Deborah Ann Edstrom
P.O. Box 1777
Bayfield, CO 81122

Ralph H. McLaughlin
P.O. Box 1918
Catoosa, OK 74015

Rebecca Kay Justesen
3699 County Rd. 510
Ignacio, CO 81137

Estate of Ralph A. McLaughlin, deceased, c/o
Dolores Christine Bertlot, f/k/a Dolores
Christine McLaughlin, P.R.
13102 E 42nd Street
Tulsa, OK 74134

Peter Neil Justesen
3697 County Rd. 510
Ignacio, CO 81137

Daniel P. Flanigan and Ann B. F. Flanigan
651 Orchard Ave.
Santa Barbara, CA 93108

Jamie Ryan Justesen
3699 County Rd. 510
Ignacio, CO 81137

Estate of Ann Malcolm, c/o Christine Jerger
(Address for Christine Rae Jerger)
P.O. Box 7
Edwards, CO 81632

Michael Kirk Justesen
3699 County Rd. 510
Ignacio, CO 81137

Janet R. Bell
40847 O Road
Paonia, CO 81428

Jenny Elizabeth Schwark
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Anacortes, WA 98221

James Michael McGee
3276 Garland St.
Wheatridge, CO 80033

Carrie Ann Smith
P.O. Box 63
Mead, CO 80542

Estate of Marion Leslie Weststrom, deceased,
ATTN: Myrned Erikson, c/o Colorado Attorney
General
1300 Broadway, Floor 10
Denver, CO 80203

Melissa Leigh Branam
3791 Homestead Drive
Mead, CO 80542

Steven A. King
627 Cranston St.
Providence, RI 02907

Dorothy Jean Boggs
2527 Jackson Street
Riverside, CA 92503

Philip T. King
13220 Willow Lane
Golden, CO 80401

TwentyTen, LLC, a Colorado limited
liability company,
5407 S. Llyod St.
Spokane, WA 99223

Estate of Zoeann King, c/o Katherine Pearce
Guilbault
(Address for Katherine Pearce Guilbault)
71 Roger William Ave.
Rumford, RI 02916

James E. Stritchko, a married person,
and Edwina I. Stritchko, a married
person, as joint tenants
1006 Willow Ct.
Longmont, CO 80503

Estate of Harold W. McLaughlin,
deceased c/o Katherine Metter
(Address for Katherine Karamigios-
Metter)
11955 Deer Trail Rd.
Conifer, CO 80433

Stephen W. McLaughlin
P.O. Box 451065
Grove, OK 74345-3471

Valerie Waterman
6610 Highway 392 W
Harrison, AR 72601-7719

Bill Barrett Corporation
1099 18th St., STE. 2300
Denver, CO 80202

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Colorado Parks & Wildlife
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Denver, CO 80216

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

Linda Carpenter-Fisher
39 Calle Vallecitos
Tijeras, NM 87059

Charles Louis Carpenter III
848 Sandy Cove Lane
Fort Collins, CO 80525

Nancy J. Carpenter
6990 West 36th Ave.
Wheatridge, CO 80033

David B. Sawyer
3071 S. Gilpin St.
Denver, CO 80210

RJ Resources Corp.
c/o Platinum Partners
Carnegie Hall Tower
152 West 57th Street, 4th Floor
New York, NY 10019

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

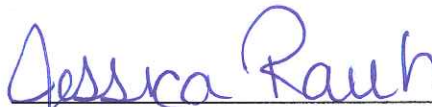
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WELD COUNTY, COLORADO)

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) establishing an approximate 320-acre drilling and spacing unit for the E/2 of Section 25, Township 6 North, Range 62 West, 6th P.M., and authorizing the drilling of up to four (4) horizontal wells within the proposed unit, for the production of oil, gas and associated hydrocarbons from the Niobrara Formation; and (2) pooling all interests in the approximate 320-acre drilling and spacing unit established for the E/2 of Section 25, Township 6 North, Range 62 West, 6th P.M., for the development and operation of 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.



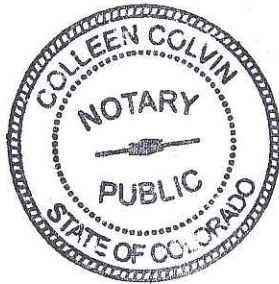
Jessica Rauh

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



4849-0278-5050, v. 1