

**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 24, TOWNSHIP 1)	
SOUTH, RANGE 67 WEST, 6 TH P.M., FOR THE)	
CODELL FORMATION, 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 Formation 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 24

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 **Sharp #24-3-11HC** (API #05-001-09801) and horizontal Sharp #24-3-9HC (API #05-001-06679) wells (the "Wells") on the Application Lands to the Codell Formation on an 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 with respect 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 Formation 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 Formation, 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;

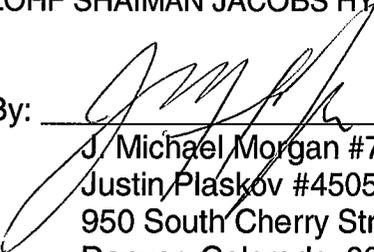
(3) provide that with respect to the Wells the consenting parties be allowed to recover from any non-consenting owner's share of production the penalty costs as provided in C.R.S. § 34-60-116 (7)(b); and

(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@lohfshaiman.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:

K.C. and Donna Spier
14301 Brighton Rd
Brighton CO 80601

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

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

John C. Warner
UNKNOWN

Ready Mixed Concrete Co
Sprat-Platte Ranch CO LLLP
4395 Washington Street
Denver CO 80216

Elmwood Baptist Church
of Brighton
13100 E 144th Avenue
Brighton CO 80601

State Highway Commission
of Colorado
4201 E Arkansas Avenue
Denver, CO 80222

Gail L Smith Living Trust
23880 E 152nd Avenue
Brighton CO 80603

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

Jeffrey J Abel
3003 Valmont Rd, Lot 224
Boulder CO 80301

Timothy R. Ferrell and
Claudia M Ferrell
13785 Potomac Street
Brighton CO 80601

Lennie R & Lolita D Phipps
14305 Potomac Street
Brighton CO 80601

Robinson NW LLC
16524 Keystone Blvd #D2
Parker CO 80134

Working Interest Owners:

PDC Energy
1775 Sherman Street #3000
Denver, CO 80203

Lincoln Petroleum LLC
444 17th Street #708
Denver, CO 80202

Bayswater Exploration & Production
730 17th Street #610
Denver, CO 80202

Noble Energy Inc
1625 Broadway
Denver CO 80202

Colorado Energy Corporation
UNKNOWN

Leased Mineral Owners

Elaine A Schaefer
13295 E 136th Avenue
Brighton CO 80601

Dominic A & Genie A Petrocco
7588 Vardon Way
Fort Collins CO 80525

Steven T Murata
14151 Potomac Street
Brighton CO 80601

Petrocco Family LP
14110 Brighton Road
Brighton CO 80601

Sharp Minerals LLC
9378 S Star Hill Circle
Littleton CO 80124

David A & Susan K Petrocco
14110 Brighton Road
Brighton CO 80601

CDOT
4201 E Arkansas Avenue
Denver CO 80222

Thomas J Koller
12843 Dexter Way
Thornton CO 80421

Albert J Petrocco
PO Box 459
Henderson CO 80640

Joseph P Petrocco
15970 Jackson Street
Brighton CO 80602

Nauman Family LLC
5660 Dudley Street
Arvada CO 80002

I Pearl Taylor and
Anna Latterly
PO Box 77
Avon CO 81620

George McDonald
7500 E 100th Avenue
Henderson CO 80640

Ruel Farms Company
UNKNOWN

